

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
Nov 11, 2024
2. SEC Identification Number
AS094-006430
3. BIR Tax Identification No.
003-942-108
4. Exact name of issuer as specified in its charter
EMPIRE EAST LAND HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig
City, Philippines
Postal Code
1604
8. Issuer's telephone number, including area code
(632) 85544800
9. Former name or former address, and former fiscal year, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

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

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

Yes
No

If yes, state the name of such stock exchange and the classes of securities listed therein:
The shares of common stock of the Company are listed on the Philippine Stock Exchange.
12. Indicate by check mark whether the registrant:

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

Yes No

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

Yes No

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



Empire East

Empire East Land Holdings, Inc.

ELI

PSE Disclosure Form 17-2 - Quarterly Report
*References: SRC Rule 17 and
 Sections 17.2 and 17.8 of the Revised Disclosure Rules*

For the period ended	Sep 30, 2024
Currency (indicate units, if applicable)	Php (In Thousands)

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Sep 30, 2024	Dec 31, 2023
Current Assets	44,491,280	43,300,089
Total Assets	50,143,457	49,499,134
Current Liabilities	15,237,776	15,099,844
Total Liabilities	18,320,860	18,135,538
Retained Earnings/(Deficit)	9,992,520	9,314,581
Stockholders' Equity	31,822,597	31,363,596
Stockholders' Equity - Parent	29,043,323	28,579,324
Book Value per Share	1.98	1.95

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	1,077,377	1,046,157	3,405,547	3,373,340
Gross Expense	873,965	826,057	2,699,115	2,601,158
Non-Operating Income	143,819	111,799	414,845	309,110
Non-Operating Expense	116,276	111,274	330,889	308,410
Income/(Loss) Before Tax	230,955	220,625	790,388	772,882
Income Tax Expense	54,761	55,156	199,203	193,249
Net Income/(Loss) After Tax	176,194	165,469	591,185	579,633
Net Income Attributable to Parent Equity Holder	177,791	165,490	596,183	579,679
Earnings/(Loss) Per Share (Basic)	-	-	0.04	0.03
Earnings/(Loss) Per Share (Diluted)	-	-	0.04	0.03

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.05	0.05
Earnings/(Loss) Per Share (Diluted)	0.05	0.05

Other Relevant Information
NONE

Filed on behalf by:

Name	Krizelle Marie Poblacion
Designation	Legal Counsel

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 **30 September 2024**
2. Commission Identification Number: **AS094-006430**
3. BIR Tax Identification No. **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **2F Tower 2 Kasara Urban Resort Residences**
P. Antonio St. Barangay Ugong
Pasig City 1604
Address of issuer's principal office
8. **(632) 85544800**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

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

10. Are any or all of the securities listed on a Stock Exchange?

Yes [X] No []

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

The shares of common stock of the Company are listed on the Philippine Stock Exchange.

11. Indicate by check mark whether the issuer:

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

Yes [X] No []

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

Yes

No

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Interim financial statements are attached as Exhibits 1 to 6 hereof and incorporated herein by reference:

- Exhibit 1 - Consolidated Statements of Financial Position as of December 31, 2023 and September 30, 2024
- Exhibit 2 - Consolidated Statements of Comprehensive Income as of September 30, 2023 and September 30, 2024
- Exhibit 3 - Comparative Statements of Changes in Equity as of September 30, 2023 and September 30, 2024
- Exhibit 4 - Consolidated Statements of Cash Flows as of September 30, 2023 and September 30, 2024
- Exhibit 5 - Notes to Interim Financial Statements

Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition

Please refer to Exhibit 6 hereof.

Item 3. Aging of Accounts Receivable

Please refer to Exhibit 7 hereof.

Item 4. Schedule of Financial Soundness Indicators

Please refer to Exhibit 8 hereof.

PART II – OTHER INFORMATION

The Company is not in possession of information which has not been previously reported in a report on SEC Form 17-C and with respect to which a report on SEC Form 17-C is required to be filed.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMPIRE EAST LAND HOLDINGS, INC.

Issuer

By:


LINO P. VICTORIOSO, JR.

Chief Financial Officer,
Chief Information Officer and
Compliance Officer
November 11, 2024

EXHIBIT 1

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2024 and DECEMBER 31, 2023
(Amounts in thousand Philippine Pesos)

	September 30, 2024 <i>(Unaudited)</i>	December 31, 2023 <i>(Audited)</i>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	P 3,182,882	P 3,717,470
Trade and other receivables - net	10,244,935	9,697,626
Contract assets	2,925,241	2,534,012
Advances to related parties	5,844,271	5,467,534
Real estate inventories	21,034,585	20,625,101
Prepayments and other current assets	<u>1,259,366</u>	<u>1,258,346</u>
Total Current Assets	<u>44,491,280</u>	<u>43,300,089</u>
NON-CURRENT ASSETS		
Trade and other receivables - net	2,990,083	3,411,570
Contract assets	336,296	207,184
Financial asset at fair value through other comprehensive income (FVOCI)	1,056,188	1,270,128
Advances to landowners and joint ventures	237,122	242,894
Investment in an associate	280,970	279,876
Property and equipment - net	150,656	160,858
Intangible assets - net	29,603	34,262
Investment property - net	566,068	587,082
Other non-current assets	<u>5,191</u>	<u>5,191</u>
Total Non-current Assets	<u>5,652,177</u>	<u>6,199,045</u>
TOTAL ASSETS	<u>P 50,143,457</u>	<u>P 49,499,134</u>

