

SECURITIES AND EXCHANGE COMMISSION
FORM 17-Q

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER**

1. For the quarterly period ended

June 30, 2021

2. SEC Identification Number

AS0948678

3. BIR Tax Identification No.

D80003978254NV

4. Exact name of issuer as specified in its charter

WATERFRONT PHILIPPINES, INC.

5. Province, country or other jurisdiction of incorporation or organization

PHILIPPINES

6. Industry Classification Code (SEC Use Only)

7. Address of principal office

NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU
CITY Postal Code 6000

8. Issuer's telephone number, including area code

855-90129

9. Former name or former address, and former fiscal year, if changed since last report

NOT APPLICABLE

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES - P1.00 PAR VALUE	2,498,991,753

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

Yes

No

If yes, state the name of such stock exchange and the classes of securities listed therein:

THE PHILIPPINE STOCK EXCHANGE

12. Indicate by check mark whether the registrant:

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

Yes

No

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

Yes

No

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

Waterfront Philippines, Incorporated

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

For the period ended	June 30, 2021	
Currency (indicate units, if applicable)	PESO	
Balance Sheet		
	Period Ended	Calendar Year Ended (Audited)
	June 30, 2021	Dec 31, 2020
Current Assets	4,584,822,246	4,423,715,641
Total Assets	15,124,331,703	15,243,298,917
Current Liabilities	2,917,763,912	2,674,648,755

Total Liabilities	5,588,579,421	5,840,935,650
Retained Earnings/(Deficit)	1,266,803,916	1,113,890,733
Stockholders' Equity	9,535,752,281	9,402,363,267
Stockholders' Equity - Parent	8,472,449,384	8,319,536,202
Book Value per Share	3.39	3.33

Income Statement				
	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Operating Revenue	189,508,634	165,619,415	371,308,044	546,326,439
Other Revenue	18,638,076	77,782,321	80,912,424	156,412,713
Gross Revenue	208,146,709	243,401,736	452,220,468	702,739,151
Operating Expense	150,492,534	134,833,126	306,625,425	462,901,138
Other Expense	56,282,208	70,923,209	156,256,665	139,002,197
Gross Expense	206,774,742	205,756,334	462,882,091	601,903,334
Net Income/(Loss) Before Tax	1,371,967	37,645,402	(10,661,623)	100,835,817
Income Tax Expense	35,792,334	0.00	35,792,334	0.00
Net Income/(Loss) After Tax	(34,420,367)	37,645,402	(46,453,957)	100,835,817.5
Net Income Attributable to Parent Equity Holder	(25,402,860)	30,473,680	(26,929,789)	105,718,805
Earnings/(Loss) Per Share (Basic)	(0.010)	0.012	(0.011)	0.042
Earnings/(Loss) Per Share (Diluted)	(0.010)	0.012	(0.011)	0.042

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.609	0.541
Earnings/(Loss) Per Share (Diluted)	0.609	0.541

Financial Ratios

	Formula	June 30, 2021	June 30, 2020
Liquidity Analysis Ratios:			
Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	1.571	1.297
Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	0.738	0.520
Solvency Ratio	Total Assets / Total Liabilities	2.706	2.281
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.370	0.438
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.586	0.781
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	(1.145)	0.684
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.586	1.781
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service / Sales	0.322	0.341
Net Profit Margin	Net Profit / Sales	(0.024)	0.143
Return on Assets	Net Income / Total Assets	(0.001)	0.008
Return on Equity	Net Income / Total Stockholders' Equity	(0.001)	0.014
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	(0.011)	0.042
Book Value	Total Common Stockholder's Equity-Parent / No. of Common Shares	3.390	2.680

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Please refer to Annex A.

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

Please refer to Annex B.

PART II—OTHER INFORMATION

NONE

SIGNATURES

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

Registrant: Waterfront Philippines, Inc.
Issuer Atty. Arthur R. Ponsaran

Signature and Title



Corporate Secretary

Date

Compliance Officer Richard L. Ricardo

Signature and Title



Compliance Officer

Date

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of June 30, 2021

Annex A
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	Unaudited	Unaudited	Audited
	June 30, 2021	June 30, 2020	December 31, 2020
ASSETS			
Current Assets			
Cash and cash equivalents	931,264,793	675,248,949	1,178,166,307
Receivables - net	705,649,019	829,824,033	530,644,331
Notes receivable	212,604,542	92,834,083	223,366,443
Insurance receivable	-	-	-
Inventories	22,637,250	23,717,152	22,701,161
Due from related parties - current portion	2,218,811,090	2,414,548,921	2,258,300,814
Prepaid expenses and other current assets	493,855,552	150,758,566	210,536,585
Total Current Assets	4,584,822,246	4,186,931,704	4,423,715,641
Noncurrent Assets			
Due from related parties - noncurrent portion	1,012,377,906	1,420,502,738	998,645,371
Goodwill	-	-	-
Property and equipment - net	8,501,875,133	6,704,108,907	8,533,226,271
Available-for-sale (AFS) investments	19,423,040	17,827,920	69,735,540
Right-of-use assets -net	152,208,084	-	125,620,765
Deferred tax assets	148,261,626	189,856,253	167,667,132
Other noncurrent assets	705,363,668	757,390,982	924,688,197
Total Noncurrent Assets	10,539,509,457	9,089,686,800	10,819,583,276
	15,124,331,703	13,276,618,504	15,243,298,917
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	1,774,197,351	2,552,879,720	1,938,290,666
Loans payable - current portion	674,609,361	651,000,000	627,659,575
Income tax payable	3,832,642	11,673,201	65,326,208
Contract payable	-	-	-
Provisions	38,512,997	-	-
Other current liabilities	426,611,561	13,664,506	43,372,306
Total Current Liabilities	2,917,763,912	3,229,217,427	2,674,648,755
Noncurrent Liabilities			
Loans payable - noncurrent portion	676,121,698	821,010,640	635,106,382
Deferred tax liabilities	1,064,731,523	1,409,076,317	1,982,765,286
Retirement benefits liability	-	-	-
Lease Liabilities - net of current portion	-	-	-
Other noncurrent liabilities	929,962,289	361,966,827	548,415,227
Total Noncurrent Liabilities	2,670,815,510	2,592,053,784	3,166,286,895
Total Liabilities	5,588,579,421	5,821,271,211	5,840,935,650
Equity Attributable to Equity Holders of the Parent Company			
Capital stock	2,498,991,753	2,498,991,753	2,498,991,753
Additional paid-in capital	706,364,357	706,364,357	706,364,357
Revaluation surplus in property and equipment	3,823,685,321	2,704,177,114	3,823,685,321
Foreign currency translation adjustment	46,386,496	54,703,530	46,386,496
Fair value reserve	3,995,121	2,932,577	3,995,121
Retirement benefits reserve	126,222,421	108,135,894	126,222,421
Retained Earnings/(Deficit):			
Appropriated	-	-	-
Unappropriated	1,266,803,916	621,294,458	1,113,890,733
Total Equity Attributable to Equity Holders of the Parent Company	8,472,449,384	6,696,599,683	8,319,536,202
Non-controlling Interest	1,063,302,897	758,747,610	1,082,827,065
	15,124,331,703	13,276,618,504	15,243,298,917

