

COVER SHEET

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SEC Registration Number

**S T A . L U C I A L A N D , I N C . A N D S U B S I D I
A R I E S**

(Company's Full Name)

**P e n t h o u s e , B l d g . 3 , S t a . L u c i a E a
s t G r a n d M a i l l , M a r c o s H i g h w a y c o r
n e r I m e l d a A v e n u e , C a i n t a , R i z a l**

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

David M. Dela Cruz

(Contact Person)

681-7332

(Company Telephone Number)

2015

1 2 3 1
Month Day
(Fiscal Year)

1 7 - A
(Form Type)

0 6 1 7
Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

SEC

Dept. Requiring this Doc.

Amended Articles Number/Section

265
Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SEC Number: 031-050
File Number: _____

STA. LUCIA LAND, INC. AND SUBSIDIARIES

(Company's Full Name)

Penthouse Building 3, Sta. Lucia East Grand Mall,
Marcos Highway Cor. Imelda Ave., Cainta Rizal

(Company Address)

(632) 681-7332

(Telephone Number)

December 31, 2015

(Year Ending)

Annual Report – SEC Form 17-A

(Form Type)

(Amendments)

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A**

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

1. For the fiscal year ended December 31, 2015
2. Commission identification number 31050 3. BIR Tax Identification No. 000-152-291-000
4. Exact name of issuer as specified in its charter STA. LUCIA LAND, INC.
5. Province, country or other jurisdiction of incorporation or organization Republic of the Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office and Postal Code Penthouse, Bldg. III, Sta. Lucia East Grand Mall,
Marcos Highway cor. Imelda Ave., Cainta, Rizal 1900
8. Issuer's telephone number, including area code (02) 681-73-32
9. Former name, former address and former fiscal year, if changed since last report ZIPPORAH MINING &
INDUSTRIAL CORPORATION, 6th Flr., Sagittarius Bldg., H.V. de la Costa St,
Salcedo Village, Makati 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
<u>Common</u>	8,946,450,000

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 Common Stock

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 []

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PART I – BUSINESS AND GENERAL INFORMATION

ITEM 1: BUSINESS

Overview

Sta. Lucia Land, Inc. (the Registrant, the Company, or SLI) was incorporated in the Republic of the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on December 6, 1966 under the name Zipporah Mining and Industrial Corporation to engage in mining. On September 14, 1987, the Parent Company launched its Initial Public Offering where a total of 20,000,000 common shares were offered at an offering price of Php1.00 per share. On September 14, 1987, the Company launched its Initial Public Offering where a total of 20,000,000 common shares were offered at an offering price of Php1.00 per share. Subject to a restructuring program, the BOD of the Company approved on November 22, 1995 the offering of up to 1,000,000,000 shares of stock out of the increase in the authorized capital stock from Php50.00 million to Php2,000.00 million at a par value of Php1.00, to a group of investors led by Sta. Lucia Realty & Development, Inc. (SLRDI). This was subsequently approved and ratified by the stockholders in a Special Stockholders' Meeting on December 18, 1995. On December 18, 1995, the stockholders of the Company approved a number of changes in the corporate structure as part of its diversification scheme. These were:

1. The change of its name to Zipporah Realty Holdings, Inc.;
2. The increase in the number of directors from nine to 11;
3. The waiver of the pre-emptive rights over the future issuances of shares;
4. The change in the primary and secondary purposes, transposing the original primary purpose to secondary purpose from being a mining firm to a real estate company, the primary purpose of which is to acquire by purchase, lease, donation, or otherwise, and to own, use, improve, develop and hold for investment or otherwise, real estate of all kinds, improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances.
5. The change in the par value of its shares from Php0.01 to Php1.00; and
6. The increase in its authorized capital stock to Php2,000.00 million.

The first four changes were approved by the SEC on August 14, 1996 while the last two corporate acts were approved on January 22, 1997.

On June 15, 2007, the BOD approved the following resolutions and was ratified by the stockholders on July 16, 2007:

1. Change in Corporate name to Sta. Lucia Land, Inc.
2. Increase in authorized capital stock of the Company from Php2,000.00 million divided into 2,000,000,000 shares to Php16,000.00 million divided into 16,000,000,000 shares or an increase of Php14,000.00 million with a par value of Php1.00 per share.
3. Subscription of SLRDI of up to 10,000,000,000 shares out of the increase in the Company's authorized capital stock; and
4. SLRDI's subscription to such shares shall be at par value, and the consideration for which shall be the assignment and transfer by SLRDI to the Company of assets acceptable to the Company at a reasonable discount on the fair market value of such assets. The fair value market value was determined by independent professionally qualified appraisers. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and knowledgeable, willing seller in an arm's length transaction at the date of valuation.

The above resolutions were ratified by the Company's shareholders on July 16, 2007.

- a) On December 8, 2007, the Company and the SLRDI executed various deeds of assignment wherein SLRDI assigned all its rights, title and interest to certain properties consisting of investment properties (Sta. Lucia East Grand Mall) amounting to Php4,710.00 million and certain parcels of land amounting to Php6,018.50 million and assumption of mortgage in the investment properties of Php723.60 million. The investments of the SLRDI through the said assignment of various properties, net of mortgage assumed, were recognized as additional outstanding shares of Php10,000.00 million.

The Company is listed on the PSE under the ticker “SLI”.

In 2013, the Company decided to establish two (2) wholly-owned subsidiaries, Sta. Lucia Homes, Inc. and Santalucia Ventures, Inc., to handle housing construction and the marketing, operation and development of the Company’s projects, respectively.

On July 08, 2014, the Company and the SLRDI executed a deed of assignment of shares of stock wherein the parties agreed as follows:

1. The previous assignment by SLRDI of Saddle and Clubs Leisure Park is rescinded.
2. SLRDI transfers 3,000 million shares of the Company in favor of the latter as full payment for the Php1,801.11 million advances to the former.

In 2014, 2,250 million shares covering Php900.00 million of advances were issued back by SLRDI to the Company and formed part of the Company’s treasury shares. This decreased the outstanding shares of the Parent Company from 10,796.45 million in 2013 to 8,546.45 million in 2014.

On December 22, 2015, the Company sold 400 million shares which increased the outstanding shares to 8,946.45 million in 2015.

As of December 31, 2015, the Company is 83.28% owned by SLRDI.

Business

The Company has been able to establish a track record in horizontal residential developments, where the Company has historically derived a substantial portion of its revenues. The Company has continued to expand its horizontal developments which continue to be its core business and begun to diversify into vertical developments, housing construction, and marketing services. In line with its strategy of increasing recurring income, the Company has also begun to expand its mall operations through the opening of its expansion mall in 2014 and conversion of some of its portfolio of commercial lots for sale into commercial lots for lease. The Company conducts its business via the following main operating segments, further broken down as follows:

1. Residential Projects

a. Horizontal Developments

i. Residential Lots

These projects consist of residential lots for sale in gated subdivisions complete with facilities and amenities. The Company begins developing identified land for marketing and selling to customers. These projects involve minimal construction works. Typical features developed by the Company for these residential communities include an entrance gate, guard house, landscaped entry statement, community clubhouse, basketball court, swimming pool, wide concrete road network, paved sidewalks with concrete curbs and gutters, centralized interrelated water system, underground drainage system, and electric system. Average selling prices per unit ranges from Php480,000 to Php5,350,000. Required downpayments are usually 15% to 20%, payable in 6 months to 1 year.

b. Vertical Developments

i. Townhouses

Townhouse projects are comprised of residential housing units where independent and identical houses are found adjacent to each other, with a row sharing one or two house walls. These projects have higher development costs, are built on smaller land areas (6 to 7 h.a.), and are developed in phases. The next phase is only developed once the previous phase is sold out. The Company has one ongoing having an average price of Php5,350,000. Downpayments of 15% to 20% are usually required, payable in 6

months up to 2 years. Balance of 80% is paid through installment with interest rates ranging from 14% to 16% with average term of 1 to 10 years.

ii. Condominiums

The condominium projects of the Company are located in strategic locations near existing horizontal developments. The Company has completed four (4) residential condominiums since year 2007 while it currently has one (1) ongoing condominium project, the Neopolitan Condominium in Fairview, Quezon City. The usual required downpayment ranges from 15% to 20%, payable in 2 to 3 years. Balance of 80% is paid through installment with interest rates ranging from 14% to 16% with average term of 1 to 10 years.

iii. Condotels

Condotel projects are condominium units being sold to individual buyers but are managed and operated as a hotel. There is an option for the unit buyers to purchase a condominium unit or a Condotel unit. A Condotel unit will be placed under a rental program initially for 15 years where it is rented out like a typical hotel room. An experienced management company, with common shareholders and directors as SLI, handles all operations, maintenance, and management of the units under the rental program. Rental income from the units is shared between the Company and the unit owners, where the Company usually receives at least 30% of net rental income. The Condotel buyer is not offered any guaranteed return on the rental of this condominium unit or even that it will be leased out at all. Average selling prices per unit range from Php72,000 to Php90,000 per sqm. with required downpayments of 20%, payable in two to three years while the balance can be paid in five to ten years. In addition, under the Company's revenue sharing program, unit owners get 30 complimentary room nights per year which are transferrable across all the Company's hotels and Condotels in the Philippines.

2. Commercial Properties

a. Mall

Existing Mall

The SLEGM is a comprehensive commercial, entertainment, and leisure facility with a full range department store, supermarket, movie theater, fast food chains, bookstore, specialty boutiques for clothing, accessories, telecommunication, and hobby stores. The SLEGM is comprised of three four-storey buildings with a GFA of 180,000 sq.m and is located at Marcos Highway cor. Felix Ave., Cainta, Rizal. The current mall has a 115,492 sqm. gross leasable space of which 110,121 sqm. or 95.35% are being leased to 453 tenants. This business serves to complement the needs of the residential communities that the Company has built in the cities of Pasig, Marikina, and in the various towns of the Rizal province.

Expansion Mall

The expansion mall of the Company called Il Centro opened in 2014 and is comprised of a three-storey building with a GFA of 50,000 sqm. and a net leasable area of 12,600 sqm. The mall has a 20,000 sqm. parking to cater to residential and mall clients.

Principal Tenants

The Company's diverse mix of tenants includes those engaged in the business of services, retail, leisure, food, apparel, and novelty. The Company's significant tenants include the following:

- Services: BDO Unibank, David's Salon, Bench Fix Salon, Ricky Reyes
- Retail: Abenson, CD-R King, National Bookstore
- Leisure: Worlds of Fun, Sta. Lucia Cinema, Sta Lucia Bowling
- Food: Bonchon, Dunkin Donuts, Jollibee, Mang Inasal, Starbucks
- Apparel: Bench, Folded and Hung, Giordano, Lee, Converse
- Novelty: Comic Alley, Blue Magic, Papemelroti

Aside from the tenants mentioned above, the SLEGM also has major tenants controlled by or in which one or more of the Group's shareholders have a significant interest. These include Home Gallery, Planet Toys, SLE

Cinema, and SLE Bowling. The top 3 business activities taking up the Company's leasable area are services, leisure, and retail. In terms of contribution to rental income, retail activities contribute the majority to the Company's rental income, followed by service and food activities.

Lease Terms

The lease payments that the Company receives from its retail tenants are usually based on a combination of fixed and/or variable payments. Rents are typically based on basic rental fee per sqm. in addition to a turnover component of 1.5% to 8% of gross sales, subject to a monthly minimum rental fee per sqm. and annual escalation rates. Tenants are also usually charged air conditioning, common use service areas, pest control, electricity, and marketing support fees. Lease terms range from one month to five years with renewal clauses.

Management of the Mall

Management and operation of the malls, including planning, development, tenant mix preparation, budgeting, maintenance, engineering, security, leasing, marketing, promotions, billing, and collections are handled by Sta. Lucia East Commercial Corporation ("SLECC"), a related company owned by the shareholders of the Group. Beginning October 1, 2014, all lease payments from the mall tenants are now paid to and in the name of the Company. SLECC continues to provide management and operations services for the SLEGM and will receive management fees equivalent to a fixed percentage of revenues. The Company's board of directors approved the implementation of this new arrangement effective October 1, 2014. The Company believes that this move can be expected to improve the Company's lease revenues.

b. Commercial Lots

A portion of the Company's revenues also come from sales of commercial lots. In 2013, the Company converted some of its commercial lots for sale into commercial lots for lease. The commercial properties of the Company are complementary to existing residential projects and are being offered to existing established retail partners. There are a total of 323 commercial lots covering 33.93 h.a. adjacent to the Company's projects nationwide. There is an allocation for an average commercial space ranging from 300 to 2,000 sqm. in majority of the Company's projects. The Company intends to expand its retail portfolio by offering these commercial properties via 3 main options: (i) outright sale of the commercial lots, (ii) lease of the commercial lot to retailers, and (iii) building of the Company's own malls in these commercial properties and leasing it to retailers.

3. Services

a. Housing / Construction

The Company has recently ventured into housing construction services through its wholly-owned subsidiary, SLHI. In addition to "build-and-sell", the Company's business model will focus on the provision of access to and assistance in connection with general construction services to its lot buyers. SLHI began operating in 2014 in order to service the needs of lot buyers who would like to have their own house constructed on their previously bought lots but are not familiar with the process (i.e. securing permits, construction, accessing financing, etc.) and with assurance of reliability from an established brand name. The price of the house construction services range from Php22,500 per sqm. to Php28,000 per sqm. Payment terms require a 20% downpayment that is payable up to 6 months, with the balance payable up to 10 to 15 years through bank financing.

b. Marketing

The Company is currently conducting marketing services through its subsidiary SVI as well as through five other third party sbrokers.

c. Sale on installment

Around 90% of the Company's customers avail of the sale on installment facilities with interest rates ranging from 14% to 16% per annum and a 20% downpayment with the balance payable from 5 to 10 years.

Subsidiaries

On January 9, 2013, the Parent Company filed an application with SEC for the incorporation of one of its wholly owned subsidiary Sta. Lucia Homes, Inc. (SLHI), the primary purpose of which is to construct, develop, improve, mortgage, pledge and deal with residential structure for lot buyers of the Group. The Parent Company received an approval on February 20, 2013.

On January 31, 2013, the Parent Company also filed an application with SEC for the incorporation of another wholly owned subsidiary Santalucia Ventures Inc. (SVI), whose primary purpose is to market, operate, manage, develop, improve, dispose, mortgage, pledge and deal with residential structure for lot buyers of the Group. Such application was approved by SEC on April 5, 2013.

Employees/Officers

As of December 2015, the Registrant has the following numbers of employees/officers including:

NO.	DEPARTMENT	REGULAR EMPLOYEES	CONTRACTUAL
1	OFFICE OF THE EVP/CFO	1	
2	ADMINISTRATION	2	
3	ACCOUNTING	11	
4	SALES AND MARKETING	11	1
5	PROJECT DEVELOPMENT	4	
6	PURCHASING	3	
7	FINANCE/CREDIT RISK MANAGEMENT	3	1
8	MANAGEMENT INFORMATION SYSTEM	4	4
9	TREASURY	4	
10	COLLECTION	14	
11	CORPORATE PLANNING	2	
12	HUMAN RESOURCES	1	
13	LEGAL **		1
14	SPECIAL PROJECTS	3	
15	HOMES	1	
	TOTAL	64	7

** Consultant

There are no current labor disputes or strikes against the Registrant, nor have there been any labor disputes or strikes against the Registrant in the past nine (9) years.

The Company has provided a mechanism through which managers and staff are given feedback on their job performance, which it believes will help to ensure continuous development of its employees. The Company also provides managers, supervisors and general staff the opportunity to participate in both in-house and external training and development programs which are designed to help increase efficiency and to prepare employees for future assignments.

Major Risks

Various risk factors will affect SLI's results of operations may it be in the result of economic uncertainty and political instability.

The Philippines as one of the countries in Asia that were not directly affected by the crisis showed a better position for market enhancement. Despite the fact that inflation is continuously affecting the world market, the Philippines manages to offset the augmented prices of goods and services with the increase in local & foreign investment as well as the Overseas Filipino Workers (OFW) remittances continued to be constant. Given the skilled labor in the Philippines, which is at par with international standards, jobs were actually created in the country. The steady rise of employment in this industry contributed to the increase in consumer spending, which is one of the strongest stimuli for economic growth. In addition, local and foreign investors were driven by the new Aquino administration which showed a positive outcome for investors.

As for the real estate industry in the Philippines, the country still experienced a stable market demand for 2015. This is due to the common object of OFW's which to have their own property. Based on SLI's sales report, it has always been a significant number of OFW who purchased properties. Also, there have been foreign investors who invested in properties in the country due to our low cost of living. The Philippines is likewise seen as a country with great economic potential by our neighboring countries in Asia.

The Philippines has from time to time experienced severe political and social instability. The Philippine Constitution provides that, in times of national emergency, when the public interest so requires, the Government may take over and direct the operation of any privately owned public utility or business. In the last few years, there were instances of political instability, including public and military protests arising from alleged misconduct by the previous administration.

Politics has been a major risk in the Philippines since it has a negative image in political disorder which is largely due to corruption and unstable development. Also, the country's high debt to financial institutions affects all business sectors and has become a major factor to consider. Nevertheless, the Philippine government has its new hope for 2015 and the residual years through the Aquino administration. It would be a challenge for the government to act on the risk factors threatening the Philippine economy.

Other than those mentioned above, the Company may also be exposed with the changes in Peso, interest rates and costs in construction. However, the Company adopted appropriate risk management procedures to lessen and address the risks it faces.

Description of Market/Clients

The Company has now expanded its target market to include clients with different professions and living statuses, coming from all segments of society.