September 30, 2024
(Unaudited)

December 31, 2023
(Audited)

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Interest-bearing loans and borrowings	P	200,000	P	200,000
Trade and other payables		2,794,740		2,558,734
Customers' deposits		4,728,839		5,140,776
Advances from related parties		6,340,363		6,061,737
Contract liabilities		106,833		96,357
Other current liabilities		<u>1,067,001</u>		<u>1,042,240</u>

Total Current Liabilities 15,237,776 15,099,844

NON-CURRENT LIABILITIES

Interest-bearing loans and borrowings		500,000		650,000
Contract liabilities		195,854		160,409
Retirement benefit obligation		159,046		153,999
Deferred tax liabilities - net		<u>2,228,184</u>		<u>2,071,286</u>

Total Non-current Liabilities 3,083,084 3,035,694

Total Liabilities 18,320,860 18,135,538

EQUITY

Equity attributable to Parent Company's shareholders		29,043,323		28,579,324
Non-controlling interest		<u>2,779,274</u>		<u>2,784,272</u>

Total Equity 31,822,597 31,363,596

TOTAL LIABILITIES AND EQUITY

P 50,143,457 **P** 49,499,134

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023
(Amounts in thousand Philippine Pesos, except earnings per share)
(Unaudited)

	July to Sept 2024	Jan to Sept 2024	July to Sept 2023	Jan to Sept 2023
REVENUES				
Real estate sales	P 811,027	P 2,855,980	P 896,377	P 2,997,325
Finance income	143,538	413,750	111,710	308,972
Equity share in net earnings of an associate	281	1,095	89	138
Commissions and other income	<u>266,350</u>	<u>549,567</u>	<u>149,780</u>	<u>376,015</u>
	<u>1,221,196</u>	<u>3,820,392</u>	<u>1,157,956</u>	<u>3,682,450</u>
COST AND EXPENSES				
Cost of real estate sales	434,019	1,642,824	570,449	1,769,357
Finance costs	116,276	330,889	111,274	308,410
Operating expenses	439,946	1,056,291	255,608	831,801
Income taxes	<u>54,761</u>	<u>199,203</u>	<u>55,156</u>	<u>193,249</u>
	<u>1,045,002</u>	<u>3,229,207</u>	<u>992,487</u>	<u>3,102,817</u>
NET PROFIT	<u>176,194</u>	<u>591,185</u>	<u>165,469</u>	<u>579,633</u>
OTHER COMPREHENSIVE INCOME (LOSSES)				
Fair value gains (losses) on financial asset at FVOCI	<u>81,072</u>	<u>(213,940)</u>	<u>(123,860)</u>	<u>47,292</u>
TOTAL COMPREHENSIVE INCOME	<u>P 257,266</u>	<u>P 377,245</u>	<u>P 41,609</u>	<u>P 626,925</u>
Net profit (loss) attributable to:				
Parent company's shareholders	P 177,791	P 596,183	P 165,490	P 579,679
Non-controlling interest	<u>(1,597)</u>	<u>(4,998)</u>	<u>(21)</u>	<u>(46)</u>
	<u>P 176,194</u>	<u>P 591,185</u>	<u>P 165,469</u>	<u>P 579,633</u>
Total comprehensive income (loss) attributable to:				
Parent company's shareholders	P 258,863	P 382,243	P 41,630	P 626,971
Non-controlling interest	<u>(1,597)</u>	<u>(4,998)</u>	<u>(21)</u>	<u>(46)</u>
	<u>P 257,266</u>	<u>P 377,245</u>	<u>P 41,609</u>	<u>P 626,925</u>
Earnings Per Share				
Basic		<u>P 0.041</u>		<u>P 0.039</u>
Diluted		<u>P 0.041</u>		<u>P 0.039</u>

EXHIBIT 3

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023
(Amounts in thousand Philippine Pesos)
(Unaudited)

	September 30, 2024	September 30, 2023
CAPITAL STOCK	P 14,803,455	P 14,803,455
ADDITIONAL PAID-IN CAPITAL	4,307,888	4,307,888
TREASURY SHARES	(102,107)	(102,107)
REVALUATION RESERVES		
Balance at beginning of period	547,625	701,654
Net unrealized fair value gains (losses) on financial assets at FVOCI	<u>(213,940)</u>	<u>47,292</u>
Balance at end of period	333,685	748,946
OTHER RESERVES	(292,118)	(292,118)
RETAINED EARNINGS	9,992,520	9,128,475
NON-CONTROLLING INTEREST	<u>2,779,274</u>	<u>2,792,070</u>
TOTAL EQUITY	P <u><u>31,822,597</u></u>	P <u><u>31,386,609</u></u>

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023
(Amounts in thousand Philippine Pesos)
(Unaudited)

