[Note: For the website only. NOT to be included in the printed version of the Prospectus]

The Prospectus is being displayed in the website to make the Prospectus accessible to more investors. The Philippine Stock Exchange, Inc. (“PSE”) assumes no responsibility for the correctness of any statements made or opinions or reports expressed in the Prospectus. Furthermore, the PSE makes no representation as to the completeness of the Prospectus and disclaims any liability whatsoever for any loss arising from or in reliance in whole or in part on the contents of the Prospectus.

This Preliminary Prospectus and the information contained herein are subject to completion or amendment without notice. The Offer Shares may not be sold nor an offer to buy be accepted prior to the time that the Preliminary Prospectus is issued in final form. Under no circumstances shall this Preliminary Prospectus constitute an offer to sell or the solicitation of an offer to buy any Offer Shares nor shall there be any offer, solicitation or sale of the Offer Shares in any jurisdiction where such offer or sale is not permitted.

STA. LUCIA LAND INC.

Sta. Lucia Land, Inc.

(incorporated in the Republic of the Philippines)

Primary Offer of up to [2,500,000,000] Common Shares with an Over-subscription Option of up to [500,000,000] Common Shares at an Offer Price of [₱2.38 to ₱ 3.29] per Offer Share, to be listed and traded on the Main Board of The Philippine Stock Exchange, Inc.

Sole Issue Manager, Lead Underwriter and Sole Bookrunner

CHINABANK CAPITAL

Selling Agents

The Trading Participants of the Philippine Stock Exchange, Inc.

Financial Advisor to the Issuer

INVESTMENT & CAPITAL CORPORATION OF THE PHILIPPINES

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION.

The date of this Preliminary Prospectus is September 3, 2021

Sta. Lucia Land, Inc.
Penthouse Building 3, Sta. Lucia Mall
Marcos Highway corner Imelda Avenue
Cainta, Rizal, Philippines
Telephone Number: +632 8 681-7332
Corporate Website: www.stalucialand.com.ph

This Prospectus relates to the offer and sale of up to [2,500,000,000] common shares with a par value of ₱ 1.00 per share (the "Firm Offer", and such shares as "Firm Shares") of Sta. Lucia Land, Inc. ("SLI", the "Company" or the "Issuer"), a corporation organized under the laws of the Republic of the Philippines, at an offer price of [₱ 2.38 to ₱ 3.29] per share (the "Offer Price"). The determination of the Offer Price is described on page [74] of this Prospectus and was based on a book-building process and discussion between the Company and China Bank Capital Corporation ("China Bank Capital" or "Sole Issue Manager, Lead Underwriter and Sole Bookrunner). China Bank Capital shall serve as Sole Issue Manager, Lead Underwriter and Sole Bookrunner for the Offer.

In the event of an oversubscription to the Firm Offer, China Bank Capital reserves the right to increase the size of the Offer by up to an additional [500,000,000] common shares at the Offer Price (the "Over-subscription Option", and such shares, the "Over-subscription Shares"), for an aggregate Offer size of up to [3,000,000,000] Common Shares (the "Offer Shares").

The offer of the Offer Shares, including the Over-subscription Shares, is referred to as the "Offer". The Offer Shares shall be listed and traded under the trading symbol "SLI" on the Main Board of The Philippine Stock Exchange, Inc. ("PSE" or the "Stock Exchange").

The Company presently has an authorized capital stock of ₱ 16,000,000,000.00, divided into 16,000,000,000 common shares with a par value of ₱ 1.00 per share, of which 8,196,450,000 common shares and 2,600,000,000 treasury shares are issued as of the date of this Prospectus. Up to 3,000,000,000 new shares are being issued by the Company from its authorized and unissued capital stock by way of a primary offer. Upon completion of the Offer, assuming the Over-subscription Option is fully exercised, the total outstanding shares of the Company shall be up to [11,196,450,000] common shares, and the Offer Shares will comprise up to [26.79%] of the outstanding capital stock. Assuming that the Over-subscription Option is not exercised, the total outstanding shares of the Company shall be up to [10,696,450,000] common shares, and the Firm Shares will comprise up to [23.37%] of the outstanding capital stock.

At an Offer Price of [₱ 2.38 to ₱ 3.29] per share, the market capitalization of the Company upon listing will be [₱ 41,882 million to ₱ 44,157 million] assuming no exercise of the Over-subscription Option or [₱ 43,072 million to ₱ 45,802 million] assuming the full exercise of the Over-subscription Option.

The Company expects to raise gross proceeds of approximately [₱ 5,950 million to ₱ 9,870 million], depending on the exercise of the Over-subscription Option. The estimated net proceeds to be raised by the Company from the sale of the Offer Shares (after deducting fees and expenses payable by the Company of approximately [₱ 208 million to ₱ 317 million] will be approximately [₱ 5,742 million to ₱ 9,553 million]. The net proceeds from the Offer will be used by the Company to partially finance the following: (i) capital expenditures for ongoing projects; (ii) strategic land banking; (iii) payment of short-term debts; and for (iv) general corporate purposes. The Company will not use any net proceeds from the Offer to repay any indebtedness to the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. For a detailed discussion of the use of proceeds, please refer to page [63] on the "Use of Proceeds".

Up to [500,000,000] Offer Shares or 20% of the Firm Shares are being offered at the Offer Price to all of the trading participants of The Philippine Stock Exchange, Inc. ("PSE Trading Participants") and the remaining [2,000,000,000] Offer Shares or 80% of the Firm Shares shall be distributed by the Lead Underwriter to qualified institutional buyers ("QIBs") and to the general public. To ensure that the Firm Shares will be fully subscribed, China Bank Capital has committed to underwrite, on a firm commitment basis, the Firm Shares. Any allocation of Firm Shares not taken up by the PSE Trading Participants, the QIBs and the general public shall be purchased by the Lead Underwriter. The underwriting fee to be received by the Lead Underwriter is discussed in the "Plan of Distribution" section on page [247] of this Prospectus.

All of the common shares which have been issued and are to be issued pursuant to the Offer have identical rights and privileges. The common shares may be owned by any person or entity regardless of citizenship or nationality, subject to the limits prescribed by Philippine laws on foreign ownership for certain types of domestic companies. Considering that the Company is engaged in real property ownership and development, its foreign shareholdings may not exceed 40.0% of its issued and outstanding capital stock entitled to vote, and 40.0% of its total issued and outstanding capital stock, whether or not entitled to vote. For further discussion, please refer to the section on "Philippine Foreign Exchange and Foreign Ownership Controls" beginning on page [244] of this Prospectus.

Each holder of the common shares will be entitled to such dividends as may be declared by the Company's Board of Directors (the "Board"), provided that any stock dividend declaration will require the approval of shareholders holding at least two-thirds of the Company's total outstanding capital stock. The Revised Corporation Code of the Philippines, Republic Act No. 11232 (the "Revised Corporation Code"), has defined "outstanding capital stock" as the total shares of stock issued, whether paid in full or not, except treasury shares. Under the Company's current dividend policy, up to 25% of the prior fiscal year's net income after tax can be declared as dividends, subject to (i) availability of Unrestricted Retained Earnings, (ii) implementation of business plans, (iii) contractual obligations, (iv) working capital requirements, and (v) the approval of the Board. The ability of the Company to pay dividends will depend on its retained earnings level and financial condition. There is no assurance that the Company will pay dividends in the future. For further discussion, please refer to the section on Dividends and Dividend Policy on page [71] of this Prospectus.

On July 8, 2021, the Company filed with the Securities and Exchange Commission ("SEC") a registration statement (the "Registration Statement") for the registration of the Offer Shares. On [•], the SEC approved the Registration Statement and issued a Pre-Effective Letter dated [•]. Upon compliance with the requirements of the Pre-Effective Letter, the Company expects the SEC to issue the Order of Registration and Certificate of Permit to Offer Securities for Sale (the "Permit to Sell"). The issuance of the Permit to Sell is merely permissive and does not constitute a recommendation or endorsement by the SEC of the Offer Shares.

The listing of the Offer Shares is subject to the approval of the PSE. On July 16, 2021, the Company filed its application for the listing and trading of the Offer Shares. On [•], the PSE approved the listing application subject to fulfillment of certain listing conditions by the Company. The PSE's approval of the listing is permissive only and does not constitute a recommendation or endorsement by the PSE of the Offer Shares. The PSE assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Prospectus. The PSE makes no representation as to the completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon the whole or any part of the contents of this Prospectus.

The information contained in this Prospectus relating to the Company and its operations has been supplied by the Company, unless otherwise stated herein. Each of the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner has exercised diligence to the effect that, and the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner confirms that, after having taken reasonable care to ensure that such is the case, as of the date of this Prospectus, the information contained in this Prospectus relating to the Company and its operations is true and there is no material misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect and the Company and the Lead Underwriter hereby accept responsibility under and in accordance with the Securities Regulation Code for the accuracy of the material information contained in this Prospectus relating to the Company and its operations.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner confirms that it has exercised the required due diligence in verifying that all material information in this Prospectus are true and that no material information was omitted, which was necessary in order to make the statements contained in said documents not misleading.

Market data and certain industry information used throughout this Prospectus were obtained from internal surveys, market research, publicly available information and industry publications. Industry publications generally state the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified and neither the Company nor the Sole Issue Manager, Lead Underwriter and Sole Bookrunner makes any representation as to the accuracy and completeness of such information.

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. This Prospectus does not constitute an offer to sell or the solicitation of an offer to purchase any securities other than the Offer Shares or an offer to sell or the solicitation of an offer to purchase such securities by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this Prospectus nor any sale of the Offer Shares offered hereby shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Offer Shares are prohibited. Each offeree of the Offer Shares, by accepting delivery of this Prospectus, agrees to the foregoing.

The contents of this Prospectus are not investment, legal, or tax advice. In making any investment decision regarding the Offer Shares, prospective investors must rely on their own examination of the Company and the terms of the Offer, including, without limitation, the merits and risks involved, such prospective investor's own determination of the suitability of any such investment with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment. Neither the Company nor the Sole Issue Manager, Lead Underwriter and Sole Bookrunner makes any representation to any prospective purchaser regarding the legality of participating in the Offer under any law or regulation. Each person should be aware that it may be required to bear the financial risks of any participation in the Offering for an indefinite period of time. Prospective investors should consult their own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of a purchase of the Offer Shares, among others.

Prior to making an investment decision, investors are advised to carefully consider the risks associated with an investment in the Offer Shares. Please refer to the section on "Risk Factors" on page [31] of this Prospectus for a more detailed discussion on the risks, which while not intended to be an exhaustive enumeration of all risks, must be considered in connection with an investment in the Offer Shares. The Offer Shares are offered solely on the basis of the information contained and the representations made in this Prospectus.

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE THEREBY, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN AFTER THE EFFECTIVE DATE.AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.

STA. LUCIA LAND, INC.

By:

EXEQUIEL D. ROBLES
President

SUBSCRIBED AND SWORN to before me this ____ day of ___________ 2021, affiant exhibiting to me his Philippine Passport No. P5067324A, valid until November 16, 2022, as competent proof of his identity.

Doc No: ________;
Page No:________;
Book No:________;
Series of 2021.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from expected future results; and
- performance or achievements expressed or implied by forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- the Company's ability to successfully manage its sale on installment activities;
- the Company's ability to successfully implement its current and future strategies;
- the Company's ability to successfully manage its growth;
- changes in the Philippine property market and the demand for the Company's housing and land developments;
- the Company's ability to maintain its reputation for on-time project completion;
- the Company's ability to successfully manage its future business, financial condition, results of operations and cash flow;
- general political, social and economic conditions in the Philippines;
- any future political instability in the Philippines;
- the condition of and changes in the Philippine, Asian or global economies;
- changes in interest rates, inflation rates and the value of the Peso against the U.S. dollar and other currencies;
- changes to the laws, including tax laws, regulations, policies and licenses applicable to or affecting the Company;
- competition in the Philippine property industry;
- legal or regulatory proceedings in which the Company is or may become involved; and
- uncontrollable events, such as war, civil unrest or acts of international or domestic terrorism, the outbreak of contagious diseases, accidents and natural disasters.

Additional factors that could cause the Company's actual results, performance or achievements to differ materially from forward-looking statements include, but are not limited to, those disclosed under "Risk Factors" and elsewhere in this Prospectus. These forward-looking statements speak only as of the date of this Prospectus. The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner expressly disclaim any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based.

This Prospectus includes statements regarding the Company's expectations and projections for future operating performance and business prospects. The words "aim", "anticipate", "believe", "consider", "continue", "estimate", "expect", "going forward", "intend", "ought to", "plan", "target", “potential”, “predict”, “project”, “propose”, “seek”, “may”, “might”, “can”, “could”, “will”, “would”, “shall”, “should”, “is/are likely to”, the negative form of these words and other similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in the Prospectus as to the opinions, beliefs and intentions of the Company accurately reflect in all material respects the opinions, beliefs and intentions of its management as to such matters as of the date of this Prospectus, although the Company gives no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. The Company does not intend to update or otherwise revise the forward-looking statements in this Prospectus, whether as a result of new information, future events or otherwise, unless material within the purview of the Securities Regulation Code (“SRC”) and other applicable laws, the mandate of which is to enforce investor protection. Because of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Prospectus might not occur in the way the Company expects, or at all. Investors should not place undue reliance on any forward-looking information.

GLOSSARY OF TERMS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set forth below.

Applicant	a person, whether natural or juridical, who seeks to subscribe for the Offer Shares
Application	the documents to purchase or subscribe to the Offer Shares
Banking Day or Business Day	a day on which commercial banks are open for business in Makati City, Metro Manila and Cainta, Rizal
BIR	the Bureau of Internal Revenue
Board of Directors or Board	the Board of Directors of the Company
BSP	Bangko Sentral ng Pilipinas
China Bank Capital or Sole Issue Manager, Lead Underwriter and Sole Bookrunner	China Bank Capital Corporation, a corporation organized and existing under Philippine law and duly licensed as an investment house by the SEC
Company or Issuer or SLI	Sta. Lucia Land, Inc., a corporation organized ad existing under the laws of the Philippines
DENR	the Department of Environment and Natural Resources of the Philippines
DST	Documentary Stamp Taxes
ECC	Environmental Compliance Certificate
Firm Offer	the offer and sale of up to [2,500,000,000] common shares of the Company
Firm Shares	up to [2,500,000,000] common shares to be offered by the Company pursuant to the Firm Offer
Government	the national government of the Republic of the Philippines and all its instrumentalities
Group	Sta. Lucia Group of Companies, including SLRDI, the Company, and the Company's Subsidiaries
HLURB	Housing and Land Use Regulatory Board
ICCP or Financial Advisor	Investment & Capital Corporation of the Philippines, a corporation duly organized and existing under Philippine law and duly licensed as an investment house by the SEC

IRO	Investor Relations Officer
IRRs	Implementing Rules and Regulations of the SRC, as amended
Listing Date	the date on which trading of the Offer Shares commence on The Philippine Stock Exchange, Inc., expected to be on [October 22, 2021]
Maceda Law	Republic Act No. 6552 or "An Act to Provide Protection to Buyers of Real Estate on Installment Payments"
Offer	the offer and sale of the Offer Shares
Offer Price	[₱ 2.38 to ₱ 3.29] per Offer Share
Offer Shares	the Firm Shares and the Over-subscription Shares
OFWs	Overseas Filipino Workers
Over-subscription Option	the option that may be exercised by mutual agreement between the Company and China Bank Capital during the Offer Period to offer up to an additional [500,000,000] Over-subscription Shares to the investing public on the same terms as the Firm Shares as set forth in this Prospectus, solely to cover oversubscriptions, if any.
Over-subscription Shares	up to [500,000,000] primary common shares relating to the Over-subscription Option
PAGCOR	The Philippine Amusement and Gaming Corp.
PDEx	the Philippine Dealing & Exchange Corp.
PDTC	the Philippine Depository & Trust Corp.
PCD Nominee	the PCD Nominee Corporation, a corporation wholly owned by the PDTC, whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC
Pesos or ₱	the legal currency of the Republic of the Philippines
PFRS	Philippine Financial Reporting Standards
Philippine Constitution	the 1987 Constitution of the Philippines, the supreme law of the Republic of the Philippines
Philippine National	a citizen of the Philippines, a domestic partnership or association wholly owned by citizens of the Philippines or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered

to do business in the Philippines under the Revised Corporation Code of which 100% of the capital stock outstanding and entitled to vote is wholly owned by Filipinos or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine national and at least 60% of the fund will accrue to the benefit of Philippine Nationals; provided, that where a corporation and its non-Filipino stockholders own stocks in a SEC-registered enterprise, at least 60% of the capital stock outstanding and entitled to vote of each of both corporations must be owned and held by citizens of the Philippines, in order that the corporation shall be considered a Philippine national.

Pursuant to SEC Memorandum Circular No. 8, Series of 2013, which generally applies to all corporations engaged in identified areas of activities or enterprises specifically reserved, wholly or partly, to Philippine nationals by the Philippine Constitution, the Foreign Investments Act of 1991 and other existing laws, amendments thereto, and implementing rules and regulations of the said laws, for purposes of determining compliance with the constitutional or statutory ownership requirement, the required percentage of Filipino ownership shall be applied to both: (i) the total number of outstanding shares of stock entitled to vote in the election of directors; and (ii) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors.

POGO	Philippine offshore gaming operator, as licensed by PAGCOR
Primary Institutional Lenders	the primary institutional lenders identified under Rule 10.1.4 of the IRRs, namely: (a) banks, including their trust accounts wherein the bank-trustee is granted discretionary powers in the investment disposition of the trust funds; (b) investment houses including their trust accounts wherein the investment house-trustee is granted discretionary powers in the investment disposition of the trust funds; (c) trust companies; (d) financing companies; (e) investment companies; (f) pre-need companies; (g) non-stock savings and loan associations; (h) building and loan associations; (i) venture capital corporations; (j) insurance companies; (k) government financial institutions; (l) pawnshops; (m) pension and retirement funds approved by the BIR; (n) educational assistance funds established by the national government; and (o) other entities that may be classified as primary institutional lenders by the BSP, in consultation with the SEC
Prospectus	this document together with all its annexes and attachments

PSA	Philippine Standards on Auditing
PSE or Stock Exchange	The Philippine Stock Exchange, Inc
PSE Trading Participants	the trading participants of the PSE in the Philippines
Receiving Agent	[•]
Reservation Sales	sales contracted with customers wherein reservation payments were already received but booked as liabilities (contract liability)
Revised Corporation Code	Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines
SEC	the Securities and Exchange Commission of the Philippines
Selling Agents	PSE Trading Participants
SLECC	Sta. Lucia East Commercial Corporation
SLEGM or Sta. Lucia Mall	Sta. Lucia East Grand Mall
SLHI or Sta. Lucia Homes	Sta. Lucia Homes, Inc.
SLRDI	Sta. Lucia Realty & Development, Inc.
SME	Small and Medium-Sized Enterprises
sqm	square meter/s
SRC	Republic Act No. 8799, also known as the Securities Regulation Code of the Philippines, as amended from time to time, and including the rules and regulations issued thereunder.
Stock Transfer Agent	Professional Stock Transfer, Inc.
Subsidiaries	With respect to the Company, Sta. Lucia Homes, Inc, and Santalucia Ventures, Inc.
SVI	Santalucia Ventures, Inc.
Trading Day	a day when purchase and sale of shares of PSE-listed company is conducted
Unrestricted Retained Earnings	the amount of accumulated profits and gains realized out of the normal and continuous operations of the Company after deducting therefrom distributions to stockholders and transfers to capital stock or other accounts, and which is: (i) not appropriated by the Board of Directors for corporate expansion projects or programs; (ii) not covered by a

restriction for dividend declaration under a loan agreement; and (iii) not required to be retained under special circumstances obtaining in the Company such as when there is a need for a special reserve for probable contingencies.

SUMMARY

The following summary is qualified in its entirety by, and is subject to, the more detailed information presented in this Prospectus, including the Company's audited consolidated financial statements and related notes included elsewhere in this Prospectus. Capitalized terms not defined in this summary are defined in the "Glossary of Terms," "Risk Factors," "Business" or elsewhere in this Prospectus.

COMPANY OVERVIEW

Sta. Lucia Land, Inc. is the flagship property development arm of the Sta. Lucia Group of Companies (the "Group") which is principally engaged in real estate development, both horizontal and vertical, in various locations across the country. The Group has built a solid track record in the area of horizontal residential developments, particularly gated subdivisions, and has expanded into vertical developments, mall operations, housing construction and marketing. The Group is controlled by the Robles and Santos families.

The Company conducts its business via the following main operating segments:

Residential Projects

1. Horizontal Developments

   <u>Residential Lots</u>. Horizontal developments consist of residential lots for sale in gated subdivisions, complete with facilities and amenities. Typical features of these gated subdivisions 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. These projects involve minimal construction works.

   Since 2007, the Company has completed 87 residential subdivision projects and is currently developing 103 residential subdivision projects involving a total of 44,304 units with average selling prices per unit ranging from ₱400,000 to ₱12,000,000. Required downpayments are usually 15% to 20%, payable in 6 months to 1 year.

2. Vertical Developments

   <u>Townhouses</u>. Townhouse projects are comprised of residential housing units with independent and identical houses that are built 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 (i.e., six to seven hectares), and are developed in phases. The Company starts with the next phase only once the previous phase is sold out.

   The Company has completed four townhouse projects, three of which are known as Nottingham Villas located in (i) Jaro, Iloilo City, (ii) Taytay, Rizal and (iii) Puerto Princesa, Palawan, with 10, 11 and 15 phases, respectively. The Company also completed the Aquamira at Saddle in Tanza, Cavite with 3 phases. These projects have an average price of ₱2,980,000 per unit.

   The Company has two other townhouse projects, also called as Nottingham Villas, currently being developed in (i) General Trias, Cavite and (ii) Monterosa, Iloilo. Downpayments of 15% to 20% are usually required, payable in 6 months up to two years. Balance of 80% is paid through in-house or bank financing.

Condominiums. The condominium projects of the Company are located in strategic locations near existing horizontal developments. The Company has completed the following seven residential condominium projects:

Condominium Project	Location
East Bel Air Tower 1	Cainta, Rizal
East Bel Air Tower 3	Cainta, Rizal
La Mirada Tower	Lapu-lapu City, Cebu
Neopolitan Condominium 1	Fairview, Quezon City
Splendido Taal Tower 1	Laurel, Batangas
Sta. Lucia Residenze – Monte Carlo (Tower 1)	Cainta, Rizal
The Orchard Pasig Tower	Pasig City

and currently has three ongoing projects, two in Cainta, Rizal (East Bel-Air 4 and Sta. Lucia Residenze – Madrid (Tower 3)) and one in Jaro, Iloilo (Green Meadows Condominium). The downpayment ranges from 15% to 20%, payable in two to three years. Balance of 80% is paid through in-house or bank financing.

Condotels. Condotel projects are condominium units being sold to individual buyers but are managed and operated as a hotel. For condotel projects, unit buyers are given the option to purchase a condominium unit or a condotel unit. A condotel unit is 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 management company usually receives at least 30% of net rental income. The condotel owner is not given any guarantee or assurance that the unit will be leased or if leased out, of any guaranteed return on the rental of his/her unit. Condotel unit owners are given 30 complimentary room nights per year which are transferrable across all the Company's condotels in the Philippines.

The Company has completed the following ten condotel projects:

Condotel Project	Location
Arterra Residences at Discovery Bay	Lapu-lapu City, Cebu
Stradella (formerly East Bel Air Tower 2)	Cainta, Rizal
La Breza Tower	Mother Ignacia Street, Quezon City
Sotogrande Iloilo Tower 1	Jaro, Iloilo
Splendido Taal Tower 2	Laurel, Batangas
Sta. Lucia Residenze – Santorini (Tower 2)	Cainta, Rizal
Crown Residence at Harbor Springs Resort	Puerto Princesa, Palawan
Sotogrande Katipunan	Katipunan, Quezon City
Sotogrande Hotel Davao	Davao City
Sotogrande Neopolitan	Fairview, Quezon City

and currently has seven ongoing projects in (i) Quezon City (The Tribute), (ii) Puerto Princesa (Sotogrande Palawan), (iii) Cebu (Nivel Hills) (iv) two in Baguio City (Sotogrande Baguio Tower 1 and 2), and (v) two in Batangas (Sotogrande Bauan and Nasacosta Peaks).

Average selling prices per unit range from ₱85,000 to ₱160,000 per sqm with required downpayments of 20%, payable in two to three years while the balance of 80% is paid through in-house or bank financing.

Commercial Properties

1. Mall

Sta. Lucia East Grand Mall ("SLEGM"). 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 gross floor area ("GFA") of 180,000 sqm and a gross leasable area of 89,940 sqm. The SLEGM is located at Marcos Highway cor. Felix Ave., Cainta, Rizal.

In 2014, the Company opened the expansion mall called Il Centro, which is comprised of a three-storey building with a GFA of 50,000 sqm and a gross leasable area of 9,136.62 sqm. The expansion mall has a 20,000 sqm parking to cater to residential tenants and mall clients.

Currently, the mall has 99,076 sqm gross leasable space of which 73.44% is leased. The 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.

2. Business Center

Sta. Lucia Business Center. The Company aims to expand its recurring income base by developing offices, malls and hotels as well as potentially entering into strategic partnerships for commercial asset management or development. In October 2020, the Company completed its six-storey Sta. Lucia Business Center in Cainta, Rizal, which offers 26,011 square meters of gross leasable office space. As of the first quarter 2021, this building is 100% leased out to a Philippine Offshore Gaming Operator ("POGO") on a five-year lease contract.

3. Commercial Lots

The commercial properties of the Company are complementary to existing residential projects and are being offered to existing established retail partners. There is a total of 993 commercial lots covering 106.10 hectares adjacent to the Company's projects nationwide. There is an allocation for an average commercial space ranging from 300 to 2,000 sqm in the majority of the Company's projects. The Company intends to expand its retail portfolio by offering these commercial properties through 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 commercial space to retailers.

Services

1. Sale on Installment

   The Company also earns revenue through its sale on installment program to cater to its customers who do not have the accumulated savings to pay for the projects of the Company but have sufficient recurring income to support monthly amortization payments. Around 90-95% of the Company's sales are through its in-house installment program. The customers of the Company who avail of the program are charged interest higher than the prevailing interest rates of banks, ranging from 14% to 16% per annum and a 20% downpayment with tenors up to a maximum of 10 years. For 2020, around 95% of customers of SLI availed of the sale on installment facility with terms of 5 years or less.

2. Housing / Construction

   The Company also ventured into housing construction services through its wholly-owned subsidiary, SLHI, which provides 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.). SLHI provides these services to its lot owners with the assurance of reliability from an established brand name. The price of house construction service ranges from ₱26,000 per sqm to ₱30,000 per sqm. Payment terms require a 20% downpayment that is payable up to six months, with the balance payable up to 10 years through in house or bank financing. While this remains a good opportunity for the Company to reach more lot buyers, the Company, for the next few years, will focus on project development through strategic land banking and joint ventures with land owners in key provinces.

3. Marketing

   The Company is currently conducting marketing services through its subsidiary, SVI. SVI was incorporated with the primary purpose of marketing, operating, managing residential structures for lot buyers of the Group. The sales and marketing functions were shifted to SVI in order that the Company may focus on the development of its projects.

For the years ended December 31, 2018, 2019 and 2020, SLI had total revenues of ₱ 4,032.22 million, ₱7,810.29 million and ₱ 6,853.15 million, respectively. The Company also had net income of ₱1,065.18 million, ₱ 1,736.20 million and ₱ 1,707.95 million, respectively, over the same periods. For the three months ended March 31, 2020 and 2021, the Company had total revenues of ₱ 1,798.75 million and ₱2,301.00 million respectively.

SUBSIDIARIES

The Company has two subsidiaries: Sta. Lucia Homes, Inc. and Santalucia Ventures, Inc. The functions of each subsidiary are summarized below.

1. Sta. Lucia Homes, Inc. (SLHI)

SLHI was incorporated on February 20, 2013. Its primary purpose is to construct, develop, improve, mortgage, pledge and deal with residential structure for lot buyers of the Company. SLHI is a wholly-owned subsidiary of the Company.

2. Santalucia Ventures, Inc. (SVI)

SVI was incorporated on April 5, 2013. Its primary purpose is to market, operate, manage, develop, improve, dispose, mortgage, pledge and deal with residential structure for lot buyers of the Company. SVI is a wholly-owned subsidiary of the Company.

COMPETITIVE STRENGTHS

The Company's competitive strengths include the following:

- Established track record in real estate development
- Efficient joint venture model
- Expansion in established strategic growth areas
- Sales and marketing team with nationwide and global coverage
- Experienced and dedicated management team

Please refer to "Competitive Strengths" on page [121] of this Prospectus for a more detailed discussion.

BUSINESS STRATEGIES

The Company's business strategies include the following:

- Continue the joint venture growth formula
- Expand recurring income base
- Boost brand awareness and strengthen brand equity
- Build master-planned and integrated communities
- Explore complementary ventures and platforms

Please refer to "Business Strategies" on page [127127] of this Prospectus for a more detailed discussion.

RISKS OF INVESTING

Before making an investment decision, investors should carefully consider the risks associated with an investment in the Offer Shares. These risks include:

- risks relating to the Company's business;
- risks relating to the Philippines; and

- risks relating to the Offer and the Offer Shares.

Please refer to the section entitled "Risk Factors" which, while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of Offer Shares

INVESTORS RELATIONS OFFICE AND COMPLIANCE OFFICER

The Investor Relations Office is tasked with (a) the creation and implementation of an investor relations program that reaches out to all shareholders and informs them of corporate activities and (b) the formulation of a clear policy for accurately, effectively and sufficiently communicating and relating relevant information to the Company's stakeholders as well as to the broader investor community.

Mr. Jeremiah T. Pampolina, the Company's Investor Relations Officer ("IRO"), serves as the Company's designated investor relations manager and head of the Company's Investor Relations Office. The IRO is responsible for ensuring that the Company's shareholders have timely and uniform access to official announcements, disclosures and market-sensitive information relating to the Company. As the Company's officially designated spokesperson, the IRO will be responsible for receiving and responding to investor and shareholder queries. In addition, the IRO oversees most aspects of the Company's shareholder meetings, press conferences, investor briefings, management of the investor relations portion of the Company's website and the preparation of its annual reports. The IRO is also responsible for conveying information such as the Company's policy on corporate governance and corporate social responsibility, as well as other qualitative aspects of the Company's operations and performance.

Mr. Jeremiah T. Pampolina concurrently serves as the Company's Compliance Officer to ensure that the Company complies with, and files on a timely basis, all required disclosures and continuing requirements of the SEC and the PSE.

The Company's Investor Relations Office is located at Penthouse Building 3, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, Philippines.

CORPORATE INFORMATION

The Company is a Philippine corporation with principal office address at Penthouse Building 3, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, Philippines. The Company's telephone number is +632 86817332 and its fax number is +632 86817467. Its corporate website is www.stalucialand.com.ph. Information in the Company's website is not incorporated by reference into this Prospectus.

SUMMARY OF THE OFFER

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.

Issuer	Sta. Lucia Land, Inc., a corporation organized and existing under Philippine law with the trading symbol "SLI"
Sole Issue Manager, Lead Underwriter and Sole Bookrunner	China Bank Capital Corporation
Selling Agents	PSE Trading Participants
Firm Shares	Up to [2,500,000,000] common shares, with a par value of ₱ 1.00 per share, to be issued by the Company
Over-subscription Shares	[500,000,000] common shares, with a par value of ₱ 1.00 per share, to be issued by the Company
Offer Shares	The Firm Shares and the Over-subscription Shares
The Offer	The offer and sale of up to [2,500,000,000] primary common shares to be issued by the Company, and an offer of up to [500,000,000] Over-subscription Shares pursuant to the Over-subscription Option (as described below). After the completion of the Offer, the Offer Shares will comprise up to [26.79%] of the Company's outstanding common shares assuming the full exercise of the Over-subscription Option. Assuming that the Over-subscription Option is not exercised, the total outstanding shares of the Company shall be up to [10,696,450,000] common shares, and the Firm Shares will comprise up to [23.37%] of the outstanding capital stock.
Institutional Offer...........................	At least [2,000,000,000] Firm Shares, or approximately 80% of the Firm Shares, are being offered and sold to certain qualified buyers and other investors in the Philippines by the Lead Underwriter.

Trading Participants Offer.................	[500,000,000] Firm Shares, or approximately 20% of the Firm Shares, are being offered in the Trading Participants Offer in the Philippines at the Offer Price. Each PSE Trading Participant shall initially be allocated [4,000,000] Firm Shares and subject to reallocation. Any Firm Shares allocated to the PSE Trading Participants but not taken up by them, will be distributed by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to its clients, retail investors or the general public. Firm Shares not taken up by the Selling Agents, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner's clients, retail investors or the general public shall be purchased by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner in exercise of its firm underwriting commitment pursuant to the underwriting agreement executed by and between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner.
Offer Price...	[₱ 2.38 to ₱ 3.29] per Offer Share
Over-subscription Option.....................	The Company and China Bank Capital have an option, exercisable in whole or in part by mutual agreement, to offer up to an additional [500,000,000] Over-subscription Shares, during the Offer Period, on the same terms as the Firm Shares as set forth in this Prospectus, solely to cover oversubscriptions, if any.
Offer Period	The period commencing at 9:00 a.m., Manila time, on [October 11, 2021] and ending at 12:00 noon, Manila time, on [October 15, 2021]**.** The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner reserve the right to extend or terminate the offer period, subject to the approval of the SEC and PSE. Duly accomplished "Application to Subscribe" forms and signature cards together with the supporting documents and corresponding payments must be received by the Selling Agents or the Lead Underwriter not later than 12:00 noon, Manila time, on [October 15, 2021]**.** If for any reason the aforementioned date for the end of the Offer Period should fall on a day when banks in the Philippines are closed, the Offer Period will expire on the Banking Day immediately succeeding the end of the Offer Period.
Use of Proceeds	The Company intends to use the net proceeds from the Offer to partially finance the following: (i) capital expenditures for ongoing projects; (ii) strategic land banking; (iii) payment of short-term debts; and for (iv) general corporate purposes. See the section on "*Use of*

	Proceeds" in this Prospectus for details of how the total net proceeds are expected to be applied.
Dividends...	The Company is authorized to declare dividends. A cash dividend declaration requires approval from the Board. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds of the Company's outstanding capital stock. Dividends may be declared only from available Unrestricted Retained Earnings. Under the Company's dividend policy, shareholders are entitled to receive dividends of up to 25% of the prior fiscal year's net income after tax, subject to (i) availability of Unrestricted Retained Earnings, (ii) implementation of business plans, (iii) contractual obligations, (iv) working capital requirements, and (v) the approval of the Board**.** Please see the section entitled "*Dividends and Dividend Policy*" in this Prospectus for further details.
Registration, Listing and Trading ..	The Company has filed an application with the SEC for the registration and an application with the PSE for the listing of the Offer Shares. The SEC issued a Pre-Effective Letter on [•] and the PSE approved the listing application on [•] subject to compliance with certain listing conditions. All of the Offer Shares to be issued (the Firm Shares and any Over-subscription Shares to the extent the Lead Underwriter exercises the Over-subscription Option) are expected to be listed on the PSE under the symbol and company alias "SLI". See "*Description of the Shares*." All of the issued Offer Shares are expected to be listed on the PSE on or about [October 22, 2021]**.**
Eligible Investors.................................	The Offer Shares may be subscribed by any individual of legal age, or by any corporation, association, partnership or trust, regardless of citizenship or nationality, subject to the Company's right to reject an application or reduce the number of Offer Shares applied for subscription or purchase if the same will cause the Company to be in breach of the Philippine ownership requirements under relevant Philippine laws.
Restriction on Ownership...............	The Offer Shares may be subscribed by any individual of legal age, or by any corporation, association, partnership or trust, regardless of citizenship or nationality. However, the Philippine Constitution and related statutes set forth restrictions on foreign ownership of companies engaged in certain activities. Since the Company is

engaged in real property ownership and development, its foreign shareholdings may not exceed 40.0% of its issued and outstanding capital stock entitled to vote, and 40.0% of its total issued and outstanding capital stock, whether or not entitled to vote. For more information relating to restrictions on the ownership of the Offer Shares, see "*Philippine Foreign Exchange and Foreign Ownership Controls*" on page [244] of this Prospectus.

As of March 31, 2021, 0.03% of the Company's common shares are held by foreign nationals.

Representation and Warranty of Foreign Investors .... Foreign investors interested in subscribing to the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, are required to represent and warrant that their purchase of the Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Offer Shares.

Registration of Foreign Investments... The BSP requires that investments in shares of stock funded by inward remittance of foreign currency be registered with the BSP only if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system. The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor. See "*Philippine Foreign Exchange and Foreign Ownership Controls*" on page [244244] of this Prospectus.

Minimum Subscription...................... Each application must be for a minimum of 10,000 Offer Shares, and thereafter, in multiples of 1,000 Offer Shares. Applications for multiples of any other number of common shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion.

Procedure for Application................ Application forms and signature cards may be obtained from the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or from any participating Selling Agent. Application forms will also be made available for download on the Company's website.

Applicants shall complete the application form, indicating all pertinent information such as the applicant's name, address, taxpayer's identification number, citizenship and all other information as may be required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of Offer Shares. Failure to complete the application form may result in the rejection of the Application.

All applications shall include the application to purchase form, in quadruplicate, duly executed, in each case by the Applicant(s) (if the applicant(s) is (are) a natural person(s)) or an authorized signatory of the applicant (if the Applicant is an institution or corporate entity) and accompanied by the corresponding payment or proof of payment for the Offer Shares covered by the application and all other required documents.

If the Applicant is an individual or natural person, the Application must be accompanied by the following documents:

(i) two (2) duly executed specimen signature cards bearing the Applicant's specimen signatures, duly authenticated by the Applicant's nominated PSE Trading Participants;

(ii) photocopy of one (1) valid and current government-issued ID (e.g., SSS, GSIS, Driver's License, Passport or PRC) of the Applicant (Note: For joint applications (i.e., multiple Applicants in one Application), one (1) valid and current government-issued ID of each Applicant will be required); and

(iii) such other documents as may be reasonably required by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner in compliance with its policies regarding "knowing your customer" and anti-money laundering.

If the Applicant is a corporation, partnership or trust account, the Application must be accompanied by the following documents:

(i) two (2) duly executed specimen signature cards bearing the specimen signatures of the Applicant's authorized signatory(ies), duly authenticated by the Applicant's corporate secretary or assistant corporate secretary;

(ii) a certified true copy of the applicant's latest articles of incorporation and by-laws (or articles of partnership in the case of a partnership) or other constitutive document (each as amended to date) duly certified by its corporate secretary (or managing partner in the case of a partnership);

(iii) certified true copy of the applicant's SEC Certificate of Registration or equivalent document in case of a foreign corporation, duly certified by its corporate secretary (or managing partner in the case of a partnership);

(iv) duly notarized corporate secretary's certificate (or certificate of the managing partner in the case of a partnership) setting forth the resolution of the applicant's board of directors or equivalent body authorizing the purchase of the Offer Shares indicated in the Application, identifying the designated signatories authorized for the purpose, including his or her specimen signature, and certifying the percentage of the applicant's capital or capital stock held by Philippine Nationals;

(v) photocopy of one (1) valid and current government-issued ID (e.g., SSS, GSIS, Driver's License, Passport or PRC) of each of the Applicant's authorized signatory(ies); and

(vi) such other documents as may be reasonable required by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner in compliance with its policies regarding "knowing your customer" and anti-money laundering.

Foreign Applicants who qualify as eligible investors, in addition to the documents listed above, are required to submit in quadruplicate, a representation and warranty stating that their purchase of the Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Offer Shares.

Payment Terms.................................... The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature card together with the requisite attachments.

Payment for the Offer Shares shall be made either by: (i) a personal or corporate check drawn against an account with a BSP authorized bank having a clearing period of no more than one Banking Day; (ii) a manager's or cashier's check

	issued by such authorized bank having a clearing period of no more than one Banking Day or (iii) a direct remittance via Real Time Gross Settlement (RTGS) or any other remittance services or an intrabank fund transfer. All checks should be made payable to "Sta. Lucia Land, Inc.", crossed "Payee's Account Only", and dated the same date as the Application. Checks subject to clearing periods of over one Banking Day shall not be accepted. The Applications and the related payments will be received at any of the offices of the Lead Underwriter and the Selling Agents.
Acceptance or Rejection of Application to Subscribe and Reduction of Allotment of Offer Shares..	Applications are subject to confirmation by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner and the final approval of the Company. The Company and the Lead Underwriter reserve the right to accept, reject or scale down the number and amount of Offer Shares covered by the Application. The Company and the Lead Underwriter have the right to reallocate available Offer Shares in the event that the Offer Shares are insufficient to satisfy the total applications received. The Offer Shares will be allotted in such a manner as the Company and the Lead Underwriter may, in their sole discretion, deem appropriate, subject to distribution guidelines of the PSE. Applications with checks dishonored upon first presentation and "Application to Subscribe" forms which do not comply with terms of the Offer will be automatically rejected. Notwithstanding the acceptance of any "Application to Subscribe" forms, the actual subscription of the Offer Shares by the applicant will be effective only upon the listing of the Offer Shares at the PSE.
Refunds...	In the event that the number of Offer Shares to be received by an applicant, as confirmed by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, is less than the number covered by the Application, or if an Application is rejected by the Company, then the Lead Underwriter shall refund, without interest, within five banking days from the end of the Offer Period, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent with whom the applicant has filed the Application, at the applicant's risk.
Registration and Lodgment of Shares with PDTC................................	The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC on Listing Date. Applicant

may request to receive share certificates evidencing such applicant's investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the Applicant.

Tax Considerations............................	See "*Philippine Taxation*" on page [238] of this Prospectus for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.
Expected Timetable	The timetable of the Offer is expected to be as follows:

Price Determination Date	[September 22, 2021
Notice of final Offer Price to the SEC and PSE	[September 23, 2021
Receipt of the Permit to Sell from the SEC	[September 27, 2021
Trading Participants Offer Period	[October 11 – 15, 2021
Submission of Commitments by th PSE Trading Participants	[October 13, 2021
Listing Date	[October 22, 2021

The dates indicated above are subject to the approval of the PSE and the SEC, market, and other conditions, and may be changed.

If, for any reason, any day of the above periods or dates is not a Banking Day, then such period or date may be extended or moved, as the case may be, to the next immediately succeeding Banking Day, or such date as may be agreed upon by the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Any adjustment to the Listing Date shall be subject to the approval of the PSE.

Risks of Investing	Before making an investment decision, prospective investors should carefully consider the risks associated with an investment in the Offer Shares, including the risks discussed in the section "*Risk Factors*" on page [31] of this Prospectus.

SUMMARY OF FINANCIAL AND OPERATING INFORMATION

The following tables set forth summary consolidated financial information as at and for the years ended December 31, 2018, 2019 and 2020 were derived from the Company's audited consolidated financial statements, which were prepared in accordance with PFRS and were audited by Sycip Gorres Velayo & Co. (SGV & Co.) in accordance with the Philippine Standards on Auditing ("PSA"). The summary consolidated financial information as at and for the three months ended March 31, 2020 and 2021 were derived from the Company's consolidated financial statements, which were prepared in accordance with PFRS and were reviewed by SGV & Co in accordance with the PSA. The summary consolidated financial information below is not necessarily indicative of the results of future operations. The information set out below should be read in conjunction with, and is qualified in its entirety by reference to the SEC Form 17-A and the relevant consolidated financial statements of Sta. Lucia Land, Inc., including the notes thereto, included in this Prospectus.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

In ₱ millions, except per share figures	**Three Months Ended March 31**		**Years Ended December 31**		
	2021 (Unaudited)	**2020 (Unaudited)**	**2020 (Audited)**	**2019 (Audited)**	**2018 (Audited)**
REVENUE					
Real estate sales	1,906.2	1,409.2	5,383.1	5,871.5	2,428.3
Rental income	153.2	160.8	534.7	898.3	858.8
Commission income	32.5	18.4	91.5	93.6	181.3
Interest income	112.4	119.1	479.8	647.0	301.0
Dividend income	–	–	9.2	5.7	7.2
Others	96.7	91.3	354.8	294.2	255.7
	2,301.0	1,798.8	6,853.1	7,810.3	4,032.2
COSTS AND EXPENSES					
Costs of real estate	752.8	534.6	2,025.3	2,680.8	959.0
Costs of rental income	78.2	85.2	368.4	550.2	554.0
	831.0	619.8	2,393.6	3,231.0	1,513.0
Commissions	194.3	154.3	622.0	687.8	324.7
Representation	8.9	21.7	49.0	71.1	18.0
Taxes, licenses and fees	58.4	18.1	99.4	100.1	70.8
Salaries and wages and other benefits	17.6	15.9	85.0	82.5	65.1
Advertising	10.5	15.2	68.7	107.9	59.7
Repairs and maintenance	12.9	10.4	41.1	63.0	33.6
Utilities	2.6	0.9	6.9	14.9	7.5
Professional fees	1.8	1.7	16.4	42.8	21.1
Depreciation and amortization	4.9	4.4	21.7	23.1	17.0
Expected credit loss	5.3	0.9	1.4	1.1	1.4
Transportation, travel, office supplies and miscellaneous	26.2	18.9	55.6	68.3	51.6
	343.5	262.5	1,067.2	1,262.5	670.4
INTEREST EXPENSE	257.3	230.2	993.3	886.0	706.7
INCOME BEFORE INCOME TAX	869.2	686.2	2,399.0	2,430.8	1,142.1
INCOME TAX (BENEFIT) EXPENSE	(54.7)	201.6	691.1	694.6	76.9
NET INCOME	923.9	484.6	1,707.9	1,736.2	1,065.2
OTHER COMPREHENSIVE INCOME (LOSS)	(97.7)	(136.5)	(124.1)	(76.5)	33.9
TOTAL COMPREHENSIVE INCOME	826.2	348.1	1,583.8	1,659.7	1,099.1
Basic/Diluted Earnings per Share	**0.11**	**0.06**	**0.21**	**0.21**	**0.12**

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

In ₱ millions	Three Months Ended March 31	Years Ended December 31		
	2021 (Unaudited)	**2020 (Audited)**	**2019 (Audited)**	**2018 (Audited)**
ASSETS				
Current Assets				
Cash	872.9	942.8	903.4	1,064.5
Receivables	3,405.9	3,494.6	2,368.9	1,874.0
Contract assets	1,051.9	1,880.4	1,618.9	701.5
Real estate inventories	26,298.3	24,931.1	21,870.1	18,303.7
Other current assets	4,593.6	5,401.0	4,715.7	5,204.1
Total Current Assets	36,222.6	36,649.9	31,476.9	27,147.7
Noncurrent Assets				
Noncurrent installment contracts receivables	1,881.9	1,014.1	547.2	494.8
Contract assets - net of current portion	1,741.7	967.5	1,241.6	673.1
Investment properties	5,699.7	5,712.4	5,597.4	5,154.5
Property and equipment	54.7	54.9	58.9	44.5
Financial assets at fair value through other comprehensive income (FVOCI)	723.7	821.4	948.2	985.0
Pension asset	0.3	0.3	–	–
Other noncurrent assets	608.3	565.3	482.1	216.5
Total Noncurrent Assets	10,710.2	9,135.9	8,875.4	7,568.4
TOTAL ASSETS	46,932.9	45,785.8	40,352.3	34,716.2
LIABILITIES AND EQUITY				
Current Liabilities				
Accounts and other payables	5,541.4	5,407.8	4,784.2	3,990.8
Loans payable – short term	6,596.8	6,149.0	3,521.2	3,608.0
Contract liabilities	3,412.2	3,591.7	3,039.2	2,017.7
Customers' deposits	–	–	–	–
Long-term debt - current portion	1,485.1	3,027.5	467.0	–
Income tax payable	89.7	87.3	49.6	19.9
Total Current Liabilities	17,125.2	18,263.3	11,861.2	9,636.4
Noncurrent Liabilities				
Loans payable – long term	9,326.3	8,002.3	10,998.0	9,998.8
Contract liabilities - net of current portion	584.7	379.5	418.4	45.4
Pension liabilities	–	–	6.0	5.5
Deferred tax liabilities - net	1,372.6	1,442.9	954.6	575.8
Total Noncurrent Liabilities	11,283.6	9,824.7	12,377.1	10,625.5
Total Liabilities	28,408.9	28,088.0	24,238.3	20,261.9
Equity				
Capital Stock	10,796.5	10,796.5	10,796.5	10,796.5
Additional paid-in capital	330.0	330.0	330.0	330.0
Retained earnings	8,770.4	7,846.5	6,138.6	4,402.4
Unrealized gain on fair value of available-for-sale financial assets	267.0	364.7	491.4	568.8
Remeasurement losses on pension	0.2	0.2	(2.4)	(3.3)
Treasury shares	(1,640.0)	(1,640.0)	(1,640.0)	(1,640.0)
Total Equity	18,524.0	17,697.8	16,114.0	14,454.3
TOTAL LIABILITIES AND EQUITY	46,932.9	45,785.8	40,352.3	34,716.2

CONSOLIDATED STATEMENTS OF CASH FLOWS

In ₱ millions	Three Months Ended March 31		Years Ended December 31		
	2021 (Unaudited)	**2020 (Unaudited)**	**2020 (Audited)**	**2019 (Audited)**	**2018 (Audited)**
Net cash flows generated from (used in) operating activities	(9.4)	(219.8)	(607.9)	(26.1)	(1,638.2)
Net cash flows used in investing activities	(68.4)	(168.8)	(451.3)	(462.5)	(206.8)
Net cash flows from financing activities	(7.9)	456.8	1,098.7	327.5	2,283.4
Cash at beginning of year	942.8	903.4	903.4	1,064.5	626.2
Cash at end of period	872.9	971.5	942.8	903.4	1,064.5

KEY PERFORMANCE INDICATORS

The table below sets forth key performance indicators for the Company for the years ended December 31, 2018, 2019 and 2020 and the three months ended March 31, 2020 and 2021.

	Three Months Ended March 31		Year Ended December 31		
	2021 ***(Unaudited)***	**2020** ***(Unaudited)***	**2020**	**2019**	**2018**
Current Ratio	2.12	3.90	2.01	2.65	2.82
Debt to Equity	0.94	0.96	0.97	0.93	0.94
Interest Coverage Ratio	437.80%	399.09%	341.52%	374.35%	261.61%
Return on Asset	1.97%	1.15%	3.73%	4.30%	3.07%
Return on Equity	4.99%	2.97%	9.65%	10.77%	7.37%
Earnings Per Share	0.11	0.06	0.21	0.21	0.12
Price Earnings Ratio	21.00	34.17	9.43	11.81	10.42

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 and income tax payables).
2. Debt to Equity = Total debt over shareholder’s equity.
3. Interest Coverage Ratio= Earnings before Income Tax and Interest Expense over Interest Expense
4. Return on Asset = Net Income over Total Assets
5. Return on Equity = Net Income over shareholder’s equity.

RISK FACTORS

An investment in the Offer Shares involves a number of risks. The price of securities can and does fluctuate, and any individual security is likely to experience upward or downward movements and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. Past performance is not indicative of future performance and results, and there may be a large difference between the buying price and the selling price of the Offer Shares. Investors should carefully consider all the information contained in this Prospectus, including the risk factors described below, before deciding to invest in the Offer Shares. The occurrence of any of the following events, or other events not currently anticipated, could have a material adverse effect on the Company's business, financial condition and results of operations and cause the market price of the Offer Shares to decline. All or part of an investment in the Offer Shares could be lost.

This risk factor discussion does not purport to disclose all of the risks and other significant aspects of investing in the Offer Shares. Investors should undertake independent research and study the trading of securities before commencing any trading activity. Investors should seek professional advice regarding any aspect of the securities such as the nature of risks involved in the trading of securities, and specifically those of high-risk securities. Investors may request publicly available information on the common shares and the Company from the SEC.

RISKS RELATING TO THE COMPANY'S BUSINESS

A significant portion of the demand for the Company's products is from OFWs, expatriate Filipinos, and their families, which exposes the Company to risks relating to the performance of the economies of the countries where these potential customers are based.

The Company is reliant on OFWs, expatriate Filipinos, and their families who live in the Philippines to generate a significant portion of the demand for its subdivision lots and high-rise condominium units, particularly for its affordable and middle-income projects. In order to reach them, the Company engages SVI and certain marketing companies who have both domestic and international presence.

A number of factors, however, could lead to reduced remittances from OFWs, a reduction in the number of OFWs or a reduction in the purchasing power of expatriate Filipinos and their families. These include:

- a downturn in the economic performance of the countries and regions where a significant number of these remitters are located, such as Italy, the United Kingdom, Spain, Singapore, the Middle East, and the United States;

- restrictions imposed by these countries' governments on the ability of their banks to provide services to remittance companies or money transfer operations due to anti-money laundering policies, thereby impeding the flow of money to the Philippines;

- a change in government regulations that currently exempt the income of OFWs from taxation in the Philippines;

- restrictions imposed by the Government on the deployment of OFWs to particular countries or regions, such as the Middle East;

- restrictions imposed by other countries on the entry or the continued employment of foreign workers;

- return of significant number of OFWs due to job losses in the country of deployment; and

- significant loss of income due to job losses and closure or loss of revenue of SMEs.

Following the outbreak of the coronavirus disease that started in Wuhan, Hubei, China, on January 30, 2020, the World Health Organization declared the 2019 coronavirus disease ("COVID-19") outbreak a Public Health Emergency of International Concern, and subsequently, with the continued increase in the number of confirmed cases throughout the world, a pandemic on March 11, 2020. In response, the Philippine government placed the county under community quarantine with varying degrees of restriction to stop the spread of COVID-19.

The implementation of community quarantine hampered the operations of the Company leading to the decrease in pre-sales for both the domestic and OFW markets and delayed construction services. A decline in revenues from the retail operations was also reported as compared to the same period last year. This was a result of decline in foot traffic and temporary suspension of mall operations except for outlets offering basic services like supermarkets, banks and healthcare centers, as mandated by the government

To mitigate the risk of a downturn in the demand from its dependency on OFWs and their families, the Company will continue to expand its customer base through SVI and seven other marketing companies whose clientele not only includes OFWs and their families but Business Process Outsourcing ("BPO") employees, Small and Medium Enterprise ("SME") owners and other corporate and government employees as well. For 2020, the Company's sales from the domestic market increased by at least ₱ 1.25 billion compared to 2019. Sales of properties outside Metro Manila increased as government and private offices started implementing work from home arrangement. Also, buyers have expressed preference to purchase properties outside Metro Manila, where the Company's properties are located, in order to avoid the epicenter of COVID-19, among others.

The interests of JV partners for the Company's land development projects may differ from the Company's and they may take actions that adversely affect the Company.

The Company has entered into joint venture ("JV") agreements with landowners as part of its overall land acquisition strategy and intends to continue to do so. Under the terms of its JV agreements, the Company takes responsibility for project development, while its JV partner typically supplies the project land.

A JV involves special risks where the JV partner may have economic or business interests or goals inconsistent with or different from those of the Company's. The JV partner may take actions contrary to the Company's instructions or requests, or be in direct opposition to the Company's policies or objectives with respect to the real estate investments, or the JV partner may not meet its obligations under the JV arrangement. Disputes between the Company and its JV partner could arise after significant capital investments in a project have been made, which could result in the loss of some or all of the Company's investment in the project. The Company's reliance on its JV arrangements could therefore have a material adverse effect on the Company's results of operations and financial condition.

To mitigate the risk that interests of the Company's JV partners may differ with that of the Company, the terms and conditions and the development plans for the properties are discussed thoroughly with the JV partners and documented under JV agreements.

The Company is exposed to risks associated with its sale on installment activities, including the risk of customer default

The Company has provided a substantial amount of sale on installment to its customers, particularly for buyers of its affordable and middle-income real estate products. Around [90-95%] of the Company's sales are through its in-house installment program. In cases where the Company provides sale on installment, it charges customers interest rates that are substantially higher than comparable rates for bank financing. As a result, and particularly during periods when interest rates are relatively high, the Company faces the risk that a greater number of customers who utilize the Company's sale on installment facilities will default on their payment obligations, which would require the Company to incur expenses, such as those relating to sales cancellations and reselling of projects. There is also no assurance that the Company can immediately resell a subdivision lot or a condominium unit once a sale has been cancelled. The inability of its customers who availed of the in-house installment program to meet their payment obligations and a decline in the number of customers buying on installment could also have a material adverse effect on the Company's revenues, financial condition and results of operations.

The various measures undertaken by governments worldwide in an attempt to control the spread of COVID-19 has caused disruptions to businesses and economic activities worldwide. While its impact on businesses continues to evolve, these necessary measures have exposed the Company to risks of increased defaults and cancelled sales. As of the first quarter of 2021, the Company noted that only 1.30% of its total buyers have requested cancellation of their installment contracts since the Philippines was placed under community quarantine in March 2020.

The Company has not experienced any significant defaults, even in 2020, the period when the Philippines was placed under community quarantine, as it recorded only 1.73% defaults of its total sale on installments. Further to that, the Company only observed 1.69%, 1.86% and 2.14% default rates in 2017, 2018 and 2019, respectively. The Company believes that the impact of customer defaults is minimized since the Company conducts extensive credit checks on its customers and the possession and physical title of these properties remain with the Company until all required payments are made and complete. Furthermore, assets under the in-house installment program are mostly lots and the Company believes that it will be able to resell these lots through the marketing companies that it engages for its projects. The Company will continue to monitor the sales and cancellations in order to be able to respond in a timely manner.

The Company faces certain risks related to the cancellation of sales involving its residential projects and if the Company were to experience a material number of sales cancellations, the Company's historical revenues would be overstated.

As a developer and seller of residential real estate, the Company's business, financial condition and results of operations could be adversely affected in the event a material number of sales contracts for subdivision lots and condominium units are cancelled.

- The Company is subject to Republic Act No. 6552 (the "Maceda Law"), which applies to all transactions or contracts involving the sale or financing of real estate through installment payments, including residential condominium units (but excluding industrial and commercial lots). Under the Maceda Law, buyers who have paid at least two years of installments are granted a grace period of one month for every year of paid installments to cure any payment default. This right shall be exercised by the buyer only once in each year of the life of the contract and its extensions, if any. If the contract is cancelled, the buyer is entitled to receive a refund of at least 50% of the total payments made by the buyer, with an additional 5% per annum in cases where at least five years of installments have been paid (but with the total not to exceed 90% of the total payments). Buyers who have paid less than two years of installments and who default on installment payments are given a 60-day grace period to pay all unpaid installments before the sale can be cancelled, but without right of refund.

- While the Company historically has not experienced a material number of cancellations to which the Maceda Law has applied, there can be no assurance that it will not experience a material number of cancellations in the future, particularly during slowdowns or downturns in the Philippine economy, periods when interest rates are high or similar situations. In the event the Company does experience a material number of cancellations, it may not have enough funds on hand to pay the necessary cash refunds to buyers or it may have to incur indebtedness in order to pay such cash refunds. In addition, particularly during an economic slowdown or downturn, there can be no assurance that the Company would be able to resell the same property or resell it at an acceptable price. Any of the foregoing events would have a material adverse effect on the Company's business, financial condition and results of operations.

- In the event the Company experiences a material number of sales cancellations, investors are cautioned that the Company's historical revenues would have been overstated because such historical revenues would not have accurately reflected subsequent customer defaults or sales cancellations. Investors are also cautioned not to rely on the Company's historical income statements as indicators of the Company's future revenues or profits.

There can be no assurance that the Company will not suffer from substantial sales cancellations and that such cancellations will not have a material adverse effect on its financial condition and results of operations. The Company recorded 2.86%, 5.73% and 1.30% of its total buyers requesting cancellation in 2018, 2019 and 2020, respectively.

In an effort to minimize the impact of such risk, receivable balances are monitored by the Company on a regular basis. In addition, majority of the Company's historical revenues have been from lot sales. The development and maintenance of these lots involves lower costs compared to house and lot developers, and that residential lots would be easier to resell than other property types.

The Company is subject to significant competition in connection with its land development and leasing business.

The Company competes with a number of land and commercial developers, some of which have greater financial resources and may be perceived to have more attractive projects. Competition from other developers may adversely affect the Company's ability to successfully operate its investment properties, and continued development by these and other market participants could result in saturation of the market for residential and commercial projects.

With respect to residential lots and condominium sales, the Company considers DMCI Homes, Filinvest, and SM Development Corporation as its competitors. The Company is able to effectively compete for the buyers primarily on the basis of price, reliability and location of the development site.

With respect to its mall business, SM Prime and Robinsons Retail are considered as the main competitors of the Company. The Company is able to compete for the buyers on the basis of effective tenant mix, location and rental rates.

The competition that the Company faces in these sectors of the property market, and its ability to compete with larger and more experienced competitors, could have a material adverse effect on the Company's results of operations or financial condition.

To manage the risk, the Company intends to focus on its competitive strengths, which include (i) established track record in real estate development, (ii) efficient joint venture model, (iii) expansion in established strategic growth areas, (iv) sales and marketing team with nationwide and global coverage and (v) experienced and dedicated management team. Its business strategies include (i) continuing its joint venture growth formula, (ii) expanding its recurring income base, (iii) boosting brand awareness and strengthening brand equity, (iv) building master-planned and integrated communities, and (v) exploring complementary ventures and platforms.

Fluctuations in interest rates, changes in Government borrowing patterns and Government regulations could have a material adverse effect on the Company's and its customers' ability to obtain financing.

Interest rates, and factors that affect interest rates, such as the Government's fiscal policy, could have a material adverse effect on the Company and on demand for its products. For example:

- In connection with the Company's real estate development business, higher interest rates make it more expensive for the Company to borrow funds to finance ongoing projects or to obtain financing for new projects.

- Insofar as the Company's core land development business is concerned, because the Company believes that a substantial portion of its customers procure financing (either from banks or using the Company's sale on installment program) to fund their property purchases, higher interest rates make financing, and therefore purchases of real estate, more expensive, which could adversely affect demand for the Company's residential projects.

- If the Government significantly increases its borrowing levels in the domestic currency market, this could increase the interest rates charged by banks and other financial institutions and also effectively reduce the amount of bank financing available to both prospective property purchasers and real estate developers, including the Company.

- The Company's access to capital and cost of financing are also affected by restrictions, such as single borrower limits, real estate stress test limit for real estate exposures, and real estate limits, all of which are imposed by the BSP on bank lending. If the Company were to reach the single borrower limit, real estate stress test limit for real estate exposures, or real estate limit with respect to any bank, the Company may have difficulty obtaining financing with reasonable rates of interest from other banks.

- If the BSP also lowers the cap on the loan-to-collateral value ratio, which currently is at 60% of the collateral value of a property, the amount of capital accessible to the buyers of the Company's projects would be limited.

To manage interest rate risk, the Company's long-term loans are a combination of floating-rate and fixed-rate loans. In the Monetary Board policy meeting of the BSP on November 19, 2020, the BSP decided to cut the interest rate on the BSP's overnight reverse repurchase facility by 25 basis points to 2.0%. Accordingly, the interest rates on the overnight deposit and lending rates facilities were reduced to 1.5% and 2.5%, respectively.

Inflation rose to 3.3% in November, brought about by natural disasters that put upward pressure on select agricultural commodities during the month. BSP forecast inflation to average 2.3%, 2.8% and 3.0% for 2020, 2021 and 2022, respectively.

The Company faces risks relating to the management and acquisition of its land bank, which could adversely affect its margins.

The Company must continuously seek JV partners and/or acquire land for its own account in order to replenish and expand its land inventory. Risks inherent in purchasing and developing land increase as consumer demand for residential real estate decreases. The market value of land and subdivision lots can fluctuate significantly as a result of changing market conditions. The Company cannot assure investors that the measures it employs to manage land inventory risks will be successful.

Changes in economic or market conditions may also require the Company to defer the commencement of projects. This would require the Company to continue to carry the cost of acquired but undeveloped land on its financial statement, as well as reduce the amount of property available for sale.

Any of the foregoing events would have a material adverse effect on the Company's business and financial condition. The Company takes steps to ensure that JV agreements and land purchases are on reasonable terms, and at locations that are marketable for short and long-term projects. The Company will ensure that the steps taken are in line with the Company's competitive strengths which includes efficient joint venture model and expansion in established strategic growth areas.

Titles over land owned by the Company may be contested by third parties.

While the Philippines has adopted a system of land registration which is intended to conclusively confirm land ownership, and which is binding on all persons (including the Government), it is not uncommon for third parties to claim ownership of land that has already been registered and over which a title has been issued. There have also been cases where third parties have produced false or forged title certificates of title over land.

Although the Company conducts extensive title searches before it acquires any parcel of land, from time to time the Company has been compelled to defend itself against third parties who claim to be the rightful owners of land that has been either titled in the name of the persons selling the land to the Company or which has already been titled in the name of the Company. Although historically these claims have not had a material adverse effect on the Company and its business, in the event a greater number of similar third-party claims are brought against the Company in the future or any such claims involves land that is material to the Company's housing and land development projects, the Company's management may be required to devote time and incur significant costs in defending the Company against such claims. In addition, if any such claims are successful, the Company may have to either incur additional costs to settle such third-party claims or surrender title to land that may be material in the context of the Company's housing and land development projects.

Any of the foregoing circumstances could have a material adverse effect on the Company's business, financial condition and results of operations, as well as on its business reputation. To mitigate the risk of land titles being contested by third parties, the Company conducts thorough title verification of the properties the Company purchases.

The Company's lands and real properties may be subject to compulsory acquisition by the Government.

The Government, by virtue of the sovereign power of eminent domain, has the authority to acquire private properties in the Philippines for public benefit or use upon observance of due process of law and payment of just compensation. In the event that the Government undertakes expropriation proceedings, the Company may be subject to a reduction of its landholdings. The amount of just compensation may also be less than the market value of the relevant property, and may thus affect the Company's business.

The Company faces risks relating to its residential property development business, including risks relating to project cost and completion.

The Company's principal business is the development of subdivision lots and sale of residential properties in the Philippines. The property development business involves significant risks distinct from those involved in the ownership and operation of established properties, including the risk that the Company may invest significant time and money in a project that may not attract sufficient levels of demand in terms of anticipated sales and which may not be commercially viable. In addition, obtaining required Government approvals and permits may take substantially more time and resources than anticipated or construction of projects may not be completed on schedule and within budget.

Furthermore, the time and the costs involved in completing the development and construction of residential projects can be adversely affected by many factors, including shortages of materials, equipment and labor, adverse weather conditions, peso depreciation, natural disasters, labor disputes with contractors and subcontractors, accidents, COVID-19 pandemic regulations and challenges, changes in laws or in Government priorities and other unforeseen problems or circumstances. Any of these factors could result in project delays and cost overruns, which could negatively affect the Company's margins. This may also result in sales and resulting profits from a particular development not being recognized in the year in which it was originally expected to be recognized, which could adversely affect the Company's results of operations for that year. Further, the failure by the Company to complete construction of a project to its planned specifications or schedule may result in contractual liabilities to purchasers and lower returns.

To manage this risk, the Company accredits and establishes relationships with qualified suppliers to provide cost and budgetary estimates, and ensure supply of materials to be used for developing the land. The Company also appoints contractors based on a number of qualifications such as experience in the project area, past project performance, and contract price, among others.

