COVER SHEET

9	9	9	0	5						

S.E.C. Registration Number

PHILIPPINE REALTY AND HOLDINGS
CORPORATION

(Company's Full Name)

ONE BALETE 1 BALETE DRIVE COR N
DOMINGO ST BRGY KAUNLARAN
QUEZON CITY

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

MR. MARK ANTHONY M. RAMOS	8631-3179
Contact Person	Company Telephone Number

Month Day

Day

2	0	I	S	

FORM TYPE **PRELIMINARY**

Month

Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

NOTICE AND AGENDA OF ANNUAL STOCKHOLDERS MEETING

Notice is hereby given that the Annual Stockholders Meeting ("**ASM**" or "**Meeting**") of **PHILIPPINE REALTY AND HOLDINGS CORPORATION** (the "**Company**") will be held on **Thursday, June 30, 2022, at 3:00 p.m.** The Meeting will be conducted virtually and there will no longer be a physical venue for the ASM.

The Agenda of the Meeting is as follows:

1. Call to Order;

2. Certification of Notice of Meeting and Determination of Quorum;

3. Approval of the Minutes of the Previous ASM held on June 30, 2021;

4. Report of the President and approval of the 2021 Annual Report and the 2021 Audited Financial Statements;

5. Election of the Members of the Board of Directors for the ensuing year;

6. Approval and Ratification of all Acts, Contracts, and Deeds of the Board of Directors, Board Committees, Management and Officers during their terms of office;

7. Appointment of External Auditor.

8. Other business that may properly be brought before the Meeting; and

9. Adjournment

Only stockholders of record as of April 1, 2022 are entitled to notice of, and to vote at, the said Meeting.

Considering the COVID-19 global pandemic, stockholders may only attend the Meeting by remote communication, by voting *in absentia*, or through proxy. The conduct of the annual stockholders meeting will be streamed live, and stockholders may attend the Meeting by registering on or 5:00 PM of June 16, 2022.

Stockholders who intend to participate in the virtual ASM may register by sending an email to asmregistration@philrealty.com.ph of their intention to participate on or before 5:00 PM of June 16, 2022, together with the requirements set forth in the Information Statement and published at the Company's website at http://www.philrealty.com.ph.

Upon successful registration and validation of the documents submitted through email above, the stockholder will receive an email confirmation containing the link www.philrealtyasm.com and a code to log in and view the 2022 ASM.

Electronic copy of Information statement and Management report, and SEC form 17A and other relevant documents in relation to the annual stockholders meeting may also be accessed through the aforementioned website www.philrealty.com.ph/investor-relations/ and through the PSE EDGE portal https://edge.pse.com.ph/openDiscViewer.do?edge_no=35adb5bf11201e713470cea4b051ca8f.

Pasig, Metro Manila, May 16, 2022.

ATTY. REX P. BONIFACIO
Corporate Secretary

SECURITIES & EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement Pursuant to Rule 20
of the Securities Regulation Code

1. Check the appropriate box
   ___X___Preliminary Information Statement
   ______Definitive Information Statement
2. Name of registrant as specified in its charter

   PHILIPPINE REALTY AND HOLDINGS CORPORATION

3. Country of Incorporation: Philippines

4. SEC Identification: 99905

5. Tax Identification No.: 000-188-233-000

6. Address of Principal Office: One Balete, 1 Balete Drive Corner N. Domingo St. Brgy. Kaunlaran District 4, Quezon City

   Address of Satellite Office: 1611 16th Floor, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, 1605

7. Registrant's telephone number, including area code:

   (02) 8631-3179

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

   Date: June 30, 2022
   Time: 3 p.m.
   Place: Livestream by accessing the Online web address URL (for participation by remote communication) www.philrealtyasm.com

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

   June 9, 2022

10. Securities registered pursuant to Sections 4 and 8 of the RSA:

Title of each Class	Number of Shares of Common Stock Outstanding or amount of Debt Outstanding
Common	9,100,102,685 shares

11. Are any or all of registrant's securities listed on the Philippine Stock Exchange?
    Yes X No ___

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
The common stock of the Company is listed at the Philippine Stock Exchange, Inc. (PSE)
PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES

A. GENERAL INFORMATION

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

The 2022 Annual Stockholders' Meeting ("**ASM**" or "**Meeting**" for brevity) of Philippine Realty and Holdings Corporation ("**Company**" for brevity) will be held on June 30, 2022 at 3 p.m. The Meeting will be conducted virtually and there will no longer be a physical venue for the ASM.

The complete mailing address of the principal office of the Company is One Balete, 1 Balete Drive Corner N. Domingo Street, Barangay Kaunlaran, District 4, Quezon City and the address of the satellite office of the Company is 1611 16th Floor, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City.

The approximate date on which the Information Statement is first to be sent and given to the security holders shall be June 9, 2022.

Item 2. Dissenter's Right of Appraisal

No corporate matters or action will be submitted in the Meeting that may call for the exercise of the Right of Appraisal under Title X of Republic Act No. 11232 or the "Revised Corporation Code of the Philippines" ("**Revised Corporation Code**").

Any shareholder of the Company shall have the right to dissent and demand payment of the fair value of his shares only in the following instances, as provided by the Revised Corporation Code.

The appraisal right, when available, maybe exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action 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 (2) 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: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: *Provided*, *further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

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

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

(b) No director has informed the Company that he intends to oppose any action to be taken by the registrant at the Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. Number of shares Outstanding as of April 01, 2022

Common Shares: 9,100,102,685

Number of Votes Entitled: one (1) vote per share

b. All stockholders of record as of April 1, 2022 are entitled to receive notice of, and to vote at, the annual stockholders' meeting.

c. Manner of Voting

A stockholder entitled to vote at the Meeting shall have the right to vote in person, by proxy, through remote communication or *in absentia* the number of shares registered in his name in the stock and transfer book of the Company as of the record date, for as many persons as there are directors to be elected. Each stockholder shall have the right to cumulate said shares and give one candidate 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 cumulative voting 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 said shares multiplied by the whole number of directors to be elected.

Pursuant to Section 23 and 57 of the Revised Corporation Code which allow voting through remote communication or in absentia, stockholders intending to participate by remote communication should notify the Company by email to asmregistration@philrealty.com.ph on or before 5:00 PM of June 16, 2022. A stockholder voting remotely or in absentia shall be deemed present for purposes of quorum.

Please refer to Annex F on the Requirements and Procedures for the Voting and Participation in 2022 ASM for complete information on voting via remote communication or voting in absentia, as well as on how to join the livestream for the 2022 ASM.

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

i. The following persons are known to the Company to be directly or indirectly the record or beneficial owner of more than 5% of the Company's voting security as of April 01, 2022.

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Owned	% Owned
Common	Greenhills Properties, Inc. E-2002A East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City / Stockholder	Greenhills Properties, Inc. E-2002A East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City / Stockholder	Filipino	5,933,556,884 shares	65.20%
Common	Phil. Depository & Trust Corp. 37/F Tower I, The Enterprise Center, 6766 Ayala Avenue cor. Paseo de Roxas, Makati / PCD Nominee		Filipino/ Non-Filipino	2,182,406,747 shares	23.98%
Common	Campos, Lanuza & Co., Inc. E-2003B, PSE Centre Exchange Road, Pasig City / Stockholder	Campos, Lanuza & Co., Inc. E-2003B, PSE Centre Exchange Rd., Pasig City / Stockholder	Filipino/ American/ Spanish/ Other Alien	275,196,201 shares (net of shares under PCD)	3.02%

Note: Greenhills Properties, Inc. is represented by its President, Gerardo O. Lanuza Jr. and Treasurer, Antonio O. Olbes.

Campos, Lanuza & Co., Inc. is represented by its President, Antonio U. Reyes-Cuerva.

PCD Nominee holds 23.98% interest. PCD Nominee is the registered owner of shares beneficially owned by participants in the PCD. Campos, Lanuza & Co., a participant of PCD has a total of 1,388,988,671 shares under PCD equivalent to 15% of the Company’s voting securities.

Shares held by Directors and Executive Officers as of April 1, 2022:

ii. Security Ownership of Certain Record and Beneficial Owners and Management

Title of Class	Name of Beneficial Owner	Amount and Nature of Class		Citizenship	%age Owned
		Direct	Indirect		
Common	Gerardo Domenico Antonio V. Lanuza	226,786,043	65,083,203	Filipino	3.20
Common	Gerardo O. Lanuza, Jr.	2,174,024	204,911,203	Spanish/Filipino	2.27
Common	Alfredo S. Del Rosario, Jr.	20,261,000	-	Filipino	0.22
Common	Edmundo C. Medrano	6,000,000	-	Filipino	0.06
Common	Gregory G. Yang	1,831,000	-	Filipino	0.02
Common	Antonio O. Olbes	506,388	-	Filipino	0.00
Common	Amador C. Bacani	229,980	-	Filipino	0.00
Common	Andrew C. Ng	84,000	-	Filipino	0.00
Common	Renato G. Nuñez	10,000	-	Filipino	0.00
Common	Jomark O. Arollado	10,000	-	Filipino	0.00
Common	Alfonso Martin E. Eizmendi	10,000	-	Filipino	0.00
	Total	**257,902,435**	**269,994,406**		**5.77**

iii. Voting Trust Holders of 5% or more

The Company is not aware of any person holding more than 5% of common shares under a voting trust or similar agreement.

iv. Change in Control

At present, there is no change in control nor is the Company aware of any arrangement that may result in a change in control of the Company since the beginning of the last fiscal year.

e. Foreign ownership level as of April 1, 2022

Security	Total outstanding shares	Shares owned by Foreigners	Percent of Ownership
Common Shares	9,100,102,685	72,731,079	0.80%

Item 5. Directors and Executive Officers

The By-Laws provides in part:

Each director is chosen by the stockholders at the annual meeting, or at such subsequent Meeting as may then be determined and shall hold office for one year until his successor is duly elected and qualified. (Section 1, Article II, By-Laws).

The Management Committee members and other officers, unless removed by the Board, shall serve as such until their successors are elected or appointed.

(a) Information required of Directors and Executive Officers

i. Directors and Executive Officers

Pursuant to Section 38 of the new Securities Regulation Code ("**SRC**") and SEC Memorandum Circular No. 16-02 (Guidelines on the Nomination and Election of Independent Directors), the By-Laws has been amended on October 30, 2003 to provide for the Nomination Committee and Election of Independent Directors under Article II, Sections 5 and 6, which reads:

"Section 5. Nomination Committee - There shall be a Nomination Committee which shall be independent and shall have at least three (3) voting members, one of whom is an independent director. It shall promulgate guidelines or criteria to govern the conduct of the nomination. It shall pre-screen the qualifications and prepare a final list of candidates which shall contain all the information about all the nominees for independent directors.

The Committee shall be constituted at least one month before the date set for the annual stockholders' meeting. The nomination of independent director/s shall be conducted by the Committee prior to a stockholders' meeting.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting."

Last year, the Company amended the Corporate Governance Manual and subsumed the function of the Nominations Committee to the Corporate Governance Committee to create a Corporate Governance and Nominations Committee.

"**Section 6. Election of Independent Directors** - The election of Independent Directors shall be made in accordance with the by-laws of the Corporation, except as otherwise provided in other parts of these by-laws and subject to pertinent existing laws, rules and regulations of the Commission.

Cumulative voting shall not apply to the election of an independent director. Single balloting for the regular and independent director/s shall be made. In case however of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same Meeting to fill up the vacancy.

In case of resignation, disqualification or cessation of independent directorship, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Corporate Governance and Nomination Committee; otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office."

Following the recommendations of SEC Memorandum Circular 19, Series of 2016, issued on 22 November 2016 that approved the Code of Corporate Governance for Publicly-Listed Companies, the Corporate Governance and Nomination Committee was constituted by the Board of Directors on 20 November 2018 to assist the Board in the performance of its corporate governance responsibilities, granting the said Committee the functions that were formerly assigned to the Nomination Committee. The charter of the Corporate Governance and Nomination Committee was approved by the Board of Directors also on 20 November 2018.

At the June 30, 2021 organizational meeting of the Board of Directors, the following directors were elected as members of the Corporate Governance and Nomination Committee: Mr. Alfonso Martin E. Eizmendi, Independent Director (as Chairman), Mr. Renato G. Nuñez, Independent Director (Member) and Mr. Jomark O. Arollado, Independent Director (Member).

The following persons, who constitute the final list of candidates presented and approved by the Corporate Governance and Nomination Committee have been nominated to the Board for the ensuing year and have accepted their nominations:

Gerardo Domenico Antonio V. Lanuza
Renato G. Nuñez
Gerardo O. Lanuza, Jr.
Antonio O. Olbes
Alfredo S. Del Rosario, Jr.
Edmundo C. Medrano

Gregory G. Yang
Andrew C. Ng
Amador C. Bacani
Jomark O. Arollado
Alfonso Martin E. Eizmendi

Mr. Alfonso Martin E. Eizmendi, Mr. Renato G. Nuñez, and Mr. Jomark O. Arollado were nominated as the three (3) Independent Directors to be elected at the Meeting. They were nominated by minority stockholders, Eduardo Lucero, Alfredo Alfonso and Patricia Sandejas, respectively.

Further, all the nominees possess all the qualifications and none of the disqualifications provided for in the SRC and its Implementing Rules and Regulations.

Except for proceedings involving a director or executive office in his/her official capacity, no one from the directors/executive officers for election at the Meeting has been involved in any legal or administrative proceedings in his/her personal capacity during the past five (5) years up to the present date that would materially affect his/her ability and integrity to serve as a director or executive officer.

A summary of the qualifications of the incumbent directors, nominees for directors for election at the annual stockholders meeting and incumbent officers is set forth in Annex "A"

ii. Significant Employees

Any director or officer who may be elected at the Meeting is expected to make significant contributions to the operations and business of the Company. Likewise, each employee is expected to do his share in achieving the Company's set goals.

iii. Family Relationships

Mr. Gerardo O. Lanuza, Jr., Chairman Emeritus of the Board, is the father of Mr. Gerardo Domenico Antonio V. Lanuza and first cousin of Mr. Antonio O. Olbes. Mr. Gregory Yang is the father-in-law of Mr. Gerardo Domenico Antonio V. Lanuza.

iv. Involvement in Certain Legal Proceedings

None of the Directors or Executive Officers is or has been involved in any criminal or bankruptcy proceeding, or is or has been subject to any judgment of a competent court barring or otherwise limiting his involvement in any type of business, or has been found to have violated any securities laws during the past five (5) years and up to the latest date.

In addition, the Company is involved in certain claims and pending lawsuits arising in the ordinary course of business which is either pending decision by the courts or under negotiation.

Certain subsidiaries are defendants or parties in various lawsuits and claims involving civil and labor cases. In the opinion of the subsidiaries' management, these lawsuits and claims, if decided adversely, will not involve sums having material effect on the subsidiaries' financial position or results of operations.

Management believes that the final settlement, if any, of the foregoing lawsuits or claims would not adversely affect the Company's financial position or results of operations.

(b) Certain Relationships and Related Party Transactions

The Parent Company and its subsidiaries, in their ordinary conduct of business, have engaged in transactions with associates and other related parties principally consisting of advances and reimbursement of expenses. Purchase of services to and from related parties are made on arm's length basis and at current market prices at the time of the transactions.

The Company has not entered into any material transaction nor is it a party to any transaction in which any director, executive officer or significant shareholder of the Company or any member of the immediate family of any of the persons mentioned in the foregoing had or is to have a direct or indirect material interest.

The Company's employees are required to promptly disclose any business and family related transactions with the Company to ensure that potential conflicts of interests are surfaced and brought to the attention of management.

(c) Ownership Structure and Parent Company

As of April 1, 2022, Greenhills Properties Inc. (**GPI**) owns 65.20% of the total outstanding voting shares of the Company.

(d) Resignation of Directors

None of the directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders due to disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

(a) Executive Compensation

	Year	Salary	Bonus	Per Diem	Other Annual Compensation	Total
President and CEO and 5 most highly compensated executive officers - Edmundo C. Medrano (EVP, COO, Treasurer), Carlos T. Paca (VP Business Development); Erwin V. Ciar (VP Project and Construction Mgt); Marissa S. Bontogon (VP	2020 -Actual 2021- Actual 2022- Projected	₱25.98M ₱28.54M ₱28.54M	10.41M None None	₱0.14M ₱0.14M ₱0.14M	None None None	₱36.53M ₱28.68M ₱28.68M

	Year	Salary	Bonus	Per Diem	Other Annual Compensation	Total
Controller); Adeline Susan C. Carag (VP Property Mgt)						
All officers as a group – Other officers include Richard Nicolas K. Go (VP Sales); and Mark Anthony Ramos (AVP – Accounting, Compliance Officer, and DPO.	2020 -Actual 2021-Actual 2022- Projected	₱1.74M ₱3.06M ₱3.06M	None None None	None None None	None None None	₱1.95M ₱3.06M ₱3.06M

The Executive Officers are elected annually by the Board of Directors at its first meeting following the annual stockholders' meeting. Every officer, including the President, is subject to removal at any time by the Board of Directors. All officers hold office for one year and until their successors are duly elected and qualified; provided that any officer elected to fill any vacancy shall hold office only for the unexpired term of the office filled.

The compensation of the Company's executive officers is fixed by the Board of Directors. They are covered by contract of employment and as such they are entitled to all the benefits accruing to salaried employees of the Company.

(b) Compensation of Directors

Directors are entitled to a per diem of ₱6,000 and ₱4,000 allowance for meals and transportation for board meetings attended except for Independent Directors who receive per diem of ₱20,000.00. In addition, the Board of Directors is entitled to a portion of the 5% of Net Income before Tax as profit-sharing incentive for directors, officers and staff.

The directors of the Registrant received per diem in the amount of ₱1,252,000, ₱1,344,000, ₱1,144,000 for 2021, 2020, and 2019, respectively.

Item 7. Independent Public Accountants

(a) The principal accountant and external auditor of the Company is Maceda Valencia & Co. The same accounting firm is being recommended for re-appointment at the annual stockholders meeting.

(b) Representatives of Maceda Valencia & Co. for the current year and for the most recently completed fiscal year are expected to be present at the annual stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

(c) **Changes in, and Disagreements with, Accountants on Accounting and Financial Disclosures**

Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged Maceda Valencia & Co. as external auditor, and Mr. Antonio O. Maceda is the Partner-in-charge for the audit year 2021.

(d) **Audit and Audit-Related Fees**

The professional fees of independent auditors Maceda Valencia & Co. for 2021 and 2020 amount to ₱980,000 and ₱1,050,000, exclusive of VAT, respectively. Out of pocket expenses are pegged at 15% for 2021 and for 2020.

(e) **Tax fees**

In 2021, the Parent Company engaged the services of Maceda Valencia & Co. and Bernardo Placido Chan Lasam Law Offices as well as Somera Javeloza & Associates for tax consulting services.

(f) **Audit Committee**

The Chairman of the Audit Committee is Renato G. Nuñez (Vice Chairman of the Board and Independent Director). The members are Alfonso Martin E. Eizmendi (Independent Director), Jomark O. Arollado (Independent Director), and Amador C. Bacani (Director).

Item 8. Compensation Plans

No matters or actions with respect to any compensation plan pursuant to which cash or noncash 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

No matters or actions concerning authorization or issuance of securities will be taken up during the Meeting.

Item 10. Modification or Exchange of Securities

The Company will not be presenting any matter or act involving the modification of any class of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class during the Meeting.

Item 11. Financial and Other Information

The audited financial statements as of December 31, 2021, Management's Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information are attached hereto as Annex "B". The Schedules required under Part IV(c) of Rule 68 will be included in the Annual Report (SEC Form 17-A).

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There is no proposed merger, consolidation, acquisition by sale, or liquidation of the Company that will be presented during the Meeting.

Item 13. Acquisition or Disposition of Property

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

Item 14. Restatement of Accounts

As used herein and in other sections of this Information Statement, unless the context otherwise requires, the Group refers to the Company and its subsidiaries where the Company has control pursuant to SRC Rule 68, Par. 6s (Consolidated Financial Statements).

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the new and amended Philippine Financial Reporting Standards (PFRS) and the Philippine Interpretations of International Financial Reporting Interpretation Committee (IFRIC) which became effective beginning January 1, 2018.

Please refer to Note 31 of the attached Company's audited financial statements on the Summary of Significant Accounting Policies for the accounting of the new PFRS and IFRIC which became effective in 2021.

D. OTHER MATTERS

Item 15. Action with respect to Reports

The following matters shall be submitted to the stockholders for approval/ratification:

(a) Approval of the Minutes of the Stockholders Meeting held on June 30, 2021
(b) Approval of the Annual Report of the Board of Directors and Audited Financial Statements as of December 31, 2021
(c) Ratification of acts and proceedings of the Board of Directors, Board committees and officers since the last Annual Stockholders' Meeting held on June 30, 2021
(d) Appointment of External Auditor for 2022; and
(e) Other matters that may require consideration by the stockholders.

Item 16. Matters Not Required to be Submitted

There are no matters or actions to be taken up in the Meeting that will not require the vote of the stockholders as of the record date.

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

There are no matters or actions to be submitted in the Meeting that will not require the vote of common stockholders as of the record date.

Item 18. Other Proposed Action

(a) Ratification of the acts of the Board of Directors and Officers

Major acts of the board of directors, board committees and officers to be ratified in the forthcoming Meeting of the stockholders.

i. Election of the officers of the Company to serve for one (1) year beginning on June 30, 2021, until their successors are duly elected and qualified;
ii. Approval to obtain renewal of credit lines/obtain loans and other credit accommodations from the Philippine National Bank and naming the authorized signatories;
iii. Approval to engage the services of Maceda Valencia & Co. (**MVCo**) to provide all the necessary assistance in the handling of the examination of the Company's books of accounts for the year 2020 by the Bureau of Internal Revenue and to appoint MVCo as the Company's Attorney-in-Fact to represent the Company;
iv. Approval to donate to the Philippine Stock Exchange Centre Condominium Corporation (**PSECCC**) forty-one (41) parking slots and three (3) special units that have long been in the possession of PSECCC as the spaces are mostly being used for the power generating sets, air handling units for the air conditioning system, etc. for the PSEC Buildings;
v. Approval to obtain a Term Loan from the Philippine Bank of Communications for the purpose of financing the Rimana Tower 3 Condominium Project at the One Balete up to 80% of the Project Cost in the event that the Project is pursued;
vi. Approval to hold the SEC-required Annual Corporate Governance Seminar for Directors and Senior Officers with the topic "Creative and Strategic Thinking" to

be conducted by the Center for Global Best Practices on 19 October 2021;

vii. Approval to request the Anti-Money Laundering Council (**AMLC**) for a six (6) months extension, on account of the ongoing pandemic, to submit the requirements necessary for the Company to obtain a Certificate of Registration from the AMLC;

viii. Approval to authorize any one (1) of the named officers of the Company to represent the Company and to sign singly, notices of cancellation or demand for rescission of Contracts to Sell by notarial act;

ix. Authority of Filinvest Land Inc. to conduct due diligence on the properties of the Company located in the province of La Union;

x. Approval to avail of loans/credit facilities and to sell and assign the Company's receivables to Philippine Bank of Communications pursuant to its various contracts such as, but not limited to, trade finance receivables, contracts to sell, etc. and naming the authorized signatories;

xi. Approval of the audit fees of Maceda Valencia & Co. as independent auditors of the Company for 2021;

xii. Presentation of the preliminary financial run on the AITANA Project in the Bonifacio Global City;

xiii. Approval of the Company's 2022 Financial Budget;

xiv. Approval to authorize Bernardo Placido Chan and Lasam Law Offices, its lawyers and/or personnel, to represent the Company before the Registry of Deeds for Taguig City, for purposes of processing and causing the annotation of the relevant portion of Certification Ruling No. 036-2019, issued by the Bureau of Internal Revenue on TCT Nos. 164-2021000854 and 164-2021000855;

xv. Authority for any two (2) Directors who are members of the Retirement Plan Committee, to sign, execute and/or deliver any and all documents in the name of the Company as regards transactions with the Retirement Fund Trustee, Union Bank of the Philippines;

xvi. Approval for the Company to apply with the Philippine Stock Exchange Inc. for additional listing of 4,177,777,778 common shares of the Company;

xvii. Confirmation of Board approval on 15 December 2020 to reclassify the Company's El Retiro, Baguio City properties consisting of six (6) parcels of land covered by six (6) Transfer Certificates of Title (**TCTs**) with a total area of 16,158 sq.m. with improvements thereon ("El Retiro, Baguio City Properties"), from Real Estate Inventories to Investment Properties; and the confirmation of Board approval on 16 November 2021 to: 1) reclassify the Company's vacant lot property located in Bonifacio Global City (**BGC**) more particularly identified as Lot 4 Block 8 and covered by TCT No. 164-2021000855 containing an area of 1,600 sq.m. ("Lot 4, Block 8 BGC Property") to Investment Properties from its initial recognition at cost; and 2) reclassify Unit 4-H, The Icon Residences Tower 1 condominium unit covered by Condominium Certificate of Title No. 164-2018010337 located in BGC containing a floor area of 95 sq.m. ("Unit 4-H The Icon Residences Property") from Real Estate Inventories to Investment Properties;

xviii. Approval of the date, time, place and manner of conducting the 2022 Annual Stockholders' Meeting;

xix. Approval and issuance of the Company's Audited Financial Statements (**AFS**) for the year ended 2021 as endorsed by the Audit Committee and the grant of authority to certain officers of the Company to sign the Statements of Management Responsibility for the Financial Statements and for the Annual Income Tax Return as well as the Management Representation Letter.

Item 19. Voting Procedures

Voting in the 2022 ASM will be conducted virtually. The procedures for registration, participation and voting in the 2022 Annual Stockholders Meeting of the Company are detailed in "**ANNEX F**" of the Information Statement.

In the election of directors, the (11) nominees with the greatest number of votes will be elected directors. If the number of nominees for election as directors does not exceed the number of directors to be elected, the Secretary of the Meeting shall be instructed to cast all votes represented at the Meeting equally in favor of all such nominees. However, if the number of nominees for election as directors exceeds the number of directors to be elected, voting shall be done by ballot, cumulative voting will be followed, and counting of votes shall be done by three (3) election inspectors to be appointed by the stockholders who will participate in the Meeting. Should we include this considering that there are only 11 nominees to fill up the 11 seats and the voting is through online?

For corporate matters that will be submitted for approval and for such other matters as may properly come before the Meeting, a vote of the majority of the shares present at the Meeting is necessary for their approval.

All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:

i. For items other than election of the Directors, the stockholder may vote: "For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.

ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, 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.

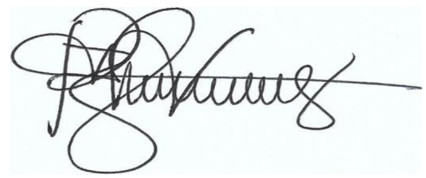
The company undertakes to provide, free of charge, the Annual Report on SEC Form 17-A and SEC Form 17-Q ending March 31, 2022, should the stockholder request for one. The written request should be forwarded by mail to Atty. Rex P. Bonifacio, Corporate Secretary, Philippine Realty and Holdings Corporation at Pastelero Law Office, Unit E-1503, 15th Floor, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, or via email at corporatesecretary@philrealty.com.ph. At the discretion of management, a charge may be made for exhibits, provided such charge is limited to reasonable expenses incurred by the registrant in furnishing such exhibits.

This information statement and the Annual Report in SEC Form 17-A will also be posted at the Company's website at http://www.philrealty.com.ph/

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, and based on available records, I certify that the information set forth in this report is true, complete, and correct. This report is signed in the City of Pasig on May 16, 2022

PHILIPPINE REALTY AND HOLDINGS CORPORATION
Issuer



ATTY. REX P. BONIFACIO
Corporate Secretary

ANNEX "A"

DIRECTORS AND KEY OFFICERS
(as of December 31, 2021)

The write-ups below include positions held as of December 31, 2021, and in the past five years, and personal data as of December 31, 2021, of directors and executive officers.

Board of Directors

Gerardo Domenico Antonio V. Lanuza	Chairman
Renato G. Nuñez	Vice-Chairman / Independent Director
Gerardo O. Lanuza, Jr.	Chairman Emeritus
Antonio O. Olbes	Vice-Chairman Emeritus
Alfredo S. Del Rosario, Jr.	Member
Edmundo C. Medrano	Member
Gregory G. Yang	Member
Andrew C. Ng	Member
Amador C. Bacani	Member
Jomark O. Arollado	Independent Director
Alfonso Martin E. Eizmendi	Independent Director

Gerardo Domenico Antonio V. Lanuza / 38 – Filipino

Chairman of the Board of Philippine Realty and Holdings Corporation. He was Executive Vice President and Chief Operating Officer of Philippine Realty and Holdings Corporation from 2014 to 2019 and was Vice President for Special Projects in 2010. He is a director at various companies such as Greenhills Properties Inc., British United Automotive Corp., A Brown Co. Inc., Klassik Motors Corp., and Campos, Lanuza & Co. Inc., where he also serves as the Vice President for Sales. He earned his Bachelor of Science degree in Legal Management at the De La Salle University, Manila in 2006.

Renato G. Nuñez / 52 (Independent Director) - Filipino

Vice-Chairman and Independent Director of Philippine Realty and Holdings Corporation since 2015. He is currently the President of CATS Motors, Inc., Techglobal Data Center, Inc., Techzone Philippines, Inc., LIA Philfoods, Inc., and Everland Estate Development Corp. Moreover, he is also a current Director of All British Cars, Inc., Cambie Property, Inc. Coventry Motors Corp., and Total Consolidated Asset Management, Inc. Previously, he served as Vice President of Leisure & Resorts World Corp., as well as Midas Hotel & Casino. He was once the Managing Director of Blue Chip Gaming & Leisure Corp., Vice President and Director of AB Leisure Global, Inc., President of Arwen Gaming & Leisure Specialist, Inc., Vice President for Finance of Binondo Leisure and Resort Corp., and Vice President of AB Leisure Exponent., Inc. He completed his BS Industrial Management Engineering degree Minor in Mechanical Engineering at De La Salle University in 1991.

Gerardo O. Lanuza, Jr. / 75 – Spanish / Filipino

Chairman Emeritus of the Board of Philippine Realty and Holdings Corporation, Chairman of Meridian Assurance Corporation and Universal Travel Corporation, Chairman and

President of Greenhills Properties Inc. He sits as a Director in the following corporations: Gerzon Management Corporation, Broadford Property Holdings Inc., Merdom Corporation, Al Husn Manila, Inc., Domera Trading Corporation, Chiamil Trading Corporation, Nicora Trading Corporation, Xcell Property Ventures Inc., Julnad Assets Holdings Inc., Mernic Assets Holdings Inc., La Bodequita del Medio Inc., Merlan Holdings Inc., Peridot Asset Holdings Inc., Penzance Properties Holdings Corporation, Ju-Lan Assets Holdings Co. Inc., and Stonehaven Realty Services Inc. He is the nominee of Campos Lanuza & Co. Inc. to the Philippine Stock Exchange. He also serves as Treasurer of Lanuza Asset Holding Co. He was formerly Chairman of International Exchange Bank ("IBank"), Vice Chairman of Philippine Racing Club Inc., Vice President and Director of Makati Stock Exchange, Inc. and Director of Vulcan Industrial & Mining Corporation, Golden Arrow Mining Co., Inc., Apex Mining Co. Inc., Concrete Aggregates Corp., Philippine Overseas Drilling and Oil Development Corp., Surigao Consolidated Mining Co., Inc. and A Brown Company, Inc. He is a member of the Pasay-Makati Realtors Board, Inc. and Chamber of Real Estate and Builders Association, Inc. He graduated from De La Salle College with a degree in Bachelor of Science in Mechanical Engineering in 1969.