	September 30, 2024	September 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before tax	P 790,388	P 772,882
Adjustments for:		
Depreciation and amortization	40,666	32,456
Finance costs	330,889	308,410
Finance income	(413,750)	(308,972)
Equity in net income of an associate	(1,095)	(138)
Operating income before working capital changes	747,098	804,638
Net changes in operating assets and liabilities		
Increase in current and non-current assets	(996,058)	(1,284,354)
Increase (Decrease) in current and non-current liabilities	(91,047)	964,099
Cash from (used in) operations	(340,007)	484,383
Interest received	32,603	10,062
Cash paid for income taxes	(69,071)	(53,563)
Net Cash From (Used In) Operating Activities	(376,475)	440,882
CASH FLOWS FROM INVESTING ACTIVITIES	53,304	36,130
CASH FLOWS USED IN FINANCING ACTIVITIES	(211,417)	(170,480)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(534,588)	306,532
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	3,717,470	3,437,787
CASH AND CASH EQUIVALENTS AT END OF PERIOD	P 3,182,882	P 3,744,319

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Amounts in Philippine Pesos)
(Unaudited)

1. CORPORATE INFORMATION

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

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

1.1 Composition of the Group

As of September 30, 2024, the Company holds ownership interests in the following entities:

<u>Subsidiaries/ Associate</u>	<u>Explanatory Notes</u>	<u>Percentage of Ownership</u>
Subsidiaries:		
Eastwood Property Holdings, Inc. (EPHI)	(a)	100%
Valle Verde Properties, Inc. (VVPI)	(b)	100%
Sherman Oak Holdings, Inc. (SOHI)	(b)	100%
Empire East Communities, Inc. (EECI)	(c)	100%
20 th Century Nylon Shirt Co., Inc. (20 th Century)	(d)	100%
Laguna BelAir Science School, Inc. (LBASSI)	(e)	72.50%
Sonoma Premier Land, Inc. (SPLI)	(b)	60%
Pacific Coast Megacity, Inc. (PCMI)	(f)	40%
Associate –		
Gilmore Property Marketing Associate, Inc. (GPMAI)	(b)	47%

Explanatory Notes:

- (a) Subsidiary incorporated to market real estate properties of the Group and other related parties.
- (b) Subsidiaries/associate incorporated in prior years but have not yet started commercial operations as of September 30, 2024.
- (c) Subsidiary incorporated in 2008 but ceased its operations as a marketing arm of real estate properties in 2014.
- (d) Subsidiary acquired in 2015 which is yet to resume its operations, which is primarily to manufacture, distribute, and buy and sell wearing apparel and its accessories such as zipper, buttons, etc.
- (e) Subsidiary primarily engaged in operating a school for primary and secondary education. In 2022, the subsidiary ceased its operations.
- (f) Subsidiary of the Company starting 2018 when the Company obtained de facto control over the entity and was accounted for under the pooling-of-interest method.

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

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

In prior years, the Company increased its ownership interest in VVPI and LBASSI, resulting in 100% and 72.50% ownership interest, respectively, over the respective subsidiaries. This resulted in the recognition of goodwill which amounted to Php 78.3 million and shown as part of Intangible Assets – net account in the interim consolidated statements of financial position. In 2023, the Group recognized an impairment loss on the goodwill of LBASSI amounting to Php 77.3 million.

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

The Company's registered office address is located at 2nd Floor of Kasara Urban Resort Residences Tower 2, P. Antonio St., Barangay Ugong, Pasig City. Megaworld's registered office address is located at 30th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City. AGI's registered office is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City. These entities' registered office addresses are also their respective principal places of business.

2. BASIS OF PREPARATION OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

These interim consolidated financial statements of the Group for the nine months ended September 30, 2024 and 2023 have been prepared in accordance with Philippine Accounting Standard (PAS) 34: Interim Financial Reporting. These do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the annual consolidated financial statements of the Group as at and for the year ended December 31, 2023. The interim consolidated financial statements have been prepared using the measurement bases specified by the Philippine Financial Reporting Standards (PFRS).

The Group has availed of several financial reporting reliefs granted by the SEC in relation to the implementation issues of PFRS 15, under Memorandum Circular (MC) No. 14-2018, MC No. 3-2019, MC No. 4-2020, and MC No. 34-2020. In accordance with MC No. 08-2021, *Amendment to SEC MC No. 14-2018, MC No. 03-2019, MC No. 04-2020, and MC No. 34-2020 to Clarify Transitory Provision*, the Group opted to avail of the following financial reliefs, with the descriptions of the implementation issues and their qualitative impacts to the consolidated financial statements, until the end of the deferment period as provided under the relevant MC.

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

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

As at September 30, 2024, the Group adopted the IFRIC agenda decision using the modified retrospective approach. The Group recognized the impact of the change against the beginning retained earnings in 2024 amounting to Php 81.8 million. The impact to the comparative accounts are the increase in current assets amounting to Php 109.0 million and non-current liabilities amounting to Php 27.2 million.

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

PFRS 15 requires that in determining the transaction price, an entity shall adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. There is no significant financing component if the difference between the promised consideration and the cash selling price of the good or service arises for reasons other than the provision of finance to either the customer or the entity, and the difference between those amounts is proportional to the reason for the difference. Further, the Group does not need to adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception that the timing difference of the receipt of full payment of the contract price and that of the completion of the project, are expected within one year and significant financing component is not expected to be significant.

As at September 30, 2024, the Group adopted the guidelines of the Financial Reporting Reliefs granted by the SEC. It assessed and has determined that the impact on the existing contracts is not material for the years presented and the beginning balance of retained earnings. Consequently, no adjustments have been made relative to the adoption. The Group will continue to assess new contracts to determine if the significant financing component is material and for recognition.