The Company's reputation will be adversely affected if projects are not completed on time or if projects do not meet customers' requirements.

With the vast track record of developing real estate in the Philippines, the Company believes it has established an excellent reputation and brand name. If any of the Company's projects experience construction or infrastructure failures, design flaws, significant project delays, quality control issues or otherwise, this could have a negative effect on the Company's reputation and make it more difficult to attract new customers to its new and existing projects. Any negative effect on the Company's reputation or its brand could also affect the Company's ability to sell its projects. This would impair the Company's ability to reduce its capital investment requirements. The Company cannot provide any assurance that such events will not occur in a manner that would adversely affect its results of operations or financial condition.

The Company appoints contractors based on a number of qualifications such as experience in the project area and past project performance, among others, to ensure that the quality of projects developed meets the requirements of its customers. In terms of after-sales service, the customers' needs are addressed by the Company's appropriate department/unit. Any technical concerns are addressed by the assigned engineers. Engineers are assigned on a per city/region basis as well so that project responsibility and accountability is clear and focused. The Company also ensures in its agreements with all of its contractors that warranties and 10% retention are in place after turnover to ensure the delivery of quality products to its customers.

In 2020, in response to the outbreak of COVID-19, the Government has imposed travel bans on several affected countries, which may have an adverse impact to the Company's suppliers' and contractors' ability to deliver, which could delay the construction of the Company's projects. However, the Company observed no significant delays since the development activities were only suspended for a few months and has resumed as soon as the enhanced community quarantine was lifted. The outbreak made the Company become extra cautious in the implementation of sanitary and health protocols in the workplace; and no significant issues were noted on the resumption of development activities.

Independent contractors may not always be available, and once hired by the Company, may not be able to meet the Company's quality standards or may not complete projects on time and within budget.

The Company relies on independent contractors to provide various services, including land clearing and infrastructure development, various construction projects and building and property fit-out works. The Company selects independent contractors principally by conducting tenders and taking into consideration factors such as the contractors' experience, its financial and construction resources, any previous relationship with the Company, its reputation for quality and its track record. There can be no assurance that the Company will be able to find or engage an independent contractor for any particular project or find a contractor that is willing to undertake a particular project within the Company's budget, which could result in costs increases or project delays. Further, although the Company's personnel actively supervise the work of such independent contractors, there can be no assurance that the services rendered by any of its independent contractors will always be satisfactory or at par with the Company's requirements for quality. Contractors may also experience financial or other difficulties, and shortages or increases in the price of construction materials may occur, any of which could delay the completion or increase the cost of certain housing and land development projects, and the Company may incur additional costs as a result thereof. Any of these factors could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company carefully selects and accredits only qualified suppliers to provide cost and budgetary estimates, and supply of materials to be used for developing the properties. The Company also appoints contractors based on a number of qualifications such as experience in the project area, past project performance, and contract price, among others.

The Company operates in a highly-regulated environment and is affected by the development and application of regulations in the Philippines.

The Philippines' property development industry is highly regulated. The development of subdivision and other residential projects is subject to a wide range of government regulations, which, while varying from one locality to another, typically include zoning considerations as well as the requirement to procure a variety of environmental and construction-related permits. In addition, projects that are to be located on agricultural land must get clearance from the Philippine Department of Agrarian Reform ("DAR") so that the land can be converted into non-agricultural land prior to development and, in certain cases, tenants occupying agricultural land may have to be relocated at the Company's expense.

Presidential Decree No. 957, as amended, ("PD 957") and Batas Pambansa Blg. 220 ("BP 220") are the principal statutes which regulate the development and sale of real property as part of a condominium or subdivision project. PD 957 and BP 220 cover subdivision projects for residential, commercial, industrial or recreational purposes and condominium projects for residential or commercial purposes. The Housing and Land Use Regulatory Board ("HLURB") is the administrative agency of the Government that enforces these statutes. Regulations applicable to the Company's operations include standards regarding:

- the suitability of the site;
- road access;
- necessary community facilities;
- open spaces;
- water supply;
- sewage disposal systems;
- electricity supply;
- lot sizes;
- the length of the housing blocks; and
- house construction.

All subdivision development plans are required to be filed with and approved by the local government unit with jurisdiction over the area where the project is located. Approval of development plans is conditioned on, among other things, completion of the acquisition of the project site and the developer's financial, technical and administrative capabilities. Alterations of approved plans that affect significant areas of the project, such as infrastructure and public facilities, also require the prior approval of the relevant government unit. There can be no assurance that the Company, its subsidiaries or associates or partners will be able to obtain governmental approvals for its projects or that when given, such approvals will not be revoked.

In addition, owners of or dealers in real estate projects are required to obtain licenses to sell before making sales or other dispositions of subdivision lots and housing units. The license to sell may be issued only against a performance bond posted to guarantee the completion of the construction and maintenance of the roads, gutters, drainage, sewerage, water system, lighting systems, and full development of the subdivision or condominium project and compliance by the owner or dealer with applicable laws and regulations. Dealers, brokers and salesmen are also required to register with the HLURB. Project permits and licenses to sell may be suspended, cancelled or revoked by the HLURB itself or upon a verified complaint from an interested party for reasons such as insolvency, non-delivery of title to fully-paid buyers, deviation from approved plans, or violation of any of the provisions of PD 957. A license to sell may only be suspended, cancelled or revoked after a notice to the developer has been served and all parties have been given an opportunity to be heard in compliance with the HLURB’s rules of procedure and other applicable laws.

There are essentially two different types of residential subdivision developments, which are distinguished by different development standards issued by the HLURB. The first type of subdivision, aimed at low-cost housing, must comply with BP 220, which allows for a higher density of building and relaxes some construction standards. Other subdivisions must comply with PD 957 which sets out standards for lower density developments. Both types of development must comply with standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, sewage disposal system, electrical supply, lot sizes, the length of the housing blocks and house construction.

Under current regulations, a developer of a residential subdivision is required to reserve at least 30% of the gross land area of each subdivision for open space for common uses, which include roads and recreational facilities. A developer of a commercial subdivision is required to reserve at least 3.5% of the gross project area for parking and pedestrian malls.

Republic Act No. 7279 (“RA 7279”), otherwise known as the Urban Development and Housing Act, as amended by Republic Act No. 10884, further requires developers of proposed residential subdivision projects to develop an area for socialized housing equivalent to at least 15% of the total subdivision area or total subdivision project cost and at least 5% of the residential condominium area or project cost, at the option of the developer, within the same city or municipality, whenever feasible, and in accordance with the standards set by the HLURB and other existing laws. While this is the preferred manner of compliance, the developer may resort to other manners of compliance such as (i) developing socialized housing in a new settlement; (ii) entering into joint-venture projects for socialized housing with local government units, housing agencies, other private socialized housing developers, or non-government organizations engaged in the provision of socialized housing in accordance with the regulations; or (iii) participating in a new project under the community mortgage program (CMP) through land development in a CMP project. To comply with this requirement, a developer may also invest in socialized housing bonds approved by the HLURB or such other options as provided in the law and applicable regulations. These options include the development of a new settlement, slum upgrading, participation in a community mortgage program, the undertaking a joint-venture projects and the building of a large socialized housing project to establish a credit balance.

Republic Act No. 4726, otherwise known as The Condominium Act ("RA 4726"), as amended, likewise regulates the development and sale of condominium projects. RA 4726 requires the annotation of the master deed on the title of the land on which the condominium project shall be located. The master deed contains, among others, the description of the land, building/s, common areas and facilities of the condominium project. A condominium project may be managed by a condominium corporation, an association, a board of governors or a management agent, depending on what is provided in the declaration of restrictions of the condominium project. However, whenever the common areas are held by a condominium corporation, such corporation shall constitute the management body of the project.

Should any of the Company's subsidiaries engage in construction, it shall be subject to regulation by the Government, particularly the Philippine Contractors Accreditation Board ("PCAB") which was created by virtue of Republic Act No. 4566 ("RA 4566"). RA 4566 as amended by Presidential Decree No. 1746 provides that no contractor (including sub-contractor and specialty contractor) shall engage in the business of contracting without first having secured a PCAB license to conduct business. It is an offense to engage in contracting business without a license first being obtained. The purpose of RA 4566 is to ensure, for the safety of the public, that only qualified and reliable contractors are allowed to undertake construction in the country. The law also aims to promote for the benefit of the public and private sectors and for the national interest, the orderly growth of the contracting sector and the upgrading of construction capability.

In acting upon the application and granting such license, the PCAB takes into consideration the applicant - contractor's qualifications and compliance with certain minimum requirements in the following criteria: (i) financial capacity; (ii) equipment capacity; (iii) experience of firm; and (iv) experience of technical personnel. Philippine laws also require a contractor to secure construction permits and environmental clearances from appropriate Government agencies prior to actually undertaking each project.

To mitigate the risk of development and application regulations in the Philippines having an adverse effect on the Company's projects, the Company's Legal Department and Engineering Department ensure that all projects are compliant with Government regulations and specifications.

The Company may fail to secure the licenses, permits and other authorizations for its operations, or fulfill the terms and conditions thereon, or fail to renew them on expiration.

The Company is required to secure and maintain business licenses, permits and other authorizations, including those relating to certain construction activities for its properties, and is also required to obtain and renew various permits, including business permits and permits concerning, for example, health and safety, environmental standards. The Company's licenses, permits and other authorizations contain various requirements that must be complied with to keep such licenses, permits and other authorizations valid. If the Company fails to meet the terms and conditions of any of its licenses, permits or other authorizations necessary for its operations, these may be suspended or terminated, leading to temporary or potentially permanent closing of properties, suspension of construction activities or other adverse consequences. In addition, there is no certainty that any given license, permit or authorization will be deemed sufficient by the relevant governmental authorities to fully cover activities conducted in reliance on such license, permit or authorization.

There can be no assurance that the Company will continue to be able to secure or renew, as the case maybe, the necessary licenses, permits and other authorizations for its properties as necessary or that such licenses, permits and other authorizations will not be revoked. If the Company is unable to obtain or renew them or is only able to do so on unfavorable terms, this could have an adverse effect on its business, financial condition and results of operations.

To manage the risk, the Company's Legal Department and Engineering Department will work together to ensure that the Company's licenses and permits are renewed on time and that the Company complies with the terms and conditions of its licenses and permits.

Environmental laws applicable to the Company's projects could have a material adverse effect on its business, financial condition or results of operations.

In general, developers of real estate projects are required to submit project descriptions to regional offices of the DENR. For environmentally sensitive projects or at the discretion of the regional office of the DENR, a detailed Environmental Impact Assessment may be required and the developer will be required to obtain an ECC to certify that the project will not have an unacceptable environmental impact. There can be no assurance that current or future environmental laws and regulations applicable to the Company will not increase the costs of conducting its business above currently projected levels or require future capital expenditures. In addition, if a violation of an ECC occurs or if environmental hazards on land where the Company's projects are located cause damage or injury to buyers or any third party, the Company may be required to pay a fine, to incur costs in order to cure the violation and to compensate its buyers and any affected third parties. The Company cannot predict what environmental legislation or regulations will be amended or enacted in the future, how existing or future laws or regulations will be enforced, administered or interpreted, or the amount of future expenditures that may be required to comply with these environmental laws or regulations or to respond to environmental claims. The introduction or inconsistent application of, or changes in, laws and regulations applicable to the Company's business could have a material adverse effect on its business, financial condition and results of operations.

To mitigate the risk that environmental laws may have an adverse effect on the Company's projects, the Company's Legal Department, Engineering Department and Permits and Licenses Department ensure that the projects are compliant with environmental laws.

The Company is majority controlled by SLRDI and indirectly by the Robles and Santos families, and interests of SLRDI and the Robles and Santos families may differ significantly from the interests of the Company's other shareholders.

SLRDI controls and is expected to continue to control the Company. In turn, SLRDI is controlled by members of the Robles and Santos families, who either individually or collectively have controlled SLRDI and the Company since its formation. Members of the Robles and Santos families also serve as directors and executive officers in SLRDI, the Company and its affiliates. The interests of the Robles and Santos families may differ from the interests of the Company and the Company's other shareholders, and there can be no assurance that they will exercise influence over the Company in a manner that is in the best interest of the Company and the Company's other shareholders. In addition, there can be no assurance that the Company's business, financial position and results of operations will not be adversely affected in the event the Robles and Santos families reduces part of, or disposes all of, their shareholdings in the Company.

To protect minority shareholders, major decisions are subject to Board approval which includes independent directors. Moreover, the Company has a manual on corporate governance which it strictly adheres to. All material board matters are disclosed to the PSE and are available to the general public.

The Company has a number of related-party transactions with affiliated companies.

The companies controlled by the Robles and Santos families and by SLRDI have a number of transactions with the Company. The Company's practice has been to enter into contracts with these affiliate companies on commercial terms which are at least as favorable as the terms available to or from non-affiliated parties.

The Company expects that it will continue to enter into transactions with companies directly or indirectly controlled by or associated with SLRDI and the Robles and Santos families. These transactions may involve potential conflicts of interest which could be detrimental to the Company and/or its shareholders. Conflicts of interest may also arise among SLRDI, the Robles and Santos families, and the Company in a number of other areas relating to its businesses, including:

- major business combinations involving the Company and its subsidiaries;
- plans to develop the respective businesses of the Company and its subsidiaries; and
- business opportunities that may be attractive to SLRDI, the Robles and Santos families and the Company.

The Company can provide no assurance that its related-party transactions will not have a material adverse effect on its business or results of operations.

On January 23, 2013, the BIR issued Revenue Regulations No. 2-2013 on Transfer Pricing Guidelines (the "Transfer Pricing Guidelines") which adheres to the arm's length methodologies set out under the Organization for Economic Cooperation and Development Transfer Pricing Guidelines. The Transfer Pricing Guidelines are applicable to cross-border and domestic transactions between related parties and associated enterprises. The BIR Transfer Pricing Guidelines define related parties as two or more enterprises where one enterprise participates directly or indirectly in the management, control, or capital of the other; or if the same persons participate directly or indirectly in the management, control, or capital of the enterprises.

The arm's length principle requires the transaction with a related party to be made under comparable conditions and circumstances as a transaction with an independent party such that if two related parties derive profits at levels above or below comparable market levels solely by reason of the special relationship between them, the profits will be deemed as non-arm's length. In such a case, the BIR can make the necessary adjustments to the taxable profits of the related parties so as to reflect the true value that would otherwise be derived on an arm's length basis.

There is no assurance if the BIR will view these transactions as arm's length on the basis of the Transfer Pricing Guidelines. There can be no assurance that the Company's level of related party transactions, if questioned, will not have an adverse effect on the Company's business or results of operations.

The Company believes that its corporate governance provisions and related party transaction policies would help the Company manage the risk of conflict of interest in relating to related party transactions. Dealings within the Group are made at terms and prices agreed upon by the respective parties, on an arms-length basis. Related party transactions are subject to stringent voting requirements at the Board level which includes the participation of independent directors, and the Company has a manual on corporate governance which it must strictly adhere to.

The Company may be unable to attract and retain skilled professionals, such as architects and engineers.

The Company's ability to plan, design and execute current and future projects depends on its ability to attract, train, motivate and retain highly skilled personnel, particularly architects and engineers. The Company believes that there is significant demand for such personnel not only from its competitors but also from companies outside the Philippines, particularly companies operating in the Middle East. Any inability on the part of Company in hiring and, more importantly, retaining qualified personnel could impair its ability to undertake project design, planning and execution activities in-house and could require the Company to incur additional costs by having to engage third parties to perform these activities.

The Company believes that it has been successful in fostering good relationships with its employees. To mitigate the risk of the Company being unable to attract and retain skilled professionals, the Company will continue to provide professional training programs to enable its employees to serve its customers better, increase productivity and improve their skills. The Company also provides competitive compensation and benefit packages.

The Company is dependent on third-party brokers to sell its subdivision lots and condominium units.

Aside from SVI, the marketing and advertising arm of the Group, the Company relies on affiliated and third-party brokers to market and sell its subdivision lots and condominium units to potential customers inside and outside of the Philippines. These brokers may also act as brokers for other developers in the same markets in which the Company operates, and there can be no assurance that they will not favor the interests of their other clients over the interests of the Company, or otherwise act in the Company's best interests. There is competition for the services of third-party brokers in the Philippines, and many of the Company's competitors either use the same brokers as the Company or attempt to recruit brokers away from the Company. If a large number of these third-party brokers were to terminate or breach their brokerage agreements, the Company would be required to seek other external brokers, and there can be no assurance that the Company could do so quickly or in sufficient numbers. This could disrupt the Company's business and negatively affect its financial condition, results of operations and prospects.

To mitigate this risk, the Company offers incentives to these brokers based on sales targets such as domestic and international all-expense paid trips.

A domestic asset price bubble could adversely affect the Company's business.

One of the risks inherent in any real estate property market is the possibility of an asset price bubble. This occurs when there is a gross imbalance between the supply and demand in the property market, causing an unusual increase in asset prices, followed by a drastic drop in prices when the bubble bursts. In the Philippines, the growth of the real estate sector is mainly driven by low interest rates, robust remittances from OFWs, and the growing BPO sector which is vulnerable to global economic changes.

The Company believes that the Philippine property sector is adequately protected against a domestic asset price bubble burst. The country has a very young demographic profile benefitting from rising disposable income. It likewise has one of the fastest growing emerging economies, registering Gross Domestic Product growth rates of 6.3% in 2018, 6.0% in 2019 and -9.5% in 2020, with the growth in the property sector is largely supported by infrastructure investments from both the public and private sectors and strong macroeconomic fundamentals. Despite the 9.5% decline in GDP, the Company's 2020 net income declined only by 2%. In light of the COVID-19 vaccination program being undertaken worldwide, economic recovery is being foreseen. According to the World Bank, the global economy is set to expand 5.6% in 2021 – its strongest post-recession pace in 80 years. This recovery is uneven and largely reflects sharp rebounds in some major economies. In many emerging market and developing economies, obstacles to vaccination continue to weigh on activity. As of June 2021, the Philippines has only fully vaccinated 2% of its population but the government plans to speed up vaccination rate as more vaccines become available.

There can be no assurance, however, that the Philippines will achieve the desired vaccination rate to fully open up the economy and strong economic fundamentals in the future. Changes in the conditions of the Philippine economy could materially and adversely affect the Company's business, financial condition and results of operations.

The Company believes that should the country experience such an asset price bubble, impact on the Company will be relatively mitigated since most of its properties are located in the province.

The Company is exposed to risks relating to the leasing business.

The Company leases its retail and office spaces to various third parties and affiliates. Some factors concerning the Company's tenants that could affect the Company's financial condition may include the following:

- untimely expiration of leases and vacancies of tenants;
- delays in the payment of rent due to a tenant's declining sales or slow turnover;
- tenants seeking the protection of bankruptcy laws that could result in delays in the Company's receipt of rental payments;
- the Company's inability to collect rental payments or the early termination of a tenant's lease;
- tenants that do not comply with the general terms of the lease; and
- changes in laws and government regulations relating to real estate, including those governing usage, zoning, taxes and government charges that could lead to an increase in management expenses or unforeseen capital expenditure to ensure compliance.

Further, the occurrence of events with widespread macroeconomic impact such as COVID-19 may significantly accelerate change in the demand for retail and office spaces.

Any unfavorable developments with respect to the Company's tenants could have an adverse effect on the Company's business, financial condition and results of operations. To mitigate the risk, the Company's leasing policies include screening applicants carefully and securing appropriate mix of tenants with respect to its retail spaces, both in terms of the nature of their business and their size.

Electronic commerce platforms may challenge the viability of the retail tenants of the Company

The Company expects to derive a substantial portion of its revenue from its portfolio of retail and office leasing space. The Company's retail tenants may be affected by the growth and popularity of online purchasing, shifts in marketing strategies by retailers in response to changing market conditions and opportunities provided by electronic commerce platforms. In light of the COVID-19 pandemic, the tenants are slowly shifting to online platforms and are strengthening their broadband capacities. There is no assurance that the growth of e-commerce will not have a material adverse effect on the Company's business, financial condition and results of operations.

The Company expects that its retail properties will complement electronic commerce platforms by enabling retailers to provide a physical outlet for online purchasers to receive their items. While food choices are also available in the e-commerce platform, these food stores will still need sufficient space and, therefore, will continue leasing commercial spaces. In addition, having an appropriate mix of tenants (e.g., retailers of apparel and consumer electronics, food kiosks, supermarket for basic necessities) allows the Company to continue generating leasing revenue since basic necessities are traditionally procured through brick-and-mortar store.

The exit of Philippine Offshore Gaming Operators ("POGOs") or BPOs from the Philippines may adversely affect the Company's rent income.

Historically, the Company has derived substantially all of its revenues and operating profits from the Philippines and, as such, its businesses are highly dependent on the state of the Philippine economy. Demand for residential real estate, commercial leasing and office leasing are all directly related to the strength of the Philippine economy (including its overall growth and income levels), the overall levels of business activity in the Philippines as well as the amount of remittances received from OFWs and expatriate Filipinos.

Aside from OFWs and expatriate Filipinos, the Company has also benefited from the growth of the BPO industry as increased revenues have allowed more people to purchase their own homes rather than renting them. However, benefitting from the growth of the BPO sector that mainly originate from other countries exposes the Company to certain political and economic conditions present in such jurisdictions. These conditions include but are not limited to: (a) a downturn in the economic performance and (b) a change in government policy that limits or suspends the outsourcing of functions to offshore BPO companies. Any of these events could adversely affect the demand from the BPO sector, potentially leading to an adverse effect on the Company's business, financial condition, and results of operations.
The Company entered into a lease contract with a POGO company pursuant to which said company leases 26,011 sqm space of the Sta. Lucia Business Center located in Cainta, Rizal. The construction of the Sta. Lucia Business Center was completed in October 2020.

Recently, the BIR and PAGCOR have imposed stringent tax rules on POGOs and PAGCOR-accredited BPOs which have resulted in some POGOs and PAGCOR-accredited BPOs closing their operations in the Philippines. The Philippine Department of Finance has indicated that they will continue to investigate and strictly require all POGOs and PAGCOR-accredited BPOs to pay all their taxes, including franchise taxes, and that only POGOs and PAGCOR-accredited BPOs that have paid their taxes and been cleared by PAGCOR may resume operations. Additionally, Philippine government officials have called for closure or increased taxation or regulation of POGO operations.

Among the Bayanihan 2 Act's revenue raising measures of the Bayanihan to Recover as One Act (the "Bayanihan 2 Act") include the imposition of a 5% franchise tax based on the higher of gross bets or turnovers or the agreed pre-determined minimum monthly revenues from POGO licensees, including gaming operators, gaming agents, service providers and gaming support providers. The Bayanihan 2 Act also sought to fund the government's subsidy and stimulus measures to address the COVID-19 pandemic from income tax, value added tax and other applicable taxes from non-gaming operations earned by offshore gaming licensees, operators, agents, service providers and support providers. Prior to the Bayanihan 2 Act, the 5% franchise tax was dependent on winnings, as the tax was imposed on the higher of gross gaming receipts or earnings, or the agreed or pre-determined minimum monthly revenues or income. Accordingly, basing the calculation of the 5% franchise tax on the higher of gross bets or turnovers is expected to effectively increase tax liabilities of covered businesses, as the value of the bet itself considered as part of the tax base. The Bayanihan 2 Act further provides that all taxes currently imposed on POGOs and PAGCOR-accredited BPOs must be computed based on the prevailing official exchange rate at the time of payment. The use of any other rate is considered fraudulent constituting underdeclaration, which is penalized by interest, fines and penalties under the National Internal Revenue Code. The Bayanihan 2 Act also directs the BIR to implement closure orders against POGOs and PAGCOR-accredited BPOs who fail to pay such taxes. By its terms, the Bayanihan 2 Act revenue raising measures are effective (unless extended by Congress) until the earlier of the lapse of two years or upon a determination that COVID-19 has been successfully contained or abated.

In a proceeding before the Philippine Supreme Court recorded as *Marco Polo Enterprises Limited, et al vs. Secretary of Finance and Commissioner of Internal Revenue* (GR No. 254102), the petitioners questioned the constitutionality of the Bayanihan 2 Act and applied for and obtained a temporary restraining order that enjoins the Secretary of Finance and the Commissioner of Internal Revenue from implementing the provisions of the Bayanihan 2 Act referred to above. On January 5, 2021, the Philippine Supreme Court issued a temporary restraining order (with one Justice dissenting) that prevents the government from implementing the revenue measures in the Bayanihan 2 Act described above. The order was effective on the date of its issuance and continues in effect until further orders from the Supreme Court. The Supreme Court has yet to make a final ruling on the legality of the relevant provisions of the Bayanihan 2 Act.

Should any of the BPO or POGO companies exit the Philippines or significantly downsize operations as a result of these developments, the Company may suffer from sales or lease terminations and there is no assurance that such terminations will not have a material adverse effect on its financial condition and results of operations.

Ultimately, however, the Company believes that its business and financial performance would not be significantly affected by any downturn in the BPO or POGO industry as these business segments, as of December 31, 2020, contributed only 10% of total rent income or 1% of the Company's total gross revenue. Nonetheless, the Company continuously monitors the political and economic situations and policies in the relevant jurisdictions to anticipate any effect it may have on the Company and its business.

The Company may be involved in legal and other proceedings arising from its operations.

In the Company's ordinary course of business, the Company and its directors may be involved in disputes with various parties involved in the construction and operation of its properties, including contractual disputes with contractors, suppliers, construction workers and homeowners or property damage or personal liability claims. Regardless of the outcome, these disputes may lead to legal and other proceedings which may result in substantial costs, delays in the Company's development schedule, and the diversion of resources and management's attention. The Company may also have disagreements with regulatory bodies in the course of its operations, which may subject the Company to administrative proceedings and unfavourable decisions that could result in penalties and/or delay the development of its projects. In such cases, the Company's business could be materially and adversely affected.

RISKS RELATING TO THE PHILIPPINES

All of the Company's operations and assets are based in the Philippines and, therefore, a slowdown in economic growth in the Philippines could materially and adversely affect the Company's business, financial position and results of operations.

All of the Company's assets are located in the Philippines, and the Company derives all of its revenues and operating profits from the Philippines and its business is dependent on the state of the Philippine economy. Demand for the Company's services are directly related to the strength of the Philippine economy (including overall growth and income levels) and the overall levels of business activity in the Philippines.

In the past, the Philippines has experienced periods of slow or negative growth, high inflation, significant devaluation of its currency and the imposition of exchange controls. Other factors that may adversely affect the Philippine economy include:

- reduced business, industrial, manufacturing or financial activity in the Philippines or elsewhere in Southeast Asia;
- scarcity of credit or other financing available to the Government, corporations or individuals in the Philippines;
- fluctuations in currency exchange rates and interest rates or prolonged periods of inflation or deflation;
- levels of employment, consumer confidence and income;
- delays in obtaining government approvals and permits;
- Government budget deficits;
- public health epidemics or outbreaks of diseases, such as outbreak of COVID-19 in the Philippines or in other countries in Southeast Asia;
- significant changes to the Government's economic, social or tax policies; natural disasters, including tsunamis, typhoons, earthquakes, fires, floods and similar events;
- political instability, terrorism or military conflict in the Philippines, other countries in the region or globally;
- geopolitical tensions between the Philippines and other claimant countries concerning disputed territories in the West Philippine Sea;
- a downgrade in the long-term foreign and local currency sovereign credit ratings of the Philippines or the related outlook for such ratings; and
- other regulatory, political or economic developments in or affecting the Philippines.

Any deterioration in economic conditions in the Philippines as a result of these or other factors could materially and adversely affect the Company or its consumers, customers and contractual counterparties. This, in turn, could materially and adversely affect the Company's business, financial condition and results of operations and its ability to implement its business strategy.

Volatility in the value of the Peso against the U.S. dollar and other currencies as well as in the global financial and capital markets could adversely affect the Company's businesses.

The Philippine economy has experienced volatility in the value of the Peso and also limitations to the availability of foreign exchange. In July 1997, the BSP announced that the Peso can be traded and valued freely on the market. As a result, the value of the Peso underwent significant fluctuations between July 1997 and December 2004 and the Peso declined from approximately ₱29.00 to U.S.$1.00 in July 1997 to ₱56.18 to U.S.$1.00 by December 2004.

While the value of the Peso has recovered since 2010, its valuation may be adversely affected by certain events and circumstances such as the strengthening of the U.S. economy, the rise of the interest rates in the U.S. and other events affecting the global markets or the Philippines, causing investors to move their investment portfolios from the riskier emerging markets such as the Philippines. Consequently, an outflow of funds and capital from the Philippines may occur and may result in increasing volatility in the value of the Peso against the U.S. Dollar and other currencies. As of December 31, 2020, according to BSP data, the Peso has depreciated by 5.34% to ₱48.0360 per U.S.$1.00 from ₱50.7440 per U.S.$1.00 at the end of 2019. As of June 30, 2021, the Peso was at ₱48.54 against the U.S. dollar.

Political instability in the Philippines could destabilize the country and may have a negative effect on the Company.

The Philippines has from time to time experienced severe political and social instability. Its situation can be the cause of concern for some investors, particularly since 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 has been political instability in the Philippines, including extra-judicial killings, alleged electoral fraud, impeachment proceedings against two former presidents and a chief justice of the Supreme Court of the Philippines, the removal of another chief justice of the Supreme Court of the Philippines, and public and military protests arising from alleged misconduct by the previous and current administrations. In addition, a number of officials of the Philippine Government are currently under investigation or have been indicted on corruption charges stemming from allegations of misuse of public funds, extortion, bribery or usurpation of authority.

In June 2020, journalist Maria Ressa was convicted by the Regional Trial Court for violations of anti-dummy law and cyber libel. Her conviction elicited concern from the international community and has been criticized by various groups as an attempt by the government to silence critical press coverage against President Rodrigo Duterte and his administration. In December 2018, Senator Antonio Trillanes III was ordered arrested in connection with a libel case filed by presidential son Paolo Duterte. In February 2017, Senator Leila de Lima was arrested after charges were filed in court accusing her of orchestrating a drug-trafficking ring during her term as Secretary of the Department of Justice ("DOJ") from 2010 to 2015. Senator Trillanes and Senator de Lima are outspoken critics of the Duterte administration. In May 2018, the Supreme Court of the Philippines ousted Chief Justice Maria Lourdes Sereno by ruling in a quo warranto proceeding that her appointment was invalid. The removal of Chief Justice Sereno became controversial because it was not coursed through the constitutionally mandated process of impeachment. In June 2018, former President Benigno Aquino III was indicted for usurpation of legislative powers concerning the Disbursement Acceleration Program during his term. Moreover, several individuals who were high-ranking officers under the administration of President Aquino have also been indicted for graft and corruption charges and drug trafficking, among other offenses.

In addition, since the commencement of the current administration, more than 1,000 alleged drug dealers and users have been killed in police operations, and more than 1,300 drug dealers and drug users have been killed by supposed vigilantes. In addition, the Philippine legislature recently passed the Anti-Terrorism Act of 2020, which has drawn criticism from, and sparked protests by, various sectors because of its controversial provisions on warrantless arrests and its broad definition of terrorist acts, which they believe may be used to target government critics. The said law is subject of several petitions filed by various civil society groups challenging its constitutionality currently pending with the Supreme Court.

The Philippines will hold its presidential election on May 9, 2022 and election-related violence and issues may happen during the campaign period and on election day. There is no assurance that the incoming administration will continue to implement the social and economic policies of the current administration. Major deviation from the policies of the current administration or fundamental change of direction, including with respect to the country's foreign policies, may lead to an increase in political or social uncertainty and instability.

An unstable political environment, whether due to the imposition of emergency executive rule, martial law or widespread popular demonstrations or rioting or election-related violence, could negatively affect the general economic conditions and operating environment in the Philippines, which could have a material adverse effect on the business, operations, and financial condition of the Company.

There is no assurance that the political environment in the Philippines will be stable or that the current or any future government will adopt economic policies that are conducive to sustained economic growth or which do not materially and adversely impact the current regulatory environment for the telecommunications and other companies. An unstable political or social environment in the Philippines could negatively affect the general economic conditions and business environment in the Philippines which, in turn, could have a material and adverse impact on the Company's business, financial position and financial performance.

Natural or other catastrophes, including severe weather conditions, may materially disrupt the Company's operations and result in losses not covered by its insurance.

The Philippines has experienced a number of major natural catastrophes over the years, including typhoons, droughts, volcanic eruptions and earthquakes. In January 2020, the Taal Volcano entered into a period of intense unrest beginning with phreatic or steam-driven activity in several points inside the Main Crater that progressed into magmatic eruption. The Philippine Institute of Volcanology and Seismology ("PHILVOCS") raised the alert level to Alert Level 4 on January 12, 2020. Pursuant to such events, PHILVOCS ordered the total evacuation of the Volcano Island and high-risk areas within a 14-kilometre radius from the Taal Main Crater. Although PHILVOLCS has since lowered the Alert Level covering Taal to Level 1, there can be no assurance that the Taal Volcano will not increase seismic activity or erupt in the future. In November 2020, 2 typhoons, Super Typhoon Rolly/Goni and Typhoon Ulysses/Vamco, brought strong winds and rain to the country. These back-to-back weather disturbances caused major destruction to property and massive flooding in various parts of the Philippines.

There can be no assurance that the occurrence of such natural catastrophes will not materially disrupt the Company's operations. In particular, damage caused by natural catastrophes could result in cancellation of flights, temporary closure of major roads and highways or other disruptions to transportation, which would prevent the Company from completing construction of its projects in a timely manner or at all. Moreover, such natural catastrophes could increase the costs of operating the Company's business. There can be no assurance that the Company will be fully capable to deal with such natural catastrophes and that the insurance coverage it currently maintains will fully compensate it for all the damages and economic losses resulting from these catastrophes.

Acts of terrorism could destabilize the country and could have a material adverse effect on the Company's business, financial position and results of operations.

The Philippines has also been subject to a number of terrorist attacks and the Armed Forces of the Philippines has been in conflict with groups which have been identified as being responsible for kidnapping and terrorist activities in the Philippines. In addition, bombings have taken place in the Philippines, mainly in cities in the southern part of the country. For example, in January 2019, bombs were detonated in the Jolo Cathedral in the Municipality of Jolo, Sulu and a Mosque in Zamboanga City, Zamboanga del Sur. In May 2017, the city of Marawi in Lanao del Sur, Mindanao, was assaulted by the Maute Group, terrorists who were inspired by pledged allegiance to the Islamic State of Iraq and Syria ("ISIS"). Due to the clash between the Government forces and the terrorists and the risk of the armed conflict spilling over to other parts of Mindanao, martial law was declared in the entire island of Mindanao, Philippines. In October 2017, the city was declared liberated from the terrorists. Despite this, the Philippine Congress extended the imposition of martial law in Mindanao until the end of 2019, citing persistent threats of terrorism and rebellion and to ensure the total eradication of ISIS-inspired terrorists in the country. Martial law in Mindanao was lifted on January 1, 2020, however certain areas in Mindanao remain under a state of emergency and law enforcement groups are in heightened security as a measure against potential terror threats.

An increase in the frequency, severity or geographic reach of these terrorist acts, violent crimes, bombings and similar events could have a material adverse effect on investment and confidence in, and the performance of, the Philippine economy. Any such destabilization could cause interruption to the Company's business and materially and adversely affect the Company's financial conditions, results of operations and prospects.

Continued conflicts between the Government and separatist groups could lead to further injuries or deaths by civilians and members of the Armed Forces of the Philippines, which could destabilize parts of the Philippines and adversely affect the Philippine economy. There can be no assurance that the Philippines will not be subject to further acts of terrorism or violent crimes in the future, which could have a material adverse effect on the Company's business, financial condition, and results of operations.

Any future changes in PFRS may affect the financial reporting of the Company's business.

The accounting policies adopted in the preparation of the Group's unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the

Company's annual consolidated financial statements as of and for the year ended December 31, 2020, except for the adoption of the following new and amended PFRSs which the Group intends to adopt when they become effective January 1, 2021.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. As required by PAS 34, the nature and effect of these changes are disclosed below.

- Amendments to PFRS 9, Financial Instruments, PFRS 7, Financial Instruments: Disclosures, PFRS 4, Insurance Contracts, and PFRS 16, Leases, Interest Rate Benchmark Reform - Phase 2

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):

  a. Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  b. Relief from discontinuing hedging relationships
  c. Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:

  a. The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  b. Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively. These amendments had no impact on the unaudited interim condensed consolidated financial statements of the Group.

- Adoption of PIC Q&A 2018-12-H, PFRS 15 - Accounting for Common Usage Service (CUSA) Charges

  On February 14, 2018, PIC Q&A 2018-12-H was issued providing guidance on accounting for common usage service which concludes that real estate developers are generally acting as principal for CUSA charges. Under SEC MC No. 3-2019, the adoption of PIC Q&A No. 2018-12-H was deferred until December 31, 2020. After the deferral period, real estate companies will adopt PIC Q&A No. 2018-12-H and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

  The Group assessed itself as principal for CUSA and air-conditioning charges, and as an agent for electricity and water usage.

  The adoption of this PIC Q&A did not impact the presentation of CUSA and air-conditioning charges as the Group currently presents it at gross amounts and the related costs as part of the cost of rental income. However, the Group presented the revenue and related costs from electricity and water usage on a net basis which were previously presented on a gross basis as part of "Rental income" and "Cost of rental income", respectively.

As a result of the adoption, revenue from electricity and water usage amounting to ₱25.48 million and ₱36.96 million for the period ended March 31, 2021 and 2020, respectively, was presented net of its related costs in the unaudited interim consolidated statements of comprehensive income. Comparative unaudited interim consolidated statement of comprehensive income for March 31, 2020 has been presented similarly to conform with the March 31, 2021.

The adoption did not impact the unaudited interim consolidated statements of financial position and unaudited interim consolidated statements of cash flows.

- Adoption of Q&A 2018-12-E (as amended by PIC Q&A 2020-02) - Treatment of Uninstalled Materials in the Calculation of the POC

  PIC Q&A 2020-02 was issued by the PIC on October 29. 2020. The latter aims to provide conclusion on the treatment of materials delivered on site but not yet installed in measuring performance obligation in accordance with PFRS 15, Revenue from Contracts with Customers in the real estate industry.

  The adoption of this PIC Q&A did not impact the unaudited interim condensed consolidated financial statements of the Group since it does not engage in supply contracts with suppliers for the provision and installation of materials.

- Adoption of PIC Q&A 2018-14, Accounting for Cancellation of Real Estate Sales (as amended by PIC Q&A 2020-05)

  On June 27, 2018, PIC Q&A 2018-14 was issued providing guidance on accounting for cancellation of real estate sales. Under SEC MC No. 3-2019, the adoption of PIC Q&A No. 2018-14 was deferred until December 31, 2020. After the deferral period, real estate companies will adopt PIC Q&A No. 2018-14 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

  On November 11, 2020, PIC Q&A 2020-05 was issued which supersedes PIC Q&A 2018-14. This PIC Q&A adds a new approach where the cancellation is accounted for as a modification of the contract (i.e., from non-cancellable to being cancellable). Under this approach, revenues and related costs previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost. PIC Q&A 2020-05 will have to be applied prospectively from approval date of the Financial Reporting Standards Council which was November 11, 2020.

  The adoption of this PIC Q&A did not impact the unaudited interim condensed consolidated financial statements of the Group as it records the repossessed inventory at its fair value less cost to sell and recognize any difference between the carrying amount of the derecognized receivable and the repossessed property in profit or loss. As the Group has been reporting repossessed inventories at fair value as allowed under approach 1, there is no change in accounting upon adoption of the PIC Q&A.

Deferred Effectivity

Deferral of Certain Provisions of Philippine Interpretations Committee ("PIC") Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry (as amended by PIC Q&As 2020-02 and 2020-04)

On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some PFRS 15 implementation issues affecting the real estate industry. On October 25, 2018, the Philippine SEC issued SEC MC Nos. 14-2018 providing relief to the real estate industry by deferring the application of certain provisions of this PIC Q&A for a period of three years until December 31, 2020. On December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020 which further extended the deferral of certain provisions of this PIC Q&A until December 31, 2023.

A summary of the PIC Q&A provisions covered by the SEC deferral and the related deferral period follows:

		Deferral Period
a.	Assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (as amended by PIC Q&A 2020-04)	Until December 31, 2023
b.	Treatment of land in the determination of the Percentage of Completion ("POC") discussed in PIC Q&A 2018-12-E	Until December 31, 2023

The SEC Memorandum Circulars also provided the mandatory disclosure requirements should an entity decide to avail of any relief. Disclosures should include

a. The accounting policies applied;
b. Discussion of the deferral of the subject implementation issues in the PIC Q&A;
c. Qualitative discussion of the impact on the financial statements had the concerned application guidelines in the PIC Q&A been adopted; and
d. Should any of the deferral options result into a change in accounting policy (e.g., when an entity excludes land and/or uninstalled materials in the POC calculation under the previous standard but opted to include such components under the relief provided by the circular), such accounting change will have to be accounted for under PAS 8, i.e., retrospectively, together with the corresponding required quantitative disclosures.

After the deferral period, real estate companies have an accounting policy option of applying either the full retrospective approach or modified retrospective approach as provided under SEC MC 8-2021.

The Group availed of the SEC reliefs to defer the above specific provisions of PIC Q&A No. 2018-12. Had these provisions been adopted, the Group assessed that the impact would have been as follows:

- The mismatch between the POC of the real estate projects and right to an amount of consideration based on the schedule of payments provided for in the contract to sell might constitute a significant financing component. In case of the presence of significant financing component, the guidance should have been applied retrospectively and would have resulted in restatement of prior year financial statements. Adoption of this guidance would have impacted interest income, interest expense, revenue from real estate sales, contract assets, provision for deferred income tax, deferred tax asset or liability for all years presented, and the opening balance of retained earnings. The Group has yet to assess if the mismatch constitutes a significant financing component for its contracts to sell.

The above would have impacted the cash flows from operations and cash flows from financing activities for all years presented.

- IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, Borrowing Cost)

In March 2019, IFRIC published an Agenda Decision on whether borrowing costs can be capitalized on real estate inventories that are under construction and for which the related revenue is/will be recognized over time under paragraph 35(c) of PFRS 15. IFRIC concluded that borrowing costs cannot be capitalized for such real estate inventories as they do not meet the definition of a qualifying asset under PAS 23, Borrowing Costs, considering that these inventories are ready for their intended in their current condition.

The IFRIC Agenda Decision would change the Group's current practice of capitalizing borrowing costs on real estate projects with pre-selling activities.

On February 11, 2020, the Philippine SEC issued Memorandum Circular No. 4, Series of 2020 ("MC No. 4-2020"), providing relief to the Real Estate Industry by deferring the mandatory implementation of the above IFRIC Agenda Decision until December 31, 2020. Further, on December 15, 2020, the Philippine SEC issued SEC Memorandum Circular No. 34, Series of 2020 ("MC No. 34-2020"), which extends the relief on the application of the IFRIC Agenda Decision provided to the Real Estate Industry until December 31, 2023. Effective January 1, 2024, the Real Estate Industry will adopt the IFRIC Agenda Decision and any subsequent amendments thereto applying either the full retrospective approach or modified retrospective approach as provided under MC No. 8-2021. A real estate company may opt not to avail of the deferral and instead comply in full with the requirements of the IFRIC Agenda Decision.

For real estate companies that avail of the deferral, the SEC requires disclosure in the Notes to the Financial Statements of the accounting policies applied, a discussion of the deferral of the subject implementation issues, and a qualitative discussion of the impact in the financial statements had the IFRIC agenda decision been adopted.

The Group opted to avail of the relief as provided by the SEC. Had the Group adopted the IFRIC Agenda Decision, borrowing costs capitalized to real estate inventories related to projects with pre-selling activities would have been expensed out in the period incurred.

The related adjustment on borrowing costs should have been applied using either full retrospective approach or modified retrospective approach. The Group elected to adopt the IFRIC Agenda Decision using the modified retrospective approach. Under this approach, the cumulative effect of initially applying the IFRIC Agenda Decision is recognized at the date of the initial application as an adjustment to the opening balance of retained earnings therefore the comparative information will not be restated.

The above would have impacted the cash flows from operations and cash flows from financing activities for the year of initial application.

Overseas shareholders may be subject to restrictions on repatriation of Philippine Pesos received with respect to the Common Shares.

Under BSP regulations, as a general rule, Philippine residents may freely dispose of their foreign exchange receipts and foreign exchange may be freely sold and purchased outside the Philippine banking system. Restrictions exist on the sale and purchase of foreign exchange within the Philippine banking system. In particular, a foreign investment must be registered with the BSP if foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits and earnings which accrue thereon is sourced from the Philippine banking system. See "Philippine Foreign Exchange and Foreign Ownership Controls" on page [244].

The Government has, in the past, instituted restrictions on the conversion of Philippine Pesos into foreign currency and the use of foreign exchange received by Philippine residents to pay foreign currency-denominated obligations. The Monetary Board of the BSP, with the approval of the President of the Philippines, has statutory authority during a foreign exchange crisis or in times of national emergency to suspend temporarily or restrict sales of foreign exchange, to require licensing of foreign exchange transactions or to require delivery of foreign exchange to BSP or its designee. The Company is not aware of any pending proposals by the Government relating to such restrictions. The Government has from time to time made public pronouncements of a policy not to impose restrictions on foreign exchange. Any restrictions imposed in the future pursuant to such statutory authority could adversely affect the ability of investors to repatriate foreign currency upon sale of the Common Shares or dividends or distributions relating to them.

The credit ratings of the Philippines may restrict the access to capital of Philippines companies, including the Company.

Historically, the Philippines' sovereign debt has been rated non-investment grade by international credit rating agencies. In 2019, the Philippines' long-term foreign currency-denominated debt was upgraded by S&P Global ("S&P"), to BBB+ with stable outlook, while Fitch Ratings ("Fitch"), and Moody's Investors Service ("Moody's"), affirmed the Philippines' long-term foreign currency-denominated debt to the investment-grade rating of BBB and Baa2, respectively, with a stable outlook. On February 28, 2020, Fitch revised its rating of Philippines long-term foreign currency-denominated debt to BBB, with a positive outlook, following its expectation that sound macroeconomic management will continue to support high growth rates with stable inflation while ongoing tax reforms were expected to improve fiscal finances. On May 7, 2020, Fitch affirmed its rating of Philippines long-term foreign currency-denominated debt to BBB, but revised the outlook to stable, to reflect the deterioration in the Philippines' near-term macroeconomic and fiscal outlook as a result of the impact of the COVID-19 pandemic and domestic lockdown to contain the spread of the virus. In May 2020, S&P and Moody's affirmed its rating of BBB+ and Baa2, with stable outlook, respectively, for the Philippines' long-term foreign currency-denominated debt.

The Philippine Government's credit ratings directly affect companies domiciled in the Philippines as international credit rating agencies issue credit ratings by reference to that of the sovereign. No assurance can be given that Fitch, Moody's, S&P, or any other international credit rating agency will not downgrade the credit ratings of the Philippine Government in the future and, therefore, Philippine companies. Any such downgrade could have a material adverse impact on the liquidity in the Philippine financial markets, the ability of the Philippine Government and Philippine companies, including the Company, to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available.

Territorial disputes with China and a number of Southeast Asian countries may disrupt the Philippine economy and business environment.

The Philippines, China and several Southeast Asian nations have been engaged in a series of long-standing territorial disputes arising from competing and overlapping claims over certain islands and features in the West Philippine Sea. China claims historic rights to nearly all of the West Philippine Sea based on its so-called "nine-dash line" and in recent years dramatically expanded its military presence in the sea which has raised tension in the region among the claimant countries. In 2013, the Philippines became the first claimant country to file a case before the Permanent Court of Arbitration, the internal arbitration tribunal based at the Hague, Netherlands to legally challenge claims of China in the West Philippine Sea and to resolve the dispute under the principles of international law as provided for under the United Nations Convention on the Law of the Sea. In July 2016, the Permanent Court of Arbitration rendered a decision stating that the Philippines has exclusive sovereign rights over the West Philippine Sea (in the South China Sea) and that the "nine-dash line" claim of China is invalid. The Philippine Government, under the Duterte administration, has taken action to de-escalate tensions concerning the territorial dispute with China. On June 9, 2019, a fishing boat manned by Filipino fishermen was rammed by a Chinese vessel at Recto Bank, an underwater reef formation being claimed by both the Philippines and China in the portion of the South China Sea portion that Manila calls the West Philippine Sea. The Filipino fishermen were abandoned in open sea and were eventually rescued by a Vietnamese vessel. This incident increased tensions between China and the Philippines. The owners of the Chinese vessel have since apologized to the Filipino fishermen and remuneration is being arranged for the fishermen.

There is no guarantee that the territorial dispute between the Philippine and other countries, including China, would end or that any existing tension will not escalate further, as China has taken steps to exercise control over the disputed territory. Should these territorial disputes continue or escalate further, the Philippines and its economy may be disrupted and the Company's operations could be adversely affected as a result. In particular, further disputes between the Philippines and China may lead both countries to impose trade restrictions on the other's imports. Any such impact from these disputes could adversely affect the Philippine economy, and materially and adversely affect the Company's business, financial position and financial performance.

The Company's business may be adversely affected by public health epidemics, outbreak of diseases and the ongoing COVID-19 pandemic which may slow down economic activity and tighten consumer spending.

In December 2019, an outbreak of the disease COVID-19 was first reported to have surfaced in Wuhan, the People's Republic of China, later resulting in millions of confirmed cases and fatalities globally. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. As at the date of this Prospectus, the COVID-19 disease has continued to spread globally, with the number of reported cases and related deaths increasing daily, and in many countries, exponentially.

In response to the COVID-19 pandemic, the Philippine government placed Metro Manila under enhanced community quarantine from March 16 to May 15, 2020 and, among others, restricted traveling through land, domestic air, and domestic sea from Metro Manila. Other local governments in the Philippines followed in implementing similar lockdowns. Since March 2020, the government has implemented the community quarantine with varying degrees of restriction to stop the spread of COVID-19.

As of June 30, 2021, the Philippines had a total of 1,412,559 confirmed cases and 24,662 deaths, as reported by the Department of Health ("DOH"). As of July 2, 2021, total cases worldwide have reached 182,319,261 with 3,954,324 deaths, as reported by the WHO. The Philippine government, primarily through the Local Government Units, have actively been administering COVID-19 vaccinations in an effort to achieve herd immunity. According to the DOH, a total of 10,443,407 COVID-19 vaccine doses have been administered as on June 30, 2021.

As a result of the pandemic, several businesses were forced to close down, downsize, or pivot due to a decrease in market activity brought about by factors such as increased unemployment, rise in prices of consumer goods, and regulations on mobility of persons and goods. According to the Philippine Statistics Authority, the Philippine GDP shrank higher than expected at 4.2% for the first quarter of 2021. The World Bank has lowered its GDP forecast for the Philippines for 2021 from 5.5% to 4.7%.

The Philippines' unemployment rate was estimated at 7.7% as of end of May 2021. The lack of income, coupled with rising costs of goods as well as expenses brought about by COVID-19 (i.e., face masks, vitamins, treatment), has tightened consumer spending.

Due to the slow down of economic activities and tightened consumer spending, the Company recorded decrease in pre-sales for both the domestic and OFW markets and delayed construction services. Decline in revenues from the retail operations was also reported as compared to the same period last year. This was a result of decline in foot traffic and temporary suspension of mall operations except for outlets offering basic services like supermarkets, banks and healthcare centers, as mandated by the government.

Sales of properties outside Metro Manila nevertheless increased as government and private offices started implementing work from home arrangement. Buyers have expressed preference to purchase properties outside Metro Manila, where the Company's properties are located, in order to avoid the epicenter of COVID-19, among others.

The outbreak of COVID-19 and other adverse public health developments, such as the outbreak of avian influenza, severe acute respiratory syndrome, Zika virus, Ebola virus, or if any public health epidemic becomes widespread in the Philippines or increases in severity, could have an adverse effect on economic activity in the Philippines, and could materially and adversely affect the Company's business, financial condition and results of operations. At present, the extent of the impact of COVID-19 on the Philippine economy and the speed and certainty of any economic recovery cannot be predicted, and any new surge in infections may result in stricter quarantine or lockdown measures across provinces, cities and municipalities and may lead to further contraction of the Philippine economy, closure of businesses, and rise in unemployment rates.

RISKS RELATING TO THE OFFER AND THE OFFER SHARES

The Offer Shares may not be a suitable investment for all investors.

Each prospective investor in the Offer Shares must determine the suitability of that investment in light of its own circumstances. In particular, each prospective investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Company and its businesses, the merits and risks of investing in the Offer Shares and the information contained in this Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Offer Shares and the impact the Offer Shares will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Offer Shares, including where the currency for purchasing and receiving dividends on the Offer Shares is different from the potential investor's currency;
- understand and be familiar with the behavior of any relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The relative volatility and illiquidity of the Philippine securities market may substantially limit investors' ability to sell the Offer Shares at a suitable price or at a time they desire.

The Philippine securities markets are substantially smaller, less liquid, and more volatile relative to major securities markets in other jurisdictions, and are not as highly regulated or supervised as some of these other markets are. The Offer Price could differ significantly from the price at which the common shares will trade subsequent to completion of the Offer. There can be no assurance that even after the Offer Shares have been approved for listing on the PSE, any active trading market for the common shares will develop or be sustained after the Offer, or that the Offer Price will correspond to the price at which the common shares will trade in the Philippine public market subsequent to the Offer. There is no assurance that investors may sell the Offer Shares at prices or at times deemed appropriate.

Factors that could affect the price of the Company's common shares include the following:

- fluctuations in the Company's results of operations and cash flows or those of other companies in the Company's industry;
- the public's reaction to the Company's press releases, announcements and filings with the Philippine SEC and PSE;
- additions or departures of key personnel;
- changes in financial estimates or recommendations by research analysts;
- changes in the amount of indebtedness the Company has outstanding;
- changes in general conditions in the Philippines and international economy, financial markets or the industries in which the Company operates, including changes in regulatory requirements and changes in political conditions in the Philippines;

- significant contracts, acquisitions, dispositions, financings, joint marketing relationships, joint ventures or capital commitments by the Company or its competitors;
- asset impairments or other charges;
- developments related to significant claims or proceedings against the Company;
- the Company's dividend policy; and
- future sales of the Company's equity or equity-linked securities.

In recent years, stock markets, including the PSE, have experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to the operating performance of these companies. These broad market fluctuations may adversely affect the market prices of the Company's common shares.

Future sales of common shares in the public market could adversely affect the prevailing market price of the common shares and shareholders may experience dilution in their holdings.

In order to finance the expansion of the Company's business and operations, the Company's Board of Directors will consider the funding options available to it at the time, which may include the sale of additional common shares from the treasury or the issuance of new common shares. If additional funds are raised through the sale or issuance of new equity or equity-linked securities by the Company other than on a pro rata basis to existing shareholders, the percentage ownership of the shareholders may be reduced, shareholders may experience subsequent dilution and/or such securities may have rights, preferences and privileges senior to those of the Offer Shares.

Further, the market price of the common shares could decline as a result of future sales of substantial amounts of common shares in the public market or the issuance of new common shares, or the perception that such sales, transfers or issuances may occur. This could also materially and adversely affect the prevailing market price of the common shares or the Company's ability to raise capital in the future at a time and at a price it deems appropriate.

The Company's shares are subject to Philippine foreign ownership limitations.

The Philippine Constitution and related statutes restrict land ownership to Philippine Nationals. The term "Philippine National" as defined under Republic Act No. 7042 or the Foreign Investments Act, as amended, means a citizen of the Philippines, a domestic partnership or association wholly owned by citizens of the Philippines or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered to do business in the Philippines under the Revised Corporation Code of which 100% of the capital stock outstanding and entitled to vote is wholly owned by Filipinos or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine national and at least 60% of the fund will accrue to the benefit of Philippine Nationals. As of the date of this Prospectus, the Company owns private land in the Philippines.

On May 20, 2013, the Philippine SEC issued Memorandum Circular No. 8, Series of 2013 which provided guidelines (the "Guidelines") on compliance with the Filipino-Foreign ownership requirements under the Philippine Constitution and other existing laws by corporations engaged in nationalized or partly nationalized activities (the "Nationalized Corporations"). The Guidelines provide that for purposes of determining compliance with the foreign equity restrictions in Nationalized Corporations, the required percentage of Filipino ownership shall be applied to both (a) the total number of outstanding shares of stock entitled to vote in the election of directors, and (b) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors. The validity of this Memorandum Circular and its interpretation of the rules on corporate nationality have been affirmed by the Supreme Court.

Since the aggregate foreign ownership in the Company is limited to a maximum of 40% of its issued and outstanding capital stock, the Company cannot allow the issuance or the transfer of its common shares to persons other than Philippine Nationals and cannot record transfers in its books if such issuance or transfer would result in the Company ceasing to be a Philippine National. This restriction may adversely affect the liquidity and market price of the common shares to the extent international investors are not permitted to purchase common shares in normal secondary transactions.

Developments in other markets and countries may adversely affect the Philippine economy and, therefore, the market price of the Company's common shares.

In the past, the Philippine economy and the securities of Philippine companies have been, to varying degrees, influenced by economic and market conditions in other countries, especially other countries in Southeast Asia, as well as investors' responses to those conditions. Although economic conditions are different in each country, investors' reactions to adverse developments in one country may affect the market price of securities of companies in other countries, including the Philippines. For example, the economic crisis in the United States and Europe triggered market volatility in other countries' securities markets, including the Philippines. Accordingly, adverse developments in the global economy could lead to a reduction in the demand for, and market price of, the common shares.

The Company may be unable to pay dividends on the common shares.

If the Company does not generate sufficient net operating profit, its income and resulting ability to pay dividends will be adversely affected. Dividends shall be declared and paid out of the Company's Unrestricted Retained Earnings, which shall be payable in cash, property or stock to all shareholders on the basis of outstanding stock held by them.

Although the Company has adopted a dividend policy whereby, subject to available cash and the existence of Unrestricted Retained Earnings, up to 25% of the Company's net income for the preceding fiscal year will be declared as dividends, there is no assurance that the Company can or will declare dividends on the common shares in the future. Future dividends, if any, will be at the discretion of the Board and will depend upon the Company's future results of operations and general financial condition, capital requirements, its ability to receive dividends and other distributions and payments from its Subsidiaries, foreign exchange rates, legal, regulatory and contractual restrictions, loan obligations and loan covenants, including loan obligations and loan covenants of its Subsidiaries, and other factors the Board may deem relevant. See "Dividends and Dividend Policy" on page [71].

There can be no guarantee that the Offer Shares will be listed on the PSE.

Purchasers of the Offer Shares will be required to pay for such Offer Shares on the Offer Period expected to be on [October 22, 2021]. There can be no guarantee that listing will occur on the anticipated Listing Date or at all. Delays in the admission and the commencement of trading in shares on the PSE have occurred in the past. If the PSE does not admit the Offer Shares onto the PSE, the market for the Offer Shares would be illiquid and shareholders will not be able to trade the Offer Shares on the PSE. This may materially and adversely affect the value of the Offer Shares.

The Company's management has broad discretion to determine how to use the proceeds received from the Offer, and may use them in ways that may not enhance the Company's operating results or the price of the Company's common shares.

The Company intends to use the net proceeds of this offering in accordance with and as described under "Use of Proceeds". The Company's management, however, will have broad discretion over the use and investment of the net proceeds of the Offer, and accordingly investors will need to rely upon the judgment of the Company's management with respect to the use of proceeds with only limited information concerning management's specific intentions.

RISKS RELATING TO THE PRESENTATION OF INFORMATION IN THE PROSPECTUS

Certain information contained herein is derived from unofficial publications.

Certain information in this Prospectus relating to the Philippines, the industry in which the Company competes, and the market in which the Company operates, including statistics relating to market size, is derived from various Government and private publications. This Prospectus also contains industry information prepared from available public sources and independent market research conducted by Colliers International Philippines, Inc. ("Colliers") to provide an overview of the real estate industry and office real estate markets in which the Company operates. The information contained in that section might not be consistent with other information regarding the Philippine real estate industry. Similarly, industry forecasts and other market research data, including those contained or extracted herein, have not been independently verified by the Company, the Lead Underwriter, nor any of their respective affiliates or advisors, and may not be accurate, complete, up-to-date or consistent with other information compiled within or outside the Philippines. In particular, the section entitled "*Industry Overview*" in this Prospectus does not present the opinions of the Company, the Lead Underwriter or any of their respective affiliates. Prospective investors are cautioned accordingly.

USE OF PROCEEDS

The Company estimates that the net proceeds from the Offer at the Offer Price of [₱2.38 to ₱3.29] per share will be approximately [₱5,742.24 million to ₱9,553.09 million] after deducting the applicable underwriting fees and commissions and expenses for the Offer payable by the Company as shown below. At the Offer Price of [₱2.38 to ₱3.29] per share, the total proceeds from the offer and sale of the Offer Shares, the estimated costs and expenses for the offer and sale of the Offer Shares to be incurred by the Company and the estimated net proceeds from the offer and sale of the Offer are also shown in the table below.

	Estimated Amounts *2.5B at ₱2.38/share without Over-subscription* (₱ millions)		Estimated Amounts *2.5B at ₱2.38/share with Over-subscription* (₱ millions)	
Estimated Gross Proceeds		**5,950.00**		**7,140.00**
Less: Estimated fees, commissions and expenses				
Gross Underwriting and Selling Fees*	156.58		187.89	
SEC registration, filing and research fees	2.07		2.37	
PSE listing and processing fee	11.11		11.11	
Estimated professional fees	12.50		12.50	
Estimated other expenses**	0.50		0.50	
Documentary stamp tax	25.00		30.00	
Total estimated expenses	**207.76**		**244.38**	
Estimated net proceeds		**5,742.24**		**6,895.62**

	Estimated Amounts *2.5B at ₱3.29/share without Over-subscription* (₱ millions)		Estimated Amounts *2.5B at ₱3.29/share with Over-subscription* (₱ millions)	
Estimated Gross Proceeds		**8,225.00**		**9,870.00**
Less: Estimated fees, commissions and expenses				
Gross Underwriting and Selling Fees*	216.45		259.74	
SEC registration, filing and research fees	2.64		3.06	
PSE listing and processing fee	11.11		11.11	
Estimated professional fees	12.50		12.50	
Estimated other expenses**	0.50		0.50	
Documentary stamp tax	25.00		30.00	
Total estimated expenses	**268.20**		**316.91**	
Estimated net proceeds		**7,956.80**		**9,553.09**

**The estimated underwriting and selling fees payable to the Sole Issue Manager, Lead Underwriter and Sole Bookrunner is equivalent to 2.50% of the gross proceeds from the Offer Shares. These include fees of the Lead Underwriter and Joint Bookrunner and Co-Lead Underwriters.*

***Estimated other expenses include fees for publication, printing, shipping, and other miscellaneous expenses that the Company expects to incur in relation to the Offer.*

The Company intends to use the net proceeds from the Offer to partially finance its (i) capital expenditures for new and some of the ongoing projects; (ii) payment of short-term lines; (iii) strategic land banking; and for (iv) general corporate purposes. Further details on the proposed use of net proceeds are set forth below:

- Estimated Amounts at ₱2.38/share:

Use of Proceeds	2.5B shares without Over-subscription (₱millions)	%	2.5B shares with Over-subscription (₱millions)	%	Estimated Schedule of Disbursement
Capital expenditures for new and on-going projects	2,307.07	40.18%	3,402.78	49.35%	4th Quarter 2021 to 2022
Payment of Short-Term Lines	995.70	17.34%	995.70	14.44%	
Strategic land banking	2,152.36	37.48%	2,152.36	31.21%	
General corporate purposes	287.11	5.00%	344.78	5.00%	
Total	**5,742.24**	**100.00%**	**6,895.62**	**100.00%**	

- Estimated Amounts at ₱3.29/share:

Use of Proceeds	2.5B shares without Over-subscription (₱millions)	%	2.5B shares with Over-subscription (₱millions)	%	Estimated Schedule of Disbursement
Capital expenditures for new and on-going projects	4,410.90	55.44%	5,927.38	62.05%	4th Quarter 2021 to 2022
Payment of Short-Term Lines	995.70	12.51%	995.70	10.42%	
Strategic land banking	2,152.36	27.05%	2,152.36	22.53%	
General corporate purposes	397.84	5.00%	477.65	5.00%	
Total	**7,956.80**	**100.00%**	**9,553.09**	**100.00%**	

In the event that the net proceeds from the sale of Primary Offer Shares is less than the expected amount, the Company intends to allocate the proceeds in order of priority as follows:

1. Capital expenditures for new and on-going projects
2. Payment of short-term lines
3. Strategic land banking

4. General corporate purposes

Capital expenditures for new and on-going projects

The Company has several new and on-going projects scattered all over the country and SLI will allocate the following amounts to partially finance the developments for these new projects and identified on-going projects presented in the following tables below:

- Estimated Amounts at ₱2.38/share:

Region	2.5B shares without Over-subscription (₱ millions)	2.5B shares with Over-subscription (₱ millions)	POC	Estimated Completion Date	Estimated Schedule of Disbursement
New Tanay Project	212.09	312.83	-	2023	4th Quarter 2021 to 2022
New South Cotabato Project	191.13	281.91	-	2023	4th Quarter 2021 to 2022
The Groove Iloilo	182.73	269.51	-	2023	4th Quarter 2021 to 2022
La Pacifica Baler	174.66	257.61	-	2023	4th Quarter 2021 to 2022
Nasacosta Peaks Tower 1	171.25	252.58	-	2022	4th Quarter 2021 to 2022
Nasacosta Peaks Tower 2	171.25	252.58	-	2023	4th Quarter 2021 to 2022
Sta. Lucia Residenze - Madrid	170.09	250.87	-	2022	4th Quarter 2021 to 2022
Catalina Lake Residences Orion	163.89	241.73	-	2023	4th Quarter 2021 to 2022
New GenSan Project	86.65	127.80	-	2023	4th Quarter 2021 to 2022
Nottingham Metrosouth	91.36	134.76	-	2023	4th Quarter 2021 to 2022
New Dumaguete Project	49.89	73.58	-	2023	4th Quarter 2021 to 2022
Solana Light Industrial Estates	42.00	61.95	-	2022	4th Quarter 2021 to 2022
New Siargao Project	23.31	34.38	-	2023	4th Quarter 2021 to 2022
Sotogrande Baguio (1&2)	141.43	208.60	30.49%	2022	4th Quarter 2021 to 2022
Nivel Hills Cebu	124.53	183.67	10.00%	2022	4th Quarter 2021 to 2022
Ponte Verde Mall	88.87	131.08	40.00%	2023	4th Quarter 2021 to 2022

Centro Verde Calamba	32.24	47.55	8.72%	2023	4th Quarter 2021 to 2022
Ponte Verde Pililia	31.71	46.77	16.18%	2023	4th Quarter 2021 to 2022
Greenpeak Heights Palawan Ph. 2	30.28	44.66	8.08%	2023	4th Quarter 2021 to 2022
Ponte Verde Matanao Ph. 1	18.19	26.83	26.00%	2023	4th Quarter 2021 to 2022
Evergreen - Sunnyvale	17.28	25.49	12.00%	2022	4th Quarter 2021 to 2022
Golden Meadows Palawan	17.26	25.45	4.94%	2023	4th Quarter 2021 to 2022
El Sitio Nativo	15.91	23.46	18.96%	2023	4th Quarter 2021 to 2022
Evergreen - Montebello	15.87	23.40	51.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 10C	10.12	14.92	37.94%	2022	4th Quarter 2021 to 2022
Evergreen - Monterey	9.24	13.63	44.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 10D	7.42	10.94	38.03%	2022	4th Quarter 2021 to 2022
Evergreen - Costa Mesa	5.75	8.48	43.00%	2022	4th Quarter 2021 to 2022
Evergreen - Altezza	5.45	8.04	14.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 6E1	5.23	7.71	39.21%	2022	4th Quarter 2021 to 2022
Total	**2,307.07**	**3,402.78**			

- Estimated Amounts at ₱3.29/share:

Region	2.5B shares without Over-subscription (₱ millions)	2.5B shares with Over-subscription (₱ millions)	POC	Estimated Completion Date	Estimated Schedule of Disbursement
New Tanay Project	405.50	544.92	-	2023	4th Quarter 2021 to 2022
New South Cotabato Project	365.43	491.06	-	2023	4th Quarter 2021 to 2022
The Groove Iloilo	349.36	469.47	-	2023	4th Quarter 2021 to 2022
La Pacifica Baler	333.93	448.74	-	2023	4th Quarter 2021 to 2022
Nasacosta Peaks Tower 1	327.41	439.98	-	2022	4th Quarter 2021 to 2022

Nasacosta Peaks Tower 2	327.41	439.98	-	2023	4th Quarter 2021 to 2022
Sta. Lucia Residenze - Madrid	325.19	436.99	-	2022	4th Quarter 2021 to 2022
Catalina Lake Residences Orion	313.35	421.08	-	2023	4th Quarter 2021 to 2022
New GenSan Project	165.66	222.61	-	2023	4th Quarter 2021 to 2022
Nottingham Metrosouth	174.68	234.74	-	2023	4th Quarter 2021 to 2022
New Dumaguete Project	95.38	128.17	-	2023	4th Quarter 2021 to 2022
Solana Light Industrial Estates	80.31	107.92	-	2022	4th Quarter 2021 to 2022
New Siargao Project	44.56	59.88	-	2023	4th Quarter 2021 to 2022
Sotogrande Baguio (1&2)	270.40	363.36	30.49%	2022	4th Quarter 2021 to 2022
Nivel Hills Cebu	238.09	319.95	10.00%	2022	4th Quarter 2021 to 2022
Ponte Verde Mall	169.91	228.32	40.00%	2023	4th Quarter 2021 to 2022
Centro Verde Calamba	61.64	82.83	8.72%	2023	4th Quarter 2021 to 2022
Ponte Verde Pililia	60.62	81.46	16.18%	2023	4th Quarter 2021 to 2022
Greenpeak Heights Palawan Ph. 2	57.89	77.80	8.08%	2023	4th Quarter 2021 to 2022
Ponte Verde Matanao Ph. 1	34.78	46.73	26.00%	2023	4th Quarter 2021 to 2022
Evergreen - Sunnyvale	33.04	44.40	12.00%	2022	4th Quarter 2021 to 2022
Golden Meadows Palawan	33.00	44.34	4.94%	2023	4th Quarter 2021 to 2022
El Sitio Nativo	30.41	40.87	18.96%	2023	4th Quarter 2021 to 2022
Evergreen - Montebello	30.33	40.76	51.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 10C	19.34	25.99	37.94%	2022	4th Quarter 2021 to 2022
Evergreen - Monterey	17.67	23.75	44.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 10D	14.18	19.06	38.03%	2022	4th Quarter 2021 to 2022
Evergreen - Costa Mesa	11.00	14.78	43.00%	2022	4th Quarter 2021 to 2022
Evergreen - Altezza	10.42	14.01	14.00%	2022	4th Quarter 2021 to 2022
Beverly Place Pampanga Ph 6E1	10.00	13.43	39.21%	2022	4th Quarter 2021 to 2022
Total	**4,410.90**	**5,927.38**			

The Company intends to allot the above net proceeds to partially finance the developments its new projects and identified on-going projects. The balance of the development costs needed for the completion of the projects are expected to be funded by internally generated cashflow from operations of the Company.