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Quarter Ended June 30, 2021

Annex A
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	Unaudited	Unaudited	Audited
	April-June 2021	April-June 2020	December 31, 2020
REVENUES			
Hotel	149,694,212	74,248,935	844,268,744
Nonhotel	39,814,423	91,370,480	188,896,549
Interest and other income	18,638,076	77,782,321	21,467,007
	208,146,709	243,401,735	1,054,632,300
COSTS AND EXPENSES			
Hotel	99,259,572	39,706,308	479,632,086
Nonhotel	51,232,962	95,126,818	238,022,662
	150,492,534	134,833,126	717,654,748
	57,654,175	108,568,609	336,977,552
OTHER EXPENSES (INCOME)			
Depreciation and amortization	41,356,562	41,449,441	336,514,813
Interest expense	15,000,000	29,479,540	169,380,068
Penalties and other charges	-	-	-
Impairment losses, bad debts written off and provisions	-	-	19,499,721
(Gain from insurance claims) casualty losses - net	-	-	(854,519,803)
Interest income	-	-	(130,289,367)
Foreign exchange losses (gains) - net	(74,354)	(5,773)	(10,671,294)
Others - net	-	-	-
	56,282,208	70,923,208	(470,085,862)
INCOME (LOSS) BEFORE INCOME TAX	1,371,967	37,645,401	807,063,414
INCOME TAX EXPENSE (BENEFIT)	35,792,334	-	123,597,065
NET INCOME (LOSS)	(34,420,367)	37,645,401	683,466,349
OTHER COMPREHENSIVE INCOME			
Appraisal on increase on property and equipment	-	-	1,875,632,000
Foreign currency translation differences for foreign operations	-	-	(8,317,034)
Actuarial gains on defined benefit plan	-	-	27,184,080
Net change in fair value of AFS investment	-	-	1,907,620
Reduction of deferred tax liability relating to revaluation surplus	-	-	-
Deferred tax effect	-	-	(570,844,827)
	-	-	1,325,561,839
TOTAL COMPREHENSIVE INCOME (LOSS)	(34,420,367)	37,645,401	2,009,028,188
EARNINGS PER SHARE - Basic and Diluted	(0.010)	0.012	0.158
<i>There are no dilutive potential shares</i>			
<i>Forward</i>			
	2021	2020	2020
Net income/(loss) attributable to:			
Equity holders of the Parent Company	(25,402,860)	30,473,680	394,555,853
Non-controlling interest	(9,017,508)	7,171,720	288,910,496
	(34,420,367)	37,645,400	683,466,349
Total comprehensive income (loss) attributable to:			
Equity holders of the Parent Company	(25,402,860)	30,473,680	1,692,071,441
Non-controlling interest	(9,017,508)	7,171,720	316,956,747
	(34,420,367)	37,645,400	2,009,028,188
EARNINGS PER SHARE - Basic and Diluted	(0.010)	0.012	0.158

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of June 30, 2021

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	Unaudited June 30, 2021	Unaudited June 30, 2020	Audited December 31, 2020
REVENUES			
Hotel	292,654,225	364,315,985	844,268,744.00
Nonhotel	78,653,818	182,010,454	188,896,549
Interest and other income	80,912,424	156,412,713	21,467,007
	452,220,468	702,739,151	1,054,632,300
COSTS AND EXPENSES			
Cost of sales			
Hotel	202,886,599	170,917,467	479,632,086
Nonhotel	103,738,827	291,983,671	238,022,662
	306,625,425	462,901,138	717,654,748
	145,595,042	239,838,013	336,977,552
OTHER EXPENSES (INCOME)			
Depreciation and amortization	82,829,255	79,127,651	336,514,813
Interest expense	73,501,764	59,880,318	169,380,068
Penalties and other charges	-	-	-
Impairment losses, bad debts written off and provisions	-	-	19,499,721
(Gain from insurance claims) casualty losses - net	-	-	(854,519,803)
Interest income	-	-	(130,289,367)
Foreign exchange losses (gains) - net	(74,354)	(5,773)	(10,671,294)
Others - net	-	-	-
	156,256,665	139,002,196	(470,085,862)
INCOME(LOSS) BEFORE INCOME TAX	(10,661,623)	100,835,817	807,063,414
INCOME TAX EXPENSE (BENEFIT)	35,792,334	-	123,597,065
NET INCOME (LOSS)	(46,453,957)	100,835,817	683,466,349
OTHER COMPREHENSIVE INCOME			
Appraisal on increase on property and equipment	-	-	1,875,632,000
Foreign currency translation differences for foreign operations	-	-	(8,317,034)
Actuarial gains on defined benefit plan	-	-	27,184,080
Net change in fair value of AFS investment	-	-	1,907,620
Reduction of deferred tax liability relating to revaluation surplus	-	-	-
Deferred tax effect	-	-	(570,844,827)
	-	-	1,325,561,839
TOTAL COMPREHENSIVE INCOME (LOSS)	(46,453,957)	100,835,817	2,009,028,188
EARNINGS PER SHARE - Basic and Diluted	-0.011	0.093	0.158
<i>Forward</i>			
	2021	2020	2020
Net loss attributable to:			
Equity holders of the Parent Company	(26,929,789)	105,718,805	394,555,853
Non-controlling interest	(19,524,168)	(4,882,989)	288,910,496
	(46,453,957)	100,835,817	683,466,349
Total comprehensive income (loss) attributable to:			
Equity holders of the Parent Company	(26,929,789)	105,718,805	1,692,071,441
Non-controlling interest	(19,524,168)	(4,882,989)	316,956,747
	(46,453,957)	100,835,817	2,009,028,188
EARNINGS PER SHARE - Basic and Diluted	(0.011)	0.042	0.158

