



Re: Fw: WATERFRONT PHILIPPINES, INCORPORATED_DEFINITIVE
INFORMATION STATEMENT

ICTD Submission

to:

f.cabugoy

07/01/2022 12:28 PM

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From: "ICTD Submission" <ictdsubmission+canned.response@sec.gov.ph>

To: f.cabugoy@waterfronthotels.net,

Your report/document has been SUCCESSFULLY ACCEPTED by ICTD.

(Subject to Verification and Review of the Quality of the Attached Document)

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available after 15 days from receipt through the SEC Express System at the SEC website at www.sec.gov.ph

NOTICE

Please be informed that pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (PDF) **Secondary Reports** such as: 17-A, 17-C, 17-L, 17-Q, ICASR, 23-A, 23-B, I-ACGR, Monthly Reports, Quarterly Reports, Letters, through email at

ictdsubmission@sec.gov.ph

Note: All submissions through this email are no longer required to submit the hard copy thru mail, eFAST/OST or over- the- counter.

For those applications that require payment of filing fees, these still need to be filed and sent via email with the SEC RESPECTIVE OPERATING DEPARTMENT.

Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

FOR MC28, please email to:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

Vicente Graciano P. Felizmenio, Jr.
 Director
 Markets and Securities Regularization Department
 SEC Building, EDSA, Greenhills, Mandaluyong City

Dear Mr. Felizmenio,

Stated herewith are the following revisions:

WATERFRONT PHILIPPINES, INC.			
Preliminary Information Statement was filed on June 17, 2022.			
SEC Form 20-IS			
Checklist of Requirements	Page No.	Remarks	Amendments
Request for CD/DVD			
Notice of Meeting			
COVER SHEET			
4. SEC Identification Number		The SEC Identification Number is different from the AOI.	Necessary correction made
8. Date, time and place of the meeting of security holders		Not complied with. Please disclose the place of meeting in accordance with Sec. 50 of the Revised Corporation Code, to wit: "SEC. 50. Place and Time of Meetings of Stockholders or Members. – Stockholders' or members' meetings, whether regular or special, shall be held in the principal office of the corporation as set forth in the articles of incorporation, or, if not practicable, in the city or municipality where the principal office of the corporation is located"	Proper reference already indicated
Part I.			
A. General Information			
ITEM 1. DATE, TIME AND PLACE OF MEETING			
Date, time, place of meeting		Not complied with. Please disclose the place of meeting in accordance with Sec. 50 of the Revised Corporation Code, to wit: "SEC. 50. Place and Time of Meetings of Stockholders or Members. – Stockholders' or members' meetings, whether regular or special, shall be held in the principal office of the corporation as set forth in the articles of incorporation, or, if not practicable, in the city or municipality where the principal office of the corporation is located"	Proper reference already indicated
ITEM 2. DISSENTER'S RIGHT OF APPRAISAL			
In describing the procedures, state clearly that a holder must have voted against the proposed corporate action in order to avail himself of the appraisal right (See Section 81, Title X, Appraisal Right, Corporation Code of the Philippines).		Please disclose if any matter in the agenda will give rise to right of appraisal.	There are no matters or proposed corporate actions to be taken up during the annual stockholders' meeting
B. Control and Compensation Information			
ITEM 4. VOTING SECURITIES & PRINCIPAL HOLDERS			
If action is with respect to the election of directors and have cumulative voting rights:		Please make proper reference to the Revised Corporation Code, not to the old Corporation Code.	Proper reference already indicated
(1) Make a statement that they have such right;			
(2) Brief description of right;			
(3) Condition precedent to the exercise thereof; and			
(4) If discretionary authority to cumulative votes is solicited, so indicate.			
ITEM 5. DIRECTORS & EXECUTIVE OFFICERS			
If action is with respect to election of directors			
Information required by Part I(C) of "Annex C, as amended"			
3. Date of Institution		Please disclose for the case against SSS.	Refer to the attached 17A report
Information required by Part IV paragraphs (A), (D)(1) and (D)(3) of "Annex C,			
A (A)(1) Identify Directors, including Independent Directors and Executive			
certification that no directors or officers are connected with any government agencies or its instrumentalities. If there are directors or officers connected with any government agencies or its instrumentalities submit a written Consent/Permission from person's head of the department		Please submit.	Certificate already provided

	(a) List the names, ages and citizenship of all directors, including independent directors, executive officers and all persons nominated or chosen to become such where required under Section 38 of the Code and SRC Rule 38.1 adopted thereunder; also provide the names of the incorporators in the case of an investment company.		(1) The table of nominees identify only Mr. Aristeo Cruz and Mr. Ruben C. Francisco as independent directors. This is inconsistent with the table of the background of the directors and executive officers where Mr. Sergio R. Ortiz-Luis, Jr. is identified as independent director. Please correct this discrepancy and ensure that all parts of the Information Statement are consistent. (2) Please include in the table of Key Officer Mr. Arthur Ponsaran. (3) The executive officers elected during the organizational meeting Mr. Renato C. Francisco, Mr. Justine Dominique R. Being, Mr. Joson T. Lim and Mr. Richard L. Ricardo are not among those discussed in the Information Statement. Please include them in the narrative discussion	Already included in the report										
	(b) List of positions and offices such persons held or will hold;		Please include in the description for Mr. Renato C.	Already included in the report										
	(c) Term of office as a Director and the period which the person has served ;		(1) Please include in the description for Mr. Renato C. Francisco. (2) Please disclose for Mr. Arthur M.	Already included in the report										
Checklist of Requirements		Page No.	Remarks											
	(d) Brief description of person's business experience (last five years); and		(1) Mr. Ruben D. Torres is identified as an Independent Director of the Company in the business experience description, contrary to the table of nominees. Please correct this discrepancy and ensure that all parts of the Information Statement are consistent. (2) Please include in the narrative discussion for Mr. P. O. Francisco	Already included in the report										
(3) Family Relationships														
	Description of Any Family Relationship up to the Fourth Civil Degrees either by consanguinity or affinity among the Directors, Executive Officers or persons nominated		Please include relationships between the nominees and directors, if any.	Already indicated										
ITEM 6. COMPENSATION OF DIRECTORS & EXECUTIVE OFFICERS														
Part IV, paragraph (B) of "Annex C", as amended														
If action to be taken is with regard to election of directors, any bonus profit sharing														
(1) Summary Compensation Table														
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name and Principal Position</th> <th style="width: 10%;">Year</th> <th style="width: 15%;">Salary</th> <th style="width: 15%;">Bonus</th> <th style="width: 30%;">Other Annual Compensation</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation							(1) Please include in the table the Salary, Bonus and Other annual compensation of the other directors and executive officers in the aggregate. (2) Please make proper disclosure that the 2022 amounts are estimated	Amended already.
Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation										
C. Issuance and Exchange of Securities														
ITEM 11. FINANCIAL & OTHER INFORMATION														
A Information Required														
If action to be taken is with respect to any matter specified in Items 9 or 10,														
	2 Management Discussion & Analysis and Plan of Operation		Please see comments below.											
C Information for the registrant & for the other person														
I. Information required by Part I paragraphs (A), (B) and (C) of "Annex														
A Description of Business														
(1) BUSINESS DEVELOPMENT														
	(b) Any Bankruptcy, Receivership or Similar Proceedings		Please disclose, if any.	Not Applicable										
(2) BUSINESS OF ISSUER														
(a) DESCRIPTION OF THE BUSINESS OF REGISTRANT AND ITS SIGNIFICANT SUBSIDIARIES														
If Material:														
	(2) Percentage of Sales or Revenues and Net Income Contributed by Foreign sales for each of the last 3 FY		Please disclose, if any.	Not Applicable										
	(4) Status of Publicly-Announced New Product or Service		Please disclose, if any.	Not Applicable										
	(5) Competitive Business Conditions and the Registrant's Competitive Position in the industry and methods of competition		Please disclose, if any.	Not Applicable										
	(6) Sources and Availability of Raw Materials and Names of Principal Supplier		Please disclose, if any.	Not Applicable										
	(7) Dependence on One or a Few Major Customers and Identification of Such		Please disclose, if any.	Not Applicable										
	(9) Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreement, or labor contracts including duration		Please disclose, if any.	Not Applicable										
	(10) Need for Any Governmental Approval of Principal Products or Services		Please disclose, if any.	Not Applicable										
	(11) Effect of Existing or Probable Governmental Regulations on the Business		Please disclose, if any.	Not Applicable										
	(12) Estimate of Amount Spent for Research and Development Activities and its percentage to revenues during each of the last 3 FY		Please disclose, if any.	Not Applicable										
	(13) Costs and Effects of Compliance w/ Environmental Laws		Please disclose, if any.	Not Applicable										
	(14) Total Number of registrant's employees and the number of employees it anticipate to have within the ensuing twelve (12) months. Indicate the number by type of employee, whether or not any of them are subject to collective bargaining agreements and the expiration date of any CBA.		Please disclose the number of employees the Company anticipate to have within the ensuing twelve (12) months.	Disclosed already in the 17A report										

	B	Description of Property		
		(2) If the registrant does not own the property or there is a mortgage or lien on the property, describe the limitations on ownership or usage over the same	Please disclose, if any.	Not applicable
		(4) Indicate what properties the registrant intends to acquire in the next twelve (12) months, the cost of such acquisitions, the mode of acquisition and the sources of financing it expects to use.	Please disclose.	Not applicable
	C	Legal Proceedings		
		(3) Date instituted	Please disclose for the case against SSS.	Refer to 2021 17A report
II. Information required by Part II(A) of "Annex C, as amended"				
	A	Market Price of and Dividends		
		(1) Market Information		
		<i>i. If principal market is a Stock Exchange in the Philippines or a foreign Exchange:</i>		
		(2) Presentation of the High and Low Sales Prices for Each Quarter within the last two (2) fiscal years and any subsequent interim period for which Financial Statements are required by SRC Rule 68.	Please disclose for the 1st Quarter of 2022.	Disclosed already in the report
		(b) If the information called for by paragraph (A) of this Part is being presented, the document shall also include the price information as of the latest practicable trading date, and in the case of securities to be issued in connection with an acquisition, business combination or other reorganization, as of the trading date immediately prior to the public announcement of such transaction.	Please disclose information of not earlier than 90 days before the date of ASM.	Disclosed already in the report
		(2) Holders		
		(a) (i) Approximate Number of Holders of Each Class of Common Security as of the latest practicable date but in no event more than 90 days prior to filing of report.	Please disclose information of not earlier than 90 days before the date of ASM.	Disclosed already in the report
III. Information required by Part III, paragraphs (A) and (B) of "Annex C,				
	A	Management's Discussion and Analysis. MD&A helps to explain financial results. A reader of the MD&A should be able to understand the financial results of the registrant's business as discussed in the "Business" section. It shall provide information with respect to liquidity, capital resources and other information necessary to understand the registrant's financial condition and results of operation. For both full fiscal years and interim periods, disclose the company's and its majority owned subsidiaries top five (5) key performance indicators. It shall include a discussion of the manner by which the company calculates or identifies the indicators presented on a comparable basis		
		(2) All other registrants shall provide the following information:		
		(a) Full fiscal years		
		(1) Discussion of the Registrant's Financial Condition, Changes in Financial Condition and Results of Operations for each of the last 3 fiscal years.	Please disclose for 2019 vs. 2018.	Already included in the report
		(2) If FS shows losses from operation, explain the causes underlying these losses and the steps the registrant has taken or is taking to address these cause.	Please disclose for 2019 vs. 2018.	Already included in the report
		(3) Past and future financial condition and results of operation, with particular emphasis on the prospects for the future.	Please disclose for 2019 vs. 2018.	Already included in the report
		(4) Key Variable and Other Qualitative and Quantitative Factors.	Please disclose for 2019 vs. 2018.	Already included in the report
		If Material:		
		(v) Any Known Trends, Events or Uncertainties (Material Impact on Sales)	Please disclose, if any.	Already included in the report
		(vi) Any Significant Elements of Income or Loss (from continuing operations)	Please disclose, if any.	Already included in the report
		(viii) Seasonal Aspects that has Material Effect on the FS	Please disclose, if any.	Already included in the report
Part II.				
Information required in a Proxy Form			Please submit sample Proxy Form.	Provided already
MANAGEMENT REPORT				
3 EXTERNAL AUDIT FEES (SEC MC No. 14, Series of 2004)				
	B.	Under the caption "Tax Fees", the aggregate fees billed in each of the last two (2) fiscal years for professional services rendered by the external auditor for tax accounting, compliance, advice, planning and any other form of tax services. Registrant shall describe the nature of the services comprising the fees disclosed under this category.	Please disclose separately for 2021 and 2020, if any.	Not Applicable
	C.	Under the caption "All Other Fees", the aggregate fees billed in each of the last two (2) fiscal years for products and services provided by the external auditor, other than the services reported under items (a) & (b) above. Registrants shall describe the nature of the services comprising the fees disclosed under this category;	Please disclose separately for 2021 and 2020, if any.	Not Applicable
6 Discussion on Compliance with leading practice on Corporate Governance				
	D.	d. Any plan to improve corporate governance of the company	Please disclose.	Already included in the report

WATERFRONT PHILIPPINES, INC.

Preliminary Information Statement was filed on June 17, 2022.

Sec. 49 of the Revised Corporation Code

Present to Stockholders the following (previous meeting):		Page No.	REMARKS	AMENDMENTS
a	The minutes of the most recent regular meeting which shall include, among others:		Please submit.	Already included in the report
1	Description of the voting and voting tabulation procedures used in the previous meeting			
2	Description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given			
3	The matters discussed and resolutions reached			
4	A record of the voting results for each agenda item			
5	List of directors, officers and stockholders who attended the meeting			
6	Such other items that the Commission may require in the interest of good corporate governance and the protection of minority stockholders			
e	An explanation of the dividend policy and the fact of payment of dividends or the reasons for non-payment thereof		Please discuss the reason for non-payment of dividends.	Company has not issue dividends since the year 2000. There is no restriction made by the company with regards to the declaration of giving a dividend to Stockholders.
g	A director attendance report, indicating the attendance of each director at each of the meetings of the board and its committees and in regular or special stockholder meeting		Please disclose.	Already included in the minutes of meeting.
j	Director disclosures on self-dealings and related party transactions, and/or		Please disclose if any.	Refer to ACGR Report

Sincerely yours,



Atty. Arthur R. Ponsaran
Corporate Secretary



June 10, 2022

Dear Stockholder:

Please be advised that the annual meeting of the stockholders of WATERFRONT PHILIPPINES, INC. (the "Corporation"), in accordance to SEC Memorandum Circular No. 6, Series of 202 will be held on Friday, July 22, 2022 at 10:00 a.m. and in light of the COVID-19 pandemic, to ensure the safety and welfare of our stockholders, the meeting will be conducted virtually via secure online meeting platform to pass upon the matters:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Previous Stockholders' Meeting for the year 2021;
4. President's Report to the Stockholders for the Year 2021 and Approval of the Annual Report;
5. Ratifications of the Acts of the Board and Management including the ratification of the Loan obtained by the Corporation from Philippine Bank of Communication;
6. Election of the Board of Directors to Serve for the Term 2022-2023;
7. Appointment of External Auditor;
8. Appointment of External Counsel;
9. Other matters; and
10. Adjournment.

The record date for the purpose of determining the stockholders who are entitled to vote in said stockholders' meeting is June 30, 2022. The stock and transfer book will be closed from July 1, 2022 to July 22, 2022.

PARTICIPATION ONLY VIA REMOTE COMMUNICATION. Stockholders can only participate in the meeting by remote communication on July 22, 2022. Stockholders as of June 30, 2022, the Record Date who intend to participate or be represented in the virtual ASM may register by logging in at https://www.waterfronthotels.com.ph/investor_relations/ and attaching the required documents for validation until July 19, 2022. After validation, the stockholder shall thereafter receive an email confirmation and details with link to log in and view the ASM 2022 of the recorded schedule.

VOTES MAY BE CAST ONLY THROUGH ONLINE CASTING OF VOTES/PROXIES ON OR BEFORE July 19, 2022 (at 10:00A.M.). Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

WE ARE NOT SOLICITING YOUR PROXY.

Pasig City, Philippines, June 10, 2022

ARTHUR R. PONSARAN
Corporate Secretary

Unit 3104, 31st Floor Antel Global Corporate Centre
#3 Dona Julia Vargas Avenue, Ortigas Center, Pasig City

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
[] Preliminary Information Statement
[X] Definitive Information Statement
2. Name of Registrant as specified in its charter **WATERFRONT PHILIPPINES, INCORPORATED**
3. **PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **AS94-008678**
5. BIR Tax Identification Code **D80-003-978-254-NV**
6. **No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City** **6000**
Address of principal office Postal Code
7. Registrant's telephone number, including area code
(02) 559-0130
8. Date, time and place of the meeting of security holders
Date & Time: **July 22, 2022 at 10:00 A.M.**
Place: **No. 1 Waterfront Drive, Off Salinas Drive Lahug, Cebu City 6000**
(Virtually or via Remote Communication in accordance with SEC
Memorandum Circular No. 6 series of 2020)
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **July 1, 2022**

10. *In case of Proxy Solicitations:*

Name of Person Filing the Statement/Solicitor:

Address and Telephone No.: _____

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding	
Common Shares - P1.00 par value	2,498,991,753	.

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange - Common shares

PART I.

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

Date, Time and Place of Meeting:

July 22, 2022

10:00 A.M.

**No.1 Waterfront Drive, Off Salinas Drive
Lahug, Cebu City 6000**

**(Virtually or via Remote Communication
in accordance with SEC Memorandum
Circular No. 6 series of 2020)**

Complete Registrant's Mailing Address (Principal Office):

**No.1 Waterfront Drive, Off Salinas
Drive Lahug, Cebu City 6000**

The approximate date on which the Information Statement are first to be sent & given to the security holders shall be on:

July 1, 2022

Item 2. Dissenter's Right of Appraisal

The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of the shares in the manner provided under Section 80 of the Revised Corporation Code of the Philippines:

- In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition, of all or substantially all of the corporate property and assets as provided in the Corporation Code;
- In case of merger or consolidation: and
- In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

Under Section 81 of the Revised Corporation Code, instances wherein the stockholder has voted against a proposed corporate action, the statutory procedures required to be followed by dissenting security holders in order to perfect such rights are, as follows:

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

(b) If, within (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the (2) thus chosen. Then 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 is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation;

There are no matters or proposed corporate actions to be taken up during the annual stockholders' meeting which may give rise to a possible exercise of security holders of their appraisal rights under Title X of the Corporation of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to Matter to be Acted Upon

1. Other than election to office and other matters stated herein, no director or officer has any substantial interest in any matter to be acted upon during the Annual Meeting of stockholders on July 22, 2022.
2. No director intends to oppose any action to be taken at the said meeting.

CONTROL AND COMPENSATION INFORMATION**Item 4. Voting Securities and Principal Holders Thereof**

The number of shares outstanding and entitled to vote in the stockholders' meeting is 2,498,991,753 shares as of May 31, 2022. The record date for purposes of determining stockholders entitled to vote is **June 30, 2022**. Stockholders are entitled to cumulative voting in the election of directors, as provided by the Revised Corporation Code.

Under Section 23 of the Revised Corporation Code, stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the stock books of the corporation at the time fixed in the bylaws or where the bylaws are silent, at the time of the election. The said stockholder may:

(a) vote such number of shares for as many persons as there are directors to be elected;

(b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or

(c) distribute them on the same principle among as many candidates as may be seen fit: Provided, That the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected: Provided, however, That no delinquent stock shall be voted. Unless otherwise provided in the articles of incorporation or in the bylaws, members of nonstock corporations may cast as many votes as there are trustees to be elected but may not cast more than one (1) vote for one (1) candidate. Nominees for directors or trustees receiving the highest number of votes shall be declared elected.

Security Ownership of Certain Record and Beneficial Owners and Management. There is no change in control of the registrant since the beginning of the last calendar year.

Security Ownership of Certain Record and Beneficial Owners:
(As of May 31, 2022)

The following persons are known to the Company to be directly or indirectly the record or beneficial owner of more than 5% of any class of the Company's voting securities:

<u>Title of Class</u>	<u>Name & Address of Record Owner & Relationship with Issuer</u>	<u>Name of Beneficial Owner & Relationship with Record Owner</u>	<u>Citizenship</u>	<u>No. of Shares Held</u>	<u>% of Class</u>
Common	PCD Nominee Corporation (Fil.) 37/F Tower I, The Enterprise Center 6766 Ayala Ave., Paseo de Roxas, Makati City (PCD Nominee is not related to WPI)	Various Clients	Filipino	1,138,645,073	45.56%

Common	<p>The Wellex Group, Inc. 35th Flr One Corporate Center, Dona Julia Vargas Ave. cor. Meralco Ave., Ortigas <i>TWGI is the holding company and major stockholder of WPI.</i></p>	<p>The Wellex Group, Inc. 35th Flr One Corporate Center, Dona Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City</p> <ul style="list-style-type: none"> • <i>Represented by Miss Elvira A. Ting, who is a nominee of said company. Directors & Officers are William T. Gatchalian, Dee Hua T. Gatchalian, Kenneth T. Gatchalian, Arthur R. Ponsaran & Yolanda T. de La Cruz</i> 	Filipino	1,128,466,800	45.16%
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Foreigners do not own, directly or indirectly, more than 15% of any class of the Company's voting securities. PCD Nominee (Non-Filipino) constitutes only a 1.68%.

**Security Ownership of Management
(As of May 31, 2022)**

The numbers of shareholders of record as of May 31, 2022 were 430 and common shares issued and subscribed were 2,498,991,753.

Title Of Class	Name of beneficial Owner	Amount and nature of Beneficial Ownership	Citizenship	% of Class
Common	Kenneth T. Gatchalian	30,000,100 direct	Filipino	1.200
Common	Arthur M. Lopez	1 direct	Filipino	0.000
Common	Elvira A. Ting	10,000,009 direct	Filipino	0.400
Common	Aristeo R. Cruz	1,000 direct	Filipino	0.000
Common	Arthur R. Ponsaran	110 direct	Filipino	0.000
Common	Dee Hua T. Gatchalian	350,000 direct	Filipino	0.014
Common	Reno I. Magadia	10,000 direct	Filipino	0.000
Common	Sergio R. Ortiz-Luis Jr.	110 direct	Filipino	0.000
Common	Ruben D. Torres	1,000 direct	Filipino	0.000
Common	Renato C. Francisco	100 direct	Filipino	0.000
	Total Beneficial Ownership	40,362,430		1.614

There is no voting trust holder of 5% or more.

There are no persons holding a certain class of stocks under a voting trust or similar agreement. There are also no arrangements that may result in a change in control of the registrant.

There are no significant changes to the control in the group for the year 2021.

Item 5. Directors and Executive Officers

Nominees for Election as Members of the Board of Directors:
(Final as Pre-screened by Nominations Committee)

Name	Position	Age	Citizenship
Sergio R. Ortiz-Luis, Jr	Chairman of the Board	79	Filipino
Kenneth T. Gatchalian	President/Director	46	Filipino
Elvira A. Ting	Treasurer/Director	62	Filipino
Ruben D. Torres	Director	81	Filipino
Reno I. Magadia	Director	52	Filipino
Arthur M. Lopez	Director	76	Filipino
Dee Hua T. Gatchalian	Director	74	Filipino
➤ Aristeo Cruz	Independent Director	56	Filipino
➤ Renato C. Francisco	Independent Director	74	Filipino

They are in the final list of nominees as pre-screened by the Nominations Committee. The nominees nominated by Ms. Elvira A. Ting, are her nephew, Kenneth T. Gatchalian and Dee Hua T. Gatchalian is her sister.

Independent Directors should possess all the qualifications and none of the disqualifications to serve as such as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.

The Members of the Nomination Committee are the following:

- Chairman - Dee Hua T. Gatchalian
- Member - Sergio R. Ortiz-Luis, Jr
- Member - Elvira A. Ting

The Company has complied with the Guidelines on the Nomination and Election of the Independent Waterfront Philippines, Inc.

Directors as outlined in SRC Rule 38.

Directors and Executive Officers:

- a) There are 9 seats in the Board of Directors. The term of office of each member is one year.
- b) The current members of the Board of Directors are as follows:

Office	Name	Age	Citizenship	Position in Other Listed Companies
Chairman of the Board/Independent Director	Sergio R. Ortiz-Luis, Jr.	79	Filipino	Independent Director-Waterfront Philippines, Inc., President & CEO - Philippine Exporters Confederation, Inc. (PHILEXPORT); Honorary Chairman - Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines, Integrated Concepts and Solutions, Inc., Vice-Chairman of Alliance Global, Inc.; Director - International Chamber of Commerce of the Philippines, Manila Exposition Complex, Inc., Lasaltech Academy, BA Securities, Rural Bank of Baguio, GS1.; Gov't Affiliations: Vice-Chairman - Export Development Council; Civic Organizations: Chairman - Rotary Club of Green Meadows, Director - PILAK Foundation, Universal Access Center for Trade Others: Honorary Consul General - Consulate of Romania in the Philippines.
Director	Kenneth T. Gatchalian	46	Filipino	Director-Wellex Industries Inc.; President & CEO of Acesite (Phils.) Hotel 2007-present; President and Chief Executive Officer of Philippine Estates Corporation 2010-2011; Director-Forum Pacific Inc.
Director	Arthur M. Lopez	76	Filipino	Owner and Principal Consultant of AML Hotel Consultancy, Management and Technical Services Consultant of Federal Land and owner of Grand Hyatt Projects and Marco Polo Cebu; Director-Philippine Estates Corp., Chairman- Acesite Phils. Hotel Corp, Hotel Management Consultant of the

				B Hotel Manila, Bellevue Bohol Resort in Panglao, B Hotel Quezon City, Bellevue Baguio (opening in 2018) and Bloomberry Casino Hotels & Resorts; Regional Director of Asia Pacific Top Management International Resources Corp.; Hotel Management Consultant of Double Dragon properties Corporation. President of Legoli Holdings Inc and Arleff Holdings Inc. and President of Phil. Hotel Federation Inc.
Director	Dee Hua T. Gatchalian	74	Filipino	Director- Philippine Estates Corporation, Acesite (Philippines) Hotel Corporation; EVP- Finance and Admin The Wellex Group, Inc., & Plastic City Corporation. Chairperson of Jesus Our Life Ministries, Inc.
Director	Reno I. Magadia	52	Filipino	Managing Director- Misons Industrial & Development Corp., Metro Combined Logistics Solutions, Inc.; Director - Metro Alliance Holdings and Equities Corp. Vice-President and Director of Mercator Filter Manufacturing Corporation.
Director	Aristeo R. Cruz	56	Filipino	Independent Director Waterfront Philippines, Inc., Independent Director-The Wellex Group, Inc., Director of Acesite Phils Hotel Corp. Meycauayan College, Inc - Vice-Chairman of the board and Executive Vice President; Cruz Altares & Associates Law Office (formerly Cruz, Castro & Altares Law-Founding and Managing Partner,Liberty Bank (A Rural Bank), Inc.-Vice President Idealand Realty & Dev't Corp.- Vice-President and Chief Operating Officer (COO) Philstar Innovation Realty Corp.- Director & Corp Secretary Statosphere Realty & Dev't Corp. President and Chief Operating Officer (COO) Metro Alliance Holdings & Equities Corp.- Independent Director

Director	Ruben D. Torres	81	Filipino	Director Waterfront Philippines, Inc., President – BPO Workers Association of the Phils.; Senior Partner – Torres Caparas Torres Law Offices; Secretary General-Katipunan ng Manggagawa at Magsasaka ng Pilipinas; Chairman/CEO - Service Exporters Risk Management & Consultancy Co., Towers Corporation and Optimus Medical Care and Trading Corporation.
Director and Treasurer	Elvira A. Ting	62	Filipino	President & CEO – Philippine Estates Corporation; Director-Wellex Industries, Inc., Forum Pacific, Inc., Orient Pacific

				Corporation, Crisanta Realty and Development Corporation, Recovery Development Corporation, The Wellex Group, Inc., Plastic City Industrial Corporation.
Corporate Secretary	Arthur R. Ponsaran	79	Filipino	Director-Philippine Estate Corporation, Wellex Industries, Inc., Forum Pacific, Inc. Acesite (Phils.) Hotel, Managing Partner-Corporate Counsels, Phils., Chairman of Value Management and Options Corp and Corp Secretary of Producers Rural Banking Corp., The Wellex Group, Inc., MRL Gold Phils., Inc., Village Foundation, Shuylkill Assets Strategists (SPV-AMC), Inc., Petrolift Corp.

The aforementioned nominees are all incumbent directors. The independent directors, Atty. Renato C. Francisco and Atty. Aristeo R. Cruz have been independent directors since 2019, and 2021 respectively. No incumbent director has resigned or declined to stand for election for re-election to the board of directors since the date of the last annual meeting of security holders.

Key Officers

Name	Office	Age	Citizenship
Kenneth T. Gatchalian	President	46	Filipino
Evangeline E. Soliveres	Corporate Finance Director	49	Filipino
Maria Socorro R. Coteló	Corporate Planning Director	47	Filipino
Lanelle Cristina M. Barba	Corporate Peers Resources and Development Director	44	Filipino
Arthur R. Ponsaran	Corporate Secretary	79	Filipino

A brief description of the nominee directors' and executive officers' business experience and other directorship held in other reporting companies are provided as follows:

Sergio R. Ortiz-Luis, Jr.	Chairman of the Board
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He has degrees of Bachelor of Arts and Bachelor of Science in Business Administration from De La Salle University; PhD Humanities from Central Luzon State University, and PhD Business Technology from Eulogio "Amang" Rodriguez Institute of Science and Technology. He is the President and CEO of Philippine Exporters Confederation, Inc. An Honorary Chairman of Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines as well as Integrated Concepts & Solutions, Inc. He is the Vice Chairman of Alliance Global, Inc., Export Development Council. He is a Director of Manila Exposition Complex, Inc., Lasaltech Academy, Philippine Estate Corporation, BA Securities, Rural Bank of Baguio, PILAK Foundation, and Universal Access Center for Trade and Philippine International Training Corporation. He is a Council Adviser Member of Philippine Foundation, Inc., a Founding Director of International Chamber of Commerce of the Philippines and GS1. He is also a member of the

Board of Advisers of Southville International School and Colleges. He is a commissioner of Patrol 117, a Financing Champion of National Competitiveness Council and a Private Sector Representative of Bamboo Council. He is also a Chairman of Rotary Club of Green Meadows Foundation and also a Chairman of Council of Advisers Eastern Police District. He is the Past President of Rotary Club of Green Meadows Quezon City RI District 3780; a Board of Advisers Member of Council of Advisers Philippine National Police, a senator of Philippine Jaycee Senate, Captain of Philippine Coastguard Auxiliary and a member of the League of Corporate Foundation. He is the Honorary Consul General of Consulate of Romania in the Philippines, a Treasurer of Consular Corps of the Philippines and an Honorary Adviser of International Association of Education for World Peace. Some awards that he received were International Peace Award for Economic Development in 2005, Most Outstanding Citizen of Nueva Ecija in the Field of Business in 2005 also, Most Outstanding Pasigueno in 2006, Ulirang Ama also in 2006 and Presidential Merit Award Medal in 2007. He became an Independent Director of Waterfront Philippines, Inc. since August 2006-2020. In 2014, he attended Exporter's Partner in Gearing the Country for the AEC Markets of the World 2, Technology Innovation and Entrepreneurship as Competitive Strategies PHILAAS 63rd Annual Convention and lastly, Bringing the Buy Pinoy Campaign to the Next Level.

Kenneth T. Gatchalian	President
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Mr. Kenneth T. Gatchalian is the President of the Company. He is a member of the Board of Forum Pacific, Inc. and Wellex Industries, Inc., and The Wellex Group, Inc. He holds a Degree in Bachelor of Science in Architecture from University of Texas in San Antonio, Texas, USA. He has been the Director of Waterfront since February 2001.

Arthur M. Lopez	Director
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Hotel management consultant specializing in general hotel management consultancy services, marketing, hotel design development/technical services, gaming, hotel feasibility study, pre and post hotel opening management services, asset management/owner's representative, food and beverage concept and service, mergers and acquisitions, travel and tours, theme parks and third party management and branding. The Owner and Principal Consultant of AML Hotel Consultants. Hotel Management and Development Consultant – Double Dragon Properties Corporation (PSE listed) - Hotel of Asia Inc. – Jin Jiang Ortigas, Jin Jiang Inn Makati, Injap Tower Iloilo, Hotel 101 Manila (500 rooms), Hotel 101 Fort project (600 rooms, under construction); Hotel 101 Bohol (250 rooms, under construction); Hotel Management and Development Consultant – Bellevue Bohol Resort, The Bellevue Hotel Manila, The B Hotel Manila, B Hotel Quezon City; Bellevue Baguio (under construction) opening in 2018; Bellevue Bohol Resort extension (140 rooms) opening 2019. Hotel Management and Development Consultant – Wydham Garden (Wellworth Properties and Development Corporation) Quezon City (200 rooms) opening in 2020 and in a resort hotel in Mactan, Cebu City (300 rooms) opening in 2021. The Chairman – Philippine Estates Corporation (PSE listed) and Acesite Philippines Hotel Corporation, owner of Manila Pavilion Hotel (PSE listed). Director – Waterfront Hotels and Casinos (PSE listed) – Waterfront Cebu City Hotel & Casino, Manila Pavilion Hotel & Casino, Waterfront Airport Hotel & Casino and Waterfront Insular Hotel Davao. President – Philippine Hotel Owners Association, Inc. (PHOAI) – the largest group of hotel owners and developers in the Philippines. Holds a Bachelor of Science degree in Commerce, major in Management, and a Master's Degree in Business Administration (MBA), both from the University of Santo Tomas in the Philippines. He completed a Tourism Management course at the East-West Center, University of Hawaii, Honolulu, Hawaii and Cornell University, Ithaca, New York, USA. Mr. Lopez became an Independent Director of Waterfront Philippines, Inc. since August 2011-2020.

Dee Hua T. Gatchalian	Director
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Mrs. Gatchalian was elected director of the Company since 24 June 2004-present. She is the Executive Vice-President of The Wellex Group, Inc., and also the Executive Vice-President of Plastic City Corporation. She is a board of director of Philippine Estates Corporation, and Acesite (Phils.) Hotel Corp. She graduated with a degree in Medical Technology from the Far Eastern University in 1970. In addition to her numerous positions in business firms, she is the Chairperson of Jesus Our Life Ministries, Inc., a non-profit, non-stock organization duly registered with the Securities and Exchange Commission.

Reno I. Magadia	Director
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A Master's degree holder in Business Administration from Pepperdine University in Los Angeles, California, Mr. Magadia is currently the Managing Director of holding firm, Misons Industrial and Development Corp. He is also the Managing Director of Metro Combined Logistics Solutions, Inc. He is *Waterfront Philippines, Inc.*

on the Board of Directors of Metro Alliance Holdings and Equities Corporation. He held the posts of Vice President and Director of Mercator Filter Manufacturing Corporation. He also worked as Head Portfolio Manager of stock brokerage firm, Papa Securities Corporation. He was also the President and Founder of the Youth Leaders for Change, a non-profit and multi-sectoral organization for youth leaders in Quezon City. He was elected as Director of Waterfront Philippines, Inc., since September 17, 2005-present.

Renato C. Francisco	Director
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A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 – August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/Executive Judge for the Regional Trial Court – Branch 19 of Malolos, Bulacan. Prior to that, he has also been the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar-Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices. Mr. Francisco became an Independent Director of Waterfront Philippines, Inc. since August 2014-present.

Ruben D. Torres	Director
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Mr. Ruben Torres graduated in the University of the Philippines with a degree of Bachelor of Arts (Political Science) after which, he finished the degree of Bachelor of Laws at the same university. Presently he is also the President of BPO Workers Association of the Philippines and Senior Partner of Torres Caparas Torres Law Office. He is also the Secretary General of Katipunan ng Manggagawa at Magsasaka ng Pilipinas. He is associated with the Integrated Bar of the Philippines and Philippine Academy of Professional Arbitrators. His former positions include being a Member of the House of Representatives of the 2nd District of Zambales, Executive Secretary of the Office of the President in Malacañang, Secretary of the Department of Labor and Employment. Mr. Torres became an Independent Director of Waterfront Philippines, Inc. until 2020.

Elvira A. Ting	Director and Treasurer
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Ms. Elvira A. Ting earned her Bachelor's Degree in Business Administration major in Management from the Philippine School of Business Administration. She has been the Director of Waterfront Philippines, Inc., since October 2000-present. She is also the President/Director of Philippine Estates Corp., a director Wellex Industries, Inc., The Wellex Group, Inc., and Forum Pacific, Inc. She is also a Director/CFO of Acesite Phils. Inc. since 2004-present.

Arthur R. Ponsaran	Corporate Secretary
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Atty. Arthur R. Ponsaran graduated his Bachelor's Degree from University of the East and he finished the degree of Bachelor of Laws at University of the Philippines. He is the Director of Philippine Estate Corporation, Wellex Industries, Inc., Forum Pacific, Inc. Acesite (Phils.) Hotel, Managing Partner-Corporate Counsels, Phils., Chairman of Value Management and Options Corp and Corp Secretary of Producers Rural Banking Corp., The Wellex Group, Inc., MRL Gold Phils., Inc., Village Foundation, Shuylkill Assets Strategists (SPV-AMC), Inc., Petrolift Corp.

Aristeo R. Cruz	Director
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Atty. Cruz graduated from De La Salle University with a Bachelor in Commerce major in Accounting on 1986. He was also a graduate of Bachelors of Laws from New Era University in 2005 as Cum Laude, Outstanding Student Awardee, and Class valedictorian. He is a certified Public Accountant and a member of the Philippine Bar. He is the Founding and Managing Partner of Cruz Altares & Associates Law Office. He is the President and Chief operating Officer of Idealand Realty and Development Corp. since 2009 and Statosphere Realty and Development Corp. since 2011. He is the President of Waterstreet Realty Corp. since 2012, Director of Metro Alliance Holdings and Equities Corp. since 2015, Director and Corporate Secretary of Philstar Innovation Realty Corp. since 2011 and Justino Emilia Realty and Management & Development Corp since 20018, and Vice President of Liberty bank since 2018. He is the President of Jose and Luz Locsin Foundation since 2012. He is the Vice Chairman and Director of Dean of Meycauayan College, Inc. since 2011 and 2007, respectively.

Executive

Kenneth T. Gatchalian (see above description)	President
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Evangeline E. Soliveres	Corporate Finance Director
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Ms. Soliveres joined Waterfront Group on February 16, 2022 as Corporate Finance Director. She is a CPA by profession; she graduated at the Polytechnic University of the Philippines (PUP), Manila with a degree of Bachelor of Accountancy, *Cum Laude*. She has earned MBA units from Ateneo Graduate School of Business. After graduation, she worked as an external auditor at Punongbayan & Araullo, CPAs at Makati City. Then, she moved to DMC-Urban Property Developers Inc. as Chief Accountant/Financial Analyst. After which, she worked for ECI Telecom Phils., in Makati City as Finance & administration Manager. In 2007, she worked for Emerson Asia Pacific ROHQ as Regional Finance Manager for Asia Pacific Supply Chain Organization. In April 2010, she joined ICAP Philippines Inc (Interdealer Broker in Securities) as a Treasurer/Finance & Administration Head and Associated Person. After almost 7 years, she decided to leave and join GFI (Hong Kong Brokers) Ltd as Director & Head of Finance & Administration. She was also the Chief Finance & Operations Officer in GLLC Medical Ltd. Hong Kong from the year 2020-2021, prior to joining Waterfront Group. She is a member of the Philippine Institute of Public Accountants (PICPA) and Association of Certified Public Accountants in Commerce & Industry (ACPACI).

Maria Socorro R. Cotelo	Corporate Planning Director
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Ms. Cotelo is the Corporate Planning Director for Waterfront Hotels & Casinos. She joined Waterfront in 2003 as Sales Accounts Manager before she moved to help establish Revenue Management in the company from there she continued to work in the Corporate Planning Division undertaking Standardization, Business Development, Reservation & Distribution and Corporate Information Technology. She earned her Bachelor's Degree in Economics at the University of San Carlos and took up masteral units for the same course before pursuing her Bachelor of Laws from SouthWestern University, Cebu City. After completing her Bachelor of Laws, she worked for the Davide, Calderon, and Tolentino Law office in 2002 and as part-time instructor for the University of San Carlos, Economics Department. She had significant training in Hotel Management and Distribution Systems and attended Revenue Management seminars specifically on Pricing, Travel distribution and technology, Project Management, Branding, and Selling Skills workshops. Her speaking engagement to two of these international seminars & forums under the Travel Distribution Summit Asia in 2008 and 2009 include topics on Revenue Management in Tough times and Integrating Sales and Marketing in Revenue Management. She completed her Certification in Revenue Management at Cornell University, New York in 2011 with focus on hotel and restaurant revenue management, strategic pricing, demand management, strategic marketing and financial management. As part of SEC Compliance, she completed the seminar on Corporate Governance on November 19, 2021.

Lanelle Cristina M. Barba	Corporate Peers' Resources and Development Director
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Ms. Barba, joined Waterfront on June 2006–April 2008 as Employee/Labor Relations Officer in Waterfront Pavilion Hotel and Casino, and was appointed as Peers Resources' and Development Director of the same property on April 30, 2008. Currently, she is the Corporate Peers' Resources and Development Director of Waterfront Hotels and Casinos. She earned her Bachelor's Degree in Elementary Education at the University of Santo Tomas. Prior joining with Waterfront, she is the HR Officer of Asia Select Inc. and Research Analyst under Employee Relations and Benefits Division of Metrobank. She was sent to various

trainings and seminars and in 2009, she was sent to Nanyang University, Singapore to attend the PDP 2009 Building the Human Capital Base: Essential HR Practices for Managers. In 2011 to Bangkok, Thailand for HR Audit training. On November 19, 2021, she completed the seminar on Corporate Governance.

Richard L. Ricardo	Compliance Officer/Investor Relations Officer/Vice President For Corporate Affairs
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Mr. Ricardo is the Vice-President for Corporate Affairs of Acesite (Phils.) Hotel Corporation since 2004 and is concurrently the Vice-President for Strategic Initiatives of The Wellex Group, Inc. He is a graduate of the Ateneo de Manila University with degrees in both Management and Economics. He started in banking and corporate lending with the Far East Bank and Trust Company and later handled corporate planning for the Philippine Banking Corporation. He has previously worked in AEA Development Corporation, an investment house, and has also served in the government under both the Office of the Prime Minister and the Ministry of Finance. He is a licensed real estate broker and is concurrently a director of Philippine Estates Corporation, Wellex Industries, Inc., Forum Pacific, Inc. and is the treasurer of Metro Alliance Holdings and Equities Corporation.

Joson T. Lim	Data Privacy Officer
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Mr. Lim joined Waterfront on November 2005 as Group Reservations & Distributions Manager, and was appointed in the year 2017 to present as Data Privacy Officer where he monitors the Company's and its property's compliance with the DPA, its IRR, issuances by the National Privacy Commission and other applicable laws and policies. He also conducts Privacy Impact Assessments for the Company's and each property's new projects, programs, systems and processes to demonstrate proper privacy management activity, which includes ensuring data protection risks are measured, analyzed and mitigated. He passed the Data Protection Officer-NPC ACE Level 1 DPO-ACE C-2019-161. He was also a Data Protection Officer Nominee of the National Privacy Commission – 2021 Privacy Awareness Week. He even attended the Professional Development Program courses specifically for Interactive Marketing, Demand Management in Evolving Marketing Channels, and Marketing Management at Cornell School of Hotel Administration Executive Education, Ithaca, New York, USA. He earned his Bachelor's Degree in Hotel and Restaurant Management at the University of San Carlos. In 2001, he passed the certification of Spirit of Hospitality American Hotel & Lodging Institutes and Supervisory Skill Builders at American Hotel Lodging Institutes 6751 Forum Drive, Suite 220, Orlando, FL USA. As part of SEC Compliance, he completed the seminar on Corporate Governance on November 19, 2021.

Justine Dominique R. Bering	Chief Audit Executive
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Ms. Justine is the Internal Audit Manager of Waterfront Hotel & Casino. She performs audit procedures for the four properties of the Group. Currently, she is handling three audit staff. She is directly reporting to the owner of the Waterfront Group. She has also experience handling the Finance team of a 5- Star Hotel, Movenpick Hotel Mactan Island Cebu. As the Finance Head, she oversees the whole accounting process, budgeting, and ensuring the quality of financial statements. Before that, she was the Internal Auditor and Compliance Officer of the same Company. She has been assigned to audit the monthly accounting transactions and taxation-related issues, identify and assess areas of significant business risk and implement best audit practices. Before joining the Hotel Industry, she was a Corporate Financial Analyst in LH Paragon, Inc., a holding company engaged in various industries in the Philippines and abroad. She is an Experienced Associate in the Financial Statement Assurance Services Practice of SGV & Co., a member firm of Ernst and Young (EY). She joined the firm in July 2016 after passing the Certified Public Accountant Licensure Examinations in May 2016. She graduated with a Bachelor of Science in Accountancy degree from the University of San Jose- Recoletos. On November 19, 2021, she completed the seminar on Corporate Governance.

Significant Employees

There are no employees of the Company who is not an Executive Officer but expected to make significant contribution to the business of the Company.

Family Relationship

Mr. Kenneth T. Gatchalian is the son of Ms. Dee Hua T. Gatchalian. Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian and an aunt of Kenneth T. Gatchalian.

There are no other relationships among the officers listed.

Involvement in Certain Legal Proceedings

As of May 31, 2022 none of the directors and officers/nominees was involved in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceedings, or been subjected to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities or commodities or banking activities, nor found in an action by any court or administrative bodies to have violated a securities and commodities law.

Certain Relationship and Related Transactions

	Relationship to the Issuer	Nature of Advances	Amount of Advances
The Wellex Group, Inc. (TWGI)	Ultimate Parent	Secured; interest-bearing; due in one year subject to renewal	2021 - P 971,130,000 2020 - P 983,333,000
Pacific Rehouse Corporation (PRC)	Stockholder	Secured; interest-bearing; not impaired; due in one year subject to renewal	2021 - P 584,570,000 2020 - P 573,919,000
Philippine Estate (PHES)	Stockholder	Unsecured; non-interest bearing; due on demand	2021 - P 92,054,000 2020 - P 92,054,000
Crisanta Realty	Stockholder	Unsecured; interest-bearing; due in 5 years	2021 - P 423,030,000 2020 - P 412,370,000

See notes 8 on Consolidated FS 2021

Term of Office

The Directors of WPI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified. Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have been qualified.

Item 6. Compensation of Directors and Executive Officers

None of the Directors receive compensation for serving as Directors of the Company.

The aggregate paid to the highly compensated executive officers

Aggregate Compensation paid to the highly compensated executive officers	Principal Position	Year	Salary (P) (estimated)	Bonus (P)	Other annual compensation
Christopher R. Park	Group General Manager	2022	5,697,214.69 ^(estimate)	None	None
Evangeline E. Soliveres	Corporate Finance Director	2021	13,673,315.25	None	None
		2020	13,022,205.00	None	None
Maria Socorro R. Cotelos	Corporate Planning Director	2019	12,402,100.00	None	None
		2018	11,811,523.50	None	None
Ms. Lanelle Cristina M. Barba	Corporate Peers' Resources and Development Director				

None of the executive officers receive bonus and other annual compensation.

Compensation Plan of Directors

The members of the Board of Director are elected for a term of one year. Director per diem are at a rate of Php 9,000.00 (net of 10% ewt) per board meeting. Except for the Chairman and the CEO, Directors, are not entitled to compensation package. Except as herein mentioned, no director received bonuses or profit sharing plans for the years ended 31 December 2021 and December 2020.

Employment Contracts and Termination of Employment and Change—in-Control Arrangements

There is no employment contract and termination of employees and change-in-control arrangement with directors and executive officers.

Warrants and Options Outstanding

There are no warrants and options outstanding held by Waterfront Philippines, Inc.'s CEO, executive officers and all officers and directors as a group.

Item 7. Independent Public Accountants

The external auditor of Waterfront Philippines, Inc. (WPI) for the most recently completed calendar year ending December 2021 is KPMG R.G. Manabat and Co., previously KPMG Manabat Sanagustin and Co., under Mr. Tireso Randy F. Lapidez, Partner in-charge, and they are being recommended by the board of directors for the approval of stockholders for this coming year. The firm also audited the Company's previous calendar year.

The company is in compliance with SRC Rule 68, Paragraph 3(b)(iv) .

There were no changes in and disagreements with the accountants or with the current accounting firm relating on accounting and financial disclosure.

Representatives of said firm are expected to be present at the stockholders' meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Audit Committee

The members of the Audit Committee, composed of at least three (3) directors, at least one (1) of whom shall be an independent director, are elected by the board during the first board meeting following the annual stockholders meeting. Each member of the Audit Committee shall have adequate understanding, at least, or competence at most, of the company's financial management systems and environment. The Audit Committee shall have the functions, powers and authorities as may be prescribed by the Board, or

as provided in the Corporation’s Manual of Corporate Governance, and as may be prescribed by applicable law and regulations.

Duties and Responsibilities of the Audit Committee

Review all financial reports against compliance with both the internal financial management policy and pertinent accounting standards, including regulatory requirements. Review management policy on financial management, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, crisis management. Review audit plans, scope and frequency of the external audit to the extent advisable, interface with the internal and external auditors. Develop a plan to elevate to international standards the accounting and auditing processes, practices and methodologies, including: a realistic timetable within which the accounting system of the Corporation will be compliant with International Accounting Standards (IAS); an accountability statement that will specifically identify officers and /or personnel directly responsible for the accomplishment of such task;

Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Company through a step-by-step procedures and policies handbook that will be used by the entire organization.

The Board constituted the following committees:

Audit Committee

- Chairman - Aristeo R. Cruz - Independent Director
- Member - Renato C. Francisco - Independent Director
- Member - Dee Hua T. Gatchalian

Audit and Audit-Related Fees

	FOR THE CALENDAR YEAR ENDED DECEMBER 31,	
	2021	2020
Aggregate Fees Billed for the external audit of the Company’s financial statements	4,021,828.30	3,477,600.00

The Company has complied with the requirements of the Rotation of External Auditors as outlined in SRC Rule No.68, Paragraph 3(b)(iv)

Item 8. Compensation Plans

To date WPI has not issued any options or implemented any option scheme to its directors and officers.

The Company has no immediate plan with regard to any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

As of May 31, 2022, Waterfront Philippines, Inc. has no plans yet to increase its authorized capital stock.

Item 10. Modification or Exchange of Securities

Waterfront Philippines, Inc. has no plans to modify any of each authorized and issued securities or to exchange them to another class.

ADDITIONAL REQUIREMENTS AS TO CERTAIN ISSUES AND ISSUER

As of December 31, 2021 the company has a net worth of P11.669 billion and is not planning to issue unsecured bonds for 2022.

Properties

WCCCHI and WMCHI have separate contracts of lease for the use of parcels of land in the province of Cebu.

WCCCHI Land Lease:

Location	Former airport site at Lahug in Cebu City
Size	Approximately 4.6 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of Lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 11.00 per square meter or a total amount per annum of Php 6,072,000.00 + Percentage rental of 2% of the annual Gross Revenue as defined under the Land Lease Agreement

WMCHI Land Lease:

Location	In front of Mactan-Cebu International Airport, Lapu-Lapu City
Size	Approximately 3.2 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of Lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 18.75 per square meter or a total amount per annum of Php 7,875,000.00 + Percentage rental of 2% of the Annual Gross Revenues as defined under the Land Lease Agreement.

DIHCI Wholly Owned:

Location	Lanang, Davao City	
Size	Approximately 12.29 hectares but with foreshore area of 4.3 hectares	
	Title	Area (In Sq. Meters)
	TCT 0-255*	2,997
	0-256*	404
	0-256*	304
	0-257*	113
	0-258*	50
	0-259*	404
	T-10250*	44,511
	T-10250*	47,320
	T-10251*	2,091
	T-102510*	2,043
	T-10252*	1,133
	T-10252*	300
	T-10252*	300
	T-10252*	1,580
	T-10252*	643
	T-10254*	500
	T-10254*	400
	T-10303-A*	304
	T-10303*	108
	T-30874*	223
	T-10264*	18,959
	T-10379*	140
	T-0303-A	4,319

ACESITE Land Lease

Location	Corner of United Nations Avenue & Maria Y. Orosa Street in Ermita, Manila
Size	Total land area of 6,500 square meters
Lessor	Cima Realty Philippines Inc. now known as Acesite Realty, Inc.
Terms of Lease	Lease is valid until January 2031, renewable for another 20 years.
Lease Agreement	Php 250,000 per month; escalation of 5% per year

Legal Proceedings

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 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 Court of Appeals 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, 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.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- ☒ The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- ☒ SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

Subsequently, on January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statement of profit or loss and other comprehensive income.

Outstanding principal balance of the loan amounted to P375.00 million as at December 31, 2021 and 2020. Interest expense related to the SSS loan recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P20.63 million, P60.00 million and P59.92 million in 2021, 2020 and 2019. Accrued interest and penalties, presented as part of “Accrued interest and penalties” under “Accounts payable and accrued expenses” account in the consolidated statement of financial position, amounted to P0.71 billion and P1.17 billion as at December 31, 2021 and 2020, respectively

BIR Assessment

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. As at December 31, 2017, the Parent Company is still awaiting the SC's decision.

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.

Item. 11. Financial and Other Information

Audited Financial Statements as of 31 December 2021, Management's Discussion and Analysis and Market Price of Shares and other data related to the Corporation's financial information are attached hereto. The schedules required under Part IV(c) of Rule 68 are included in the Annual Report.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

As of May 31, 2022 Waterfront Philippines, Inc. has no plans to merge, and consolidate with other company, to acquire other company's securities, to acquire any other going business or of the assets thereof, to sell or transfer any substantial part of its assets and to liquidate or dissolve the Company.

Item 13. Acquisition or Disposition of Property

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, CIMAR's stockholders including all their nominees, agreed to assign, sell, transfer and convey all existing shares of stocks of CIMAR to the Company.

Item 14. Restatements of Accounts

The Consolidated Financial Statements of Waterfront Philippines, Inc. has been prepared in accordance with Philippine Financial Reporting Standards (PFRS). In particular there have no restatements of Accounts.

D. Other Matters

Item 15. Action with Respect to Reports

1. Annual report for the year ending December 31, 2021 will be presented to the stockholders for approval.
2. Minutes of the 2021 Annual Stockholders' Meeting will also be presented to the security holder for approval.
3. Interim Report as of March 31, 2022 will be presented to the security holder for information regarding the actual situation of the business.

Item 16. Matters Not Required to be Submitted - NONE

Item 17. Amendments of Charter, By-Laws & Other Documents

a. Except for the amendments that the Corporation has made to its by-laws, Article III, Board of Directors, Sections 3-7, as per Board of Directors meeting held on September 1, 2004 and Stockholders' meeting held on September 4, 2004, And it was filed and approved with SEC last September 6, 2005. Since then there is no other amendments made by the corporation.

b. On May 25, 2012, the application for the increase in Acesite (Phils.) Hotel Corp.'s authorized capital stock, one of Waterfront Philippines Inc.'s subsidiaries, from P310 million to P1.21 billion was approved by SEC. Accordingly, the Company distributed the 250% stock dividends or 246,248,212 shares on July 19, 2012 for stockholders of record as of June 25, 2012.

The Board of Directors and the stockholders of Acesite (Phils.) Hotel Corporation approved on June 11, 2009 and July 2, 2009, respectively, the increase of the authorized capital from P1, 210,000,000.00 to P2, 010,000,000.00 via stock rights offering at an entitlement ratio of 0.58:1.

In a special meeting held last July 14, 2014, the Board of Directors approved the amendment of the entitlement ratio from 0.58:1 to 1:1.

The proceeds will be used for the renovations of rooms, facilities, repair and replacement of equipment and working capital.

c. In a special meeting also held last July 14, 2014, the Board of Directors approved the proposal to increase the authorized capital stock of Waterfront Mactan Casino Hotel, Inc, one of Waterfront Philippines Inc.'s subsidiaries, from P13, 800,000.00 to P500, 000,000.00, which increase will be paid-up via declaration of stock dividends in the amount of P262, 200,000.00.

d. Waterfront Philippines Inc.'s principal office address is located at No.1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City as amended in the Articles of Incorporation on December 19, 2001.

Item 18. Other Proposed Action

For the coming Stockholders meeting on July 22, 2022 at 10:00 a.m, these are the following proposed action to be taken:

- a. Approval of Minutes of the previous stockholders meeting.