Payment of Short-Term Lines

Php995.70 million of the net proceeds shall be used by the Company to settle its existing short-term lines as detailed on the table below. As of March 31, 2021, the Company's outstanding short-term lines amounted to Php6,596.77 million from various major local banks which carries interest rates from 3.25% to 5.79% per annum. Below is an enumeration of the short-term lines that will be paid using a portion of the net proceeds:

Creditor	Amount (₱ millions)	Promissory Note Date	Maturity Date	Interest Rate
Bank of Commerce	100.00	June 30, 2021	September 23, 2021	5.250%
Bank of Commerce	150.00	July 17, 2021	September 10, 2021	5.250%
BDO Unibank, Inc.	100.00	June 5, 2021	March 4, 2022	5.000%
BDO Unibank, Inc.	260.00	June 5, 2021	March 4, 2022	5.000%
RCBC Capital Corporation	385.70	May 25, 2021	November 18, 2021	3.875%
Total	**995.70**			

These loans were used for working capital and development of the Company's projects. None of these loans were secured for purposes of funding a specific project of the Company.

No amount of the net proceeds shall be used by the Company to settle its existing short-term lines with China Banking Corporation, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner's parent company.

Strategic land banking

Aligned with the Company's growth objectives, SLI continues to pursue real estate deals which can be developed into future residential and commercial projects. The Company's strategy for development is to focus on provincial areas that are largely ignored and under-served by its bigger competitors whose projects have, until recently, been concentrated in Metro Manila which is already congested and near saturation. SLI is present in 11 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.

While the joint venture business model has allowed the Company to rapidly expand its geographic reach, strategic land banking will allow it to achieve its goals more efficiently. Acquiring lands will allow the Company to effectively reduce its reliance on joint venture partners whose interests may not be always be aligned with the Company's and who may take actions that may adversely affect the Company.

In this light, having readily available funds provides the Company with flexibility and faster turnaround time in negotiating for the acquisition of strategic locations. SLI will allocate ₱2,152.36 million from the proceeds of the Offer for this purpose.

The Company has undertaken preliminary activities and has targeted the following areas:

Region	**Location**	**Purchase Price**	**Development**	**Timeline**
Region 11	Sta. Cruz, Davao Del Sur	1,891.43	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	Lipa, Batangas	177.32	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	San Roque, Pililla, Rizal	59.42	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	Halayhayin, Pililia, Rizal	24.20	Horizontal Development	4th Quarter 2021 to 2022
	Total	**2,152.36**		

As of the date of this Prospectus, no definitive agreements have been executed with respect to these acquisitions. Negotiations are being undertaken for the identified areas and the Company, upon satisfactory result of its due diligence, will proceed with the intended acquisitions. Should the terms and conditions of the acquisitions turn out to be unfavorable for the Company or the allotted funds be more than the final purchase price, the Company will consider other prospective sites in the same regions.

General corporate purposes

The balance of the proceeds shall be used for general corporate purposes, including but not limited to working capital requirements, corporate office overhead, administrative expenses and other costs shouldered by Company in the course of normal business operations not specifically related to any single project. The proceeds for general corporate purposes will not be used for any of the Company's on-going projects.

The proposed use of proceeds described above represents a best estimate of the use of the net proceeds of the Offer based on the Company's current plans and expenditures. The actual amount and timing of disbursement of the net proceeds from the Offer for the use stated above will depend on various factors. Once the Company receives the net proceeds from the Offer, it shall apply the same for the purposes discussed above, but to the extent that such net proceeds from the Offer are not immediately applied to the above purposes, the Company will invest the net proceeds in interest-bearing short term demand deposits and/or money market instruments.

The Company does not plan to use any portion of the proceeds to discharge nor to reimburse any of its officers, directors or employees or shareholders for services rendered, asset previously transferred, or money loaned or advanced. None of the proceeds from the Offer will be used to finance the acquisition of other businesses or acquisition of assets from affiliates or associates, other than disclosed. Aside from underwriting fees, no amount of the net proceeds shall inure to the benefit of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner and its parent company.

In the event of any material deviation or adjustment in the planned use of proceeds, the Company shall inform its shareholders, the SEC and the PSE in writing at least 30 days before such deviation or adjustment is implemented. Any material or substantial adjustments to the use of proceeds, as indicated above, should be approved by the Company's Board of Directors and disclosed to the SEC and the PSE. In addition, the Company shall submit via the PSE's Online Disclosure System, the PSE Electronic Disclosure Generation Technology ("PSE EDGE"), the following disclosure to ensure transparency in the use of proceeds:

(i) any disbursements made in connection with the planned use of proceeds from the Offer;

(ii) Quarterly Progress Report on the application of the proceeds from the Offer on or before the first 15 days of the following fiscal quarter certified by the Company's Chief Financial Officer or Treasurer and external auditor;

(iii) annual summary of the application of the proceeds on or before 31 January of the year following the Offer certified by the Company's Chief Financial Officer or Treasurer and external auditor; and

(iv) approval by the Company's Board of Directors of any reallocation on the planned use of proceeds. The actual disbursement or implementation of such reallocation must be disclosed by the Company at least 30 days prior to the said actual disbursement or implementation.

The quarterly and annual reports required in items (ii) and (iii) above must include a detailed explanation for any material variances between the actual disbursements and the planned use of proceeds in the Prospectus, if any. The detailed explanation must state the approval of the Company's Board of Directors as required in item (iv) above. The Company will submit an external auditor's certification of the accuracy of the information reported by the Company to the PSE in its quarterly and annual reports.

DIVIDENDS AND DIVIDEND POLICY

LIMITATION AND REQUIREMENTS

Under Philippine law, a corporation can only declare dividends to the extent that it has Unrestricted Retained Earnings that represent the undistributed earnings of the corporation which have not been allocated for any managerial, contractual or legal purpose and which are free for distribution to the shareholders as dividends. The amount of retained earnings available for declaration as dividends may be determined pursuant to regulations issued by the SEC.

A corporation may pay dividends in cash, by distribution of property, or by issuance of shares. Stock dividends may only be declared and paid with the approval of shareholders representing at least two-thirds of the outstanding capital stock of the corporation voting at a shareholders' meeting duly called for the purpose, and the approval by the Philippine SEC in case stock dividends will be issued upon increase of the corporation's authorized capital stock.

The Revised Corporation Code generally requires a Philippine corporation with retained earnings in excess of 100% of its paid-in capital to declare and distribute as dividends the amount of such surplus. Notwithstanding this general requirement, a Philippine corporation may retain all or any portion of such surplus in the following cases: (i) when justified by definite expansion plans approved by the board of directors of the corporation; (ii) when the required consent of any financing institution or creditor to such distribution has not been secured; (iii) when retention is necessary under special circumstances, such as when there is a need for special reserves for probable contingencies; or (iv) when the non-distribution of dividends is consistent with the policy or requirement of a Government office.

In the Company's two Notes Facility Agreements entered on (i) April 17, 2017 and (ii) March 15, 2021 (collectively, "Facility Agreements"), it undertook not to declare dividends if it is in default under the Facility Agreements or, if as a result thereof, the Company would breach its financial covenants. The Facility Agreements require the Company to maintain (i) a current ratio of at least 1.00x under the April 17, 2017 Facility Agreement and 2.00x under the March 15, 2021 Facility Agreement; (ii) a debt-to-equity ratio of not more than 1.50x; and (iii) a debt service coverage ratio of at least 1.25x.

Record Date

Pursuant to existing Philippine SEC regulations, all cash dividends declared by listed companies must have a record date which shall not be less than 10 calendar days and not more than 30 calendar days from the date the cash dividends are declared. Under such rules, if no record date is specified, the record date will be deemed fixed at 15 calendar days from such declaration.

With respect to stock dividends, the record date shall not be less than 10 calendar days nor more than 30 calendar days from the date of shareholder approval. If no record date is set, under Philippine SEC rules, the record date will be deemed fixed at 15 calendar days from the date of the stock dividend declaration. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date shall be fixed by the SEC.

Under the Revised Disclosure Rules of the PSE, the disclosure by a listed company of the record date for dividend declarations must not be less than 10 trading days from said date. The rules of the PSE also provide that the payment date shall not be more than 18 trading days from the record date.

Dividend History and Policy

No cash dividends were declared for fiscal years 2018, 2019 and 2020.

The Company's current dividend policy provides for dividends of up to 25% of the prior fiscal year's net income after tax, subject to (i) the availability of Unrestricted Retained Earnings, (ii) implementation of business plans, (iii) contractual obligations, (iv) working capital requirements, and (v) the approval of the Board. There can be no guarantee that the Company will pay any dividends in the future. The declaration and payment of dividends is subject to compliance annually or as often as the Board of Directors may deem appropriate, in cash or in kind and/or in additional shares from its surplus profits. The ability of the Company to pay dividends will depend on its retained earnings level and financial condition. There is no assurance that the Company will pay dividends in the future.

None of the Subsidiaries have declared dividends in the last three years and none have any set dividend policy.

Sale of Unregistered or Exempt Securities

In the past three (3) years, the Company entered into the following transactions exempt from the registration requirements of the Securities and Regulation Code ("SRC"):

- On March 19, 2018, the Company issued seven-year Corporate Notes totaling ₱ 5.00 billion with the Lead Underwriter as the Sole Arranger and Bookrunner. The notes were sold to Primary Institutional Lenders not exceeding 19. The offer price was 100%. As the notes were offered exclusively to Primary Institutional Lenders in the Philippines, the transactions were considered exempt transactions pursuant to Section 10.1 of the SRC and Rule 10.1.4 of the IRRs, and no notice of exemption from the registration requirements under the SRC and IRRs is required to be filed with the SEC.

- On March 15, 2021, the Company issued three- and five- year Corporate Notes totaling ₱ 4.10 billion, consisting of:

    a. Tranche A Notes amounting to ₱ 1.80 billion and having a maturity of three (3) years from issue date;
    b. Tranche B Notes amounting to ₱ 2.30 billion and having a maturity of five (5) years from issue date.

  On March 30, 2021 and May 25, 2021, the Company issued ₱ 1.00 billion Tranche B Notes and ₱ 1.90 billion Tranche A Notes, respectively. RCBC Capital Corporation was the Lead Arranger and Sole Bookrunner. The offer price was 100%. As the notes were offered exclusively to Primary Institutional Lenders in the Philippines, the transactions were considered exempt transactions pursuant to Section 10.1 of the SRC and Rule 10.1.4 of the IRRs, and no notice of exemption from the registration requirements under the SRC and IRRs is required to be filed with the SEC.

Apart from the foregoing, there are no recent sales of unregistered or exempt securities.

DETERMINATION OF THE OFFER PRICE

The common shares are listed and traded on the Main Board of the PSE under the symbol "SLI." The Company will apply for the Offer Shares to be listed and traded on the PSE under the same symbol. For a description of the PSE, see "The Philippine Stock Market" on page [229].

The Offer Price has been determined by the Company and the Lead Underwriter through a book-building process and not by reference to the historical trading price of the common shares. Investors should not rely on the historical market price of the common shares on the PSE as an indicator of the value of the common shares.

The factors considered in determining the Offer Price, among others, include the Company's ability to generate earnings and cash flow, its prospects, the level of demand from institutional investors, overall market conditions at the time of the launch and the market price of listed comparable companies. The Offer Price does not have any correlation to the actual book value of the Offer Shares.

CAPITALIZATION AND INDEBTEDNESS

The following table sets out the Company's consolidated debt, shareholders' equity and capitalization as of March 31, 2021, and as adjusted to reflect the sale at an assumed Offer Price of ₱2.38 to ₱3.29 per Offer Share of: (i) Up to [2,500,000,000] Firm Shares; and (ii) up to [500,000,000] Over-subscription Shares. The table should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto, included in this Prospectus beginning on page F-1. Other than as described below, there has been no material change in the Company's capitalization and indebtedness since March 31, 2021.

In ₱ millions	Actual as of March 31, 2021	As adjusted after giving effect to the Offer (2.5B Shares)	As adjusted after giving effect to the Offer and the Over-subscription Option
		(unaudited) **₱2.38**	
Total debt(1)	17,408.1	17,408.1	17,408.1
Equity:			
Capital stock	10,796.5	13,296.5	13,796.5
Additional paid-in capital	330.0	3,755.0	4,440.0
Treasury shares	(1,640.0)	(1,640.0)	(1,640.0)
Equity reserve(2)	267.0	267.0	267.0
Retained earnings	8,770.4	8,770.4	8,770.4
Total equity	18,524.0	24,474.0	25,664.0
Total capitalization	35,932.1	41,882.1	43,072.1
Total debt(1)	17,408.1	17,408.1	17,408.1
		₱3.29	
Equity:			
Capital stock	10,796.5	13,296.5	13,796.5
Additional paid-in capital	330.0	6,055.0	7,200.0
Treasury shares	(1,640.0)	(1,640.0)	(1,640.0)
Equity reserve(2)	267.0	267.0	267.0
Retained earnings	8,770.4	8,770.4	8,770.4
Total equity	18,524.0	26,749.0	28,394.0
Total capitalization	35,932.1	44,157.1	45,802.1

(1) Loans payable (current and non-current).

(2) Includes unrealized gain on fair value of available-for-sale financial assets and remeasurement losses on pension liabilities.

DILUTION

The net book value attributable to the Company's shareholders, based on the Company's financial statements as at March 31, 2021, was ₱ [18.52 billion], while the net book value per common share was ₱ [2.26]. The net book value attributable to the Company's common shareholders represents the amount of the Company's total equity attributable to equity holders of the SLRDI. The Company's net book value per share is computed by dividing the net book value attributable to the Company's shareholders by the equivalent number of common shares outstanding. Without taking into account any other changes in such net book value after March 31, 2021 other than the sale of up to [3,000,000,000] Offer Shares at the Offer Price of up to ₱ [3.29] per Offer Share and after deduction of the underwriting discounts and commissions and estimated offering expenses of the Offer payable by the Company, the Company's pro forma net book value immediately following the completion of the Offer would increase to up to ₱ [27.58 million], or ₱ [2.58] per common share. This represents an immediate increase in net book value of from ₱ [1.69] per common share to ₱ [2.58] per common share to existing shareholders, and an immediate dilution to purchasers of the Offer Shares at the Offer Price of up to ₱ [0.97] per Offer Share.

The following table illustrates dilution on a per share basis based on the Offer Price of ₱ [2.38] to ₱ [3.29] per Offer Share:

Offer: 2.5 billion shares	**Without Over-subscription**	**With Over-subscription**
Offer Price per Offer Share	[₱2.38]	[₱2.38]
Pro forma net book value per Common Share immediately following completion of the Offer	[2.12]	[2.33]
Dilution to purchasers of the Offer Shares..	[0.26]	[0.05]
Offer Price per Offer Share	[₱3.29]	[₱3.29]
Pro forma net book value per Common Share immediately following completion of the Offer	[2.32]	[2.58]
Dilution to purchasers of the Offer Shares..	[0.97]	[0.71]

The following table sets forth the shareholdings and percentage of common shares outstanding of existing and new shareholders of the Company immediately after completion of the Firm Offer of [2,500,000,000] Firm Shares:

	Common Shares	
	Number	**%**
Existing shareholders..	8,196,450,000	76.63%
New investors..	[2,500,000,000]	23.37%
Total	10,696,450,000	100.00%

The following table sets forth the shareholdings and percentage of common shares outstanding of existing and new shareholders of the Company immediately after completion of the Offer of [3,000,000,00 Offer Shares (assuming full exercise of the Over-subscription Option):

	Common Shares	
	Number	%
Existing shareholders..	8,196,450,000	73.21%
New investors...	[3,000,000,000]	26.79%
Total	11,196,450,000	100.00%

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

The following discussion of the Company's financial results should be read in conjunction with the independent auditors' reports and the Company's audited consolidated financial statements and notes and interim consolidated financial statements thereto contained in this Prospectus and the section entitled "Summary Financial and Operating Information" on page [28].

This discussion contains forward-looking statements and reflects the current views of the Company with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section entitled "Risk Factors" on page [31] and elsewhere in this Prospectus.

Period ended March 31, 2021 compared to period ended March 31, 2020

RESULTS OF OPERATIONS

Revenue

Sta. Lucia Land Inc. and Subsidiaries' (the "Group") net income grew by 91% or P439.25 million for the three-month period ending March 31, 2021. The Group was able to increase the real estate sales by 35% comparing to the same period last year. As oppose to its commercial operations, the lessening of foothold traffic following the quarantine protocols implemented causes rental income to decrease by 5% amounting ₱7.58 million as compared to the same period last year. Total operating expenses increased by 21% or ₱ 243.75 million.

Cost and Expense

Cost of sales from real estate sales increased by 41% of ₱ 218.23 million. The notable increase was due to strengthened performance of SLI's property segment. As effect of the decreased foothold traffic in the mall, cost of rental income decreased by 8% or ₱ 7.06 million.

Comprehensive Income

Total comprehensive income of the Group reported increased by 137% or ₱ 478.07 million for the three-month period ending March 31, 2021 as compared to same period last year. The increase was primarily due to the reported increase in net income as well as the increase in the unrealized gains recognized during the period.

FINANCIAL CONDITION

Total Assets

Total assets reported by the Group amounts to ₱ 46,932.87 million as of 1st quarter of 2021 from ₱ 45,785.80 million in December 31, 2020. This shows an increase of ₱ 1,147.07 million which is mainly due to increase deployment of capital expenditures to its contractors, primarily to mobilize facilitate massive project developments and launching of new projects all over the country increasing inventory level.

Total Liabilities

The Group's total liabilities posted an amount of ₱ 28,408.86 million as of first quarter of 2021 which is 1% higher as compared to ₱ 28,087.98 million from December 31, 2020. Long term debt increased by 17% as a result of the first drawdown of a Credit Notes Facility by the Group amounting to P2,000.00 million. The availment and maximization of the Group's access to the debt market was made to maintain its liquidity position.

Key Performance Indicators

	31-Mar-21*	31-Dec-20
Current Ratio	2.12	2.01
Debt to Equity	0.94	0.97
Interest Coverage Ratio	437.80%	341.52%
Return on Asset	1.97%	3.73%
Return on Equity	4.99%	9.65%

*This covers only the performance for the first quarter of 2021.
**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 and income tax payables*).
2. Debt to Equity = Total debt over shareholder's equity.
3. Interest Coverage Ratio= Earnings before Income Tax and Interest Expense over Interest Expense
4. Return on Asset = Net Income over Total Assets
5. Return on Equity = Net Income over shareholder's equity.

Material Changes in the Balance Sheet (+/- 5%) as of March 31, 2021 versus the Balance Sheet as of December 31, 2020

In P millions	HORIZONTAL ANALYSIS				VERTICAL ANALYSIS		
	March 31, 2021	December 31, 2020	P Change	% Change	March 31, 2021	December 31, 2020	% Change
ASSETS							
Current Assets							
Cash	872.9	942.8	-69.9	-7.4%	2.0%	2.0%	0.0%
Receivables	3,405.9	3,494.6	-88.7	-2.5%	7.0%	8.0%	-1.0%
Contract assets	1,051.9	1,880.4	-828.5	-44.1%	2.0%	4.0%	-2.0%
Real estate inventories	26,298.3	24,931.1	1,367.2	5.5%	56.0%	54.0%	2.0%
Other current assets	4,593.6	5,401.0	-807.4	-14.9%	10.0%	12.0%	-2.0%

Total Current Assets	36,222.6	36,649.9	-427.3	-1.2%	77.0%	80.0%	-3.0%
Noncurrent Assets							
Noncurrent installment contracts receivables	1,881.9	1,014.1	867.8	85.6%	4.0%	2.0%	2.0%
Contract assets - net of current portion	1,741.7	967.5	774.2	80.0%	4.0%	2.0%	2.0%
Investment properties	5,699.7	5,712.4	-12.7	-0.2%	12.0%	12.0%	0.0%
Property and equipment	54.7	54.9	-0.2	-0.4%	0.0%	0.0%	0.0%
FVOCI	723.7	821.4	-97.7	-11.9%	2.0%	2.0%	0.0%
Pension asset	0.3	0.3	0.0	0.0%	0.0%	0.0%	0.0%
Other noncurrent assets	608.3	565.3	43.0	7.6%	1.0%	1.0%	0.0%
Total Noncurrent Assets	10,710.2	9,135.9	1,574.3	17.2%	23.0%	20.0%	3.0%
TOTAL ASSETS	46,932.9	45,785.8	1,147.1	2.5%	100.0%	100.0%	
LIABILITIES AND EQUITY							
Current Liabilities							
Accounts and other payables	5,541.4	5,407.8	133.6	2.5%	12.0%	12.0%	0.0%
Loans payable – short term	6,596.8	6,149.0	447.8	7.3%	14.0%	13.0%	1.0%
Contract liabilities	3,412.2	3,591.7	-179.5	-5.0%	7.0%	8.0%	-1.0%
Long-term debt - current portion	1,485.1	3,027.5	-1,542.4	-50.9%	3.0%	7.0%	-4.0%
Income tax payable	89.7	87.3	2.4	2.7%	0.0%	0.0%	0.0%
Total Current Liabilities	17,125.2	18,263.3	-1,138.1	-6.2%	36.0%	40.0%	-4.0%
Noncurrent Liabilities							
Loans payable – long term	9,326.3	8,002.3	1,324.0	16.5%	20.0%	17.0%	3.0%
Contract liabilities - net of current portion	584.7	379.5	205.2	54.1%	1.0%	1.0%	0.0%
Deferred tax liabilities - net	1,372.6	1,442.9	-70.3	-4.9%	3.0%	3.0%	0.0%
Total Noncurrent Liabilities	11,283.6	9,824.7	1,458.9	14.8%	24.0%	21.0%	3.0%
Total Liabilities	28,408.9	28,088.0	320.9	1.1%	61.0%	61.0%	0.0%
Equity							
Capital Stock	10,796.5	10,796.5	0.0	0.0%	23.0%	24.0%	-1.0%
Additional paid-in capital	330.0	330.0	0.0	0.0%	1.0%	1.0%	0.0%
Retained earnings	8,770.4	7,846.5	923.9	11.8%	19.0%	17.0%	2.0%
Unrealized gain on fair value of available-for-sale financial assets	267.0	364.7	-97.7	-26.8%	1.0%	1.0%	0.0%
Remeasurement losses on pension	0.2	0.2	0.0	0.0%	0.0%	0.0%	0.0%
Treasury shares	-1,640.0	-1,640.0	0.0	0.0%	-3.0%	-4.0%	1.0%
Total Equity	18,524.0	17,697.8	826.2	4.7%	39.0%	39.0%	0.0%
TOTAL LIABILITIES AND EQUITY	46,932.9	45,785.8	1,147.1	2.5%	100.0%	100.0%	

7% decrease in cash

The decrease was due to the extensive deployment of capital expenditures during the first quarter of 2021. This is in line with the Group's effort to maximize its resources to meet the increasing demand for horizontal properties outside the Metro Manila.

44% decrease in current contract assets

The decrease in current contract asset was brought about by the extensive project launches for the period which generated increased revenue in the long-term contract assets.

5% increase in inventory
Deployment of massive capital expenditures and extensive project launches contributed to the increase in inventory for real estate properties during the period.

15% decrease in other current assets
The decrease is primarily attributable to the increase in liquidation on the advances that were initially released for project developments.

86% increase in non-current installment contract receivables
The increase in the non-current portion of installment contract receivables is due to the increased sales from new project launches during the first quarter of 2021 in which buyers have opted to avail installment terms on the property acquisition.

80% increase in non-current contract assets
With the extensive project launches to meet increasing demand in real estate properties outside Metro Manila, the Group was able to increase its real estate sales located outside the central business district.

12% decrease in financial assets at fair value through other comprehensive income
The decrease was due to the movement of market values of quoted investment securities of Philippine Racing Inc. and Manila Jockey Club Inc.

8% increase in other noncurrent assets
The increase was due to advances made to contractors for the development of raw lands relating to projects developments.

7% increase in short term debts
As the Group strived to maintain a strong liquidity, it maximized its access to the debt markets for additional source of funding, increasing its short term borrowings.

5% decrease in current contract liabilities
This is attributable to decrease in reservation fees and collection of down payments from sale of real estate lots during the first quarter of 2021.

51% decrease in current portion long-term debt
The decrease is primarily due to the settlement of the Php2 Billion bonds payable.

17% increase in long-term debt
The settlement of the ₱ 2 Billion bonds payable was made through a new Credit Notes Facility. The facility amounts to a total of ₱ 7 Billion of which ₱ 2 Billion was already drawn in the first drawdown. The second drawdown is expected to be made in the second quarter of 2021.

54% increase in noncurrent contract liabilities
The increase in real estate sales during the period has significantly affected the contract liabilities during the period.

12% increase in retained earnings
The increase in retained earnings is primarily attributable to the net income recognized during the period.

27% decrease in unrealized fair market value of AFS
The decrease is due to the decrease in market price of investment securities in Philippine Racing Inc. and Manila Jockey Club Inc.

37% increase in remeasurement losses on pension
The increase is brought about the decrease in deferred tax liability recognized during the first quarter of 2021.

Material Changes in the Income Statement (+/-5%) for the Three-Month Period Ended March 31, 2021 versus the Income Statement for the Three-Month Period Ended March 31, 2020

In ₱ millions, except per share figures	**HORIZONTAL ANALYSIS** Three Months Ended March 31 2021	2020	P Change	% Change	**VERTICAL ANALYSIS** Three Months Ended March 31 2021	2020	% Change
REVENUE							
Real estate sales	1,906.2	1,409.2	497.0	35.3%	83.0%	78.0%	6.0%
Rental income	153.2	160.8	-7.6	-22.5%	7.0%	9.0%	-2.0%
Commission income	32.5	18.4	14.1	76.6%	1.0%	1.0%	0.0%
Interest income	112.4	119.1	-6.7	-5.6%	5.0%	7.0%	-2.0%
Dividend income	–	–	0.0	0.0%	0.0%	0.0%	0.0%
Construction income	1.7	0.5	1.2	240.0%	0.0%	0.0%	0.0%
Others	96.7	91.3	5.4	5.9%	4.0%	5.0%	-1.0%
	2,301.0	1,798.8	453.8	27.9%	100.0%	100.0 %	0.0%
COSTS AND EXPENSES							
Costs of real estate	752.8	534.6	218.2	40.8%	33.0%	30.0%	3.0%
Costs of rental income	78.2	85.2	-44.0	-8.2%	3.0%	5.0%	-2.0%
Costs of construction	–	–	0.0	0.0%	0.0%	0.0%	0.0%
	831.0	619.8	162.8	34.1%	36.0%	34.0%	2.0%
Commissions	194.3	154.3	40.0	25.9%	8.0%	8.0%	0.0%
Representation	8.9	21.7	-12.8	-59.0%	0.0%	1.0%	-1.0%
Taxes, licenses and fees	58.4	18.1	40.3	222.7%	3.0%	1.0%	2.0%
Salaries and wages and other benefits	17.6	15.9	1.7	10.7%	1.0%	1.0%	0.0%
Advertising	10.5	15.2	-4.7	-30.9%	0.0%	1.0%	-1.0%
Repairs and maintenance	12.9	10.4	2.5	24.0%	1.0%	1.0%	0.0%
Utilities	2.6	0.9	1.7	195.6%	0.0%	0.0%	0.0%
Professional fees	1.8	1.7	0.1	5.4%	0.0%	0.0%	0.0%
Depreciation and amortization	4.9	4.4	0.5	12.5%	0.0%	0.0%	0.0%
Expected credit loss	5.3	0.9	4.4	515.8%	0.0%	0.0%	0.0%

Transportation, travel, office supplies and miscellaneous	26.2	18.9	7.3	38.6%	1.0%	1.0%	0.0%
	343.5	262.5	81.0	30.9%	15.0%	14.0%	1.0%
INTEREST EXPENSE	257.3	230.2	27.1	11.8%	11.0%	13.0%	-2.0%
INCOME BEFORE INCOME TAX	869.2	686.2	183.0	26.7%	38.0%	37.0%	1.0%
INCOME TAX (BENEFIT) EXPENSE	-54.7	201.6	-256.3	-127.1%	-2.0%	11.0%	-13.0%
NET INCOME	923.9	484.6	439.3	90.7%	40.0%	26.0%	14.0%

35% increase in real estate sales
Coping with the effect of the pandemic, the Group was able to increase its real estate sales through the efforts of its marketing arms as well as the deployment of its sales force with the curtailment of the quarantine protocols implemented by the Government.

5% decrease in rental income
Retail operations were severely hit as majority of establishments were closed. Reduced foot traffic resulted to decrease in rental income.

6% decrease in interest income
The decrease in interest income was brought about by the waiver of some of the interest income arising from installment buyer as brought about by the pandemic.

77% increase in commission income
The increase is directly attributed to the increase in commission recognized from the sales made by the Group's marketing arms.

6% decrease in other income
The decrease is a result of booking of surcharges / penalties from customer's default on payment, income from hotel operations and gains from repossession.

41% increase in cost of real estate sales
The increase in recognized cost of real estate sales is directly attributed to the increase in real estate sales during the first quarter of 2021.

8% decrease in cost of rental income
Only those tenants whose offering essentials products and services were mostly allowed to operate in a reduced or limited capacity. Depending on the quarantine protocols only limited number of tenants continued its operations during the period.

26% increase in commissions
The increase in recognized commission expense is directly proportional to the sales recognized during the period.

59% decrease in representation
The decrease in selling and administrative expenses is due to the limitation of some operations following the Government's imposition of quarantine protocols.

222% increase in taxes and licenses

The increase is brought about by the payments made in the processing of permits and licenses for the mobilization of the development activities during the first quarter of 2021.

10% increase in salaries, wages and other benefits

The increase in salaries, wages and other benefits is brought about by the increasing manpower employed by the Group as it undertakes growth expansions outside Metro Manila.

31% decrease in advertising expense

The decrease in selling and administrative expenses was still brought about by the limitation of some operations following quarantine protocols of the Government.

13% increase in depreciation expense

The increase in depreciation expense was brought about by the increase in acquisitions of real properties being used in the normal business operations.

5% increase in professional fees

The increase in professional fees is brought about by the increase in services availed by the Group to external parties.

196% increase in utilities

The increase is due to higher consumption of power, water and other utilities during the period.

23% increase in repairs and maintenance

The increase is mainly due to the increase in the number of projects already completed but not yet turned over to home owners associations and Condominium Corporations which incurred repairs and maintenance expenses for further upkeep.

39% increase in miscellaneous expenses

The increase was due to higher surcharges and penalties, insurance, legal, office supplies, software maintenance and transportation expenses incurred by the Group.

12% increase in interest expense

As the Group has maximized its access to the debt market, increasing its borrowings to acquire sufficient fund to support its expansion as well as maintaining its high liquidity position, interest expense is directly affected.

127% decrease in provision for income tax

This is due to the decrease in applicable rate for corporations following the implementation of Republic Act No. 11534 otherwise known as the "The Corporate Recovery and Tax Incentives for Enterprises Act" ("CREATE"), as well as its effect on the deferred tax liabilities during the period.

Year Ended December 31, 2020 compared to year ended December 31, 2019

RESULTS OF OPERATIONS

Overview of Operations

The Group started the year continuing the growth momentum in 2019 reporting higher revenues and net income. However, with the pandemic, it slowed down sales and halted commercial operations resulting in a contraction in the numbers initially projected and anticipated. With its yield management efforts to cope with the contraction, the Group had managed to sustain a net income margin of 25% for 2020.

Revenue

The pandemic significantly affected the real estate market sector. The gross revenue of the Group was decreased by 12% or ₱957 million during the year. Government imposed restrictions in response to the pandemic has resulted to slowing down of operations thus decreasing the reservation sales and resulting to a 8% decline in real estate sales revenue amounting to ₱488 million in 2020. Interest income also posted a decline of ₱167 million in 2020. Retail operations were also severely hit as majority of establishments were closed or operating on limited capacity. Rental payments were also waived during the Enhanced Community Quarantine. Reduced foot traffic resulted to decrease in rental revenue of almost 40% or ₱364 million in 2020. Other income, which mostly consists of gains from repossession of inventory and penalties / surcharges increased by 21% or ₱61 million in 2020.

Cost and Expense

The temporary halt of the majority of the Group's operation from the community quarantine restrictions resulted to decrease in total recognized expenses in 2020 amounting to ₱929 million or a 15% decrease from the total year expense of ₱6,074 million in 2019. Commission expense was down by 10% parallel with the lower real estate sales during the period. Selling and administrative expenses declined to ₱1,067 million or 15% lower than last year. Attributable cost for the commercial operations was also down by 33% as a result of the given limited retail operations.

Net Income

Considering the yield management efforts of the Group in anticipation of the impact of the COVID-19 pandemic to its performance, margins were sustained and the cost of operations was effectively managed despite the slowdown of the sales and decline in other sources of income. Net income was maintained at ₱1,708 million after tax in 2020.

PROJECT AND CAPITAL EXPENDITURES

The Group apportioned ₱ 5,211 million for project and capital expenditures as the Group seeks to capture the growing demand for real estate - a bold move from the Group to become the country's leading real estate company not in sheer size but in ways more meaningful quality projects, quality business plans, grow, returns and innovation. The amount is accounted for the continuous development of the Company's existing residential and commercial projects and finance newly developed projects. As part of its growth strategy, the Group acquired raw lands for new residential and condominium project developments amounting to ₱ 1,377 million for the year 2020.

FINANCIAL CONDITION

Assets

The Group's total assets stood strong at ₱ 45,786 million during the year. This represents a 13% increase from the 2019 balance of ₱ 40,352 million. Outstanding receivables increased by almost 48% as a result of the deferment of some collections due to the implemented extension of payment terms and the passing of the Bayanihan Act. Given the decline in real estate sales, the Group continued its project development activities that resulted to an increase in real estate inventory balance of 14% from the previous year amounting to ₱ 3,061 million. Real estate inventory balance amounted to ₱ 24,931 million in 2020.

Liabilities

As the Group strived to maintain a strong liquidity position amidst lower cash inflows from operations, it maximized its access to the debt markets for additional source of funding. Total liabilities for 2020 amounted to ₱ 28,088 million. This amount represents a 16% increase from the previous year's reported total liabilities of ₱ 24,238 million. Majority of the borrowings were availed through short term loans. As a result, short term debts grew by almost 75%, from ₱ 3,521 million in 2019 to ₱ 6,149 million in 2020. Accounts and other payables amounted to ₱ 5,408 million, increased by 13% from ₱4,784 million in 2019. Total contract liabilities arising from real estate sales grew by ₱ 514 million or 15% from 2019 reported amount. Deferred tax liabilities also increased by ₱ 488 million or 51%.

Equity

Total stockholders' equity increased by ₱ 1,584 million in 2020 generated from the net income during the year amounting to ₱ 1,708 million. Financial assets measured at fair through other comprehensive income decrease by ₱ 124 million.

<u>Key Performance Indicators</u>

	31-Dec-20	**31-Dec-19**
Current Ratio	2.01	2.65
Debt to Equity	0.97	0.93
Interest Coverage Ratio	341.52%	374.35%
Return on Asset	3.73%	4.30%
Return on Equity	9.65%	10.77%

*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 Company, including any default or acceleration of an obligation.

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Company and unconsolidated entities were created during 2020.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2020 versus the Balance Sheet as of December 31, 2019

	HORIZONTAL ANALYSIS				**VERTICAL ANALYSIS**		
In P millions	**December 31, 2020**	**December 31, 2019**	**P Change**	**% Change**	**December 31, 2020**	**December 31, 2019**	**% Change**
ASSETS							
Current Assets							
Cash	942.8	903.4	39.4	4.4%	2.0%	2.0%	0.0%
Receivables	3,494.6	2,368.90	1,125.7	47.5%	8.0%	6.0%	2.0%
Contract assets	1,880.4	1,618.90	261.5	16.2%	4.0%	4.0%	0.0%
Real estate inventories	24,931.1	21,870.10	3,061.0	14.0%	54.0%	54.0%	0.0%
Other current assets	5,401.0	4,715.70	685.3	14.5%	12.0%	12.0%	0.0%
Total Current Assets	36,649.9	31,476.90	5,173.0	16.4%	80.0%	78.0%	2.0%
Noncurrent Assets							
Noncurrent installment contracts receivables	1,014.1	547.2	466.9	85.3%	2.0%	1.0%	1.0%
Contract assets - net of current portion	967.5	1,241.60	-274.1	-22.1%	2.0%	3.0%	-1.0%
Investment properties	5,712.4	5,597.40	115.0	2.1%	12.0%	14.0%	-2.0%
Property and equipment	54.9	58.9	-4.0	-6.8%	0.0%	0.0%	0.0%
FVOCI	821.4	948.2	-126.8	-13.4%	2.0%	2.0%	0.0%
Pension asset	0.3	–	0.3	–	0.0%	0.0%	0.0%
Other noncurrent assets	565.3	482.1	83.2	17.3%	1.0%	1.0%	0.0%
Total Noncurrent Assets	9,135.9	8,875.40	260.5	2.9%	20.0%	22.0%	-2.0%
TOTAL ASSETS	45,785.8	40,352.30	5,433.5	13.5%	100.0%	100.0%	
LIABILITIES AND EQUITY							
Current Liabilities							
Accounts and other payables	5,407.8	4,784.20	623.6	13.0%	12.0%	12.0%	0.0%
Loans payable – short term	6,149.0	3,521.20	2,627.8	74.6%	13.0%	9.0%	4.0%
Contract liabilities	3,591.7	3,039.20	552.5	18.2%	8.0%	8.0%	0.0%
Long-term debt - current portion	3,027.5	467	2,560.5	548.3%	7.0%	1.0%	6.0%
Income tax payable	87.3	49.6	37.7	76.0%	0.0%	0.0%	0.0%
Total Current Liabilities	18,263.3	11,861.20	6,402.1	54.0%	40.0%	29.0%	11.0%
Noncurrent Liabilities							
Loans payable – long term	8,002.3	10,998.00	-2,995.7	-27.2%	17.0%	27.0%	-10.0%

Contract liabilities - net of current portion	379.5	418.4	-38.9	-9.3%	1.0%	1.0%	0.0%
Pension liabilities	–	6	–	–	0.0%	0.0%	0.0%
Deferred tax liabilities - net	1,442.9	954.6	488.3	51.2%	3.0%	2.0%	1.0%
Total Noncurrent Liabilities	9,824.7	12,377.10	-2,552.4	-20.6%	21.0%	31.0%	-10.0%
Total Liabilities	28,088.0	24,238.30	3,849.7	15.9%	61.0%	60.0%	1.0%
Equity							
Capital Stock	10,796.5	10,796.50	0.0	0.0%	24.0%	27.0%	-3.0%
Additional paid-in capital	330.0	330	0.0	0.0%	1.0%	1.0%	0.0%
Retained earnings	7,846.5	6,138.60	1,707.9	27.8%	17.0%	15.0%	2.0%
Unrealized gain on FVOCI	364.7	491.4	-126.7	-25.8%	1.0%	1.0%	0.0%
Remeasurement losses on pension	0.2	-2.4	2.6	-108.3%	0.0%	0.0%	0.0%
Treasury shares	-1,640.0	-1,640.0	0.0	0.0%	-4.0%	-4.0%	0.0%
Total Equity	17,697.8	16,114.0	1,583.8	9.8%	39.0%	40.0%	-1.0%
TOTAL LIABILITIES AND EQUITY	45,785.8	40,352.3	5,433.5	13.5%	100.0%	100.0%	

48% increase in receivables

The increase in receivables is primarily attributable to the deferment of some collection due to the implemented extension of payment terms and the passing of the Bayanihan Act.

16% increase in current portion of contract assets

Majority of the real estate sales for 2020 are from buyers preferring installment term as mode of payments for their purchase. This has resulted to an increase in contract assets reported during the year.

14% increase in real estate inventories

Despite the temporary halt of majority of the operations of the Group, it continued its project development activities resulting to increase in real estate inventories for 2020.

15% increase in other current assets

This consists of increased advances made to contractors and marketing arms contracted by the Group to boost its project developments and sale of its property.

85% increase in noncurrent portion of installment contract receivables

The increase in this receivable is primarily attributable to the deferment of some collection due to the implemented extension of payment terms and the passing of the Bayanihan Act.

22% decrease in noncurrent portion of contract assets

Majority of the reported noncurrent portion of contract assets arising from real estate sales are reclassified to current contract assets as these items fall due within 12 months.

7% decrease in property and equipment

As the Group has experienced a temporary halt and slow down of operations during 2020, there were lesser assets acquired in 2020 as compared to the previous year to support its operations.

13% decrease in financial assets at fair value through other comprehensive income
With the effect of pandemic, the fair value of most investments declined in 2020. The fair market value of financial assets held by the Group decreased in 2020.

17% increase in other noncurrent assets
As project development activities were continued despite the halt and slow down of other operating activities of Group, increase in the amount of advances made to contractors was posted during the year.

75% increase in short term debts
As the Group strived to maintain a strong liquidity position amidst lower cash inflows from operations, it maximized its access to the debt markets for additional source of funding, increasing its short term borrowings by 75% in 2020.

13% increase in accounts and other payables
The increase is primarily due to the procurement of raw land to be used in project developments under installment payment schemes and billings from contractors that are not due for payment.

76% increase in income tax payable
The increase is directly related to the recognized revenue for year 2020.

18% increase in contract liabilities - current
This is attributable to the increase in reservation fees and collection of down payments from sale of real estate lots in 2020.

548% increase in long term debts - current portion
The increase is primarily attributable to the ₱ 2billion bonds payables falling due in March 2021, as well as some portion of the principal of the outstanding corporate notes of the Group.

27% decrease in long term debts - noncurrent portion
The decrease is primarily attributable to the ₱ 2billion bonds payables falling due in March 2021, as well as some portion of the principal of the outstanding corporate notes of the Group.

9% increase in contract liabilities – noncurrent
This is attributable to the increase in reservation fees and collection of down payments from sale of real estate lots in 2020.

100% decrease in pension liabilities
This is a result of changes in estimates for retirement liability as valued by the independent actuary. The Group had made excess contributions that increased the recognition of pension assets.

51% increase in deferred tax liabilities-net
This is mainly attributable to the timing differences of revenue recognition of real estate transactions and others for tax purposes versus accounting purposes.

28% increase in retained earnings
This is mainly attributable to the recognized net income during the period.

26% decrease in unrealized gain on fair value of available-for-sale financial assets
The decrease is due to the decline in market price of investment securities in Philippine Racing Inc. and Manila Jockey Club Inc.

107% increase in unrealized gain on pension liabilities
This is a result of changes in estimates for retirement liability as valued by an independent actuary.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2020 versus the Income Statement for the year ended December 31, 2019

	HORIZONTAL ANALYSIS				**VERTICAL ANALYSIS**		
In ₱ millions, except per share figures	**December 31, 2020**	**December 31, 2019**	**P Change**	**% Change**	**December 31, 2020**	**December 31, 2019**	**% Change**
REVENUE							
Real estate sales	5,383.1	5,871.5	-488.4	-8.3%	79.0%	75.0%	4.0%
Rental income	534.7	898.3	-363.6	-40.5%	8.0%	12.0%	-4.0%
Commission income	91.5	93.6	-2.1	-2.2%	1.0%	1.0%	0.0%
Interest income	479.8	647.0	-167.2	-25.8%	7.0%	8.0%	-1.0%
Dividend income	9.2	5.7	3.5	62.0%	0.0%	0.0%	0.0%
Others	354.8	294.2	60.6	20.6%	5.0%	4.0%	1.0%
	6,853.1	7,810.3	-957.2	-12.3%	100.0%	100.0%	
COSTS AND EXPENSES							
Costs of real estate	2,025.3	2,680.8	-655.5	-24.5%	30.0%	34.0%	-4.0%
Costs of rental income	368.4	550.2	-181.8	-33.0%	5.0%	7.0%	-2.0%
	2,393.6	3,231.0	-837.4	-25.9%	35.0%	41.0%	-6.0%
Commissions	622.0	687.8	-65.8	-9.6%	9.0%	9.0%	0.0%
Representation	49.0	71.1	-22.1	-31.1%	1.0%	1.0%	0.0%
Taxes, licenses and fees	99.4	100.1	-0.7	-0.7%	1.0%	1.0%	0.0%
Salaries and wages and other benefits	85.0	82.5	2.5	3.0%	1.0%	1.0%	0.0%
Advertising	68.7	107.9	-39.2	-36.3%	1.0%	1.0%	0.0%
Repairs and maintenance	41.1	63.0	-21.9	-34.8%	1.0%	1.0%	0.0%
Utilities	6.9	14.9	-8.0	-53.7%	0.0%	0.0%	0.0%
Professional fees	16.4	42.8	-26.4	-61.7%	0.0%	1.0%	-1.0%
Depreciation and amortization	21.7	23.1	-1.4	-6.1%	0.0%	0.0%	0.0%
Expected credit loss	1.4	1.1	0.3	27.3%	0.0%	0.0%	0.0%
Transportation, travel, office supplies and miscellaneous	55.6	68.3	-12.7	-18.6%	1.0%	1.0%	0.0%
	1,067.2	1,262.5	-195.3	-15.5%	16.0%	16.0%	0.0%
INTEREST EXPENSE	993.3	886.0	107.3	12.1%	14.0%	11.0%	3.0%
INCOME BEFORE INCOME TAX	2,399.0	2,430.8	-31.8	-1.3%	35.0%	31.0%	4.0%
INCOME TAX (BENEFIT) EXPENSE	691.1	694.6	-3.5	-0.5%	10.0%	9.0%	1.0%
NET INCOME	1,707.9	1,736.2	-28.3	-1.6%	25.0%	22.0%	3.0%

8% decrease in real estate sales
Due to the effects of the COVID-19 pandemic, the Group had experienced temporary halt and slowing down of majority of its operations, thus real estate sales decreased during the period. In general, the pandemic had impacted the real estate sector, decreasing demand in real estate properties in 2020.

40% decrease in rental income
Retail operations were severely hit as majority of establishments were closed. Rental payments were also waived during the Enhanced Community Quarantine. Reduced foot traffic resulted to decrease in rental revenue.

26% decrease in interest income
Parallel with the decrease in real estate sales during the year, interest income posted the same trend as it is directly attributed to sales performance.

62% increase in dividend income
The increase is directly attributed to the dividends declared from the Group's investment in Philippine Racing Inc. and Manila Jockey Club Inc.

21% increase in other income
The increase is a result of booking of surcharges / penalties from customer's default on payment, income from hotel operations and gains from repossession.

24% decrease in cost of real estate sales
The decrease in real estate sales directly affects the recognized cost of sales.

33% decrease in cost of rental income
A temporary halt in commercial operations was experienced during the Enhanced Community Quarantine, thus attributable cost to operate also decreased. Further, only those tenants offering essentials products and services were allowed to operate. Depending on the quarantine protocols, only a limited number of tenants continued its operations during the quarantine period.

10% decrease in commission
Paralleled with the decrease in real estate sales during the year, commission expense posted the same trend as it is directly attributed to sales performance.

36% decrease in advertising
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

31% decrease in representation
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

35% decrease in repairs and maintenance
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

6% decrease in depreciation
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

62% decrease in professional fees
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

54% decrease in utilities
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

19% decrease in miscellaneous expense
The temporary halt and slow down of majority of the Group's operations resulted to lower selling and administrative expenses incurred during the period.

27% increase in expected credit losses
With the deferment of some of the collections due to the implemented extension of payment terms, the Group recognized additional risk of non-collection, thus increasing its recognized expected credit losses for 2020.

12% increase in interest expense
With the maximization of tapping the debt market to maintain good liquidity position, increase in availment of short-term loans also increased the interest expense during the period.

Year Ended December 31, 2019 compared to year ended December 31, 2018

Overview of Operations

With the growing demand for real estate and the Company's dedication to provide quality and excellence in its endeavor, the Company achieved another milestone as a result of 94% surge in revenue for year 2019. Net income after tax increased to ₱ 1,736 million in 2019 from ₱ 1,065 million last year. Driven by aggressive development in its pipeline projects where the Company utilized ₱ 9,704 million for capital expenditure coupled with effective implementation of its extensive marketing efforts, real estate sales grew from ₱ 2,428 million in 2018 to ₱ 5,871 million in 2019. Rental revenue slightly increased to ₱ 898 million in 2019 from ₱ 859 million in 2018.

Revenue

Driven by strong demand for real estate, the Company was able to generate gross revenue of ₱5,871 million in 2019 from its real estate sales. Income from its leasing portfolio slightly increased by ₱40 million from ₱859 million recognized in 2018 due to minimal escalation rates in lease contracts. The

Company expects to launch an office building in year 2020 which will add to its leasing portfolio. With extensive marketing strategies employed, more properties were sold and majority of the buyers opted for longer payment schemes resulting to increase in recognized interest income totaling to ₱ 647 million in 2019 as compared to ₱ 301 million in 2018. Other income also increased to ₱ 294 million in 2019 from ₱256 million in 2018.

Cost and Expense

Total expenses for the year amounted to ₱ 6,074 million, 105% higher than ₱ 2,967 million in 2018. Total expenses comprised of cost of sales amounting to ₱ 3,231 million, selling and administrative expenses amounting to ₱ 1,263 million, interest expense amounting to ₱ 886 million and income tax expense amounting to ₱ 695 million as compared to ₱ 1,513 million, ₱ 670 million, ₱ 707 million and ₱ 77 million, respectively.

Net Income

As the company seizes the growing demand of real estate, robust increase in net income after tax amounted to ₱ 671 million which translates to 63% increase from ₱ 1,065 million in 2018. Net income after tax amounts to ₱ 1,736 million.

Project and Capital Expenditures

The Company apportioned ₱ P9,704 million for project and capital expenditures as the Company seeks to capture the growing demand for real estate – a bold move from the Company to become the country's leading real estate company not in sheer size but in ways more meaningful quality projects, quality business plans, grow, returns and innovation. The amount is accounted for the continuous development of the Company's existing residential and commercial projects and the financing of newly developed projects. As part of its growth strategy, the Company acquired raw lands for new residential and condominium project developments amounting to ₱ 3,282 million for the year 2019.

Financial Condition

Assets

The Company's total assets increase to ₱ 40,352 million in 2019 from ₱ 34,716 million in 2018. The 16% increase is due to increase in receivables by ₱ 2,033 million, which resulted from buyers opting to avail of the installment payment scheme. Significant capital expenditure also drives the increase in total assets.

Investment property and other noncurrent assets increased by 9% and 123% or ₱ 443 million and ₱ 266 million, respectively due to construction of the new office building which is expected to be launched in 2020.

Liabilities

Total liabilities reported to be ₱ 24,238 million in 2019 compared to ₱ 20,262 million in 2018. The 20% increase is mainly attributable to the increase in contract liabilities, accounts payable, long term debt and deferred tax liabilities amounting to ₱ 1,395 million, ₱ 793 million, ₱ 999 million and ₱ 379 million, respectively. The increase in contract liabilities, previously recognized as customers' deposit, is due to more reservation fees and downpayment collected from sales of real estate.

Income tax payable also increased by 149% or ₱ 30 million in relation to revenue surge of 94%.

Equity

Total stockholders' equity increased by ₱ 1,660 million in 2019 due to increase in net income generated during the year amounting to ₱ 1,736 million. There was slight decrease in unrealized gain from investment in financial assets measured at fair through other comprehensive income amounting to ₱ 77 million.

Key Performance Indicators

	31-Dec-19	**31-Dec-18**
Current Ratio	2.65	2.82
Debt to Equity	.93	.94
Interest Coverage Ratio	374.35%	261.61%
Return on Asset	4.30%	3.06%
Return on Equity	10.77%	7.37%

*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 Company, including any default or acceleration of an obligation.

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Company and unconsolidated entities were created during 2019.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2019 versus the Balance Sheet as of December 31, 2018

	HORIZONTAL ANALYSIS				VERTICAL ANALYSIS		
In P millions	**December 31, 2019**	**December 31, 2018**	**P Change**	**% Change**	**December 31, 2020**	**December 31, 2018**	**% Change**
ASSETS							
Current Assets							
Cash	903.4	1,064.5	-161.1	-15.1%	2.0%	3.0%	-1.0%
Receivables	2,368.9	1,874.0	494.9	26.4%	6.0%	5.0%	1.0%
Contract assets	1,618.9	701.5	917.4	130.8%	4.0%	2.0%	2.0%
Real estate inventories	21,870.1	18,303.7	3,566.4	19.5%	54.0%	53.0%	1.0%
Other current assets	4,715.7	5,204.1	-488.4	-9.4%	12.0%	15.0%	-3.0%
Total Current Assets	31,476.9	27,147.7	4,329.2	15.9%	78.0%	78.0%	0.0%
Noncurrent Assets							
Noncurrent installment contracts receivables	547.2	494.8	52.4	10.6%	1.0%	1.0%	0.0%
Contract assets - net of current portion	1,241.6	673.1	568.5	84.5%	3.0%	2.0%	1.0%
Investment properties	5,597.4	5,154.5	442.9	8.6%	14.0%	15.0%	-1.0%
Property and equipment	58.9	44.5	14.4	32.4%	0.0%	0.0%	0.0%
FVOCI	948.2	985.0	-36.8	-3.7%	2.0%	3.0%	-1.0%
Other noncurrent assets	482.1	216.5	265.6	122.7%	1.0%	1.0%	0.0%
Total Noncurrent Assets	8,875.4	7,568.4	1,307.0	17.3%	22.0%	22.0%	0.0%
TOTAL ASSETS	40,352.3	34,716.2	5,636.1	16.2%	100.0%	100.0%	
LIABILITIES AND EQUITY							
Current Liabilities							
Accounts and other payables	4,784.2	3,990.8	793.4	19.9%	12.0%	11.0%	1.0%
Loans payable – short term	3,521.2	3,608.0	-86.8	-2.4%	9.0%	10.0%	-1.0%
Contract liabilities	3,039.2	2,017.7	1,021.5	50.6%	8.0%	6.0%	2.0%
Long-term debt - current portion	467.0	–	467.0	–	1.0%	0.0%	1.0%
Income tax payable	49.6	19.9	29.7	149.2%	0.0%	0.0%	0.0%
Total Current Liabilities	11,861.2	9,636.4	2,224.8	23.1%	29.0%	28.0%	1.0%
Noncurrent Liabilities							
Loans payable – long term	10,998.0	9,998.8	999.2	10.0%	27.0%	29.0%	-2.0%
Contract liabilities - net of current portion	418.4	45.4	373.0	821.6%	1.0%	0.0%	1.0%
Pension liabilities	6.0	5.5	0.05	–	9.0%	0.0%	0.0%
Deferred tax liabilities - net	954.6	575.8	378.8	65.8%	2.0%	2.0%	0.0%
Total Noncurrent Liabilities	12,377.1	10,625.5	1,751.6	16.5%	31.0%	31.0%	0.0%
Total Liabilities	24,238.3	20,261.9	3,976.4	19.6%	60.0%	58.0%	2.0%
Equity							
Capital Stock	10,796.5	10,796.5	0.0	0.0%	27.0%	31.0%	-4.0%
Additional paid-in capital	330.0	330.0	0.0	0.0%	1.0%	1.0%	0.0%
Retained earnings	6,138.6	4,402.4	1,736.2	39.4%	15.0%	13.0%	2.0%
Unrealized gain on FVOCI	491.4	568.8	-77.4	-13.6%	1.0%	2.0%	-1.0%
Remeasurement losses on pension	-2.4	-3.3	0.9	-27.3%	0.0%	0.0%	0.0%

Treasury shares	-1,640.0	-1,640.0	0.0	0.0%	-4.0%	-5.0%	1.0%
Total Equity	16,114.0	14,454.3	1,659.7	11.5%	40.0%	42.0%	-2.0%
TOTAL LIABILITIES AND EQUITY	40,352.3	34,716.2	5,636.1	16.2%	100.0%	100.0%	0.0%

15% decrease in cash
The decline in the balance of cash is directly attributable to the aggressive development and expansion of pipeline projects and acquisition of raw lands, in response to the growing demand for real estate.

26% increase in receivables
The increase in receivables is directly attributed to the 142% surge in real estate sales due to strong demand and extensive marketing efforts.

20% increase in real estate inventories
Seizing the strong demand for real estate for 2019, the Company apportioned most of its capital in project developments and acquisition of raw lands, thus increasing the real estate inventory.

9% decrease in other current assets
This consists of increased advances made to contractors and marketing arms contracted by the Company to boost its project developments and sale of its property.

53% increase in noncurrent receivables
The increase in receivables is directly attributed to the 142% surge in real estate sales due to strong demand and extensive marketing efforts.

9% increase in investment property
The increase is a result of expansion of the Company's leasing portfolio through the construction of a new office building expected to be launched in 2020.

32% increase in property and equipment
The increase is due to acquisition of new office equipment and vehicles for the Company's operation.

123% increase in other noncurrent assets
This is mainly due to security deposits made by mall tenants and advances made to contractors for the construction of the new office building.

20% increase in accounts and other payables
This is primarily due to the procurement of raw land to be used in project developments under installment payment schemes and billings from contractors that are not due for payment. Unearned processing fee for customers also contributed to the increase.

149% increase in income tax payable
This is directly related to the increase in revenue for year 2019.

51% increase in contract liabilities - current
This is attributable to the increase in reservation fees and collection of down payments from the sale of real estate lots.

10% increase in long term debts
The Company obtains some of its finances to fund and support its activities through availment of long-term loans.

821% increase in contract liabilities – noncurrent
This is attributable to the increase in reservation fees and collection of down payments from the sale of real estate lots.

9% increase in pension liabilities
This is a result of changes in estimates for retirement liability as valued by an independent actuary.

66% increase in deferred tax liabilities-net
This is mainly attributable to timing differences of revenue recognition of real estate transactions and others for tax purposes versus accounting purposes.

14% decrease in unrealized gain on fair value of available-for-sale financial assets
The decrease was due to the decline in market price of investment securities in Philippine Racing Inc. and Manila Jockey Club Inc.

26% decrease in unrealized gain on pension liabilities
This is a result of changes in estimates for retirement liability as valued by an independent actuary.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2019 versus the Income Statement for the year ended December 31, 2018

	HORIZONTAL ANALYSIS				**VERTICAL ANALYSIS**		
In ₱ millions, except per share figures	**December 31, 2019**	**December 31, 2018**	**P Change**	**% Change**	**December 31, 2019**	**December 31, 2018**	**% Change**
REVENUE							
Real estate sales	5,871.5	2,428.3	3,443.2	141.8%	75.0%	60.0%	15.0%
Rental income	898.3	858.8	39.5	4.6%	12.0%	21.0%	-9.0%
Commission income	93.6	181.3	-87.7	-48.4%	1.0%	4.0%	-3.0%
Interest income	647.0	301.0	346.0	115.0%	8.0%	7.0%	1.0%
Dividend income	5.7	7.2	0.0	0.0%	0.0%	0.0%	0.0%
Others	294.2	255.7	38.5	15.1%	4.0%	6.0%	-2.0%
	7,810.3	4,032.2	3,778.1	93.7%	100.0%	100.0%	
COSTS AND EXPENSES							
Costs of real estate	2,680.8	959.0	1,721.8	179.5%	34.0%	24.0%	10.0%
Costs of rental income	550.2	554.0	-3.8	-0.7%	7.0%	14.0%	-7.0%
	3,231.0	1,513.0	1,718.0	113.5%	41.0%	38.0%	3.0%
Commissions	687.8	324.7	363.1	111.8%	9.0%	8.0%	1.0%
Representation	71.1	18.0	53.1	295.0%	1.0%	0.0%	1.0%
Taxes, licenses and fees	100.1	70.8	29.3	41.4%	1.0%	2.0%	-1.0%

Salaries and wages and other benefits	82.5	65.1	17.4	26.7%	1.0%	2.0%	-1.0%
Advertising	107.9	59.7	48.2	80.7%	1.0%	1.0%	0.0%
Repairs and maintenance	63.0	33.6	29.4	87.5%	1.0%	1.0%	0.0%
Utilities	14.9	7.5	7.4	98.7%	0.0%	0.0%	0.0%
Professional fees	42.8	21.1	21.7	102.8%	1.0%	1.0%	0.0%
Depreciation and amortization	23.1	17.0	6.1	35.9%	0.0%	0.0%	0.0%
Expected credit loss	1.1	1.4	-0.3	-21.4%	0.0%	0.0%	0.0%
Transportation, travel, office supplies and miscellaneous	68.3	51.6	16.7	32.4%	1.0%	1.0%	0.0%
	1,262.5	670.4	592.1	88.3%	16.0%	17.0%	-1.0%
INTEREST EXPENSE	886.0	706.7	179.3	25.4%	11.0%	18.0%	-7.0%
INCOME BEFORE INCOME TAX	2,430.8	1,142.1	1,288.7	112.8%	31.0%	28.0%	3.0%
INCOME TAX (BENEFIT) EXPENSE	694.6	76.9	617.7	803.3%	9.0%	2.0%	7.0%
NET INCOME	1,736.2	1,065.2	671.0	63.0%	22.0%	26.0%	-4.0%

142% increase in real estate sales
With the growing demand for real estate, the Company achieved another milestone as a result of 142% surge in revenue for year 2019. The Company seized the strong demand by aggressive project development and launching of new projects for market offering.

5% increase in rental income
The slight increase is due to the minimal escalation rate in lease contract.

115% increase in interest income
The increase in sales significantly increased the recognized interest income during the year as more buyers opted to avail of the installment payment scheme.

48% decrease in commission income
The Company's marketing subsidiary focused on selling parent company's properties due to bulk increase from expansions and launching of new projects.

21% decrease in dividend income
The decrease is due to lower dividend declared from the Company's investment in Philippine Racing Inc. and Manila Jockey Club Inc.

15% increase in other income
The increase is a result of booking of surcharges / penalties from customer's default on payment, income from hotel operations and gains from repossession.

180% increase in cost of real estate sales
This is attributed to the revenue surge from real estate sales.

112% increase in commissions
A commission fee of 12% of the contract price is paid to marketing arms for every sale made, thus, commission also increase relative to revenue surge.

41% increase in taxes, licenses and fees
This is attributed to increase in real property taxes due to additions of new projects to the Company's real estate portfolio, and increase in documentary stamp tax from execution of loan agreements. The procurement of permits and licenses also contributed to the increase.

81% increase in advertising
In the effort of the Company to increase real estate sales and seize the growing demand, the Company spends a considerable amount to market its existing products and introduce new projects.

27% increase in salaries, wages and other benefits
Due to its growing and expanding operation, the Company hires additional employees to cater increased volume of transactions.

295% decrease in representation
This is attributed to the decrease in transaction costs incurred in the growing operations of the Company.

87% increase in repairs and maintenance
This is mainly attributable to increase in costs incurred for maintenance and further upkeep of condominiums, completed projects not yet turned over to homeowner's association and mall buildings.

103% increase in professional fees
The increase is mainly due to fees paid for property valuation, legal fees for the planned follow-on-offering and fees for actuarial valuation.

36% increase in depreciation and amortization
The increase is due to additions in property plant and equipment during the year.

100% increase in utilities
The increase is due to the recognition of annual utility expenses mainly for mall operation and comprised mostly of security, light, water and communication expenses

23% decrease in provision for expected credit losses
The reduction in management's estimate for expected credit losses is due to improved collectivity of receivables as observed from the payment behavior of customers.

32% increase in miscellaneous expense
The increase is attributable to surcharges and penalties incurred in permits and license procurement, insurance, legal, office supplies, software maintenance and transportation expenses.

25% increase in interest expense
To maximize its operating capacity, the Company availed short and long terms loans during the year that consequently increased interest expense.