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
As of June 30, 2021

Annex A
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	Unaudited June 30, 2021	Unaudited June 30, 2020	Audited December 31, 2020
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY			
Capital stock - P1 par value per share	2,498,991,753	2,498,991,753	2,498,991,753
Additional Paid-in Capital	706,364,357	706,364,357	706,364,357
Revaluation Surplus in Property and Equipment			
Balance at beginning of year	3,823,685,321	2,704,177,114	2,704,177,114
Other comprehensive income - net of income tax effect	-		1,286,683,552
Derecognition of land held under finance lease due to acquisition of a subsidiary	-		-
Transfer of revaluation surplus absorbed through depreciation	-		(167,175,345)
Balance at end of year	3,823,685,321	2,704,177,114	3,823,685,321
Unrealized Valuation Gain (Loss) on AFS Investments			
Balance at beginning of year	-	-	-
Valuation loss taken into equity during the year	-	-	-
Change in equity ownership of non-controlling interest in a subsidiary	-	-	-
Balance at end of year	-	-	-
Foreign Currency Translation Adjustment			
Balance at beginning of year	46,386,496	54,703,530	54,703,530
Other comprehensive income - net of income tax effect	-	-	(8,317,034)
Balance at end of year	46,386,496	54,703,530	46,386,496
Retained Earnings/(Deficit)			
Appropriation for renovation and business expansion	-		-
Unappropriated			
Balance at beginning of year	1,113,890,733	515,575,652	552,159,535
Transfer of revaluation surplus absorbed through depreciation	179,842,971	-	167,175,345
Change in retirement benefits reserve	-	-	-
Net income for the year	(26,929,788)	105,718,806	394,555,853
Balance at end of year	1,266,803,916	621,294,458	1,113,890,733
Total deficit	1,266,803,916	621,294,458	1,113,890,733
	8,342,231,843	6,585,531,212	8,189,318,660
Fair value reserve, beginning of the year	3,995,121	2,932,577	3,995,121
Other comprehensive income-net tax effect	-	-	-
Total fair value reserve	3,995,121	2,932,577	3,995,121
Retirement benefits reserve, beginning of the year	126,222,421	108,135,895	108,135,895
Other comprehensive income-net tax effect	11,726,360	-	18,086,526
Total retirement benefits reserve	137,948,781	108,135,895	126,222,421
Total Equity Attributable to Equity Holders of the Parent Company	8,484,175,745	6,696,599,684	8,319,536,202
NON-CONTROLLING INTEREST			
Balance at beginning of year	1,082,827,065	765,870,318	1,082,827,065
Derecognition related to land due to recession of finance lease	-		-
Change in equity ownership of non-controlling interest in a subsidiary	-		-
Valuation loss on AFS investments taken into equity during the year	-	(2,239,719)	-
Reacquisition of APHC shares	-	-	-
Other comprehensive income - net of income tax effect	-	-	-
Net income/(loss) for the year	(19,524,168)	(4,882,989)	-
Balance at end of year	1,063,302,897	758,747,610	1,082,827,065
	9,547,478,642	7,455,347,293	9,402,363,267

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
As of June 30, 2021

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	Unaudited June 30, 2021	Unaudited June 30, 2020	Audited December 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	(46,453,957)	100,835,817	807,063,414
Adjustments for:			
Depreciation and amortization	82,829,255	79,127,651	336,514,813
Interest expense	73,501,764	59,880,318	169,380,068
(Gain from insurance claims) casualty losses - net	-	-	-
Retirement benefit costs	(61,922,564)	(54,427,610)	10,263,697
Provisions	(38,512,997)	-	-
Unrealized foreign exchange loss (gain)	(74,354)	(5,773)	(19,061,098)
Gain on Reversal of Allowance for Impairment Losses	-	-	(3,474,244)
Loss(gain) on disposal of property and equipment	-	-	(854,519,803)
Impairment losses	-	-	19,499,721
Interest income	(43,501,764)	(7,769,084)	(130,289,367)
Operating income before working capital changes	(34,134,617)	177,641,319	335,377,201
Decrease (increase) in:			
Receivables	(164,242,787)	(76,659,381)	134,153,525
Inventories	63,911	6,725,006	7,740,997
Prepaid expenses and other current assets	(157,698,202)	53,793,228	(5,984,791)
Increase (decrease) in:			
Accounts payable and accrued expenses	(164,167,670)	417,312,806	(266,313,750)
Other current liabilities	(260,252,123)	29,571,225	(10,669,087)
Cash generated from operations	(780,431,488)	608,384,203	194,304,095
Interest received	43,501,764	7,769,084	7,648,410
Income taxes paid	(61,493,566)	(39,202,651)	(81,337,379)
Retirement plan contributions paid	-	-	-
Benefits paid	-	-	(839,815)
Interest paid	(73,501,764)	(59,880,318)	(87,273,039)
Net cash provided by operating activities	(871,925,054)	517,070,318	32,502,272
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment	(51,478,117)	(39,962,915)	(276,293,895)
Investment in a subsidiary	-	-	(37,500,000)
Due from related parties	25,757,189	(280,683,765)	295,147,009
Proceeds from insurance claims on property damage	-	-	850,222,546
Proceeds from sale of property and equipment	-	-	-
Notes Receivable	10,761,901	142,894,767	21,287,524
Increase in other noncurrent assets	300,652,600	69,056,375	(166,745,327)
Net cash used in investing activities	285,693,573	(108,695,538)	686,117,857
<i>Forward</i>			
	Years Ended December 31		
	June 30, 2021	June 30, 2020	December 31, 2020
CASH FLOWS FROM FINANCING ACTIVITIES			
(Increase)Decrease in loans payable	(5,934,472)	(70,414,893)	-
Change in due to a related party	-	-	-
Proceeds from loan availment	-	-	-
Increase (decrease) in other noncurrent liabilities	345,264,440	(338,066,579)	64,503,551
Loan Payment	-	-	(277,659,575)
Payment of Lease Liabilities	-	-	(4,055,092)
Net cash provided by (used in) financing activities	339,329,968	(408,481,472)	(217,211,116)
INCREASE (DECREASE) IN TRANSLATION ADJUSTMENT FOR THE YEAR			
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(246,901,514)	(106,692)	501,409,013
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,178,166,307	675,355,640	676,757,294
CASH AND CASH EQUIVALENTS AT END OF YEAR	931,264,793	675,248,949	1,178,166,307