Antonio O. Olbes / 75 - Filipino

Vice-Chairman Emeritus of the Philippine Realty and Holdings Corporation and Director since 1968. He had previously served as Chairman and President of Meridian Assurance Corp. from 1994-2008, and President of Raco Trading Phils., Inc. He was formerly a manager at Sycip, Gorres, Velayo & Co., and was Executive Vice President, in charge of trading, at Francisco de Asia and Co. He held a number of directorships, which includes seats in the following groups: PRHC Property Managers, Inc., Greenhills Properties Inc. (Treasurer), Universal Travel Corporation (Vice-Chairman), ICON Tower Residences, Green Vista Development Corporation, SEBLO Business Holdings Corporation, and Xcell Property Ventures Inc. He has also been named Honorary Consul General (in the Philippines) for the Republic of Nicaragua. He earned his Bachelor of Arts degree in Economics at Holy Cross College, Massachusetts, USA, and his master's degree in Business Administration from Bobson College, Massachusetts, USA. He completed his Advanced Management Programme at Oxford University, United Kingdom, in July 1995.

Alfredo S. Del Rosario / 66 – Filipino

President and Chief Executive Officer of Philippine Realty and Holdings Corporation since August 1, 2016. Currently, Mr. Del Rosario is Chairman of Recon-X Energy Corporation and is also a member of Board of Directors of PRHC Property Management, Inc., Universal Travel, Inc., Sultan Power, Inc., Rizal MicroBank, and Camera Club of the Philippines Center, Inc. Prior to joining RLT, he worked for Rizal Commercial Banking Corporation ("RCBC") as Executive Vice President, heading several groups of the bank, including Commercial Banking, Overseas Filipino Banking, and Asset Management and Remedial. Before joining RCBC, he also headed the Trust and Investment Division and Information Technology Division of AB Capital and Investment Corporation as a Senior Vice President. He also held various positions in AsianBank, Bank of America NT & SA Manila, Philippine Airlines, and Ayala Investments & Development Corporation. He graduated from Ateneo de Manila University with a Bachelor of Science degree in Management in 1976. He has taken up units towards an MBA degree at the Ateneo Graduate School and subjects leading to a Juris Doctor degree at the Ateneo Law School.

<u>Edmundo C. Medrano / 68 – Filipino</u>

Executive Vice President and Chief Operating Officer, Chief Financial Officer and Treasurer of Philippine Realty and Holdings Corporation. He was elected in 2018 as an Independent Director of Credit Information Corporation representing the private sector and Chairman of its Audit Committee. He is currently a member of the Board of Directors of Casa Miguel Condominium Corporation, Universal Travel Corporation, Andrea North Condominium Corporation and Recon-X Energy Corporation. He previously held the positions of Executive Vice President at Philtrust Bank; Vice Chairman, President and Chief Operating Officer at Producers Savings Bank Corporation; Senior Vice President at Asiatrust Development Bank; Senior Vice President at AB Capital and Investment Corporation and Head of Investment Banking and concurrently General Manager of AB Leasing and Finance Corporation; and First Vice President at AsianBank Corporation. He took his Masters of Business Management at the Asian Institute of Management from 1974 to 1976. He graduated from De La Salle College with a Degree of Bachelor of Science in Commerce major in Accounting in 1974, ***Cum Laude***, and Bachelor of Arts major in Economics in 1974, ***Cum Laude***.

<u>Gregory G. Yang / 65 – Filipino</u>

Formerly Senior Vice President and General Manager of the operating company, McGeorge Food Industries (local licensee of McDonald's). He opened the first McDonald's in 1981, having trained in Hong Kong and USA for one year and earning a degree in hamburgerology from McDonald's Hamburger University. His previous work experience includes serving as Assistant Manager of the International Corporate Bank, from 1978 to 1980, and Account Officer at the Makati Leasing and Financing Corporation from 1976 to 1978. He graduated from University of the Philippines in 1976 with a BS Business Administration degree.

<u>Andrew C. Ng / 38 – Filipino</u>

Vice President of Alpha Alleanza Manufacturing, Inc. Philippines since 2009. He was formerly the Assistant Operations Manager Trainee of Pinncale Foods, Inc., Philippines, serving from 2005 to 2009, and was a Management Trainee at Procter & Gamble Philippines in 2004. He earned his Bachelor of Science degree in Industrial Engineering at De La Salle University, Manila in 2005.

<u>Amador C. Bacani / 73 – Filipino</u>

Formerly the President of Philippine Realty and Holdings Corporation from 2002 to 2014. He also worked in the same Company as Executive Vice President from 1995 to 2002. He is currently the President of Xcell Property Ventures, Inc. (a joint venture partner of the Company). Previously, he was First Vice President and Head of Consumer Banking Group of Rizal Commercial Banking Corporation and served as First Vice President & Head of Branches Operations Support Division as well. He held several other high-level positions in Campos, Lanuza & Co. Inc., Decision Systems Corporation, Security Bank and Trust Company, Allied Banking Corporation, Asian Merchant Finance Inc., Bank of the Philippine Islands, Citibank, N.A. (Manila), and Procter & Gamble Phils., Inc. He graduated with a Bachelor of Science degree in Mechanical Engineering, ***Summa Cum Laude***, from De La Salle College in 1969, and earned his Master of Science in Industrial Administration degree at the Carnegie-Mellon, USA, in 1972.

Jomark O. Arollado / 38 (Independent Director) – Filipino

Served as Plant Manager and Strategic Business Unit (“SBU”) Head of Rapid Forming Corporation since 2013. Previously, he was also a Plant Manager of Silangan Philtrade Corporation, serving from 2011 to 2012. His first professional stint at Rapid Forming Corporation was in 2006 as the SBU head. Prior, he has worked as the ISO Document Controller at SGV & Co. in 2004. He graduated with a Bachelor of Science degree in Industrial Engineering at Dela Salle University Manila in 2005.

Alfonso Martin E. Eizmendi / 57 (Independent Director) - Filipino

President and CEO of Royal Link Industries Inc., Yields Financial Corporation, Park Cent Tower Realty Corp., and WGP Villa Realty Corp. Aside from Philippine Realty and Holdings Corp., he is also a Director of Meridian Assurance Corp., Secret 6 Inc., CleanPro, Director and President of The Icon Plaza Condominium Corp., Frimar Realty and Frimar USA. He was formerly the Vice-Chairman of Vi@je Corp. from 2000 to 2001, and Chairman of Blue Star Insurance Brokerage from 1998 to 2001. He graduated from De La Salle University in 1986 with bachelor’s degree in Political Science.

Key Executive Officers

Alfredo S. Del Rosario Jr.*	President and Chief Executive Officer
Edmundo C. Medrano*	Executive Vice President and Chief Operating Officer and Treasurer
Erwin V. Ciar	Vice President and Head, Project Construction and Management
Adeline Susan C. Carag	Vice President and Head, Property Management Services
Carlos Miguel T. Paca	Vice President and Head, Business Development and Investment Relations Officer
Richard Nicolas K. Go	Vice President and Head, Sales
Marissa S. Bontogon	Vice President and Controller and Risk Officer
Atty. Rex P. Bonifacio	Corporate Secretary
Mark Anthony M. Ramos	Assistant Vice President for Accounting, Compliance Officer and Data Protection Officer

***** Members of the Board

Erwin V. Ciar / 47 – Filipino

Vice President and Head, Project Construction and Management of Philippine Realty and Holdings Corporation since September 2014. Concurrently, he is also Member of Board of Directors and Treasurer of PRHC Property Managers Inc. Mr. Ciar has extensive work experience for twenty-three years in the fields of project and construction management, construction supervision and contract management. He was the Vice Director PCMD for Bitexco Group of Companies from 2008 to 2014. He graduated at Pamantasan ng Lungsod ng Maynila in 1996 with a Bachelor of Science in Civil Engineering.

Adeline Susan C. Carag / 64 – Filipino

Ms. Carag is currently Vice President and Head, Property Management Services of

Philippine Realty and Holdings Corporation. She is also currently the President of PRHC Property Managers Inc. She graduated from Eulogio "Amang" Rodriguez Institute of Science and Technology ("EARIST") in 1978 with a degree of Bachelor of Science in Chemical Engineering and Bachelor of Science in Industrial Education.

Carlos Miguel T. Paca / 47 – Filipino

Mr. Paca concurrently holds the positions of Vice President Head, Business Development and Investor Relations Officer of Philippine Realty and Holdings Corporation. He also holds the position as Member of the Board of Directors of Philippine Stock Exchange Centre Condominium Corporation, Hola Comerciantes, Inc., and Meridian Assurance Corp. He graduated at De La Salle University with a degree of Bachelor of Science, Industrial Engineering with Minor in Mechanical Engineering in 1995.

Richard Nicolas K. Go / 39 – Filipino

Mr. Go is currently the Vice President and Head of Sales of Philippine Realty and Holdings Corporation. He previously worked as Sales Manager at Arthaland Corporation. He graduated from De La Salle University College of Saint Benilde in 2004 with a degree in Hotel, Restaurant and Institution Management.

Marissa S. Bontogon / 49 – Filipino

Vice President and Controller and Risk Officer of Philippine Realty and Holdings Corporation. She is a Certified Public Accountant and Certified Financial Consultant. She received her Bachelor of Science degree in Accountancy from De La Salle University in 1992.

Atty. Rex P. Bonifacio / 50 – Filipino

Atty. Bonifacio is the current Corporate Secretary of Philippine Realty and Holdings Corporation. Concurrently, he is also the Corporate Secretary of Philippine Stock Exchange Centre Condominium Corporation and a Partner at Pastelero Law Office. He finished his Pre-law at San Sebastian College Recoletos Manila in 1992 with a degree of AB Political Science, ***Cum Laude***. In 1996, he completed his Bachelor of Laws degree in San Sebastian College of Law and passed the Bar in 2004.

Mark Anthony M. Ramos / 39 – Filipino

Mr. Ramos concurrently holds the positions of Assistant Vice President for Accounting, Compliance Officer and Data Protection Officer. He is a Certified Public Accountant and Certified Internal Auditor. He earned his Masters in Business Administration from Ateneo Graduate School of Business. He graduated from Philippine School of Business Administration with a Degree of Bachelor of Science in Accountancy in 2003, ***Cum Laude.***

ANNEX "B"

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Philippine Realty and Holdings Corporation (interchangeably referred to as the "**Company**" or the "**Parent Company**") exhibited continuing profitability and very substantial improvements in liquidity and solvency positions.

A. REVIEW OF 2021 OPERATIONS VS. 2020

I. <u>REVIEW OF CONSOLIDATED STATEMENT OF INCOME FOR THE PERIOD ENDING DECEMBER 31, 2021 VS. DECEMBER 31, 2020</u>

1. <u>Consolidated net income after tax</u>. Philippine Realty and Holdings Corporation posted net income after tax of **₱193 Million** for the 12 months ended December 31, 2021 compared to ₱40 Million net income after tax for the same period last year. The increase in the Company's profitability is explained below.

a. <u>Income</u>

1) <u>Sales of real estate</u>. While sales of real estate decreased by ₱111 Million or by 42% for the 12 months ended December 31, 2021 compared to the sales of real estate for the same period in 2020, the reduction was more than adequately compensated for by other income. Sales of real estate pertains to units sold at the Skyline and SkyVillas Towers located in Quezon City, and at The Icon Plaza located in Bonifacio Global City.

2) <u>Rent</u>. Rental income decreased by ₱14 Million. Rentals, particularly in the office spaces of the Parent Company was adversely affected by the pandemic.

3) <u>Management fees</u>. Property management fees decreased by ₱6 million or by 14% due to the decrease in the number of clients of PRHC Property Managers, Inc. (**PPMI**).

4) <u>Other income.</u> Other income for the twelve months ended December 31, 2021 increased by ₱327 Million or by 105% compared to the twelve months ended December 31, 2020. Other income consists largely of Gain on fair value changes in Investment Properties that increased by ₱324 Million in 2021 or by 113% compared to 2020. Investment Properties consist largely of land, commercial, office, storage condominium units as well as office and residential parking spaces held to earn rentals or for capital appreciation (or both). The Group's properties that are located in the Philippine Stock Exchange Centre (**PSEC** which is also known as Tektite Towers), a vacant lot in the Bonifacio Global City (**BGC**), residential and office/commercial units in The Icon Plaza located in the BGC, The El Retiro Mansion in Baguio City, and commercial lots in San Fernando City, La Union, are classified as Investment Properties.

b. <u>Costs and Expenses</u>

1) **<u>Cost of real estate sold</u>**. In terms of percentage to Sales of real estate, Cost of real estate sold increased to 87% in 2021, whereas it was at 73% of Sales of real estate for the same period in 2020.

   In late 2020 and in 2021, the Company experienced a number of sales cancellations, all due to the difficulty encountered by the Company's buyers in obtaining long-term bank financing to finance the 70% balance of the purchase price. This phenomenon resulted in an unusual cost of sales percentage.

2) **<u>General and administrative expenses</u>.** General and administrative expenses increased by ₱9 Million or by 3%, mainly due to the ₱18 Million increase in Impairment Losses on Trade Receivables.

c. <u>Subsidiaries</u>.

The contributions of the Parent Company's subsidiaries to revenues and net income are shown below.

1) **<u>PRHC Property Managers, Inc. (PPMI)</u>**. The Parent Company's property management subsidiary registered a Total Comprehensive Loss of ₱2.1 Million for the twelve months ended December 31, 2021. It is lower by ₱12.28 Million compared to the Total Comprehensive Income of ₱10.18 Million registered by PPMI for the same period last year.

2) **<u>Tektite Insurance Brokers, Inc. (TIBI)</u>**. The Group's insurance brokerage firm posted a Total Comprehensive Income of ₱0.34 Million for the twelve months ended December 31, 2021 which is higher by ₱3.79 Million compared to the ₱3.45 Million Total Comprehensive Loss registered by TIBI for the same period last year.

II. <u>REVIEW OF CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE PERIOD ENDING DECEMBER 31, 2021 VS. DECEMBER 31, 2020</u>

1. **<u>Total assets</u>**. The Group's Total assets stood at ₱8.2 Billion as of December 31, 2021, higher by ₱2.1 Billion compared to the ₱6.1 Billion level of Total assets as of December 31, 2020.

   The Company's Real estate assets accounted for 79.49% of the Total assets of the Company as of December 31, 2021.

   Real estate inventories increased by ₱1.3 Billion from December 31, 2020 to December 31, 2021, or by 167%, due to the addition of a BGC Lot (Lot 1, Block 8) containing 1,600 sq.m., located at the corner of 6th Avenue and 24th Street, BGC, Taguig City.

   Investment properties increased by ₱1.5 Billion or from ₱2.9 Billion in 2020 to ₱4.4 Billion in 2021 largely due to: i) addition of another BGC Lot (Lot 4, Block 8) containing 1,600 sq.m., located at the corner of 6th Avenue and 25th Street, BGC, Taguig City; ii) addition of the San Fernando City, La Union lots; iii) Reclassification from real estate inventory of an Icon Residences Tower 1 Condominium unit to Investment property; and iv) recognition of gain on fair value adjustments on the Parent Company's existing Investment Properties.

2. **Total liabilities.** Total liabilities decreased by ₱229 Million largely due to: i) loan repayments by the Parent Company; and ii) payment by the Parent Company of its trade payables to different suppliers and contractors.

3. **Total Equity.** Total equity was recorded at ₱6.33 Billion as of December 31, 2021, higher by ₱2.36 Billion compared to ₱3.97 Billion as of December 31, 2020.

   The increase in equity was due to: i) new common shares issued from the increase in the Parent Company's Authorized Capital Stock (**ACS**) in favor of Greenhills Properties Inc. (**GPI**) in exchange for GPI's infusion in favor of the Parent Company of two (2) very prime vacant lots located in the BGC, namely, 1) Lot 1 Block 8 containing an area of 1,600 sq.m. located at the corner of 6th Avenue and 24th Street; and 2) Lot 4 Block 8 also containing an area of 1,600 sq.m. located at 6th Avenue corner 25th Street; and ii) the Parent Company's Total Comprehensive Income for the year 2021.

III. Performance Indicators

The table below presents the comparative performance indicators of the Company and its subsidiaries.

Performance Indicators	31 December 2021 Audited	31 December 2020 Audited
Current ratio[1]	5.31:1	3.84:1
Debt-to-equity ratio[2]	0.30:1	0.54:1
Asset-to-equity ratio[3]	1.30:1	1.54:1
Book value per share[4]	₱0.71	₱0.84
Earnings per share[5]	₱0.02	₱0.01

[1] *Current assets / current liabilities*
[2] *Total debt / consolidated stockholders' equity*
[3] *Total assets / Total stockholders' equity*
[4] *Total stockholders' equity plus Subscriptions receivable / No. of shares outstanding*
[5] *Net income attributable to equity holders of Parent Company / Weighted average no. of common shares issued and outstanding*

The table above reflects the continuing improvement of the RLT Group in terms of solvency, liquidity and profitability.

1. **Current ratio. T**he Group's current ratio is extremely healthy showing still a significant improvement from 3.84:1 in December 2020 to 5.31:1 in December 2021.

2. **Debt-to-equity ratio.** Similarly, the RLT Group's debt-to-equity ratio remained very conservative for the periods under review as the Company's financial leverage improved further to 0.30:1 in 2021 from an already very conservative 0.54:1 in 2020.

3. **<u>Asset-to-equity ratio</u>.** The asset-to-equity ratio of the Company also showed improvement at 1.30:1 in December 2021 from 1.54:1 as of December 2020.

   The steady performance of debt-to-equity ratios and asset-to-equity ratios of the RLT Group for the periods under review clearly demonstrate that the Parent Company's real estate business is currently being financed primarily by funds provided by its shareholders and a small amount of debt.

4. **<u>Book value per share</u>.** The performance of the RLT Group's Book value per share has also been a very encouraging in spite of the decrease from ₱0.84 per share as of end-December 2020 to ₱0.71 per share as of 31 December 2021.

   While the Group's Total Comprehensive Income increased from ₱37.8 Million in 2020 to ₱203.3 Million in 2021 or an increase of ₱165.5 Million (a 438% increase), the total no. of common shares outstanding likewise increased from 4,922,324,907 shares as of December 2020 to 9,100,102,685 common shares as of December 2021 or an increase of 4,177,777,778 shares (or an 85% increase). This explains the reduction in the Group's Book value per share.

   There was no issuance, repurchase or payment/repayment of neither debt and equity securities nor dividends during the year 2021.

   As of this report, there is no other known event that will trigger direct or contingent financial obligation that is material to the Company. Moreover, there is no material off-balance sheet transaction, arrangement, obligation and other relationship of the Company with unconsolidated entities or other persons created during this period.

5. **<u>Earnings per share</u>**. The RLT Group's Earnings per share doubled at ₱0.02 in 2021 compared to ₱0.01 in 2020 in spite of the 46% increase in the Parent Company's issued and outstanding shares from 4,922,324,907 shares as of December 2020 to 9,100,102,685 common shares as of December 2021.

B. REVIEW OF 2020 OPERATIONS VS 2019

I. <u>REVIEW OF CONSOLIDATED STATEMENT OF INCOME FOR THE PERIOD ENDING DECEMBER 31, 2020 VS. DECEMBER 31, 2019</u>

1. **<u>Consolidated net income after tax</u>**. Philippine Realty and Holdings Corporation posted net income after tax of **₱40 Million** for the 12 months ended December 31, 2020 compared to ₱485 Million net income after tax for the same period last year. The decrease in the Company's profitability is explained below.

   a. **<u>Income</u>**

      1. **<u>Sales of real estate</u>.** Sales of real estate decreased by ₱810 Million or by 75% for the 12 months ended December 31, 2020 compared to the sales of real estate for the same period in 2019. Sales of real estate pertains to units sold at Skyline and SkyVillas Towers located in Quezon City, and at Icon Plaza located in Bonifacio Global City.

2. **Rent.** Rental income was steady in spite of COVID 19 pandemic, reflecting an increase of ₱18 Million or an increase of 36% compared to last year.

3. **Commission Income.** This item was lower by 22% compared to 2019 due to the pandemic.

4. **Other income.** Other income for the twelve months ended December 31, 2020 decreased by ₱386 Million or by 55% compared to the twelve months ended December 31, 2019. Other income consists largely of Gain on fair value changes on investment properties. Gain on fair value decreased by ₱260 Million or by 48% as the increase in the fair value of Investment properties, consisting of commercial, office and storage condominium units for lease as well as parking units for lease located in the PSEC (Tektite Towers) and at the Icon Plaza located in BGC, was not as large as the Gain on fair value recorded in 2019.

b. Costs and Expenses

1) **Cost of real estate sold**. In terms of percentage to Sales of real estate, Cost of real estate sold decreased to 48% in 2020, whereas it was at 52% of Sales of real estate for the same period in 2019.

2) **General and administrative expenses.** General and administrative expenses decreased by ₱216 Million or by 42%, accounted for by the ₱114 Million decrease in Commissions and Selling expenses; and a decrease by ₱140 Million in impairment losses.

c. Subsidiaries.

The contributions of the Parent Company's subsidiaries to revenues and net income are shown below.

1) **PRHC Property Managers, Inc. (PPMI)**. The Parent Company's property management subsidiary registered a Net income of ₱9.2 Million for the twelve months ended December 31, 2020. It is higher by ₱2.5 Million compared to the Net income registered by PPMI for the same period last year.

2) **Tektite Insurance Brokers, Inc. (TIBI).** The Group's insurance brokerage firm posted a net loss of ₱0.8 Million for the for twelve months ended December 31, 2020 compared to the ₱0.7 Million net loss registered by TIBI for the same period last year.

II. REVIEW OF CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE PERIOD ENDING DECEMBER 31, 2020 VS. DECEMBER 31, 2019

1. **Total assets**. The Company's Total assets stood at ₱6.10 Billion as of December 31, 2020, lower by ₱89 Million compared to the ₱6.19 Billion level of Total assets as of December 31, 2019.

The Company's Real estate assets accounted for 61% of the Total assets of the Company as of December 31, 2020.

Real estate inventories decreased by ₱358 Million from December 31, 2019 to December 31, 2020, or by 31%, due to the reclassification of the Parent Company's Baguio property to Investment property from Real estate inventories.

Investment properties increased by ₱689 Million or from ₱2.223 Billion in 2019 to ₱2.912 Billion in 2020 largely due to: i) Reclassification from Real estate Inventory of Baguio property to Investment property; and ii) recognition of gain on fair value adjustments on the Parent Company's Investment properties.

2. **Total liabilities.** Total liabilities decreased by ₱127 Million on account of: i) loan payments by the Parent Company; and ii) payments of trade payables to different suppliers and contractors by the Parent Company.

3. **Total Equity.** Total equity was recorded at ₱3.973 Billion as of December 31, 2020, higher by ₱38.0 Million compared to ₱3.935 Billion as of December 31, 2019.

   Total equity increased by ₱38 Million from December 31, 2019 to December 31, 2020, which increase corresponds to the RLT Group's Total comprehensive income of ₱40 Million for the year 2020 less P2 Million reduction in Reserves.

III. Performance Indicators

The table below presents the comparative performance indicators of the Company and its subsidiaries.

Performance Indicators	31 December 2020 Audited	31 December 2019 Audited
Current ratio[1]	5.15:1	2.91:1
Debt-to-equity ratio[2]	0.54:1	0.57:1
Asset-to-equity ratio[3]	1.54:1	1.57:1
Book value per share[4]	₱0.85	₱0.84
Earnings per share[5]	₱0.01	₱0.10

[1] *Current assets / current liabilities*
[2] *Total debt / consolidated stockholders' equity*
[3] *Total assets / Total stockholders' equity*
[4] *Total stockholders' equity plus Subscriptions receivable / No. of shares outstanding*
[5] *Net income attributable to equity holders of Parent Company / Weighted average no. of common shares issued and outstanding*

The table above reflects the continuing improvement of the RLT Group in terms of liquidity, solvency and profitability.

1. **Current ratio. T**he Group's current ratio, already very healthy in 2019, reflected substantial improvement still in 2020. Current ratio improved from 2.91:1 as of 31 December 2019 to 5.15:1 as of 31 December 2020.

2. **<u>Debt-to-equity ratio</u>.** Similarly, the RLT Group's Debt-to-equity ratio remained very conservative for the periods under review as the Company's financial leverage improved further to 0.54:1 in 2020 from 0.57:1 in 2019. This is due to the combined favorable effects of reduction in Loans payable and Accounts payable and increase in Equity.

3. **<u>Asset-to-equity ratio</u>.** The Asset-to-equity ratio of the Company also showed improvement at 1.57:1 in December 2020 from 1.54:1 as of December 2019.

   The steady performance of Debt-to-equity ratios and Asset-to-equity ratios of the RLT Group for the periods under review clearly demonstrate that the Parent Company's real estate business is currently being financed primarily by funds provided by its shareholders and a small amount of debt.

4. **<u>Book value per share</u>.** The performance of the RLT Group's Book value per share has also been a very encouraging. It has been consistently improving from ₱0.84 per share as of end-December 2019 and to ₱0.85 per share as of 31 December 2020.

   There was no issuance, repurchase or payment/repayment of neither debt and equity securities nor dividends during the year 2020.

   As of this report, there is no other known event that will trigger direct or contingent financial obligation that is material to the Company. Moreover, there is no material off-balance sheet transaction, arrangement, obligation and other relationship of the Company with unconsolidated entities or other persons created during this period.

5. **<u>Earnings per share</u>**. Due largely to the unfavorable effect of the COVID-19 pandemic to its operations, the RLT Group's Earnings per share decreased from ₱0.10 per share to ₱0.01 per share.

C. REVIEW OF 2019 OPERATIONS VS 2018

I. <u>REVIEW OF CONSOLIDATED STATEMENT OF INCOME FOR THE PERIOD ENDING DECEMBER 31, 2019 VS. DECEMBER 31, 2018</u>

1. **<u>Consolidated net income after tax.</u>** The Company posted net income after tax of ₱485 Million for the 12 months ended December 31, 2019 compared to ₱391 Million net income after tax for the same period last year, or an increase in the Company's consolidated net income after tax of ₱94 Million or a 24% increase. The improvement in the Company's profitability is explained below.

   a. **<u>Income</u>**

      1) **<u>Sales of real estate.</u>** Sales of real estate increased by ₱65 Million or by 6% for the 12 months ended December 31, 2019 compared to the sales of real estate for the same period in 2018. Sales of real estate pertains to units sold at Skyline and SkyVillas Towers located in Quezon City, and at Icon Plaza located in Bonifacio Global City "**BGC**"). The increase in sales in 2019 is due to the aggressive sales and marketing efforts of the Parent

Company.

2) **<u>Management fees</u>.** This item was also higher by 26% due to additional engagements obtained by one of the Parent Company's subsidiaries.

3) **<u>Other income.</u>** Other income for the twelve months ended December 31, 2019 increased by ₱35 Million or by 5% compared to the twelve months ended December 31, 2018. Other income consists of Gain on fair value changes in investment property, which increased by ₱30 Million or a 6% increase due to the increase in the fair value of Investment properties consisting of commercial, office and storage condominium units for lease as well as parking units for lease located in the Philippine Stock Exchange Centre ("**PSEC**") which was formerly known as Tektite Towers, and at the Icon Plaza located in BGC.

b. <u>Costs and Expenses</u>

1) **<u>Cost of service and units sold</u>**. In terms of percentage to Sales of real estate, Cost of service and units sold decreased in 2019 at 58%, whereas it was at 60% of Sales of real estate for the same period in 2018.

2) **<u>General and administrative expenses</u>.** General and administrative expenses increased by ₱6 Million or by 1%, but the higher level of expenses was accounted for by the ₱80.8 Million increase in Allowance for impairment losses in 2019 due to the aggressive compliance by the Parent Company to the requirements of PFRS 9.

   It may be worthwhile to note that in spite of the 6% increase in Sales of real estate in 2019 compared to 2018, Marketing expenses went down by ₱30.6 Million or by 16% in 2019.

c. <u>Subsidiaries</u>.

The contributions of the Parent Company's subsidiaries to revenues and net income are shown below.

1) **<u>PRHC Property Managers, Inc. (PPMI)</u>**. The Parent Company's property management subsidiary registered a Net income of ₱6.4 Million for the twelve months ended December 31, 2019. It is higher by ₱3.6 Million compared to the Net income registered by PPMI for the same period last year.

2) **<u>Tektite Insurance Brokers, Inc. (TIBI)</u>**. The Group's insurance brokerage firm posted a net loss of ₱0.7 Million for the for twelve months ended December 31, 2019 which is lower by ₱2.3 Million compared to the ₱3 Million net loss registered by TIBI for the same period last year.

II. REVIEW OF CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE PERIOD ENDING DECEMBER 31, 2019 VS. DECEMBER 31, 2018

1. **Total assets**. The Company's Total assets stood at ₱6.2 Billion as of December 31, 2019, higher by ₱1.2 Billion compared to the ₱5 Billion level of Total assets as of December 31, 2018.

   The Company's Real estate assets accounted for 55% of the Total assets of the Company as of December 31, 2019.

   Real estate inventories decreased by ₱272 Million from December 31, 2018 to December 31, 2019, or by 19%, due to the hugely successful effort of the Parent company to sell its Skyline and SkyVillas inventory of condominium units.

   The decrease in Real estate inventories is somehow compensated for by the ₱353 Million increase in Net trade and other receivables that increased by 28% from December 31, 2018 to December 31, 2019, as a result of selling terms granted to some of the Company's buyers.

   Investment properties increased by ₱530 Million or from ₱1.693 Billion in 2018 to ₱2.223 Billion in 2019 due to largely to: i) new acquisitions by the Parent Company of condominium units and parking slots at Tektite Towers below market prices as part of a deliberate strategy of the Parent Company to acquire properties for lease to increase its recurring income; and ii) recognition of gain on fair value adjustments on the Parent Company's Investment properties.

2. **Total liabilities.** Total liabilities increased by ₱705 Million largely due to additional loans acquired by the Parent Company.

3. **Total Equity.** Total equity was recorded at ₱3.9 Billion as of December 31, 2019 compared to ₱3.5 Billion as of December 31, 2018.

   Total equity increased by ₱464 Million from December 31, 2018 to December 31, 2019, which increase corresponds to the RLT Group's Total comprehensive income for the year 2019.

III. Performance Indicators

The table below presents the comparative performance indicators of the Company and its subsidiaries.

Performance Indicators	31 December 2019 Audited	31 December 2018 Audited
Current ratio[1]	2.91:1	4.15:1
Debt-to-equity ratio[2]	0.57:1	0.45:1
Asset-to-equity ratio[3]	1.57:1	1.45:1
Book value per share[4]	₱0.84	₱0.74
Earnings per share[5]	₱0.10	₱0.08

[1] *Current assets / current liabilities*
[2] *Total debt / consolidated stockholders' equity*
[3] *Total assets / Total stockholders' equity*
[4] *Total stockholders' equity plus Subscriptions receivable / No. of shares outstanding*
[5] *Net income attributable to equity holders of Parent Company / Weighted average no. of common shares issued and outstanding*

The table above reflects the continuing improvement of the RLT Group in terms of liquidity, solvency and profitability.

1. **Current ratio.** While the Group's current ratio is showing a decreasing trend by from 4.15:1 in December 2018 to 2.91:1 in December 2019, the Company's current ratio is still way, way above the acceptable level and is still extremely healthy.

2. **Debt-to-equity ratio.** Similarly, the RLT Group's Debt-to-equity ratio has remained very conservative for the periods under review as the Company's financial leverage stayed steady at 0.57:1 in spite of the Parent Company taking in additional loans.