803% increase in provision for income tax
The increase is relative to revenue surge for year 2019 and increase in deferred tax liabilities.

Year Ended December 31, 2018 compared to year ended December 31, 2017

Overview of Operations

The Company was able to hit a revenue growth of 9% in 2018 amounting to ₱ 4,032.2 million. Net income after tax increased by 30% to ₱ 1,065 million in 2018 from ₱ 818 million last year. The significant growth was mainly attributable to the increase in real estate sales contributed mostly by projects Palo Alto Rizal, Greenwoods Executive, Sta. Lucia Residenze Santorini and Sotogrande Davao. Boosted by the effective implementation of its extensive marketing efforts and across the board developments all over the country, real estate sales grew from ₱ 2,108 million in 2017 to ₱ 2,428 million in 2018. However, rental revenue decreased from ₱ 1,026 million in 2017 to ₱ 859 million in 2018.

Also, the Company was able to efficiently manage its cost at 38% of its gross revenue in 2018 compared to 39% registered in 2017.

Revenue

Boosted by the effective implementation of extensive marketing efforts and across the board developments all over the country, the Company was able to generate gross revenue of ₱ 2,428 million in 2018 from its real estate sales. However, rental income decreased by ₱ 167 million from ₱ 1,026 million recognized in 2017 due to reevaluation of lease rates to be competitive with neighboring malls. During the year, more buyers opted for longer payment schemes from real estate sales resulting to increase in recognized interest income totaling to₱ 301 million in 2018 as compared to ₱ 160 million in 2017. Revenue from other sources totaled ₱444 million in 2018.

Cost and Expense

Total expenses for the year amounted to ₱ 2,967 million, 13% higher than ₱ 2,872 million in 2017. Cost of sales is ₱ 1,513 million and ₱1,446 million, selling and administrative expenses is ₱ 670 million and ₱ 625 million, interest expense is ₱ 707 million and ₱ 488 million in 2018 and 2017 respectively.

Net Income

Net income after tax increased by 30% or ₱ 248 million from ₱ 818 million in 2017 to ₱1,065 million in 2018. The increase was primarily attributable to the increase in real estate sales.

Project and Capital Expenditures

The Company spent ₱ 6,506 million for project and capital expenditures in 2018. The amount is accounted for the continuous development of the Company's existing residential and commercial projects and finance newly developed projects. ₱ 319 million of the said amount was used in procuring raw lands for new residential and condominium project developments.

Financial Condition

Assets

The Company's total assets increased to ₱ 34,716 million in 2018 from ₱ 29,807 million in 2017. The 16% increase is due to significant project and capital expenditures spent in 2018 increasing the real estate inventory by ₱ 2,276 million. Also, the increase in other current assets amounting to ₱ 2,450 million has significantly affected the increase in total assets.

Liabilities

Total liabilities was at ₱ 20,262 million in 2018 compared to ₱ 15,497 million in 2017. This is attributable to the availment of long-term loans and issuance of corporate bonds during 2018. The increase in contract liabilities, previously recognized as customers' deposit, is due to more projects being sold during the year but are not yet booked as revenue following accounting standards policy. This contributed an amount of ₱ 840 million to the increase in total liabilities.

Equity

Total stockholders' equity increased by ₱144 million in 2018 due to the net income generated during the year amounting to ₱940 million. Also contributing to the increase is the change in fair value of available for sale financial assets amounting to P107 million.

Key Performance Indicators

	31-Dec-18	**31-Dec-17**
Current Ratio	2.82	2.27
Debt to Equity	0.94	0.73
Interest Coverage Ratio	261.61%	331.94%
Return on Asset	3.07%	2.74%
Return on Equity	7.37%	5.71%

*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 Company, including any default or acceleration of an obligation.

No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships between the Company and unconsolidated entities were created during 2018.

Material Changes in the Balance Sheet (+/- 5%) as of December 31, 2018 versus the Balance Sheet as of December 31, 2017

	HORIZONTAL ANALYSIS				VERTICAL ANALYSIS		
In P millions	**December 31, 2018**	**December 31, 2017**	**P Change**	**% Change**	**December 31, 2018**	**December 31, 2017**	**% Change**
ASSETS							
Current Assets							
Cash	1,064.5	626.2	438.3	70.0%	3.0%	2.0%	1.0%
Receivables	1,874.0	2,686.8	-812.8	-30.3%	5.0%	9.0%	-4.0%
Contract assets	701.5	0.0	701.5	0.0%	2.0%	0.0%	2.0%
Real estate inventories	18,303.7	16,027.8	2,275.9	14.2%	53.0%	54.0%	-1.0%
Other current assets	5,204.1	2,839.9	2,364.2	83.2%	15.0%	10.0%	5.0%
Total Current Assets	27,147.7	22,180.8	4,966.9	22.4%	78.0%	74.0%	4.0%
Noncurrent Assets							
Noncurrent installment contracts receivables	494.8	1,499.8	-1,005.0	-67.0%	1.0%	5.0%	-4.0%
Contract assets - net of current portion	673.1	0.0	673.1	0.0%	2.0%	0.0%	2.0%
Investment properties	5,154.5	5,157.6	-3.1	-0.1%	15.0%	17.0%	-2.0%
Property and equipment	44.5	55.7	-11.2	-20.1%	0.0%	0.0%	0.0%
FVOCI	985.0	878.0	107.0	12.2%	3.0%	3.0%	0.0%
Other noncurrent assets	216.5	121.0	95.5	78.9%	1.0%	0.0%	1.0%
Total Noncurrent Assets	7,568.4	7,626.2	-57.8	-0.8%	22.0%	26.0%	-4.0%
TOTAL ASSETS	34,716.2	29,807.0	4,909.2	16.5%	100.0%	100.0%	
LIABILITIES AND EQUITY							
Current Liabilities							
Accounts and other payables	3,990.8	2,992.2	998.6	33.4%	11.0%	10.0%	1.0%
Loans payable – short term	3,608.0	5,475.0	-1,867.0	-34.1%	10.0%	18.0%	-8.0%
Contract liabilities	2,017.7	1,223.4	794.3	64.9%	6.0%	4.0%	2.0%
Income tax payable	19.9	46.2	-26.3	-56.9%	0.0%	0.0%	0.0%
Total Current Liabilities	9,636.4	9,736.8	-100.4	-1.0%	28.0%	33.0%	-5.0%
Noncurrent Liabilities							
Loans payable – long term	9,998.8	5,039.7	4,959.1	98.4%	29.0%	17.0%	12.0%
Contract liabilities - net of current portion	45.4	0.0	45.4	0.0%	0.0%	0.0%	0.0%
Pension liabilities	5.5	2.2	3.3	150%	0.0%	0.0%	0.0%
Deferred tax liabilities - net	575.8	718.4	-142.6	-19.8%	2.0%	2.0%	0.0%
Total Noncurrent Liabilities	10,625.5	5,760.3	4,865.2	84.5%	31.0%	19.0%	12.0%

Total Liabilities	20,261.9	15,497.1	4,764.8	30.7%	58.0%	52.0%	6.0%
Equity							
Capital Stock	10,796.5	10,796.5	0.0	0.0%	31.0%	36.0%	-5.0%
Additional paid-in capital	330.0	330.0	0.0	0.0%	1.0%	1.0%	0.0%
Retained earnings	4,402.4	3,461.9	940.5	27.2%	13.0%	12.0%	1.0%
Unrealized gain on FVOCI	568.8	461.8	107.0	23.2%	2.0%	2.0%	0.0%
Remeasurement losses on pension	-3.3	-0.2	-3.1	1550.0 %	0.0%	0.0%	0.0%
Treasury shares	-1,640.0	-740.0	-900.0	121.6%	-5.0%	-2.0%	-3.0%
Total Equity	14,454.3	14,310.0	144.3	1.0%	42.0%	48.0%	-6.0%
TOTAL LIABILITIES AND EQUITY	34,716.2	29,807.0	4,909.2	16.5%	100.0%	100.0%	

70% increase in cash
The increase in cash is due to increase in collections from sales. Also, the availment of short and long-term loans counterweighed the substantial amount spent in capital expenditures, thus increasing the amount of cash in 2018.

30% decrease in receivables
The boosted collection effort had significantly reduced the receivable balances that resulted to increased realized cash during the year.

14% increase in real estate inventories
The increase is primarily due to significant capital expenditures in 2018. As the Company envisions expanding its business in the market niche, significant funds were allocated in project developments and acquisition of raw lands, thus increasing the real estate inventory.

89% increase in other current assets
The significant growth is due to the across-the-board project developments and aggressive marketing activities thus increasing prepayments to the contractors and marketing arms.

67% decrease in noncurrent receivables
The significant decrease is brought about by the extended efforts exerted in collections from customers.

20% decrease in property and equipment
The decrease is due to deprecation of assets.

12% increase in available for sale financial assets
There is an increase in the fair market value of the financial assets.

79% increase in other noncurrent assets
This is primarily due to significant security deposits made in 2018.

33% increase in accounts payable
The increase is mainly attributable to the increasing procurement of resources to be used in project developments acquired under installment payment schemes.

34% decrease in short-term debt
As the Company maximized its fund sourcing through long-term loan availment and issuance of corporate bonds, short-term lines were settled during the year.

57% decrease in income tax payable
This is mainly attributable to timing differences of revenue recognition of real estate transactions and others for tax purposes versus accounting purposes.

98% increase in long term debts
The Company maximized its fund sourcing activities through availment of long-term loans and issuance of corporate bonds.

20% decrease in deferred tax liabilities-net
The decrease is due to the reversal deferred tax liability attributed to the uncollected rent to SLECC.

155% increase in pension liabilities
This is due to the changes in estimates for retirement liability as valued by the independent actuary.

122% increase in treasury shares
The increase in treasury share was brought about by the purchase of 750,000,000 shares costing ₱900,000,000.

23% increase in unrealized gain on fair value of available-for-sale financial assets
The increase was due to the increase in market price of investment securities in Philippine Racing Inc. and Manila Jockey Club Inc.

1,434% increase in unrealized gain on pension liabilities
This is due to the changes in estimates for retirement liability as valued by the independent actuary.

Material Changes in the Income Statement (+/- 5%) for the year ended December 31, 2018 versus the Income Statement for the year ended December 31, 2017

	HORIZONTAL ANALYSIS				**VERTICAL ANALYSIS**		
In ₱ millions, except per share figures	**December 31, 2018**	**December 31, 2017**	**P Change**	**% Change**	**December 31, 2018**	**December 31, 2017**	**% Change**
REVENUE							
Real estate sales	2,428.3	2,108.5	319.8	15.2%	60.0%	57.0%	3.0%
Rental income	858.8	1,026.1	-167.3	-16.3%	21.0%	28.0%	-7.0%
Commission income	181.3	109.3	72.0	65.9%	4.0%	3.0%	1.0%
Construction income	0.0	1.6	-1.6	-100.0%	0.0%	0.0%	0.0%
Interest income	301.0	160.0	141.0	88.1%	7.0%	4.0%	3.0%
Dividend income	7.2	7.2	0.0	0.0%	0.0%	0.0%	0.0%
Others	255.7	276.6	-20.9	-7.6%	6.0%	7.0%	-1.0%
	4,032.2	3,689.3	342.9	9.3%	100.0%	100.0%	

COSTS AND EXPENSES							
Costs of real estate	959.0	860.9	98.1	11.4%	24.0%	23.0%	1.0%
Costs of rental income	554.0	584.0	-30.0	-5.1%	14.0%	16.0%	-2.0%
Costs of construction	–	0.9	100%	0.0%	0.0%	0.0%	0.0%
	1,513.0	1,445.8	67.2	4.6%	38.0%	39.0%	-1.0%
Commissions	324.7	244.0	80.7	33.1%	8.0%	7.0%	1.0%
Representation	18.0	19.7	-1.7	-8.6%	0.0%	1.0%	-1.0%
Taxes, licenses and fees	70.8	98.4	-27.6	-28.0%	2.0%	3.0%	-1.0%
Salaries and wages and other benefits	65.1	64.1	1.0	1.6%	2.0%	2.0%	0.0%
Advertising	59.7	56.3	3.4	6.0%	1.0%	2.0%	-1.0%
Repairs and maintenance	33.6	17.0	16.6	97.6%	1.0%	0.0%	1.0%
Utilities	7.5	21.9	-14.4	-65.8%	0.0%	1.0%	-1.0%
Professional fees	21.1	31.4	-10.3	-32.8%	1.0%	1.0%	0.0%
Depreciation and amortization	17.0	19.8	-2.8	-14.1%	0.0%	1.0%	-1.0%
Expected credit loss	1.4	2.6	-1.2	-46.2%	0.0%	0.0%	0.0%
Transportation, travel, office supplies and miscellaneous	51.6	49.6	2.0	4.0%	1.0%	1.0%	0.0%
	670.4	624.8	45.6	7.3%	17.0%	17.0%	0.0%
INTEREST EXPENSE	706.7	487.6	219.1	44.9%	18.0%	13.0%	5.0%
INCOME BEFORE INCOME TAX	1,142.1	1,131.0	11.1	1.0%	28.0%	31.0%	-3.0%
INCOME TAX (BENEFIT) EXPENSE	76.9	313.4	-236.5	-75.5%	2.0%	8.0%	-6.0%
NET INCOME	1,065.2	817.7	247.5	30.3%	26.0%	22.0%	4.0%

15% increase in real estate sales
As driven by the Company's vision of expanding its position in the market niche, boosted marketing efforts during the year were employed increasing the real estate sales recognized during the year.

16% decrease in rental income
This is due to re-evaluation of lease rates to be competitive with neighboring malls

88% increase in interest income
Boosted sales significantly increased the recognized interest income during the year as more buyers opted to choose installment payment scheme.

66% increase in commission income
The increase is due to significant marketing strategies employed by the Company's marketing subsidiary.

13% increase in cost and expenses
This is relatively due to increase in operations of the company.

33% increase in commissions

This is brought about by the increase in real estate sales recognized during the year.

28% decrease in taxes, licenses and fees
Due to the decrease in short-term line financing, minimal documentary stamp taxes were incurred during the year.

6% increase in advertising
The increase is mainly attributed to the boosted marketing strategies implemented during the year to increase sales.

2% decrease in salaries, wages and other benefits
Due to the decrease in employee turnover, previously hired personnel remained in the Company. This resulted in decreasing outflow of resources attributed in hiring new employees.

33% decrease in professional fees
The decrease is due to the termination of contracts from various consultant and professionals for the continuous project developments.

9% decrease in representation
This is primarily due to the decrease in representation related expenses paid by the Company.

14% decrease in depreciation and amortization
The decrease is due to lower depreciation recognized as result of minimal property and equipment acquisition during 2018.

66% decrease in utilities
The dropdown in amount is due to the effective implementation of cost management strategies relating to consumption of light, water and communication expenses.

97% increase in repairs and maintenance
The increase in the number of projects already completed but not yet turned over to homeowners' associations and Condominium Corporations significantly increased the incurrence of expenses related to repairs and maintenance for its upkeep.

45% decrease in provision for doubtful accounts
Extensive collection strategies were implemented thus, reducing the management's estimate for doubtful accounts.

45% increase in interest expense
The Company's shift in maximizing fund raising activities to availment of long-term loans and issuance of corporate bonds increased the recognized interest expense in 2018.

75% decrease in provision for income tax
The decrease is mainly attributed to the reversal of deferred tax liability.

FIVE (5) KEY PERFORMANCE INDICATORS

On Sales

The Company's marketing arms include:

1. Orchard Property Marketing Corp.
2. Royal Homes Marketing Corp
3. Asian Pacific Realty & Brokerage Corp.
4. Fil-Estate Group of Companies
5. Mega East Properties Inc.
6. Sta. Lucia Global Marketing Inc.
7. SantaLucia Ventures, Inc.
8. 1 Premiere Land Marketing Corporation

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 120,000, catering to clients all over the Philippines.

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

On Technology Exploitation

The Company 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, and achieving accuracy in 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 Company, particularly in property development. This software is expected to increase the efficiency and productivity of the Company, 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 Company's needs.

In addition to the software, the Company'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 online reservations. This website is expected to improve client convenience and also serve as a marketing tool.

On Inventory Optimization

The Company has in its portfolio a total of 3,789,429 square meters of residential, commercial and mixed-use properties from the 26 properties infused by SLRDI. Moreover, the Company has additional joint venture and land acquisition projects that have been executed since the inception of the Company.

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 Company. On average, most of these projects must be sold over a period of three to four years. Developments shall also take two to three years.

On Organization Design

The Company 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 its daily operations.

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

Off-Balance Sheet Arrangements

As of the date of this Prospectus, the Company did not have any material off-balance sheet arrangements or obligations that were likely to have current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity and capital expenditures or capital resources.

Liquidity and Capital Resources

The Company was able to meet its capital requirements through its capital resources, including those obtained from borrowings, prepaid sales and internally generated cash. Liquidity risk is the risk arising from the shortage of funds due to unexpected events or transactions. The Company manages its liquidity profile to be able to finance the capital expenditures and service the maturing debts. To cover the financing requirements, the Company intends to use internally generated funds and proceeds from debt and equity offerings

The Group actively manages its liquidity position to ensure that all operating, investing and financing needs are met. In mitigating liquidity risk, management measures and forecasts its cash commitments, matches debt maturities with the assets being financed, and maintains a diversity of funding sources with its unhampered access to bank financing and the capital markets. As of December 31, 2020 and 2019, the Group has no undrawn facilities. As part of the liquidity risk management, the Group is currently transacting with local banks for longer term corporate notes and negotiation of higher undrawn credit lines to meet the debtors', suppliers' and contractors' obligations and the Company's expansion.

At the Special Meeting of the Board of Directors of the Company held last March 12, 2021, the Company was authorized to issue up to ₱ 7 billion worth of corporate notes to refinance maturing and existing debt and for general corporate purposes.

Through scenario analysis and contingency planning, the Company also assesses its ability to withstand both temporary and longer-term disruptions relative to its capacity to finance its activities and commitments in a timely manner and at reasonable cost, and ensures the availability of ample unused credit facilities as back-up liquidity. As of March 31, 2021 and December 31, 2020, the Company's capital commitments amounted to ₱4,930.58 and ₱5,261.31 million.

FACTORS THAT MAY HAVE MATERIAL EFFECT ON THE OPERATIONS

Effects of Economic Conditions

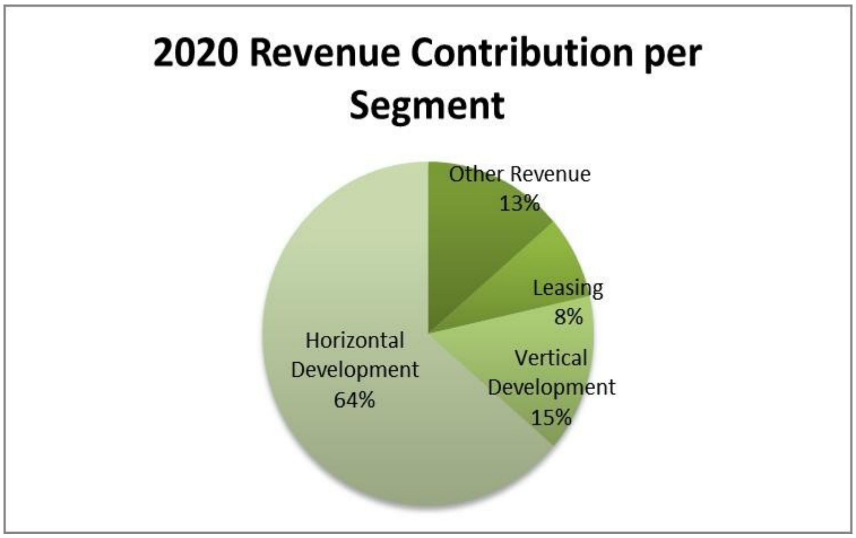
The results of the Company's operations and financial condition are affected by the general economic condition in the Philippines, including inflation rates, interest rate levels and currency exchange rate movements. For instance, the general performance of the Philippine economy affects demand for residential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

BUSINESS

OVERVIEW

Sta. Lucia Land, Inc. is the flagship property development arm of the Sta. Lucia Group of Companies (the "Group") which is principally engaged in real estate development, both horizontal and vertical, in various locations across the country. The Group has built a solid track record in the area of horizontal residential developments, particularly gated subdivisions, and has expanded into vertical developments, mall operations, housing construction and marketing. The Group is controlled by the Robles and Santos families.

The Company conducts its business through the following main operating segments:



Residential Projects

1. Horizontal Developments

    Residential Lots. Horizontal developments consist of residential lots for sale in gated subdivisions, complete with facilities and amenities. Typical features of these gated subdivisions 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. These projects involve minimal construction works.

    Since 2007, the Company has completed 87 residential subdivision projects and is currently developing 103 residential subdivision projects involving a total of 44,304 units with average selling prices per unit ranging from ₱400,000 to ₱12,000,000. Required downpayments are usually 15% to 20%, payable in 6 months to 1 year.

2. Vertical Developments

Townhouses. Townhouse projects are comprised of residential housing units with independent and identical houses that are built 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 (i.e., six to seven hectares), and are developed in phases. The Company starts with the next phase only once the previous phase is sold out.

The Company has completed four townhouse projects, three of which are known as Nottingham Villas located in (i) Jaro, Iloilo City, (ii) Taytay, Rizal and (iii) Puerto Princesa, Palawan, with 10, 11 and 15 phases, respectively. The Company also completed the Aquamira at Saddle in Tanza, Cavite with 3 phases. These projects have an average price of ₱2,980,000 per unit.

The Company has two other townhouse projects, also called as Nottingham Villas, currently being developed in (i) General Trias, Cavite and (ii) Monterosa, Iloilo. Downpayments of 15% to 20% are usually required, payable in 6 months up to two years. Balance of 80% is paid through in-house or bank financing.

Condominiums. The condominium projects of the Company are located in strategic locations near existing horizontal developments. The Company has completed the following seven residential condominium projects:

Condominium Project	Location
East Bel Air Tower 1	Cainta, Rizal
East Bel Air Tower 3	Cainta, Rizal
La Mirada Tower	Lapu-lapu City, Cebu
Neopolitan Condominium 1	Fairview, Quezon City
Splendido Taal Tower 1	Laurel, Batangas
Sta. Lucia Residenze – Monte Carlo (Tower 1)	Cainta, Rizal
The Orchard Pasig Tower	Pasig City

and currently has three ongoing projects, two in Cainta, Rizal (East Bel-Air 4 and Sta. Lucia Residenze – Madrid (Tower 3)) and one in Jaro, Iloilo (Green Meadows Condominium). The downpayment ranges from 15% to 20%, payable in two to three years. Balance of 80% is paid through in-house or bank financing.

Condotels. Condotel projects are condominium units being sold to individual buyers but are managed and operated as a hotel. For condotel projects, unit buyers are given the option to purchase a condominium unit or a condotel unit. A condotel unit is 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 management company usually receives at least 30% of net rental income. The condotel owner is not given any guarantee or assurance that the unit will be leased or if leased out, of any guaranteed return on the rental of his/her unit. Condotel unit owners are given 30 complimentary room nights per year which are transferrable across all the Company's condotels in the Philippines.

The Company has completed the following ten condotel projects:

Condotel Project	Location
Arterra Residences at Discovery Bay	Lapu-lapu City, Cebu
Stradella (formerly East Bel Air Tower 2)	Cainta, Rizal
La Breza Tower	Mother Ignacia Street, Quezon City
Sotogrande Iloilo Tower 1	Jaro, Iloilo
Splendido Taal Tower 2	Laurel, Batangas
Sta. Lucia Residenze – Santorini (Tower 2)	Cainta, Rizal
Crown Residence at Harbor Springs Resort	Puerto Princessa, Palawan
Sotogrande Katipunan	Katipunan, Quezon City
Sotogrande Hotel Davao	Davao City
Sotogrande Neopolitan	Fairview, Quezon City

and currently has seven ongoing projects in (i) Quezon City (The Tribute), (ii) Puerto Princesa (Sotogrande Palawan), (iii) Cebu (Nivel Hills) (iv) two in Baguio City (Sotogrande Baguio Tower 1 and 2), and (v) two in Batangas (Sotogrande Bauan and Nasacosta Peaks).

Average selling prices per unit range from ₱85,000 to ₱160,000 per sqm with required downpayments of 20%, payable in two to three years while the balance of 80% is paid through in-house or bank financing.

Commercial Properties

1. Mall

Sta. Lucia East Grand Mall ("SLEGM"). 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 gross floor area ("GFA") of 180,000 sqm and a gross leasable area of 89,940 sqm. The SLEGM is located at Marcos Highway cor. Felix Ave., Cainta, Rizal.

In 2014, the Company opened the expansion mall called Il Centro, which is comprised of a three-storey building with a GFA of 50,000 sqm and a gross leasable area of 9,136.62 sqm. The expansion mall has a 20,000 sqm parking to cater to residential tenants and mall clients.

Currently, the mall has 99,076 sqm gross leasable space of which 73.44% is leased. The 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.

2. Business Center

Sta. Lucia Business Center. The Company aims to expand its recurring income base by developing offices, malls and hotels as well as potentially entering into strategic partnerships for commercial asset management or development. In October 2020, the Company completed its six-storey Sta. Lucia Business Center in Cainta, Rizal, which offers 26,011 square meters of gross leasable office space. As of the first quarter 2021, this building is 100% leased out to a Philippine Offshore Gaming Operator ("POGO") under a five-year lease contract.

3. Commercial Lots

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 993 commercial lots covering 106.10 hectares adjacent to the Company's projects nationwide. There is an allocation for an average commercial space ranging from 300 to 2,000 sqm in the majority of the Company's projects. The Company intends to expand its retail portfolio by offering these commercial properties through 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 commercial space to retailers.

Services

1. Sale on Installment

The Company also earns revenue through its sale on installment program to cater to their customers who do not have the accumulated savings to pay for the projects of the Company but have sufficient recurring income to support monthly amortization payments. Around 90- 95% of the Company's sales are through its in-house installment program. The customers of the Company who avail of the program are charged higher than the prevailing interest rates of banks, ranging from 14% to 16% per annum and a 20% downpayment with tenors up to a maximum of 10 years. For 2020, around 95% of customers of SLI availed of the sale on installment facility with terms of 5 years or less.

2. Housing / Construction

The Company also ventured into housing construction services through its wholly-owned subsidiary, SLHI, which provides 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.). SLHI provides these services to its lot owners with the assurance of reliability from an established brand name. The price of house construction service ranges from ₱26,000 per sqm to ₱30,000 per sqm. Payment terms require a 20% downpayment that is payable up to six months, with the balance payable up to 10 years through in house or bank financing. While this remains a good opportunity for the Company to reach more lot buyers, the Company, for the next few years, will focus on project development through strategic land banking and joint ventures with land owners in key provinces.

3. Marketing

The Company is currently conducting marketing services through its subsidiary, SVI. SVI was incorporated with the primary purpose of marketing, operating, managing residential structures for lot buyers of the Group. The sales and marketing functions were shifted to SVI in order that the Company may focus on the development of its projects.

For the years ended December 31, 2018, 2019 and 2020, SLI had total revenues of ₱ 4,032.22 million, ₱7,810.29 million and ₱ 6,853.15 million, respectively. The Company also had net income of ₱1,065.18 million, ₱ 1,736.20 million and ₱ 1,707.95 million, respectively, over the same periods. For the three months ended March 31, 2020 and 2021, the Company had total revenues of ₱ 1,798.75 million and ₱2,301.00 million respectively.

HISTORY

The Group's early beginnings as a real estate developer began in 1971 under the name Buen-Mar Realty ("Buen-Mar") established by siblings Buenaventura Robles and Marcela Robles-Santos, aided by their spouses Dominga Dumandan-Robles and Atty. Felipe G. Santos. Buen-Mar gave way to the creation of what is now known as the Sta. Lucia brand – a name rooted in the family's strong religious beliefs. Saint Lucia, also known as Lucia of Syracuse or Saint Lucy, is the patron saint of vision. The name "Lucia" is derived from the Latin word for light. Atty. Felipe Santos and then 19-year old Exequiel Robles, the eldest of the Robles siblings, took over the business and incorporated Sta. Lucia Realty & Development, Inc. ("SLRDI") in 1971, a move which paved the way for the Group's venture into full-scale horizontal land development. Exequiel D. Robles continued his father's work in real estate as head of the Group.

In 1996, the Group started its first residential and golf course development in the country, The Orchard Golf and Country Club (the "Orchard"), which has two golf courses designed by Gary Player and Arnold Palmer, respectively, well regarded professional golfers. The Orchard was the first world class golf course development in the Philippines with a fully integrated golf and residential community. Since then, the Group has constructed over 15 golf courses, currently the highest number for any developer in the country. Aside from residential projects and golf courses, the Group has also developed a 10.5-hectare mall complex in Cainta, Rizal, the Sta. Lucia East Grand Mall ("SLEGM") and select resorts and hotels such as Palo Alto Rizal, Club Morocco Zambales, Aqua Mira Cavite, Vistamar Cebu, Nasacosta Batangas, Sotogrande Cebu, Arterra Cebu, Santorini Rizal, Sotogrande Iloilo, etc. which are all complementary to existing residential projects.

The Company, prior to the entry of SLRDI, was a dormant listed company which was engaged in clay mining operations until 1995. The Company was incorporated on December 6, 1966 under the name "Almario E. Mendoza & Company, Inc." authorized to carry on a business of manufacturing of lumber, plywood, veneer, and of similar kind or nature. On November 5, 1973, the Company's name was changed to "Zipporah Copper & Gold Mining Corporation" with its corporate purpose amended authorizing it to engage in mining activities. On March 18, 1987, the Company again changed its name and was called "Zipporah Mining & Industrial Corporation". On August 14, 1996, the Company's corporate name was changed to "Zipporah Realty Holdings, Inc." with the primary purpose amended to real estate development. On October 9, 2007, the Company's corporate name was changed to its current name, Sta. Lucia Land, Inc., together with the primary purpose allowing it to engage in both horizontal and vertical developments. At this point, the Group already had a 20.92% interest the Company.

In 2008, SLDRI increased its stake in the Company from 20.92% to 97.22% through an asset for share swap transaction and was effectively listed in the PSE via backdoor listing. SLRDI subscribed to 10,000,000,000 common shares of the Company in exchange for the assignment of all its rights, title and interest to certain investment properties consisting of (i) the Sta. Lucia East Grand Mall amounting to ₱4,710.00 million and (ii) several parcels of land amounting to ₱6,018.50 million with assumption of mortgage in the amount of ₱723.60 million in favor of the Company. This additional ₱10 billion subscription was consummated on May 20, 2008, the day SEC approved the Company's application to increase its authorized capital stock from ₱2 billion divided into 2,000,000,000 common shares to ₱16 billion divided into 16,000,000,000 common shares.

Since its listing in the PSE, SLI continued to grow its business by focusing on its core competencies of providing master-planned gated communities/subdivisions.

In 2013, complementing its existing residential projects, the Company decided to establish Sta. Lucia Homes, Inc. ("SLHI") to handle housing construction and Santalucia Ventures, Inc. ("SVI") for marketing, operation and development of the Company's projects. SLHI was incorporated on February 20, 2013 with the primary purpose of constructing and developing residential structures for lot buyers of the Group. A few months later, or on April 5, 2013, SVI was incorporated with the primary purpose of marketing, operating, managing residential structures for lot buyers of the Group.

More than five decades later, having successfully developed namesake subdivisions in Pasig City and various municipalities in the Rizal province, the Group expanded its presence into new markets while strengthening its hold on existing markets. Most of the Group's projects are residential subdivisions, where they offer lot owners an area where they can build a home, nurture a family and have a lifestyle of their own. Most of the subdivisions built by the Company include community and sports facilities such as a clubhouse, swimming pool, basketball court, landscaped gardens and a children's playground and, in addition to basic amenities, concrete roads, adequate water and electrical power. In larger communities, the Group's developments may include tennis courts, water slides, bowling facilities, and man-made lakes.

From its beginnings more than 50 years ago, the Group has grown to be an established nationwide developer of gated subdivision lots catering to the middle class in emerging cities. The following are the major developments in the history of the Group:

1971	• Buenaventura Robles and Marcela Robles- Santos established Buen-Mar Realty to develop gated subdivisions

1991	• Development of the SLEGM, the first mall in Cainta, Rizal
2007	• Back-door listing of the Group's assets by acquiring Zipporah Realty Holdings, Inc. and the formation of Sta. Lucia Land, Inc as the sole developer of the Group
2009	• Launch of the first master planned lake community in Iloilo (Greenmeadows) • Launch of the Company's first high-rise project in Metro Manila called La Breza Tower
2012	• Start of the development of the Company's first townhouse project comprised of 7 clusters, the Nottingham Villas Townhomes in Rizal province. The first cluster was sold out in less than a year.
2013	• Incorporation of SLHI and SVI as the Company ventures into house construction and marketing services
2014	• Reached record of ₱2.3 billion in sales revenue and ₱549 million in net income
2015	• Maiden capital market offering of ₱4 billion retail bonds listed in Philippine Dealing & Exchange Corp. ("PDEx") with credit rating of AA+
2016	• With strengthened management team and corporate governance, the Company received numerous seals of excellence
2017	• 10-year corporate notes for ₱3.1 billion
2018	• Reached record of ₱4.0 billion in revenue and ₱1.065 billion in net income • 7-year corporate notes for ₱5 billion
2019	• Reached record of ₱7.81 billion in revenue, ₱1.73 billion in net income and ₱40.35 billion in total assets
2021	• 3-year and 5-year corporate notes for ₱7 billion

In recognition of its efforts, SLI has garnered several awards and recognitions over the years:

Period	**Awards**	**Category**
2021	High Growth Companies Asia-Pacific	Nikkei Asia & Financial Times
2021	Top 500 Hi-Growth Companies in Asia (Top 288)	Financial Times
2021	The Philippines' Growth Champions 2021	Philippine Daily Inquirer
2020	Readers Digest	Quality Service Awards (Silver)
2019	FIABCI – Philippines International Real Estate Federation	Best Hotel in Visayas (Gold) "Arterra, Cebu"
2019	FIABCI – Philippines International Real Estate Federation	Property Man of the Year "Mr. Exequiel D. Robles"
2019	FIABCI – Philippines International Real Estate Federation	Excellence Award - Diplomate
2018-2019	Golf Digest	Top 10 Best Golf Course in the Philippines
2018	APAC Insider Philippine Business Awards	Best Real Estate Developer Company

2018	Outlook Awards 2018	Highly Commended Developer of the Year – Luzon
2018	Outlook Awards 2018	Highly Commended Premium Condo of the Year – Visayas & Mindanao "Arterra Bayfront Residences"
2017	Asia CEO Awards	Smart Enterprise Global Filipino Executive of the Year
2017	Asia CEO Awards	TCS Executive Leadership Team of the Year
2016	Asia CEO Awards	Heart for OFWs Company of the Year
2016	Asian Golf Awards 2016	Top 10 Best Golf Course in the Philippines
2016	Asia-Pacific Stevie Awards	Innovative Management in Consumer Products & Services Industries
2014-2019	World Golf Awards	Philippines' Top 10 Best Golf Courses
2012	My Property.ph Real Estate Awards	Best Investment Awards for Splendido Towers
2012	BCI Asia	Top 10 Developer in the Philippines
2007 - 2011	Reader's Digest	Reader's Digest Trusted Brand (Gold)

The Company is listed on the PSE under the ticker "SLI". As of March 31, 2021, the Company is 81.7550% owned by SLRDI.

RECENT DEVELOPMENTS RELATING TO COVID-19

Background

Following the outbreak of the coronavirus disease that started in Wuhan, Hubei, China, on January 30, 2020, the World Health Organization ("WHO") declared the 2019 coronavirus disease ("COVID-19") outbreak a Public Health Emergency of International Concern, and subsequently, with the continued increase in the number of confirmed cases throughout the world, a pandemic on March 11, 2020.

In response to the pandemic, the Philippine government placed Metro Manila under enhanced community quarantine from March 16 to May 15, 2020 and, among others, restricted traveling through land, domestic air, and domestic sea from Metro Manila. Other local governments in the Philippines followed in implementing similar lockdowns. Since March, 2020, the government has implemented the community quarantine with varying degrees of restriction to stop the spread of COVID-19. The community quarantine classifications imposed within the country include Modified General Community Quarantine ("MGCQ"), General Community Quarantine ("GCQ"), and Modified Enhanced Community Quarantine ("MECQ") and Enhanced Community Quarantine ("ECQ"). The quarantine measures remain subject to further evaluation by the Inter-Agency Task Force for the Management of Emerging Infectious Diseases.

As of June 30, 2021, the Philippines had a total of 1,412,559 confirmed cases and 24,662 deaths reported by the Department of Health ("DOH"). As of July 2, 2021, total cases worldwide have reached 182,319,261 with 3,954,324 deaths, as reported by the WHO. The Philippine government, primarily through the Local Government Units, have been actively administering COVID-19 vaccinations in an effort to achieve herd immunity. According to the DOH, a total of 10,443,407 COVID-19 vaccine doses have been administered as on June 30, 2021.

Given the measures imposed by the Philippine government to address the spread of the virus, the Philippine economy was expected to contract in 2020, which according to initial government estimates, the GDP would range between (0.1%) and 0.5%. According to the Philippine Statistics Authority, the Philippine GDP shrank higher than expected at 4.2% for the first quarter of 2021. The World Bank has lowered its GDP forecast for the Philippines for 2021 from 5.5% to 4.7%.

The Philippine stock market has also fallen since Metro Manila was placed under community quarantine, which led the PSE benchmark index ("PSEi") to reach the 4,000 level, its lowest in the past eight (8) years, and trigger its circuit breaker twice to temporarily halt trading of stocks for fifteen (15) minutes. As of June 30, 2021, the PSEi has slightly recovered to 6,901.91 given the measures implemented by the Philippine government. To cushion the economic impact, the Philippine government has employed both monetary and fiscal expansionary tools.

On March 19, 2020, the BSP reduced its policy rates by fifty (50) basis points, which brought the reverse purchase rate to 3.25%, and overnight lending and deposit rates to 3.75% and 2.75%, respectively. The BSP likewise reduced the reserve requirement ratio by 400 basis points for banks in order to boost domestic liquidity. As of June 30, 2021, the BSP maintained the following rates: overnight lending rate of 2.50%, deposit rate of 1.50%, overnight reverse repurchase rate of 2.0%. The BSP is projected to maintain the current reserve requirement ratio of 12% to maintain market liquidity and continually stimulate the economy.

In terms of the government's fiscal policy efforts, on March 16, 2020, the Philippine government initially unveiled a ₱27.1 billion spending plan to support the tourism sector, the DOH in its procurement of testing kits and hospital gear and equipment, the reskilling of displaced workers, and provide subsidy to farmers, fisherfolk, displaced workers and micro businesses. On March 24, 2020, Republic Act No. 11469 or the "Bayanihan to Heal as One Act" was signed into law, which authorized the Philippine government to (i) exercise powers to meet the current national emergency related to COVID-19 for three months, unless extended by congress, (ii) reallocate, realign and reprogram a budget of around ₱275 billion from the national budget in response to the pandemic, and (iii) temporarily take over or direct the operations of public utilities and privately owned health facilities and other necessary facilities, when the public interest so requires for quarantine, among others.

Impact on the Operations of the Company

The Group continues to abide by and comply with all rules and regulations issued by the government in relation to the COVID-19 pandemic. In line with applicable rules and regulations, the said risks are mitigated by business continuity strategies set in place by the Group. Measures currently undertaken by the Group to mitigate the risks of COVID-19 pandemic on its operations include work-from-home arrangements, proper and frequent sanitation of office premises, cancellation of large group meetings in person, an internal ban on foreign business travel, and the practice of social distancing through remote communication, among others.

The quarantine restrictions and recent social distancing guidelines limit the operations of malls and construction completion. Despite the challenges, the Group prioritized easing the burden of its customers by providing payment grace periods or rental relief. Since physical gatherings were no longer possible, marketing efforts shifted to digital platforms to resume promotional campaigns.

In addition, the Group's strong presence outside Metro Manila is a factor that lessens the impact of the lockdown, as most areas especially in the provinces have already transitioned to modified general community quarantine where it can ramp up the construction activities.

The Group is closely monitoring the situation and the changes in their target market's behaviour as a result of the "new normal". Despite adverse effect in real estate industry, the Group proves to be resilient that it expects to launch all projects and its leasing expansion on time.

In 2020, as a result of COVID-19 pandemic, SLI granted its mall tenants lease concessions ranging from 50% to 100% of monthly rent depending on the nature of the tenant's operations. Rent concessions provided amounted to ₱ 166.54 million. These rent concessions qualified as a lease modification, thus, were accounted for as a new lease from the effective date of the modification and recognized remaining lease payments on a straight-line basis over the remaining lease term.

Also in 2020, the Group, provided reliefs under Bayanihan 1 Act and Bayanihan 2 Act, by offering financial reliefs to its borrowers/counterparties as a response to the effect of the COVID-19 pandemic. These relief measures included the restructuring of existing receivables and extension of payment terms.

Mitigation Efforts by the Company

Notwithstanding the effects of the COVID-19 pandemic on its revenues and construction activities, the Company was able to operate effectively and efficiently through (i) the contingencies it provided to its people, who are the backbone of its operations; and (ii) proactive steps undertaken to maintain a safe workplace and adoption of practices protecting the health of its employees, clients and others. Some of these are described below.

Contingencies provided to the backbone of the Company's operations

- Implementation of the Work from Home (WFH) arrangement for employees whose work can be done from home;

- Advance payment of salaries and partial release of bonus, upon implementation of the community quarantine in 2020, to support the initial day to day needs of its employees;

- Periodic COVID-19 testing for employees that report for work in the Company's offices, and vaccination program for its employees;

- Golf clubs also extended cash and food assistance to their caddies.

Steps in maintaining a safe workplace and practices promoting the health of employees and customers

- Appointment of the Company's sanitation team and regular cleaning of the Company's offices and the SLEGM where the supermarket, drugstores, clinics and other essential stores that remained open to cater the basic needs of the public;

- Cancellation of large group meetings in person;

- Provision of meals to frontliners;

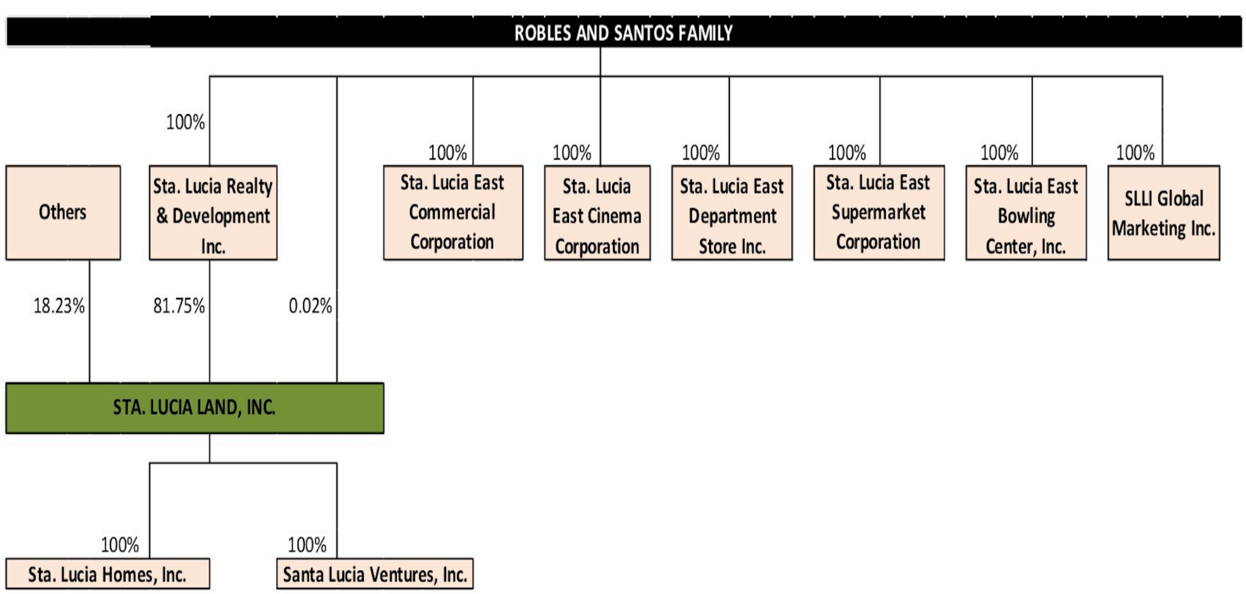
- Introduction of new payment gateways for its customers who may pay their sale installments online. Clients with active accounts in good standing were allowed to defer payment and pay on their next payment due date without penalties.

The imposition of the community quarantine opened a new opportunity for the Company to channel its sales activities through digital marketing and online selling. This is consistent with its strategy to continue expanding its customer base through its appointed marketing companies.

The Company's construction activities are also well adjusted to the community quarantine protocols. The Company has been extra cautious in the sanitary and health protocols in the workplace hence no significant issues have been noted on the resumption of development activities. With that, the Company observed no significant delays since the development activities were only suspended for two to three months and had resumed as soon as the enhanced community quarantine was lifted.

CORPORATE STRUCTURE

The Company's corporate structure is presented in the diagram below:



At present, SLI has two subsidiaries: Sta. Lucia Homes, Inc. and Santalucia Ventures, Inc. The functions of each subsidiary are summarized below.

Sta. Lucia Homes, Inc. (SLHI)

SLHI was incorporated on February 20, 2013. Its primary purpose is to construct, develop, improve, mortgage, pledge and deal with residential structure for lot buyers of the Company. SLHI is a wholly-owned subsidiary of the Company.

Santalucia Ventures, Inc. (SVI)

SVI was incorporated on April 5, 2013. Its primary purpose is to market, operate, manage, develop, improve, dispose, mortgage, pledge and deal with residential structure for lot buyers of the Company. SVI is a wholly-owned subsidiary of the Company.

The table below shows the contribution of each subsidiary to the Group's Revenue and Net Income:

	March 2021	2020	2019	2018
Subsidiaries Contribution to Total Revenue				
SVI	₱143,224,192	₱364,007,379	₱644,783,076	₱258,727,621
SLHI	-	1,600	1,594	1,592
Subsidiaries Contribution to Net Income				
SVI	35,446,137	₱86,302,970	₱123,800,002	₱369,189
SLHI	-	(86,220)	(63,915)	(35,422)

COMPETITIVE STRENGTHS

Established track record in real estate development

SLI is the listed real estate arm of the Sta. Lucia Group (the "Group"), a real estate industry pioneer with a development track record spanning more than 50 years. The Group has successfully developed more than [10,000] hectares of land into over [250] projects, [120,000] lots, [2,600] houses, and [3,800] condominium units across more than [70] cities and municipalities in the country. The property credentials of the Group include some of the best known residential communities and leisure estates in the Philippines.

The Group started in 1971 as a subdivision developer under the name Buen-Mar Realty. Having developed subdivisions in Pasig, Taytay, Morong, and Rizal, Buen-Mar Realty gave way to the creation of what is now known as Sta. Lucia Realty and Development, Inc. ("SLRDI"). In 1991, the Group started the development of the first mall in Cainta, Rizal: the Sta. Lucia East Grand Mall ("SLEGM"), a 10.5-hectare mall complex complementing the needs of growing residential communities in the cities of

Pasig and Marikina as well as in various towns of Rizal. In 1996, the Group started its first fully integrated golf and residential estate, The Orchard Golf and Country Club. Since then, the Group has expanded into the development of hotels, resorts, condotels, and larger subdivisions.

In 1996, SLRDI, bought a 20.92% stake in the Company, then known as Zipporah Realty Holdings, Inc., formerly Zipporah Copper & Gold Mining Corporation, a listed company originally engaged in mining operations. In 2007, the Company adopted its current name, Sta. Lucia Land, Inc., and changed its primary purpose to enable it to engage in both horizontal and vertical property development. In 2008, SLRDI increased its stake in the Company from 20.92% to 97.22% through an asset for share swap transaction wherein SLRDI subscribed to 10,000,000,000 common shares of the Company in exchange for the assignment to the latter of all SLRDI's rights, title and interest to certain investment properties consisting of (i) SLEGM amounting to ₱4,710.00 million and (ii) several parcels of land amounting to ₱6,018.50 million with assumption of mortgage in the amount of ₱723.60 million. SLI became the real estate development arm of the Group and has continued to grow its business by focusing on its expertise in creating master-planned gated communities and subdivisions.

As a testament to its real estate development capability and contribution to the industry, SLI has garnered numerous awards, including, among others: "Best Real Estate Developer" in 2018, APAC Insider Philippine Business Awards; "Best Hotel in Visayas (Gold)" in 2019 (for its Arterra, Cebu development), FIABCI – Philippines International Real Estate Federation; "Highly Commended Developer of the Year – Luzon" in 2018, Outlook Awards 2018; and "Best Real Estate Development Firm" in 2019, APAC Insider South East Asia Business Awards.

With its rich experience partnered with diverse product offerings, SLI believes that it can capitalize on its track record, reputation and network to attract core business opportunities, pursue new projects, and drive expansion.

Efficient joint venture model

The Company utilizes a joint venture ("JV") business model to continuously increase its land bank and geographic footprint. Under the JV business model, the Company enters into JV agreements with various landowners for the development and sale of subdivision lots and condominium units with allocation to the joint venture partner of certain lots or units, or proceeds from the sales of lots or units, based on a pre-agreed sharing ratio. SLI's interests in these joint ventures range from 40% to 85%, depending on the value of the land or investment against estimated development costs.

As of March 31, 2021, the Company has established partnerships for more than 144 projects which contribute approximately 46% or 1,159.99 hectares of SLI's current land bank. These projects generated 13.73% of SLI's revenue as of March 31, 2021. By entering into joint ventures, the Company is able to increase its land bank for a fraction of the cost compared to acquiring land directly, thus enlarging its operating capacity. Moreover, through this business model, the Company is able to widen its geographic presence, resulting in greater market penetration while minimizing the risk of potential loss from an unprofitable JV arrangement.

In addition, as a result of its experience doing business with diverse counterparties and entities through the JV model, the Company is able to effectively apply insights and strategies that facilitate negotiation and documentation, resulting in faster deal execution and closing.

Expansion in established strategic growth areas

The Company's Board of Directors approved the acquisition for land banking purposes of approximately 2,015 hectares strategically located in high growth areas across all major island groups of the country. Of this, some have been acquired by direct acquisition or through joint ventures, while others are still under negotiation. As of March 31, 2021, approximately 1,371.44 h.a. are directly owned by SLI and around 1,159.99 h.a. are attributable to the Company from its various joint ventures. The bulk of the Company's land bank and joint ventures are well-situated in Mega Manila, Davao, and Iloilo. To date, the Company has completed 86 projects and has 106 projects under development.

The Company is involved in the acquisition and development of mixed-use, master planned communities and served as the platform for the Group's development of residential and commercial properties. With a long-term horizon, the Company views its key land bank areas as launching pads for years of development. Its approach to land banking is oriented towards value creation and realization. The Company applies financial discipline with focus on yields, cashflows, and the judicious buying and selling of lots at the opportune time. It develops, updates, and refines plans, providing clear framework in decision making. It also engages community-based stakeholders such as local government units and other government entities to assure that vital infrastructures are in place to support the long-term development plans.

Many of the Company's properties and projects are near the sites of Build-Build-Build ("BBB") projects of the Philippine Government, as enumerated in the table below.

Region	BBB Project	SLI Project
NCR	Mega Manila Subway	La Breza Tower
		Sotogrande Katipunan
		The Orchard Tower
		Metropoli Residenza Libis
	Katipunan Extension Project	Acropolis Loyola
Ilocos Region	TPL Expressway	Woodside Garden Village
Central Luzon	MRT 7 Project	Neopolitan Condominium
		Colinas Verdes
	Central Luzon Link Expressway Phase 1	Lakewood City
CALABARZON	Cavite-Laguna Expressway	Aquamira At Saddle
		Eagle Ridge Executive
		Green Meadows Dasmarinas
		Metropolis Greens
		Orchard Res Estate & Golf
		St. Charbel Dasmarinas
		Southfield Executive
		Sugarland Estates

		Mestilo Nueva Vida
	PNR South commuter	Golden Meadows Binan
		South Spring Laguna
		La Huerta Calamba
	LRT 1 South Extension	Costa Verde Comm'l & Res.
	LRT 2 Extension	Sta. Lucia Residenze
		Vermont Park Executive
		Sta. Lucia Business Center
		Sta. Lucia East Grand Mall
		East Bel-Air Residences
Western Visayas	Bacolod Economic Highway	Manville Royale
		La Alegria
Central Visayas	Metro Cebu Expressway	Alta Vista Residence
		Arterra Discovery Bay
	Mactan-Cebu International Airport	Vistamar Residence & B Club
		La Mirada at Vistamar
Davao Region	Davao City By-Pass & Mindanao Railway	Altea Ciudades Davao
		Davao River Front
		Las Colinas @ Eden
		Los Rayos Tagum
		Monterey Residences Davao
		Monte Verde Davao
		Ponte Verde Davao
		South Groove Davao
		Soller Mandug Davao
		Sotogrande Hotel Davao
		South Pacific Golf & Leis. Est.
		Sotogrande
		Valle Verde Davao

The Company believes that proximity to government infrastructure projects will substantially increase the market value of its property portfolio. For instance, the Company believes that the planned Mindanao Railway Project will positively affect its projects in Davao, namely, Ponte Verde Davao, Valle Verde Davao, Soller Cuidades and Althea Cuidades.

[Based on an appraisal by Colliers International Philippines, Inc., as of June 30, 2019, the Company's then inventories and investment properties, which had a book value of ₱20.78 billion, is estimated to have a market value of ₱62.50 billion. The expected economic growth of the regions and the effect of nearby infrastructure projects were cited as factors for the surge in value.]

The Company selects properties near major roads, schools, commercial establishments, or other areas of interest to enhance the value of its projects. Apart from this, the Company also considers regional economic growth in property selection. SLI's land-banking strategy is anchored on the time-tested

principle that economic growth will translate to higher land values and better marketability for future projects.
[The table below shows the economic growth of regions where SLI properties are located:

Region	**Average Regional Growth**
National Capital Region	4.8%
Cordillera Administrative Region	7.3%
Ilocos Region	6.5%
Central Luzon	7.1%
CALABARZON	7.3%
MIMAROPA	8.6%
Western Visayas	6.1%
Central Visayas	7.6%
Davao Region	8.6%

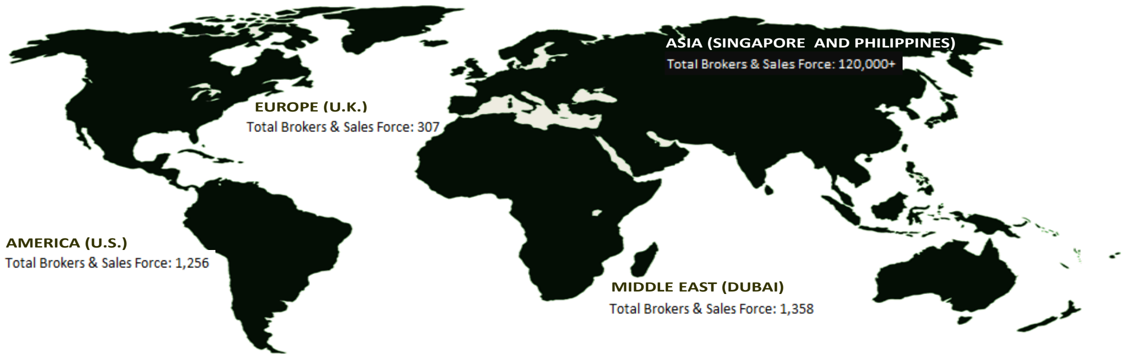
Source: Colliers International Philippines, Inc. 2019]

With its various product offerings, SLI is in a position to capitalize on the strategic location of its land bank by determining the ideal development suitable to a given area, resulting to more profitable projects.

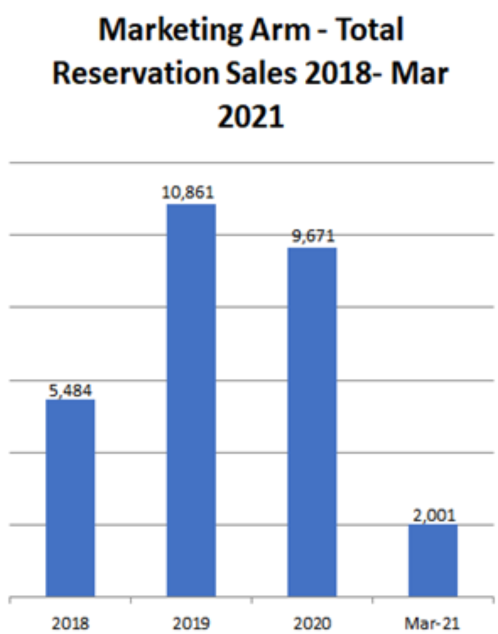
Sales and marketing team with nationwide and global coverage

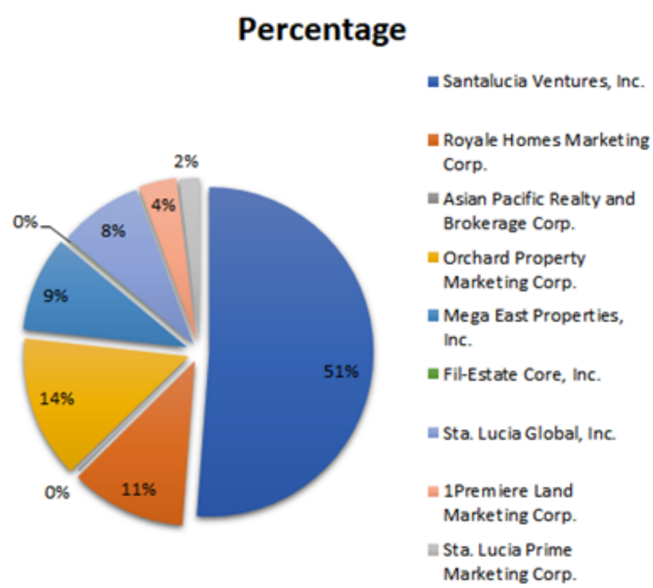
The Company is supported by in-house and third-party marketing channels that promote and facilitate property sales both domestically and globally. In the Philippines, the Company's brokers and sales agents are present in high growth areas and are therefore able to readily market SLI's projects in those locations, such as in Bacolod, Bataan, Batangas, Cavite, Cebu, Davao, General Santos, Iloilo, Laguna, Nueva Ecija, Manila, Pangasinan, Quezon City, Rizal, Tarlac, Valenzuela, and Zambales. The Company also has significant international coverage to capture demand from OFWs seeking to purchase homes for their families in the Philippines.

Aside from its marketing subsidiary, Santalucia Ventures Inc., the Company also engages third party marketing companies to further expand its domestic and international customer reach. As of March 31, 2021, these third-party marketing companies have a total of 200 sales agents in the Americas, 3,300 sales agents in Europe, 350 sales agents in the Middle East, and over 8,767 sales agents in Asia (including the Philippines).



Reservation Sales generated through eight marketing companies (including SVI) have steadily risen through the years, a testament to the growth of the Company. The graphs below illustrate the Reservation Sales made through these marketing companies from 2018 to first quarter of 2021 as well as the Reservation Sales contribution of each entity.





In 2019, SLI launched Acropolis Loyola, a 40-hectare project in Quezon City / Marikina City which is adjacent to Loyola Grand Villas. Projected selling price is at an average of ₱ 65,000 per sqm, which when applied to a projected 26 hectare saleable area, could result to a total project revenue of ₱ 17 Billion. The 100% spike in 2019 as compared to 2018 is attributable to this project.

With the effect of the COVID-19 pandemic, marketing and selling activities were temporarily halted. Sales initially projected and anticipated were not met; thus resulting in contraction in the numbers.

The reduction was amplified by the fact that pre selling activities were down during the months of March to June 2020.

With a nationwide sales network in high-growth areas of the country, coupled with global sales teams present in overseas markets with high OFW concentration, the Company's extensive sales force is well-positioned to sustain and increase the sales of SLI projects.

Experienced and dedicated management team

SLI prides itself in having a highly seasoned and respected management team with comprehensive knowledge and deep understanding of the Philippine real estate market.

The founders are recognized leaders in the real estate industry, having over 50 years of experience in conceptualizing, launching, and developing more than 250 residential, leisure, and commercial real estate projects across the country. They have been instrumental in negotiating and establishing over 100 joint venture partners, identifying growing demand in emerging cities, and expanding the Company's sales force through domestic and international marketing partnerships.

The Company complements its founders' entrepreneurship by hiring and retaining professionals with expertise in key operating functions such as finance, accounting, investor relations, human resources, internal audit, and legal. With over 300 years of combined business, management and operational experience, the SLI corporate organization is geared to support the aggressive expansion plans of the Company.

SLI is also mindful of ensuring seamless succession planning. In this respect, the Company is preparing the next generation of leaders from founding family members and professionals to steer SLI into a new phase of expansion and profitability.

BUSINESS STRATEGIES

The Company plans to drive revenue growth and increase profitability by expansion through land bank acquisition and joint venture, diversification into residential construction, improvement of recurring income, expansion of domestic and international marketing channels, and use of fresh funds to implement strategies.

The Company plans to drive earnings growth and raise shareholder value by (a) continuing its joint venture growth formula, (b) expanding its recurring income base, (c) boosting brand awareness and strengthening brand equity, (d) building master-planned and integrated communities, and (e) exploring complementary ventures and platforms.

Continue the joint venture growth formula

The Company has entered into JV agreements with landowners as part of its overall land acquisition strategy and intends to continue to do so. Under the terms of its JV agreements, the Company takes responsibility for project development, while its JV partner typically supplies the project land.

The Company will further leverage the strength of its joint venture model to launch more projects and expand its nationwide reach in a cost-efficient and risk-mitigated manner. The Company is in discussions and negotiations with various landowners for potential partnerships and expects to enter into new JV agreements to secure sites in Cavite, Cebu, Davao, Bacolod, Baler, Batangas, Iloilo, Laguna, Metro Manila, Palawan, and Rizal. The Company believes that these JVs will not only increase SLI's presence in these markets but also improve its overall income margins due to the nature of the JV business model.

On the commercial development side, the Company is exploring tie-ups with established commercial and retail players to improve the value of its commercial properties and residential projects.

Maximize return from commercial properties

The Company aims to expand its recurring income base by developing offices, malls and hotels as well as potentially entering into strategic partnerships for commercial asset management or development. The Company has completed the six-storey Sta. Lucia Business Center last third quarter of 2020, which offers 26,011 square meters of gross leasable office space with a projected annual gross revenue contribution of at least ₱ 204 million. As of first quarter 2021, it is 100% leased out to a POGO for a five-year lease contract.

In addition, SLI launched its hotel lines, Sotogrande at Neopolitan 2, Sotogrande Iloilo, Santorini and Sotogrande Davao. In the last three years, the average occupancy rate of these hotels is at 27%.

As of the date of this Prospectus, there is an ongoing exterior painting of the SLEGM which will provide the mall a fresh new look, which has an average occupancy rate of 88.25% in the last three years. As an addition to its commercial leasing projects, the Company is currently constructing a mall in Davao – Sta. Lucia Davao Mall – which it expects to be completed by 2023.

SLI believes that its recurring income business will be able to deliver a target revenue share of 8% to 12% within three years, assuming occupancy rates of at least 90%.

Boost brand awareness and strengthen brand equity

SLI believes that a strong brand is vital to thrive in an evolving consumer landscape. With this in mind, the Company plans to further invest in cultivating a highly recognizable and trusted brand focused on family values and aspirations as reflected in its slogan, "Building Dreams". To improve brand building with the goal of boosting brand awareness and strengthening brand equity, the Company intends to recalibrate its marketing materials and messaging to highlight the Sta. Lucia brand. SLI plans to invest ₱350 million for marketing over the next five years to strengthen Sta. Lucia's brand equity and brand awareness. Some of the marketing strategies that are currently being implemented by the Company are as follows:

- Highlight the Sta. Lucia Brand in its projects and ensure that its logo is dominantly displayed in marketing through traditional media such as in newspapers and billboards;

- Tap brand ambassadors like as Bea Alonzo, Sta. Lucia Lady Realtors (volleyball team) and Sta. Lucia Pasig Realtors (basketball team) who can help promote the Sta. Lucia brand in their respective fields; and

- Strengthen online branding by launching a new and improved website, as well as increased social media and web presence.

The focus on brand building will help SLI be more recognizable to its existing and potential customers, translating to sustainable improvement in sales.

Build master-planned and integrated communities

The Company plans to integrate its residential and commercial offerings while introducing ancillary products to create fully integrated and master-planned subdivisions. The Company believes that its plans to integrate its core and ancillary businesses into a single platform will enable it to reap synergistic benefits by offering a complete product package instead of developing projects separately. These master-planned subdivisions will initially be introduced in Nasa Costa Cove in Nasugbu, Batangas, Phase 2 of Palo Alto in Teresa, Rizal, and Crown Residence at Harbor Springs Resort in Puerto Princesa, Palawan. SLI sees the integration of its product offerings moving forward as not only providing additional revenue but also increasing the marketability and value of its developments.

Explore complementary ventures and platforms

The Company continues to explore potential complementary businesses and platforms that could generate additional revenue streams and enhance shareholder value. In this regard, the Company plans to step up its affordable house construction services through its subsidiary, SLI Homes. With the help of the Company's database, SLI Homes will target to offer its services to lot owners in subdivisions and estates developed by the Group. This approach is characterized by -

- **Service Unmet Need of Lot Buyers.** This will address the needs of lot buyers who are willing to construct a house but are not familiar with the process. Through SLI Homes, clients will be assured that they are relying on the expertise and reliability of an established property developer.

- **Ready Market.** With 120,000 lots sold by the Group, there is an estimated market of 60,000 lots or 50% of the total lots sold.

- **Existing Relationships with Buyers.** The Company will capitalize on agents of existing lot owners who have continuing relationship with these buyers turned low owners.