- b. Presentation and approval of the Annual Report
- c. Ratification of the acts of the Board of Directors and Management including the ratification of the loan obtained by the Corporation from Philippine bank of Communication
- d. Election of the board of directors for the ensuing term:
 - Mr. Kenneth T. Gatchalian
 - Ms. Elvira A. Ting
 - Ms. Dee Hua T. Gatchalian
 - Mr. Aristeo R. Cruz
 - Mr. Reno I. Magadia
 - Mr. Arthur M. Lopez
 - Mr. Sergio R. Ortiz-Luis, Jr.
 - Mr. Ruben D. Torres
 - Mr. Renato C. Francisco
- e. Appointment of External Auditors
The board will recommend KPMG R.G. Manabat & Co., previously KPMG R.G. Manabat and Co., as the Corporate External Auditor for the year 2022.
- f. Appointment of External Counsel
For the year 2022, the Board will recommend Corporate Counsels, Philippines as the Legal Counsel of the Company.

Other than the above mentioned proposed actions there are no other matters that the Board of Directors intends to present or have the reason to believe others will present at the meeting.

Item 19. Voting Procedures

The vote of stockholders representing at least majority of the issued and outstanding capital stock entitled to vote is required.

At every meeting of the stockholders of the corporation, each share of stock entitles its owner to one vote, provided, however, that in the case of election of directors, every stockholder entitled to vote shall be entitled to cumulate his shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit, provided that the entire number of votes cast by him shall not exceed the number of shares owned by him multiplied by the entire number of directors to be elected.

Every stockholder entitled to vote at any meeting of the stockholders may so vote in person or by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. The instrument authorizing a proxy to act must be in the hands of the Secretary not later than forty-eight (48) hours before the time for the meeting axe (Article II, Sec. 7 of the By-Laws). For the Annual Stockholders Meeting 2022, voting shall be by Proxy or by Voting in Absentia via the provided Online Voting System.

It is being noted that all items in the agenda shall be voted majority of the stockholders.

THE COMPANY'S ANNUAL REPORT ON SEC FORM 17 A WILL BE PROVIDED WITHOUT CHARGE UPON WRITTEN REQUEST OF ANY SHAREHOLDERS OF RECORD ENTITLED TO NOTICE OF AND VOTE OF AT THE MEETING, AT THE DISCRETION OF THE MANAGEMENT, A CHARGE MAY BE MADE FOR EXHIBITS, PROVIDED SUCH CHARGE IS LIMITED TO REASONABLE EXPENSES INCURRED BY THE REGISTRANT IN FURNISHING SUCH EXHIBITS. Such written request may be directed to our Corporate Secretary, Atty. Arthur R. Ponsaran, with Office Address at unit 3104 31st floor Antel Global Corporate Center # 03 Doña Julia Vargas, Ortigas Center Center Pasig City.

PART II

"WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE NOT REQUESTED NOT TO SEND A PROXY."

PART III

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Manila, June 13, 2022.

By: 
(Signature)

Atty. Arthur R. Ponsaran / Corporate Secretary
(Printed Name / Title)



Financial and Other Information

Management Discussion and Analysis (See Annex I)

Financial Statements (See Annex II)

Changes In and Disagreements with Accounts on Accounting and Financial Disclosure- NONE.

MANAGEMENT REPORT

COVID-19 continues to impact the public and private sectors and the way they operate. In 2021, the Group's hotels were accredited by Department of Health as multiple-use establishments to allow the hotels to operate both as quarantine facilities and for leisure or staycation. With this, the Group entered into a contract with Overseas Workers Welfare Administration to cater repatriated and returning Overseas Filipino Workers from June 2021 until December 2021.

The Group also continued to open its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government groups and corporate clients which include airline, utilities and telecommunication companies. The Group took advantage of technology to cater the demands of the market online.

The Group has taken mitigating actions, such as significant reduction in the level of capital and operational expenditures in the short term, limiting the outflows to only required compliance with health and safety, and pausing all nonessential spending, which contributed to the Group's gradual recovery despite the continuing impact of the COVID-19 pandemic to the hotel industry. Accordingly, the Group may still sustain lower levels of revenue and profit in 2022 but an improvement is expected than the 2021 levels.

Strategies

The hotel properties are centrally located in the central business districts of three prime Philippine destinations, Manila, Cebu and Davao. These are the key cities of the country with the highest tourism traffic. As such our location gives us access to a greater number of foreign and local travelers.

The management team has a substantial management experience in the acquisition of equity interests in hotels in the Philippines. We have enjoyed considerable success in formulating and implementing clear acquisition strategies, and seizing opportunities to explore market potential of the hotel industry.

The acquisition strategy remains sound as it takes half the time to acquire and renovate properties as it does to conceptualize, construct and pre-open new properties. With the expertise in the hotel management, and the partnership with an investment group that is premised on the transfer of clean properties with minimal business risks, the company is confident enough the ability to improve operations and enhance value of acquired assets.

As to price, the Company offers competitive rates and packages catering to the different markets, practices flexible schemes to respond to the dynamic market. As to product/services, consistent excellent service is the key. Moreover, well maintained facilities and equipment, impressive, exciting and value for money promotions in the F&B outlets would definitely make a difference.

The Central Reservations System has given us a powerful presence through 24/7 booking service. As the company strives towards further convenience and accessibility, the company has introduced its online booking facility. The newly redesigned website offers highly efficient online reservations facility that allows customers from all over the world to book real time and receive real time confirmation. This high-speed reservations feature enables the company to fully cater to the online market, whether the purpose is for travel research or convenient booking. All in all the company continue to expand in innovative ways, using technology and new media as a cost effective way to expand its market share, explore new markets and ensure the strength locally and internationally.

In addition to advancement concerning our operations is the upgrading of our Property Management

Systems (PMS). These are multi-million peso investments to upgrade our efficiency, and ensuring that our operations remain steady in the years to come. The Waterfront Recipe Guide System is a savvy new strategy to give our F&B operations a boost. This will enable us to standardize our bestselling dishes, aiming to be more consistent in preparation and waste.

At Waterfront, we emphasize service that brings people back, and we reinforce this service through site training, among other programs. We are known for our signature warmth, attention to detail and approachability, qualities that our guests of all nationalities cherish during every stay. Whoever encounters the Waterfront experience will be assured of a reliable, consistent and satisfying brand familiarity that leads to loyalty.

Our greatest software is our People.

Management's Discussion and Analysis or Plan of Operation

Below are the results of operations of the Parent Company and its subsidiaries, for the years ending December 31, 2021 and 2020 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS (Amounts in P)

	2021	2020
Revenues	997,788,154	1,054,632,300
Less: Costs and Expenses	645,199,626	717,654,748
Gross Income	352,588,528	336,977,552
Other Expenses (Income)	77,507,753	470,085,862
Net Income (Loss) Before Income Tax	430,096,281	807,063,414
Income Tax Expense (Benefit)	(100,705,358)	123,597,065
NET INCOME (LOSS)	530,801,639	683,466,349
Earnings (Loss) Per Share	0.222	0.158

FINANCIAL CONDITION (Amounts in P)

	2021	2020
ASSETS		
Current Assets	3,689,536,752	4,423,715,641
Noncurrent Assets	13,311,074,399	10,819,583,276
Total Assets	17,000,611,151	15,243,298,917
LIABILITIES		
Current Liabilities	2,678,011,184	2,674,648,755
Non-current Liabilities	2,652,636,839	3,166,286,895
Total Liabilities	5,330,648,023	5,840,935,650
Total Stockholders' Equity	10,454,989,383	8,319,536,202
Minority Interest	1,214,973,745	1,082,827,065
Total Liabilities & S/H Equity	17,000,611,151	15,243,298,917

Calendar Year -ended December 31, 2021 as compared with Calendar Year ended December 31, 2020**RESULTS OF OPERATION***Revenues and Earnings per share*

- Total revenues for year ended Dec. 31, 2021 was lower than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2021 is at P.998B compared to 2020's P1.054B, decreased by 5%.

Earnings per share for 2021, P0.222 and P0.158 for 2020. There are no potentially dilutive shares as of December 31, 2021.

Cost and expenses

- Cost and expenses of 2021 is at 645M compared to last year's 718M

FINANCIAL CONDITION

Cash and cash equivalents - This account decreased by P334M which is 28.4% lower from last year.

Receivables – Increased by 35.1% from P530.64M in 2020 to P716.70M in 2021.

Notes Receivable – Increased for the year by 11.91M or an increase of 5.3%.

Inventories – Inventories increased by 5.1% from last year.

Due from related parties-current portion – The account decreased to P1.651M, an amount 26.9% lower from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – An increase of P8.01M from last year's P210.54M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 19.2% increase from last year's P8.533B to this year's P10.168B. In compliance with PAS 27, property and equipment (except operating and transportation equipments) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P65.113M on this account compared to last year's 869.8M

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by .1% from last year; P2.67B in 2020 to P2.68B in 2021.

Loans Payable – Current portion of the loan increased by 60.9%.

Other current liabilities – The account resulted in a decrease from 39.06M last year to 36.04M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year -ended December 31, 2020 as compared with Calendar Year ended December 31, 2019

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2020 was lower than the previous year. In actual performance, revenues from hotel and other subsidiaries for the year 2020 is at P1.054B compared to 2019's P1.997B, decreasing by 47%.

Earnings per share for 2020, P0.158 and P0.176 for 2019. There are no potentially dilutive shares as of December 31, 2020.

Cost and expenses

- Cost and expenses of 2020 is at 718M compared to last year's 1.38B

FINANCIAL CONDITION

Cash and cash equivalents – This account increased by P501M which is 74% higher from last year.

Receivables – Decreased by 20.51% from P667.54M in 2019 to P530.64M in 2020.

Notes Receivable – Decreased for the year by 12.36M or a decrease of 5.24%.

Inventories – Inventories decreased by 25.43% from last year.

Due from related parties-current portion – The account decreased to P51.41M, an amount 2.23% lower from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – An increase of P5.98M from last year's P204.55M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 27.09% increase from last year's P6.71B to this year's P8.53B. In compliance with PAS 27, property and equipment (except operating and transportation equipments) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P167M on this account compared to last year's 703M

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account decreased by 7.22% from last year; P2.88B in 2019 to P2.67B in 2020.

Loans Payable – Current portion of the loan decreased by 3.44%. Non-current portion amounts to 635M or a decrease of 255M.

Other current liabilities – The account resulted in a decrease from 43.15M last year to 39.04M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year -ended December 31, 2019 as compared with Calendar Year ended December 31, 2018

RESULTS OF OPERATION

Revenues and Earnings per share

Total revenues for year ended Dec. 31, 2019, was higher than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2019 is at P1.99B compared to 2018's P1.85B, increasing by 8%.

Earnings per share for 2019, P0.176 and P0.017 for 2018. There are no potentially dilutive shares as of December 31, 2019

Cost and expenses

Cost and expenses of 2019 is at 1.38B compared to last year's 1.39B

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P35.885M which is 5% lower from last year.

Receivables – Increased by 19% from P561.48M in 2018 to P667.54M in 2019.

Notes Receivable – Decreased for the year by 18.245M or a decrease of 7%.

Inventories – Inventories increased by 24.22% from last year.

Due from related parties-current portion – The account increased by P225M an amount 11% higher from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – An increase of P66.683M from last year’s P137.87M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 32% increase from last year’s P5.10B. In compliance with PAS 27, property and equipment (except operating and transportation equipments were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P504.64M on this account compared to last year’s 198.442M

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by 14.19% from last year; P2.53B in 2018 to P2.88B in 2019.

Loans Payable – Current portion of the loan remains at 650M. Non-current portion amounts to 890.43M or a decrease of 277.66M

Other current liabilities – The account resulted in a decrease from 220.96M last year to 43.15M this year. This refers to concessionaire, other deposits and deferred income.

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.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2021, the Group’s debt service coverage ratio has fallen below the agreed threshold, but the Group was able to obtain a waiver for the breach (see Note 26). As at the date of the authorization of the financial statements, the Group is not in default and continues to pay the maturing interest and principal in a timely manner.

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

d. The group is not subject to externally-imposed capital requirements.

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 grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

Impairment on the financial assets has been measured on a 12-month expected loss basis and reflects the short maturities of the exposure.

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2021 and 2020 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

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.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

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 on the PSE totaling to 86.71 million shares as at December 31, 2021 and 2020 (see Note 8f). The Group has also investment in shares of stock of WMPD amounting to P50.00 million representing 5% of the total capital stock of WMPD (see Note 8f).

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, 2021 and 2020.

Risk Management Structure

Board of Directors

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, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.

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 2021 and 2020.

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.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans. As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement.

Interim Periods and Comparable Discussions to Assess Material Changes:

Peso	High	Low
2022		
May	0.450	0.410
April	0.450	0.430
January – March 2022	0.500	0.420

Discussion and analysis on the operating results for the 1st quarter of 2022 is briefly discussed on the attached SEC Form 17Q.

OPERATIONAL AND FINANCIAL INFORMATION

Market for Registrant’s Common Equity and Related Stockholder Matters

1. The stocks of WPI shares which are listed on the Philippine Stock Exchange for the last two calendar years are as set out hereunder:

Peso	High	Low
2021		
January – March 2021	0.830	0.455
April- June 2021	0.720	0.500
July- September 2021	0.620	0.500
October- December 2021	0.550	0.455

Peso	High	Low
2020		
January – March 2020	0.630	0.300
April- June 2020	0.480	0.350
July- September 2020	0.460	0.360
October- December 2020	0.780	0.375

The number of stockholders of record as of December 31, 2021 on the Register of Shareholders was 432 but the company is not able to identify the actual number of beneficial owners who are registered under the name of the member companies of the Philippine Stock Exchange (PSE). Common shares outstanding as of December 31, 2021 were 2,498,991,753. There are no sales for the last three years of unregistered securities.

The List of top 20 stockholders of record as of May 31, 2022 is as stated hereunder:

Name of Stockholder of Record	No. of Shares	%
1 PCD NOMINEE CORP. (FILIPINO)	1,138,645,073	45.56
2 THE WELLEX GROUP, INC.	1,128,466,800	45.16
3 PCD NOMINEE CORP. (NON-FILIPINO)	42,004,301	1.68
4 KENNETH T. GATCHALIAN	30,000,000	1.20
5 REXLON T. GATCHALIAN	30,000,000	1.20
6 WESLIE T. GATCHALIAN	30,000,000	1.20
7 FORUM HOLDINGS CORPORATION	20,626,000	0.83
8 PRIMARY STRUCTURES CORPORATION	16,212,500	0.65
9 REXLON T. GATCHALIAN	14,740,000	0.59
10 METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	0.58
11 ELVIRA A. TING	10,000,009	0.40
12 CATALINA ROXAS MELENDRES	6,246,000	0.25
13 MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	0.06
14 ROLANDO M. LIM	1,142,500	0.05
15 FELIPE A CRUZ JR.	1,100,000	0.04
16 MARIA CONCEPCION CRUZ	876,000	0.04
17 FREYSSINET PHILIPPINES, INC.	770,000	0.03
18 BENSON COYUCO	605,000	0.02
19 DAVID LAO OSMENA	589,600	0.02
20 UCENA B. ENRIQUEZ	552,000	0.02

Following is the price information as of May 31, 2022: high at ₱0.450, low at ₱0.410 and close at ₱0.410.

The common stock of the company is being traded currently in the Philippine Stock Exchange. On June 16, 1999, the Parent Company declared cash dividend of Php 0.02 per share on its Common Shares outstanding as of May 15, 1999. This amounted to Php 19.23 million. The Parent Company also declared a 10% stock dividend as of September 15, 1999 record date.

Company has not issue dividends since the year 2000. However, it may declare dividends once the deficit is offset and the market for the coming years prosper.

There is no restriction made by the company with regards to the declaration of giving a dividend to stockholders except for standard clauses in commercial loan covenants.

4. Issuance and Exchange of Securities

In 2008, the Parent Company sold its investment in APHC totaling 4,900,000 shares at varying selling price through the PSE. Total proceeds from the sales transactions, net of related expenses and taxes, amounted to P 48.2 million. Gain on sale of APHC shares amounting to P10.1 million was recognized in the December 31, 2008 consolidated statements of operations. The total proceeds from the sale transaction amounting to P48.2 million, which was provided to TWGI s cash advances was recorded as receivable from TWGI and part of the “Due from related parties” account in the consolidated balance sheets (see Note 9). As of December 31, 2008, the Parent Company’s equity interest in APHC decreased to 69% FROM 75% IN 2007.

Date of Sale and Title and Amount of Securities Sold	Names of Underwriters of Identity to whom it May Sold	Share # of Swap	SEC FORM
December 22, 2008 - Common-4,700,000	Not applicable	500,000 @ P9.40	10.1
June 19, 2008 - Common-20,000,000	Not applicable	2,000,000 @ P10.00	10.1
June 26, 2008 - Common-7,000,000	Not applicable	700,000 @ P10.00	10.1
June 30, 2008 - Common-7,610,000	Not applicable	761,000 @ P10.00	10.1
July 2, 2008 - Common - 9,390,000	Not applicable	9,390,000 @ P15.00	10.1

Corporate Governance

The following are the point-by-point compliance of the Company to the Manual:

The Company has a compliance officer in the name of Richard L. Ricardo as required by the Manual for Corporate Governance. Said Compliance Officer reported directly to the Chairman of the Board and in his absence, to the executives of the Company.

The Compliance Officer monitored the compliance regarding the provisions and requirements of the Corporate for Governance Manual.

The Compliance Officer is issuing this certification to the extent of compliance of the Company to this Manual.

The Compliance Officer has identified, monitor and controlled the compliance risks involved in the Company considering the large scope of its operations and the accounting procedures that have to be done correspondingly.

The Board of Directors has taken care of its responsibility to foster long-term success of the Corporation through its meeting every other month. Each meeting has been carefully recorded in minutes. The authority given to each Board member has been within the by-laws of the Company and within the limits of the law.

The Board of Directors has implemented a process of selection to ensure the combination of its directors and officers.

The Corporation through the Board and the Corporate Secretary has complied with all the relevant laws, regulations and codes of best business practices.

The Board of Directors has implemented the proper disclosure of information to its stockholders as exemplified in the General Information Statement sent to each of them.

According to Company's assessment, the directors have conducted fair business transactions with the Corporation, seen to it that personal interests did not prejudice their Board decisions, have devoted time and attention needed for the discharge of their duties and responsibilities, acted judiciously, exercised independent judgment, observed confidentiality, and ensured the continuing soundness, effectiveness and adequacy of the Corporation's internal control environment.

The Board has created committees, namely: the Nomination Committee, Compensation & Remuneration Committee, and the Audit Committee.

The Nomination Committee, composed of 3 voting directors (one is independent), is in charge of the screening of the candidates for a seat in the Board of Directors in accordance to the qualifications set in the Manual. Said Committee has also considered the disqualifications specifically enumerated.

The Compensation and Remuneration Committee is composed of three members, one of them is independent as provided for in the guidelines.

The Compensation and Remuneration Committee has made sure that the compensation of the key officers and executives of the Company was in line with the culture and policies of the Company.

The Compensation and Remuneration Committee has developed a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors and officers. The Committee has also developed a system regarding disclosure of all the incoming officers as to their business interests which might be in conflict with that of the Company. No director or officer has been allowed to decide on his own remuneration.

The Compensation and Remuneration Committee has provided annual reports, information and proxy statements on the disclosure of the compensation for the executives and officers of the Company.

The Audit Committee has been composed of three members, one of whom is independent. The said Committee has reviewed all financial reports against compliance with both the internal financial management policy and pertinent accounting standards. The Committee has also reviewed management policies on financial management, audit plans, interface with the internal and external auditors. The Committee has also developed a financial management system that ensured the integrity of internal control activities throughout the Company.

The Corporate Secretary of Waterfront Philippines, Inc. is Atty. Arthur R. Ponsaran, a Filipino citizen. He possesses the administrative and interpersonal skills. He is also a Certified Public Accountant. He gathered all documents with regard to the discharge of his duties and responsibilities, prepared board meeting notices, submitted through the SEC 17-C the annual certification as to attendance of the directors during Board meetings.

The External Auditor for the year 2021 and 2020 is KPMG R.G. Manabat & Co., and was chosen by the Board and approved by the stockholders upon recommendations of the Audit Committee.

The Internal Auditor reporting directly to the Audit Committee provided reasonable assurance that the key organizational and procedural controls were effective, appropriate and complied.

The Manual for Corporate Governance has been made available to discerning stockholders during office hours of Waterfront Philippines, Inc.

The reports required for the Manual were prepared and submitted to the Commission.

All material information that could potentially affect shares were publicly disclosed in accordance with the rules of the Philippine Stock Exchange and the Commission. The Annual Reports were properly disseminated to the stockholders.

The stockholders were given the right to elect, remove and replace directors in accordance with the Corporation Code. Cumulative was used during the last annual stockholders' meeting. They were also provided the power of inspection of the corporate books and records including the minutes of the Board Meetings, without costs and restrictions.

Compliance with leading practice on Corporate Governance

The Company believes that it maintains a high level of compliance in corporate governance, and continuously strives to improve its governance system with monitoring, surveillance and adequate response measures to crisis situations.

Other Matters

The Compliance Officer was deemed to have reported grave violations of the Manual but since there was none, none was reported.

The Compliance Officer was deemed to have appeared before the Securities and Exchange Commission upon summons but since there was none, said Officer was not compelled to do so. Waterfront Philippines, Inc. maintains copies of the Manual for Corporate Governance and this is distributed to its employees.

The company did not issue any additional shares during the year to make use of the pre-emptive right for the stockholders.

The shareholders had been granted the right to propose the holding of a meeting, right to propose items in the agenda, but to date none has been communicated to the management of the Company regarding such proposals.

None so far has expressed to exercise his right to Appraisal in the last annual meeting of the stockholders.

The company has submitted its Revised Manual on Corporate Governance in accordance with SEC Memorandum Circular No. 6, series of 2009 "Revised Code of Corporate Governance.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RENATO C. FRANCISCO**, Filipino, of legal age and a resident of # 8 Sparrow Street New Marikina, Subdivision, Marikina City after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Waterfront Philippines Incorporated and have been its independent director since 2019.
2. I am affiliated with the following companies or organizations

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Acesite (Phils) Hotel Corporation	Independent Director	2019-present
Forum Pacific Inc	Independent Director	2019 - present
Philippine Estates Corporation	Independent Director	2019 - present
Court of Appeals	Associate Justice	May 2012 – August 2018
Presiding/Executive Judge	RTC–Branch19,Malolos, Bulacan	November 1996 – May 2012
Assistant City Prosecutor	Makati City	1992 – 1996
Assistant Provincial Prosecutor	Office of the Provincial Prosecutor - Rizal	1987 -1992
Private Practitioner / Businessman		1984 – 1987
Officer in Charge (OIC)/ Legal Division	Metropolitan Bank and Trust Company	1980 – 1984
Associate Lawyer	Sta Ana Law Office	1974 – 1980
Administrative Officer and Legal Counsel	General Coated Fabrics manufacturing, Inc	1974 – 1980

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Waterfront Philippines Incorporated, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director /officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in Waterfront Philippines Incorporated, pursuant to Office of the President Memorandum Circular No.17 and Section 12 Rule XVIII of the Revised Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Waterfront Philippines Incorporated of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 03 2022 day of _____, at CITY OF MANILA.



Affiant

SUBSCRIBED AND SWORN to before me this _____ day of JUN 03 2022 at CITY OF MANILA, affiant personally appeared before me and exhibited to me his Tax Identification Number 138-641-391-000.

Doc. No. 768 ;
Page No. 154 ;
Book No. 5 ;
Series of 2022



ATTY. GILBERTO B. PASIMANERO
Notary Public Until June 30, 2022
Notarial Commission 2020 - 030
IBP# 165726 Pasig - 10-14-2022
PTR# 0154719 Mla - 1-3-2022
Roll # 25473, TIN# 103-098-346
MCLE Compl. No. VI-0011418 until 4-14-2022

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARISTEO R. CRUZ**, Filipino, of legal age and a resident of No. 4 Malhacan Road, Meycauayan City, Bulacan, after having been duly sworn to in accordance with law do hereby declare that;


1. I am an independent director of **WATERFRONT PHILIPPINES INCORPORATED** and have been its independent director for July 2021.
2. I am affiliated with the following companies or organizations:

COMPANY	POSITION	PERIOD OF SERVICE
Meycauayan College, Inc.	Vice Chairman of the Board Executive Vice President	December 2011 – present October 18, 2021 – present
Cruz Altares & Associates Law Offices (formerly Cruz, Castro & Altares Law Office)	Founding and Managing Partner	July 2007 – present
Liberty Bank (A Rural Bank), Inc.	Vice President	July 2018 – present
Idealand Realty & Development Corp.	President and Chief Operating Officer (COO)	November 2009 – present
Philstar Innovation Realty Corp.	Director and Corp Secretary	October 2011 – present
Statosphere Realty & Development Corp.	President and Chief Operating Officer (COO)	October 2011 – present
Jose & Luz Locsin Foundation	President	November 2012 – present
Justino Emilia Realty and Management & Development Corp.	Corporate Secretary	March 2008 – present
Waterstreet Realty Corp.	President	June 2012 - present
Metro Alliance Holdings & Equities Corp.	Lead Independent Director	September 2015 – present
Acesite Phils Hotel Corp.	Director	July 2021 – present
Wellex Industries Inc.	Director	October 26, 2021
Forum Pacific Inc.	Director	October 27, 2021

3. I possess all the qualification and none of the disqualifications to serve as an Independent Director of **Waterfront Philippines Incorporated**, as provided for in Section 38 of the Securities Regulation Code, its Implement Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of **Waterfront Philippines Incorporated** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Waterfront Philippines Incorporated. of any changes in the abovementioned information within five days from its occurrence.

JUN 03 2022

Done, this _____ day _____, at CITY OF MANILA


ARISTEO R. CRUZ
 Affiant

JUN 03 2022

SUBSCRIBED AND SWORN to before me this _____ day of _____ at CITY OF MANILA affiant personally appeared before me and exhibited to me his Community Tax Certificate No. 108-672-299 issued at Bureau of Internal Revenue.

Doc. No. 767 ;
Page No. 154 ;
Book No. 5 ;
Series of 2022


ATTY. GILBERTO B. PASIMANERO
Notary Public Until June 30, 2022
Notarial Commission 2020 - 030
IBP# 065726 Pasig - 11-14-2022
PTR# 0154719 Mia - 1-3-2022
Roll # 25473, TIN# 103-098-346
MCLE Compl. No. VI-0011418 until 4-14-2022

Republic of the Philippines } S.S.
Pasig City }

CERTIFICATION

I, ARTHUR R. PONSARAN, of legal age, Filipino, and with office address at Unit 3104 Antel Global Corporate Center, #3 Doña Julia Vargas Avenue, Ortigas Center Pasig City, after being duly sworn in accordance with law, do hereby certify that:

1. I am the duly elected Corporate Secretary of Waterfront Philippines Incorporated the "Corporation"), a corporation duly organized and existing under Philippine Laws, with principal office at 1 Salinas Drive, Lahug, Cebu City
2. All incumbent directors and officers of the Corporation are not connected with any government agency or instrumentality.

I execute this Certification to comply with the requirements of the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto set my hand as such Corporate Secretary this JUN 27 2022 in CITY OF MANILA.


ARTHUR R. PONSARAN
Corporate Secretary

SUBSCRIBED AND SWORN BEFORE ME this JUN 27 2022 with the affiant exhibiting to me his Bureau of Internal Revenue Tax Identification Number 127 640 176 000.

Doc. No. 213
Page No. 43
Book No. 7
Series of 2022


ATTY. GILBERTO B. PASIMANERO
Notary Public Until June 30, 2022
Notarial Commission 2020-030
IBP# 165726 Pasig - 11-14-2022
PTR# 0154719 Mla - 1-3-2022
Roll # 25473, TIN# 103-098-346
MCLE Compl. No. VI-0011418 until 4-14-2022

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of **WATERFRONT PHILIPPINES, INCORPORATED** do hereby name, constitute and appoint:

Mr. / Ms. _____, or in his/her absence

Mr. / Ms. _____, or in his/her absence

the Chairman of the shareholders' meeting, as his/her/its true and lawful attorney-in-fact for and in his/her/its name, place and stead, to do and perform the following acts and things, to wit:

To attend, be present and represent the undersigned at the special meeting of stockholders to be held on **July 22, 2022 at 10:00am** or any adjournment thereof as well as any and all meetings of the stockholders of **WATERFRONT PHILIPPINES, INCORPORATED.**, including any adjournment or postponement thereof; take part in the deliberations thereon; vote any and all shares that the undersigned now owns or may hereafter own in said Corporation in any matter, motion, resolution that may be taken up in said meeting/s in such manner as his/her/its aforesaid attorney-in-fact shall deem acceptable in the premises.

HEREBY GIVING AND GRANTING unto the said attorney-in- fact full power and authority to do and perform any and every act requisite or proper to be done in or about the premises, as fully to all intents as the undersigned might or could lawfully do if personally present and acting in person; and hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

The power and authority herein granted shall remain in full force and effect until specifically revoked through notice in writing delivered to the Secretary of the Corporation at any time before the meeting.

_____, _____ 2022.

Number of Shares: **2,498,991,753**

Signature:

Name of Stockholder :

Address : 35th Floor One Corporate Center, Doña Julia Vargas Avenue, cor. Meralco Ave., Ortigas Center, Pasig 1605

Date:

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF
WATERFRONT PHILIPPINES, INCORPORATED
HELD AT THE WATERFRONT CEBU CITY CASINO HOTEL
LAHUG, CEBU CITY ON SEPTEMBER 23, 2021 at 2:00 P.M.
VIA REMOTE COMMUNICATION

TOTAL NUMBER OF SHARES PRESENT/REPRESENTED	-	1,646,370,630
ISSUED AND OUTSTANDING	-	2,498,991,753
PERCENTAGE OF SHARES PRESENT/REPRESENTED	-	65.88%

PROCEEDINGS OF THE MEETING

1. CALL TO ORDER

The Chairman, Mr. Sergio R. Ortiz- Luis, Jr., called the meeting to order and thereafter presided. The Corporate Secretary, Atty. Arthur R. Ponsaran, recorded the minutes thereof.

2. PROOF OF NOTICE

The Corporate Secretary certified that in accordance with SEC Notice dated April 20, 2020 providing for an alternative mode of distributing ASM notices, notice of this meeting and definitive copies of the Information Statement were published via the Company's website and PSE Edge on Company's website and PSE Edge on September 1, 2021. The notice was also published in two (2) newspapers of general circulation, in print and digital format – in Manila Bulletin and Business Mirror on September 1 and 2, 2021..

3. DETERMINATION OF QUORUM

The Corporate Secretary certified that based on the record of attendance, stockholders representing a total of 1,646,370,630 common shares or 65.88% of the total issued and outstanding capital stock of the Corporation were present, either in person or by proxy, and that there was therefore a quorum to consider the business stated in the agenda for the meeting.

The Chairman acknowledged the presence of the following directors:

Mr. Arthur M. Lopez
Mr. Kenneth T. Gatchalian
Mrs. Dee Hua Gatchalian
Ms. Elvira A. Ting
Atty. Ruben D. Torres
Atty. Renato Francisco
Mr. Reno Magadia
Atty. Aristeo Cruz (Independent Director Nominee)

4. APPROVAL OF MINUTES OF PREVIOUS MEETING

The stockholders present or represented were furnished with copies of the minutes of the annual stockholders' meeting held on November 16, 2020.

On motion duly made and seconded, the stockholders approved the minutes of the annual stockholders' meeting held on November 16, 2020.

5. REPORT TO THE STOCKHOLDERS

Mr. Gatchalian reported on the highlights of the Company's financial and operational performance for the year 2020, as reflected in the Annual Report, the Audited Financial Statements and the Information Statement, copies of which have been earlier given to the stockholders. Mr. Gatchalian presented the highlights of the performance of the various Waterfront Hotels for the year 2020.

He reported that the year 2020 has been tough on the global travel and tourism industry, with an impact that can only be described as massive and unprecedented in scale. The COVID-19 pandemic continues to rage on, and the company is left in a state of continuous adjustment, reassessment, and pivoting according to the data at hand.

As the pandemic continues to disrupt economies, Waterfront is still here, staunchly committed to the brand and vision, fighting for the organization and its shareholders, contributing to nation-building, and believing in the strong potential of the travel and tourism market. Even in this downturn, Waterfront has made sure that its distribution channels remain fully operational and intact. These channels form an essential foundation and optimization infrastructure of the business, so it has opted to keep them all up and running, ready for an uptick in demand, shift in policy, or resumption of free regional or global travel. It simply makes more business sense to maintain relationships so that it is agile enough to take advantage of any opportunity that lies ahead. The company's distribution network is composed of both online partners and traditional

sales channels. These channels form the bedrock of any hotel's successful distribution, sales and marketing strategy. The company's formidable business and electronic infrastructure needs to remain robust despite the challenges of this crisis. By ensuring continuity, Waterfront is best prepared to scale up and re-normalize operations at a moment's notice.

Waterfront's consortia or online market segment is made up of online channels (website and mobile app) plus OTA partners and GDS networks. It ranks as the top market segment for the year 2020 earning PHP 85.67 million in revenue, ranking as the year's top market segment contributor to overall income. Online channels contributed 32% of our total annual revenue, followed by conventional channels. The corporate segment, with long-staying guests from the BPO industry, ranks second, contributing PHP 60.98 million in revenue or 23%. Other corporate clients rank third, bringing in PHP 34.72 million or 13% of total revenue. These were followed by the market segment for meetings, bringing in the fourth highest contribution at PHP 17.11 million or 6%, and then the Rack category for guests who booked under the published rate, whether as FIT transient markets or individual travellers, who altogether brought in PHP 16.23 million or roughly 6%. Taken together, conventional channels are still an important source of revenue, making up 68% of overall income.

As a private enterprise, the company must contribute to the nation's overall pandemic mitigation strategy. One of the best ways it can do is to ensure that its workforce stays in good health is through a vaccination program. Waterfront, alongside its partners in the private sector, has managed to procure an initial batch of 1,300 vaccine doses of Moderna. This batch is to be distributed throughout our entire workforce and their immediate families, to protect their health and to make sure that the hotels remain safe environments for both employees and guests.

In connection with its CSR program, the company has also decided to become a vaccination site partner to LGUs in 2021. Waterfront Insular Hotel Davao (WIHD) pioneered this type of private-sector-driven initiative in the Philippines when, shortly before the publication of this report, it officially launched a vaccination program to cover part of the city's population including the tourism sector within the Davao region. It has since administered over 15,868 first vaccine doses to the community, focusing on tourism players and stakeholders regardless of whether they were competitors or not. Waterfront shouldered the entire manning cost of the program for as long as it has been running. Apart from providing the venue for inoculations, it also shouldered the daily fees of doctors, nurses, encoders, and marshals. This is to further ensure the speed, safety, and success of the program.

This model is replicated in other hotels and is currently working with the Lapu-Lapu City LGU and the Cebu City LGU to become a convenient venue where citizens can get vaccinated. Waterfront Airport Hotel and Casino (WAHC) has administered over 29,931 doses. In cooperation with the Lapu-Lapu City LGU, the company is helping to vaccinate not only the employees in the tourism sector but Lapu-Lapu citizens as well. This has helped accelerate the vaccination rate in Mactan Island, a key international

airport location and tourism hub. Waterfront Cebu City Hotel and Casino (WCCHC), has administered a total of 20,410 vaccines since the start of its vaccination program last August, 2021. All of these new ideas and developments have extended from 2020 to 2021, but they are worth mentioning in this report due to their relevance and contribution to real-time pandemic vaccination efforts. Waterfront continues to share its capabilities and resources, knowing that it has the ideal setting and key locations in urban centers to help local communities accomplish their goals faster. This new initiative reiterates its continuing mission to be of service to the community and is further demonstrated by its consistent and numerous CSR initiatives in years past. The company's active community involvement is closely tied to the brand-building. Brand-building does not only happen in times when the industry is thriving. Waterfront considers itself a center of the community—a place of convergence, a hub of employment and opportunity, and an industry leader that actively contributes to society. The company works with locales to create the best experiences and environments for tourists and guests. It is committed to upholding its part in strengthening and supporting fellow Filipinos. This spirit of service is closely integrated with its brand, and its strong commitment during these times creates a lasting impression on its partners, communities, and markets. The tagline, "We're at the center of it all." encapsulates not just its commercial image but also its heart and its mission as a company.

The company has sustained its operations well despite the disruptions that happened. By implementing various measures to increase cost-efficiency, while making sure that it maintains its excellence and service quality, the company has maintained a keen balance that has helped it weather the storm. Waterfront Philippines, Inc. (WPI) consolidated figures in 2020 reflect its drive and indomitable spirit to continue to serve its clientele. Gross revenue this year is at PHP 1.05 billion, with rooms contributing PHP 264.80 million across all properties, F&B contributing PHP 188.90 million, rent and related income bringing in PHP 579.47 million, and other income contributing PHP 21.47 million. Costs and expenses for the group have been notably lower this year at PHP 717.65 million, a reduction of 47.86 % from the previous year's PHP 1.38 billion spent. Group GOP is at PHP 807.06 million. Net income for the year is PHP 683.47 million, an increase of 57.33% versus PHP 434.40 million in 2019.

Manila Waterfront Hotel and Casino (MWHC) remains in its construction phase and will not be reporting revenues in 2020. Current assets for this property are valued at PHP 3.28 billion, increasing by 37.66% compared to the valuation in 2019 at PHP 2.38 billion. The Manila property worked through the pandemic lockdowns and construction difficulties and managed to procure the necessary permits to proceed with construction, eventually catching up with year-end targets.

Waterfront Cebu City Hotel and Casino (WCCHC) generated PHP 678.64 million in gross revenue in 2020. Out of the total revenue, rooms contributed PHP 162.32 million while F&B contributed PHP 119.21 million. Rent and related income bring in the highest contribution at PHP 393.31 million. Other income sources contribute PHP 3.80 million. GOP for the property is at PHP 380.98 million. Net income is PHP 34.61 million.

Due to limited operations caused by the pandemic and the austerity measures to control expenditures, energy costs in the property were down to PHP 85.25 million from PHP 177.38 million in the previous year. This is an energy cost reduction of 51.94%. Personnel costs have also been reduced from PHP 143.99 million in 2019 to PHP 109.35 million in 2020, reflecting savings of 24.06%. This is due to the implementation of various manning or employee programs to ensure optimal efficiency in operations, including pay reduction, job rotation, and forced leave in some cases. Such measures have been implemented across the other properties as well. Work-from-home arrangements were also realized on a case-by-case basis, further reducing operating costs and improving productivity while ensuring safety. Total computed assets for this property are valued at PHP 5.56 billion.

Waterfront Airport Hotel and Casino (WAHC) generated gross revenue of PHP 286.82 million in 2020. GOP is at PHP 167.23million. Net income for the year is PHP 62.99 million. Rooms revenue in 2020 amounted to PHP 59.86 million. Rent and related income for the year is PHP 188.74 million, up 14.31%from PHP 165.12 million in 2019. F&B revenue is at PHP 32.49 million. Other income is at PHP 5.73 million. Personnel costs total is PHP 34.41 million, a reduction of 26.23% from PHP 46.65 million in 2019. Energy costs were also lowered by a large fraction, from PHP 54.59 million in 2019 to PHP 24.13 million in 2020, reflecting a drop of 55.79%. Overall costs and expenses other than depreciation or financing costs amounted to PHP 119.59 million, a lower figure compared to PHP 228.04 in the previous year, reflecting a 47.56% reduction. These, again, were a result of efficiency reviews and cost-cutting measures to ensure that the hotels were still operating optimally even during this crisis. Total assets are valued at PHP 2.1 billion, an increase of 5.32% from PHP 1.99 billion in 2019.

Waterfront Insular Hotel Davao (WIHD) recorded gross revenue of PHP 82.29 million in 2020. Net Loss is PHP 37.50 million. Rooms revenue in 2020 is PHP 42.62 million. F&B income is PHP 36.56 million. Other income is PHP 3.11 million. Costs and expenses were reduced this year, from PHP 220.30 million in 2019 to PHP 115.18 million, cut by 47.72%. Personnel costs are at PHP 33.78 million, a reduction of 15.80%from PHP 40.12 million in 2019. Energy costs were lowered as well, from PHP 30.82 million in 2019 to PHP 16.11 million in 2020, a drop of 47.74%, reflecting various efficiency measures. Total assets for this property have increased to PHP 2.92 billion in value in 2020, versus PHP 1.12 billion in 2019, an appreciation of 160.56%.

The year's performance is a testament to the capabilities of our management team and the tenacity of all our Peers. Every person in the organization has made important contributions and personal sacrifices to keep operations going. Waterfront is sincerely grateful to the stockholders for rallying with the company.

Even with markets shrinking, the company found ways to innovate and generate revenue from new sources. Because of the popularity of online food deliveries, the company opened up its F&B products to a wider market. Waterfront has created innovative and attractive F&B offerings through online channels and delivery services. These products remain faithful to the prestige and quality of the Waterfront brand and

serve the needs of customers who wish to experience excellent dining in the comfort and safety of their homes. It has also accommodated overseas worker groups and arranged special quarantine packages for them at the hotels. These stays are both revenue-generating and serving a real need in the community. The company continues to come up with new ways to maximize product offerings and adapt them to the pandemic consumer environment.

Waterfront looks to the future with a strong faith in the industry, the country, and its people. The company used the time of the pandemic to prepare for a potential revival, maintain a cautious outlook on the day-to-day and short-term challenges it faces and optimistic about the overall arc of the travel and tourism industry. Waterfront, reinforced by its creativity and innovation, and its three-pillar strategy, namely: to maintain distribution channels, assist in the country's vaccination drive to secure the safety of its workforce, and invest in a brand new product that will capture pent-up demand upon tourism revival, is strong and prepared to continue to weather the current crisis.

After clarifications made on various matters raised from the floor, the stockholders, on motion duly made and seconded, approved the 2020 Annual Report and the accompanying Audited Financial Statements of the Corporation as of December 31, 2020.

6. RATIFICATION OF THE ACTS OF THE BOARD AND MANAGEMENT

The Chairman asked for the approval and ratification the approval and ratification of the acts of the Board and Management for the year ended December 31, 2020 as well as the contracts and transactions entered into by the Corporation for the same period.

On motion duly made and seconded, the stockholders unanimously approved and ratified approved all acts of the Board of Directors and Management for the year ended December 31, 2020 as well as contracts and transactions entered into by the Corporation for the same period, all as reflected in the minutes of the meetings of the Board of Directors and the board committees, the Annual Report and the Financial Statements.

7. ELECTION OF DIRECTORS

Proceeding with the agenda, the Chairman entertained nominations for directors to serve for the term 2021-2022. The following were nominated and elected directors:

Arthur M. Lopez
Kenneth T. Gatchalian
Elvira A. Ting
Dee Hua T. Gatchalian
Sergio R. Ortiz-Luis, Jr.
Ruben D. Torres
Reno Magadia

Renato C. Francisco-
Aristeo R. Cruz -

Independent Director
Independent Director

8. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman informed the stockholders that the next item in the agenda was the designation of the Corporation's external auditor. Upon motion duly made and seconded, the following resolution was approved:

“RESOLVED, that the accounting firm of R.G. Manabat & Co. is hereby designated as the Corporation's external auditors for the year 2021-2022.”

9. APPOINTMENT OF EXTERNAL COUNSEL

On motion duly made and seconded, the following resolution was approved:

“RESOLVED, that Corporate Counsels, Philippines Law Offices and Gancayco, Balasbas Law Offices be, as they are hereby, designated external counsel of the Corporation for the year 2021-2022.”

10. ADJOURNMENT

There being no further business to transact, the meeting was, on motion duly made and seconded, approved.

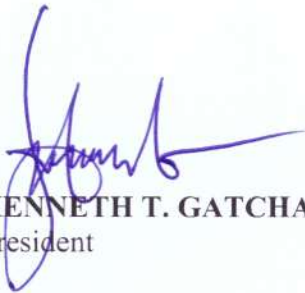
ARTHUR R. PONSARAN
Corporate Secretary

ATTEST:

SERGIO R. ORTIZ- LUIS, JR.
Chairman

UNDERTAKING

Waterfront Philippines, Inc. hereby undertake to distribute a copy of **SEC FORM 17-Q for the 2nd quarter of 2022** to WPI Stockholders during the Annual Meeting to be held on July 22, 2022.



KENNETH T. GATCHALIAN
President

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
1	ABACUS CAPITAL INVESTMENT CORP. A/C 583002	1,000
2	ABACUS SECURITIES CORPORATION	35,200
3	IMELDA L. ACIDERA	22,000
4	RICARDO R. AGUADO	11,000
5	AH LAY OH	13,750
6	ALBERTO MENDOZA &/OR JEANIE MENDOZA	11,000
7	MA. CYNTHIA AMIGO ALCANTARA	7,700
8	EDGAR M. ALFEREZ	25,000
9	MINERVA R. ALIAZON	4,400
10	HANNAH JALECO ALLANIGUE	6,600
11	DONATO ALMEDA	1
12	RODERICK ALAIN ALVAREZ	10,000
13	ANABELLE C. ALVARO	500
14	MA. WINNINAH S. ANCHETA	5,500
15	BANING P. ANG	2,000
16	BANING P. ANG	2,000
17	MA. LUISA AQUINO	1,000
18	ROMMEL C. AQUINO	1,100
19	EVELYN ARCENAL	11,000
20	RAMONCITO ARCEO	30,000
21	CARLO ARCHES	2,200
22	GENEROSA A. ARENAS	5,500
23	MA. THERESA L. ARGUELLES	110
24	ARIEL M. CONCEJERO &/OR MA. CONSUELO G. CONCEJERO	11,000
25	ARSENIO L. LIM &/OR RUBY O. LIM	10,000
26	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000
27	OWEN NATHANIEL AU	200
28	RAYMOND AZCARATE	1,000
29	GERALDINE BAD-AY	1,100
30	CARINA H. BALONES	10,000
31	DAXIM-REY L. BANAGUDOS	11,000
32	MA. ROSARIO T. BARRETTO	2,200
33	BARTHOLOMEW DY BUNCIO YOUNG	10,000
34	ARSENIO BARTOLOME, III	1
35	EDUVEGES O. BATALAN	2,000
36	AIDA BELLESTEROS	2,200
37	ELENA D. BELLEZA	500
38	BENJAMIN MOMBAY &/OR ELYSIA DELA LLANA	2,200
39	VIVIEN BILBAO	1,100
40	RAMON JAIME VILA BIROSEL	17,600
41	GARRY BOOC	10,000
42	JUN M. BORRES	3,300
43	ERLITA BUGAOAN	200
44	EXUPERTO P. CABATANA	6,600
45	BONIFACIO M. CABATIT	2,000
46	LUZVIMINDA E CABIBIJAN	1,100
47	LORENA R. CABUGAWAN	333
48	PRIMITIVO C. CAL	55,000
49	FE CALDERON	200
50	ELEANOR P. CALIMAG	3,300
51	CLEOFE D.V. CANETE	6,600

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
52	ADELAIDA ZITA R. CARLOS	4,400
53	CARMENCITA MIRANDA &/OR DONNA DEL ROSARIO	5,500
54	JENNIFER CASAS	1,100
55	JOHN PETER CHICK B. CASTELO	1,100
56	CATHAY SEC. CO., INC. A/C# 1684	1,100
57	CATHAY SEC. CO., INC. A/C# 1030	100,000
58	RAY CELIS	2,200
59	CLARO CENIZA	2,200
60	AMELIA CERVANTES	2,200
61	ELVIN CHAN	16,500
62	VICKY L. CHAN	55,000
63	CHARTERED COMMODITIES CORPORATION	294,999
64	CHEAH TUCK	11,000
65	CHESA HOLDINGS, INC.	100,000
66	CARLOS CHING	500
67	CHIOTI HSU	22,000
68	FRANCIS S. CHOA	20,000
69	DEWEY CHOACHUY, JR	111,300
70	CHONG PENG YNG	100,000
71	WILLIAM N. CHUA CO KIONG	7,700
72	BELINDA CHUA	5,500
73	JULIE YAP CHUA	1,000
74	LUIS W. CHUA	5,500
75	YAN TO A. CHUA	132,000
76	MA. REGINA CLIMACO	5,500
77	BEDY DU CO	1,100
78	NELIA CO	20,000
79	ALFREDO COLLADO	900
80	KATHLEEN COPON	16,500
81	ROGER CORRO	2,300
82	FRANKLIN M. COSTALES	10,000
83	BENSON COYUCO	605,000
84	CARMELITA P. CRUEL	8,800
85	ARISTEO R. CRUZ	1,000
86	FELIPE A CRUZ, JR.	1,100,000
87	MA. TERESA P. CRUZ	55,000
88	MARIA CONCEPCION CRUZ	876,000
89	RODOLFO L. CRUZ	100
90	ANITA T. DAVID	11,000
91	ANGELES MORALES DE LEON	4,400
92	ROLANDO D. DE LEON	66,000
93	ROY A. DE LOS REYES	11,000
94	TERESITA I. DE LOS SANTOS	5,500
95	AUGURIO P. DE VERA	2,000
96	CYNTHIA ROXAS DEL CASTILLO	1,100
97	ELMER DELA CRUZ	2,200
98	JOSEFINA DINSAY	16,500
99	PEDRO DOMINGO	12,100
100	NARISA BERLIN R. DURAN	2,200
101	CAROLINE DY	1,100
102	MANUEL DY	11,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
103	GARY GO DYCHIAO	200,000
104	EAST ASIA OIL & MINING COMPANY, INC.	40,000
105	EBC SECURITIES CORPORATION	48,400
106	EDGARDO YAMBAO &/OR MARIA ISABEL YAMBAO	11,000
107	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000
108	EDNA T. ROGANDO &/OR ESTER T. JUCO	2,200
109	LUCENA B. ENRIQUEZ	552,000
110	LEONARDO ERMITA	2,200
111	MA. ISABEL H. ERMITA	8,800
112	ERVERT AVANZADO &/OR LIAZLE AVANZADO	2,000
113	ERIBERTO E. ESTEBAN	5,500
114	FATIMA A. FARRALES	8,800
115	ARISTEO O. FERAREN, JR	17,600
116	ERIC FILAMOR	1
117	FLORENTINO A. GONZALEZ, JR. &/OR LOURDJEAN T. GONZALEZ	2,200
118	FORUM HOLDINGS CORPORATION	20,626,000
119	RENATO C. FRANCISCO	100
120	MA. ROSARIO FRANCO	3,300
121	FREYSSINET PHILIPPINES, INC.	770,000
122	JOCELYN FULACHE	6,600
123	G & L SECURITIES CO., INC.	10,000
124	GRACE M. GALANG	1,100
125	EUGENE GALICIA	3,300
126	MA. LEYLANI V. GAMBOA	2,500
127	ROGELIO GANZON	2,500
128	IMELDA GAPASIN	100
129	MARIA A. GARCIA	8,000
130	GRACIANO AUDWIN T. GARZON	5,000
131	DEE HUA T. GATCHALIAN	350,000
132	KENNETH T. GATCHALIAN	30,000,100
133	REXLON GATCHALIAN	14,740,000
134	REXLON T. GATCHALIAN	30,000,000
135	WESLIE T. GATCHALIAN	30,000,000
136	GUILLEMO F. GILI, JR	20,000
137	MARVIN J. GIROUARD	330,000
138	ANA L. GO	300,000
139	DOMINGO C GO	275,000
140	RUBY PING GO	20,000
141	EDMUNDO Z. GREGORIO	2,000
142	PATRICK C. GREGORIO	1
143	ARTURO GUANZON	33,000
144	MARLENE S. GUEVARA	11,000
145	GUIDO VILLANUEVA &/OR AMELIA VILLANUEVA	1,000
146	GUILD SECURITIES, INC.	1,100
147	GLORIA GUINTU	2,000
148	ROZANA C. GUTIERREZ	6,600
149	SARAH SAN JOSE HAIN	3,300
150	JOSEPH EDWARD HANNEN	2,200
151	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000
152	BRENDA SOLIDUM HERNANDEZ	3,300
153	LILY S. HO	36,300

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
154	LILIAN HONG	34,000
155	HSBC SECURITIES (PHILIPPINES), INC.	5,000
156	HUNG CHUEN FEI	11,000
157	I.B. GIMENEZ SEC., INC. A/C DPA-003	2,000
158	ROYC CECIL D. IBAY	11,000
159	LUCILA D. ICBAN	2,200
160	INTERNATIONAL POLYMER CORPORATION	33,000
161	JOSE RENE ITURRALDE	200
162	JAY JACOBS	39,600
163	JAMES O. NG &/OR ELSIE Y. NG	10,000
164	ERIC JAO	16,500
165	JESUS ROBERTO SAENZ &/OR AURORA E.	3,300
166	JORGE P. LONTOC OR PACITA L. LONTOC	4,000
167	JOSE YAP &/OR CONCHITA YAP	330,000
168	AURELIO P. JR	13,200
169	RAPHAEL T. JUAN	7,700
170	KATHERINE LIM &/OR MARSHA LIM	11,000
171	KENSTAR INDUSTRIAL CORPORATION	110,000
172	KERRY SECURITIES (PHILS.), INC. -GJ01	4,400
173	JIM HO KHE BIN	20,000
174	CONSUELO DY KHU	11,000
175	CARMELITA KONG KIAT	16,500
176	PHILIP KIONG	11,000
177	ROBERT KLING	39,600
178	MUI SIN KOH-SEAH	4,400
179	CONSUELO C. KON	5,500
180	ROGELIO G. KWAN	622
181	L.M. GARCIA & ASS., INC. A/C# 160	55,000
182	LOLITA LABACLADO	5,500
183	ALEXANDRIA M. LACSON	5,500
184	LESLIE A. LAVA	6,600
185	RICARDO P. LAZARO	11,000
186	RODOLFO B. LEDESMA	30,000
187	ALEXANDER C. LEE	20,000
188	YVETTE LEE	27,500
189	LEONG JEE VAN	55,000
190	RICHARD ANTHONY Y. LIBORO	200
191	LIM TAY	55,000
192	BETO Y. LIM	150,000
193	CARRIE LIM	100,000
194	CELY S. LIM	112,200
195	EMILY LIM	500,000
196	GIOVANNI JOSEF B. LIM	10,000
197	JAY DEXTER A. LIM	16,200
198	JOCELYN O. LIM	2,200
199	KIRBY YU LIM	55,000
200	MONINA GRACE S. LIM	13,200
201	REBECCA TAN LIM	1,100
202	ROLANDO M. LIM	1,142,500
203	JUANITA LIMCHAYSENG	600
204	ROMEO S. LINDAIN	1,100

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
205	LIPPO SECURITIES, INC. FAO: SHEN KUO HSU	8,000
206	LIPPO SECURITIES, INC.	56,500
207	KAROLYN LIU	5,500
208	ARMANDO S. LLARINAS	1,100
209	CHRISTOPHER D. LO	3,300
210	ADRIAN LONG	39,600
211	ARTHUR LOPEZ	1
212	JUAN ANTONIO LOPEZ	3,300
213	JOSEFA T. LUA	11,000
214	MAXIMO V. LUCAS	8,800
215	VILMA LUMANOG	2,200
216	LUKE MACABABBAD	3,300
217	MARIO T. MACADAEG	300
218	RENATO B. MAGADIA	200
219	RENO I. MAGADIA	10,000
220	MILAGROS ONG MAGAT	1,000
221	BENJAMIN G. MAGBANUA	1,100
222	GRACE MAGNAYE	16,500
223	GRACE MAGNAYE	5,500
224	LEVI Q. MAGNAYE	2,200
225	MA. YOLANDA MALLARI	30,000
226	MELVIN M. MANALO	2,200
227	EMILIA MANANON	1,100
228	MANUEL H. OSMENA &/OR GRELLINA L. OSMENA	100,000
229	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000
230	JESUS B. MARAMARA	2,700
231	MA. MADONNA M. MEDENILLA	5,000
232	RUBEN MEDRANO	100
233	CATALINA ROXAS MELENDRES	6,246,000
234	ROCHELLE V. MENDOZA	200
235	ELIZABETH MERCADO	11,000
236	LAMBERTO B. MERCADO, JR	100
237	MERIDIAN SEC., INC. A/C# 844	200,000
238	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000
239	MANUEL S. MILAN	4,400
240	MIZPAH HOLDINGS, INC.	100,000
241	ALBERTO MOGUEL	1,200
242	CONSUELO A. MOPAS	22,000
243	MUI SIN KOH-SEAH &/OR DENNIS CHEE CHIANG SEAH	3,300
244	CRISTINO NAGUIAT, JR.	181,500
245	NG GHIM HWA	4,000
246	LAWRENCE C. NG	10,000
247	BELINDA NGO	5,500
248	NATIVIDAD C. NGUI	4,400
249	VIDA MARIE E. NISPEROS	1,100
250	NOBLE ARCH REALTY AND CONSTRUCTION CORP.	10,000
251	MARCELO S. NUGUID	22,000
252	CARMELO OBCEMEA	10,000
253	TERESITO P. OCAMPO	2,000
254	VENUS DE OCAMPO	20,000
255	OCBC SECURITIES PHILS., INC.	40,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
256	OMAR C. POLINTAN &/OR MELITA POLINTAN	1,100
257	ONG YU LING	27,500
258	CARMEN ONG	11,000
259	JIMMY G. ONG	4,400
260	STEVEN M. ONG	6,600
261	VICKY ONG	22,000
262	JUANA ONGKA	5,500
263	REMEDIOS S. ORBETA	14,300
264	ORION-SQUIRE CAPITAL, INC. - 0267	200
265	VIRGIE R. ORTEGA	5,500
266	SERGIO R. ORTIZ-LUIS, JR	110
267	CONSUELO G. OSI	2,200
268	DAVID LAO OSMENA	314,600
269	DAVID LAO OSMENA	275,000
270	GLADYS MAY L. OSMENA	39,600
271	HARVEY OSMENA	11,000
272	MANUEL L. OSMENA, II	39,600
273	MANILYNN L. OSMENA	39,600
274	MEGHANN GAIL L. OSMENA	39,600
275	ANTONIO MAPUA OSTREA	5,500
276	VENUS PACIA	11,000
277	PACIFIC CONCORDE CORPORATION	100,000
278	PACIFIC IMAGES, INC.	100,000
279	PACIFIC REHOUSE CORPORATION	100,000
280	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000
281	MA. TERESITA M. PALO	4,400
282	GAUDENCIO H. PANALIGAN	11,000
283	VICENTE LIM PANG	1,000
284	PANTALEON NIEVA &/OR ANGELITA NIEVA	3,300
285	ROSE LUZELLE PAPA	200
286	LYDIA C. PASCUA	1,100
287	SANDRA E. PASCUAL	50,000
288	CIRILO E. PASUCAL	11,000
289	PATRICIA MIADO &/OR MARIO ANGEL MIADO	3,300
290	PCD NOMINEE CORP. (FILIPINO)	1,138,645,073
291	PCD NOMINEE CORP. (NON-FILIPINO)	42,004,301
292	MA. THERESA C. PE	11,000
293	ARACELI P. PENAS	1,100
294	PAUL PESTANO	3,300
295	PHILIP NG CLARIN & EVELYN NG LEE	22,000
296	PIERCE INTERLINK SECURITIES, INC.	150,000
297	ELENETTE C. PINGUL	3,300
298	MABEL POBLETE	1,100
299	ARTHUR R. PONSARAN	110
300	AMANDO J. PONSARAN, JR	16,500
301	PORFIRIO G. MACARAEG &/OR MICHAEL MACARAEG	1,100
302	CHARLES M. PRATT	5,500
303	IMELDA M. PRECION	5,000
304	PRIMARY STRUCTURES CORPORATION	16,212,500
305	PUBLIC SEC. CORP.	800
306	DEREK PUERTOLLANO	5,500