3. **Asset-to-equity ratio.** The Asset-to-equity ratio of the Company also showed steadiness over time as it is stood unchanged at 1.57:1 from December 2018 to December 2019.

   The steady performance of Debt-to-equity ratios and Asset-to-equity ratios of the RLT Group for the periods under review clearly demonstrate that the Parent Company's real estate business is currently being financed primarily by funds provided by its shareholders and a small amount of debt.

4. **Book value per share.** The performance of the RLT Group's Book value per share has also been a very encouraging. It has been consistently improving from ₱0.74 per share as of end-December 2018 and to ₱0.84 per share as of 31 December 2019 or an improvement of 13%.

   There was no issuance, repurchase or payment/repayment of neither debt and equity securities nor dividends during the year 2019.

   As of this report, there is no other known event that will trigger direct or contingent financial obligation that is material to the Company. Moreover, there is no material off-balance sheet transaction, arrangement, obligation and other relationship of the Company with unconsolidated entities or other persons created during this period.

5. **Earnings per share**. Due largely to the Parent Company's improving earnings performance, the RLT Group's Earnings per share improved by 26% in 2019 from ₱0.08 per share to ₱0.10 per share.

D. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks. The Group's overall risk management program seeks to minimize potential adverse effects on the financial performance of the Group. The policies for managing specific risks are summarized below:

1. **Foreign currency risk.** The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise with respect to transactions denominated in US Dollars. Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Significant fluctuation in the exchange rates could significantly affect the Group's financial position.

   Foreign exchange risk exposure of the Group is limited to its cash and cash equivalents. Currently, the Group has a policy not to incur liabilities in foreign currency. Construction and supply contracts, which may have import components, are normally denominated in Philippine peso.

2. **Credit risk.** Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

   The Group has adopted stringent procedures in evaluating and accepting risk by setting counterparty and transaction limits. In addition, the Group has policies in place to ensure that sales are made to customers with an appropriate and acceptable credit history.

   In respect of installments receivable from the sale of properties, credit risk is managed primarily through credit reviews and an analysis of receivables on a continuous basis. The Company also undertakes supplemental credit review procedures for certain installment payment structures. The Company's stringent customer requirements and policies in place contribute to lower customer default than its competitors. Customer payments are facilitated through various collection modes including the use of postdated checks. Exposure to bad debts is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedures is minimal given the profile of buyers.

   Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Company security deposits and advance rentals which help reduce the Company's credit risk exposure in case of defaults by the tenants. For existing tenants, the Company has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken to provide opportunities for counseling and further assessment of paying capacity.

   Other financial assets are comprised of cash and cash equivalents excluding cash on hand, financial assets at Fair Value through Profit and Loss (**FVPL**), financial assets at Fair Value through Other Comprehensive Income (**FVOCI**) and advances to subsidiaries and associates. The Company adheres to fixed limits and guidelines in its dealings with counterparty banks and its investment in financial instruments. Bank investment limits are established on the basis of an internal rating system that principally covers the areas of liquidity, capital adequacy and financial stability. The rating system likewise makes use of available international credit ratings. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations. Nevertheless, the Company closely monitors developments over counterparty banks and adjusts its exposure accordingly while adhering to pre-set limits.

3. **Interest rate risk.** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

   The primary source of the Group's interest rate risk relates to its cash and cash equivalents and loans payable.

   Cash and cash equivalents are short-term in nature and with the current interest rate level, any variation in the interest will not have a material impact on the profit or loss of the Group.

   Management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

4. **Price risk.** Price risk is the risk that the fair value of the financial investments particularly debt and equity instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market.

   The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Group's Board of Directors reviews and approves all equity investment decisions.

5. **Liquidity Risk.** The Group maintains adequate highly liquid assets in the form of cash and cash equivalents to assure necessary liquidity. Free cash flows have been restricted primarily for the settlement of the Parent's Company's debt obligations.

   The Company manages liquidity risk by maintaining adequate reserves, establishing banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

6. **Risks Related to COVID-19.** Currently, many countries, including the Philippines, are suffering from the COVID-19 global pandemic. We consider this to be a key risk element as this has adversely affected our Company's business in 2020 with spillover effects to 2021. The RLT Group has keenly monitored the situation as COVID-19 has been identified as a genuine risk and game changer. With the continuing escalation of the COVID-19 pandemic, the RLT Group has activated its business continuity plan ("**BCP**") to mitigate the risk impact to operations and its personnel. The Group subscribes to, adheres to and follows national and local government directives and

guidelines as well as the best practices being promoted by the Department of Health ("**DOH**"), the Inter-Agency Task Force for the Management of Emerging Infectious Diseases ("**IATF**"), Department of Trade and Industry ("**DTI**"), Department of Public Works and Highways ("**DPWH**"), Department of Labor and Employment ("**DOLE**"), local government units ("**LGUs**") where the Group operates in, etc.

Experienced gained from this pandemic will be used to improve the Group's handling of similar emergencies moving forward.

ANNEX "C"

MARKET PRICE AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY

A. Principal Market where the Registrant's common equity is traded

Market Information

Principal market for the Registrant's Common shares: Philippine Stock Exchange

High and Low Sales Prices for each quarter for years 2020, 2021, and 2022 based on Philippine Stock Exchange's Daily Quotation Report:

	2020		2021		2022	
	High	High	High	Low	High	Low
1st Quarter	0.28	0.57	0.27	0.26	0.24	0.21
2nd Quarter	0.25	0.61	0.45	0.41		
3rd Quarter	0.22	0.21	0.25	0.24		
4th Quarter	0.33	0.31	0.21	0.20		

The market capitalization of the Company as of end-2021, based on the closing price of ₱0.21 is ₱1,911,021,564

The price information as of the close of the latest practicable trading date March 31, 2022 is ₱0.23.

B. Holders

As of March 31, 2022, the Company has 2,323 stockholders. The list of the top twenty (20) stockholders of the Company as of March 31, 2022 is as follows:

Name of Stockholder	Citizenship	No. of Shares	Percentage (%)
Greenhills Properties, Inc.	Filipino	5,933,556,844	65.20%
PCD Nominee Corporation	Filipino	2,248,788,893	23.98%
Campos, Lanuza & Co., Inc.	Filipino	275,196,201	3.75%
Gerardo Domenico Antonio Lanuza	Filipino	219,843,366	2.42%
Belson Securities, Inc.	Filipino	30,580,956	0.34%
Socorro C. Ramos	Filipino	21,291,750	0.23%
Brisot Economic Dev. Corp	Filipino	15,280,621	0.17%
Vulcan Industrial & Mining Corp.	Filipino	15,159,434	0.17%
Ramon de Leon	Filipino	11,810,854	0.13%
Ricardo Leong	Filipino	11,810,854	0.13%
Calixto Laureano	Filipino	11,810,854	0.13%
Oscar S. Cu ITF Anthony Cu	Filipino	7,390,000	0.08%
Meridian Securities	Filipino	6,269,888	0.07%
Guoco Sec (Phils) Inc.	Filipino	5,961,532	0.07%
Guild Securities	Filipino	5,598,162	0.06%
E. Chua Chiaco Securities, Inc.	Filipino	5,538,016	0.06%
Citisecurities, Inc.	Filipino	5,408,078	0.06%
National Bookstore, Inc.	Filipino	5,393,450	0.06%
Wellington Chan	Filipino	5,185,801	0.06%
Madrigal Maria Susana Abad-Santos	Filipino	4,600,000	0.05%
Gustav P. Warns Vicente	Filipino	4,600,000	0.05%

Name of Stockholder	Citizenship	No. of Shares	Percentage (%)
Oscar Cu	Filipino	4,550,750	0.05%
Cualoping Securities	Filipino	4,335,974	0.05%
Total		**8,859,962,278**	**97.37%**

C. Dividends

No dividend was declared by the Company since its last declaration on October 24, 1995. There are no unappropriated retained earnings to be distributed to stockholders since 1997. In 1996, the Board of Directors approved the appropriation of ₱250 million of the Company's retained earnings for the purchase of its own capital stock. In 2018, the Board approved the reclassification of ₱140 million Appropriated Retained Earnings to Unappropriated Retained Earnings.

D. Recent sales of unregistered securities

For year 2021, the Company has no sales of unregistered securities.

E. Corporate Governance

The Company, its directors, officers and employees complied with the leading practices and principles on good corporate governance as embodied in the Company's Manual on Corporate Governance ("Manual"). The Company accomplished the PSE Corporate Governance Guidelines for Listed Companies: Disclosure Survey for 2016. On August 28, 2012, the Company's Board of Directors approved the Audit Committee Charter in compliance with SEC Memorandum Circular No. 4, Series of 2012. Pursuant thereto, the Company created an Internal Audit Unit and has engaged the services of an Accountant for the Internal Auditor post.

The Company has complied with all leading practices of good governance. An evaluation system has been established to measure the level of compliance with the Manual by Directors and top-level management. The Company has undertaken minor revisions in its internal control system and adopted a strict implementation of the provisions of its Manual including the adoption of appropriate penalties for non-compliance. Since the last Annual Meeting, there has been no deviation from the Company's Manual that would require a report or disclosure.

Last May 2017, the Company revised the Corporate Governance Manual in accordance with the SEC Memorandum Circular No. 19 which contained the Code of Corporate Governance for Publicly-Listed Companies.

On June 13, 2019, the Company amended its Manual on Corporate Governance.

ANNEX "D"

NATURE AND SCOPE OF BUSINESS

Philippine Realty and Holdings Corporation was incorporated on July 13, 1981 with an initial capitalization of ₱2 million. In 1986, the Company's capitalization was increased to ₱100 Million to accommodate the entry of new stockholders. In September 1987, the Company became a public corporation. Its present authorized capital stock is ₱8 Billion, divided into 8 billion shares, of which 4.92 billion shares are outstanding and subscribed.

The Company's main real estate activity since it started operations has been the development and sale of residential/office condominium projects and to a limited extent, the lease of commercial and office spaces.

It has developed unique and trend setting projects: *The Alexandra*, the first to offer consumers the combination of high-rise condominium and subdivision living; *Philippine Stock Exchange Centre*, the official headquarters of the Philippine Stock Exchange, Inc. and home of the country's corporate and financial stalwarts; *The Alexis*, a low-rise condominium within an upscale subdivision; the exclusive *La Isla;* and *Casa Miguel*, a 4-storey walk-up residential condominium in San Juan, Metro Manila.

After the completion of the Philippine Stock Exchange Centre in January 1996, the Company launched its Andrea North project in the 2.8-hectare former Pepsi Cola property in New Manila, Quezon City. This project is an Alexandra-type upscale and high-rise condominium complex, which consists of five residential towers.

On November 16, 2012 the Company held the Ceremonial Concrete Pouring for its second tower in the Andrea North Complex named the SkyVillas Tower. The Company also completed the construction of its Showroom which showcases the model units of The SkyVillas Tower and an area dedicated for retail shops. Construction of the joint venture project, Icon Plaza at the Bonifacio Global City with Xcell Property Ventures, Inc. commenced in mid-2010 and is 74.28% completed as of year-end.

In 2002, the Company filed with the court a petition for corporate rehabilitation with prayer for suspension of payments. The Company settled its loan obligations with all the five creditor banks through *dacion-en-pago*, cash payments from the sale of assets and loan restructuring. The Company has completed another major component of the rehabilitation plan which is the completion of construction of the Andrea North Skyline Tower. In February 2011, the Company filed a Motion to terminate rehabilitation proceeding on the account of successful implementation of the Rehabilitation Plan. However, in November 2012 the court denied the Company's motion on the basis that it has still substantial obligations to pay in accordance with the court-approved rehabilitation plan.

As of December 20, 2013, the Company's liabilities to the contractor, Andrea North Skyline buyers and unsecured creditors were already paid, such that, the Company has filed a motion to terminate the rehabilitation proceedings on the account of the successful implementation of the rehabilitation plan, which was recently granted on March 31, 2014. The funds were sourced from the balance of the Company's receivables from its joint venture with Xcell Property Ventures, Inc. over two (2) parcels of land in BGC, which is projected to continue to be amortized over the same 14-month period and to be fully collected by December 2014.

On February 9, 2016, the SEC approved the Company's quasi-reorganization reducing the par value of its shares from P1.00 to P0.50 and the additional paid in capital arising from the reduction of the par value will be subsequently applied to the Company's accumulated deficit.

On January 4, 2017, the Regional Trial Court Branch 93 of Quezon City has issued a Certificate of Finality to certify that the order issued dated March 18, 2014 has become final and executory.

The Company plans to leverage its key understanding of the property market through its Medium-Term Business and Financial plan. The objective of the plan is to serve as a roadmap which will drive the Company's profitability primarily by operating income from recurring revenue sources and the proposed projects be undertaken. First, major properties owned by the company and GPI, who has undertaken to provide operational and financial support to the Company, will be developed for sale and lease. The Company plans to also maximize the utilization of all its existing developments and Investment Properties. The Company is likewise looking to grow its business through acquisition of revenue generating assets or developments in key cities within and outside Metro Manila. Lastly, aside from internally-generated funds, the company will continue to consider securing necessary and sufficient funding from various financial sources.

The Board of Directors approved on April 18, 2018 the amendment of the Parent Company's Articles of Incorporation (AOI) for the purpose of increasing RLT's Authorized Capital Stock (**ACS**) that was necessary to accommodate the issuance of new, primary shares from the increased capital stock in favor of Greenhills Properties, Inc. (**GPI**), a corporation incorporated under the laws of the Philippines, in exchange for prime real properties that GPI will contribute into the Parent Company as capital.

The property-for-share swap transaction involves GPI contributing into the Parent Company two (2) vacant lots located in the BGC more particularly described as follows: 1) Lot 1 Block 8 containing 1,600 sq.m., located at the corner of 6th Avenue and 24th Street; and 2) Lot 4 Block 8 also containing 1,600 sq.m., located at 6th Avenue corner 25th Street. Lot 1 Block 8 is registered under the name of GPI. GPI also acquired Lot 4 Block 8 from its wholly owned subsidiary, Lochinver Assets Inc. (**LAI**), by way of merger approved by the SEC on 28 November 2012, with GPI as the Surviving Corporation and LAI as the Absorbed Corporation.

The said transaction also involves the Parent Company issuing 4,177,777,778 new common shares from the increase in its ACS, in favor of GPI in exchange for the two (2) vacant lots in BGC that GPI will contribute into the Parent Company as capital.

In the above-described transaction, the Parent Company engaged the services of a PSE-accredited firm, R. G. Manabat & Co., the Philippine member firm of KPMG International, to come up with a Valuation and Fairness Opinion Report. The said PSE-accredited firm expressed the opinion that the method employed by the Parent Company is a fair basis in determining the transaction price (and the transaction value) for the issuance of new shares in favor of GPI from the increase in the ACS.

On May 14, 2019, the SEC approved the increase in the Parent Company's ACS from ₱4,000,000,000.00 divided into 8,000,000,000 shares with par value of ₱0.50 per share to ₱8,000,000,000.00 divided into 16,000,000,000 shares with par value of ₱0.50 per share. This was after the approval by a majority of the Board of Directors on April 18, 2018 and by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock on July 23, 2018.

On 22 June 22, 2021, the tax-free exchange of properties for shares transaction by and between the Parent Company and GPI was completed.

On 22 June 22, 2021, the Parent Company, through its external legal counsels, received from the Registry of Deeds for Taguig City, the land titles covering the two (2) vacant lots located in the BGC as described above, contributed by GPI as equity into the Parent Company, already registered under the name of the Parent Company.

Also on 22 June 22, 2021, in exchange for the two (2) BGC vacant lots, the Parent Company issued 4,177,777,778 new common shares from its increased capital stock, in favor of GPI.

With the issuance of new shares in its favor, GPI now owns 5,933,556,844 shares in the Parent Company, bringing its percentage ownership to 65.20% from 35.67%. The remaining shares of the Parent Company are owned by various individuals and institutional stockholders.

As of December 31, 2021, 9,100,102,685 shares are subscribed and outstanding.

Significant Subsidiaries

The Parent Company has organized/invested in the following subsidiaries and affiliates (the Parent Company together with its subsidiaries and affiliates are referred herein as "**RLT Group of Companies**" or simply "**RLT Group**").

PRHC Property Managers, Inc. (100% owned)

PRHC Property Managers, Inc. (**PPMI**) was incorporated in May 1991 to oversee the administration, operation and monitoring of RLT's growing number of real estate properties. Its clients include: Philippine Stock Exchange Centre Condominium Corporation, Icon Plaza Condominium Corporation, Casa Miguel Condominium Corporation, Andrea North Condominium Corporation, Nobel Plaza Condominium, LTA Condominium, Greenhills Properties Inc.'s El Pueblo Real de Manila, The Pinnacle Condominium and Greenrich Mansion Condominium, Tycoon Centre Condominium Unitowners Association Inc., and Seibu Tower Condominium Corporation.

PPMI ensures that the properties are managed according to the established requirements and standards in the industry. PPMI is also engaged in the sale and leasing of managed buildings as well as other real estate.

Tektite Insurance Brokers, Inc. (100% owned)

Tektite Insurance Brokers, Inc. (**TIBI**) was incorporated in January 1989 as Philrealty Insurance Agency. Due to increasing demand, it was reorganized to become an insurance brokerage firm in 1994. Major clients include: RLT Group of Companies, RG Meditron, Philippine Stock Exchange Centre Condominium Corporation, Icon Plaza Condominium Corporation and Develop Dimension Inc.

Universal Travel Corporation (81.53% owned)

Universal Travel Corporation (**UTC**) was incorporated in October 1993 and was engaged in the business of travel services by providing, arranging, marketing, engaging or rendering advisory and consultancy services relating to tours and tour packages. UTC catered principally to the offices at the Philippine Stock Exchange Centre (**PSEC**). In August 2018, the Company announced that it ceased its travel agency business operations on a voluntary basis due to continuing losses and increasing capital deficiency. The terminated employees of UTC were all paid their separation benefits and all creditors were also paid prior to the temporary cessation of its business operations. This move is part of the business rationalization process presently being undertaken by the Parent Company where it seeks to explore new investment/business opportunities while at the same time lightening up on existing unrelated or unprofitable investments.

Sultan Power Inc. (100% owned)

Sultan Power, Inc. (**SPI**) was incorporated under Philippine laws and registered with the SEC on March 19, 2015 as a holding company. SPI achieved majority ownership in Recon-X Energy Corporation (**Recon-X**) by acquiring 51% of the total issued and outstanding shares of the latter company.

Recon-X was incorporated under Philippine laws and registered with the SEC on June 27, 2014 to engage in the business of recycling and converting plastics into fuel (gasoline, diesel and kerosene) using a patented technology. The process was duly-certified on November 2, 2015 by the Intellectual Property Office of the Philippines (**IPO**) for "Improved Method of Converting Land-Filled Plastic Wastes into Hydrocarbon Fuel", and was also certified by the Department of Science and Technology (**DOST**) and by the Department of Energy (**DOE**). As of December 31, 2021, Recon-X was able to procure the additional catalysts and materials required to operate the plastic to diesel conversion plant efficiently. Recon-X also completed physical plant improvements and repairs and is currently undergoing debottlenecking operations to enhance the production process. This is in preparation for the commencement of commercial operations by the third quarter of 2022.

<u>Product/Services</u>

A. Sale of Condominium units

RLT develops and sells high-end condominium units located at One Balete Drive corner N. Domingo Street, Quezon City and is now planning on developing additional high-end residential towers in the BGC, in addition to the completed Skyline Tower and the SkyVillas Tower.

In addition, the Parent Company entered into two (2) joint venture arrangements with Xcell Property Ventures Inc. (**Xcell**) for the development of the Icon Residences (a 2-tower residential condominium building) and Icon Plaza (residential/commercial condominium building). RLT contributed the parcels of land located at the Bonifacio Global City (**BGC**) where the Icon Residences Towers and the Icon Plaza Tower were constructed thereon. Xcell provided the funds for the construction of the condominium towers. The Parent Company has several units for lease at Icon Residences and at Icon Plaza at the BGC.

B. Leasing

RLT has investment properties, such as residential and commercial office and storage units and parking slots, for lease at the following locations: 1) Philippine Stock Exchange Centre located at Exchange Road, Ortigas Center Pasig City; 2) Icon Plaza located at 5th Avenue, BGC, Taguig City; 3) Icon Residences Tower 1; 4) Skyline Tower; and 5) SkyVillas Tower. The latter two (2) towers are located at the One Balete Compound, One Balete Drive corner N. Domingo Street, Quezon City. The contracts of lease are renewable for periods ranging from six months to five years.

The Company is also sub-leasing two parcels of land with total area of 3,200 square meters located along 5th Avenue BGC, Taguig City where one parcel of land houses commercial units for lease.

RLT is also leasing to tenants approximately 500 sq.m. of the Ground Floor space of the One Balete Building located at One Balete Drive corner N. Domingo Street, Quezon City.

C. Property Management

The property management subsidiary, PRHC Property Managers, Inc. (**PPMI**) oversees the administration, operation and monitoring of real estate assets of the Parent Company and other Companies.

On December 16, 2020, the Parent Company and PPMI entered into a Lease and Hotel Management Services Agreement, wherein the PPMI proposed to lease, operate and manage the Parent Company's "El Retiro" property located in Baguio City.

D. Insurance Brokerage

Tektite Insurance Brokers, Inc. (**TIBI**) operates as the insurance brokerage arm of the Parent Company and for the benefit of other Companies.

ANNEX "E"

CONSOLIDATED FINANCIAL STATEMENTS

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2021, 2020 and 2019

Philippine Realty & Holdings Corporation

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **PHILIPPINE REALTY AND HOLDINGS CORPORATION 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, 2021, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, 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 and 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 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.

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 or members.

Maceda Valencia and Co., the independent auditor appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

GERARDO DOMENICO ANTONIO V. LANUZA
Chairman of the Board

ALFREDO S. DEL ROSARIO, JR.
President and Chief Executive Officer

EDMUNDO C. MEDRANO
Executive Vice President and Chief Operating Officer and Treasurer

Signed this 5th day of April 2022.

SUBSCRIBED AND SWORN to before me this ______ day of MAY 12 2022, 2022, affiants exhibiting to me their Tax Identification Nos., as follows:

Name	Tax Identification No.
Gerardo Domenico Antonio V. Lanuza	243-616-771
Alfredo S. Del Rosario, Jr.	108-160-980
Edmundo C. Medrano	134-515-229

THERESA S. CRUZ-DAGUNA
Notary Public
...ecember 31, 2023
...o. 5519625/Malolos City, Bulacan/01-03-2022
...R No. 174566/01-04-2022/Bulacan Chapter
...65-MB-2021/01-03-2022/City of Malolos, Bulacan
...LE COMPLIANCE No. VII-0005137 Valid Until 04-14-2025
...nieco St., San Vicente, City of Malolos, Bulacan

Doc. No. 4012
Page No. 100
Book No. III
Series of 2022

1 Balete Drive corner N. Domingo Street, Barangay Kaunlaran, District 4, Quezon City 1111
Tel. No.: (632) 8631-3179

MVCo
Maceda Valencia & Co
Certified Public Accountants and Management Consultants

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Legaspi Village,Makati City1226
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REPORT OF INDEPENDENT AUDITORS TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING WITH THE SECURITIES AND EXCHANGE COMMISSION

The Shareholders and Board of Directors
Philippine Realty and Holdings Corporation
One Balete, 1 Balete Drive corner N. Domingo Street
Brgy. Kaunlaran District 4
Quezon City

We have audited the financial statements of Philippine Realty and Holdings Corporation and Subsidiaries as at and for the year ended December 31, 2021, on which we have rendered our report dated April 5, 2022.

In compliance with Revised Securities Regulation Code Rule 68 and based on the certification received from the Company's corporate secretary and the results of our work done, as at December 31, 2021, we are stating that the said Company has two thousand two hundred sixty-five (2,265) shareholders owning one hundred (100) or more common shares.

MACEDA VALENCIA & CO.

ANTONIO O. MACEDA, JR.
Partner
CPA License No. 20014
PTR No. 8862968
Issued on January 12, 2022 at Makati City
SEC Accreditation No. (individual) as general auditor 1761-A Category A,
Effective until July 31, 2022
SEC Accreditation No. (firm) as general auditors 4748-SEC;
Effective until Febuary 17, 2023
TIN 102-090-963-000
BIR Accreditation No. 08-001987-004-2021
Effective until April 11, 2024
BOA/PRC Reg. No. 4748,
Effective until August 7, 2024

April 5, 2022
Makati City

MVCo
Maceda Valencia & Co
Certified Public Accountants and Management Consultants

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REPORT OF INDEPENDENT AUDITORS

The Shareholders and Board of Directors
Philippine Realty and Holdings Corporation
One Balete, 1 Balete Drive corner N. Domingo Street
Brgy. Kaunlaran District 4
Quezon City

Opinion

We have audited the consolidated financial statements of Philippine Realty and Holdings Corporation and Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of total comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the three years in the period ended December 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

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, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the three years in the period ended December 31, 2021 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 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 financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

The Risk

Real Estate Revenue Recognition and Determination of Related Cost

The Group's revenue recognition process, policies and procedures on real estate sales are significant to our audit because these involve the application of significant judgment and estimation. In addition, real estate sales and costs of real estate sales amounted to P153.82 million or 17% of Income and P113.17 million or 17% of Cost and Expenses, respectively, for the year ended December 31, 2021. The areas affected by revenue recognition, which requires significant judgments and estimates, include determining when a contract will qualify for revenue recognition, measuring the progress of the development of real estate projects which defines the amount of revenue to be recognized and determining the amount of actual costs incurred as cost of real estate sales. These areas were significant to our audit as an error in application of judgments and estimates could cause a material misstatement in the financial statements.

The Group's policy for revenue recognition on real estate sales are more fully described in Note 31 to the financial statements. The significant judgments applied and estimates used by management related to revenue recognition are more fully described in Note 32 to the financial statements.

Our Response

We obtained an understanding of the revenue and cost recognition policy on real estate sales transactions. We performed risk assessment procedures to obtain audit evidence about the design and implementation of relevant controls. We performed a walkthrough as part of obtaining an understanding of the revenue and cost recognition process to identify and further understand what could go wrong in the process and to identify relevant controls that management has implemented to address what could go wrong. In performing walkthroughs, we obtained sufficient information to be able to evaluate the design and implementation of relevant controls and tested for operating effectiveness over revenue and cost recognition process and financial reporting close process.

On the revenue recognition process, the following controls, among others, were identified and tested for operating effectiveness.

- Control over initiation – sales reservation and payment scheme are based on valid transaction and sales cancellation are issued based on cancellation policy;
- Control over authorization – (a) Reservation and payment scheme, Contract to Sell, and Deed of Absolute Sale and (b) Notice of Cancellation for cancellation are approved by authorized officer;
- Control over recording and processing - Sales are systems generated at point of recognition and are counterchecked by responsible finance officer and cancellations are manually recognized based on approved Notice of Cancellation.

On the cost recognition process, the following key controls, among others, were tested for operating effectiveness.

- Control over initiation - Project costs are initiated based on budget.
- Control over authorization - (a) Budgets are approved by management and the Board; (b) Project spendings are made based on approved letters of award; (c) Recommendation for payment are compared with approved letter of award and approved by authorized officer; and (d) Changes in contract are approved by authorized officer;
- Control over recording and processing - (a) Payments are recorded based on approved recommendation of payment; (b) Sales are systems generated on point of recognition based on approved standard cost; and (c) Other capitalized cost such as interest cost are manually recorded based on policy.

On financial reporting close process, control over preparation of relevant disclosure were tested for operating effectiveness. Financial statements and relevance disclosures are prepared and reviewed by authorized finance officer.

We also performed substantive test procedure on selected sales and cancellations transactions during the year by examining the approved payment scheme, Contract to Sell or Deed of Absolute Sale and Notice of Cancellation and reperformed calculation of sales or cancellations recognized.

Valuation of Real Estate Inventories

The Risk

Real estate inventories constitute a material component in the Group's consolidated statements of financial position. Real estate inventories amounted to P2.14 billion representing 26% of the total assets as at December 31, 2021. Real estate inventories include properties under construction, newly built and acquired properties that are held for sale in the ordinary course of business and land held for development. Real estate inventories are valued at the lower of cost or market and net realizable value.

The valuation of real estate inventories is influenced by assumptions and estimates regarding construction costs to be incurred, and future selling prices. Weak demand and the consequential over supply of residential units might exert downward pressure on transaction volumes and selling prices of residential properties.

Our Response

Based on the controls over cost recognition process, we examined supporting documents of selected transactions of sampled projects to ensure that cost spendings are complete and accurate and relates to the project and any spending noted outside the budgeted costs including capitalized interest are explained.

We reperformed standard cost calculation for selected projects and compared it with the standard cost used to cost inventories. We compared standard cost against net realizable values of selected projects through inspection of most recent sales contracts and expected sales proceeds from the remaining properties. We also tested the basis of percentage of completion for a project completed during the year.

Allowance for Impairment Losses on Trade and Other Receivables

The Risk

The allowance for impairment losses on trade and other receivables is considered to be a matter of significance as it requires the application of judgment and use of subjective assumptions by management. As of December 31, 2021, trade and other receivables has a total carrying amount of P560 million contributing 7% of the Group's total assets.

Our Response

We tested the calculation methodology which is based on cash flows of future payments considering historical data of collections and defaults including the value of repossessed inventories and possible refunds. We also tested the assumptions including interest rates used in computing for the expected credit loss.

Valuation of Investment Properties

The Risk

Investment properties account is considered to be a matter of significance as it requires the application of judgment and use of assumptions by management. As of December 31, 2021, investment property has a total carrying amount of P4.41 billion contributing 54% of the Group's total assets.

Our Response

To validate additions to investment properties, we examined supporting documents such as contracts, Deeds of Absolute Sale, supplier invoices and/or official receipts.

To determine fair value adjustments, we obtained the latest appraisal report and evaluated appropriateness of assumptions and valuation method and completeness of the information used.

We also evaluated the competence and objectivity of the external expert engaged by the management to value the investment properties by ensuring expert is accredited appraiser by the SEC and had discussions with expert of the methodology used including any adjustments made.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditor's 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 audit of the consolidated financial statements, our responsibility is to read the other information identified above when it become 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, otherwise appears to be materially misstated.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, 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.

Auditor's 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 auditor's 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 PSAs 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 PSAs, 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Antonio O. Maceda, Jr.

MACEDA VALENCIA & CO.