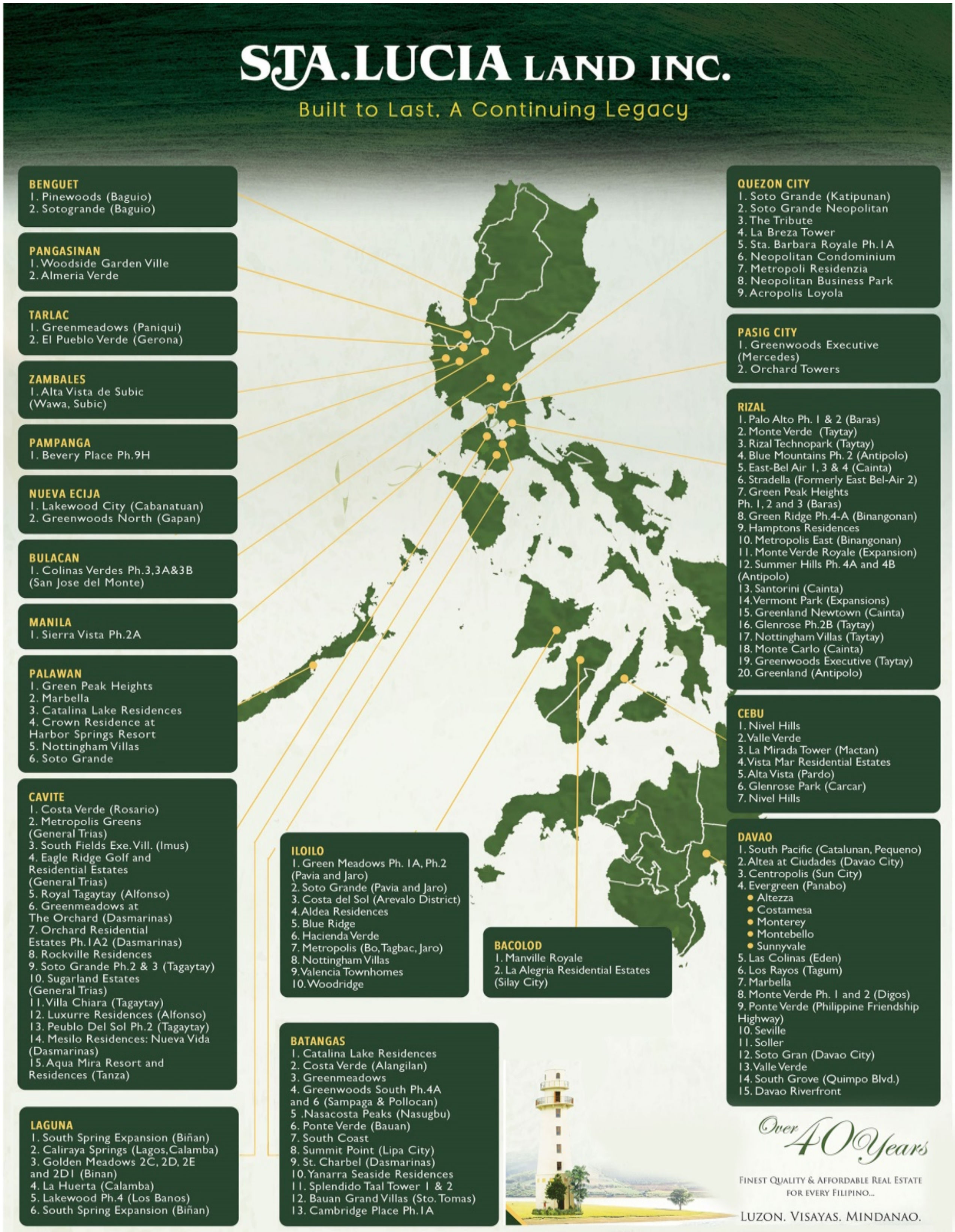
- **Enhance SLI Developments**. House construction in the Company's projects would further increase the value of the developments.

- **Bank Financing.** The Company can provide assistance to potential clients in securing home loans from the Group's relationship banks.

The Company is also closely monitoring regulatory and market developments with respect to real estate investment trusts ("REIT"), with particular attention to how a REIT structure for SLI's commercial assets could deliver significant shareholder value.

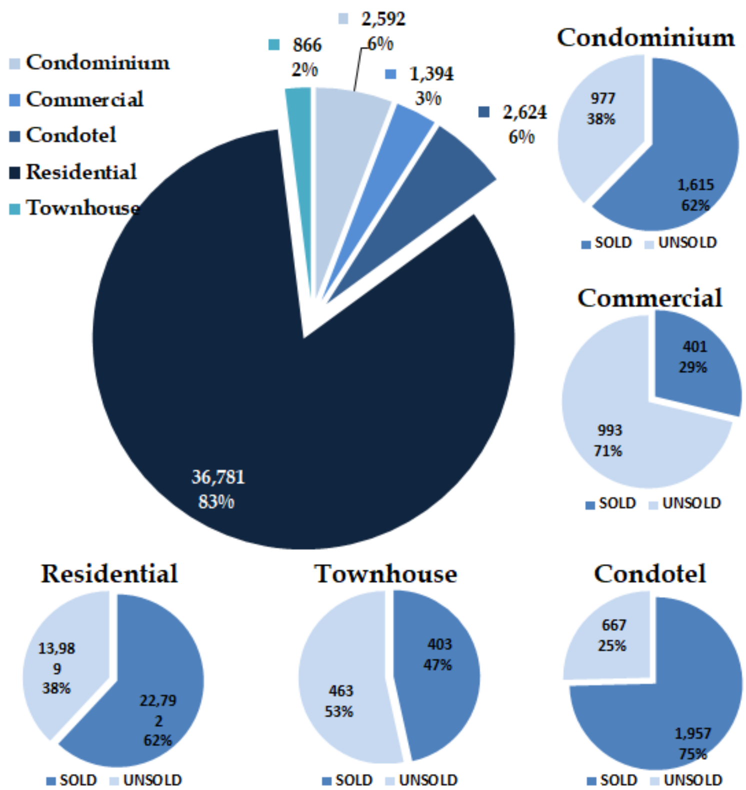
HORIZONTAL AND VERTICAL PROJECTS

The Company considers itself one of the country's largest real estate companies in terms of land developed. The Company has situated its developments in prime locations which are highly accessible to employment, educational, commercial and recreational facilities. The figure below summarizes the geographical distribution of the Company's projects



STA.LUCIA LAND INC.
Built to Last, A Continuing Legacy
BENGUET
1. Pinewoods (Baguio)
2. Sotogrande (Baguio)
PANGASINAN
1. Woodside Garden Ville
2. Almeria Verde
TARLAC
1. Greenmeadows (Paniqui)
2. El Pueblo Verde (Gerona)
ZAMBALES
1. Alta Vista de Subic (Wawa, Subic)
PAMPANGA
1. Bevery Place Ph.9H
NUEVA ECIJA
1. Lakewood City (Cabanatuan)
2. Greenwoods North (Gapan)
BULACAN
1. Colinas Verdes Ph.3,3A&3B (San Jose del Monte)
MANILA
1. Sierra Vista Ph.2A
PALAWAN
1. Green Peak Heights
2. Marbella
3. Catalina Lake Residences
4. Crown Residence at Harbor Springs Resort
5. Nottingham Villas
6. Soto Grande
CAVITE
1. Costa Verde (Rosario)
2. Metropolis Greens (General Trias)
3. South Fields Exe. Vill. (Imus)
4. Eagle Ridge Golf and Residential Estates (General Trias)
5. Royal Tagaytay (Alfonso)
6. Greenmeadows at The Orchard (Dasmarinas)
7. Orchard Residential Estates Ph.1A2 (Dasmarinas)
8. Rockville Residences
9. Soto Grande Ph.2 & 3 (Tagaytay)
10. Sugarland Estates (General Trias)
11. Villa Chiara (Tagaytay)
12. Luxurre Residences (Alfonso)
13. Peublo Del Sol Ph.2 (Tagaytay)
14. Mesilo Residences: Nueva Vida (Dasmarinas)
15. Aqua Mira Resort and Residences (Tanza)
LAGUNA
1. South Spring Expansion (Biñan)
2. Caliraya Springs (Lagos,Calamba)
3. Golden Meadows 2C, 2D, 2E and 2D1 (Binan)
4. La Huerta (Calamba)
5. Lakewood Ph.4 (Los Banos)
6. South Spring Expansion (Biñan)
ILOILO
1. Green Meadows Ph. 1A, Ph.2 (Pavia and Jaro)
2. Soto Grande (Pavia and Jaro)
3. Costa del Sol (Arevalo District)
4. Aldea Residences
5. Blue Ridge
6. Hacienda Verde
7. Metropolis (Bo, Tagbac, Jaro)
8. Nottingham Villas
9. Valencia Townhomes
10. Woodridge
BACOLOD
1. Manville Royale
2. La Alegria Residential Estates (Silay City)
BATANGAS
1. Catalina Lake Residences
2. Costa Verde (Alangilan)
3. Greenmeadows
4. Greenwoods South Ph.4A and 6 (Sampaga & Pollocan)
5 .Nasacosta Peaks (Nasugbu)
6. Ponte Verde (Bauan)
7. South Coast
8. Summit Point (Lipa City)
9. St. Charbel (Dasmarinas)
10. Yanarra Seaside Residences
11. Splendido Taal Tower 1 & 2
12. Bauan Grand Villas (Sto. Tomas)
13. Cambridge Place Ph.1A
QUEZON CITY
1. Soto Grande (Katipunan)
2. Soto Grande Neopolitan
3. The Tribute
4. La Breza Tower
5. Sta. Barbara Royale Ph.1A
6. Neopolitan Condominium
7. Metropoli Residenzia
8. Neopolitan Business Park
9. Acropolis Loyola
PASIG CITY
1. Greenwoods Executive (Mercedes)
2. Orchard Towers
RIZAL
1. Palo Alto Ph. 1 & 2 (Baras)
2. Monte Verde (Taytay)
3. Rizal Technopark (Taytay)
4. Blue Mountains Ph. 2 (Antipolo)
5. East-Bel Air 1, 3 & 4 (Cainta)
6. Stradella (Formerly East Bel-Air 2)
7. Green Peak Heights Ph. 1, 2 and 3 (Baras)
8. Green Ridge Ph.4-A (Binangonan)
9. Hamptons Residences
10. Metropolis East (Binangonan)
11. Monte Verde Royale (Expansion)
12. Summer Hills Ph. 4A and 4B (Antipolo)
13. Santorini (Cainta)
14. Vermont Park (Expansions)
15. Greenland Newtown (Cainta)
16. Glenrose Ph.2B (Taytay)
17. Nottingham Villas (Taytay)
18. Monte Carlo (Cainta)
19. Greenwoods Executive (Taytay)
20. Greenland (Antipolo)
CEBU
1. Nivel Hills
2. Valle Verde
3. La Mirada Tower (Mactan)
4. Vista Mar Residential Estates
5. Alta Vista (Pardo)
6. Glenrose Park (Carcar)
7. Nivel Hills
DAVAO
1. South Pacific (Catalunan, Pequeno)
2. Altea at Ciudades (Davao City)
3. Centropolis (Sun City)
4. Evergreen (Panabo)
• Altezza
• Costamesa
• Monterey
• Montebello
• Sunnyvale
5. Las Colinas (Eden)
6. Los Rayos (Tagum)
7. Marbella
8. Monte Verde Ph. 1 and 2 (Digos)
9. Ponte Verde (Philippine Friendship Highway)
10. Seville
11. Soller
12. Soto Gran (Davao City)
13. Valle Verde
14. South Grove (Quimpo Blvd.)
15. Davao Riverfront
Over 40 Years
FINEST QUALITY & AFFORDABLE REAL ESTATE FOR EVERY FILIPINO...
LUZON. VISAYAS. MINDANAO.

Number of Units and Status as of March 31, 2021



Almost 89% of the Group's product mix is composed of horizontal residential and commercial developments. Of the whole product mix, 83% represents residential properties.

Completed Projects

As of March 31, 2021, the Company completed the development of the following projects:

PROJECT	LOCATION	SALEABLE AREA	% SOLD
Almeria Verde Ph. 1	Pangasinan	74,146.05	72.83%
Alta Vista de Subic*	Zambales	22,021.00	70.15%
Alta Vista Residential Estate*	Cebu	25,450.00	22.22%
Antipolo Greenland	Rizal	22,743.00	77.33%
Aqua Mira at Saddle Cluster A	Cavite	845.4	45.83%
Aqua Mira at Saddle Cluster B	Cavite	845.4	41.67%
Aqua Mira at Saddle Cluster C	Cavite	854.45	58.33%
Arterra Residences at Discovery Bay	Cebu	13,024.29	66.08%
Beverly Place Pampanga	Pampanga	295,102.00	2.54%
Cainta Greenland Ph. 3B	Rizal	22,855.00	71.01%
Cainta Greenland Ph. 3B1	Rizal	1,341.00	20.00%

Cainta Greenland Ph. 4C2	Rizal	8,151.00	50.00%
Cainta Greenland Ph. 4J1	Rizal	2,531.00	100.00%
Cainta Greenland Ph. 9C	Rizal	7,199.00	79.31%
Colinas Verdes Bulacan Ph. 3	Bulacan	28,659.16	78.95%
Colinas Verdes Bulacan Ph. 3A	Bulacan	104,141.00	91.57%
Colinas Verdes Bulacan Ph. 3B	Bulacan	19,909.00	83.62%
Catalina Lake Palawan	Palawan	146,281.00	40.77%
Costa Del Sol Ph. 1	Iloilo	18,753.00	87.00%
Costa Verde Cavite*	Cavite	16,521.00	82.83%
Crown Residence at Harbor Springs	Palawan	6,306.26	88.50%
Davao Riverfront*	Davao	84,059	62.16%
Eagle Ridge Golf and Residential Estate*	Cavite	69,042	16.09%
East Bel-Air Residences Tower 1	Rizal	3,937.75	83.13%
East Bel-Air Residences Tower 3	Rizal	1,964.20	96.10%
El Pueblo Verde	Tarlac	123,758.00	53.89%
Glenrose Park Cebu*	Cebu	14,341	93.85%
Glenrose Taytay	Rizal	17,088.00	73.33%
Grand Villas Bauan	Batangas	327,168.47	70.82%
Green Meadows Iloilo Ph. 1	Iloilo	102,114.00	91.47%
Green Meadows Tarlac	Tarlac	370,384.35	68.25%
Green Peak Heights Ph. 1	Rizal	119,143.00	77.28%
Greenland Newtown Ph. 2B	Rizal	25,154.00	65.33%
Greenland Newtown Ph. 2C	Rizal	21,865.00	79.10%
Greenridge Executive	Rizal	22,948.00	90.20%
Greenwoods Executive Ph. 2K1	Pasig/Rizal	14,616.00	79.31%
Greenwoods Executive Ph. 8A1	Pasig/Rizal	5,931.00	97.62%
Greenwoods Executive Ph. 8A2	Pasig/Rizal	12,381.00	45.65%
Greenwoods Executive Ph. 8A3	Pasig/Rizal	3,778.00	100.00%
Greenwoods Executive Ph. 8A4	Pasig/Rizal	5,036.00	71.43%
Greenwoods Executive Ph. 8F3	Pasig/Rizal	2,127.00	78.95%
Greenwoods Executive Ph. 8F4	Pasig/Rizal	5,829.00	61.90%
Greenwoods Executive Ph. 8F5	Pasig/Rizal	7,793.00	95.56%
Greenwoods Executive Ph. 8G1	Pasig/Rizal	3,824.00	64.71%
Greenwoods Executive Ph. 9B1	Pasig/Rizal	1,622.00	84.62%
Greenwoods Executive Ph. 9E	Pasig/Rizal	2,251.00	100.00%
Greenwoods North Ph. 2	Gapan	25,562.00	50.00%
Greenwoods North Ph. 3	Gapan	38,631.00	96.15%
Greenwoods Pasig*	Pasig City	6,665	7.41%
Greenwoods South*	Batangas	76,732	8.64%
La Breza Tower	Quezon City	12,798.86	85.45%
La Mirada Tower 1	Cebu	8,718.90	63.53%
Lakewood City*	Nueva Ecija	107,084	32.53%

Luxurre Residences Cavite	Cavite	63,626.00	77.34%
Manville Royale Subdivision*	Negros Occidental	75,497.00	83.72%
Marbella Residences Palawan	Palawan	27,723.00	95.29%
Mesilo Residences: Nueva Vida	Cavite	1,467,547.00	75.98%
Metropoli Residenzia*	Quezon City	18,057	93.75%
Metropolis East - Binangonan Ph. 1B	Rizal	3,042.00	78.26%
Metropolis East - Binangonan Ph. 2	Rizal	12,442.62	70.59%
Metropolis Greens*	Cavite	19,362	65.92%
Monte Verde Executive*	Rizal	50,819	93.16%
Neopolitan Condominiums Tower 1	Quezon City	6,071.60	63.46%
Nottingham Villas Iloilo	Iloilo	34,294.50	60.63%
Nottingham Villas Palawan	Palawan	20,479.00	97.33%
Nottingham Villas Townhouse	Rizal	15,610.00	87.50%
Orchard Tower 1 (The Olive)	Pasig City	4,145.00	12.58%
Palm Coast Marina*	Manila City	2,571.00	100.00%
Palo Alto*	Rizal	679,121.00	79.91%
Pinewoods*	Benguet	39,336.00	66.18%
Ponte Verde Davao Ph. 1	Davao	139,296.00	78.27%
Pueblo Del Sol Ph1*	Cavite	12,246.00	68.29%
Pueblo Del Sol Ph2	Cavite	13,950.00	68.29%
Rizal Technopark Ph. 2D1	Rizal	7,544.49	86.36%
Rizal Technopark Ph. 2F	Rizal	2,714.00	81.82%
Rizal Technopark Ph. 2G	Rizal	4,119.00	73.68%
Rizal Technopark Ph. 2S1	Rizal	892	-
Rizal Technopark*	Rizal	36,570	73.68%
Rockville Cavite	Rizal	12,384.00	80.25%
Sierra Vista Ph2A	Manila	3,535.00	55.00%
Soto Grande Hotel Davao	Davao	9,703.80	63.98%
Soto Grande Iloilo	Iloilo	4,211.39	76.30%
Soto Grande Neopolitan	Quezon City	5,280.00	66.27%
Soto Grande Ph2	Cavite	15,656.00	79.07%
Soto Grande Ph3	Cavite	14,528.00	65.71%
South Groove Davao	Davao	44,619.00	71.43%
South Pacific Golf & Leisure Estate*	Davao	149,819.00	75.75%
South Spring Laguna Ph 1C	Laguna	290.01	100.00%
South Spring Laguna Ph 1C1	Laguna	3,986.00	84.00%
South Spring Laguna Ph 1C2	Laguna	7,093.00	71.43%
South Spring Laguna Ph 1D	Laguna	12,888.00	78.85%
South Spring Laguna Ph 1E	Laguna	5,568.00	96.67%
South Spring Laguna Ph 1F	Laguna	15,596.00	92.05%
Southfield Executive Village*	Cavite	28,199.00	90.16%

Splendido Taal Tower 1	Cavite	8,987.15	61.79%
Splendido Taal Tower 2	Cavite	8,737.47	59.18%
Sta. Barbara Royale Ph.1A	Quezon City	1,349.00	100.00%
Sta. Lucia Residenze – Monte Carlo	Rizal	8,571.36	85.10%
Sta. Lucia Residenze – Santorini	Rizal	9,733.53	63.08%
Stradella (East Bel-Air Residences Tower 2)	Rizal	3,766.20	37.76%
Sugarland Estates	Cavite	281,401.08	77.36%
Summer Hills Executive Ph 4	Rizal	39,700.00	95.51%
Summer Hills Executive Ph 4A	Rizal	13,313.00	96.43%
Summer Hills Executive Ph 4B	Rizal	26,446.00	86.81%
Tagaytay Royale*	Cavite	10,946	10.00%
Villa Chiara Tagaytay	Rizal	20,293.00	85.94%
Vista Mar Residential Estate*	Cebu	52,385	14.14%
Woodside Garden Village	Pangasinan	54,111	12.33%

*Projects that were infused by SLRDI

Selected Completed Projects

1. Alta Vista de Subic

Alta Vista de Subic is a residential property located in Subic, Zambales. It has a saleable area of 22,021 sqm area, with 67 lots for sale, of which 70.15% have been sold.

2. Alta Vista Residential Estate

Alta Vista Residential Estate is a residential property located in Cebu City. It has a saleable area of 25,450 sqm area, with 36 lots for sale.

3. Aqua Mira Resort (Aquamira at Saddle Clusters A, B and C)

Aqua Mira Resort & Residences (at Saddle & Clubs Leisure Park) is a site to behold in scale and grandeur located in Tanza, Cavite. Inside the 600-hectare saddle & club leisure park is the resort life. Aqua Mira C-A, C-B and C-C has a saleable area of 845 sqm, 845 sqm and 854 sqm., respectively, with 24 lots each.

4. Arterra Residences at Discovery Bay

Arterra Residences is a 20-storey residential and commercial condotel located in Lapu-Lapu City, Cebu. The project focuses on harmony with nature and is centered on elements of air and water. It covers an area of 7,000 sqm and has 339 units available for sale. The project was launched in 2012 and completed in 2017.

5. Costa del Sol Iloilo Ph 1

Costa del Sol Iloilo Ph 1 is a residential property and commercial property located in Arevalo, Iloilo City. It has 100 lots for sale, which has a saleable area of 18,753 sqm area. The project was launched in 2012 and completed in 2014**.**

6. Costa Verde Cavite

Costa Verde Cavite is a residential property with housing projects located in Rosario, Cavite. It has a saleable area of 16,521 sqm area, with 99 lots for sale.

7. Davao Riverfront

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

8. Eagle Ridge Golf and Residential Estate

Eagle Ridge Golf and Residential Estate is a commercial property located in Cavite. It has a saleable area of 69,042 sqm area, with 87 lots for sale.

9. East Bel- Air Residences Tower 1

East Bel-Air 1 Residences Tower 1 is a residential condominium featuring American contemporary designs located in the east of Metro Manila. It covers an area of 1.7 hectares, with 160 units sold at an average price of ₱ 71,848 per square meter. The project was launched in 2010 and completed in 2014.

10. El Pueblo Verde

El Pueblo Verde is located in the sugar central of Luzon, Gerona Tarlac with urban and agro-industrial zones. In the urban area, portions have been set aside as an agro-industrial zone and another as a light industrial zone. The town has schools, churches, clinics, parks and commercial centers. El Pueblo Verde is situated near the Gerona Municipal Hall and town center.

11. Glenrose Park Cebu

Glenrose Park Cebu is a residential property with housing projects located in Cebu City. It has a saleable area of 14,341 sqm area, with 179 lots for sale.

12. Glenrose Taytay

Glenrose Taytay is a residential property located in Taytay, Rizal. It has 60 residential lots for sale, which has a saleable area of 17,088 sqm area. The project was launched in 2013 and completed in 2015**.**

13. Grand Villas Bauan

Grand Villas Bauan is a residential and commercial estate located in Batangas. It covers an area of 46.7 h.a. with 32.72 h.a. available for sale. The project is comprised of a total of 843 lots, of which 70.82% have been sold as of March 31, 2021.

14. Greenland Antipolo

Greenland Antipolo is a residential community located in Antipolo City, Rizal. The project covers an area of 3.3 h.a. and is approximately eight kilometers from Metro Manila. The total project development cost was approximately ₱ 22 million. The project was launched in 2008 and was completed in 2010.Over 58 lots were sold at an average price of ₱ 5,850 per sqm.

15.Greenland Newton Ph2B

Greenland Newton Ph2B is a residential property located in San Mateo, Rizal. It has 62 residential lots for sale, which has a saleable area of 25,154 sqm area. The project was launched in 2011 and completed in 2013**.**

16. Greenmeadows Iloilo Ph1

Greenmeadows *Iloilo Ph1* is the first master-planned lake community in Iloilo. The project features a 5-hectare man-made lake ideal for boating, fishing, kayaking, and jet ski. The Lake Victoria Paradise Island which will be located at the middle of the lake will also provide an avenue for relaxation and recreation. The project covers an area of 102.11 h.a., with 621 lots developed selling at an average price of ₱ 5,275 per sqm. The total project development cost is estimated at ₱ 864 million. The project was launched in 2011 and completed in 2014**.**

17. Greenmeadows Tarlac

Greenmeadows Tarlac is a residential and commercial project located in Paniqui, Tarlac. It covers an area of 37.04 he.a., residential lots comprising 95% and commercial lots comprising 5%. The total project development cost was approximately ₱ 158 million. The project was launched in 2009 and completed in 2012. The project offered 466 residential and 25 commercial units at an average selling price of ₱ 4,300 per sqm.

18. Greenwoods Executive Ph 8A1, Ph8A2, Ph8A3, Ph8F3 and Ph9E

Greenwoods Executive is a residential estate located in Pasig City. It provides the modern convenience of a modern community with great facilities to make life easier. The aggregate area of each project is as follows:

Project	Aggregate Area (in sqm)	Lots for Sale
Ph8A1	5,931	42
Ph8A2	12,381	46
Ph8A3	3,778	22

Ph8F3	2,127	19
Ph9E	2,251	14

19. Greenwoods North

An affordable and quality residential subdivision lot located at Bayanihan, Gapan City, Nueva Ecija. Greenwoods North is a prime subdivision neighbor to Gapan City's modern City Hall right along the commercial district of Gapan City, the "Trading Center" of the south western and south eastern towns of Nueva Ecija and the northern town of Bulacan. With its landscaped entrance gate opening right along the bustling Maharlika Highway, the principal arterial network connecting Nueva Ecija to Pampanga, Zambales and the Cagayan Valley, Greenwoods North is accessible from many economic points of Central Luzon. Moreover, the construction of the Olongapo San Fernando-Gapan Road links Gapan and Greenwoods North to the Clark Special Economic Zone and the Subic Bay Freeport Zone.

20. Greenwoods Pasig

Greenwoods Pasig is a commercial property located in Pasig City. It has a saleable area of 6,665 sqm area, with six lots for sale.

21. Greenwoods South

Greenwoods South is a residential property with housing projects located in Batangas City. It has a saleable area of 76,732 sqm area, with 454 lots for sale.

22. Crown Residence at Harbor Springs

Harbor Spring is a luxury property development that is conceptualized and master planned located at Puerto Princesa, Palawan. It is conveniently located at the center of Sta. Lourdes hot springs and gateway to Honda Bay.

23. La Breza Tower

La Breza Tower is a 22-storey residential condotel located in Mother Ignacia Street, Quezon City which has 271 units available for sale. It caters to middle class employees and business owners. The total project development cost is estimated at ₱ 557 million. The project was launched in 2008 and was completed in 2011. The condotel units were sold at an average price of ₱ 90,000 per sqm.

24. La Mirada Tower 1

La Mirada Tower is a 15-storey Spanish Mediterranean-inspired residential condominium with a beachfront view located in Lapu-Lapu City, Cebu. It occupies 8,719 sqm and is comprised of 170 units which were sold at an average price of ₱ 72,000 per sqm. The total project development cost amounted to approximately ₱ 359 million.

25. Lakewood City

Lakewood City is a residential property with housing projects located in Cabanatuan. It has a saleable area of 107,084 sqm area, with 372 lots for sale, of which 32.53% have been sold.

26. Luxurre Residences

Luxurre Residences is a residential and commercial community located in Alfonso, Cavite. The community is designed with a clubhouse, basketball court, and swimming pool. Total project land area is 10.2 h.a. and 77.34% of the lots have been sold at an average price of ₱ 6,700 per sqm. The total project development cost was approximately ₱ 61 million. The project was launched in 2010 and completed in 2012.

27. Manville Royale Subdivision

Manville Royale Subdivision is a residential and commercial property located in Bacolod. It has 387 residential lots for sale, which has a saleable area of 75,497 sqm area.

28. Mesilo Residences: Nueva Vida

Mesilo Residences: Nueva Vida is a residential property located in Dasmarinas, Cavite. It has 974 residential lots for sale, which has a saleable area of 1,467,547 sqm area property. The project was launched in 2010 and completed in 2013.

29. Metropoli Residenzia

MetropoliResidenzia is a residential and commercial property located in Libis, Quezon City. It has 64 residential lots for sale, which has a saleable area of 18,057 sqm area.

30. Metropolis Greens

Metropolis Greens is a residential property with housing projects located in General Trias, Cavite. It has a saleable area of 19,362 sqm area, with 176 lots for sale.

31. Monte Verde Executive

Monte Verde Executive is a residential property with housing projects located in Taytay, Rizal. It has a saleable area of 50,819 sqm area, with 260 lots for sale.

32.Neopolitan Condominiums Tower 1

The Neopolitan Condominiums Tower 1 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., with 208 units available for sale, of which 63.46% have been sold. The project was launched in 2012 and completed in 2015.

33.Nottingham Villas Iloilo

Nottingham Villas at Metropolis Iloilo is a collection of townhouse units designed and fitted with features, fixtures and amenities for start-up families and go-getter urban professionals who dream of getting the best of country living with a modern twist.

34.Nottingham Villas Palawan

Nottingham Villas Palawan is a collection of townhouse units designed and fitted with features, fixtures, and amenities for start-up families and go-getter urban professionals who dream of getting the best nature-inspired living with a modern twist. It is located in the exceptionally beautiful Puerto Princesa, Palawan, home to the famed world wonder, Subterranean River National Park (Underground River).

35.Nottingham Villas Townhouse

Nottingham Villas Townhouse is a residential townhouse located in Taytay, Rizal. It has 80 townhouse for sale with saleable area of 15,610 sqm. The project was launched in 2013 and completed in 2016**.**

36. Orchard Tower 1 (The Olive)

Orchard Tower 1 features four residential buildings surrounded by lush greenery that call to mind the wonders of nature. Orchard Tower 1 was launched in 2015 and completed in 2018.

37. Palm Coast Marina Bayside

Palm Coast Marina Bayside is a commercial property located at Roxas Boulevard, Manila. It has a saleable area of 2,571 sqm area, with two lots for sale.

38. Palo Alto

Palo Alto a residential property located in Tanay, Rizal. It has a saleable area of 679,121 sqm area, with 1,115 lots for sale.

39. Pinewoods

Pinewoods is a residential property located in Baguio City. It has a saleable area of 39,336 sqm area, with 68 lots for sale.

40. Pueblo Del Sol Ph1

Pueblo Del Sol Ph 1is a residential property located in Tagaytay City. It has a saleable area of 12,246 sqm area, with 41 lots for sale, of which 68.29% is sold.

41. Rizal Technopark

Rizal Technopark is a commercial property located in Taytay, Rizal. It has a saleable area of 12,246 36,570 sqm area, with 34 lots for sale. This project is 73.68% sold.

42. Rizal Technopark Ph2F

Rizal Technopark Ph2F is a residential property located in Taytay, Rizal. It has a saleable area of 2,714 sqm area, with nine lots for sale.

43. Sierra Vista Ph2A

Sierra Vista Ph2A is a residential property located in Caloocan City, Manila. It has 11 residential lots for sale, which has a saleable area of 3,654 sqm area. The project was launched in 2014 and completed in 2017**.** This project is 55% sold.

44. Sotogrande Iloilo

Sotogrande Iloilo is a condotel property located at the crossroads between Pavia and Jaro in Iloilo. It is ideally located for easy accessibility to business and leisure facilities. It offers a quiet retreat within the natural setting of a man-made lake and its lush green surroundings. It sits on 4,211.39 sqm and 135 lots for sale.

45. Sotogrande Ph2

Sotogrande is a Spanish-Mediterranean inspired community designed both as a vacation getaway and a permanent residence in Tagaytay. The community features a clubhouse, basketball court, and swimming pool. The Company has developed 38 lots within the project's 1.5 h.a. area, which is being offered at an average price of ₱ 9,000 per sqm. The total project development cost is estimated at ₱ 9 million. The project was launched in 2011 and completed in 2013**.**

46. Sotogrande Ph3

Sotogrande is a residential subdivision with a 26 hectares Spanish-Mediterranean inspired community designed both as a vacation getaway and a permanent residence located at Barrio of Mendez, Tagaytay City. It sits on 14,528 sqm area with 26 lots for sale.

47. Sotogrande Hotel Davao

Sotogrande Hotel offers both the wealth of natural wonders within a thriving metropolis and the priceless convenience of luxurious living. The name Sotogrande is derived from two Spanish words: "Soto" which means riverside grove or thicket, and "Grande" which means luxurious and majestic. With the refreshing sight of the Davao river nearby and a sprawling mountain view of greeneries everywhere. Sotogrande is true to its name in combining the beauty of nature and the luxury of modern convenience. Sotogrande is conveniently five minutes away from Davao international airport, and located near recreational facilities, malls, health facilities and other commercial establishments are nearby.

48. Sotogrande Neopolitan

Sotogrande is a 6-storey condotel poised to rise within the Neopolitan Business Park, a master-planned complex by Sta. Lucia Land in Quezon City. Located along Mindanao Avenue and Regalado Highway in Fairview, the Neopolitan Business Park is conveniently at the center of promising developments in this side of the country's capital.

49. South Grove Davao

South Grove is a residential community located in Davao which is three kilometers from the city proper. The community is designed with a clubhouse, basketball court, and swimming pool. A total of 136 lots have been developed within the project's 44.62 h.a. land area at an average price of ₱ 9,750 per sqm. The project was launched in 2011 and completed in 2013**.**

50. Southfield Executive Village

Southfield Executive Village is a residential property with housing projects located in Dasmarinas, Cavite. It has a saleable area of 28,199 sqm area, with 192 lots for sale.

51. South Pacific Golf & Leisure Estate

South Pacific Golf & Leisure Estate is a residential property with housing projects located in Davao City. It has a saleable area of 149,819 sqm area, with 433 lots for sale.

52. South Spring Laguna

South Spring is a first class residential subdivision along Biñan National Highway. The 50-hectare residential estate is a welcome respite from busy lives.

53. Splendido Taal Tower 1

Splendido Taal Towers is a 4-tower project located within a 1,500 sqm area in Laurel, Batangas. The first tower is an 18-storey high-rise condominium project. The project was designed to complement the Splendido Residential and Golf Course Estate. The total project development cost approximately amounted to ₱ 390 million. The project was launched in 2008 and completed in 2010. The project is comprised of a total of 212 units of which 61.79% have been sold.

54. Splendido Taal Tower 2

Splendido Taal Tower 2 is an 18-storey residential and commercial condotel within a 1,500 sqm area in Laurel, Batangas. The project was designed to complement the Splendido Residential and Golf Course Estate. The total project development cost approximately amounted to ₱ 390 million. The project was launched in 2012 and completed in 2015. The project is comprised of a total of 267 units of which 59.18% have been sold.

55. Sta. Lucia Residenze – Monte Carlo

Sta. Lucia Residenze - 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 has 301 units available for sale. The total project development cost is estimated at ₱ 350 million and construction was completed last 2014. The project was launched in 2011 and was completed in 2015**.**

56. Sta. Lucia Residenza – Santorini

Sta. Lucia Residenza - Santorini is a condotel and residential property located in Cainta, Rizal, ideal for primary home, a vacation property or a place to retire. The 5th to 15th floor function as a hotel while the condominium units at the 16th to 25th floors offer premium choices –studio, 1-bedroom and 2-bedroom units. It has a saleable area of 9,734 sqm area, with 279 lots for sale.

57. 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. The project was launched in 2012 and completed in 2015. The project is comprised of a total of 143 units of which 37.76% have been sold.

58. Sugarland Estates

Sugarland Estates is a residential community located in Trece Martires, Cavite surrounded by lush and verdant greenery. The total project development cost was approximately ₱75 million. The project is comprised of a total of 301 lots of which 77.36% have been sold at a selling price of ₱4,000 per sqm. since the project was launched in 2009.

59. Summer Hills Ph4

Summer Hills is a residential community located in Antipolo, Rizal. The community features a clubhouse, basketball court, and swimming pool. A total of 151 lots have been developed within the project area of 3.97 h.a. The average selling price per lot is ₱ 5,000 per sqm. The total project development cost was around ₱ 26 million. The project was launched in 2011 and completed in 2013**.**

60. Tagaytay Royale

Tagaytay Royale is a commercial property located in Tagaytay City. It has a saleable area of 10,946 sqm area, with seven lots for sale.

61. Villa Chiara

Villa Chiara, which covers an area of 2.03 h.a., is a residential estate located in Tagaytay City, Cavite. The project was launched in 2008 and 55 units have been sold as of March 2021 at an average price of ₱6,500 per sqm.

62. Vista Mar Residential Estate

Vista Mar Residential Estate is a residential and commercial property located in Cebu City. It has 99 residential lots for sale, which has a saleable area of 52,385 sqm area.

Ongoing Projects

The table below summarizes the Company's ongoing development projects as of March 31, 2021:

PROJECT	LOCATION	SALEABLE AREA	% SOLD	POC
Acropolis Loyola	Quezon City	173,516.00	41.27%	95.45%
Almeria Verde Ph. 1	Pangasinan	42,209.05	80.75%	96.42%
Almeria Verde Ph. 1A	Pangasinan	3,825.00	51.85%	62.16%
Alta Vista Ph. 1 & 1A	Cavite	22,000.00	-	19.90%
Altea Ciudades Davao	Davao	46,229.00	89.51%	99.00%
Altezza @ Evergreen Panabo	Davao	14,318.00	-	14.00%
Beverly Place Ph. 6E1	Pampanga	27,255.00	5.36%	39.21%
Beverly Place Ph. 10C	Pampanga	49,195.00	3.13%	37.94%
Beverly Place Ph. 10D	Pampanga	37,053.00	-	38.03%
Blue Mountains Comml & Res Est	Rizal	13,598.00	69.44%	98.23%
Blue Ridge At Monterosa	Iloilo	12,206.00	13.64%	86.38%
Cainta Greenland Ph. 4C1	Rizal	1,759.00	100.00%	99.72%
Cambridge Place Batangas	Batangas	115.22	100.00%	77.08%
Catalina Lake Bauan	Batangas	320,777.00	38.60%	81.57%
Centro Verde	Laguna	97,612.00	8.72%	16.73%
Club Morocco	Zambales	21,000.00	-	77.17%
Colinas Verdes Bulacan Ph. 1A	Bulacan	194,283.90	96.66%	88.03%
Colinas Verdes Bulacan Estate Lots	Bulacan	148,972.16	12.41%	95.36%
Costa Mesa @ Evergreen Panabo	Davao	15,454.00	17.20%	43.00%
Costa Verde Alangilan	Batangas	20,537.00	86.21%	96.07%
East Bel-Air Residences Ph. 4	Rizal	3,901.20	30.00%	95.00%
El Sitio Nativo	Batangas	20,000.00	-	18.96%
Golden Meadows Binan Ph. 2C	Laguna	33,429.75	94.40%	98.48%
Golden Meadows Palawan	Palawan	30,000.00	-	4.94%
Golden Meadows Sta Rosa Ph. 1A & 1B	Laguna	49,286.00	6.49%	59.34%
Golden Meadows Sta Rosa Ph. 2E	Laguna	43,922.00	94.25%	86.17%
Green Meadows Bauan Batangas Ph. 1A & 1B	Batangas	49,286.00	6.49%	68.29%

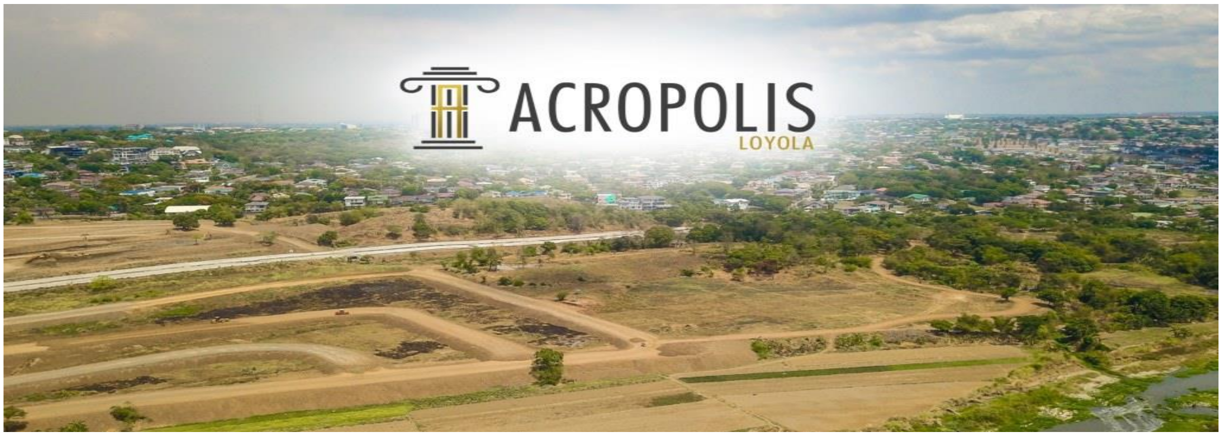
Green Meadows Dasmarinas Ph. 2	Cavite	53,510.00	95.54%	99.93%
Green Meadows Dasmarinas Ph. 2A	Cavite	6,676.00	100.00%	90.00%
Green Meadows Digos	Davao	40,000.00	-	75.00%
Green Meadows Iloilo Ph. 2	Iloilo	104,225.14	91.47%	99.25%
Green Meadows Iloilo Ph. 3	Iloilo	128,661.00	98.02%	52.20%
Green Peak Heights Ph. 1	Rizal	58,578.00	86.75%	99.61%
Green Peak Heights Ph. 2	Rizal	40,130.00	85.00%	75.89%
Green Peak Heights Ph. 3	Rizal	81,085.00	47.52%	5.87%
Green Peak Palawan Ph. 1	Palawan	38,050.00	88.14%	93.00%
Green Peak Palawan Ph. 2	Palawan	38,050.00	88.14%	8.08%
Greenridge Executive Ph. 4B	Rizal	22,281.00	90.79%	93.12%
Greenwoods Executive Ph. 1A2	Pasig/Rizal	6,665.00	100.00%	99.57%
Greenwoods Executive Ph. 540	Pasig/Rizal	1,000.00	100.00%	88.00%
Greenwoods Executive Ph. 6S9	Pasig/Rizal	5,130.00	92.11%	99.49%
Greenwoods Executive Ph. 8D6	Pasig/Rizal	872.00	100.00%	76.11%
Greenwoods Executive Ph. 8D7	Pasig/Rizal	884.00	80.00%	89.04%
Greenwoods Executive Ph. 8F5	Pasig/Rizal	6,461.00	97.73%	96.11%
Greenwoods Executive Ph. 8F6	Pasig/Rizal	5,668.00	100.00%	95.26%
Greenwoods Executive Ph. 9D1	Pasig/Rizal	1,454.00	100.00%	94.47%
Greenwoods Executive Ph. 9F	Pasig/Rizal	2,921.00	100.00%	99.26%
Greenwoods South Ph. 4A	Batangas	31,950.00	3.90%	96.84%
Hacienda Verde Iloilo	Iloilo	259,428.00	11.14%	89.81%
Hamptons Residences Angono	Rizal	18,909.50	68.31%	99.11%
Industrial Estates (Solana)	Tagum City	20,000.00	-	19.00%
La Alegria Negros Occidental	Bacolod City	232,437.00	53.42%	93.44%
La Huerta Calamba Ph. 1	Laguna	95,855.00	40.00%	98.39%
La Huerta Calamba Ph. 2	Laguna	125,582.00	59.66%	98.39%
La Mirada Royale Ph. 1A-1	Bulacan	21,000.00	-	43.14%
La Mirada Royale Ph. 1C	Bulacan	23,000.00	-	42.91%
Las Colinas @ Eden	Davao	500,637.00	44.91%	75.00%
Los Rayos Tagum	Tagum City	106,328.00	52.06%	67.00%
Marbella Davao	Davao	36,130.00	89.19%	21.00%
Marbella Lake Residenses	Laguna	356,042.00	3.61%	12.35%
Metropolis East - Binangonan Ph. 1D	Rizal	1,023.00	-	98.93%
Metropolis East - Binangonan Ph. 2A	Rizal	2,137.00	100.00%	99.53%
Metrosouth Townhouse	Cavite	25,000.00	-	37.62%
Mira Verde Bulacan Ph. 3 & 3A	Bulacan	21,639.00	26.63%	80.01%
Monte Verde Davao Ph. 1	Davao	47,977.00	78.02%	81.00%
Monte Verde Davao Ph. 2	Davao	3,176.00	68.18%	77.00%
Monte Verde Davao Ph. 3	Davao	27,778.00	19.13%	40.00%
Monte Verde Davao Ph. 4	Davao	43,977.00	-	20.00%
Monte Verde East	Rizal	45,797.00	81.99%	16.20%
Monte Verde Executive Ph. 4C	Rizal	50,594.00	94.59%	98.64%
Montebello @ Evegreen Panabo	Davao	88,993.00	4.51%	51.00%
Monterey @ Evergreen Panabo	Davao	48,187.00	44.06%	44.00%

Nasacosta Cove Batangas	Batangas	104,774.00	71.00%	96.31%
Nivel Hills Cebu	Cebu	18,504.51	35.29%	10.00%
Orchard Res Estate & Golf C C Ph. 5B	Cavite	8,194.00	70.59%	40.21%
Orchard Residential Davao	Digos City	12,226.00	28.42%	86.00%
Oro Vista Grande	Rizal	10,500.00	-	93.87%
Palo Alto Executive Village Ph. 2	Rizal	102,753.00	98.51%	99.98%
Palo Alto Executive Village Ph. 3	Rizal	80,585.00	94.74%	72.36%
Ponte Verde Davao Ph. 2	Davao	20,334.00	75.40%	98.00%
Ponte Verde Davao Ph. 3	Davao	4,832.00	-	95.00%
Ponte Verde Davao Ph. 4	Davao	3,531.00	-	3.00%
Ponte Verde De Sto Tomas Batangas Ph. 5	Batangas	12,191.00	97.50%	93.57%
Ponte Verde De Sto Tomas Batangas Ph. 03A	Batangas	2,437.00	100.00%	93.57%
Ponte Verde Matanao Ph. 1	Davao	8,500.00	-	26.00%
Ponte Verde Matanao Ph. 1A	Davao	6,500.00	-	16.00%
Ponte Verde Pililla	Rizal	137,831.00	86.21%	16.18%
Seville Davao	Davao	10,000.00	-	86.00%
Soller Mandug Davao	Davao	243,680.00	62.29%	96.00%
Sonoma Place	Palawan	6,500.00	-	15.72%
Sotogrance Tomas Morato Condotel	Quezon City	6,500.00	-	5.16%
Sotogrande Baguio Ph. 1	Baguio City	5,412.47	92.62%	30.49%
Sotogrande Baguio Ph. 2	Baguio City	5,300.91	98.32%	30.49%
Sotogrande Iloilo Ph. 2	Iloilo	3,700.60	76.30%	88.00%
Sotogrande Katipunan	Quezon City	9,167.53	47.37%	98.17%
Sotogrande Palawan Ph. 1	Palawan	5,208.10	90.48%	80.00%
South Coast Batangas Ph. 1	Batangas	195,593.00	69.05%	54.20%
South Coast Batangas Ph. 1A	Batangas	105,375.00	57.09%	76.27%
Spring Oaks Residence Ph. 4	Laguna	122,732.00	84.19%	61.03%
St. Charbel Dasmarinas Ph. 3	Cavite	144,161.00	86.74%	62.45%
Summit Point Golf & Res Estate Ph. 3	Batangas	129,310.00	42.71%	99.97%
Summit Point Golf & Res Estate Ph. 3A	Batangas	121,450.00	91.88%	99.97%
Summit Point Golf & Res Estate Ph. 3B	Batangas	23,405.00	47.65%	99.97%
Summit Point Golf & Res Estate Ph. 3C	Batangas	7,948.00	55.56%	99.97%
Summit Point Golf & Res Estate Ph. 3D	Batangas	27,564.00	93.18%	99.97%
Summit Point Golf & Res Estate Ph. 3E	Batangas	26,472.05	34.07%	99.97%
Summit Point Golf & Res Estate Ph. 4	Batangas	129,310.00	42.71%	21.22%
Sunnyvale @ Evergreen Panabo	Davao	44,394.00	1.29%	12.00%
Tierra Verde	Digos City	6,500.00	-	31.79%
Valencia Homes	Palawan	3,274.00	-	35.99%
Valle Verde Davao Ph. 1	Davao	64,764.00	95.70%	99.00%
Valley View Executive Ph. 2D	Rizal	1,484.00	100.00%	59.99%
Wood Ridge Iloilo	Iloilo	27,985.00	13.46%	99.14%
Yanarra Seaside Residences Ph. 1A	Batangas	26,673.00	31.48%	93.74%
Yanarra Seaside Residences Ph. 2A	Batangas	45,610.00	25.51%	41.56%

Selected Ongoing Development Projects

1. Acropolis Loyola

Nestled at the rolling hills of Quezon City and bordering the panoramic view of Marikina Valley, Acropolis Loyola offer unprecedented Metro Manila living. Average size of lots is 300 sqm, selling at an average price of ₱ 65,000 per sqm.



2. Almeria Verde Ph1A

Named after the resort town of Almeria in Spain, Almeria Verde exemplifies the idyllic suburban lifestyle of a river side community. With spacious lots and elegant home designs to choose from, it offers high-end living in a secure, conveniently-located, self-contained neighborhood in the heart of Pangasinan. Almeria Verde is cut for growing families who wish to own an elegant home within a spacious lot. It is perfect for families who love the great outdoors as this community is well-equipped with a basketball court, clubhouse, swimming pool, playground, and landscaped open spaces. It paints a picture of serenity framed by the Agno River and beaches along the Lingayen Gulf.

3. Altea Ciudades Davao

Altea is a proud fusion of the traditional and the modern with accents of elegance and luxury located in Mandug, Davao City. The greatest pleasures of life are a privilege in this 8-hectare residential haven with affordable 100 sqm lots ensuring value of money yet owning a promising property. Altea offers an improved quality of life in an exciting variety with the development of adjoining complementary features. Ciudades introduces El Centro, a 12-hectare luxuriant natural splendor complemented by areas for education, sports, wellness and retail.

4. Blue Mountains Ph.2

Blue Mountains come in an excellent integration of residential and commercial development features located in Antipolo City.

5. Cainta Greenland

A prime residential community nestled at the bustling area of eastern Metro Manila. Cainta Greenland Executive Village is complete with the facilities of a modern community that caters to basic and recreational needs.

6. Catalina Lake Residences Bauan

Catalina Lake Residences is a bold collection of contemporary and Spanish Mediterranean residences and archetypal lake houses. Situated at the heart of Bauan Batangas, Catalina Lake Residences is a series of relaxing lakeside homes designed to take the mind off the city hustles. Each residence is fashioned from modishly intricate interiors and tailor fitted style topped with breathtaking views.

7. Catalina Lake Residences Palawan

Lake Catalina is a 35-minute drive from Puerto Princesa International Airport. It has a clubhouse, basketball court, resort-style swimming pool and picture-perfect lighthouse. Commercial lots are also available for those who wish to set-up shops for new business ventures.

8. Colinas Verdes Estate Lots

Colinas Verde is a master-planned community located in San Jose Del Monte, Bulacan with first-class amenities such as the Colinas Verdes Country Club, which is the first country club in the area. The community is designed with a clubhouse, basketball court and swimming pool. It covers an area of 14.9 h.a., with 137 lots developed selling at an average price of ₱ 8,000 per sqm. The total project development cost was around ₱ 311 million.

9. Costa Verde Alangilan

Costa Verde is a master-planned residential and commercial estates strategically located in Bgy. Bolbok and Alanganin, Batangas City and will rise as the new center of growth and haven of profitable stability. A heightened living standard of perfection with community perks and amenities reserved for top class residents.

10. Golden Meadows Binan

Golden Meadow Binan is one of Sta. Lucia quality projects with a community that exudes the warmth, joy and love of family located at Sta. Rosa, Laguna. Golden Meadow Binanis crested with recreational facilities, tall pine trees, and lush vegetation.

11. Greenmeadows at the Orchard Ph2 and Ph2A

Located in the progressive city of Dasmariñas, Cavite, Green Meadows brings the best of natures as well as modern comforts within the reach. As a first class city, Dasmariñas is both a center for commerce and an industrial hub. Residents of Green Meadows can find all the essentials and conveniences, of city living just a few minutes' drive from home. Green Meadows Residential Estates is nestled within the rolling terrain of the Orchard Golf and Country Club. This scenic and serene haven has been designated as a bird and wildlife sanctuary, with its teeming foliage and various species of birds.

12. Greenmeadows Iloilo Ph2 and Ph3

Green Meadows is Iloilo's first lake community. Located within the outskirt towns of Pavia and Jaro, Green Meadows is designed around Lake Victoria, a 5-hectare man-made lake that provides a tranquil setting is the inspiration for gatherings, celebrations, and good old family fun.

13. Greenwoods Executive

Greenwoods Executive is a residential estate located in Pasig City. It provides the modern convenience of a modern community with great facilities to make life easier.

14. Green Peak Heights

Be at home with nature at Green Peak Heights. Nestled in the town of Baras in Rizal, the 29-hectare Green Peak Heights is 30 minutes away from the Greater Manila Area.

15. Green Peak Heights Palawan

Green Peak Heights is located at Sta. Lourdes, Puerto Princesa, with a calming view of the sea and easy access to many kinds of tropical getaways.

16. Hacienda Verde Iloilo

Hacienda Verde is a premiere township development set on 125 h.a. of land that is lush and lively, progressive, while remaining rich in history. It captures beautifully the past and present to create a picture of a future that can only be found within our township.

17. Hamptons Residences

The Hamptons place location for both work and play and a laid back sanctuary for relaxation located at Angono, Rizal.

18. La Alegria Residential Estates

La Alegria is at the heart of Silay City, Negros Occidental. In the humble city of Silay, Negros Occidental, La Alegria prides itself as the only lake residential community.

19. Las Colinas Davao

Las Colinas is located just off the Bayabas-Eden Road in Toril, Davao City. With the property's scenic mountain views, cooler climate and fresh air, future residents are guaranteed to enjoy a rejuvenating and calming ambience, that will allow them to enjoy with ease some quality time with their loved ones.

20. Los Rayos Lake Residences

Los Rayos Lake Residences is an exquisite residential retreat, with a lush mangrove forest, Philippine hardwood trees, plus a four kilometer stretch of white sand beach all within reach in Los Rayos. Los Rayos Lake Residences located in Tagum City, Davao Del Norte. The 37-hectare residential development is accessible to numerous key establishments such as shopping malls, schools, restaurants, plantations and eco parks. It is built around a central lake surrounded by the lush greenery of Davao. The 4-hectare lake area is the centerpiece of Los Rayos.

21. Metropolis Iloilo

Metropolis Iloilo is a residential and commercial estate. It is strategically located in Brgy. Tagbac, between the McArthur National Hi-way, Jaro, Iloilo City and the Coastal Hi-way, Bitoon, Jaro, Iloilo City. It is considered as one of the premiere residential and commercial estates of Iloilo. Metropolis Iloilo is a unique modern complex blending modern conveniences such as a commercial complex, a bus terminal, a school, and a world of recreation, with the enchanting countryside setting.

22. Nasa Costa Cove

A beachside resort-residential development located in Brgy. Natipuan, Nasugbu, Batangas along a strip of carved beachfront adjacent to high-end developments. Approximately 102 kilometers south of Metro Manila. All lots at Phase 1 are within walking distance to the beach.

23. Spring Oaks Residence

Lakewood resort residential estates Los Baños is a 42-hectare master-planned community located in Los Baños, Laguna, a town known for its mountain views and hot springs. Designed as a resort cum residential subdivision, Lakewood provides a breathtaking view of Mt. Makiling on one side and an enchanted lake view on the other side. Beyond its walls are an abundant array of resorts, restaurants, fresh fruit stands, garden landscaping and other specialty shops.

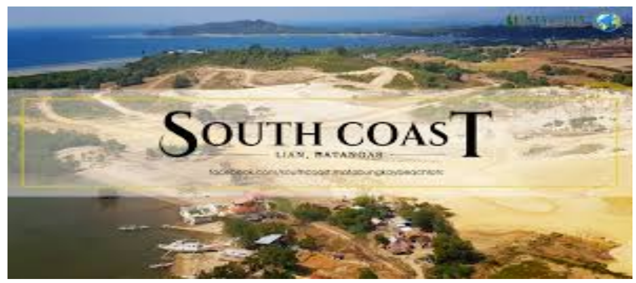
24. Soller Davao

Down South in Davao, the idyllic Soller Residences is the place to be. Davao City, being among the safest cities in the country, is also home to the finest eco-adventure facilities and a hearty environment. It serves as the perfect backdrop for startup families who are starting small but betting on big dreams. The Soller Residences is located within Ciudades, Davao's first mixed-use and self-sufficient community. Soller Residences offer top-notch amenities such as a community clubhouse, multipurpose function hall, children's playground, swimming pool, bike trails and basketball court.

25. Soto Grande Katipunan

Soto Grande's residential units - hugging the sky from the 17^{th} to the 22^{nd} floors - will be created to become among the finest places to live or stay within the confluence of the three cities that make up Metro Manila's most dynamic and progressive hubs - Quezon City, Pasig and Marikina. In 23 of its exquisite and very select units, Sotogrande has created its "Condotel Suites" - a line of studio and 2 bedroom serviced residences that allow long-staying guests to enjoy the space, breadth, and privacy of their own home, while being gifted with the care, service, and luxury of a hotel. The Condotel Suites are perfect second homes or sanctuaries from the stresses of long travel and work, where the comfort and refuge of home are coupled with first class hotel pampering and amenities.

26. South Coast



South Coast is an integrated recreational, sports, residential community with ecological nature at its best. It is located at Lian, Batangas.

27. Valle Verde Davao

Experience the southern getaway every day at Valle Verde. Valle Verde Residential Estates is located at Panacan, Davao City.

28. Woodridge Iloilo

Woodridge Iloilo is located at Metropolis Drive, Bitoon, Jaro, Iloilo. It is accessible in coastal road and National Road.

29. Woodside Garden Ville

The Woodside Garden Ville is located at Urdaneta, Pangasinan. The Woodside Garden Village is designed to be a blend of nature's color and texture. The landscape and tree-lined roads complement its American-Californian theme, natural and picturesque in character. Form and function is combined to achieve appealing pocket parks for the family to enjoy. The Woodside Garden Village takes pride in having the finest clubhouse development in Pangasinan. It boasts of a fully-airconditioned multi-purpose hall, a junior Olympic-sized pool, a kiddie pool, tennis and basketball courts, kiosks and trellises, parks and playgrounds.

Future Projects

The Company plans to expand, should the market conditions permit, in the following projects, but not limited to:

1. Orchard Towers
2. Splendido Towers
3. Sta. Lucia Residences
4. East-bel Air Residences

5. Neopolitan Condominiums
6. Monte Verde Digos Expansion
7. Ponte Verde Davao Expansion
8. Nasacosta Batangas Expansion
9. Valle Verde Cebu
10. La Mirada Tower 2
11. Greenridge Expansion
12. Lipa Royale Expansion
13. South Spring Expansion
14. Greenwoods Executive Expansion

Patents, Trademark and Copyrights

As of the date hereof, the Company has registered the following trademark:

Design mark/ logo	Registration No.	Trademark	Status	ExpirationDate
	4/2020/00502228	Sta. Lucia Land, Inc.	Registered February 21, 2021	February 21, 2031

The above trademark is important because name recognition and exclusivity of use are contributing factors to the success of the Company's development. In the Philippines, certificates of registration of a trademark issued by the Intellectual Property Office are generally effective for a period of 10 years, unless terminated earlier.

The Company is also the owner of one domain name: www.stalucialand.com.ph.

Transactions with and/or Dependence on Related Parties

The Company, in its ordinary course of business, enters into transactions with related parties and affiliates. These transactions include advances and reimbursement of expenses. These accounts are noninterest-bearing and are generally unsecured. The outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties. Additional information on related party transactions are in the Notes to the Audited Financial Statements of the Company attached hereto and incorporated herein by reference.

For information on Transactions with and/or Dependence on Related Parties, see the section "Related Party Transactions" on page [215] of this Prospectus.

Government Approvals and Permits

The Company has obtained and will obtain all such necessary and desirable government permits, consents, and authorizations that may be required for the conduct and continuance of its business.

These permits and approvals include, but are not limited to, the environmental compliance certificates or certificates of non-coverage, development permits, department of agrarian reform conversions, and licenses to sell. In addition, the Company and its subsidiaries intend to continue to comply, in all material respects, with applicable regulations and law which govern its various businesses.

At present, the licenses and permits of the Company and its projects are:

1. **Securities and Exchange Commission (SEC)**
   SEC Registration No. 0000031050

2. **Bureau of Internal Revenue (BIR)**

OCN	Address	Date of Issue	TIN
8RC0000053519	Penthouse Bldg 3 Sta Lucia Mall, Marcos Highway corner Imelda Avenue Cainta Rizal	Updated on 7 October 2014	000-152-291-000
8RC9999782366E	Level 2-0277 National Hi-Way Robinsons Place Barangay, San Manuel, Puerto Princesa, Palawan	6 March 2017	000-152-291-00007
8RC0000576849	Unit 160 16th Floor Landco Corporate Center, JP Laurel Ave., Barangay 190B (POB), Davao City, Davao Del Sur	1 July 2016	000-152-291-00004
8RC000454067	ATM Business Center 3rd Floor Jalandoni-Ledesma St. Gloria, Iloilo City, Iloilo	7 April 2016	000-152-291-00003

3. **Local Government Units (Business Permits)**

Permit No.	Industry	Place of Issue	Date of Issue	Date of Expiration
2021-6615	Real Estate Developer	Municipality of Cainta, Rizal	June 22, 2021	December 31, 2021
Official Receipt No. 2015725	Real Estate Developer	City of Cebu	February 10, 2021	
B-137949-9	Real Estate Developer	City of Davao	July 21, 2021	December 31, 2021
C-2021-0691	Real Estate Developer/ Dealer	City of Iloilo	January 15, 2021	December 31, 2021
2021-0885	Services (Real Estate Lessor)	Municipality of Pavia, Iloilo	January 20, 2021	December 31, 2021
BP-2021-07324-0	Real Estate Developer	City of Puerto Princesa	January 27, 2021	December 31, 2021

4542	Real Estate Developer	City of Digos	June 18, 2021	December 31, 2021

4. **Social Security System (SSS)**
SLI is registered with the SSS with Employer ID No. 03-9217072-9 as indicated in the Employer Registration issued on May 2, 2008.

5. **Philippine Health Insurance Corporation (PhilHealth)**
SLI is registered with the Philhealth as Employer No. 003000011976 as indicated in its Certificate of Registration dated June 26, 2008.

6. **Home Development Mutual Fund (HDMF)**
SLI is registered with the HDMF with Employer No. 800166932018 as indicated in the Certificate of Employer's Registration dated June 15, 2007.

7. **National Privacy Commission (NPC)**
SLI is registered with the NPC with registration No.PIC-001-295-2019 as indicated in the Certificate of Registration effective until March 8, 2020.

8. **Department of Environment Natural Resources (DENR)**
The Company is issued with Environmental Compliance Certificates or Certificate of Non-Coverage by DENR.