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Organization and Status of the Business

Corporate Information

Waterfront Philippines, Incorporated (the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on September 23, 1994. The Parent Company is 46%-owned by The Wellex Group, Inc. (TWGI), an entity registered and domiciled in the Philippines, which is listed in the Philippine Stock Exchange (PSE). The Parent Company holds equity interests in hotels and resorts, a fitness gym, entities engaged in the international marketing and promotion of casinos, manufacturing of pastries, and hotel management and operations.

The Parent Company and the following subsidiaries (collectively referred to as the Group) were incorporated in the Philippines, except for Waterfront Promotion Ltd. (WPL) and Club Waterfront International Limited (CWIL), which were registered in the Cayman Islands.

	<u>Percentage of Ownership</u>	
	Direct	Indirect
Hotels and Resorts		
Waterfront Cebu City Casino Hotel, Incorporated (WCCCHI)	100	-
Waterfront Mactan Casino Hotel, Incorporated (WMCHI)	100	-
Waterfront Iloilo Hotel Inc. (WIHI)	100	
Waterfront Puerto Princesa Hotel, Inc. (WPPHI)	100	
Davao Insular Hotel Company, Inc. (DIHCI)	98	-
Acesite (Phils.) Hotel Corporation (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc.	-	56*
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
WPL	100	-
Mayo Bonanza, Inc. (MBI)	100	-
CWIL (through direct ownership in WPL)	-	100
Waterfront Entertainment Corporation (WEC)	100	-
Pastries Manufacturing		
Waterfront Food Concepts Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	

Hotels

Waterfront Cebu City Casino Hotel, Inc.

WCCCHI was incorporated on September 23, 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino (WCCHC). WCCCHI achieved a milestone during the year by opening the doors of WCCHC on January 5, 1998, with 158 guest-rooms which has already grown to 561 by the last quarter of 1999, six-storey convention center known as the Waterfront Convention Center, previously known as Cebu International Convention Center and six-storey Entertainment Block. Located in this Entertainment Block is a 1,000-square meter 5-star restaurant, which completes the Company's restaurants row. On February 5, 1998, PAGCOR commenced operations at the new purposely-built casino at the Entertainment Block.

- Waterfront Convention Center-(WCC)

Waterfront Convention Center previously known as Cebu International Convention Center is a six-storey building, especially-designed to adapt to any event size and purpose, with a total gross area of 40,587 square meters, and has been in operation since January 5, 1998. Major amenities of the center include ten (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000. WCC is the only convention and exhibition center of international standard in Cebu City.

- Entertainment Block

The Entertainment block is a six-storey building with a total gross area of 34,938 square meters. It is comprised of eleven (9) Food and Beverage entertainment outlets, an 11,000 square meters of public and international gaming area that includes the "Casino Filipino", and 62 hotel rooms and suites

- Hotel Tower Block

The Hotel Tower block is a 22-storey building with a total gross area of 44,334 square meters. It consists of a podium, containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high rise block of 498 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach from key business, commercial and shopping districts and is just 30 minutes away from the Mactan International Airport.

Waterfront Cebu City Hotel & Casino has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Club with a two floor Club Lounge exclusive for Ambassador Floor guests. Waterfront Ambassador Club guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The 2nd floor lounge is outfitted with 3 computer stations, where guests can avail of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games. The hotel offers a 10,000-square meter convention center, which is one of the largest convention centers in the Visayas and Mindanao, and is designed to adapt to multiple types of events. The convention center is equipped with 10 function rooms, 2 executive board rooms, and 2 Grand Ballrooms, each seating 4,000 people. It has played host to a myriad of national as well as regional events, conventions and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffees shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby was inspired based on two main objectives; first, to transform the

existing single dimension grand lobby into a multi-dimensional lifestyle-concept space that will enhance the guests' experience when dining and lounging in the lobby; and second, to improve traffic patterns, through the construction of larger check-in areas and through maximizing the Lobby's three entrances. Waterfront Cebu City Hotel and Casino's massive, high-ceilinged lobby has always been its principal attraction in fact it is touted as the largest hotel lobby in Visayas-Mindanao area. Spanning 22 meters wide, 96 meters in long and 35 meters high and crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance. Apart from improvements to the general structure of the lobby, the Lobby Lounge itself will offer an all-new dining and lounging experience, with newly-installed glass panels, semi-closing each side of the lounge. Fully-equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners of more efficient and prompt service.

To complement the Hotel's main lobby, a group check-in counter is constructed, dedicated solely to corporate and travel groups and an additional Casino Filipino gaming space of 2,350 square meters is launched together with it. This will not only enhance the current lobby, but will also increase operational efficiency and add more exciting features for the hotel's customers.

Waterfront Mactan Casino Hotel, Inc.

Waterfront Mactan was incorporated on September 23, 1994 to manage and undertake operations of Waterfront Mactan Island Hotel and Casino (WMIHC). WMCHI has completed Phase I of Waterfront Mactan Island Hotel and Casino (WMIHC). It is located right across Mactan-Cebu International Airport, on a land area of approximately 3.2 hectares. The hotel features 164 rooms and suites, 6 food-and-beverage and entertainment outlets, with a total built-up area of 38,000 square meters. Equipped with one of the largest casinos in the Philippines, WMIHC has made Cebu the only city in Southeast Asia that offers casino facilities to transients while waiting for their flights. For future development, Phase II, consisting of 200-guest rooms, will be built depending on the demands of the market. It has recently improved its rooms by installing Internet connections to cater to the needs of its guests. Additionally, the company has acquired the newest hospitality software in the industry, the OPERA Property Management System, which is designed to help run the hotel operations at a greater level of productivity and profitability. This was installed last January 14, 2003.