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
307	WINSTON P. PUNZALAN	1,500
308	QUALITY INVESTMENTS & SECURITIES CORP.	22,000
309	JAIME R. QUIJANO	3,300
310	MAHALIA C. QUINONES	5,000
311	NERISSA C. QUINTANA	11,000
312	RICARDA B. QUIROS	22,000
313	R. COYIUTO SECURITIES, INC.	11,000
314	MELITA G. RAGAS	2,200
315	RCBC T/A# 33-398-0	300
316	REGINA CAPITAL DEVT., CORP. A/C#1845	20,000
317	JOHN PATRICK REGNER	2,200
318	BEVERLY G. REJANTE	1,100
319	RENATO C. ALARCON &/OR VIRGINIA M. ALARCON	5,500
320	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000
321	REXLON INDUSTRIAL CORPORATION	17,000
322	DAISY S.A REYES	1,100
323	FIDELINA B. REYES	1,000
324	JUANA M. REYES	7,700
325	DOMINADOR A. REYNO	500
326	ILDEFONSO REYNOSO, II	8,800
327	SALVADOR T. RIGOR, JR	7,700
328	CARLOS BENEDICT K. RIVILLA, IV	110
329	ROBERTO ABELLO &/OR MA. ANTONIA ABELLO	5,500
330	BING ROJO	6,700
331	ROLANDO I. LOMBOY &/OR MILAGROS R.LOMBOY	10,000
332	NORA ROSS	200
333	LETICIA ROXAS	1,100
334	RUBEN BALBASTRO &/OR ROSARIO TORRES	5,500
335	RODOLFO V. SAEZ	1,000
336	ERNESTO R. SALAS, JR	22,000
337	DONNIE SALVADOR	600
338	MA. TERESA T. SAN AGUSTIN	3,300
339	FRANCISCO C. SAN DIEGO	50,000
340	AURORA V. SAN JOSE	143,000
341	EPIFANIA G. SANTOS	2,750
342	FLORENCIO SANTOS	2,000
343	ROLANDO S. SANTOS, JR	2,200
344	SAPPHIRE SECURITIES, INC.	4,000
345	SEAFRONT RESOURCES CORP.	33,000
346	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000
347	SHAREHOLDERS ASSOCIATION OF THE PHILIPPINES, INC.	1,000
348	PROSERFINA SIGUENZA	6,600
349	SILVER GREEN INVESTMENTS LTD.	230,000
350	SIMEON SAMSON &/OR CHARLIE RAVALO	5,000
351	GLENN ANTHONY O. SOCO	16,500
352	PABLO SON KENG PO	22,000
353	DELFIN R. SUPAPO, JR	27,500
354	LYDIA J. SY	55,000
355	MICHELLE T. SY	2,200
356	RONALD SY	600
357	LEOPOLDO SY-QUIA, JR	5,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
358	IBURI TADAFUMI	13,750
359	SEIICHIRO TAKAHASHI	11,000
360	TAN DAISY TIENG	46,500
361	TAN LIN LAY	30,000
362	CARLOS S. TAN	11,000
363	DOUGLAS TAN	1,100
364	EDWARD W. TAN	3,300
365	FATIMA L. TAN	1,100
366	LINDA TAN	5,500
367	MIRABEL TAN	1,100
368	RAYMOND G. TAN	1,100
369	ROSIE TAN	2,300
370	SUZETTE TAN	1,100
371	LOLITA TANSENGCO	1,100
372	STELLA TANSENGCO-SCHAPERO	1,200
373	MACARIO TE	1
374	REYNALDO NAVARRA TECECHIAN	1,000
375	TEE LING KIAT &/OR LEE LIN HO	200
376	FRUTO M. TEODORICO, JR	55,000
377	TERESITA GO &/OR SATURNINA GO	87,000
378	THE WELLEX GROUP, INC.	1,128,466,800
379	RUFINO B. TIANGCO	8,800
380	MERLINDO R. TINAPAY	2,200
381	ELVIRA A. TING	10,000,009
382	ROBERT C. TING	22,000
383	RUBY TING	2,200
384	RAMON A. TINIO	25,000
385	WILLIE TIO	159,500
386	IRMINIA A. TIPGOS	1,100
387	LEONCIO TIU	33,000
388	LUISIANA DELOS SANTOS TONDO	1,100
389	RAYMOND TONG	23,300
390	RUBEN D. TORRES	1,000
391	TRITON SECURITIES CORPORATION	20,000
392	TOMAS F. TUASON, IV	110
393	ELIZABETH TUBALE	1,100
394	TYBALT INVESTMENT LTD.	10,000
395	ALVIN TAN UNJO	88,000
396	UY TIAK ENG	50,000
397	PHILIP L. UY	11,000
398	ROBERTO S. UY	5,500
399	ROBERTO L. UY	50,000
400	ZITA O. UY-TIOCO	2,200
401	AGAPITO R. VALENCIA	6,600
402	JESUS SAN LUIS VALENCIA	1,000
403	FEDELIZA R. VARGAS	1,100
404	SALUD VELORIA	6,600
405	ANTONIO VERZOSA	2,200
406	BENEDICTO V. VIARDO	2,200
407	MA. SALOME VILLASIS	1,000
408	RIZA C. VILLEGAS	110

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/31/2022

Count	Name	Holdings
409	ROBERTO C. VILLEGAS	4,000
410	WANG YU HUEI	110,000
411	WATERFRONT NOMINEES SDN BHD A/C#6	107,800
412	WATERFRONT NOMINEES SDN BHD A/C#9	20,900
413	WEALTH SECURITIES, INC.	5,500
414	JOHN CRHISTOPHER D. WEIGEL	110,000
415	HELEN F. WILLIMANN	5,000
416	WILSON CHUA &/OR BECKY QUE CHUA	110,000
417	STEVE WOODWARD	39,600
418	LUZ YAMANE	38,500
419	JEFFERSON Y. YAO	11,000
420	YEOH CHEAW TAU	1,100
421	CHARISSA YLAYA	8,800
422	CATHERINE LAO YOUNG	19,800
423	GEORGE U. YOUNG, JR	82,500
424	YU PEK KIAN	11,000
425	YU SIOK HUI	22,000
426	CECILIA CO YU	4,000
427	JOHN BENEDICT O. YU	10,000
428	NEIL JOHN A. YU	50,000
429	JOCELYN L. ZARATE	4,000
430	EUFEMIA ZULUAGA	7,700

Total Stockholders :

2,498,991,753
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Stock Transfer Service Inc.
 WATERFRONT PHILIPPINES, INCORPORATED
 List of Top 100 Stockholders
 As of 05/31/2022

Page No. 1

Rank	Name	Holdings	Rank
1	PCD NOMINEE CORP. (FILIPINO)	1,138,645,073	45.56%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	42,004,301	01.68%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	DAVID LAO OSMENA	589,600	00.02%
20	LUCENA B. ENRIQUEZ	552,000	00.02%
21	EMILY LIM	500,000	00.02%
22	DEE HUA T. GATCHALIAN	350,000	00.01%
23	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
24	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
25	MARVIN J. GIROUARD	330,000	00.01%
26	ANA L. GO	300,000	00.01%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 05/31/2022

Page No. 2

Rank	Name	Holdings	Rank
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
31	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	CRISTINO NAGUIAT, JR.	181,500	00.01%
34	WILLIE TIO	159,500	00.01%
35	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
36	BETO Y. LIM	150,000	00.01%
37	AURORA V. SAN JOSE	143,000	00.01%
38	YAN TO A. CHUA	132,000	00.01%
39	CELY S. LIM	112,200	00.00%
40	DEWEY CHOACHUY, JR	111,300	00.00%
41	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
42	WANG YU HUEI	110,000	00.00%
43	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
44	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
45	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
46	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
47	MIZPAH HOLDINGS, INC.	100,000	00.00%
48	PACIFIC CONCORDE CORPORATION	100,000	00.00%
49	PACIFIC IMAGES, INC.	100,000	00.00%
50	PACIFIC REHOUSE CORPORATION	100,000	00.00%
51	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
52	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 05/31/2022

Page No. 3

Rank	Name	Holdings	Rank
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	CHONG PENG YNG	100,000	00.00%
55	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	LEONG JEE VAN	55,000	00.00%
64	LIM TAY	55,000	00.00%
65	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
66	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
67	KIRBY YU LIM	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	VICKY L. CHAN	55,000	00.00%
70	PRIMITIVO C. CAL	55,000	00.00%
71	LYDIA J. SY	55,000	00.00%
72	MA. TERESA P. CRUZ	55,000	00.00%
73	NEIL JOHN A. YU	50,000	00.00%
74	ROBERTO L. UY	50,000	00.00%
75	SANDRA E. PASCUAL	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	UY TIAK ENG	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Stock Transfer Service Inc.
 WATERFRONT PHILIPPINES, INCORPORATED
 List of Top 100 Stockholders
 As of 05/31/2022

Page No. 4

Rank	Name	Holdings	Rank
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	ADRIAN LONG	39,600	00.00%
83	GLADYS MAY L. OSMENA	39,600	00.00%
84	JAY JACOBS	39,600	00.00%
85	ROBERT KLING	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	MEGHANN GAIL L. OSMENA	39,600	00.00%
88	MANILYNN L. OSMENA	39,600	00.00%
89	MANUEL L. OSMENA, II	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	LEONCIO TIU	33,000	00.00%
95	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
96	SEAFRONT RESOURCES CORP.	33,000	00.00%
97	ARTURO GUANZON	33,000	00.00%
98	TAN LIN LAY	30,000	00.00%
99	MA. YOLANDA MALLARI	30,000	00.00%
100	RAMONCITO ARCEO	30,000	00.00%

Total Top 100 shareholders : 2,496,862,882 99.91%

Total Issued Shares 2,498,991,753

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - WPI000000000

Business Date: May 31, 2022

BPNAME	HOLDINGS
UPCC SECURITIES CORP.	75,000
A & A SECURITIES, INC.	2,417,200
ABACUS SECURITIES CORPORATION	62,200,657
PHILSTOCKS FINANCIAL INC	65,174,119
A. T. DE CASTRO SECURITIES CORP.	54,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	3,271,000
BA SECURITIES, INC.	1,684,200
AP SECURITIES INCORPORATED	17,219,100
ANSALDO, GODINEZ & CO., INC.	2,895,700
AB CAPITAL SECURITIES, INC.	8,423,500
SB EQUITIES, INC.	3,902,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	862,800
ASIASEC EQUITIES, INC.	153,000
ASTRA SECURITIES CORPORATION	5,000
CHINA BANK SECURITIES CORPORATION	1,000,000
BELSON SECURITIES, INC.	4,080,100
B. H. CHUA SECURITIES CORPORATION	50,000
JAKA SECURITIES CORP.	8,655,500
BPI SECURITIES CORPORATION	35,220,116
CAMPOS, LANUZA & COMPANY, INC.	2,447,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	779,138
TRITON SECURITIES CORP.	43,119,450
IGC SECURITIES INC.	3,159,000
CUALOPING SECURITIES CORPORATION	110,500
DBP-DAIWA CAPITAL MARKETS PHILIPPINES, INC.	2,200
DAVID GO SECURITIES CORP.	1,759,000
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	9,907,100
EQUITABLE SECURITIES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,321,200
EQUITIWORLD SECURITIES, INC.	307,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	8,731,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	710,000
AURORA SECURITIES, INC.	926,700
GLOBALINKS SECURITIES & STOCKS, INC.	464,000
JSG SECURITIES, INC.	173,150
GOLDSTAR SECURITIES, INC.	3,365,300
GUILD SECURITIES, INC.	272,000
HDI SECURITIES, INC.	23,645,500
H. E. BENNETT SECURITIES, INC.	2,280,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	527,297

BPNAME	HOLDINGS
INVESTORS SECURITIES, INC,	1,217,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	393,800
INTRA-INVEST SECURITIES, INC.	187,400
ASIAN CAPITAL EQUITIES, INC.	56,100
J.M. BARCELON & CO., INC.	921,500
STRATEGIC EQUITIES CORP.	1,003,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	263,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	1,593,200
COL Financial Group, Inc.	138,264,470
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	149,800
MERIDIAN SECURITIES, INC.	2,154,700
MDR SECURITIES, INC.	236,000
REGIS PARTNERS, INC.	66,300
MOUNT PEAK SECURITIES, INC.	120,000
NEW WORLD SECURITIES CO., INC.	2,179,000
OPTIMUM SECURITIES CORPORATION	3,799,650
RCBC SECURITIES, INC.	3,878,300
PAN ASIA SECURITIES CORP.	90,000
PAPA SECURITIES CORPORATION	1,184,500
MAYBANK ATR KIM ENG SECURITIES, INC.	4,941,100
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,223,260
PREMIUM SECURITIES, INC.	5,923,600
PRYCE SECURITIES, INC.	12,124
SALISBURY BKT SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	16,224,800
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,011,100
REGINA CAPITAL DEVELOPMENT CORPORATION	7,926,976
R. NUBLA SECURITIES, INC.	3,022,500
AAA SOUTHEAST EQUITIES, INCORPORATED	2,126,200
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	176,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	308,500
SUMMIT SECURITIES, INC.	607,300
STANDARD SECURITIES CORPORATION	1,401,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	740,400
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	37,200
TOWER SECURITIES, INC.	11,961,600
TRANS-ASIA SECURITIES, INC.	1,375,500
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
UCPB SECURITIES, INC.	2,433,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	1,400,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	216,900
FIRST METRO SECURITIES BROKERAGE CORP.	26,509,590
WEALTH SECURITIES, INC.	7,540,590
WESTLINK GLOBAL EQUITIES, INC.	520,632,540

BPNAME	HOLDINGS
BERNAD SECURITIES, INC.	369,100
WONG SECURITIES CORPORATION	27,500
YAO & ZIALCITA, INC.	409,200
YU & COMPANY, INC.	1,099,000
BDO SECURITIES CORPORATION	20,538,369
EAGLE EQUITIES, INC.	621,800
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	1,665,576
SOLAR SECURITIES, INC.	6,343,600
G.D. TAN & COMPANY, INC.	16,950,300
PHILIPPINE EQUITY PARTNERS, INC.	2,431,950
UNICAPITAL SECURITIES INC.	1,805,900
SunSecurities, Inc.	400,000
COHERCO SECURITIES, INC.	3,400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,445,000
VC SECURITIES CORPORATION	600
CITIBANK N.A.	140,000
STANDARD CHARTERED BANK	925,000
Total	1,180,649,374

If no written notice of any error or correction is received by PDTC within five (5) calendar days from receipt hereof, you shall be deemed to have accepted the accuracy and completeness of the details indicated in this report.



May 12, 2022

MS ALEXANDRA D. TOM WONG
OFFICER-IN-CHARGE, DISCLOSURE DEPARTMENT
4/F Philippine Stock Exchange, Inc.
PSE Centre, Exchange Road, Ortigas Center
Pasig City, Metro Manila

Dear Ms. Tom Wong,

We submit herewith the Annual Report (SEC 17-A) of WATERFRONT PHILIPPINES, INC. for the year ended December 31, 2021.

Thank you for your kind attention.

Very truly yours,


Arsenio A. Alfiler, Jr.
Assistant Corporate Secretary

Cc:

Securities and Exchange Commission
Mandaluyong City

COVER SHEET

AS094-8678
SEC Registration Number

WATERFRONT PHILIPPINES, INC.

(Company's Full Name)

NO. 1 WATERFRONT DRIVE
OFF SALINAS DRIVE LAHUG
CEBU CITY

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

MS. IRISH CHARA LAWAS

Contact Person

855-90129

Company Telephone Number

1 2 3 1

Month Day

SEC 17-A

FORM TYPE

0 9 2 3

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

432

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION SEC FORM
17-A, AS AMENDED
ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the calendar year ended
DECEMBER 31, 2021
2. SEC Identification Number
AS 094-8678
3. BIR Tax Identification No.
D80-003-978-254 NV
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
6000**
8. Issuer's telephone number, including area code
(02) 559-0130
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:
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

13. Aggregate market value of the voting stock held by non-affiliates of the registrant.

Unaffiliated shares	:	2,498,991,753
Last Trading Price	:	Php0.420 as of May 11, 2022
Aggregate Market Value	:	1,049,576,536

**APPLICABLE ONLY TO ISSUERS INVOLVED IN INSOLVENCY
SUSPENSION OF PAYMENTS PROCEEDINGS DURING THE
PRECEDING FIVE YEARS**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

/Yes

No

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

- (a) Any annual report to security holders
- (b) Any information statement filed pursuant to SRC Rule 20
- (c) Any prospectus filed pursuant to SRC Rule 8.1

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 17-1 - Annual Report References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the Calendar year ended

DECEMBER 31, 2021

Currency (indicate units, if applicable)

PESO

Balance Sheet

	Year Ending	Previous Year Ending
	DECEMBER 31, 2021	DECEMBER 31, 2020
Current Assets	3,689,536,752	4,423,715,641
Total Assets	17,000,611,151	15,243,298,917
Current Liabilities	2,678,011,184	2,674,648,755
Total Liabilities	5,330,648,023	5,840,935,650
Retained Earnings/ (Deficit)	1,847,119,587	1,113,890,733
Stockholders' Equity	11,669,963,128	9,402,363,267
Stockholders' Equity - Parent	10,454,989,383	8,319,536,202
Book Value per Share	4.18	3.33

Income Statement

	Year Ending	Previous Year Ending
	DECEMBER 31, 2021	DECEMBER 31, 2020
Operating Revenue	989,156,442	1,033,165,293
Other Revenue	8,631,712	21,467,007
Gross Revenue	997,788,154	1,054,632,300
Operating Expense	645,199,626	717,654,748
Other Expense	447,982,589	525,394,602
Gross Expense	1,093,182,215	1,243,049,350
Net Income/(Loss) Before Tax	430,096,281	807,063,414
Income Tax Expense	(100,705,358)	123,597,065
Net Income/(Loss) After Tax	530,801,639	683,466,349
Net Income Attributable to Parent Equity Holder	554,112,411	394,555,853
Earnings/(Loss) Per Share (Basic)	.222	0.158
Earnings/(Loss) Per Share (Diluted)	.222	0.158
EFPS Trailing 12 months	(.061)	0.028
Other Relevant Information		

Financial Ratios

	Formula	December 31, 2021	December 31, 2020
Liquidity Analysis Ratios:			
Current Ratio	Current Assets / Current Liabilities	1.378	1.654
Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	0.679	0.731
Solvency Ratio	Total Assets / Total Liabilities	0.180	0.190
Financial Leverage Ratios:			
Debt Ratio	Total Debt / Total Assets	0.314	0.383
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.510	0.702
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	5.159	4.035
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.626	1.832
Profitability Ratios:			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of Service / Sales	35.3%	32.0%
Net Profit Margin	Net Profit / Sales	53.20%	64.81%
Return on Assets	Net Income before Tax / Total Assets	3.29%	4.82%
Return on Equity	Net Income before Tax / Total Stockholders' Equity	5.08%	8.22%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	2.075	3.671

TABLE OF CONTENTS

PART I - BUSINESS AND GENERAL INFORMATION

- Item 1 Business
- Item 2 Properties
- Item 3 Legal Proceedings
- Item 4 Submission of Matters to a Vote of Security Holders

PART II - OPERATIONAL AND FINANCIAL INFORMATION

- Item 5 Markets for Registrant's Common Equity and Related Stockholders' Matters
- Item 6 Management's Discussion and Analysis or Plan of Operation
- Item 7 Financial Statements
- Item 8 Changes in and Disagreements with Accountants and Financial Disclosure

PART III - CONTROL AND COMPENSATION INFORMATION

- Item 9 Directors and Executive Officers of the Registrant
- Item 10 Executive Compensation
- Item 11 Security Ownership of Certain Beneficial Owners and Management
- Item 12 Certain Relationships and Related Transactions

PART IV - CORPORATE GOVERNANCE

SIGNATURES

FINANCIAL STATEMENTS AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

SUPPLEMENTARY SCHEDULES

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

Waterfront Philippines, Incorporated (WPI) was registered with the Securities and Exchange Commission (SEC) on September 23, 1994, as an investment holding company for hotel, leisure, and tourism businesses.

To realize the Group's vision of making WPI the flagship of the Group's hotel and gaming interests, TWGI vended into WPI's acquired properties --- Waterfront Cebu City Casino Hotel, Inc. (WCCCCHI) in Cebu City, Waterfront Mactan Casino Hotel, Inc. (WMCHI) in Mactan, Cebu and Davao Insular Hotel Company, Inc. (DIHCI) in Davao City. These properties are significant investments for WPI. During 2003, the company started acquiring common shares of ACESITE (Phils.) Hotel Corporation. A major coup for WPI for the year 2004 was securing of controlling interest in the management over ACESITE (PHILS.) HOTEL CORP. Consequently, Acesite, operating under the trade name Manila Pavilion Hotel, is now part of the Waterfront group of hotels. WPI is now known as the largest Filipino hotel chain in the country.

The hotels fit WPI's continuous geographic diversification strategy and they are appropriate candidates for broad product renovation and operational repositioning. The hotels are well positioned in their respective markets, considering the presence of international airports in their locality. Studies indicate that international airports are major generators of lodging demand.

WPI is known as one of the largest hotel chains in the country. We provide much-needed support to the tourism industry's vision for growth. Our hotel experience is highly integrated, offering the best of business and leisure.

The Company has strengthened its brand visibility and continues to expand in innovative ways, using technology and new media to our advantage.

Marketing

Waterfront gives a wide range of business-related conveniences to ensure that our guests enjoy a productive stay. Our special attention to details, well-equipped business centers, accessibility, unrivaled facilities and presence in major cities of the Philippines make us best positioned to cater to the business traveler's needs. As in the previous years, our approach has always been in rejuvenating our hotels and its amenities, promoting the quality of our guest services and programs and empowering our peers. We have much to offer the broad market with the right marketing mix: competitive room rates, premium, value-added guest programs, well-equipped function facilities and professional guest services. Although, extreme competition has always been present with the Waterfront Group and other destinations and hotels, the Company has unfazingly regarded this as a welcome challenge and motivation on increasing its market share with a corresponding increase in average room rates and in actual room occupancies. As part of its marketing strategy, the company exercises flexible rates for contingencies, tie-ups with airlines, special occasion packages and other promos. Also, the massive efforts of our sales and marketing division in creating and implementing dynamic programs designed to search for customers and developing and maintaining their loyalties, have certainly added to the hotels' marketability. Coupled with the efforts of our public relations division in ensuring that the reputation of our hotels are kept free from negative publicity and its awareness of social responsibility, has certainly given marketing strategy a deeper meaning. The Company aims for building a strong relationship with our guests.

Again, considering the successful operations of our Cebu-based hotels, it can be said that Waterfront has already made an impressive dent in the market. Although we continue to discover and learn many new things, we are taking advantage of investment opportunities, which will allow us to be a significant player in the casino and hotel arena nationwide. The Company has strengthened its brand visibility with an integrated marketing communications campaign that would invite

continued patronage of its products and services. To complement its marketing and sales efforts, a unified visual advertising tool for all properties was implemented.

Our Central Reservations System has made us the only integrated network of hotels in the country with a powerful presence through our 24/7 booking services. Anyone can book using a single 1-800 number 1-800-WFRONT8 (9376688) for all Waterfront Hotels nationwide.

We have made significant strides in the improvement of our “software”: our technology systems, service and people. Software is the lifeblood of our business--it provides a genuine connection with our customers through various touch points conveys the Waterfront brand in a personal manner and introduces new sales-generating streams in step with today’s growing online patronage.

We have further strengthened our online presence with the launch of our free mobile app for iOS and Android--the very first Filipino hotel chain to do so. We improved our e-newsletter with a software system upgrade. Our website sports a sleek, newly-revamped look with more features to allow easy booking and browsing of our properties. All three work synergistically to complete our user experience and add new avenues for accessing our brand. Our social media channels are also being managed full-time by a dedicated team, ensuring the seamless transfer of news and promotions updates in the most popular social media platforms for our clientele. Each presents a unique opportunity to touch base with our users in a platform of their preference, offering exciting deals and perks that pique their interest.

By the year 2016, we established and publicized the Waterfront Hotels and Casinos brand through an effective and strategic advertising effort in various publications such as glossy, local in-flight magazines. Through this, we can create strong presence and awareness of the new branding – “We’re at the Center of it All” and maintain visibility of the corporate brand in various publications.

We also made a strong presence abroad – Bangkok, Korea, Japan and Singapore - organized by Tourism Promotions Board and Department of Tourism. Joined with established Asia Pacific’s premier M.I.C.E. show which brings together the region’s top M.I.C.E. suppliers and key industry players to collectively sell Asia as an exciting and diverse M.I.C.E. destination. Exhibitors and participants have the opportunity to sell, negotiate and secure deals with more than 500 selected buyers and travel managers from regional and international M.I.C.E and corporate travel industries through pre-scheduled appointments.

By firmly and strategically addressing key areas in our business, we have transformed into a company that is formidable and efficient across all areas of our operations--the hallmark of an institution that remains tried and true and is confidently moving towards a new horizon.

Information Technology

As in all areas of commerce, information technology represents one of the strongest forces for change. They are known to have significant impact in marketing of hotels. It provides an essential tool for hotel organization to keep a hand on the pulse of the customers’ wants and needs. The challenge of any corporation is to conduct their operations efficiently and effectively at the least possible cost. Perhaps, one of the major advancement that happened at Waterfront is its tie-up with **Micros Fidelio** - the world leader in providing computer-related technology for hotel and restaurant chains around the world. They upgraded the system of the Company through their newest operating platform called **Opera**. This software will efficiently manage sales and accounting, reservations, point-of-sales and engineering- a first in the Philippines. This integrated system will aggressively keep track of inventory and manage revenues. The “*Fidelio*” system permits online monitoring of clients in the hotels. To date, here is a summary of the major systems used by Waterfront Hotels:

	WCCCHI	WAH	WIHD	MPH	WEC	WFC	GYM
Agilysis Point-Of-Sale System (POS)	X	X	X				
Micros-Fidelio Engineering Management System	X	X	X				
Micros-Fidelio Opera Sales and Catering System	X	X	X				
Opera Property Management System (PMS)	X	X	X				
SUN SYSTEM	X	X	X	X			
Human Resource Information System	X	X	X	X			
Mitech Payroll System					X	X	X
Actatek Biometric Finger scan System	X	X	X	X	X	X	X
Lotus Email System	X	X	X	X	X	X	X
Micros Materials Control	X	X	X	X		X	
Online Automation System	X	X	X	X	X		
Call Center System					X		
Waterfront Recipe Guide System	X	X	X	X			

Employees' Training

Service is the hotels' most important product and first class service is not instantaneous – it does not happen overnight. It is a team effort, requiring constant attention, training and supervision. In an ongoing endeavor to carry on with this ideal, the Company continues to increase in-house and external training of its personnel to endow the employees with the competence essential to cope with the increasing standards and demands of the market.

For the past years, the Company's employees have undergone training in various skill-building seminars and workshops for F&B, Housekeeping, and Front Office and even in Administrative functions.

The company takes pride in its training and development programs. In fact, Waterfront sets a high standard of achieving 70 training hours per person every year. In order to ensure that such passion for never ending quest for improvement and excellence remains fueled, Waterfront makes People Development an integral Key Performance Index, among others which is Quest Satisfaction Index and Financial Index.

Waterfront is run by its highly competent Peers – the people who make a difference in every aspect of its organization. The company ensures that the quality of the Waterfront experience is maintained through excellent service, and undergoes constant training to ensure service quality and efficiency in all aspects of operations.

Waterfront's various seminars, trainings, and workshops are classified into five major categories: Inductive Program, Basic Skills Program, Upgraded and Advanced Skills, Supervisory and Management Programs, and other Wellness-related Programs.

Upon joining the Waterfront family, newly-hired peers undergo a comprehensive Inductive Program to orient them to the Hotel Culture. Frontliners undergo basic Skills Certification Program for their respective areas of assignment to ensure that hotel service standards are maintained. Supervisors and managers are enrolled in our Supervisory and Managerial Development Programs which equip

them with both basic and advanced skills to help them effectively perform their roles as leaders of the organization.

Programs offered do not only stop at improving the brain function but should also include managing emotions and attitude. The wellness-related programs are programs that are also designed and made a part of the entire Peers training and development with the aim of maintaining a healthy lifestyle, physically, mentally and spiritually.

Waterfront also puts itself at par with the global hospitality industry by partnering with International learning Institutions such as Development Dimensions International (DDI), Ivy League member Cornell University, and the Educational Institute of the America Hotel Lodging Association (AHLA).

The Company also conducted The Skills and Operations Audit that seeks to examine the effectiveness and validity of the SOPs. With this the Company is able to ensure property compliance with established standards. The American Council on Exercise (ACE) trainer’s certification which is the only trainer’s certification rooted in 30 years of science-based research from ACE, the world’s largest nonprofit health and fitness organization. An ACE certification prepares trainers with the knowledge and skills to serve diverse clients.

We also have sponsored trainings from DOT like “The Tourism and Hospitality Skills Training Program by Workskills Australia. It is a 5-day training program which covers (1) Customer Service, (2) 5 Star Executive Housekeeping Services and (3) Professional Customer Care Specialist for Front Office Services. This program runs as an interactive workshop for all tourism and hospitality professionals so they develop the industry culture and be at the top in customer service. Workskills Australia, an international training provider, will issue a certificate of competence aligned to ASEAN framework upon completion of the training program. This is one of 6 programs approved under the Tourism Industry Skills Training Support Scheme from the Department of Tourism, Asian Development Bank and the Government of Canada.

Level Up Leadership Seminar - this two-day seminar-workshop is a comprehensive course on leadership training designed to equip current as well as high potential leaders with effective and proven principles, behaviors and applications with the objective to develop the business organization’s most important asset – their valued people. This is based on the philosophy that as leaders develops themselves they lead their people better and produce a winning team to help in growing the business.

Employees

As the reputation of the hotels rise and the volume of clientele grow, so will their expectations and demands. The fundamental key to clients’ satisfaction will always be the delivery of the best service from the employees. It is a team effort, requiring constant attention, training and supervision. The Company continues to increase in-house and external training of its employees. A salary structure has been implemented to ensure more competitive compensation packages, which are at par with the industry’s standards and the department of Labor and Employment’s mandated requirements.

The Company believes that after all, happy employees translate into happy customers, and happy customers would be tantamount to greater satisfaction, sales and income for the Company.

As of the end of the calendar year 2021, WPI Group has a total of 383 employees that were distributed as follows:

WCCCHI:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	20	3	23

Non-Executive	162	0	162
Total	182	3	185

WMCHI:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	9	0	9
Non-Executive	63	0	63
Total	72	0	72

WIHD:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	0	0	0
Non-Executive	63	0	63
Total	63	0	63

WMHC

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	0	0	0
Non-Executive	24	0	24
Total	24	0	24

WPI

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	0	0	0
Non-Executive	15	0	15
Total	15	0	15

ALEC

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	0	0	0
Non-Executive	2	0	2
Total	2	0	2

WWGI:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	1	0	1
Non-Executive	7	0	7
Total	8	0	8

WFC:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	0	0	0
Non-Executive	4	0	4
Total	4	0	4

WEC:

	<i>Filipinos</i>	<i>Foreigners</i>	<i>Total</i>
Executive	2	0	2
Non-Executive	8	0	8
Total	10	0	10

Grand Total	380	3	383
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There is an existing union in Davao Insular Hotel. On April 1, 2011, Waterfront Insular Hotel Davao Employees Association (WIHDEA) and renewal on the agreement shall be in full force and effect from April 1, 2016 to March 31, 2021. In April 2021, the Collective Bargaining Agreement (CBA) was further renewed, covering a period of five (5) years, April 1, 2021 to March 31, 2026. All other provisions of the CBA are not modified by the foregoing agreement and shall remain between the parties.

The Manila Pavilion Hotel has not experienced any strikes since 2006. The Collective Bargaining Agreement (CBA) for the line employees was concluded on December 12, 2017, covering a period of five (5) years, July 01, 2017 to June 30, 2022. However, the CBA underwent dissolution after a fire broke out in March of 2018.

The CBA for supervisors signed on November 17, 2016 covers a period of five (5) years, April 01, 2016 to March 31, 2021. MAPSA (Manila Pavilion Supervisors' Association) is the one who represented the supervisor during the bargaining. The economic provision of the Agreement shall be subject to renegotiation after the 3rd year of its affectivity or 60 days prior to March 31, 2019. Similar to the CBA for the line employees, the CBA for the supervisors underwent dissolution as well after the fire incident.

Business of WPI and Its Subsidiaries

□ WPI

Being an investment holding company in hotel and gaming businesses, *WPI* has a strategic advantage in the marketplace. It can move and position itself to grab opportunities in hospitality industry, which is known to be highly competitive. The world-class facilities that it brings to the Province of Cebu are designed to provide a diverse and complete entertainment system that will attract local, regional, and international visitors.

Despite the growing number of competitors in the respective regions, including the entry of international hotel chains, both *WCCCHI* and *WMCHI* enjoyed favorable occupancy rate, successfully inviting both corporate and individual travel accounts.

Subsidiaries

The Company has the following subsidiaries, which are briefly described in the next pages:

1. Waterfront Cebu City Casino Hotel, Inc. (*WCCCHI*)
2. Waterfront Mactan Casino Hotel, Inc. (*WMCHI*)
3. Waterfront Insular Hotel Davao, Inc.
4. ACESITE (Phils.) Hotel Corporation
5. Waterfront Hotel Management Corporation
6. Mayo Bonanza, Inc.
7. Waterfront Horizon Corporation
8. Waterfront Food Concepts, Inc.
9. Waterfront Wellness Group, Inc.
10. Grand Ilocandia Resort Development Incorporated
11. Waterfront Promotions Limited
12. Waterfront Puerto Princesa Hotel Inc.
13. Waterfront Iloilo Hotel Inc.
14. Waterfront Cebu Ventures Inc.

□ **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 the largest convention center 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 coffee 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 newly renovated 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 enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the hotel's newest pride comes in the form of delectable treats, introducing Lobby Lounge's new service concepts.

To complement the Hotel's main lobby, a group check-in counter is constructed, dedicated solely to corporate and travel groups; a larger Duty Free shopping is also provided; 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 is Phase II consisting of 200-guest rooms, which will be built depending on the demands of the market. It has recently improved its rooms by installing fax machines and 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.

Year 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 trade 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 guestrooms 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.

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

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.

□ **ACESITE (PHILS.) Hotel Corporation**

The principal property of the Company is a 22-storey building known as the Manila Pavilion Hotel 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.

The Company acquired 100% interest of CIMAR, a former subsidiary of Acesite Limited (BVI) or ALB, in 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, CIMAR's stockholders including all their nominees, agreed to sign, sell, transfer and convey all existing shares of stocks of CIMAR to the Company.

Year 2015, Alcuaz function that can accommodate 250-300 guests was renovated and 111 rooms under superior room category were opened.

On March 18, 2018, a fire broke out in APHC's hotel property that damaged the podium and main hotel that resulted to the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April 23, 2018, the cause of the subject fire has been declared and classified as "accidental in nature". APHC incurred casualty losses due to damages on its inventories and hotel property (see Notes 6 and 9). APHC has filed for property damage and business insurance claims from its insurance companies and the insurance claims were finalized in 2020 amounting to P1.72 billion. As at December 31, 2020, total amount received from the insurance company amounted to P1.58 billion. As at December 31, 2020 and 2019, APHC recognized gains on insurance claims amounting to P854.52 million and P234.09 million, respectively, of which P850.22 million and P431.25 million were received in 2020 and 2019, respectively. The remainder amounting to P136.21 million relates to the portion of the claims that is still receivable from the insurance company. In 2018, APHC has started the reconstruction and restoration of the podium and main hotel which are still ongoing as at December 31, 2020.

□ **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 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***

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 new subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Formerly, W 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. The management has plan of opening Citigyms in all its hotels.

❑ ***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 High Roller 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 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, 2021, the Company has not yet started its commercial operations.

The Company's registered office address is at 7th 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, 2021, the Company has not yet started its commercial operations.

The Company's registered office is at 7th 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, 2021, 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.

Business Development

In 1995, Waterfront Philippines, Inc. (WPI) set out to complete two major objectives in the province of Cebu- to focus on hotel and resort development and to promote tourism in the Philippines. Four years later, this vision became a reality with the full operation of the Waterfront Mactan Island Hotel and Casino, Inc, and Waterfront Cebu City Hotel. At present, WPI would like to establish itself as the premiere tourism organization with leisure and entertainment activities, not only in Cebu, but also in the various provinces nationwide.

Year 2015

The race is not always to the quick. Leaders of the company make it to the top by dint of hardwork, resourcefulness and a healthy streak of creativity. To go beyond outside traditional markets and develop new revenue streams. And further enhance measures to decrease our operating cost without sacrificing the need and satisfaction of our guest.

The company also works hard to tap into alternative opportunities available, such as reaching out to the local market, which has been provided us with a remarkable revenue stream that should be further nurtured and explored.

This year also marks the second time the Philippines is playing host to the Asia-Pacific Economic Cooperation (APEC), having hosted the vent previously in 1996. The meeting aims to solicit proposals and share best practices in boosting connectivity and mobility within and across member-economies, particularly through more active capital markets. Organizers plan also to use something else that will make the Philippines stand out: its hospitality.

Despite the intense competition, the Group was able to bring in significant revenue growth and positioned to reap the fruits of all hardwork.

Year 2016

What sets us apart this year is our renewed and intensified focus on marketing. We have redoubled our efforts to market our brand to our customers and endeavored to meet them where they increasingly spend their time--which is, in this age of digitally-propelled tourism, the online space. We still cater to traditional markets through our offline channels, strengthening partnerships and aggressively forming revenue-generating deals and contracts with significant clients. By being proactive and addressing the consumer market through innovative and creative marketing in

multiple touch points and by maximizing online-offline dynamics, we have been able to capture a bigger share of the business, generating increased rooms revenue and F&B revenue.

The MICE market has been a particularly strong driving force in the year. Our ability to reach out to our existing client base to facilitate further business and enhance brand loyalty has been highly rewarding, with MICE-generated banquet and functions contributing significantly to overall growth in sales.

Overall, reflects a keen interest by both local and international markets, with the local market as a uniquely consistent driving force in our hotels--showing that the Waterfront brand has gained significant loyalty among local customers and provides an important revenue stream that can be harnessed further as it creates resilience in the business.

Year 2017

2017 marked continuous growth by becoming the usual host of some of the country's biggest events, the "castlesque" establishment has become one of the city's most iconic monuments and has established itself as a primary entertainment destination through the years. Being truly at the "center of it all", our hotels serve up a combination of refinement and comfort like no other, as each property expresses elegance with beautiful furnishings, exquisite interior design details and state-of-the-art amenities.

The Group has spent two decades of dedication in delivering nothing but excellent service and top-notch rooms and facilities to all its valued guests thus, with this overwhelming recognition to be chosen as one of the Philippine recipients for the ASEAN's prestigious MICE Venue Standard Award in the Hotel Category Setting, the hotel offers this success also to its patrons and loyal guests.

Year 2018

This year was a year filled with challenges and growth for the group. Earlier this year, Acesite Hotels Corporation has met with an unfortunate event. However, this didn't stop the Hotel Group from thriving. Renovations and repairs have already been driven forward to ensure that such roadblocks do not hamper the envisioned growth. The hotels in Cebu and Davao have all provided continuous improvement all throughout the year by cementing its reputation of being reliable and grand venues for events and a center for business.

With a vision to be a leader in the lodging industry through providing excellent customer service, Waterfront Hotel Group pushes forward to new heights with plans to re invigorate function rooms and further improve a cluster of services to our clientele.

Year 2019

The group showed a sustained growth this year all throughout the operational properties. The newly renovated function rooms of WCCHI was unveiled earlier this year with plans to revitalize and renew the remaining function rooms including the coveted venue in the city, The Grand Ballroom.

Both WCCHI and WMCHI are considered to be the top choice of international airline carriers to provide excellent lodging and service for their crew whilst in the city. All three hotels have continually provided venues for grand National events, business ventures and vacationing tourists alike.

Year 2020

This year the group endured a global pandemic. The COVID-19 outbreak has spread across the globe causing disruptions to businesses and economic activities. The hotel was one of the most

affected industries. The hotel was not able to operate at full capacity when quarantine was implemented in varying degrees nationwide since the second quarter of the year.

Davao and Mactan achieved 100% and 92% occupancy in the first quarter, respectively. However, occupancy was significantly lower for the rest of year to as low as 2% in Davao and 9% in Mactan and Cebu in some months. To cope, the company offered Bayanihan promos to accommodate guests through online bookings and walk-ins, government groups and corporate clients which include airline, telecommunication and utilities companies. There was significant reduction in the level of capital and operational expenditures in the short term, limiting the outflows to only required compliance with health and safety and pausing all nonessential spending.

Year 2021

COVID-19 continues to impact the public and private sectors and the way they operate. Businesses looking to cope with the challenges raised by these unusual times look for ways to innovate the way they do business.

In 2021, the Group's hotels were accredited by Department of Health as multiple-use establishments to allow the hotels to operate both as quarantine facilities and for leisure or staycation. With this, the Group entered into a contract with Overseas Workers Welfare Administration to cater repatriated and returning Overseas Filipino Workers from June 2021 until December 2021. This contract was extended until June 2022 for WCCCHI's hotel.

The Group also continued to open its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government groups and corporate clients which include airline, utilities and telecommunication companies. The Group took advantage of technology to cater the demands of the market online. The Group's average occupancy rate from January to April 2022 ranged between 24% to 75%.

The Group has taken mitigating actions, such as significant reduction in the level of capital and operational expenditures in the short term, limiting the outflows to only required compliance with health and safety, and pausing all nonessential spending, which contributed to the Group's gradual recovery despite the continuing impact of the COVID-19 pandemic to the hotel industry. Accordingly, the Group may still sustain lower levels of revenue and profit in 2022 but an improvement is expected than the 2021 levels.

Strategies

The hotel properties are centrally located in the central business districts of three prime Philippine destinations, Manila, Cebu and Davao. These are the key cities of the country with the highest tourism traffic. As such our location gives us access to a greater number of foreign and local travelers.

The management team has a substantial management experience in the acquisition of equity interests in hotels in the Philippines. We have enjoyed considerable success in formulating and implementing clear acquisition strategies, and seizing opportunities to explore market potential of the hotel industry.

The acquisition strategy remains sound as it takes half the time to acquire and renovate properties as it does to conceptualize, construct and pre-open new properties. With the expertise in the hotel management, and the partnership with an investment group that is premised on the transfer of clean

properties with minimal business risks, the company is confident enough the ability to improve operations and enhance value of acquired assets.

As to price, the Company offers competitive rates and packages catering to the different markets, practices flexible schemes to respond to the dynamic market. As to product/services, consistent excellent service is the key. Moreover, well maintained facilities and equipment, impressive, exciting and value for money promotions in the F&B outlets would definitely make a difference.

The Central Reservations System has made it the only integrated network of hotels in the country with a powerful presence through 24/7 booking service. As the company strives towards further convenience and accessibility, the company has introduced its outline booking facility. The newly redesigned website offers highly efficient online reservations facility that allows customers from all over the world to book real time and receive real time confirmation. This high-speed reservations feature enables the company to fully cater to the online market, whether the purpose is for travel research or convenient booking. All in all the company continue to expand in innovative ways, using technology and new media as a cost effective way to expand its market share, explore new markets and ensure the strength locally and internationally.

In addition to advancement concerning our operations is the upgrading of our property Management Systems (PMS). These are multi-million Peso investments to upgrade our efficiency, and ensuring that our operations remain steady in the years to come. The Waterfront Recipe Guide System is a savvy new strategy to give our F&B operations a boost. This will enable us to standardize our best-selling dishes, aiming to be more consistent in preparation and waste.

At Waterfront, we emphasize service that brings people back, and we reinforce this service through site training, among other programs. We are known for our signature warmth, attention to detail and approachability, qualities that our guests of all nationalities cherish during every stay. Whoever encounters the Waterfront experience will be assured of a reliable, consistent and satisfying brand familiarity that leads to loyalty.

Our greatest software is our People.

Item 2. Properties

The Company, being a holding company, has no real properties in its name. Properties under the WPI Group are under the ownership or lease holdings of the respective subsidiaries.

WCCCHI and WMCHI have separate contracts of lease for the use of parcels of land in the province of Cebu.

WCCCHI Land Lease:

Location	Former airport site at Lahug in Cebu City
Size	Approximately 4.6 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 11.00 per square meter or a total amount per annum of Php 6,072,000.00 + Percentage rental of 2% of the annual Gross Revenue as defined under the Land Lease Agreement

WMCHI Land Lease:

Location	In front of Mactan-Cebu International Airport, Lapu-Lapu City
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Size	Approximately 3.2 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 18.75 per square meter or a total amount per annum of Php 7,875,000.00 + Percentage rental of 2% of the Annual Gross Revenues as defined under the Land Lease Agreement.

DIHCI Wholly Owned:

Location	Title	Area (In Sq. Meters)
▪ Lanang, Davao City Size: Approximately 12.29 hectares but with offshore area of 4.3 hectares	TCT 0-255*	2,997
	0-256*	304
	0-257*	113
	0-258*	50
	0-259*	404
	T-10250*	43,881
	T-10250*	47,320
	T-10251*	2,091
	T-102510*	2,043
	T-10252*	1,133
	T-10252*	300
	T-10252*	300
	T-10252*	1,580
	T-10254*	500
	T-10254*	400
	T-10303-A*	304
T-30874*	223	
T-10264*	18,959	

ACESITE Land Lease

Location	Corner of United Nations Avenue & Maria Y. Orosa Street in Ermita, Manila
Size	Total land area of 6,500 square meters
Lessor	Acesite Realty, Inc. (formerly CIMA Realty Phils., Inc.)
Terms of lease	Lease is valid until January 2031, renewable for another 20 years
Lease Agreement	Php 250,000 per month; escalation of 5% per year

On March 18, 2018, a fire broke out in Acesite (Phils.) Hotel Corporation's hotel property that damaged the lower floors of the main building as well as the Podium building occupied by the casino area and restaurants in the APHC's hotel property that resulted to the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection -

National Headquarters on April 23, 2018, the cause of the subject fire has been declared and classified as “accidental in nature.”

Item 3. Legal Proceedings

3.1 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.

In the decision, the RTC of Quezon City directed the Company to return to SSS the principal amount of loan amounting to P375 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 filed an appeal with the CA assailing the RTC of Quezon City decision in favor of the Company, et al. SSS filed its Appellant's Brief and the Company filed a Motion for Extension of Time to file Appellee’s Brief until May 16, 2016.

On May 16, 2016, the 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 Company from the 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 CA, resolved to submit the appeal for decision.

On August 30, 2019, the Court of Appeals 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, 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.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

Subsequently, on January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as "Reversal of accrual" in the consolidated statement of profit or loss and other comprehensive income.

Outstanding principal balance of the loan amounted to P375.00 million as at December 31, 2021 and 2020. Interest expense related to the SSS loan recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P20.63 million, P60.00 million and P59.92 million in 2021, 2020 and 2019. Accrued interest and penalties, presented as part of "Accrued interest and penalties" under "Accounts payable and accrued

expenses” account in the consolidated statement of financial position, amounted to P0.71 billion and P1.17 billion as at December 31, 2021 and 2020, respectively

3.2. BIR Assessment

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 P3.3 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. WPI 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. As at the date of the authorization for issue of the consolidated financial statements the Parent Company is still awaiting the SC’s decision.

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.

Item 4. Submission of Matters to a Vote of Security Holders

4.1 The stockholders approved and ratified the following matters during the Stockholder’s Meeting held last September 23, 2021:

4.2

- a. Election of the members of the Board of Directors to serve for the term 2020-2021. Those elected regular members of the Board were:
 1. Mr. Sergio R. Ortiz-Luis, Jr.
 2. Mr. Reno I. Magadia
 3. Mr. Kenneth T. Gatchalian
 4. Mr. Arthur M. Lopez
 5. Mr. Dee Hua T. Gatchalian
 6. Ms. Elvira A. Ting
 7. Atty. Lamberto B. Mercado, Jr.
 8. Mr. Sergio R. Ortiz-Luis, Jr.
 9. Atty. Ruben D. Torres
 10. Mr. Renato Francisco

Atty. Arthur R. Ponsaran acts as the Corporate Secretary of the Company.

- b. The designation of KPMG R.G. Manabat and Co. as the Corporation’s external auditor. The signing partner of the company, Mr. Tireso Randy F. Lapidez, has been holding the designation for 5 years starting 2016.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

5.1 The common stock of the company is being traded currently in the Philippine Stock Exchange. On June 16, 1999, the Parent Company declared cash dividend of Php 0.02 per share on its Common Shares outstanding as of May 15, 1999. This amounted to Php 19.23 million. The Parent Company also declared a 10% stock dividend as of September 15, 1999 record date.

The Company has not issued dividends since the year 2000. However, it promises to declare dividends once the deficit is offset and the market for the coming years proper.

5.2 The stocks of WPI shares which are listed on the Philippine Stock Exchange for the last two calendar years are as set out hereunder:

Peso	High	Low
2021		
January - March 2021	0.830	0.455
April- June 2021	0.720	0.500
July- September 2021	0.620	0.500
October- December 2021	0.550	0.455

Peso	High	Low
2020		
January - March 2020	0.630	0.300
April- June 2020	0.480	0.350
July- September 2020	0.460	0.360
October- December 2020	0.780	0.375

The price of the stock is at 0.460 as of December 31, 2021 and at 0.420 as of May 11, 2022.

5.1 The number of stockholders of record as of December 31, 2021 on the Register of Shareholders was 432 but the company is not able to identify the actual number of beneficial owners who are registered under the name of the member companies of the Philippine Stock Exchange (PSE). Common shares outstanding as of December 31, 2021 were 2,498,991,753. There are no sales for the last three years of unregistered securities.

5.2 The list of top 20 stockholders of record as of December 31, 2021 is as stated hereunder:

STOCKHOLDER'S NAME	TOTAL	PERCENTAGE
	HOLDINGS	TO

		(SUBSCRIBED)	TOTAL
1	PCD NOMINEE CORP. (FILIPINO)	1,139,554,973	45.60%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	41,070,201	1.64%
4	KENNETH T. GATCHALIAN	30,000,100	1.20%
5	REXLON T. GATCHALIAN	30,000,000	1.20%
6	WESLIE T. GATCHALIAN	30,000,000	1.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	0.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	0.65%
9	REXLON GATCHALIAN	14,740,000	0.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	0.58%
11	ELVIRA A. TING	10,000,009	0.40%
12	CATALINA ROXAS MELENDRES	6,246,000	0.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	0.06%
14	ROLANDO M. LIM	1,142,500	0.05%
15	FELIPE A CRUZ, JR.	1,100,000	0.04%
16	MARIA CONCEPCION CRUZ	876,000	0.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	0.03%
18	BENSON COYUCO	605,000	0.02%
19	DAVID LAO OSMENA	589,600	0.02%
20	LUCENA B. ENRIQUEZ	552,000	0.02%

Item 6. Management's Discussion and Analysis or Plan of Operation

Below are the results of operations of the Parent Company and its subsidiaries, for the years ending December 31, 2020 and 2019 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS (Amounts in P)

	2021	2020
Revenues	997,788,154	1,054,632,300
Less: Costs and Expenses	645,199,626	717,654,748
Gross Income	352,588,528	336,977,552
Other Expenses (Income)	77,507,753	470,085,862
Net Income (Loss) Before Income Tax	430,096,281	807,063,414
Income Tax Expense (Benefit)	(100,705,358)	123,597,065
NET INCOME (LOSS)	530,801,639	683,466,349
Earnings (Loss) Per Share	0.222	0.158

FINANCIAL CONDITION (Amounts in P)

	2021	2020
ASSETS		
Current Assets	3,689,536,752	4,423,715,641
Noncurrent Assets	13,311,074,399	10,819,583,276
Total Assets	17,000,611,151	15,243,298,917

LIABILITIES

Current Liabilities	2,678,011,184	2,674,648,755
Non-current Liabilities	2,652,636,839	3,166,286,895
Total Liabilities	5,330,648,023	5,840,935,650
Total Stockholders' Equity	10,454,989,383	8,319,536,202
Minority Interest	1,214,973,745	1,082,827,065
Total Liabilities & S/H Equity	17,000,611,151	15,243,298,917

Calendar Year -ended December 31, 2021 as compared with Calendar Year ended December 31, 2020

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2021 was lower than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2021 is at P.998B compared to 2020's P1.054B, decreased by 5%.

Earnings per share for 2021, P0.222 and P0.158 for 2020. There are no potentially dilutive shares as of December 31, 2021.

Cost and expenses

- Cost and expenses of 2021 is at 645M compared to last year's 718M

FINANCIAL CONDITION

Cash and cash equivalents - This account decreased by P334M which is 28.4% lower from last year.

Receivables - Increased by 35.1% from P530.64M in 2020 to P716.70M in 2021.

Notes Receivable - Increased for the year by 11.91M or an increase of 5.3%.

Inventories - Inventories increased by 5.1% from last year.

Due from related parties-current portion - The account decreased to P1.651M, an amount 26.9% lower from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets - An increase of P8.01M from last year's P210.54M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment - There was a 19.2% increase from last year's P8.533B to this year's P10.168B. In compliance with PAS 27, property and equipment (except operating and transportation equipments) were carried at revalued amounts effective 2009.

Other noncurrent assets - There is an increase of P65.113M on this account compared to last year's 869.8M

Current Liabilities - The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by .1% from last year; P2.67B in 2020 to P2.68B in 2021.

Loans Payable – Current portion of the loan increased by 60.9%.

Other current liabilities – The account resulted in a decrease from 39.06M last year to 36.04M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year -ended December 31, 2020 as compared with Calendar Year ended December 31, 2019

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2020 was lower than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2020 is at P1.054B compared to 2019's P1.997B, decreasing by 47%.

Earnings per share for 2020, P0.158 and P0.176 for 2019. There are no potentially dilutive shares as of December 31, 2020.

Cost and expenses

- Cost and expenses of 2020 is at 718M compared to last year's 1.38B

FINANCIAL CONDITION

Cash and cash equivalents – This account increased by P501M which is 74% higher from last year.

Receivables – Decreased by 20.51% from P667.54M in 2019 to P530.64M in 2020.

Notes Receivable – Decreased for the year by 12.36M or a decrease of 5.24%.

Inventories – Inventories decreased by 25.43% from last year.

Due from related parties-current portion – The account decreased to P51.41M, an amount 2.23% lower from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – An increase of P5.98M from last year's P204.55M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 27.09% increase from last year's P6.71B to this year's P8.53B. In compliance with PAS 27, property and equipment (except operating and transportation equipments) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P167M on this account compared to last year's 703M

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account decreased by 7.22% from last year; P2.88B in 2019 to P2.67B in 2020.