The Company's main target markets are the OFWs and middle class. A major percentage of the Company's number of units sold come from OFWs and their families, 15% come from SME business owners, and 15% come from middle class employees.

Real Property Development

The following properties as mentioned above comprise the assets of the Registrant as part of the capital infusion from SLRDI:

Residential and Commercial Properties

Alta Vista de Subic

Alta Vista de Subic is a residential property located in Subic, Zambales. It sits on a 22,308 sq. m. area, with 68 lots for sale.

Alta Vista Residential Estate and Golf Course

Alta Vista Residential Estate and Golf Course is a residential property located in Cebu City. It sits on a 25,450 sq. m. area, with 36 lots for sale.

Caliraya Spring

Caliraya Spring is a residential property located in Laguna. It sits on a 84,980 sq. m. area, with 120 lots for sale.

Costa Verde Cavite

Costa Verde Cavite is a residential property with housing projects located in Rosario, Cavite. It sits on a 10,005 sq. m. area, with 100 lots for sale.

Davao Riverfront

Davao Riverfront is a residential and commercial property located in Davao City. It has 11 residential lots for sale, which sits on a 2,170 sq. m. area. The property also has 100 commercial lots for sale, situated on a 81,889 sq. m. land.

Eagle Ridge

Eagle Ridge is a commercial property located in Cavite. It sits on a 69,042 sq. m. area, with 87 lots for sale.

Glenrose Park Carcar Cebu

Glenrose Park Carcar Cebu is a residential property with housing projects located in Cebu City. It sits on a 14,338 sq. m. area, with 179 lots for sale.

Greenwoods

Greenwoods is a commercial property located in Pasig City. It sits on a 6,665 sq. m. area, with 6 lots for sale.

Greenwoods South

Greenwoods South is a residential property with housing projects located in Batangas City. It sits on a 25,181 sq. m. area, with 125 lots for sale.

La Breza Tower

La Breza Tower is the planned 22-storey residential condominium to be built on the property on Mother Ignacia Ave. in Quezon City. The property area is 1,450 sq. m.

Lakewood City

Lakewood City is a residential property with housing projects located in Cabanatuan. It sits on a 107,087 sq. m. area, with 372 lots for sale.

Manville Royale Subdivision

Manville Royale Subdivision is a residential and commercial property located in Bacolod. It has 382 residential lots for sale, which sits on a 65,606 sq. m. area. The property also has 5 commercial lots for sale, situated on a 7,316 sq. m. land.

Metropolis Greens

Metropolis Greens is a residential property with housing projects located in General Trias, Cavite. It sits on a 19,785 sq. m. area, with 179 lots for sale.

Metropoli Residenza de Libis

Metropoli Residenza de Libis is a residential and commercial property located in Libis, Quezon City. It has 46 residential lots for sale, which sits on a 10,721 sq. m. area. The property also has 18 commercial lots for sale, situated on a 7,336 sq. m. land.

Monte Verde Royale

Monte Verde is a residential property with housing projects located in Taytay, Rizal. It sits on a 43,492.93 sq. m. area, with 202 lots for sale.

Neopolitan Garden Condominium

Neopolitan Garden Condominium is a residential condominium property located in Fairview, Quezon City. It sits on a 77,003 sq. m. area, with 48 lots for sale.

Palm Coast Marina Bayside

Palm Coast Marina Bayside is a commercial property located on Roxas Blvd., Manila. It sits on a 2,571 sq. m. area, with 2 lots for sale.

Palo Alto

Palo Alto is a residential property located in Tanay, Rizal. It sits on a 678,837 sq. m. area, with 1,115 lots for sale.

Pinewoods

Pinewoods is a residential property located in Baguio City. It sits on a 112,210 sq. m. area, with 71 lots for sale.

Pueblo Del Sol

Pueblo Del Sol is a residential property located in Tagaytay City. It sits on a 12,977 sq. m. area, with 44 lots for sale.

Rizal Technopark

Rizal Technopark is a commercial property located in Taytay, Rizal. It sits on a 25,112 sq. m. area, with 34 lots for sale.

Southfield Executive Village

Southfield Executive Village is a residential property with housing projects located in Dasmariñas, Cavite. It sits on a 28,359 sq. m. area, with 193 lots for sale.

South Pacific

South Pacific is a residential property with housing projects located in Davao City. It sits on a 150,095 sq. m. area, with 434 lots for sale.

Sta. Lucia East Grandmall

Sta. Lucia East Grandmall is a commercial property located in Cainta, Rizal. It sits on a 98,705 sq. m. area and is composed of three buildings.

Tagaytay Royale

Tagaytay Royale is a commercial property located in Tagaytay City. It sits on a 22,907 sq. m. area, with 9 lots for sale.

Vistamar Estates

Vistamar Estates is a residential and commercial property located in Cebu City. It has 86 residential lots for sale, which sits on a 32,086 sq. m. area. The property also has 13 commercial lots for sale, situated on a 20,299 sq. m. land.

The following are the Registrant's completed projects as of December 31, 2015 aside from the ones indicated above:

Sugarland Estates

Sugarland Estates is a residential property located in Trece Martires, Cavite with a saleable area of 72,377 sqm.

Splendido Tower 1

Splendido Tower 1 is a condominium project located in Laurel, Batangas and 22-Storey high.

La Breza Tower

La Breza Tower is a condominium project located in Mother Ignacia Street Quezon City with more than 250 units for sale.

La Mirada Tower

La Mirada Tower is a condominium project located in Lapu Lapu, Cebu.

Villa Chiara

Villa Chiara is a residential property located in Tagaytay City, Cavite with more than 34,000 sqm in area.

Grand Villas Bauan

Grand Villas Bauan is a residential subdivision located in Bauan Batangas.

Green Meadows Tarlac

Green Meadows Tarlac is a residential and commercial property which sits in Paniqui, Tarlac with more than 149,000 sq. m. in area.

Luxurre Residences

Luxurre Residences is a residential and commercial property located in Alfonso, Cavite.

East Bel Air 1

East Bel Air 1 is a condominium tower located in Cainta, Rizal.

Antipolo Greenland

Antipolo Greenland is a residential property located in Antipolo, Rizal with more than 20,000 sq. m. in area.

South Grove Davao

South Grove is a residential community located in Davao which is 3 km from the city proper. The community is designed with a clubhouse, basketball court, and swimming pool.

Sta. Lucia Residenze 1 - Monte Carlo

Sta. Lucia Residenze 1 - Monte Carlo is a 20-storey residential condominium located in Cainta, Rizal. It is an Italian inspired-tower purposely outlined in equilateral shape to preserve the scenic view of the city. It is located inside the SLEGM and will have 238 units available for sale.

Stradella (formerly East Bel-Air 2)

Stradella is a 6-storey residential and commercial condotel located in Cainta, Rizal. The project offers convenient urban living in a suburban and elegant contemporary setting. Located within the 1 h.a. residential and commercial complex called East Bel-Air, this project has 116 units available for sale.

Neopolitan Condominium 1

The Neopolitan Condominium is a 9-storey residential condominium located in Fairview, Quezon City. It is designed as a residential project at the center of buzzing city. It covers an area of 1.2 h.a. and will have 191 units available for sale.

Material Reclassification, Merger, Consolidation or Purchase or Sale of Significant Amount of Assets

The Registrant has sold the Ayala Property to Alphaland, Inc. in April 2008 for Php820 Million.

Business of Issuer

The Registrant's primary purpose is to deal, engage or otherwise acquire an interest in land or real estate development, whether in the Philippines or elsewhere, to acquire, purchase, sell, convey, encumber, lease, rent, erect, construct, alter, develop, hold, manage, operate, administer or otherwise deal in and dispose of, for itself or for others, for profit and advantage, residential, commercial, industrial, recreational, urban and other kinds of real property, such as horizontal and vertical developments as stated in its latest Amended Articles of Incorporation, as of 09 October 2007. Please refer to "Real Property Development" and "Development

Activities” sections for the detailed descriptions of the products that are and will be distributed by the Registrant.

Distribution Methods of the Products

The Company has at its disposal the expertise of six (6) different marketing arms, four (4) of whom work exclusively with the Sta. Lucia Group, namely: Royale Homes Marketing Corp., Orchard Property Marketing Corp., Mega East Properties, Inc., Fil-Estate, Asian Pacific, and Santalucia Ventures, Inc., which is a wholly-owned subsidiary of the Company. These marketing firms have a combined local and international sales force of over 120,000, with an extensive knowledge of local demographics. These marketing companies employ various media to promote the Company such as print advertisements in newspapers, online media (such as Facebook, Instagram, Youtube, Twitter), celebrity endorsers, and brokers.

Competition

The residential market is still a highly under-served market with the housing backlog projected to reach 5.6 million by 2030 (myproperty.ph). In this segment, the Company considers Vista Land and Filinvest Land, Inc. as its competitors. The Company believes that the strengths of these competitors lie in their larger landbank holdings and historically, their ability to access funding through the capital markets.

In order to effectively compete, the Company has long adopted the strategy of focusing on the provincial areas that are largely ignored and under-served by its bigger competitors whose projects have, until recently, been concentrated in the Metro Manila which is already congested and near saturation. SLI is present in ten regions across the country. The Company believes that sustained growth will come from the provinces and major cities outside of Metro Manila and have therefore prioritized establishing its presence there. The Company believes that its expertise and knowledge in these areas will prove significant as it continues to expand its property footprint in these largely under-served areas. The Company will continue using its sales force, targets a specific customer segment in specific geographic locations. Once identified, potential clients are reached through aggressive advertising and personalized sales services, including after sales support. Such services include assistance in documentation and facilitating access to credit. Its capability to reach out to different locations is made possible through its vast marketing channels, which, by sheer number of sales agents, was able to capture a good portion of the market. Its international offices also made it possible to move closer to markets it serves offshore. Open houses, discounts and promotion are some of the marketing tools the Company employs as part of its sales and marketing strategy.

With respect to the mall business, SM Prime and Robinsons Retail are considered as the main competitors of the Company. Although SLEGM was one of the first malls in the Cainta area, competition has emerged in recent years as new malls were developed by its peers. Despite this however, the Company continued to generate healthy cash flows, retain tenants and even engage newer ones. Its prime location, being located in a major intersection along a major thoroughfare, along with the variety of its affiliated and independent retailers which afford its customers more varied choices and the continuous improvements in both facilities and services have enabled SLEGM to hold its own in this highly competitive retail market.

Suppliers

The Registrant has a broad base of local suppliers and is not dependent on one or limited number of suppliers.

Customers

The Registrant has a broad market base including local and foreign individuals and does not have a customer who/which accounts for twenty percent (20%) or more of the Registrant’s sales.

Government Approvals/Regulations

The Registrant, as part of the normal course of business, secures various government approvals such as licenses to sell, development permits and the like.

Environmental Compliance

The Registrant has made efforts to meet and exceed all statutory and regulatory standards on environmental compliance in its normal course of business. In keeping with the Registrant's commitment to sustainable development, all projects are assessed for their environmental impact and, where applicable, are covered by an Environmental Compliance Certificate (ECC) issued by the Department of Environment and Natural Resources prior to construction or expansion. To date, the Registrant is compliant with relevant environmental regulations.

Transactions with Related Parties

The Group (SLRDI and SLI) in its regular conduct of business has entered into transactions with related parties. Parties are considered to be related if, among others, one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions, the parties are subject to common control or the party is an associate or a joint venture. Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed-upon by the parties.

The significant transactions with related parties follow:

- a. The Company, in the normal course of business, has transactions with its affiliated companies consisting of non-interest bearing advances for working capital requirements with no fixed repayment terms.
- b. Transactions and related receivables arising from the sale of lots to SLRDI. These lots were used by SLRDI to pay its suppliers as well as give incentives to its officers and shareholders.
- c. SLRDI has entered into a loan agreement with Rizal Commercial Banking Corporation (RCBC) and has a loan balance of Php285.88 million as of December 22, 2014. On the same date SLRDI and the Company entered into a memorandum of agreement whereby the Company shall assume the liability and the payment of SLRDI's financial obligation .
- d. Other transactions with the SLRDI include non-interest bearing cash advances for various charges to and from affiliated companies for reimbursements of expenses on gasoline consumption of service vehicles, repairs and maintenance, supplies, rentals for project exhibits and advertising/marketing costs.
- e. Monthly amortization payment from the buyers of the Group collected by SLRDI due to be remitted to the Company.
- f. In 2014, SLRDI sold to a third party a piece of real property located in Cansaga, Consolacion, Cebu for a consideration of Php102.51 million. SLRDI, through a memorandum of agreement, contracted the services of the Company for the management of the property, research on the market price and negotiation of the sale. The Company recognized management fee of Php45.76 million in relation to the services provided.
- g. At the start of 2014, the Parent Company and SLRDI entered into several memorandums of agreements wherein the Parent Company undertakes the development and marketing of the several projects of SLRDI and has assumed the position of the development contractor and marketing arm. In consideration of the services rendered by the Parent Company, SLRDI has agreed to the following:
 - Colinas Verdes Bulacan Project - SLRDI has entered into a joint venture agreement with Araneta Properties, Inc. (API) for a proceeds sharing agreement of 60% SLRDI -40% API share. The Parent Company shall be entitled to 75% of SLRDI's share in all the income and share in the proceeds joint venture and 12% marketing fee on the gross selling price of all sales made from the project;
 - Green Meadows Iloilo Project - SLRDI has entered into a joint venture agreement with AFP-Retirement and Separation Benefits System (ARSBS) for a lot sharing agreement of 55% SLRDI - 45% ARSBS share. The Parent Company shall be entitled to 75% of SLRDI's share in of all the income from the lot share in the joint venture and 12% marketing fee on the gross selling price of all sales made from the project;

- Ponte Verde Davao Project- SLRDI has entered into a joint venture agreement with Green Sphere Realty Corporation (GSRC) for a lot sharing agreement of 60% SLRDI - 40% GSRC share. The Parent Company shall be entitled to 75% of SLRDI's share in of all the income from the lot share in the joint venture and 12% marketing fee on the gross selling price of all sales made from the project; and
 - Valle Verde Davao Project - SLRDI has entered into a joint venture agreement with GSRC for a lot sharing agreement of 60% SLRDI - 40% GSRC share. The Parent Company shall be entitled to 75% of SLRDI's share in of all the income from the lot share in the joint venture and 12% marketing fee on the gross selling price of all sales made from the project.
- h. The Company entered into a lease agreement with Sta. Lucia East Commercial Corporation (SLECC), an affiliate, starting January 2011. The lease agreements convey to SLECC the lease of a mall owned by the Company. The agreement is automatically renewed every year. Since the inception of the lease, the payment of SLECC to SLLI is at 90% of SLECC's net income, gross of real property tax from managing mall operations including repairs and maintenance and collection of space rental from storeowners or tenants. This lease agreement was terminated on September 30, 2014.

Effective October 1, 2014, the Parent Company directly entered into lease agreements with mall tenants. SLECC and the Parent Company, on the other hand entered into a management services agreement effective October 1, 2014 wherein SLECC will provide property management and business development services, leveraging its knowledge in the mall operations from the past years. In exchange of SLECC's services, the Parent Company shall pay SLECC a management fee equivalent to 7% of the gross rental revenue.

Present Employees

As mentioned in Item 1 on Employees/Officers, the Registrant has 71 officers, employees and contractuals. The Registrant has embarked to support the increasing demand of workforce for its increasing operations. Hence it anticipates to increase additional employees for the next ensuing year though no exact number of employees is assumed.

The Registrant provides annual salary increases based on the performance. This is made through regular performance assessment and feedback.

Development Activities

Currently, the Registrant is developing a number of vertical and horizontal projects. In addition, there are a lot of future projects that the Registrant has planned to compete to the market demand and real estate industry. The projects that presently have developmental activities are as follows:

Completed Projects:

Grand Villas, Batangas
 La Mirada Tower, Cebu
 Splendido Towers, Tagaytay
 La Breza Tower
 Villa Chiara, Tagaytay
 Greenland Antipolo Phase II
 Luxurre Residences
 Green Meadows Tarlac
 East Bel Air 1
 East Bel Air 2
 South Grove Davao
 Sta. Lucia Residenze 1 - Monte Carlo
 Neopolitan Condominium 1
 Sugarland Estates

On- Going Projects:

Mesilo Nueva Vida
Soto Grande Ph 2
Greenwoods North Ph2El Pueblo Verde
Greenland Newtown Ph2A
Ponte Verde Davao
Greenmeadows Iloilo
Greenwoods South Ph6
Greenwoods Executive Ph9E, 9F and 2L
Arterra Residences
Neopolitan Condominium 1
Sotogrande Davao
Sotogrande Iloilo
Orchard Tower 1
Woodside Garden Village
South Spring Laguna Expansion
Monte Verde Royale Expansion
Green Peak Heights
Almeria Verde Dagupan

La Huerta Calamba
Splendido Taal Tower 2
Summerhills Ph4
Valle Verde Davao
Colinas Verdes Ph3
Costa Del Sol Iloilo
Greenland Cainta Ph 9C and 3B
Nottingham Townhouse Villas
Althea Davao
Sta. Lucia Residenze – Santorini
Sotogrande Katipunan
Neopolitan 2
Vermont Park Executive
Summit Point Lipa Expansion
Rockville
Harbor Spring Condotel
Golden Meadows Binan and Sta. Rosa

Future Projects:

Gerona Rivilla Property
General Milling Cebu Property 1
South Coast
General Milling Cebu Property 2
Manggahan Property Building 2
Cebu Com Tower 1
Cebu Com Tower 2
Splendido Tower 3
Splendido Tower 4
La Mirada Tower 2
Sta. Lucia Residenze Tower 3
Sta. Lucia Residenze Tower 4
Sta. Lucia Residenze Tower 5
East Bel-Air 3
East Bel-Air 4

Manggahan Property Building 3
Manggahan Property Building 4
Neopolitan Tower 3
Neopolitan Tower 4
La Mirada Tower 3
East Bel-Air 5
East Bel-Air 6
Manggahan Property Building 5
Neopolitan Tower 5
Katipunan Building 2
Davao Riverfront Building 1
Davao Riverfront Building 2
Iloilo Building 2
JAKA Nasugbo Property

On January 19, 2009 at its Executive Committee Meeting, the Registrant resolved to enter into a joint venture agreement with Royale Homes Realty and Dev't., Inc. for the development of Antipolo Greenland Phase II, Mr. Antonio C. Rivilla for Greenmeadows Tarlac, Great Landho, Inc. for Sugarland, Darnoc Realty and Dev't. Corp. for South Coast and Surfside Dev't. Corp., Boyd Dev't. Corp., and Paretti Dev't. Corp. for La Panday Prime Property.