The preparation of interim consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

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

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

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

3.1 Critical Judgments in Applying Accounting Policies

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

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

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

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

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

(b) Evaluation of Timing of Satisfaction of Performance Obligations

(i) Real Estate Sales

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

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

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

(ii) Marketing, Management Fees and Commission

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

(c) Estimation of Collection Threshold for Revenue Recognition

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

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

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

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

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

Details about the ECL on the Group's Trade and Other Receivables, Contract Assets and Advances to Related Parties are disclosed in Notes 9.2.

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

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

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately.

If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as Investment Property. The Group considers each property separately in making its judgment.

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

(f) Distinction Between Real Estate Inventories and Investment Property

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

(g) Distinction Between Operating and Finance Leases

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

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

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

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

(i) Recognition of Provisions and Contingencies

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

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

Judgement is exercised by management to distinguish between provisions and contingencies.

3.2 Key Sources of Estimation Uncertainty

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

(a) Revenue Recognition for Performance Obligation Satisfied Over Time

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

(b) Estimation of Allowance for ECL

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of counterparties defaulting and the resulting losses).

(c) Determination of Net Realizable Value of Real Estate Inventories

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

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

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

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

Based on management's assessment as at September 30, 2024 and December 31, 2023, there is no change in estimated useful lives of Property and Equipment, Intangible Assets and Investment Properties during those periods. Actual results, however, may vary due to changes in estimates brought about by changes in the factors mentioned above.

(e) Determination of Realizable Amount of Deferred Tax Assets

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the balance of deferred tax assets recognized as at September 30, 2024 and December 31, 2023 will be utilized in the succeeding years.

(f) Impairment of Goodwill and Other Non-financial Assets

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

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

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

Based on management's assessment, impairment loss amounting to Php 77.3 million on goodwill has been recognized since the recoverable amount of the cash generating units is less than their carrying amount in 2023.

No impairment losses were recognized on Advances to Landowners and Joint Ventures, Investment in an Associate, Property and Equipment, Intangible Assets, Investment Properties, and other non-financial assets as at September 30, 2024 and December 31, 2023.

(g) Valuation of Post-employment Defined Benefit

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

(h) Determination of Fair Value of Investment Properties

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

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

A significant change in these elements may affect prices and the value of the assets.

4. SEGMENT INFORMATION

4.1 Business Segments

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

4.2 Segment Assets and Liabilities

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

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

4.3 Intersegment Transactions

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

4.4 Analysis of Segment Information

The tables presented below present the revenue and profit information for the nine months ended September 30, 2024 and 2023, and certain asset and liability information regarding segments as at September 30, 2024 and December 31, 2023.

	High Rise Projects		Horizontal Projects		Total	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
REVENUES						
Real estate sales	P 2,759,734,211	P 2,725,688,013	P 96,245,417	P 271,636,662	P 2,855,979,628	P 2,997,324,675
Finance income	20,765,385	9,265,446	1,803,448	627,497	22,568,833	9,892,943
Rental income	9,042,463	11,882,220	-	-	9,042,463	11,882,220
Commission and other income	375,010,087	195,849,213	21,663,503	4,142,245	396,673,590	199,991,458
Total Revenues	<u>3,164,552,146</u>	<u>2,942,684,892</u>	<u>119,712,368</u>	<u>276,406,404</u>	<u>3,284,264,514</u>	<u>3,219,091,296</u>
COSTS AND OPERATING EXPENSES						
Cost of real estate sales	1,592,664,956	1,626,205,462	50,158,684	143,151,395	1,642,823,640	1,769,356,857
Operating expenses	495,429,662	375,987,955	33,209,002	30,378,337	528,638,664	406,366,292
	<u>2,088,094,618</u>	<u>2,002,193,417</u>	<u>83,367,686</u>	<u>173,529,732</u>	<u>2,171,462,304</u>	<u>2,175,723,149</u>
SEGMENT OPERATING PROFIT						
	P <u>1,076,457,528</u>	P <u>940,491,475</u>	P <u>36,344,682</u>	P <u>102,876,672</u>	P <u>1,112,802,210</u>	P <u>1,043,368,147</u>
SEGMENT ASSETS AND LIABILITIES						
Segment assets	24,437,492,073	24,154,408,651	6,794,631,623	7,004,218,353	31,232,123,696	31,158,627,004
Segment liabilities	4,601,072,748	4,948,182,003	302,658,130	310,890,758	4,903,730,878	5,259,072,761

4.5 Reconciliations

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

	<u>September 30, 2024</u>	<u>September 30, 2023</u>
Revenues		
Total segment revenues	P 3,284,264,514	P 3,219,091,296
Other unallocated revenues	536,126,893	463,358,068
Revenues as reported in the interim consolidated statements of comprehensive income	<u>P 3,820,391,407</u>	<u>P 3,682,449,364</u>
Profit or loss		
Segment operating profit	P 1,112,802,211	P 1,043,368,147
Other unallocated income	536,126,893	463,358,068
Other unallocated expenses	(1,057,743,923)	(927,094,264)
Net profit as reported in the interim consolidated statements of comprehensive income	<u>P 591,185,181</u>	<u>P 579,631,951</u>
Assets		
Segment Assets	P 31,232,123,696	P 31,158,627,004
Unallocated Assets	18,911,334,655	18,340,507,291
Total assets as reported in the interim consolidated statements of financial position	<u>P 50,143,458,351</u>	<u>P 49,499,134,295</u>
Liabilities		
Segment Liabilities	P 4,903,730,878	P 5,259,072,761
Unallocated Liabilities	13,417,130,592	12,876,465,276
Total liabilities as reported in the interim consolidated statements of financial position	<u>P 18,320,861,470</u>	<u>P 18,135,538,037</u>