Environment Compliance Certificate

ECC No.	Name of Project	Location	Date of Issue
NCR-2018-0134	Acropolis Loyola (Quezon City)	Brgy. Pansol, Quezon City	25 June 2018
NCR-2018-0174	Acropolis Loyola (Marikina City)	Brgy. Tumana, Marikina City	9 August 2018
R03-1102-0084	Colinas Verde Ph.3,3A&3B – Expansion Project	Brgy. Tungkong Mangga, City of San Jose Del Monte	7 April 2011
R4-1505-0321	Costa Verde Project	Brgys. Bolbok and Alangilan, Batangas City	7 May 2015
R03-1105-0204	Proposed Residential and Commercial Subdivision Project (El Pueblo Verde)	Brgys. San Antonio, Abagon and Poblacion, Gerona, Tarlac	3 June 2011
R4A-1501-0058	Golden Meadow 2-C Project	Brgy. Sinalhan, Sta. Rosa City	20 March 2015
R4-1303-0166	Greenland Newtown Phase 2-C Subdivision Project	Brgy. Banaba (Nangka), San Mateo, Rizal	27 March 2013

03NE 0710 12 5170212A	Anamel Village - Phase III (Greenwoods North Phase 3)	Brgy. San Nicolas, City of Gapan	17 October 2007
R4A-1404-0231	Green Peak Heights Project	Brgy. Pinugay, Baras, Rizal	22 December 2014
ECC-OL-R4B-2020-0190	Green Peak Heights Project Phase 2 (Green Peak Heights Palawan)	Brgy. Sta. Lourdes, Puerto Princesa City, Palawan	27 September 2020
LDBW-0811-167-2019	La Huerta Project consisting of 2-phase land development	Brgy. La Huerta, Calamba City, Laguna	5 February 2009
4A-2003-714-211	Palo Alto Leisure and Residential Estate Project	Brgy. Pinugay, Baras, Rizal	25 July 2003
R11-2017-0037	Valle Verde Residential Estate Subdivision	Brgy. Panacan, Bunawan District, Davao City	23 February 2017
11-2001-2210-181	On-going business project (Sotogrande Davao)	Brgy. Ma-a, Talomo District, Davao City	12 February 2014
R11-1003-0047	Ponte Verde Subdivision	Brgy. Sasa, Buhangin District, Davao City	28 April 2017
R4B-2015-0006	Nottingham Villas Project	Brgy. San Pedro, Puerto Princesa, Palawan	1 October 2015
R4A-08111-439-8410	Subdivision Development Project (Nasa Costa)	Brgy. Natipuan, Nasugbu, Batangas	8 January 2019
R4A-1311-0731	Greenwoods Executive Village Phases 2k1, 6 Section 9 & 10, 8G1, 9E and 9F Project	Brgys. Magsiay and San Juan, Cainta and Barangays Sta. Ana and San Juan, Taytay Rizal	23 December 2013
R4A-1405-0240	Vermont 4-I Project	Macros Highway, Brgy. Mayamot, Antipolo City, Rizal	4 August 2014
R01-2015-0050	Almeria Verde Delux Suburban Homes	Brgy. Bolosan, Dagupan City, Pangasinan	18 December 2015
ECC-R11-1606-0007	Las Colinas Leisure Farm Tourism Development Project	Brgy. Eden, Toril District, Davao City	16 June 2016
ECC-OL-R4A-2021-0056	Catalina Lake Residences (Area B) Project	Brgy. Balayong and Manghinao 1, Bauan Batangas	7 February 2021
ECC-OL-R4B-2021-0021	Catalina Lake Residences – 2 Project	Brgy. Tagburos, Puerto Princesa City, Palawan	31 January 2021

ECC-OL-R4A-2021-0216	Catalina Residences Condominium Project	Brgy. Manghinao 1, Bauan, Batangas	26 April 2021
ECC-OL-R4A-2021-0104	Centro Verde Subdivision Project	Brgy. Bucal, Calamba,Laguna	7 February 2021
ECC-OL-R4B-20210039	Golden Meadows Residential Subdivision Project	Brgy. Sta. Lourdes, Puerto Princesa, City, Palawan	21 March 2021
ECC-OL-R4A-2021-027	Green Ridge 4-B Project	Brgy. Palangoy, Binangonan, Rizal	14 April 2021
ECC-OL-R4A-2020-0481	Marbella Lake Residences Phase 1 Project	Brg.y Masapang (San Benito), Victoria, Laguna	20 October 2020
ECC-OL-R4B-2020-0048	Marbella Residential Subdivision with Expansion	Socrates Rd., Brgy. San Pedro, Puerto Princesa City, Palawan	3 March 2020
ECC-OL-R03-2020-0241	Mira Verde 3 and 3A Project	Brgy. Panginay and Tuktukan, Guiguinto, Bulacan	9 June 2020
ECC-OL-R4A—2017-0588	Ponte Verde de Sto. Tomas 5 Project	Brgy. Santiago, Santo Tomas, Batangas	14 December 2017
ECC-OL-R4A-2020-0215	Ponte Verde Phase 1, 1-A, 1-B and 1-C Project	Brgy. Halayhayin, Pililia, Rizal	16 June 2020
ECC-OL-R4B-2021-0030	Sonoma Place – Residential Subdivision Project	Brgy. San Jose, Puerto Princesa City, Palawan	23 February 2021
ECC-OL-R4A-2020-0393	St. Charbel South Phase 3 (Area 2) Project	Brgy. Sampaloc 4, Dasmarinas Cavite	9 September 2020
ECC-OL-R03-2021-0287	Sycamore Village Project	Brgy. Sabanilla and Masamal, Mexico, Pampanga	14 May 2021
R03-05272021-5098	La Reserva Pacifica	Brgy. Reserve, Baler, Aurora	28 May 2021

Certificate of Non-Coverage

CNC NO.	NAME OF PROJECT	LOCATION	DATE OF ISSUE
CNC-R03-1206-0015	Greenwoods North Phase 2	Brgy. Cristo Norte, Gapan, Nueva Ecija	12 June 2012
CNC-OL-R4A-2020-09-05311	Rockville Project	Brgy. Kaytitinga, Alfonso, Cavite, R4A	10 September 2020

CNC-OL-R4B-2020-07-00661	Valencia Homes	Bancao Bancao, Puerto Princesa City, Palawan, R4B	8 July 2020
CNC-OL-R4A-2021-03-02016	Greenwoods Executive Village 8-F-3 Project	Brgy. Sta. Ana, Taytay, Rizal Province, R4A	19 March 2021
CNC-OL-R4A-2021-03-02017	Greenwoods Executive Village 8-F-4 Project	Brgy. Sta. Ana, Taytay, Rizal Province, R4A	19 March 2021

9. Local Government Units (Development Permits)

Permit No.	Name of Developer	Name of Project	Location	Type	Date of Issue
PRD-18-0870-H	Sta. Lucia Land, Inc.	Acropolis Loyola	Pansol, Quezon City	Subdivision	13 November 2018
3-2018	Sta. Lucia Land, Inc. and Subsidiaries	Acropolis Loyola	Brgy. Tumana, Marikina City	Subdivision	19 July 2018
2011-03-005	Sta. Lucia Realty and Development, Inc.	Colinas Verdes Phase 3, 3-A & 3-B	Brgy. Tungkong Mangga, City of San Jose	Subdivision	13 September 2011
15-10-0065	Sta. Lucia Land, Inc.	Costa Verde Project	Brgys. Bolbok and Alangilan, Batangas City	Subdivision	3 November 2015
02-12	Sta. Lucia Land, Inc.	Residential and Commercial Subdivision (El Pueblo Verde)	San Antonio, Gerona, Tarlac	Subdivision	31 July 2012
13-0828-14	Sta. Lucia Land, Inc.	Proposed Golden Meadows Ph. 2-C Residential Subd. Project	Brgy. Sinalhan, City of Santa Rosa, Laguna	Subdivision	28 August 2014
-	St. Botolph Dev'lt, Corporation/Sta Lucia Land, Inc.	Greenland Newtown Ph. 2-C	Brgy., Banaba, San Mateo, Rizal	Subdivision	-
2011-01	Sta. Lucia Land, Inc.	Greenwoods North Phase II	Sto. Cristo Norte, Gapan City, Nueva Ecija	Subdivision	19 September 2011

2011-02	Sta. Lucia Land, Inc.	Greenwoods North Phase III	San Nicolas, Gapan City, Nueva Ecija	Subdivision	19 September 2011
2013-004	Sta. Lucia Land, Inc.	Residential and Commercial Subdivision	Sitio Paenaan, Brgy. Pinugan, Baras, Rizal	Subdivision	7 May 2013
30-8213-15	Sta. Lucia Land, Inc.	Greenpeak Heights Subdivision (Green Peak Heights Palawan)	Brgy. Sta. Lourdes, City of Puerto Princesa	Subdivision	23 March 2015
2009-001	Sta. Lucia Land, Inc.	La Huerta Calamba, Laguna Project	Barangays Bunggo, Burol & Laguerta, City of Calamba	Subdivision	26 February 2009
2014-001	Sta. Lucia Land, Inc.	Palo Alto Phase 2	Barangay Pinugay, Baras, Rizal	Subdivision	28 February 2014
2014-0013	Sta. Lucia Land, Inc.	Vermont Park Phase 4-I	Vermont Park Subdivision, Brgy. Mayamot, Antipolo City	Subdivision	-
10-012	Sta. Lucia Realty and Development, Inc.	Valle Verde-Davao	Brgy. Panacan, Diversion Road, Bunawan, Davao City	Subdivision	29 July 2010
15-020	Sta. Lucia Land, Inc.	Soto Grande Residences	Davao Riverfront Commercial Subdivision, Ma-a, Davao City	Condominium	30 March 2015
10-010	Sta. Lucia Realty and Development, Inc.	Ponta Verde Davao	Brgy. Sasa & Communal, Diversion Road, Buhangin, Davao City	Subdivision	9 August 2010
16-02-003	Sta. Lucia Land, Inc.	Nottingham Villas	Brgy. San Pedro, Puerto Princesa City, Palawan	Condominium	2 March 2016

2	Sta. Lucia Land, Inc.	Resident/Commercial Subd. (Nasa Costa)	Brgy. Natipuan, Nasugbu, Batangas	Subdivision	24 August 2011
12-005	Sta. Lucia Land, Inc.	Greenwoods Executive village, Ph. 9-F	Brgy. Sta. Ana, Taytay, Rizal	Subdivision	-
2013-05-06	Sta. Lucia Realty & Development, Inc.	Greenwoods Executive Village Phase 6 Sections 9 & 10	Brgy. San Juan, Cainta, Rizal	Subdivision	24 May 2013
2013-02-03	Sta. Lucia Land, Inc.	Greenwoods Executive Village Phase 2-K-1	Brgy. San Juan, Cainta, Rizal	Subdivision	-
-	Sta. Lucia Land, Inc.	Proposed Residential Subdivision (Almeria Verde)	Brgy. Bolosan, Dagupan City	Subdivision	-
18-012	Sta. Lucia Land, Inc.	Las Colinas Leisure Farm	Brgy. Eden, Toril District, Davao City	Subdivision	13 September 2018

10. Housing and Land Use Regulatory Board (HLURB)

Please refer below to the list of completed and ongoing projects with their corresponding License to Sell (LTS) permit from the HLURB.

COMPLETED HORIZONTAL PROJECTS					
Project Name	**Location**	**License to Sell**		**Certificate of Registration**	
		No.	**Date Issued**	**No.**	**Date Issued**
Sugarland Estates	Trece Martires, Cavite	25550	May 25, 2012	23673	May 25, 2012
Villa Chiara	Tagaytay City, Cavite	21250	November 20, 2008	19985	November 20, 2008
Greenland Antipolo	Antipolo City, Rizal	24133	January 20, 2011	22837	January 20, 2011
Bauan Grand Villas	Bauan, Batangas	23392, 23391	March 11, 2010	22124, 22123	March 11, 2010
Greenmeadows Tarlac	Paniqui, Tarlac	23034, 23035	February 3, 2010	21773, 21774	December 22, 2009
Luxurre Residences	Alfonso, Cavite	26116	November 13, 2012	24351	November 13, 2012
South Grove Davao	Davao City, Davao	24070	January 17, 2012	23254	January 17, 2012
Neopolitan Business Park	Fairview, Quezon City	89-12-1345	December 15, 1989	89-12-1242	December 15, 1989

Pueblo del Sol Ph. 1	Tagaytay, Cavite	6213-R4A-06-06	June 26, 2006	15431-R4A-06-06	June 26, 2006
Mesilo Nueva Vida	Dasmarinas, Cavite	26115	November 13, 2012	24350	November 13, 2012
Vistamar Residential Estate	Lapu Lapu City, Cebu	5605	February 23, 1995	5609	February 23, 1995
Alta Vista De Subic	Subic, Zambales	747	August 25, 1997	770	August 25, 1997
Davao Riverfront	Davao City, Davao			11344	November 15, 2005
Glenrose Park Carcar	Carcar, Cebu	7873	August 13, 2003	7401	August 13, 2003
Lakewood City	Cabanatuan, Nueva Ecija			00355-B	October 4, 1996
Metropoli Residenze de Libis	Libis, Quezon City	13543	October 21, 2005	13555	October 21, 2005
Monteverde Executive	Taytay, Rizal	89-06-1141	June 5, 1989	89-06-1101	June 5, 1989
Palo Alto Ph.1	Tanay, Rizal	15558	September 20, 2006	16668	October 20, 2006
Rizal Technopark	Taytay, Rizal	98-011-3065	January 31, 1998	98-01-3234	January 27, 1998
Rizal Technopark	Taytay, Rizal	99-05-121	May 31, 1999	99-05-155	May 31, 1999
South Pacific Golf & Leisure Estate	Davao City, Davao	22229	April 25, 2010	23496	April 5, 2010
Palm Coast Marina Bayside	Roxas Blvd, Pasay City	13625	April 5, 2006	14638	April 5, 2006
Nottingham Villas Townhouse	Taytay, Rizal	28027	December 29, 2016	32318	December 29, 2016
Greenmeadows Iloilo Ph.1	Jaro, Iloilo City	R6-009-21048	April 21, 2009	22317	April 21, 2009
Greenland Newtown Ph.2B	San Mateo, Rizal	26795	December 10, 2015	30777	December 10, 2015
Glenrose Taytay	Taytay, Rizal	26801	January 11, 2016	30937	January 11, 2016
Alta Vista Residential Estate	Cebu City, Cebu	770	August 25, 1997	747	August 25, 1997
Costa Verde Cavite (Commercial)	Rosario, Cavite	12163-R4A-05-10	October 17, 2005	12559-R4A-05-10	October 17, 2005
Costa Verde Cavite (Residential)	Rosario, Cavite	12129-R4A-05-08	August 15, 2005	12559-R4A-05-08	August 15, 2005
Eagle Ridge Golf Villas	General Trias, Cavite	14578-R4A-06-03	March 23, 2006	15226-R4A-06-03	March 23, 2006
Eagle Ridge Residential Estates	General Trias, Cavite	R4-97-04-0051	July 10, 1997	R4-97-04-0056	July 01, 1997
Greenwoods South	Batangas City, Batangas	R4-96-12-0199	January 10, 1997	R4-96-12-0226	January 10, 1997
Metropolis Greens (Phase 1)	General Trias, Cavite	R4-98-08-0103	August 12, 1998	R4-98-08-0129	August 12, 1998

Metropolis Greens (Phase 2)	General Trias, Cavite	R4-98-12-0157	January 4, 1999	01826-R4-00-04	April 18, 2000
Metropolis Greens (Phase 3)	General Trias, Cavite	R4-98-12-0157	January 4, 1999	R4-08-12-0201	January 4, 1999
Manville Royale Subdivision	Bacolod City, Bacolod	06-94-36	November 3, 1994	06-94-36	November 3, 1994
Pinewoods Residential Golf and Country Club Estate	Benguet, Baguio City	CR-CAR-01-98-001	January 15, 1998	LS-CAR-01-98-001	January 15, 1998
Southfield Executive Village	Dasmarinas, Cavite	R4-96-07-0119	January 17, 2012	R4-96-07-0134	July 13, 1996
Tagaytay Royale Ph 1A & 1B	Tagaytay City, Cavite	R4-98-07-0100	August 12, 1998	R4-98-07-0125	August 12, 1998
Bevery Place Ph.9H	Mexico, Pampanga	19987	July 21, 2008	13466	July 21, 2008
Summer Hills Ph.4	Antipolo, Rizal	28025	December 29, 2016	32315	December 29, 2016
Soto Grande Ph.2	Tagaytay City, Cavite	25562	December 9, 2013	28790	December 9, 2013
Costa Del Sol Iloilo	Arevalo, Iloilo City	23572	March 11, 2013	25829	March 11, 2013

COMPLETED VERTICAL PROJECTS					
Project Name	**Location**	**License to Sell**		**Certificate of Registration**	
		No.	**Date Issued**	**No.**	**Date Issued**
Splendido Taal Tower 1	Laurel, Batangas	22502	May 12, 2009	21318	May 12, 2009
Splendido Taal Tower 2	Laurel, Batangas	29115	December 19, 2014	25906	December 19, 2014
La Breza Tower	Mother Ignacia Street, Quezon City	21940	December 18, 2008	20127	December 18, 2008
La Mirada Tower	Lapu-Lapu City, Cebu	21656	January 30, 2009	20627	January 30, 2009
East Bel-Air Residences	Cainta, Rizal	26984	July 26, 2013	24716	July 26, 2013
Neopolitan Condominium 1	Fairview, Quezon City	29251	September 30, 2014	26037	September 20, 2014
Sta. Lucia Residenze - Monte Carlo (Tower 1)	Cainta, Rizal	25762	11-Apr-14	28609	11-Apr-14
Sta Lucia Residenze - Santorini (Tower 2)	Cainta, Rizal	25762	11-Apr-14	28609	11-Apr-14
Arterra Residences at Discovery Bay	Lapu-Lapu City, Cabu	27046	26-Aug-15	30337	26-Aug-15

ONGOING HORIZONTAL PROJECTS			
PROJECT NAME	**LOCATION**	**License to Sell**	**Certificate of Registration**

		No.	Date Issued	No.	Date Issued
Acropolis Loyola Residential Quezon City	Quezon City and Marikina	35105	July 26, 2019	29544	July 26, 2019
Acropolis Loyola Commercial Quezon City	Quezon City and Marikina	35104	July 26, 2019	29543	July 26, 2019
Acropolis Loyola Residential Marikina	Quezon City and Marikina	34612	June 14, 2019	29515	June 14, 2019
Colinas Verde Ph.3,3A&3B	San Jose Del Monte, Bulacan	26804	April 18, 2013	25010	April 18, 2013
Costa Verde Alangilan	Batangas City, Batangas	32064	December 28, 2016	27839	December 28, 2016
El Pueblo Verde	Gerona, Tarlac	31154	March 15, 2016	27216	March 15, 2016
Golden Meadows Binan Ph.2C	Sta Rosa, Laguna	32063	December 28, 2016	27838	December 28, 2016
Greenland Newtown Ph.2C	San Mateo, Rizal	30718	September 30, 2015	26756	September 30, 2015
Greenmeadows Ph.2 at the Orchard	Dasmarinas, Cavite	30497	October 21, 2015	26846	October 21, 2015
Greenwoods Executive Ph.2K1	Cainta, Rizal	30705	September 23, 2015	26747	September 23, 2015
Greenwoods Executive Ph.6 Sec.9-10	Taytay, Rizal	30714	September 30, 2015	26752	September 30, 2015
Greenwoods Executive Ph.8G1	Cainta, Rizal	30713	September 30, 2010	26751	September 30, 2010
Greenwoods Executive Ph.9F	Taytay, Rizal	30717	September 30, 2015	26755	September 30, 2015
Greenwoods North Ph.2	Gapan, Nueva Ecija	26872	October 14, 2013	25062	October 14, 2013
Greenwoods North Ph.3	Gapan, Nueva Ecija	26873	October 14, 2013	25063	October 14, 2013
Green Peak Heights Ph.1	Teresa, Rizal	30691	September 3, 2015	26737	September 3, 2015
Green Peak Heights Palawan	Sta. Lourdes, Puerto Princesa	31256	May 16, 2016	26934	May 16, 2016
La Huerta Ph. 1	Calamba, Laguna	24938	October 19, 2011	23336	October 19, 2011
La Huerta Ph. 2	Calamba, Laguna	24939	October 19, 2011	23337	October 19, 2011
Nasa Costa Cove	Nasugbu, Batangas	32028	December 14, 2016	27816	December 14, 2016
Palo Alto Ph.2	Teresa, Rizal	33322	December 28, 2017	28153	December 28, 2017
Ponte Verde Davao Residential	Panacan, Davao City	24053	April 26, 2011	21586	April 27, 2011
Ponte Verde Davao Commercial	Panacan, Davao City	24054	April 26, 2011	22253	April 27, 2011

Valle Verde Davao	Panacan, Davao City	24043	January 31, 2011	19179	January 31, 2011
Vermont Park Ph.4I	Antipolo, Rizal	32316	December 29, 2016	28024	December 29, 2016

ONGOING VERTICAL PROJECTS					
PROJECT NAME	**LOCATION**	**License to Sell**		**Certificate of Registration**	
		No.	**Date Issued**	**No.**	**Date Issued**
Crown Residence at Harbor Springs Resort	Puerto Princesa	31410	August 24, 2016	27730	August 24, 2016
Nottingham Villas Palawan Residential	San Pedro, Puerto Princesa	31280	June 29, 2016	26946	June 29, 2016
Nottingham Villas Palawan Commercial	San Pedro, Puerto Princesa	31255	May 16, 2016	26933	May 16, 2016
Soto Grande Davao Soto Grande Katipunan	Davao City, Davao Quezon City, Metro Manila	30913 35176	March 7, 2016 October 23, 2019	26698 29588	March 7, 2016 October 23, 2019

In addition to the foregoing, permits for the following projects of the Company are currently in different stages. Applications are either being prepared or are pending with the DENR, HLURB or the concerned LGU, as follows:

PROJECT NAME	**LOCATION**
Almeria Verde	Dagupan City, Pangasinan
Altea Ciudades	Mandug, Davao City
Blue Mountains Ph.2	Antipolo, Rizal
Cambridge Place Ph.1A	Tanauan, Batangas
Catalina Lake Residences	Bauan, Batangas
Colinas Verdes Estate Lots	San Jose Del Monte, Bulacan
East Bel-Air 3	Cainta, Rizal
Golden Meadows Binan Ph.2D	Sta Rosa, Laguna
Greenmeadows Ph.2A at the Orchard	Imus, Cavite
Greenmeadows Iloilo Ph.2	Jaro, Iloilo City
Greenridge Rizal Ph.4A	Binangonan, Rizal
Greenwoods Executive Ph.540	Cainta, Rizal
Greenwood Executive Ph.8F5	Taytay, Rizal
Greenwoods Executive Ph.9D1	Cainta, Rizal
Greenwoods South Ph.4A	Batangas City, Batangas
Green Peak Heights Ph.2	Teresa, Rizal
Green Peak Heights Ph.3	Teresa, Rizal
Hacienda Verde Iloilo	Iloilo City, Iloilo
Hamptons Residences	Angono, Rizal
La Alegria Residential Estates	Silay City, Negros Occidental

Las Colinas Davao	Eden Toril, Davao City
Lakewood Los Banos Ph.4	Los Banos, Laguna
Los Rayos	Tagum City, Davao Del Norte
Marbella Davao	Davao
Metropolis East Ph.1B	Binangonan, Rizal
Metropolis East Ph.1C	Binangonan, Rizal
Metropolis East Ph.2	Binangonan, Rizal
Metropolis Iloilo Ph.2	Jaro, Iloilo
Monte Verde Royale Ph.4C	Taytay, Rizal
Nottingham Villas Iloilo Cluster 1 to 10	Jaro, Iloilo City
Orchard Residential Estates Ph.1A2	Dasmarinas, Cavite
Ponte Verde Davao – Sandoval	Panacan. Davao City
Rizal Techno Park Ph.2D1	Taytay, Rizal
Rizal Techno Park Ph.2H	Taytay, Rizal
Soller Davao	Mandug, Davao City
Soto Grande Neopolitan (Neopolitan Tower 2)	Fairview, Quezon City
South Coast	Lian, Batangas
South Spring Ph.1E	Binan, Laguna
South Spring Ph.1D	Binan, Laguna
South Spring Ph.1F	Binan, Laguna
South Spring Ph.1G	Binan, Laguna
Summer Hills Ph.4A and 4B	Antipolo, Rizal
Summit Point Ph.3A	Sto. Tomas, Batangas
Summit Point Ph.3B	Sto. Tomas, Batangas
Summit Point Ph.3C	Sto. Tomas, Batangas
Summit Point Ph.3D	Sto. Tomas, Batangas
Summit Point Ph.3E	Sto. Tomas, Batangas
Vermont Park Ph.1E	Antipolo, Rizal
Woodridge Iloilo	Jaro, Iloilo
Woodside Garden Ville Ph.2C	Urdaneta, Pangasinan
Aldea at Monterosa	Oton, Iloilo
Blueridge at Monterosa	Oton, Iloilo
Monterey Residence	Panabo City, Davao

11. Anti-Money Laundering Council

SLI is provisionally registered with the Anti-Money Laundering Council. Said provisional registration is valid until August 25, 2021.

Research and Development

Expenses incurred for research and development activities are minimal and do not amount to a significant percentage of revenues.

Cost and Effect of Compliance with Environmental Laws
Expenses incurred by the Company for purposes of complying with environmental laws that consist primarily of payments for Government regulatory fees that are standard in the industry and are minimal.

Insurance

The Company obtains and maintains appropriate insurance coverage on SLEGM from UCPB General Insurance Company, Inc., Fortune General, covering the following risks: fire and lightning, perils of explosion, aircraft, vehicle and smoke, earthquake fire and shock, riot and strike, typhoon and flood.

Market / Clients

The Company 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 Company's sales.

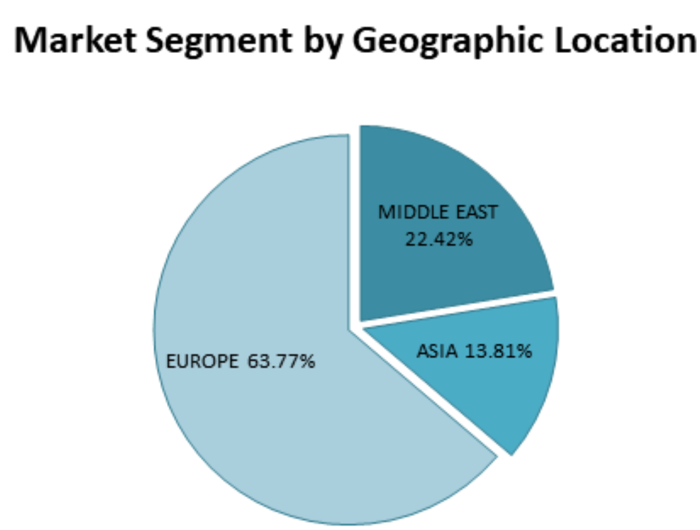
Market Segments by Customer Profile

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.

Market Segments by Continent

OFW revenues are distributed among the Middle East, Asia, and the U.S. Approximately 64% of total OFW revenues come from the Europe, 14% from the Asia, 22% from Middle East.

The table below shows the breakdown of foreign sales to total real estate sales for the years ended December 31, 2018, 2019 and 2020:



CONTINENT	2018		2019		2020	
	Sales	% to Sales	Sales	% to Sales	Sales	% to Sales
MIDDLE EAST	190,817,417	18.55%	290,311,840	27.77%	150,589,526	20.24%
ASIA	314,532,692	30.58%	50,622,000	4.84%	23,891,848	3.21%
EUROPE	523,154,148	50.87%	704,294,932	67.38%	569,506,021	76.55%
TOTAL	**1,028,504,257**	**100%**	**1,045,228,772**	**100%**	**743,987,395**	**100%**

Mall Operations

The Sta. Lucia East Grand Mall ("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 4-storey buildings with a GFA of 180,000sqm and is located at Marcos Highway cor. Felix Ave., Cainta, Rizal.

In 2014, the Company opened the expansion mall called Il Centro, which is comprised of a 3-storey building with a GFA of 50,000 sqm and a gross leasable area of 9,136.62 sqm. The expansion mall has a 20,000 sqm parking space to cater to residential tenants and mall clients.

Currently, the mall has 99,076.21 sqm gross leasable space of which 74.29% is leased. The 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.

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, but are not limited to, 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, Regatta, Vans
- Novelty: Mumuso, Blue Magic

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

The top three 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. The table below summarizes the breakdown of the major business activities of the SLEGM in terms of leasable area and rental contribution:

	By Leasable Area	By Rental Contribution
Food	24%	22%
Service	25%	36%
Apparel	9%	7%
Retail	33%	24%
Novelty	4%	7%
Leisure	5%	4%
	100.00%	100.00%

As of March 31, 2021, 49 tenants terminated their existing lease contracts due to the COVID-19 pandemic. Other tenants continued their lease terms with revisions on rental fees from a mix of fixed plus a certain percentage of their revenue to only the latter resulting to a 10% decrease in rental income from the three-month period ending March 2020 to 2021.

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 Company. While all lease payments are paid to and in the name of the Company, SLECC continues to provide management and operations services for the SLEGM. As consideration, SLECC receives management fees equivalent to a fixed percentage of revenues.

COMPETITION

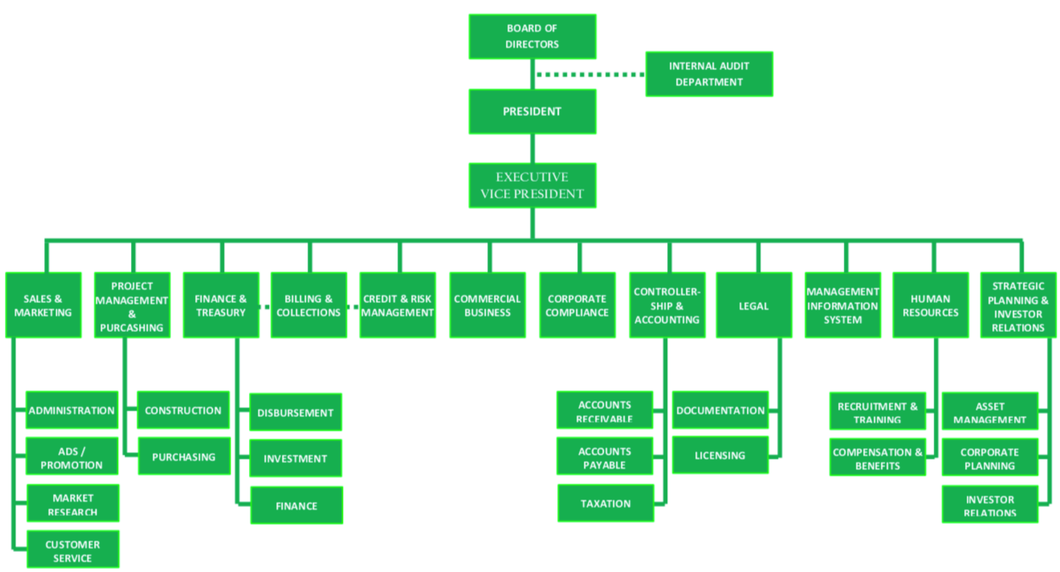
The residential market is still a highly under-served market with the housing backlog projected to reach 5.6 million by 2030 (myproperty.ph). In this segment, the Company considers Vista Land and Filinvest Land, Inc. as its competitors. The Company believes that the strengths of these competitors lie in their larger land bank 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 11 regions across the country. The Company believes that sustained growth will come from the provinces and major cities outside of Metro Manila, and has 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 to target a specific customer segments 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 facilitation of 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. The international offices of its marketing arms also made it possible to move closer to offshore markets. 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 that 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.

EMPLOYEES AND LABOR

The following diagram presents the organizational structure of the Company:



As of March 31, 2021, the Company and its Subsidiaries have a total of 160 employees grouped by business segment as follows:

DEPARTMENT	COUNT
Office of the Chairman / Administrator	1

Office of the EVP / CFO	1
Accounting	15
Administration	4
Advertising and Promotions	3
Asset Management	45
Commercial Business	2
Construction Permit & Post Construction	1
Corporate Planning	2
Finance/Credit Risk Management	5
Hotels	1
Human Resources	2
Internal Audit & Controllership	11
Management Information System	5
Project Development	26
Purchasing	5
Sales And Marketing	12
Special Projects	2
Treasury	6
Sta. Lucia Homes	2
TOTAL	**151**

The Company foresees an increase in its manpower complement by 30 in the ensuing 12 months.

The Company's employees are not unionized or party to collective bargaining agreements with the Company.

There has been no strike or threat of strike of the Company's employees over that last five years.

Vacation leaves, sick leaves, 13th month pay and retirement benefits are provided to employees, among others, subject to company policies and procedures. In addition, the Company contracted Health Maintenance, Inc., a health maintenance organization, to provide health support services to its officers, employees and their dependents, if any. The contract has a term of one year, from July 10, 2020 to June 30, 2021, which is deemed automatically renewed for another year unless a written notice was served by either party at least 30 days prior to the expiry date.

DESCRIPTION OF PROPERTIES

Historically, the Company has been acquiring interests in lands mainly by entering into JVs to develop land with existing owners. Over the years, the Company has accumulated land interests in areas which the Company believes are prime locations throughout the entire Luzon, Visayas, and Mindanao regions. Potential land acquisitions and participation in JV projects are evaluated using certain criteria such as the attractiveness of the acquisition cost relative to the market price, topographical feasibility of the planned development, accessibility to major infrastructure utilities and thoroughfares, and proximity to commercial areas.

The Company also acquired raw land for future development. Details on the raw land inventory owned by the Company as of the date of this Prospectus are set out in the table below. This list excludes properties that have already been launched or completed as development properties, specifically residential projects, as the title to the property in these projects were already sold or are intended to be sold to unit buyers.

Location	Area in Sqm.	Land Use
Baguio	29,465.98	Residential / Commercial
Bataan	82,916.00	Residential / Commercial
Batangas	2,303,368.00	Residential / Commercial
Bulacan	45,120.00	Residential / Commercial
Cavite	365,240.75	Residential / Commercial
Cebu	245,099.00	Residential / Commercial
Davao	2,805,376.16	Residential / Commercial
General Santos City	243,168.00	Residential / Commercial
Iloilo	1,207,996.34	Residential / Commercial
Laguna	2,031,636.33	Residential / Commercial
Metro Manila	422,041.00	Residential / Commercial
Negros Oriental	140,000.00	Residential / Commercial
Nueva Ecija	207.00	Residential / Commercial
Palawan	927,799.00	Residential / Commercial
Pampanga	180,719.00	Residential / Commercial
Pangasinan	267,631.50	Residential / Commercial
Quezon	12,597.00	Residential / Commercial
Rizal	1,480,391.00	Residential / Commercial
South Cotabato	536,403.00	Residential / Commercial
Surigao Del Norte	65,409.00	Residential / Commercial
Zambales	35,588.00	Residential / Commercial
Zamboanga	286,257.00	Residential / Commercial
TOTAL	13,714,429.06	

In view of the Company's expansion plans, the Company continues to selectively explore land acquisitions, focusing on key emerging areas where it has successfully developed and sold projects. The following table summarizes the various sites that the Company has identified for acquisition in the next five years:

REGION	Percentage Concentration of Land banking
Region 4A – CALABARZON	46%
Region 11 - Davao Region	20%
Region 6 - Western Visayas	10%
Region 4B MIMAROPA	7%

Region 12 – SOCCSKSARGEN	6%
Region 16 – NCR	3%
Region 1 - Ilocos Region	2%
Region 3 - Central Luzon	2%
Region 7 - Central Visayas	2%
Region 9 – Zamboanga Peninsula	2%
TOTAL	100%

In the next 12 months, the Company intends to acquire the following properties:

Region	Location	Purchase Price	Development	Timeline
Region 11	Sta. Cruz, Davao Del Sur	1,891.43	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	Lipa, Batangas	177.32	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	San Roque, Pililla, Rizal	59.42	Horizontal Development	4th Quarter 2021 to 2022
Region 4A	Halayhayin, Pililia, Rizal	24.20	Horizontal Development	4th Quarter 2021 to 2022
	Total	**2,152.36**		

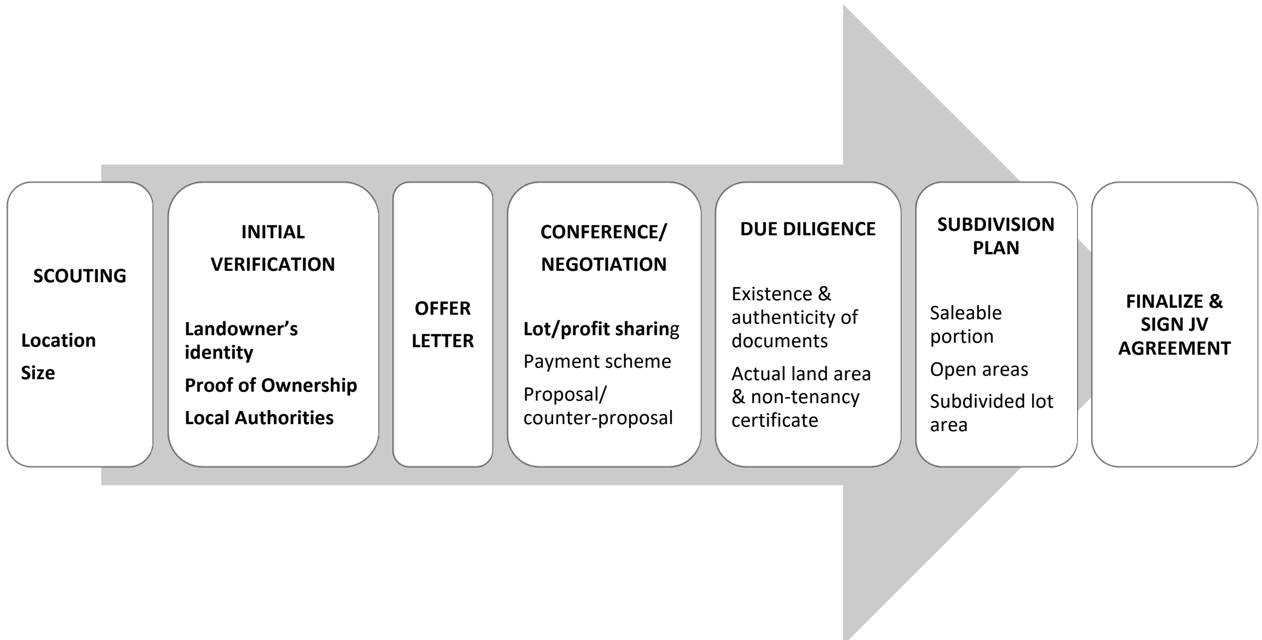
The Company intends to take advantage of its local knowledge, development expertise, track record and local connections to successfully implement its land banking strategy. As of this date of the Prospectus, none of the properties of the Company is subject to a mortgage, lien, or encumbrance.

JOINT VENTURE BUSINESS MODEL

Process

The Company has historically adopted a JV business model where the Company enters into joint venture arrangements with land owners for the development of raw land into future project sites in order to reduce land capital expenditures and substantial financial holding costs from owning land for development.

The diagram below illustrates how the Company implements its JV business model:



The Company initially identifies suitable properties for development by evaluating against certain criteria, with the top considerations being location and size. Once the properties are identified, initial verification is then conducted on the following:

- landowner's identity;
- proof of ownership; and
- relevant local authority approvals.

Once the property has passed initial verification, an offer letter is sent to the landowner and the negotiation process begins. The following are the main terms to be negotiated under the JV agreements:

- lot/profit sharing mechanism;
- payment scheme;
- cost sharing mechanism; and
- responsibilities on securing relevant approvals and authorizations.

Due diligence activities are also conducted with a focus on confirming the authenticity of documents, actual land area, and existence of non-tenancy certificates. The Company then formulates a subdivision plan and proceeds to finalize and execute the JV agreement.

The JV business model has provided the organization immediate exposure to new areas for project expansion, established familiarity with local demographics, allowed more efficient use of cashflow, spread the risk with the landowners, provided access to more land/projects owned by JV partners. Also, this track record of success is expected by the Company to attract other new prospective JV partners as future land bank partners or source of land bank.

JV Profit Sharing Business Model

Under the joint venture agreements, the joint venture partner contributes the land free from any lien, encumbrance, tenants or informal settlers and the Company undertakes the development of the project. The joint venture partner is allocated either the developed lots or the proceeds from the sale of the units based on pre-agreed distribution ratio. The percentages of profits allocated to the Company as a developer for their JV Projects range from [40% to 85%]. With regard to the sharing of costs, various structures are currently in place. In some agreements, the Company nets the incurred marketing and advertising costs from the gross sale of real estate products sold. The Company then recognizes revenues based on the netted amount depending on its prorated ownership of the JV Project. The Company, however, shoulders all of the costs to develop the land. There are also cases where the Company nets all incurred marketing, advertising, and development costs from the gross sale of real estate products sold, after which the remaining income is shared between the Company and the JV partner.

JV Expansion

The Company is looking at acquiring an interest in several new areas through JV agreements for the next five years. The table below summarizes these target locations and land areas:

REGION	Percentage Concentration of Land banking
Region 4A – CALABARZON	57%
Region 11 – Davao Region	15%
Region 3 – Central Luzon	14%
Region 6 – Western Visayas	7%
Region 4B – MIMAROPA	3%
Region 7 – Central Visayas	2%
Region 1 – Ilocos Region	1%
Region 16 – NCR	1%
TOTAL	100%

The new JVs being targeted in Cavite, Iloilo, and Davao are expansions of existing projects and can be found in contiguous lots.

PROJECT DEVELOPMENT AND CONSTRUCTION

Once the Company has acquired an interest in land for development, it will begin the project development process. In addition to obtaining the required government regulatory approvals, this process involves the planning of the potential project, including master planning and design. Site development and construction work for the Company's projects is contracted out to qualified and accredited independent contractors. Terms with contractors usually include a 10-40% downpayment, provision of construction materials by accredited suppliers, and payment scheme which includes a 10% retention.

Development timetables vary from project to project, as each project differs in scale and design. Typically, the Company undergoes the following project development process for the Company's horizontal projects:

Step 1: Earthworks (Excavation, Road Tracing, Fill or Backfill, Grading, Base Preparation)
Step 2: Underground Works (Drainage, Waterline, Sewer System)
Step 3: Concrete Works (Pavement, Curbs & Gutter, Sidewalk, Perimeter Fencing)
Step 4: Electrical Works (Electrical Facility Distribution Lines, Street Lights)
Step 5: Amenities (Entry Signage, Guardhouse, Community Clubhouse and Recreational Facilities)

After these properties have been developed, these residential lots become ready for house construction. The project development processes for vertical and housing construction projects are basically the same in terms of land selection and acquisition, procuring government regulatory approvals, project planning, and appointment of contractors for the site development and construction works.

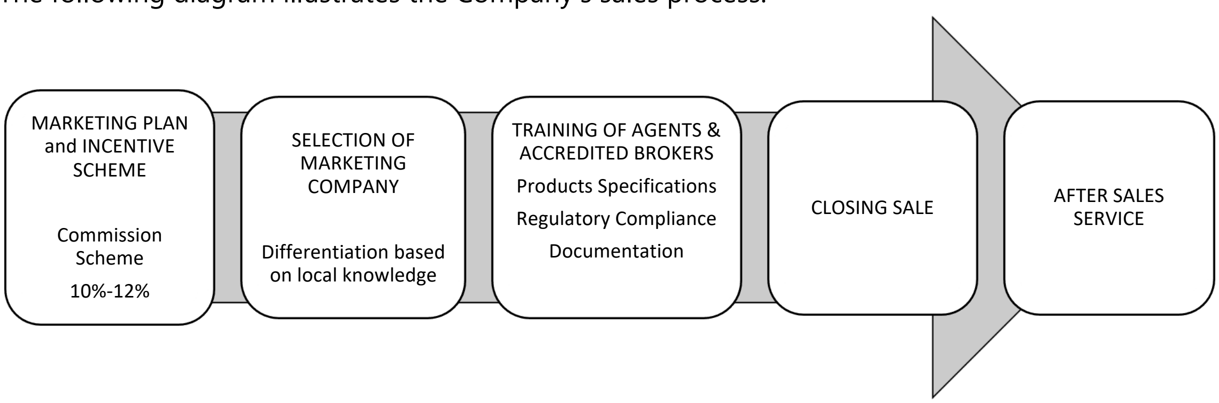
DISTRIBUTION METHODS

Sales Process

The Company's main selling strategy is the utilization of a wide network of marketing companies, which are selected based on the following criteria:

- core competencies;
- familiarity with target markets; and
- location.

The following diagram illustrates the Company's sales process:



Marketing and Distribution

The Company has at its disposal the expertise of eight different marketing arms, four of which work exclusively with the Company, namely: Royale Homes Marketing Corp., Orchard Property Marketing Corp., Mega East Properties, Inc., Fil-Estate, Asian Pacific, Sta. Lucia Global Inc., 1Premiere Land Marketing Co., 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 brokers agents ensuring wide geographic coverage and presence and extensive knowledge of the demographics. These marketing companies are tasked to promote the Company and its projects through various media such as print advertisements and online marketing (e.g., Facebook, Instagram, Youtube, and Twitter). To further enhance the public's awareness of the brand, the Company has, since 2008 began engaging celebrity endorsers, and brokers to promote the brand and the projects.

The table below enumerates these marketing companies, of which only SVI is a subsidiary of the Company.

	Royale Homes Marketing Corporation	OPMC	Mega East Properties, Inc.	Fil-Estate	Asian Pacific	SANTALUCIA VENTURES INC.	STA. LUCIA GLOBAL INC	1PREMIERE LAND Marketing Company	STA. LUCIA PRIME MARKETING CORPORATION
	• Established in 1994 • 30,000 sales agents	• Established in 1996 • 35,000 sales agents	• Established in 2005 • 2,000 sales agents	• Established in 1981 • 30,000 sales agents	• Established in 1974 • 20,000 sales agents	• Established in 2013 • 3,000 sales agents	• Established in 2016 • 3,500 sales agents	• Established in 2011 • 2,000 sales agents	• Established in 2020 • 500 sales agents
Domestic	✓	✓	✓	✓	✓	✓	✓	✓	✓
International	✓	✓	✓	✓	✓	✓	✓		
Exclusive	✓	✓	✓			✓	✓	✓	✓
Affiliated	✓	✓				✓	✓		✓

The location of international and local sales force is summarized in the following diagram:

International Sales Force

Local Sales Force

Royale Homes Marketing Corporation
Website: http://www.royalehomes.ph/

Envisioned to become the leading real estate marketing organization in the country, Royale Homes Marketing Corporation was founded in 8 September 1994 by three lady entrepreneurs: Matilde P. Robles, President of the company, Carmina A. Sotto, Executive Vice-President of Sales and Marketing, and Ma. Melinda A. Bernardino, Executive Vice-President for Finance and Administration.

Royale Homes having shown its strength in real estate marketing was tapped by SLRDI to exclusively market a number of its premier residential and resort projects nationwide. It has also marketed the real estate properties of the JV partners of the Company.

Orchard Property Marketing Corporation
Website: http://www.opmc.ph/

Orchard Property Marketing Corporation is a subsidiary of SLRDI. A solid, professional network backed by a good name in the real estate industry. The company was organized in 1995 to exclusively market the Company's projects. With offices in Metro Manila, Metro Cebu, Metro Davao, Lucena City and Bulacan, OPMC is taking larger steps towards servicing its growing clientele for its diverse products all over the Philippines.

OPMC takes pride in its highly trained service-oriented workforce and continues to develop the best manpower to attain maximum customer satisfaction.

Mega East Properties, Inc.
Website: http://www.megaeast.com.ph/

Mega East Properties, Inc. is the youngest and most dynamic marketing arm of the Company. Entrusted with a limited but strategic set of inventories by the Company, MPI carries dream-lots located in the residential, business and tourism corridors of Quezon City, Marikina, Caloocan, Provinces of Rizal, Tagaytay and Paniqui, Tarlac.

Fil-Estate Group of Marketing Companies
Website: http://fegc.brinkster.net/FEChistory.htm

Fil-Estate Realty Corporation was founded in January 15, 1981 by Messrs Robert John Sobrepeña, Atty. Ferdinand T. Santos and Noel Cariño. These men combined their marketing and management skills and expertise to build and develop an organization that would bring about the realization of their common dream; to put up the best marketing company in the real estate industry, a model company that the real estate industry can follow.

From its initial years, a close relationship has been developed between SLRDI as the developer and Fil-Estate as the exclusive marketing arm for select projects. This relationship has continued to prosper over the succeeding years resulting in many successful launches and sales of a host of first-class subdivision and golf course developments.

Asian Pacific Group of Companies
Website: http://www.apgc.com.ph

With 29 years of experience and leadership in the Philippines real estate industry, Asian Pacific Group of Companies is a global network of companies that specializes in real estate marketing and property development. Composed of five member companies, APGC has presently a total of seven branches nationwide, namely Lipa City, Batangas City, Nueva Ecija, Tarlac, Cebu, Bacolod and Iloilo, and boasts of over 50,000 sales forces worldwide. Its nationwide inventory of real estate properties amounts to a total of ₱ 5.4 Billion.

Santalucia Ventures
Website: http://stalucialand-intl.com/index.

Santalucia Ventures was incorporated in 2013 to handle the marketing and distribution of the Company's products. Santalucia Ventures requires all real estate brokers directly involved in selling activities to have the necessary licenses.

Other marketing companies of SLI includes Sta. Lucia Global Inc. and 1Premier Land Marketing Company.

LEGAL PROCEEDINGS

Neither the Company nor any of the Subsidiaries are involved in, or the subject of, any legal proceedings which, if determined adversely to the Company or the relevant Subsidiary’s interests, would have material effect on the business or financial position of the Company or any of its subsidiaries.

The Company and the Subsidiaries are not involved in any bankruptcy, receivership or similar proceedings.

INDUSTRY OVERVIEW

The information set out in this section has been extracted from a report prepared by Colliers International Group Inc. ("Colliers") relating to the Philippine real estate industry (the "Industry Report"). The information below has been taken from the Industry Report and has not been independently verified by any of the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, or any of their respective directors, officers, representatives, affiliates or advisors, and no representation is given as to its accuracy.

The Philippines remains one of the brightest spots in Asia and the world, with its economy expanding a sustained a rate of over 6% in GDP growth from 2016 - 2019. Due the pandemic, the Philippine economy fell 9.6% in 2020.

BPO industry remains strong despite moderated growth outlook moving forward. Within the robust Philippine economy lies some key industries that continue to outperform the general economy. Underpinning this growth is the strength of foreign direct investments (FDIs), which typically foreshadow growth in the IT-BPO sector. For 2020, FDI fell 24.6% to US$ 6.5 billion, given the effects of the pandemic. This is the third consecutive decrease in the FDI since its peak in 2017 (US$ 10 billion). Moving forward, the Information Technology and Business Process Association of the Philippines (IBPAP) sees a moderated pace of annual growth in the industry of 9% until 2024 on the back of a variety of factors, which include technology and human capital; while slower than the historical pace of the industry of high single to double-digit annual growth, the Contact Center Association of the Philippines (CCAP) still sees about 100,000 high-value jobs to be added annually.

Office space leasing[1]

According to Colliers report on April 30, 2021, e-commerce, outsourcing and data centers were the demand drivers for office space leasing in first quarter of 2021. Net absorption, however, remained negative because of lease cancellations and/or non-renewals. Net take-up is seen to recover towards the end of 2021.

From 2021 to 2025, annual completion of about 641,200 sqm of new office space is seen. Fort Bonifacio, Quezon City and the Bay Area will account for about 47% of the new supply during the said period.

Rents continue to decline in line with Colliers projection of 15% reduction in 2021. Office rents on average have declined by 3.7% quarter-on-quarter in first quarter of 2021, with further correction in lease rates, especially in submarkets with high vacancies due to lease cancellations and significant amount of upcoming supply.

Vacancy reached 12.5% due to lease non-renewals, cancellations, pre-terminations and substantial new supply coming online.

[1] Bondoc, J., et.al. (2021).*Office leasing opportunities amid Covid surge*. Colliers International website. Retrieved 05 July 2021, from https://www.colliers.com/en-ph.

Commercial retail leasing[2]

Colliers sees muted space absorption in 2021 as Filipinos are likely to avoid non-essential purchases. New retail space per annum of 291,100 sqm is expected from 2021 to 2024. Malls within the Bay Area and Fort Bonifacio should drive retail supply during the period.

In 2021, retail rents is projected to decline by another 5%, after a 10% drop in 2020, due to vacancy increased caused by weakened demand and substantial new supply. Rents is seen to rebound at a slow pace in 2023.

By year-end, Colliers projects vacancy to rise to about 16%, up from 12.5% in 2020, due to new supply and movement to online retail.

Residential development[3]

The pandemic continues to hamper residential demands in both the pre-sale and secondary markets according to Colliers report on April 30, 2021. Take-up is projected to be driven by mid-income-to-luxury projects over the next 12 to 24 months. For first quarter 2021, delivery of 4,145 new units was recorded, of which all were from the Manila Bay Area. The submarket is likely to account for 74% of the 10,387 units expected to be completed in 2021.

Meanwhile, rents across the secondary market fell by 1.6% in the first quarter of 2021. A gradual recovery is expected starting 2022. Vacancy increased to 16.3% during the same period; given the expected units in 2021, vacancy is seen to increase towards the end of the year.

[2] Bondoc, J., et.al. (2021).*Physical stores to post higher vacancy as consumers, retailers go into wait-and-see mode*. Colliers International website. Retrieved 05 July 2021, from https://www.colliers.com/en-ph.

[3] Bondoc, J., et.al. (2021).*Green shoots of recovery for Philippine residential property.* Colliers International website. Retrieved 05 July 2021, from https://www.colliers.com/en-ph.

REGULATORY AND ENVIRONMENTAL MATTERS

The following description is a summary of certain laws and regulations in the Philippines that are generally applicable or relevant to companies in the real estate industry. The information detailed in this section has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to investors and are neither designed nor intended to substitute for professional legal advice or a detailed review of the relevant laws and regulations.

REAL ESTATE LAWS

Presidential Decree No. 957, otherwise known as "The Subdivision and Condominium Buyer's Protective Decree" ("PD 957"), and Batas Pambansa Blg.220 ("B.P. 220"), as amended, are the principal statutes that regulate the development and sale of real property as part of a condominium project or subdivision.

PD 957 and B.P. 220 cover subdivision projects and all areas included therein for residential, commercial, industrial and recreational purposes, and condominium projects for residential or commercial purposes. The HLURB is the administrative agency of the Government which, together with local government units ("LGUs"), enforces these decrees and has jurisdiction to regulate the real estate trade and business.

All subdivision and condominium plans for residential, commercial, industrial and other development projects are subject to approval by the pertinent LGU of the area in which the project is situated. The development of subdivision and condominium projects can commence only after the LGU has issued the development permit.

The issuance of a development permit is dependent on, among others (i) compliance with required project standards and technical requirements which may differ depending on the nature of the project, and (ii) issuance of the barangay clearance, the HLURB locational clearance, DENR permits, and, as applicable, DAR conversion or exemption orders as discussed below. A bond equivalent to 10% of the total project cost is required to be posted by the project developer to ensure commencement of the project within one year from the issuance of the development permit.

Further, all subdivision plans and condominium project plans are required to be filed with and approved by the HLURB. Approval of such plans is conditional on, among other things, the developer's financial, technical and administrative capabilities. Alterations of approved plans which affect significant areas of the project, such as infrastructure and public facilities, also require the prior approval of the HLURB and the written conformity or consent of the duly organized homeowners' association, or in the absence of the latter, by the majority of the lot buyers in the subdivision.

Owners of, or dealers in, real estate projects are required to obtain licenses to sell before making sales or other dispositions of lots or real estate projects to the public. Dealers, brokers and salesmen are also required to register with the HLURB pursuant to Republic Act No. 9646 or the Real Estate Service Act of the Philippines.

Project permits and licenses to sell may be suspended, cancelled or revoked by the HLURB by itself or upon complaint from an interested party for reasons such as insolvency or violation of any of the provisions of PD 957. A license or permit to sell may only be suspended, cancelled or revoked after a notice to the developer has been served and all parties have been given an opportunity to be heard in compliance with the HLURB's rules of procedure and other applicable laws.

Subdivision or condominium units may be sold or offered for sale only after a license to sell has been issued by the HLURB. The license to sell may be issued only against a performance bond posted to guarantee the completion of the construction and maintenance of the roads, gutters, drainage, sewerage, water system, lighting systems, and full development of the subdivision or condominium project and compliance by the owner or dealer with the applicable laws and regulations.

Subdivision Projects

There are essentially two different types of residential subdivision developments, which are distinguished by different development standards issued by the HLURB. The first type of subdivision, aimed at Economic and Socialized Housing, must comply with BP 220, which allows for a higher density of building and relaxes some construction standards. Other subdivisions must comply with PD 957, which sets out standards for lower density developments. Both types of development must comply with standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, the sewage disposal system, electrical supply, lot sizes, the length of the housing blocks and house construction.

Under current regulations, a developer of a residential subdivision with an area of one hectare or more and covered by PD 957 is required to reserve at least 30% of the gross land area of such subdivision, which shall be non-saleable, for open space for common uses, which include roads and recreational facilities. A developer of a subdivision project with an area of at least one hectare is required to reserve at least 3.5% of the gross project area for parks and playgrounds. The said area must not be less than 100 square meters.

Republic Act No. 7279, otherwise known as the Urban Development and Housing Act, as amended, by Republic Act No. 10884, further requires developers of proposed residential subdivision projects to develop an area for socialized housing equivalent to at least 15% of the total subdivision area or total subdivision project cost at the option of the developer in accordance with the standards set by the HLURB and other existing laws. While this is the preferred manner of compliance, the developer may resort to other manner of compliance such as (i) choosing to develop for socialized housing an area equal to 15% of the total area of the main subdivision project or allocate and invest an amount equal to 15% of the main subdivision total project cost, which shall include the cost of the land and its development as well as the cost of housing structures therein, or they may engage in development of socialized housing in a new settlement through purchase of socialized housing bonds, slum upgrading, participation in a community mortgage program, the undertaking of joint-venture projects and the building of a large socialized housing project to build a credit balance; (ii) entering into joint-venture projects for socialized housing with local government units, housing agencies, other private socialized housing developers, or non-government organizations engaged in the provision of socialized housing in accordance with the regulations; or (iii) participating in a new project under the community mortgage program ("CMP") through land development in a CMP project.

Republic Act No. 6552, otherwise known as the "Realty Installment Buyer Ac"t (the "Maceda Law"), applies to all transactions or contracts involving the sale or financing of real estate through installment payments, including residential condominium units. Under the Maceda Law, buyers who have paid at least two years of installment are granted a grace period of one month for every year of paid installment to cure any payment default. If the contract is cancelled, the buyer is entitled to receive a refund of at least 50% of the total payments made by the buyer, with an additional 5% per annum in cases where at least five years of installment have been paid (but with the total not to exceed 90% of the total payments).Buyers who have paid less than two years of installment and who default on installment payments are given at least a 60-day grace period to pay all unpaid installment before the sale can be cancelled, but without right of refund. Downpayments, deposits, or options on the contract shall be included in the computation of the total number of installment payments made.

Republic Act No. 7279, otherwise known as the "Urban Development and Housing Act", as amended by Republic Act No. 10884, and its implementing rules and regulations, also requires developers of proposed residential condominium projects to develop an area for socialized housing equivalent to at least 5% of the condominium area or project cost at the option of the developer in accordance with the standards set by the HLURB and other existing laws. The developer may resort to other manners of compliance as discussed under the section on Subdivision Projects.

Condominium Projects

Republic Act No. 4726 ("RA 4726"), otherwise known as "The Condominium Act", as amended, likewise regulates the development and sale of condominium projects. RA 4726 requires the annotation of the master deed on the title of the land on which the condominium project shall be located. The master deed contains, among other things, the description of the land, building/s, common areas and facilities of the condominium project. A condominium project may be managed by a condominium corporation, an association, a board of governors or a management agent, depending on what is provided in the declaration of restrictions of the condominium project. However, whenever the common areas are held by a condominium corporation, such corporation shall constitute the management body of the project.

Shopping Malls

Shopping mall centers are regulated by the LGU of the city or municipality where the establishment is located. In line with this, mall operators must secure the required mayor's permit or municipal license before operating. In addition, no mall shall be made operational without complying first with the provisions of Republic Act No. 9514, otherwise known as the "Fire Code" and other applicable local ordinances. Furthermore, shopping malls with food establishments must obtain a sanitary permit from the Department of Health. It is also compulsory for shopping malls discharging commercial wastewater to apply for a wastewater discharge permit from the DENR and to pay the fee incidental to the permit.
As a tourism-related establishment, shopping malls may obtain accreditation from the Philippine Department of Tourism ("DOT"). A shopping mall can only be accredited upon conformity with the minimum physical, staff and service requirements promulgated by the DOT. Commercial establishments located within the geographical jurisdiction of the Laguna Lake Development

Authority, such as but not limited to Muntinlupa City, are likewise required to secure clearances prior to commencement of operations.

Local Government Code

Republic Act No. 7160, as amended, otherwise known as the Local Government Code establishes the system and powers of provincial, city, municipal, and barangay governments in the country. The Local Government Code general welfare clause states that every local government unit ("LGU") shall exercise the powers expressly granted, those necessarily implied, as well as powers necessary, appropriate, or incidental for its efficient and effective governance, and those which are essential to the promotion of the general welfare.

LGUs exercise police power through their respective legislative bodies. Specifically, the LGU, though its legislative body, has the authority to enact such ordinances as it may deem necessary and proper for sanitation and safety, the furtherance of the prosperity, and the promotion of the morality, peace, good order, comfort, convenience, and general welfare of the locality and its inhabitants. Ordinances can reclassify land, order the closure of business establishments, and require permits and licenses from businesses operating within the territorial jurisdiction of the LGU.

An ordinance may be repealed by a subsequent ordinance expressly repealing or declaring it as invalid. An ordinance may also be repealed by implication by a subsequent ordinance that is inconsistent or contrary, in whole or in part, to the previous ordinance. Under the LGC, the *Sangguniang Panlalawigan* (provincial council) has the power to review ordinances passed by a component city council and can declare ordinances invalid, in whole or in part, if it finds that the lower council exceeded its authority in enacting the ordinance.

Department of Human Settlements and Urban Development Act

Republic Act No. 11201, otherwise known as "Department of Human Settlements and Urban Development Act was signed by the President on February 14, 2019. The Implementing Rules and Regulations of the Act was approved on July 19, 2019. This Act created the Department of Human Settlements and Urban Development ("DHUSD") through the consolidation of the Housing and Urban Development Coordinating Council ("HUDCC") and HLURB, simultaneously with the reconstitution of HLURB into Human Settlement Adjudication Commission ("HSAC"). The functions of the HUDCC and the planning and regulatory functions of HLURB shall be transferred to and consolidated in the DHSUD, while the HSAC shall assume and continue to perform the adjudication functions of HLURB.

The DHSUD shall:

1. Act as the primary national government entity responsible for the management of housing, human settlement and urban development;

2. Be the sole and main planning and policy-making, regulatory, program, coordination, and performance monitoring entity for all housing, human settlement and urban development concerns, primarily focusing on the access to an affordability of basic human needs. The following functions of HLURB are transferred to DHSUD:

a. The land use planning and monitoring function, including the imposition of penalties for noncompliance to ensure that LGUs will follow the planning guidelines and implement their Comprehensive Land Use Plants (CLUPs) and Zoning Ordinances;

b. The regulatory function, including the formulation, promulgation, and enforcement of rules, standards and guidelines over subdivisions, condominiums and similar real estate developments, and imposition of fines and other administrative sanctions for violations, pursuant to PD 957, as amended, BP 220 and other related laws;

c. The registration, regulation and supervision of Homeowners Associations, including the imposition of fines for violations, pursuant to Republic Act No. 9904, Section 26 of Republic Act No. 8763 in relation to Executive Order No. ("EO") 535, series of 1979, and other related laws; and

d. The adjudicatory mandate of the HLURB.

3. Develop and adopt a national strategy to immediately address the provision of adequate and affordable housing to all Filipinos, and ensure the alignment of the policies, programs, and projects of all its attached agencies to facilitate the achievement of this objective.

All existing policies, and rules and regulations of the HUDCC and the HLURB shall continue to remain in full force and effect unless subsequently revoked, modified or amended by the DHSUD or the HSAC, as the case may be.

All applications for permits, licenses and other issuances pending upon the effectivity of the Act and filed during the transition period shall continue to be acted upon by the incumbents until transition shall have been completed.

All cases and appeals pending with the HLURB shall continue to be acted upon by the HLURB Arbiters and the Board of Commissioners, respectively, until transition shall have been completed and the Commission's operations are in place. Thereafter, the Regional Adjudicators and the Commission shall correspondingly assume jurisdiction over those cases and appeals. All decisions of the Commission shall thenceforth be appealable to the Court of Appeals under Rule 43 of the Rules of Court.

The transition period shall commence upon the effectivity of the Implementing Rules and Regulations and shall end on December 31, 2019. Thereafter, the Act shall be in full force and effect.

Zoning and Land Use

Land use may be also limited by zoning ordinances enacted by LGUs. Once enacted, land use may be restricted in accordance with a comprehensive land use plan approved by the relevant LGU. Lands may be classified under zoning ordinances as commercial, industrial, residential or agricultural. While a procedure for change of allowed land use is available, this process may be lengthy and cumbersome.

Under the agrarian reform law currently in effect in the Philippines and the regulations issued thereunder by the DAR, land classified for agricultural purposes as of or after June 15, 1988, cannot be converted to non-agricultural use without the prior approval of DAR.

Property Registration

The Philippines has adopted a system of land registration, which evidences land ownership that is binding on all persons, including the Government. Once registered, title to registered lands can no longer be challenged except with respect to claims noted on the certificate of title. Title to registered lands cannot be lost through adverse possession or prescription. Presidential Decree No. 1529, as amended, codified the laws relative to land registration and is based on the generally accepted principles underlying the Torrens System.

After proper surveying, application, publication and service of notice and hearing, unregistered land may be brought under the system by virtue of judicial or administrative proceedings. In a judicial proceeding, the Regional Trial Court within whose jurisdiction the land is situated confirms title to the land. Persons opposing the registration may appeal the judgment within 15 days to the Court of Appeals or the Supreme Court. After the lapse of the period of appeal, the Register of Deeds may issue an Original Certificate of Title. The decree of registration may be annulled on the ground of actual fraud within one year from the date of entry of the decree of registration.

Similarly, in an administrative proceeding, the land is granted to the applicant by the DENR by issuance of a patent and the patent becomes the basis for issuance of the Original Certificate of Title by the Register of Deeds. All land patents such as homestead, sales and free patents, must be registered with the appropriate registry of deeds since the conveyance of the title to the land covered thereby takes effect only upon such registration.

Any subsequent transfer of encumbrance of the land must be registered in the system in order to bind third persons. Subsequent registration and a new Transfer Certificate of Title in the name of the transferee will be granted upon presentation of certain documents and payment of fees and taxes.

Nationality Restrictions

The Philippine Constitution limits ownership of land in the Philippines to Filipino citizens or to corporations the outstanding capital stock of which is at least 60% owned by Philippine Nationals. While the Philippine Constitution prescribes nationality restrictions on land ownership, there is generally no prohibition against foreigners owning building and other permanent structures. However, with respect to condominium developments structured as condominium corporations, the foreign ownership of condominium units is limited to 40%.

Republic Act No. 7042, as amended, otherwise known as the "Foreign Investments Act of 1991," and the Eleventh Regular Foreign Investment Negative List promulgated on October 29, 2018, provides that certain activities are nationalized or partly-nationalized, such that the operation and/or ownership thereof are wholly or partially reserved for Filipinos. Under these regulations, and in accordance with the Philippine Constitution, ownership of private lands is partly-nationalized and thus, landholding companies may only have a maximum of 40% foreign equity.

On May 20, 2013, the Philippine SEC issued Memorandum Circular No. 8, Series of 2013 which provided the Guidelines on compliance with the Filipino-Foreign ownership requirements under the Philippine Constitution and other existing laws by corporations engaged in nationalized or partly nationalized activities. The Guidelines provide that for purposes of determining compliance with the foreign equity restrictions in Nationalized Corporations, the required percentage of Filipino ownership shall be applied to both (a) the total number of outstanding shares of stock entitled to vote in the election of directors, and (b) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors. The continuing validity of this Memorandum Circular was affirmed by the Supreme Court in the 2016 case of *Jose M. Roy v. Teresita Herbosa, et. al* (G.R. No. 207246, November 22, 2016).

Real Property Taxation

Real property taxes are payable annually based on the property's assessed value. The assessed value of property and improvements vary depending on the location, use and the nature of the property. Land is ordinarily assessed at 20% to 50% of its fair market value; buildings may be assessed at up to 80% of their fair market value; and machinery may be assessed at 40% to 80% of its fair market value. Real property taxes may not exceed 2% of the assessed value in municipalities and cities within Metro Manila or in other chartered cities and 1% in all other areas. An additional special education fund tax of 1% of the assessed value of the property is also levied annually.

The basic real property tax and any other tax levied on real property constitute a lien on the property subject to tax, superior to all liens, charges or encumbrances in favor of any person, irrespective of the owner or possessor thereof, enforceable by administrative or judicial action, and may only be extinguished upon payment of the tax and the related interests and expenses. Should the reasonableness or correctness of the amount assessed be questioned, a protest in writing may be filed with the treasurer of the local government unit, but the taxpayer must first pay the tax, and the tax receipts shall be annotated with the words "paid under protest."

ENVIRONMENTAL LAWS

Development projects that are classified by law as environmentally critical or projects within statutorily defined environmentally critical areas are required to obtain an ECC prior to commencement. The DENR, through its regional offices or through the Environmental Management Bureau ("EMB"), determines whether a project is environmentally critical or located in an environmentally critical area. As a requisite for the issuance of an ECC, an environmentally critical project is required to submit an Environmental Impact Statement ("EIS") to the EMB while a project in an environmentally critical area is generally required to submit an Initial Environmental Examination ("IEE") to the proper DENR regional office. In case of an environmentally critical project within an environmentally critical area, an EIS is required. The construction of major roads and bridges are considered environmentally critical projects for which EISs and ECCs are mandated.

The EIS refers to both the document and the study of a project's environmental impact, including a discussion of the scoping agreement identifying critical issues and concerns as validated by the EMB, environmental risk assessment if determined necessary by EMB during the scoping, environmental management program, direct and indirect consequences to human welfare and ecological as well as environmental integrity. The IEE refers to the document and the study describing the environmental impact, including mitigation and enhancement measures, for projects in environmentally critical areas. While the EIS or an IEE may vary from project to project, as a minimum, it contains all relevant information regarding the projects' environmental effects. The entire process of organization, administration and assessment of the effects of any project on the quality of the physical, biological and socio-economic environment as well as the design of appropriate preventive, mitigating and enhancement measures is known as the EIS System. The EIS System successfully culminates in the issuance of an ECC. The ECC is a Government certification, that the proposed project or undertaking will not cause a significant negative environmental impact; that the proponent has complied with all the requirements of the EIS System and that the proponent is committed to implement its approved Environmental Management Plan in the EIS or, if an IEE was required, that it shall comply with the mitigation measures provided therein before or during the operations of the project and in some cases, during the project's abandonment phase. The ECC also provides for other terms and conditions, any violation of which would result in a fine or the cancellation of the ECC.

Project proponents that prepare an EIS are required to establish an Environmental Guarantee Fund ("EGF") when the ECC is issued to projects determined by the DENR to pose a significant public risk to life, health, property and the environment. The EGF is intended to answer for damages caused by such a project as well as any rehabilitation and restoration measures. Project proponents that prepare an EIS are mandated to include a commitment to establish an Environmental Monitoring Fund ("EMF") when an ECC is eventually issued. The EMF shall be used to support the activities of a multi-partite monitoring team which will be organized to monitor compliance with the ECC and applicable laws, rules and regulations. Aside from EIS and IEE, engineering, geological, and geo-hazard assessments are also required for ECC applications covering subdivisions, housing, and other development and infrastructure projects.

All development projects, installations and activities that discharge liquid waste into and pose a threat to the environment of the Laguna de Bay Region are also required to obtain a discharge permit from the Laguna Lake Development Authority.

The Company incurs expenses for the purposes of complying with environmental laws that consist primarily of payments for Government regulatory fees. Such fees are standard in the industry and are minimal.