On February 12, 2010, the Registrant in its Executive Committee Meeting resolved to sign the joint venture agreement with Mr. John Gaisano et al. for the development of several parcels of land in Matina Crossing, Davao which has a total area of 162, 140 square meters known as the Costa Verde Subdivision.

On August 4, 2010, the Registrant, at its Executive Committee Meeting, resolved to approve the joint venture agreement with General Milling Corporation (GMC) with a 132,065 square meter property located in the old and new Bridge of Mactan Island to Cebu proper. Also, a second joint venture with spouses Gloria-Sulit-Lenon of a piece of property located in San Mateo, Rizal with an area of 34, 703 square meters. Lastly, the 3rd joint venture agreement with SJ properties, Joseph O. Li et al. to develop a 102, 477 square meter property in Kaytitinga, Alfonso, Cavite was approved.

On September 17, 2010 at the Special Meeting of the Board of Directors, the Registrant resolved to enter a joint venture agreement with San Ramon Holdings, Inc. for the development of a parcel of land located in Canlubang, Calamba, Laguna.

On February 07, 2011 at the meeting of the Executive Committee, the Registrant approved the joint venture agreement among Sept. Company Inc (SCI), Antonio Rivilla, and the Company, to develop parcel of land situated Barrio San Antonio Abagon & Poblacion Municipality of Gerona, Tarlac with a total area of 155, 153 sq m into a residential and commercial subdivision.

On February 09, 2011 at the meeting of the Executive Committee, the Company has entered into a joint venture agreement with Sta. Lucia Realty and Development, Inc. for a development of a commercial subdivision located in Barrio of Dumuclay, Batangas City. In addition, the Company also entered a joint venture agreement with Anamel Builders Corporation (ABC) to develop a parcel of land owned by ABC located in the City of Gapan Nueva Ecija, with an aggregate area of 136,059 square meters in a residential subdivision.

On March 16, 2011 at the meeting of the Executive Committee, the Registrant approve the joint venture agreement between First Batangas Industrial Park Inc. to develop several parcels of land situated in the Brgys. of Manghinao and Balayong Bauan, Batangas with an aggregate area of 538,138 sq m.

In the Executive Committee meeting held on October 20, 2011, the Registrant entered into a joint venture agreement with Rexlon Realty Group Inc. to develop a parcel of land in Brgy. Kaybiga, Caloocan City into a residential subdivision, with an aggregate area of 5,550 sq m.

In the Organizational Meeting of the Board of Directors of the Corporation held immediately after the Annual Stockholder's Meeting on June 29, 2012, the Board of Directors authorized the Registrant to enter into joint venture agreements with Royale Homes Realty and Development Corporation with respect to the development of certain properties located in Brgy. Pasong Matanda, Cainta Rizal and Brgy. Sta. Ana Taytay, Rizal, with Melissa Ann L. Hechanova, Maria Angela M. Labrador, and Vivian M. Labrador for the development of a parcel of land situated in Brgy. Cabangan, Subic, Zambales, with Rapid City Realty & Development Corporation with respect to the development of properties in Antipolo City and the Municipalities of Baras, Tanay, Teresa, Province of Rizal.

On October 4, 2012 at the Special Meeting of the Executive Committee, the Registrant was authorized to enter into joint venture agreements with the following:

- a. Trillasun Realty and Development Corporation, with respect to the development of certain properties in Brgy. Dumoclay, Batangas City
- b. Sta. Lucia Realty and Development, Inc., with respect to the development of certain parcels of land in Taytay, Rizal and Barrio Mendez, Tagaytay City
- c. Royale Homes Realty and Development, Inc., with respect to the development of properties in Imus, Cavite;
- d. Carlos Antonio S. Tan and Mark Davies S. Santos, with respect to the development of certain properties in Cainta, Rizal
- e. Irma SB. Ignacio-Tapan, with respect to the development of certain properties in Cainta, Rizal
- f. MFC Holdings Corporation, with respect to the development of properties in Brgy. Tolotolo, Consolacion, Cebu.

At the special meeting of the Board of Directors held on December 12, 2012 at the principal office of the Company, the Registrant was authorized to enter into joint venture agreements with various parties with respect to the expansion of various existing projects, involving the following properties:

- a. A parcel of land with an area of 29,950 sq m situated in Brgy. Ampid, San Mateo, Rizal;
- b. A parcel of land with an area of 72,767 sq m situated in Barrio Lapid, Urdaneta City, Pangasinan;
- c. A parcel of land with an area of 8,906 square meters situated in Barrio Muzon, Angono, Rizal;

Also, the registrant was authorized to acquire the following properties:

- a. A parcel of land with an area of 1,230 sqm in Quezon City,
- b. A parcel of land in Barrio Inosluban, Buclanin, Lipa, 7,895 sqm
- c. A parcel of land in Mexico, Pampanga, 61,486 sqm

At the Special Meeting of the Registrant's Board of Directors held on 18 April 2013, the following resolutions on entering to Joint Ventures and acquiring parcels of land were discussed and approved:

- a. For the development of a parcel of land located in Davao City owned by Greensphere Realty & Development Corp.;
- b. For the expansion of the Registrant's project known as Palo Alto, located in Tanay, Rizal, involving parcels of land owned by Sta. Lucia Realty and Development, Inc. and Milestone Farms, Inc.;
- c. For the expansion of the Registrant's project known as Rizal Techno Park, located in Taytay, Rizal, involving parcels of land owned by Royal Homes Realty & Development Corporation and JFG Construction and Development Services with an aggregate area of 10,100 square meters;
- d. For the expansion of the Registrant's project known as Greenwoods Executive Village, located in Pasig City, involving a parcel of land owned by St. Botolph Development Corp. with an area of 5,558 square meters;
- e. For the expansion of the Registrant's project known as Cainta Greenland, located in Cainta, Rizal, involving a parcel of land owned by Sta. Lucia Realty and Development, Inc. with an area of 5,019.5 square meters;
- f. Seven parcels of land located at Barangay San Juan, Taytay, Rizal, with an aggregate area of 4,865.49 square meters, owned by Carmencita M. Estacio, Adela O. Leyca, Manuel Medina, Lucia M. Del Rosario, Ireneo O. Medina, Leopoldo O. Medina, and Bonifacio O. Medina; and
- g. A parcel of land located in Lipa, Batangas with an area of 7,895 square meters, owned by Benito Magaling and Divina Tupaz.

On April 1, 2014, the Board approves a resolution authorizing the Registrant to enter into joint ventures involving the development of a new project located in Cebu with an area of 537,011 sq.m and to amend the Articles of Incorporation of the Company to extend the corporate term by 50 years together with the following:

Resolutions authorizing the Registrant to acquire the following:

- a. Parcel of land at Sun City Expansion, Davao, 24,578 sqm
- b. Parcel of land in Golden Meadows Sta. Rosa, 51,500 sqm
- c. Parcel of land located in Greenwoods Batangas, 32,312sqm
- d. Parcel of land in Lipa Royale Batangas, 9,421 sqm

Resolutions authorizing the Registrant to enter in joint ventures involving the following:

- a. Development of Rizal Techno Park Taytay, 10,100sqm
- b. Development of a new project in Puerto Princesa, 20,000 sqm
- c. Development of land in Palawan, 61,315sqm
- d. Development of parcel of land located in Greenwoods South , 32,314sqm
- e. Expansion in Davao, 9,841sqm
- f. Development of new project in Cebu, 537,011sqm
- g. Development of project in Davao, 36,913sqm
- h. Development of project on Ponte Verde, Davao, 28,000sqm

On July 1, 2014, the following were resolved by the Board to acquire:

- a. Parcel of land in Batangas City, 9315.5 sqm
- b. Parcel of land in Batangas City, 3,087 sqm
- c. Parcel of land in Taytay, 6,302 sqm

And a resolution was made to authorize the Registrant to enter into a joint venture for the development of a new project in Dagupan Pangasinan, 77,001 sqm

At the Special Meeting of the Board of Directors, on 21 April 2015, the following resolutions were discussed and approved:

- a. Development of a project located in Ponte Verde Davao with an area of 36,915 sqm. and 28,751 sqm
- b. Development of a new project in Eden Davao with area of 985,292 sq.m.
- c. Development of new project in Cainta Rizal with an area of 16,026 sq. m.
- d. Development of new project in Taytay Rizal with an area of 8,318 sqm

- e. Development of 7 projects in Barrio San Miguel Pasig with an area of 8,423 sqm
- f. Development of new project in Bauan Batangas with an area of 246,653 sqm
- g. Development of new project in Binangonan Rizal with an area of 24,492.62 sqm
- h. Development of new project in Sta. Rosa Laguna with an area of 27,500 sqm
- i. Development of new project in Barrio Pasong Matanda Cainta Rizal with an area of 51,969 sqm
- j. Land acquisition of parcels of land in Bauan Batangas
- k. Land acquisition of parcels of land in Jaro, Iloilo City
- l. Parcel of land in Taytay, 6,302 sqm

Further, at the Annual Stockholders Meeting of the Company held on 19 June 2015, the following resolutions authorizing the Company to enter into joint ventures and land acquisitions were authorized:

- a. Development of a project located in San Juan Cainta with an area of 8,697 sqm
- b. Development of a new project in Brgy. Tagbueros Puerto Princesa Palawan with an area of 12,000
- c. Development of new project in Tagaytay with an area of 178,397 sqm
- d. Development of new project in Jaro Iloilo with an area of 12,000sqm
- e. Development of new project in Davao with an area of 43,137 sqm
- f. Parcels of land located in Cainta Rizal with a n area of 10,110 sqm
- g. Parcels of land located in San Juan Taytay with a n area of 893sqm
- h. Parcels of land located in Inosluban Lipa with an area of 9,421 sqm
- i. Parcels of land located in Dasmariñas Cavite with an area of 100,000 sqm

At the Special Meeting of the Board of Directors of the Registrant held on 23 September 2015 at East-Bel Air Residences Clubhouse, Felix Ave, Cainta, Rizal, the following resolutions were discussed and approved:

A. Authorizing the Registrant to enter into joint ventures involving the following:

- 1. Development of 3 projects located in Brgy. Sta. Ana, Taytay, Rizal with an aggregate area of 18,104 sq.m.;
- 2. Development of a new project located in Brgy. Mahabang Sapa, Cainta, Rizal with an area of 17,352 sq.m.;
- 3. Development of 4 projects located in Brgy. San Juan, Cainta, Rizal with an aggregate area of 24,753 sq.m.;
- 4. Development of a project in Cainta, Rizal with an area of 4,424 sq.m.;
- 5. Development of a project in Brgy. Pag-asa, Binangonan, Rizal with an area of 28,535.62 sq.m.;
- 6. Development of 2 projects located in Bo. of Tuctucan and Panginay, Guiguinto, Bulacan with an aggregate area of 40,286 sq.m.;
- 7. Development of a project in Bo. Sinalhan, Sta. Rosa, Laguna with an area of 27,500 sq.m.; and
- 8. Development of a project in Brgy. Quirino, Quezon City with an area of 1,100 sq.m.

B. Authorizing the Registrant to acquire the following:

- 1. Parcel of land located in Bo. Canigaran, Puerto Princesa City with an area of 6,358 sq.m.;
- 2. Parcels of land located in Barrio dela Paz, Biñan, Laguna with a total area of 15,484 sq.m.; and
- 3. Parcel of land located in Brgy. Panapaan, Bacoor, Cavite with an area of 370 sq.m.

ITEM 2: PROPERTIES

The following table shows the expenditures spent on development activities and its percentage to revenues:

Year	PROJECT EXPENDITURES	PERCENTAGE TO REVENUES
2015	1,516,058,770	48%
2014	1,472,865,907	65%
2013	1,354,380,768	102%
2012	1,260,833,129	70%
2011	798,042,139	55%
2010	464,512,282	36%
2009	470,247,597	57%

ITEM 2: PROPERTIES

Real Properties

The following table provides summary information on the Registrant's land and other real properties as of December 31, 2015. Properties listed below are wholly owned and free of liens and encumbrances unless otherwise noted.

NO.	LOCATION	AREA IN SQM	LAND USE	REMARKS
1	Amang Rodriguez, Pasig City	10,156	RESIDENTIAL / COMMERCIAL	
2	Bacolod City, Bacolod	52,669	RESIDENTIAL / COMMERCIAL	
3	Baguio City, Benguet	35,887	RESIDENTIAL	
4	Batangas City, Batangas	23,976	RESIDENTIAL / COMMERCIAL	
5	Cabanatuan City	94,417	RESIDENTIAL / COMMERCIAL	
6	Cainta, Rizal	251,856	RESIDENTIAL / COMMERCIAL	Mall area covering 98,705 SQM was mortgaged to BDO & CHINA BANK
7	Carcar Cebu	4,547	RESIDENTIAL	
8	Cavinti, Laguna	84,980	RESIDENTIAL	
9	Cebu City, Cebu	19,263	RESIDENTIAL	
10	Consolacion, Cebu	15,923	RESIDENTIAL	
11	Dasmarinas, Cavite	24,498	RESIDENTIAL	
12	Davao City, Davao	197,373	RESIDENTIAL / COMMERCIAL	
13	Dumuclay, Batangas City	71,991	RESIDENTIAL	Residential/ Commercial area covering 37,382 SQM was mortgaged to BPI & BDO
14	Fairview, Quezon City	69,543	RESIDENTIAL / COMMERCIAL	
15	General Trias, Cavite	85,178	RESIDENTIAL	
16	Ilo-Ilo City, Ilo-Ilo	2,000	RESIDENTIAL / COMMERCIAL	
17	Katipunan, Quezon City	2,000	RESIDENTIAL / COMMERCIAL	
18	Lapu-Lapu City, Cebu	48,261	RESIDENTIAL / COMMERCIAL	
19	Libis, Quezon City	11,335	RESIDENTIAL / COMMERCIAL	
20	Rosario, Cavite	4,897	RESIDENTIAL / COMMERCIAL	

21	Roxas Blvd, Pasay City	2,571	RESIDENTIAL / COMMERCIAL	
22	Subic, Zambales	15,685	RESIDENTIAL	
23	Tagaytay City, Cavite	46,288	RESIDENTIAL	
24	Tanay, Rizal	672,934	RESIDENTIAL	
25	Taytay, Rizal	45,275	RESIDENTIAL	
26	Tanuan, Batangas	7,374	RESIDENTIAL	
27	Salitran, Dasmariñas Cavite	17,346	RESIDENTIAL	
28	Imus, Cavite	34,690	RESIDENTIAL	
29	Lipa, Batangas	7,895	RESIDENTIAL	
30	San Andres, Cainta, Rizal	1,000	RESIDENTIAL	
31	Bulacnin and Inosluban, Municipality of Lipa	9,421	RESIDENTIAL	
32	Sta. Rosa, Laguna	27,500	RESIDENTIAL	
33	Barrio Canigaran, Puerto Princesa	6,358	RESIDENTIAL	
34	Brgy. Muzon, Municipality of Taytay, Province of Rizal	12,446	RESIDENTIAL	
35	Brgy. Balayong, Bauan, Batangas	28,114	RESIDENTIAL	
36	Brgy. Balayong, Bauan, Batangas	11,584	RESIDENTIAL	
37	Brgy. Balayong, Bauan, Batangas	24,788	RESIDENTIAL	
38	De La Paz, Binan Laguna	5,162	RESIDENTIAL	
39	Brgy. Balayong, Bauan, Batangas	9,227	RESIDENTIAL	
40	Brgy. Balayong, Bauan, Batangas	15,063	RESIDENTIAL	
41	Brgy. Manghinao I Municipality of Bauan, Province of Batangas	12,909	RESIDENTIAL	
42	Brgy. Manghinao I Municipality of Bauan, Province of Batangas	9,901	RESIDENTIAL	
43	Brgy. Balayong, Bauan, Batangas	8,151	RESIDENTIAL	
44	Brgy. Balayong, Bauan, Batangas	12,497	RESIDENTIAL	
45	Brgy. Balayong, Bauan, Batangas	17,783	RESIDENTIAL	
46	Brgy. San Antonio Binan Laguna	4,300	RESIDENTIAL	
47	Brgy. Isabang, City of Lucena, Province of Quezon	4,211	RESIDENTIAL	
48	Brgy. Balayong, Bauan, Batangas	12,105	RESIDENTIAL	

49	Brngy. Manghinao I Municipality of Bauan, Province of Batangas	12,603	RESIDENTIAL	
50	Brngy. Balayong, Bauan, Batangas	10,210	RESIDENTIAL	
51	Brngy. Balayong, Bauan, Batangas	9,948	RESIDENTIAL	
52	Bo. Of San Juan, Taytay, Rizal	1,293	RESIDENTIAL	
53	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
54	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
55	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
56	Brngy. Manghinao I Municipality of Bauan, Province of Batangas	8,282	RESIDENTIAL	
57	Barrio Pulo, Pasig City	257	RESIDENTIAL	
58	Brngy. Balayong, Bauan, Batangas	6,638	RESIDENTIAL	
59	Brngy. Balayong, Bauan, Batangas	6,205	RESIDENTIAL	
60	Brngy. Balayong, Bauan, Batangas	5,588	RESIDENTIAL	
61	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
62	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
63	Brgy. San Antonio, Municipality of Biñan, Province of Laguna	2,000	RESIDENTIAL	
64	Brngy. Manghinao I, Bauan, Batangas	2,807	RESIDENTIAL	
65	Brngy. Manghinao I, Bauan, Batangas	2,801	RESIDENTIAL	
66	Brngy. Manghinao I, Bauan, Batangas	2,801	RESIDENTIAL	
67	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
68	Bo. Of San Juan, Taytay, Rizal	893	RESIDENTIAL	
69	Brngy. Pag-asa (Tayuman) Municipality of Binangonan, Province of Rizal	208	RESIDENTIAL	

2,271,220.52

ITEM 3: LEGAL PROCEEDINGS

Itemized below are the list of cases and its status involving the Registrant.