5. EQUITY

5.1 Capital Stock

Capital stock as of September 30, 2024 and December 31, 2023 consists of:

	<u>No. of Shares</u>		<u>Amount</u>
Common shares – P1 par value			
Authorized	<u>31,495,200,000</u>	P	<u>31,495,200,000</u>
Issued	14,803,455,238	P	14,803,455,238
Treasury shares – at cost	(127,256,071)		(102,106,658)
Total outstanding	<u>14,676,199,167</u>		<u>14,701,348,580</u>
Preferred shares – P1 par value			
Authorized	<u>2,000,000,000</u>	P	<u>2,000,000,000</u>

Megaworld has 81.73% ownership interest in the Group as of September 30, 2024 and December 31, 2023.

The Series B preferred shares are nonredeemable, convertible into common shares and are nonvoting. The shares have zero coupon rates and shall not be entitled to dividends. The Series B preferred shares shall be convertible to common shares any time after the end of the 18 months from the implementation date, May 29, 1998, as defined in the subscription agreements. There are no subscribed and issued preferred shares as of September 30, 2024 and December 31, 2023.

On April 24, 1996, the SEC approved the listing of the Group's shares totaling 425,000,000. The shares were issued at an offer price of Php 12.90 per share.

5.2 Additional Paid-in Capital

The additional paid-in capital (APIC) pertains to the excess of the total proceeds received from the Group's shareholders over the total par value of the common shares. There were no movements in the Group's APIC accounts for the end of the reporting periods.

5.3 Treasury Stock

On March 23, 2006, the Company's BOD authorized the buy-back of up to Php 1.0 billion worth of Group's shares of common stock within a 24-month period under certain terms and conditions as the Group's senior management may deem beneficial to the Group and its stockholders.

As of September 30, 2024 and December 31, 2023, the Group's treasury shares amounted to Php 102.1 million, representing the cost of 127,256,071 shares reacquired by the Company.

5.4 Revaluation Reserves

Revaluation reserves of the Group are composed of re-measurements on its retirement benefit obligation and fair value movements of the Group's financial assets at FVOCI.

5.5 Other Reserves

Other reserves of the Group pertain to the difference between the fair value of consideration paid and the relevant share in the carrying value of the net assets of PCMI as a result of obtaining de facto control over PCMI in 2018 and any subsequent change in ownership interest in the subsidiary.

5.6 Retained Earnings

Retained earnings are restricted in the amount of Php 102.1 million representing the cost of 127,256,071 shares held in treasury as of the end of the reporting periods.

6. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profits attributable to Parent Company's shareholders divided by the weighted average number of shares in issue during the period.

Basic and diluted earnings per share amounts were computed as follows:

	<u>September 30, 2024</u>	<u>September 30, 2023</u>
Net profit attributable to Parent Company's shareholders	P 596,183,169	P 579,677,926
Number of issued and outstanding common shares	<u>14,676,199,167</u>	<u>14,676,199,167</u>
Basic and diluted earnings per share	<u>P 0.041</u>	<u>P 0.039</u>

Diluted earnings per share equal the basic earnings per share since the Group does not have dilutive shares as of September 30, 2024 and December 31, 2023.

7. COMMITMENTS AND CONTINGENCIES

There are commitments, guarantees, and contingent liabilities that arise in the normal course of operations of the Group, which are not reflected in the accompanying unaudited interim consolidated financial statements. The management of the Group is of the opinion that losses, if any, from these items will not have any material effect on its interim consolidated financial statements, taken as a whole.

In addition, there are no material off-balance sheet transactions, arrangements, obligations and other relationship of the Group with unconsolidated entities or other persons created during the reporting period.

8. SEASONAL FLUCTUATIONS

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

9. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which result from its operating, investing, and financing activities. Risk management is carried out by a central treasury department under policies approved by the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks to which the Group is exposed to are described below and on the succeeding pages.

9.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, and interest rate risk which results from both its operating, investing and financing activities.

(a) *Foreign Currency Risk*

There is no significant exposure to foreign currency risks since most of the Group's transactions are denominated in Philippine peso, which is its functional currency. The Group's financial asset denominated in foreign currency only pertains to Cash and Cash Equivalents. However, the amount is insignificant to the financial statements as of September 30, 2024 and December 31, 2023. The Group has no financial liabilities denominated in foreign currency.

(b) *Interest Rate Risk*

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. Long-term borrowings are therefore usually obtained and negotiated at fixed rates. However, as of September 30, 2024 and December 31, 2023, the Group has an outstanding long-term loan with a variable interest rate.

As of September 30, 2024 and December 31, 2023, the Group is only exposed to changes in market interest through its Cash and Cash Equivalents and other fixed rate borrowings, which are deemed by management to be not significant.