OTHERS

Securities and Exchange Commission

Under the SRC, the SEC has jurisdiction and supervision over all corporations, partnerships or associations that are grantees of primary franchises, license to do business or other secondary licenses. It regularly issues regulations on incorporation, reportorial requirements applicable to all corporations, and corporate governance, among others. As the government agency regulating the Philippine securities market, the Philippine SEC issues regulations on the registration and regulation of securities exchanges, the securities market, securities trading, the licensing of securities brokers and dealers and reportorial requirements for publicly listed companies and the proper application of SRC provisions, as well as the Revised Corporation Code, and certain other statutes.

Department of Trade and Industry

The DTI is the primary government agency with the dual mission of facilitating the creation of a business environment wherein participants could compete, flourish, and succeed and, at the same time, ensuring consumer welfare. It is also charged with the enforcement of laws to protect and educate consumers; consumer awareness becomes the driving factor in the relationship of DTI and real estate developers, such as the Company.

Department of Labor and Employment

Department of Labor and Employment stands as the national government agency mandated to formulate policies, implement programs and services, and serve as the policy-coordinating arm of the Executive Branch of the Government in the field of labor and employment. The Department has exclusive authority in the administration and enforcement of labor and employment laws and such other laws as specifically assigned to it or to the Secretary of Labor and Employment.

Social Security System and PhilHealth

An employer, or any person who uses the services of another person in business, trade, industry or any undertaking is required under the Social Securities Act of 1997 (Republic Act No. 8282) to ensure coverage of employees following procedures set out by the law and the Social Security System of the Philippines ("SSS"). The employer must deduct from its employees their monthly contributions based on a given schedule, pay its share of contribution and remit these to the SSS within a period set by law and/or SSS regulations.

PhilHealth is a government corporation attached to the DOH that ensures sustainable, affordable and progressive social health insurance pursuant to the provisions of Republic Act No. 7875 or the "National Health Insurance Act of 1995." Employers are required to ensure enrollment of their employees in a National Health Program being administered by the PhilHealth.

National Privacy Commission

Republic Act No. 10173, otherwise known as the "Data Privacy Act of 2012" ("DPA"), was signed into law on August 15, 2012, to govern the processing of all types of personal information (*i.e.,* personal, sensitive, and privileged information) in the hands of the government or private natural or juridical person through the use of Information and Communications System or ICT, which refers to a system for generating, sending, receiving, storing or otherwise processing electronic data messages or electronic documents and includes the computer system or other similar device by or which data is recorded, transmitted or stored and any procedure related to the recording, transmission or storage of electronic data, electronic message, or electronic document. While the law expressly provides that it does not apply to certain types of information, including those necessary for banks and other financial institutions under the jurisdiction of BSP to comply with the AMLA and other applicable laws, the said law applies to all other personal information obtained by banks for other purposes.

It mandated the creation of a National Privacy Commission, which shall administer and implement the provisions of the DPA and ensure compliance of the Philippines with international standards set for data protection. The Philippines recognizes the need to protect the fundamental human right of privacy and of communication, while ensuring free flow of information to promote innovation and growth. It also identifies the vital role of information and communications technology in nation building and its inherent obligation to ensure that personal information in ICT in the government and in the private sector are secured and protected.

The DPA seeks to protect the confidentiality of "personal information," which is defined as "any information, whether recorded in material form or not, from which the identity of an individual is apparent or can be reasonably and directly ascertained by the entity holding the information, or when put together with other information would directly and certainly identify an individual." The law provides for certain rights of a data subject or an individual whose personal information is being processed. The law imposes certain obligations on "personal information controllers" and "personal information processors." It also provides for penal and monetary sanctions for violations of its provisions.

Philippine Competition Commission

Republic Act No. 10667 or the Philippine Competition Act (the "PCA") came into effect August 5, 2015 and is the primary competition law in the Philippines.

The PCA was enacted to provide free and fair competition in trade, industry and all commercial economic activities. To implement its objectives, the PCA provides for the creation of a Philippine Competition Commission (the "PCC"), an independent quasi-judicial agency with powers to conduct investigations, issue subpoenas, conduct administrative proceedings, and impose administrative fines and penalties. To conduct a search and seizure, the PCC must apply for a warrant with the relevant court. It aims to enhance economic efficiency and promote free and fair competition in trade, industry and all commercial economic activities.

The PCA prohibits and imposes sanctions on:

1. Anti-competitive agreements between or amongst competitors that restrict competition as to price or other terms of trade and those fixing price at an auction or in any form of bidding including cover bidding, bid suppression, bid rotation and market allocation and other analogous practices of bid manipulation; and those which have the object or effect of substantially preventing, restricting or lessening competition;
2. Practices which are regarded as abuse of dominant position by engaging in conduct that would substantially prevent, restrict or lessen competition; and
3. Mergers or acquisitions which substantially prevent, restrict or lessen competition in the relevant market or in the market for goods or services.

Parties to a merger, acquisition or joint venture are required to comply with the compulsory notification requirements of the PCC, the agency responsible for the implementation of the PCA, within 30 days from signing the definitive agreement and before consummating the transaction.

PCA provides for mandatory notification to the PCC where the value of such transaction exceeds ₱ 2.4 billion ("Size of Transaction"), and where the size of the ultimate parent entity of either party exceeds ₱ 6 billion ("Size of Party"). Notification is also mandatory for joint venture transactions if either (a) the aggregate value of the assets that will be combined in the Philippines or contributed into the proposed joint venture exceeds ₱ 2.4 billion; or (b) the gross revenues generated in the Philippines by the assets to be combined in the Philippines or contributed into the proposed joint venture exceed ₱ 2.4 billion and the aggregate annual gross revenues or value of the assets in the Philippines of the ultimate parent entity of one of the parties to the transaction exceeds ₱6 billion.

An agreement consummated in violation of the compulsory notification requirement shall be considered void, and shall subject the parties to an administrative fine of one percent (1%) to five percent (5%) of the value of the transaction. Criminal penalties for entities that enter into these defined anti-competitive agreements include: (i) a fine of not less than ₱ 50 million but not more than ₱ 250 million; and (ii) imprisonment for two to seven years for directors and management personnel who knowingly and willfully participate in such criminal offenses. Administrative fines of ₱ 100 million to ₱ 250 million may be imposed on entities found violating prohibitions against anti-competitive agreements and abuse of dominant position. Treble damages may be imposed by the PCC or the courts, as the case may be, where the violation involves the trade or movement of basic necessities and prime commodities.

Notably, the Bayanihan 2 Act exempts mergers or acquisitions with transaction values below ₱ 50,000,000,000 from mandatory review for a period of two years from the effectivity of the Bayanihan 2 Act. Such transactions are likewise exempt from the PCC's *motu proprio* review for a period of one year from the effectivity of the Bayanihan 2 Act. However, transactions entered into prior to the effectivity of the Bayanihan 2 Act which has not yet been reviewed by the PCC; and transactions pending review by the PCC prior to the effectivity of the Bayanihan 2 Act shall not be covered by the exemption from the PCC's power to review transactions motu proprio. Further, mergers and acquisitions entered into during the effectivity of the Bayanihan 2 Act may still be reviewed by the PCC motu proprio after one year from the effectivity of the law.

Bangko Sentral ng Pilipinas

Under current BSP regulations, an investment in Philippine securities (such as the Offer Shares) must be registered with the BSP if the foreign exchange needed to service the repatriation of capital and/or the remittance of dividends, profits and earnings derived from such shares is to be sourced from the Philippine banking system. If the foreign exchange required to service capital repatriation or dividend remittance will be sourced outside the Philippine banking system, registration with the BSP is not required. BSP Circular No. 471 issued on January 24, 2005 subjects foreign exchange dealers and money changers to Republic Act No. 9160 (the "Anti-Money Laundering Act of 2001", as amended) and requires these non-bank sources of foreign exchange to require foreign exchange buyers to submit supporting documents in connection with their application to purchase foreign exchange for purposes of capital repatriation and remittance of dividends.

Registration of Philippine securities listed in the PSE may be done directly with a custodian bank duly designated by the foreign investor. A custodian bank may be a universal or commercial bank or an offshore banking unit registered with the BSP to act as such and appointed by the investor to register the investment, hold shares for the investor, and represent the investor in all necessary actions in connection with his investments in the Philippines.

Upon registration of the investment, proceeds of divestments, or dividends of registered investments are repatriable or remittable immediately and in full through the Philippine banking system, net of applicable tax, without need of BSP approval. Capital repatriation of investments in listed securities is permitted upon presentation of the BSP registration document ("BSRD") or BSRD Letter-Advice from the registering custodian bank and the broker's sales invoice, at the exchange rate prevailing at the time of purchase of the foreign exchange from the banking system. Remittance of dividends is permitted upon presentation of: (1) the BSRD or BSRD Letter-Advice; (2) the cash dividends notice from the PSE and the Philippine Depository and Trust Corporation (formerly the Philippine Central Depository) showing a printout of cash dividend payment or computation of interest earned; (3) the copy of the corporate secretary's sworn statement attesting to the board resolution covering the dividend declaration and (4) the detailed computation of the amount applied for in the format prescribed by the BSP. For direct foreign equity investments, the latest audited financial statements or interim financial statements of the investee firm covering the dividend declaration period need to be presented in addition to the documents enumerated above. Pending reinvestment or repatriation, divestment proceeds, as well as dividends of registered investments, may be lodged temporarily in interest-bearing deposit accounts. Interest earned thereon, net of taxes, may also be remitted in full. Remittance of divestment proceeds or dividends of registered investments may be reinvested in the Philippines if the investments are registered with the BSP or the investor's custodian bank.

The foregoing is subject to the power of the BSP, with the approval of the President of the Philippines, to suspend temporarily or restrict the availability of foreign exchange, require licensing of foreign exchange transactions or require delivery of foreign exchange to the BSP or its designee during a foreign exchange crisis, when an exchange crisis is imminent, or in times of national emergency. Furthermore, there can be no assurance that the foreign exchange regulations issued by the BSP will not be made more restrictive in the future.

The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor.

Anti-Money Laundering

Republic Act No. 11521, amending Republic Act No. 9160 or the Anti-Money Laundering Law, which took effect on January 30, 2021, revised the Anti-Money Laundering Law to among others, expand the list of covered persons to include real estate developers (RED), real estate brokers (REB), offshore gaming operators (OGO), OGO-service providers. Thus, these persons and entities are required to report covered and suspicious transactions to the Anti-Money Laundering Council (AMLC) within the period prescribed and for the threshold amount fixed by law. Section 4 Rule 22 of the 2018 Implementing Rules and Regulations (IRR) provides that all covered persons shall register with the AMLC's electronic reporting system which is free and online. Non-registration is an administrative offense and failure to electronically file covered and suspicious transaction reports with the AMLC, which is a money laundering offense. REDs, REBs, OGOs and OGO-service providers had until March 16, 2021 to register.

A covered transaction is a transaction in cash or other equivalent monetary instrument involving a total amount in excess of ₱ 500,000.00 within one banking day ("Covered Transaction"). A covered person, is required to report to the AMLC all Covered Transactions within five working days from occurrence thereof, regardless of the mode of payment used in the settlement thereof, including transactions in checks, fund transfers, and/or debiting or crediting of accounts, except those transactions covered under the no/low risk transactions. On the other hand, a suspicious transaction is one where any of the following exists:

1. There is no underlying legal/trade obligation, purpose or economic justification;
2. The client is not properly identified;
3. The amount involved is not commensurate with the business or financial capacity of the client;
4. Taking into account all known circumstances, it may be perceived that the client's transaction is structured in order to avoid being the subject of reporting requirements under the AMLA;
5. Any circumstance relating to the transaction which is observed to deviate from the profile of the client and/or the client's past transactions with the covered person;
6. The transaction is in any way related to an unlawful activity or any money laundering activity or offense under the AMLA, that is about to be, is being or has been committed; or
7. Any transaction that is similar, analogous or identical to any of the foregoing.

Covered persons should have systems in place that would alert its responsible officers of any circumstance or situation that would give rise to a suspicion of a money laundering activity or transaction. Covered persons shall formulate a reporting chain under which a suspicious transaction or circumstance will be processed, analyzed and investigated. Said chain should include the designation of a Board Level or approval Committee or the Chief Compliance Officer as the ultimate decision maker on whether or not the covered person should file a report to the AMLC.

Covered persons shall file complete and accurate Suspicious Transaction Reports (STRs) with the AMLC within five working days from the occurrence thereof. "Occurrence" refers to the date of determination of the suspicious nature of the transaction, which determination shall be made not exceeding ten calendar days from date of transaction. However, highly unusual or suspicious transactions, activities or circumstances conducted in the presence of, or immediately known or apparent to, the personnel handling the transaction shall be reported to the AMLC within five working days from the date of the transaction. A "highly unusual" or suspicious transaction is one where, at the moment of transaction, the person handling the transaction has knowledge and reason to suspect that the funds being transacted are related to an unlawful activity.

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The overall management and supervision of the Company is undertaken by the Company's Board of Directors. The Company's executive officers and management team cooperate with its Board by preparing appropriate information and documents concerning the Company's business operations, financial condition and results of operations for its review.

Pursuant to the Company's current Articles of Incorporation, as amended on June 16, 2016, the Board consists of nine members. As of the date of this Prospectus, two members of the Board are independent directors. The directors were elected at the Company's annual shareholders meeting on June 25, 2021 and will hold office for a period of one (1) year from their election and until their successors have been duly elected and qualified.

The table below sets forth each member of the Company's Board and Executive Officers as of the date of this Prospectus.

Name	Age	Nationality	Position
Vicente R. Santos.	64	Filipino	Chairman of the Board
Exequiel D. Robles.........................	66	Filipino	Director and President
Mariza Santos- Tan	63	Filipino	Director and Treasurer
Aurora D. Robles	54	Filipino	Director and Assistant Treasurer
Antonio D. Robles	57	Filipino	Director
Simeon S. Cua	64	Filipino	Director
Orestes R. Santos...........................	59	Filipino	Director
Renato C. Francisco......................	72	Filipino	Independent Director
Danilo A. Antonio	66	Filipino	Independent Director
David M. Dela Cruz	54	Filipino	Executive Vice President / Chief Financial Officer and Chief Risk Officer
Patricia A. O. Bunye......................	52	Filipino	Corporate Secretary
Pancho G. Umali............................	44	Filipino	Assistant Corporate Secretary
Crystal I. Prado...............................	40	Filipino	Assistant Corporate Secretary
Jeremiah T. Pampolina.................	44	Filipino	Chief Compliance Officer
Ace Franziz D. Cuntapay	27	Filipino	Internal Auditor and Data Protection Officer

The business experience of each of the directors and advisors in the last five years or more is set forth below.

VICENTE R. SANTOS, Chairman of the Company. He is also Executive Vice President of the Sta. Lucia Realty & Development, Inc.; Chairman of the Board of Directors of Sta. Lucia East Cinema Corp, Sta. Lucia East Supermarket Corp., Santalucia Ventures, Inc. and Sta. Lucia East Bowling Center, Inc.; and member of the Board of Directors of Sta. Lucia East Commercial Corp., Sta. Lucia East Department Store, Inc., SLLI Global Marketing Inc. and Sta. Lucia Homes, Inc. Mr. Santos holds a Bachelor's degree in Management from San Sebastian College.

EXEQUIEL D. ROBLES, President and Director of the Company. He is also the President of Sta.Lucia Realty & Development, Inc., Sta. Lucia East Cinema Corp., Sta. Lucia East Commercial Corp., Sta. Lucia East Department Store Inc., and Sta. Lucia East Supermarket Corp. He is a Director of SLLI Global Marketing Inc., Santalucia Ventures, Inc., Sta. Lucia Homes, Inc. and Sta. Lucia East Bowling Center, Inc. Mr. Robles holds a Bachelor's degree in Business Administration/Accounting from San Sebastian College.

MARIZA R. SANTOS-TAN, Director and Treasurer of the Company. She is also a Director and the Corporate Secretary of Sta. Lucia Realty & Development, Inc., Sta. Lucia East Cinema Corporation, Sta. Lucia East Commercial Corp., Sta. Lucia East Bowling Center, Inc., Sta. Lucia East Department Store Inc.; and Sta. Lucia East Supermarket Corp. Ms. Santos-Tan holds a Bachelor's degree in Management from San Sebastian College. She also completed the Strategic Business Economics Program from the University of Asia and the Pacific.

AURORA D. ROBLES, Director and Assistant Treasurer of the Company. She is also the Purchasing Manager of Sta. Lucia Realty & Development, Inc.; Chief Administrative Officer of Sta. Lucia East Cinema Corp.; Treasurer of Sta. Lucia East Supermarket Corp., and a Director of Sta. Lucia East Bowling Center, Inc, Sta. Lucia East Department Store Inc. and Sta. Lucia East Commercial Corp. Ms. Robles holds a Bachelor's degree in Management from St. Paul College.

ANTONIO D. ROBLES, Director of the Company. He is also a Director of Sta. Lucia Homes Inc. Mr. Robles holds a Bachelor's degree in Psychology from the University of Sto. Tomas.

SIMEON S. CUA, Director of the Company. He serves as the President of the Philippine Racing Club, Inc. and Cualoping Securities Corporation, and currently sits as an Independent Director of AREIT, Inc. Mr. Cua obtained his Bachelor of Law degree from Ateneo de Manila University.

ORESTES R. SANTOS, Director of the Company. He holds a Bachelor's degree in Marketing from San Sebastian College.

RENATO C. FRANCISCO, Independent Director of the Company. He served as Associate Justice of the Court of Appeals from 2012 to 2018 and Presiding / Executive Judge of the Regional Trial Court - Malolos Bulacan from 1996 to 2012, Assistant Prosecutor - Makati City, Assistant Provincial Prosecutor – Rizal and OIC Legal Division of Metrobank. Mr. Francisco holds a Bachelor of Arts in English and Philosophy from San Beda College Manila and Bachelor of Laws from Ateneo De Manila University.

DANILO A. ANTONIO, Independent Director of the Company. He serves as CEO of Land-Excel Consulting Inc, President of West Palawan Premiere, and is a Professor of Entrepreneurship at the Ateneo De Manila Graduate School of Business. Mr. Antonio holds a Bachelor of Arts in Economics from De La Salle University (summa cum laude) and Master in Business Management from the Asian Institute of Management (with distinction). Mr. Antonio previously served as President of Eton Properties, Head of Business Development of Rockwell, Managing Director of Filinvest Malls, President BDO Realty Corp., Chairman of the Board of Tagaytay Glasssland & Canyon Resort Club, Co-Founder & COO of Landco Pacific Corp., President SM Cinemas Manpower Corporation and Senior Manager of Ayala Land Inc. He also served as undersecretary of the Office of the Presidential Assistant for Rehabilitation and Recovery (OPARR), Professor of Business Management at the Asian Institute of Management and Management Committee Member and Advisor AIM Conference Center Manila.

DAVID M. DELA CRUZ, CPA, Executive Vice President & CFO of the Company. He served as Vice President and Chief Financial Officer of Atlas Consolidated Mining and Development Corp., SAVP of Corporate Credit Risk Management – BDO– AC&D Corporate Partners; Vice President / Head of Sales of Amsteel Securities Philippines Inc; Senior Manager – Investment Banking for Deutsche Morgan Grenfell Hong Kong Limited; Acting General Manager & Marketing Head for UBP Securities / Manager – Investment Banking for UBP Capital Corporation; and Senior Auditor for SGV & Co. Mr. Dela Cruz holds a Bachelor's Degree in Economics and BSC Accounting, and Masters in Business Administration, from De La Salle University. He attended a management program in mergers and acquisitions at Stanford University and placed 9th in the 1987 CPA board examinations.

ATTY. PATRICIA A. O. BUNYE, Corporate Secretary of the Company. She is a Senior Partner of Cruz Marcelo & Tenefrancia; the Founding President / Trustee of Diwata-Women in Resource Development, Inc. and the Corporate Secretary of PTFC Redevelopment Corporation. She served as President of the Integrated Bar of the Philippines (Pasay, Parañaque, Las Piñas & Muntinlupa Chapter) and Licensing Executives Society Philippines; and Secretary, 15th House of Delegates National Convention, IBP. Atty. Bunye holds a Bachelor's degree in Legal Management from Ateneo de Manila University, and obtained her Juris Doctor degree from Ateneo de Manila University School of Law.

ATTY. PANCHO G. UMALI, Assistant Corporate Secretary of the Company. He is a Senior Partner in Cruz Marcelo & Tenefrancia. He has served as First Vice President of The Law Foundation of Makati, Inc.; Treasurer of Taguig Lawyers League and Junabejo Food Corporation; Corporate Secretary of Philippine Equity Partners, Inc., Haw Par Tiger Balm (Philippines), Inc., China Systems Technology Corporation, Junabejo Trading Corporation, Junabejo Food Corporation, IAMSPA, Inc., Sincere Façade Philippines, Inc., Sincere Façade Innovations, Inc. and Vicar Mining Corporation; Assistant Corporate Secretary of La Golondrina, Inc., Lawphil Investments, Inc., Baesa Redevelopment Corporation, PTFC Redevelopment Corporation, and CVCLAW Center Condominium Corporation. He has held directorship roles at China Systems Technology Corporation, Haw Par Tiger Balm (Philippines), Inc., Catania Property Holdings, Inc., Cosmo System Corporation; Junabejo Trading Corporation, Junabejo Food Corporation, Loscano Holdings, Inc.; IAMSPA, Inc., Sun East Asia Corporation, Sincere Façade Philippines, Inc., Sincere Façade Innovations, Inc., Synchrogenix Philippines, Inc., Union Earn Holdings, Inc., Wooloomooloo Steakhouse Philippines, Inc., and Mantaray Resorts, Inc. Atty. Umali Bunye holds a Bachelor's degree in Philosophy, and obtained his Bachelor of Laws degree, fromt the University of the Philippines.

ATTY. CRYSTAL I. PRADO, Assistant Corporate Secretary and Vice President for Legal Affairs of the Company. She serves as Legal Counsel of Sta.Lucia Realty & Development, Inc.; Corporate Secretary of Santalucia Ventures, Inc. and Sta. Lucia Homes, Inc.; Assistant Corporate Secretary of The Mills Country Club, Inc.; College Instructor of St. Joseph's College of Quezon City; Program Coordinator and Director for Education of Sta. Lucia Foundation, Inc.; and Consultant for Sta. Lucia Leisure, Inc., Sta. Lucia Volleyball Club, Firestarters Productions, Inc. and Siddharta Techwork. Atty. Prado holds a Bachelor's degree in Secondary Education from the University of Santo Tomas, and Bachelor of Laws degree from the University of the East.

JEREMIAH T. PAMPOLINA, Chief Compliance Officer and Vice President for Investor Relations & Corporate Planning of the Company. He previously served as Junior Bank Officer of Union Bank of the Philippines, Business Development Manager of P. J. Lhuillier Group of Companies, Supply Chain and Operations Manager of Technomarine Philippines and Business Development & Operations Manager of Aboitiz-Jebsen. He was also an Associate Lecturer at De La Salle University teaching Strategic Management.Graduate of AB Management Economics at the Ateneo De Manila University and MBA Graduate with Distinction (Silver Medal), Top 6% of Graduating MBA batch and Dean's Honors List at the De La Salle Graduate School of Business.

ACE FRANZIZ D. CUNTAPAY, Internal Auditor and Data Protection Officer of the Company. Mr. Cuntapay previously worked with SGV and Co. where he gained 2 years of meaningful experience in audit of banking and specialized industries. Mr. Cuntapay holds a Bachelor of Science degree in Accountancy from University of Saint Louis Tuguegarao.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS OF DIRECTORS AND EXECUTIVE OFFICERS

In the past 5 years, the following proceedings were filed against the directors and executive officers of the Company in the course of the performance of their duties as directors and officers:

1. VISTA VERDE COUNTRY HOMES VS. EXEQUIEL D. ROBLES, JOHNIELLE KEITH NIETO, OMB-L-C-15-0169. On March 2, 2015, a complaint for violation of Section 3(a) of the Anti-Graft and Corrupt Practices Act was filed against Exequiel Robles, as President of SLRDI, for donating the areas reserved for roads and open spaces in its development plans for Vista Verde Country Homes in favor of the Local Government of Cainta. In its defense, SLRDI alleged lack of jurisdiction, laches, and that the company merely exercised its legal to option to donate the lots in accordance with PD 957. On October 15, 2016, the Ombudsman issued a resolution ruling that the charges could not be sustained against all respondents for lack of sufficient evidence and probable cause. With the dismissal of the case, complainants filed a Petition for Certiorari before the Supreme Court. SLRDI filed its Comment on April 11, 2018 claiming, among others, improper venue since the case should have been filed with the HLURB. The Supreme Court issued a Resolution on July 31, 2018 requiring petitioner to submit a consolidated reply. There has been no development since the July 31, 2018 Resolution.

2. CLOVIS RACHO, AMADO JOSE GARCIA ET., AL. VS. EXEQUIEL D. ROBLES, MARIZA SANTOS-TAN, VICENTE R. SANTOS ET.AL., I.S. NO. VII-INV-16G-0925. This case was instituted on July 8, 2016 on alleged violation of Sections 19 and 20 of PD 957 for failure to maintain the basic facilities in Royal Estate Cebu. The case against Exequiel Robles was dismissed by the Office of the Provincial Prosecutor of Cebu on April 27, 2017 on the basis that the corporation has separate juridical personality distinct from its officers. In the absence of malice or bad faith, corporate officers cannot be held personally liable for the corporation's liabilities. Considering that the HLURB had not declared respondent Robles to have been motivated with malice or bad faith in the performance of his duties, the case was dismissed for lack of probable cause on April 17, 2017. The appeal before the Department of Justice was also dismissed on December 20, 2017.

3. TIMOTHY JASON PERALEJO VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS, MARIZA SANTOS-TAN, EXALTACION R. JOSEPH, LIBERATO D. ROBLES, FELIZARDO R. SANTOS, IGMIDIO D. ROBLES, LEODEGARIO R. SANTOS, AURORA D. ROBLES, ORESTES R. SANTOS, ROBERTO D. ROBLES, DOMINGA R. ROBLES, ANTONIO D. ROBLES, and ANDREA R. ANDRES, NPS XV-03-INV-17K-11187. A criminal complaint was filed on November 27, 2017 for fraudulent

transactions under Section 8(c) and unsound business practice under Section 8(f) in relation to the penal provision of PD 957 or the Subdivision and Condominium Buyers' Protective Decree. Petitioner alleged that when he bought the 245 sqm lot in Quezon City, he was assured of unimpeded access and possession of property. Four years later and despite having clear title to the property, the occupants continue to use the property and has even built a structure over the lot. Petitioner argued that he was made to purchase the property under the pretense that the occupants will be removed. The accused, in defense, maintained that the developer took steps to ensure that the subject property will be free from occupants. On June 26, 2018, the Office of the City Prosecutor of Quezon City dismissed the case on the ground that the acts complained of do not fall within the penal provision of PD 957 and there was no proof of any act of fraud and misrepresentation. Complainant filed a petition for review with the Department of Justice on October 16, 2018, which remains pending as of this date. Complainant signified his interest to settle and requested for lot replacement instead. Said request was approved and the parties are in the process of preparing the compromise.

4. DEPT. OF AGRARIAN REFORM/PROVINCIAL TASK FORCE VS. EXEQUIEL D. ROBLES, IGMIDIO D. ROBLES, ET. AL. XV-01-INV-18F-00688. Instituted last June 20, 2018 involving Bluemountain Antipolo, the DAR filed a criminal case for illegal conversion of land under Section 73 of Republic Act No. 6657, as amended by Republic Act No. 9700. Section 73 applies to landowners who convert their agricultural lands into non-agricultural purposes without any order of conversion issued by the DAR. On October 5, 2018, the case was dismissed for failure to show that the landowner caused its conversion. Moreover, the offense of conversion does not extend to the directors of the developer. DAR filed a motion for reconsideration on December 17, 2018, which remains pending as of this date.

5. RUSSEL MIRAFLOR VS. EXEQUIEL D. ROBLES, ET., AL., NPS-IV-16-INV-12E-00232. A complaint for Estafa was filed on June 13, 2018 on the ground of failure to develop the Vista Verde Residential Estate in Quezon. Complainant Miraflor argued that he stopped paying after he discovered that the period for development of VistaVerde was about to expire. SLRDI, in its Counter-Affidavit, claim that the case of estafa cannot prosper since the subdivision was completed and is already existing. The filing of the criminal case was merely an afterthought by the complainant after demand letters were sent to Miraflor due to delinquent payments. The Counter-Affidavit was filed in August 2018, and the case remains pending as of this date.

6. MANUEL MORATO ET. AL. VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS AND LIBERATO D. ROBLES, ET., AL. XV-03-INV-18F-05949. This case involves a complaint for syndicated estafa filed against these directors for entering into a joint venture agreement with Jose L. Morato for the development of a property in Quezon City knowing fully well that the latter was not the owner of the subject properties. Respondents filed their counter-affidavit claiming that (i) they had been given clearance by the HLURB to proceed with the development of the project; (ii) they are innocent third parties who dealt with registered parcels of land; (iii) the elements of syndicated estafa are unfounded and non-existent; and (iv) they entered into an agreement with Jose Morato in good faith. On November 13, 2018, the case was dismissed for insufficiency of evidence. Complainant filed a Petition for Review with the DOJ, which was denied. Undeterred, the Complainant filed a Special Civil Action for Certiorari and Mandamus under Rule 65 (the "Petition") before the Court of Appeals (CA). The CA, in its Resolution dated March

24, 2021 dismissed outright the Petition for being filed out of time. The Complainant filed a Motion for Reconsideration on 26 May 2021, which remains pending as of date.

7. NELSON ZAPEDA VS. EXEQUIEL D. ROBLES NBI-CCN-C-18-06295. This involves a complaint for estafa filed on the premise that the person who supposedly signed the Special Power of Attorney authorizing a certain John Roldan to enter into a joint venture agreement with SLI was dead when the SPA was signed. The case is still under investigation with a possibility of settling amicably.

8. ROSALINA HONRADO VS. EXEQUIEL D. ROBLES NPS Docket No. IV-28-INV-14H-0707. A criminal case for estafa and falsification or estafa through falsification was filed against respondents for allowing the sale of a property in Orchard Residential Estate Gold and Club, Dasmarinas Cavite with an area that is 100 sqm more than the actual lot. Complainant argued that out of the 759 sqm area specified in the certificate of title, 100sqm was actually a creek. In his counter-affidavit, Robles explained that complainant purchased the property from the previous owner, that he was well aware of the discrepancy and that the refund has been made by SLI in favor of the previous owner. This case was dismissed in 2015.

9. RENATO CABILZO VS. EXEQUIEL D. ROBLES, VICENTE R. SANTOS, MARIZA SANTOS-TAN, EXALTACION R. JOSEPH, FELIZARDO R. SANTOS, ANTONIO D. ROBLES and LIBERATO D. ROBLES. A case for Other Deceits, Syndicated Estafa, Large -Scale Estafa was instituted last September 18, 2015 on the ground that respondents allegedly duped complainants into purchasing a 217 sqm lot in Acropolis even if the joint venture agreement between SLRDI and Surfield had been cancelled. Respondents, in turn, presented copies of their license to sell as issued by the HLURB. They also alleged that complainants failed to present evidence that the transaction took place in Pasig City, warranting the dismissal due to improper venue. Also, complainant failed to prove the elements of estafa since the dispute arising out of the transaction was purely contractual. Complainant appealed the case before the DOJ and the case remains pending.

10. LORENZO E. VELOSO VS. EXEQUIEL D. ROBLES, MARIZA SANTOS-TAN, VICENTE R. SANTOS ET.AL. involving violation of PD 957 and Art. 318 of the Revised Penal Code ("RPC"). The case was filed in light of the alleged failure of SLI to deliver the certificates of title over the subject property. The defense argued that the processing was stalled due to the complainant's refusal to pay the assessed transfer fees. The case was dismissed for lack of probable cause. Complainant appealed the case before the DOJ in 2018 and the case remains pending.

11. DOMINADOR TAN VS. EXEQUIEL D. ROBLES AND STA. LUCIA REALTY AND DEVELOPMENT, INC. Civil Case No. B-9022. On March 25, 2013, Plaintiff Dominador Tan ("Tan") filed a Complaint for recovery of possession with application for the issuance of a Temporary Restraining Order ("TRO") and/or Preliminary Injunction, for alleged encroachment on his lot, made by personnel of SLRDI who have commenced construction works on the property. Mr. Exequiel Robles was impleaded in his capacity as President/Chief Executive Officer of SLRDI. In its Answer, SLRDI alleged that all developments done in the area were confined within the boundaries provided for in the technical descriptions of the certificates of title, which have already been approved by the Bureau of Lands. At this point, SLRDI also offered a Joint Venture

Agreement ("JVA") with plaintiff to develop the subject property. On April 5, 2013, the court issued a TRO enjoining SLRDI from continuing with the construction over the property. There is an ongoing negotiation between the wife of Dominador Tan, Mrs. Edith Tan (as Dominador Tan was substituted by his wife after his death) and SLRDI to enter into a JVA to develop the subject property. Pending negotiations, Mrs. Tan requested that she be given a right of way over the subject property. To date, SLRDI has not acted upon the request of Mrs. Tan vis-à-vis the JVA

12. LA MIRADA ROYALE HOMEOWNER'S ASSOCIATION VS VICENTO R. SANTOS AND LA MIRADA HOMEOWNERS HLURB Case No. NTR-HOA – 082213-575. On August 19, 2013, complainants La Mirada Homeowners' Association ("La Mirada HOA") filed a case with the HLURB for the cancellation of the other five HOA Certificate of Registrations it issued and prayed that it be declared the only HOA of La Mirada Royale. Respondents, in their Answer dated September 22, 2013, alleged that they are lot owners of La Mirada Royale, and as owner/developer of the subdivision, they have the obligation to initiate the organization of a homeowner's association among the buyers and residents of the projects. On April 30, 2014, HLURB ruled in favor of La Mirada HOA and ordered the revocation of respondents' Certificate of Registration, on the ground that La Mirada HOA registered their HOA with HLURB ahead of the five other HOAs. The Decision also stated that the Respondents were not bona fide homeowners of La Mirada. On April 1, 2015, Respondents' filed their Appeal Memorandum with the OP, alleging that 1) respondent's homeowners' association was first to be duly registered with the HLURB; 2) the Magna Carta for Homeowners and Homeowners' association was not yet in effect when they were registered as the Homeowner's Association, thus, cannot be used as basis in revoking the registration of the respondent associations; 3) the fact that complainant homeowners' association is composed of 58 homeowners (13 directors) as opposed to five directors of respondent association is not ground for the revocation of respondent association. There has been no development since the filing of the Appeal Memorandum.

13. BAYBREEZE EXECUTIVE VILLAGE HOMEOWNERS ASS. VS. EXEQUIEL D. ROBLES AND VICENTE R. SANTOS AND SLRDI HLURB CASE NO. NCRHOA-112613-1932. Homeowners of Baybreeze Executive Village ("Baybreeze") filed a complaint with the HLURB against SLRDI on the alleged mismanagement of the Baybreeze Executive Village. Exequiel D. Robles, Vicente R. Santos and other respondents were sued both in their personal capacities and as responsible officers of SLRDI. Baybreeze prayed that respondents repair the drainage system, low level roads and complete the unmaintained clubhouse. On October 7, 2014, HLURB ordered the respondents to complete the development of the village within one year, as well as to complete the construction of the clubhouse, to upgrade the road network, and fix the streetlights. In the order, HLURB also cancelled the license to sell issued for Bavbreeze. Respondents' appeal was denied by HLURB on the ground that SLRDI still has the obligation to provide and maintain the facilities as there is yet no certificate of completion. SLRDI filed its appeal memorandum with the Office of the President on June 5, 2015. Baybreeze filed its comment/opposition to the appeal memorandum on July 15, 2015. There has been no development since then.

14. GRACE PENDON ET., AL. VS. EXEQUIEL D. ROBLES ET., AL. CHR NO. 2015-0217. On June 19, 2015, Grace Pendon et. al. ("Complainants") filed a complaint with the Commission on Human Rights ("CHR") against Sta. Lucia Realty and Development Corp. Inc. ("SLRDI") for alleged acts

of violence committed by their security guards and certain policemen against complainants during the demolition of illegally built structures found inside Rizal Technopark. Exequiel D. Robles and SLRDI were impleaded because of their ownership of Rizal Techno Park. In their counter-affidavit, SLRDI alleged that there was no mention of specific acts committed by Robles or SLRDI in the complaint. SLRDI filed its counter-affidavit with the CHR on July 30, 2015 and alleged that all titles are all in the name of SLRDI. Thus, as developers and registered owners, they were only exercising their right to protect and secure the subdivision from illegal settlers and "professional squatters". On the issue of the acts of violence supposedly committed by the security guards, SLRDI argued that the security guards were only doing their duty from preventing the mob from committing further acts of violence and handling the riots inside SLRDI property. There has been no development since the counter-affidavit was filed.

15. SPS. MARTIN ERICSON CRUEL AND CZARINA CRUEL VS. MARIZA SANTOS-TAN, SLRDI REM-122315-15873. Sometime in 2003, the spouses Martin and Czarina Cruel ("Spouses Cruel") were offered by Asian Pacific Realty (the marketing arm of SLRDI) two adjacent lots at Valley View Executive Village in Antipolo. After executing the required sale documents, the spouses discovered that a house has been constructed on the lot subject of the sale, which prompted the Spouses Cruel to file a case for Specific Performance against SLRDI before the HLURB on December 21, 2015 praying for delivery of title or, in the alternative, a swap of the property they purchased with another lot. SLRDI, in its answer, alleged that the Spouses Cruel knew the nature of the property they purchased—that it was *de facto* owned by Ms. Hosmillo. On March 21, 2017, HLURB directed SLRDI to deliver the title to the spouses or in the alternative, buy back the property at fair market value, with damages. (₱ 20,000.00 as moral damages, ₱ 20,000.00 exemplary damages, and ₱ 50,000.00 as attorney's fees). Complainants filed an urgent motion for early resolution of complainant's urgent motion for issuance of a writ of execution on November 9, 2018. There has been no development since then.

16. JERRY GALOPE VS. EXEQUIEL D. ROBLES, SLRDI, ET., AL. BSC-2016-04. On March 31, 2016, Jerry Galope ("Galope") filed a complaint against SLRDI, Exequiel D. Robles and several other persons (actual occupants) for quieting of title involving a lot in Meadowood Executive Village, Cavite. In his complaint, Galope alleged that he purchased a parcel of land in Cavite (2,961 sqm) through a Deed of Sale between him and its original owners on February 1, 1990. When he returned to the location in 2012, he was surprised to see that it was already located inside a gated subdivision known as Meadowood Executive Village. Galope believes that the titles were simulated in the subdivision plans used by respondents. SLRDI filed its Answer on July 6, 2018. The case remains pending before the RTC Branch 19 of Bacoor, Cavite.

17. CECILIA C. CORDERO VS. EXEQUIEL D. ROBLES NPS NO. IV-02-INV-171-01384. Petitioner Cecilia Cordero ("Cordero") filed a complaint against Exequiel D. Robles for violation of Sections 4 and 5 in relation to Section 39 of PD 957, otherwise known as the Subdivision and Condominium Buyers' Protective Decree. Cordero wanted to buy a lot in Sto. Tomas, Batangas through a broker (unnamed) who showed her a flyer which stated: "STA LUCIA LAND INC presents PONTE VERDE de STO TOMAS BATANGAS". Cordero, upon the representation made, paid a reservation fee of ₱ 20,000.00 to the representative of SLI. However, Cordero later on found out that the provisional receipt was not in the name of SLI but rather of Royal Homes. Thus, Cordero filed a complaint in Batangas against SLI for selling the Ponte Verde properties

without the requisite license to sell, since the receipt she got was not from SLI, but that of Royal Homes. Exequiel Robles, in his Answer, stated that none of the corporations which developed Ponte Verde 5 (i.e. ASB Realty, Sto. Tomas Agri Farms Inc., C-Belle Corporation) transacted with the complainant. Further, the allegation that Royal Homes is the marketing arm of SLI is insufficient to hold him personally liable for violation of the said provisions. On March 23, 2018, the Office of the City Prosecutor of Batangas dismissed the case against Exequiel D. Robles for lack of probable. Cordero filed a Petition for Review with the DOJ on July 26, 2018, which was dismissed in a Resolution dated January 21, 2021.

18. MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, STA. LUCIA LAND INC. AND LIBERATO D. ROBLES, ET., AL. R-QZN-18-04305-CV. On April 16, 2018, a case was filed against JLM Trading Inc. (JLM), Jose L. Morato, Sta. Lucia Land Inc. (SLI) and Liberato Robles for injunction with prayer for issuance of preliminary injunction and/or Temporary Restraining Order. Petitioners alleged that Jose L. Morato convinced them to transfer the 4 parcels of land registered in the name of their mother, Consuelo Lim Morato, to JAVEA PROPERTIES CORPORATION, in order to avail of the tax amnesty for real properties with delinquent taxes. As a result, 2 parcels of lands were successfully transferred to JAVEA. In their Answer dated May 7, 2018, respondents SLI and Liberato Robles alleged that the action sought to be enjoined had already been accomplished. Further, when SLI entered into a Joint Venture Agreement with JLM, they already have gotten clearance from the HLURB and was issued the corresponding Development Permit to proceed with the construction. Further, they are innocent third parties who deal with registered parcels of land, and thus, need not go beyond the face of the title. On April 26, 2018, the RTC of Quezon City issued an order granting the TRO enjoining respondents from proceeding with the demolition of the ancestral house. On June 7, 2018, the RTC of Quezon City issued an Order denying the writ of preliminary injunction. Petitioners filed a motion for leave to file and admit amended complaint which substantially amends the complaint from injunction to nullity of deeds and titles with prayer for provisional remedies. Respondents thereafter filed motions to dismiss and an omnibus motion to inhibit due to partiality. The motion to inhibit was granted and the case was re-raffled to another trial court of Quezon City.

19. MEGATOP REALTY V. EXEQUIEL D. ROBLES AND VICENTE R. SANTOS. XV-03-INV-20A-00819. Complainant filed a case for estafa against the respondents before the Office of the City Prosecutor of Quezon City (OCP Quezon City) for the alleged failure (i) to account the ₱ 93 million they provided pursuant to their joint venture agreement with SLRDI and (ii) to deliver the titles of the subdivisions lots subject of the agreement. Respondents, in turn, argued that (i) the ₱ 93 million pertains to the 517,997 sqm raw land that Complainant purchased from SLRDI; and that (ii) they have no obligation to deliver all the titles of the subdivision lots in favor of the complainant. In fact, complainant has the obligation to assign 55% of the subdivision lots in favor of SLRDI. On January 6, 2021, OCP Quezon City found probable cause to indict respondents for estafa. Prior to the expiration of the respondents' right to seek reconsideration, OCP Quezon City filed the corresponding Information with the RTC of Quezon City. This prompted respondents to file a Motion for Reconsideration with the Department of Justice on February 22, 2021, which remains pending as of date.

20. MANUEL MORATO ET., AL. VS. EXEQUIEL D. ROBLES, R-QZN-19-17722-CV. Plaintiffs filed a case for annulment of title with prayer for issuance of preliminary injunction and/or temporary

restraining order ("TRO") before the RTC of Quezon City. Instead of filing an Answer, respondent filed a Motion to Dismiss on February 7, 2019, which was granted by the RTC. Plaintiffs filed a Motion for Reconsideration on February 24, 2020. The hearing for the prayer for preliminary injunction and/or TRO was scheduled on 22 June 2021.

The Company believes that the pending proceedings disclosed above arose out of the ordinary course of business. As such, the Company is of the opinion that they are not material to an evaluation of the ability or integrity of any of the directors or executive officers involved.

Apart from the pending criminal proceedings disclosed above, to the best of the Company's knowledge and belief, none of the Company's directors, nominees for election as director, or executive officers have in the five-year period prior to the date of this Prospectus:(1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time; (2) have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses; (3) have been the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or (4) have been found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, such judgment having not been reversed, suspended, or vacated.

CORPORATE GOVERNANCE

The Company submitted its Manual on Corporate Governance (the "Manual") to the SEC on May 31, 2017 in compliance with SEC Memorandum Circular No. 19, series of 2016. The Company and its respective directors, officers and employees have complied with the best practices and principles on good corporate governance as embodied in its Manual. An evaluation system has been established by the Company to measure or determine the level of compliance of the Board of Directors and management with its Manual.

Independent Directors

The Manual requires the Company to have two independent directors in the Board of Directors. An independent director is defined as a person who –

1. is not or has not been a senior officer or employee of the Company unless there has been a change in the controlling ownership;

2. is not and has not been in the past three years a director of the Corporation; a director, officer or employee of the Company's Subsidiaries, affiliates, related companies, or of the Company's substantial shareholders and its related companies;

3. has not been appointed as Chairman "Emeritus", "Ex-Officio" directors/officers or member of any advisory board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities in the past three years;

4. is not an owner of more than two percent (2%) of the outstanding shares of the Company, its Subsidiaries, affiliates or related companies;

5. is not a relative of a director, officer or substantial shareholder of the Company or any of its related companies or of any of its substantial shareholders;

6. is not acting as a nominee or representative of any director of the Company or any of its related companies;

7. is not a securities broker-dealer of listed companies and registered issuers of securities;

8. is not retained, either in his/her personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of the Company, any of its related companies or substantial shareholder, or is otherwise independent of management and free from any business or other relationship within the past three years;

9. does not engage or has not engaged, whether by himself/herself or with other persons or through a firm of which he/she is a partner, director or substantial shareholder, in any transaction with the Company or any of its related companies or substantial shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his/her independent judgment;

10. is not affiliated with any non-profit organization that receives significant funding from the Company or any of its related companies or substantial shareholders; and

11. is not employed as an executive officer of another company where any of the Company's executives serve as directors.

An independent director may serve for a maximum cumulative term of nine years. The retention of an independent director who has served for nine years may be allowed if the Board provides meritorious justification(s) and seeks shareholders' approval during the annual meeting.

COMMITTEES OF THE BOARD

The Board created and appointed Board members to each of the committees set forth below. Each member of the respective committees named below holds office as of the date of this Prospectus and will serve until his successor is elected and qualified.

Audit Committee

The Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of which, including the Chairman, shall be independent directors and all of whom must have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance. The Chairman of this committee should not be the chairman of the Board or of any other committees.

The Audit Committee has the following specific functions:

1. Assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with applicable laws, rules and regulations;

2. Provides oversight over the senior management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company. This function shall include receiving from senior management of information on risk exposures and risk management activities;

3. Provides oversight of the Company's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

4. Reviews and approves audit scope and frequency and the annual internal audit plan. The plan shall include the audit scope, resources and budget, necessary to implement it;

5. Discusses with the external auditor before the audit commences the nature, scope and expenses of the audit, and ensure proper coordination where more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

6. Establishes an internal audit department, and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee and any question of resignation or dismissal;

7. Receives and reviews reports of internal and external auditors and regulatory agencies, where applicable and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;

8. Reviews and approves the quarterly, half-year (interim) and annual financial statements before submission to the Board, with particular focus on the following matters:

    - Any change(s) in accounting policies and practices;
    - Areas where a significant amount of judgment has been exercised;
    - Significant adjustments resulting from the audit;
    - Going concern assumptions;
    - Compliance with accounting standards; and
    - Compliance with tax, legal and regulatory requirements.

9. Coordinates, monitors and facilitates compliance with laws, rules and regulations;

10. Establishes and identifies the reporting line of the Chief Audit Executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The Chief Audit Executive shall report directly to the Audit Committee. The Audit Committee shall ensure that the internal auditors shall have free and full access to all the Company's records, properties and personnel relevant to the internal audit activity and that the internal audit activity should be free from interference in determining the scope of internal auditing examinations, performing work and communicating results, and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan;

11. Recommends the approval of the Internal Audit Charter (IA Charter), which formally defines the role of Internal Audit (IA) and the audit plan as well as oversee the implementation of the IA Charter;

12. Through the IA Department, monitors and evaluates the adequacy and effectiveness of the Company's internal control system, integrity of financing reporting, and security of physical and information assets;

13. Oversees the IA Department, and recommend the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;

14. Establishes and identifies the reporting line of the IA to enable him/her to properly fulfill his/her duties and responsibilities;

15. Reviews and monitors management's responsiveness to the IA's findings and recommendations;

16. Prior to the commencement of the audit, discusses with the External Auditor the nature, scope and expenses of the audit, and ensures the proper coordination if more than one audit form is involved in the activity to secure proper coverage and minimize duplication of efforts;

17. Evaluates and determines the non-audit work, if any, of the external auditor, and periodically review the non-audit fees paid to the external auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The Audit Committee should disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's annual report and annual corporate governance report;

18. Reviews the disposition of the recommendations of the external auditor's management letter;

19. Performs oversight functions over the Company's internal and external auditors. It ensures the independence of internal and external auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

20. Coordinates, monitors and facilitates compliance with laws, rules and regulations; and

21. Recommends to the Board the appointment, reappointment, removal and fees of the external audit, duly accredited by the SEC, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.

As of the date of this Prospectus, the Audit Committee is chaired by Mr. Danilo A Antonio, Jr., while Mr. Vicente R Santos, Mr. Orestes R Santos and Justice Renato C Francisco serve as its members.

Corporate Governance Committee

The Corporate Governance Committee is composed of at least 3 members the majority of whom shall be independent directors, including the Chairman.

The Corporate Governance Committee has the following functions:

1. Oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of the material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments;

2. Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts annual self-evaluation of its performance;

3. Ensures that the results of the Board evaluation are shared, discussed, and that the concrete action plans are developed and implemented to address the identified areas for improvement;

4. Recommends continuing education programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;

5. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;

6. Proposes and plans relevant trainings for the members of the Board;

7. Determines the nomination and election process for the Company's directors and has the special duty of defining the general profile of board members that the Company may need and ensure appropriate knowledge, competences and expertise that complement the existing skills of the Board;

8. Establishes a formal and transparent procedure to develop a policy of determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates; and

9. Performs the functions previously performed by the Nomination Committee, which are:

- Accepts nominations from all shareholders to encourage shareholders' participation, pre-screen and prepare a short list of all candidates nominated to become members of the Board;
- In consultation with the executive or management committee, re-defines the role, duties and responsibilities of the CEO by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times;
- Considers, among others, the following guidelines in the determination of the number of directorships for the Board: (i) the nature of the business of the Company of which he/she is a director; (ii) age of the director; (iii) number of directorships/active memberships and officerships in other corporations or organizations; and (iv) possible conflict of interest;
- Develops a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming directors, which among others, compel all directors to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict with the performance of their duties as directors once elected.

As of the date of this Prospectus, the Corporate Governance Committee is chaired by Justice Renato R. Francisco, while Mr. Danilo A Antonio, Jr. and Mr. Vicente R. Santos as its members.

Executive Committee

Pursuant to the Company's By-Laws, the Board created an Executive Committee is composed of not less than 3 directors who may act, by majority vote of all its members, on such specific matters within the competence of the Board of Directors except with respect to the following: (i) approval of any action for which stockholders' approval is also required; (ii) the filing of vacancies in the Board; (iii) the amendment or repeal of by-laws or the adoption of new by-laws; (iv) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (v) a distribution of cash dividends to the stockholders; and (vi) such other matters as may be specifically excluded or limited by the Board of Directors.

As of the date of this Prospectus, the Executive Committee is chaired by Mr. Exequiel D. Robles, while Mr. Vicente R. Santos, Ms. Mariza Santos-Tan, Ms. Aurora D. Robles and Mr. Antonio D. Robles as its members.

Board Risk Oversight Committee

The Board Risk Oversight Committee analyzes and, where appropriate, authorizes the risk proposals whose volume may compromise the Company's solvency and capital adequacy or the recurrence of its earnings. It does the same for other risk proposals that might present potential operational risks or reputational risks in the terms established by the Executive Committee.

As of the date of this Prospectus, the Board Risk Oversight Committee is chaired by Mr. Danilo A Antonio, while Justice Renato C Francisco and Mr. Vicente R. Santos as its members.

Related Party Transactions Committee

Pursuant to the Company's Material Related Party Transactions Policy, the Board constituted the Related Party Transactions Committee which shall be composed or at least three (3) non-executive directors, two of whom should be independent, including the Chairman.

The Related Party Transactions Committee shall have the following specific functions:

1. Review proposed related party transactions before such transactions are submitted for the approval of the Board. The committee shall assess the information provided and evaluate the proposed transaction to determine whether the same is beneficial and in the interest of the Company; and

2. Evaluate reports of abusive material related party transactions and determine the sanctions to be imposed on the personnel, officers or directors who have been found to be remiss in their duties in handling material related party transactions.

As of the date of this Prospectus, the Related Party Transactions Committee is chaired by Justice Renato C Francisco, while Mr. Danilo A Antonio, Mr. Orestes R Santos and Mr. Vicente R. Santos as its members.

EVALUATION SYSTEM AND COMPLIANCE

As part of its system for monitoring and assessing compliance with the Manual and the SEC Code of Corporate Governance, each committee is required to report regularly to the Board of Directors and the Manual is subject to quarterly review, unless the Board decides otherwise. The Compliance Officer is responsible for determining and measuring compliance with the Manual and the SEC Code of Corporate Governance. Any violation of the Company's Manual shall subject the responsible officer or employee to such penalties that will be provided in the rules and regulations that will be adopted by the Board.

SUSTAINABILITY REPORTING

Under the SEC's Memorandum Circular No. 4, Series of 2019 on the Sustainability Reporting Guidelines for Publicly-Listed Companies ("PLCs"), PLCs are mandated to submit their Sustainability Report together with their Annual Report. The Company submitted its Sustainability Report as part of its Annual Report for the year ended December 31, 2020.

The SEC guidelines define sustainability as the development that meets the needs of the present without compromising the ability of future generations to meet their own needs. Relative to this definition, "Sustainability Reporting" is an organization's practice of reporting publicly on its significant economic, environmental and social impacts in accordance with globally accepted standards.

The Sustainability Reporting requirement focuses on the economic, environmental and social disclosures that contribute to describing and measuring the company's sustainability performance, which are in addition to the governance disclosures that are embodied in the PLC's Integrated Annual Corporate Governance Reports.

For the first three years of the submission of the required Sustainability Reports, the SEC is adopting a "comply or explain" approach. This means that PLCs will be required to attach the prescribed reporting template, and that they can provide explanations for items where there is no available data yet.

EXECUTIVE COMPENSATION SUMMARY

For each of the years ended December 31, 2019, 2020 and 2021 (projected), the total salaries and allowances and bonuses paid to the five most highly compensated executive officers are as follows:

SUMMARY ANNUAL COMPENSATION TABLE			
Name and Principal Position	**Period**	**Salary (in thousands)**	**Bonus (in thousands)**
Five most highly compensated executive officers			
Vicente R. Santos (Chairman)			
Exequiel D. Robles (President)	2019	7,450	2,580
Mariza Santos – Tan (Treasurer)	2020	7,450	2,580
Aurora D. Robles (Assistant Treasurer)	2021 (projected)	7,450	2,580
David M. Dela Cruz (Executive Vice President)			

For each of the years ended December 31, 2019, 2020 and 2021 (projected), the total salaries and allowances and bonuses paid to all other officers as a Company unnamed are as follows:

SUMMARY ANNUAL COMPENSATION TABLE			
Name and Principal Position	**Period**	**Salary (in thousands)**	**Bonus (in thousands)**
All other officers and directors as a Company	2019	2,130	365
unnamed	2020	2,130	365
	2021 (projected)	2,130	365

STANDARD ARRANGEMENTS

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

SIGNIFICANT EMPLOYEES

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

Company values the contribution of each of its employees, the Company believes that it is not dependent on any single employee. The Company believes there is no non-executive employee that the resignation or loss of whom would have a material adverse impact on the business of the Company. Other than standard employment contracts, there are no special arrangements with non-executive employees of the Company.

FAMILY RELATIONSHIPS

As of the date of this Prospectus, family relationships (by consanguinity or affinity up to fourth civil degree) between Directors and members of the Company's senior management are as follows:

1. Exequiel D. Robles, Antonio D. Robles and Aurora D. Robles are siblings ("Robles Siblings").

2. Vicente R. Santos, Mariza R. Santos-Tan and Orestes R. Santos are siblings ("Santos Siblings").

3. The Robles Siblings and Santos Siblings are first cousins.

Other than as disclosed above, there are no other family relationships either by consanguinity or affinity up to fourth civil degree among the Directors, executive officers and members of the Company's senior management known to the Company.

EMPLOYMENT CONTRACTS

The Company and its Subsidiaries have executed pro-forma employment contracts with their staff and officers. These contracts basically specify the scope of services expected from these individuals and the compensation that they shall receive.

There are no arrangements for compensation to be received by these named executive officers from the Company in the event of a change in control.

WARRANTS AND OPTIONS OUTSTANDING

On April 18, 2013, the Board of Directors approved the grant of up to 100 Million shares of stocks as stock options in favor of the Company's employees and consultants, and list the same with the PSE, subject to such further terms and conditions as may be subsequently approved by the Company's Board of Directors. The approval was ratified by the shareholders during its annual meeting held on June 21, 2013.

The grant of stock options is subject to the approval of the SEC and PSE. As of the date of this Prospectus, there are no outstanding options or warrants held by any of the Company's directors and executive officers.

PRINCIPAL SHAREHOLDERS

The following table sets forth the 20 largest shareholders of the Company's outstanding capital stock as of March 31, 2021:

Shareholder	Number of Shares Subscribed	% of Ownership
Sta. Lucia Realty & Development, Inc..........	6,701,005,767	81.7550%
PCD Nominee Corporation – Filipino (Excluding Treasury Shares)............................	1,464,962,606	17.8731%
Bernard D. Lugod..	10,000,000	0.1220%
Thomas Edwin M. Dela Cruz............................	10,000,000	0.1220%
Citisecurities, Inc.	3,250,000	0.0397%
PCD Nominee Corporation – Non-Filipino.	2,237,001	0.0273%
Ebe Capital Holdings, Inc.................................	1,535,000	0.0187%
Exequiel D. Robles..	712,500	0.0087%
Vicente R. Santos	712,494	0.0087%
Julie H. Limtong..	400,000	0.0049%
Francisco Ortigas Sec, Inc................................	365,000	0.0045%
Pedro O. Tan..	278,050	0.0034%
ASA Color & Chemical Industries, Inc.	182,774	0.0022%
G & L Securities Co., Inc..................................	70,000	0.0009%
Ambrosio Valdez &/or Felisa Valdez	50,000	0.0006%
Anthony Francis H. Limtong............................	40,000	0.0005%
Gail Maureen H. Limtong	40,000	0.0005%
Harry James H. Limtong....................................	40,000	0.0005%
John Patrick H. Limtong	40,000	0.0005%
Julie Ann Krisha H. Limtong.............................	40,000	0.0005%

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Company's voting securities as of March 31, 2021:

Name and Address of Record Owners	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Common Shares Held	% of Total Outstanding Shares
Sta. Lucia Realty & Development, Inc. Bldg. II, Sta. Lucia East Grand Mall, Marcos Highway corner Felix Avenues, Cainta, Rizal	-same-	Filipino	6,701,005,767	81.7550

Name and Address of Record Owners	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Common Shares Held	% of Total Outstanding Shares
PCD Nominee Corporation (Filipino) Tower I, The Enterprise Center, 6766 Ayala Ave. corner Paseo de Roxas, Makati City	-same-	Filipino	1,464,962,606	17.8731

As of March 31, 2021, foreign shareholders owned 0.0319%, of the outstanding capital stock of the Company. Immediately after the completion of the Offer, foreign equity shall not exceed 40.0% of the Company's total outstanding capital stock.

SECURITY OWNERSHIP OF DIRECTORS AND OFFICERS AS OF MARCH 31, 2021

The following table sets forth security ownership of the Company's Directors, and Officers, as of March 31, 2021:

Name of Beneficial Owner	Title of Class	Number of shares	Nature of ownership	Citizenship	%
Exequiel D. Robles	Common	712,500	D	Filipino	0.008%
	Common	230,000	I	Filipino	0.003%
Vicente R. Santos	Common	712,494	D	Filipino	0.008%
	Common	233,000	I	Filipino	0.003%
Simeon S. Cua	Common	999	D	Filipino	-
Antonio D. Robles	Common	1	D	Filipino	-
Aurora D. Robles	Common	1	D	Filipino	-
Mariza Santos-Tan	Common	1	D	Filipino	-
Orestes R. Santos	Common	1	D	Filipino	-
Jose Ferdinand R. Guiang	Preferred	1	D	Filipino	-
Osmundo C. De Guzman	Common	1	D	Filipino	-
TOTAL	Common	1,424,999	D		0.017%
	Common	463,000	I		0.006%

Notes: (D) refers to direct ownership and (I) refers to indirect ownership.

As of the date of this Prospectus, the security ownership of the following recently elected Directors of the Company is as follows:

Name of Beneficial Owner	Title of Class	Number of shares	Nature of ownership	Citizenship	%
Renato C. Francisco	Common	1,000	D	Filipino	-
Danilo A. Antonio	Common	1,000	D	Filipino	-
TOTAL	Common	2,000	D		-

Name of Beneficial Owner	Title of Class	Number of shares	Nature of ownership	Citizenship	%

There is no director or key officer of the Company that owns at least 10% of its issued and outstanding shares of common or preferred stock.

VOTING TRUST HOLDERS OF 5% OR MORE

No shareholder of the Company holds more than 5% of the outstanding capital stock of the Company under a voting trust or similar agreement as of the date of this Prospectus.

CHANGE IN CONTROL

As of the date of this Prospectus, there are no arrangements which may result in a change in control of the Company.

RELATED PARTY TRANSACTIONS

The Company and its Subsidiaries, in their ordinary course of business, engage in transactions with related parties and affiliates. These transactions include advances and reimbursement of expenses. Except where indicated in the table below, settlement of outstanding balances of advances at year end occurs in cash. As of December 31, 2018, 2019, 2020 and March 31, 2021, the Company has not made any provision for impairment losses relating to amounts owed by related parties.

The summary of the Company's transactions with its related parties for the three months ended March 31, 2021 and the year ended December 31, 2020 and the related outstanding balances as of March 31, 2021 and December 31, 2020 are as follows:

	March 2021			
	Volume	**Outstanding**	**Terms**	**Conditions**
Trade receivables				
Ultimate Parent Company (SLRDI)				
Sharing of expenses, collection from buyers collected by SLRDI, unremitted share of SLRDI, marketing fee	₱21,864,432	₱607,323,573	Due and demandable; noninterest-bearing	Unsecured; no impairment (Note 15)
Affiliate (SLECC)	476,435	37,696,432	Due and demandable; noninterest-bearing	Unsecured; no impairment
Rental and management fee				
Affiliate (Mall Tenants)				
Rental income	(6,128,748)	30,367,678	Due and demandable; noninterest-bearing	Unsecured; no impairment
		₱675,387,683		
Non-trade receivables				
Affiliate (Marketing Arm)				
Advances	₱–	₱921,832	Due and demandable; noninterest-bearing	Unsecured; no impairment
Key officers and directors	₱3,455,012	₱76,585,428	Due and demandable; noninterest-bearing	Unsecured; no impairment
Trade payables				
Ultimate Parent Company (SLRDI)				
Advances	₱2,422,359	₱58,740,908	Payable on demand; noninterest bearing	Unsecured
Advances from shareholders				
Advances	–	16,346,102	Payable on demand; noninterest bearing	Unsecured
		₱75,087,010		

	December 2020			
	Volume	Outstanding	Terms	Conditions
Trade receivables				
Ultimate Parent Company (SLRDI)				

	December 2020			
	Volume	Outstanding	Terms	Conditions
Sharing of expenses, collection from buyers collected by SLRDI, unremitted share of SLRDI, marketing fee	₱137,234,705	₱585,459,141	Due and demandable; noninterest-bearing	Unsecured; no impairment (Note 15)
Affiliate (SLECC)				
Rental and management fee	(7,142,523)	37,219,997	Due and demandable; noninterest-bearing	Unsecured; no impairment
Affiliate (Mall Tenants)				
Rental income	(20,776,640)	36,496,426	Due and demandable; noninterest-bearing	Unsecured; no impairment
		₱659,175,564		
Non-trade receivables				
Affiliate (Marketing Arm)				
Advances	₱200,000	₱921,832	Due and demandable; noninterest-bearing	Unsecured; no impairment
Key officers and directors	₱8,607,794	₱73,130,416	Due and demandable; noninterest-bearing	Unsecured; no impairment
Trade payables				
Ultimate Parent Company (SLRDI)				
Advances	₱17,713,026	₱56,318,549	Payable on demand; noninterest bearing	Unsecured
Advances from shareholders				
Advances	–	16,346,102	Payable on demand; noninterest bearing	Unsecured
		₱72,664,651		

The Company in its regular conduct of business has entered into transactions with related parties. Related Parties, as defined in the Company's Material Related Party Transactions Policy, are the Company's directors, officers, substantial shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, if these persons have control, joint control or significant influence of the Company. This also includes the Company's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party.

These accounts are noninterest-bearing and are generally unsecured. The outstanding accounts with related parties shall be settled in cash. The Company believes that all past related party transactions have been conducted at arm's length on commercially reasonable terms.

The significant transactions with related parties follow:

a. SLI, in the normal course of business, has transactions with SLRDI consisting of non-interest bearing advances for working capital requirements with no fixed repayment terms. These are transactions and related receivable arising from sale of lots to SLRDI. On December 27, 2018, pursuant to the Deed of Assignment, SLRDI and SLI executed the Second tranche. SLI acquired

750.00 million treasury shares at the price of ₱1.20 per share to cover the settlement of the ₱ 900.00 million advances made by SLI to SLRDI.

b. Other transactions with SLRDI include noninterest-bearing cash advances for various charges for reimbursements of expenses on gasoline consumption of service vehicles, repairs and maintenance, supplies, rentals for project exhibits and advertising/marketing costs. This pertains to the monthly amortization payment from the buyers of SLI collected by SLRDI due to be remitted to SLI.

c. In 2014, SLI and SLRDI entered into several memorandums of agreements wherein SLI 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 SLI, SLRDI has agreed to the following:

   - Colinas Verdes Bulacan Project - SLRDI entered into a joint venture agreement with Araneta Properties, Inc. (API) for a 60% SLRDI - 40% API sharing agreement. SLLI shall be entitled to 75% of SLRDI's share in the joint venture agreement and 12% marketing fee on the gross selling price of all sales made from the project;

   - Green Meadows Iloilo Project - SLRDI 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. SLI shall be entitled to 75% of SLRDI's 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 entered into a joint venture agreement with Green Sphere Realty Corporation (GSRC) for a lot sharing agreement of 60% SLRDI - 40% GSRC share. SLI shall be entitled to 75% of SLRDI's 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 entered into a joint venture agreement with GSRC for a lot sharing agreement of 60% SLRDI - 40% GSRC share. SLI shall be entitled to 75% of SLRDI's share in the joint venture and 12% marketing fee on the gross selling price of all sales made from the project.

   Total proceeds share of SLRDI from the joint operations amounted to ₱29.49 million, and ₱ 152.58 million as of March 31, 2021 and December 31, 2020, respectively. The share amounting ₱7.37 million and ₱ 38.14 million are still to be remitted or offset against the receivable from SLRDI as of March 31, 2021 and December 31, 2020, respectively.

d. Effective October 1, 2014, SLI directly entered into lease agreements with mall tenants. SLECC and SLI, 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, SLI shall pay SLECC a management fee equivalent to 5% of the gross rental revenue for managing mall operations including, repairs and maintenance and collection of space rental from storeowners or tenants.