	CASE TITLE	NATURE OF CASES	PROPERTY INVOLVED	COURT	STATUS
1	SAMAHANG MAGBUBUKID NG KAPDULA INC. VS. STA. LUCIA LAND, SLRDI, and SOUTH CAVITE LAND CO,	OPERATING SUBDIVISION WITHOUT A CERTIFICATE OF REGISTRATION, SELLING SUBDIVISION LOTS WITHOUT A LICENSE TO SELL AND ENGAGING IN ILLEGAL ACTS AND FRADULENT SALES <i>HANDLED BY:</i> <i>ATTY. EDINBURGH TUMURAN</i>	MESILO SUBDIVISION TCT NOS. T-1307454 and T-1307453	HLURB CALAMBA, LAGUNA	COMPLAINANT'S PENDING APPEAL
2	SPS. ERNESTO TATLONGHARI VS. STA. LUCIA LAND, FIRST BATANGAS, and ROYALE HOMES	RESCISSION OF DEED OF ABSOLUTE SALE <i>HANDLED BY:</i> <i>ATTY. GLEN E. DARADAL</i>	grand villa baun (portion) 16,832 SQ.M.	RTC BR. 2, BATANGAS	FOR SCHEDULED PRE-TRIAL
3	FELICISIMA BALAGTAS	CANCELLATION OF SALE, REFUND OF ALL PAYMENTS TO THE RESPONDENTS AND THE CORRESPONDING VAT WITH	PALO ALTO	HLURB	

	<p>AND OFELIA ALVAREZ</p> <p>VS. sta. lucia land,</p> <p>MICHAEL ROBLES AND MILESTONE FARMS, INC.</p>	<p>INTEREST AND DAMAGES</p> <p><i>HANDLED BY:</i></p> <p><i>ATTY. CRYSTAL I. PRADO</i></p>	<p>PCOM</p> <p>B1</p> <p>L30</p>	<p>QUEZON CITY</p>	<p>hlurb tECHNICAL TEAM</p> <p>SUBMITTED A REPORT TO HLURB THAT "THE LOT IS BUILDABLE"</p>
4	<p>pharmazel inc.</p> <p>vs. electricom</p> <p>vs. sta. lucia land</p> <p>third party complaint</p>	<p>SPECIFIC PERFORMANCE</p> <p><i>HANDLED BY:</i></p> <p><i>ATTY. CRYSTAL I. PRADO</i></p>	<p>metropoli libis</p> <p>b2</p> <p>l4</p>	<p>RTC BR. 81</p> <p>QUEZON CITY</p>	<p>STILL BEING HEARD</p>
5	<p>PETITION</p> <p>CTC NOS.N-78407,N-78442, N-78443,N-78450,N-78453, N-78460,N-78462,N-78482, N-78535,N-78545,N-78548, N-78558,N-78563,N-78567, N-78572,N-78601,N-78627</p> <p>STA. LUCIA LAND, INC.,</p> <p><i>HANDLED BY:</i></p> <p><i>ATTY. JERRY B. DELA CRUZ</i></p>	<p>CANCELLATION</p> <p>S7 RA 26</p>	<p>la breza tower</p>	<p>REGIONAL TRIAL COURT</p> <p>Quezon City</p>	<p>PENDING</p> <p>FOR DECISION</p>
6	<p>maria bengan</p> <p>vs. STA. LUCIA LAND</p>	<p>violation of pd 957</p>	<p>east bel-air</p>	<p>nps xv18m-inv-151-03540</p>	<p>filed counter affidavit</p>

	edr, vrs, mst et., al.	<i>HANDLED BY:</i> <i>ATTY. CRYSTAL I.</i> <i>PRADO</i>			
7	PETITION rowena de guzman - petitioner	Petition for issuance of new transfer certificate of title no. m-143702 of the registry of deeds of morong, rizal		rtc, morong, rizal	
8	sta. lucia land, inc. vs. jocelyn mendoza and/or gazlink enterprises			rtc quezon city	
9	for filing of cancellation s7 ra26 - CTC no. N-78592 - CTC no. n-78599 - ctc nO. 004- 2014005842 - CTC NO. N- 78428 - CTC NO. N- 78592				for filing
	DISMISSED/TERMINATED/SETTLED/				
1	ELECTRICOM NETWORK TRADING VS. STA. LUCIA LAND	SPECIFIC PERFORMANCE (SURRENDER OF TCT) <i>HANDLED BY:</i> <i>ATTY. CRYSTAL I.</i> <i>PRADO</i>	metropoli libis b2 l4	RTC BR. 222 QUEZON CITY	DISMISSED
2	SPS. VINCENT ORTIZ AND AUBREY ORTIZ VS. STA. LUCIA LAND	REFUND <i>HANDLED BY:</i> <i>ATTY. CRYSTAL I.</i> <i>PRADO</i>	NEOPOLITAN CONDO ST1 OUG P1	HLURB QUEZON CITY	TERMINATED

3	RANDY OCAMPO VS. LOURDES CONCEPCION DELIA URBANO ET., AL..	SYNDICATED ESTAFA <i>HANDLED BY: ATTY. GLEN E. DARADAL</i>	SUMMERHILLS P 4 B 8 L 6	PROSECUTION OFFICE MANDALUYONG	settled
4	RANDY OCAMPO VS. STA. LUCIA LAND, INC.	RECOVERY OF PAYMENT WITH PRAYER FOR BLACKLISTING <i>HANDLED BY: ATTY. EDINBURGH TUMURAN</i>	SUMMERHILLS P 4 B 8 L 6	HLURB QUEZON CITY	settled
5	PETITION CTC NO. 004-2012006974 NENITA C. VELEZ Represented by ERIC B. TAURO,	CANCELLATION S7 RA 26 <i>HANDLED BY: ATTY. JERRY B. DELA CRUZ</i>	la breza tower	REGIONAL TRIAL COURT Branch 216, Quezon City	GRANTED PETITION
6	PETITION CTC NO. 004-2013019550 SHEALTHIEL JECH OCZON Represented by ERIC B. TAURO	CANCELLATION S7 RA 26 <i>HANDLED BY:</i>	la breza tower	REGIONAL TRIAL COURT Quezon City	GRANTED PETITION

		<i>ATTY. JERRY B. DELA CRUZ</i>			
7	PETITION CTC NO. 004-2011011866 APOLINARU. CARMEN and ELEANOR G. CARMEN	CANCELLATION S7 RA 26 <i>HANDLED BY: ATTY. JERRY B. DELA CRUZ</i>	la breza tower	REGIONAL TRIAL COURT QUEZON CITY BRANCH 224	GRANTED PETITION
8	PETITION CTC NO. 004-2012006975 SPS. GINA F. CASTRO and FIDEL L. CASTRO	CANCELLATION S7 RA 26 <i>HANDLED BY: ATTY. JERRY B. DELA CRUZ</i>	la breza tower	REGIONAL TRIAL COURT Quezon City	GRANTED PETITION
9	CONRADO ASEO VS. STA. LUCIA LAND	SPECIFIC PERFORMANCE WITH DAMAGES <i>HANDLED BY: ATTY. CRYSTAL I. PRADO</i>	Antipolo greenland p2 b7 110	HLURB Q.C.	COMPLAINANT WITHDRAW THE CASE

The following investigations involve the Registrant's directors and officers:

	CASE TITLE	PROPERTY INVOLVED	SUMMARY	STATUS
1	<p>ROSALINA R. HONRADO</p> <p>VS. EXEQUIEL D. ROBLES as CEO of Sta. Lucia Realty Development Corporation ("SLRDI"), PRISCILLA A. PARAS and CARLOTA MAGNO</p> <p>HLURB Case No. RIV-081214-4114 Calamba, Laguna</p>	<p>Lot 60, Block 12, Phase 02</p> <p>Orchard Residential Estate Gold and Club, Dasmariñas, Cavite</p>	<p>On 12 August 2014, Honrado filed a Complaint against Exequiel D. Robles (CEO of SLRDI), Priscilla A. Paras (previous owner) and Carlota Magno (real estate broker) after learning that the subject lot is 100sqm less than what is indicated in the title. 659 sqm actual area as against 759 sqm indicated in the title. Honrado purchased the property from Paras who, in turn, purchased the same from the Philippine Savings Bank.</p> <p>Honrado prayed that SLRDI be directed to pay the value of the 100 sqm or replace the lot within the same area, and pay attorney's fees of P50 Thousand.</p>	<p>SLRDI filed its Answer on 15 September 2014 clarifying that, aside from the fact that there is no buyer-seller relationship between Honrado and SLRDI, corresponding refund has been made to the original buyer. It was noted that the property was surveyed in 1996 and corresponding refund was made to Sps Antonio and Elizabeth Pacifico for the 138 sqm discrepancy. Honrado has no claim against SLRDI and its officers.</p> <p>Case is pending with HLU Arbitrator.</p>
2	<p>ROSALINA R. HONRADO</p>	<p>Lot 60, Block 12, Phase 02</p>	<p>On 16 August 2014, Honrado filed a Complaint-Affidavit against Exequiel D. Robles, Priscilla A. Paras and Carlota Magno claiming that respondents committed estafa & falsification and/or estafa through falsification by allowing the sale of a property with a certificate of title indicating an area</p>	<p>Robles filed his Counter-Affidavit on 17 November 2014 stating that the property was surveyed in 1996 and corresponding refund has been made to the original buyers, Sps. Antonio and Elizabeth Pacifico, in the amount of P509,575.15.</p>

	<p>VS. EXEQUIEL D. ROBLES, PRISCILLA A. PARAS and CARLOTA MAGNO</p> <p>NPS Docket No. IV-28-INV-14H-0707</p> <p>Estafa & Falsification and/or Estafa through Falsification</p>	<p>Orchard Residential Estate Gold and Club, Dasmariñas, Cavite</p>	<p>that is 100sqm more than the actual lot. Honrado claimed that out of the 759 sqm area specified in the title, only 659 is usable as the remaining 100sqm is part of a creek.</p>	<p>No further development.</p>
3	<p>CLEOFAS KHOO</p> <p>VS. STA. LUCIA REALTY DEVT. CORP. INC., EXEQUIEL D. ROBLES, MARIZA SANTOS-TAN, THERESE MALUBAY AND ROSALIE TAMONDING</p> <p>HLURB Case No. RIV-060611-3461</p> <p>Calamba, Laguna</p>	<p>Lot 3, Block 2, Phase 3, Royale Tagaytay Estate</p>	<p>On 30 June 2014, Khoo filed a Complaint against SLRDI and its directors for the immediate delivery of title over her property or, in the alternative, refund her payment of P920 Thousand plus 12% interest per annum calculated from December 2007, plus damages, for selling a subdivision lot without valid Certificate of Registration and License to Sell, as well as imposition of vexatious fees. Khoo acquired rights over the property by virtue of a Transfer of Rights executed with the original buyer, Farah Padlan, on 21 February 2006.</p> <p>Khoo prayed that respondents be directed to deliver the title immediately or refund payments made plus 12% interest. Khoo also prayed for the payment of damages amounting to P130,000.00 and imposition of maximum penalty upon SLRDI for selling subdivision lots without the necessary license.</p>	<p>Respondents filed their Position Paper on 30 September 2014 claiming that Khoo has no cause of action since TCT No. 66906 in the name of Tomas Tanchip & Sons, Bagong Anyo Textile Enterprises (50%) and SLRDI (50%) has been delivered to her. There is no basis to file the complaint since title has been delivered.</p> <p>The Position Paper was filed on 30 September 2014 by registered mail.</p> <p>No further development.</p>

4	<p>SOCIAL SECURITY SYSTEM (“SSS”) VS. STA. LUCIA WATERWORKS CORPORATION</p> <p>CA G.R. SP No. 138064</p> <p>(SSS Case No. 1-16266-06)</p>	N/A	<p>On 11 January 2006, SSS filed a Petition against Sta. Lucia Waterworks Corporation and Exequiel D. Robles as President thereof for failure to remit the monthly contributions and unpaid salary/calamity loan of its employees in the amount of P843,198.54, inclusive of penalty, from July 1997 to April 2004. The Petition was later amended recognizing payments earlier made and changed to P822,419.52 for unpaid contributions from May 1997 to July 2006.</p> <p>The Social Security Commission directed the company to pay P901,469.28. The amount was increased due to the additional loan delinquency of its separated employees. The decision became final and executory on 20 December 2012.</p> <p>On 20 November 2014, respondent company filed a Petition for the Annulment of Judgment with CA.</p>	<p>Petition was dismissed on 10 December 2014 based on the following: (i) annulment of judgment applies only to final orders of RTC; (ii) no written explanation on why service and filing were not done personally. The petition cannot be a substitute for a lost appeal. This decision attained finality on 06 January 2015.</p> <p>Only Sta, Lucia Waterworks Corporation was made liable to pay P901,469.28. Robles no longer appeared as a party in the case before the Commission.</p> <p>-</p>
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<p>5</p>	<p>BAYBREEZE EXECUTIVE VILLAGE HOMEOWNERS ASSOCIATION VS. STA. LUCIA REALTY AND DEVELOPMENT CORP., EXEQUIEL D. ROBLES, VICENTE R. RAMOS, MARIBEL C. CRUZ, RS PROPERTY MANAGEMENT CORP. AND OTHER RESPONSIBLE OFFICER OF SLRDC</p>	<p>Baybreeze Executive Village, Taguig City</p>	<p>In November 2013, Baybreeze Executive Village Homeowners Association filed a complaint with the HLURB against SLRDC for its alleged inability to perform its duties as developer. It argued that the clubhouse is unmaintained, the low level road network are impassable when the entire village is flooded that regularly last from 2 to 6 months, there was the non-disclosure of the old leaky water piping system before the transfer of the water management to the association, and absence of concrete perimeter fence to protect the village from intruders. It was also discovered that respondents have yet to secure a Certificate of Completion despite lapse of more than 20 years since the start of development. Complainant prayed that respondents repair the foregoing and be barred from proceeding with all their on-going construction and development projects.</p> <p>On 11 December 2014, HLRUB held that respondents still have the obligation to provide and maintain the aforesaid facilities as there is yet no Certificate of Completion. Respondents were directed to complete the development of the project within 1 year from finality of the decision, to repair the clubhouse, to rehabilitate the drainage system, and to construct a perimeter fence. The Permits, Registration and Licensing Division was directed to (i) hold all applications for issuance of Certificate of Registration and/or license to sell filed by respondents, and (ii) cancel respondents' License to Sell for Baybreeze Executive Village.</p>	<p>On 05 June 2015, respondents filed their Appeal Memorandum with the Office of the President through registered mail.</p>
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OP Case No. _____
HLRUB Case No. NCRHOA-112613-1932

6	<p>PTOLYME DIMENSIONS, INC. AND SIAPORE MICRO, INC. VS. STA. LUCIA REALTY DEVELOPMENT, INC., RS PROPERTY MANAGEMENT CORP., EAGLE RIDGE EXECUTIVE VILLAGE HOMEOWNERS' ASSOCIATION, INC., EAGLE RIDGE AREA HOMEOWNERS' ASSOCIATION, INC., EAGLE RIDGE AREA II HOMEOWNERS' ASSOCIATION, INC., EAGLE RIDGE GOLF AND RESIDENTIAL ESTATE AREA III HOMEOWNERS' ASSOCIATION, INC., EZXEQUIEL D. ROBLES, VICENTE R. SANTOS, AND REGISTER OF DEEDS COMMITTEE</p> <p>HLURB Case No. RIV-041315-0741 Calamba, Laguna</p>	Eagle Ridge Residential Estate, Gen. Trias, Cavite	<p>Complainants, as owners of various properties in the Eagle Ridge Residential Estate, are members of respondent homeowners' associations and are obliged to pay the necessary fees and charges pertaining to basic community services as well as special assessment. Complainants, however, claim that their contracts do not provide for the automatic membership with the respondent homeowners' associations. Thus, they should not be made liable to pay fees and charges being imposed upon them.</p>	
7	<p>La Mirada Royale Homeowners Association, Inc. represented by its President, Oscar F. Oliveros vs. La Mirada Royale Residential I, II, III, IV and V Homeowners Association, Inc., represented by its President, Vicente R. Santos</p>	La Mirada Royale Village, Plaridel, Bulacan	<p>On 22 August 2013, a Complaint was filed against respondent homeowners association praying for the revocation of its Certificate of Registration on the ground that its incorporators/members are not owners or purchasers of a lot nor residents of La Mirada Royale Village in Plaridel, Bulacan. It was alleged that they are actually residents of Pasig City and Quezon City.</p>	<p>On 1 April 2015, Respondents filed their <i>Appeal Memorandum</i> with the Office of the President. Case is pending with the Office of the President.</p>

	<p>OP Case No. _____</p> <p>HLURB Case No. NTR-HOA-082213-575</p> <p>San Fernando, Pampanga</p>		<p>In their <i>Answer</i> dated 22 September 2013, respondents alleged that they are lot owners of La Mirada Royale Residential Subdivision and, as the owner/developer, has the obligation to initiate the organization of a homeowners association among the buyers and residents of the project for the purpose of promoting and protecting their mutual interest and assist in their community development.</p> <p>On 30 April 2014, HLURB ruled in favor of Complainant and ordered the revocation of respondents' Certificate of Registration. The appeal before the Commission was denied on 08 January 2015.</p>	-
8	<p>PELAGIO V. SORONGON VS. EXEQUIEL D. ROBLES VICENTE R. SANTOS</p> <p>MARIZA SANTOS-TAN EXALTACION R. JOSEPH LIBERATO D. ROBLES AURORA D. ROBLES WINIFREDO G. GOB et. al.</p>	<p>Lot 4, Block 19, Phase 1, Sun City</p>	<p>Estafa</p> <p><i>Complaint received on: Nov. 25, 2014</i></p>	-
9	<p>DOMINADOR TAN</p> <p>VS. EXEQUIEL D. ROBLES AND SLRDI</p>	<p>Portion of SOUTH SPRING</p>	<p>Recovery of ownership and possession with application for the issuance of a temporary order and/or preliminary injunction</p> <p><i>Order received on: March 26, 2013</i></p>	-

Other than in the above-mentioned cases, the Registrant, its directors, officers or affiliates, any owner of record of more than 10% of its securities, or any associate of any such director, officer or affiliate, or security holder are not, to the knowledge of the Registrant, parties to any material legal proceeding during the past five (5) years up to date, including and/or involving any bankruptcy petition, conviction by final judgment, subject of an order, judgment or decree, and violation of a Securities or Commodities Law.

ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Except for the matters taken up during the Annual Meeting Stockholders, there was no other matter submitted to a vote of security holders during the period covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

ITEM 5: MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

The principal market of the common equity of the Registrant is the Philippine Stock Exchange, Inc. (PSE). Provided below is a table indicating the high and low sale prices of the common equity of the Registrant in the PSE for each quarter within the last two fiscal years and subsequent periods:

2015

	1st Quarter Date/Price	2nd Quarter Date/Price	3rd Quarter Date/Price	4th Quarter Date/Price
HIGH	10 Mar./P1.02	04 April/P.85	06 Aug./P.75	27 Oct./P0.82
LOW	31 Mar./P.80	05 Jun/P0.70	25 Aug/P.64	06 Oct./P0.70

2014

	1st Quarter Date/Price	2nd Quarter Date/Price	3rd Quarter Date/Price	4th Quarter Date/Price
HIGH	17 Mar./P.66	27 June/P.98	09 Jul./P1.2	16 Nov./P0.84
LOW	14 Feb./P.58	04 Apr/P0.66	31 July/P.85	20 Nov./P0.80

2013

	1st Quarter Date/Price	2nd Quarter Date/Price	3rd Quarter Date/Price	4th Quarter Date/Price
HIGH	6 March/P1.35	19 April/P1.05	23 Jul / P0.71	11 Nov / P0.71
LOW	2 January/P0.66	25 June/P0.58	28 Aug / P0.60	17 Dec / P.58

2012

	1st Quarter Date/Price	2nd Quarter Date/Price	3rd Quarter Date/Price	4th Quarter Date/Price
HIGH	9 March/P0.84	18 April/P0.79	6 Aug / P0.76	6 Dec / P0.74
LOW	2 January/P0.70	19 June/P0.66	27 Sep / P0.65	29 Nov / P.65

2011

	1st Quarter Date/Price	2nd Quarter Date/Price	3rd Quarter Date/Price	4th Quarter Date/Price
HIGH	06 Jan /P1.88	04 Apr/P1.15	01 July/P0.98	18 Nov/P0.83
LOW	28 March/P1.01	21 Jun/P0.80	26 Sept/P0.64	04 Oct /P0.67

As of December 29, 2015, the Registrant’s shares stood at closing price of P0.78.

Holders

Based on the 31 December 2015 List of Stockholders prepared by the Registrant's Stock and Transfer Agent, PROFESSIONAL STOCK TRANSFER, INC., the Registrant has two hundred sixty five (265) shareholders of common shares, of which the top 20 shareholders are as follows:

TOP TWENTY STOCKHOLDERS As of 31 December 2015

SHAREHOLDER	NO. OF STOCKS	PERCENTAGE
1. STA. LUCIA REALTY & DEVELOPMENT, INC	7,451,005,767	83.28%
2. PCD NOMINEE CORPORATION FILIPINO / OTHERS	1,566,825,607	17.51%
3 LUGOD, BERNARD D. FILIPINO	10,000,000	0.11%
4 DELA CRUZ, THOMAS EDWIN M. FILIPINO	10,000,000	0.11%
5 CITISECURITIES, INC. FILIPINO	3,250,000	0.04%
6 EBE CAPITAL HOLDINGS, INC. FILIPINO	1,535,000	0.02%
7 ROBLES, EXEQUIEL FILIPINO	712,500	0.01%
8 SANTOS, VICENTE FILIPINO	712,494	0.01%
9 LIMTONG, JULIE H. FILIPINO	400,000	0.00%
10 FRANCISCO ORTIGAS SEC., INC. FILIPINO	365,000	0.00%
11 CUALOPING, VICENTE FILIPINO	285,000	0.00%
12 TAN, PEDRO O. FILIPINO	278,050	0.00%
13 ASA COLOR & CHEMICAL INDUSTRIES, INC.	182,774	0.00%
14 G & L SECURITIES CO., INC. FILIPINO	70,000	0.00%
15 VALDEZ, AMBROSIO &/OR FELISA VALDEZ	50,000	0.00%
16 VILLAGONZALO, RAMESES VICTORIUS G	50,000	0.00%
17 LIMTONG, ANTHONY FRANCIS H. FILIPINO	40,000	0.00%
18 LIMTONG, GAIL MAUREEN H. FILIPINO	40,000	0.00%
19 LIMTONG, HARRY JAMES H. FILIPINO	40,000	0.00%
20 LIMTONG, JOHN PATRICK H. FILIPINO	40,000	0.00%

Total Outstanding Shares-8,946,450,000

Dividends

No cash dividends were declared for the year 2015. The payment of dividends in the future will depend upon the earnings, cash flow, project expenditures and financial condition of the Registrant and other considerations.

Cash and property dividends, if any, are subject to approval by the Registrant's Board of Directors and stockholders. Property dividends are likewise subject to the approval of the SEC and PSE.

Recent Sale of Unregistered Securities

None.

ITEM 6: MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

COMPARISON: YEAR END 2015 VS. YEAR END 2014

RESULTS OF OPERATIONS

Overview of Operations

A net income after tax of P676 million for the year 2015, 23% higher than the P549 million reported in 2014 is generated during 2015. Gross revenues posted at P3,104 million compared to P2,296 million of last year, 35% higher year on year. Revenues from real estate sales posted an increase of P235 million from that of last year followed by the 95% increase in rental income from P504 million to P984 million which was due to the change in internal operations. Increase in real estate sales was driven by strong performance in SLI's property segment.

Cost and expenses increased to P1,401 million from P1,029 million this year. Administrative and selling costs to revenues improved during the year by 51%. Earnings before tax generated is P973 million, 24% increase from last year.

Revenue

Revenue from real estate sales reached P1,681 million in 2015, 16% higher than 2014. This is driven by strong bookings and project completion across all real estate segment of the Company. Revenue from rental income posted a P480 million increase due to change in internal operations. A management services agreement was executed on lieu of the Lease contract which lets SLI book the gross revenue starting October 2014. Commission income during the year was generated by the Group's marketing unit Santalucia Ventures, Inc.

Also, a 27% increase in other income or equivalent to P42 million was booked during the year. This was due to significant gain recognized from repossession of inventory lots during 2015.

Cost and Expense

Cost of sales from real estate sales, together with the cost of rental income increased from 1,010 million to 1,395 million. The notable increase was due to strengthened performance of SLI's property segment and change in internal operations. In 2015, the 51% increase in administrative and selling expenses is attributable to professional services incurred for the bond offering and indirect expenses driven by the increase in revenues.

Net Income

The net income increased by 24% from P784 Million in 2014 to P973 Million in 2015. The increase was due to increase in real estate sales and rental income

PROJECT AND CAPITAL EXPENDITURES

A total of P1,516 million was spent for project and capital expenditures during 2015. The amount is accounted for the continuous development of the Registrant's existing residential and commercial projects. P179 million of the said amount is attributable for acquisition of raw lands situated mainly in Luzon for new residential and condominium project developments.

FINANCIAL CONDITION

Assets

Total Assets increased by P3,532 million during 2015, 20% higher than the amount as of December 2014. The significant increase from P17,838 million to P21,371 million of the total assets was due the increase of real estate sales and rental income as posted in the gross revenue. P2,099 million of the increase is attributable to the increase of cash due to the proceeds from bond issuances and increase in volume of collections.

Liabilities

An increase of 42% in total liabilities is reported by the Registrant amounting to P2,565 million. P2,412 million of the increase is attributable to bond issuances during December 2015 which was partially used to terminate significant portion of the existing loans payable to different financial institutions. Furthermore, continued development of existing projects and acquisition of various lands for future expansions also contributed in the significant increase in liabilities.

Equity

Total stockholders' equity increased by 8% amounting to P967 million during 2015. This is due to the net income reported during the year and sale of treasury shares amounting to P297 million.

Key Performance Indicators

	31-Dec-15	31-Dec-14
Current Ratio	4.68	2.08
Debt to Equity	0.44	0.28
Interest Coverage Ratio	725.45%	691.39%
Return on Asset	3.16%	3.08%
Return on Equity	5.32%	4.68%

*Notes to Key Performance Indicators:

1. Current Ratio = current assets (*cash, receivables, inventories, due from affiliates, prepaid commissions, and other current asset*) over current liabilities (*accounts payable, customer deposit, current portion of bank loans, income tax payable, and deferred tax liabilities*).
2. Debt to Equity = Total debt over shareholder's equity.
3. Interest Coverage Ratio = Earnings before tax over Interest expense.
4. Return on Asset = Net Income over Total Assets.
5. Return on Equity = Net Income over shareholder's equity.

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

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Registrant and unconsolidated entities were created during 2015.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2015 versus the Balance Sheet as of December 31, 2014

1,808% increase in cash

This is mainly due to the improved collections of the company, rental operations of the mall as the tenants now pay directly to the Company starting October 2014. Proceeds from bond issuances also contributed in the increase.

8% increase in receivables

The increase is attributable to increased accounts receivable takeup due to increase in revenues recognized during the year.

11% increase in real estate inventories

Mainly due to extensive development of existing residential and commercial projects and acquisition of land for future expansions.

8% increase in other current assets

The increase primarily was due to the increase in prepaid commissions and contractor advances as an effect of the Company's aggressive marketing and developing activities.

12% increase in property and equipment

Mainly due to the purchase of transportation vehicles and office equipments to be used in operations

5% increase in investment properties

Mainly due to the refurbishment of the mall.

5% increase in accounts payable

Driven by the ongoing development of various projects of the company.

12% decrease in customer's deposits

Due to the improved collections from the customers.

75% increase in long term debts

Attributable to increased debts due to the public bond offering.

13% increase in income tax payable

Due the taxable operations of the Company.

35% increase in deferred tax liabilities-net

Mainly due to the recognition of the difference between tax and book basis of accounting for real estate transactions and other temporary differences.

55% increase in retained earnings

Attributed to the profitable operations, gains on investment properties, and revenues from real estate business operations.

18% decrease in treasury shares

Due to the sale of treasury shares during 2015.

72% increase in additional paid-in capital.

Due to the excess of proceeds from sale of treasury shares over its cost.

104% decrease in unrealized gain (loss) on pension

Attributed to the changes on pension settlement expectations.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2015 versus the Income Statement for the year ended December 31, 2014

16% Increase in real estate sales

Driven by the increased volume of real estate sales.

95% increase in rental income

Due to the change in internal operations of the Company whereby a management services agreement was executed in place of the lease agreement.

15% increase in interest income

Due to the mix of interest bearing buyers of the Company

66% decrease in construction income

Due to decreased number of construction of houses

26% increase in dividend income

Mainly due to increased dividend declaration of investee companies

35% increase in commission income

Mainly due to aggressive marketing strategies of subdivisions owned by SLRDI

27% increase in other income

Mainly due to the gain recognized during the year for the repossession of lot inventories from the buyers. Also, it's due to the increase in other operational income such as penalties and surcharges, processing fees, and income related to defaults of various buyers and cancelled sales.

36% increase in cost and expenses

Mainly due to the related increase in sales during the period.

230% increase in depreciation

Due to new property and equipment acquisitions during the year.

52% increase in commissions

Mainly due to directly proportional relation of real estate sales which increased during the year.

18% increase in interest expense

Due to the additional debts arising from the public bond offering and partial recognition of capitalized interest from previous years.

21% increase in taxes, licenses and fees

Due to increased taxes paid for transfer of land titles to customers. The increase was also due to documentary stamp taxes incurred for short term loans to various financial institutions.

34% increase in salaries and wages

Mainly due to the hiring of additional employees to cater to the increased volume of transactions and the release of employees' benefits for the whole year.

47% increase in advertising

Mainly due to aggressive marketing strategies which is in direct proportion to the increase in real estate sales.

200% increase in professional fees

Due to professional services paid for the public bond offering

254% increase in utilities

Mainly due to whole year recognition of utility expenses related to mall due to the change in internal operations of the Company whereby a management services agreement was executed in place of the lease agreement.

148% increase in repairs and maintenance

Mainly due to increased number projects already completed not yet turned over to home owners associations (HOA) and Condominium Corporations which incur repairs and maintenance for further upkeep.

199% increase in representation

Driven by strong performance in property development and settlement of permits and licenses.

106% increase in miscellaneous expense

Due to surcharges and penalties incurred in pretermination of loans to various financial institutions.

27% increase in provision for income tax

Due to the increase in taxable net income of the Registrant

COMPARISON: YEAR END 2014 VS. YEAR END 2013

RESULTS OF OPERATIONS

Overview of Operations

SLI generated net income after tax of P549 million for the year 2014, 83% higher than the P300 million reported in 2013. Consolidated revenues posted at P2,296 million compared to P1,327 million of last year, 73% higher year on year. Bulk of the revenues was recognized under real estate sales for an increase of P644 million from that of last year followed by the 42% increase in rental income from P355 million to P504 million which was

due to the change in internal operations. Increase in real estate sales was driven by strong performance in SLI's property segment.

Cost and expenses increased to P1,029 million from P529 million this year. Administrative and selling costs to revenues improved during the year by 6%. Earnings before tax generated is P783 million, 80% increase from last year.

Revenue

Revenue from real estate sales reached P1,445 million in 2014, 80% higher than 2013. This is driven by strong bookings and project completion across all real estate segment of the Company. Revenue from rental income posted a P149 million increase due to change in internal operations. A management services agreement was executed on lieu of the Lease contract which lets SLI books the gross revenue starting October 2014. Commission income during the year was generated by the Group's marketing unit Santalucia Ventures, Inc.

Also, a 173% increase in other income or equivalent to P99 million was booked during the year. This was mainly due to the management income booked by the Company from a sale of property of its parent, SLRDI.

Cost and Expense

Total expenses for the year amounted to P1,513 million, 70% higher than P892 million posted in 2013. Cost of sales from real estate sales accounted the P340 million increase together with the in cost of rental income at P140 million. During the year 2014, the a 33% increase in selling and administrative expenses was recognized due to the related increase in commission expense driven by the increase in revenue from real estate sales.

Net Income

The Registrant's net income increase by 83% from P300 Million in 2013 to P548 Million in 2014. This increase was due to the sales take up in real estate sales and rental income,.

PROJECT AND CAPITAL EXPENDITURES

The Registrant spent P1,473 Million for project and capital expenditures during the year 2014, which is 8% higher than that spent in 2013. P1,423 Million of this amount is accounted for by the development of the Registrant's residential and commercial projects while the remaining was utilized for landbanking purposes. For 2015, the Registrant earmarked less than P2,000 Million for its project and capital expenditures, largely for the development of its ongoing projects and launching of new projects.

FINANCIAL CONDITION

Assets

Total Assets as of December 31, 2014 amounted to P17,838 Million, 4% higher than the P17,185 Million as of December 31, 2014. The significant increase was due to the booking of installment contracts receivable from the sales take up made during the year. Prepayments in construction and commissions also contributed to the growth of company financial condition. 7% increase in investment properties is accounted for the increase in assets.

Liabilities

The Registrant's availment of loans during the attributed to the P525 million increase in liabilities. Also, the continued constructions of projects and acquisitions of various lands for future expansions required a significant increase in its liabilities, including those related to construction contracts, supplies of materials, retentions, loans, taxes, land acquisitions and promotions, by 18% from the amount of P1,694 million as of December 31, 2014.

Equity

Total stockholders' equity decreased by 3% from the amount of P352 million as of December 31, 2014. This is due the buyback of shares amounting to P900 million was executed between SLI and SLRDI to settle intercompany advances.