A. Maceda Jr.

ANTONIO O. MACEDA, JR.
Partner
CPA License No. 20014
PTR No. 8862968
Issued on January 12, 2022 at Makati City
SEC Accreditation No. (individual) as general auditor 1761-A Category A,
Effective until July 31, 2022
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TIN 102-090-963-000
BIR Accreditation No. 08-001987-004-2021
Effective until April 11, 2024
BOA/PRC Reg. No. 4748,
Effective until August 7, 2024

April 5, 2022
Makati City

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2021 AND 2020

	Note	2021	2020
ASSETS			
Current Assets			
Cash and cash equivalents	3	P202,643,198	P207,245,299
Financial assets at fair value through profit or loss (FVPL)	4	6,750,000	6,750,000
Trade and other receivables - current portion	6	132,440,960	426,186,084
Real estate inventories	7	2,136,292,560	801,055,720
Prepayments and other assets - net	8	411,032,219	408,738,974
Investment in finance lease – current portion	12	13,055,174	12,203,055
Total Current Assets		2,902,214,111	1,862,179,132
Non-current Assets			
Financial assets at fair value through other comprehensive income (FVOCI)	5	37,644,536	41,010,520
Trade and other receivables – net of current portion	6	427,070,461	826,793,074
Investments in and advances to associates - net	9	59,667,432	64,155,487
Investment properties	10	4,406,355,439	2,912,479,607
Property and equipment - net	11	103,363,397	81,045,297
Right of use assets - net	12	89,431,827	98,167,126
Investment in finance lease – net of current portion	12	201,677,353	218,058,940
Other non-current assets		3,553,386	53,386
Total Non-current Assets		5,328,763,831	4,241,763,437
		P8,230,977,942	P6,103,942,569
LIABILITIES AND EQUITY			
LIABILITIES			
Current Liabilities			
Trade and other payables - current portion	13	P150,248,583	P128,580,812
Unearned income	14	-	1,361,382
Loans and note payable – current portion	15	381,938,245	340,339,916
Lease liability - current portion	12	14,116,765	14,459,726
Total Current Liabilities		546,303,593	484,741,836
Non-current Liabilities			
Trade and other payables - net of current portion	13	71,825,744	148,000,694
Loans and note payable - net of current portion	15	430,522,044	692,985,762
Retirement benefit obligation	17	70,930,176	73,420,911
Deferred tax liabilities - net	25	568,677,622	504,925,466
Lease liability – net of current portion	12	173,503,161	187,879,730
Other non-current liabilities	12	40,970,220	39,467,676
Total Non-current Liabilities		1,356,428,967	1,646,680,239
Total Liabilities		1,902,732,560	2,131,422,075
EQUITY			
Equity Attributable to Equity Holders of the Parent Company			
Capital stock	26	4,433,189,171	2,344,226,245
Additional paid-in capital	26	623,139,806	557,014,317
Reserves	27	52,201,114	44,304,162
Retained earnings		1,349,807,235	1,155,073,841
Treasury stock	26	(110,049,633)	(110,049,633)
		6,348,287,693	3,990,568,932
Equity Attributable to Non-Controlling Interests	28	(20,042,311)	(18,048,438)
		6,328,245,382	3,972,520,494
		P8,230,977,942	P6,103,942,569

See Notes to the Consolidated Financial Statements.

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF TOTAL COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019

	Note	2021	2020	2019
INCOME				
Sales of real estate		P153,819,523	P264,772,984	P1,074,673,171
Rent	*12*	55,302,865	69,344,550	50,850,057
Management fees	*18*	36,779,297	42,852,821	42,954,915
Interest	*20*	17,404,620	13,728,349	14,697,898
Commission	*19*	4,512,545	4,455,984	5,727,141
Other income	*21*	637,167,113	310,176,111	696,372,717
		904,985,963	705,330,799	1,885,275,899
COSTS AND EXPENSES				
Cost of real estate sold	*7*	113,172,007	161,787,110	583,833,983
Cost of services	*22*	68,763,460	83,154,975	72,201,825
General and administrative expenses	*23*	304,443,005	295,932,566	512,378,346
Finance cost	*12,15,16*	70,888,773	36,787,064	17,069,529
Equity in net loss of an associate	*9*	4,488,055	3,409,093	2,063,651
Other expenses	*24*	90,852,818	1,660,400	611,650
		652,608,118	582,731,208	1,188,158,984
INCOME BEFORE INCOME TAX		252,377,845	122,599,591	697,116,915
INCOME TAX EXPENSE	*25*	59,638,324	82,756,238	212,227,312
NET INCOME		P192,739,521	P39,843,353	P484,889,603
Attributable to:				
Equity holders of the parent		P194,733,394	P41,897,319	P495,717,398
Non-controlling interest	*28*	(1,993,873)	(2,053,966)	(10,827,795)
		P192,739,521	P39,843,353	P484,889,603
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified to profit or loss				
Remeasurement of defined benefit obligation, net of tax	*27*	13,899,945	(7,388,546)	(14,686,450)
Unrealized holding gain (loss) on financial assets at FVOCI	*27*	(3,365,984)	5,316,590	(5,639,548)
		10,533,961	(2,071,956)	(20,325,998)
Total Comprehensive Income		P203,273,482	P37,771,397	P464,563,605
BASIC EARNINGS PER SHARE	*29*	P0.02	P0.01	P0.10

See Notes to the Consolidated Financial Statements.

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019

	Equity Attributable to Equity Holders of the Parent Company							
	Capital Stock (Note 26)	Additional Paid-in Capital (Note 26)	Reserves (Note 27)	Retained Earnings	Treasury Stock (Note 26)	Total	Non-controlling Interests (Note 28)	Total Equity
Balance at January 1, 2019	P2,344,198,495	P557,014,317	P66,940,178	P617,459,124	(P109,712,439)	P3,475,899,675	(P5,166,677)	P3,470,732,998
Comprehensive income (loss)								
Net income for the year	-	-	-	495,717,398	-	495,717,398	(10,827,795)	484,889,603
Other comprehensive loss for the year	-	-	(20,325,998)	-	-	(20,325,998)	-	(20,325,998)
Total comprehensive income for the year	-	-	(20,325,998)	495,717,398	-	475,391,400	(10,827,795)	464,563,605
Transaction with owners								
Collection of subscription receivable	27,750	-	-	-	-	27,750	-	27,750
Disposal	-	-	(238,062)	-	-	(238,062)	-	(238,062)
Acquisition of shares	-	-	-	-	(337,194)	(337,194)	-	(337,194)
Total transaction with owners	27,750	-	(238,062)	-	(337,194)	(547,506)	-	(547,506)
Balance at December 31, 2019	2,344,266,245	557,014,317	46,376,118	1,113,176,522	(110,049,633)	3,950,743,569	(15,944,472)	3,934,749,097
Comprehensive income (loss)								
Net income for the year	-	-	-	41,897,319	-	41,897,319	(2,053,966)	39,843,353
Other comprehensive loss for the year	-	-	(2,071,956)	-	-	(2,071,956)	-	(2,071,956)
Total comprehensive income for the year	-	-	(2,071,956)	41,897,319	-	39,825,363	(2,053,966)	37,771,397
Balance at December 31, 2020	2,344,226,245	557,014,317	44,304,162	1,155,073,841	(110,049,633)	3,990,568,932	(18,048,438)	3,972,520,494
Comprehensive income (loss)								
Net income for the year	-	-	-	194,733,394	-	194,733,394	(1,993,873)	192,739,521
Other comprehensive income for the year	-	-	10,533,961	-	-	10,533,961	-	10,533,961
Adjustments	-	-	(2,637,009)	-	-	(2,637,009)	-	(2,637,009)
Total comprehensive income for the year	-	-	7,896,952	194,733,394	-	202,630,346	(1,993,873)	200,636,473
Transaction with owners								
Issuance of shares during the year	2,088,888,889	66,125,489	-	-	-	2,155,014,378	-	2,155,014,378
Collection of subscription receivable	74,037	-	-	-	-	74,037	-	74,037
Total transaction with owners	2,088,962,926	66,125,489	-	-	-	2,155,088,415	-	2,155,088,415
Balance at December 31, 2021	P4,433,189,171	P623,139,806	P52,201,114	P1,349,807,235	(P110,049,633)	P6,348,287,693	(P20,042,311)	P6,328,245,382

See Notes to the Consolidated Financial Statements.

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019

	Note	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		P252,377,845	P122,599,591	P697,116,915
Adjustments for:				
Loss on sale cancellation of investment property	*10,24*	87,996,422	-	-
Finance costs	*12,15,16*	70,888,773	36,787,064	17,069,529
Impairment loss on trade and other receivables	*23*	24,559,812	5,107,257	80,758,365
Depreciation and amortization	*22,23*	22,603,519	24,452,354	26,197,729
Provision for retirement benefits	*17*	15,373,885	14,596,841	8,940,538
Equity in net loss of an associate	*9*	4,488,055	3,409,093	2,063,651
Loss (gain) on sublease	*24*	2,769,442	-	(139,125,678)
Loss on sale of property and equipment	*24*	38,793	-	-
Unrealized foreign exchange loss (gain) – net	*21,24*	(1,434,240)	1,183,942	403,018
Gain on repossession of assets	*21*	(14,287,462)	(12,057,967)	(4,912,075)
Interest income	*20*	(17,404,620)	(13,728,349)	(14,697,898)
Gain on change in fair value of investment properties	*10,21*	(610,925,892)	(286,750,907)	(546,695,730)
Impairment loss on property and equipment	*23*	-	-	19,406,340
Dividend income	*21*	-	-	(716,722)
Reversal of various liabilities	*21*	-	-	(24,484)
Operating income (loss) before working capital changes		(162,955,668)	(104,401,081)	145,783,498
Decrease (increase) in:				
Trade and other receivables		512,751,925	367,102,002	(434,322,340)
Prepayments and other assets		(2,413,716)	(6,042,231)	(120,837,375)
Real estate inventories		78,532,024	29,067,260	363,270,881
Other non-current assets		(3,500,000)	-	-
Increase (decrease) in:				
Trade and other payables		(52,203,778)	(84,355,227)	(225,834,243)
Unearned income		(1,361,382)	65,739	395,856
Other non-current liabilities		1,502,544	(2,073,117)	3,525,729
Cash generated from (used in) operations		370,351,949	199,363,345	(268,017,994)
Interest received	*20*	16,427,063	13,728,349	14,697,897
Retirement benefit paid	*17*	(1,424,639)	(5,501,967)	-
Contributions to retirement fund	*17*	(500,000)	(2,000,000)	-
Dividends received	*21*	-	-	716,722
Net cash provided by (used in) operating activities		384,854,373	205,589,727	(252,603,375)
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment	*11*	(6,427,388)	(1,995,547)	(11,442,647)
Additions to investment properties	*10*	(6,571,762)	(61,376,533)	(69,659,161)
Disposal of investment properties	*10*	14,000,000	-	-
Proceeds from disposal of property and equipment	*11*	1,071,894	171,763	-
Return of investments	*9*	-	7,045,222	-
Net cash from (used) in investing activities		P2,072,744	(P56,155,095)	(P81,101,808)

Forward

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018

	Note	2021	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from availment of loans and note payable	*15*	P796,260,165	P831,343,910	P860,815,000
Finance lease receipts	*12*	13,737,584	11,300,404	11,066,012
Payments of loans and note payable	*15*	(1,017,125,554)	(953,104,533)	(366,407,748)
Finance cost paid	*12,15*	(68,942,689)	(34,862,853)	(17,069,529)
Lease liability payments	*12*	(15,981,379)	(14,112,902)	(14,355,492)
Proceeds from collection of subscriptions receivable	*26*	74,037	-	27,750
Costs incurred in issuance of shares	*26*	(100,985,622)	-	-
Net cash from (used in) financing activities		(392,963,458)	(159,435,974)	474,075,993
EFFECTS OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS		1,434,240	(1,183,942)	(403,018)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(4,602,101)	(11,185,284)	139,967,792
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	*3*	207,245,299	218,430,583	78,462,791
CASH AND CASH EQUIVALENTS AT END OF YEAR	*3*	P202,643,198	P207,245,299	P218,430,583

See Notes to the Consolidated Financial Statements.

1. Corporate Information

Philippine Realty and Holdings Corporation (the "Parent Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on July 13, 1981 with a corporate life of fifty (50) years. The principal activities of the Parent Company include the acquisition, development, sale and lease of all kinds of real estate and personal properties, and as an investment and holding company.

The Parent Company was listed with the Philippine Stock Exchange (PSE) on September 7, 1987.

The Board of Directors approved on April 18, 2018 the amendment of the Parent Company's Articles of Incorporation for the purpose of increasing its authorized capital stock that was necessary to accommodate the issuance of new, primary shares from the increased capital stock in favor of Greenhills Properties, Inc. (GPI), a corporation incorporated under the laws of the Philippines, in exchange for prime real properties that GPI will contribute into RLT as capital.

The property-for-share swap transaction involves GPI contributing into the Parent Company two (2) vacant lots located in the Bonifacio Global City (BGC) more particularly described as follows: 1) Lot 1 Block 8 containing 1,600 sq.m., located at the corner of 6th Avenue and 24th Street; and 2) Lot 4 Block 8 also containing 1,600 sq.m., located at 6th Avenue corner 25th Street. Lot 1 Block 8 is registered under the name of GPI. GPI also acquired Lot 4 Block 8 from its wholly owned subsidiary, Lochinver Assets Inc. (LAI), by way of merger approved by the SEC on 28 November 2012, with GPI as the Surviving Corporation and LAI as the Absorbed Corporation.

The said transaction also involves the Parent Company issuing 4,177,777,778 new common shares from the increase in its authorized capital stock, in favor of GPI in exchange for the two (2) vacant lots in BGC that GPI will contribute into the Parent Company as capital.

On July 23, 2018, the Stockholders approved the amendment of Article VII of the Parent Company's Articles of Incorporation increasing the Parent Company's authorized capital stock from 8,000,000,000 common shares with a par value of PhP0.50 per share to 16,000,000,000 common shares with a par value of PhP0.50 per share. The Parent Company's application with the SEC for the increase in authorized capital was approved on May 14, 2019.

The tax-free exchange of properties for shares transaction by and between the Parent Company and GPI was completed on 22 June 2021.

On 22 June 22, 2021, the Parent Company, through its external legal counsels, received from the Registry of Deeds for Taguig City, the land titles covering the two (2) vacant lots located in the BGC as described above, contributed by GPI as equity into RLT, already registered under the name of the Parent Company.

Also on June 22, 2021, the Parent Company issued 4,177,777,778 new common shares at par value of P0.50 per share from its increased capital stock, in favor of GPI, in exchange for the two (2) vacant lots in BGC making the Parent Company a subsidiary of GPI (see Note 26).

With the issuance of new shares in its favor, GPI now owns 5,933,556,844 shares in RLT. The Parent Company is 65.20% and 35.67% owned by GPI as at December 31, 2021 and 2020, respectively. The remaining shares are owned by various individuals and institutional stockholders.

As of December 31, 2021, 9,100,102,685 shares are subscribed and outstanding.

The financial position and results of operations of the Parent Company and its subsidiaries (collectively referred to as the "Group") are consolidated in these financial statements (see Note 36).

The Parent Company's registered office is at One Balete, 1 Balete Drive corner N. Domingo St. Brgy. Kaunlaran, District 4, Quezon City 1111, Philippines.

Outlook for the Future
The Philippines is experiencing a general economic downturn due to a global pandemic. Presently, the National Capital Region and other parts of the country are under various stages of community quarantine. Management believes that the outbreak of COVID-19 pandemic and the quarantine declarations, while causing some uncertainties and growth in risks, do not adversely impact the Group's ability to continue as a going concern.

2. Basis of Preparation

Statement of Compliance
The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS), which include the availment of the relief granted by the Securities and Exchange Commission (SEC) under Memorandum Circular Nos. 14-2018 and 3-2019 as discussed in the section below on Adoption of New and Amended Accounting Standards and Interpretations. PFRS includes all applicable PFRS, Philippine Accounting Standards (PAS), and interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC), as approved by the Financial Reporting Standards Council (FRSC) and adopted by the SEC.

The accompanying consolidated financial statements as at and for the year ended December 31, 2021 were approved and authorized for issuance by the Board of Directors (BOD) on April 5, 2022.

Basis of Measurement
The consolidated financial statements have been prepared under the historical cost convention, except for the following which are measured using alternative basis at each reporting date:

Financial assets at FVPL	Fair value
Financial assets at FVOCI	Fair value
Investment properties	Fair value
Retirement benefit obligation	Present value of the defined benefit obligation less fair value of plan assets

Functional and Presentation Currency
The consolidated financial statements are presented in Philippine peso, which is the presentation and functional currency of the Group. All financial information presented have been rounded to the nearest peso, unless otherwise stated.

Use of Estimates and Judgments
The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are described in Note 32.

3. Cash and Cash Equivalents

This account consists of:

	2021	2020
Cash in banks	P118,619,292	P191,605,216
Cash on hand	45,000	51,500
Cash equivalents	83,978,906	15,588,583
	P202,643,198	P207,245,299

Cash in banks earn average annual interest of 1.0% in 2021 and 2020. Cash equivalents represent short-term money market placements with maturities up to three months and earn annual interest at the prevailing short-term investment rates.

Interest income recognized amounted to P0.49 million, P0.83 million and P1.21 million in 2021, 2020 and 2019, respectively (see Note 20).

4. Financial Assets at FVPL

This account is composed of listed equity securities that are held for trading amounting to P6,750,000. The fair values of these securities are based on quoted market price.

5. Financial Assets at FVOCI

As at December 31, financial assets at FVOCI consist of investments in:

	Note	2021	2020
At cost:			
Listed shares of stock		P58,332,808	P58,332,808
Golf and country club shares		3,350,000	3,350,000
		61,682,808	61,682,808
Accumulated unrealized holding loss	*27*	(24,038,272)	(20,672,288)
		P37,644,536	P41,010,520

The movements in this account are summarized as follows:

	Note	2021	2020
Balance at beginning of year		P41,010,520	P35,693,930
Fair value adjustments	*27*	(3,365,984)	5,316,590
Balance at end of year		P37,644,536	P41,010,520

These are investments in shares of stock of various listed equity securities, and golf and country club shares that present the Parent Company with opportunity for return through dividend income. The fair values of these investments are based on quoted market prices. Unrealized holding gains or losses from market value fluctuations are recognized as part of the Group's reserves.

The above investments in equity instruments are not held for trading and the Group irrevocably elected to present subsequent changes in fair values in OCI.

Unrealized holding gain (loss) recognized in other comprehensive income from financial assets at FVOCI amounted to (P3.37) million in 2021, P5.32 million in 2020 and (P5.64) million in 2019 (see Note 27).

Dividend income recognized in profit or loss amounted to P716,722 in 2019 (see Note 21).

6. Trade and Other Receivables

This account is composed of:

	2021	2020
Trade:		
Sale of real estate	P532,504,422	P1,087,032,291
Lease	27,651,679	25,945,740
Management fees	4,826,041	9,575,876
Commission	4,555,206	6,503,890
Premiums receivable	2,128,282	-
Advances	28,282,470	37,252,429
Other receivables	79,088,940	183,447,504
	679,037,040	1,349,757,730
Less: allowance for impairment loss	119,525,619	96,778,572
	P559,511,421	P1,252,979,158

Trade receivables from sale of real estate include amounts due from buyers of the Parent Company's condominium projects, generally over a period of two (2) to four (4) years. The condominium certificates of title remain in the possession of the Parent Company until full payment has been made by the customers. Trade receivables for restructured accounts carry yield-to-maturity interest rates of 1% in 2021 and 5.64 % in 2020 and 2019. Interest income recognized amounted to P0.62 million, P2.02 million and P2.48 million in 2021, 2020 and 2019, respectively (see Note 20).

Certain trade receivables with total carrying value of P76.26 million as at December 31, 2021 are assigned by way of collateral to a local bank to secure the Parent Company's loans payable (see Note 15).

Advances consist mainly of advances to officers and employees that are settled either through liquidation or salary deduction.

Other receivables include receivables amounting to P44.02 million and P90.96 million as at December 31, 2021 and 2020, respectively, in relation to the parcels of land sold in 2014. The remaining balances are receivables from concessionaires.

The carrying amount of trade and other receivables as at December 31 are as follows:

	Carrying Amount	Provision	Net
2021			
Current			
Trade:			
Sale of real estate	P121,671,552	P307,310	P121,364,242
Lease	1,212,101	-	1,212,101
Management fees	4,826,041	600,408	4,225,633
Commission	4,555,206	-	4,555,206
Premiums receivable - net			
Premiums receivable	11,964,506	5,082,902	6,881,604
Due to insurance companies	(9,836,224)	-	(9,836,224)
Advances	3,898,703	-	3,898,703
Other receivables	139,695	-	139,695
	138,431,580	5,990,620	132,440,960
Non-current			
Trade:			
Sale of real estate	410,832,870	88,343,394	322,489,476
Lease	26,439,578	7,507,749	18,931,829
Advances	24,383,767	862,891	23,520,876
Other receivables	78,949,245	16,820,965	62,128,280
	540,605,460	113,534,999	427,070,461
Balance at end of the year	P679,037,040	P119,525,619	P559,511,421
2020			
Current			
Trade:			
Sale of real estate	P399,666,401	P -	P399,666,401
Lease	1,658,814	-	1,658,814
Management fees	9,575,876	600,408	8,975,468
Commission	6,503,890	-	6,503,890
Premiums receivable - net			
Premiums receivable	11,401,676	5,115,393	6,286,283
Due to insurance companies	(11,401,676)	-	(11,401,676)
Advances	13,852,063	-	13,852,063
Other receivables	644,841	-	644,841
	431,901,885	5,715,801	426,186,084
Non-current			
Trade:			
Sale of real estate	687,365,890	79,692,807	607,673,083
Lease	24,286,926	1,038,654	23,248,272
Advances	23,400,366	478,891	22,921,475
Other receivables	182,802,663	9,852,419	172,950,244
	917,855,845	91,062,771	826,793,074
Balance at end of the year	P1,349,757,730	P96,778,572	P1,252,979,158

The 2020 current receivables amounting to P647 million has been reclassified to non – current receivables to conform with the current year presentation.

Receivables amounting to P119.53 million and P96.78 million as of December 31, 2021 and 2020, respectively, were impaired and fully provided for. The allowance for doubtful accounts for trade receivables has been determined as follows:

	2021	2020
Subject to 12-month ECL	P5,070,663	P25,076,708
Subject to lifetime ECL	114,454,956	71,701,864
Total	P119,525,619	P96,778,572

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. Provisions are based on present values of future cash flows, repossession values and buyer refunds for trade receivable - sale of real estate. Security deposits and advance rental are considered before making provisions for inactive or expired lease for trade receivable - lease. Provisions are based on present values of future cash flows for advances and other receivables.

Movements in allowance for impairment losses on receivables in 2021 and 2020 are as follows:

	Note	2021	2020
Balance at beginning of year		P96,778,572	P105,142,530
Provisions for the year	*23*	24,559,812	5,107,257
Reversal of provisions		(32,491)	(13,471,215)
Write-off		(1,780,274)	-
Balance at end of year		P119,525,619	P96,778,572

7. Real Estate Inventories

This account consists of:

	2021	2020	2019
In progress:			
BGC Project	P232,282,519	P223,055,991	P154,516,512
Andrea North Estate	130,987,227	137,714,537	88,058,328
Andrea North SkyVillas Tower	-	112,178,615	209,667,249
	363,269,746	472,949,143	452,242,089
Completed units:			
Andrea North SkyVillas Tower	123,980,597	-	-
Andrea North Skyline Tower	85,822,208	144,979,500	182,695,848
The Icon Plaza	10,957,782	30,346,250	30,346,250
Casa Miguel	6,895,314	6,895,314	6,895,314
Icon Residences Tower 1	-	10,518,600	10,518,600
	227,655,901	192,739,664	230,456,011
Land held for development:			
BGC	1,410,000,000	-	341,066,697
New Manila, Quezon City	135,366,913	135,366,913	135,366,913
	1,545,366,913	135,366,913	476,433,610
	P2,136,292,560	P801,055,720	P1,159,131,710

BGC Project represents the cost of the master plan design, excavation works, survey and permits, and capitalized loan interest related to the construction of the new tower in BGC.

On June 22, 2021, the Parent Company received two BGC lots from GPI in exchange for the Parent Company's shares of stock (see Note 1). One of these lots was recognized as part of real estate inventory – land held for development as the land will be used as the site for the Parent Company's BGC condominium project.

On November 16, 2021, the Parent Company's Board of Directors approved the reclassification of a condominium unit in Icon Residences Tower 1 from real estate inventories to investment property due to change in use and the management's view of improving the value of the property over time (see Note 11).

On December 15, 2020, with the change in use and the management's view of improving the value of the property over time, the Baguio property previously classified as real estate inventories – land held for development was reclassified to investment properties. On February 15, 2022, the Parent Company's Board of Directors confirmed its December 15, 2020 approval of the reclassification (see Note 11).

Certain real estate inventories are mortgaged as collaterals to loans (see Note 15).

The cost of real estate inventories recognized in the consolidated statements of total comprehensive income amounted to P113,172,007, P161,787,110, and P583,833,983 in 2021, 2020 and 2019, respectively.

8. Prepayments and Other Assets

This account consists of:

	2021	2020
Creditable withholding tax	P318,811,437	P151,768,771
Prepaid expenses	37,142,707	78,347,856
Prepaid taxes	12,876,027	155,834,221
Deposits	4,624,691	4,723,660
Deferred input VAT	634,304	4,428,704
Input tax – net	279,742	212,832
Other assets	36,663,311	13,422,930
	P411,032,219	P408,738,974

Creditable withholding tax pertains to taxes withheld by the customers from their payment to the Group and which tax is creditable against the income tax payable of the Group.

Prepaid expenses consist of advance payment to contractors, rent, real property tax, insurance premium and membership dues.

Prepaid taxes are unutilized creditable withholding taxes. A significant portion of the unutilized creditable withholding taxes in 2020 pertains to the amounts which the Parent Company opted to file for refund with the Bureau of Internal Revenue. In 2021, the Parent Company elected to carry-over the unrefunded creditable withholding taxes to the current year income tax.

Deposits pertain to refundable deposits paid to utility companies. These also include security deposits paid in relation to an office lease agreement.

9. Investments in and Advances to Associates

Details of the ownership interests in associates as at December 31 are as follows:

	2021	2020
Meridian Assurance Corporation (MAC)	30%	30%
Le Cheval Holdings, Inc. (LCHI)	45%	45%
Alexandra (USA), Inc. (AUI)	45%	45%

Details of investments in and advances to associates are as follows:

	2021	2020
Meridian Assurance Corporation		
Investment - acquisition cost	P88,875,080	P88,875,080
Release of investment	(7,045,222)	(7,045,222)
Investment - acquisition cost	81,829,858	81,829,858
Accumulated equity in net loss:		
Balance at beginning of year	(17,799,520)	(14,390,427)
Equity in net loss for the year	(4,488,055)	(3,409,093)
Balance at end of year	(22,287,575)	(17,799,520)
	P59,542,283	P64,030,338
Le Cheval Holdings, Inc.		
Investment - acquisition cost	P11,250	P11,250
Allowance for impairment loss	(11,250)	(11,250)
	-	-
Accumulated equity in net income:		
Balance at beginning of year	125,149	125,149
Equity in net loss for the year	-	-
Balance at end of year	125,149	125,149
	125,149	125,149
Alexandra (USA), Inc.		
Investment - acquisition cost	14,184,150	14,184,150
Allowance for impairment loss	(14,184,150)	(14,184,150)
	-	-
Advances to AUI	132,417,765	132,417,765
Allowance for unrecoverable advances	(132,417,765)	(132,417,765)
	-	-
	P59,667,432	P64,155,487

The Parent Company's management performed an assessment for impairment on its investment in and advances to associates. The imminent liquidation of Alexandra USA, Inc. (AUI) indicates the possible impairment in the value of investment in this entity. In 2011, the Parent Company provided an allowance for impairment loss amounting to P14,184,150 for investments in AUI. The advances were likewise provided with 100% allowance.

The Parent Company also provided an allowance for impairment loss amounting to P11,250 for investments in LCHI.

Aggregated amounts relating to associates are as follows:

	2021 (Unaudited)	2020
Meridian Assurance Corporation (MAC)		
Total assets	P222,857,213	P245,278,345
Total liabilities	25,988,007	32,858,619
Net assets	196,869,206	212,419,726
Income	244,458	13,419,950
Cost and expenses	(15,204,657)	(24,783,586)
Net loss	(P14,960,199)	(P11,363,636)
Le Cheval Holdings, Inc. (LCHI)		
Total assets	P45,362	P45,362
Total liabilities	142,248	142,248
Net liabilities	(96,886)	(96,886)
Income	-	-
Cost and expenses	-	-
Net loss	P -	P -

The following are the principal activities of the Group's Associates:

Meridian Assurance Corporation

MAC was incorporated and registered with the SEC on March 16, 1960, renewed on November 13, 2007, primarily to engage in the business of insurance and guarantee of any kind and in all branches except life insurance, for consideration, to indemnify any person, firm or corporation against loss, damage or liability arising from any unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation and to do all such acts and exercise all such powers as may be reasonably necessary to accomplish the above purposes which may be incidental.

MAC did not comply with the minimum capital requirement set by the Insurance Commission as of December 31, 2016, as it is ceding its insurance business portfolio to another insurance company. MAC, however, will continue servicing the administrative requirements of all outstanding policies issued until their expiry. On March 30, 2017, MAC wrote the Insurance Commission to apply for a license as a servicing company and tendered its Certificate of Authority (CA) as non-life insurance company. Pending issuance of the servicing license, MAC still issued new policies up to April 30, 2017. On May 1, 2017, the Insurance Commission approved MAC's application as a servicing company and issued a servicing license. As a servicing insurance company, MAC's transactions are confined to: (i) accepting periodic premium payments from its policyholders; (ii) granting policy loans and paying cash surrender values of outstanding policies to its policyholders; (iii) reviving lapsed policies of its policyholders, and (iv) such other related services. Upon divestment of the insurance business, MAC plans to engage in the business of asset management.

In 2020, the Insurance Commission approved the release of the contingency surplus of MAC to its stockholders. The Parent Company received its 30% share amounting to P7,045,222.

On July 7, 2021, MAC received a letter from the insurance commission confirming MAC's withdrawal from the insurance business. It is also stated in the letter that MAC is no longer required to submit annual financial statements and other documentary requirements to the commission starting financial year-end 2021. As at December 31, 2021, MAC is still in the process of accomplishing the requirement to receive the certification declaring the insurance business of MAC as officially withdrawn from the commission.

The registered office of MAC is 7/F, West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City.

Le Cheval Holdings, Inc.
LCHI was incorporated and registered with the SEC on August 30, 1994 as a holding company and commenced operations as such by acquiring the majority outstanding shares of stock of Philippine Racing Club, Inc. (PRCI), a holding company incorporated in the Philippines. In 1996, LCHI sold its shares of stock with PRCI. Thereafter, LCHI became inactive.

Alexandra (USA), Inc.
AUI was incorporated in the United States of America (USA). AUI is involved in property development in Florida, USA. AUI is jointly owned with GPI (45%) and Warrenton Enterprises Corporation (10%) of William Cu-Unjieng. AUI is in the process of liquidation after the completion of the projects in Naples and Orlando. No information was obtained in the financial status and operations of AUI since 2012.

10. Investment Properties

The Group obtained the services of an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The effects are detailed below:

	Note	2021	2020
Cost			
Balance, beginning		P1,213,476,678	P811,033,448
Additions		6,571,762	61,376,533
Return due to sales cancellation		33,859,578	-
Land acquired through share swap		846,000,000	-
Reclassification from inventory	*7*	10,518,600	341,066,697
Disposal		(14,000,000)	-
Balance, ending		2,096,426,618	1,213,476,678
Accumulated unrealized holding gain		2,309,928,821	1,699,002,929
		P4,406,355,439	P2,912,479,607

Details of investment properties are as follows:

	2021	2020
Cost of investment properties		
BGC	P846,000,000	P -
PSEC Tower I	522,480,432	522,140,020
Baguio	384,400,952	378,169,602
PSEC Tower II	183,603,423	188,103,423
The Icon Plaza	115,563,633	125,063,633
San Fernando City, La Union	33,859,578	-
Icon Residences Tower 1	10,518,600	-
	P2,096,426,618	P1,213,476,678

BGC
On June 22, 2021, the Parent Company received two BGC lots from GPI in exchange for the Parent Company's shares of stock (see Note 1). One of these lots was recognized as part of investment properties as the land has undetermined use as of the reporting date and will be held for capital appreciation.

Icon Residences Tower 1

On November 16, 2021, the Parent Company's Board of Directors approved the reclassification of a condominium unit in Icon Residences Tower 1 from real estate inventories to investment property due to change in use (see Note 7). On November 24, 2021, the Parent Company received a formal offer to lease the unit once renovation and repairs are completed and the unit is ready for occupancy.