All other financial assets and liabilities have either short-term maturities, noninterest-bearing or are subject to fixed rates (e.g. related party advances).

(c) *Other Price Risk*

The Group's market price risk arises from its investments carried at fair value (classified as financial assets at FVOCI). It manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

For equity securities listed in the Philippines, the observed volatility rates of the fair values of the Group's investment held at fair value is determined based on the average market volatility in quoted prices, using standard deviation, estimated at 99% level of confidence. An average volatility of 5.4% and 9.0% has been observed during the period ending September 30, 2024 and December 31, 2023, respectively. The impact on the Group's interim consolidated other comprehensive income and interim consolidated equity would have increased or decreased by Php 56.84 million and Php 120.4 million as at September 30, 2024 and December 31, 2023, respectively.

The investments in quoted equity securities are considered long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilized in the Group's favor.

The Group is not subject to commodity price risk.

9.2 Credit Risk

The maximum credit risk exposure of the Group is the carrying amount of the financial assets and contract assets as shown on the face of the interim consolidated statements of financial position (or in the detailed analysis provided in the notes to the interim consolidated financial statements), as summarized on the succeeding page.

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Cash and cash equivalents	P 3,182,881,664	P 3,717,469,500
Trade and other receivables – net (excluding advances to suppliers and contractors, and advances to condominium associations)	10,370,964,417	9,798,369,760
Contract assets	3,261,537,076	2,741,196,068
Advances to related parties	<u>5,844,270,754</u>	<u>5,467,534,052</u>
	<u>P 22,659,653,911</u>	<u>P 21,724,569,380</u>

None of the Group’s financial assets are secured by collateral or other credit enhancements, except for Cash and Cash Equivalents, and Trade Receivables, as described below and on the succeeding page.

(a) *Cash and Cash Equivalents*

The credit risk for Cash and Cash Equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the Cash and Cash Equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of Php 0.5 million for every depositor per banking institution.

(b) *Trade and Other Receivables and Contract Assets*

Trade and other receivables (excluding Advances to suppliers and contractors and advances to condominium associations) and contract assets are subject to credit risk exposure. The Group, however, does not identify specific concentrations of credit risk with regard to Trade Receivables and Contract Assets, as the amounts recognized resemble a large number of receivables from various customers. The Group also retains the titles to the property until such time that the trade receivables are fully collected. Repossessed properties are offered for sale to other customers.

Credit risk of receivables from sale of real estate properties is managed primarily through credit reviews and analyses of receivables on a regular basis. The Group undertakes credit review procedures for all installment payment terms. Customer payments are facilitated through the use of post-dated checks. Exposure to doubtful accounts is not substantial as title to real estate properties are not transferred to the buyers until full payment of the amortization has been made and the requirement for remedial procedures is negligible considering the Group’s buyers’ profile.

The Group has used the simplified approach in measuring ECL and has calculated ECL based on lifetime ECL. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL at each reporting date. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rate is based on days past due of all customers as they have similar loss patterns. The credit enhancements such as advance payment and value of the real estate for sale are considered in the calculation of impairment as recoveries.

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

The management determined that there is no required ECL to be recognized since the real estate sold is collateralized to the related receivable arising from sale. Therefore, expected loss given default is nil as the recoverable amount from subsequent resale of the real estate is sufficient.

Other components of receivables such as rental receivables and others are also evaluated by the Group for impairment and assessed that no ECL should be provided. A significant portion of the Group's rental receivables are from Megaworld, wherein the impairment of receivables is assessed using the latter's ability to pay. The remaining rental receivables are secured to the extent of advance rental and rental deposit received from the lessees, which are on average equivalent to six months.

Some of the unimpaired trade receivables and other receivables, which are mostly related to real estate sales, are past due as at the end of the reporting period. The trade receivables that are past due but not impaired are as follows:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Not more than three months	P 220,687,589	P 190,494,813
More than three months but not more than six months	359,301,025	312,624,389
More than six months but not more than one year	384,956,104	340,066,126
More than one year	143,168,710	124,782,369
	<u>P 1,108,113,428</u>	<u>P 967,967,697</u>

(c) *Advances to Related Parties and Rent Receivable and Management Fee Receivable from Related Parties*

ECL for Advances to Related Parties, including rent and management fee receivables, are measured and recognized using the liquidity approach. Management determines possible impairment based on the related parties' ability to repay the advances upon demand at the reporting date taking into consideration the historical defaults from the related parties.

The Group does not consider any significant risks in the advances to other related parties with financial difficulty since Megaworld, whose credit risk for liquid funds is considered negligible, have committed to financially support these related parties as part of AGI and its long-term corporate strategy. As of September 30, 2024 and December 31, 2023, the aggregate impairment allowance on balances from Megaworld and other related parties is identified to be not material.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates are of good credit quality, including those that are past due.

9.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for 6-month and one-year periods are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at September 30, 2024 and December 31, 2023, the Group's financial liabilities have contractual maturities which are presented below.

	Within 12 months	After 12 months
<i>September 30, 2024</i>		
Interest-bearing loans and borrowings	P 258,333,333	P 556,510,417
Trade and other payables	2,634,591,643	-
Advances from related parties	6,340,363,486	-
Other current liabilities	1,055,454,470	-
	P 10,288,742,932	P 556,510,417
<i>December 31, 2023</i>		
Interest-bearing loans and borrowings	P 267,173,167	P 743,585,917
Trade and other payables	2,425,556,526	-
Advances from related parties	6,061,736,667	-
Other current liabilities	1,030,693,440	-
	P 9,785,159,800	P 743,585,917

The contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of each reporting period.