The hotel is conveniently located in front of the Mactan International and Domestic Airport, just a three-minute drive to the Industrial Zone, a fifteen-minute drive to the beaches of Mactan Island and just thirty minutes away from Cebu City's shopping and financial district.

In 2016, the property extended the Annex parking to provide more slots for the guests.

Davao Insular Hotel Company, Inc. or Waterfront Insular Hotel Davao, Inc.

Davao Insular Hotel Company Inc. was incorporated in the Philippines on July 3, 1959 to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trading name Waterfront Insular Hotel Davao. Waterfront Insular Hotel, the prestigious business hotel in a sprawling garden resort setting, is only five to ten minutes to the downtown area. Nestled along the picturesque Davao Gulf, its open air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibit groups. The hotel consists of four low-rise buildings of 159 guest rooms and suites, 5 function rooms and 6 F&B outlets. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the newly re-opened hotel are the 5 Gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City. Discover the rich cultural heritage of

Davao which stems from the different groups and tribes that populated the area throughout its history and be astonished of artworks in the hotel lobby where it showcases pieces of artifacts featuring the various object d'art from the different tribes and historical.

On 2015, the property re-opens its gym with 48 square meters to continuously serve its guests and to ensure guests satisfaction.

Acesite (Phils.) Hotel Corporation

The principal property of the Company is a 22-storey building now known as the Waterfront Manila Hotel and Casino located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. The Hotel has 337 guestrooms and suites that have individually controlled central air conditioning, private bathroom with bathtub and shower, multi-channel radio, color TV with cable channels and telecommunications facilities. It has 3 function rooms and one of this is Alcuaz which can accommodate 250-300 guests. The hotel has approximately 2,200 sq. meters of meeting/banquet/conference facilities, and also houses several restaurants, such as Seasons Café (coffee shop), the El Rey (bar & lounge) and the Patisserie (bakeshop and deli items). Other guest services and facilities include a chapel, swimming pool, gym, business center and a valet-service basement car park. Concessionaires and tenants include beauty salon, foot spa, photography services, transportation services, travel agency, flower shop and boutiques. In addition, Casino Filipino – Pavilion, owned and operated by PAGCOR, occupies part of the first, second, third, fourth and fifth floors (a total of 12,696.17 sq. m.) of the building.

Acesite (Phils.) Hotel Corporation, a subsidiary of the Company, acquired 100% interest in CIMAR (now known as Acesite Realty, Inc.) on October 2011. In July 2011, The Company and CIMAR executed a Memorandum of Agreement (MOA), which effectively settle all pending cases and controversies between the two parties. In fulfillment of all the terms and conditions of the MOA, the stockholders of Acesite Realty, Inc., formerly CIMAR, including all their nominees, agreed to sign, sell, transfer and convey all its existing shares of stocks to the Company.

On March 18, 2018, a fire broke out in the hotel property that damaged the lower floors of the main building as well as the Podium building occupied by the casino area that resulted to the suspension of the hotel operations. By the end of 2nd quarter of 2021, the business operation has not yet commenced.

Waterfront Hotel Management Corporation (previously Waterfront Management Corp.)

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation starting November of 2006. It is a seven-story building with 10 deluxe suites, 20 deluxe king and 20 deluxe twin rooms which offers a personalized butler service. A boutique hotel boasting with its trendy Café Noir, pool bar Mirage and an elegant ballroom, Promenade, added to the list of must-go places in the busy district of Manila. The black and white concept of its lobby is distinctly G-Hotel.

On October 01, 2014, the BOD approved the cessation of the Company's business operations. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters, while maintaining its status as non-operating entity seeking for other business opportunities.

Mayo Bonanza, Inc.

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of WPI was incorporated on November 24, 1995 in the Philippines with principal activities in the operation and management of amusement,

entertainment, and recreation businesses. MBI is to extend the gaming business of the Company. Its primary purpose is to establish, operate, and manage the business of amusement entertainment, and recreation facilities for the use of the paying public. The Company entered into an agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) whereby the latter shall operate the former's slot machine outside of casinos in line with PAGCOR's slot machine arcade project.

On May 30, 2016. BOD approved the cessation of the Company's business operations effective July 01, 2016.

Waterfront Horizon Corporation (*previously Waterfront Entertainment Corporation*)

WPI has successfully established the country's first ever integrated hotel reservations and booking system featuring a full-service, round-the-clock, 7 days a week Central Reservation Office. This service ranges from systems and solutions specializing in the operations hotel framework. It offers specialize hotel consultancy services to hotel owners, operators, brands, developers, lenders and investors with the support of hand-picked networks of experts covering all elements of the hotel or hospitality business within a global perspective.

Waterfront Food Concepts, Inc.

Waterfront Food Concepts, Inc. is a pastry business, catering to pastry requirements of Waterfront Cebu, Waterfront Mactan and other established coffee shops and food service channels outside the hotels. The property is located in the lobby level of Waterfront Cebu City Casino Hotel. It has started its operation on May of 2006. Its pastry products include cakes, cookies and sandwiches. The subsidiary has already catered most of the renowned coffee shops in the city of Cebu.

Waterfront Wellness Group, Inc.

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Previously Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and state of the art equipments. The gym offers variety of services from aerobic instructions to belly dancing, boxing, yoga classes and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel.

Citigym entices the public by opening The Citigym Hit Zone. This is Citigym's "Do It Right" and smart solution to Cebu's growing interest in high intensity workout routines.

Grand Ilocandia Resort and Development, Inc.

As of March 31, 2000, the Company carried its investments in GIRDI at cost since it intended to dispose such investment in the near future. In November 2000, GIRDI sold all of its property and equipment, inclusive of the hotel facilities and related operating assets and the investment in marketable securities.