San Fernando, La Union

On November 29, 2021, the Parent Company cancelled its Contract to Sell agreement dated December 18, 2014 with Humboltbay Holdings, Inc for the San Fernando, La Union lot originally classified as investment property prior to sale. The Parent Company incurred a loss on sale cancellation of investment property amounting to P87,996,422 (see Note 24).

Baguio

With the positive outlook of growth in 2018, the Parent Company saw the opportunity to develop Baguio property into a residential development for sale. The property was then classified as part of real estate inventories – land held for development. In 2019, the Parent Company continued with the original plan to develop the property, however, in 2020, due to the effect of COVID-19 pandemic on the overall economic condition, the Parent Company reviewed its strategy to assume a more conservative approach by adjusting its development schedules to ensure its stability and managing cash flow. The Parent Company decided to prioritize the development of a residential tower in BGC. Consequently, the development plan for the Baguio property was shelved with a view of improving the value of the property over time. In the meantime, a lease was entered with PRHC Property Managers, Inc. (PPMI), a subsidiary company, to generate cash flow to cover a portion of the costs of maintaining the property. With the Parent Company' view of improving the value of the property over time, the Parent Company reclassified this property to Investment Properties. On February 15, 2022, the Parent Company's Board of Directors confirmed its December 15, 2020 approval of the reclassification of Baguio property into investment properties.

PSE East Tower and West Tower

In 2020, the Group acquired condominium units and parking spaces of PSEC East Tower and West Tower.

Details of the accumulated unrealized holding gain are as follows:

	2021	2020
Accumulated unrealized holding gain		
PSEC Tower I	P1,031,291,177	P1,012,577,160
PSEC Tower II	556,747,007	466,831,067
San Fernando City, La Union	249,372,822	-
BGC	246,800,000	-
The Icon Plaza	110,035,367	123,694,585
Baguio	104,921,048	95,900,117
Icon Residences Tower 1	10,761,400	-
	P2,309,928,821	P1,699,002,929

The movements in accumulated unrealized holding gain in 2021 and 2020 are as follows:

	Note	2021	2020
Beginning balance		P1,699,002,929	P1,412,252,022
Increase in fair value during the year	*21*	610,925,892	286,750,907
Total		P2,309,928,821	P1,699,002,929

An independent valuation of the Group's investment properties was performed by qualified appraisers as of November 26, 2021, November 27, 2021, December 7, 2021 and December 9, 2021 to determine their fair values. The external independent appraiser used sales comparison approach in arriving at the value of the properties. In this approach, the values of the properties were determined based on sales and listings of comparable properties. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity or at a different floor level of the same building. Comparison would be premised on factors such as location, size and physical attributes, selling terms, facilities offered and time element.

Rental income recognized from the investment properties amounted to P55,175,665 in 2021, P69,119,550 in 2020 and P49,396,324 in 2019. Real property taxes attributable to the investment property amounted to P8,327,454 in 2021, P22,124,552 in 2020 and P8,693,849 in 2019 are included as part of taxes and licenses in cost of services. Condominium dues attributable to the investment properties amounted to P9,823,728 in 2021, P10,127,213 in 2020 and P11,117,177 in 2019 are included also in cost of services.

Certain investment properties are mortgaged as collateral to loans (see Note 15).

11. Property and Equipment

The details of the carrying amounts of property and equipment, the gross carrying amounts, and accumulated depreciation and amortization of property and equipment are shown below:

	For the Years Ended December 31, 2021 and 2020					
	Land and Land Improvements	Condominium Units, Building and Building Improvements	Office Furniture, Fixtures and Equipment	Transportation, Machinery and Other Equipment	Leasehold and Office Improvements	Total
Cost						
January 1, 2020	P -	P96,090,358	P27,917,099	P65,393,971	P1,221,181	P190,622,609
Additions	-	336,841	295,689	1,363,017	-	1,995,547
Disposals	-	-	-	(381,696)	-	(381,696)
December 31, 2020	-	96,427,199	28,212,788	66,375,292	1,221,181	192,236,460
Additions	3,724,300	22,028,620	896,304	10,098,094	-	36,747,318
Disposals	-	-	(288,482)	(2,757,103)	-	(3,045,585)
December 31, 2021	3,724,300	122,180,119	28,820,610	73,716,283	1,221,181	225,938,193
Accumulated Depreciation and Amortization						
January 1, 2020	-	31,531,395	25,871,504	38,132,826	1,108,512	96,644,237
Provision	-	3,370,946	1,784,574	9,585,882	15,457	14,756,859
Disposals	-	-	-	(209,933)	-	(209,933)
December 31, 2020	-	34,902,341	27,656,078	47,508,775	1,123,969	111,191,163
Provision	-	3,402,418	1,320,146	8,254,030	4,437	12,981,031
Disposals	-	-	(288,483)	(1,308,915)	-	(1,597,398)
December 31, 2021	-	38,304,759	28,687,741	54,453,890	1,128,406	122,574,796
Carrying Amount						
At December 31, 2020	P -	P61,524,858	P556,710	P18,866,517	P97,212	P81,045,297
At December 31, 2021	**P3,724,300**	**P80,151,060**	**P132,869**	**P19,262,393**	**P92,775**	**P103,363,397**

Certain transportation equipment of the Group with total carrying value of P8.85million and P19.89 million and as at December 31, 2021 and 2020, respectively are pledged as security under chattel mortgage (see Note 15).

12. Leases

Lease agreement as lessee

The Parent Company leases two parcels of land located at 5th Avenue corner 24th Street and 5th Avenue corner 25th Street, Bonifacio Global City, Taguig City. These contracts have a term of fifteen (15) years, renewable for another ten years upon submission of a written notice to renew at least ninety days prior to the expiration of the original term, with terms and conditions mutually agreed by both parties.

The Parent Company also leases a condominium unit located at the 20th Floor, East Tower of Philippine Stock Exchange Centre, Exchange Centre, Exchange Road, Ortigas Center, Pasig City. The contract has a term of five (5) years and is renewable upon mutual agreement of both parties. In 2021, the lease contract ended.

The carrying amount of right-of-use assets as at December 31, 2021 and 2020 is shown below.

	2021	2020
Right-of-use assets	P114,508,603	P117,558,116
Accumulated amortization	(25,076,776)	(19,390,990)
Carrying amount	P89,431,827	P98,167,126

A maturity analysis of lease liabilities based on discounted gross cash flows is reported in the table below:

	2021		2020	
	Undiscounted	Discounted	Undiscounted	Discounted
Less than 1 year	P22,941,000	P14,116,765	P23,458,500	P14,459,726
More than 1 year	217,748,753	173,503,161	238,080,000	187,879,730
Total lease liabilities	P240,689,753	P187,619,926	P261,538,500	P202,339,456

Amounts recognized in profit or loss:

	Note	2021	2020
Depreciation expense	*22,23*	P9,622,488	P9,695,495
Interest expense		10,506,780	9,661,848

Total expenses on short-term leases amounted to P648,787, P681,791 and P633,233 in 2021, 2020 and 2019, respectively (see Notes 22 and 23).

Lease agreements as lessor

A. The Parent Company entered into a sublease contract relating to one of the parcels of land being leased in BGC as discussed above. This agreement was assessed by the management to be of a finance lease. This agreement is renewable at the end of the lease term of initially fifteen (15) years upon mutual consent of the parties.

Amounts receivable under finance lease	2021	2020
Year 1	P23,284,800	P22,545,600
Year 2	23,672,896	23,284,800
Year 3	24,449,088	23,672,896
Year 4	24,856,576	24,449,088
Year 5	25,671,552	24,856,576
Onwards	157,348,288	183,019,840
Undiscounted lease payments	279,283,200	301,828,800
Present value of minimum lease payments receivable	214,732,527	230,261,995
Less: current portion	13,055,174	12,203,055
Investment in finance lease – net of current portion	P201,677,353	P218,058,940

Amounts recognized in profit or loss:

	Note	2021	2020
Interest income	*20*	P11,816,719	P10,875,595
Loss on sublease	*24*	2,769,442	-

In 2021, the incremental borrowing rate used to calculate the present value of lease payments was adjusted. The effects of the change in rates were applied prospectively.

B. The Group entered into short-term lease agreements including condominium units, office spaces and food plaza spaces. The lease contracts between the Group and its lessees have a term of one year which are renewable annually.

Total rental income earned in 2021, 2020 and 2019 amounted to P55.30 million, P69.34 million and P50.85 million, respectively.

Deferred rental income classified under other non-current liabilities amounting to P40.97 million and P39.47 million as of December 31, 2021 and 2020, respectively, pertains to advance rent received from lessees to be applied on the last three (3) months of the lease contract.

Refundable deposits on these lease agreements amounted to P17,549,121 and P17,827,514 in 2021 and 2020, respectively, and are included as part of trade and other payables (see Note 13).

13. Trade and Other Payables

This account consists of:

	Note	2021	2020
Trade payables		P82,457,899	P111,961,462
Customers' deposits		42,087,043	33,659,390
Retention fees payable		40,072,890	41,190,780
Accrued expenses		37,614,146	64,300,871
Refundable deposits	*12*	17,549,121	17,827,514
Due to government agencies		2,239,250	4,431,946
Due to insurance companies - net		-	1,543,478
Others		53,978	1,666,064
		P222,074,327	P276,581,505

Customers' deposits consist of down payments representing less than 25% of the contract price of the condominium units sold which are deductible from the total contract price.

Retention fees payable pertain to retention fees withheld from the contractors of ongoing and completed projects.

Accrued expenses consist of unpaid liabilities on outside services, insurance, supplies and other expenses.

Due to government agencies consist mainly of payable to the Bureau of Internal Revenue, SSS, HDMF and Philhealth.

Others consist of refunds payable, commission payable and unearned rent income.

Non-current portion of trade and other payables which mainly pertains to transfer fees, refundable deposits and accruals amounted to P71,825,744 and P148,000,694 as at December 31, 2021 and 2020, respectively.

14. Unearned Income

This account pertains to unearned income from the Andrea North SkyVillas Tower ("SkyVillas") Project which started construction in 2011 and is 100% and 99.96% complete as at December 31, 2021 and 2020, respectively.

Details of unearned income are as follows:

	2021	2020
Total sales value of completed units	P3,403,454,645	P3,403,454,645
Percentage uncompleted	0%	0.04%
	P -	P1,361,382

15. Loans and Note Payable

Loans Payable

The movements in the loans payable are summarized as follows:

	2021	2020
Balance at beginning of year	P1,030,593,284	P1,151,824,960
Availments of loan	796,260,165	831,343,910
Payments of principal	(1,016,252,646)	(952,575,586)
Balance at end of year	P810,600,803	P1,030,593,284

The account is composed of the following:

	2021	2020
Payable within one year:		
Philippine National Bank	P200,000,000	P100,000,000
Philippine Bank of Communications	175,495,279	200,660,372
Union Bank of the Philippines	3,492,417	5,313,014
RCBC Savings Bank	2,147,122	3,402,557
Maybank Philippines, Inc.	-	30,137,149
	381,134,818	339,513,092
Payable after one year:		
Philippine Bank of Communications	426,260,165	525,495,279
Union Bank of the Philippines	2,046,478	7,258,169
RCBC Savings Bank	1,159,342	3,924,967
Maybank Philippines, Inc.	-	154,401,777
	429,465,985	691,080,192
	P810,600,803	P1,030,593,284

Philippine National Bank (PNB)
In 2020, the Parent Company availed of working capital loans from Philippine National Bank with a total principal amount of P100 million which has been fully paid in 2021. The Parent Company availed new loans in 2021 with total principal amount of P480 million. These loans bear an interest ranging from 4.50% to 5.00% annually and payable within three (3) months subject to extension upon lapse of the maturity date. Interest rates will then be re-evaluated to conform with the current period's rate. These loans are secured by the land in New Manila, Quezon City with the carrying amount of P135.4 million (see Note 7).

Philippine Bank of Communications (PBCom)
In 2017, the Parent Company entered into a long-term credit facility agreement with PBCom. PBCom approved a P500 million Term Loan under which the Parent Company drew down P500 million in September 2017. These loans are payable within five (5) years from the date of drawdown. These loans bear fixed interest rate of 6% and are payable quarterly in arrears and secured by certain inventories mortgaged in favor of PBCom with the total carrying amount of P122.6 million as of December 31, 2021.

In 2019, the Parent Company entered into a long-term credit facility agreement with PBCom. PBCom approved a Term Loan under which the Parent Company drew down P500 million during 2019. These loans are payable within six (6) years from the date of drawdown. These loans bear 8.5% fixed interest rate and are payable quarterly in arrears and secured by certain investment properties mortgaged in favor of PBCom with the total carrying amount of P592.5 million as of December 31, 2021.

In 2020, PBCom approved a Loan Line amounting to P300 million available for drawings up to 180-day promissory notes (PNs). These loans bear 4.5% to 5.5% interest rate payable at maturity of the PNs. The principal payment is on the maturity date of the PNs. The loans are secured by certain investment properties mortgaged in favor of PBCom with the total carrying amount of P529.3 million as of December 31, 2021.

Union Bank of the Philippines (UBP)
In July 2016, the Parent Company availed car loans from Union Bank which bears 9.11% interest and is payable in installment over sixty (60) months. These loans are secured by certain transportation equipment of the Group (see Note 11).

RCBC Savings Bank (RCBC)
In July 2017, the Parent Company availed car loans from RCBC Savings Bank which bear 8.72% interest and are payable in installment over sixty (60) months. These loans are secured by certain transportation equipment of the Group (see Note 11).

Maybank Philippines, Inc. (Maybank)
On February 27, 2020, the Parent Company entered into an Agreement to Purchase Receivables (with recourse) with Maybank for a total amount of P200 million, of which P184.54 million are outstanding as at December 31, 2020. These loans bear an interest of 6.75% subject to annual re-pricing with lump-sum payment upon maturity. This loan has been fully paid as at December 31, 2021.

Interest on loans payable charged to profit or loss amounted to P60,124,456, P24,864,954 and P7,331,220 in 2021, 2020 and 2019, respectively. Interest on loans payable capitalized amounted to P348,502 and P61,561,281 in 2021 and 2020, respectively. The capitalization rates are 4.75% and 5.50% in 2021 and 2020, respectively.

Note Payable

RCBC Savings Bank
In 2019, PPMI availed of a five-year note payable amounting to P3,744,000 from a local bank to finance the purchase of transportation equipment. The note carries interest at 11.04% per annum. The loan was obtained in February 2019 and will mature in February 2024.

The movements in the note payable are summarized as follows:

	2021	2020
Balance at beginning of year	P2,732,394	P3,261,341
Payments of principal	(872,908)	(528,947)
Balance at end of year	P1,859,486	P2,732,394

Outstanding balance of note is composed of the following:

	2021	2020
Payable within one year	P803,427	P826,824
Payable after one year	1,056,059	1,905,570
	P1,859,486	P2,732,394

Interest expense charged to profit or loss amounted to P257,537 and P278,513 in 2021 and 2020, respectively.

16. Related Party Transactions

The details of related party transactions and balances are as follows:

As at and for the year ended December 31, 2021:	Transactions	Outstanding balance	Terms and conditions
Trade receivables			Sales of condominium units to related parties are based on the effective price list and terms that would be available to third parties. The receivables are secured with related units until full payment.
Ultimate Parent Company			
Greenhills Properties, Inc.			
Sale of parking space	P1,300,000		
Collections during the year	(1,300,000)	P51,892,140	

Forward

As at and for the year ended December 31, 2021:	Transactions	Outstanding balance	Terms and conditions
Purchase of services			Purchase of services is negotiated with related parties on a cost-plus basis and is due 30 days after the end of the month. These payables are unsecured and bear no interest and settled in cash.
Subsidiary			
Tektite Insurance Brokers, Inc.			
Purchase of services	P6,260,354		
Payments during the year	(6,260,354)	P -	
Advances			Advances to subsidiaries and associates are unsecured, non-interest bearing and to be settled in cash.
Alexandra (USA), Inc., Associate	-	132,417,765	
Le Cheval Holdings, Inc., Associate	-	122,248	
Meridian Assurance Corp. Associate	16	-	
Less: Allowance for impairment loss	(16)	(132,540,013)	
Balance, net	-	-	
Key management personnel			Key management includes directors (executive and non-executive) and executive officers. Short-term benefits are payable monthly and termination benefits are payable upon retirement
Short-term benefits			
Salaries and other short-term employee benefits	41,668,747	-	
Termination benefits			
Provision for retirement benefits/PVO	7,297,122	-	

As at and for the year ended December 31, 2020:	Transactions	Outstanding balance	Terms and conditions
Sale of real estate inventories			Sales of condominium units to related parties are based on the effective price list and terms that would be available to third parties. The receivables are secured with related units until full payment; and payable monthly in two (2) years.
Principal Shareholder			
Greenhills Properties, Inc.			
Collections during the year	P73,863,594	P51,892,140	
Gain on repossession of asset	12,057,967	-	
Purchase of services			Purchases of services are negotiated with related parties on a cost-plus basis and are due 30 days after the end of the month. These receivables are unsecured and bear no interest and settled in cash.
Subsidiary			
Tektite Insurance Brokers, Inc.			
Purchase of services	7,945,497		
Payments during the year	(7,945,497)	-	
Advances			Advances to subsidiaries and associates are unsecured, non-interest bearing and to be settled in cash.
Alexandra (USA), Inc., Associate	-	132,417,765	
Le Cheval Holdings, Inc., Associate	-	122,248	
Meridian Assurance Corp. Associate	627	(16)	
Less: Allowance for impairment loss	(122,232)	(132,539,997)	
Balance, net	(121,605)	-	
Interest expense			In 2020, the Parent Company paid its 30% share on the interest expense of the loan related to contingency surplus.
Associate			
Meridian Assurance Corp.			
Payments during the year	(1,981,749)	-	

Forward

As at and for the year ended December 31, 2020:	Transactions	Outstanding balance	Terms and conditions
Key management personnel			Key management includes directors (executive and non-executive) and executive officers. Short-term benefits are payable monthly and termination benefits are payable upon retirement
Short-term benefits			
Salaries and other short-term employee benefits	P17,694,348	P -	
Termination benefits			
Provision for retirement benefits/PVO	6,670,000	-	

Management Services
The Group provides general management services and financial management and supervision over the janitorial and security services for the efficient administration of the properties of GPI, the ultimate parent company, and third parties, collectively referred herein as property owners. In consideration for said services, the Group charges the property owners a fixed monthly amount, with a 10% escalation rate annually. These management contracts are renewable for a period of two (2) to three (3) years upon mutual agreement of both the Group and the property owners.

Advances to (from) related parties
The Parent Company's substantial receivables from AUI, an associate, which is intended to fund the latter's working capital requirement, represents non-interest-bearing advances with no fixed term with the option to convert to equity in case of increase in capital. Advances contributed by AUI's stockholders were in accordance with the percentage of ownership of the stockholders in AUI. With the imminent liquidation of AUI, the receivables have been fully provided with allowance for impairment losses since 2011.

17. Retirement Benefit Plans

The Parent Company and Tektite Insurance Brokers, Inc. (TIBI) operate funded, non-contributory defined benefit retirement plans covering substantially all of their regular employees. The plans are administered by local banks as trustee and provide for a lump-sum benefit payment upon retirement. The benefits are based on the employees' monthly salary at retirement date multiplied by years of credited service. No other post-retirement benefits are provided.

PPMI has an unfunded, noncontributory defined benefit retirement plan.

Through their defined benefit retirement plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

- *Asset volatility* - The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit.

- *Inflation risk - Some of the Group retirement obligations are linked to inflation, and higher inflation will lead to* higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation). The majority of the plans' assets are either unaffected by (fixed interest bonds) or loosely correlated with (equities) inflation, meaning that an increase in inflation will also increase the deficit.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out by an independent actuary on February 22, 2022, March 2, 2022 and March 28, 2022 for the year ended December 31, 2021. The present values of the defined benefit obligations, the related current service costs and past service costs were measured using the Projected Unit Credit Method.

Key assumptions used for the Parent Company:

	Valuation at	
	2021	2020
Discount rate	5.03%	3.96%
Future salary increase	4.00%	4.00%

Key assumptions used for PPMI:

	Valuation at	
	2021	2020
Discount rate	5.08%	4.13%
Future salary increase	6.00%	6.00%

Key assumptions used for TIBI:

	Valuation at	
	2021	2020
Discount rate	1.97%	1.97%
Future salary increase	5.00%	5.00%

Assumptions regarding future mortality and disability are set based on actuarial advice in accordance with published statistics and experience.

The reconciliation of the present value of the defined benefit obligation (DBO) and the fair value of the plan assets to the recognized liability presented as accrued retirement liability in the consolidated statements of financial position is as follows:

	2021	2020
Present value of defined benefit obligation	P99,028,667	P101,087,591
Fair value of plan assets	28,098,491	27,666,680
Recognized liability	P70,930,176	P73,420,911

The movements in the present value of defined benefit obligation are shown below:

	2021	2020
Liability at beginning of year	P101,087,591	P87,327,537
Adjustments	1,795,913	770,152
Current service cost	12,438,972	12,252,598
Interest cost	3,875,531	4,264,383
Remeasurement losses (gains)		
Changes in financial assumptions	(11,057,446)	11,002,047
Changes based on experience	(7,680,074)	(3,762,130)
Changes in demographic assumptions	(7,181)	-
Benefits paid from plan assets	(1,424,639)	(5,265,029)
Benefits paid from Company operating funds	-	(5,501,967)
Liability at end of year	P99,028,667	P101,087,591

The movements in the plan assets are shown below:

	2021	2020
Fair value of plan assets at beginning of year	P27,666,680	P32,006,878
Adjustments	(858,037)	319,841
Interest income	940,618	1,920,140
Remeasurement gain	667,055	-
Actual contribution	500,000	2,000,000
Return on plan assets, excluding amounts included in interest income	(817,825)	(3,315,150)
Benefits paid from plan assets	-	(5,265,029)
Fair value of plan assets at end of year	P28,098,491	P27,666,680

The Group expects to contribute P2,000,000 to the retirement fund in 2022.

The main categories of plan assets as at December 31, 2021 and 2020 are as follows:

	2021	2020
Cash and cash equivalents	P21,793,845	P21,197,981
Equity instruments	6,325,056	6,463,059
Accrued interest	3,081	5,640
Liabilities	(23,491)	-
	P28,098,491	P27,666,680

The retirement expense recognized in profit or loss consists of:

	2021	2020	2019
Current service cost	P12,438,972	P12,252,598	P7,574,137
Net interest on defined benefit liability	2,934,913	2,344,243	1,366,401
	P15,373,885	P14,596,841	P8,940,538

The retirement expense is recognized as part of employees' benefits under operating expenses in the consolidated statements of total comprehensive income (see Note 23).

The sensitivity analysis of the defined benefit obligation is:

	Increase (decrease) in basis points	Effect on defined benefit obligation
Discount rate	1.00%	(P9,124,807)
	(1.00%)	11,023,228
Future salary increase	1.00%	10,956,946
	(1.00%)	(9,239,420)

The above sensitivity analyses are based on changes in principal assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the retirement liability recognized in the consolidated statements of financial position.

The BOD reviews the level of funding required for the retirement fund. This includes the asset-liability matching (ALM) strategy and investment risk management policy. The Group's ALM objective is to match maturities of the plan assets to the retirement benefit obligation as they fall due. The Group monitors how the duration and expected yield of the investments are matching the expected cash outflows arising from the retirement benefit obligation.

As of December 31, 2021, the weighted average duration of defined benefit obligation is 10.2 years (2020: 19.63 years).

18. Management Fees

The Group provides general management services and financial management and supervision over the janitorial and security services through PPMI. In consideration for the said services, the Group charges the property owners a fixed monthly amount with a 10% escalation rate annually. These management contracts are renewable for a period of two (2) to three (3) years upon mutual agreement of both PPMI and the property owners. The Group is entitled to fixed reimbursement of actual cost of the on-site staff. The total income from management fees amounted to P36.78 million, P42.85 million and P42.95 million in 2021, 2020 and 2019, respectively.

19. Commission

The Group's commission income derived from insurance brokerage amounted to P4.51 million, P4.46 million and P5.73 million in 2021, 2020 and 2019, respectively.

20. Interest Income

The Group's interest income was derived from the following:

	Note	2021	2020	2019
Sublease	*12*	P11,816,719	P10,875,595	P10,405,989
Penalty for late payments		4,127,556	-	-
Trade receivables	*6*	619,736	2,016,397	2,484,558
Cash and cash equivalents	*3*	495,270	836,357	1,211,762
Others		345,339	-	595,589
		P17,404,620	P13,728,349	P14,697,898

21. Other Income

The account consists of:

	Note	2021	2020	2019
Gain on change in fair value of investment properties	*10*	P610,925,892	P286,750,907	P546,695,730
Foreign exchange gain		1,434,240	-	-
Gain on money market investments		34,652	-	1,191,166
Gain on sublease	*12*	-	-	139,125,678
Dividend income	*5*	-	-	716,722
Reversal of various payables and accruals		-	-	24,484
Others	*6,16*	24,772,329	23,425,204	8,618,937
		P637,167,113	P310,176,111	P696,372,717

Others mainly consists of reversal of allowance for impairment losses on receivables and gain on repossession of real estate inventories.

22. Cost of Services

The account consists of:

	Note	2021	2020	2019
Salaries, wages, and other benefits		P20,657,116	P25,810,786	P26,911,745
Condominium dues	*10*	9,823,728	10,127,213	11,117,177
Taxes and licenses		8,595,591	23,352,566	10,304,356
Depreciation and amortization				
ROU assets	*12*	8,466,620	8,430,511	-
Utilities		4,167,232	4,283,890	4,238,935
Outside services		4,063,409	3,745,552	6,288,051
Insurance and bond premiums		2,131,294	2,050,936	3,127,328
SSS, Pag-IBIG and other contributions		1,558,212	1,787,728	1,717,588
Repairs and maintenance		1,492,363	788,667	2,377,622
Commission		627,766	357,785	1,785,976
Communication		618,175	-	-
Rental	*12*	561,943	604,252	546,389
Employees' welfare		101,192	77,419	227,813
Transportation and travel		38,000	-	-
Supplies and materials		-	258,385	1,182,353
Others		5,860,819	1,479,285	2,376,492
		P68,763,460	P83,154,975	P72,201,825

Others include various expenses that are individually insignificant.

23. General and Administrative Expenses

The account consists of:

	Note	2021	2020	2019
Salaries, wages, and other benefits		P69,048,790	P83,787,422	P74,824,822
Taxes and licenses		44,916,582	51,393,428	56,292,444
Marketing expense		40,531,274	47,599,104	164,028,600
Provision for impairment loss on trade and other receivables	*6*	24,559,812	5,107,257	80,758,365
Professional fees		21,423,175	20,094,194	19,684,880
Transportation and travel		15,408,094	16,448,165	13,652,839
Provision for retirement benefits	*17*	15,373,885	14,596,841	8,940,538
Depreciation and amortization				
Property and equipment	*11*	12,981,031	14,756,859	16,502,235
ROU assets	*12*	1,155,868	1,264,984	9,695,495
Insurance and bond premiums		12,445,616	5,570,144	8,488,329
Condominium dues		8,069,082	5,044,517	5,692,247
Repairs and maintenance		5,919,526	7,304,244	3,060,696
Outside services		5,809,893	5,044,580	5,095,746
SSS, Pag-IBIG, Medicare and other benefits		5,528,706	4,943,382	15,894,347
Supplies and materials		3,120,464	154,644	144,293
Postage and communication		2,377,689	2,055,719	1,588,988
Utilities		1,879,823	3,076,739	2,161,708
Representation and entertainment		770,962	644,978	167,868
Rental	*12*	86,844	77,539	86,844

Forward

	Note	2021	2020	2019
Corporate social responsibility		P -	P100,000	P5,625
Provision for impairment loss on property and equipment		-	-	19,406,340
Membership dues		-	-	108,850
Miscellaneous		13,035,889	6,867,826	6,096,247
		P304,443,005	P295,932,566	P512,378,346

Miscellaneous expenses include PSE fees, trainings and seminars, donations and contributions, fines, penalties and various petty expenses.

24. Other Expenses

The account consists of:

	Note	2021	2020	2019
Loss on sale cancellation of investment property	10	P87,996,422	P -	P -
Loss on sublease	12	2,769,442	-	-
Bank charges		48,161	447,417	206,995
Loss on sale of property and equipment		38,793	-	-
Loss on money market investment		-	29,041	-
Foreign exchange loss		-	1,183,942	P403,018
Others		-	-	1,637
		P90,852,818	P1,660,400	P611,650

25. Income Taxes

The components of income tax expense are as follows:

	2021	2020	2019
Current	P120,471	P3,629,744	P18,780,222
Deferred	59,517,853	79,126,494	193,447,090
	P59,638,324	P82,756,238	P212,227,312

The reconciliation of the provision for income tax expense computed at the statutory rate to the provision shown in the consolidated statements of total comprehensive income is as follows:

	2021	2020	2019
Income before income tax	P252,377,845	P122,599,591	P697,116,425
Income tax expense using statutory tax rate	P63,646,131	P36,779,877	P209,134,927
Additions to (reductions in) income tax resulting from the tax effects of:			
Movement on unrecognized deferred tax assets	64,500,197	34,069,759	(38,547,350)
Non-deductible expenses	14,305,124	12,777,838	43,844,881
Unrecognized net operating loss carry-over (NOLCO)	848,363	1,310,840	-
Retirement obligation	51,560	120,318	-

Forward

	2021	2020	2019
Limit on interest expense	P29,423	P92,914	P132,600
Interest income subjected to final tax	(122,698)	(250,908)	(363,529)
Gain on changes in fair value of investment property of a subsidiary	(150,400)	(2,144,400)	(1,759,200)
Book and tax difference in income tax expense due to CREATE	(816,990)	-	-
Changes in deferred tax assets and liabilities due to reduction in income tax rates under CREATE	(82,652,386)	-	-
Dividend income	-	-	(215,017)
	P59,638,324	P82,756,238	P212,227,312

The components of the deferred income tax assets (liabilities) recognized by the Group are as follows:

	2021		2020	
	Tax Base	Deferred Tax	Tax Base	Deferred Tax
Deferred Tax Assets:				
Retirement benefit obligation	P67,066,429	P16,017,440	P70,935,577	P21,280,673
Deferred rent income	40,982,220	10,244,955	39,461,577	11,838,473
Rent expense derecognized due to PFRS 16	6,711,918	1,677,980	3,814,093	1,144,228
NOLCO	2,321,981	464,396	-	-
Impairment loss on receivables	600,408	120,082	600,408	180,122
MCIT	92,118	92,118	-	-
Unrealized foreign exchange loss	-	-	1,198,643	359,593
	117,775,074	28,616,971	116,010,298	34,803,089
Deferred Tax Liabilities:				
Gain on change in fair value of investment properties	2,278,002,661	569,500,664	1,667,828,770	500,348,631
Gain on sublease	99,625,124	24,906,281	129,650,757	38,895,227
Unrealized gain on repossession of real estate inventories	9,244,982	2,311,245	-	-
Accrued rent receivable	1,765,295	441,323	1,615,657	484,697
Unrealized foreign exchange gain	540,322	135,080	-	-
	2,389,178,384	597,294,593	1,799,095,184	539,728,555
	(P2,271,403,310)	(P568,677,622)	(P1,683,084,886)	(P504,925,466)

The recognized deferred tax assets were from the Parent Company and PPMI.