Key Performance Indicators

	31-Dec-14	31-Dec-13
Current Ratio	2.08	2.38
Debt to Equity	0.28	0.22
Interest Coverage Ratio	691.39%	354.51%
Return on Asset	3.08%	1.75%
Return on Equity	4.68%	2.48%

*Notes to Key Performance Indicators:

1.Current Ratio = current assets (*cash, receivables, inventories, due from affiliates, prepaid commissions, and other current asset*) over current liabilities (*accounts payable, customer deposit, current portion of bank loans, income tax payable, and deferred tax liabilities*).

2.Debt to Equity = Total debt over shareholder's equity.

3.Interest Coverage Ratio = Earnings before tax over Interest expense.

4.Return on Asset = Net Income over Total Assets.

5.Return on Equity = Net Income over shareholder's equity.

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

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Registrant and unconsolidated entities were created during 2014.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2014 versus the Balance Sheet as of December 31, 2013

281% Increase in cash

This is mainly due to the improved collections of the company and rental operations of the mall as the tenants now pay directly to the Company starting October 2014.

121% increase in receivables

Higher sales take up during the year and intercompany transactions within the group drove the increase

67% increase in other current assets

The increase primarily was due to the increase in prepaid commissions and contractor advances as an effect of the Company's aggressive marketing and developing activities.

63% increase in property and equipment

Mainly due to the purchase of transportation vehicles to be used in operations

8% increase in investment properties

Mainly due to the refurbishment of the mall,

11% increase in other non-current assets

Mainly due to long term deposits made relative mainly to project developments.

18% increase in accounts payable

Driven by the ongoing development of various projects of the company.

10% increase in customer's deposits

Due to the prolonged down payment terms of various projects and also increase in customers' reservation applications.

36% increase in income tax payable

Due the taxable operations of the Company.

20% increase in loans payable

This is due to loan availments of the Company to finance the working capital requirements

46% increase in deferred tax liabilities-net

Mainly due to the recognition of the difference between tax and book basis of accounting for real estate transactions and other temporary differences.

94% increase in pension liability

Attributed to the increase in actuarial valuations.

80% increase in retained earnings

Attributed to the profitable operations, gains on investment properties, and revenues from real estate business operations.

100% increase in treasury shares

Due to the settlement of intercompany advances between SLI and SLRDI which provides assignment of certain number of shareholding of SLRDI to SLI be assigned to the latter.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2014 versus the Income Statement for the year ended December 31, 2013

80% Increase in real estate sales

Driven by sales take up of previous years' deferred revenue recognition as a result of longer down payment schemes for some of its projects.

42% increase in rental income

Due to the change in internal operations of the Company whereby a management services agreement was executed in place of the lease agreement.

6% decrease in interest income

Due to the mix of interest bearing buyers of the Company

173% increase in other income

Mainly due to the management income booked during the year for the sale of property by SLRDI. Also, it's due to the increase in other operational income such as penalties and surcharges, processing fees, and income related to defaults of various buyers and cancelled sales.

285% increase in commission income

Aggressive sales and marketing activities of the marketing vehicle of the Group

81% increase in cost and expenses

Mainly due to the related increase in sales during the period.

134% increase in commissions

Mainly due to directly proportional relation of real estate sales which increased during the year.

11% increase in interest expense

Due to the additional loans granted by various banks to the Registrant and partial recognition of capitalized interest from previous years.

41% increase in salaries and wages

Mainly due to the hiring of additional employees to cater to the increased volume of transactions and the release of employees' benefits for the whole year.

39% decrease in advertising

Attributable to the cost efficiency measures of the Company and transfer of some marketing expenses to the marketing arms of the Company.

74% decrease in provision for income tax

Due to the increase of realized taxable sales and other taxable income of the Registrant

COMPARISON: YEAR END 2013 VS. YEAR END 2012

RESULTS OF OPERATIONS

Overview of Operations

For the year ended December 31, 2013, SLI net income registered a year on year decrease of 4% from P311 Million in 2012 to P300 Million in 2013. The Registrant declared total comprehensive income of P302 Million for the year 2012, 42% lower than the P519 Million generated in the year 2012. Percentage of real estate sales is 62% and 72% from the total revenues in 2013 and 2012, respectively. The Company showed a flat performance during the year.

Rental income and other income decreased from 2012 to 2013 by 8%. Operating income decreased by P33 Million, or by 7%, from 2012 to 2013. Although the percentage of the Registrant's general and administrative expenses to total revenue increased by 36% from 2012 to 2013, said increase is reasonable considering the expanding operations of the Registrant.

Revenue

For the year 2012, the Registrant registered a 26% decline in its overall revenues attributed to the decline in commercial lot sales as the Company moves towards increasing its lease income from commercial lots. The deferred revenue recognition as a result of longer down payment schemes for some of its projects also contributed to the decline. The deferred revenues recognition led to a 139% increase in customers' deposits from P 282 Million to P673 Million. Revenues from rental operations, in particular, decreased due to decrease in mall occupancy due to various space renovations. Though the real estate revenue decreased, there was noted an increase in interest income and other income. This comprises mostly of interest income from interest bearing accounts receivables and surcharges and penalties of late buyers. The Registrant's overall revenues for the year 2013 amounted to P1,327 Million compared to P 1,793 Million for the year 2012.

Cost and Expense

Overall cost and expense decreased by 33% from P1,325 Million in 2012 to P892 Million in 2013. This is due to the decrease in real estate sales, which have corresponding costs of sales. There were also decreases in administrative expenses such as commissions, professional fees, taxes and licenses. During the year 2013, the Registrant increased its administrative staff, consultants, and development personnel to cope with the increase in the number of its development projects hence the increase in salaries and wages.

Net Income

The Registrant's net income decreased by 4% from P311 Million in 2012 to P300 Million in 2013. This decrease was due to decrease in real estate sales, rental income, increase in interest expense and additional manpower costs of the company to compete in the real estate market.

PROJECT AND CAPITAL EXPENDITURES

The Registrant spent P1,354 Million for project and capital expenditures during the year 2013, which is 7% higher than that spent in 2011. P1,306 Million of this amount is accounted for by the development of the Sta. Lucia Land, Inc.
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Registrant's residential and commercial projects while the remaining was utilized for landbanking purposes. For 2014, the Registrant earmarked less than P2,000 Million for its project and capital expenditures, largely for the development of its ongoing projects and launching of new projects.

FINANCIAL CONDITION

Assets

Total Assets as of December 31, 2013 amounted to P17,185 Million, 6% higher than the P16,236 Million as of December 31, 2012. The significant increase was due to continued construction development of various projects and various land acquisitions for future developments increased the total real estate inventory. Prepayments in construction and commissions also contributed to the growth of company financial condition.

Liabilities

The Registrant's continued sales and marketing efforts led to the significant increase of customer's deposit from P282 Million in 2012 to P673 Million in 2013. Also, the continued constructions of projects and acquisitions of various lands for future expansions required a significant increase in its liabilities, including those related to construction contracts, supplies of materials, retentions, loans, taxes, land acquisitions and promotions, by 2% from the amount of P1,399 million as of December 31, 2012 to P1,431 million as of December 31, 2013.

Equity

Total stockholders' equity increased by 3% from the amount of P11,782 million as of December 31, 2012 to P12,085 million as of December 31, 2013. This was the result of the growth of Registrant's retained earnings by 77%.

Key Performance Indicators

	31-Dec-13	31-Dec-12
Current Ratio	2.38	2.70
Debt to Equity	0.22	0.22
Interest Coverage Ratio	354.51%	491.13%
Return on Asset	1.75%	1.92%
Return on Equity	2.48%	2.64%

*Notes to Key Performance Indicators:

3. Current Ratio = current assets (*cash, receivables, inventories, due from affiliates, prepaid commissions, and other current asset*) over current liabilities (*accounts payable, customer deposit, current portion of bank loans, income tax payable, and deferred tax liabilities*).
4. Debt to Equity = Total debt over shareholder's equity.
5. Interest Coverage Ratio = Earnings before tax over Interest expense.
6. Return on Asset = Net Income over Total Assets.
7. Return on Equity = Net Income over shareholder's equity.

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

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Registrant and unconsolidated entities were created during 2013.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2013 versus the Balance Sheet as of December 31, 2012

53% Decrease in cash

Was required in having additional portfolio of project developments and expenditures during the year.

6% increased in real estate inventories

Direct effect of the Company's continuous developments of subdivision and condominium projects.

66% increase in other current assets

The increase primarily was due to the increase in prepaid commissions and contractor advances as an effect of the Company's aggressive marketing and developing activities.

149% increase in property and equipment

Mainly due to purchase of an ERP system that will cater the computerized accounting system requirements of the Company.

54% increase in other non-current assets

Mainly due to long term deposits made relative mainly to project developments.

139% increase in customer's deposits

Due to the prolonged down payment terms of various projects and also increase in customers' reservation applications.

100% increase in income tax payable

Due the taxable operations of the Company.

35% increase in deferred tax liabilities-net

Mainly due to the recognition of the difference between tax and book basis of accounting for real estate transactions and other temporary differences.

106% increase in pension liability

Attributed to the increase in man power element in the year 2013.

77% increase in retained earnings

Attributed to the profitable operations, gains on investment properties, and revenues from real estate business operations.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2013 versus the Income Statement for the year ended December 31, 2012

37% decrease in real estate sales

Attributed to the decline in commercial lot sales as the Company moves towards increasing its lease income from commercial lots. The deferred revenue recognition as a result of longer down payment schemes for some of its projects also contributed to the decline. The deferred revenues recognition led to a 139% increase in customers' deposits from P 282 Million to P673 Million.

8% decrease in rental income

Mainly due to the lower rental collection of the mall led by various space renovations.

36% increase in interest income

Due to the recognition of day 1 loss of non interest bearing receivables.

55% increase in other income

Mainly due to the increase in other operational income such as penalties and surcharges, processing fees, and income related to defaults of various buyers and cancelled sales.

48% decrease in cost of real estate

Mainly due to the decrease in sales which have corresponding costs.

38% decrease in commissions

Mainly due to directly proportional relation of real estate sales which decreased during the year.

8% increase in interest expense

Due to the additional loans granted by various banks to the Registrant and partial recognition of capitalized interest from previous years.

21% decrease in taxes, licenses and fees

Mainly due the cost efficiency measures of the Company.

45% decrease in professional fee

The decrease was due to the termination of contract from various consultant and professionals for the continuous project developments.

61% increase in salaries and wages

Mainly due to the hiring of additional employees to cater to the increased volume of transactions and the release of employees' benefits for the whole year.

9% decrease in advertising

Attributable to the cost efficiency measures of the Company.

12% decrease in repairs and maintenance

Due to the capitalization of maintenance to inventory accounts and lessened costs for the administration.

48% decrease in utilities expense

This was due to the decrease in costs in maintenance and utilities of subdivision projects.

19% increase in miscellaneous expenses

Mainly due to the increase in other expenses other than those detailed above.

61% increase in provision for doubtful accounts

Due to the identification of receivables that are unlikely to be collected.

99% decrease in other comprehensive income

Mainly to the minimal market appreciation of PRCI and MJCI stocks.

14% decrease in provision for income tax

Due to the decrease of realized taxable sales and other taxable income of the Registrant

COMPARISON: YEAR END 2012 VS. YEAR END 2011

RESULTS OF OPERATIONS

Overview of Operations

The Registrant declared total comprehensive income of P520 Million for the year 2012, 6% lower than the P555 Million generated in the year 2011. Net income amounted to P312 Million and P359 Million in 2012 and 2011, respectively, which represents a 13% decrease from 2011 to 2012. Bulk of the revenues is generated from real estate sales which comprised 72% and 65% of the total revenues in 2012 and 2011, respectively. The Company showed great performance in its real estate business.

Rental income and other income decreased from 2011 to 2012 by 7%. Operating income decreased by P37 Million, or by 5%, from 2011 to 2012. Although the percentage of the Registrant's general and administrative expenses to total revenue increased by 10% from 2011 to 2012, said increase is reasonable considering the expanding operations of the Registrant.

Revenue

For the year 2012, the Registrant registered a 39% growth in its overall revenues driven by higher bookings and steady progress on construction across the projects. Revenues from rental operations, in particular, decreased due to decrease in mall occupancy. Increases in interest income and other income also contributed to the increase of revenue. This comprises mostly of interest income from interest bearing accounts receivables and

surcharges and penalties of late buyers. The Registrant's overall revenues for the year 2012 amounted to P1,793 Million compared to P 1,442 Million for the year 2011.

Cost and Expense

Overall cost and expense increased by 46% from P909 Million in 2011 to P1,325 Million in 2012. This is due to the increase in real estate sales, which have corresponding costs of sales. There were also increases in administrative expenses such as commissions, professional fees, salaries and wages, taxes and licenses, consistent with the continued growth and development of the company. During the year 2012, the Registrant increased its administrative staff, consultants, and development personnel to cope with the increase in the number of its development projects.

Net Income

The Registrant's total comprehensive income decreased by 6% from P555 Million in 2010 to P520 Million in 2012. This decrease was due to decrease in rental income, increase in advertising and promotions and additional manpower costs of the company to compete in the real estate market.

PROJECT AND CAPITAL EXPENDITURES

The Registrant spent P1,260 Million for project and capital expenditures during the year 2012, which is 58% higher than that spent in 2011. P1,197 Million of this amount is accounted for by the development of the Registrant's residential and commercial projects while the remaining P63 Million was utilized for landbanking purposes. For 2013, the Registrant earmarked less than P2,000 Million for its project and capital expenditures, largely for the development of its ongoing projects and launching of new projects.

FINANCIAL CONDITION

Assets

Total Assets as of December 31, 2012 amounted to P16,236 Million, 9% higher than the P14,849 Million as of December 31, 2011. The significant increase was due to the continued sales of infused and ongoing projects resulting in the increase of receivables. The continued construction development of various projects and various land acquisitions for future developments increased the total real estate inventory. Investments in financial assets and prepayments also contributed to the growth of company financial condition.

Liabilities

The Registrant's continued constructions of projects and acquisitions of various lands for future expansions required a significant increase in its liabilities, including those related to construction contracts, supplies of materials, retentions, loans, taxes, land acquisitions and promotions, by 17% from the amount of P1,194 million as of December 31, 2011 to P1,400 million as of December 31, 2012.

Equity

Total stockholders' equity increased by 5% from the amount of P11,263 million as of December 31, 2011 to P11,782 million as of December 31, 2012. This was the result of the growth of Registrant's retained earnings by 400%.

Key Performance Indicators

	31-Dec-12	31-Dec-11
Current Ratio	2.53	2.75
Debt to Equity	0.22	0.19
Interest Coverage Ratio	491.13%	771.61%
Return on Asset	1.92%	2.42%
Return on Equity	2.64%	3.19%

*Notes to Key Performance Indicators:

- a. Current Ratio = current assets (*cash, receivables, inventories, due from affiliates, prepaid commissions, and other current asset*) over current liabilities (*accounts payable, customer deposit, current portion of bank loans, income tax payable, and deferred tax liabilities*).
- b. Debt to Equity = Total debt over shareholder's equity.
- c. Interest Coverage Ratio = Earnings before tax over Interest expense.
- d. Return on Asset = Net Income over Total Assets.
- e. Return on Equity = Net Income over shareholder's equity.

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

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Registrant and unconsolidated entities were created during 2012.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2012 versus the Balance Sheet as of December 31, 2011

34% Decrease in cash

Was required in having additional portfolio of project developments and expenditures during the year.

53% increase in receivables

Mainly due to the increase in real estate sales driven by the new projects sold.

7% increased in real estate inventories

Mainly due to the increase in percentage of completed projects, acquisitions of prime properties and raw land for future development.

24% increase in other current assets

Mainly due to increase in input tax, prepaid commissions and revolving funds.

47% increase in available for sale financial assets

Mainly due to market appreciation of PRC and MJCI stocks.

24% increase in property and equipment

Mainly due to additional purchase of transportation equipments for sales and marketing activities.

48% increase in other non-current assets

Mainly due to the booking of various recoverable deposits and advances.

17% increase in accounts and other payables

Due to the continued constructions of vertical & horizontal projects.

120% increase in customer's deposits

Due to the increase in customers' reservation applications and low amount of payments received.

21% increase in loans payable

Mainly due to additional loan availments to finance the constructions of ongoing vertical and horizontal projects.

100% decrease in income tax payable

Due to the application of creditable tax withheld during the year.

80% increase in deferred tax liabilities-net

Mainly due to the recognition of the difference between tax and book basis of accounting for real estate transactions and other temporary differences.

106% increase in unrealized gain on AFS
Due to the market appreciation of PRCI and MJCI stocks

400% increase in retained earnings
Attributed to the profitable operations, gains on investment properties, and revenues from real estate business operations.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2012 versus the Income Statement for the year ended December 31, 2011

39% increase in real estate sales
Due to the increase in advertising and promotion activities especially to the new projects of the Registrant.

7% decrease in rental income
Mainly due to the lower occupancy rate of the mall.

11% decrease in interest income
Due to the recognition of day 1 loss of non interest bearing receivables.

105% increase in other income
Mainly due to the increase in other operational income such as penalties and surcharges, processing fees, and income related to defaults of various buyers and cancelled sales.

82% increase in dividend income
Result of Registrant's investments in various securities.

67% increase in cost of real estate
Mainly due to the increase in sales which have corresponding costs.

54% increase in commissions
Mainly due to increased efforts in selling activities by the Registrant's brokers and agents.

38% increase in interest expense
Due to the additional loans granted by various banks to the Registrant and partial recognition of capitalized interest from previous years.

74% increase in advertising
Due to the more aggressive marketing approach adopted in 2012 by the Registrant to meet its sales target

10% decrease in taxes, licenses and fees
Mainly due to amortization of taxes and licenses incurred in loan availments over its term.