Waterfront Promotions Limited/Club Waterfront International Limited

Waterfront Promotion Ltd. was incorporated on March 6, 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited (CWIL). It is a wholly owned subsidiary of Waterfront Philippines, Inc., a domestic company. Under the agreement with PAGCOR, WPL has been granted the privilege to bring in foreign players under the program in Waterfront Cebu City Hotel and Grand Ilocandia Resort Development Corp. On the other hand,

CWIL is allowed to bring in foreign players in Waterfront Mactan Hotel. In connection to this, the company markets and organizes groups of foreign players as participants to the Philippine Amusement and Gaming Corporation's (PAGCOR) Foreign Highroller Marketing Program. The company also entered into agreements with various junket operators to market the casinos for foreign customers. Under these agreements, the company grants incentive programs to junket operators such as free hotel expenses, free airfares and rolling commissions.

The company participated in a joint venture with Jin Lin Management Corporation, its sole marketing agent and co-venturer on September 24, 2001. This joint venture was terminated on April 15, 2002.

The operations for Waterfront Promotions Limited and likewise for Club Waterfront International Limited had ceased for the year 2003 in March due to the bleak market.

Waterfront Iloilo Hotel Inc.

Waterfront Iloilo Hotel Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on March 29, 2019 primarily to operate and manage a resort hotel and a restaurant that caters to the guests of the hotel.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). WPI is 46%-owned by the The Wellex Group, Inc. and is listed on the Philippine Stock Exchange.

As at December 31, 2020, the Company has not yet started its commercial operations. The Company's registered office address is at 8th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa, Barangay 666, Ermita, City of Manila, NCR, Philippines, 1000.

Waterfront Puerto Princesa Hotel, Inc.

Waterfront Puerto Princesa Hotel, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on May 15, 2017 primarily to acquire and hold real property such as lands, buildings and personal property of all kinds, to sell, lease, convey, mortgage, construct, improve and develop, contract for, manage, administer and or operate, alone or jointly with others any interest in real or personal property as well as in hotels, inns, lodging houses, resorts and all adjunct and accessories thereto, including restaurants, cafes, bars, stores and offices, barbershops and beauty lounges, sports facilities, places of amusement and entertainment of all kinds; to invest in other corporations for the advancement of its interest or to grant concessions, rights or licenses to others to operate, manage or deal with the same, to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the above purposes.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). WPI is 46%-owned by the The Wellex Group, Inc. and is listed on the Philippine Stock Exchange.

As at December 31, 2020, the Company has not yet started its commercial operations. The Company's registered office is at 8th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa St., Ermita, Brgy. 666, Manila City 1000.

Waterfront Cebu Ventures, Inc.

Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on August 24, 2018 primarily to carry on the business of an investment holding company.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). WPI is 46%-owned by The Wellex Group, Inc. and is listed on the Philippine Stock Exchange.

As at December 31, 2020, the Company has not yet started its commercial operations. The Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company, as well as those of its subsidiaries enumerated in Note 1 to the consolidated financial statements.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if and only if, the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company and are included in the consolidated financial statements from the date when control commences until the date when control ceases.

The accounting policies of subsidiaries are being aligned with the policies adopted by the Group.

Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating results are reviewed regularly by the Group's BOD, the chief operating decision maker of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's BOD include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property and equipment.

The Group's businesses are operated and organized according to the nature of business provided, with each segment representing a strategic business unit, namely, the Hotel operations, Marketing operations and Corporate and Other Operations segments.

The Group's only reportable geographical segment is the Philippines.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Income is measured at the fair value of the consideration received, net of trade discounts, rebates, and other sales taxes or duties. The following specific criteria must also be met before revenue is recognized:

Rooms

Room revenue is recognized based on actual occupancy.

Food and Beverage

Food and beverage revenue is recognized when orders are served and billed.

Rent and Related income

Rent and related income on leased areas of the Group's properties is accounted for on a straight-line basis over the term of the lease, except for cancellable leases which are recognized at amount collected or collectible based on the contract provision.

Other Revenues

Other revenues are recognized upon execution of service or when earned.

Interest Income

Interest income is recognized as it accrues using the effective interest method.

1. Cash and Cash Equivalents

Cash in banks earn interest at the respective bank deposit rates. Short-term placements earn interest at annual average rate of 0.50% to 5.00% in 2020 with average maturities ranging from 30 to 90 days and 0.13% to 3.50% in 2019 with average maturities ranging from 30 to 35 days.

2. Receivables

This account consists:

	June 2021	June 2020
Trade	227,074,532	335,570,264
Others	519,602,149	532,589,214
	746,676,681	868,159,478
Less allowance for doubtful accounts	(41,027,662)	(38,335,445)
Total	705,649,019	829,824,033

3. Inventories

This account consists of:

	June 2021	June 2020
Food and Beverage	8,459,868	12,926,630
Operating Supplies	11,832,897	9,253,440
Others	2,344,485	1,537,083
Total	22,637,250	23,717,153

4. Related Party Transactions

This represents interest bearing advances to TWGI and PRC These advances are due in one year, subject to renewal. The advances to TWGI charge interest at 4% and 6% per annum in 2020 and 2019, respectively, while the advances to PRC charge interest at 2% per annum in 2020 and 2019. Advances to PHES, FHC, PCIC, East Asia and PWRDC are noninterest-bearing, collateral-free and with no fixed term of repayment.

5. Accounts Payable and Accrued Expenses

This account consists of:

	June 2021	June 2020
Trade	432,975,001	311,469,010
Accrued Expenses	41,641,852	253,152,050
Others	1,299,580,498	1,988,258,660
Total	1,774,197,351	2,552,879,720

6. Loans Payable

This account consists of:

SSS Loan

SSS vs WPI. Et al civil case no. Q-04-52629 at regional trial court, Quezon City. On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3% or 14.5% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight (8) semi-annual payments, after a one-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII and by the assignment of 200 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations, thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within one (1) year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII numbering 235 million and 80 million shares, respectively.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS appealed with the CA assailing the RTC of Quezon City decision in favor of the Parent Company, et al. SSS filed its Appellant's Brief and the Parent Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.

On May 16, 2016, the Parent Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any. On September 6, 2016, a resolution for possible settlement was received by the Parent Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016

was received by the Parent Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the Parent Company and SSS to appear in person and without counsel at the PMCU-CA on January 23, 2017 to choose their mediator and the date of initial mediation conference and to consider the possibility of settlement. Since the Notice to Appear was belatedly received, the parties were not able to appear before the PMCU-CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a resolution issued by the CA, resolved to submit the appeal for decision.