The Group's unrecognized deferred tax assets pertain to the following:

	2021		2020	
	Tax Base	Deferred Tax	Tax Base	Deferred Tax
NOLCO	P368,614,886	P92,134,898	P114,640,884	P34,392,265
Allowance for impairment loss on receivables	356,060,310	88,760,932	333,318,409	99,995,523
Allowance for impairment loss on investments in subsidiaries and associates	19,918,196	4,979,549	55,618,197	16,685,459
Accrued retirement benefit expense	3,863,747	772,749	2,485,337	745,601
MCIT	3,800,308	3,800,308	3,083,454	3,083,454
	P752,257,447	P190,448,436	P509,146,281	P154,902,302

Deferred tax assets have not been recognized by management in respect of the above items.

Detail of the Group's NOLCO which can be claimed as deduction from future taxable income is as follows:

Year Incurred	Expiry date	Amount	Applied	Expired	Balance
2021	2026	P255,877,156	P -	P -	P255,877,156
2020	2025	112,643,786	-	-	112,643,786
2018	2021	467,507	-	(467,507)	-
		P368,988,449	P -	(P467,507)	P368,520,942

In accordance to Section 4 of Revenue Regulations No. 25-2020 issued on September 30, 2020, the business or enterprise which incurred net operating loss for taxable years 2020 and 2021 shall be allowed to carry over the same as a deduction from its gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

Details of the Group's MCIT which can be claimed as deduction from future taxable income as follows:

Year Incurred	Expiry date	Amount	Applied	Expired	Balance
2021	2024	P867,849	P -	P -	P867,849
2020	2023	2,134,648	-	-	2,134,648
2019	2022	116,271	-	-	116,271
2018	2021	137,478	-	(137,478)	-
		P3,256,246	P -	(P137,478)	P3,118,768

Impact of the Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)
On March 26, 2021, the President signed into law the "Corporate Recovery and Tax Incentives for Enterprises Act" or "CREATE", which seeks to reduce the corporate income tax rates and to rationalize the current fiscal incentives by making it time-bound, targeted, and performance-based.

The following are certain provisions of the law that had an impact on the Group's financial statements.

- Reduced RCIT rate effective July 1, 2020 as follows:

  Domestic corporations shall be subject to the following reduced RCIT rates depending on their assets and taxable income:

  a. Those with assets amounting to P100,000,000 and below, excluding land, and with taxable income equivalent to P5,000,000 and below will be subjected to a 20% tax rate;
  b. Those with assets above P100,000,000 or those with taxable income amounting to more than P5,000,000 will be subjected to a 25% tax rate.

- Reduced MCIT rate of 1% effective July 1, 2020 until June 30, 2023.

As mentioned above, the reduction in income tax under CREATE took effect on July 1, 2020. However, Philippine Interpretations Committee issued Questions and Answers No. 2020-07, in which it stated that the CREATE Law is considered to be not substantively enacted as of December 31, 2020; accordingly, the current and deferred taxes for financial reporting purposes as of December 31, 2020 are measured using the regular income tax rate in effect as of December 31, 2020, which is 30%. The difference was reflected as adjustment to the current income tax for the year ended December 31, 2021 in accordance with PAS 12, Income Taxes.

In addition, the effect of the reduction in the income tax rates under CREATE on deferred tax liabilities - net as at December 31, 2020 amounted to P83,182,728 and is shown in the consolidated statements of total comprehensive income as reduction of income tax expense.

Presented below are the effects of the changes in tax rates under the CREATE Act.

	As at December 31, 2020	Amounts Based on the Reduced Tax Rates	Effect of Changes in Tax Rates
Statements of Total Comprehensive Income			
Current tax expense	P3,628,882	P2,789,385	(P839,497)
Deferred tax expense (benefit)	79,126,494	(4,056,234)	(83,182,728)
Net income for the year	53,501,849	137,524,073	84,022,225
Remeasurement loss on retirement benefit obligation, net of tax	(8,389,664)	(8,988,926)	(599,262)
Statements of Financial Position			
Deferred tax assets	34,803,089	28,031,058	(6,772,031)
Deferred tax liabilities	539,728,555	449,773,796	(89,954,759)
Prepaid taxes	151,916,085	152,755,582	839,497
Retained earnings	1,187,806,065	1,271,828,290	84,022,225
Remeasurement loss on retirement benefit obligation	(48,938,995)	(49,538,257)	(599,262)

Impact of the Bayanihan to Recover as One Act (Bayanihan 2)
On September 11, 2020, the President signed into law Bayanihan to Recover as One Act which was generally referred to as "Bayanihan 2" that allows the net operating loss of a business or enterprise for taxable years 2020 and 2021 to be carried over as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss and that this shall remain in effect even after the expiration of the said Act.

26. Capital and Treasury Stock

Movements in the Group's capital stock are as follows:

	2021	2020	2019
Authorized			
16,000,000,000 common shares at P0.50 par value	P8,000,000,000	P4,000,000,000	P4,000,000,000
Issued and outstanding			
7,866,647,523 shares in 2021 3,688,869,745 shares in 2020 and 2019	3,933,323,762	1,844,434,873	1,844,434,873
Subscribed			
1,314,711,262 shares	657,355,632	657,355,632	657,355,632
Subscriptions receivable	(157,490,223)	(157,564,260)	(157,564,260)
	499,865,409	499,791,372	499,791,372
Total capital stock	4,433,189,171	2,344,226,245	2,344,226,245
Additional paid-in capital	623,139,806	557,014,317	557,014,317
	P5,056,328,977	P2,901,240,562	P2,901,240,562
Treasury stock	P110,049,633	P110,049,633	P110,049,633

In 2019, TIBI acquired shares of the Parent Company amounting to P337,194.

On July 23, 2018, the Stockholders approved the amendment of Article VII of the Parent Company's Articles of Incorporation increasing the Parent Company's authorized capital stock from 8,000,000,000 common shares with a par value of P0.50 per share to 16,000,000,000 common shares with a par value of P0.50 per share. The Parent Company's application with the SEC for the increase in authorized capital was approved on May 14, 2019.

From the increased capital stock, on June 22, 2021, the Parent Company issued 4,177,777,778 new common shares valued at P0.54 per share based on 120-day Volume Weighted Average Price for the period October 6, 2017 to April 6, 2028, in favor of Greenhills Properties, Inc. (GPI) in exchange for two (2) vacant lots in Bonifacio Global City (see Note 1). The Parent Company obtained a Valuation and Fairness Opinion Report from a PSE-Accredited Firm on the property-for-share swap transaction for the reason that the parties to the said transaction are related parties. The above-described transaction resulted in Additional Paid-in Capital of P167,111,111 before deducting transaction costs of P100,985,622 or a net amount of P66,125,489. Transaction costs include SEC filing fees, legal and other professional fees, documentary stamps tax on primary issue of common stocks, transfer taxes and registration fees on the transfer of ownership on the real properties from GPI to the Parent Company.

27. Reserves

This account consists of:

	Note	2021	2020	2019
Appropriated retained earnings for:				
Treasury stock acquisitions		P109,712,439	P109,712,439	P109,712,439
Revaluation on FVOCI				
Balance at beginning of year		(20,672,288)	(25,988,878)	(20,349,330)
Movements during the year		(3,365,984)	5,316,590	(5,639,548)
Balance at end of year	*5*	(24,038,272)	(20,672,288)	(25,988,878)
Remeasurement gain (loss) on retirement benefit obligation				
Balance at beginning of year		(44,735,989)	(37,347,443)	(22,660,993)
Adjustment		(2,637,009)	-	-
Actuarial gain (loss) during the year - gross		18,852,265	(10,555,065)	(19,994,388)
Tax effect		(4,952,320)	3,166,519	5,307,938
Balance at end of year		(33,473,053)	(44,735,989)	(37,347,443)
		P52,201,114	P44,304,162	P46,376,118

The Parent Company's appropriated retained earnings amounting to P250,000,000 was allocated for treasury stock acquisitions. On May 29, 2018, the Board of Directors approved the release of P140,287,561 from the appropriated retained earnings since the Parent Company only restrict retained earnings equivalent to the cost of the treasury shares actually being held.

28. Non-controlling Interest

	2021	2020
Universal Travel Corporation		
January 1	P2,024,257	P2,036,275
Share in net loss	(6,939)	(12,018)
December 31	2,017,318	2,024,257
Recon-X Energy Corporation		
January 1	(20,072,695)	(18,030,747)
Share in net loss	(1,986,934)	(2,041,948)
December 31	(22,059,629)	(20,072,695)
	(P20,042,311)	(P18,048,438)

29. Earnings Per Share

	2021	2020	2019
Net income attributable to equity holders of Parent Company	P194,733,394	P41,897,319	P495,717,398
Weighted average no. of common shares issued and outstanding	9,099,309,288	4,877,907,002	4,877,907,002
Basic earnings per share	P0.02	P0.01	P0.10

The weighted average number of common shares issued and outstanding was computed as follows:

	2021	2020	2019
Issued and outstanding shares	7,866,647,523	3,688,869,745	3,688,869,745
Subscribed shares	1,314,711,262	1,314,711,262	1,314,711,262
Treasury shares	(82,049,497)	(125,674,005)	(125,674,005)
Average number of shares	9,099,309,288	4,877,907,002	4,877,907,002

The Group has no potential dilutive shares as at December 31, 2021, 2020 and 2019.

30. Provisions and Contingencies

The Group is a party to legal claims that arise in the ordinary course of business, the outcome of which is not presently determinable. The Group and its legal counsel, however, believe that final settlement, if any, will not be material to the Group's financial results.

31. Significant Accounting Policies

Adoption of New and Revised Standards, Amendments to Standards and Interpretations

The accounting policies adopted in the preparation of the financial statements are consistent with those of the Group's financial statements for the year ended December 31, 2020, except for the adoption of the following amended PFRS which became effective June 1, 2021, which did not have a significant effect on the financial statements.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions* provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. It also requires lessees that apply the exemption to account for COVID-19-related rent concessions as if they were not lease modifications, to disclose that fact and apply the exemption retrospectively in accordance with PAS 8 but not require them to restate prior period figures.

New and Amended Standards and Interpretation Not Yet Adopted

A number of new and amended standards and interpretations are effective for annual periods beginning after January 1, 2021 and have not been applied in preparing the financial statements. Unless otherwise indicated, none of these is expected to have a significant effect on the financial statements. The Group will adopt the following new and amended standards and interpretations on the respective effective dates:

Effective beginning after January 1, 2021

- Amendments to PFRS 3, *Reference to the Conceptual Framework* refer to amendments to PFRS 2, 3, 6 and 14, PAS 34, 37 and 38, IFRIC 12, 19, 20 and 22, and SIC-32 to update references to and quotes from the framework so that they refer to the revise Conceptual Framework.

  The amendments, where they actually are updates, are effective for annual periods beginning on or after January 1, 2022.

- Amendments to PAS 16, *Property, Plant and Equipment – Proceeds before Intended Use* 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 the management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss.

The amendments are effective for annual periods beginning on January 1, 2022.

- Amendments to PAS 37, *Onerous Contracts – Cost of Fulfilling a Contract* specify that the "cost of fulfilling" a contract comprises the "costs that relate directly to the contract". Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts.

  The amendments are effective for annual periods beginning on January 1, 2022. Early application is permitted. Entities apply the amendments to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated.

- Annual Improvements to PFRS Standards 2018-2020

  - PFRS 9, *Financial Instruments* clarifies which fees an entity includes when it applies the '10 percent' test in paragraph B3.3.6 of PFRS 9 in assessing whether to derecognize a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

  - PFRS 16, *Leases* amends Illustrative Example 13 accompanying PFRS 16 which removes from the example the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current* affect only the presentation of liabilities in the statement of financial position — not the amount or timing of recognition of any asset, liability income or expenses, or the information that entities disclose about those items. They:

  - clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;

  - clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and

  - make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

  The amendments are effective for annual periods beginning on January 1, 2023.

- Amendments to PFRS 17, *Initial Application of PFRS 17 and PFRS 9 – Comparative Information* add a new transition option to PFRS 17 (the "classification overlay") to alleviate operational complexities and one-time accounting mismatches in comparative information between insurance contract liabilities and related financial assets on the initial application of PFRS 17.

On December 15, 2021, the FRSC amended the mandatory date of PFRS 17 from January 1, 2023 to January 1, 2025 to be consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of IFRS 17 by two (2) years after its effective date as decided by the IASB. This also, in effect, extends the mandatory date of the amendments by two years. This is still subject to approval of the Board of Accountancy.

- Amendments to PAS 8, *Definition of Accounting Estimates* focus entirely on accounting estimates and clarify the following:

  - The definition of a change in accounting estimates is replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

  - Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

  - A change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.

  - A change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognized as income or expense in the current period. The effect, if any, on future periods is recognized as income or expense in those future periods.

  The amendments are effective for annual periods beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted.

- Amendments to PAS 1 and PFS Practice Statement 2, *Disclosure Initiative – Accounting Policies* amends the following:

  - An entity is now required to disclose its material accounting policy information instead of its significant accounting policies;

  - several paragraphs are added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material;

  - the amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial;

  - the amendments clarify that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements;

  - the amendments clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information; and

- adds guidance and examples to explain and demonstrate the application of the "four-step materiality process" to accounting policy information in order to support the amendments to PAS 1.

The amendments are applied prospectively. The amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. Once the entity applies the amendments to PAS 1, it is also permitted to apply the amendments to PFRS Practice Statement 2.

- Amendments to PFRS 16, *Covid 19-Related Rent Concessions beyond June 30, 2021* include:

    - permitting a lessee to apply the practical expedient regarding COVID-19-related rent concessions to rent concessions for which any reduction in lease payments affects only payments originally due on or before June 30, 2022 (rather than only payments originally due on or before June 30, 2021);

    - requiring a lessee applying the amendment to do so for annual reporting periods beginning on or after April 1, 2021;

    - requiring a lessee applying the amendment to do so retrospectively, recognizing the cumulative effect of initially applying the amendment as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the lessee first applies the amendment; and

    - specifying that, in the reporting period in which a lessee first applies the amendment, a lessee is not required to disclose the information required by paragraph 28(f) of PAS 8.

The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Earlier application is permitted including in financial statements not yet authorized for issue at the date the amendment is issued.

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities from a Single Transaction* include an exemption from the initial recognition exemption provided in PAS 12.15(b) and PAS 12.24. Accordingly, the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023. Early adoption is permitted.

New Standard and Amendments to Standards Effective on or after January 1, 2021 but Not Applicable to the Group

- PFRS 17, Insurance Contracts
- Annual Improvements to PFRS Standards 2018-2020
    - PFRS 1, First-time Adoption of PFRS
    - PFRS 41, Agriculture

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and entities controlled by the Parent Company, the subsidiaries, up to December 31 each year. Details of the subsidiaries are shown in Note 36.

The consolidated financial statements were prepared using uniform accounting policies for like transactions and other events in similar circumstances. Inter-company balances and transactions, including inter-company profits and unrealized profits and losses, are eliminated.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Parent Company controls an entity when the Parent Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Parent Company. They are deconsolidated from the date that control ceases.

On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognized as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired i.e. discount on acquisition is credited to profit and loss in the period of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognized. Subsequently, any losses applicable to the minority interest in excess of the minority interest are allocated against the interests of the Parent Company.

Acquisition-related costs are expensed as incurred.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Associates and joint ventures

An associate is an entity over which the Parent Company is in a position to exercise significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the investee.

A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a joint venture is a joint arrangement that involves the establishment of a separate entity in which each venturer has an interest.

An investment is accounted for using the equity method from the day it becomes an associate or joint venture. The investment is initially recognized at cost. On acquisition of investment, the excess of the cost of investment over the investor's share in the net fair value of the investee's identifiable assets, liabilities and contingent liabilities is accounted for as goodwill and included in the carrying amount of the investment and not amortized. Any excess of the investor's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment, and is instead included as income in the determination of the share in the earnings of the investees.

Under the equity method, the investments in the investee companies are carried in the consolidated statements of financial position at cost plus post-acquisition changes in the Parent Company's share in the net assets of the investee companies, less any impairment losses. The consolidated statements of total comprehensive income reflect the share of the results of the operations of the investee companies. The Parent Company's share of post-acquisition movements in the investee's equity reserves is recognized directly in equity. Profits and losses resulting from transactions between the Parent Company and the investee companies are eliminated to the extent of the interest in the investee companies and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the investment.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances. Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree at fair value of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses. When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Segment Information

The Group's operating segments are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on operating segments is presented in Note 36 to the financial statements. The Chief Executive Officer (the chief operating decision maker) reviews management reports on a regular basis.

The measurement policies the Group used for segment reporting under PFRS 8 are the same as those used in the financial statements. There have been no changes in the measurement methods used to determine reported segment profit or loss from prior periods. All inter-segment transfers are carried out at arm's length prices.

Segment revenues, expenses and performance include sales and purchases between business segments. Such sales and purchases are eliminated in consolidation.

For management purposes, the Group is currently organized into five business segments. These divisions are the basis on which the Group reports its primary segment formation.

The Group's principal business segments are as follows:

a. Sale of Real Estate and Leasing
b. Property Management
c. Insurance Brokerage
d. Holding Company
e. Travel Services (discontinued as of July 31, 2018)

The Group's resources producing revenues are all located in the Philippines. Therefore, geographical segment information is not presented.

Financial Assets and Liabilities

Financial Assets

Recognition
Financial assets or a financial liability are recognized in the Group's consolidated financial statements when the Group becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition is done using settlement date accounting.

Financial assets are recognized initially at fair value of the consideration given (in case of an asset) or received (in case of a liability). Transaction costs are included in the initial measurement of the Group's financial assets, except for investments classified as at fair value through profit or loss. Subsequently, financial assets are recognized either at fair value or at amortized cost.

Classification
The Group classifies its financial assets, at initial recognition, in the following categories: financial assets at amortized cost, financial assets at FVOCI and financial assets at FVPL. The classification depends on the business model of the Group for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets are not reclassified subsequent to initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the reporting period following the change in the business model.

Financial Assets at Amortized Cost. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model whose objective is to hold financial assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, the financial assets are subsequently measured at amortized cost using the effective interest method, less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition, and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are reclassified to FVPL, impaired or derecognized, as well as through the amortization process.

The Group's cash and cash equivalents, trade and other receivables and advances to associates are included under this category.

Financial Assets at FVOCI (equity instruments). Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statements of total comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group's financial assets at fair value through OCI include investments in quoted and unquoted equity instruments and proprietary club shares.

Financial Assets at FVPL. Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statements of financial position at fair value with net changes in fair value recognized in profit or loss.

The Group's investments in equity instruments at FVPL are classified under this category.

Impairment
The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix for trade receivables and a vintage analysis for trade receivables that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets such as accrued receivable, receivable from related parties and advances to other companies, ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the external independent ratings to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date. The Group considers trade receivables in default when contractual payment are 90 days past due, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default to 90 days and beyond. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Determining the stage for impairment
At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12- months ECL.

Derecognition
A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The right to receive cash flows from the asset has expired; or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; and either: (a) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes the associated liability. The transferred asset and the associated liability are measured on the basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group is required to repay.

Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables (except for due to government agencies), finance lease liability, loans and note payable and other non-current liabilities.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statements of total comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statements of total comprehensive income.

This category generally applies to loans payable.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of total comprehensive income.

Offsetting Financial Instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Prepayments
Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to income as they are consumed in operations or expire with the passage of time.

Prepayments are classified in the consolidated statements of financial position as current asset when the cost of goods or services related to the prepayment are expected to be incurred within one (1) year or the Group's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

Real Estate Inventories
Property acquired or being developed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realizable value.

Cost includes amounts paid to contractors for construction, borrowing costs, planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

Net realizable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less costs to complete and the estimated costs to sell.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

The provision account, if any, is reviewed on a monthly basis to reflect the reasonable valuation of the Group's inventories. Inventory items identified to be no longer recoverable is written-off and charged as expense for the period.

Real estate held for development is measured at lower of cost and NRV. Expenditures for development and improvements of land are capitalized as part of the cost of the land. Directly identifiable borrowing costs are capitalized while the development and construction is in progress.

Property and Equipment
Property and equipment are initially measured at cost which consists of its purchase price and costs directly attributable to bringing the asset to its working condition for its intended use and are subsequently measured at cost less any accumulated depreciation, amortization and impairment losses, if any.

Subsequent expenditures relating to an item of property and equipment that have already been recognized are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditures are recognized as expenses in the period in which those are incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

	Number of years
Other land improvements	8
Condominium units	20
Building	25
Building improvements	5 to 10
Office furniture, fixtures and equipment	3 to 10
Transportation and other equipment	5
Machinery equipment	12
Leasehold and office improvements	5

The assets' residual values, estimated useful lives and depreciation and amortization methods are reviewed periodically to ensure that the amounts, periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further charge for depreciation is made in respect of those assets.

Derecognition
An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time, the cost and their related accumulated depreciation are removed from the accounts. Gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Investment Properties
Investment properties comprised completed property and property under development or re-development that are held to earn rentals or capital appreciation or both and that are not occupied by the Group. Investment property is initially measured at cost incurred in acquiring the asset and subsequently stated at fair value. Revaluations are made with sufficient regularity by external independent appraisers to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the period. The external independent appraiser uses sales comparison approach in arriving at the value of the properties. In this approach, the value of the properties is based on sales and listings of comparable properties. This is done by adjusting, the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity or at different floor levels of the same building. Comparison would be premised on factors such as location, size and physical attributes, selling terms, facilities offered and time element.

A gain or loss arising from a change in the fair value of investment property is recognized in profit or loss for the period in which it arises.

A transfer is made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. A transfer is made from investment property when and only when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. A transfer between investment property, owner-occupied property and inventory does not change the carrying amount of the property transferred nor does it change the cost of that property for measurement or disclosure purposes.

Derecognition
Investment properties are derecognized when either they have been disposed of, or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the consolidated statements of total comprehensive income in the year of retirement or disposal.

Impairment of Non-financial Assets
At each reporting date, the Group assesses whether there is any indication that any of its non-financial assets may have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of the non-financial asset is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense.

When an impairment loss reverses subsequently, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized in prior years. A reversal of an impairment loss is recognized in profit or loss.

Fair Value Measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between participants at measurement date.

The fair value of a non-financial asset is measured based on its highest and best use. The asset's current use is presumed to be its highest and best use.

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: Inputs for the asset or liability that are not based on observable market data.

Equity
An equity instrument is any contract that evidences a residual interest in the assets of the Parent Company after deducting all of its liabilities. Distribution to the Parent Company's shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Parent Company's Board of Directors.

Capital stock is classified as equity when there is no obligation to the transfer of cash or other assets. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

Additional paid-in capital
Additional paid-in capital pertains to premium paid over the par value of shares.

Retained earnings
Retained earnings include all the accumulated income (loss) of the Group, dividends declared and share issuance costs. Retained earnings is net of amount offset from additional paid-in capital arising from the quasi-reorganization.

Treasury stock
The Parent Company's equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statements of total comprehensive income on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Employee Benefits

Short-term benefits
The Group recognizes a liability net of amounts already paid and an expense for services rendered by employees during the accounting period. Short-term benefits given by the Group to its employees include salaries and wages, social security contributions, short-term compensated absences, bonuses and non-monetary benefits.

Post-employment benefits
The Group's net obligation in respect of its defined benefit plan is calculated by estimating the amount of the future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of the defined benefit obligation (DBO) is performed on a periodic basis by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the DBO at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plan are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss.

The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Revenue Recognition

Revenue from contracts with customers

Revenue from real estate sales
The Parent Company primarily derives its real estate revenue from the sale of vertical real estate projects. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Parent Company expects to be entitled in exchange for those goods or services.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 32.

The Parent Company derives its real estate revenue from sale of condominium units. Revenue from the sale of these real estate projects under pre-completion stage are recognized over time during the construction period (or percentage of completion) since based on the terms and conditions of its contract with the buyers, the Parent Company's performance does not create an asset with an alternative use and the Parent Company has an enforceable right to payment for performance completed to date.

In measuring the progress of its performance obligation over time, the Parent Company uses the output method. The Parent Company recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using survey of performance completed to date. This is based on the monthly project accomplishment report prepared by the third-party surveyor as approved by the construction manager which integrates the surveys of performance to date of the construction activities for both sub-contracted and those that are fulfilled by the developer itself.

Revenue from sales of completed real estate projects is accounted for using the full accrual method.

Any excess of collections over the recognized receivables are included in the "Deposits and other current liabilities" account in the liabilities section of the consolidated statements of financial position.

If any of the criteria under the full accrual or percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "Deposits and other current liabilities" account in the liabilities section of the consolidated statements of financial position.

Cancellation of real estate sales
The Group recognizes the repossessed inventory from the cancelled sale at its fair value less cost to repossess. Any gain or loss is recognized in the consolidated statements of total comprehensive income.

The Group also derives its revenue from management fee, commission, rental and interest income for which the Group assessed that there is only one performance obligation. Revenue from contracts with customers is recognized at a point in time when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Management fee
Management fee is recognized when the related services have been performed in accordance with the terms and conditions of the management agreement and applicable policies.

Commission income
Commission income is recognized when the real estate and insurance brokering services have been performed in accordance with the terms and conditions of the agreement, commission scheme and applicable policies. Commission income recognized is the amount earned as an agent and excludes amounts collected on behalf of the principal.

Interest income
Interest income is accrued on a time proportion basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Rental income
Rent income from operating leases is recognized as income on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

Miscellaneous income
Miscellaneous income is recognized when earned.

Cost recognition from real estate sales
Cost of real estate sales is recognized consistent with the revenue recognition method applied and is determined with reference to the specific, including estimated costs, on the property allocated to sold area. Cost of residential and commercial lots and units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works, as determined by the Parent Company's in-house technical staff.

Estimated development costs include direct land development, shared development cost, building cost, external development cost, professional fees, post construction, contingency, miscellaneous and socialized housing. Miscellaneous costs include payments such as permits and licenses, business permits, development charges and claims from third parties which are attributable to the project. Contingency includes fund reserved for unforeseen expenses and/ or cost adjustments. Revisions in estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts are considered as special budget appropriations that are approved by management and are made to form part of total project costs on a prospective basis and allocated between costs of sales and real estate inventories.

Cost and Expense Recognition
Costs and expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Costs and expenses are recognized in profit or loss on the basis of: (i) a direct association between the costs incurred and the earning of specific items of income; (ii) systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or (iii) immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify for recognition in the consolidated statements of financial position as an asset.

Cost and expenses in the consolidated statements of total comprehensive income are presented using the function of expense method. General and administrative expenses are costs attributable to general, administrative and other business activities of the Group.

Borrowing Costs
Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they were incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs are capitalized from the commencement of the development work until the date of practical completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Leases

The Group as Lessee
The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statements of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under PAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statements of financial position.

The Group applies PAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property and Equipment' policy.

Short-term leases with terms of less than 12 months or lease of low value assets are expensed as incurred.

The Group as Lessor
The Group enters into lease agreements as a lessor with respect to some of its investment properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

When a contract includes lease and non-lease components, the Group applies PFRS 15 to allocate the consideration under the contract to each component.

The Group as Sub-lessor
The Group is a sub-lessor (intermediate lessor) to one of its right-of-use assets.

An intermediate lessor classifies the sublease as a finance lease or an operating lease as follows:

- If the head lease is a short-term lease, the sublease is classified as an operating lease
- Otherwise, the sublease is classified by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset. A lease is classified as a finance lease if it transfers substantially all the risks and rewards from the right-of-use asset resulting from the head lease; otherwise, it is classified as an operating lease.

For subleases classified as a finance lease, the intermediate lessor derecognizes the right-of-use asset relating to the head lease that is transfers to the sublessee and recognizes the net investment in the sublease; any difference between the right-of-use assets and the investment in the finance sublease is recognized in profit or loss. At the commencement date, net investment in the finance lease is measured at an amount equal to the present value of the lease payments for the underlying right-of-use assets during the lease term. The lessor recognizes finance income over the lease term, based on a pattern reflecting a constant period rate of return on the lessor's net investment in the lease.

For subleases classified as operating lease, the intermediate lessor recognizes the lease income from operating leases on a straight-line basis over the lease term. The respective leased asset is included in the statement of financial position based on its nature.

Foreign Currency Transactions and Translation
Transactions in currencies other than Philippine peso are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are restated at the rates prevailing on the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the year.

Income Tax
Income tax expense for the year comprises current and deferred tax. Income tax is recognized 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.

The current income tax expense is calculated on the basis of the tax laws enacted at the reporting date. Management periodically evaluates positions in income tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized on temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (net operating loss carryover or NOLCO) and unused tax credits (excess minimum corporate income tax or MCIT) to the extent that it is probable that future taxable profit will be available against which the temporary differences, unused tax losses and unused tax credits can be utilized. The Group reassesses at each reporting date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority and the same taxable entity.

Provisions and Contingencies

Provisions are recognized when the Group has a present obligation, either legal or constructive, as a result of a past event; when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and; when the amount of the obligation can be estimated reliably. When the Group expects reimbursement of some or all of the expenditure required to settle a provision, the entity recognizes a separate asset for the reimbursement only when it is virtually certain that reimbursement will be received when the obligation is settled.

The amount of the provision recognized is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. A provision is measured using the cash flows estimated to settle the present obligation; its carrying amount is the present value of those cash flows.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are not recognized because their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent liabilities are disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

Related Party Relationships and Transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Earnings per Share

Basic earnings per share
The Group computes its basic earnings per share by dividing net profit attributable to common equity holders of the Parent Company by the weighted average number of common shares issued and outstanding during the period.

Diluted earnings per share
Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares.

Events After the Reporting Date

The Group identifies events after the reporting date as events that occurred after the reporting date but before the date the consolidated financial statements were authorized for issue. Any subsequent event that provides additional information about the Group's financial position at the reporting date is reflected in the consolidated financial statements. Non-adjusting subsequent events are disclosed in the notes to the consolidated financial statements when material.

32. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Revenue and cost recognition on real estate projects
The Parent Company's revenue recognition and cost policies require management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Parent Company's revenue from real estate and construction contracts is recognized based on the percentage of completion and are measured principally on the basis of the estimated completion of a physical proportion of the contract work. Apart from involving significant estimates in determining the quantity of inputs such as materials, labor and equipment needed, the assessment process for the POC is complex and the estimated project development costs requires technical determination by management's specialists (project engineers).

Similarly, the commission is determined using the percentage of completion.

Provision for expected credit losses of trade receivables
The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information such as inflation and interest rates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The Group uses historical loss rates as input to assess credit risk characteristics. The Group determines the appropriate receivables groupings based on shared credit risk characteristics such as revenue type, collateral or type of customer. The historical loss rates are adjusted to reflect the expected future changes in the portfolio condition and performance based on economic conditions and indicators such as inflation and interest rates that are available as at the reporting date.

The assessment of the correlation between historical observed default rates, forecast economic conditions (inflation and interest rates) and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the ECLs on the Group's trade receivables is disclosed in Notes 6 and 34.

Evaluation of net realizable value of real estate inventories
The Parent Company adjusts the cost of its real estate inventories to net realizable value based on its assessment of the recoverability of the assets. In determining the recoverability of the assets, management considers whether those assets are damaged or if their selling prices have declined. Likewise, management also considers whether the estimated costs of completion or the estimated costs to be incurred to make the sale have increased. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized.

Results of management's assessment disclosed that there is no need for provision for impairment of inventories as at December 31, 2021 and 2020.

Estimating useful lives of assets
The useful lives of assets are estimated based on the period over which the assets are expected to be available for use. The estimated useful lives of 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 Group's assets. In addition, the estimation of the useful lives is based on the Group's collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of assets would increase the recognized operating expenses and decrease non-current assets.