40% decrease in professional fee
Due to the reduction of hiring of various consultants in the development of the projects and administrative functions.

77% increase in salaries and wages
Mainly due to the hiring of additional employees to cater to the increased volume of transactions and the release of employees' benefits for the whole year.

20% decrease in repairs and maintenance
Due to the capitalization of maintenance to inventory accounts and lessened costs for the administration.

50% increase in miscellaneous expenses
Mainly due to the increase in other expenses other than those detailed above.

100% increase in provision for doubtful accounts
Due to the identification of receivables that are unlikely to be collected.

6% increase in other comprehensive income
Mainly to the market appreciation of PRCI and MJCI stocks.

10% decrease in provision for income tax
Due to the decrease of realized taxable sales and other taxable income of the Registrant

COMPARISON: YEAR END 2011 VS YEAR END 2010

RESULTS OF OPERATIONS

Overview of Operations

The Registrant declared a total comprehensive income of P555 Million for the year 2011, 280% higher than the P146 Million generated in the year 2010. Net income amounted to P359 Million and P146 Million in 2011 and 2010, respectively, which represents a 149% increase from 2010 to 2011. Bulk of the revenues is generated from real estate sales which comprised 65% and 80% of the total revenues in 2011 and 2010 respectively.

Rental income and other income increased from 2010 to 2011 by 122% and 124%, respectively. Operating income increased by P289 Million, or by 18% increase, from 2010 to 2011. Although the percentage of the Registrant's general and administrative expenses to total revenue increased by 1% from 2010 to 2011, this represents a minimal increase considering the expanding operations of the Registrant.

Revenue

For the year 2011, the Registrant registered a 13% growth in its overall revenues despite the increased competition in the residential real estate market. Revenues from rental operations in particular increased greatly due to a shift in accounting policy from cash basis to the accrual basis coupled with an increase in mall occupancy. Increases in interest income and other income also contributed to the increase of revenue. The Registrant's overall revenues for the year 2011 amounted to P1,441 Million compared to P 1,275 Million for the year 2010.

Cost and Expense

Overall cost and expense decreased by 12% from P1,031 Million in 2010 to P908 Million in 2011. This is due to the decrease in real estate sales, which have corresponding costs of sales. On the other hand, administrative expenses such as commissions, professional fees, salaries and wages, taxes and licenses increased with the continued growth and development of the company. During the year 2011, the Registrant increased its administrative staff, consultants, and development personnel to cope with the increase in the number of development projects.

Net Income

The Registrant's total comprehensive income increased by 280% from P146 Million in 2010 to P554 Million in 2011. This increase was due to effective management of costs and expenses, stable growth in sales, the substantial increase in net revenues from commercial operations of its investment properties, dividends received and gains from investment in Philippine Racing Club (PRC) shares.

PROJECT AND CAPITAL EXPENDITURES

The Registrant spent P821 Million for project and capital expenditures during the year 2011, which is 69% higher than that spent in 2010. P798 Million of this amount is accounted for by the development of the Registrant's residential and commercial projects while the remaining P23 Million was utilized for landbanking purposes. For 2012, the Registrant earmarked less than P1,500 Million for its project and capital expenditures, largely for the development of its ongoing projects and launching of new projects.

FINANCIAL CONDITION

Assets

Total Assets as of December 31, 2011 amounted to P14,849 Million, 15% higher than the P12,877 Million as of December 31, 2010. The significant increase was due to the continued sales of infused and ongoing projects resulting in the increase of receivables. The continued construction development of various projects and various land acquisitions for future developments increased the total real estate inventory. Investments in financial assets also contributed to the growth of company financial condition.

Liabilities

The Registrant's continued constructions of projects and acquisitions of various lands for future expansions significantly increased its liabilities, including those related to construction contracts, supplies of materials, retentions, loans, taxes, land acquisitions and promotions, by 65% from the amount of P2,170 million as of December 31, 2010 to P3,586 million as of December 31, 2011.

Equity

Total stockholders' equity increased by 5% from the amount of P10,707 million as of December 31, 2010 to P11,262 million as of December 31, 2011. This was the result of the growth of Registrant's total comprehensive income by 280%.

Key Performance Indicators

	31-Dec-11	31-Dec-10
Current Ratio	2.75	3.76
Debt to Equity	0.19	0.11
Interest Coverage Ratio	771.61%	428.04%
Return on Asset	4.20%	1.58%
Return on Equity	4.93%	1.36%

*Notes to Key Performance Indicator:

1. Current Ratio = current assets (*cash, receivables, inventories, due from affiliates, prepaid commissions, and other current asset*) over current liabilities (*accounts payable, customer deposit, current portion of bank loans, income tax payable, and deferred tax liabilities*).
2. Debt to Equity = Total Debt over shareholder's equity.
3. Interest Coverage Ratio = Earnings before tax over Interest expense
4. Return on Asset = Net Income over Total Assets
5. Return on Equity = Net Income over shareholder's equity.

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

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Registrant and unconsolidated entities were created during 2011.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2011 versus the Balance Sheet as of December 31, 2010

103% increase in cash

Was the result of improved collections of receivables from buyers, increase in customer reservations and deposits, availments of bank loans and dividends received.

42% decrease in receivables

Mainly due to the improved collections of receivables from various customers and the shifting of current receivables to non-current portion.

9% increased in real estate inventories

Mainly due to the increase of percentage of completed projects, acquisitions of prime properties and raw land for future development.

424% increase in other current assets

Mainly due to increase in prepaid assets, input tax, prepaid commissions and revolving funds.

45% increase in noncurrent installment contracts receivables

Mainly due to shifting of receivables from current to non-current portion.

100% increase in available for sale financial assets

Mainly due to market appreciation of PRC stocks, of which the Registrant is the holder of more than 10% of the total number of outstanding shares.

317% increase in property and equipment

Mainly due to retirement of various equipment and software and acquisitions of various transportation equipment during the year.

100% increase in other non-current assets

Mainly due to the booking of various recoverable deposits and advances.

51% increase in accounts and other payables

Due to the continued constructions of vertical & horizontal projects.

17% increase in customer's deposits

Due to the increase in customers' reservation applications and low amount of payments received.

75% increase in loans payable

Mainly due to additional loan availments to finance the constructions of ongoing vertical and horizontal projects.

31% decrease in income tax payable

Due to the early payment of income tax due and utilization of creditable tax withheld during the year.

876% increase in deferred tax liabilities-net

Mainly due to the recognition of the difference between tax and book basis of accounting for real estate transactions.

128% decrease in deficit

Attributed to the profitable operations, gains on investment properties, and revenues from real estate business operations

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2011 versus the Income Statement for the year ended December 31, 2010

122% increase in rental income

Mainly due to the shift in accounting policy on recognition of rental revenue from cash to accrual method.

18% increase in interest income

Due to the recognition of interest on sales on installment and the recognized accretion of discount from previous & current years' revenues.

90% increase in other income

Mainly due to the increase in other operational income such as penalties and surcharges, processing fees, sales of scrap materials, and income related to defaults of various buyers and cancelled sales.

100% increase in dividend income
Result of Registrant's investments in various securities

28% decrease in cost of real estate
Mainly due to the decrease in sales which have corresponding costs.

7% decrease in depreciation and amortization
Mainly due to the retirement of various equipment and software.

5% increase in commissions
Mainly due to reclassification of prepaid commission from prior years to commission expenses in 2011.

21% increase in interest expense
Due to the additional loans granted by various banks to the Registrant and partial recognition of capitalized interest from previous years.

26% decrease in advertising
Due to the more conservative marketing approach adopted in 2011 by the Registrant to meet its sales target.

324% increase in taxes, licenses and fees
Mainly due to the additional acquisitions of properties, securing of permits from various government agencies for the new projects and development, loans, and the increase of real estate property tax.

184% increase in professional fee
Due to the hiring of various consultants in the development of the projects, land acquisition and reclassification of various advances to professional fee.

62% increase in salaries and wages
Mainly due to the hiring of additional employees to cater to the increased volume of transactions and the release of employees' benefits for the whole year.

16% increase in repairs and maintenance
Due to the ordinary maintenance of various finished projects of the Registrant wherein maintenance and other repairs were necessary.

25% increase in utilities expense
The increase was due to the additional requirement of various subdivisions' maintenance, administrative, and other expenses.

92% increase in miscellaneous expenses
Mainly due to the increase in other expenses such as administrative and selling expenses for 2011.

78% increase in provision for income tax
Due to the increase of realized taxable sales and other taxable income of the Registrant.

Five (5) Key Performance Indicators

On Sales

The Registrant's marketing arms include:

1. Orchard Property
2. Royal Homes
3. Asian Pacific
4. Fil-Estate Marketing
5. Mega East
6. SantaLucia Ventures, Inc.

These marketing companies have been proven to be effective in carrying out the business plans of the Sta. Lucia Group. The combined sales force of these marketing units totals over 150,000, catering to clients all over the Philippines.

The Registrant is still looking into other marketing units that may supplement its growth. The Registrant is specifically looking for marketing firms that will accommodate its requirements and its marketing framework. With so many projects in sight and a diversified product line, there will always be opportunities for other marketing units.

On Technology Exploitation

The Registrant has made use of the expertise of NOAH Galleries software that is aimed at reducing costs, improving the quality of all processes involved in development, as well achieving accuracy involving all of its business operations. This software covers the following modules: Project Development; Accounts Payable ; Real Estate Sales; and Financials which comprise the complete operation of the Registrant, namely property development. This software is expected to increase the efficiency and productivity of the Registrant, as well as the quality of the processes involved in property development. The migration of data to the SAP software started in June 2013 and adjustments are continuously being made to further improve the system and cater to the Registrant's needs.

In addition to the software, the Registrant's website, developed by CETT Computer Education Network can now be accessed by prospective buyers and investors through the web address www.stalucialand.com.ph. The website contains the list of lots for sale, a lot map, and a reservation system, which will enable clients to make on-line reservations. This website is expected to improve client convenience and also serve as a marketing tool.

On Inventory Optimization

The Registrant has in its portfolio a total of 2,271,220.52 square meters of residential, commercial and mixed use properties from the 26 properties infused by SLRDI. Moreover, there are additional joint venture projects that are executed during the year by the Registrant.

Plans have been discussed and are currently being implemented on the disposal of the said properties, which will enhance the sales figure and bottom line of the Registrant. On average, most of these projects have to be sold over a period of three to four years. Developments shall also take two to three years.

On Organization Design

Please refer to Employees/Officers in Item I

On Managing Change

The Registrant now has the assistance of professionals leading its reorganization and is still in the process of hiring highly-skilled professionals who will be involved in the daily operations of the company.

In addition, the creation of the Executive Committee and Management Committee will make decision making more responsive to the needs of the business.

Liquidity and Capital Resources

The Registrant was able to meet its capital requirements from its capital resources, including those obtained from borrowings and prepaid sales and internally generated cash.

Along with the cash that will be generated from the possible follow-on offer of shares, the Registrant is expected to have a sustainable level of liquidity in the following years.

The Registrant has a long line up of developmental activities in 2014, which it started in 2008 and this assures its solvency and profitability for the years to come. The infused assets continue to increase the expected cash flow of the Registrant from the sale of residential and commercial properties combined with the lease payments from SLEGM.

As shown in the balance sheet of the Registrant as of December 31, 2015, its debt-equity ratio amounts to 0.44.

The increased liquidity and the projected sustainability of the Registrant have given it the capacity to generate cash through other types of funding.

Factors that may have material effect on the Operations

Effects of Economic Conditions

The results of the Registrant's operations and financial condition are affected by the general economic condition in the Philippines, including inflation rates, interest rate levels and currency exchange rate movements. For instance, the general performance of the Philippine economy affects demand for residential and commercial products, and inflation affects the Registrant's costs and its margins.

Capital Expenditures

The Registrant's cash disbursement for project development and land banking amounted to P1,516 Million in 2015. For 2016, the Registrant allocated less than P2,000 Million for its capital expenditures, including P1,500 Million for project development and P500 Million for land acquisitions.

This will be funded by the Registrant's capital resources as mentioned above.

ITEM 7: FINANCIAL STATEMENTS

The audited consolidated financial statements are submitted herewith and can be found in the index portion.

ITEM 8: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On June 19, 2015, at the Annual Stockholders' Meeting, the Board agreed to retain SGV and Co. as the external auditor of the Registrant for the year 2015-2016. There are no disagreements with SGV & Co. on accounting and financial disclosure.

The following table shows the fees paid by the Registrant to its external auditor for the past three years: (VAT inclusive)

	Audit and Audit related fees	Tax Fees	Other Fees
2015	1,489,600*		
2014	1,232,000*		
2013	1,041,600*		
2012	985,600*		
2011	896,000*	-	-

*Relates only to audit fees; no other assurance and related services.

The Registrant's Audit Committee recommends the appointment of the external auditor to the Board of Directors which, in turn, recommends to the stockholders for their approval.

PART III - CONTROL AND COMPENSATION INFORMATION
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ITEM 10: DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Directors

VICENTE R. SANTOS	Chairman
EXEQUIEL D. ROBLES	Director
MARIZA R. SANTOS-TAN	Director
ANTONIO D. ROBLES	Director
AURORA D. ROBLES	Director
ORESTES R. SANTOS	Director
SANTIAGO CUA	Director
JOSE FERDINAND R. GUIANG	Independent Director
OSMUNDO C. DE GUZMAN	Independent Director

Executive/Corporate Officers

VICENTE R. SANTOS	Chairman
EXEQUIEL D. ROBLES	President
MARIZA R. SANTOS TAN	Treasurer
AURORA D. ROBLES	Assistant Treasurer
DAVID M. DE LA CRUZ	Executive Vice-President
PATRICIA A. O. BUNYE	Corporate Secretary
PANCHO G. UMALI	Assistant Corporate Secretary

Resume of Directors/Executive Officers (covering the past five (5) years)

VICENTE R. SANTOS – Chairman

Term of Office	One (1) year (2014-2015)
Address	Evangelista St., Brgy. Santolan, Pasig City
Age	59
Positions Held	Executive Vice President, Sta. Lucia Realty & Development, Inc.; EVP, Valley View Realty Dev't Corp.; EVP, RS Maintenance & Services Corp.; EVP, Sta. Lucia East Cinema Corp.; EVP, Sta. Lucia Waterworks Corp.; EVP Rob-San East Trading Corp.; EVP, Sta. East Commercial Corp.; EVP, RS Night Hawk Security & Investigation Agency; EVP, Sta. Lucia East Bowling Center, Inc.; EVP, Sta. Lucia East Department Store, Inc.; Acropolis North, President; Lakewood Cabanatuan, Corporate Secretary Chairman, Orchard Golf & Country Club
Directorships held	Orchard Golf & Country Club; Eagle Ridge Golf & Country Club; Sta. Lucia Land, Inc.

EXEQUIEL D. ROBLES – President/Director

Term of Office	One (1) year (2014-2015)
Address	F. Pasco Avenue, Dumandan Compound, Santolan, Pasig City
Age	61
Citizenship	Filipino
Positions Held	President and General Manager, Sta. Lucia Realty & Development, Inc.; President, Sta. Lucia East Cinema Corporation; President, Sta. Lucia East Commercial Corporation; President, Sta. Lucia East Bowling Center, Inc.; President, Sta. Lucia East Department Store; President, Valley View Realty and Development Corporation; President, RS Maintenance & Services, Inc.; President, Rob-San East Trading Corporation; President, RS Night Hawk Security & Investigation Agency

Directorships Held Sta. Lucia Realty & Development, Inc., Sta. Lucia East Cinema Corporation, Sta. Lucia Waterworks Corporation, Sta. Lucia East Commercial Corporation, Sta. Lucia East Department Store, Sta. Lucia East Bowling Center, Inc. Valley View Realty Development Corporation, RS Maintenance & Services, Inc.

MARIZA R. SANTOS-TAN – Treasurer

Term of Office One (1) year (2014-2015)
Address G/F, State Center II, Ortigas Avenue, Mandaluyong City
Age 58
Citizenship Filipino
Positions Held Vice President for Sales, Sta. Lucia Realty & Development, Inc.; Vice President, Valley View Realty Development, Inc.; Corporate Secretary, RS Maintenance & Services Corporation; Corporate Secretary, Sta. Lucia East Cinema Corporation; Corporate Secretary, Sta. Lucia Waterworks Corporation; Corporate Secretary, Rob-San East Trading Corporation; Corporate Secretary, Sta. Lucia East Commercial Corporation; Corporate Secretary, RS Night Hawk Security & Investigation Agency; Corporate Secretary, Sta. Lucia East Bowling Center, Inc.; Corporate Secretary, Sta. Lucia East Department Store, Inc.; President, Royale Tagaytay Golf & Country Club; Assistant Corporate Secretary, Alta Vista Golf & Country Club; Treasurer, Manila Jockey Club; Corporate Secretary, Worlds of Fun; Corporate Secretary, Eagle Ridge Golf & Country Club

Directorships Held Sta. Lucia Realty & Development, Inc., Valley View Realty Development, Inc., Orchard Golf & Country Club, Alta Vista Golf & Country Club, Manila Jockey Club, True Value Workshop, Consolidated Insurance Company, Unioil Resources Holdings, Inc.; Ebedev

AURORA D. ROBLES – Assistant Treasurer/Director

Term of Office One (1) year (2014-2015)
Address The Alexandra Condominiums, Meralco Avenue, Pasig City
Age 50
Citizenship Filipino
Positions Held Purchasing Manager, Sta. Lucia Realty & Development, Inc.; Stockholder, Valley View Realty Dev't Corp.; Stockholder, RS Maintenance & Services Corp.; Chief Administrative, Sta. Lucia East Cinema Corp.; Chief Administrative, Sta. Lucia Waterworks Corp.; Chief Administrative, Rob-San East Trading Corp.; Stockholder, Sta. East Commercial Corp.; Stockholder, RS Night Hawk Security & Investigation Agency

Directorships Held CICI General Insurance Corp.