On August 30, 2019, the CA rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, WII and TWGI filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020. As at the date of the BOD's approval of the consolidated financial statements, the Parent Company is still awaiting Notice/Resolution from the SC on the Petition for Review.

7. The earnings (loss) per share is computed as follows:

	June 2021	June 2020
Net Income (Loss)	(26,929,789)	105,718,805
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Earnings (Loss) per share	(0.011)	0.042

There are no dilutive potential shares as of June 30, 2021 and 2020.

8. Lease Agreement with Philippine Amusement and Gaming Corporation ("PAGCOR')

The Parent Company, in behalf of WCCCHI and WMCHI, entered into lease agreements with PAGCOR. The lease agreement of WCCCHI with PAGCOR covered the Main Area (8,123.60 sq.m.), Slot Machine Expansion Area (883.38 sq.m.), Mezzanine (2,335 sq.m.) and 5th Floor Junket Area (2,336 sq.m.) for a total area of 13,677.98 sq.m. which commenced on March 3, 2011 and March 16, 2011, for the Main Area and Slot Machine Expansion Area, respectively. The lease agreement of WMCHI with PAGCOR covered the Main Area (4,076.24 sq.m.) and Chip Washing Area (1,076 sq.m.) for a total area of 5,152.24 sq.m. which was last renewed on March 21, 2011. Both leases expired on August 2, 2016. Thereafter, PAGCOR paid the WCCCHI and WMCHI rental on a month-to-month basis. The lease was renewed on February 15, 2018, for a period of 1 year. On May 29, 2019 the lease was further renewed until the year 2032.

For APHC, the lease agreement with PAGCOR covered the Main Area (7,093.05 sq.m.), Expansion Area A (2,130.36 sq.m.), Expansion Area B (3,069.92 sq.m.) and Air Handling Unit Area (402.84 sq.m.) for a total lease area of 12,696.17 sq.m. The lease agreement was last renewed on December 1, 2010 and expired on December 31, 2016. As at December 31, 2017, PAGCOR continued to operate a portion of the lease area on a month-to-month basis while completing its pullout from the Hotel. The month-to-month lease of PAGCOR effectively ended on March 18, 2018 due to the fire incident.

9. Other Lease Agreements

Group as Lessor

Lease Agreements with Concessionaires

WCCCHI, WMCHI and DIHCI have lease agreements with concessionaires for the commercial spaces available in their respective hotels. These agreements typically run for a period of less than one year, renewable upon the mutual agreement of the parties.

Group as Lessee

Land under Operating Lease

On September 15, 1994, Waterfront Hotel and Resort Sdn. Bhd. (WHR), a former related party, executed a lease contract (the Agreement) with Mactan Cebu International Airport Authority (MCIAA) for the lease of certain parcels of land where the hotels were constructed. On October 14, 1994, WHR assigned its rights and obligations under the MCIAA contracts to WCCCHI and WMCHI.

10. Commitments and Contingencies

The following are the significant commitments and contingencies involving the Group:

a. On November 10, 2008, the Parent Company received a preliminary assessment notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.30 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. The Parent Company decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012 and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014 affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013.

The CTA En Banc decision was appealed to the SC on February 5, 2015 covering the VAT assessment only.

On May 02, 2018, the legal counsel served copies of the reply in the case pending before the Court of Tax Appeals.

Management and its legal counsels believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

**MANAGEMENT DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

Below are the results of operations of the Parent Company and its subsidiaries, for the period ending June 30, 2021 and 2020 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS

	June 30, 2021	June 30, 2020
Revenues	452,220,468	702,739,151
Less: Costs and Expenses	306,625,425	462,901,138
Net Income (Loss) Before Fixed Financial and Other Charges	145,595,042	239,838,013
Less: Fixed Financial and Other Charges (Depreciation and Amortization, and Interest)	156,256,665	139,002,196
Income (Loss) before Income Tax	(10,661,623)	100,835,817
Income Tax Expense (Benefit)	35,792,334	0.00
Income (Loss) before Share in Minority Interest	(46,453,957)	100,835,817
Share of Minority Interest	(19,524,168)	(4,882,989)
Net Income (Loss)	(26,929,789)	105,718,805
Earnings (loss) Per share	(0.011)	0.042

FINANCIAL CONDITION

	June 30, 2021	June 30, 2020
Assets		
Current assets	4,584,822,246	4,186,931,704
Non-current Assets	10,539,509,457	9,089,686,800
Total Assets	15,124,331,703	13,276,618,504
Liabilities and Stockholders' Equity		
Current Liabilities	2,917,763,912	3,229,217,427
Non-current Liabilities	2,670,815,510	2,592,053,784
Total Stockholders' Equity	8,472,449,384	6,696,599,683
Minority Interest	1,063,302,897	758,747,610
Total Liabilities and Stockholders' Equity	15,124,331,703	13,276,618,504

RESULTS OF OPERATIONS

Period ended June 30, 2021 compared to Period Ended June 30, 2020.

Income Statement

Hotels and other subsidiaries gross revenues for the second quarter of 2021 and 2020 are Php 452.22 million and Php 702.74 million respectively, decrease of 36% from last year. Consolidated costs and expenses for all properties decreased by 23% as compared from last year.

Seasonality or Cyclicity of Interim Operations

1ST QUARTER

As countries continue to grapple with controlling the spread of COVID-19, the meetings and events industry has begun the long and challenging road to recovery. The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients which include airline, telecommunication and utility companies. For Food and Beverage, the Group has adapted to the trend of food delivery by reimagining the outlet menus in such a way that clients get to taste our sumptuous dishes right at the comfort and safety of their homes.

2nd QUARTER

Operation is still affected by the restrictions brought by the pandemic. Overall revenue is also affected by the non-operation of APHC as it is still under renovation. We may see tough times ahead of us but the Waterfront Group is equipped with the strength of its manpower coupled with strategies that demonstrate resilience and adaptive innovation to ensure that the Group will bounce back.