Loans Payable – Current portion of the loan decreased by 3.44%. Non-current portion amounts to 635M or a decrease of 255M.

Other current liabilities – The account resulted in a decrease from 43.15M last year to 39.04M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year -ended December 31, 2019 as compared with Calendar Year ended December 31, 2018

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2019, was higher than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2019 is at P1.99B compared to 2018's P1.85B, increasing by 8%.

Earnings per share for 2019, P0.176 and P0.017 for 2018. There are no potentially dilutive shares as of December 31, 2019

Cost and expenses

- Cost and expenses of 2019 is at 1.38B compared to last year's 1.39B

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P35.885M which is 5% lower from last year.

Receivables – Increased by 19% from P561.48M in 2018 to P667.54M in 2019.

Notes Receivable – Decreased for the year by 18.245M or a decrease of 7%.

Inventories – Inventories increased by 24.22% from last year.

Due from related parties-current portion – The account increased by P225M an amount 11% higher from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – An increase of P66.683M from last year's P137.87M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 32% increase from last year's P5.10B. In compliance with PAS 27, property and equipment (except operating and transportation equipments were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P504.64M on this account compared to last year's 198.442M

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by 14.19% from last year; P2.53B in 2018 to P2.88B in 2019.

Loans Payable – Current portion of the loan remains at 650M. Non-current portion amounts to 890.43M or a decrease of 277.66M

Other current liabilities – The account resulted in a decrease from 220.96M last year to 43.15M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year -ended December 31, 2018 as compared with Calendar Year ended December 31, 2017

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2018, was lower than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2018 is at P1.85B compared to 2017's P2.1B, decreasing by 12%.

Earnings per share for 2018, P0.017 and P0.087 for 2017. There are no potentially dilutive shares as of December 31, 2018, 2017, 2016.

Cost and expenses

- Cost and expenses of 2018 is at 1.39B which decreased by 2.13% compared to last year.
-

FINANCIAL CONDITION

Cash and cash equivalents – This account increased by P366.71M which is higher from last year by 106.01%.

Receivables – Increased by 145.87% from P228.36M in 2017 to P561.48M in 2018.

Notes Receivable - The Group extended loans to Acesite Leisure and Entertainment Corporation (ALEC) amounting to P195.01 million payable on December 31, 2018, and bear interest at 4% per annum (see Note 21). The loan is guaranteed by another entity in behalf of ALEC.

Inventories – Inventories decreased by 27.75% from last year.

Due from related parties-current portion – The account increased to P2.08B an amount 30% higher from last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty. It also includes transactions with PHES which is non-interest bearing. This year of 2018, these advances are due in one year, subject to yearly renewal and re-pricing.

Prepaid expenses and other current assets – An increase of P40.31M from last year's P97.56M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 20.14% decrease from last year's P6.39B. In compliance with PAS 27, property and equipment (except operating and transportation equipments) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of P168.22M on this account, an amount equivalent to 556.62% compared from last year.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account increased by 30.92% from last year; P1.93B in 2017 to P2.53B in 2018.

Loans Payable – Current portion of the loan increased from 375M to 650M which is an increase of 73.33%. Non-current portion amounts to 1,168,085,107 which was not existent last year

Other current liabilities – The account resulted in an increase of 205.58M. This refers to concessionaire, other deposits and deferred income.

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.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2021, the Group's debt service coverage ratio has fallen below the agreed threshold, but the Group was able to obtain a waiver for the breach (see Note 26). As at the date of the authorization of the financial statements, the Group is not in default and continues to pay the maturing interest and principal in a timely manner.

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

d. The group is not subject to externally-imposed capital requirements.

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 grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

Impairment on the financial assets has been measured on a 12-month expected loss basis and reflects the short maturities of the exposure.

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2021 and 2020 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

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.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

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 on the PSE totaling to 86.71 million shares as at December 31, 2021 and 2020 (see Note 8f). The Group has also investment in shares of stock of WMPD amounting to P50.00 million representing 5% of the total capital stock of WMPD (see Note 8f).

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.

Risk Management Structure

Board of Directors

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, evaluating and analyzing of the Group’s risks in line with the policies and limits set by the BOD.

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 2021 and 2020.

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.

The Group’s capital management, among other things, aims to ensure that it meets financial covenants attached to the agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans. As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement.

Item 7. Financial Statements

The consolidated financial statements are filed as part of this Form 17-A, attached hereto and marked as Annex ‘A’.

INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

1) External Audit Fees and Services

KPMG R.G. Manabat & Co. began the external audit of the financial statements of Waterfront Philippines, Inc. and its subsidiaries for the calendar year ended December 31, 2002 until present, December 31, 2021.

A) Audit and Audit-Related Fees, net of Tax

	<i>FOR THE CALENDAR YEAR ENDED DECEMBER 31,</i>	
	<i>2021</i>	<i>2020</i>
<i>Aggregate Fees Billed for the external audit of the Company’s financial statements</i>	4,021,828.30	3,777,060.00

B) Tax Fees

None

C) All Other Fees

None

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

PART III - CONTROL AND COMPENSATION INFORMATION**Item 9. Directors and Executive Officers of the Registrant**

9.1 The names and ages of the Directors and Executive Officers as of December 31, 2021 are as follows:

Office	Name	Age	Citizenship	Position in Other Listed Companies
Chairman of the Board	Sergio R. Ortiz-Luis, Jr.	77	Filipino	Independent Director- Waterfront Philippines, Inc., President & CEO - Philippine Exporters Confederation, Inc. (PHILEXPORT); Honorary Chairman - Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines, Integrated Concepts and Solutions, Inc., Vice-Chairman of Alliance Global, Inc.; Director - International Chamber of Commerce of the Philippines, Manila Exposition Complex, Inc., Lasaltech Academy, BA Securities, Rural Bank of Baguio, GS1.; Gov't Affiliations: Vice-Chairman - Export Development Council; Civic Organizations: Chairman - Rotary Club of Green Meadows, Director - PILAK Foundation, Universal Access Center for Trade Others: Honorary Consul General - Consulate of Romania in the Philippines.
Director	Kenneth T. Gatchalian	46	Filipino	Director-Wellex Industries Inc.; President & CEO of Acesite (Phils.) Hotel 2007-present; President and Chief Executive Officer of Philippine Estates Corporation 2010-2011; Director-Forum Pacific Inc.
Director	➤ Arthur M.Lopez	76	Filipino	Owner and Principal Consultant of AML Hotel Consultancy, Management and Technical Services Consultant of Federal Land and owner of Grand Hyatt Projects and Marco Polo Cebu; Director-Philippine Estates Corp., Chairman- Acesite Phils. Hotel Corp, Hotel Management Consultant of the B Hotel Manila, Bellevue Bohol Resort in Panglao, B Hotel Quezon City, Bellevue Baguio (opening in 2018) and Bloomberry Casino Hotels & Resorts; Regional Director of Asia Pacific Top Management

				International Resources Corp.; Hotel Management Consultant of Double Dragon properties Corporation. President of Legoli Holdings Inc and Arleff Holdings Inc. and President of Phil. Hotel Federation Inc.
Director	Dee Hua T. Gatchalian	74	Filipino	Director- Philippine Estates Corporation, Acesite (Philippines) Hotel Corporation; EVP- Finance and Admin The Wellex Group, Inc., & Plastic City Corporation. Chairperson of Jesus Our Life Ministries, Inc.
Director	Reno I. Magadia	52	Filipino	Managing Director- Misons Industrial & Development Corp., Metro Combined Logistics Solutions, Inc.; Director - Metro Alliance Holdings and Equities Corp. Vice-President and Director of Mercator Filter Manufacturing Corporation.
Director	Lamberto B. Mercado, Jr.	58	Filipino	Director-The Wellex Group, Inc., Metro Alliance Holdings & Equities Corp., Forum Pacific, Inc. Director- Acesite (Phils.) Hotel 2004-present, Air Philippines Corporation and Philippine International Airways, Inc.
Director	➤ Renato C. Francisco	79	Filipino	Associate Justice-Court of Appeals, Former Executive Judge of the Regional Trial Court, Former Assistant City Prosecutor for Makati City
Director	➤ Ruben D. Torres	81	Filipino	Independent Director Waterfront Philippines, Inc., President -BPO Workers Association of the Phils.; Senior Partner - Torres Caparas Torres Law Offices; Secretary General-Katipunan ng Manggagawa at Magsasaka ng Pilipinas; Chairman/CEO - Service Exporters Risk Management & Consultancy Co., Towers Corporation and Optimus Medical Care and Trading Corporation.
Director and Treasurer	Elvira A. Ting	62	Filipino	President & CEO - Philippine Estates Corporation; Director-Wellex Industries, Inc., Forum Pacific, Inc., Orient Pacific Corporation, Crisanta Realty and Development Corporation, Recovery Development Corporation, The Wellex Group, Inc., Plastic City Industrial Corporation.
Corporate Secretary	Arthur R. Ponsaran	79	Filipino	Director-Philippine Estate Corporation, Wellex Industries, Inc., Forum Pacific, Inc. Acesite (Phils.) Hotel, Managing Partner-Corporate Counsels, Phils., Chairman of Value Management and Options Corp and Corp Secretary of Producers Rural Banking Corp., The Wellex Group, Inc., MRL Gold Phils., Inc., Village Foundation, Shuykill Assets Strategists (SPV-AMC), Inc., Petrolift Corp.

➤ **Independent Directors**

A brief description of the directors' and executive officers' business experience and other directorship held in other reporting companies are provided as follows:

Sergio Ortiz-Luis, Jr.	Chairman of the Board
<p>He has degrees of Bachelor of Arts and Bachelor of Science in Business Administration from De La Salle University; PhD Humanities from Central Luzon State University, and PhD Business Technology from Eulogio "Amang" Rodriguez Institute of Science and Technology. He is the President and CEO of Philippine Exporters Confederation, Inc. An Honorary Chairman of Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines as well as Integrated Concepts & Solutions, Inc. He is the Vice Chairman of Alliance Global, Inc., Export Development Council. He is a Director of Manila Exposition Complex, Inc., Lasaltech Academy, Philippine Estate Corporation, BA Securities, Rural Bank of Baguio, PILAK Foundation, and Universal Access Center for Trade and Philippine International Training Corporation. He is a Council Adviser Member of Philippine Foundation, Inc., a Founding Director of International Chamber of Commerce of the Philippines and GSI. He is also a member of the Board of Advisers of Southville International School and Colleges. He is a commissioner of Patrol 117, a Financing Champion of National Competitiveness Council and a Private Sector Representative of Bamboo Council. He is also a Chairman of Rotary Club of Green Meadows Foundation and also a Chairman of Council of Advisers Eastern Police District. He is the Past President of Rotary Club of Green Meadows Quezon City RI District 3780; a Board of Advisers Member of Council of Advisers Philippine National Police, a senator of Philippine Jaycee Senate, Captain of Philippine Coastguard Auxiliary and a member of the League of Corporate Foundation. He is the Honorary Consul General of Consulate of Romania in the Philippines, a Treasurer of Consular Corps of the Philippines and an Honorary Adviser of International Association of Education for World Peace. Some awards that he received were International Peace Award for Economic Development in 2005, Most Outstanding Citizen of Nueva Ecija in the Field of Business in 2005 also, Most Outstanding Pasigueno in 2006, Ulirang Ama also in 2006 and Presidential Merit Award Medal in 2007. He became an Independent Director of Waterfront Philippines, Inc. since August 2006-present. In 2014, he attended Exporter's Partner in Gearing the Country for the AEC Markets of the World 2, Technology Innovation and Entrepreneurship as Competitive Strategies PHILAAS 63rd Annual Convention and lastly, Bringing the Buy Pinoy Campaign to the Next Level.</p>	

Kenneth T. Gatchalian	President
<p>Mr. Kenneth T. Gatchalian is a President of the Company. He is a member of the Board of Forum Pacific, Inc. and Wellex Industries, Inc., and The Wellex Group, Inc. Holds a Degree in Bachelor of Science in Architecture from University of Texas in San Antonio, Texas, USA. He's been the Director of Waterfront since February 2001.</p>	

Arthur M. Lopez	Director
<p>Hotel management consultant specializing in general hotel management consultancy services, marketing, hotel design development/technical services, gaming, hotel feasibility study, pre and post hotel opening management services, asset management/owner's representative, food and beverage concept and service, mergers and acquisitions, travel and tours, theme parks and third party management and branding. The Owner and Principal Consultant of AML Hotel Consultants. Hotel Management and Development Consultant – Double Dragon Properties Corporation (PSE listed) - Hotel of Asia Inc. – Jin Jiang Ortigas, Jin Jiang Inn Makati, Injap Tower Iloilo, Hotel 101 Manila (500 rooms), Hotel 101 Fort project (600 rooms, under construction); Hotel 101 Bohol (250 rooms, under construction); Hotel Management and Development Consultant – Bellevue Bohol Resort, The Bellevue Hotel Manila, The B Hotel Manila, B Hotel Quezon City; Bellevue Baguio (under construction) opening in 2018; Bellevue Bohol Resort extension (140 rooms) opening 2019. Hotel Management and Development Consultant – Wydham Garden (Wellworth Properties and Development Corporation) Quezon City (200 rooms) opening in 2020 and in a resort hotel in Mactan, Cebu City (300 rooms) opening in 2021. The</p>	

Chairman - Philippine Estates Corporation (PSE listed) and Acesite Philippines Hotel Corporation, owner of Manila Pavilion Hotel (PSE listed). Director - Waterfront Hotels and Casinos (PSE listed) - Waterfront Cebu City Hotel & Casino, Manila Pavilion Hotel & Casino, Waterfront Airport Hotel & Casino and Waterfront Insular Hotel Davao. President - Philippine Hotel Owners Association, Inc. (PHOAI) - the largest group of hotel owners and developers in the Philippines. Holds a Bachelor of Science degree in Commerce, major in Management, and a Master's Degree in Business Administration (MBA), both from the University of Santo Tomas in the Philippines. He completed a Tourism Management course at the East-West Center, University of Hawaii, Honolulu, Hawaii and Cornell University, Ithaca, New York, USA.

Dee Hua T. Gatchalian	Director
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Mrs. Gatchalian was elected director of the Company since 24 June 2004-present. She is the Executive Vice-President of The Wellex Group, Inc., and also the Executive Vice-President of Plastic City Corporation. She is a board of director of Philippine Estates Corporation, and Acesite (Phils.) Hotel Corp. She graduated with a degree in Medical Technology from the Far Eastern University in 1970. In addition to her numerous positions in business firms, she is the Chairperson of Jesus Our Life Ministries, Inc., a non-profit, non-stock organization duly registered with the Securities and Exchange Commission.

Reno I. Magadia	Director
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A Master's degree holder in Business Administration from Pepperdine University in Los Angeles, California, Mr. Magadia is currently the Managing Director of holding firm, Misons Industrial and Development Corp. He is also the Managing Director of Metro Combined Logistics Solutions, Inc. He is on the Board of Directors of Metro Alliance Holdings and Equities Corporation. He held the posts of Vice President and Director of Mercator Filter Manufacturing Corporation. He also worked as Head Portfolio Manager of stock brokerage firm, Papa Securities Corporation. He was also the President and Founder of the Youth Leaders for Change, a non-profit and multi-sectoral organization for youth leaders in Quezon City. He was elected as Director of Waterfront Philippines, Inc., since September 17, 2005-present.

Lamberto B. Mercado, Jr.	Director
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A lawyer and a CPA by profession, Atty. Mercado is a member of the Board of Directors of several publicly-listed companies namely: Waterfront Philippines, Inc., Metro Alliance Holdings & Equities Corp., Forum Pacific, Inc., Acesite (Philippines) Hotel Corporation and Wellex Industries, Inc. He is currently the Vice-President for Legal Affairs of the Wellex Group, Inc. In the past as Deputy Administrator for Administration, he had supervised the largest group in the Subic Bay Metropolitan Authority (SBMA). He had also, helped in the drafting of Administrative Orders to effectively implement R.A. 7227 (the law creating the Subic Bay Freeport Zone) and its implementing rules and regulations. He was the President of Freeport Service Corporation, a subsidiary of SBMA and helped in the creation and organization of this service corporation. He was also a Director of Acesite (Phils.) Hotel Corporation since June 24, 2004-present. Associate Lawyer of Gascon, Garcia and Associates. He studied BSC Major in Accountancy at the University of Santo Tomas and Bachelor of Laws (LLB) at the Ateneo de Manila University School of Law, graduated in 1985 and 1990, respectively. He has been a director of Waterfront Philippines Inc., since July 2003-present.

Renato C. Francisco	Director
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A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 - August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/Executive Judge for the Regional Trial Court - Branch 19 of Malolos, Bulacan. Prior to that, he has also been the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar-Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices.

Ruben D. Torres	Director
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Mr. Ruben Torres graduated in the University of the Philippines with a degree of Bachelor of Arts (Political Science) after which, he finished the degree of Bachelor of Laws at the same university. Presently he is also the President of BPO Workers Association of the Philippines and Senior Partner of Torres Caparas Torres Law Office. He is also the Secretary General of Katipunan ng Manggagawa at Magsasaka ng Pilipinas. He is associated with the Integrated Bar of the Philippines and Philippine Academy of Professional Arbitrators. His former positions include being a Member of the House of Representatives of the 2nd District of Zambales, Executive Secretary of the Office of the President in Malacañang, Secretary of the Department of Labor and Employment. Mr. Torres became an Independent Director of Waterfront Philippines, Inc. since August 2006-present.

Elvira A. Ting	Director and Treasurer
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Ms. Elvira A. Ting earned her Bachelor's Degree in Business Administration major in Management from the Philippine School of Business Administration. Has been the Director of Waterfront Philippines, Inc., since October 2000-present. She is also the President/Director of Philippine Estates Corp., a director Wellex Industries, Inc., The Wellex Group, Inc., and Forum Pacific, Inc. She is also a Director/CFO of Acesite Phils. Inc. since 2004-present.

Executive

Kenneth T. Gatchalian	President
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(see above description)

Precilla O. Toriano	Corporate Finance Director
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Ms. Toriano joined Waterfront in September 10, 2001 as Asst. Financial Controller of Waterfront Cebu City Casino Hotel. After five (5) months, she became the Financial Controller before she was promoted as Corporate Finance Director for the group. Before joining Waterfront, she has already been working with the group; she worked as Internal Auditor at Air Philippines Corp. and eventually transferred to The Wellex Group, Inc. to join the Corporate Internal Audit team, which paved the way for her coming in the Waterfront Hotels and Casinos. She is a CPA by profession; she graduated at the University of the East with a degree of Bachelor of Science in Business Administration Major in Accounting. She took up MBA units in the Polytechnic University of the Philippines. After graduation, she worked as an accounting staff at Liberty Corrugated Boxes Manufacturing, Inc. Then, she moved to Control Management Inc. as an Internal Auditor. After which, she worked for Philippine Remnants Corp. as an Accounting Manager. She had several trainings in the following fields: Managerial Leadership and Decision Making Skills, the Basics of Management Audit, Supervisory Effectiveness, Accounting and BIR Regulations, Accounting and Bookkeeping Audit, Operations Audit, Living and Working in Balance, Management Development Program, Accounting & Administrative Control, and Lean Six Sigma. In 2005 she acquired a Certification in Financial Management for Hotels at Cornell University School of Hotel Administration, in New York USA focusing on High Performance Financial Management For Hotels Operations, Hospitality Financial Management & Operations Decision Making, and Fraud Controls for Managers. She attended the CFO Congress 2007 at Malaysia. In 2010 she was sent to Singapore to attend the Strategic & Sustainable Cost Control Training. She attended the Financial Modeling Seminar in Singapore in 2011. In the year 2012 in June-July, she was sent by the company to New York to attend the Management Development Program at Cornell University thus granting her the "Certification in Strategic Management". This June 2015, she took the 3-day MBA for Chief Finance Officers held in Kuala Lumpur, Malaysia.

Maria Socorro Cotel	Corporate Planning Director
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Ms. Cotel is the Corporate Planning Director for Waterfront Hotels & Casinos. She joined Waterfront in 2003 as Sales Accounts Manager before she moved to help establish Revenue Management in the company from there she continued to work in the Corporate Planning Division undertaking Standardization, Business Development, Reservation & Distribution and Corporate Information Technology. She earned her Bachelor's Degree in Economics at the University of San Carlos and took up masteral units for the same course before pursuing her Bachelor of Laws from SouthWestern University,

Cebu City. After completing her Bachelor of Laws, she worked for the Davide, Calderon, and Tolentino Law office in 2002 and as part-time instructor for the University of San Carlos, Economics Department. She had significant training in Hotel Management and Distribution Systems and attended Revenue Management seminars specifically on Pricing, Travel distribution and technology, Project Management, Branding, and Selling Skills workshops. Her speaking engagement to two of these international seminars & forums under the Travel Distribution Summit Asia in 2008 and 2009 include topics on Revenue Management in Tough times and Integrating Sales and Marketing in Revenue Management. She completed her Certification in Revenue Management at Cornell University, New York in 2011 with focus on hotel and restaurant revenue management, strategic pricing, demand management, strategic marketing and financial management.

Lanelle Cristina M. Barba	Corporate Peers’ Resources and Development Director
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Ms. Barba, joined Waterfront on June 2006–April 2008 as Employee/Labor Relations Officer in Waterfront Pavilion Hotel and Casino, and was appointed as Peers Resources’ and Development Director of the same property on April 30, 2008. Currently, she is the Corporate Peers’ Resources and Development Director of Waterfront Hotels and Casinos. She earned her Bachelor’s Degree in Elementary Education at the University of Santo Tomas. Prior joining with Waterfront, she is the HR Officer of Asia Select Inc. and Research Analyst under Employee Relations and Benefits Division of Metrobank. She was sent to various trainings and seminars and in 2009, she was sent to Nanyang University, Singapore to attend the PDP 2009 Building the Human Capital Base: Essential HR Practices for Managers. In 2011 to Bangkok, Thailand for HR Audit training. On August 15, 2018, she completed the seminar on Corporate Governance.

9.2 The Directors of WPI are elected at the annual stockholders’ meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified. Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified. For the year 2019 the Board of Directors’ meeting for the election of the Executive Officers was held on last October 19, 2019. The Directors are to serve one year from then. The last annual stockholders’ meeting was held at the Waterfront Cebu City Hotel.

9.3 Mr. Kenneth T. Gatchalian is a child of Ms. Dee Hua T. Gatchalian. Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian and an aunt of Mr. Kenneth T. Gatchalian.

There are no other relationships among the officers listed.

9.4 None of the Directors and Executive Officers of the Corporation is engaged in any material litigation either as Plaintiff or Defendant, and the Directors and Executive Officers do not have any knowledge of any proceedings pending or threatened against them for the past five years that are material to evaluation of the integrity and ability of any director including but not limited to the following: (a) Any bankruptcy petition filed by or against any business of which such person was a general partner; (b) any conviction by final judgment, including the nature of the offense, including in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and minor offenses; (c) Being subject to 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 his involvement in any type of business, securities, commodities or banking activities; and (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission 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, and the judgment has not been reversed, suspended, or vacated.

9.5 There is no significant employee to the Company who is not an executive officer but who is expected by the Company to make a significant contribution to the business except for the Training Consultant and Legal Consultants, the organic pool of trainers as of the moment. In order to protect the long-term viability of the firm with regard to these people, the Company has included in their contracts a provision for conflict of interest, provision for lock in period and non-duplication of documents and developments with WPI copyrights.

Item 10. Executive Compensation

10.1 None of the directors receive compensation for serving as directors of the company.

10.2 The aggregate compensation paid to the four.

	Fiscal Year Ending December 31		
	2021	2020	2019
a) Aggregate compensation paid to four most highly compensated executive officers: -estimated			
i) Anders Hallden	13,673,315.00	13,022,205.00	12,402,100.00
ii) Precilla Toriano			
iii) Maria Socorro Cotelo			
iv) Lanelle Barba			
b) Aggregate compensation paid to other Officers as a group unnamed -estimated	9,428,485.5	8,979,510.00	8,551,914.00

10.3 To date WPI has not issued any options or implemented any option scheme to its directors and officers.

10.4 There is no issuance of warrants or options for the year 2020 to the directors or executive officers.

Item 11. Security Ownership of Certain Beneficial Owners and Management

11.1 Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2021, WPI has no knowledge of any individual or any party who beneficially owns in excess of 10% of WPI's common stock except as set forth in the table below:

Title of Class	Name of Record/ Beneficial Owner	Amount & Nature of Record/Beneficial Ownership ("r" or "b")	Percent Of Class
Common	PCD Nominee Corp.(Fil)	1,139,554,973 "r"	45.60
Common	The Wellex Group, Inc.	1,128, 466, 800 "r" *	45.16

*Ms. Elvira A. Ting, the Treasurer, represents The Wellex Group, Inc.

11.2 Security Ownership of Management

Title Of Class	Name of Owner	Amount and Nature of Ownership ("r" or "b")	Percent of Class
Common	Kenneth T. Gatchalian	30,000,100 r&b	1.200
Common	Arthur M. Lopez	1 r&b	0.000
Common	Elvira A. Ting	10,000,009 r&b	0.400
Common	Lamberto Mercado	100 r&b	0.000
Common	Arthur R. Ponsaran	110 r&b	0.000
Common	Dee Hua T. Gatchalian	350,000 r&b	0.014
Common	Reno Magadia	10,000 r&b	0.000
Common	Sergio R. Otiz-Luis Jr.	110 r&b	0.000
Common	Ruben Torres	1,000 r&b	0.000

There are no persons holding a certain class of stocks under a voting trust or similar agreement. There are also no arrangements that may result in a change in control of the registrant.

Item 12. Certain Relationships and Related Transactions

The Directors by virtue of their interest in the shares of the Company are deemed to have interests in the shares of its subsidiary companies and associated companies to the extent the Company have an interest.

During the fiscal year, no director of WPI has received or become entitled to receive any benefit by reason of:

- i) a contract made with WPI or
- ii) a contract made with a related corporation or
- iii) a contract made with a firm of which the director is a member or
- iv) a contract made with a company in which the director has a substantial financial interest.

Item 13. Exhibits and Reports on SEC Form 17-C

- (a) Exhibits
- (b) Reports on SEC Form 17-C

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code , this report is signed on behalf of the issue by the undersigned; thereunto duly authorized, in the City of CITY OF MANILA on MAY 16 2022 2022.


KENNETH T. GATCHALIAN
President/CEO/COO


ELVIRA A. TING
Treasurer/CFO


ARTHUR R. PONSARAN
Corporate Secretary


EVANGELINE E. SOLIVERES
Corporate Finance Director

SUBSCRIBED AND SWORN to before me this MAY 16 2022 day of 2022 affiant(s) exhibiting to me his/their Passport.

NOTARY PUBLIC

Doc. No. 716
Page No. 144
Book No. 5
Series of 2022


ATTY. GILBERTO B. PASIMANERO
Notary Public Until June 30, 2022
Notarial Commission 2020-030
IBP# 165726 Pasig - 11-14-2022
PTR# 0154719 Mla - 1-3-2022
Roll # 25473, TIN# 103-09X-346
[MCLE Compl. No. V1-0011418 until 4-14-2022

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
1	ABACUS CAPITAL INVESTMENT CORP. A/C 583002	1,000
2	ABACUS SECURITIES CORPORATION	35,200
3	IMELDA L. ACIDERA	22,000
4	RICARDO R. AGUADO	11,000
5	AH LAY OH	13,750
6	ALBERTO MENDOZA &/OR JEANIE MENDOZA	11,000
7	MA. CYNTHIA AMIGO ALCANTARA	7,700
8	EDGAR M. ALFEREZ	25,000
9	MINERVA R. ALIAZON	4,400
10	HANNAH JALECO ALLANIGUE	6,600
11	DONATO ALMEDA	1
12	RODERICK ALAIN ALVAREZ	10,000
13	ANABELLE C. ALVARO	500
14	MA. WINNINAH S. ANCHETA	5,500
15	BANING P. ANG	2,000
16	BANING P. ANG	2,000
17	MA. LUISA AQUINO	1,000
18	ROMMEL C. AQUINO	1,100
19	EVELYN ARCENAL	11,000
20	RAMONCITO ARCEO	30,000
21	CARLO ARCHES	2,200
22	GENEROSA A. ARENAS	5,500
23	MA. THERESA L. ARGUELLES	110
24	ARIEL M. CONCEJERO &/OR MA. CONSUELO G. CONCEJERO	11,000
25	ARSENIO L. LIM &/OR RUBY O. LIM	10,000
26	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000
27	OWEN NATHANIEL AU	200
28	RAYMOND AZCARATE	1,000
29	GERALDINE BAD-AY	1,100
30	CARINA H. BALONES	10,000
31	DAXIM-REY L. BANAGUDOS	11,000
32	MA. ROSARIO T. BARRETTO	2,200
33	BARTHOLOMEW DY BUNCIO YOUNG	10,000
34	ARSENIO BARTOLOME, III	1
35	EDUVEGES O. BATALAN	2,000
36	AIDA BELLESTEROS	2,200
37	ELENA D. BELLEZA	500
38	BENJAMIN MOMBAY &/OR ELYSIA DELA LLANA	2,200
39	VIVIEN BILBAO	1,100
40	RAMON JAIME VILA BIROSEL	17,600
41	GARRY BOOC	10,000
42	JUN M. BORRES	3,300
43	ERLITA BUGAOAN	200
44	EXUPERTO P. CABATANA	6,600
45	BONIFACIO M. CABATIT	2,000
46	LUZVIMINDA E CABIBIJAN	1,100
47	LORENA R. CABUGAWAN	333
48	PRIMITIVO C. CAL	55,000
49	FE CALDERON	200
50	ELEANOR P. CALIMAG	3,300
51	CLEOFE D.V. CANETE	6,600

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
52	ADELAIDA ZITA R. CARLOS	4,400
53	CARMENCITA MIRANDA &/OR DONNA DEL ROSARIO	5,500
54	JENNIFER CASAS	1,100
55	JOHN PETER CHICK B. CASTELO	1,100
56	CATHAY SEC. CO., INC. A/C# 1684	1,100
57	CATHAY SEC. CO., INC. A/C# 1030	100,000
58	RAY CELIS	2,200
59	CLARO CENIZA	2,200
60	AMELIA CERVANTES	2,200
61	ELVIN CHAN	16,500
62	VICKY L. CHAN	55,000
63	CHARTERED COMMODITIES CORPORATION	294,999
64	CHEAH TUCK	11,000
65	CHESA HOLDINGS, INC.	100,000
66	CARLOS CHING	500
67	CHIOTI HSU	22,000
68	FRANCIS S. CHOA	20,000
69	DEWEY CHOACHUY, JR	111,300
70	CHONG PENG YNG	100,000
71	WILLIAM N. CHUA CO KIONG	7,700
72	BELINDA CHUA	5,500
73	JULIE YAP CHUA	1,000
74	LUIS W. CHUA	5,500
75	YAN TO A. CHUA	132,000
76	MA. REGINA CLIMACO	5,500
77	BEDY DU CO	1,100
78	NELIA CO	20,000
79	ALFREDO COLLADO	900
80	KATHLEEN COPON	16,500
81	ROGER CORRO	2,300
82	FRANKLIN M. COSTALES	10,000
83	BENSON COYUCO	605,000
84	CARMELITA P. CRUEL	8,800
85	ARISTEO R. CRUZ	1,000
86	FELIPE A CRUZ, JR.	1,100,000
87	MA. TERESA P. CRUZ	55,000
88	MARIA CONCEPCION CRUZ	876,000
89	RODOLFO L. CRUZ	100
90	ANITA T. DAVID	11,000
91	ANGELES MORALES DE LEON	4,400
92	ROLANDO D. DE LEON	66,000
93	ROY A. DE LOS REYES	11,000
94	TERESITA I. DE LOS SANTOS	5,500
95	AUGURIO P. DE VERA	2,000
96	CYNTHIA ROXAS DEL CASTILLO	1,100
97	ELMER DELA CRUZ	2,200
98	JOSEFINA DINSAY	16,500
99	PEDRO DOMINGO	12,100
100	NARISA BERLIN R. DURAN	2,200
101	CAROLINE DY	1,100
102	MANUEL DY	11,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
103	GARY GO DYCHIAO	200,000
104	EAST ASIA OIL & MINING COMPANY, INC.	40,000
105	EBC SECURITIES CORPORATION	48,400
106	EDGARDO YAMBAO &/OR MARIA ISABEL YAMBAO	11,000
107	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000
108	EDNA T. ROGANDO &/OR ESTER T. JUCO	2,200
109	LUCENA B. ENRIQUEZ	552,000
110	LEONARDO ERMITA	2,200
111	MA. ISABEL H. ERMITA	8,800
112	ERVERT AVANZADO &/OR LIAZLE AVANZADO	2,000
113	ERIBERTO E. ESTEBAN	5,500
114	FATIMA A. FARRALES	8,800
115	ARISTEO O. FERAREN, JR	17,600
116	ERIC FILAMOR	1
117	FLORENTINO A. GONZALEZ, JR. &/OR LOURDJEAN T. GONZALEZ	2,200
118	FORUM HOLDINGS CORPORATION	20,626,000
119	RENATO C. FRANCISCO	100
120	MA. ROSARIO FRANCO	3,300
121	FREYSSINET PHILIPPINES, INC.	770,000
122	JOCELYN FULACHE	6,600
123	G & L SECURITIES CO., INC.	10,000
124	GRACE M. GALANG	1,100
125	EUGENE GALICIA	3,300
126	MA. LEYLANI V. GAMBOA	2,500
127	ROGELIO GANZON	2,500
128	IMELDA GAPASIN	100
129	MARIA A. GARCIA	8,000
130	GRACIANO AUDWIN T. GARZON	5,000
131	DEE HUA T. GATCHALIAN	350,000
132	KENNETH T. GATCHALIAN	30,000,100
133	REXLON GATCHALIAN	14,740,000
134	REXLON T. GATCHALIAN	30,000,000
135	WESLIE T. GATCHALIAN	30,000,000
136	GUILLEMO F. GILI, JR	20,000
137	MARVIN J. GIROUARD	330,000
138	ANA L. GO	300,000
139	DOMINGO C GO	275,000
140	RUBY PING GO	20,000
141	EDMUNDO Z. GREGORIO	2,000
142	PATRICK C. GREGORIO	1
143	ARTURO GUANZON	33,000
144	MARLENE S. GUEVARA	11,000
145	GUIDO VILLANUEVA &/OR AMELIA VILLANUEVA	1,000
146	GUILD SECURITIES, INC.	1,100
147	GLORIA GUINTU	2,000
148	ROZANA C. GUTIERREZ	6,600
149	SARAH SAN JOSE HAIN	3,300
150	JOSEPH EDWARD HANNEN	2,200
151	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000
152	BRENDA SOLIDUM HERNANDEZ	3,300
153	LILY S. HO	36,300

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
154	LILIAN HONG	34,000
155	HSBC SECURITIES (PHILIPPINES), INC.	5,000
156	HUNG CHUEN FEI	11,000
157	I.B. GIMENEZ SEC., INC. A/C DPA-003	2,000
158	ROYC CECIL D. IBAY	11,000
159	LUCILA D. ICBAN	2,200
160	INTERNATIONAL POLYMER CORPORATION	33,000
161	JOSE RENE ITURRALDE	200
162	JAY JACOBS	39,600
163	JAMES O. NG &/OR ELSIE Y. NG	10,000
164	ERIC JAO	16,500
165	JESUS ROBERTO SAENZ &/OR AURORA E.	3,300
166	JORGE P. LONTOC OR PACITA L. LONTOC	4,000
167	JOSE YAP &/OR CONCHITA YAP	330,000
168	AURELIO P. JR	13,200
169	RAPHAEL T. JUAN	7,700
170	KATHERINE LIM &/OR MARSHA LIM	11,000
171	KENSTAR INDUSTRIAL CORPORATION	110,000
172	KERRY SECURITIES (PHILS.), INC. -GJ01	4,400
173	JIM HO KHE BIN	20,000
174	CONSUELO DY KHU	11,000
175	CARMELITA KONG KIAT	16,500
176	PHILIP KIONG	11,000
177	ROBERT KLING	39,600
178	MUI SIN KOH-SEAH	4,400
179	CONSUELO C. KON	5,500
180	ROGELIO G. KWAN	622
181	L.M. GARCIA & ASS., INC. A/C# 160	55,000
182	LOLITA LABACLADO	5,500
183	ALEXANDRIA M. LACSON	5,500
184	LESLIE A. LAVA	6,600
185	RICARDO P. LAZARO	11,000
186	RODOLFO B. LEDESMA	30,000
187	ALEXANDER C. LEE	20,000
188	YVETTE LEE	27,500
189	LEONG JEE VAN	55,000
190	RICHARD ANTHONY Y. LIBORO	200
191	LIM TAY	55,000
192	BETO Y. LIM	150,000
193	CARRIE LIM	100,000
194	CELY S. LIM	112,200
195	EMILY LIM	500,000
196	GIOVANNI JOSEF B. LIM	10,000
197	JAY DEXTER A. LIM	16,200
198	JOCELYN O. LIM	2,200
199	KIRBY YU LIM	55,000
200	MONINA GRACE S. LIM	13,200
201	REBECCA TAN LIM	1,100
202	ROLANDO M. LIM	1,142,500
203	JUANITA LIMCHAYSENG	600
204	ROMEO S. LINDAIN	1,100

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
205	LIPPO SECURITIES, INC. FAO: SHEN KUO HSU	8,000
206	LIPPO SECURITIES, INC.	56,500
207	KAROLYN LIU	5,500
208	ARMANDO S. LLARINAS	1,100
209	CHRISTOPHER D. LO	3,300
210	ADRIAN LONG	39,600
211	ARTHUR LOPEZ	1
212	JUAN ANTONIO LOPEZ	3,300
213	JOSEFA T. LUA	11,000
214	MAXIMO V. LUCAS	8,800
215	MALA JEAN A. LUGA	16,500
216	VILMA LUMANOG	2,200
217	LUKE MACABABBAD	3,300
218	MARIO T. MACADAEG	300
219	RENATO B. MAGADIA	200
220	RENO I. MAGADIA	10,000
221	MILAGROS ONG MAGAT	1,000
222	BENJAMIN G. MAGBANUA	1,100
223	GRACE MAGNAYE	16,500
224	GRACE MAGNAYE	5,500
225	LEVI Q. MAGNAYE	2,200
226	MA. YOLANDA MALLARI	30,000
227	MELVIN M. MANALO	2,200
228	EMILIA MANANON	1,100
229	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000
230	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000
231	JESUS B. MARAMARA	2,700
232	MA. MADONNA M. MEDENILLA	5,000
233	RUBEN MEDRANO	100
234	CATALINA ROXAS MELENDRES	6,246,000
235	ROCHELLE V. MENDOZA	200
236	ELIZABETH MERCADO	11,000
237	LAMBERTO B. MERCADO, JR	100
238	MERIDIAN SEC., INC. A/C# 844	200,000
239	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000
240	MANUEL S. MILAN	4,400
241	MIZPAH HOLDINGS, INC.	100,000
242	ALBERTO MOGUEL	1,200
243	CONSUELO A. MOPAS	22,000
244	MUI SIN KOH-SEAH &/OR DENNIS CHEE CHIANG SEAH	3,300
245	CRISTINO NAGUIAT, JR.	181,500
246	NG GHIM HWA	4,000
247	LAWRENCE C. NG	10,000
248	BELINDA NGO	5,500
249	NATIVIDAD C. NGUI	4,400
250	VIDA MARIE E. NISPEROS	1,100
251	NOBLE ARCH REALTY AND CONSTRUCTION CORP.	10,000
252	MARCELO S. NUGUID	22,000
253	CARMELO OBCEMEA	10,000
254	TERESITO P. OCAMPO	2,000
255	VENUS DE OCAMPO	20,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
256	OCBC SECURITIES PHILS., INC.	40,000
257	OMAR C. POLINTAN &/OR MELITA POLINTAN	1,100
258	ONG YU LING	27,500
259	CARMEN ONG	11,000
260	JIMMY G. ONG	4,400
261	STEVEN M. ONG	6,600
262	VICKY ONG	22,000
263	JUANA ONGKA	5,500
264	REMEDIOS S. ORBETA	14,300
265	ORION-SQUIRE CAPITAL, INC. - 0267	200
266	VIRGIE R. ORTEGA	5,500
267	SERGIO R. ORTIZ-LUIS, JR	110
268	CONSUELO G. OSI	2,200
269	DAVID LAO OSMENA	314,600
270	DAVID LAO OSMENA	275,000
271	GLADYS MAY L. OSMENA	39,600
272	HARVEY OSMENA	11,000
273	MANUEL L. OSMENA, II	39,600
274	MANILYNN L. OSMENA	39,600
275	MEGHANN GAIL L. OSMENA	39,600
276	ANTONIO MAPUA OSTREA	5,500
277	VENUS PACIA	11,000
278	PACIFIC CONCORDE CORPORATION	100,000
279	PACIFIC IMAGES, INC.	100,000
280	PACIFIC REHOUSE CORPORATION	100,000
281	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000
282	MA. TERESITA M. PALO	4,400
283	GAUDENCIO H. PANALIGAN	11,000
284	VICENTE LIM PANG	1,000
285	PANTALEON NIEVA &/OR ANGELITA NIEVA	3,300
286	ROSE LUZELLE PAPA	200
287	LYDIA C. PASCUA	1,100
288	SANDRA E. PASCUAL	50,000
289	CIRILO E. PASUCAL	11,000
290	PATRICIA MIADO &/OR MARIO ANGEL MIADO	3,300
291	PCD NOMINEE CORP. (FILIPINO)	1,138,728,573
292	PCD NOMINEE CORP. (NON-FILIPINO)	41,904,301
293	MA. THERESA C. PE	11,000
294	ARACELI P. PENAS	1,100
295	PAUL PESTANO	3,300
296	PHILIP NG CLARIN & EVELYN NG LEE	22,000
297	PIERCE INTERLINK SECURITIES, INC.	150,000
298	ELENETTE C. PINGUL	3,300
299	MABEL POBLETE	1,100
300	ARTHUR R. PONSARAN	110
301	AMANDO J. PONSARAN, JR	16,500
302	PORFIRIO G. MACARAEG &/OR MICHAEL MACARAEG	1,100
303	CHARLES M. PRATT	5,500
304	IMELDA M. PRECION	5,000
305	PRIMARY STRUCTURES CORPORATION	16,212,500
306	PUBLIC SEC. CORP.	800

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
307	DEREK PUERTOLLANO	5,500
308	WINSTON P. PUNZALAN	1,500
309	QUALITY INVESTMENTS & SECURITIES CORP.	22,000
310	JAIME R. QUIJANO	3,300
311	MAHALIA C. QUINONES	5,000
312	NERISSA C. QUINTANA	11,000
313	RICARDA B. QUIROS	22,000
314	R. COYIUTO SECURITIES, INC.	11,000
315	MELITA G. RAGAS	2,200
316	RCBC T/A# 33-398-0	300
317	REGINA CAPITAL DEVT., CORP. A/C#1845	20,000
318	JOHN PATRICK REGNER	2,200
319	BEVERLY G. REJANTE	1,100
320	RENATO C. ALARCON &/OR VIRGINIA M. ALARCON	5,500
321	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000
322	REXLON INDUSTRIAL CORPORATION	17,000
323	DAISY S.A REYES	1,100
324	FIDELINA B. REYES	1,000
325	JUANA M. REYES	7,700
326	DOMINADOR A. REYNO	500
327	ILDEFONSO REYNOSO, II	8,800
328	SALVADOR T. RIGOR, JR	7,700
329	CARLOS BENEDICT K. RIVILLA, IV	110
330	ROBERTO ABELLO &/OR MA. ANTONIA ABELLO	5,500
331	BING ROJO	6,700
332	ROLANDO I. LOMBOY &/OR MILAGROS R.LOMBOY	10,000
333	NORA ROSS	200
334	LETICIA ROXAS	1,100
335	RUBEN BALBASTRO &/OR ROSARIO TORRES	5,500
336	RODOLFO V. SAEZ	1,000
337	ERNESTO R. SALAS, JR	22,000
338	DONNIE SALVADOR	600
339	MA. TERESA T. SAN AGUSTIN	3,300
340	FRANCISCO C. SAN DIEGO	50,000
341	AURORA V. SAN JOSE	143,000
342	EPIFANIA G. SANTOS	2,750
343	FLORENCIO SANTOS	2,000
344	ROLANDO S. SANTOS, JR	2,200
345	SAPPHIRE SECURITIES, INC.	4,000
346	SEAFRONT RESOURCES CORP.	33,000
347	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000
348	SHAREHOLDERS ASSOCIATION OF THE PHILIPPINES, INC.	1,000
349	PROSERFINA SIGUENZA	6,600
350	SILVER GREEN INVESTMENTS LTD.	230,000
351	SIMEON SAMSON &/OR CHARLIE RAVALO	5,000
352	GLENN ANTHONY O. SOCO	16,500
353	PABLO SON KENG PO	22,000
354	DELFIN R. SUPAPO, JR	27,500
355	LYDIA J. SY	55,000
356	MICHELLE T. SY	2,200
357	RONALD SY	600

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
358	LEOPOLDO SY-QUIA, JR	5,000
359	IBURI TADAFUMI	13,750
360	SEIICHIRO TAKAHASHI	11,000
361	TAN DAISY TIENG	46,500
362	TAN LIN LAY	30,000
363	CARLOS S. TAN	11,000
364	DOUGLAS TAN	1,100
365	EDWARD W. TAN	3,300
366	FATIMA L. TAN	1,100
367	LINDA TAN	5,500
368	MIRABEL TAN	1,100
369	RAYMOND G. TAN	1,100
370	ROSIE TAN	2,300
371	SUZETTE TAN	1,100
372	LOLITA TANSENGCO	1,100
373	STELLA TANSENGCO-SCHAPERO	1,200
374	MACARIO TE	1
375	REYNALDO NAVARRA TECECHIAN	1,000
376	TEE LING KIAT &/OR LEE LIN HO	200
377	FRUTO M. TEODORICO, JR	55,000
378	TERESITA GO &/OR SATURNINA GO	87,000
379	THE WELLEX GROUP, INC.	1,128,466,800
380	RUFINO B. TIANGCO	8,800
381	MERLINDO R. TINAPAY	2,200
382	ELVIRA A. TING	10,000,009
383	ROBERT C. TING	22,000
384	RUBY TING	2,200
385	RAMON A. TINIO	25,000
386	WILLIE TIO	159,500
387	IRMINIA A. TIPGOS	1,100
388	LEONCIO TIU	33,000
389	LUISIANA DELOS SANTOS TONDO	1,100
390	RAYMOND TONG	23,300
391	RUBEN D. TORRES	1,000
392	TRITON SECURITIES CORPORATION	20,000
393	TOMAS F. TUASON, IV	110
394	ELIZABETH TUBALE	1,100
395	TYBALT INVESTMENT LTD.	10,000
396	ALVIN TAN UNJO	88,000
397	UY TIAK ENG	50,000
398	PHILIP L. UY	11,000
399	ROBERTO S. UY	5,500
400	ROBERTO L. UY	50,000
401	ZITA O. UY-TIOCO	2,200
402	AGAPITO R. VALENCIA	6,600
403	JESUS SAN LUIS VALENCIA	1,000
404	FEDELIZA R. VARGAS	1,100
405	SALUD VELORIA	6,600
406	ANTONIO VERZOSA	2,200
407	BENEDICTO V. VIARDO	2,200
408	MA. SALOME VILLASIS	1,000

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
Stockholder MasterList
As of 05/11/2022

Count	Name	Holdings
409	RIZA C. VILLEGAS	110
410	ROBERTO C. VILLEGAS	4,000
411	WANG YU HUEI	110,000
412	WATERFRONT NOMINEES SDN BHD A/C#6	107,800
413	WATERFRONT NOMINEES SDN BHD A/C#9	20,900
414	WEALTH SECURITIES, INC.	5,500
415	JOHN CRHISTOPHER D. WEIGEL	110,000
416	HELEN F. WILLIMANN	5,000
417	WILSON CHUA &/OR BECKY QUE CHUA	110,000
418	STEVE WOODWARD	39,600
419	LUZ YAMANE	38,500
420	JEFFERSON Y. YAO	11,000
421	YEOH CHEAW TAU	1,100
422	CHARISSA YLAYA	8,800
423	CATHERINE LAO YOUNG	19,800
424	GEORGE U. YOUNG, JR	82,500
425	YU PEK KIAN	11,000
426	YU SIOK HUI	22,000
427	CECILIA CO YU	4,000
428	JOHN BENEDICT O. YU	10,000
429	NEIL JOHN A. YU	50,000
430	JOCELYN L. ZARATE	4,000
431	EUFEMIA ZULUAGA	7,700

Total Stockholders :

2,498,991,753

PSE Disclosure Form 17-12-A - List of Top 100 Stockholders (Common Shares)
Reference: Section 17.12 of the Revised Disclosure Rules

Type of Securities

Common

For the period ended December 31, 2021

Description of the Disclosure

WPI PSE Disclosure List of Top 100 Stockholders

Number of Issued and Outstanding Common Shares	2,498,991,753
Number of Treasury Common Shares, if any	0
Number of Outstanding Common Shares	2,498,991,753
Number of Listed Common Shares	2,498,991,753
Number of Lodged Common Shares	1,180,625,174
PCD Nominee – Filipino	1,139,554,973
PCD Nominee – Non-Filipino	41,070,201
Number of Certificated Common Shares	1,318,366,579

Change from previous submission

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Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Rank	Name	Holdings	Rank
1	PCD NOMINEE CORP. (FILIPINO)	1,139,554,973	45.60%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	41,070,201	01.64%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	DAVID LAO OSMENA	589,600	00.02%
20	LUCENA B. ENRIQUEZ	552,000	00.02%
21	EMILY LIM	500,000	00.02%
22	DEE HUA T. GATCHALIAN	350,000	00.01%
23	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
24	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
25	MARVIN J. GIROUARD	330,000	00.01%
26	ANA L. GO	300,000	00.01%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Rank	Name	Holdings	Rank
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
31	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	CRISTINO NAGUIAT, JR.	181,500	00.01%
34	WILLIE TIO	159,500	00.01%
35	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
36	BETO Y. LIM	150,000	00.01%
37	AURORA V. SAN JOSE	143,000	00.01%
38	YAN TO A. CHUA	132,000	00.01%
39	CELY S. LIM	112,200	00.00%
40	DEWEY CHOACHUY, JR	111,300	00.00%
41	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
42	WANG YU HUEI	110,000	00.00%
43	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
44	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
45	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
46	MIZPAH HOLDINGS, INC.	100,000	00.00%
47	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
48	PACIFIC CONCORDE CORPORATION	100,000	00.00%
49	PACIFIC IMAGES, INC.	100,000	00.00%
50	PACIFIC REHOUSE CORPORATION	100,000	00.00%
51	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
52	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Page No. 3

Rank	Name	Holdings	Rank
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	CHONG PENG YNG	100,000	00.00%
55	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	LEONG JEE VAN	55,000	00.00%
64	LIM TAY	55,000	00.00%
65	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
66	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
67	KIRBY YU LIM	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	VICKY L. CHAN	55,000	00.00%
70	PRIMITIVO C. CAL	55,000	00.00%
71	LYDIA J. SY	55,000	00.00%
72	MA. TERESA P. CRUZ	55,000	00.00%
73	NEIL JOHN A. YU	50,000	00.00%
74	SANDRA E. PASCUAL	50,000	00.00%
75	ROBERTO L. UY	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	UY TIAK ENG	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Page No. 4

Rank	Name	Holdings	Rank
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	ADRIAN LONG	39,600	00.00%
83	GLADYS MAY L. OSMENA	39,600	00.00%
84	JAY JACOBS	39,600	00.00%
85	ROBERT KLING	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	MEGHANN GAIL L. OSMENA	39,600	00.00%
88	MANILYNN L. OSMENA	39,600	00.00%
89	MANUEL L. OSMENA, II	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	LEONCIO TIU	33,000	00.00%
95	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
96	SEAFRONT RESOURCES CORP.	33,000	00.00%
97	ARTURO GUANZON	33,000	00.00%
98	TAN LIN LAY	30,000	00.00%
99	MA. YOLANDA MALLARI	30,000	00.00%
100	RAMONCITO ARCEO	30,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Rank	Name	Holdings	Rank
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Total Top 100 Shareholders :	2,496,838,682	99.91%
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Total Issued Shares	2,498,991,753
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OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - WPI000000000

Business Date: December 31, 2021

BPNAME	HOLDINGS
UPCC SECURITIES CORP.	75,000
A & A SECURITIES, INC.	2,444,700
ABACUS SECURITIES CORPORATION	62,036,657
PHILSTOCKS FINANCIAL INC	63,394,944
A. T. DE CASTRO SECURITIES CORP.	54,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	3,271,000
BA SECURITIES, INC.	1,667,700
AP SECURITIES INCORPORATED	16,821,500
ANSALDO, GODINEZ & CO., INC.	2,595,700
AB CAPITAL SECURITIES, INC.	8,313,500
SB EQUITIES, INC.	4,252,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	862,800
ASIASEC EQUITIES, INC.	153,000
ASTRA SECURITIES CORPORATION	5,000
CHINA BANK SECURITIES CORPORATION	1,000,000
BELSON SECURITIES, INC.	4,100,100
B. H. CHUA SECURITIES CORPORATION	50,000
JAKA SECURITIES CORP.	8,655,500
BPI SECURITIES CORPORATION	36,092,215
CAMPOS, LANUZA & COMPANY, INC.	2,447,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	779,138
TRITON SECURITIES CORP.	44,152,450
IGC SECURITIES INC.	3,059,000
CUALOPING SECURITIES CORPORATION	110,500
DBP-DAIWA CAPITAL MARKETS PHILIPPINES, INC.	2,200
DAVID GO SECURITIES CORP.	1,759,000
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	9,907,100
EQUITABLE SECURITIES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,321,200
EQUITIWORLD SECURITIES, INC.	517,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	8,731,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	895,000
AURORA SECURITIES, INC.	926,700
GLOBALINKS SECURITIES & STOCKS, INC.	464,000
JSG SECURITIES, INC.	962,650
GOLDSTAR SECURITIES, INC.	3,365,300
GUILD SECURITIES, INC.	264,000
HDI SECURITIES, INC.	22,565,500
H. E. BENNETT SECURITIES, INC.	2,280,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	527,297

BPNAME	HOLDINGS
INVESTORS SECURITIES, INC,	1,117,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	393,800
INTRA-INVEST SECURITIES, INC.	187,400
ASIAN CAPITAL EQUITIES, INC.	56,100
J.M. BARCELON & CO., INC.	921,500
STRATEGIC EQUITIES CORP.	993,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	263,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	1,593,200
COL Financial Group, Inc.	150,170,146
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	129,800
MERIDIAN SECURITIES, INC.	2,154,700
MDR SECURITIES, INC.	136,000
REGIS PARTNERS, INC.	66,300
MOUNT PEAK SECURITIES, INC.	120,000
NEW WORLD SECURITIES CO., INC.	2,179,000
OPTIMUM SECURITIES CORPORATION	3,814,650
RCBC SECURITIES, INC.	3,878,300
PAN ASIA SECURITIES CORP.	135,000
PAPA SECURITIES CORPORATION	1,164,500
MAYBANK ATR KIM ENG SECURITIES, INC.	4,954,400
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,223,260
PREMIUM SECURITIES, INC.	5,923,600
PRYCE SECURITIES, INC.	12,124
SALISBURY BKT SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	16,124,800
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,121,100
REGINA CAPITAL DEVELOPMENT CORPORATION	7,756,976
R. NUBLA SECURITIES, INC.	3,022,500
AAA SOUTHEAST EQUITIES, INCORPORATED	2,338,700
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	176,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	308,500
SUMMIT SECURITIES, INC.	607,300
STANDARD SECURITIES CORPORATION	1,401,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	790,400
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	352,200
TOWER SECURITIES, INC.	11,961,600
TRANS-ASIA SECURITIES, INC.	1,325,500
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
UCPB SECURITIES, INC.	2,413,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	1,400,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	216,900
FIRST METRO SECURITIES BROKERAGE CORP.	26,405,590
WEALTH SECURITIES, INC.	7,540,590
WESTLINK GLOBAL EQUITIES, INC.	505,692,540

BPNAME	HOLDINGS
BERNAD SECURITIES, INC.	369,100
WONG SECURITIES CORPORATION	44,000
YAO & ZIALCITA, INC.	1,286,200
YU & COMPANY, INC.	1,099,000
BDO SECURITIES CORPORATION	23,092,369
EAGLE EQUITIES, INC.	741,800
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	1,435,576
SOLAR SECURITIES, INC.	6,343,600
G.D. TAN & COMPANY, INC.	16,950,300
PHILIPPINE EQUITY PARTNERS, INC.	2,431,950
UNICAPITAL SECURITIES INC.	1,835,900
SunSecurities, Inc.	400,000
COHERCO SECURITIES, INC.	3,400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,489,000
VC SECURITIES CORPORATION	600
CITIBANK N.A.	140,000
STANDARD CHARTERED BANK	925,000
Total	1,180,625,174

If no written notice of any error or correction is received by PDTC within five (5) calendar days from receipt hereof, you shall be deemed to have accepted the accuracy and completeness of the details indicated in this report.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2021 and 2020

With Independent Auditors' Report



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REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Waterfront Philippines, Incorporated
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Philippines

Opinion

We have audited the consolidated financial statements of Waterfront Philippines, Incorporated and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2021, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2021, in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audit in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



Emphasis of Matter - Continuing Impact of Coronavirus Disease 2019 (COVID-19) Pandemic

We draw attention to Note 27 to the consolidated financial statements which describes the continuing impact of COVID-19 on the Group and the environment it operates in. It is indicated in this note that uncertainties remain, and that unfavorable effects of the pandemic to the operations of the Group may continue subsequent to December 31, 2021. The note also discloses the measures the Group has taken and other measures it plans to implement to mitigate the negative effects of COVID-19. We conducted audit procedures to evaluate management's plan as to likelihood and as to feasibility under the circumstances. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Revenue Recognition

(P997.79 million, see consolidated statement of profit or loss and other comprehensive income and Notes 23 and 24 to the consolidated financial statements)

The Risk

The Group's revenue transactions are not complex and no significant judgment is applied over the amounts recorded. However, market expectations and profit-based targets may place pressure on management to distort revenue recognition. There is potential risk of management override to achieve revenue targets.