Revenue recognition
When a contract for the sale of a property upon completion of construction is judged to be a construction contract, revenue is recognized using the percentage-of-completion method as construction progresses. The Group considers the terms and conditions of the contract, including how the contract was negotiated and the structural elements that the customer specifies when identifying individual projects as construction contracts. The percentage of completion is estimated by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred to date and the estimated costs to complete.

The Group assesses its revenue arrangements to determine if it is a principal or an agent. The Group is acting as a principal when it has exposure to the significant risks and rewards with the sales transactions or rendering of services. The Group is acting as an agent when it does not have exposure to the significant risks and rewards associated with the sales transactions or rendering of services.

Post-employment and other employee benefits
The present value of the retirement obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of retirement obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement obligations. In determining the appropriate discount rate, the Group considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related retirement obligation.

Other key assumptions for retirement obligations are based in part on current market conditions. Additional information is disclosed in Note 17.

Retirement obligation as at December 31, 2021 and 2020 amounted to P70,930,176 and P73,420,911, respectively.

Estimating fair value of investment property
The Group obtained the services of an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment properties being valued. An independent valuation of the Group's investment properties was performed by appraisers to determine their fair values. The valuation was determined by reference to sales and listing of comparable properties.

Recoverability of deferred tax assets
The Group reviews the carrying amounts at each reporting date and reduces deferred tax assets to the extent that it may be more prudent and conservative not to make a determination when these deferred tax assets can be utilized. The Group considers that it is impracticable to disclose with sufficient reliability the possible effects of sensitivities surrounding the utilization of deferred tax assets.

Total unrecognized deferred tax assets amounted to P190,448,436 and P154,902,302 as at December 31, 2021 and 2020, respectively (see Note 25).

Impairment losses on non-financial assets
The Group performs an impairment review when certain impairment indicators are present. Determining the fair value of non-financial assets, which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and assumptions that can materially affect the consolidated financial statements. Future events could cause the Group to conclude that non-financial assets are impaired. Any resulting impairment loss could have a material adverse impact on the financial position and results of operations.

Critical Accounting Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Existence of a contract
The Parent Company's primary document for a contract with a customer is a signed contract to sell. It has determined, however, that in cases wherein contract to sell are not signed by both parties, the combination of its other signed documentation such as reservation agreement,

official receipts, buyers' computation sheets and invoices, would contain all the criteria to qualify as contract with the customer under PFRS 15.

In addition, part of the assessment process of the Parent Company before revenue recognition is to assess the probability that the Parent Company will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer.

In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history with the customer, age and pricing of the property. Management regularly evaluates the historical cancellations and back-outs if it would still support its current threshold of customers' equity before commencing revenue recognition.

Definition of default and credit-impaired financial assets
The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria – for sales contracts receivable, the customer receives a notice of cancellation and does not continue the payments.

Qualitative criteria
The customer meets unlikeliness to pay criteria, which indicates the customer is in significant financial difficulty. These are instances where:

a. The customer is experiencing financial difficulty or is insolvent
b. The customer is in breach of financial covenant(s)
c. An active market for those financial assets has disappeared because of financial difficulties
d. Concessions have been granted by the Group, for economic or contractual reasons relating to the customer's financial difficulty
e. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) throughout the Group's expected loss calculation.

Incorporation of forward-looking information
The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL.

To do this, the Group considers a range of relevant forward-looking macro-economic assumptions for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of ECLs. Based on the Group's evaluation and assessment and after taking into consideration external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies, monetary authorities and selected private-sector and academic institutions.

The base case represents a most-likely outcome and is aligned with information used by the Group for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Group has identified and documented key drivers of credit risk and credit losses of each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

Revenue recognition method and measure of progress
The Parent Company concluded that revenue for real estate sales is to be recognized over time because: (a) the Parent Company's performance does not create an asset with an alternative use and; (b) the Parent Company has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Parent Company's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date. In addition, the Parent Company requires a certain percentage of buyer's payments of total selling price (buyer's equity), to be collected as one of the criteria in order to initiate revenue recognition. Reaching this level of collection is an indication of buyer's continuing commitment and the probability that economic benefits will flow to the Parent Company. The Parent Company considers that the initial and continuing investments by the buyer of about 25% would demonstrate the buyer's commitment to pay.

The Parent Company has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Parent Company's performance in transferring control of real estate development to the customers.

Distinction between investment properties and owner-occupied properties and real estate inventories and held for development
The Group determines whether a property qualifies as investment property. In making this judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to the other assets used in the production or supply process.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions cannot be sold separately at the reporting date, the property is accounted for as investment property only if an insignificant portion is held for use in the production 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.

The Group determines that a property will also be classified as real estate inventory when it will be sold in the normal operating cycle or it will be treated as part of the Group's strategic land activities for development in the medium or long-term.

Contingencies
The Group is currently involved in various legal proceedings and tax assessments. Estimates of probable costs for the resolution of these claims has been developed in consultation with

outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe these proceedings will have a material adverse effect on the financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the Group's strategies relating to these proceedings.

33. Fair Value Measurement

The fair values of the Group's financial instruments are equal to the carrying amounts in the consolidated statements of financial position as at December 31, 2021 and 2020.

Fair values have been determined for measurement and disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values are disclosed in the notes to the consolidated financial statements specific to that asset or liability.

The methods and assumptions used by the Group in estimating the fair value of the financial instruments are as follows:

Cash and cash equivalents and trade and other receivables – current portion carrying amounts approximate fair values due to the relatively short-term maturities of these items.

Trade and other receivables- non-current portion carrying amounts approximate their fair values as they are either priced using prevailing market rates or that the effect of discounting has been considered.

Financial assets at FVPL and FVOCI – these are investments in equity securities, fair value for quoted equity securities is based on quoted prices published in markets as of reporting dates.

Trade and other payables – the carrying value of trade and other payables approximate its fair value either because of the short-term nature of these financial liabilities.

Loans payable – carrying amounts approximate their fair values as they are either priced using prevailing market rates or that the effect of discounting is not significant.

The table below analyzes financial and non-financial assets measured at fair value at the end of the reporting period by the level in the fair value hierarchy into which the fair value measurement is categorized:

December 31, 2021

	Level 1	Level 2	Level 3	Total
Financial assets at FVPL				
Equity investments	P6,750,000	P -	P -	P6,750,000
Financial assets at FVOCI				
Equity investments	37,644,536	-	-	37,644,536

December 31, 2020

	Level 1	Level 2	Level 3	Total
Financial assets at FVPL				
Equity investments	P6,750,000	P -	P -	P6,750,000
Financial asset at FVOCI				
Equity investments	41,010,520	-	-	41,010,520

34. Financial Risk Management Objectives and Policies

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall risk management program seeks to minimize potential adverse effects on the financial performance of the Group. The policies for managing specific risks are summarized below.

The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. It monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Market Risk

Foreign exchange risk

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise with respect to transactions denominated in US dollar. Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Significant fluctuation in the exchange rates could significantly affect the Group's financial position.

Foreign exchange risk exposure of the Group is limited to its cash and cash equivalents. Currently, the Group has a policy not to incur liabilities in foreign currency. Construction and supply contracts, which may have import components, are normally denominated in Philippine peso.

The amounts of the Group's foreign currency denominated monetary assets at the reporting date are as follows:

	2021		2020	
	US dollar Deposit	Peso Equivalent	US dollar Deposit	Peso Equivalent
Cash and cash equivalents	$499,771	P25,375,374	$387,024	P18,591,090

The closing rates applicable as at December 31, 2021 and 2020 are P50.774 and P48.036 to US$1, respectively.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their peso translation at the period end for a 5% change in foreign currency rates. A 5% weakening of Philippine peso against the US dollar will have an increase in net income amounting to P1,268,769 and P992,131 in 2021 and 2020, respectively. For a 5% strengthening of the Philippine peso against the US dollar, there would be an equal and opposite impact on the net income.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The primary source of the Group's interest rate risk relates to its cash and cash equivalents and loans payable. The interest rates on cash and cash equivalents and loans payable are disclosed in Notes 3 and 15, respectively.

Cash and cash equivalents are short-term in nature and with the current interest rate level, any variation in the interest will not have a material impact on the profit or loss of the Group.

Management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

Based on the sensitivity performed the impact on profit or loss of 10% increase/decrease on interest rates on cash and cash equivalents, and loans and note payable would be an estimated maximum increase/decrease for 2021 and 2020 as follows:

	2021	2020
Cash and cash equivalents	P49,527	P83,635
Trade receivables	61,974	201,640
Loans payable	6,012,446	2,486,495

Price risk
Price risk is the risk that the fair value of the financial instrument particularly equity instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market.

The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Parent Company's Board of Directors reviews and approves all equity investment decisions.

At December 31, 2021, the impact of 10% increase/decrease in the price of listed equity securities, with other variables held constant, would have been an increase/decrease of P336,598 and P531,659 for 2021 and 2020, respectively, in the Group's total comprehensive income and equity for the year. The Group' sensitivity analysis takes into account the historical performance of the stock market.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group's credit risk is primarily attributable to its cash and cash equivalents and trade and other receivables as disclosed in Notes 3 and 6, respectively. The Group has adopted stringent procedure in evaluating and accepting risk by setting counterparty and transaction limits. In addition, the Group has policies in place to ensure that sales are made to customers with an appropriate credit history.

In respect of installments receivable from the sale of properties, credit risk is managed primarily through credit reviews and an analysis of receivables on a continuous basis. The Group also undertakes supplemental credit review procedures for certain installment payment structures. The Group's stringent customer requirements and policies in place contribute to lower customer default than its competitors. Customer payments are facilitated through various collection modes including the use of postdated checks and auto-debit arrangements. Exposure to bad debts is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedures is minimal given the profile of buyers.

Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants. For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken to provide opportunities for counseling and further assessment of paying capacity.

Other financial assets are comprised of cash and cash equivalents excluding cash on hand, financial assets at FVPL, financial assets at FVOCI and advances to associates. The Group adheres to fixed limits and guidelines in its dealings with counterparty banks and its investment in financial instruments. Bank limits are established on the basis of an internal rating system that principally covers the areas of liquidity, capital adequacy and financial stability. The rating system likewise makes use of available international credit ratings. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations. Nevertheless, the Group closely monitors developments over counterparty banks and adjusts its exposure accordingly while adhering to pre-set limits.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as at December 31 are as follows:

	2021	2020
Cash and cash equivalents excluding cash on hand	P202,598,198	P207,193,799
Trade and other receivables	559,511,421	1,252,979,158
	P762,109,619	P1,460,172,957

The credit quality of financial assets which are neither past due nor impaired is discussed below:

(a) Cash in banks and cash equivalents

The Group deposits its cash balance in reputable banks to minimize credit risk exposure amounting to P202,598,198 and P207,193,799 as at December 31, 2021 and 2020, respectively. Cash deposits are considered to be of high grade.

(b) Trade and other receivables

Receivables amounting to P119.53 million and P96.78 million as of December 31, 2021 and 2020, respectively, were impaired and fully provided for. The allowance for doubtful accounts for trade receivables has been determined as follows:

	2021	2020
Subject to 12-month ECL	P5,070,663	P25,076,708
Subject to lifetime ECL	114,454,956	71,701,864
Total	P119,525,619	P96,778,572

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. Provisions are based on present values of future cash flows, repossession values and buyer refunds for trade receivable - sale of real estate. Security deposits and advance rental are considered before making provisions for inactive or expired lease for trade receivable - lease. Provisions are based on present values of future cash flows for advances and other receivables.

Liquidity risk

Liquidity risk refers to the risk in which the Group encounters difficulties in meeting its short-term obligations.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group maintains adequate highly liquid assets in the form of cash and cash equivalents to assure necessary liquidity.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		Contractual Obligation			
	Carrying Amount	Less than One Year	One to Five Years	More than Five Years	Total
2021			(In Thousand Pesos)		
Trade and other payables*	P219,835	P118,154	P100,034	P1,647	P219,835
Loans and note payable	812,460	382,081	430,379	-	812,460
2020			(In Thousand Pesos)		
Trade and other payables*	P272,150	P93,631	P178,519	P -	P272,150
Loans and note payable	1,033,326	495,065	617,907	-	1,112,972

**excluding payables to government*

35. Capital Management

The Parent Company manages its capital to ensure that the Parent Company is able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance.

The capital structure of the Parent Company consists of equity, which comprises of issued capital, additional paid-in capital, reserves, retained earnings and treasury stocks.

Management reviews the capital structure on a quarterly basis. As part of this review, management considers the cost of capital and the risks associated with it.

There were no changes in the Parent Company's approach to capital management during the year.

As part of the reforms of the Philippine Stock Exchange (PSE) to expand capital market and improve transparency among listed firms, PSE requires listed entities to maintain a minimum of ten percent (10%) of their issued and outstanding shares, exclusive of any treasury shares, held by the public. The Parent Company has fully complied with this requirement in 2021 and 2020.

Tektite Insurance Brokers, Inc. (TIBI)
The operations of TIBI are subject to the regulatory requirements of the Insurance Commission (IC). Such regulations not only prescribe approval and monitoring of activities but also impose certain capital requirement.

In 2006, the IC issued Memorandum Circular (MC) No. 1-2006 which provides for the minimum capitalization requirements of all insurance brokers and reinsurance brokers. Under this circular, existing insurance brokers and reinsurance brokers must have a net worth in accordance with the amounts and schedule stipulated in the circular.

As at December 31, 2021 and 2020, the required statutory net worth for TIBI, being an existing insurance broker is P10 million.

As at December 31, 2021 and 2020, TIBI was not able to comply with the capitalization requirements of MC No. 1-2006. In April, 2022, TIBI sent a communication to the IC formalizing its intention/request to convert its certificate of authority to operate from an insurance broker to that of an insurance agent.

36. Segment Information

Details of the Parent Company's subsidiaries as of December 31, 2021 and 2020 are as follows:

	Principal Activities	Ownership Interest 2021	2020
PRHC Property Managers, Inc. (PPMI)	Property Management	**100%**	100%
Tektite Insurance Brokers, Inc. (TIBI)	Insurance Brokerage	**100%**	100%
Sultan's Power, Inc. (SPI)	Holding Company	**100%**	100%
Universal Travel Corporation (UTC)	Travel and Tours Agency	**81.53%**	81.53%

Minority interests as of 2021 and 2020 represent the equity interests in Universal Travel Corporation not held by the Group.

The segment assets and liabilities as of December 31, 2021, 2020 and 2019 and the results of operations of the reportable segments for the years ended December 31, 2021, 2020 and 2019 are as follows:

	2021						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Revenue							
Revenue from contracts with customers	P153,820	P36,779	P4,513	P -	P -	P -	P195,112
Rental income	55,050	151	102	-	-	-	55,303
Intersegment sales	-	555	-	-	-	(555)	-
Total revenue	208,870	37,485	4,615	-	-	(555)	250,415
Real estate costs and expenses	433,507	43,985	5,211	4,189	42	(555)	486,379
Equity in net loss of an associate	4,488	-	-	-	-	-	4,488
Gross loss	(229,125)	(6,500)	(596)	(4,189)	(42)	-	(240,452)
Interest income	17,378	3	19	-	5	-	17,405
Finance costs	(70,631)	(258)	-	-	-	-	(70,889)
Other income	630,573	1,296	-	-	-	5,298	637,167
Other expenses	(90,853)	-	-	-	-	-	(90,853)
Provision for income tax	(58,227)	(1,388)	(24)	-	-	-	(59,639)
Net income	P199,115	(P6,847)	(P601)	(P4,189)	(P37)	P5,298	P192,739
Net income attributable to:							
Equity holders of PRHC							P194,733
Non-controlling interests							(1,994)
							P192,739
Other information							
Segment assets	P8,092,380	P84,400	P12,273	P34,578	P1,201	(P53,521)	P8,171,311
Investment in associates	59,667	-	-	-	-	-	59,667
Total assets	P8,152,047	P84,400	P12,273	P34,578	P1,201	(P53,521)	P8,230,978
Segment liabilities	P1,283,793	P32,488	P4,316	P80,908	P30,022	(P97,472)	P1,334,055
Deferred tax liabilities	572,354	(3,676)	-	-	-	-	568,678
Total liabilities	P1,856,147	P28,812	P4,316	P80,908	P30,022	(P97,472)	P1,902,733

Forward

	2021						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Segment additions to:							
Property and equipment	P6,195	P176	P56	P30,320	P -	P -	P36,747
Investment properties	6,572	-	-	-	-	-	6,572
Depreciation and amortization	P21,441	P870	P293	P -	P -	P -	P22,604
Non-cash expenses other than depreciation and amortization	P102,422	P3,499	P258	P -	P -	P -	P106,179
Impairment losses	P22,780	P1,780	P -	P -	P -	P -	P24,560

	2020						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Revenue							
Revenue from contracts with customers	P264,773	P42,853	P4,456	P -	P -	P -	P312,082
Rental income	69,120	139	86	-	-	-	69,345
Intersegment sales	-	941	-	-	-	(941)	-
Total revenue	333,893	43,933	4,542	-	-	(941)	381,427
Real estate costs and expenses	491,404	40,736	5,303	4,295	77	(941)	540,874
Equity in net loss of an associate	3,409	-	-	-	-	-	3,409
Gross loss	(160,920)	3,197	(761)	(4,295)	(77)	-	(162,856)
Interest income	13,643	3	70	-	12	-	13,728
Finance costs	(36,509)	(279)	-	-	-	-	(36,788)
Other income	307,951	7,513	2	-	-	(5,291)	310,175
Other expenses	(1,660)	-	-	-	-	-	(1,660)
Provision for income tax	(81,413)	(1,252)	(91)	-	-	-	(82,756)
Net income	P41,092	P9,182	(P780)	(P4,295)	(P65)	(P5,291)	P39,843
Net income attributable to:							
Equity holders of PRHC							P41,897
Non-controlling interests							(2,054)
							P39,843
Other information							
Segment assets	P5,948,070	P83,859	P15,628	P2,503	P1,173	(P11,446)	P6,039,787
Investment in associates	64,155	-	-	-	-	-	64,155
Total assets	P6,012,225	P83,859	P15,628	P2,503	P1,173	(P11,446)	P6,103,942
Segment liabilities	P1,564,546	P32,140	P5,311	P78,694	P29,957	(P84,151)	P1,626,497
Deferred tax liabilities	510,755	(5,830)	-	-	-	-	504,925
Total liabilities	P2,075,301	P26,310	P5,311	P78,694	P29,957	(P84,151)	P2,131,422

Forward

	2020						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Segment additions to:							
Property and equipment	P1,389	P -	P607	P -	P -	P -	P1,996
Investment properties	61,377	-	-	-	-	-	61,377
Depreciation and amortization	P23,153	P891	P409	P -	P -	P -	P24,453
Non-cash expenses other than depreciation and amortization	P10,458	P3,738	P401	P -	P -	P -	P14,597
Impairment losses	P4,709	P -	P398	P -	P -	P -	P5,107

	2019						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Revenue							
Revenue from contracts with customers	P1,074,673	P42,955	P5,727	P -	P -	P -	P1,123,355
Rental income	49,396	1,367	86	-	-	-	50,849
Intersegment sales	-	2,243	-	-	-	(2,243)	-
Total revenue	1,124,069	46,565	5,813	-	-	(2,243)	1,174,204
Real estate costs and expenses	1,163,890	44,767	6,526	22,228	55	(69,052)	1,168,414
Equity in net loss of an associate	2,063	-	-	-	-	-	2,063
Gross loss	(41,884)	1,798	(713)	(22,228)	(55)	66,809	3,727
Interest income	14,556	2	139	-	1	-	14,698
Finance costs	(16,745)	(325)	-	-	-	-	(17,070)
Other income	689,944	6,403	-	-	25	-	696,372
Other expenses	(609)	-	(2)	-	-	-	(611)
Provision for income tax	(210,553)	(1,523)	(150)	-	-	-	(212,226)
Net income	P434,709	P6,355	(P726)	(P22,228)	(P29)	P66,809	P484,890
Net income attributable to:							
Equity holders of PRHC							P495,717
Non-controlling interests							(10,827)
							P484,890
Other information							
Segment assets	P6,023,102	P73,526	P13,668	P2,914	P1,184	P3,869	P6,118,263
Investment in associates	74,610	-	-	-	-	-	74,610
Total assets	P6,097,712	P73,526	P13,668	P2,914	P1,184	P3,869	P6,192,873
Segment liabilities	P1,763,143	P33,158	P2,081	P76,699	P29,902	(P75,825)	P1,829,158
Deferred tax liabilities	435,663	(6,697)	-	-	-	-	428,966
Total liabilities	P2,198,806	P26,461	P2,081	P76,699	P29,902	(P75,825)	P2,258,124

Forward

	2019						
	Parent Company	Subsidiaries					
	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Holding Company	Travel Services	Intersegment adjustments	Consolidated
	(In Thousand Pesos)						
Segment additions to:							
Property and equipment	P7,153	P4,254	P35	P -	P -	P -	P11,442
Investment properties	69,659	-	-	-	-	-	69,659
Depreciation and amortization	P22,791	P683	P371	P2,352	P -	P -	P26,197
Non-cash expenses other than depreciation and amortization	P6,269	P2,672	P -	P -	P -	P -	P8,941
Impairment losses	P78,865	P -	P1,894	P19,406	P -	P -	P100,165

The following are the principal activities of the Parent Company's subsidiaries:

PRHC Property Managers, Inc. (PPMI)
PPMI was incorporated and registered with the SEC on May 24, 1991 to engage in the business of managing, operating, developing, buying, leasing and selling real and personal property either for itself and/or for others.

The registered office of PPMI is at the 29th/F East Tower, Philippine Stock Exchange Centre (PSE), Exchange Road, Ortigas Center, Pasig City.

Tektite Insurance Brokers, Inc. (TIBI)
TIBI was incorporated and registered with the SEC on January 2, 1989 to engage in the business of insurance brokerage.

The registered office of TIBI is at the 20/F East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City.

Universal Travel Corporation (UTC)
UTC was incorporated and registered with the SEC on November 9, 1993 to engage in the business of travel services by providing, arranging, marketing, engaging or rendering advisory and consultancy services relating to tours and tour packages. On March 15, 2018, the Board of Directors of UTC approved the resolution on the cessation of its operations effective July 31, 2018 and sold all its existing assets and paid its liabilities from the proceeds and collections of receivables and sale of assets. Thereafter, UTC became inactive.

The registered office of UTC is at the 29th/F, East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City.

Sultan's Power, Inc. (SPI)
Sultan Power, Inc. (SPI) was incorporated under Philippine laws and registered with the SEC on March 19, 2015 as a holding company. SPI achieved majority ownership in Recon-X Energy Corporation (Recon-X) by acquiring 51% of the total issued and outstanding shares of the latter company.

Recon-X was incorporated under Philippine laws and registered with the SEC on June 27, 2014 to engage in the business of recycling and converting plastics into fuel (gasoline, diesel and kerosene) using a patented technology. The process was duly-certified on November 2, 2015 by the Intellectual Property Office of the Philippines (IPO) for "Improved Method of Converting Land-Filled Plastic Wastes into Hydrocarbon Fuel", and was also certified by the Department of Science and Technology (DOST) and by the Department of Energy (DOE). As of December 31, 2021, Recon-X was able to procure the additional catalysts and materials required to operate the plastic to diesel conversion plant efficiently. Recon-X also completed physical plant improvements and repairs and is currently undergoing debottlenecking operations to enhance the production process. This is in preparation for the commencement of commercial operations by the third quarter of 2022.

The registered office of SPI is at the 29th/F, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City.

MVCo
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Certified Public Accountants and Management Consultants

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STATEMENTS REQUIRED BY THE REVISED SECURITIES REGULATION CODE (SRC) RULE 68, ON OCTOBER 3, 2019

The Shareholders and Board of Directors
Philippine Realty and Holdings Corporation
One Balete, 1 Balete Drive corner N. Domingo Street
Brgy. Kaunlaran District 4
Quezon City

We have audited the accompanying financial statements of Philippine Realty and Holdings Corporation and Subsidiaries as at and for the year ended December 31, 2021, on which we have rendered our report dated April 5, 2022. The supplementary information shown in the Reconciliation of Retained Earnings Available for Dividend Declaration (Part 1, 5B and Annex 68-D), Financial Soundness Indicators (Part 1, 5C and Annex 68-E), and Map of Relationships Between and Among the Related Parties (Part 1, 5G) as additional components required by Part I, Section 5 of the Revised SRC Rule 68 and Schedules A, B, C, D, E, F and G, as required by Part II, Section 7 and Annex 68-J of the Securities Regulation Code, are presented for purposes of filing with the Securities and Exchange Commission and are not a required part of the basic financial statements.

Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in the audits of the basic financial statements. In our opinion, the supplementary information has been prepared in accordance with Part I, Section 5 and Part II, Section 7 of the Revised SRC Rule 68.

MACEDA VALENCIA & CO.

A. Maceda Jr.

ANTONIO O. MACEDA, JR.
Partner
CPA License No. 20014
PTR No. 8564731
Issued on January 22, 2021 at Makati City
SEC Accreditation No. (individual) as general auditor 1761-A Category A,
Effective until July 31, 2022
SEC Accreditation No. (firm) as general auditors 4748-SEC;
Effective until Febuary 17, 2023
TIN 102-090-963-000
BIR Accreditation No. 08-001987-004-2021,
Effective until April 11, 2024
BOA/PRC Reg. No. 4748, effective until June 26, 2021

April 5, 2022
Makati City

"ANNEX F"

Procedure for Registration, Participation and Voting in the 2022 Annual Stockholders Meeting of PHILIPPINE REALTY AND HOLDINGS CORPORATION

In view of continuous threat from COVID 19 virus and taking into consideration the safety of everyone, Philippine Realty and Holdings Corporation (the **Company**) will be conducting its Annual Stockholder Meeting (**ASM**) scheduled on June 30, 2022, at 3:00 PM, virtually. There will no longer be a physical venue for the ASM.

Only Stockholders of record as of April 01, 2022 are entitled to participate and vote in the 2022 ASM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual ASM may register by sending an email to asmregistration@philrealty.com.ph of their intention to participate attaching therewith the required document/s below on or before 5:00 PM of June 16, 2022:

   a. *For individual stockholders:*

      i. Scanned copy of any valid government-issued ID;
      ii. Scanned copy of stock certificate in the name of the individual stockholder; and
      iii. Active contact number, either landline or mobile.

   b. *For stockholders with joint accounts:*

      i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2022 ASM;
      ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder;
      iii. Scanned copy of stock certificate in the name of the joint stockholders.

   c. *For stockholders under PCD Participant \ Brokers Account or "Scripless Shares":*

      i. Coordinate with the broker and request for the full account name and reference number or account number;
      ii. Documents required under items 1.a (i) and (iii).

   d. *For corporate stockholders:*

      i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2021 ASM;
      ii. Documents required under items 1.a (i) and (iii) for the authorized representative;
      iii. Scanned copy of stock certificate in the name of the corporate stockholder.

2. Upon successful registration and validation of the documents submitted through email above, the stockholder will receive an email confirmation containing the link (www.philrealtyasm.com) and the access code to log in and view the 2022 ASM.

3. Only those stockholders who have registered following the procedure above, and stockholders who have voted by providing their executed Proxy Form, shall be included for purposes of determining the existence of a quorum.

4. For purposes of voting during the 2022 ASM please see section on Voting Procedure below.

5. For the Question and Answer portion, stockholders may send their questions related to the agenda thru the comment box found below the registration link (www.philrealtyasm.com). Stockholder must provide complete name, email address and the question prior to clicking "submit" button. Due to limitations on technology and time, not all questions may be responded to during the 2022 ASM but the Company will endeavor to respond to all the questions through email.

6. The proceedings during the 2022 ASM will be recorded as required by the Securities and Exchange Commission.

7. Stockholders intending to register and participate in the 2022 ASM should send their email on or before 5:00 PM of June 16, 2022.

II. Voting Procedure:

Stockholders may vote during the 2022 ASM either (1) by Proxy or (2) by voting *in absentia* through our Online Stockholder Voting System.

1. Voting by Proxy:

    a. Download and fill up the Proxy Form from www.philrealty.com.ph/investor-relations/. The Chairman, or in his absence, the Vice-Chairman, is authorized to cast the votes pursuant to the instructions in the Proxy Form.

    b. Send a scanned copy of the executed proxy Form by email to asmregistration@philrealty.com.ph.

    c. The scanned copy of the executed Proxy Form should be emailed to above not later than 5:00 PM on or before June 24, 2022.

    d. The hard copy of the signed Proxy Form should be delivered to: Unit 2001 B, East Wing, Tektite Towers, Ortigas, Pasig City once the GCQ has been lifted. The office will be open to receive forms from Monday to Friday, 10am to 5pm.

2. Voting in absentia through the Online Stockholder Voting System:

    a. Follow the Registration and Participation/Attendance Procedure set forth above.

    b. Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until 5:00 PM of June 24, 2022 to cast their votes. The Online Stockholder Voting System will be open starting 8:00 AM and will be closed at 5:00 PM on June 24, 2022.

c. All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:

    i. For items other than election of the Directors, the stockholder may vote: “For”, “Against”, or “Abstain”. The vote shall be considered as cast for all the stockholder’s shares.
    ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, 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.

d. Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the “Submit” button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast *in absentia* will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through asmregistration@philrealty.com.ph or through telephone number 8631-3179, our stock transfer agent, Stock Transfer Service, Inc., through Michael Capoy at mccapoy@stocktransfer.comp.ph or Reynand Malayao at rcmalayao@stocktransfer.com.ph, or their telephone number 8403-3798.

ANNEX "G"

SAMPLE PROXY

P R O X Y

KNOW ALL MEN BY THESE PRESENTS:

____________, a stockholder of **PHILIPPINE REALTY AND HOLDINGS CORPORATION** (the "Corporation") does hereby nominate, constitute and appoint __________________________ or in case of his/her/its non-attendance, the Chairman of the Meeting, as his/her/its continuing proxy, with right of substitution and revocation, to represent and vote all his/her/its shares registered in his/her/its name in the books of the Corporation at any and all regular and special meetings of the stockholders of the Corporation, and all such adjournments and postponements thereof as fully to all intents and purposes as it might or could do if present and acting in person.

In case of non-attendance of the above-named proxy, the undersigned authorizes and empowers the Chairman of the Meeting to exercise fully all rights as his/her/its proxy at such meeting.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn by the undersigned through notice in writing delivered to the Corporate Secretary at least **two (2) business days** before any scheduled meeting but shall not apply in instances where I/we personally attend the meeting. This proxy shall be valid for a period of five (5) years from the date of its execution.

EXECUTED ON ______________ at _______________________.

____
Stockholder

Witness:

____

ANNEX "H"

C E R T I F I C A T I O N

I, **ATTY. REX P. BONIFACIO**, of legal age, Filipino, with office address at Pastelero Law Office, Unit E-1503, 15th Floor, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, after having been sworn to in accordance with law, does hereby certify that:

I am duly elected and incumbent Corporate Secretary of Philippine Realty and Holdings Corporation (the **Corporation**), a corporation organized and existing under the laws of the Philippines, with principal office at, One Balete, 1 Balete Drive corner N. Domingo Street, Barangay Kaunlaran, District 4, Quezon City 1111.

Based on the information provided to the Corporation by the members of its Board of Directors and its principal executive officers, none of said members of the Board of Directors and principal executive officers of the Corporation are presently employed by any office or agency of the Philippine Government.