10. FAIR VALUE MEASUREMENT AND DISCLOSURES

10.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy is shown below and on the succeeding page.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

10.2 Financial Instruments Measured at Fair Value

As of September 30, 2024 and December 31, 2023, only the equity securities classified as financial assets at FVOCI in the interim consolidated statements of financial position is classified as Level 1. These securities were valued based on their market prices quoted in the PSE at the end of each reporting period. There were no other financial assets measured at fair value on these dates. Furthermore, the Group has no financial liabilities measured at fair value as of September 30, 2024 and December 31, 2023. There were no transfers between Levels 1 and 2 in both years.

10.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

Management considers that due to the short duration of these financial assets (except long-term receivables) and financial liabilities (except long-term interest-bearing loans) measured at amortized cost, their carrying amounts as of September 30, 2024 and December 31, 2023 approximate their fair value. Except for Cash and Cash Equivalents which are classified under Level 1, all other financial instruments are classified under Level 3 wherein inputs are not based on observable data.

The fair values of the financial assets and financial liabilities included in Level 3 which are not traded in an active market is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

10.4 Fair Value Measurement of Non-Financial Assets

The fair value of the Group's investment properties earning rental income was determined through discounted cash flows valuation technique done by a professionally qualified independent appraiser for one of the properties, and by management for the rest of the other investment properties. The Group uses assumptions that are mainly based on market conditions existing at each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are based on current market rentals for similar properties in the same location and condition.

11. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Capital components for cost of capital purposes include loans and borrowings, preferred stock, common equity and retained earnings. The Group may issue new shares and may prepay some of its interest-bearing loans. Furthermore, it intends to allocate its earnings and available cash in the acquisition and development of new/existing properties to ensure continuous business activities.

The Group monitors its capital gearing by measuring the ratio of interest-bearing loans and borrowings to total capital. The Group has complied with its covenant obligations, including maintaining the required debt-to-equity ratio as of September 30, 2024 and December 31, 2023.

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES

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

For the nine-month period ending 30 September 2024, the following are the top key performance indicators of the Group:

1) Real Estate Sales

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

2) Prudent Cash Management

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

3) Ability to Repay Loan Obligations

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

4) Continuous Customer Collections

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

RESULTS OF OPERATIONS

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

Review of 30 September 2024 versus 30 September 2023

During the nine-month period, the consolidated net profit amounted to Php 591.19 million, 2.0% higher than the previous year's net profit of Php 579.63 million. Consolidated revenues, composed of real estate sales, finance income, commissions, and other income, increased by 4.0% from Php 3.68 billion in 2023 to Php 3.82 billion in 2024.

Real Estate Sales

The Group reported Real Estate Sales of Php 2.86 billion and Php 3.00 billion for the nine months ended 30 September 2024 and 2023, respectively. The sales were derived from various projects, including Kasara Urban Resort Residences, Pioneer Woodlands, Covent Garden, The Paddington Place, The Rochester Garden, Mango Tree Residences, The Cambridge Village, Little Baguio Terraces, The Sonoma, and Greenhills Garden Square.

The Cost of Real Estate Sales amounted to Php 1.64 billion in 2024 and Php 1.77 billion in 2023, or 57.5% and 59.0% of Real Estate Sales for the nine months ended 30 September 2024 and 2023, respectively. The change was primarily due to the different composition of products sold during each period.

Gross Profit was Php 1.22 billion in 2024 and Php 1.23 billion in 2023, or 42.5% and 41.0% of Real Estate Sales, for the nine months ended 30 September 2024 and 2023, respectively. The gross profit margin varies depending on the product mix and the competitiveness of pricing.

Other Revenues

The Finance Income amounted to Php 413.75 million and Php 308.97 million for the nine months ended 30 September 2024 and 2023, respectively, and was derived mostly from in-house financing, short-term placements and various advances to related parties, which account for 10.8% and 8.4% of total revenues for 2024 and 2023, respectively.

Additional sources of revenue were commissions from a subsidiary, rentals of investment properties, and those obtained from other sources. Commission and other income totaling Php 549.57 million in 2024 and Php 376.01 million in 2023, representing 14.4% and 10.2% of total revenues for 2024 and 2023, respectively.

Operating Expenses

Operating Expenses posted an increase from Php 831.80 million in 2023 to Php 1.06 billion in 2024. Finance Cost posted an increase from Php 308.41 million in 2023 to Php 330.89 million in 2024.

FINANCIAL CONDITION

Review of 30 September 2024 versus 31 December 2023

Total Assets of the Group as of 30 September 2024 and 31 December 2023 amounted to Php 50.14 billion and Php 49.50 billion, respectively. Cash and Cash Equivalents decreased from Php 3.72 billion to Php 3.18 billion as of 31 December 2023 and 30 September 2024, respectively.

The Group remains liquid with Total Current Assets of Php 44.49 billion in 2024 and Php 43.30 billion in 2023, which accounted for 88.7% and 87.5% of the Total Assets as of 30 September 2024 and 31 December 2023, respectively. While Total Current Liabilities amounted to Php 15.24 billion and Php 15.10 billion as of 30 September 2024 and as of 31 December 2023, respectively.