Our Response

As part of our audit procedures, we evaluated and tested the relevant key management controls over the completeness, existence and accuracy of revenue recognized in the consolidated financial statements. We performed substantive analytical procedures, cutoff testing procedures to ensure whether transactions occurring near yearend were recorded in the proper period and journal entries testing procedures around revenue to identify any unusual or irregular items posted in the accounting records. We also assessed whether the Group's revenue recognition policies and disclosures are in accordance with PFRSs.

Valuation of Property and Equipment

(P10.17 billion, see consolidated statement of financial position and Note 9 to the consolidated financial statements)

The Risk

The Group's land, land improvements, hotel buildings and improvements, furniture, fixtures and equipment, and transportation equipment are carried at revalued amounts. The models applied to determine the appraised value of property and equipment are complex and sensitive to assumptions. Accordingly, we placed significant focus during the audit on the valuation adjustments because the amounts involved are material and significant judgments were involved in assessing the fair value of the assets.



Our Response

As part of our audit procedures, we evaluated the objectivity, knowledge, skills and ability of the independent external appraisers and determined whether they are accredited by Philippine Securities and Exchange Commission and Philippine Stock Exchange. We evaluated the appraisal reports issued by the independent external appraisers by testing the completeness and accuracy of underlying data used, assessing the appropriateness of the valuation methods applied and the assumptions in determining the fair values and considered whether these were in accordance with PFRSs. We also assessed the adequacy of the Group's disclosures whether they met the requirements under the PFRSs.

Capitalization of Costs on Construction

(P644.35 million, see consolidated statement of financial position and Note 9 to the consolidated financial statements)

The Risk

The subsidiary has incurred significant costs in relation to the reconstruction and restoration project of its hotel property. Costs amounting to P644.35 million have been capitalized as construction-in-progress under property and equipment as at December 31, 2021. We focused on this area because there is a risk that costs are not appropriately capitalized in accordance with PFRSs, including the requirement to only capitalize overheads and other charges which are directly attributable to the construction activities.

Our Response

As part of our audit procedures, we obtained the certified progress report from the subsidiary's engineering department and vouched on a sampling basis capitalized costs to supporting documents such as progress billings from contractors. We also evaluated the design and implementation of management controls to address the risk of inappropriate capitalization of costs. We also considered the adequacy of the subsidiary's disclosures and determined whether they met the disclosure requirements under the PFRSs.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe those matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Tireso Randy F. Lapidez.

R.G. MANABAT & CO.

TIRESO RANDY F. LAPIDEZ

Partner

CPA License No. 0092183

SEC Accreditation No. 92183-SEC, Group A, issued on July 15, 2021,
valid for one (1) year covering the audit of 2021 financial statements

SEC Accreditation No. 92183-SEC, Group A, issued on April 12, 2022,
valid for five (5) years covering the audit of 2022 to 2026 financial statements

Tax Identification No. 162-411-175

BIR Accreditation No. 08-001987-034-2020

Issued July 20, 2020; valid until July 19, 2023

PTR No. MKT 8854069

Issued January 3, 2022 at Makati City

May 13, 2022

Makati City, Metro Manila



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REPORT OF INDEPENDENT AUDITORS ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
Waterfront Philippines, Incorporated
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Cebu

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Waterfront Philippines, Incorporated and Subsidiaries (the Group) as at and for the years ended December 31, 2021 and 2020, included in this Form 17-A, on which we have rendered our report thereon dated May 13, 2022.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards and may not be comparable to similarly titled measures presented by other companies.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



The above schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and is not a required part of the Group's consolidated financial statements. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at and for the years ended December 31, 2021 and 2020 and no material exceptions were noted.

R.G. MANABAT & CO.

TIRESO RANDY F. LAPIDEZ

Partner

CPA License No. 0092183

SEC Accreditation No. 92183-SEC, Group A, issued on July 15, 2021,
valid for one (1) year covering the audit of 2021 financial statements

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PTR No. MKT 8854069

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REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY INFORMATION

The Board of Directors and Stockholders
Waterfront Philippines, Incorporated
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Cebu

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Waterfront Philippines, Incorporated and Subsidiaries (the Group) as at and for the year ended December 31, 2021, included in this Form 17-A, on which we have rendered our report thereon dated May 13, 2022.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Group's management.

1. Reconciliation of Retained Earnings Available for Dividend Declaration (*Annex A*)
2. Map of Conglomerate (*Annex B*)
3. Supplementary Schedules of Annex 68-J (*Annex C*)

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



The above supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and is not a required part of the Group's consolidated financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

R.G. MANABAT & CO.

TIRESO RANDY F. LAPIDEZ

Partner

CPA License No. 0092183

SEC Accreditation No. 92183-SEC, Group A, issued on July 15, 2021,
valid for one (1) year covering the audit of 2021 financial statements

SEC Accreditation No. 92183-SEC, Group A, issued on April 12, 2022,
valid for five (5) years covering the audit of 2022 to 2026 financial statements

Tax Identification No. 162-411-175

BIR Accreditation No. 08-001987-034-2020

Issued July 20, 2020; valid until July 19, 2023

PTR No. MKT 8854069

Issued January 3, 2022 at Makati City

May 13, 2022

Makati City, Metro Manila

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2021	2020
ASSETS			
Current Assets			
Cash and cash equivalents	4, 21	P843,795,110	P1,178,166,307
Receivables - net	5, 21	716,698,821	530,644,331
Notes receivable	8, 21	235,272,519	223,366,443
Due from related parties - current portion	8, 21	1,651,357,159	2,258,300,814
Inventories	6	23,869,855	22,701,161
Prepaid expenses and other current assets	7, 21	218,543,288	210,536,585
Total Current Assets		3,689,536,752	4,423,715,641
Noncurrent Assets			
Equity securities - at fair value through other comprehensive income	8, 21	69,943,300	69,735,540
Due from related parties - noncurrent portion	8, 21	1,682,205,489	998,645,371
Property and equipment - net	9	10,168,008,843	8,533,226,271
Right-of-use assets - net	24	121,989,349	125,620,765
Deferred tax assets	19	268,485,610	167,667,132
Retirement benefits asset	18	65,503,186	54,863,072
Other noncurrent assets - net	10, 21	934,938,622	869,825,125
Total Noncurrent Assets		13,311,074,399	10,819,583,276
		P17,000,611,151	P15,243,298,917
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	11, 21	P1,590,246,959	P1,938,290,666
Loans payable - current portion	13, 21, 26	1,010,106,382	627,659,575
Due to a related party	8, 21	-	3,119,367
Lease liabilities - current portion	21, 24	1,340,257	1,188,032
Income tax payable		40,276,345	65,326,208
Other current liabilities	12, 21	36,041,241	39,064,907
Total Current Liabilities		2,678,011,184	2,674,648,755
Noncurrent Liabilities			
Loans payable - noncurrent portion	21, 26	-	635,106,382
Lease liabilities - net of current portion	21, 24	128,131,544	129,471,801
Deferred tax liabilities	19	2,091,539,075	1,982,765,286
Other noncurrent liabilities	14, 21	432,966,220	418,943,426
Total Noncurrent Liabilities		2,652,636,839	3,166,286,895
		5,330,648,023	5,840,935,650

Forward

		December 31	
	Note	2021	2020
Equity Attributable to Equity Holders of the Parent Company			
Capital stock	16	P2,498,991,753	P2,498,991,753
Additional paid-in capital		706,364,357	706,364,357
Revaluation surplus on property and equipment	9	5,196,085,893	3,823,685,321
Retirement benefits reserve		147,014,110	126,222,421
Foreign currency translation adjustment		55,128,777	46,386,496
Fair value reserve		4,284,906	3,995,121
Retained earnings		1,847,119,587	1,113,890,733
Total Equity Attributable to Equity Holders of the Parent Company		10,454,989,383	8,319,536,202
Noncontrolling Interests	16	1,214,973,745	1,082,827,065
Total Equity		11,669,963,128	9,402,363,267
		P17,000,611,151	P15,243,298,917

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	2021	2020	2019
REVENUES				
Rent and related income	23, 24	P606,244,715	P579,468,626	P567,932,177
Food and beverage		192,340,989	188,896,549	666,389,097
Rooms		190,570,738	264,800,118	726,772,922
Others		8,631,712	21,467,007	35,974,882
		997,788,154	1,054,632,300	1,997,069,078
COSTS AND EXPENSES OTHER THAN DEPRECIATION, INTEREST, GAINS (LOSSES) AND INCOME TAX (BENEFIT) EXPENSE				
Energy costs		172,802,406	130,162,682	272,627,917
Personnel costs	18	137,429,401	217,561,400	280,993,867
Food and beverage	6	82,413,476	77,803,922	228,800,560
Repairs and maintenance	6	37,926,941	24,478,212	76,389,568
Rooms		8,810,394	17,252,077	40,949,630
Rent	24	7,149,762	12,373,793	33,654,331
Others	17	198,667,246	238,022,662	446,519,261
		645,199,626	717,654,748	1,379,935,134
INCOME BEFORE DEPRECIATION, INTEREST, GAINS (LOSSES) AND INCOME TAX (BENEFIT) EXPENSE				
		352,588,528	336,977,552	617,133,944
DEPRECIATION, INTEREST AND GAINS (LOSSES)				
Reversal of accrual	13	415,669,632	-	-
Interest income	4, 8, 23	109,820,710	130,289,367	285,333,982
Gain from insurance claims - net	1, 5	-	854,519,803	234,090,174
Impairment losses	5, 8, 10	-	(19,499,721)	(73,356,032)
Foreign exchange (losses) gains - net		(11,218,679)	10,671,294	(5,914,510)
Interest expense	13, 23, 24, 26	(102,881,701)	(169,380,068)	(200,945,037)
Depreciation	9, 24	(333,882,209)	(336,514,813)	(233,848,916)
Others - net		-	-	6,825,371
		77,507,753	470,085,862	12,185,032
INCOME BEFORE INCOME TAX (BENEFIT) EXPENSE				
		430,096,281	807,063,414	629,318,976
INCOME TAX (BENEFIT) EXPENSE	19	(100,705,358)	123,597,065	158,330,614
NET INCOME		530,801,639	683,466,349	470,988,362

Forward

Years Ended December 31				
	Note	2021	2020	2019
OTHER COMPREHENSIVE INCOME				
Items that will never be reclassified to profit or loss				
Appraisal increase on property and equipment	9	P1,896,979,057	P1,875,632,000	P1,389,405,337
Remeasurement gains on defined benefit plan	18	17,287,114	27,184,080	12,913,568
Unrealized gains (losses) on equity securities at fair value through other comprehensive income	8	520,260	1,907,620	(3,901,950)
Deferred tax effect	19	(186,730,490)	(570,844,827)	(420,695,671)
		1,728,055,941	1,333,878,873	977,721,284
Item that may be reclassified subsequently to profit or loss				
Foreign currency translation differences for foreign operations		8,742,281	(8,317,034)	7,699,252
		1,736,798,222	1,325,561,839	985,420,536
TOTAL COMPREHENSIVE INCOME		P2,267,599,861	P2,009,028,188	P1,456,408,898
Net income (loss) attributable to:				
Equity holders of the Parent Company		P554,112,411	P394,555,853	P439,574,045
Noncontrolling interests	16	(23,310,772)	288,910,496	31,414,317
		P530,801,639	P683,466,349	P470,988,362
Total comprehensive income attributable to:				
Equity holders of the Parent Company		P2,135,453,181	P1,692,071,441	P1,419,593,553
Noncontrolling interests	16	132,146,680	316,956,747	36,815,345
		P2,267,599,861	P2,009,028,188	P1,456,408,898
EARNINGS PER SHARE -				
Basic and Diluted	20	P0.222	P0.158	P0.176

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Equity Attributable to Equity Holders of the Parent Company							Total	Non-controlling Interests (Note 16)	Total Equity
	Capital Stock (Note 16)	Additional Paid-in Capital	Revaluation Surplus on Property and Equipment	Retirement Benefits Reserve	Foreign Currency Translation Adjustment	Fair Value Reserve	Retained Earnings			
As at January 1, 2021	P2,498,991,753	P706,364,357	P3,823,685,321	P126,222,421	P46,386,496	P3,995,121	P1,113,890,733	P8,319,536,202	P1,082,827,065	P9,402,363,267
Total Comprehensive Income for the Year										
Net income for the year	-	-	-	-	-	-	554,112,411	554,112,411	(23,310,772)	530,801,639
Other comprehensive income - net of tax effect	-	-	1,551,517,015	20,791,689	8,742,281	289,785	-	1,581,340,770	155,457,452	1,736,798,222
	-	-	1,551,517,015	20,791,689	8,742,281	289,785	554,112,411	2,135,453,181	132,146,680	2,267,599,861
Transfer of revaluation surplus absorbed through depreciation for the year - net of tax effect	-	-	(179,116,443)	-	-	-	179,116,443	-	-	-
As at December 31, 2021	P2,498,991,753	P706,364,357	P5,196,085,893	P147,014,110	P55,128,777	P4,284,906	P1,847,119,587	P10,454,989,383	P1,214,973,745	P11,669,963,128

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Equity Attributable to Equity Holders of the Parent Company							Total	Non-controlling Interests (Note 16)	Total Equity
	Capital Stock (Note 16)	Additional Paid-in Capital	Revaluation Surplus on Property and Equipment	Retirement Benefits Reserve	Foreign Currency Translation Adjustment	Fair Value Reserve	Retained Earnings			
As at January 1, 2020	P2,498,991,753	P706,364,357	P2,704,177,114	P108,135,895	P54,703,530	P2,932,577	P552,159,535	P6,627,464,761	P765,870,318	P7,393,335,079
Total Comprehensive Income for the Year										
Net income for the year	-	-	-	-	-	-	394,555,853	394,555,853	288,910,496	683,466,349
Other comprehensive income - net of tax effect	-	-	1,286,683,552	18,086,526	(8,317,034)	1,062,544	-	1,297,515,588	28,046,251	1,325,561,839
	-	-	1,286,683,552	18,086,526	(8,317,034)	1,062,544	394,555,853	1,692,071,441	316,956,747	2,009,028,188
Transfer of revaluation surplus absorbed through depreciation for the year - net of tax effect	-	-	(167,175,345)	-	-	-	167,175,345	-	-	-
As at December 31, 2020	P2,498,991,753	P706,364,357	P3,823,685,321	P126,222,421	P46,386,496	P3,995,121	P1,113,890,733	P8,319,536,202	P1,082,827,065	P9,402,363,267

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Equity Attributable to Equity Holders of the Parent Company							Total	Non-controlling Interests (Note 16)	Total Equity
	Capital Stock (Note 16)	Additional Paid-in Capital	Revaluation Surplus on Property and Equipment	Retirement Benefits Reserve	Foreign Currency Translation Adjustment	Fair Value Reserve	Retained Earnings			
As at January 1, 2019	P2,498,991,753	P706,364,357	P1,834,710,345	P101,908,860	P47,004,278	P5,105,963	P13,785,652	P5,207,871,208	P729,054,973	P5,936,926,181
Total Comprehensive Income for the Year										
Net income for the year	-	-	-	-	-	-	439,574,045	439,574,045	31,414,317	470,988,362
Other comprehensive income - net of tax effect	-	-	968,266,607	6,227,035	7,699,252	(2,173,386)	-	980,019,508	5,401,028	985,420,536
	-	-	968,266,607	6,227,035	7,699,252	(2,173,386)	439,574,045	1,419,593,553	36,815,345	1,456,408,898
Transfer of revaluation surplus absorbed through depreciation for the year - net of tax effect	-	-	(98,799,838)	-	-	-	98,799,838	-	-	-
As at December 31, 2019	P2,498,991,753	P706,364,357	P2,704,177,114	P108,135,895	P54,703,530	P2,932,577	P552,159,535	P6,627,464,761	P765,870,318	P7,393,335,079

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended December 31			
<i>Note</i>	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
		P	P
Income before income tax (benefit) expense	P430,096,281	807,063,414	629,318,976
Adjustments for:			
Depreciation	9, 24 333,882,209	336,514,813	233,848,916
Interest expense	13, 23, 24, 26 102,881,701	169,380,068	200,945,037
Unrealized foreign exchange losses (gains) - net	19,968,260	(19,061,098)	13,609,982
Retirement benefits cost	18 6,647,000	10,263,697	7,551,068
Impairment losses	5, 8, 10 -	19,499,721	73,356,032
Gain from insurance claims - net	1, 5 -	(854,519,803)	(234,090,174)
Income due to rent concession	24 (748,125)	(3,474,244)	-
Interest income	4, 8, 23 (109,820,710)	(130,289,367)	(285,333,982)
Reversal of accrual	13 (415,669,632)	-	-
	367,236,984	335,377,201	639,205,855
Changes in:			
Receivables	(185,741,990)	134,153,525	(329,028,656)
Inventories	(1,168,694)	7,740,997	(5,935,747)
Prepaid expenses and other current assets	(8,006,703)	(5,984,791)	(66,683,111)
Accounts payable and accrued expenses	31,525,751	(266,313,750)	440,591,352
Other current liabilities	(9,970,187)	(10,669,087)	(181,532,732)
	193,875,161	194,304,095	496,616,961
Interest received	1,976,819	7,648,410	12,509,353
Retirement contributions paid	-	-	(15,500,000)
Retirement benefits paid	-	(839,815)	(9,447,376)
Interest paid	(59,826,038)	(87,273,039)	(119,783,910)
Income taxes paid	(103,119,684)	(81,337,379)	(236,877,213)
Net cash provided by operating activities	32,906,258	32,502,272	127,517,815
CASH FLOWS FROM INVESTING ACTIVITIES			
Changes in:			
Due from related parties	11,576,697	295,147,009	217,082,023
Equity securities - at fair value through other comprehensive income	-	(37,500,000)	(12,500,000)
Other noncurrent assets	(65,113,497)	(166,745,327)	(550,737,952)
Notes receivable	(3,481,324)	21,287,524	28,092,436
Proceeds from insurance claims on property damage	1 -	850,222,546	431,250,000
Additions to property and equipment	9 (68,054,308)	(276,293,895)	(452,873,995)
Net cash (used in) provided by investing activities	(125,072,432)	686,117,857	(339,687,488)

Forward

		Years Ended December 31		
	Note	2021	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES				
Loan payments	26	(P252,659,575)	(P277,659,575)	(P277,659,575)
Payment of lease liabilities	24	(448,875)	(4,055,092)	(13,940,367)
Changes in:				
Due to a related party		(3,119,367)	-	3,119,367
Other noncurrent liabilities		14,022,794	64,503,551	464,765,515
Net cash (used in) provided by financing activities		(242,205,023)	(217,211,116)	176,284,940
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(334,371,197)	501,409,013	(35,884,733)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		1,178,166,307	676,757,294	712,642,027
CASH AND CASH EQUIVALENTS AT END OF YEAR	4	P843,795,110	P1,178,166,307	P676,757,294

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting Entity

Waterfront Philippines, Incorporated (the Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on September 23, 1994 as an investment holding company. The Parent Company is listed on the Philippine Stock Exchange (PSE) and is 46%-owned by The Wellex Group, Inc. (TWGI), an entity registered and domiciled in the Philippines.

The details of the equity interest of the Parent Company in its subsidiaries as at December 31, 2021 and 2020 are as follows:

	Percentage of Ownership	
	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 (Doing business under the name and style of Waterfront Manila Hotel and Casino) (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc. (formerly CIMA Realty Phils., Inc.) (through direct ownership in APHC)	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) (through direct ownership in WPL)	-	100
Pastries Manufacturing		
Waterfront Food Concepts, Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Waterfront Horizon Corporation (formerly Waterfront Entertainment Corporation) (WHC)	100	-
Pavillion Enterprises Corp. (through direct ownership in APHC)	-	56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)	-	56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	-

All of the above subsidiaries were incorporated and registered in the Philippines except for WPL and its subsidiary, CWIL, which were registered in the Cayman Islands.

Management decided to temporarily cease the operations of MBI, WHMC, WPL, CWIL and GIRDI in 2016, 2014, 2003, 2001 and 2000, respectively, due to unfavorable economic conditions.

The registered office of the Parent Company is at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines.

Status of APHC Operation

On March 18, 2018, a fire broke out in APHC's hotel property that damaged the podium and hotel buildings that resulted to the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April 23, 2018, the cause of the subject fire was declared and classified as "accidental in nature". APHC incurred casualty losses due to damages on its inventories and hotel property (see Note 9). APHC filed for property damage and business insurance claims from its insurance companies. The amount of insurance claims recoverable amounting to P1.72 billion was confirmed in 2020 amounting to P1.72 billion.

In 2018, APHC started the reconstruction and restoration of the podium and the hotel buildings which are still ongoing as at December 31, 2021. Although the various community quarantines implemented in Metro Manila have caused some delays, construction activities have not been totally stopped and management expects to complete Phase 1 of the reconstruction project by end of September 2022. A soft opening of the podium building, which houses the public areas including the lobby, some food and beverage outlets and the casino area at the ground floor level up to the third floor, is expected by the 4th quarter of 2022. A related party, who has a long-term sublease contract with Philippine Amusement and Gaming Corporation (PAGCOR), entered into a long-term lease contract with APHC for the operation of a casino (see Note 8). The entire proceeds from insurance coverage claims have been allotted to complete the Phase 1 of the reconstruction work with additional funding expected to be coming from bank borrowings to be guaranteed by an affiliate.

The amenities, guest facilities and the remaining rooms of the hotel building are expected to be completed in Phases 2 and 3 of the reconstruction project. Phases 2 and 3 are expected to be completed by the 1st quarter and 3rd quarter of 2023, respectively. These two latter phases will be funded by the cash flows generated by the operations and, when necessary, bank borrowings.

The phased opening of APHC is based on the management's assumption that the travel and hospitality sectors will return to pre-pandemic levels starting 2023 given the decreasing number of Coronavirus disease 2019 (COVID-19) related cases, the relaxation of guidelines for domestic and international travels, as well as the de-escalation from Alert Level 2 to Alert Level 1 in most areas in the Philippines. As the hospitality industry comes to a full recovery, management expects to attract a good share of the incoming tourist markets with the completion of Phases 2 and 3.

2. Basis of Preparation

Basis of Accounting

These consolidated financial statements of the Parent Company and its subsidiaries, collectively herein referred to as the Group, have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs). They were approved and authorized for issue by the Parent Company's board of directors (BOD) on May 13, 2022.

Details of the Group's accounting policies are included in Note 29.

The Group has early adopted the amendment to standard, *COVID-19-Related Rent Concessions beyond 30 June 2021 (Amendment to PFRS 16, Leases)*. The amendment extends the practical expedient introduced in the 2020 amendment which simplified how a lessee accounts for rent concessions that are a direct consequence of COVID-19, permitting lessees to apply the practical expedient to rent concessions for which any reduction in lease payments affects only payments originally due on or before June 30, 2022. The amendment has no impact on retained earnings as at January 1, 2021.

Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date:

<u>Items</u>	<u>Measurement Basis</u>
Land, land improvements, hotel buildings and improvements, furniture, fixtures and equipment, and transportation equipment	Revalued amount less accumulated depreciation and impairment losses
Financial assets at fair value through other comprehensive income (FVOCI) - equity securities	Fair value
Retirement benefits asset	Fair value of plan assets (FVPA) less the present value of the defined benefits obligation (DBO)

Functional and Presentation Currency

These consolidated financial statements are presented in Philippine peso (PHP), which is the Group's functional currency except for WPL and CWIL, the functional currency of which is the United States dollar (USD). All amounts presented in PHP have been rounded to the nearest peso, unless otherwise indicated.

3. Use of Judgments and Estimates

In preparing these consolidated financial statements, management has made judgments and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Judgments

Information about judgments in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is as follows:

Classifying Financial Instruments

The Group exercises judgment in classifying a financial instrument, or its component parts, on initial recognition as a financial asset, financial liability, or an equity instrument in accordance with the substance of the contractual agreement and the definition of a financial asset, financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

Distinguishing Investment Properties and Owner-occupied Properties

The Group determines whether a property qualifies as an investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to the properties but also to the other assets used in the delivery of services.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the delivery of services or for administrative purposes. If these portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the delivery of services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group has classified its properties as owner-occupied (see Notes 9, 23 and 24).

Transactions with PAGCOR

The Group has significant transactions with PAGCOR. Under Presidential Decree (PD) No. 1869, otherwise known as the PAGCOR Charter, PAGCOR is exempted from payment of any form of taxes other than the 5% franchise tax imposed on the gross revenue or earnings derived by PAGCOR from its operations under the franchise. The amended Revenue Regulations (RR) No. 16-2005 which became effective in 2006, however, provides that gross receipts of PAGCOR shall be subject to the 12% value-added tax (VAT). In February 2007, the Philippine Congress amended PD No. 1869 to extend the franchise term of PAGCOR for another twenty-five (25) years but did not include any revocation of PAGCOR's tax exemption privileges as previously provided for in PD No. 1869. In accounting for the Group's transactions with PAGCOR, the Group's management and its legal counsel have made a judgment that the amended PD No. 1869 prevails over the amended RR No. 16-2005 (see Note 23).

Operating Lease Commitments - Group as Lessor

The Group has leased out its commercial spaces to third parties. The Group has determined, based on an evaluation of the terms and conditions of the arrangements such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains all the significant risks and rewards of ownership of these commercial spaces and thus, accounts for the contracts as operating leases (see Note 24).

Determining the Lease Term of Contracts with Renewal and Termination Options - Group as Lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or terminate.

The Group included the renewal period as part of the lease term for lease of its land. There is a reasonable certainty that the Group would exercise its option to renew for the lease because there will be a significant negative effect on its operation if a replacement asset is not readily available (see Note 24).

Provisions and Contingencies

The Group has received assessments from the Bureau of Internal Revenue (BIR) for deficiency taxes and is also a defendant in various legal cases which are still pending resolutions. The Group's management and legal counsels have made a judgment that the positions of the Group are sustainable and, accordingly, believe that the Group does not have a present obligation (legal or constructive) with respect to such assessments and claims (see Note 25).

Classifying Receivables from Related Parties

The Group exercises judgment in classifying the receivables from related parties as under current assets or noncurrent assets based on the expected realization of the receivables. The Group takes into account the credit rating and other financial information about the related parties to assess their ability to settle the Group's outstanding receivables. Related party receivables that are expected to be realized within twelve (12) months after the reporting period or within the Group's normal operating cycle are considered current assets (see Notes 8 and 21).

Recognizing Insurance Claims

APHC recognizes gain on insurance from its damaged property and business interruption claims when it is determined that the amount to be received from the insurance recovery is virtually certain and recognition in the period is appropriate considering the following:

- There is a valid insurance policy for the incident;
- The status of APHC's discussion with the adjuster and the insurance company regarding the claim; and
- The subsequent information that confirms the status of the claim as of the reporting date.

Consolidation of Entities in which the Group Holds 43% and 50% Voting Rights

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement(s) with the other vote holders of the investee;
- rights arising from other contractual arrangements;
- the Group's voting rights and potential voting rights.

The Group owns 43% and 50% of the voting rights of WCCCHI and DIHCI, respectively. The remaining 57% and 50% of the voting rights of WCCCHI and DIHCI, respectively, is held by Philippine Bank of Communications (PBCOM) in accordance with the Omnibus Loan and Security Agreement (the Agreement) (see Note 26). The Group assessed that control still exists despite the voting rights percentage by sufficiently dominating the voting power to control the operational and financial decisions of WCCCHI and DIHCI subject to the Agreement because the Group is the single largest shareholder of WCCCHI and DIHCI with 100% and 98% equity interest, respectively.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is as follows:

Allowance for Impairment Losses on Financial Instruments

The Group uses the expected credit loss (ECL) model in estimating the level of allowance which includes forecasts of future events and conditions. A credit loss is the difference between the cash flows that are expected to be received discounted at the original effective interest rate (EIR). PFRS 9, *Financial Instruments*, requires the Group to record ECL on all of its financial instruments, either on a 12-month or lifetime basis. The Group applied the simplified approach to receivables from third parties and its related parties and recorded the lifetime ECL. The model represents a probability-weighted estimate of the difference over the remaining life of the receivables. Lifetime ECL is calculated by multiplying the lifetime Probability of Default by Loss Given Default (LGD) and Exposure at Default (EAD). LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty. The EAD of a financial asset is its gross carrying amount at the time of default. In addition, management assessed the credit risk of the receivables as at the reporting date as low, therefore the Group did not have to assess whether a significant increase in credit risk has occurred.

Further details on the allowance for impairment losses are disclosed in Notes 5 and 8.

Fair Value Estimation

If the financial instruments are not traded in an active market, the fair value is determined using valuation techniques. Where valuation techniques are used to determine fair values, they are validated and periodically reviewed by qualified personnel independent of the area that created them.

All models are certified before they are used and are calibrated to ensure that outputs reflect actual data and comparative market prices. To the extent practicable, models use only observable data, however areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect reported fair values of financial instruments.

The specific methods and assumptions used by the Group in estimating the fair values of its financial instruments are disclosed in Note 21.

Net Realizable Value (NRV) of Inventories

The Group carries its inventories at NRV whenever such becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes. Estimates of NRV are based on the most reliable evidence available at the time the estimates are made of the amount the inventories are expected to be realized. These estimates take into consideration fluctuation of prices or costs directly relating to events occurring after the reporting date to the extent that such events confirm conditions existing at the reporting date. The NRV is reviewed periodically to reflect the accurate valuation in the financial records.

The carrying value of the inventories are disclosed in Note 6.

Revaluation of Property and Equipment

The Group carries certain classes of property and equipment at fair value, with changes in fair value being recognized in other comprehensive income (OCI). The Group engaged independent valuation specialists to assess fair value. Fair value is determined with references to transactions involving properties of a similar nature, location and condition.

The key assumptions used to determine the fair value of properties are provided in Note 9.

Useful Lives of Property and Equipment

The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed at each reporting date and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of property and equipment is based on the collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned above.

The carrying amounts of property and equipment are disclosed in Note 9.

Impairment of Nonfinancial Assets

The Group's policy on estimating the impairment of nonfinancial assets is discussed in Note 29. The Group assesses at each reporting date whether there is an indication that the carrying amount of nonfinancial assets may be impaired or that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to the expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

The Group believes that the carrying amounts of its nonfinancial assets approximate their recoverable amounts, except for advances to contractors. Further details on the carrying amount of nonfinancial assets are disclosed in Notes 6, 7, 9 and 10.

Retirement Benefits

The cost of the defined benefit pension plan and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a DBO is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. The discount rate assumption is based on the Bankers Association of the Philippines PHP Bloomberg Valuation Reference Rates benchmark reference curve for the government securities market considering average years of remaining working life of the employees as the estimated term of the DBO.

Further details about pension obligations are provided in Note 18.

Deferred Tax Assets

Deferred tax assets are recognized for consolidated financial statement and tax differences to the extent that it is probable that taxable profit will be available against which these differences can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Further details on deferred taxes are disclosed in Note 19.

Leases - Estimating the Incremental Borrowing Rate (IBR)

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs such as market interest rates when available and is required to make certain entity-specific estimates such as a subsidiary's stand-alone credit rating.

Further details on leases are disclosed in Note 24.

4. Cash and Cash Equivalents

This account consists of:

	<i>Note</i>	2021	2020
Short-term placements	21	P543,503,678	P682,156,079
Cash in banks	21	296,308,684	493,225,059
Cash on hand		3,982,748	2,785,169
		P843,795,110	P1,178,166,307

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 2021 and 2020 with average maturities ranging from 30 to 90 days.

Related interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P1.98 million, P7.65 million and P12.51 million in 2021, 2020 and 2019, respectively.

5. Receivables

This account consists of:

	Note	2021	2020
Trade receivables		P302,932,804	P207,500,104
Insurance receivable	1	129,394,446	136,210,506
Advances to employees		1,438,815	2,956,805
Others		325,875,069	226,919,229
	21	759,641,134	573,586,644
Less allowance for impairment losses on trade receivables	21	42,942,313	42,942,313
		P716,698,821	P530,644,331

Trade receivables are noninterest-bearing and are generally on a 30-day term.

Insurance receivable pertains to insurance claims for the property damage and business interruption (see Notes 1 and 28).

Others include accrued rent income from the lease agreements of WCCCHI and WMCHI with PAGCOR, Social Security System (SSS) benefits paid in advance by the Group to its officers and employees as well as advances to its suppliers.

In assessing the lifetime ECL of the Group's receivables, the Group excluded in its EAD all receivables that were related to long outstanding third party accounts as these were already specifically identified as uncollectible, hence, impaired. Remaining EAD pertains to receivables from related parties in which the Group deemed to have no credit risk. In 2021, 2020 and 2019, accounts specifically identified as impaired amounted to nil, P7.05 million and P25.80 million, respectively, recognized and presented as part of "Impairment losses" account in the consolidated statement of profit or loss and other comprehensive income while no amount of ECL was recognized.

Movements in the allowance for impairment losses on trade receivables are as follows:

	2021	2020	2019
Beginning balance	P42,942,313	P43,420,615	P17,618,396
Impairment losses during the year	-	7,047,959	25,802,219
Write-offs during the year	-	(7,526,261)	-
Ending balance	P42,942,313	P42,942,313	P43,420,615

6. Inventories

This account consists of:

	2021	2020
Operating supplies	P12,798,692	P9,829,291
Food and beverage	9,789,530	12,340,814
Engineering and maintenance supplies	1,281,633	531,056
	P23,869,855	P22,701,161

The Group's inventories are carried at cost, which is lower than the NRV, as at December 31, 2021 and 2020.

The cost of food and beverage charged to profit or loss amounted to P82.41 million, P77.80 million and P228.80 million in 2021, 2020 and 2019, respectively, and is presented as "Food and beverage" account in the consolidated statements of profit or loss and other comprehensive income.

The Group recognized expenses for operating supplies amounting to P10.44 million, P8.83 million and P20.05 million in 2021, 2020 and 2019, respectively, and are presented as "Supplies" under "Other costs and expenses" account in the consolidated statement of profit or loss and other comprehensive income (see Note 17), while the expenses for engineering and maintenance supplies amounting to P37.93 million, P24.48 million and P76.39 million in 2021, 2020 and 2019, respectively, are included under "Repairs and maintenance" account in the consolidated statement of profit or loss and other comprehensive income.

7. Prepaid Expenses and Other Current Assets

This account consists of:

	<i>Note</i>	2021	2020
Input VAT		P139,756,115	P131,762,792
Prepaid taxes		50,697,093	48,615,135
Short-term investments	21	12,957,763	12,857,824
Advances to suppliers		6,505,648	8,784,772
Prepaid expenses		6,213,251	4,845,674
Others		2,413,418	3,670,388
		P218,543,288	P210,536,585

Others include prepayments for maintenance services, subscriptions and association dues.

8. Related Party Transactions

The Group's related party transactions include transactions with its key management personnel (KMP) and related parties in the table below.

Related Party	Relationship with the Group
TWGI	Ultimate Parent
Pacific Rehouse Corporation (PRC)	Stockholder
Crisanta Realty Development Corporation (CRDC)	Under common control
Westland Pacific Properties Corporation (WPPC)	Under common control
Rexlon Realty Group, Inc. (RRGI)	Under common control
Pacific Wide Realty Development Corp. (PWRDC)	Stockholder
Philippine Estates Corporation (PHES)	Under common control
Forum Holdings Corporation (FHC)	Stockholder
Plastic City Industrial Corporation (PCIC)	Under common control
East Asia Oil & Mining Company, Inc. (East Asia)	Stockholder
Waterfront Manila Premier Development, Inc.(WMPD)	Under common control
Wellex Industries Incorporated (WII)	Under common control
Acesite Leisure and Entertainment Corporation (ALEC)	Under common control

Significant Transactions with Related Parties

The Group's transactions with related parties consist of (in thousands):

Category/Transaction	Year	Note	Amount of the Transaction	Due from Related Parties		Notes Receivable	Equity Securities - at FVOCI	Due to a Related Party	Advances to a Supplier	Advances to Subsidiaries*	Due to Subsidiaries*	Terms and Conditions
				Current	Noncurrent							
Ultimate Parent												
▪ TWGI												
Advances, interest and Settlements	2021	8a	(P12,203)	P971,130	P -	P -	P -	P -	P -	P -	P -	Secured; interest-bearing; due in one year subject to renewal partially impaired
	2020	8a	(116,087)	983,333	-	-	-	-	-	-	-	
	2019	8a	(145,285)	1,099,420	-	-	-	-	-	-	-	
Stockholders/under Common Control												
▪ PRC												
Advances, interest and Settlements	2021	8a	10,651	584,570	-	-	-	-	-	-	-	Secured; interest-bearing; due in one year; subject to renewal; not impaired
	2020	8a	10,651	573,919	-	-	-	-	-	-	-	
	2019	8a	10,651	563,268	-	-	-	-	-	-	-	
Payment for purchase of Land	2021	8a	-	-	-	-	-	-	150,000	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8a	150,000	-	-	-	-	-	150,000	-	-	
	2019	8a	-	-	-	-	-	-	-	-	-	
▪ CRDC												
Advances and interest Settlements	2021	8a	10,660	-	423,030	-	-	-	-	-	-	Unsecured; interest-bearing; due in five years; not impaired
	2020	8a	17,174	-	412,370	-	-	-	-	-	-	
	2019	8a	16,798	395,196	-	-	-	-	-	-	-	
▪ WPPC												
Advances and interest	2021	8a	22,400	-	608,675	-	-	-	-	-	-	Unsecured; interest-bearing; due in five years; not impaired
	2020	8a	22,400	-	586,275	-	-	-	-	-	-	
	2019	8a	8,173	-	563,875	-	-	-	-	-	-	
▪ RRG1												
Advances and interest	2021	8a	42,000	-	650,500	-	-	-	-	-	-	Secured; interest-bearing; due in three years; not impaired
	2020	8a	42,000	608,500	-	-	-	-	-	-	-	
	2019	8a	44,625	-	566,500	-	-	-	-	-	-	
▪ PWRDC												
Advances	2021	8a, 8b	-	-	-	-	-	-	-	-	-	Secured; noninterest-bearing; due on demand; not impaired
	2020	8a, 8b	(160,000)	-	-	-	-	-	-	-	-	
	2019	8a, 8b	-	160,000	-	-	-	-	-	-	-	
▪ PHES												
Advances	2021	8b	-	92,054	-	-	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8b	-	92,054	-	-	-	-	-	-	-	
	2019	8b	(12,500)	92,054	-	-	-	-	-	-	-	
▪ Others												
Advances and interest	2021	8b	1,763	61,877	-	-	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8b	723	60,114	-	-	-	-	-	-	-	
	2019	8b	(889)	59,391	-	-	-	-	-	-	-	
▪ WMPD												
Equity securities - at FVOCI	2021	8f	-	-	-	-	50,000	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8f	37,500	-	-	-	50,000	-	-	-	-	
	2019	8f	12,500	-	-	-	12,500	-	-	-	-	
▪ WII												
Equity securities - at FVOCI	2021	8f	520	-	-	-	19,943	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8f	1,908	-	-	-	19,423	-	-	-	-	
	2019	8f	(3,902)	-	-	-	17,515	-	-	-	-	
▪ ALEC												
Notes receivable	2021	8g	13,252	1,345	-	235,273	-	-	-	-	-	Unsecured; interest-bearing; due in one year; not impaired
	2020	8g	(12,363)	-	-	223,366	-	-	-	-	-	
	2019	8g	(18,245)	-	-	235,729	-	-	-	-	-	
Advances	2021	8e	3,119	-	-	-	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand
	2020	8e	-	-	-	-	-	3,119	-	-	-	
	2019	8e	(4,464)	-	-	-	-	3,119	-	-	-	

*Eliminated during consolidation

Forward

Category/Transaction	Year	Note	Amount of the Transaction	Due from Related Parties		Notes Receivable	Equity Securities - at FVOCI	Due to a Related Party	Advances to a Supplier	Advances to Subsidiaries*	Due to Subsidiaries*	Terms and Conditions
				Current	Noncurrent							
Subsidiaries												
▪ WCCCHI	2021	8e	P10,220	P -	P -	P -	P -	P -	P -	P -	723,352	Unsecured; interest-bearing; due in three years
Advances and Settlements	2020	8e	65,903	-	-	-	-	-	-	-	733,572	
	2019	8e	55,206	-	-	-	-	-	-	-	799,475	
Deposits for future stock Subscription	2021	8d	-	-	-	-	-	-	-	-	-	
	2020	8d	-	-	-	-	-	-	-	-	-	
	2019	8d	(1,000,000)	-	-	-	-	-	-	-	-	
▪ DIHCI												
Advances and Settlements	2021	8e	-	-	-	-	-	-	-	-	14,053	Unsecured; noninterest-bearing; due on demand
	2020	8e	(10,179)	-	-	-	-	-	-	-	14,053	
	2019	8e	-	-	-	-	-	-	-	-	3,874	
▪ APHC												
Advances and Settlements	2021	8c	657	-	-	-	-	-	-	186,347	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8c	(4,149)	-	-	-	-	-	-	185,690	-	
	2019	8c	(68)	-	-	-	-	-	-	189,839	-	
▪ GIRDI												
Advances and Settlements	2021	8e	3,005	-	-	-	-	-	-	-	196,244	Unsecured; noninterest-bearing; due on demand
	2020	8e	2,369	-	-	-	-	-	-	-	199,249	
	2019	8e	2,275	-	-	-	-	-	-	-	201,618	
▪ WHMC												
Advances and Settlements	2021	8c	-	-	-	-	-	-	-	98,940	-	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	8c	11,503	-	-	-	-	-	-	98,940	-	
	2019	8c	-	-	-	-	-	-	-	87,437	-	
▪ WIHI												
Advances and Settlements	2021	8c	64	-	-	-	-	-	-	386	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8c	322	-	-	-	-	-	-	322	-	
	2019	8c	-	-	-	-	-	-	-	-	-	
Deposits for future stock Subscription	2021	8d	-	-	-	-	-	-	-	125,000	-	
	2020	8d	125,000	-	-	-	-	-	-	125,000	-	
	2019	8d	-	-	-	-	-	-	-	-	-	
▪ WPPHI												
Advances and Settlements	2021	8c	279	-	-	-	-	-	-	329	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8c	50	-	-	-	-	-	-	50	-	
	2019	8c	-	-	-	-	-	-	-	-	-	
Deposits for future stock Subscription	2021	8d	-	-	-	-	-	-	-	90,620	-	
	2020	8d	90,620	-	-	-	-	-	-	90,620	-	
	2019	8d	-	-	-	-	-	-	-	-	-	
▪ MBI												
Advances and Settlements	2021	8c	-	-	-	-	-	-	-	4,746	-	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	8c	-	-	-	-	-	-	-	4,746	-	
	2019	8c	-	-	-	-	-	-	-	4,746	-	
Deposits for future stock Subscription	2021	8d	-	-	-	-	-	-	-	35,000	-	
	2020	8d	-	-	-	-	-	-	-	35,000	-	
	2019	8d	-	-	-	-	-	-	-	35,000	-	
▪ WWGI												
Advances and Settlements	2021	8c	-	-	-	-	-	-	-	2,061	-	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	8c	335	-	-	-	-	-	-	2,061	-	
	2019	8c	727	-	-	-	-	-	-	1,726	-	
Deposits for future stock Subscription	2021	8d	-	-	-	-	-	-	-	13,000	-	
	2020	8d	-	-	-	-	-	-	-	13,000	-	
	2019	8d	-	-	-	-	-	-	-	13,000	-	
▪ WMCHI												
Advances and Settlements	2021	8e	(15,700)	-	-	-	-	-	-	-	298,026	Unsecured; noninterest-bearing; due on demand
	2020	8e	(23,166)	-	-	-	-	-	-	-	282,326	
	2019	8e	(537)	-	-	-	-	-	-	-	259,160	

*Eliminated during consolidation

Forward

Category/Transaction	Year	Note	Amount of the Transaction	Due from Related Parties		Notes Receivable	Equity Securities - at FVOCI	Due to a Related Party	Advances to a Supplier	Advances to Subsidiaries*	Due to Subsidiaries*	Terms and Conditions
				Current	Noncurrent							
▪ WHC												
Advances and Settlements	2021	8e	(P815)	P -	P -	P -	P -	P -	P -	P -	P4,817	Unsecured; noninterest-bearing; due on demand
	2020	8e	3	-	-	-	-	-	-	-	4,002	
	2019	8e	(1,754)	-	-	-	-	-	-	-	4,005	
▪ WFC												
Advances and Settlements	2021	8c	-	-	-	-	-	-	-	1,940	-	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	8c	612	-	-	-	-	-	-	1,940	-	
	2019	8c	727	-	-	-	-	-	-	1,328	-	
Deposits for future stock subscription	2021	8d	-	-	-	-	-	-	-	6,000	-	
	2020	8d	-	-	-	-	-	-	-	6,000	-	
	2019	8d	-	-	-	-	-	-	-	6,000	-	
▪ WPL												
Advances and Settlements	2021	8e	129	-	-	-	-	-	-	-	194,627	Unsecured; noninterest-bearing; due on demand
	2020	8e	128	-	-	-	-	-	-	-	194,756	
	2019	8e	-	-	-	-	-	-	-	-	194,884	
▪ WCVI												
Deposits for future stock subscription	2021	8d	-	-	-	-	-	-	-	100	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	8d	100	-	-	-	-	-	-	100	-	
	2019	8d	-	-	-	-	-	-	-	-	-	
Allowance for impairment losses	2021		-	(59,619)	-	-	-	-	-	(161,689)	-	
	2020		(12,452)	(59,619)	-	-	-	-	-	(161,689)	-	
	2019		112	(59,619)	-	-	-	-	-	(149,237)	-	
KMP												
▪ Short-term employee Benefits	2021		35,278	-	-	-	-	-	-	-	-	
	2020		26,825	-	-	-	-	-	-	-	-	
	2019		36,723	-	-	-	-	-	-	-	-	
▪ Post-employment Benefits	2021		3,828	-	-	-	-	-	-	-	-	
	2020		7,257	-	-	-	-	-	-	-	-	
	2019		7,940	-	-	-	-	-	-	-	-	
TOTAL	2021	21		P1,651,357	P1,682,205	P235,273	P69,943	P -	P150,000	P402,780	P1,431,119	
TOTAL	2020	21		P2,258,301	P998,645	P223,366	P69,423	P3,119	P150,000	P401,780	P1,427,958	

*Eliminated during consolidation

a. Interest-bearing Advances to Related Parties

The Group granted interest-bearing advances to TWGI, PRC, CRDC, WPPC and RRGI.

TWGI and PRC

The advances granted to TWGI and PRC were substantially used to finance the acquisition or development of real properties for the Parent Company. These advances are due in one (1) year, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2021 and 2020, while the advances to PRC charge interest at 2% per annum in 2021 and 2020. TWGI paid P52.42 million and P150.74 million in 2021 and 2020, respectively, while PRC made no payments in 2021 and 2020.

In a Resolution dated February 5, 2015, the Parent Company, TWGI and PRC entered into a Memorandum of Understanding (MOU) whereby the parties agreed that the outstanding balance of the advances from TWGI and PRC will be settled using parcels of land owned by PRC.

On April 3, 2019, the Parent Company, TWGI and PRC made amendments to the previously issued MOU for the inclusion of the new outstanding liabilities of PWRDC to the Parent Company. The amended MOU stated that PWRDC shall be a party to the said MOU, and all references to any obligation or rights that PWRDC shall have under the said MOU shall be in force. All other terms and conditions shall remain unchanged.

On January 6, 2021, the Parent Company, TWGI, PRC and PWRDC made amendments to the previously issued amended MOU to exclude PWRDC since its outstanding liability was already paid in full in 2020. All other terms and conditions shall remain unchanged.

As at December 31, 2021 and 2020, the fair value of PRC's land based on valuation performed by an accredited independent appraiser, with a recognized and relevant professional qualification and with recent experience in the locations and categories of the land being valued, amounted to P7.76 billion.

On April 11, 2018, TWGI initiated the transfer of certain parcels of land totaling to P96.87 million located in Puerto Princesa, Palawan as partial settlement of the advances. On April 11, 2019, the deed of absolute sale for the transfer of certain parcels of land was signed.

On December 9, 2019, the Group and PRC entered into a Memorandum of Agreement whereby PRC agreed to sell the Group certain parcels of land to settle the advances as indicated in the MOU. In 2020, the Group made partial payments amounting to P150.00 million for the purchase of certain parcels of land (see Note 10).

Interest receivable from TWGI amounted to P256.36 million and P232.70 million as at December 31, 2021 and 2020, respectively, while interest receivable from PRC amounted to P109.06 million and P98.41 million as at December 31, 2021 and 2020, respectively. Interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P30.64 million, P38.22 million and P53.67 million in 2021, 2020 and 2019, respectively. Allowance for impairment losses on receivables from TWGI amounted to P59.62 million as at December 31, 2021 and 2020.

CRDC

On December 21, 2015, the Parent Company granted advances to CRDC with an interest of 2% and maturity on December 21, 2020. At the end of 2020, the Parent Company extended the maturity of the advances for a period of five (5) years up to December 21, 2025 at an increased rate of 2.55% per annum. Interest receivable from CRDC amounted to P49.78 million and P39.12 million as at December 31, 2021 and 2020, respectively. It was agreed that CRDC has the option to pay the balance before maturity date without payment of penalty fees and in case the latter refuses or fails to pay the principal and interest within the time agreed upon, the same shall be due and demandable. Interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P9.52 million in 2021 and P7.47 million in 2020 and 2019 while accretion income amounted to nil, P8.81 million and P8.44 million in 2021, 2020 and 2019, respectively.

WPPC

On June 1, 2018, the Parent Company granted advances to WPPC amounting to P500.00 million for general corporate purposes. The advances bear interest at 7.5% per annum and repayable in lump-sum at maturity on June 1, 2021.

On December 31, 2018, the Parent Company granted additional advances to WPPC amounting to P33.83 million for general corporate purposes. The advances bear interest at 7.5% per annum and repayable in lump-sum at maturity. WPPC made no payment in 2021 and 2020.

In 2020, the Parent Company extended the maturity of the advances for a period of 5 years up to December 21, 2025 at a decreased rate of 4% per annum.

Interest receivable from WPPC amounted to P108.68 million and P86.28 million as at December 31, 2021 and 2020, respectively. Interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P20.00 million in 2021 and 2020 and P37.50 million in 2019.

RRGI

On June 1, 2018, WCCCHI extended advances to RRGi amounting to P500.00 million for general corporate purposes. The advances bear interest at 7.5% per annum and repayable in lump-sum at maturity on June 1, 2021. In 2021, WCCCHI extended the maturity of the advances for a period of 2.5 years up to December 31, 2023. Interest receivable from RRGi amounted to P150.50 million and P108.50 million as at December 31, 2021 and 2020, respectively. Interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P37.50 million in 2021, 2020 and 2019.

b. Noninterest-bearing Advances to Related Parties

The Group has noninterest-bearing, collateral-free advances to PWRDC, PHES, FHC, PCIC and East Asia with no fixed term of repayment. The said advances are due and demandable at anytime.

PWRDC

On July 5, 2018, the Parent Company granted a noninterest-bearing, collateral-free advances to PWRDC which is due on demand (see Note 8a). PWRDC paid the full amount in 2020.

PHES, FHC, PCIC and East Asia

The Parent Company has noninterest-bearing, collateral-free advances to PHES, FHC, PCIC and East Asia with no fixed term of repayment. The said advances are due on demand.

The collectability of the aforementioned advances is unconditionally recognized and guaranteed by TWGI, representing the majority stockholder.

c. Advances to Subsidiaries

These mainly represent funds provided to support subsidiaries' daily operations and to finance the construction and completion of certain hotel projects.

d. Deposits to Subsidiaries

These represent amounts set aside that will be used as subscription payments by the Parent Company once the planned increase in the authorized capital stock of the subsidiaries materialize (see Note 21).

e. Due to Subsidiaries/to a Related Party

In the ordinary course of business, the Parent Company obtains noninterest-bearing, collateral-free cash and non-cash advances from related parties for working capital purposes. The above advances are due and demandable at anytime.

On June 1, 2018, the Parent Company received advances from WCCCHI with an interest of 7.5% per annum and maturity on June 1, 2021. In 2021, WCCCHI extended the maturity of the advances for a period of 2.5 years up to December 31, 2023. Accrued interest payable to WCCCHI amounted to P183.80 million and P136.76 million as at December 31, 2021 and 2020, respectively. Interest expense related to the advances recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P42.00 million, P43.50 million and P51.69 million in 2021, 2020 and 2019, respectively.

f. Financial Assets at FVOCI - Equity Securities

The Group has investment in shares of stocks in WMPD amounting to P12.50 million consisting of 12.50 million shares with par value of P1.00 per share as at December 31, 2019. Additional investment was made in 2020 amounting to P37.50 million consisting of 37.50 million shares. This investment is measured at cost due to the lack of reliable estimates of unobserved inputs, less impairment, if any.

In July and August 2005, the BOD of APHC approved the conversion of its net receivables from related parties amounting to P43.30 million into 86.71 million shares of stock of WII which are listed on the PSE. The conversion resulted to a loss on exchange of assets of P31.10 million for APHC. The fair market value of the shares based on closing market price as at December 31, 2021 and 2020 amounted to P19.94 million and P19.42 million, respectively (see Note 21), resulting in a valuation gain of P0.52 million and P1.91 million in 2021 and 2020, respectively, and valuation loss of P3.90 million in 2019.

g. Notes Receivable

In 2017, the Group extended a loan to ALEC payable on December 31, 2018, and bear interest at 4% per annum. In 2018, the Group extended another interest-bearing loan at 4% per annum to ALEC payable at the end of 2019. At the end of 2019, the Group extended the loan, with the same terms as the original loan, to mature at the end of 2020. At the end of 2020, the Group extended another interest-bearing loan at 4% per annum to ALEC payable at the end of 2021. At the end of 2021, the Group extended the loan, with the same terms as the original loan, to mature at the end of 2022. The related interest income recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P8.42 million, P8.93 million and P9.85 million in 2021, 2020 and 2019, respectively.

h. Omnibus Loan and Security Agreement

On December 21, 2017, the Parent Company, WCCCHI, WMCHI, DIHCI, CRDC and PRC entered into the Agreement with PBCOM for the latter to provide the Borrowers multiple term loan facilities for general corporate purposes in the maximum aggregate amount of up to P1.50 billion. Certain real estate properties of PRC and CRDC are used as collateral of the Agreement (see Note 26).

i. Lease Agreement with ALEC

APHC and ALEC entered into a seven-year operating lease contract for use of hotel premises. The lease has not commenced yet as APHC's hotel reconstruction is still ongoing as at December 31, 2021 (see Note 1).

The outstanding balances of related party transactions are generally settled in cash.