ORESTES R. SANTOS – Director

Term of Office One (1) year (2013-2014)
Address Odyssey St., Acropolis, Quezon City
Age 55
Positions Held Project Manager, Sta. Lucia Realty & Development, Inc.; President, RS Superbatch, Inc.

Directorships held City Chain Realty

ANTONIO D. ROBLES – Director

Term of Office One (1) year (2014-2015)
Address Odyssey, Acropolis, Quezon City
Age 52
Positions Held Stockholder, Sta. Lucia Realty & Development, Inc.; Stockholder, Valley View Realty Dev't Corp.; Stockholder, RS Maintenance & Services Corp.; Treasurer, Orchard Marketing Corporation; Stockholder, Sta. Lucia East Commercial Corp.;

Stockholder, RS Night Hawk Security & Investigation Agency; Stockholder, Exan Builders Corp.; Owner, Figaro Coffee; Owner, Cabalen

Directorships held Exan Builders Corp.

SANTIAGO CUA – Director

Term of Office One (1) year (2014-2015)

Address 36 Roosevelt Street, San Juan, Metro Manila

Age 95

Citizenship Filipino

Positions Held Chairman and President, ACL Development Corporation; Chairman and President, Cualoping Securities, Inc.; Chairman and President, Filpak Industries, Inc.; Honorary Chairman, Philippine Racing Club;

Directorships held ACL Development Corporation, Cualoping Securities, Inc., Filpak Industries, Inc., Philippine Racing Club, Inc., Ebedev

DAVID M. DE LA CRUZ – Executive Vice President

Term of Office One (1) year (2014-2015)

Address #31, La Naval Street Remmanville Subdivision Better Living, Paranaque

Age 50

Citizenship Filipino

Positions Held VP and CFO – Atlas Consolidated Mining and Development Corp., SAVP - Corporate Credit Risk Management - BDO – AC&D Corporate Partners; President / CFO – Geograce Resources Phils. Inc.; Vice President / Head of Sales Amsteel Securities Philippines Inc; Senior Manager – Investment Banking Deutsche Morgan Grenfell Hong Kong Limited; Acting General Manager & Marketing Head – UBP Securities / Manager - Investment Banking - UBP Capital Corporation; Senior Auditor, SGV & Co.

ATTY. PATRICIA A. O. BUNYE – Corporate Secretary

Term of Office One (1) year (2014-2015)

Address CVCLAW CENTER, 11th Avenue cor. 39th Street, Bonifacio Global City, Metro Manila

Age 48

Citizenship Filipino

Positions Held Senior Partner, Villaraza Cruz Marcelo & Angangco; Past President, Integrated Bar of the Philippines (Pasay, Parañaque, Las Piñas & Muntinlupa Chapter); Secretary, 15th House of Delegates National Convention, IBP; Past President, Licensing Executives Society Philippines

Directorships Held Arromanche, Inc.; Baskerville Trading Corporation; Bay Area Holdings, Inc.; Belmont Equities, Inc.; Foundasco Philippines, Inc.; Go Home Bay Holdings, Inc.; Honfeur, Inc.; Kids Stuff Manufacturing, Inc.; Lawphil Investments, Inc.; Liberty Cap Properties, Inc.; Mianstal Holdings, Inc.; Quaestor Holdings, Inc.; Recruitment Center Philippines, Inc.; Westminster Trading Corporation; Winchester Trading Corporation; Windermere Marketing Corporation.

Independent Directors

JOSE FERDINAND R. GUIANG

Term of office One (1) year (2014-2015)

Address Unit 4 Cornhill Villas, Kaimito Ave. Town & Country Exec. Vill., Antipolo

Age 51

Citizenship Filipino

Sta. Lucia Land, Inc.
SEC Form 17-A 2015

Positions Held President, Pharmazel Incorporated; Member, Filipino Drug Association, Inc.; Area Sales Supervisor, Elin Pharmaceuticals, Inc.

OSMUNDO C. DE GUZMAN, JR.

Term of office One (1) year (2014-2015)
 Address Walnut cor. Redwood St. New Marikina Subd., San Roque, Marikina City
 Age 61
 Citizenship Filipino
 Positions Held Treasurer, Sunflower Circle Corp.

Significant Employees

The entire workforce of the Registrant is considered significant as each of its employees has his own responsibilities which are supposed to achieve the Registrant’s goals and objectives.

Family Relationships

EXEQUIEL D. ROBLES, ANTONIO D. ROBLES, AND AURORA D. ROBLES are siblings and they are first cousins with VICENTE R. SANTOS, MARIZA R. SANTOS-TAN, and ORESTES R. SANTOS, who are likewise siblings.

Involvement in Certain Legal Proceedings

Legal proceedings involving the Registrant’s directors and officers are discussed in Item 3: Legal Proceeding above.

Other than in the above-mentioned cases, the Registrant, its directors, officers or affiliates, any owner of record of more than 10% of its securities, or any associate of any such director, officer or affiliate, or security holder are not, to the knowledge of the Registrant, parties to any material legal proceeding during the past five (5) years up to date, including and/or involving any bankruptcy petition, conviction by final judgment, subject of an order, judgment or decree, and violation of a Securities or Commodities Law.

ITEM 9: EXECUTIVE COMPENSATION

Summary Compensation Table

The Directors and Officers do not receive any form of compensation except for a per diem of Fifteen Thousand Pesos (Php15,000) per meeting of the Board of Directors.

Apart from the per diem, there are no standard arrangements or other arrangements between the Registrant and the directors and executive officers.

Executive Officers

Name and Principal Position	Annual Compensation 2015		
	Salary*	Bonus*	Other Annual Compensation*
Executive Officers			
Vicente R. Santos – Chairman	XXX	XXX	XXX
Exequiel D. Robles – President/Director	XXX	XXX	XXX
Mariza Santos-Tan – Treasurer/Director	XXX	XXX	XXX
Aurora D. Robles – Assistant Treasurer/Director	XXX	XXX	XXX
David M. Dela Cruz – Executive Vice President	XXX	XXX	XXX
Patricia A.O. Bunye – Corporate Secretary	<u>XXX</u>	<u>XXX</u>	<u>XXX</u>

Total for Above	Estimated	7,500	2,475	XXX
	Actual	7,450	2,580	XXX
All other officers** as a group unnamed	Estimated	2,500	500	XXX
	Actual	2,130	365	XXX

**Annual Compensation
2014**

Name and Principal Position	Salary*	Bonus*	Other Annual Compensation*	
Executive Officers				
Vicente R. Santos – Chairman	XXX	XXX	XXX	
Exequiel D. Robles – President/Director	XXX	XXX	XXX	
Mariza Santos-Tan – Treasurer/Director	XXX	XXX	XXX	
Aurora D. Robles – Assistant Treasurer/Director	XXX	XXX	XXX	
David M. Dela Cruz – Executive Vice President	XXX	XXX	XXX	
Patricia A.O. Bunye – Corporate Secretary	XXX	XXX	XXX	
Total for Above	Estimated	7,500	2,475	XXX
	Actual	7,450	2,580	XXX
All other officers** as a group unnamed	Estimated	2,500	500	XXX
	Actual	2,130	365	XXX

ITEM 11: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Stockholders who/which are directly/indirectly the record/beneficial owners of more than 5% of the Registrant's voting securities as of 31 December 2015:

Title of class	Name and address of record owner and his relationship with issuer	Name of beneficial owner and relationship with record owner	Citizenship	No. of Shares	Percent
Common	Sta. Lucia Realty & Dev't., Inc. Ground Flr., State Center Bldg. II, Ortigas Avenue cor. EDSA Mandaluyong City	-same-	Domestic	7,451,005,767	83.28%

Security Ownership of Management

Directors/Officers & Nominees as of December 31, 2015

Title of class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Class
Common	VICENTE R. SANTOS Chairman	712,494	Filipino	0.01%
	Evangelista St., Brngy. Santolan, Pasig City	233,000		0.00%
Common	EXEQUIEL D. ROBLES President and Director	712,500	Filipino	0.01%
	F. Pasco Ave., Dumandan Compound, Santolan, Pasig City	230,000		0.00%

Common	MARIZA R. SANTOS-TAN Treasurer and Director G/F, State Centre II Ortigas Avenue, Mandaluyong City	1	Filipino	0.00%
Common	AURORA D. ROBLES Assistant Treasurer and Director Alexandra Condominium, Meralco Ave., Pasig City	1	Filipino	0.00%
Common	ATTY. PATRICIA A.O. BUNYE Corporate Secretary 11th Avenue cor. 39 th Street Bonifacio Global City, Metro Manila Makati City	0	Filipino	0.00%
Common	DAVID M. DE LA CRUZ Executive Vice President 31 La Naval Street Remmanville Subdivision, Better Living Paranaque			
Common	SANTIAGO CUA Makati City Director 36 Roosevelt Street San Juan, Metro Manila	0 1,000	Filipino	0.00%
Common	ANTONIO D. ROBLES Director Odyssey St., cropolis, Quezon City	1	Filipino	0.00%
Common	ORESTES R. SANTOS Director Odyssey St., Acropolis, Quezon City	1	Filipino	0.00%
Common	JOSE FERDINAND R. GUIANG Independent Director #71 K-6 St., Camias Road, Quezon City	1	Filipino	0.00%
Common	OSMUNDO C. DE GUZMAN, JR. Independent Director Walnut cor. Redwood St., New Marikina Subd. San Roque, Marikina City	1	Filipino	0.00%

Title of class	Name of Beneficial Owner	Amount of Ownership as Director & Officers	Percent of Class
Common	DIRECTORS & EXECUTIVE OFFICERS	1,889,000	0.02%

Voting Trust Holders

The Registrant is not a party to any voting trust. No shareholder of the Registrant holds more than 5% of the outstanding capital stock of the Registrant through a voting trust or other similar agreements.

ITEM 12: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

As previously disclosed, SLRDI entered into a Property-for-Equity Swap with the Registrant in exchange for 10,000,000,000 shares of the latter.

The Registrant's President, EXEQUIEL D. ROBLES, is the President and General Manager of SLRDI. The Registrant's directors, ANTONIO D. ROBLES, a stockholder of SLRDI, and AURORA D. ROBLES, the Purchasing Manager of SLRDI, are siblings of MR. EXEQUIEL D. ROBLES who are all first cousins of MARIZA R. SANTOS-TAN, the Vice-President for Sales of SLRDI, VICENTE R. SANTOS, the Executive Vice-President of SLRDI, and ORESTES R. SANTOS, Project Manager of SLRDI, who, in turn, are siblings.

A director/officer of ACL Development Corporation, namely SANTIAGO CUA is also a director of the Registrant.

PART IV – CORPORATE GOVERNANCE

ITEM 13: COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

The Registrant has complied, and will continue to comply, with the leading practices and principles on good corporate governance, as set forth in the Registrant's Manual on Corporate Governance in compliance with SEC Memorandum Circular No. 2, Series of 2009. Please see attached 2015 Annual Corporate Governance Report.

PART V – EXHIBITS AND SCHEDULES

ITEM 14: EXHIBITS AND REPORTS ON SEC FORM 17-C

Exhibits

The Registrant has attached hereto as Annex "A" its Audited Financial Statements for the year ended 31 December 2015 together with the Registrant's Annual Report on SEC Form 17-A. The Registrant has not entered into any material contracts.

Reports on SEC Form 17-C

The following current reports have been reported by the Registrant during the year 2015 through official letters dated:

January 20, 2015

Press release : "Sta. Lucia Land, Inc. to capture country's broad based economic growth."

January 26, 2015

Press release: "Sta. Lucia Land, Inc. bullish on its housing subsidiary"

March 27, 2015

Press release: "SLI enters into new joint ventures; acquires more land."

April 16, 2015

Press release: "Sta. Lucia Land, Inc.'s 2014 Net Income Up By 83%"

April 22, 2015

Results of the Special Meeting of the Board of Directors dated 21 April 2015, Amendment to By-Laws and Notice of Annual or Special Stockholder's Meeting

May 18, 2015

Press release: "Sta. Lucia Land, Inc. reported growth in its first-quarter results."

June 19, 2015

Results of the Annual Shareholders Meeting and Organizational Meeting of the Board of Directors

July 30, 2015

Press release: "Publication of the SEC Notice regarding the Registration of Securities (Unsecured Fixed-Rate Peso Bonds)"

August 17, 2015

The Registrant posted a net income of P402 Million for the first half of the year.

October 16, 2015

Sta. Lucia Land, Inc. receives an "AA+" issuer rating, with a stable outlook, by the Credit Rating and Investors Services Philippines Inc. ("CRISP").

December 10, 2015

SEC pre-effective clearance for the registration of up to P3 Billion with an over-subscription option of up to P2 Billion Pesos worth of unsecured fixed-rate Peso Bonds comprised of Series A Bonds Due 2018 and Series B Bonds Due 2021. Also, Interest rates set by the issue manager for the Registrant's Peso-denominated retail bonds.

December 14, 2015

Order of Registration and Certificate of Permit to Offer Securities for Sale from the Securities and Exchange Commission for the Registrant's unsecured fixed-rate Peso Bonds

December 18, 2015

Sta. Lucia Land, Inc. ("SLI") entered into a Memorandum of Agreement with the Light Rail Transit Authority ("LRTA") on 17 December 2015.

December 22, 2015

Sta. Lucia Land, Inc. ("SLI") lists in the Philippine Dealing and Exchange Corp. ("PDEX") on December 22, 2015.

December 22, 2015

Sale of Treasury Shares to Philippine Racing Club, Inc.

December 29, 2015

Sta. Lucia Land, Inc. ("SLI") Record Date or the cut-off date in determining the existing Bondholders entitled to receive the interest or principal amount due on the Bonds

STA. LUCIA LAND, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A

CONSOLIDATED FINANCIAL STATEMENTS

Statement of Management's Responsibility for Financial Statements

Report of Independent Auditors Consolidated Statements of Financial Position as at December 31, 2015, 2014 and 2013

Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013

Consolidated Statements of Changes in Equity for the years December 31, 2015, 2014 and 2013

Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013

Notes to Consolidated Financial Statements

SUPPLEMENTARY SCHEDULES

Report of Independent Auditors' on Supplementary Schedules

A. Financial Assets in Equity Securities

B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than related parties)

C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements

D. Intangible Assets

E. Long-term debt

F. Indebtedness to Related Parties (Long term Loans from Related Companies)

G. Guarantees of Securities of Other Issuers

H. Capital Stock

I. Reconciliation of Unappropriated Retained Earnings Available For Dividend Declaration

J. Schedule of all Effective Standards and Interpretations under PFRS as of December 31, 2015

FINANCIAL RATIOS

SIGNATURES

Pursuant to the requirement of Section 17 of the Securities Regulation Code and Section 141 of the Corporate Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in _____ on 18 APR 2017

MANDALUYONG CITY

STA. LUCIA LAND, INC.
Issuer



VINCENTE R. SANTOS
Chairman of the Board



EXEQUIEL D. ROBLES
President / CEO



MARIZA R. SANTOS-TAN
Treasurer



CRYSTAL I. PRADO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 18 APR 2017 in _____, affiants exhibiting to me their Community Tax Certificates, to wit:

MANDALUYONG CITY

Name	Community Tax No.	Date/Place Issued
VINCENTE R. SANTOS	08715597	January 12, 2017/ Cainta Rizal
EXEQUIEL D. ROBLES	08716113	January 12, 2017/ Cainta Rizal
MARIZA R. SANTOS-TAN	08715598	January 12, 2017/ Cainta Rizal
CRYSTAL I. PRADO	Roll of Attorneys No. 57242	May 2009/Ortigas, Pasig City

JERRY B. DELA CRUZ
Notary Public for Mandaluyong City
Until 31 December 2017
Appointment No. 0257-16
Roll Number 47018
IBP No. 1051601/01.03.17/RSM
PTP No. 3020251/01.04.17/Mandaluyong
MCLE Compliance No. V-0009664/08.13.16
G/F State Center II Bldg.
Ortigas Avenue, Mandaluyong City

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Sta. Lucia Land, Inc.** (the Company) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the year ended December 31, 2016, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

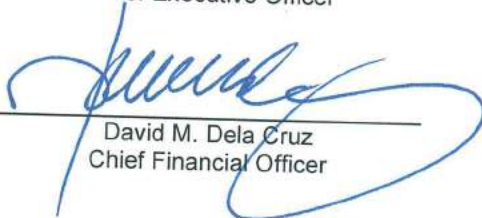
SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of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



Vicente R. Santos,
Chairman of the Board



Exequiel D. Robles,
Chief Executive Officer



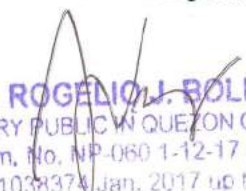
David M. Dela Cruz
Chief Financial Officer

Signed this 10th day of April 2017

APR 17 2017

SUBSCRIBED AND SWORN to before me, this ____ day of April 2017, affiant exhibiting to me their community tax certificates.

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Page No. ✓ :
Book No. XI :
Series of 2017



ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-060 1-12-17 until 12-31-2018
IBP O.R. No. 1038374 Jan. 2017 up to Dec. 2018
PTR O.R. No. 3881630 C 01-12-17
Roll No. 33832 / TIN #129-871-009
MCLE No. V-0019295 valid from 04/15/2016 until 04/14/2019 PASIG CITY
Address: 31-F Harvard St. Cubao, Q.C.