Total Equity increased from Php 31.36 billion as of 31 December 2023 to Php 31.82 billion as of 30 September 2024 which is mainly due to the net profit for the period and the revaluation of equity investments.

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

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

Material Changes as of 30 September 2024 Interim Consolidated Financial Statements

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

- 14.4% decrease in Cash and Cash Equivalents
Mainly due to the full blast construction of various projects during the period.
- 19.0% increase in Contract Assets
Due to the progress in construction activities and sales recognized from uncompleted projects.
- 6.9% increase in Advances to Related Parties
Mainly due to interest on outstanding advances.
- 16.8% decrease in Financial assets at fair value through other comprehensive income
Due to the decline in the fair market value of shares held by a subsidiary.
- 6.3% decrease in Property and Equipment-net
Mainly due to depreciation expense for the period.
- 13.6% decrease in Intangible Assets
Pertains to amortization expense for the period.
- 9.2% increase in Trade and Other Payables
Primarily due to various payables to contractors and suppliers in relation to the construction activities for the period.
- 8.0% decrease in Customers' Deposits
Primarily due to recognized sales for the period.
- 17.6% decrease in Interest-bearing Loans and Borrowings
Due to principal repayment of loan..
- 17.9% increase in Contract Liabilities
Due to customer collections net of construction progress for some contracts.
- 7.6% increase in Deferred Tax Liabilities
Mainly due to the impact of the adaptation of IFRIC Agenda Decision on Overtime Transfer of Constructed Goods (PAS 23) for the Real Estate Industry.

- 39.1% decrease in Revaluation Reserve
Pertains to the decrease in the fair market value of the investment in shares of a subsidiary.

Statements of Comprehensive Income
(Increase or decrease of 5% or more versus 30 September 2023)

- 33.9% increase in Finance Income
Mainly due to the interest on the outstanding advances to related parties.
- 692.8% increase in Equity Share in Net Income of an Associate
Mainly due to the reported net income of an associate for the period.
- 46.2% increase in Commissions and Other income
Due to the increase in revenues from other related sources
- 7.3% increase in Finance Costs
Mainly due to interest on loans and advances from related parties.
- 27.0% increase in Operating Expenses
Mainly due to the increase in selling, administrative and other corporate expenses.

The Company earmarks P25.0 billion for capital expenditures over the next 5 years and is expected to be funded by collections, borrowings, and other sources.

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

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

The nature of all revenues and expenses disclosed in the unaudited interim statements of comprehensive income are business-related transactions that arose from the Group's continuing operations.

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

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

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

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

ACCOUNTS RECEIVABLE AGING

September 30, 2024

(Amounts in thousand Philippine Pesos)

1) Aging of Accounts Receivable

Type of Receivables	Total	Current / Not Yet Due	1-3 Months	4-6 Months	7 Months - 1 Year	Above 1 Year	Past due accounts & Items in Litigation
a) Trade Receivables	7,251,941	6,143,828	220,688	359,301	384,956	143,169	-
b) Other Receivables	5,983,077	5,983,077	-	-	-	-	-
Net Receivables	13,235,018						

2) Accounts Receivable Description

<u>Type of Receivables</u>	<u>Nature/Description</u>	<u>Collection Period</u>
a) Trade Receivables	Sale of residential units/lots	maximum of 10 years
b) Other Receivables	Advances to contractors/suppliers	1 to 2 years

3) Normal Operating Cycle: 3 to 15 years

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS AT SEPTEMBER 30, 2024 AND DECEMBER 31, 2023

	September 30, 2024	December 31, 2023
Current ratio	2.92	2.87
Quick ratio	1.07	1.06
Debt-to-equity ratio	0.58	0.58
Interest-bearing debt to total capitalization ratio	0.02	0.03
Asset-to-equity ratio	1.58	1.58
		September 30, 2023
Interest rate coverage ratio	339%	351%
Net profit margin	15.47%	15.74%
Return on assets	1.19%	1.21%
Return on equity/investment	1.86%	1.85%
Return on equity/investment of owners	2.05%	2.03%

LIQUIDITY RATIOS measure the business' ability to pay short-term debt.

Current ratio - computed as current assets divided by current liabilities

Quick ratio - computed as cash, marketable securities, accounts receivable divided by current liabilities

SOLVENCY RATIOS measure the business' ability to pay all debts, particularly long-term-debt.

Debt-to-equity ratio-computed as total liabilities divided by total equity.

Interest-bearing debt to total capitalization ratio-computed as interest-bearing debt divided by interest-bearing debt + shareholder's equity attributable to controlling interest.

ASSET-TO-EQUITY RATIOS measure financial leverage and long-term solvency.

It shows how much of the assets are owned by the company. It is computed as total assets divided by total equity.

INTEREST RATE COVERAGE RATIOS measure the business' ability to meet its interest payments.

It is computed as earnings before income tax and interest expense ("EBIT") divided by interest.

PROFITABILITY RATIOS

Net profit margin - computed as net profit divided by total revenues

Return on assets - net profit divided by average total assets

Return on investment - net profit divided by total shareholders' equity

Return on investment of equity owners - net profit attributable to owners of the parent divided by equity attributable to owners of the parent company