9. Property and Equipment

Movements in this account are as follows:

For the Year Ended December 31, 2021									
<i>Measurement Basis:</i>	Land <i>Revalued</i>	Land Improvements <i>Revalued</i>	Leasehold Improvements <i>At Cost</i>	Hotel Buildings and Improvements <i>Revalued</i>	Furniture, Fixtures and Equipment <i>Revalued</i>	Operating Equipment <i>At Cost</i>	Transportation Equipment <i>Revalued</i>	Construction- in-Progress <i>At Cost</i>	Total
Beginning balance	P3,304,550,000	P18,679,612	P25,063,249	P6,520,666,617	P1,400,951,560	P88,363,288	P30,120,761	P576,523,365	P11,964,918,452
Additions	-	-	-	-	201,048	28,661	-	67,824,599	68,054,308
Appraisal increase	921,036,000	6,368,574	-	913,750,627	52,436,465	-	3,387,391	-	1,896,979,057
Ending balance	4,225,586,000	25,048,186	25,063,249	7,434,417,244	1,453,589,073	88,391,949	33,508,152	644,347,964	13,929,951,817
Accumulated Depreciation									
Beginning balance	-	17,112,332	21,364,351	2,129,359,384	1,153,926,200	86,492,444	23,437,470	-	3,431,692,181
Depreciation	-	1,216,287	279,121	185,789,628	138,939,180	261,596	3,764,981	-	330,250,793
Ending balance	-	18,328,619	21,643,472	2,315,149,012	1,292,865,380	86,754,040	27,202,451	-	3,761,942,974
Carrying Amount	P4,225,586,000	P6,719,567	P3,419,777	P5,119,268,232	P160,723,693	P1,637,909	P6,305,701	P644,347,964	P10,168,008,843

For the Year Ended December 31, 2020									
<i>Measurement Basis:</i>	Land <i>Revalued</i>	Land Improvements <i>Revalued</i>	Leasehold Improvements <i>At Cost</i>	Hotel Buildings and Improvements <i>Revalued</i>	Furniture, Fixtures and Equipment <i>Revalued</i>	Operating Equipment <i>At Cost</i>	Transportation Equipment <i>Revalued</i>	Construction- in-Progress <i>At Cost</i>	Total
Beginning balance	P1,428,918,000	P18,679,612	P25,063,249	P6,495,645,708	P1,381,734,045	P88,195,431	P30,120,761	P344,635,751	P9,812,992,557
Additions	-	-	-	25,020,909	19,217,515	167,857	-	231,887,614	276,293,895
Appraisal increase	1,875,632,000	-	-	-	-	-	-	-	1,875,632,000
Ending balance	3,304,550,000	18,679,612	25,063,249	6,520,666,617	1,400,951,560	88,363,288	30,120,761	576,523,365	11,964,918,452
Accumulated Depreciation									
Beginning balance	-	15,896,045	21,045,049	1,942,254,837	1,013,819,612	86,120,753	19,672,488	-	3,098,808,784
Depreciation	-	1,216,287	319,302	187,104,547	140,106,588	371,691	3,764,982	-	332,883,397
Ending balance	-	17,112,332	21,364,351	2,129,359,384	1,153,926,200	86,492,444	23,437,470	-	3,431,692,181
Carrying Amount	P3,304,550,000	P1,567,280	P3,698,898	P4,391,307,233	P247,025,360	P1,870,844	P6,683,291	P576,523,365	P8,533,226,271

The Group engaged independent firms of appraisers to determine the fair value of certain classes of property and equipment, specifically land, land improvements, hotel buildings and improvements, furniture, fixtures and equipment and transportation equipment, which are carried at revalued amounts. Fair value was determined by reference to market-based evidence, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. In determining fair value, an estimate was made in accordance with the prevailing prices for materials, equipment, labor, and contractor's overhead and all other costs associated with acquisition while taking into account the depreciation resulting from physical deterioration, functional and economic obsolescence. The Group's revaluation is done with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. The dates of the latest revaluation were as at December 10, 2021, December 14, 2021, December 31, 2021 and January 27, 2022, which resulted to the increase in the gross carrying amount of property and equipment amounting to P1.90 billion.

In 2020, the Group engaged an independent firm of appraisers to determine the fair value of land. The date of the revaluation was as at April 12, 2021, which resulted to the increase in the gross carrying amount of land amounting to P1.88 billion.

After the fire incident (see Note 1), APHC engaged an independent firm of appraisers to determine the fair value of certain classes of its property and equipment, specifically hotel building and equipment and furniture, fixtures and equipment, that were damaged by fire. The appraisal results show that the estimated market value of property and equipment after the fire (excluding land) amounted to P293.53 million.

Had the following classes of property and equipment been carried at cost less accumulated depreciation, their carrying amounts as at December 31, 2021 and 2020 would have been as follows:

	2021	2020
Hotel buildings and improvements	P3,186,775,590	P3,186,775,590
Land	650,515,909	650,515,909
Furniture, fixtures and equipment	768,909,701	768,708,653
Transportation equipment	14,696,528	14,696,528
Land improvements	1,328,990	1,328,990
	4,622,226,718	4,622,025,670
Accumulated depreciation	(2,471,902,078)	(2,391,613,337)
	P2,150,324,640	P2,230,412,333

Depreciation on cost charged to profit or loss amounted to P83.14 million, P84.31 million and P81.44 million in 2021, 2020 and 2019, respectively. Depreciation on appraisal increase charged to profit or loss amounted to P247.11 million, P248.57 million and P149.87 million in 2021, 2020 and 2019, respectively.

The revaluation increment directly absorbed through casualty losses and depreciation and consequently transferred directly to retained earnings, net of deferred tax effect, amounted to P179.12 million, P167.18 million and P98.80 million in 2021, 2020 and 2019, respectively. The carrying amount of the revaluation surplus amounting to P5.20 billion and P3.82 billion as at December 31, 2021 and 2020, respectively, is not available for distribution to shareholders.

10. Other Noncurrent Assets

This account consists of:

	<i>Note</i>	2021	2020
Advances to contractors		P784,203,271	P727,001,678
Advances to a supplier	8	150,000,000	150,000,000
Refundable deposits	21	21,557,550	18,761,385
Others	21	25,278,053	20,162,314
		981,038,874	915,925,377
Less allowance for impairment losses on advances to contractors		46,100,252	46,100,252
		P934,938,622	P869,825,125

Advances to contractors pertain to deposits in connection with the reconstruction and restoration of APHC's hotel property and equipment and the renovation work of WCCCHI.

Refundable deposits refer to security deposits on utilities, electricity, rental, returnable containers and others.

Others represent deposits to service providers such as security and janitorial services.

In 2019, portion of the advances to contractors specifically identified as impaired amounted to P46.10 million, recognized and presented as part of "Impairment losses" account in the consolidated statement of profit or loss and other comprehensive income.

11. Accounts Payable and Accrued Expenses

This account consists of:

	<i>Note</i>	2021	2020
Accrued:			
Interest and penalties	13, 21	P711,242,831	P1,106,279,481
Salaries, wages and employee benefits	21	35,086,469	17,338,632
Utilities	21	13,175,634	6,335,463
Rent	21	-	176,428
Other accruals	21	23,584,018	20,518,165
Trade payables	21	644,126,075	658,296,997
Local taxes and output VAT		80,696,168	43,130,282
Service charges	21	1,732,323	1,731,859
Withholding taxes payable		1,540,991	1,080,809
Unclaimed wages	21	510,242	507,891
Guest deposits	21	155,500	350,000
Retention payables	21	-	4,241,431
Other payables	21	78,396,708	78,303,228
		P1,590,246,959	P1,938,290,666

Trade payables are noninterest-bearing and are normally on 30-day terms and are settled in cash.

Retention payables pertain mainly to amounts withheld from contractors which are payable one year from the date of final turnover and acceptance.

Other payables include commissions, sponsorships, gift certificates issued, SSS, Philippine Health Insurance Corporation and Home Development Mutual Fund and sundry payables.

12. Other Current Liabilities

This account consists of:

	<i>Note</i>	2021	2020
Concessionaires' and other deposits	21, 24	P34,691,478	P37,395,856
Deferred income		285,363	611,551
Others	21	1,064,400	1,057,500
		P36,041,241	P39,064,907

Others include a P1.00 million unsecured short-term loan obtained from a local bank in 1996 with interest at prevailing market rate. The proceeds of the loan were used for the working capital requirements of GIRD. GIRD is a defendant in a collection case filed by a local bank involving an unsecured short-term loan obtained. While the case is currently inactive and the latest assessment made by the legal counsel is favorable to GIRD, the payable is still retained until the case is completely dismissed. Management believes that the carrying value of the liability retained in the books as at December 31, 2020 and 2019 sufficiently represents the amount of possible liability that GIRD may settle in the event that this case will ultimately be activated and decided against GIRD.

13. Loan Payable

SSS Loan

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 semi-annual payments, after a 1-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, a related party 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 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 totaling 235 million and 80 million shares, respectively.

On May 13, 2004, SSS filed a civil suit against the Parent Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of 3 months from the issuance of RTC order, no attachment bond was posted. Thus, on September 16, 2004 and September 17, 2004, the Parent Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Parent Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of fifteen (15) days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of thirty (30) days within which to post the said property bond. On March 7, 2005, the Parent Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Parent Company's petition and granted SSS the 30 day extension to post the said attachment bond. Accordingly, on August 25, 2005, the Parent Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Parent Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Parent Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Parent Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Parent Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

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 Parent Company to return to SSS the principal amount of loan amounting to P375 million and directed the SSS to return to the Parent 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.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

Subsequently, on January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statement of profit or loss and other comprehensive income.

Outstanding principal balance of the loan amounted to P375.00 million as at December 31, 2021 and 2020. Interest expense related to the SSS loan recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P20.63 million, P60.00 million and P59.92 million in 2021, 2020 and 2019. Accrued interest and penalties, presented as part of “Accrued interest and penalties” under “Accounts payable and accrued expenses” account in the consolidated statement of financial position, amounted to P0.71 billion and P1.17 billion as at December 31, 2021 and 2020, respectively (see Note 11).

14. Other Noncurrent Liabilities

The account consists of:

	<i>Note</i>	2021	2020
Advance rentals	23	P232,439,873	P232,439,873
Concessionaires' deposits	21, 23, 24	137,897,535	131,004,216
Retention payables	21	62,628,812	55,499,337
		P432,966,220	P418,943,426

Retention payables pertain to amounts withheld from contractors which are payable 1 year from the date of final turnover and acceptance.

15. Segment Information

The Group's operating businesses are organized and managed separately according to hotel property location, with each segment representing a strategic business unit. Segment accounting policies are the same as the policies described primarily in Note 29 to the consolidated financial statements.

The following table presents the revenue and profit information regarding industry segments for the years ended December 31, 2021, 2020 and 2019 and certain asset and liability information regarding industry segments as at December 31, 2021, 2020 and 2019 (in thousands):

	For the Year Ended December 31, 2021						Total	Eliminations	Consolidated
	WCCCHI	WMCHI	DIHCI	Parent Company and Others	APHC and Subsidiaries				
REVENUES									
External sales	P630,583	P273,229	P90,469	P6,376	P -	P1,000,657	(P2,869)	P997,788	
RESULTS									
Segment operating profit	P321,972	P126,449	(P19,093)	(P19,397)	(P65,914)	P344,017	P8,572	P352,589	
OTHER EXPENSES (INCOME)									
Depreciation	223,515	67,655	21,119	1,055	20,538	333,882	-	333,882	
Interest expense	71,038	9,684	-	64,162	-	144,884	(42,002)	102,882	
Foreign exchange losses (gains) - net	-	-	-	11,220	(1)	11,219	-	11,219	
Impairment losses	-	-	-	-	-	-	-	-	
Interest income	(80,233)	(5,373)	(94)	(61,924)	(4,199)	(151,823)	42,002	(109,821)	
Reversal of excess accrual	-	-	-	(415,670)	-	(415,670)	-	(415,670)	
Others - net	-	-	-	(8,572)	-	(8,572)	8,572	-	
	214,320	71,966	21,025	(409,729)	16,338	(86,080)	8,572	(77,508)	
INCOME TAX EXPENSE (BENEFIT)	29,337	11,419	(6,645)	(102,402)	(32,414)	(100,705)	-	(100,705)	
NET INCOME (LOSS)	P78,315	P43,064	(P33,473)	P492,734	(P49,838)	P530,802	P -	P530,802	
OTHER INFORMATION									
Segment assets	P6,637,530	P1,876,807	P3,430,396	P5,801,890	P3,589,214	P21,335,837	(P4,603,712)	P16,732,125	
Deferred tax assets	49,077	24,155	16,719	178,520	15	268,486	-	268,486	
Consolidated Total Assets	P6,686,607	P1,900,962	P3,447,115	P5,980,410	P3,589,229	P21,604,323	(P4,603,712)	P17,000,611	
Segment liabilities	P1,432,203	P336,991	P62,318	P3,022,594	P1,028,193	P5,882,299	(P2,643,190)	P3,239,109	
Deferred tax liabilities	828,859	134,456	814,025	(593)	314,792	2,091,539	-	2,091,539	
Consolidated Total Liabilities	P2,261,062	P471,447	P876,343	P3,022,001	P1,342,985	P7,973,838	(P2,643,190)	P5,330,648	
Other Segment Information									
Capital expenditures	P4,258,723	P636,794	P3,249,114	P98,357	P1,925,021	P10,168,009	P -	P10,168,009	
Depreciation	223,515	67,655	21,119	1,055	20,538	333,882	-	333,882	

For the Year Ended December 31, 2020

	WCCCHI	WMCHI	DIHCI	Parent Company and Others	APHC and Subsidiaries	Total	Eliminations	Consolidated
REVENUES								
External sales	P678,644	P286,819	P82,289	P14,294	P -	P1,062,046	(P7,414)	P1,054,632
RESULTS								
Segment operating profit	P298,551	P164,929	(P34,722)	(P20,316)	(P80,233)	P328,209	P8,769	P336,978
OTHER EXPENSES (INCOME)								
Depreciation	223,371	68,391	21,467	1,260	22,026	336,515	-	336,515
Interest expense	98,314	9,574	-	104,994	-	212,882	(43,502)	169,380
Foreign exchange losses (gains) - net	-	18	-	(10,750)	61	(10,671)	-	(10,671)
Impairment losses	2,651	4,397	-	12,452	-	19,500	-	19,500
Gains from insurance claims	-	-	-	-	(854,520)	(854,520)	-	(854,520)
Interest income	(85,077)	(6,717)	(1,831)	(76,222)	(3,944)	(173,791)	43,502	(130,289)
Others - net	-	-	-	(8,769)	-	(8,769)	8,769	-
	239,259	75,663	19,636	22,965	(836,377)	(478,854)	8,769	(470,085)
INCOME TAX EXPENSE (BENEFIT)	24,683	26,276	(16,856)	(12,084)	101,578	123,597	-	123,597
NET INCOME (LOSS)	P34,609	P62,990	(P37,502)	(P31,197)	P654,566	P683,466	P -	P683,466
OTHER INFORMATION								
Segment assets	P5,504,396	P2,071,595	P2,902,172	P5,742,037	P3,278,075	P19,498,275	(P4,422,643)	P15,075,632
Deferred tax assets	54,262	26,402	14,204	72,781	18	167,667	-	167,667
Consolidated Total Assets	P5,558,658	P2,097,997	P2,916,376	P5,814,818	P3,278,093	P19,665,942	(P4,422,643)	P15,243,299
Segment liabilities	P1,518,572	P348,201	P46,645	P3,358,924	P1,048,108	P6,320,450	(P2,462,279)	P3,858,171
Deferred tax liabilities	673,887	233,521	816,168	(774)	259,963	1,982,765	-	1,982,765
Consolidated Total Liabilities	P2,192,459	P581,722	P862,813	P3,358,150	P1,308,071	P8,303,215	(P2,462,279)	P5,840,936
Other Segment Information								
Capital expenditures	P3,321,938	P925,724	P2,717,954	P99,384	P1,468,226	P8,533,226	P -	P8,533,226
Depreciation	223,371	68,391	21,467	1,260	22,026	336,515	-	336,515

For the Year Ended December 31, 2019

	WCCCHI	WMCHI	DIHCI	Parent Company and Others	APHC and Subsidiaries	Total	Eliminations	Consolidated
REVENUES								
External sales	P1,273,295	P464,071	P253,754	P27,006	P -	P2,018,126	(P21,057)	P1,997,069
RESULTS								
Segment operating profit	P489,202	P237,175	P33,505	(P24,243)	(P118,505)	P617,134	P -	P617,134
OTHER EXPENSES (INCOME)								
Depreciation	148,803	55,915	7,659	1,177	20,295	233,849	-	233,849
Interest expense	128,693	8,674	-	115,264	-	252,631	(51,686)	200,945
Foreign exchange losses - net	-	-	-	5,915	-	5,915	-	5,915
Impairment losses	-	1,150	-	4,250	70,507	75,907	(2,551)	73,356
Gains from insurance claims	-	-	-	-	(234,090)	(234,090)	-	(234,090)
Interest income	(175,491)	(46,019)	(1,633)	(108,748)	(5,130)	(337,021)	51,686	(285,335)
Others - net	-	-	-	(6,825)	-	(6,825)	-	(6,825)
	102,005	19,720	6,026	11,033	(148,418)	(9,634)	(2,551)	(12,185)
INCOME TAX EXPENSE (BENEFIT)	129,999	64,004	7,754	(5,743)	(37,683)	158,331	-	158,331
NET INCOME (LOSS)	P257,198	P153,451	P19,725	(P29,533)	P67,596	P468,437	P2,551	P470,988
OTHER INFORMATION								
Segment assets	P5,769,463	P2,010,204	P1,119,259	P5,651,080	P2,376,356	P16,926,362	(P4,060,594)	P12,865,768
Deferred tax assets	51,269	23,448	2,046	54,483	108,049	239,295	-	239,295
Consolidated Total Assets	P5,820,732	P2,033,652	P1,121,305	P5,705,563	P2,484,405	P17,165,657	(P4,060,594)	P13,105,063
Segment liabilities	P1,808,757	P345,595	P84,573	P3,119,010	P907,325	P6,265,260	(P2,009,271)	P4,255,989
Deferred tax liabilities	694,628	237,470	258,631	(572)	265,582	1,455,739	-	1,455,739
Consolidated Total Liabilities	P2,503,385	P583,065	P343,204	P3,118,438	P1,172,907	P7,720,999	(P2,009,271)	P5,711,728
Other Segment Information								
Capital expenditures	P3,503,786	P989,685	P861,872	P3,606	P1,258,365	P6,617,314	P -	P6,617,314
Depreciation	148,803	55,915	7,659	1,177	20,295	233,849	-	233,849

16. Capital Stock and Noncontrolling Interests

Capital Stock

Details of capital stock of the Parent Company as at December 31, 2021 and 2020 are as follows:

	Number of Common Shares	Amount
Authorized capital stock: at P1 par value per share	5,000,000,000	P5,000,000,000
Issued and outstanding	2,498,991,753	P2,498,991,753

A summary of the Parent Company's securities registration is as follows:

Date of Registration/Listing	Securities
March 17, 1995 (Initial Public Offering)	112.50 million shares On October 7, 1994, the SEC approved the increase in the authorized capital stock of the Parent Company to P450.00 million divided into 450 million shares with a par value of P1 per share, out of which, 337.50 million shares were already subscribed.
April 18, 1996	944.97 million shares On September 18, 1995, the BOD resolved to increase the authorized capital stock of the Parent Company to P2.00 billion divided into 2 billion shares with a par value of P1 per share. The purpose of the increase was to finance the construction of WCCCHI's hotel project.
December 15, 1999	888.47 million shares On August 7, 1999, the BOD resolved to increase the authorized capital stock of the Parent Company to P5.00 billion divided into 5 billion shares with a par value of P1 per share. The purpose of the increase was to accommodate the acquisition of DIHCI's outstanding common shares for 888.47 million shares of the Parent Company with an offer price of P2.03 per share.

On July 20, 2007, the BOD resolved to increase the authorized capital stock of the Parent Company to P10.00 billion with 10 billion shares at par value of P1 per share. This resolution was ratified by the Parent Company's stockholders owning at least two-thirds of the outstanding capital stock during the annual stockholders' meeting held on August 25, 2007.

In 2009, the BOD passed a resolution temporarily suspending the implementation of the above proposed increase in the authorized capital stock of the Parent Company. As at December 31, 2021, the Parent Company has no updated plans to increase its authorized capital stock, or to modify any issued shares or to exchange them to another class.

The Parent Company has not sold any unregistered securities for the past 3 years. As at December 31, 2021 and 2020, the Parent Company has 2.50 billion shares listed on the PSE and has a total of 432 shareholders and 435 shareholders, respectively.

Noncontrolling Interests (NCIs)

The details of the Group's material NCIs are as follows (in thousands):

	December 31, 2021		December 31, 2020	
	APHC	GIRDI	APHC	GIRDI
Percentage of NCI	44%	46%	44%	46%
Carrying amount of NCI	P963,929	P197,818	P841,563	P198,382
Net (loss) income attributable to NCI	(P22,077)	(P564)	P289,973	(P312)
Other comprehensive income attributable to NCIs	P144,443	P -	P1,787	P -

The following are the audited condensed financial information of investments in subsidiaries with material NCIs (in thousands):

	December 31, 2021		December 31, 2020	
	APHC	GIRDI	APHC	GIRDI
Total assets	P3,161,427	P467,756	P3,279,646	P468,998
Total liabilities	(1,222,125)	(37,716)	(1,309,625)	(37,732)
Net assets	P1,939,302	P430,040	P1,970,021	P431,266
Revenue	P -	P1,763	P -	P1,712
Net (loss) income	(P49,653)	(P1,226)	P654,566	(P679)
Other comprehensive income	18,933	-	4,034	-
	(P30,720)	(P1,226)	P658,600	(P679)
Cash flows provided by operating activities	(P96,799)	P -	P14,198	P -
Cash flows (used in) provided by investing activities	(125,178)	-	613,210	-
Cash flows (used in) provided by financing activities	(8,835)	-	35,681	-
Net (decrease) increase in cash	(P230,812)	P -	P663,089	P -

17. Other Costs and Expenses

This account consists of:

	<i>Note</i>	2021	2020	2019
Taxes and licenses		P50,299,803	P66,189,717	P104,719,701
Laundry, valet and other hotel services		27,174,393	32,008,594	121,723,857
Security and other related services		26,670,949	31,888,701	40,730,273
Professional fees		18,643,442	18,094,052	18,801,710
Insurance		14,942,458	13,885,400	13,322,652
Data processing		11,419,553	11,290,352	21,233,251
Corporate expenses		10,949,759	16,388,650	20,382,390
Supplies	6	10,437,978	8,833,145	20,045,746
Representation and entertainment		6,302,901	712,769	12,773,517
Communications		3,891,658	4,522,231	4,178,568
Guest amenities		3,383,512	2,791,592	5,477,313
Fuel and oil		2,813,882	2,738,638	6,909,177
Advertising		2,674,646	7,203,921	17,522,754
Commissions		1,836,297	4,916,118	10,878,712
Transportation and travel		1,808,155	2,638,236	3,358,155
Guest and laundry valet		1,188,053	1,580,568	5,921,144
Meeting expenses		934,268	736,835	1,201,170
Miscellaneous		3,295,539	11,603,143	17,339,171
		P198,667,246	P238,022,662	P446,519,261

Miscellaneous include recruitment expense and employee association dues.

18. Retirement Benefits Cost

Certain subsidiaries have noncontributory, defined benefit plans (the Plans) covering substantially all of their regular employees with at least 5 years of continuous service. The benefits are based on percentage of the employee's final monthly salary for every year of continuous service depending on the length of stay. Contributions and costs are determined in accordance with the actuarial studies made for the Plans.

The latest independent actuarial valuation of the Plans was as at December 31, 2021, which was prepared using the projected unit credit method. The Plans are administered by independent trustees (the Retirement Plan Trustees) with assets held consolidated for the Group.

The Plans are registered with the BIR as a tax-qualified plan under Republic Act (R.A.) No. 4917, As Amended, otherwise known as "An Act Providing that Retirement Benefits of Employees of Private Firms shall not be Subject to Attachment, Levy, Execution, or any Tax whatsoever."

The reconciliation of the present value of the DBO and the FVPA to the recognized retirement benefits asset as presented in the consolidated statement of financial position is as follows:

2021	DBO	FVPA	Retirement Benefits Asset
Balance, January 1, 2021	P109,046,519	(P163,909,591)	(P54,863,072)
Included in Profit or Loss			
Current service cost	8,601,847	-	8,601,847
Net interest cost (income)	3,775,786	(5,730,633)	(1,954,847)
	12,377,633	(5,730,633)	6,647,000
Included in OCI			
Remeasurement gains on plan assets:			
1. Actuarial gains arising from:			
▪ Changes in demographic assumptions	(738,760)	-	(738,760)
▪ Experience adjustments	(3,986,814)	-	(3,986,814)
▪ Changes in financial assumptions	(16,368,063)	-	(16,368,063)
2. Return on plan assets excluding interest income	-	3,806,523	3,806,523
	(21,093,637)	3,806,523	(17,287,114)
Others			
Benefits paid from plan assets	(4,714,243)	4,714,243	-
Balance, December 31, 2021	P95,616,272	(P161,119,458)	(P65,503,186)

2020	DBO	FVPA	Retirement Benefits Asset
Balance, January 1, 2020	P149,019,737	(P186,122,611)	(P37,102,874)
Included in Profit or Loss			
Current service cost	12,101,529	-	12,101,529
Net interest cost (income)	7,276,796	(9,114,628)	(1,837,832)
	19,378,325	(9,114,628)	10,263,697
Included in OCI			
Remeasurement gains on plan assets:			
1. Actuarial gains arising from:			
▪ Changes in financial assumptions	(9,719,660)	-	(9,719,660)
▪ Experience adjustments	(13,708,289)	-	(13,708,289)
2. Return on plan assets excluding interest income	-	(3,756,131)	(3,756,131)
	(23,427,949)	(3,756,131)	(27,184,080)
Others			
Benefits paid from:			
Book reserves	(839,815)	-	(839,815)
Plan assets	(35,083,779)	35,083,779	-
Balance, December 31, 2020	P109,046,519	(P163,909,591)	(P54,863,072)

The retirement benefits cost recognized in profit or loss in 2021, 2020 and 2019 amounted to P6.65 million, P10.26 million, and P7.55 million, respectively, and is presented as part of "Personnel costs" account in the consolidated statement of profit or loss and other comprehensive income.

Personnel costs comprise the following:

	2021	2020	2019
Salaries and wages	P119,337,169	P192,108,881	P249,463,879
Retirement benefits expense	6,647,000	10,263,697	7,551,068
Other employee benefits	11,445,232	15,188,822	23,978,920
	P137,429,401	P217,561,400	P280,993,867

The Group's plan assets consist of the following:

	2021	2020
Debt instruments - government bonds	P101,922,746	P103,545,677
Cash and cash equivalents	26,736,944	27,172,877
Investment in government securities	20,898,877	21,547,124
Deposit in banks	7,982,415	8,230,016
Equity instruments	756,001	301,919
Investment in other securities and debt instruments	211,508	432,287
Debt instruments - other bonds	100,067	103,355
Other receivables	2,510,900	2,576,336
	P161,119,458	P163,909,591

The principal actuarial assumptions at reporting date are as follows:

	2021	2020
Discount rate	4.83% - 5.00%	3.40% - 3.79%
Salary increase rate	3.00% - 5.00%	3.00% - 5.00%

Assumptions regarding the mortality and disability rates are based on the 1994 Group Annuity Table and the 1952 Disability Table, respectively.

The weighted-average duration of the DBO is 13.67 years and 14.71 years as at December 31, 2021 and 2020, respectively.

Maturity analysis of the benefit payments as at December 31 follows:

	2021	2020
Carrying amount	P95,616,272	P109,046,519
Within one year	P10,474,997	P8,783,207
Within one to five years	28,487,998	32,028,046
Within five to ten years	73,972,376	59,135,116
Contractual cash flows	P112,935,371	P99,946,369

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the DBO by the amounts shown below:

	2021		2020	
	+1%	-1%	+1%	-1%
Discount rate	(P7,891,171)	P9,104,942	(P10,278,632)	P12,020,686
Salary increase rate	9,188,300	(8,145,868)	11,856,041	(10,417,135)

Although the analysis does not take account of the full distribution of cash flows expected under the Plans, it does provide an approximation of the sensitivity of the assumptions shown.

These respective Plans expose the Group to actuarial risks such as longevity risk, interest rate risk, and market (investment) risk.

Asset-liability Matching

The Retirement Plan Trustees have no specific matching strategy between the plan assets and the plan liabilities.

Funding Policy

The Group is not required to pre-fund the future defined benefits payable under the retirement plans before they become due. However, in the event a benefit claim arises and the respective Plans' fund is insufficient to pay the claim, the shortfall will be paid by the Group directly to the employee-retiree. Hence, the amount and timing of contributions to the respective Plans are at the Group's discretion.

19. Income Taxes

The components of the Group's income tax (benefit) expense are as follows:

	2021	2020	2019
Recognized in Profit or Loss			
Current tax expense			
Current year	P87,770,599	P95,787,735	P264,358,618
Impact of change in tax rate	(9,700,778)	-	-
	78,069,821	95,787,735	264,358,618
Deferred tax (benefit) expense			
Current year	(168,251,867)	27,809,330	(106,028,004)
Impact of change in tax rate	(10,523,312)	-	-
	(178,775,179)	27,809,330	(106,028,004)
	(P100,705,358)	P123,597,065	P158,330,614
Recognized in OCI			
Deferred tax expense			
Current year	P478,554,937	P570,844,827	P420,695,671
Impact of change in tax rate	(291,824,447)	-	-
	P186,730,490	P570,844,827	P420,695,671

The reconciliation of the income tax expense computed at the statutory tax rate to the actual income tax (benefit) expense shown in the consolidated statement of profit or loss and other comprehensive income is as follows:

	2021	2020	2019
Income before income tax (benefit) expense	P430,096,281	P807,063,414	P629,318,976
Statutory tax rate for income tax	20%/25%	30%	30%
Income tax expense at statutory rate	P107,758,342	P242,119,024	P188,795,693
Additions to (reductions in) income tax resulting from the tax effects of:			
Unrecognized deferred tax assets during the year	16,590,736	23,405,779	1,617,811
Nondeductible expenses	12,253,190	12,368,659	44,432,939
Derecognition of net operating loss carry-over (NOLCO) and minimum corporate income tax (MCIT)	-	108,048,907	-
Change in tax rate	(20,224,090)	-	-
Income not subjected to income tax	(104,412,021)	(262,345,304)	(76,515,829)
Recognition of previously unrecognized deferred tax asset	(112,671,515)	-	-
	(P100,705,358)	P123,597,065	P158,330,614

On March 26, 2021, the President of the Philippines approved the Corporate Recovery and Tax Incentives for Enterprises or the CREATE Act, with nine (9) provisions vetoed by the President. Below are the salient features of the CREATE Act that are relevant to the Group.

- a) Corporate income tax rate is reduced from 30% to 20% for domestic corporations with net taxable income not exceeding P5.00 million and with total assets not exceeding P100.00 million. All other domestic corporations and resident foreign corporations will be subject to 25% income tax. Said reductions are effective July 1, 2020.
- b) MCIT rate is reduced from 2% to 1% effective July 1, 2020 to June 30, 2023.

On April 8, 2021, the BIR issued the following implementing RRs that are effective immediately upon publication:

- BIR RR No. 2-2021, *Amending Certain Provisions of RR No. 2-98, As Amended, to Implement the Amendments Introduced by R.A. No. 11534, or the CREATE Act, to the National Internal Revenue Code (NIRC) of 1997, As Amended, Relative to the Final Tax on Certain Passive Income;*
- BIR RR No. 3-2021, *Rules and Regulations Implementing Section 3 of R.A. No. 11534, Otherwise Known as the CREATE Act, Amending Section 20 of the NIRC of 1997, As Amended;*
- BIR RR No. 4-2021, *Implementing the Provisions on VAT and Percentage Tax Under R.A. No. 11534, Otherwise Known as the CREATE Act, Which Further Amended the NIRC of 1997, As Amended, As Implemented by RR No. 16-2005 (Consolidated VAT Regulations of 2005), As Amended; and*

- BIR RR No. 5-2021, *Implementing the New Income Tax Rates on the Regular Income of Corporations, on Certain Passive Incomes, Including Additional Allowable Deductions from Gross Income of Persons Engaged in Business or Practice of Profession Pursuant to R.A. No. 11534 or the CREATE Act, Which Further Amended the National Internal Revenue Code of 1997, As Amended.*

The corporate income tax rates of the subsidiaries were lowered from 30% to either 20% or 25% on whichever they qualified, effective July 1, 2021.

The movements of the deferred tax assets and deferred tax liabilities are as follows:

December 31, 2021	Balance January 1, 2021	Recognized in Profit or Loss	Recognized in OCI	Balance December 31, 2021
Deferred tax liabilities:				
Revaluation surplus on property and equipment	P1,876,934,232	(P93,476,698)	P193,122,384	P1,976,579,918
Accrued rent income	57,318,527	16,243,561	-	73,562,088
Unamortized discount on security deposit	31,929,830	(7,058,269)	-	24,871,561
Retirement benefits asset	16,458,923	6,457,314	(6,391,894)	16,524,343
Unrealized foreign exchange gain	1,997	(832)	-	1,165
Accrued interest income	121,777	(121,777)	-	-
	1,982,765,286	(77,956,701)	186,730,490	2,091,539,075
Deferred tax assets:				
Accrued interest expense on loan	71,977,137	105,833,570	-	177,810,707
Advanced rental	69,731,961	(11,621,994)	-	58,109,967
NOLCO	11,904,636	2,980,432	-	14,885,068
Accrued rent expense	3,848,092	5,540,964	-	9,389,056
Allowance for impairment losses on receivables	6,084,387	(1,014,064)	-	5,070,323
Lease liabilities - net	2,551,637	(681,025)	-	1,870,612
MCIT	463,431	303,775	-	767,206
Unamortized past service cost	798,024	(395,867)	-	402,157
Unearned revenues	289,471	(123,886)	-	165,585
Unrealized foreign exchange loss	18,356	(3,427)	-	14,929
	167,667,132	100,818,478	-	268,485,610
	P1,815,098,154	(P178,775,179)	P186,730,490	P1,823,053,465
December 31, 2020				
Deferred tax liabilities:				
Revaluation surplus on property and equipment	P1,388,596,754	(P74,352,122)	P562,689,600	P1,876,934,232
Accrued rent income	21,964,711	35,353,816	-	57,318,527
Unamortized discount on security deposit	33,904,904	(1,975,074)	-	31,929,830
Retirement benefits asset	11,130,861	(2,827,165)	8,155,227	16,458,923
Unrealized foreign exchange gain	20,040	(18,043)	-	1,997
Accrued interest income	121,777	-	-	121,777
	1,455,739,047	(43,818,588)	570,844,827	1,982,765,286
Deferred tax assets:				
Accrued interest expense on loan	53,977,137	18,000,000	-	71,977,137
Advanced rental	69,731,961	-	-	69,731,961
NOLCO	108,011,219	(96,106,583)	-	11,904,636
Accrued rent expense	918,005	2,930,087	-	3,848,092
Allowance for impairment losses on receivables	4,314,859	1,769,528	-	6,084,387
Lease liabilities - net	737,044	1,814,593	-	2,551,637
MCIT	37,690	425,741	-	463,431
Unamortized past service cost	1,113,460	(315,436)	-	798,024
Unearned revenues	453,675	(164,204)	-	289,471
Unrealized foreign exchange loss	-	18,356	-	18,356
	239,295,050	(71,627,918)	-	167,667,132
	P1,216,443,997	P27,809,330	P570,844,827	P1,815,098,154

Deferred tax assets have not been recognized by certain subsidiaries in respect of the following items in the table below because it is not probable that future taxable profits will be available against which the subsidiaries can utilize the benefits thereon prior to their expiration or reversal.

The BIR issued RR No. 25-2020 to implement Section 4 (bbbb) of R.A. No. 11494, *Bayanihan to Recover as One Act*, which provides that the NOLCO incurred for taxable years 2020 and 2021 can be carried over as a deduction from gross income for the next 5 consecutive taxable years immediately following the year of such loss. The said RR also defined taxable years 2020 and 2021 to include those corporations with fiscal years ending on or before June 30, 2021 and June 30, 2022, respectively.

	2021		2020	
	Tax Base	Tax Effect	Tax Base	Tax Effect
NOLCO	P261,961,723	P65,406,444	P456,289,365	P136,886,809
MCIT	304,675	304,675	262,176	262,176
Allowance for impairment losses	-	-	(194,220)	(58,266)
	P262,266,398	P65,711,119	P456,357,321	P137,090,719

The movements of unrecognized net deferred tax assets of the Group are as follows:

	2021	2020
Balance at beginning of year	P137,090,719	P10,205,901
Unrecognized deferred tax assets during the year:		
NOLCO	16,487,829	131,426,611
MCIT	54,944	217,013
Impairment losses	-	124,790
Expiration of unrecognized deferred tax assets:		
NOLCO	(64,401,734)	(4,883,596)
MCIT	(137,630)	-
Impact of change in tax rate	(23,383,009)	-
Balance at end of year	P65,711,119	P137,090,719

The details of the unrecognized NOLCO covered by R.A. No. 11494 are as follows:

Year Incurred	Expiry Year	Amount	Applied	Expired	Balance
2021	2026	P66,036,063	P -	P -	P66,036,063
2020	2025	76,753,977	-	-	76,753,977
		P142,790,040	P -	P -	P142,790,040

The details of the unrecognized NOLCO not covered by R.A. No. 11494 are as follows:

Year Incurred	Expiry Date	NOLCO	Applied	Expired Amount	Remaining Amount
2019	December 31, 2022	P119,171,683	P -	P -	P119,171,683
2018	December 31, 2021	257,629,935	-	257,629,935	-
		P376,801,618	P -	P257,629,935	P119,171,683

Certain subsidiaries were required to pay MCIT under existing tax regulations. The MCIT payments and the applicable years that these will be deductible from future regular corporate income tax payable are shown below.

Year Incurred	Expiry Date	MCIT	Applied	Expired Amount	Remaining Amount
2021	December 31, 2024	P54,944	P -	P -	P54,944
2020	December 31, 2023	133,641	-	-	133,641
2019	December 31, 2022	116,090	-	-	116,090
2018	December 31, 2021	137,630	-	137,630	-
		P442,305	P -	P137,630	P304,675

20. Earnings Per Share

Earnings per share (EPS) is computed by dividing the net income for the year by the weighted average number of outstanding shares of common stock during the year.

	2021	2020	2019
Net income attributable to equity holders of the Parent Company	P554,112,411	P394,555,853	P439,574,045
Weighted number of shares outstanding	2,498,991,753	2,498,991,753	2,498,991,753
Earnings per share - basic and diluted	P0.222	P0.158	P0.176

There are no potentially dilutive shares as at December 31, 2021, 2020 and 2019. Accordingly, diluted EPS is the same as basic EPS.

21. Financial Instruments - Risk Management and Fair Values

Risk Management Structure

BOD

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 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 a 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 cash and cash equivalents (excluding cash on hand), receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI and other noncurrent assets (excluding advances to contractors), 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 tables below show the credit quality of the Group's financial assets (in thousands):

	2021			
	At Amortized Cost			
	FVOCI	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired
Grade A	P69,943	P5,000,176	P -	P -
Grade B	-	184,965	-	-
Grade C	-	102,561	-	-
Gross carrying amount	69,943	5,287,702	-	-
Loss allowance	-	102,561	-	-
Carrying amount	P69,943	P5,185,141	P -	P -

	2020			
	At Amortized Cost			
	FVOCI	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired
Grade A	P69,736	P5,070,068	P -	P -
Grade B	-	168,052	-	-
Grade C	-	102,561	-	-
Gross carrying amount	69,736	5,340,681	-	-
Loss allowance	-	102,561	-	-
Carrying amount	P69,736	P5,238,120	P -	P -

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

As at December 31, the Group's maximum exposure to credit risk, without considering the effects of collateral, credit enhancements and other credit risk mitigation techniques are as follows (in thousands):

	Note	2021	2020
Cash and cash equivalents*	4	P839,812	P1,175,381
Receivables	5	759,641	573,587
Notes receivable	8	235,273	223,366
Due from related parties	8	3,393,182	3,316,565
Short-term investments	7	12,958	12,858
Equity securities - at FVOCI	8	69,943	69,736
Other noncurrent assets **	10	46,836	38,924
		5,357,645	5,410,417
Less allowance for impairment losses	5, 8	102,561	102,561
		P5,255,084	P5,307,856

*Excluding cash on hand

**Excluding advances to contractors and advances to a supplier

The aging analyses of the Group's financial assets as at December 31, 2021 and 2020 are as follows (in thousands):

December 31, 2021	Note	Total	Neither Past Due nor Impaired	Past Due but not Impaired					Impaired
				<30 Days	30 - 60 Days	61 - 90 Days	91 - 120 Days	> 120 Days	
Cash and cash equivalents*	4	P839,812	P839,812	P -	P -	P -	P -	P -	P -
Receivables	5	759,641	531,734	41,595	5,690	2,657	23	135,000	42,942
Notes receivable	8	235,273	235,273	-	-	-	-	-	-
Due from related parties	8	3,393,182	3,333,563	-	-	-	-	-	59,619
Short-term investments	7	12,958	12,958	-	-	-	-	-	-
Equity securities - at FVOCI	8	69,943	69,943	-	-	-	-	-	-
Other noncurrent assets **	10	46,836	46,836	-	-	-	-	-	-
Total		P5,357,645	P5,070,119	P41,595	P5,690	P2,657	P23	P135,000	P102,561

*Excluding cash on hand

**Excluding advances to contractors and advances to a supplier

December 31, 2020	Note	Total	Neither Past Due nor Impaired	Past Due but not Impaired					Impaired
				<30 Days	30 - 60 Days	61 - 90 Days	91 - 120 Days	> 120 Days	
Cash and cash equivalents*	4	P1,175,381	P1,175,381	P -	P -	P -	P -	P -	P -
Receivables	5	573,587	362,593	37,156	2,559	3,770	997	123,570	42,942
Notes receivable	8	223,366	223,366	-	-	-	-	-	-
Due from related parties	8	3,316,565	3,256,946	-	-	-	-	-	59,619
Short-term investments	7	12,858	12,858	-	-	-	-	-	-
Equity securities - at FVOCI	8	69,736	69,736	-	-	-	-	-	-
Other noncurrent assets **	10	38,924	38,924	-	-	-	-	-	-
Total		P5,410,417	P5,139,804	P37,156	P2,559	P3,770	P997	P123,570	P102,561

*Excluding cash on hand

**Excluding advances to contractors and advances to a supplier

Impairment on the financial assets has been measured on a 12-month expected loss basis and reflects the short maturities of the exposure.

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2021 and 2020 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

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 is sufficient working capital inflows to match repayments of short-term debt.

The following table summarizes the maturity profile of the Group's financial liabilities as at December 31, 2021 and 2020 based on contractual undiscounted payments (in thousands):

December 31, 2021	Note	Total Carrying Amount	Contractual Undiscounted Payments			
			Total	On Demand	Less than 1 Year	> 1 Year
Accounts payable and accrued expenses*	11	P1,508,010	P1,508,010	P1,508,010	P -	P -
Loans payable	13, 26	1,010,106	1,010,106	375,000	635,106	-
Lease liabilities	24	129,472	666,329	-	15,197	651,132
Other current liabilities**	12	35,756	35,756	1,064	34,692	-
Concessionaires' deposits - net of current portion	14	137,898	232,440	-	-	232,440
Retention payables	14	62,629	62,629	-	-	62,629
		P2,883,871	P3,515,270	P1,884,074	P684,995	P946,201

*Excluding local taxes and output VAT and withholding taxes payable

**Excluding deferred income

December 31, 2020	Note	Total Carrying Amount	Contractual Undiscounted Payments			
			Total	On Demand	Less than 1 Year	> 1 Year
Accounts payable and accrued expenses*	11	P1,894,080	P1,894,080	P1,894,080	P -	P -
Loans payable	13, 26	1,262,766	1,262,766	375,000	252,660	635,106
Due to a related party	8	3,119	3,119	3,119	-	-
Lease liabilities	24	130,660	681,466	-	15,137	666,329
Other current liabilities**	12	38,453	38,453	1,057	37,396	-
Concessionaires' deposits - net of current portion	14	131,004	237,437	-	-	237,437
Retention payables	14	55,499	55,499	-	-	55,499
		P3,515,581	P4,172,820	P2,273,256	P305,193	P1,594,371

*Excluding local taxes and output VAT and withholding taxes payable

**Excluding deferred income

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 loans payable (see Note 26).

The following table illustrates the sensitivity of the net result for the year and equity to a reasonably possible change in interest rates of ± 10 basis point in 2021 and 2020, with corresponding effect in equity. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on the Group's loans payable held at the reporting date. All other variables are held constant.

Changes in Interest Rates (in Basis Points)	2021	
	+10	-10
Net income	(P444,415)	P444,415

Changes in Interest Rates (in Basis Points)	2020	
	+10	-10
Net income	(P761,547)	P761,547

The other financial instruments of the Group are either short-term or noninterest-bearing and are therefore not subject to interest rate risk.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

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 on the PSE totaling to 86.71 million shares as at December 31, 2021 and 2020 (see Note 8f). The Group has also investment in shares of stock of WMPD amounting to P50.00 million representing 5% of the total capital stock of WMPD (see Note 8f).

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.

The following table illustrates the sensitivity of the Group's equity to a reasonably possible change in equity price. These changes are considered to be reasonably possible based on past equity price performance of the Group's equity securities - at FVOCI and macroeconomic forecast for 2021 and 2020. This analysis assumes an increase of 10% for 2021 and 2020 and a decrease of 10% for 2021 and 2020 of the equity price of the Group's equity securities - at FVOCI. All other variables are held constant:

	2021		2020	
	10%	-10%	10%	-10%
Equity	P1,495,748	(P1,495,748)	P1,359,613	(P1,359,613)

Fair Value of Financial Assets and Liabilities

The table below summarizes the carrying amounts and fair values of the Group's financial assets and liabilities as at December 31, 2021 and 2020 (in thousands):

	2021		2020	
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Assets				
Cash and cash equivalents	P843,795	P843,795	P1,178,166	P1,178,166
Receivables	716,699	716,699	530,644	530,644
Notes receivable	235,273	235,273	223,366	223,366
Due from related parties	3,333,563	3,333,563	3,256,946	3,256,946
Short-term investments	12,958	12,958	12,858	12,858
Equity securities - at FVOCI	69,943	69,943	69,736	69,736
Other noncurrent assets *	46,836	46,836	38,924	38,924
	P5,259,067	P5,259,067	P5,310,640	P5,310,640

*Excluding advances to contractors and advances to a supplier

	2021		2020	
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Liabilities				
Accounts payable and accrued expenses**	P1,508,010	P1,508,010	P1,894,080	P1,894,080
Loans payable	1,010,106	1,010,106	1,262,766	1,262,766
Due to a related party	-	-	3,119	3,119
Lease liabilities	35,756	35,756	38,453	38,453
Other current liabilities***	129,472	129,472	130,660	130,660
Concessionaires' deposits	137,898	137,898	131,004	131,004
Retention payables	62,629	62,629	55,499	55,499
	P2,883,871	P2,883,871	P3,515,581	P3,515,581

**Excludes local taxes, output VAT and withholding taxes

***Excluding deferred income

As at December 31, 2021 and 2020, the carrying values of the Group's financial instruments approximate fair values as follows:

- *Cash and Cash Equivalents, Receivables, Notes Receivable, Current Portion of Due from Related Parties, Short-term Investments, Accounts Payable and Accrued Expenses (excluding local taxes and output VAT and withholding taxes payable), Due to a Related Party and Other Current Liabilities (excluding deferred income).* The carrying values of these financial instruments approximate fair values due to their relatively short-term maturities.
- *Interest-bearing Due from Related Parties and Loans Payable.* 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.
- *Equity Securities - at FVOCI.* The fair value of listed investment in shares of stock was determined using the closing market price of the investment listed on the PSE as of December 31, 2021 and 2020 while the cost of unquoted investments in shares of stock approximate their fair value as at reporting date.
- *Lease Liabilities.* The fair value of lease liabilities is based on the discounted value of expected future cash flows using the Group's IBR, thus, the carrying amount approximates fair value.
- *Other Noncurrent Assets (excluding advances to contractors and advances to a supplier) and Concessionaires' Deposits.* The fair value of other noncurrent assets (excluding advances to contractors and advances to a supplier) and concessionaires' deposits approximates the carrying amount as these are settled in fixed amounts upon maturity based on the contract executed.
- *Retention Payables.* The fair value of retention payables approximate their carrying amount because these are not subject to significant risk of change in value.

The approximation of the fair values of the Group's financial assets and liabilities are based on Level 3, except for equity securities - at FVOCI which is based on Level 1 of the fair value hierarchy.

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 2021 and 2020.

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.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the Agreement (see Note 26). Breaches in meeting the financial covenants would permit the bank to immediately call the loans. As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement (see Note 26).

22. Right to Provide Venue for Land-based Casinos

PAGCOR has granted the Group the right to provide venue for land-based casinos. By virtue of this right, the subsidiaries, namely WCCCHI and WMCHI, have existing lease agreements with PAGCOR (see Note 23).

In 2008, the Parent Company filed an application for a license of its planned integrated resort, *Grand Waterfront Casino and Hotel*, in Expo Pilipino Entertainment City, commonly known as Entertainment City.

However, PAGCOR failed to respond to the application, and the Parent Company filed legal action in 2015 which Manila RTC ruled in favor of the Parent Company. In 2018, the CA upheld the decision, and it ordered PAGCOR to issue the Parent Company a license similar to that of the integrated resorts currently existing in Entertainment City.

In February 2020, the SC denied the petition of PAGCOR for review and in October 2020, the Parent Company received the notice that the decision has become final and executory.

23. Lease Agreements with 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 leases were renewed on February 15, 2018, for a period of 1 year. On May 29, 2019 the leases were further renewed until the year 2032.

Relative to the renewal of the contract, the security deposit equivalent to six (6) months rental amounting to P159.02 million and P73.42 million was received by WCCCHI and WMCHI, respectively, and presented as part of “Concessionaires’ deposit” account in other noncurrent liabilities in the consolidated statement of financial position and were carried at its present value as at December 31, 2021 computed using an EIR of 5.51% over the term of the contract. The change in the present value and amortization of the discount is recognized as part of “Interest expense” account in the consolidated statement of profit or loss and other comprehensive income. Interest expense recognized in 2021, 2020 and 2019 amounted to P6.95 million, P6.58 million and P3.73 million, respectively. The amortized cost of the refundable security deposits was determined by calculating the present value of the cash flows anticipated until the end of the lease term using the interest rate of 5.51%. as the deposit does not have an active market, the underlying interest rate was determined by reference to market interest rates of comparable financial instruments.

In line with the amortization of the refundable security deposit, the Group recognized day one gain of P116.74 million in 2019 presented as part of “Interest income” account in the statement of profit or loss and other comprehensive income.

The undiscounted amounts and the related unamortized discount are as follows:

	Note	2021	2020
PAGCOR security deposits		P232,439,873	P232,439,873
Unamortized discount		(99,486,248)	(106,432,767)
	14	P132,953,625	P126,007,106

In addition, in 2019, WCCCHI and WMCHI also received advance rentals equivalent to 6 months amounting to P159.02 million and P73.42 million, respectively. These advance rentals are presented as part of “Advance rentals” account in other noncurrent liabilities and are carried at cost (see Note 14) .

Total rental income from the above PAGCOR lease contracts recognized as part of “Rent and related income” in the consolidated statement of profit or loss and other comprehensive income amounted to P590.39 million, P550.96 million, P519.36 million in 2021, 2020 and 2019, respectively.

24. 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.

Security deposits received from other concessionaires amounted to P39.64 million and P42.40 million as at December 31, 2021 and 2020, respectively (see Notes 12 and 14).

Rent revenue recognized as part of “Rent and related income” in the consolidated statement of profit or loss and other comprehensive income and amounted to P15.85 million, P28.51 million and P48.57 million in 2021, 2020 and 2019, respectively.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date (in thousands):

	2021	2020
Less than one year	P533,283	P535,422
One to two years	545,127	539,567
Two to three years	559,344	550,583
Three to four years	573,391	563,628
Four to five years	591,130	578,103
More than five years	3,567,585	4,190,359
Total	P6,369,860	P6,957,662

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 Lease 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.

WCCCHI and WMCHI shall pay MCIAA fixed rentals per month plus a 2% variable rent based on the annual gross revenues of WCCCHI and WMCHI, as defined in the Lease Agreement. The leases are for a period of fifty (50) years, subject to automatic renewal for another 25 years, depending on the provisions of the applicable Philippine laws at the time of renewal.

WCCCHI also entered into a lease agreement for the use of access road from the hotel property to the main road for a period of 3 years commencing on January 1, 2020 subject to renewal upon mutual agreement of both parties.

Information about leases for which the Group is a lessee is presented below.

The right-of-use assets movement is as follows:

	2021	2020
Cost		
At January 1	P131,786,160	P128,493,849
Additions	-	3,292,311
At December 31	131,786,160	131,786,160
Accumulated Depreciation		
At January 1	6,165,395	2,533,979
Depreciation	3,631,416	3,631,416
At December 31	9,796,811	6,165,395
Carrying Amount	P121,989,349	P125,620,765

Set out below is the carrying amount of the lease liabilities and the movements during the period.

	2021	2020
At January 1	P130,659,833	P128,416,683
Additions	-	3,292,311
Accretion of interest	13,949,335	14,031,205
Payments	(448,875)	(4,055,092)
Rent concession	(748,125)	(3,474,244)
Accrued rent	(13,940,367)	(7,551,030)
At December 31	P129,471,801	P130,659,833

The outstanding balance of the lease liabilities is presented in the consolidated statement of financial position as follows:

	2021	2020
Current portion	P1,340,257	P1,188,032
Noncurrent portion	128,131,544	129,471,801
Total	P129,471,801	P130,659,833

Future undiscounted rental payments are as follows:

	2021	2020
Less than one year	P15,197,217	P15,137,367
One to five years	63,302,343	64,559,193
More than five years	587,828,966	601,769,333
	P666,328,526	P681,465,893

Amounts Recognized in Profit or Loss

	2021	2020	2019
Depreciation of right-of-use assets	P3,631,416	P3,631,416	P2,533,979
Interest expense related to lease liabilities	13,949,335	14,031,205	13,863,201
Variable lease payments	5,762,899	7,580,181	24,245,365
Expenses relating to short-term leases including VAT on lease payments	1,386,863	4,793,612	9,408,966
Income due to rent concession	(748,125)	(3,474,244)	-

Amount Recognized in the Statement of Cash Flows

	2021	2020	2019
Total cash outflow for leases	P7,598,637	P12,452,304	P40,413,866

The interest expense associated with the lease liabilities in 2021, 2020 and 2019 amounted to P13.95 million, P14.03 million and P13.86 million, respectively. Interest expense is derived using the Group's IBR of 10.79% as at January 1, 2019 for the Agreement with MCIAA and IBR of 7.09% as at January 1, 2020 for the lease agreement for the use of access road. Total cash outflow for lease liabilities made by the Group in 2021, 2020 and 2019 amounting to P0.45 million, P4.06 million and P13.94 million, respectively, is presented as "Payment of lease liabilities" in the consolidated statement of cash flows.

In 2021 and 2020, the Group was granted rent discount as a result of the severe impact of the COVID-19 pandemic. The Group applied the practical expedient for COVID-19-related rent concessions consistently to eligible rent concessions.

The Group recognized income from rent concession amounting to P0.75 million and P3.47 million in 2021 and 2020, respectively, as part of "Other Revenues" in the consolidated statement of profit or loss and other comprehensive income to reflect the discount on lease payments arising from rent concessions to which the Group has applied the practical expedient for COVID-19-related rent concession.

Extension Options

Extension options are included in the Group's lease of its land. The contracts of lease state an automatic renewal of lease upon expiration of the initial contract period.

Total rent expense for the aforementioned leases amounted to P7.15 million, P12.37 million and P33.65 million in 2021, 2020 and 2019, respectively, in the consolidated statement of profit or loss and other comprehensive income.

25. 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 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. As at the date of the authorization for issue of the consolidated financial statements, the Parent Company is still awaiting the SC's decision.

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.

- b. WMCHI has a tax case involving VAT assessment for the taxable year 2006. The case was elevated to the CTA in 2011. In 2012, WMCHI offered its formal evidence to the court. In its decision promulgated on May 31, 2013, the CTA cancelled the VAT assessment in its entirety. The BIR filed a MR that was denied by the CTA in its resolution promulgated on August 16, 2013. The BIR appealed the case to the CTA sitting En Banc on September 20, 2013. On September 15, 2015, the CTA reaffirmed the decision cancelling the VAT assessment. In March 9, 2016, the BIR filed with the SC its motion for extension of time to file its appeal.

On September 2, 2020, the SC denied the BIR appeal and affirmed the CTA decision and CTA En Banc resolution that cancelled the 2006 VAT assessment. Afterwards, the SC issued its Entry of Judgment dated July 26, 2021.

- c. *APHC versus PAGCOR and Hon. Young, et al.*

APHC versus PAGCOR, et al.

The case involved a Petition for Prohibition and Mandamus (the 1st petition), with application for the issuance of a Temporary Restraining Order (TRO) and writ of preliminary injunction filed by APHC against PAGCOR and Vanderwood Management Corp. (VMC). APHC filed this case to assail PAGCOR's award of VMC of a procurement project entitled "Lease Space for a Casino Gaming Facility in Manila for a Period of Fifteen (15) Years" under Invitation to Bid No. 09-16-2014 for being violative of the laws and rules on government procurement.