IN ATTESTATION OF THE ABOVE, this Certificate was signed this____________ of May 2022 at ________________

ATTY. REX P. BONIFACIO
Corporate Secretary

ANNEX “I”

CERTIFICATION OF INDEPENDENT DIRECTOR

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALFONSO MARTIN E. EIZMENDI,** Filipino, of legal age and a resident of No. 104 Mango Drive Ayala Alabang Village, Alabang Muntinlupa City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Philippine Realty and Holdings Corporation and have been its independent director since June 30, 2017.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/ Relationship	Period of Service
Royal Link Industries Inc.	President / CEO	Present
Yields Financial Corporation	President / CEO	2003 - Present
Park Cent Towers Realty Corp.	President / CEO	Present
WGP Villa6 Realty Corp.	President / CEO	Present
The Icon Plaza Condominium Corp	President and Director	Present
Meridian Assurance Corp.	Director	Present
Secret 6 Inc.	Director	Present
CleanPro	Director	Present
Frimar Realty	Director	Present
Frimar, USA	Director	Present
Vi@je Corp.	Vice Chairman	2000 – 2001
Blue Star Insurance Brokerage	Chairman	1998 – 2001

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Philippine Realty & Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/officer/substantial shareholder of Philippine Realty and Holdings Corporation other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
NOT APPLICABLE		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceedings (as the case may be):

Offense Charged/ Investigated	Tribunal or Agency Involved	Status
NOT APPLICABLE		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in Philippine Realty and Holdings Corporation, pursuant to Office of the President Memorandum Circular no. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

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, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Philippine Realty and Holdings Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this _______ day of __________________ at _________________.

ALFONSO MARTIN E. EIZMENDI
Affiant

SUBSCRIBED AND SWORN to before me this _______ day of ______________ at_______________, affiant personally appeared before me and exhibited to me his Tax Identification ID with No. 108-170-119.

NOTARY PUBLIC

Doc. No. ________ ;
Page No. ________ ;
Book No. ________ ;
Series of 2022.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOMARK ONG AROLLADO,** Filipino, of legal age and a resident of No. 68 Roosevelt St., North Greenhills, San Juan City, NCR, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Philippine Realty and Holdings Corporation and have been its independent director since June 30, 2017.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/ Relationship	Period of Service
Rapid Forming Corporation	Operations Manager	2013 – present
Silangan Philtrade Corporation	Operations Manager	2011 – 2012
Rapid Forming Corporation	Strategic Business Unit Head	2006 – 2010
SGV & Co.	ISO Document Controller	2004

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Philippine Realty and Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/officer/substantial shareholder of Philippine Realty and Holdings Corporation other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
NOT APPLICABLE		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceedings (as the case may be):

Offense Charged/ Investigated	Tribunal or Agency Involved	Status
NOT APPLICABLE		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in Philippine Realty and

Holdings Corporation, pursuant to Office of the President Memorandum Circular no. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

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, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Philippine Realty and Holdings Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this _______ day of _________________ at_________________.

JOMARK ONG AROLLADO
Affiant

SUBSCRIBED AND SWORN to before me this _______ day of _____________ at______________, affiant personally appeared before me and exhibited to me his Tax Identification ID with No. 243-447-217.

NOTARY PUBLIC

Doc. No. _______ ;
Page No. _______ ;
Book No. _______ ;
Series of 2022.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RENATO G. NUÑEZ,** Filipino, of legal age and a resident of #1 Queensville Court, Whiteplains, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Philippine Realty and Holdings Corporation and have been its independent director since August 18, 2015.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/ Relationship	Period of Service
All British Cars, Inc.	Director	2017 – Present
Cambie Property, Inc.	Director	2017 – Present
Coventry Motors Corporation	Director	2017 – Present
CATS Motors, Inc.	President	2015 - Present
Techglobal Data Center, Inc.	President	2012 – Present
Total Consolidated Asset Management, Inc.	Director	2010 - Present
Techzone Philippines, Inc.	President	2010 – Present
Lia Philfoods, Inc.	President	2008 – Present
Everland Estate Dev't. Corp.	President	2002 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Philippine Realty and Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/officer/substantial shareholder of Philippine Realty and Holdings Corporation other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
NOT APPLICABLE		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceedings (as the case may be):

Offense Charged/ Investigated	Tribunal or Agency Involved	Status
NOT APPLICABLE		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in Philippine Realty and Holdings Corporation, pursuant to Office of the President Memorandum Circular no. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

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, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Philippine Realty and Holdings Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this _______ day of __________________ at_________________.

RENATO G. NUÑEZ
Affiant

SUBSCRIBED AND SWORN to before me this _______ day of ______________ at_______________, affiant personally appeared before me and exhibited to me his Tax Identification ID with No. 110-182-328.

NOTARY PUBLIC

Doc. No. ________ ;
Page No. ________ ;
Book No. ________ ;
Series of 2022.

ANNEX "J"

FIRST QUARTER REPORT SEC FORM 17-Q

COVER SHEET

9	9	9	0	5						

S.E.C. Registration Number

PHILIPPINE REALTY AND HOLDINGS
CORPORATION

(Company's Full Name)

ONE BALETE 1 BALETE DRIVE COR
N DOMINGO ST BRGY KAUNLARAN
DISTRICT 4 QUEZON CITY 1111

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

Mr. Mark Anthony M. Ramos

Contact Person

8631-3179

Company Telephone Number

0	3		3	1

Month Day

	1	7	Q	

FORM TYPE

0	6		3	0

Month Day

Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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, 2022

2. Commission identification number 99905 3. BIR Tax Identification No. 000-188-233

4. Exact name of issuer as specified in its charter

PHILIPPINE REALTY AND HOLDINGS CORPORATION

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 Postal Code

One Balete, 1 Balete Drive cor. N. Domingo St., Brgy. Kaunlaran, District 4, Quezon City 1111
Satellite Office: E-2001B East Tower, PSE Center, Exchange Rd., Ortigas Center, Pasig

8. Issuer's telephone number, including area code

(632) 8631-3179

9. The Registrant has not changed its corporate name and fiscal year. Prior to its transfer to the above satellite office address the registrant held its satellite office at E-512/513 East Tower, PSE Center, Exchange Rd., Ortigas Center, Pasig City.

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common	9,100,102,685 shares

11. Are any or all of the securities listed on a Stock Exchange?

Yes [X] No [ ]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:
Philippine Stock Exchange

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the 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 [X] No [ ]

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

Yes [X] No [ ]

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

A copy of the comparative statements as of and for the quarters ended March 31, 2022 and 2021, is submitted as part of this report. The financial statements were prepared in accordance with accounting standards generally accepted in the Philippines. The accounting policies and methods of computations followed in the interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2021.

Changes affecting balance sheet and income statement items are further disclosed in the Management Discussion and Analysis. There are no material events after the end of the interim period that have not been reflected in the financial statements for the interim period. The company had reclassified accounts such as dividends, capital and foreign exchange gains, interest, and equity earnings to investment income during the period.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Refer to the Three months ended March 31, 2022 Analysis of Unaudited Consolidated Financial Statement attached as Exhibit I, Comparative Financial Soundness Indicators as Exhibit II, and Business Segments as Exhibit III.

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.

ALFREDO S. DEL ROSARIO JR.
President and Chief Executive Officer

May 13, 2022

EDMUNDO C. MEDRANO
Executive Vice President and Chief Operating Officer and Treasurer
May 13, 2022

MARK ANTHONY M. RAMOS
Assistant Vice President for Accounting, Compliance Officer and Data Protection Officer
May 13, 2022

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS OF MARCH 31, 2022 AND DECEMBER 31, 2021

	Unaudited March 31 2022	Audited December 31 2021
ASSETS		
Current Assets		
Cash and cash equivalents	**91,959,835**	202,643,198
Financial assets at fair value through profit or loss (FVPL)	**6,750,000**	6,750,000
Trade and other receivables-current portion	**54,503,632**	132,440,960
Real estate inventories	**2,130,360,957**	2,136,292,560
Prepayments and other assets-net	**413,016,246**	411,032,219
Investment in finance lease - current portion	**13,055,175**	13,055,174
Total Current Assets	**2,709,645,844**	2,902,214,110
Non-current Assets		
Financial assets at fair value through other comprehensive income (FVOCI)	**42,861,659**	37,644,536
Trade and other receivables - net of current portion	**467,066,100**	427,070,461
Investments in and advances to associates-net	**53,383,063**	59,667,432
Investment properties-net	**4,418,679,063**	4,406,355,439
Property and equipment - net	**100,372,822**	103,363,397
Right of Use Asset	**87,367,942**	89,431,827
Investment in finance lease - current portion	**198,391,656**	201,677,353
Other non-current assets	**3,553,386**	3,553,386
Total Non-current Assets	**5,371,675,692**	**5,328,763,832**
	8,081,321,536	8,230,977,942
LIABILITIES AND EQUITY		
LIABILITIES		
Current Liabilities		
Trade and other payables-current portion	**158,433,419**	150,248,583
Loans and notes payable - current portion	**230,678,021**	381,938,245
Lease Liability - current portion	**10,719,619**	14,116,765
Total Current Liabilities	**399,831,058**	546,303,593
Non-current Liabilities		
Trade and other payables - net of current portion	**85,303,107**	71,825,744
Loans and note payable - net of current portion	**429,275,074**	430,522,044
Retirement benefit obligation	**69,508,302**	70,930,176
Deferred tax liabilities-net	**572,541,369**	568,677,622
Other non-current liabilities	**40,220,569**	40,970,220
Lease Liability-noncurrent	**173,503,161**	173,503,161
Total Non-current Liabilities	**1,370,351,582**	1,356,428,967
	1,770,182,640	1,902,732,560
EQUITY		
Equity Attributable to Equity Holders of the Parent Company		
Capital stock	**4,433,189,171**	4,433,189,171
Additional paid-in capital	**623,139,806**	623,139,806
Reserves	**57,418,237**	52,201,113
Retained earnings	**1,327,486,230**	1,349,807,235
Treasury stock	**(110,049,632)**	(110,049,632)
	6,331,183,812	6,348,287,693
Equity Attributable to Non-Controlling Interest	**(20,044,916)**	(20,042,311)
	6,311,138,896	6,328,245,382
	8,081,321,536	8,230,977,942

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF TOTAL COMPREHENSIVE INCOME

FOR THE FIRST QUARTER ENDED MARCH 31, 2022 AND 2021

	2022	2021
INCOME		
Sales of real estate	**54,516,094**	54,922,711
Rent	**13,793,830**	16,311,951
Management fees	**9,020,271**	9,780,990
Interest	**1,520,584**	422,550
Commission	**2,546,037**	1,771,653
Other income	**481,455**	3,287,884
	81,878,271	86,497,740
COSTS AND EXPENSES		
Cost of real estate sold	**23,356,969**	35,312,484
Cost of services	**15,815,969**	15,409,747
General and administrative expenses	**59,872,796**	66,948,098
Finance cost	**3,827,877**	6,815,173
Equity in net loss of associate	**561,573**	1,099,506
	103,435,184	125,585,009
LOSS BEFORE INCOME TAX	**(21,556,912)**	(39,087,268)
INCOME TAX EXPENSE	**766,699**	548,645
NET LOSS	**(22,323,611)**	(39,635,914)
ATTRIBUTABLE TO:		
Equity holders of the parent	**(22,321,006)**	(39,633,238)
Non-controlling interest	**(2,606)**	(2,676)
	(22,323,611)	(39,635,914)
OTHER COMPREHENSIVE INCOME (LOSS):		
Unrealized holding gain (loss) on AFS investments	**5,217,124**	(1,592,647)
TOTAL COMPREHENSIVE LOSS	**(17,106,488)**	(41,228,561)
Loss per share		
Basic	**(0.00)**	(0.01)
Diluted	**(0.00)**	(0.01)
Number of shares outstanding		
Basic	**9,099,309,288**	4,877,907,002
Diluted	**9,099,309,288**	4,877,907,002

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FIRST QUARTER ENDED MARCH 31, 2022 AND 2021

	2022	2021
Capital Stock		
Authorized 8,000,000,000 common shares		
Issued and outstanding 7,866,647,523 shares in 2022;		
3,688,869,746 shares in 2021		
Capital stock	**3,933,323,762**	1,844,434,873
Subscribed capital stock 1,314,711,262 shares in 2022;		
1,314,711,262 shares in 2021	**657,355,631**	657,355,631
Less: Subscription receivable	**157,490,223**	157,564,259
	499,865,408	499,791,372
Additional paid-in capital	**623,139,806**	557,014,317
Capital stock	**5,056,328,977**	2,901,240,562
Reserves		
Appropriated retained earnings for		
Treasury stock acquisition	**109,712,439**	109,712,439
Revaluation on FVOCI		
Balance, beginning	**(24,038,272)**	(20,596,912)
Unrealized holding loss on financial assets at FVOCI	**5,388,497**	(1,592,647)
Balance, end	**(18,649,773)**	(22,189,559)
Accumulated Remeasurement Losses	**(33,644,428)**	(45,113,753)
	57,418,238	42,409,128
Retained earnings		
Balance, beginning	**1,349,807,235**	1,155,073,841
Net loss	**(22,323,611)**	(39,635,914)
Balance, end	**1,327,483,624**	1,115,437,927
	6,441,230,839	4,059,087,617
Treasury Stock	**(110,049,632)**	(110,049,633)
	6,331,181,208	3,949,037,984
Minority Interest		
Balance, beginning	**(20,042,311)**	(18,048,438)
Share in net income	**-**	-
	(20,042,311)	(18,048,438)
	P6,311,138,895	P3,930,989,544

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FIRST QUARTER ENDED MARCH 31, 2022 AND 2021

		0	
		2022	2021
Cash flows from Operating Activities			
Net Loss		(22,321,006)	(39,633,238)
Adjustments for:			
Financial assets at fair value through other comprehensive income (FVOCI)		5,388,497	(1,517,271)
Accumulated remeasurement loss	-	171,374.41	377,764
Decrease in minority interest		(2,605)	(2,676)
Depreciation and amortization		3,346,130	2,281,838
Loss from operations before working capital changes		(13,760,358)	(39,249,111)
Decrease (Increase) in:			
Real estate inventories		5,931,603	7,498,075
Trade and other receivables - net		37,941,694	59,698,947
Prepayments and other current assets		(1,984,027)	(64,734,534)
Increase (Decrease) in:			
Trade and other payables		21,662,199	82,291,772
Deferred Income		(749,651)	(1,597,464)
Deferred Tax Liability		3,863,747	2,757,188
Retirement Benefit Obligation		(1,421,875)	34,020
Unearned Income		-	(1,361,382)
Net cash provided by operating activities		51,483,332	45,337,522
Cash Flows from Investing Activities			
Decrease (Increase) in:			
Right of Use Asset		2,063,885	2,421,265
Investment in Finance Lease		3,285,696	2,907,103
Lease Liability		(3,397,146)	(3,643,734)
Investments in and advances to associates - net		6,284,369	(7,430,516)
Financial assets at fair value through other comprehensive income (FVOCI)		(5,217,123)	1,854,467
Investment Property		(12,323,624)	5,677,262
Net additions to property and equipment		(355,555)	(680,488)
Net cash provided by (used in) investing activities		(9,659,498)	1,105,359
Cash Flows from Financing Activities			
Availment of loans payable		100,000,000	200,000,000
Payment of Notes and Bank Loans		(252,507,194)	(252,922,533)
Net cash used in financing activities		(152,507,194)	(52,922,533)
Net Decrease in Cash and Cash Equivalents		(110,683,360)	(6,479,652)
Cash and Cash Equivalents, Beginning		202,643,198	207,245,299
Cash and Cash Equivalents, End		91,959,835	200,765,646

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES
AGING OF ACCOUNTS RECEIVABLE-TRADE
AS OF MARCH 31, 2022

PARTICULARS	*CURRENT*	*OVER DUE*			*TOTAL*
		31-60 DAYS	*61-90 DAYS*	*OVER 91 DAYS*	
PRHC	319,869,132	1,329,132	1,200,701	83,070,577	405,469,542
PPMI	1,199,169	942,269	128,519	1,448,065	3,718,022
TIBI	15,093,241				15,093,241
GRAND TOTAL	336,161,542	2,271,401	1,329,220	84,518,642	424,280,805

Accounts Receivable - Trade	424,280,805
Accounts Receivable - Others	97,288,927
Total	521,569,732

FINANCIAL INFORMATION

Management's Discussion and Analysis of Financial Condition or Results of Operation

The first quarter 2022 financial results of Philippine Realty and Holdings Corporation (interchangeably referred to by its PSE trading symbol "**RLT**" or "**Parent Company**" or as the "**RLT Group**" or "**Group**") reflected a consolidated net loss after tax of ₱22.3 Million. But in spite of this, the Group continued to maintain a deliberate very conservative liquidity and solvency stance.

The RLT Group was negatively impacted by the continuing disruptions to business caused by the COVID-19 pandemic**,** particularly as regards physical viewing of properties by prospective buyers and lessees.

During the first quarter, the Philippines experienced the peak of the COVID-19 Omicron variant surge, forcing the government to tighten mobility restrictions. But the number of infections later fell within the quarter, and this allowed further reopening of the economy.

The slow and uncoordinated implementation by the government of its vaccination program added to the record rise of Omicron cases that placed businesses in open-close-open situations.

The Philippine Statistics Authority (**PSA**) reported that the Philippine economy grew at a better-than-expected 8.3% in the first quarter of 2022. The latest gross domestic product (GDP) growth figure is an improvement from the revised -3.9% reported in the first quarter of 2021.

The main contributors to the first quarter 2022 growth were: Manufacturing, 10.1 percent; Wholesale and retail trade; repair of motor vehicles and motorcycles, 7.3 percent; and Transportation and storage, 26.5 percent.

Industry and services posted growth rates of 10.4% and 8.6%, respectively, while agriculture grew a measly 0.2% on a year-on-year basis. Services had the largest share in the overall GDP growth figure, accounting for 5.1 points of the 8.3% growth. Industry's share was 3.1, while agriculture was just at 0.02.

But there are formidable headwinds moving forward.

The government's outstanding debt as of end-March 2022 totaled ₱12.679 trillion, a record high, as the government continued its borrowings to boost the state's war chest for COVID-19 recovery measures coupled with a weaker local currency during the period.

As a result, Bureau of Treasury (**BTr**) data showed that as of end-March, the country's debt-to-GDP ratio stood at 63.5%, which is well over the internationally recommended threshold of 60%. This is the highest debt-to-GDP ratio since 2005 when it hit 65.7% during the Arroyo administration.

The Bangko Sentral ng Pilipinas (**BSP**) is likely to hike its benchmark policy rate by as much as 75 bps this year on account of rising inflation and to reduce currency risks following the US Federal Reserve's tightening.

I. Review of Consolidated Statement of Income for the Period Ending 31 March 2022 vs. 31 March 2021

1. **Consolidated net income after tax**. The RLT Group posted a net loss after tax of **₱22.3 Million** for the three (3) months ended 31 March 2022 but it is a far better result compared to the ₱39.6 Million net loss after tax for the same period last year, or an improvement by ₱17.3 Million or by 44%.

   The reduction in the RLT Group's net loss is largely attributable to decreases in the costs and expenses incurred during the first quarter of 2022 compared to the same period last year.

   a. **Income**

      1) **Sales of real estate.** Sales of real estate at ₱55 Million declined by ₱0.4 Million or by 0.74% for the first three (3) months of 2022 compared to the sales of real estate for the same period last year.

         Sales of real estate pertains to units sold by the Parent Company at Skyline and SkyVillas Towers located in Quezon City, and at the Icon Plaza located in Bonifacio Global City (**BGC**).

      2) **Rent**. Rental income decreased by ₱2.5 Million or by 15% due to termination of some lease contracts but more because of the effect of the new accounting standards on Leases.

      3) **Management fees.** Management fees was lower by 8% due to the non-renewal of the Management Contract between PPMI and one of its bigger clients.

   b. **Costs and Expenses**

      1) **Cost of real estate sold**. For the three months ended 31 March 2022 compared to the three months ended 31 March 2020, the Cost of Real estate sold decreased by ₱12 Million or a decline of 33.9%.

         The decrease is mainly attributable to the proportionate decrease in the Real Estate Units Sold during the period.

      2) **General and administrative expenses.** General and administrative expenses have decreased by ₱7.0 Million or by 11% due to lower Commission and Condominium expenses for the 1st quarter ending March 31, 2022.

      3) **Finance cost.** The reduction in interest expense to ₱3.8 Million from ₱6.8 Million last year, or a decrease by 44%, was due to the continuing repayment of loans by the Parent Company. These loans were used for the purpose of financing the acquisition of Investment Properties.

   c. **Subsidiaries.**

      The contributions of the Company's subsidiaries to revenues and net income are shown below.

1) **PRHC Property Managers, Inc. (PPMI)**. The RLT Group's property management company, PPMI, registered a Net loss of ₱0.06 Million for the three months ended 31 March 2022.

   It is lower by ₱0.50 Million compared to the Net income that the company registered for the same period last year.

2) **Tektite Insurance Brokers, Inc. (TIBI)**. The RLT Group's insurance brokerage firm posted a net income of ₱1.4 Million for the for three months ended 31 March 2022 which is higher by ₱1.10 Million or by 367% compared to the ₱0.30 Million net income that TIBI registered for the same period last year.

II. Review of Consolidated Statement of Financial Position for the Period Ending 31 March 2022 vs. 31 December 2021

1. **Total assets**. The RLT Group's Total assets stood at ₱8.08 Billion as of 31 March 2022, lower by ₱149 Million compared to the ₱8.23 Billion Total Assets reported by the Group as of 31 December 2021. The RLT Group's Real Estate Assets accounted for 81% of the Total Assets of the Group as of 31 March 2022.

   Real Estate Inventories decreased by ₱5.9 Million from 31 December 2021 to 31 March 2022, or by 0.28%, due to the continuing sale of condominium units by the Parent Company.

   The decrease in Net Trade and Other Receivables by ₱37.5 Million or a 41.04% decline from 31 December 2021 to 31 March 2022 is explained by the collections of installments receivables from the Parent Company's buyers.

   Investment Properties increased by ₱12.3 Million or from ₱4.41 Billion in 2021 to ₱4.42 Billion in 2022 due the major renovations made by the Parent Company of Investment Properties located in Baguio City (the El Retiro Mansion Property) and in the Fourth Floor of the Tektite Towers.

2. **Total liabilities.** Total liabilities as of 31 March 2022 decreased by ₱132.5 Million compared to 31 December 2021. The decrease came from the repayments of bank loans by the Parent Company.

3. **Total Equity.** Total Equity as of 31 March 2022 decreased by ₱17 Million compared to 31 December 2021. This is due to the Net loss of the Group amounting to ₱22.3 Million which was partly mitigated by the ₱5.2 Million gain on change in market value of the Parent Company's investments.

   Retained earnings decreased by ₱22.3 Million as a result of the Net loss of the Group for the period ending 31 March 2022.

III. Performance Indicators

The table below presents the comparative performance indicators of the RLT Group as of 31 March 2022 compared to 31 December 2021.

Performance Indicators	31 March 2022 Unaudited	31 December 2021 Audited
Current ratio[1]	6.78:1	5.24:1
Debt-to-equity ratio[2]	0.28:1	0.30:1
Asset-to-equity ratio[3]	1.28:1	1.30:1
Book value per share[4]	₱0.71	₱0.71
Earnings per share[5]	(₱0.01)	₱0.08

[1] *Current assets / current liabilities*
[2] *Total debt / consolidated stockholders' equity*
[3] *Total assets / Total stockholders' equity*
[4] *Total stockholders' equity plus Subscriptions receivable / No. of shares outstanding*
[5] *Net income attributable to equity holders of Parent Company / Weighted average no. of common shares issued and outstanding*

The table above reflects the conservative stance of the RLT Group in terms of the Group's liquidity and solvency positions.

1. **Current ratio.** The Group's Current ratio, already at a very conservative level, still reflected further improvement from 5.24:1 as of 31 December 2021 to 6.78:1 as of 31 March 2022.

2. **Debt-to-equity ratio.** Similarly, the RLT Group's Debt-to-Equity Ratio remained very conservative for the periods under review. The Group's leverage position still improved from 0.30:1 as of 31 December 2021 to 0.28:1 as of 31 March 2022.

   The main reason for the improvement as of end-March 2022 of the Group's leverage ratio compared to end-December 2021 is due to the reduction in Total Loans Payable. This is explained by the continuing loan repayments by the Parent Company.

3. **Asset-to-equity ratio.** The Asset-to-equity ratio at 1.30:1 of the Group as of 31 December 2021 has remained almost unchanged at 1.28:1 as of 31 March 2022.

   The steady performance of the Debt-to-Equity and Asset-to-Equity ratios of the Group for the periods under review clearly demonstrate that the Group's real estate business is being financed substantially by funds provided by its shareholders and by internally-generated funds with a small amount of debt.

4. **Book value per share.** The performance of the Company's Book Value per share has also been very encouraging. It has been steady at ₱0.71 per share.

There was no issuance, repurchase or payment of equity securities or dividends during the year 2022.

As of this report, there is no other known event that will trigger direct or contingent financial obligation that is material to the Company. Moreover, there is no material off-balance sheet transaction, arrangement, obligation, and other relationship of the Company with unconsolidated entities or other persons created during this period.

IV. Financial Risk Management

The Company's activities expose it to a variety of financial risks. The Group's overall risk management program seeks to minimize potential adverse effects on the financial performance of the Group. The policies for managing specific risks are summarized below:

1. **Foreign currency risk.** The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise with respect to transactions denominated in US Dollars. Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Significant fluctuation in the exchange rates could significantly affect the Group's financial position.

   Foreign exchange risk exposure of the Group is limited to its cash and cash equivalents. Currently, the Group has a policy not to incur liabilities in foreign currency. Construction and supply contracts, which may have import components, are normally denominated in Philippine peso.

2. **Credit risk.** Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

   The Group has adopted stringent procedures in evaluating and accepting risk by setting counterparty and transaction limits. In addition, the Group has policies in place to ensure that sales are made to customers with an appropriate and acceptable credit history.

   With respect to installments receivable from the sale of properties, credit risk is managed primarily through credit reviews and an analysis of receivables on a continuous basis. The Company also undertakes supplemental credit review procedures for certain installment payment structures. The Company's stringent customer requirements and policies in place contribute to lower customer default than its competitors. Customer payments are facilitated through various collection modes including the use of postdated checks. Exposure to bad debts is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedures is minimal given the profile of buyers.

   Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Company security deposits and advance rentals which help reduce the Company's credit risk exposure in case of defaults by the tenants. For existing tenants, the Company has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken to provide opportunities for counseling and further assessment of paying capacity.

   Other financial assets are comprised of cash and cash equivalents excluding cash on hand, financial assets at Fair Value through Profit and Loss (**FVPL**), financial assets at Fair Value through Other Comprehensive Income (**FVOCI**) and advances to subsidiaries and associates. The Company adheres to fixed limits and guidelines in its dealings with counterparty banks and its investment in financial instruments. Bank investment limits are established on the basis of an internal rating system that principally covers the areas of liquidity, capital adequacy and financial stability. The rating system likewise makes use of available international credit ratings. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations. Nevertheless, the Company closely monitors developments over counterparty banks and adjusts its exposure accordingly while adhering to pre-set limits.

3. **Interest rate risk.** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

   The primary source of the Group's interest rate risk relates to its cash and cash equivalents and loans payable.

   Cash and cash equivalents are short-term in nature and with the current interest rate level, any variation in the interest will not have a material impact on the profit or loss of the Group.

   Management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

4. **Price risk.** Price risk is the risk that the fair value of the financial investments particularly debt and equity instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market.

   The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Group's Board of Directors reviews and approves all equity investment decisions.

5. **Liquidity Risk.** The Group maintains adequate highly liquid assets in the form of cash and cash equivalents to assure necessary liquidity. Free cash flows have been restricted primarily for the settlement of the Parent's Company's debt obligations.

   The Company manages liquidity risk by maintaining adequate reserves, establishing banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

6. **Risks Related to COVID-19.** Currently, many countries, including the Philippines, are suffering from a surge of the COVID-19 global pandemic. We consider this to be a key risk element as this has adversely affected our Company's business in 2020 with spillover effects to 2021. The RLT Group has keenly monitored the situation as COVID-19 has been identified as a genuine risk and game changer. With the continuing escalation of the COVID-19 pandemic, the RLT Group has activated its business continuity plan ("**BCP**") to mitigate the risk impact to operations and its personnel. The Group subscribes to, adheres to and follows national and local government directives and guidelines as well as the best practices being promoted by the Department of Health ("**DOH**"), the Inter-Agency Task Force for the Management of Emerging Infectious Diseases ("**IATF**"), Department of Trade and Industry ("**DTI**"), Department of Public Works and Highways ("**DPWH**"), Department of Labor and Employment ("**DOLE**"), local government units ("**LGUs**") where the Group operates in, etc.

Experienced gained from this pandemic will be used to improve the Group's handling of similar emergencies moving forward.

PHILIPPINE REALTY AND HOLDINGS CORPORATION **Exhibit II**
FINANCIAL SOUNDNESS INDICATORS
FOR THE FIRST QUARTER ENDED MARCH 31, 2022 AND 2021

			2022		2021
Net Profit Margin: *Shows how much profit is made for every peso of revenue*	Net Income(Loss)/ Total Revenues	**(22,323,611.42)** **81,878,271**	**-27.26%**	(39,087,268) 86,497,740	**-45.19%**
Asset Turnover: *Shows efficiency of asset used in operations*	Total Revenues/ Ave. Total Assets	**81,878,271** **8,156,149,739**	**0.01**	86,497,740 7,167,460,256	**0.01**
Interest Rate Coverage Ratio: *Determine how easily a company can pay interest on outstanding debt*	EBIT/ Interest Expense	**- 17,729,035.43** **3,827,876.72**	**-4.63**	-32,272,095 6,815,173.44	**-4.74**

PHILIPPINE REALTY AND HOLDINGS CORPORATION AND SUBSIDIARIES **Exhibit III**

BUSINESS SEGMENTS

AS OF MARCH 31,2022

	Sale of Real Estate and Leasing	Property Management	Insurance Brokerage	Travel Services	Other Income	Elimination	Consolidated
Revenue	68,247,524	9,045,471	2,546,037	-	518,655.27		80,357,687
Segment Result	(20,465,276)	(123,846)	1,412,636	(14,107)	502,546	-	(18,688,047)
Interest expense/Bank charges	(3,827,877)						(3,827,877)
Interest income	1,521,726	458	(1,599)	-	-		1,520,584
Dividend income							-
Gain on sale of PPE							-
Equity in net loss of							-
associate						(561,573)	(561,573)
Income taxes	(350,434)	18,206	(434,471)				(766,699)
Income before minority interest	(23,121,861)	(105,183)	976,566	(14,107)	502,546	(561,573)	(22,323,611)
Minority interest							
Net Income	(23,121,861)	(105,183)	976,566	(14,107)	502,546	(561,573)	(22,323,611)
Other Information							
Segment assets	7,918,188,275	85,658,801	32,406,241	1,250,628	34,628,162	(49,916,429)	8,022,215,677
Investment at equity method	101,929,858					(42,823,999)	59,105,859
Unallocated corporate assets	-	3,675,664	-	-	-	-	3,675,664
Consolidated Total Assets	8,020,118,133	89,334,465	32,406,241	1,250,628	34,628,162	(92,740,428)	8,084,997,200
Segment liabilities	1,127,087,882	33,788,480	19,571,595	30,086,183	80,974,204	(93,867,072)	1,197,641,271
Unallocated corporate liabilities	572,353,286	-	3,863,747	-	-	-	576,217,033
Consolidated Total Liabilities	1,699,441,169	33,788,480	23,435,342	30,086,183	80,974,204	(93,867,072)	1,773,858,304
Capital expenditure	-	-		-			-
Depreciation	3,077,350	248,571	20,209	-			3,346,130
Non-cash expenses other than depreciation							-