TOP FIVE (5) PERFORMANCE INDICATORS

	June 2021	June 2020
Occupancy Percentage	21%	54%
Average Room Rates	1,835	3,071
Food Covers	125,879	176,206
Average Food Checks	448.58	467.77
Average Food Costs	39%	36%

Occupancy Percentage

The occupancy percentage is down by 62% as compared to 2nd quarter of last year. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

Average room rate is 40% lower as compared from last year. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

Food covers this quarter decreased by 29% compared to the 2nd quarter of last year. Food covers pertains to the number of guests that availed of the restaurants services.

Average Food Check

The average food check or average consumption per guest this quarter decreased by 4% compared to the 2nd quarter of last year. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

The average food costs increased by 9% compared to last year's figures. Average Food Cost is computed by dividing the total food and beverage revenue by total food cost.

Revenues and Earnings per Share

Revenues decreased by 36%, Php 452.22 million for the second quarter of 2021 and Php 702.74 million of the same quarter last year. Operating expenses decreased by 34%.

GOP is at Php 145.60 million in 2021 and Php 239.89 million in 2020, a decrease of 39% compared to last year. Earnings per share this quarter is at Php (0.011) while same quarter last year was at Php 0.042.

Fixed Financial and Other Charges

The total fixed financial and other charges are Php 156.25 million, reflecting an increase of 12% from the previous year's PHP 139.00 million.

FINANCIAL CONDITION

Cash and Cash Equivalents

Cash and cash equivalents as of the first quarter of this year is at Php 931.26 million, higher by Php 256.02 million from last year or 38%.

Receivables

Receivables for the period decreased from Php 829.82 million second quarter last year to Php 705.65 million second quarter this year.

Notes Receivable

The Group extended loans to Acesite Leisure and Entertainment Corporation (ALEC). It has increase to Php 212.00 million this quarter.

Insurance Receivable

On March 18, 2018, a fire broke out at the hotel of Acesite (Phils.) Hotel Inc. damaging several floors, casinos and restaurants. Operations have been suspended since then. The Hotel has insurance coverage to answer for the damages sustained. Insurance receivable as of June 30, 2021 is Php 131.52 million.

Inventories

Inventory this year showed a decrease of 5%, now only Php 22.64 million.

Due from related parties-current portion

This account decreased by 8% from last year's second quarter. This represents interest bearing advances from TWGI and PRC. Non-interest bearing advances from PHES and AFS investment.

Due from related parties-noncurrent portion

This account decreased by 29% from last year's Php 1.42 billion

Property, Plant and Equipment

The account increased by 27% or Php 1.80 billion from last year.

Accounts Payable and Accrued Expenses

This account decreased by 778.68 million from last year.

Loans Payable

This account increased by Php 23.61 million or 4%.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

The Group has assessed that although COVID-19 will not have significant effect on its ability to continue as a going concern, it will still have continuing impact on its operations. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this outbreak especially on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

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

c. There are no material off-balance sheet transactions, arrangements, obligations (including, contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d. There are no material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures.

e. From continuing operations, the Company is not exposed to any significant elements of income or loss except for those already affecting profit or loss.

f. Significant elements of income or loss that did not arise from the issuer's continuing operations other than those already affecting profit or loss.

The Group has assessed that COVID-19 will continue to have significant impact on its operations. The Group may sustain a low level of profit during this period. Recovery in hotel industry is likely to take stages. Domestic leisure travel will fuel the first phase of recovery. The second phase of recovery is likely to occur in the second quarter of 2021, with small and medium events. The third phase of recovery is expected to resume in the third quarter of 2021, with group and business travel.

Risk Management Structure

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for the comprehensive monitoring, evaluation and analysis of the Group's risks in line with the policies and limits set by the BOD.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it manages and measures the risks in prior financial year. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit quality of the Group's financial assets that are neither past due or impaired is considered to be of good quality and expected to collectible without incurring any credit losses.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. Since 2006, the Parent Company charged WCCCHI on the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed that if it has already fulfilled its obligations related to its use of proceeds from such loan.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group is exposed to equity price risk because of its investment in shares of stock of WII which are listed in the PSE totaling to 86.71 million shares as at December 31, 2020 and 2019.

The Group monitors the changes in the price of the shares of stock of WII. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date, thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE as of December 31, 2020 and 2019.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date, thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2020 and 2019.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF AGING OF ACCOUNTS RECEIVABLE- Intercompany
As of June 30, 2021

Trade Receivables	0-30 days	31-60 days	61-90 days	91-120 days	121 days over	Total
Waterfront Cebu City Casino Hotel Inc.	4,175,754.41	2,352,004.84	2,732,153.76	632,789.28	56,945,141.65	66,837,843.94
Waterfront Airport Hotel and Casino	3,920,630.25	4,193,489.25	1,238,162.59	487,048.58	30,502,190.57	40,341,521.24
Waterfront Insular Hotel Davao	601,789.90	274,694.73	170,492.10	49,342.30	3,777,236.10	4,873,555.13
Manila Pavilion Hotel					15,658,269.60	15,658,269.60
Total	8,698,174.56	6,820,188.82	4,140,808.45	1,169,180.16	106,882,837.92	127,711,189.91

Certification

I, RICHARD L. RICARDO, Compliance Officer of WATERFRONT PHILIPPINES, INC., with SEC Registration Number AS094-8678 with principal office at NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY, on oath state:

- 1.) That on behalf of WATERFRONT PHILIPPINES, INC., I have caused this SEC **Form 17 Q2** to be prepared;
- 2.) That I read and understood its contents which are true and correct with my own personal knowledge and/or based on true records;
- 3.) That the company WATERFRONT PHILIPPINES, INC., will comply with the requirements set forth by SEC for a complete and official submission of reports and/or documents through electronic mail; and
- 4.) That I am fully that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of processing fee.


IN WITNESS WHEREOF, I have hereunto set my hands this _____ day of 03 AUG 2021, 2021.


RICHARD L. RICARDO
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of 03 AUG 2021 2021.

NOTARY PUBLIC

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Series of 2021


ATTY. GILBERTO B. PASIMANERO
Notary Public Until Dec. 31, 2021
Notarial Commission No. 2020-030
IBP # 092831 Pasig - 10-7-2019
PTR # 9823042 Mla. 1-4-2021
Roll # 25473, TIN # 103-098-346
MCLE Compl. No. VI-0011418 until 4-14-2022