PAGCOR and VMC filed their respective comments/answers to APHC's 1st petition. Subsequently, VMC filed its "Motion to Admit Attached Supplemental Comment/Answer with Compulsory Counterclaim" (the Motion to Admit) on August 10, 2015, to which APHC filed an opposition to VMC's Motion to Admit. In an order dated September 5, 2016, the Court denied VMC's Motion to Admit. The RTC of Manila, Group 36, (the Court) likewise denied the Motion for Reconsideration filed by VMC in an order dated February 28, 2017.

At the pre-trial conference on October 4, 2016, the Court referred the parties to the Philippine Mediation Center for mediation proceedings. After the termination of the mediation proceedings, the case was returned to the Court for the Judicial Dispute Resolution (JDR) proceedings. The JDR conference was set on May 2, 2017 and was reset to February 6, 2018.

In its order dated February 6, 2018, the Court terminated the JDR proceeding and forwarded the case to the Office of the Executive Judge for re-raffle. In its "Notice of Re-raffle" dated February 21, 2018, the Court informed the parties that the case was raffled to Group 20.

On April 16, 2018, APHC filed its "Amended Pre-Trial Brief" dated April 13, 2018. VMC and PAGCOR likewise filed their respective Amended Pre-trial Briefs. The pre-trial conference was terminated on June 1, 2018.

During the trial, APHC presented its witnesses. On July 23, 2018, APHC filed its "Formal Offer of Documentary Evidence" dated July 19, 2018. PAGCOR and VMC filed their respective comments on APHC's "Formal Offer of Documentary Evidence". The Court denied their objections and admitted APHC's documentary evidence.

Meanwhile, PAGCOR filed its "Demurrer to Evidence" dated October 17, 2018, which the court denied in its Order dated November 8, 2018 for being fatally defective. VMC, on the other hand, presented its witnesses and thereafter, it rested its case. Thus, the Court ordered VMC to file its "Formal Offer of Exhibits".

In its Orders dated January 28 and February 18, 2019, the Court admitted VMC's and PAGCOR's respective documentary evidence, despite APHC's objections and comments. After the parties filed their respective memoranda, the case was submitted for decision.

In its decision dated June 28, 2019, the Court dismissed the APHC's Petition. APHC filed its Motion for Reconsideration on August 12, 2019, which the Court denied in its Resolution dated October 11, 2019.

APHC timely filed its Notice of Appeal with the CA on October 21, 2019 and was given due course. On June 16, 2020, APHC filed its memorandum dated June 15, 2020. VMC and PAGCOR likewise filed their separate memoranda dated June 29, 2020 and June 19, 2020, respectively. On August 26, 2020, the CA noted the memoranda and submitted the case for decision.

As at the date of the authorization for issue of the consolidated financial statements, there was no update on the progress of the case.

APHC versus Hon. Young, et al.

In connection with the APHC versus PAGCOR, et al. case, the Court, in a resolution dated June 18, 2015, denied APHC's application for TRO. APHC thereafter filed a Motion for Reconsideration on July 6, 2015. The said motion for reconsideration was denied by the Court on August 1, 2016.

On October 21, 2016, APHC filed with the CA a Petition for Certiorari (the 2nd petition), with application for TRO and/or writ of preliminary injunction, to assail the Court's resolutions dated June 18, 2015 and August 1, 2016. VMC and PAGCOR filed their respective comments to the 2nd petition, to which APHC filed its Consolidated Reply on December 19, 2016.

In a resolution dated January 25, 2017, the CA denied APHC's applications for the TRO and writ of preliminary injunction, and directed the parties to submit their respective memoranda. In compliance with the CA's directive, APHC filed its memorandum on February 13, 2017. VMC also filed its memorandum dated February 16, 2017, while PAGCOR filed its memorandum dated February 14, 2017.

In a resolution dated March 3, 2017, the CA considered APHC's Petition for Certiorari as submitted for decision.

In its decision dated February 27, 2018, the CA denied APHC's Petition for Certiorari. APHC moved for the reconsideration of said decision, which the CA denied in its resolution dated August 29, 2018. APHC opted not to appeal the decision any further. The said decision became final and executory on September 30, 2018. In view thereof, the trial in the above case, APHC versus PAGCOR, et al., ensued.

- d. In the normal course of business, the Group enters into commitments and encounters certain contingencies, which include a case against a contractor of one of its hotels for specific performance. Management believes that the losses, if any, that may arise from these commitments and contingencies would not be material to warrant additional adjustment or disclosure to the consolidated financial statements.

The Group is defendant in other legal cases which are still pending resolution. Management and legal counsels believe that the outcome of these cases will not have any material effect on the Group's financial position and financial performance.

26. Omnibus Loan and Security Agreement

On December 21, 2017, the Parent Company, WCCCHI, WMCHI, DIHCI, CRDC and PRC (collectively, the Borrowers) entered into the Agreement with PBCOM for the latter to provide the Borrowers multiple term loan facilities (the Loan Facilities) for general corporate purposes in the maximum aggregate amount of up to P1.50 billion.

The Loan Facilities consist of the following:

Facility 1 - represents secured term loan facility in the amount of P850.00 million available through a single or multiple drawdowns with term of 54 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated. Commitment period means the period commencing from the date of the agreement and terminating on the earliest of: (a) 6 months from the signing of the Agreement; (b) the date when the commitment is fully drawn or availed by mutual agreement of the parties; or (c) the date when the commitment is terminated or cancelled in accordance with the terms of the Agreement.

Facility 2 - represents secured term loan facility in the amount of P200.00 million available through a single or multiple drawdowns with term of 54 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated.

Facility 3 - represents secured term loan facility in the amount of P450.00 million available through a single or multiple drawdowns with term of 42 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated. Facility 3 requires, on or before the initial drawdown date, the borrower to cause the relevant mortgagors to constitute in favor of PBCOM a first ranking real estate mortgage over Davao Agricultural Property located at Matina, Pangi, Tolomo, Davao City consisting of parcels of agricultural real property containing an aggregate area of 70 hectares registered in the names of CRDC and PRC, and Locob property still registered in the name of an individual, and register such security interest with appropriate Registry of Deeds.

The loan principal is repayable on equal monthly installments to commence at the end of sixth (6th) month from the initial drawdown date subject to balloon payment upon maturity. Interest is charged at the higher of four (4)-year PDSTR2 rate on the date of availment and spread of 3.25% per annum or 7.75% per annum, and repayable monthly from the drawdown date.

The Loan Facilities are secured by chattel and real mortgages over various operating assets of WCCCHI and DIHCI; real estate mortgages over Davao Agricultural Property; assignment over leasehold rights on the land owned by MCIAA on which WCCCHI stands; and pledge of shares of stocks representing ownership of the Parent Company in WCCCHI and DIHCI.

Each of the Borrowers is required to comply with certain covenants during the term of the Agreement and until the full payment of the amounts due which include, among others:

1. Debt to Equity Ratio of not higher than 2.5:1;
2. Debt Service Coverage Ratio of at least 1.25x; and
3. To appoint PBCOM's nominees as Corporate Secretary in WCCCHI and DIHCI and nominate and elect such number of PBCOM's nominees as will comprise the majority of the Board of Directors in WCCCHI and DIHCI, provided however, that the exercise of the abovementioned proxy and/or voting rights granted to PBCOM shall be exercised solely for the purpose of protecting, preserving, and enforcing its rights and interests under the Agreement and shall not be used by the latter to effect any takeover of the day-to-day operations of said corporations.
4. Negative covenants which prohibit each of the Borrowers to:
 - Change the nature or scope of its business as presently conducted, or liquidate or dissolve, or enter into any consolidation, merger, pool, joint venture, syndicate or other combination, or sell, lease or dispose of a substantial portion (as determined by PBCOM) of its business or assets, with market or book value of P500.00 million or more;
 - Permit any change in ownership (direct or indirect), management or control of its business, which results in the present majority stockholders ceasing to hold, whether directly or indirectly through any person beneficially, at least sixty-eight percent (68%) of the direct or indirect beneficial or economic interest in each of the Borrowers;
 - Declare or pay dividends to stockholders and make any capital or asset distribution to stockholders;
 - Purchase, redeem, retire or otherwise acquire for value any of capital stock now or hereafter outstanding (other than as a result of the conversion of any shares of capital stock into shares of any other class of capital stock), return any capital to its stockholders as such, or make any distribution of assets to its stockholders as such (other than distribution payable in shares of its own outstanding capital stock);
 - File any legal action to question any corporate act or transaction;
 - Extend any loans, advances or subsidies to any corporation, partnership or entity owned by the Borrowers or in which it may have equity, other than advances in the ordinary course of business; and
 - Extend any loans or advances to any of its directors, officers, stockholders, affiliates and partners other than advances in the ordinary course of business.

As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement. While there was such non-compliance, the Agreement provides a process including notifications between the Group and PBCOM prior to a declaration of default. In relation to this, the Group notified PBCOM of the said breach which was subsequently waived by the latter. Thus, the noted breach did not result in an event of default and did not have the effect of rendering the loans immediately due and demandable.

All drawdowns were made by WCCCHI. The outstanding balances of the loans under the Loan Facilities are as follows:

2021

Loan Facility	Current Portion	Noncurrent Portion	Outstanding Balance
Facility 1	P518,085,106	P -	P518,085,106
Facility 2	117,021,276	-	117,021,276
Facility 3	-	-	-
	P635,106,382	P -	P635,106,382

2020

Loan Facility	Current Portion	Noncurrent Portion	Outstanding Balance
Facility 1	P102,127,660	P518,085,106	P620,212,766
Facility 2	25,531,915	117,021,276	142,553,191
Facility 3	125,000,000	-	125,000,000
	P252,659,575	P635,106,382	P887,765,957

The drawdowns and payments made under the Loan Facilities are presented below.

2021

Loan Facility	Drawdown Date	Maturity Date	Payment Terms	Monthly Amortization	Principal	Principal Payments	Outstanding Balance
Facility 1	3/13/2018	9/12/2022	54 months	P8,510,638	P850,000,000	P331,914,894	P518,085,106
Facility 2	3/20/2018	9/19/2022	54 months	2,127,660	200,000,000	82,978,724	117,021,276
Facility 3	4/10/2018	10/9/2021	42 months	12,500,000	450,000,000	450,000,000	-
					P1,500,000,000	P864,893,618	P635,106,382

2020

Loan Facility	Drawdown Date	Maturity Date	Payment Terms	Monthly Amortization	Principal	Principal Payments	Outstanding Balance
Facility 1	3/13/2018	9/12/2022	54 months	P8,510,638	P850,000,000	P229,787,234	P620,212,766
Facility 2	3/20/2018	9/19/2022	54 months	2,127,660	200,000,000	57,446,809	142,553,191
Facility 3	4/10/2018	10/9/2021	42 months	12,500,000	450,000,000	325,000,000	125,000,000
					P1,500,000,000	P612,234,043	P887,765,957

Total interest expense arising from the Loan Facilities recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P59.93 million, P87.27 million and P119.78 in 2021, 2020 and 2019, respectively.

27. Other Matter - Continuing Impact of COVID-19

The COVID-19 outbreak has spread across the globe causing disruptions to businesses and economic activities. On January 30, 2020, the World Health Organization announced COVID-19 as a global health emergency and, on March 11, 2020, declared it as a pandemic.

As at the date of the authorization for issue of the consolidated financial statements, most areas in the Philippines have been placed under Alert Level 1 which allows all establishments, persons, or activities to operate, work, or be undertaken at full on-site or venue/seating capacity provided it is consistent with the minimum public health standards.

Forecast in Hotel Industry

For 2022, the hotel industry sees a positive outlook and expects an upward trajectory in terms of recovery after observing a rise in the confidence level to travel among local and foreign visitors. This is also in consideration of the reports on the decreasing number of COVID-19 cases, the relaxation of guidelines for domestic and international travels, as well as the de-escalation from Alert Level 2 to Alert Level 1 in most areas in the Philippines. Recovery to pre-pandemic levels, however, could still take about 3 to 4 years or at least until global air traffic returns to 2019 levels.

Status of Hotel Operations (Excluding APHC)

In 2021, the Group's hotels were accredited by Department of Health as multiple-use establishments to allow the hotels to operate both as quarantine facilities and for leisure or staycation. With this, the Group entered into a contract with Overseas Workers Welfare Administration to cater repatriated and returning Overseas Filipino Workers from June 2021 until December 2021. This contract was extended until June 2022 for WCCCHI.

The Group also continued to open its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government groups and corporate clients which include airline, utilities and telecommunication companies. The Group took advantage of technology to cater the demands of the market online. The Group's average occupancy rate from January to April 2022 ranged between 24% to 75%.

The Group has taken mitigating actions, such as significant reduction in the level of capital and operational expenditures in the short term, limiting the outflows to only required compliance with health and safety, and pausing all nonessential spending, which contributed to the Group's gradual recovery despite the continuing impact of the COVID-19 pandemic to the hotel industry. Accordingly, the Group may still sustain lower levels of revenue and profit in 2022 but an improvement is expected than the 2021 levels.

As at the date of the authorization for issue of the consolidated financial statements, the Group's hotels continue to operate both as quarantine facilities and for leisure or staycation. The Group operates in full compliance with government mandates on hygiene and with emphasis on the prevention of virus spread.

Status of APHC Operation

As at the date of the authorization for issue of the consolidated financial statements, APHC's reconstruction and restoration are still ongoing. Although the various community quarantines implemented in Metro Manila have caused some delays, construction activities have not been totally stopped and management expects to complete Phase 1 of reconstruction project by end of September 2022 (see Note 1).

Omnibus Loan and Security Agreement Covenants

As of December 31, 2021, WCCCHI's debt service coverage ratio has fallen below the agreed threshold, but the Group was able to obtain a waiver for the breach (see Note 26). On March 22, 2022, the Borrowers entered into a Supplemental Loan Agreement to the Omnibus Loan and Security Agreement with PBCOM for the latter to grant the Borrowers additional multiple loan facilities (see Note 28). As at the date of the authorization for issue of the consolidated financial statements, the Group is not in default and continues to pay the maturing interest and principal as they fall due.

Financial Risk Management

The COVID-19 outbreak has resulted to changes in market interest rates which the Group is exposed to. The Group's approach to financial risk management and sensitivity analysis are disclosed in Note 21.

Financial Reporting Effect

The Group has assessed that COVID-19 will still have continuing significant impact on its operations. 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 consolidated financial statements when these become estimable.

28. Subsequent Events

a. Refinancing of PBCOM Loan Facilities

On March 22, 2022, the Borrowers entered into a Supplemental Loan Agreement to the Agreement with PBCOM granting the Borrowers additional multiple loan facilities (the New Loan Facilities) for the following purposes: (1) refinancing the outstanding loan obligation; (2) payment of any and all fees, stamps, and other taxes to the execution and delivery of the loan documents in order to implement the refinancing; and, (3) general corporate requirements, in the maximum aggregate amount of P3.05 billion. The New Loan Facilities are secured by the chattel and real estate mortgages and other security interests under the Agreement as well as the following: additional chattel mortgage over various properties of WMCHI; pledge of movable assets consisting of machinery and equipment owned by WCCCHI, WMCHI and DIHCI; assignment over leasehold rights on the land owned by MCIAA on which WMCHI stands; and the assignment of the PAGCOR rental receivables of WCCCHI and WMCHI. Each of the Borrowers is required to comply the same covenants set forth under the Agreement. As at the date of the authorization for issue of the consolidated financial statements, no drawdown has been made by the Borrowers on the New Loan Facilities.

b. Modification on Insurance Receivable

On March 29, 2022, APHC entered into an agreement with an insurance company for the modification of the payment terms related to the remaining balance of the insurance receivable due to APHC amounting to P129.26 million. The modification provides the insurance receivable to be payable monthly for 28 months starting April 2022 until July 2024 with an interest of 8% per annum and the issuance of post-dated checks for the monthly payments in favor of APHC.

29. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, except for the adoption of amendment to standards as discussed below.

Adoption of Amendment to Standard

The Group has adopted the amendment to standard below starting January 1, 2021 and accordingly, changed its accounting policy. Except as otherwise indicated, the adoption of this amendment to standard did not have any significant impact on the Group's consolidated financial statements.

- COVID-19-Related Rent Concessions beyond 30 June 2021 (Amendment to PFRS 16). The amendment extends the practical expedient introduced in the 2020 amendment which simplified how a lessee accounts for rent concessions that are a direct consequence of COVID-19, permitting lessees to apply the practical expedient to rent concessions for which any reduction in lease payments affects only payments originally due on or before June 30, 2022.

The amendment is effective for annual reporting periods beginning on or after April 1, 2021. The adoption is mandatory for lessees that chose to apply the practical expedient introduced by the 2020 amendment and may result in reversal of lease modifications that was ineligible for the practical expedient under the 2020 amendments but becomes eligible as a result of the extension.

The Group has early adopted and applied the amendment retrospectively. The amendment has no impact to retained earnings at January 1, 2021. However, as a result of applying the amendment, the Group recognized an income in 2021 amounting to P0.75 million (see Note 24).

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 Parent Company. The Parent Company controls an entity if and only if, the Parent Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the 3 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.

Accounting for NCI

NCI represents the portion of profit or loss, OCI and the net assets not held by the Group and are presented separately in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position, separately from the Parent Company's equity.

Acquisitions of NCI are accounted for as transaction with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions. The adjustments to NCI, if any, are based on a proportionate amount of the net assets of the subsidiary.

Loss of Control

Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary, any noncontrolling interests and other components of equity related to the subsidiary. Any surplus or deficit resulting from loss of control is recognized in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an equity security - at FVOCI depending on the level of influence.

Transactions Eliminated on Consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

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 operating businesses are organized and managed separately according to hotel property location, with each segment representing a strategic business unit.

Revenue Recognition

Revenue from Contracts with Customers

The Group's business is primarily engaged in offering hotel rooms and facilities such as restaurants, function halls, coffee shops and all adjuncts and accessories thereto.

The Group recognizes revenue when it transfers control over a product or service to a customer. Revenue is measured based on the consideration specified in a contract with a customer.

The following is a description of principal activities from which the Group generates its revenue. Revenue is disaggregated by major products/service lines as reflected in the consolidated statement of profit or loss and other comprehensive income.

Hotel Rooms and Function Halls

Revenue from hotel rooms and function halls is recognized at the point in time when control of the asset is transferred to a customer, generally on actual occupancy. The normal credit terms for lease of hotel rooms and function halls is 30 days, when payment is made on credit.

Food and Beverage

Revenue from food and beverage is recognized at the point in time when the goods have been delivered.

Rent and Related Income

Rental income on leased areas of the Group is accounted for on a straight-line basis over the term of the lease.

Other Operating Departments

Revenue from other operating departments is recognized at the point in time when the service has been rendered. This includes guest, laundry and valet, parking fees, among others.

Interest Income

Interest income is recognized on a time proportion basis on the principal outstanding and at the rate applicable.

Other Income

Other income is recognized at the point in time when the service has been rendered.

Determination of whether the Group is Acting as a Principal or an Agent

The Group assesses its revenue arrangements against the following criteria to determine whether it is acting as a principal or an agent:

- whether the Group has primary responsibility for providing the goods and services;
- whether the Group has inventory risk before or after the customer order; and
- whether the Group has discretion in establishing prices.

If the Group has determined it is acting as a principal, the Group recognizes revenue on a gross basis with the amount remitted to the other party being accounted as part of costs and expenses. If the Group has determined it is acting as agent, only the net amount retained is recognized as revenue.

The Group assessed its revenue arrangements and concluded that it is acting as principal in all arrangements.

Cost and Expense Recognition

Costs and expenses are recognized in profit or loss upon utilization of the service or at the date they are incurred. Interest expense are reported on an accrual basis.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Date of Recognition

Financial instruments are recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. The Group determines the classification of its financial assets on initial recognition and, where allowed and appropriate, re-evaluates these classifications at each reporting date.

All regular way purchases and sales of financial assets are recognized on the trade date, i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sale of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Measurement at Initial Recognition

Financial instruments are recognized initially at fair value of the consideration given (in case of an asset) or received (in case of a liability). Except for financial instruments at FVTPL, the initial measurement of financial instruments includes transaction costs.

Classification of Financial Assets

Financial Assets

On initial recognition, a financial asset is classified as measured at amortized cost, FVOCI or FVTPL, based on their contractual cash flow characteristics and the business model for managing the financial assets.

Debt Instruments

Financial Assets Measured at Amortized Cost

A financial asset that is a debt instrument, other than those that are designated at FVTPL, which meet both of the following conditions:

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

Included in this category are the Group's cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments and other noncurrent assets.

Cash

Cash includes cash on hand and in banks which are stated at face value.

Receivables

Receivables are nonderivative financial assets with fixed or determinable payments and are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. These are included in current assets if maturity is within 12 months from the reporting date. Otherwise, these are classified as noncurrent assets.

Short-term Investments

Short-term investments are certificates of deposit which are highly liquid with maturities of more than 3 months but less than 1 year from date of acquisition and are subject to an insignificant risk of change in value.

Refundable Deposits

Refundable deposits are payment made by the Group to its lessors at the inception of the respective lease agreements entered into by the Group.

FVOCI

A financial asset that is a debt instrument measured at FVOCI shall meet both of the following conditions and is not designated as FVTPL:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Included in this category is the Group's equity securities at FVOCI.

FVTPL

All other financial assets not measured at FVOCI or at amortized cost are classified as measured at FVTPL, except when the financial asset is part of a hedging relationship. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

There are no financial assets at FVTPL as at the date of initial application and as at December 31, 2021 and 2020.

Equity Instruments

Financial assets that are equity instruments shall be classified under any of the following categories:

- Financial assets measured at FVTPL which shall include financial assets held for trading; or
- Financial assets at FVOCI which shall consist of equity instruments that are irrevocably designated at FVOCI at initial recognition that are neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which PFRS 3, *Business Combinations*, applies. This election is made on an instrument-by-instrument basis.

As at December 31, 2021 and 2020, the Group has equity securities - at FVOCI as financial assets measured at FVOCI.

Business Model Assessment

Business model pertains to the manner by which a portfolio of financial assets will be managed to generate cash flows such as by collecting contractual cash flows or by both collecting contractual cash flows and selling the financial assets, among others.

The Group makes an assessment of the objective of the business model for the financial assets because this best reflects the way the financial assets are managed. The information considered includes:

- the stated policies and objectives for the financial assets and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, earning dividend income, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash outflows through the sale of assets;
- the risks that affect the performance of the business model and how those risks are managed;
- how managers of the business are compensated (e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected); and

- the frequency, volume and timing of sales of financial assets in prior periods, the reason for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose financial performance is evaluated on a fair value basis are measured at FVTPL.

Assessment whether Contractual Cash Flows are SPPI

In assessing whether the contractual cash flows are SPPI, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. nonrecourse features).

Prepayment feature is consistent with the SPPI criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired for a discount or premium to its contractual face amount, a feature that permit or requires prepayment that an amount that substantially represents the contractual face amount plus accrued (but unpaid) contractual interest (which may include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent Measurement of Financial Assets

Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Amounts recognized in OCI are not classified to profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Classification and Measurement of Financial Liabilities

Financial Liabilities

Financial liabilities are initially recognized at fair value. Transaction costs are deducted from the initial measurement of the Group's financial liabilities except for debt instruments classified at FVTPL.

Financial liabilities are subsequently measured as follows:

- financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies;
- financial guarantee contracts;
- commitments to provide a loan at a below-market interest rate; and
- contingent consideration recognized by an acquirer in a business combination.

As at December 31, 2021 and 2020, other financial liabilities at amortized cost include 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 (see Notes 8, 11, 12, 13, 14, 24 and 26). There are no financial liabilities measured at FVTPL.

Other Financial Liabilities at Amortized Cost

Issued financial instruments or their components which are not classified as financial liabilities at FVTPL are classified as other financial liabilities at amortized cost, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder or lender, or to satisfy the obligation other than by the exchange of a fixed amount of cash. After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Derecognition of Financial Instruments

Financial Asset

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

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

Where the Group has transferred its right to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, with the difference in the respective carrying amounts recognized in consolidated statement of profit or loss and other comprehensive income.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is generally not the case with master netting agreements, thus, the related assets and liabilities are presented at gross amounts in the consolidated statement of financial position.

As at December 31, 2021 and 2020, only due to/from related party transactions were offset in the consolidated financial statements. The said accounts were being set-off because the management intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Determination and Measurement of Fair Value

The Group measures financial instruments at fair value at each consolidated statement of financial position date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to market participant that would use the asset in its highest and best use.

The Group uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated statement of financial position on a recurring basis, the Group determines whether transfer have occurred between Levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of Financial Assets

Impairment of Financial Instruments

At the date of initial application of PFRS 9, the Group uses reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that a financial instrument was initially recognized and compared that to the credit risk at the date of initial application.

Lifetime ECLs result from all possible default events over the expected life of a financial instruments while 12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or a shorter period of the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Movement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the EIR of the financial assets.

Credit-impaired Financial Assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. The financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as default or being more than the normal credit terms of the Group;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Current and Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification. An asset is current when:

- It is expected to be realised or intended to be sold or consumed in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within 12 months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

Inventories

Inventories are stated at the lower of cost and NRV. Cost incurred in bringing the inventories to their present location and condition is calculated using the weighted average method.

NRV for food and beverage represents the estimated selling price in the ordinary course of business less the estimated costs to sell. NRV of operating supplies and engineering and maintenance supplies is the estimated current replacement cost. Inventories are periodically reviewed and evaluated for obsolescence. Obsolete inventories are scrapped or disposed of and the related costs are charged to operations.

Prepaid Expenses

Prepaid expenses represent expenses not yet incurred but are already paid. Prepaid expenses are initially recorded as assets and measured at the amount of cash paid. Subsequent to initial recognition, these are charged to profit or loss as they are consumed in operations or expire with the passage of time.

Prepaid expenses are classified in the consolidated statement of financial position as current assets when the cost of goods or services related to the prepayments are expected to be incurred within one year or the Group's normal operating cycle, whichever is longer. Otherwise, they are classified as noncurrent assets.

Property and Equipment

Measurement at Initial Recognition

Upon initial recognition, items of property and equipment are measured at cost which comprises the purchase price and all directly attributable costs of bringing the asset to the location and condition for its intended use.

Measurement Subsequent to Initial Recognition

Property and equipment, except for leasehold improvements, operating equipment and construction-in-progress which are stated at cost, are carried at revalued amounts, being the fair value at the date of the revaluation less any subsequent accumulated depreciation and impairment losses, if any. Fair values are determined through appraisal by an independent firm of appraisers. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

The net appraisal surplus resulting from the revaluation is credited to "Revaluation surplus on property and equipment" account (net of corresponding deferred income tax effect) shown under the consolidated statement of changes in equity. Any increase in the revaluation amount is credited to the "Revaluation surplus on property and equipment" account unless it offsets a previous decrease in the value of the same asset recognized in profit or loss. A decrease in value is recognized in profit or loss where it exceeds the increase previously recognized in the "Revaluation surplus on property and equipment." Upon disposal, any related revaluation surplus is transferred to "Retained earnings" account and is not taken into account in arriving at the gain or loss on disposal. Also, the amount of revaluation surplus absorbed through depreciation is being transferred to "Retained earnings" account, net of deferred tax effect.

All costs, including borrowing costs, which were directly and clearly associated with the construction of the Groups, were capitalized.

Construction-in-progress, included in property and equipment, represents structures under construction and is stated at cost. This includes cost of construction and other direct costs. Construction-in-progress is not depreciated until such time as the relevant assets are completed and put into operational use.

Operating equipment consisting of chinaware, glassware, silverware and linen are stated at cost less accumulated depreciation and adjustments based on periodic inventory method. Under this method, the recorded costs of operating equipment are depreciated using various rates and adjusted based on periodic inventory count. Adjustments include the effects of any breakages and damages. The depreciation and adjustments are recognized in profit or loss.

Subsequent Costs

Subsequent costs that can be measured reliably are added to the carrying amount of the asset when it is probable that future economic benefits associated with the asset will flow to the Group. The costs of day-to-day servicing of an asset are recognized as an expense in the period in which they are incurred.

Fair Value Measurement

The Group's property and equipment as at December 31, 2021 and 2020 is based on Level 3. Further information about the assumption made in measuring fair value of property and equipment is included in Note 9 to the consolidated financial statements.

Depreciation

Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are depreciated over the estimated useful life of the asset or term of the lease, whichever is shorter.

The estimated useful lives are as follows:

	Number of Years
Land improvements	5 - 10
Leasehold improvements	Shorter of lease term and 10
Hotel buildings and improvements	15 - 50
Furniture, fixtures and equipment	3
Operating equipment	3
Transportation equipment	3

The estimated useful lives, as well as the depreciation methods are reviewed at each reporting date to ensure that the period and methods of depreciation are consistent with the expected pattern of economic benefits from those assets.

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

When an asset is disposed of, or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and related accumulated depreciation and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

Impairment of Nonfinancial Assets

The carrying amount of the Group's property and equipment is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the impaired asset is estimated.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment losses are recognized in profit or loss, unless the asset is carried at revalued amount, in which case the impairment loss is charged to the revaluation increment of the said asset.

The recoverable amount is the greater of the asset's fair value less costs of disposal and value in use (VIU). Fair value less cost of disposal is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, less the costs of disposal. In assessing VIU, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset being evaluated. If an asset does not generate cash inflows that are largely independent of those from other assets, the recoverable amount is determined for the CGU to which the asset belongs.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized. Reversals of impairment are recognized in profit or loss, unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

After such reversal, the depreciation expense is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining life.

A reversal of an impairment loss on a revalued asset is recognized in the consolidated statement of changes in equity and increases the revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognized in the profit or loss, a reversal of that impairment loss is also recognized in the profit or loss.

Employee Benefits

Short-term Employee Benefits

Short-term employee benefit obligations, such as those for salaries and wages, social security contributions, short-term compensated absences, bonuses and nonmonetary benefits, among others, are measured on an undiscounted basis and are expensed as the related service is provided.

Defined Benefit Plan

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

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

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

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

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

Related Party Relationship

A related party relationship exists when one party has the ability to control, directly or indirectly, through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its KMP, directors, or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in PFRS 16.

The Group as Lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's IBR. Generally, the Group uses its IBR as the discount rate.

The Group determines its IBR by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets - net that do not meet the definition of investment property and lease liabilities as a separate line item in the consolidated statement of financial position.

Short-term Leases

The Group has elected not to recognize right-of-use assets - net and lease liabilities for short-term leases. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group as Lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies PFRS 15, *Revenue from Contracts with Customers*, to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in PFRS 9 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other revenue'.

COVID-19-Related Rent Concessions

The Group has applied COVID-19-Related Rent Concessions (Amendments to PFRS 16). The Group applies the practical expedient allowing it not to assess whether eligible rent concessions that are direct consequence of the COVID-19 pandemic are lease modifications. The Group applies the practical expedient consistently with similar characteristics and in similar circumstances. For rent concessions in leases to which the Group chooses not to apply the practical expedient, or that do not qualify for the practical expedient, the Group assesses whether there is a lease modification.

Foreign Currency Transactions and Translation

Transactions denominated in foreign currencies are recorded in PHP based on the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to PHP using the rates of exchange prevailing at the reporting date.

Differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognized under "Foreign currency translation differences" account in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

During the translation of the consolidated financial statement accounts of the foreign subsidiaries wherein accounts are being maintained in USD, the differences between the reporting currency and the functional currency are recorded in OCI.

The results and financial position of the foreign subsidiaries are translated into PHP using the following procedures:

- assets and liabilities are translated at the closing rate at reporting date;
- income and expenses are translated at exchange rates at the date of the transaction; and
- all resulting exchange differences are recognized as a separate component in equity.

Income Taxes

Income tax comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to items recognized in OCI or directly in equity, in which case they are recognized respectively therein.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

Current Tax

Current tax assets and liabilities for the current periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the end of each reporting period.

Current tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided, using the liability method, on all temporary differences at the financial reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss.

Deferred tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic subsidiaries, associates and interest in joint ventures. With respect to investments in other subsidiaries, associates and interests in joint ventures, deferred tax liabilities are recognized except when the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that sufficient future taxable profits will allow the deferred tax asset to be recovered. It is probable that sufficient future taxable profits will be available against which a deductible temporary difference can be utilized when there are sufficient taxable temporary difference relating to the same taxation authority and the same taxable entity which are expected to reverse in the same period as the expected reversal of the deductible temporary difference. In such circumstances, the deferred tax asset is recognized in the period in which the deductible temporary difference arises.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rate and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax relating to items recognized in OCI or directly in equity is recognized in the consolidated statement of other comprehensive income and consolidated statement of changes in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset, if there is a legally enforceable right to offset current income tax assets against current income tax liabilities and they relate to income taxes levied by the same tax authority and the Group intends to settle its current income tax assets and liabilities on a net basis.

VAT

Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of tax included.

The amount of tax recoverable from, or payable to, the taxation authority is presented as part of "Prepaid expenses and other current assets" or "Accounts payable and accrued expenses" accounts, respectively, in the consolidated statement of financial position.

Equity

Capital stock is classified as equity. Incremental costs directly attributable to the issuance of capital stock, if any, are recognized as a deduction from equity, net of any tax effects, if this can be absorbed by the excess of issue cost over par value. Otherwise, these are recognized in profit or loss.

Retained earnings includes accumulated results of operations as reported in the consolidated statement of profit or loss and other comprehensive income, net of any dividend distribution.

EPS

Basic EPS is determined by dividing net income or loss for the year by the weighted average number of common shares subscribed and issued during the year, after retroactive adjustment for any stock dividend and stock splits declared during the year. Diluted EPS is computed in the same manner as the aforementioned, except that all outstanding convertible preferred shares were further assumed to have been converted to common stock at the beginning of the period or at the time of issuance during the year.

Provisions and Contingencies

A provision is a liability of uncertain timing or amount. It is recognized when the Group has a legal or constructive obligation as a result of a past event; when it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. The amount to be recognized as provision shall be the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

When it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognized in the consolidated financial statements but are disclosed when the inflow of economic benefits is probable.

Events After the Reporting Period

The Group identifies post year-end events as events that occurred after the reporting date but before the date when the consolidated financial statements were authorized for issue. Any post-year-end events that provide additional information about the Group's financial position or performance at the end of a reporting period (adjusting events) are recognized in the consolidated financial statements. Events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

Amendments to Standards Issued but Not Yet Adopted

A number of amendments to standards are effective for annual periods beginning after January 1, 2021. However, the Group has not early adopted the following amendments to standards in preparing these consolidated financial statements. The Group is assessing and has yet to reasonably estimate the impact of these, if any, on its consolidated financial statements.

To be Adopted January 1, 2022

- Property, Plant and Equipment - Proceeds before Intended Use (Amendments to PAS 16, *Property, Plant and Equipment*). The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a company's ordinary activities, the amendments require the company to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the consolidated statement of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the consolidated statement of comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments apply retrospectively, but only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the consolidated financial statements in which the company first applies the amendments.

- Onerous Contracts - Cost of Fulfilling a Contract (Amendment to PAS 37). The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e. it comprises both incremental costs and an allocation of other direct costs.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated. Earlier application is permitted.

- Annual Improvements to PFRSs 2018-2020. This cycle of improvements contains amendments to four standards. The following are applicable to the Group.
 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9). The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - Lease Incentives (Amendment to Illustrative Examples accompanying PFRS 16). The amendment deletes from the Illustrative Example 13 the reimbursement relating to leasehold improvements to remove the potential for confusion because the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in PFRS 16.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

To be Adopted January 1, 2023

- Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1, *Presentation of Financial Statements*). To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:
 - removed the requirement for a right to defer settlement of a liability for at least 12 months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;
 - clarified that a right to defer settlement exists only if the company complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and
 - clarified that settlement of a liability includes transferring a company's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

In November 2021, the International Accounting Standards Board issued the Exposure Draft, *Noncurrent Liabilities with Covenants*, after considering stakeholder feedback on the December 2020 tentative agenda decision issued by the IFRS Interpretations Committee about the amendments. The exposure draft proposes to again amend PAS 1 as follows:

- Conditions which the entity must comply within twelve months after the reporting period will have no effect on the classification as current or noncurrent.
- Additional disclosure requirements will apply to noncurrent liabilities subject to such conditions to enable the assessment of the risk that the liability could become repayable within 12 months.
- Separate presentation in the statement of financial position will be required for noncurrent liabilities for which the right to defer settlement is subject to conditions within 12 months after the reporting period.

- The effective date of the amendments will be deferred to no earlier than January 1, 2024.

Comments on the Exposure Draft was due on March 21, 2022.

- Definition of Accounting Estimates (Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). To clarify the distinction between changes in accounting policies and changes in accounting estimates, the amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an accounting estimate is developed to achieve the objective set out by an accounting policy. Developing an accounting estimate includes both selecting a measurement technique and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in such inputs or measurement techniques are changes in accounting estimates. The definition of accounting policies remains unchanged. The amendments also provide examples on the application of the new definition.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted, and will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the amendments are applied.

- Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2, *Making Materiality Judgements*). The amendments are intended to help companies provide useful accounting policy disclosures. The key amendments to PAS 1 include:
 - requiring companies to disclose their material accounting policies rather than their significant accounting policies;
 - clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
 - clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The amendments to PFRS Practice Statement 2 include guidance and additional examples on the application of materiality to accounting policy disclosures.

The amendments are effective from January 1, 2023. Earlier application is permitted.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to PAS 12, *Income Taxes*). The amendments clarify that the initial recognition exemption does not apply to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning obligations. The amendments apply for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities will be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other appropriate component of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

As of December 31, 2021

Ratio	Formula	2021	2020
Current ratio	Total Current Assets divided by Total Current Liabilities Total Current Assets P3,689,536,752 Divided by: Total Current Liabilities 2,678,011,184 Current ratio 1.38	1.38	1.65
Acid test ratio	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities Total Current Assets P3,689,536,752 Less: Inventories 23,869,855 Other current assets 1,869,900,447 Quick assets P1,795,766,450 Divided by: Total Current Liabilities 2,678,011,184 Acid test ratio 0.67	0.67	0.72
Solvency ratio	Net Income After Tax plus Non-cash Expenses divided by Total Liabilities Net Income After Tax P530,801,639 Add: Non-Cash Expenses 403,553,132 After-tax Net Operating Income P934,354,771 Divided by: Total Liabilities 5,330,648,023 Solvency ratio 0.18	0.18	0.19
Debt-to-equity ratio	Total Liabilities divided by Shareholder's Equity Total Liabilities P5,330,648,023 Divided by Shareholder's Equity 10,454,989,383 Debt-to-equity ratio 0.51	0.51	0.70
Asset-to-equity ratio	Total assets divided by Shareholder's Equity Total assets P17,000,611,151 Divided by: Shareholder's Equity 10,454,989,383 Asset-to-equity ratio 1.63	1.63	1.83
Interest rate coverage ratio	Net Income divided by Interest Expense Net Income P530,801,639 Divided by: Interest Expense 102,881,701 Interest rate coverage ratio 5.16	5.16	4.04
Return on equity	Net Income divided by Shareholder's Equity Net Income P530,801,639 Divided by: Shareholder's Equity 10,454,989,383 Return on Equity 5.08%	5.08%	8.22%
Return on assets	Net Income divided by Average Total Assets Net Income P530,801,639 Divided by: Average Total Asset Beginning Balance, asset P15,243,298,917 Add: Ending Balance, asset 17,000,611,151 P32,243,910,068 Divided by: 2 16,121,955,034 Return on asset 3.29%	3.29%	4.82%
Net profit margin	Net Income divided by Sales Revenue Net Income P530,801,639 Divided by: Sales Revenue 997,788,154 Net profit margin 53.20%	53.20%	64.81%

**RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
AS OF DECEMBER 31, 2021**

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES

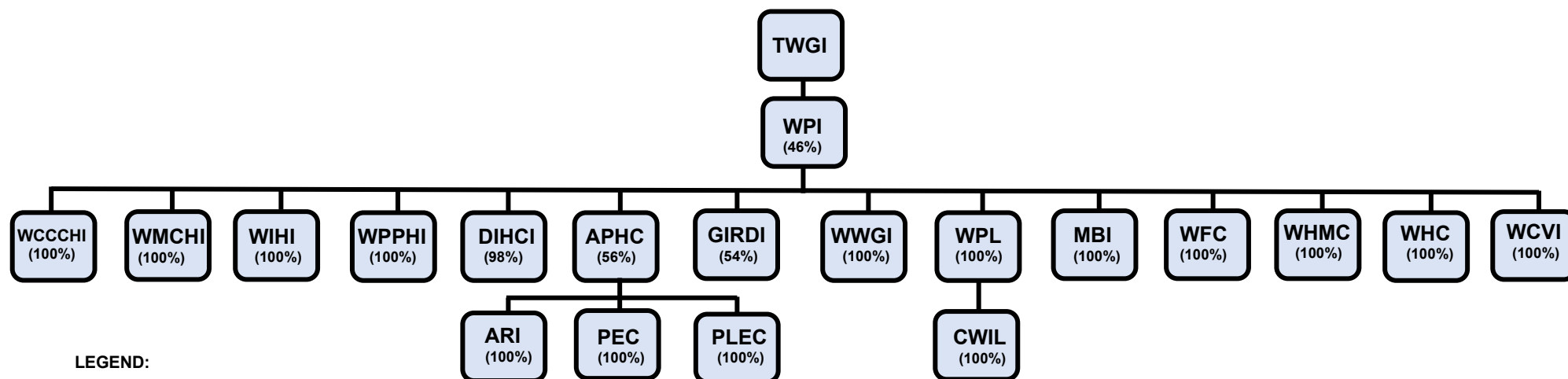
No. 1 Waterfront Drive, Off Salinas Drive, Lahug

Cebu City, Philippines

Unappropriated Retained Earnings, January 1, 2021	(P1,104,218,906)
Add:	
Net income for the year closed to retained earnings	511,550,061
Less:	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	311,752,224
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION, DECEMBER 31, 2021	(P904,421,069)

Figures based on audited Separate Financial Statements.

**WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED UNDER THE REVISED SRC RULE 68
Map of Conglomerate
December 31, 2021**



LEGEND:

- TWGI - The Wellex Group, Inc.
- WPI - Waterfront Philippines, Incorporated
- WCCCHI - Waterfront Cebu City Casino Hotel, Incorporated
- WMCHI - Waterfront Mactan Casino Hotel, Incorporated
- WIHI - Waterfront Iloilo Hotel Inc.
- WPPHI - Waterfront Puerto Princesa Hotel, Inc.
- DIHCI - Davao Insular Hotel Company, Inc.
- APHC - Acesite (Phils.) Hotel Corporation (Doing business under the name and style of Waterfront Manila Hotel and Casino)
- ARI - Acesite Realty, Inc. (formerly CIMA Realty Phils., Inc.)
- PEC - Pavillion Enterprises Corp.
- PLEC - Pavillion Leisure and Entertainment Corp.
- GIRDI - Grand Ilocandia Resort and Development, Inc.
- WWGI - Waterfront Wellness Group, Inc.
- WPL - Waterfront Promotion Limited
- CWIL - Club Waterfront International Limited
- MBI - Mayo Bonanza, Inc.
- WFC - Waterfront Food Concepts, Inc.
- WHMC - Waterfront Hotel Management Corp.
- WHC - Waterfront Horizon Corporation (formerly Waterfront Entertainment Corporation)
- WCVI - Waterfront Cebu Ventures, Inc.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES

Table of Contents

**Supplementary Schedules of Annex 68-J
Required Under the Revised SRC Rule 68
December 31, 2021**

	<u>Page</u>
A. Financial Assets	<u>2</u>
B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Affiliates).	<u>3</u>
C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>4</u>
D. Long-term Debt	<u>5</u>
E. Indebtedness to Related Parties	<u>6</u>
F. Guarantees of Securities of Other Issuers - <i>(nothing to report)</i>	<u>7</u>
G. Capital Stock	<u>8</u>

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2021
(Amounts in thousands)

Name of Issuing Entity and Association of Each Issue	Number of shares or Principal Amount of Bonds and Notes	Amount Shown in the Statements of Financial Position	Value Based on Market Quotations at End of Reporting Period	Income Received and Accrued
Cash and cash equivalents *	P -	P839,812	P839,812	P1,977
Receivables	-	716,699	716,699	-
Notes receivable	-	235,273	235,273	8,425
Short-term investments	-	12,958	12,958	-
Due from related parties	-	3,333,563	3,333,563	99,419
Equity securities - at FVOCI	136,710	69,943	69,943	-
Other noncurrent assets **	-	46,836	46,836	-
	P136,710	P5,255,084	P5,255,084	P109,821

*Excluding cash on hand

**Excluding advances to contractors

See Notes 4, 5, 7, 8 and 10 to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS
EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (Other than Related Parties)
DECEMBER 31, 2021
(Amounts in thousands)

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Written Off	Current	Noncurrent	Balance at End of Period
The Wellex Group, Inc.	P983,333	P -	P12,203	P -	P971,130	P -	P971,130
Pacific Rehouse Corporation	573,919	10,651	-	-	584,570	-	584,570
Crisanta Realty Development Corporation	412,370	10,660	-	-	-	423,030	423,030
Westland Pacific Properties Corporation	586,275	22,400	-	-	-	608,675	608,675
Rexlon Realty Group, Inc.	608,500	42,000	-	-	-	650,500	650,500
Philippine Estates Corporation	92,054	-	-	-	92,054	-	92,054
Others							
Forum Holdings Corporation	58,568	1,763	-	-	60,331	-	60,331
Plastic City Industrial Corporation	1,546	-	-	-	1,546	-	1,546
Acesite Leisure and Entertainment Corporation	223,366	13,252	-	-	236,618	-	236,618

See Note 8 to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED
DURING CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2021
(Amounts in thousands)

Name and Designation of Debtor	Balance at Beginning of period	Additions	Amounts Collected	Amounts Written Off	Current	Noncurrent	Balance at End of Period
Acesite (Phils.) Hotel Corp.	P185,690	P657	P -	P -	P186,347	P -	P186,347
Waterfront Hotel Management Corp.	98,940	-	-	-	98,940	-	98,940
Mayo Bonanza, Inc.	4,746	-	-	-	4,746	-	4,746
Waterfront Wellness Group, Inc.	2,061	-	-	-	2,061	-	2,061
Waterfront Food Concepts, Inc.	1,940	-	-	-	1,940	-	1,940
Waterfront Iloilo Hotel Inc.	322	64	-	-	386	-	386
Waterfront Puerto Princesa Hotel, Inc.	50	279	-	-	329	-	329

See Note 8 to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE D - LONG-TERM DEBT
DECEMBER 31, 2021

<u>Title of Issue and Type of Obligation</u>	<u>Amount Authorized by Indenture</u>	<u>Amount Shown Under Caption "Current Portion of Long-term Debt" in Related Statement of Financial Position</u>	<u>Amount Shown Under Caption "Long-Term Debt" in Related Statement of Financial Position</u>
Social Security System Loans Payable	P375,000,000	P375,000,000	P -
Philippine Bank of Communications	P1,500,000,000	P635,106,382	P -

See Notes 13 and 26 to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES
DECEMBER 31, 2021

<u>Name of Related Party</u>	<u>Balance at Beginning of Period</u>	<u>Balance at End of Period</u>
Acesite Leisure and Entertainment Corporation	P3,119,367	P -

See Note 8 to the Consolidated Financial Statements.

**WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE F - GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2021**

<u>Name of Issuing Entity of Securities of Securities Guaranteed by the Company for which this Statement is Filed</u>	<u>Title of Issue of each Class of Securities Guaranteed</u>	<u>Total Amount Guaranteed and Outstanding</u>	<u>Amount Owned by Person for which Statement is Filed</u>	<u>Nature of Guarantee</u>
		<hr/>	<hr/>	
		<hr/>	<hr/>	

Nothing to report

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE G - CAPITAL STOCK
DECEMBER 31, 2021

Description	Number of Shares authorized	Number of Shares Issued and Outstanding Shown Under Related Statement of Financial Position Caption	Treasury Shares	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Common shares	5,000,000,000	2,498,991,753	-	1,128,466,800	40,352,530	1,330,172,423

See Note 16 to the Consolidated Financial Statements.



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Waterfront Philippines, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended **December 31, 2021 and 2020**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

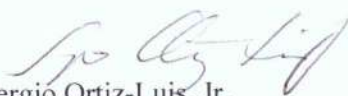
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders or members.

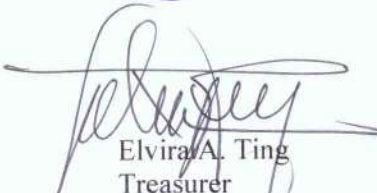
R.G. Manabat & Co., appointed by the stockholders, has audited the financial statements of the company in accordance with the Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signed under oath by the following:


Sergio Ortiz-Luis, Jr.
Chairman of the Board


Kenneth T. Gatchalian
President


Evangelina B. Soliveres
Corporate Finance Director


Elvira A. Ting
Treasurer

Signed this MAY 13 2022 th day of _____ 20__

ATTY. JOSEPH DALE L. BATOCTOY
Notary Public for Cebu City
Notarial Commission No. 019-20 until December 31, 2021
Notarial Commission Extended until June 30, 2022
3767 Dona Josefa Village, Banawa, Guadalupe, Cebu City
Roll of Attorney's No. 72404
IBP No. AR191838 Issued on March 28, 2022
PTR No. 3516754 / Dec 31, 2021 / Cebu City
MCLE Exempt: Admitted on June 14, 2019

SUBSCRIBED AND SWORN to before me this
MAY 13 2022 at Cebu City, Cebu,
Philippines. Affiant personally appeared and exhibited
to me his/her government issued identification card
as competent proof
of his/her identity.

DOC. NO. 31
PAGE NO. 8
BOOK NO. 39
SERIES OF 600




**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR ANNUAL INCOME TAX RETURN**

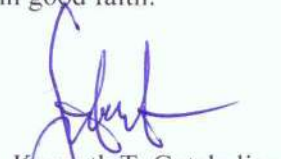
The Management of **Waterfront Philippines, Inc.** is responsible for all information and representations contained in the Annual Income Tax Return for the year ended **December 31, 2021**. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the Management affirms that the attached audited financial statements for the year ended **December 31, 2021** and the accompanying Annual Income Tax Return are in accordance with the books and records of **Waterfront Philippines, Inc.**, complete and correct in all material respects. Management likewise affirms that:

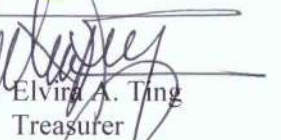
- (a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- (b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards Philippine Financial Reporting Standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;
- (c) **Waterfront Philippines, Inc.** has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

Signed under oath by the following:


Sergio Ortiz-Luis, Jr.
Chairman of the Board


Kenneth T. Gatchalian
President


Evangelina E. Siliveres
Corporate Finance Director


Elvira A. Ting
Treasurer

Signed this 13 day of MAY 2022

SUBSCRIBED AND SWORN to before me this day of MAY 13 2022 at Cebu City, Cebu, Philippines. Affiant personally appeared and exhibited to me his/her government issued identification card as competent proof of his/her identity.

ATTY. JOSEPH DALE L. BATOCTOY
Notary Public for Cebu City
Notarial Commission No. 019-20 until December 31, 2021
Notarial Commission Extended until June 30, 2022
3767 Dona Josefa Village, Banawa, Guadalupe, Cebu City
Roll of Attorney's No. 72404
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BOOK NO. 31
PAGE NO. 8
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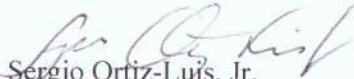
**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR ANNUAL INCOME TAX RETURN**

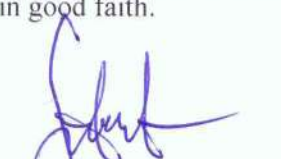
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In this regard, the Management affirms that the attached audited financial statements for the year ended **December 31, 2021** and the accompanying Annual Income Tax Return are in accordance with the books and records of **Waterfront Philippines, Inc.**, complete and correct in all material respects. Management likewise affirms that:

- (a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- (b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards Philippine Financial Reporting Standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;
- (c) **Waterfront Philippines, Inc.** has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

Signed under oath by the following:


Sergio Ortiz-Luis, Jr.
Chairman of the Board


Kenneth T. Gatchalian
President


Evangelina E. Siliveres
Corporate Finance Director


Elvira A. Ting
Treasurer

Signed this 13 day of MAY 2022

SUBSCRIBED AND SWORN to before me this day of MAY 13 2022 at Cebu City, Cebu, Philippines. Affiant personally appeared and exhibited to me his/her government issued identification card as competent proof of his/her identity.

ATTY. JOSEPH DALE L. BATOCTOY
Notary Public for Cebu City
Notarial Commission No. 019-20 until December 31, 2021
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3767 Dona Josefa Village, Banawa, Guadalupe, Cebu City
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BOOK NO. 31
PAGE NO. 8
BOOK NO. 39
SERIES OF 20



R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

**REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY SEPARATE FINANCIAL STATEMENTS
FOR FILING WITH THE BUREAU OF INTERNAL REVENUE**

The Board of Directors and Stockholders
Waterfront Philippines, Incorporated
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Philippines

We have audited the accompanying separate financial statements of Waterfront Philippines, Incorporated (the Company) as at and for the year ended December 31, 2021, on which we have rendered our report dated May 13, 2022.

In compliance with Revenue Regulations V-20, we are stating that no partner of our Firm is related by consanguinity or affinity to the manager, president, members of the board of directors or principal stockholders of the Company.

R.G. MANABAT & CO.

TIRESO RANDY F. LAPIDEZ

Partner

CPA License No. 0092183

SEC Accreditation No. 92183-SEC, Group A, issued on July 15, 2021,
valid for one (1) year covering the audit of 2021 financial statements

SEC Accreditation No. 92183-SEC, Group A, issued on April 12, 2022,
valid for five (5) years covering the audit of 2022 to 2026 financial statements

Tax Identification No. 162-411-175

BIR Accreditation No. 08-001987-034-2020

Issued July 20, 2020; valid until July 19, 2023

PTR No. MKT 8854069

Issued January 3, 2022 at Makati City

May 13, 2022

Makati City, Metro Manila

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)

WATERFRONT PHILIPPINES, INCORPORATED

SEPARATE FINANCIAL STATEMENTS
December 31, 2021 and 2020

With Independent Auditors' Report



R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Waterfront Philippines, Incorporated
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Philippines

Report on the Audit of the Separate Financial Statements

Opinion

We have audited the separate financial statements of Waterfront Philippines, Incorporated (the Company), which comprise the separate statements of financial position as at December 31, 2021 and 2020, and the separate statements of comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2021, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the unconsolidated financial position of the Company as at December 31, 2021 and 2020, and its unconsolidated financial performance and its unconsolidated cash flows for each of the three years in the period ended December 31, 2021 in accordance with Philippine Financial Reporting Standards (PFRSs).

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



Basis for Opinion

We conducted our audit in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Separate Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the separate financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.



As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.



**Report on the Supplementary Information Required Under Revenue Regulations
No. 15-2010 of the Bureau of Internal Revenue**

Our audit was conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information in Note 19 to the basic separate financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in our audit of the basic separate financial statements. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic separate financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditors' report is Tireso Randy F. Lapidez.

R.G. MANABAT & CO.