These are receivables from affiliates which are tenants of the mall.

e. SLI made noninterest-bearing cash advances to officers and directors which will be liquidated upon completion of the business transaction.

   These advances amounted to ₱ 3.46 million and ₱ 8.61 million as of March 31, 2021 and December 31, 2020, respectively.

As of March 31, 2021, the Company has not made any provision for Expected Credit Losses (ECL) relating to amounts owed by related parties. There have been no guarantees and collaterals provided or received for any related party receivables or payables. These accounts are noninterest-bearing and are generally unsecured. This assessment of the Company is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

MARKET PRICE

The table below sets out, for the periods indicated, the high and low sales prices for the Company's common shares, as reported on the PSE forth the market prices of the common shares in 2018, 2019, 2020 and first half of 2021.

Quarter	2018		2019		2020		2021	
	High	Low	High	Low	High	Low	High	Low
First	1.06	0.98	1.65	1.24	2.14	1.95	2.33	2.22
Second	1.15	0.99	2.04	1.55	1.90	1.83	2.99	2.80
Third	1.20	1.05	2.68	2.56	2.00	1.85	-	-
Fourth	1.26	1.09	2.48	2.36	1.99	1.93	-	-

In ₱ per share

Source: Bloomberg

As of March 31, 2021, the closing price of the Company's common shares was ₱ 2.31 per share with a total market capitalization of ₱ 18,934 million.

DESCRIPTION OF THE SHARES

The following is general information relating to the Company's capital stock but does not purport to be complete or to give full effect to the provisions of law and is in all respects qualified by reference to the applicable provisions of the Company's Articles of Incorporation and By-Laws.

This Prospectus relates to the offer and sale of up to [2,500,000,000] common shares (the "Firm Shares"), with a par value of ₱1.00 per share, of the Company, by way of primary offer, and an offer of up to [500,000,000] Over-subscription Shares pursuant to the Over-subscription Option. The Offer Shares shall be offered at a price of up to [₱ 2.38 to ₱ 3.29] per share (the "Offer Price"). The determination of the Offer Price is further discussed on page [74] of this Prospectus.

Upon completion of the Offer, assuming the Over-subscription Option is fully exercised, the total outstanding shares of the Company shall be up to [11,196,450,000] common shares, and the Offer Shares will comprise up to [21.74%] of the outstanding capital stock. Assuming that the Over-subscription Option is not exercised, the total outstanding shares of the Company shall be [10,696,450,000] common shares, and the Firm Shares will comprise up to [23.37%] of the outstanding capital stock.

SHARE CAPITAL INFORMATION

The Company has an authorized capital stock of ₱ 16,000,000,000.00, divided into 16,000,000,000 common shares with a par value of ₱ 1.00 per share. As of the date of this Prospectus, it has 8,196,450,000 common shares issued and outstanding, and 2,600,000,000 treasury shares.

The Offer Shares will be offered and issued by way of primary offering by the Company.

RIGHTS RELATING TO SHARES

A Philippine corporation may issue common or preferred shares, or such other classes of shares with such rights, privileges or restrictions as may be provided for in the articles of incorporation and by-laws of the corporation. Subject to the approval by the SEC, it may increase or decrease its authorized capital stock by amending its articles of incorporation, provided that the change is approved by a majority of the board of directors and by shareholders representing at least two-thirds of the outstanding capital stock of the corporation voting at a shareholders' meeting duly called for the purpose.

Under Philippine law, the shares of a corporation may either be with or without a par value. All of the common shares currently issued have a par value of ₱ 1.00 per share. In the case of par value shares, where a corporation issues shares at a price above par, whether for cash or otherwise, the amount by which the subscription price exceeds the par value is credited to an account designated as additional paid-in capital or paid-in surplus.

Subject to approval by the SEC, a corporation may increase or decrease its authorized capital shares, provided that the change is approved by a majority of the board of directors of such corporation and shareholders representing at least two-thirds of the issued and outstanding capital shares of the corporation voting at a shareholders' meeting duly called for the purpose.

A stock corporation is empowered to acquire its own shares for a legitimate corporate purpose, provided that the corporation has Unrestricted Retained Earnings or surplus profits sufficient to pay for the shares to be acquired. Examples of legitimate corporate purposes are eliminating fractional shares arising out of share dividends, paying dissenting or withdrawing stockholders who exercised their appraisal right (as discussed below), collecting or compromising an indebtedness to the corporation arising out of an unpaid subscription in a delinquency sale, and purchasing delinquent shares during the said sale. When a corporation repurchases its own shares, the shares become treasury shares, which may be resold at a price fixed by the board of directors of such corporation.

The Board is authorized to issue shares from treasury from time to time. Treasury shares may be issued to any person, corporation or association, whether or not a shareholder of the Company, including its officers or employees for such consideration in money as the Board may determine.

Voting Rights

Each common share is entitled to one vote. At each meeting of the shareholders, every stockholder entitled to vote on a particular question or matter involved shall be entitled to one vote for each share of stock standing in his name in our books at the time of the closing of the transfer books for such meeting.

In accordance with Section 23 of the Revised Corporation Code of the Philippines, at each election of directors, every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him as of the relevant record date for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate the number of votes equal to the number of directors to be elected multiplied by the number his shares shall equal or by distributing such votes on the same principle among any number of candidates as the stockholder shall see fit.

The Company's shares have full voting rights. However, the Revised Corporation Code provides that voting rights cannot be exercised with respect to shares declared by the Board of Directors as delinquent, treasury shares, or if the shareholder has elected to exercise his right of appraisal referred to below.

Pre-Emptive Rights

The Revised Corporation Code confers pre-emptive rights on the existing shareholders of a Philippine corporation which entitle such shareholders to subscribe to all issues or other dispositions of shares of any class by the corporation in proportion to their respective shareholdings, regardless of whether the shares proposed to be issued or otherwise disposed of are identical to the shares held. A Philippine corporation may, however, provide for the denial of these pre-emptive rights in its articles of incorporation. Likewise, shareholders who are entitled to such pre-emptive rights may waive the same through a written instrument to that effect.

The Articles of Incorporation of the Company deny the pre-emptive rights of its shareholders to subscribe to any or all dispositions of any class of shares of the Company.

Derivative Rights

Philippine law recognizes the right of a shareholder to institute proceedings on behalf of the corporation in a derivative action in circumstances where the corporation itself is unable or unwilling to institute the necessary proceedings to redress wrongs committed against the corporation or to vindicate corporate rights as, for example, where the directors of the corporation themselves are the malefactors.

Appraisal Rights

The Revised Corporation Code grants a shareholder a right of appraisal and a right to demand payment of the fair value of his shares in certain circumstances where he has dissented and voted against a proposed corporate action, including:

- an amendment of the articles of incorporation which has the effect of adversely affecting the rights attached to his shares or of authorizing preferences in any respect superior to those of outstanding shares of any class;
- the extension or shortening of the term of corporate existence;
- the sale, lease, exchange, transfer, mortgage, pledge or other disposal of all or substantially all the corporate property and assets of the corporation, as provided in the Revised Corporation Code;
- a merger or consolidation; and
- investment by the corporation of funds in any other corporation or business or for any purpose other than the primary purpose for which it was organized.

In any of these circumstances, the dissenting shareholder may require the corporation to purchase its shares at a fair value, which, in default of agreement, is determined by three disinterested persons, one of whom shall be named by the shareholder, one by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within 30 days after such award has made. From the time the shareholder makes a demand for payment until the corporation purchases such shares, all rights accruing on the shares, including voting and dividend rights, shall be suspended, except the right of the shareholder to receive the fair value of such shares. No payment shall be made to any dissenting shareholder unless the corporation has Unrestricted Retained Earnings sufficient to support the purchase of the shares of the dissenting shareholders.

Right of Inspection

A shareholder has the right to inspect the records of all business transactions of the corporation and the minutes of any meeting of the board of directors and shareholders at reasonable hours on business days and may demand a copy of excerpts from such records or minutes at his or her expense. However, the corporation may refuse such inspection if the shareholder demanding to examine or copy the corporation's records has improperly used any information secured through any prior examination, or was not acting in good faith or for a legitimate purpose in making his demand. Furthermore, the inspecting shareholder is bound by confidentiality rules under prevailing laws, such as the rules on trade secrets or processes under Republic Act No. 8293 ("Intellectual Property Code of the Philippines"), Republic Act No. 10173, ("Data Privacy Act of 2012"), the SRC, and the Rules of Court.

Right to Financial Statements

A shareholder has a right to be furnished with the most recent financial statement of the corporation, which shall include a balance sheet as of the end of the last taxable year and a profit or loss statement for said taxable year, showing in reasonable detail its assets and liabilities and the results of its operations. At the meeting of shareholders, the board of directors is required to present to the shareholders a financial report of the operations of the corporation for the preceding year, which shall include financial statements duly signed and certificate by an independent certified public accountant.

Dividends

The common shares have full dividend rights. Dividends on the Company's common shares, if any, are paid in accordance with Philippine law. Dividends are payable to all shareholders on the basis of outstanding common shares held by them, each common share being entitled to the same unit of dividend as any other common share. Dividends are payable to shareholders whose names are recorded in the stock and transfer book as of the record date fixed by the Company's Board of Directors. The PSE has an established mechanism for distribution of dividends to beneficial owners of common shares which are traded through the PSE which are lodged with the PCD Nominee as required for scripless trading.

The Company's current dividend policy provides that up to 25% of the prior fiscal year's net income after tax, subject to (i) availability of unrestricted retained earnings, (ii) implementation of business plans, (iii) contractual obligations, (iv) working capital requirements, and (v) the approval of the Board may be declared as dividends. There can be no guarantee that the Company will pay any dividends in the future. The declaration and payment of dividends is subject to compliance annually or as often as the Board of Directors may deem appropriate, in cash or in kind and/or in additional shares from its surplus profits. The ability of the Company to pay dividends will depend on its retained earnings level and financial condition. There is no assurance that the Company will pay dividends in the future.

Fixing of Record Dates

Pursuant to the SEC rules, cash dividends declared by corporations whose shares are listed on the PSE shall have a record date which shall not be less than ten and not more than 30 days from the date of declaration of cash dividends. As to stock dividends, the record date shall not be less than 10 nor more than 30 days from the date of shareholder approval.

In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date shall be fixed by the SEC and shall be indicated in the SEC order which shall not be less than 10 days nor more than 30 days after all clearances and approvals by the SEC shall have been secured. Regardless of the kind of dividends, the record date set shall not be less than 10 trading days from receipt by the PSE of the notice of declaration of the dividend.

Change in Control

There are no existing provisions in the Articles of Incorporation or the By-laws of the Company which will delay, defer or in any manner prevent a change in control of the Company.

SHAREHOLDERS' MEETING

Annual or Regular Shareholders' Meetings

The Revised Corporation Code requires all Philippine corporations to hold an annual meeting of shareholders for corporate purposes, one of which is the election of directors. The By-laws of the Company provide for annual meetings on the 3rd Friday of June of each year to be held at the principal office of the Company, and if a legal holiday then on the business day following.

Special Shareholders' Meeting

Special meetings of shareholders, for any purpose or purposes, may at any time be called by the Chairman or any four members of the Board of Directors, or upon the written request of the registered holders of at least 40% of the entire issued and outstanding capital stock of the Company. Special meetings may be held at such places and at such times as may be designated by the Board of Directors in the call.

Notice of Shareholders' Meeting

Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, and the purpose or purposes for which the meeting is called. The Company's By-laws provide that the notice of every meeting shall be in writing and shall specify the venue, date, hour and purpose or purposes for which it is called. The notice shall be given by courier, or otherwise sent by registered mail, postage prepaid, at the address of each such stockholder registered with the Corporate Secretary or the Stock Transfer Agent. Every notice of meeting must reach the stockholder at least five days before the date set for the meeting. Unless otherwise provided by law, failure to give notice of the meeting or a defect in giving thereof shall not invalidate a meeting or any action taken thereon, in respect of shareholders who were present or represented at such meeting.

Quorum

In all regular or special meeting of shareholders, a simple majority of the outstanding capital shares entitled to vote must be present or represented in order to constitute a quorum, except in those cases where the Revised Corporation Code provides a greater percentage vis-á-vis the total outstanding capital stock. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of shares shall be presented.

Pursuant to the Company's By-laws, the chairman of the board, or in case of his absence or disability, the president, may then call to order any meeting of the stockholders, and proceed to the transaction of business, provided a majority of the shares issued and outstanding be present, either in person or by proxy; but if there be no quorum present at any meeting, the meeting may be adjourned by the stockholders present from time to time until the quorum shall be obtained. However, if on the 3rd adjournment of a particular meeting no quorum is attained, no meeting shall thereafter be held except upon the giving of a new notice to the shareholders.

Voting

At all meetings of shareholders, a holder of common shares may vote in person or by proxy, for each share held by such shareholder.

Matters Pertaining to Proxies

Shareholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Corporate Secretary before or during the meeting. The authority of a proxy shall be in writing, dated and executed by the shareholder of record or by his duly appointed attorney-in-fact whose authority must likewise be in writing. The proxy instrument shall be filed with the Corporate Secretary at least three days before the meeting at which the proxy proposes to vote is called to order.

Proxies should comply with the relevant provisions of the Revised Corporation Code, the SRC, the IRRs, and regulations issued by the SEC.

ISSUE OF SHARES

Subject to otherwise applicable limitations, the Company may issue additional common shares to any person for consideration deemed fair by the Board, provided that such consideration shall not be less than the par value of the issued common shares. No share certificates shall be issued to a subscriber until the full amount of the subscription together with interest and expenses (in case of delinquent common shares) has been paid and proof of payment of the applicable taxes shall have been submitted to the Company's Corporate Secretary. Under the PSE Rules, only fully-paid shares may be listed on the PSE.

TRANSFER OF SHARES

All transfers of shares on the PSE shall be effected by means of a book-entry system. Under the book-entry system of trading and settlement, a registered shareholder shall transfer legal title over the shares to a nominee, but retains beneficial ownership over the shares. The transfer of legal title is done by surrendering the stock certificate representing the shares to participants of the PDTC System (i.e., brokers and custodian banks) that, in turn, lodge the same with the PCD Nominee Corporation, a corporation wholly-owned by the PDTC (the "PCD Nominee"). A shareholder may request upliftment of the shares from the PDTC, in which case a stock certificate will be issued to the shareholder and the shares registered in the shareholder's name in the books of the Company. See the section on "The Philippine Stock Market".

Philippine law does not require transfers of the common shares to be effected on the PSE, but any off-exchange transfers will subject the transferor to a capital gains tax that may be significantly greater than the share transfer tax applicable to transfers effected on the PSE. See "Philippine Taxation." All transfers of shares on the PSE must be effected through a licensed stockbroker in the Philippines.

SHARE REGISTER

The share register is maintained at the principal office of the Company's share transfer agent, Professional Stock Transfer, Inc.

SHARE CERTIFICATES

Certificates representing the common shares will be issued in such denominations as shareholders may request, except that a certificate will not be issued for fractional shares. Shareholders wishing to split their certificates may do so upon application to the Company's share transfer agent, Professional Stock Transfer, Inc., which will maintain the share register. Common shares may also be lodged and maintained under the book-entry system of the PDTC. See "The Philippine Stock Market."

MANDATORY TENDER OFFER

Pursuant to the SRC and its implementing rules and regulations, it is mandatory for any person or group of persons acting in concert to make a tender offer to all the shareholders of the target corporation before the intended acquisition of:

- 35% of the outstanding voting shares or such outstanding voting shares that are sufficient to gain control of the board in a public company in one or more transactions within a period of 12 months;

- 35% of the outstanding voting shares or such outstanding voting shares that are sufficient to gain control of the board in a public company directly from one or more stockholders; o

- equity which would result in ownership of over 50% of the outstanding equity securities of a public company.

Pertaining to the first instance, when the securities tendered pursuant to such an offer exceed the number of shares that the acquiring person or group of persons is willing to acquire, the securities shall be purchased from each tendering shareholder on a pro rata basis according to the number of securities tendered by each security holder. In the event that the tender offer is oversubscribed, the aggregate amount of securities to be acquired at the close of such tender offer shall be proportionately distributed to both the selling shareholders with whom the acquirer may have been in private negotiations with and the minority shareholders.

Pertaining to the second instance, the tender offer shall be made for all the outstanding voting shares. The sale of shares pursuant to the private transaction with the stockholders shall not be completed prior to the closing and completion of the tender offer.

Pertaining to the third instance, the acquirer shall be required to make a tender offer for all the outstanding equity securities to all remaining stockholders of the company at a price supported by a fairness opinion provided by an independent financial advisor or equivalent third party. The acquirer shall be required to accept all securities tendered.

Further, no mandatory tender is required in:

- purchases of shares from unissued capital shares unless such purchases will result in a 50% or more ownership of shares by the purchaser or such percentage that is sufficient to gain control of the Board;

- purchases from an increase in the authorized capital shares of the target company;

- purchases in connection with a foreclosure proceeding involving a pledge or security where the acquisition is made by a debtor or creditor;

- purchases in connection with a privatization undertaken by the government of the Philippines;

- purchases in connection with corporate rehabilitation under court supervision

- purchases through an open market at the prevailing market price; or

- purchases resulting from a merger or consolidation.

FUNDAMENTAL MATTERS

The Revised Corporation Code provides that the following acts of the corporation require the approval of shareholders representing at least two-thirds of the issued and outstanding capital stock of the corporation: (i) amendment of the articles of incorporation; (ii) removal of directors; (iii) sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the assets of the corporation; (iv) investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which the corporation was organized; (v) delegation to the board of directors of the power to amend or repeal by-laws or adopt new by-laws; (vi) merger or consolidation; (vii) an increase or decrease in capital stock; (viii) dissolution; (ix) extension or shortening of the corporate term; (x) creation or increase of bonded indebtedness; (xi) declaration of stock dividends; (xii) management contracts with related parties; and (xiii) ratification of contracts between the corporation and a director or officer.

Further, the approval of shareholders holding a majority of the outstanding capital shares of a Philippine corporation, including non-voting shares, is required for the adoption or amendment of the by-laws of such corporation.

ACCOUNTING AND AUDITING REQUIREMENTS

Philippine stock corporations are required to file copies of their annual financial statements with the SEC. In addition, public corporations are required to file quarterly financial statements (for the first three quarters) with the Philippine SEC. Those corporations whose shares are listed on the PSE are additionally required to file said quarterly and annual financial statements with the PSE. Shareholders are entitled to request copies of the most recent financial statements of the corporation which include a statement of financial position as of the end of the most recent tax year and a profit and loss statement for that year. Shareholders are also entitled to inspect and examine the books and records that the corporation is required by law to maintain.

The Board is required to present to shareholders at every annual meeting a financial report of the operations of the Company for the preceding year. This report is required to include audited financial statements.

THE PHILIPPINE STOCK MARKET

The information presented in this section has been extracted from publicly available documents which have not been prepared or independently verified by the Company, the Lead Underwriter, or any of the parties or advisors in connection with the offer and sale of the Offer Shares.

Brief History

The Philippines initially had two stock exchanges, the Manila Stock Exchange, which was organized in 1927, and the Makati Stock Exchange, which began operations in 1963. Each exchange was self-regulatory, governed by its respective Board of Governors elected annually by its members.

Several steps initiated by the Government have resulted in the unification of the two bourses into the PSE. The PSE was incorporated in 1992 by officers of both the Makati and the Manila Stock Exchanges. In March 1994, the licenses of the two exchanges were revoked. The PSE maintains a single, unified trading floor in Bonifacio Global City in Taguig City.

In June 1998, the SEC granted the PSE "Self-Regulatory Organization" status, allowing it to impose rules as well as implement penalties on erring trading participants and listed companies. On August 8, 2001, the PSE completed its demutualization, converting from a non-stock member-governed institution into a stock corporation in compliance with the requirements of the SRC.

The PSE has an authorized capital stock of ₱ 120 million. As of June 30, 2020, the PSE has 85,164,091 issued and outstanding shares, of which 3,513,954 are treasury shares, resulting in 81,650,137 total shares outstanding. Each of the then 184 member-brokers was granted 50,000 Common Shares of the new PSE at a par value of ₱ 1.00 per share. In addition, a trading right evidenced by a "Trading Participant Certificate" was immediately conferred on each member broker allowing the use of the PSE's trading facilities. As a result of the demutualization, the composition of the PSE Board of Governors was changed, requiring the inclusion of seven brokers and eight non-brokers, one of whom is the President of the PSE. On December 15, 2003, the PSE listed its shares by way of introduction at its own bourse as part of a series of reforms aimed at strengthening the Philippine securities industry.

Classified into financial, industrial, holding firms, property, services, and mining and oil sectors, companies are listed either on the PSE's Main Board or the Small, Medium and Emerging ("SME") Board. In 2013, the PSE issued Rules on Exchange Traded Funds ("ETF") which provides for the listing of ETFs on an ETF Board separate from the PSE's existing boards. Previously, the PSE allowed listing on the First Board, Second Board, or the SME Board. With the issuance by the PSE of Memorandum No. CN-No. 2013-0023 dated June 6, 2013, revisions to the PSE Listing Rules were made, among which changes are the removal of the Second Board listing and the requirement that lock-up rules be embodied in a company's articles of incorporation of the Issuer. Each index represents the numerical average of the prices of component shares.

The PSE has a benchmark index, referred to as the PSEi (previously "PHISIX"), which as at the date thereof reflects the price movements of selected shares listed on the PSE, based on traded prices of shares from the various sectors. The PSE shifted from full market capitalization to free float market capitalization effective April 3, 2006, simultaneous with the migration to the free float index and the renaming of the PHISIX to PSEi. The PSEi is composed of shares of 30 selected companies listed on the PSE. On July 26, 2010, the PSE launched a new trading system, PSE Trade. In June 2015, the PSE Trade system was replaced by PSE Trade XTS.

In December 2013, the PSE EDGE, a new disclosure system co-developed with the Korea Exchange, went live. The PSE EDGE system provided a dedicated portal for listed company disclosures and also offered a free-to-download mobile application for easy access by investors.

With the increasing calls for good corporate governance, the PSE has adopted an online daily disclosure system to improve the transparency of listed companies and to protect the investing public.

The PSE launched its Corporate Governance Guidebook in November 2010 as another initiative of the PSE to promote good governance among listed companies. It is composed of 10 guidelines embodying principles of good business practice and based on internationally recognized corporate governance codes and best practices.

The table below sets out movements in the composite index from 2005 to 2020 and shows the number of listed companies, market capitalization, and value of shares traded for the same period:

Year	Composite Index at Closing	Number of Listed Companies	Aggregate Market Capitalization (₱ billions)	Combined Value of Turnover (₱ billions)
2005	2,096.0	237	5,948.4	383.5
2006	2,982.5	240	7,172.8	572.6
2007	3,621.6	244	7,978.5	1,338.3
2008	1,872.9	246	4,069.2	763.9
2009	3,052.7	248	6,029.1	994.2
2010	4,201.1	253	8,866.1	1,207.4
2011	4,372.0	253	8,697.0	1,422.6
2012	5,812.7	254	10,930.1	1,771.7
2013	5,889.8	257	11,931.3	2,546.2
2014	7,230.6	263	14,251.7	2,130.1
2015	6,952.1	265	13,465.2	2,151.4
2016	6,840.6	265	14,438.8	1,929.5
2017	8,558.4	267	17,583.1	3,596.9
2018	7,466.0	267	16,146.7	1,736.8
2019	7,815.3	271	16,710.0	1,770.0
2020	7,139.71	274	15,888.92	1,770.90

Source: PSE and PSE Annual Reports.

Trading

The PSE is a double auction market. Buyers and sellers are each represented by stock brokers. To trade, bid or ask prices are posted on the PSE's electronic trading system. A buy (or sell) order that matches the lowest asked (or highest bid) price is automatically executed. Buy and sell orders received by one broker at the same price are crossed at the PSE at the indicated price. Payment of purchases of listed securities must be made by the buyer on or before the third trading day (the settlement date) after the trade.

Equities trading on the PSE starts at 9:30 a.m. and ends at 12:00 p.m. for the morning session, and resumes at 1:30 p.m. and ends at 3:30 p.m. for the afternoon session. Trading days are Monday to Friday, except legal and special holidays and days when the BSP clearing house is closed. Commencing on March 19, 2020 on account of the COVID-19 pandemic, trading in the PSE is a continuous session from 9:30 a.m. to 1:00 p.m. daily. Minimum trading lots range from five to 1,000,000 shares depending on the price range and nature of the security traded. The minimum trading lot for a company's shares is 100 shares. Odd-sized lots are traded by brokers on a board specifically designed for odd-lot trading.

To maintain stability in the stock market, daily price swings are monitored and regulated. Under current PSE regulations, whenever an order will result in a breach of the trading threshold of a security within a trading day, the trading of that security will be frozen. Orders cannot be posted, modified or cancelled for a security that is frozen. In cases where an order has been partially matched, only the portion of the order that will result in a breach of the trading threshold will be frozen. Where the order results in a breach of the trading threshold, the following procedures shall apply:

- In case the static threshold is breached, the PSE will accept the order, provided the price is within the allowable percentage price difference under the implementing guidelines of the revised trading rules (i.e., 50% of the previous day's reference or closing price, or the last adjusted closing price); otherwise, such order will be rejected. In cases where the order is accepted, the PSE will adjust the static threshold to 60%. All orders breaching the 60% static threshold will be rejected by the PSE.

- In case the dynamic threshold is breached, the PSE will accept the order if the price is within the allowable percentage price difference under the existing regulations (i.e., 20% for security cluster A and newly-listed securities, 15% for security cluster B and 10% for security cluster C); otherwise, such order will be rejected by the PSE.

Under current PSE regulations, when the price of a listed security moves up by 50% or down by 50% in one day (based on the previous closing price or last posted bid price, whichever is higher), the price of that security is automatically frozen by the PSE, unless there is an official statement from the company or a government agency justifying such price fluctuation, in which case the affected security can still be traded but only at the frozen price. If the issuer fails to submit such explanation, a trading halt is imposed by the PSE on the listed security the following day. Resumption of trading shall be allowed only when the disclosure of the company is disseminated, subject again to the trading ban.

NON-RESIDENT TRANSACTIONS

When the purchase or sale of Philippine shares involves a non-resident, whether the transaction is effected in the domestic or foreign market, it will be the responsibility of the securities dealer/broker to register the transaction with the BSP. The local securities dealer/broker shall file with the BSP, within three business days from the transaction date, an application in the prescribed registration form. After compliance with other required undertakings, the BSP shall issue a Certificate of Registration. Under BSP rules, all registered foreign investments in Philippine securities including profits and dividends, net of taxes and charges, may be repatriated with foreign exchange sourced from the Philippine banking system.

SETTLEMENT

The Securities Clearing Corporation of the Philippines ("SCCP") is a wholly-owned subsidiary of the PSE, and was organized primarily as a clearance and settlement agency for SCCP-eligible trades executed through the facilities of the PSE. SCCP received its permanent license to operate on January 17, 2002. It is responsible for: (i) synchronizing the settlement of funds and the transfer of securities through delivery versus payment, as well as clearing and settlement of transactions of clearing members, who are also PSE Trading Participants; (ii) guaranteeing the settlement of trades in the event of a PSE Trading Participant's default through the implementation of its "Fails Management System" and administration of the Clearing and Trade Guaranty Fund; and (iii) performance of risk management and monitoring to ensure final and irrevocable settlement.

SCCP settles PSE trades on a three-day rolling settlement environment, which means that settlement of trades takes place three days after transaction date (T+3). The deadline for settlement of trades is 12:00 noon of T+3. Securities sold should be in scripless form and lodged under the book entry system of the PDTC. Each PSE Trading Participant maintains a Cash Settlement Account with one of the nine existing settlement banks of SCCP, which are Banco de Oro Unibank, Inc. ("BDO"), Rizal Commercial Banking Corporation ("RCBC"), Metropolitan Bank and Trust Company ("Metrobank"), Deutsche Bank ("DB"), The Hong Kong Shanghai Banking Corporation Limited ("HSBC"), Unionbank of the Philippines ("Unionbank"), and Maybank Philippines Inc. ("Maybank Philippines"), Asia United Bank Corporation ("AUB"), and China Banking Corporation ("Chinabank"). Payment for securities bought should be in good, cleared funds and should be final and irrevocable. Settlement is presently on a broker level.

SCCP implemented its Central Clearing and Central Settlement ("CCCS") system on May 29, 2006. CCCS employs multilateral netting, whereby the system automatically offsets "buy" and "sell" transactions on a per issue and a per flag basis to arrive at a net receipt or a net delivery security position for each clearing member. All cash debits and credits are also netted into a single net cash position for each clearing member. Novation of the original PSE trade contracts occurs, and SCCP stands between the original trading parties and becomes the Central Counterparty to each PSE-eligible trade cleared through it.

SCRIPLESS TRADING

In 1995, the PDTC, was organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. On December 16, 1996, the PDTC was granted a provisional license by the Philippine SEC to act as a central securities depository.

All listed securities at the PSE have been converted into book-entry settlement in the PDTC. The depository service of the PDTC provides the infrastructure for lodgment (deposit) and upliftment (withdrawal) of securities, pledge of securities, securities lending and borrowing and corporate actions including shareholders' meetings, dividend declarations and rights offerings. The PDTC also provides depository and settlement services for non-PSE trades of listed equity securities. For transactions on the PSE, the security element of the trade will be settled through the book-entry system, while the cash element will be settled through the book-entry system, while the cash element will be settled through the current settlement banks, BDO, RCBC, Metrobank, DB, HSBC, Unionbank, and Maybank Philippines.

In order to benefit from the book-entry system, securities must be immobilized into the PDTC system through a process called lodgment. Lodgment is the process by which shareholders transfer legal title (but not beneficial title) over their shares of stock in favor of PCD Nominee Corporation ("PCD Nominee"), a corporation wholly owned by the PDTC whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged into the PDTC. "Immobilization" is the process by which the warrant or share certificates of lodging holders are cancelled by the transfer agent and the corresponding transfer of beneficial ownership of the immobilized shares to PCD Nominee will be recorded in the issuing corporation's registry. This trust arrangement between the participants and PDTC through PCD Nominee is established by and explained in the PDTC Rules and Operating Procedures approved by the SEC. No consideration is paid for the transfer of legal title to PCD Nominee. Once lodged, transfers of beneficial title of the securities are accomplished via book-entry settlement.

Under the current PDTC system, only participants (e.g., brokers and custodians) will be recognized by the PDTC as the beneficial owners of the lodged equity securities. Thus, each beneficial owner of shares, through his participant, will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. All lodgments, trades and uplifts on these shares will have to be coursed through a participant. Ownership and transfers of beneficial interests in the shares will be reflected, with respect to the participant's aggregate holdings, in the PDTC system, and with respect to each beneficial owner's holdings, in the records of the participants. Beneficial owners are thus advised that in order to exercise their rights as beneficial owners of the lodged shares, they must rely on their participant-brokers and/or participant custodians.

Any beneficial owner of shares who wishes to trade his interests in the shares must course the trade through a participant. The participant can execute PSE trades and non-PSE trades of lodged equity securities through the PDTC system. All matched transactions in the PSE trading system will be fed through the SCCP, and into the PDTC system. Once it is determined on the settlement date (T+3) that there are adequate securities in the securities settlement account of the participant-seller and adequate cleared funds in the settlement bank account of the participant-buyer, the PSE trades are automatically settled in the CCCS system, in accordance with the SCCP and PDTC Rules and Operating Procedures. Once settled, the beneficial ownership of the securities is transferred from the participant-seller to the participant-buyer without the physical transfer of stock certificates covering the traded securities.

If a shareholder wishes to withdraw his stockholdings from the PDTC System, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedure of the PDTC for the upliftment of shares lodged under the name of PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under PCD Nominee. The expenses for upliftment are generally on the account of the uplifting shareholder.

The difference between the depository and the registry would be on the recording of the shares in the issuing corporations' books. In the depository set-up, shares are simply immobilized, wherein customers' certificates are cancelled and a confirmation advice is issued in the name of PCD Nominee Corp. Transfers among/between broker and/or custodian accounts, as the case may be, will only be made within the book-entry system of PDTC. However, as far as the issuing corporation is concerned, the underlying certificates are in the nominee's name. In the registry set-up, settlement and recording of ownership of traded securities will already be directly made in the corresponding issuing company's transfer agents' books or system. Likewise, recording will already be at the beneficiary level (whether it be a client or a registered custodian holding securities for its clients), thereby removing from the broker its current "de facto" custodianship role.

AMENDED RULE ON LODGMENT OF SECURITIES

On June 24, 2009, the PSE apprised all listed companies and market participants through Memorandum No. 2009-0320 that commencing on July 1, 2009, as a condition for the listing and trading of the securities of an applicant company, the applicant company shall electronically lodge its registered securities with the PDTC or any other entity duly authorized by the SEC, without any jumbo or mother certificate, in compliance with the requirements of Section 43 of the SRC. In compliance with the foregoing requirement, actual listing and trading of securities on the scheduled listing date shall take effect only after submission by the applicant company of the documentary requirements stated in Article III, Part A of the PSE's Revised Listing Rules.

For listing applications, the amended rule on lodgment of securities is applicable to:

- The offer shares/securities of the applicant company in the case of an initial public offering;
- The shares/securities that are lodged with the PDTC, or any other entity duly authorized by the Commission in the case of a listing by way of introduction;
- New securities to be offered and applied for listing by an existing listed company; and
- Additional listing of securities of an existing listed company.

Pursuant to the said amendment, the PDTC issued an implementing procedure in support thereof as follows:

> *"For new companies to be listed at the PSE as of 1 July 2009 the usual procedure will be observed but the Transfer Agent of the companies shall no longer issue a certificate to PCD Nominee*

Corp. but shall issue a Registry Confirmation Advice, which shall be the basis for the PDTC to credit the holdings of the Depository Participants on listing date."

"On the other hand, for existing listed companies, the PDTC shall wait for the advice of the Transfer Agents that it is ready to accept surrender of PCNC jumbo certificates and upon such advice the PDTC shall surrender all PCNC jumbo certificates to the Transfer Agents for cancellation. The Transfer Agents shall issue a Registry Confirmation Advice to PCNC evidencing the total number of shares registered in the name of PCNC in the issuer's registry as of confirmation date."

ISSUANCE OF STOCK CERTIFICATES FOR CERTIFICATED SHARES

On or after the listing of the shares on the PSE, any beneficial owner of the shares may apply with PDTC through his broker or custodian-participant for withdrawal from the book-entry system and return to the conventional paper-based settlement. If a shareholder wishes to withdraw his stockholdings from the PDTC system, the PDTC has a procedure of upliftment under which the PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedures of the PDTC for the uplifting of the shares lodged under the name of the PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under the PCD Nominee.

Upon the issuance of stock certificates for the shares in the name of the person applying for upliftment, such shares shall be deemed to be withdrawn from the PDTC book-entry settlement system, and trading on such shares will follow the normal process for settlement of certificated securities. The expenses for upliftment of the shares into certificated securities will be charged to the person applying for upliftment. Pending completion of the upliftment process, the beneficial interest in the shares covered by the application for upliftment is frozen and no trading and book-entry settlement will be permitted until the relevant stock certificates in the name of the person applying for upliftment shall have been issued by the relevant company's transfer agent.

AMENDED RULE ON MINIMUM PUBLIC OWNERSHIP

On December 1, 2017, the SEC issued SEC Memorandum Circular No. 13, Series of 2017 ("SEC MC 13-2017") on the rules and regulations on minimum public ownership ("MPO") on initial public offerings. Under SEC MC 13-2017, companies filing a registration statement pursuant to Sections 8 and 12 of the SRC and with intention to list their shares for trading in an exchange shall apply for registration with a public float of at least 20% of the companies' issued and outstanding shares. It shall, at all times, maintain an MPO of at least 20%. If the MPO of the company falls below 20% at any time after registration, such company shall bring the public float to at least 20% within a maximum period of 12 months from the date of such fall.

The determination of whether shareholdings are considered public or non-public is based on: (a) the amount of shareholdings and its significance to the total outstanding shares; (b) the purpose of investment; and (c) the extent of involvement in the management of the company.

The shares held by the following are generally considered as held by the public: (i) individuals whose shares are not of significant size and which are non-strategic in nature; (ii) PSE trading participants (such as brokers) whose shareholdings are non-strategic in nature; (iii) investment funds and mutual funds; (iv) pension funds which hold shares in companies other than the employing company or its affiliates; (v) PCD Nominee provided that none of the beneficial owners of the shares has significant holdings (i.e., shareholdings by an owner of 10% or more are excluded and considered non-public); and (vi) Social Security funds.

If an investment in a listed company is meant to partake of sizable shares for the purpose of gaining substantial influence on how the company is being managed, then the shareholdings of such investor are considered non-public. Ownership of 10% or more of the total issued and outstanding shares of a listed company is considered significant holding and therefore non-public.

Listed companies which become non-compliant with the minimum public ownership requirement will be suspended from trading for a period of not more than six months and will be automatically delisted if it remains non-compliant with the said requirement after the lapse of the suspension period.

Notwithstanding the quarterly public ownership report requirement of the PSE, listed companies listed on the PSE are required to (a) establish and implement an internal policy and procedure to monitor its MPO levels on a continuous basis; and (b) immediately report to the SEC within the next business day if its MPO level falls below 20%. Listed companies are also required to submit to the SEC a time-bound business plan describing the steps that the company will take to bring the public float to at least 20% within a maximum period of 12 months from, within ten days from knowledge that its MPO has become deficient. Listed companies are also required to submit to the SEC a public ownership report and progress report on any such submitted business plan within 15 days after end of each month until such time that its MPO reaches the required level.

The MPO requirement also forms part of the requirement for the registration of securities. Non-compliance with these MPO requirements subject publicly listed companies to administrative sanctions, including suspension and revocation of their registration with the SEC.

The PSE has also issued Memorandum Circular 2020-0076 on August 3, 2020 which contain the Guidelines on Minimum Public Ownership Requirement for Initial and Backdoor Listings (the "2020 MPO Guidelines"). The following are the salient points of the 2020 MPO Guidelines:

1. A company applying for initial listing through an initial public offering ("IPO") is required to have a minimum public offer size of 20% to 33% of its outstanding capital stock post-IPO, as follows:

Market Capitalization	**Public Offer**
Not exceeding P500M	33% or P50M, whichever is higher
Over P500M to P1B	25% or P100M, whichever is higher
Over P1B	20% or P250M, whichever is higher

The company must maintain a public ownership level of at least 20% at all times after initial listing.

2. A company applying for listing by way of introduction is required to have at least 20% public float upon and after listing.

3. A company doing a backdoor listing is required to have at least 20% public float upon and after listing.

As of date, the SEC is looking at increasing the MPO requirement of existing listed companies to 15.0%, such proposed rules on MPO are yet to be issued by SEC for comments by the public.

PHILIPPINE TAXATION

The following is a discussion of the material Philippine tax consequences of the acquisition, ownership, and disposition of the Offer Shares. The statements made below regarding taxation in the Philippines are based on the laws in force at the date of this Prospectus and are subject to any changes in law occurring after such date. The following summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to invest in the Offer Shares and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rates or tax incentives under special laws. Prospective purchasers of the Offer Shares are advised to consult their own tax advisers concerning the tax consequences of their investment in the Offer Shares.

As used in this section, the term "resident alien" refers to an individual whose residence is within the Philippines and who is not a citizen thereof; a "non-resident alien" is an individual whose residence is not within the Philippines and who is not a citizen of the Philippines; a non-resident alien who is actually within the Philippines for an aggregate period of more than 180 days during any calendar year is considered a "non-resident alien engaged in trade or business in the Philippines"; otherwise, such non-resident alien who is actually within the Philippines for an aggregate period of 180 days or less during any calendar year is considered a "non-resident alien not engaged in trade or business in the Philippines." A "foreign corporation" is a corporation that is not created or organized in the Philippines or under its laws. A "resident foreign corporation" is a foreign corporation engaged in trade or business within the Philippines; and a "non-resident foreign corporation" is a foreign corporation not engaged in trade or business within the Philippines.

Corporate Income Tax

The Duterte Administration's Comprehensive Program ("CTRP") seeks to create a simpler, fairer and more efficient tax system. The first phase, Republic Act No. 10963 otherwise known as the Tax Reform for Acceleration and Inclusion ("TRAIN Law") took effect on January 1, 1988. It amended various provisions of the Tax Code including provisions on DST, tax on income and other distributions, capital gains tax on the sale and disposition of shares of stock, estate tax, and donor's tax but not changes in corporate income taxation. This was addressed in the second phase of the CTRP or Republic Act No. 11534 otherwise known as the Corporate Recovery and Tax Incentives for Enterprises ("CREATE Act") which was signed into law on March 26, 2021 and took effect on April 11, 2021.

Under the CREATE Act, a domestic corporation is subject to a tax of 25% of its taxable income from all sources within and outside the Philippines beginning July 1, 2020, provided that domestic corporations with next taxable income not exceeding ₱ 5,000,000.00 and with total assets not exceeding ₱ 100,000,000.00 (excluding land on which the particular business entity's office, plant and equipment are situated during the taxable year for which the tax is imposed). MSMEs shall be taxed at 20%. Taxable net income refers to items of income specified under Section 32(a) of the Tax Code less the items of allowable deductions under Section 34 of the Tax Code or those allowed under special laws.

Any excess of the Minimum Corporate Income Tax (MCIT), beginning July 1, 2020 and until June 30, 2023, shall be computed at 1% (from the previous 2%) of the gross income.

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2011 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Group would have been subjected to lower regular corporate income tax rate of 25% effective July 1, 2020.

- Based on the provisions of Revenue Regulations (RR) No. 5-2021 dated April 8, 2021 issued by the BIR, the prorated CIT rate of the Group for CY2020 is 27.50%. This will result in lower provision for current income tax for the year ended December 31, 2020, and lower income tax payable as of December 31, 2020, amounting to ₱ 186.21 million and ₱ 70.42 million, respectively or a reduction of ₱ 16.93 million. The reduced amount will be reflected in the Group's 2020 annual income tax return. However, for financial reporting purposes, the changes will only be recognized in the 2021 financial statements.

- This will result in lower deferred tax liabilities as of December 31, 2020 and provision for deferred tax for the year then ended by ₱ 40.59 million. These reductions will be recognized in the 2021 financial statements.

SALE, EXCHANGE OR DISPOSITION OF SHARES

Taxes on Transfer of Shares Listed and Traded on the PSE

Unless an applicable income tax treaty exempts the sale from income and/or percentage tax, a sale or other disposition of shares of stock through the facilities of the PSE by a resident or a non-resident shareholder (other than a dealer in securities) is subject to a percentage tax usually referred to as a stock transaction tax at the rate of 0.6% of the gross selling price or gross value in money of the shares of stock sold or otherwise disposed, which shall be paid by the seller or transferor. This tax is required to be collected by and paid to the Government by the selling stockbroker on behalf of its client. The stock transaction tax is classified as a percentage tax in lieu of a capital gains tax. Under certain income tax treaties, the exemptions from capital gains tax may not be applicable to the stock transaction tax. However, exemptions from capital gains tax under certain income treaties may not be applicable to the stock transaction tax.

In addition, a VAT of 12% is imposed on the commission earned by the PSE-registered broker, which the broker generally passes on to its client, the seller or transferor.

On November 7, 2012, the BIR issued RR No. 16-2012 which provides that the sale, barter, transfer, and/or assignment of shares of listed companies that fail to meet the MPO requirement after December 31, 2012 will be subject to capital gains tax and documentary stamp tax. The sale of such listed company's shares during the trading suspension may be effected only outside the trading system of the PSE.

Capital Gains Tax, if the Sale was Made Outside the PSE

The net capital gains realized from the sale, exchange, or other disposition of shares of stock outside the facilities of the PSE by an individual citizen, resident alien, or a domestic corporation (other than a dealer in securities) during each taxable year are subject to capital gains tax at the rate of 15%. For non-resident alien individuals and foreign corporations, such sale, exchange, or disposition is also taxable at the rate of 15%, except that this constitutes final withholding tax.

The transfer of shares shall not be recorded in the books of the domestic corporation, unless the BIR has issued a Certificate Authorizing Registration ("CAR"). The BIR issues a CAR only after verifying that the applicable taxes have been paid.

TAX ON DIVIDENDS

Cash and property dividends received from a domestic corporation by individual shareholders who are either citizens or residents of the Philippines are subject to a final withholding tax at the rate of 10%. Cash and property dividends received by non-resident alien individuals engaged in trade or business in the Philippines are subject to a final withholding tax at 20% of the gross amount, while cash and property dividends received by non-resident alien individuals not engaged in trade or business in the Philippines are subject to a final withholding tax at 25% of the gross amount, subject, however, to the applicable preferential tax rates under tax treaties executed between the Philippines and the country of residence or domicile of such non-resident foreign individuals.

Cash and property dividends received from a domestic corporation by another domestic corporation or by resident foreign corporations are not subject to tax while those received by non-resident foreign corporations are subject to withholding tax at the rate of 25% beginning January 1, 2021.

The 30% final withholding tax rate for inter-corporate cash and/or property dividends paid by a domestic corporation to a non-resident foreign corporation may be reduced depending on the country of domicile of the non-resident foreign corporation if it has an existing tax treaty with the Philippines. A country with a tax treaty may have a reduced preferential tax rate, generally 25% depending on the provisions of the corresponding tax treaties. On the other hand, the tax rate for a country without a tax treaty may be reduced to 15% ("tax sparing rate") if (i) the country in which the non-resident foreign corporation is domiciled imposes no tax on foreign-sourced dividends or (ii) if the country of domicile of the non-resident foreign corporation allows a credit equivalent to 10% for taxes deemed to have been paid in the Philippines.

Stock dividends distributed pro rata to any holder of shares of stock are not subject to Philippine income tax. However, if the proportionate interests of the stockholders are changed, dividends received are taxable as ordinary income in the year paid or accrued. The sale, exchange or disposition of shares received as stock dividends by the holder is subject to either the capital gains or stock transaction tax.

Preferential Rates under Income Tax Treaties

The following table lists some of the countries with which the Philippines has income tax treaties and the tax rates currently applicable to non-resident holders who are residents of those countries:

	Dividends (%)	Stock transaction tax on sale or disposition effected through the PSE (%)[9]	Capital gains tax due on disposition of shares outside the PSE (%)
Canada	25[1]	0.6	May be exempt[13]
China	15[2]	Exempt[10]	May be exempt[13]
France	15[3]	Exempt[11]	May be exempt[13]
Germany	15[4]	Exempt[12]	May be exempt[13]
Japan	15[5]	0.6	May be exempt[13]
Singapore	25[6]	0.6	May be exempt[13]
United Kingdom	25[7]	0.6	Exempt[14]
United States	25[8]	0.6	May be exempt[13]

Notes:

(1) 15% if the recipient company which is a resident of Canada controls at least 10% of the voting power of the company paying the dividends; 25% in all other cases.

(2) 10% if the beneficial owner is a company which holds directly at least 10% of the capital of the company paying the dividends; 15% in all other cases.

(3) 10% if the recipient company (excluding a partnership) holds directly at least 10% of the voting shares of the company paying the dividends; 15% in all other cases.

(4) 5% if the recipient company (excluding a partnership) holds directly at least 70% of the capital of the company paying the dividends; 10% if the recipient company (excluding a partnership) holds directly at least 25% of the capital of the company paying the dividends; 15% in all other cases.

(5) 10% if the recipient company holds directly at least 10% of either the voting shares of the company paying the dividends or of the total shares issued by that company during the period of six months immediately preceding the date of payment of the dividends; 15% in all other cases.

(6) 15% if during the part of the taxable year of the paying company which precedes the date of payment of dividends and during the whole of its prior taxable year at least 15% of the outstanding shares of the voting shares of the paying company were owned by the recipient company; 25% in all other cases.

(7) 15% if the recipient company is a company which controls directly or indirectly at least 10% of the voting power of the company paying the dividends; 25% in all other cases.

(8) 20% if during the part of the taxable year of the paying company which precedes the date of payment of dividends and during the whole of its prior taxable year, at least 10% of the outstanding shares of the voting shares of the paying corporation were owned by the recipient corporation; 25% in other cases. Notwithstanding the rates provided under the Convention between the Government of the Republic of the Philippines and the Government of the United States of America with respect to Taxes on Income, corporations which are residents of the United States may avail of the 15% withholding tax rate under the tax-sparing clause of the National Internal Revenue Code provided certain conditions are met.

(9) If the stock transaction tax is not expressly included in the tax treaty, the income recipient will be subject to stock transaction tax at the rate of 0.6% of the gross selling price as provided under Section 127 of the National Internal Revenue Code of 1997 as amended by the Section 39 of the TRAIN Law.

(10) Article 2(2)(b)(ii) of the Agreement between the Government of the Republic of the Philippines and the Government of the People's Republic of China for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income was signed on November 18, 1999.

(11) Article 1 of the Protocol to the Tax Convention between the Government of the Republic of the Philippines and the Government of the French Republic Signed on January 9, 1976 was signed in Paris, France on June 26, 1995.

(12) Article 2(3)(a)(iv) of the Agreement between the Government of the Republic of the Philippines and the Federal Republic of Germany for the Avoidance of Double Taxation with Respect to Taxes on Income and Capital signed on September 9, 2013.

(13) Capital gains are taxable only in the country where the seller is a resident, provided the shares are not those of a corporation, the assets of which consist principally of real property situated in the Philippines, in which case the sale is subject to Philippine taxes.

(14) Under the income tax treaty between the Philippines and the United Kingdom, capital gains on the sale of the shares of Philippine corporations are subject to tax only in the country where the seller is a resident, irrespective of the nature of the assets of the Philippine corporation.

To avail of the capital gains tax exemption on the sale of shares of stock under an income tax treaty, the seller shall provide the Application Form for Treaty Purposes (BIR Form No. 0901-C) and Tax Residency Certificate (TRC) to the duly issued by the foreign tax authority to the buyer prior to the payment of the income for the first time. Subsequently, the buyer shall file a request for confirmation with the BIR, together with the other documentary requirements, at any time after the payment but in no case later than the fourth month following the close of each taxable year. Alternatively, the seller may file a Tax Treaty Relief Application (TTRA), together with the other documentary requirements, at any time after receipt of the income.

The documentary requirements for the request for confirmation or TTRA as set out in Revenue Memorandum Order No. 14-2021 (Streamlining the Procedures and Documents for the Availment of Treaty Benefits) dated March 31, 2021 include the BIR Form No. 0901-C; TRC; bank documents/certificate evidencing payment/remittance of income; supporting contract; stock certificates; the General Information Sheet; secretary's certificate on the seller's shareholdings; audited financial statements (AFS) for the taxable year immediately preceding the year of transfer; interim AFS as of the date of transfer; BIR Form No. 0605; and BIR Form No. 2000-OT. The TRC is a consularized or an apostilled certification from the tax authority of the country of residence of the seller of shares which provides that the seller is a resident of such country under the applicable income tax treaty. If the seller is a juridical entity, authenticated or an apostilled certified true copy of its articles of incorporation or association issued by the proper government authority should also be submitted to the BIR.

For sale of shares made outside the PSE, a CAR from the BIR is required before the transfer is registered in the company's stock and transfer book. The BIR issues the CAR only after verifying that the applicable taxes have been paid. Thus, in lieu of proof of payment of capital gains tax, the certificate confirming entitlement to treaty benefits should be submitted to the BIR office processing the CAR.

DOCUMENTARY STAMP TAX

Beginning January 1, 2018, the original issue of shares is subject to documentary stamp tax of ₱2.00 for each ₱200.00, or a fractional part thereof, of the par value of the shares issued. The transfer of shares is subject to a documentary stamp tax of ₱1.50 for each ₱200.00, or a fractional part thereof of the par value of the shares transferred. However, the sale, barter or exchange of shares of stock listed and traded through the local stock exchange shall not be subject to documentary stamp tax.

ESTATE AND GIFT TAXES

Shares issued by a corporation organized or constituted in the Philippines in accordance with Philippine laws are deemed to have a Philippine situs and their transfer by way of succession or donation is subject to Philippine estate and donor's taxes.

The transfer by a deceased individual to his heirs of the Offer Shares by way of succession, whether such individual was a citizen of the Philippines or an alien and regardless of residence, shall be subject to an estate tax at a rate of 6% of the net estate of the deceased individual.

The transfer of the Offer Shares by way of gift or donation by an individual or corporate holder, whether or not a citizen or resident of the Philippines, shall be subject to donor's tax at a rate of 6% based on the total gifts in excess of ₱250,000.00 exempt gift made during the calendar year.

In case the Offer Shares are transferred for less than an adequate and full consideration in money or money's worth, the amount by which the fair market value of the Offer Shares exceeded the value of the consideration may be deemed a gift, and donor's taxes may be imposed on the transferor of the Offer Shares, based on Section 100 of the Tax Code, provided that a transfer of property made in the ordinary course of business (a transaction which is a *bona fide*, at arm's length, and free from any donative intent), will be considered as made for an adequate and full consideration in money or money's worth.

The estate or donor's taxes payable in the Philippines may be credited with the amount of any estate or donor's taxes imposed by the authority of a foreign country, subject to limitations on the amount to be credited, and the tax status of the donor. The estate tax and the donor's tax, in respect of the Offer Shares, shall not be collected: (1) if the decedent, at the time of death, or the donor, at the time of the donation, was a citizen and resident of a foreign country which, at the time of his death or donation, did not impose a transfer tax of any character in respect of intangible personal property of citizens of the Philippines not residing in that foreign country; or (2) if the laws of the foreign country of which the decedent or donor was a citizen and resident, at the time of his death or donation, allows a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in the foreign country.

PHILIPPINE FOREIGN EXCHANGE AND FOREIGN OWNERSHIP CONTROLS

REGISTRATION OF FOREIGN INVESTMENTS AND EXCHANGE CONTROLS

Under current BSP regulations, an investment in Philippine securities (such as the Offer Shares) must be registered with the BSP if the foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits and earnings derived from such Shares is to be sourced from the Philippine banking system. If the foreign exchange required to service capital repatriation or dividend remittance is sourced outside the Philippine banking system, registration is not required. BSP Circular No. 471, Series of 2005, as amended, however, subjects foreign exchange dealers, money changers and remittance agents to Republic Act No. 9160 or the Anti-Money Laundering Act of 2001, as amended, and requires these non-bank sources of foreign exchange to require foreign exchange buyers to submit supporting documents in connection with their application to purchase foreign exchange for purposes of capital repatriation and remittance of dividends.

The application for registration may be done directly with the BSP or through a custodian bank duly designated by the foreign investor. A custodian bank may be a universal bank, commercial bank or an offshore banking unit registered with the BSP to act as such and appointed by the investor to register the investment, hold shares for the investor, and represent the investor in all necessary actions in connection with his investments in the Philippines.

Upon registration of the investment, proceeds of divestments, or dividends of registered investments are repatriable or remittable immediately and in full through the Philippine banking system, net of applicable tax, without need of BSP approval. Capital repatriation of investments in listed securities is permitted upon presentation of the BSP registration document ("BSRD") or BSRD Letter-Advice from the registering custodian bank and the broker's sales invoice, at the exchange rate prevailing at the time of purchase of the foreign exchange from the banking system. Remittance of dividends is permitted upon presentation of: (1) the BSRD or BSRD Letter-Advice; (2) the cash dividends notice from the PSE and the Philippine Depository and Trust Corporation (formerly the Philippine Central Depository) showing a printout of cash dividend payment or computation of interest earned; (3) the copy of the corporate secretary's sworn statement attesting to the board resolution covering the dividend declaration and (4) the detailed computation of the amount applied for in the format prescribed by the BSP. For direct foreign equity investments, the latest audited financial statements or interim financial statements of the investee firm covering the dividend declaration period need to be presented in addition to the documents enumerated above. Pending reinvestment or repatriation, divestment proceeds, as well as dividends of registered investments, may be lodged temporarily in interest-bearing deposit accounts. Interest earned thereon, net of taxes, may also be remitted in full. Remittance of divestment proceeds or dividends of registered investments may be reinvested in the Philippines if the investments are registered with the BSP or the investor's custodian bank.

The foregoing is subject to the power of the BSP, through the Monetary Board and with the approval of the President of the Philippines, to suspend temporarily or restrict the availability of foreign exchange, require licensing of foreign exchange transactions or require delivery of foreign exchange to the BSP or its designee when an exchange crisis is imminent, or in times of national emergency. Furthermore, there can be no assurance that BSP foreign exchange regulations will not be made more restrictive in the future.

The registration with the BSP of all foreign investments in any Offer Shares shall be the responsibility of the foreign investor.

FOREIGN OWNERSHIP CONTROLS

The Philippine Constitution and related statutes set forth certain restrictions on foreign ownership of companies that own lands in the Philippines.

The ownership of private lands in the Philippines is reserved for Philippine Nationals and Philippine corporations at least 60% of whose capital stock is owned by Philippine Nationals. The prohibition is rooted in Sections 2, 3 and 7 of Article XII of the 1987 Philippine Constitution, which states that, save in cases of hereditary succession, no private lands shall be transferred or conveyed except to individuals, corporations or associations qualified to acquire or hold lands of the public domain. In turn, the nationality restriction on the ownership of private lands is further underscored by Commonwealth Act No. 141 which provides that no private land shall be transferred or conveyed except to citizens of the Philippines or to corporations or associations organized under the laws of the Philippines at least 60% of whose capital is owned by such citizens.

Furthermore, Republic Act No. 7042, as amended, or the Foreign Investments Act of 1991, reserves to Philippine Nationals all areas of investment in which foreign ownership is limited by mandate of the Constitution and specific laws. Section 3(a) of said law defines a "Philippine National" as:

- A citizen of the Philippines;
- A domestic partnership or association wholly owned by citizens of the Philippines;
- A trustee of funds for pension or other employee retirement or separation benefits where the trustee is a Philippine National and at least 60% of the fund will accrue to the benefit of Philippine Nationals;
- A corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines; and
- A corporation organized abroad and registered as doing business in the Philippines under the Revised Corporation Code of the Philippines of which 100% of the capital stock outstanding and entitled to vote is wholly owned by Filipinos.

However, the Foreign Investments Act of 1991 states that where a corporation (and its non-Filipino shareholders) own stock in a Philippine SEC-registered enterprise, at least 60% of the capital stock outstanding and entitled to vote of both the investing corporation and the investee corporation must be owned and held by citizens of the Philippines. Further, at least 60% of the members of the board of directors of both the investing corporation and the investee corporation must be Philippine citizens in order for the investee corporation to be considered a Philippine National.

On May 20, 2013, the Philippine SEC issued Memorandum Circular No. 8, Series of 2013 which provided the Guidelines on compliance with the Filipino-Foreign ownership requirements under the Philippine Constitution and other existing laws by corporations engaged in nationalized or partly nationalized activities. The Guidelines provide that for purposes of determining compliance with the foreign equity restrictions in Nationalized Corporations, the required percentage of Filipino ownership shall be applied to both (a) the total number of outstanding shares of stock entitled to vote in the election of directors, and (b) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors.

The Company owns land and is engaged in property development and, as such, is subject to nationality restrictions found under the Philippine Constitution and other laws limiting such activities to Philippine Nationals. Compliance with the required ownership by Philippine Nationals of a corporation is to be determined on the basis of outstanding capital stock, whether fully paid or not.

PLAN OF DISTRIBUTION

To ensure that all the Firm Shares will be fully subscribed, China Bank Capital as the Sole Issue Manager, Lead Underwriter and Sole Bookrunner of the Offer, has committed to distribute up to [2,500,000,000] shares, or all other unsubscribed Firm Shares not taken up by prospective investors. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner will underwrite the Firm Offer on a firm basis and purchase any and all unsubscribed portion of the Firm Shares made available to the Selling Agents as of the last day of the Offer Period.

THE LEAD UNDERWRITER

China Bank Capital is duly-licensed by the SEC to engage in the underwriting or distribution of the Offer Shares. China Bank Capital may, from time to time, engage in transactions with and perform services in the ordinary course of its business, for the Company or any of its subsidiaries.

China Bank Capital Corporation is the wholly-owned investment banking subsidiary of China Banking Corporation. It was registered and licensed as an investment house in 2015 as a result of the spin-off of China Bank's Investment Banking Group. The firm offers a full suite of investment banking solutions, which include arranging, managing, and underwriting bond offerings, corporate notes issuances, initial public offerings and follow-on offerings of common and preferred shares, private placement of securities, structured loans, project finance, real estate investment trusts, and asset securitizations. China Bank Capital also provides financial advisory services, such as structuring, valuation, and execution of M&A deals, joint ventures, and other corporate transactions.

China Bank Capital's parent, China Banking Corporation, is a Note Holder under the Facility Agreements. None of the directors or officers of China Bank Capital sit in the Board of Directors of the Company.

China Bank Capital will receive a fee of up to [2.50%] of the total issue size for its services as Issue Manager.

Underwriting Agreement

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner will underwrite the Offer of the Firm Shares on a firm basis and purchase any and all unsubscribed portion of the Firm Shares made available to the Selling Agents as of the last day of the Offer Period pursuant to the terms and conditions of the Underwriting Agreement between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to be executed before the commencement of the Offer. The Underwriting Agreement to be entered into between the Company and the Lead Underwriter is subject to certain conditions and may be terminated if certain conditions are not fulfilled or events, including *force majeure*, occur before the Offer Shares are listed on the PSE.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner have conducted its due diligence review of the Company and have, by the exercise of reasonable care is not aware of an untrue statement of a material fact or omission of a material fact necessary in order to make the statements, in the light of the circumstances under which they are made, not misleading.

QUALIFIED INSTITUTIONAL BUYERS

Up to [2,000,000,000] Firm Shares or up to [80%] of the Firm Shares shall be distributed by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to qualified institutional buyers through a book-building program for the domestic market. "Qualified Institutional Buyers" or QIBs are limited to mutual funds, pension or retirement funds, commercial or universal banks; trust companies; investment houses; insurance companies; investment companies; finance companies; venture capital firms; government financial institutions; trust departments of commercial or universal banks, non-bank quasi-banking institutions, trading participants of the PSE; non-stock savings and loan associations; educational assistance funds; and other institutions of similar nature. The institutional offer is only for Philippine QIBs.

TRADING PARTICIPANTS

The remaining [500,000,000] Firm Shares or twenty percent [20%] of the Firm Shares shall be allocated to the general public through the PSE Trading Participants ("Trading Participants Offer Shares"). Each PSE Trading Participant shall initially be allocated up to [4,000,000] Firm Shares, computed by dividing the Firm Shares allocated to the PSE Trading Participants among the [one hundred twenty-five (125)] PSE Trading Participants as of the date of this Prospectus and subject to reallocation as may be determined by the Lead Underwriter. The Company elected to not allocate to Local Small Investors and is still compliant pursuant to the PSE Rules on Additional Listing of Shares.

On or before [October 13, 2021], the PSE Trading Participants shall submit to the designated representatives of the Lead Underwriter or the Receiving Agent their respective firm orders and commitments to purchase Offer Shares. Offer Shares not taken up by the Selling Agents will be distributed by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner directly to their clients and the general public and whatever remains will be purchased by the Lead Underwriter.

All of the Trading Participants Offer Shares are or shall be lodged with the PDTC and shall be issued to the Selling Agents in scripless form. The Selling Agents may maintain the Trading Participants Offer Shares in scripless form or opt to have the stock certificates issued to them by requesting an upliftment of the relevant Trading Participants Offer Shares from the PDTC's electronic system once the Offer Shares are listed on the PSE.

THE OVER-SUBSCRIPTION OPTION AND UNDERTAKING TO PURCHASE

In the event of an oversubscription to the Firm Offer, the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner China Bank Capital have an option, exercisable in whole or in part by mutual agreement, to offer up to an additional [500,000,000] Over-subscription Shares, during the Offer Period, on the same terms as the Firm Shares as set forth in this Prospectus solely to cover oversubscriptions, if any.

Assuming an Offer of [2,500,000,000] Offer Shares (assuming the Over-subscription Option is not exercised), the Company expects to have a public float of [37.34]% out of the outstanding common shares immediately following the Offer. Assuming an Offer of [3,000,000,000] Offer Shares (assuming the Over-subscription Option is fully exercised), the Company expects to have a public float of [40.14]% out of the outstanding common shares immediately following the Offer.

SELLING RESTRICTIONS

Philippines

No securities, except of a class exempt under Section 9 of the SRC or unless sold in any transaction exempt under Section 10 thereof, shall be sold or distributed by any person within the Philippines, unless such securities shall have been registered with the Philippine SEC on Form 12-1 and the registration statement has been declared effective by the Philippine SEC.

FINANCIAL ADVISOR

Investment & Capital Corporation of the Philippines ("ICCP") is a leading independent investment house duly licensed by the SEC to offer investment banking services and operate in the Philippines. ICCP was established in 1988. Its major shareholders include DBS Bank of Singapore, and a group of prominent Filipino business leaders in the Philippines led by Mr. Guillermo D. Luchangco, ICCP's founder. ICCP offers the full range of investment banking services and is licensed to engage in the underwriting and distribution of securities to the public.

ICCP is the Company's financial advisor for its follow-on offering and listing of its common shares in the PSE. As a financial advisor, ICCP works with both the Company and the appointed Issue Manager and Lead Underwriter for the conduct of due diligence review, and the establishment of the offer terms and conditions.

LEGAL MATTERS

Certain legal matters as to Philippine law relating to the Offer will be passed upon by Martinez Vergara Gonzalez & Serrano, legal counsel to the Company, and Romulo Mabanta Buenaventura Sayoc and De Los Angeles, legal counsel to the Lead Underwriter. Matters requiring the opinion of independent counsel will be passed upon by Cayetano Sebastian Ata Adao & Cruz.

Each of the foregoing legal counsel has neither shareholding in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for securities in the Company. None of the legal counsel will receive any direct or indirect interest in the Company or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. None of the foregoing legal counsels is a promoter, Lead Underwriter, voting trustee, director, officer or employee of the Company.

INDEPENDENT AUDITORS

Sycip Gorres Velayo & Co. ("SGV & Co.") has audited and rendered an unqualified audit report on the Company's consolidated financial statements as of and for the years ended December 31, 2020, 2019 and 2018, and has reviewed and rendered an unqualified review report on the Company's consolidated financial statements as of and for the three months ended March 31, 2021 and 2020.

SGV & Co. has acted as the Company's external auditor since 2007. Mr. Michael C. Sabado is the current audit partner for the Company and has served as such since 2017.The Company has not had any material disagreements on accounting and financial disclosures with its current external auditor for the same periods or any subsequent interim period. SGV & Co. has neither shareholding in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of the Company. SGV & Co. will not receive any direct or indirect interest in the Company or its securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer. SGV & Co. is not a promoter, Lead Underwriter, voting trustee, director, officer or employee of the Company. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by SGV & Co., excluding out of pocket expenses incidental to such service and excluding fees directly related to the Offer: (Vat inclusive)

	2019	2020
Audit and Audit-Related Fees[(1)]	₱2,681,560	₱2,949,716
All Other Fees	-	-
Total	2,681,560	2,949,716

Notes:

(1) Audit and Audit-Related Fees. This category includes the audit of annual financial statements, review of interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years.

In relation to the audit of the Company's annual financial statements, the Company's Manual on Corporate Governance, which was approved by the Board of Directors on April 27, 2017, provides that the audit committee shall, among other activities (i) ensure that the internal and external auditors act independently of each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions; and (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors.

INDEX TO FINANCIAL STATEMENTS

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