TIRESO RANDY F. LAPIDEZ
Partner

CPA License No. 0092183

SEC Accreditation No. 92183-SEC, Group A, issued on July 15, 2021,
valid for one (1) year covering the audit of 2021 financial statements

SEC Accreditation No. 92183-SEC, Group A, issued on April 12, 2022,
valid for five (5) years covering the audit of 2022 to 2026 financial statements

Tax Identification No. 162-411-175

BIR Accreditation No. 08-001987-034-2020

Issued July 20, 2020; valid until July 19, 2023

PTR No. MKT 8854069

Issued January 3, 2022 at Makati City

May 13, 2022

Makati City, Metro Manila

WATERFRONT PHILIPPINES, INCORPORATED
SEPARATE STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2021	2020
ASSETS			
Current Assets			
Cash in bank	13	P38,500	P21,139
Due from related parties - current portion	5, 13	1,354,999,413	1,373,105,377
Total Current Assets		1,355,037,913	1,373,126,516
Noncurrent Assets			
Equity securities - at fair value through other comprehensive income	5, 13	50,000,000	50,000,000
Investments and advances to subsidiaries	4, 13	2,526,662,518	2,531,331,263
Due from related parties - noncurrent portion	5, 13	1,031,705,489	998,645,371
Deferred tax asset	10	177,810,708	71,977,137
Property and equipment - net	6	-	183,991
Other noncurrent assets		19,677,813	14,562,073
Total Noncurrent Assets		3,805,856,528	3,666,699,835
		P5,160,893,441	P5,039,826,351
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other payables	7, 13	P739,480,493	P1,127,468,295
Due to related parties - current portion	5, 13	707,766,662	1,432,422,444
Loan payable	8, 13	375,000,000	375,000,000
Income tax payable		2,607,976	3,798,408
Total Current Liabilities		1,824,855,131	2,938,689,147
Noncurrent Liability			
Due to related parties - noncurrent portion	5, 13	723,352,045	-
		2,548,207,176	2,938,689,147
Equity			
Capital stock	12	2,498,991,753	2,498,991,753
Additional paid-in capital		706,364,357	706,364,357
Accumulated deficit		(592,668,845)	(1,104,218,906)
Net Equity		2,612,687,265	2,101,137,204
		P5,160,894,441	P5,039,826,351

See Notes to the Separate Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED
SEPARATE STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

		Years Ended December 31		
	<i>Note</i>	2021	2020	2019
REVENUE				
Interest income	5	P60,156,108	P65,690,784	P98,642,185
GENERAL AND ADMINISTRATIVE EXPENSES				
Representation and entertainment		2,119,976	-	750,000
Professional fees		1,435,675	1,484,980	1,324,800
Taxes and licenses		321,730	110,566	6,652,598
Annual meeting expenses		178,386	-	27,500
Impairment losses	4	-	12,451,762	1,453,561
Supplies		-	-	507
Others	9	8,527,997	14,288,763	5,861,860
		12,583,764	28,336,071	16,070,826
INCOME BEFORE OTHER EXPENSE (INCOME) AND INCOME TAX BENEFIT				
		47,572,344	37,354,713	82,571,359
OTHER EXPENSE (INCOME)				
Interest expense	5, 8	62,634,746	103,501,764	111,610,252
Accretion income	5	-	(8,813,375)	(8,436,540)
Reversal of accrual	8	(415,669,632)	-	-
Miscellaneous income		(8,571,566)	(8,768,519)	(6,825,371)
		(361,606,452)	85,919,870	96,348,341
INCOME (LOSS) BEFORE INCOME TAX BENEFIT				
		409,178,796	(48,565,157)	(13,776,982)
INCOME TAX BENEFIT	10	(102,371,265)	(12,823,131)	(6,227,988)
NET INCOME (LOSS)/ TOTAL COMPREHENSIVE INCOME (LOSS)				
		P511,550,061	(P35,742,026)	(P7,548,994)

See Notes to the Separate Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED
SEPARATE STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31		
	<i>Note</i>	2021	2020	2019
CAPITAL STOCK	<i>12</i>	P2,498,991,753	P2,498,991,753	P2,498,991,753
ADDITIONAL PAID-IN CAPITAL		706,364,357	706,364,357	706,364,357
ACCUMULATED DEFICIT				
Balance at beginning of year		(1,104,218,906)	(1,068,476,880)	(1,060,927,886)
Net income (loss) for the year		511,550,061	(35,742,026)	(7,548,994)
Balance at end of year		(592,668,845)	(1,104,218,906)	(1,068,476,880)
		P2,612,687,265	P2,101,137,204	P2,136,879,230

See Notes to the Separate Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED
SEPARATE STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	<i>Note</i>	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax benefit		P409,178,796	(P48,565,157)	(P13,776,982)
Adjustments for:				
Interest expense	5, 8	62,634,746	103,501,764	111,610,252
Depreciation	6	183,991	206,250	206,250
Impairment losses	4	-	12,451,762	1,453,561
Accretion income	5	-	(8,813,375)	(8,436,540)
Interest income	5	(60,156,108)	(65,690,784)	(98,642,185)
Reversal of accrual	8	(415,669,632)	-	-
		(3,828,207)	(6,909,540)	(7,585,644)
Changes in accrued expenses and other payables		7,048,848	7,501,820	12,143,546
		3,220,641	592,280	4,557,902
Income taxes paid		(3,367,002)	(10,839,467)	(7,789,104)
Net cash used in operating activities		(146,361)	(10,247,187)	(3,231,202)
CASH FLOWS FROM INVESTING ACTIVITIES				
Changes in:				
Equity securities - at fair value through other comprehensive income		-	(37,500,000)	(12,500,000)
Other noncurrent assets		(6,401,476)	(7,075,069)	(6,803,916)
Total cash used in investing activities		(6,401,476)	(44,575,069)	(19,303,916)
CASH FLOW FROM A FINANCING ACTIVITY				
Net advances from related parties	4, 5	6,565,198	54,770,338	22,520,057
NET INCREASE (DECREASE) IN CASH IN BANK		17,361	(51,918)	(15,061)
CASH IN BANK AT BEGINNING OF YEAR		21,139	73,057	88,118
CASH IN BANK AT END OF YEAR	13	P38,500	P21,139	P73,057

See Notes to the Separate Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS

1. Reporting Entity

Waterfront Philippines, Incorporated (the Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on September 23, 1994 as an investment holding company. The Company is listed on the Philippine Stock Exchange (PSE) and is 46%-owned by The Wellex Group, Inc. (TWGI), an entity registered and domiciled in the Philippines.

The details of the equity interest of the Company in its subsidiaries as at December 31, 2021 and 2020 are as follows:

	Percentage of Ownership	
	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 (Doing business under the name and style of Waterfront Manila Hotel and Casino) (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc. (formerly CIMA Realty Phils., Inc.) (through direct ownership in APHC)	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) (through direct ownership in WPL)	-	100
Pastries Manufacturing		
Waterfront Food Concepts, Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Waterfront Horizon Corporation (formerly Waterfront Entertainment Corporation) (WHC)	100	-
Pavillion Enterprises Corp. (through direct ownership in APHC)	-	56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)	-	56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	-

The Company and all of the above subsidiaries (collectively referred to as the Group) were incorporated in the Philippines, except for WPL and CWIL, which were registered in the Cayman Islands.

The Company's percentages of ownership for the above subsidiaries are the same in 2021, 2020 and 2019.

The registered office of the Company is located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines.

Status of APHC Operation

On March 18, 2018, a fire broke out in APHC's hotel property that damaged the podium and hotel buildings that resulted to the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April 23, 2018, the cause of the subject fire was declared and classified as "accidental in nature". APHC incurred casualty losses due to damages on its inventories and hotel property. APHC filed for property damage and business insurance claims from its insurance companies. The amount of insurance claims recoverable amounting to P1.72 billion was confirmed in 2020 amounting to P1.72 billion.

In 2018, APHC started the reconstruction and restoration of the podium and the hotel buildings which are still ongoing as at December 31, 2021. Although the various community quarantines implemented in Metro Manila have caused some delays, construction activities have not been totally stopped and management expects to complete Phase 1 of the reconstruction project by end of September 2022. A soft opening of the podium building, which houses the public areas including the lobby, some food and beverage outlets and the casino area at the ground floor level up to the third floor, is expected by the 4th quarter of 2022. A related party, who has a long-term sublease contract with Philippine Amusement and Gaming Corporation (PAGCOR), entered into a long-term lease contract with APHC for the operation of a casino. The entire proceeds from insurance coverage claims have been allotted to complete the Phase 1 of the reconstruction work with additional funding expected to be coming from bank borrowings to be guaranteed by an affiliate.

The amenities, guest facilities and the remaining rooms of the hotel building are expected to be completed in Phases 2 and 3 of the reconstruction project. Phases 2 and 3 are expected to be completed by the 1st quarter and 3rd quarter of 2023, respectively. These two latter phases will be funded by the cash flows generated by the operations and, when necessary, bank borrowings.

The phased opening of APHC is based on the management's assumption that the travel and hospitality sectors will return to pre-pandemic levels starting 2023 given the decreasing number of coronavirus disease 2019 (COVID-19) related cases, the relaxation of guidelines for domestic and international travels, as well as the de-escalation from Alert Level 2 to Alert Level 1 in most areas in the Philippines. As the hospitality industry comes to a full recovery, management expects to attract a good share of the incoming tourist markets with the completion of Phases 2 and 3.

2. Basis of Preparation

Basis of Accounting

These separate financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs). They were authorized for issue by the Company's board of directors (BOD) on May 13, 2022.

In compliance with PFRS 10, *Consolidated Financial Statements*, the Company has prepared consolidated financial statements for the same periods in which it consolidates all investments in subsidiaries in accordance with the said standard. Such consolidated financial statements provide information about the economic activities of the Group of which the Company is the parent. Details of the Company's significant accounting policies are included in Note 17.

Users of these separate financial statements should read them together with the consolidated financial statements as at and for the years ended December 31, 2021 and 2020 in order to obtain full information on the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company and its subsidiaries as a whole. The consolidated financial statements can be obtained from the SEC and from the website of the PSE (www.pse.com.ph).

Basis of Measurement

These separate financial statements have been prepared on the historical cost basis.

Functional and Presentation Currency

These separate financial statements are presented in Philippine peso, which is the Company's functional currency. All amounts have been rounded to the nearest peso, unless otherwise indicated.

3. Use of Judgments and Estimates

In preparing these separate financial statements, management has made judgments and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the separate financial statements is as follows:

Provisions and Contingencies

The Company is currently involved in certain cases. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsels handling the Company's defense in these matters and is based upon an analysis of potential results. The Company currently does not believe that these proceedings will have a material adverse effect on its financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

Classifying Financial Instruments

The Company exercises judgment in classifying a financial instrument, or its component parts, on initial recognition as a financial asset, financial liability, or an equity instrument in accordance with the substance of the contractual agreement and the definition of a financial asset, financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the separate statement of financial position.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties at December 31, 2021 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as follows:

Fair Value Measurement of Financial Instruments

When the fair values of financial instruments recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Further details on the carrying amount of financial instruments are disclosed in Note 13.

Provision for Expected Credit Losses on Financial Assets

The Company uses the expected credit loss model in estimating the level of allowance which includes forecasts of future events and conditions. A credit loss is the difference between the cash flows expected to be received discounted at the original effective interest rate. The model represents a probability-weighted estimate of the difference over the remaining life of the receivables. The maturity of the Company's receivables is less than one (1) year so the lifetime ECL and the 12-month ECL are similar. In addition, management assessed the credit risk of the receivables and due from related parties as at the reporting date as low, therefore the Company did not have to assess whether a significant increase in credit risk has occurred.

Further details on carrying amount of advances to subsidiaries and due from related parties are disclosed in Notes 4 and 5, respectively.

Useful Lives of Property and Equipment

The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed at each reporting date and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of property and equipment is based on the collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned above. The amounts and timing of recording of expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase depreciation and decrease the property and equipment account.

Further details on the carrying amount of property and equipment are disclosed in Note 6.

Impairment of Nonfinancial Assets

The Company's policy on estimating the impairment of nonfinancial assets is discussed in Note 17. The Company assesses at each reporting date whether there is an indication that the carrying amount of nonfinancial assets may be impaired. If such indication exists, the Company makes an estimate of the asset's recoverable amount. Though management believes that the assumptions used in the estimation of the recoverable amounts reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the results of operations of the Company.

The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to the expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

As at December 31, 2021 and 2020, based on the assessment of the Company, there is no indication of impairment on its nonfinancial assets.

Deferred Tax Asset

The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Further details on deferred tax asset are disclosed in Note 10.

4. Investments and Advances to Subsidiaries

Investments and advances to subsidiaries consist of the following (amounts in thousands):

	December 31, 2021													Total
	WCCCHI	WMCHI	WIHI	WPPHI	DIHCI	APHC	GIRDI	WWGI	MBI	WFC	WHMC	WHC	WCVI	
Investment cost	P1,013,800	P13,800	P25,000	P6,250	P584,363	P479,228	P253,667	P625	P25	P125	P125	P125	P1,250	P2,378,383
Advances	-	-	386	329	-	186,347	-	2,061	4,746	1,940	98,940	-	65	294,814
Deposits for stock subscription	-	-	125,000	90,620	-	-	-	13,000	35,000	6,000	-	-	100	269,720
Total	1,013,800	13,800	150,386	97,199	584,363	665,575	253,667	15,686	39,771	8,065	99,065	125	1,415	2,942,917
Allowance for impairment losses	-	-	-	-	-	-	(253,667)	(15,686)	(39,771)	(8,065)	(99,065)	-	-	(416,254)
	P1,013,800	P13,800	P150,386	P97,199	P584,363	P665,575	P -	P -	P -	P -	P -	P125	P1,415	P2,526,663

	December 31, 2020													Total
	WCCCHI	WMCHI	WIHI	WPPHI	DIHCI	APHC	GIRDI	WWGI	MBI	WFC	WHMC	WHC	WCVI	
Investment cost	P1,013,800	P13,800	P25,000	P6,250	P584,363	P479,228	P253,667	P625	P25	P125	P125	P125	P1,250	P2,378,383
Advances	-	-	322	50	-	191,423	-	2,061	4,746	1,940	98,940	-	-	299,482
Deposits for stock subscription	-	-	125,000	90,620	-	-	-	13,000	35,000	6,000	-	-	100	269,720
Total	1,013,800	13,800	150,322	96,920	584,363	670,651	253,667	15,686	39,771	8,065	99,065	125	1,350	2,947,585
Allowance for impairment losses	-	-	-	-	-	-	(253,667)	(15,686)	(39,771)	(8,065)	(99,065)	-	-	(416,254)
	P1,013,800	P13,800	P150,322	P96,920	P584,363	P670,651	P -	P -	P -	P -	P -	P125	P1,350	P2,531,331

Deposits to Subsidiaries

As part of the Company's continuing commitment and guarantee for the subsidiaries to continue as going concern entities, the Company and its subsidiaries agreed to set aside a portion of the Company's outstanding advances to the subsidiaries as deposits for future stock subscriptions. The amounts set aside will be used as subscription payments by the Company once the planned increase in the authorized capital stock of the subsidiaries has materialized.

Advances to Subsidiaries

Advances to subsidiaries mainly represent funds provided to primarily support the subsidiaries' daily operations.

The advances to subsidiaries are annually renegotiated and repriced based on the agreement entered by the Company and subsidiaries.

Discussed below are the descriptions and the financial information of each subsidiary.

WCCCHI

WCCCHI was incorporated and registered with the SEC on September 23, 1994, primarily to own and operate hotels and other related businesses. The facilities of WCCCHI include an international convention center, an international casino building and a 561-room deluxe hotel at the former Lahug Airport, Cebu City. WCCCHI started operations in 1998.

The registered office of WCCCHI is at No. 1, Waterfront Drive corner Salinas Drive, Lahug, Cebu City.

The significant information on the financial statements of WCCCHI is as follows (in thousands):

	2021	2020
Total current assets	P904,686	P2,085,585
Total assets	6,637,529	5,504,397
Total current liabilities	1,118,461	573,137
Total liabilities	2,211,986	2,138,197
Revenue	630,583	678,644
Net income	78,314	34,611

WMCHI

WMCHI was incorporated and registered with the SEC on September 23, 1994, primarily to own and operate hotels and other related businesses. The facilities of WMCHI include an international casino and a 167-room deluxe hotel (Airport Hotel Project) at the Mactan Cebu International Airport. WMCHI started commercial operations in 1996.

The registered office of WMCHI is located at No. 1 Airport Road, Mactan Island, Lapu-Lapu City, Cebu.

The significant information on the financial statements of WMCHI is as follows (in thousands):

	2021	2020
Total current assets	P1,155,306	P1,065,000
Total assets	1,876,807	2,071,594
Total current liabilities	152,264	165,612
Total liabilities	447,291	555,319
Revenue	273,229	286,819
Net income	43,066	62,991

WIHI

WIHI was incorporated and registered with the SEC on March 29, 2019, primarily to operate and manage a resort hotel and a restaurant that caters to the guests of the hotel.

As at December 31, 2021, the Company has not yet started its commercial operations.

The registered office of WIHI is located at 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa, Barangay 666, Ermita, City of Manila, NCR, Philippines, 1000.

The significant information on the financial statements of WIHI is as follows (in thousands):

	2021	2020
Total current assets	P50	P50
Total assets	150,050	150,050
Total current liabilities	452	386
Total liabilities	125,452	125,386
Net loss	(66)	(64)

WPPHI

WPPHI was incorporated and registered with the SEC 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.

As at December 31, 2021, the Company has not yet started its commercial operations.

The registered office of WPPHI is located at 7th Floor Manila Pavilion Hotel, U.N. Avenue corner Ma. Orosa St., Ermita, Brgy. 666, Manila City 1000.

The significant information on the financial statements of WPPHI is as follows (in thousands):

	2021	2020
Total current assets	P51	P51
Total assets	96,921	96,921
Total current liabilities	4,864	4,388
Total liabilities	95,484	95,008
Net loss	(476)	(1,096)

DIHCI

DIHCI was incorporated and registered with the SEC in the Philippines on July 3, 1959 to engage primarily in the operation of hotel and hotel-related businesses.

The registered office of DIHCI is located at Waterfront Insular Hotel Davao, Km. 8000 Lanang, Davao City.

The significant information on the financial statements of DIHCI is as follows (in thousands):

	2021	2020
Total current assets	P151,257	P155,128
Total assets	3,430,396	2,902,170
Total current liabilities	62,318	46,646
Total liabilities	859,625	848,609
Revenue	90,389	82,404
Net loss	(33,474)	(37,500)

APHC

APHC was incorporated and registered with the SEC on October 10, 1952 primarily to engage in the business of operating a hotel, or other accommodations, for the general public and to construct such facilities as may be reasonably necessary or useful in connection with the same.

APHC is the owner and operator of Waterfront Manila Hotel and Casino. The corporate life of APHC has been extended up to 2052. APHC's shares have been listed on the PSE since December 5, 1986.

APHC's subsidiaries consist of ARI, PEC and PLEC.

The registered office of APHC is located at 8th Floor, Waterfront Manila Hotel and Casino, United Nations Avenue corner Maria Orosa Street, Ermita, Manila.

The significant information on the consolidated financial statements of APHC is as follows (in thousands):

	2021	2020
Total current assets	P880,025	P1,103,010
Total assets	3,161,427	3,279,646
Total current liabilities	942,065	987,008
Total liabilities	1,222,125	1,309,625
Net (loss) income	(49,653)	654,566

GIRDI

GIRDI was incorporated and registered with the SEC on December 18, 1990 to engage in the hotel and resort business.

The registered office of GIRDI is located at located at No. 37 Calayab, Laoag City, Ilocos Norte.

In 2000, GIRDI's BOD approved the cessation of its business operations. The Company has provided an allowance for impairment losses on its investment to GIRDI. The allowance for impairment losses on investment amounted to P253.67 million as at December 31, 2021 and 2020. Impairment losses recognized in the separate statement of comprehensive income (loss) amounted to nil in 2021, 2020 and 2019.

The significant information on the financial statements of GIRDI is as follows (in thousands):

	2021	2020
Total assets	P467,756	P468,998
Total liabilities	37,716	37,733
Net loss	(1,226)	(679)

WWGI

WWGI, formerly known as W Citigyms & Wellness, Inc., was incorporated and registered with the SEC on January 26, 2006, to engage in, conduct and carry on the general business of sporting and other recreational activities. The facilities of WWGI, which commenced commercial operations on May 1, 2006, include a fitness gym with top-of-the line equipment and amenities. WWGI also offers in-house massage for guests staying in WCCCHI, a fellow subsidiary.

The registered office of WWGI is located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City.

Due to accumulated losses which resulted to a capital deficiency of P49.60 million, the Company has provided an allowance for impairment losses on its investment in and advances to WWGI. The allowance for impairment losses on its investment and advances amounted to P0.63 million, P15.06 million, respectively, as at December 31, 2021 and 2020. Impairment losses recognized in the separate statement of comprehensive income (loss) amounted to nil, P0.34 million and P0.73 million in 2021, 2020 and 2019, respectively.

The significant information on the financial statements of WWGI is as follows (in thousands):

	2021	2020
Total current assets	P16,120	P16,132
Total assets	39,367	42,525
Total current liabilities	51,149	50,441
Total liabilities	88,968	89,204
Revenue	2,778	4,863
Net loss	(3,013)	(3,468)

WPL and CWIL

WPL and its wholly-owned subsidiary, CWIL, were incorporated in the Cayman Islands on March 6, 1995 and June 11, 1996, respectively.

WPL and CWIL's primary business purpose is to invite and organize groups of foreign casino players to play in Philippine casinos pursuant to certain agreements entered into with the PAGCOR under the latter's Foreign High-Roller Marketing Program (the Program). WPL and its subsidiary's participation with PAGCOR's Program, however, has been terminated in 2003 due to unfavorable economic conditions.

To support the Program, WPL and CWIL entered into several agreements with various junket operators to market and promote the Philippine casinos to foreign casino players. In consideration for marketing and promoting of the Philippine casinos, these operators receive certain incentives such as free hotel accommodations, free airfares, and rolling commissions from the Group. Due to the termination of the WPL and CWIL's participation with PAGCOR's Program, agreements with the junket operators were also terminated.

The significant information on the consolidated financial statements of WPL is as follows (in thousands):

	2021	2020
Total assets	\$4,320	\$4,568
Total liabilities	1,427	1,419
Net loss	(254)	(587)

MBI

MBI was incorporated and registered with the SEC on November 24, 1995. Its primary purpose is to establish, operate, and manage the business of amusement, entertainment, and recreation facilities for the use of the paying public. MBI entered into an agreement with the PAGCOR whereby the latter shall operate the former's slot machines outside of casinos in line with PAGCOR's slot machine arcade project.

The registered office of MBI is located at 27th Floor, Wynsum Corporate Tower, 22 Emerald Avenue, Ortigas Center, Pasig City.

Due to accumulated losses which resulted to a capital deficiency of P43.94 million, the Company has provided an allowance for impairment losses on its investment in and advances to MBI. The allowance for impairment losses on its investment and advances amounted to P0.02 million and P39.75 million, respectively, as at December 31, 2021 and 2020. Impairment losses recognized in the separate statement of comprehensive income (loss) amounted to nil in 2021, 2020 and 2019.

The significant information on the financial statements of MBI is as follows (in thousands):

	2021	2020
Total assets	P198	P263
Total current liabilities	9,140	9,191
Total liabilities	44,140	44,191
Net loss	(14)	(65)

WFC

WFC was incorporated and registered with the SEC on January 26, 2004 to engage in the operation of restaurants and food outlets and to manufacture baked and unbaked desserts, breads and pastries supplied to in-store bakeries, coffee shops and food service channels.

The registered office of WFC is located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City.

Due to accumulated losses which resulted to a capital deficiency of P55.46 million, the Company has provided an allowance for impairment losses on its investment in and advances to WFC. The allowance for impairment losses on its investment and advances amounted to P0.13 million, P7.94 million, respectively, as at December 31, 2021 and 2020. Impairment losses recognized in the separate statement of comprehensive income (loss) amounted nil, P0.61 million and P0.72 million in 2021, 2020 and 2019, respectively.

The significant information on the financial statements of WFC is as follows (in thousands):

	2021	2020
Total current assets	P6,873	P5,889
Total assets	13,488	13,241
Total current liabilities	55,505	53,183
Total liabilities	68,952	66,869
Revenue	730	631
Net loss	(1,836)	(2,710)

WHMC

WHMC was incorporated and registered with the SEC on March 31, 2003, to engage in the management and operation of hotels, except management of funds, portfolios, securities and other similar assets of the managed entities.

The registered office of WHMC is located at No.1 Salinas Drive, Lahug, Cebu City, Cebu.

In 2014, WHMC's BOD approved the cessation of its business operations. The Company has provided an allowance for impairment losses on its investment in and advances to WHMC. The allowance for impairment losses on its investment and advances amounted to P0.13 million, P98.94 million, respectively, as at December 31, 2021 and 2020. Impairment losses recognized in the separate statement of comprehensive income (loss) amounted to nil, P11.50 million and nil in 2021, 2020 and 2019, respectively.

The significant information on the financial statements of WHMC is as follows (in thousands):

	2021	2020
Total assets	P713	P770
Total current liabilities	122,014	122,013
Total liabilities	122,017	122,015
Net loss	(59)	(66)

WHC

WHC, formerly known as Waterfront Entertainment Corporation, was incorporated and registered with the SEC on August 13, 2003 to engage in the business of producing and co-producing concerts and shows.

The registered office of WHC is located at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City.

The significant information on the financial statements of WHC is as follows (in thousands):

	2021	2020
Total current assets	P19,844	P20,282
Total assets	27,414	21,740
Total current liabilities	12,558	10,985
Total liabilities	20,459	12,961
Revenue	2,869	8,799
Net (loss) income	(1,844)	1,592

WCVI

WCVI was incorporated and registered with the SEC on August 24, 2018, primarily to carry on the business of an investment holding company. Provided, that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures exchange/broker/merchant, investment house, and an investment company adviser/mutual fund distributor of any investment company/mutual fund company.

As at December 31, 2021, the Company has not yet started its commercial operations.

The registered office of WCVI is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

The significant information on the financial statements of WCVI is as follows (in thousands):

	2021	2020
Total assets	P1,351	P1,351
Total current liabilities	130	64
Total liabilities	230	164
Net loss	(66)	(64)

Total impairment losses on the abovementioned investments and advances to subsidiaries recognized in the separate statement of comprehensive income (loss) amounted to nil, P12.45 million and P1.45 million in 2021, 2020 and 2019, respectively.

5. Related Party Transactions

The Company's related party transactions include transactions with its subsidiaries enumerated in Notes 1 and 4, its key management personnel (KMP) and related parties enumerated in the table below.

Related Party	Relationship
TWGI	Parent
Pacific Rehouse Corporation (PRC)	Stockholder
Crisanta Realty Development Corporation (CRDC)	Under common control
Westland Pacific Properties Corporation (WPPC)	Under common control
Pacific Wide Realty Development Corp. (PWRDC)	Stockholder
Acesite Leisure and Entertainment Corporation (ALEC)	Under common control
Waterfront Manila Premier Development, Inc. (WMPD)	Under common control
Philippine Estates Corporation (PHES)	Under common control
Forum Holdings Corporation (FHC)	Stockholder
Plastic City Industrial Corporation (PCIC)	Under common control
East Asia Oil & Mining Company, Inc. (East Asia)	Stockholder

Significant Transactions with Related Parties

The Company's transactions with related parties consist of (in thousands):

Category/ Transaction	Year	Note	Amount of the Transaction	Outstanding Balance					Investment and Advances to Subsidiaries	Terms and Conditions
				Due from Related Parties		Equity Securities - at FVOCI	Due to Related Parties			
				Current	Non current		Current	Non current		
Parent										
▪ TWGI										
Advances,	2021	5a	P28,757	P736,448	P -	P -	P -	P -	P -	Secured; interest-bearing; due in one year subject to renewal; net of allowance for impairment
interest and	2020	5a	(107,004)	765,205	-	-	-	-	-	
settlement	2019	5a	(146,635)	872,209	-	-	-	-	-	
Stockholders/ Under Common Control										
▪ PRC										
Advances,	2021	5a	10,651	584,571	-	-	-	-	-	Secured; interest-bearing; due in one year subject to renewal; not impaired
interest and	2020	5a	10,652	573,920	-	-	-	-	-	
settlement	2019	5a	10,652	563,268	-	-	-	-	-	
▪ CRDC										
Advances	2021	5a	10,660	-	423,030	-	-	-	-	Unsecured; interest-bearing; due in five years; not impaired
	2020	5a	17,174	-	412,370	-	-	-	-	
	2019	5a	16,797	395,196	-	-	-	-	-	
▪ WPPC										
Advances	2021	5a	22,400	-	608,675	-	-	-	-	Unsecured; interest-bearing; due in five years; not impaired
	2020	5a	22,400	-	586,275	-	-	-	-	
	2019	5a	8,173	-	563,875	-	-	-	-	
▪ PWRDC										
Advances	2021	5b	-	-	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	5b	(160,000)	-	-	-	-	-	-	
	2019	5b	-	160,000	-	-	-	-	-	
▪ ALEC										
Advances and	2021	4, 5d	4,465	-	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand
settlement	2020	4, 5d	-	-	-	-	4,465	-	-	
	2019	4, 5d	(4,465)	-	-	-	4,465	-	-	
▪ WMPD										
Equity	2021	5g	-	-	-	50,000	-	-	-	Unsecured; not impaired
securities - at	2020	5g	37,500	-	-	50,000	-	-	-	
FVOCI	2019	5g	12,500	-	-	12,500	-	-	-	
▪ Other										
Advances and	2021	5b	-	93,599	-	-	-	-	-	Unsecured; noninterest-bearing; due on demand; not impaired
interest	2020	5b	(404)	93,599	-	-	-	-	-	
	2019	5b	(14,066)	94,003	-	-	-	-	-	

Forward

Category/ Transaction	Year	Note	Outstanding Balance						Investment and Advances to Subsidiaries	Terms and Conditions
			Amount of the Transaction	Due from Related Parties		Equity Securities - at FVOCI	Due to Related Parties			
				Current	Non current		Current	Non current		
Subsidiaries										
▪ WCCCHI										
Advances and settlement	2021	4, 5c	(P10,220)	P -	P -	P -	P -	P723,352	P -	Unsecured; interest-bearing; due in three years
	2020	4, 5c	65,903	-	-	-	733,572	-	-	
	2019	4, 5c	55,206	-	-	-	22,283	777,192	-	
Deposit	2021	4, 5f	-	-	-	-	-	-	-	Unsecured; noninterest-bearing; not impaired
	2020	4, 5f	-	-	-	-	-	-	-	
	2019	4, 5f	(1,000,000)	-	-	-	-	-	-	
▪ WMCHI										
Advances and settlement	2021	4, 5d	(15,700)	-	-	-	298,026	-	-	Unsecured; noninterest-bearing; due on demand
	2020	4, 5d	(23,166)	-	-	-	282,326	-	-	
	2019	4, 5d	(537)	-	-	-	259,160	-	-	
▪ DIHCI										
Advances and settlement	2021	4, 5d	-	-	-	-	14,053	-	-	Unsecured; noninterest-bearing; due on demand
	2020	4, 5d	(10,179)	-	-	-	14,053	-	-	
	2019	4, 5d	-	-	-	-	3,874	-	-	
▪ APHC										
Advances and settlement	2021	4, 5e	(5,076)	-	-	-	-	-	186,347	Unsecured; noninterest-bearing; due on demand; not impaired
	2020	4, 5e	(4,150)	-	-	-	-	-	191,423	
	2019	4, 5e	5,666	-	-	-	-	-	195,573	
▪ GIRDI										
Advances and settlement	2021	4, 5d	3,004	-	-	-	196,244	-	-	Unsecured; noninterest-bearing; due on demand
	2020	4, 5d	2,372	-	-	-	199,248	-	-	
	2019	4, 5d	2,275	-	-	-	201,620	-	-	
▪ WWGI										
Advances and settlement	2021	4, 5e	-	-	-	-	-	-	2,061	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	4, 5e	335	-	-	-	-	-	2,061	
	2019	4, 5e	727	-	-	-	-	-	1,726	
Deposit	2021	4, 5f	-	-	-	-	-	-	13,000	Unsecured; noninterest-bearing; fully impaired
	2020	4, 5f	-	-	-	-	-	-	13,000	
	2019	4, 5f	-	-	-	-	-	-	13,000	
▪ MBI										
Advances and settlement	2021	4, 5e	-	-	-	-	-	-	4,746	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	4, 5e	-	-	-	-	-	-	4,746	
	2019	4, 5e	-	-	-	-	-	-	4,746	
Deposit	2021	4, 5f	-	-	-	-	-	-	35,000	Unsecured; noninterest-bearing; fully impaired
	2020	4, 5f	-	-	-	-	-	-	35,000	
	2019	4, 5f	-	-	-	-	-	-	35,000	
▪ WIHI										
Advances and settlement	2021	4, 5e	64	-	-	-	-	-	386	Unsecured; noninterest-bearing; not impaired
	2020	4, 5e	25,050	-	-	-	-	-	322	
	2019	4, 5e	(24,728)	-	-	-	25,000	-	272	
Deposit	2021	4, 5f	-	-	-	-	-	-	125,000	Unsecured; noninterest-bearing; not impaired
	2020	4, 5f	125,000	-	-	-	-	-	125,000	
	2019	4, 5f	-	-	-	-	-	-	-	
▪ WPPHI										
Advances and settlement	2021	4, 5e	279	-	-	-	-	-	329	Unsecured; noninterest-bearing; not impaired
	2020	4, 5e	-	-	-	-	-	-	50	
	2019	4, 5e	50	-	-	-	-	-	50	
Deposit	2021	4, 5f	-	-	-	-	-	-	90,620	Unsecured; noninterest-bearing; not impaired
	2020	4, 5f	-	-	-	-	-	-	90,620	
	2019	4, 5f	90,620	-	-	-	-	-	90,620	
▪ WCVI										
Advances and settlement	2021	4, 5e	65	-	-	-	-	-	65	Unsecured; noninterest-bearing; not impaired
	2020	4, 5e	-	-	-	-	-	-	-	
	2019	4, 5e	-	-	-	-	-	-	-	
Deposit	2021	4, 5f	-	-	-	-	-	-	100	Unsecured; noninterest-bearing; not impaired
	2020	4, 5f	-	-	-	-	-	-	100	
	2019	4, 5f	100	-	-	-	-	-	100	
▪ WFC										
Advances and settlement	2021	4, 5e	-	-	-	-	-	-	1,940	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	4, 5e	612	-	-	-	-	-	1,940	
	2019	4, 5e	727	-	-	-	-	-	1,328	
Deposit	2021	4, 5f	-	-	-	-	-	-	6,000	Unsecured; noninterest-bearing; fully impaired
	2020	4, 5f	-	-	-	-	-	-	6,000	
	2019	4, 5f	-	-	-	-	-	-	6,000	
▪ WHMC										
Advances and settlement	2021	4, 5e	-	-	-	-	-	-	98,940	Unsecured; noninterest-bearing; due on demand; fully impaired
	2020	4, 5e	11,503	-	-	-	-	-	98,940	
	2019	4, 5e	-	-	-	-	-	-	87,437	
▪ WHC										
Advances and settlement	2021	4, 5d	(815)	-	-	-	4,817	-	-	Unsecured; noninterest-bearing; due on demand
	2020	4, 5d	3	-	-	-	4,002	-	-	
	2019	4, 5d	(1,755)	-	-	-	4,005	-	-	
▪ WPL										
Advances and settlement	2021	4, 5d	129	-	-	-	194,627	-	-	Unsecured; noninterest-bearing; due on demand
	2020	4, 5d	128	-	-	-	194,756	-	-	
	2019	4, 5d	-	-	-	-	194,884	-	-	
Allowance for impairment losses	2021	5i		(59,619)	-	-	-	-	(161,689)	
	2020	5i		(59,619)	-	-	-	-	(161,689)	
	2019	5i		(59,619)	-	-	-	-	(149,237)	
TOTAL	2021			P1,354,999	P1,031,705	P50,000	P707,767	P723,352	P402,845	
TOTAL	2020			P1,373,105	P998,645	P50,000	P1,432,422	P -	P407,513	

a. Interest-bearing Advances to Related Parties

The Company granted interest-bearing advances to TWGI, PRC, CRDC and WPPC.

TWGI and PRC

The advances granted to TWGI and PRC were substantially used to finance the acquisition or development of real properties for the Company. These advances are due in 1 year, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2021 and 2020, while the advances to PRC charge interest at 2% per annum in 2021 and 2020. TWGI paid P52.42 million and P140.57 million in 2021 and 2020, respectively, while PRC made no payments in 2021 and 2020.

In a Resolution dated February 5, 2015, the Company, TWGI and PRC entered into a Memorandum of Understanding (MOU) whereby the parties agreed that the outstanding balance of the advances from TWGI and PRC will be settled using parcels of land owned by PRC.

On April 3, 2019, the Company, TWGI and PRC made amendments to the previously issued MOU for the inclusion of the new outstanding liabilities of PWRDC to the Company. The amended MOU stated that PWRDC shall be a party to the said MOU, and all references to any obligation or rights that PWRDC shall have under the said MOU shall be in force. All other terms and conditions shall remain unchanged.

On January 6, 2021, the Company, TWGI, PRC and PWRDC made amendments to the previously issued amended MOU to exclude PWRDC since its outstanding liability was already paid in full in 2020. All other terms and conditions shall remain unchanged.

As at December 31, 2021 and 2020, the fair value of PRC's land based on valuation performed by an accredited independent appraiser, with a recognized and relevant professional qualification and with recent experience in the locations and categories of the land being valued, amounted to P7.76 billion.

On April 11, 2018, TWGI initiated the transfer of certain parcels of land totaling to P96.87 million located in Puerto Princesa, Palawan as partial settlement of the advances. On April 11, 2019, the deed of absolute sale for the transfer of certain parcels of land was signed.

On December 9, 2019, WIHI and PRC entered into a MOA whereby PRC agreed to sell WIHI certain parcels of land to settle the advances as indicated in the MOU. In 2020, WIHI made partial payments amounting to P150.00 million for the purchase of certain parcels of land.

Interest receivable from TWGI amounted to P256.36 million and P232.70 million as at December 31, 2021 and 2020, respectively, while interest receivable from PRC amounted to P109.06 million and P98.41 million as at December 31, 2021 and 2020, respectively. Interest income recognized in the separate statement of comprehensive income (loss) amounted to P30.64 million, P38.22 million, P53.67 million in 2021, 2020 and 2019, respectively. Allowance for impairment losses on receivables from TWGI amounted to P59.62 million as at December 31, 2021 and 2020.

CRDC

On December 21, 2015, the Company granted advances to CRDC with an interest of 2% per annum and maturity on December 21, 2020. At the end of 2020, the Company extended the maturity of the advances for a period of 5 years up to December 31, 2025 at an increased rate of 2.55% per annum. Interest receivable from CRDC amounted to P49.78 million and P39.12 million as at December 31, 2021 and 2020, respectively. It was agreed that CRDC has the option to pay the balance before maturity date without payment of penalty fees and in case the latter refuses or fails to pay the principal and interest within the time agreed upon, the same shall be due and demandable. Interest income recognized in the separate statement of comprehensive income (loss) amounted to P9.52 million in 2021 and P7.47 million in 2020 and 2019 while accretion income amounted to nil, P8.81 million and P8.44 million in 2021, 2020 and 2019, respectively.

WPPC

On June 1, 2018, the Company granted advances to WPPC amounting to P500.00 million for general corporate purposes. The advances bear interest at 7.5% per annum and repayable in lump-sum at maturity on June 1, 2021.

On December 31, 2018, the Company granted additional advances to WPPC amounting to P33.83 million for general corporate purposes which was also paid in 2019. The advances bear interest at 7.5% per annum and repayable in lump-sum at maturity. WPPC made no payment in 2021 and 2020.

In 2020, the Company extended the maturity of the advances for a period of 5 years up to December 21, 2025 at a decreased rate of 4% per annum.

Interest receivable from WPPC amounted to P108.68 million and P86.28 million as at December 31, 2021 and 2020, respectively. Interest income recognized in the separate statement of comprehensive income (loss) amounted to P20.00 million in 2021 and 2020 and P37.50 million in 2019.

b. Noninterest-bearing Advances to Related Parties

The Company granted noninterest-bearing advances to PWRDC, PHES, FHC, PCIC and East Asia with no fixed term of repayment. The said advances are due and demandable at anytime.

PWRDC

On July 5, 2018, the Company granted noninterest-bearing, collateral-free advances to PWRDC which are due on demand (see Note 5a). PWRDC paid the full amount in 2020.

PHES, FHC, PCIC and East Asia

The Company has noninterest-bearing, collateral-free advances to PHES, FHC, PCIC and East Asia with no fixed term of repayment. The said advances are due on demand.

The collectability of the aforementioned advances is unconditionally recognized and guaranteed by TWGI, representing the majority stockholder.

c. Interest-bearing Advances from a Related Party

On June 1, 2018, the Company received advances from WCCCHI with an interest of 7.5% per annum and maturity on June 1, 2021. In 2021, WCCCHI extended the maturity of the advances for a period of 2.5 years up to December 31, 2023. Accrued interest payable to WCCCHI amounted to P183.80 million and P136.76 million as at December 31, 2021 and 2020, respectively. Interest expense related to the advances recognized in the separate statement of comprehensive income (loss) amounted to P42.00 million, P43.50 million and P51.69 million in 2021, 2020 and 2019, respectively.

d. Noninterest-bearing Advances from Related Parties

In the ordinary course of business, the Company obtains noninterest-bearing, collateral-free cash and non-cash advances from related parties for working capital purposes. The above advances are due and demandable at anytime.

e. Advances to Subsidiaries

These mainly represent funds provided to support subsidiaries' daily operations (see Note 4).

f. Deposits to Subsidiaries

These represent amounts set aside that will be used as subscription payments by the Company once the planned increase in the authorized capital stock of the subsidiaries has materialized (see Note 4).

g. Equity Securities - at Fair Value through Other Comprehensive Income (FVOCI)

The Company has investment in shares of stocks in WMPD amounting to P12.50 million consisting of 12.50 million shares with par value of P1.00 per share as at December 31, 2019. Additional investment was made in 2020 amounting to P37.50 million consisting of 37.50 million shares. This investment is measured at cost due to the lack of reliable estimates of unobserved inputs, less impairment, if any.

h. KMP

Currently, the Company is being managed by its subsidiaries' KMP. Hence, there is no key management compensation and benefits being recorded by the Company.

i. Details of the allowance for impairment losses related to due from and advances to related parties are as follows:

	2021	2020
WHMC	P98,940,208	P98,940,208
TWGI	59,619,429	59,619,429
MBI	39,746,418	39,746,418
WWGI	15,061,497	15,061,497
WFC	7,940,491	7,940,491
	P221,308,043	P221,308,043

The outstanding balances of related party transactions are generally settled in cash.

Total interest income on the abovementioned advances recognized in the separate statement of comprehensive income (loss) amounted to P60.16 million, P65.69 million and P98.64 million in 2021, 2020 and 2019, respectively.

6. Property and Equipment

Movements in this account are as follows:

	For the Year Ended December 31, 2021			
	Note	Leasehold Improvements	Furniture, Fixtures and Equipment	Total
Cost		P4,815,980	P1,767,795	P6,583,775
Accumulated Depreciation				
Beginning balance		4,631,989	1,767,795	6,399,784
Depreciation	9	183,991	-	183,991
Ending balance		4,815,980	1,767,795	6,583,775
Carrying Amount		P -	P -	P -

	For the Year Ended December 31, 2020			
	Note	Leasehold Improvements	Furniture, Fixtures and Equipment	Total
Cost		P4,815,980	P1,767,795	P6,583,775
Accumulated Depreciation				
Beginning balance		4,425,739	1,767,795	6,193,534
Depreciation	9	206,250	-	206,250
Ending balance		4,631,989	1,767,795	6,399,784
Carrying Amount		P183,991	P -	P183,991

7. Accrued Expenses and Other Payables

This account consists of:

	Note	2021	2020
Accrued interest and penalties	8	P711,242,831	P1,106,279,481
Others		28,237,662	21,188,814
	13	P739,480,493	P1,127,468,295

8. Loan Payable

Social Security System (SSS) Loan

On October 28, 1999, the Company obtained a 5-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 semi-annual payments, after a 1-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 Wellex Industries, Inc. (WII), a related party and by the assignment of 200 million common shares of the 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 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 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 Company, WII and TWGI were given the right to redeem the foreclosed property within 1 year from October 17, 2003, the date of registration of the certificate of sale. The Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Company, WII and TWGI expired.

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

On May 13, 2004, SSS filed a civil suit against the Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of three (3) months from the issuance of RTC order, no attachment bond was posted. Thus on September 16, 2004 and September 17, 2004, the Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of 15 days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of 30 days within which to post the said property bond. On March 7, 2005, the Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Company's petition and granted SSS the 30 days extension to post the said attachment bond. Accordingly, on August 25, 2005, the Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

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

On May 16, 2016, the 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 Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016 was received by the Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the 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 Company only on February 27, 2017 after the specified time of the meeting. The 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 Court of Appeals 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 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 Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021 the SC rendered a favorable decision in favor of the Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and
- SSS to return to the Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

Subsequently, on January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the separate financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as "Reversal of accrual" in the separate statement comprehensive income (loss).

Outstanding principal balance of the loan amounted to P375.00 million as at December 31, 2021 and 2020. Interest expense related to the SSS loan recognized in the separate statement of comprehensive income (loss) amounted to P20.63 million, P60.00 million and P59.92 million in 2021, 2020 and 2019. Accrued interest and penalties presented under “Accrued expenses and other payables” account in the separate statement of financial position amounted to P0.71 billion and P1.17 billion as at December 31, 2021 and 2020, respectively (see Note 7).

9. Other General and Administrative Expenses

This account consists of:

	<i>Note</i>	2021	2020	2019
Depreciation	6	P183,991	P206,250	P206,250
Fines and penalties		-	2,183,000	-
Directors' fees		-	-	175,483
Others		8,344,006	11,899,513	5,480,127
		P8,527,997	P14,288,763	P5,861,860

Others include expenses on employees' allowances, postal services and other miscellaneous expenses.

10. Income Taxes

The Company's current income tax expense in 2021, 2020 and 2019 represents regular corporate income tax being the higher amount compared to minimum corporate income tax.

The components of the income tax benefit are as follows:

	2021	2020	2019
Recognized in Profit or Loss			
Current tax expense			
Current year	P3,893,711	P5,176,869	P11,749,149
Impact of change in tax rate	(431,406)	-	-
	3,462,305	5,176,869	11,749,149
Deferred tax benefit			
Current year	(117,829,760)	(18,000,000)	(17,977,137)
Impact of change in tax rate	11,996,190	-	-
	(105,833,570)	(18,000,000)	(17,977,137)
	(P102,371,265)	(P12,823,131)	(P6,227,988)

The reconciliation of the income tax expense (benefit) computed at the statutory tax rate to the actual income tax benefit presented in the separate statement of comprehensive income (loss) is as follows:

	2021	2020	2019
Income (loss) before income tax benefit	P409,178,796	(P48,565,157)	(P13,776,982)
Statutory tax rate for income tax expense	25.00%	30.00%	30.00%
Income tax expense (benefit)	P102,294,699	(P14,569,547)	(P4,133,095)
Additions to (reductions in) income tax resulting from the tax effects of:			
Change in tax rate	11,564,784	-	-
Nondeductible expenses	358,175	4,390,428	436,070
Income not subjected to income tax	(103,917,408)	(2,644,012)	(2,530,963)
Recognition of previously unrecognized deferred tax asset on accrued interest	(112,671,515)	-	-
	(P102,371,265)	(P12,823,131)	(P6,227,988)

On March 26, 2021, the President of the Philippines approved the Corporate Recovery and Tax Incentives for Enterprises or CREATE Act, with nine provisions vetoed by the President. Below are the salient feature of the CREATE Act that is relevant to the Company.

- Corporate income tax rate is reduced from 30% to 20% for domestic corporations with net taxable income not exceeding P5.00 million and with total assets not exceeding P100.00 million. All other domestic corporations and resident foreign corporations will be subject to 25% income tax. Said reductions are effective July 1, 2020; and
- Minimum corporate income tax rate is reduced from 2% to 1% effective July 1, 2020 to June 30, 2023.

On April 8, 2021, the Bureau of Internal Revenue (BIR) issued the following implementing Revenue Regulations (RR) that are effective immediately upon publication:

- BIR RR No. 2-2021, *Amending Certain Provisions of RR No. 2-98, As Amended, to Implement the Amendments Introduced by Republic Act (R.A.) No. 11534, or the CREATE Act, to the National Internal Revenue Code (NIRC) of 1997, As Amended, Relative to the Final Tax on Certain Passive Income;*
- BIR RR No. 3-2021, *Rules and Regulations Implementing Section 3 of R.A. No. 11534, Otherwise Known as the CREATE Act, Amending Section 20 of the NIRC of 1997, As Amended;*
- BIR RR No. 4-2021, *Implementing the Provisions on VAT and Percentage Tax Under R.A. No. 11534, Otherwise Known as the CREATE Act, Which Further Amended the NIRC of 1997, As Amended, as Implemented by RR No. 16-2005 (Consolidated VAT Regulations of 2005), As Amended; and*
- BIR RR No. 5-2021, *Implementing the New Income Tax Rates on the Regular Income of Corporations, on Certain Passive Incomes, Including Additional Allowable Deductions from Gross Income of Persons Engaged in Business or Practice of Profession Pursuant to R.A. No. 11534 or the CREATE Act, Which Further Amended the NIRC of 1997, As Amended.*

The corporate income tax rate was lowered from 30% to 25% for large corporations on which the Company qualified, effective July 1, 2020.

The deferred tax asset recognized as at December 31, 2021 and 2020 amounting to P177.81 million and P71.98 million, respectively, pertains to the tax effect on the accrued interest expense (see Notes 7 and 8).

11. Right to Provide Venue for Land-based Casinos

PAGCOR has granted the Company the right to provide venue for land-based casinos. By virtue of this right, the Company's subsidiaries, namely WCCCHI and WMCHI, have existing 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 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 leases were renewed on February 15, 2018, for a period of 1 year. On May 29, 2019, the leases were further renewed until the year 2032.

In 2008, the Company file an application for a license of its planned integrated resort, *Grand Waterfront Casino and Hotel*, in Expo Pilipino Entertainment City, commonly known as Entertainment City.

However, PAGCOR failed to respond to the application, and the Company filed legal action in 2015 which Manila RTC ruled in favor of the Company. In 2018, CA upheld the decision, and it ordered PAGCOR to issue the Company a license similar to that of the integrated resorts currently existing in Entertainment City.

In February 2020, the Supreme Court denied the petition of PAGCOR for review and in October 2020, the Company received the notice that the decision has become final and executory.

12. Equity

Capital Stock

Details of capital stock as at December 31, 2021 and 2020 are as follows:

	Number of Common Shares	Amount
Authorized capital stock:		
Common shares at P1 par value each	5,000,000,000	P5,000,000,000
Issued and outstanding	2,498,991,753	P2,498,991,753

A summary of the Company's securities registration is as follows:

<u>Date of Registration/Listing</u>	<u>Securities</u>
March 17, 1995 (Initial Public Offering)	112.50 million shares On October 7, 1994, the SEC approved the increase in the authorized capital stock of the Company to P450.00 million divided into 450 million shares with a par value of P1 per share, out of which, 337.50 million shares were already subscribed.
April 18, 1996	944.97 million shares On September 18, 1995, the BOD resolved to increase the authorized capital stock of the Company to P2.00 billion divided into 2 billion shares with a par value of P1 per share. The purpose of the increase was to finance the construction of WCCCHI's hotel project.
December 15, 1999	888.47 million shares On August 7, 1999, the BOD resolved to increase the authorized capital stock of the Company to P5.00 billion divided into 5 billion shares with a par value of P1 per share. The purpose of the increase was to accommodate the acquisition of DIHCI's outstanding common shares for 888.47 million shares of the Company with an offer price of P2.03 per share.

On July 20, 2007, the BOD resolved to increase the authorized capital stock of the Company to P10.00 billion with 10 billion shares at par value of P1 per share. This resolution was ratified by the Company's stockholders owning at least two-thirds of the outstanding capital stock during the annual stockholders' meeting held on August 25, 2007.

In 2009, the BOD passed a resolution temporarily suspending the implementation of the above proposed increase in the authorized capital stock of the Company. As at December 31, 2021, the Company has no updated plans to increase its authorized capital stock, or to modify any issued shares or to exchange them to another class.

The Company has not sold any unregistered securities for the past 3 years. As at December 31, 2021 and 2020, the Company has 2.50 billion shares listed on the PSE and has a total of 432 shareholders and 435 shareholders, respectively.

Capital Management

The primary objective of the Company'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 Company's overall strategy remains unchanged from 2021 and 2020.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to its shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes in 2021 and 2020.

For purposes of the Company's capital management, capital includes all equity items that are presented in the separate statement of changes in equity.

The Company's capital management, among other things, aims to ensure that it meets financial covenants attached to the Omnibus Loan and Security Agreement (the Agreement) (see Note 15). Breaches in meeting the financial covenants would permit the bank to immediately call the loans. As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement (see Note 15).

13. Financial Instruments - Fair Values and Risk Management

Risk Management Structure

BOD

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Company. 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 Company'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 Company's risks in line with the policies and limits set by the BOD.

Financial Risk Management Objectives and Policies

The Company's principal financial instruments comprise of cash in bank, advances to subsidiaries, due from related parties, equity securities - at FVOCI, accrued expenses and other payables, loan payable and due to related parties. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Company are credit risk and liquidity risk. The Company's management reviews and approves policies for managing each of these risks, which are summarized below.

Credit Risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from related parties. There has been no change to the Company's exposure to credit risks or the manner in which it manages and measures the risk since prior financial year.

The table below shows the credit quality of the Company's financial assets based on their historical experience with the corresponding debtors and subsidiaries (in thousands):

	2021			
	At Amortized Cost			
	FVOCI	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired
Grade A	P50,000	P825,914	P -	P -
Grade B	-	1,963,674	-	-
Grade C	-	221,311	-	-
Gross carrying amount	50,000	3,010,899	-	-
Loss allowance	-	221,311	-	-
Carrying amount	P50,000	P2,789,588	P -	P -

	2020			
	At Amortized Cost			
	FVOCI	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired
Grade A	P50,000	P993,810	P -	P -
Grade B	-	1,785,476	-	-
Grade C	-	221,310	-	-
Gross carrying amount	50,000	3,000,596	-	-
Loss allowance	-	221,310	-	-
Carrying amount	P50,000	P2,779,286	P -	P -

The credit grades used by the Company in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the separate statement of financial position (or in the detailed analysis provided in the notes to the separate financial statements), as summarized below:

	Note	2021	2020
Cash in bank		P38,500	P21,139
Advances to subsidiaries	4	564,535,687	569,204,432
Due from related parties	5	2,446,324,331	2,431,370,177
Equity securities - at FVOCI	5	50,000,000	50,000,000
		P3,060,898,518	P3,050,595,748

Except for the impaired advances to subsidiaries amounting to P161.69 million and due from related parties amounting to P59.62 million, management believes that all its financial assets are of standard grade and of good credit quality. Standard grade financial assets are those past due but not impaired receivables and with fair collection status. This category includes credit grades 4-5. The standard grade category includes those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a considerable length of time.

The following table summarizes the aging and credit quality of the Company's financial assets as at December 31 (in thousands):

2021	Total	Neither Past Due nor Impaired	Past Due but not Impaired				Impaired
			<30 Days	31 - 60 Days	61 - 90 Days	>90 Days	
Cash in bank	P39	P39	P -	P -	P -	P -	P -
Advances to subsidiaries	564,536	402,845	-	-	-	-	161,691
Due from related parties	2,446,324	423,030	-	-	-	1,963,674	59,620
Equity securities - at FVOCI	50,000	50,000	-	-	-	-	-
	P3,060,899	P875,914	P -	P -	P -	P1,963,674	P221,311

2020	Total	Neither Past Due nor Impaired	Past Due but not Impaired				Impaired
			<30 Days	31 - 60 Days	61 - 90 Days	>90 Days	
Cash in bank	P21	P21	P -	P -	P -	P -	P -
Advances to subsidiaries	569,204	407,513	-	-	-	-	161,691
Due from related parties	2,431,370	412,370	-	-	-	1,959,380	59,620
Equity securities - at FVOCI	50,000	50,000	-	-	-	-	-
	P3,050,595	P869,904	P -	P -	P -	P1,959,380	P221,311

Allowance for impairment losses of P221.31 million on the Company's advances to subsidiaries and due from related parties was recognized by the Company as at December 31, 2021 and 2020, respectively (see Notes 4 and 5).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due because of an inability to liquidate assets or obtain adequate funding. The Company's exposure to liquidity risk arises primarily from mismatches of the financial assets and financial liabilities. There has been no change to the Company's exposure to liquidity risks or the manner in which it manages and measures the risk since prior financial year.

The Company monitors and maintains a level of cash deemed adequate by the management to finance its activities. Additional short-term funding is obtained from related party advances and bank loans, when necessary.

The financial liabilities of the Company at the reporting date include accrued expenses and other payables, current portion of due to related parties and loan payable which are all short-term in nature and are payable within 1 year from the reporting date. In order to meet its maturing financial obligations, the Company will use the cash collections from its related parties.

The table below summarizes the maturity profile of the Company's financial liabilities as at December 31, based on contractual undiscounted payments (in thousands):

2021	Note	Total Carrying Amount	Contractual Undiscounted Payments				
			Total	On Demand	< 1 Year	1 to 5 Years	> 5 Years
Accrued expenses and other payables	7	P739,480	P739,480	P739,480	P -	P -	P -
Loan payable	8	375,000	375,000	375,000	-	-	-
Due to related parties	5	1,431,119	1,431,119	1,431,119	-	-	-
		P2,545,599	P2,545,599	P2,545,599	P -	P -	P -

2020	Note	Total Carrying Amount	Contractual Undiscounted Payments				
			Total	On Demand	< 1 Year	1 to 5 Years	> 5 Years
Accrued expenses and other payables	7	P1,127,468	P1,127,468	P1,127,468	P -	P -	P -
Loan payable	8	375,000	375,000	375,000	-	-	-
Due to related parties	5	1,432,422	1,432,422	1,432,422	-	-	-
		P2,934,890	P2,934,890	P2,934,890	P -	P -	P -

Fair Value of Financial Instruments

The carrying amount of cash, advances to subsidiaries, noninterest-bearing due from related parties, accrued expenses and other payables and due to related parties approximate their fair values due to the short-term maturity of these instruments.

The equity securities at FVOCI are not actively traded in organized financial markets, thus, its fair value cannot be determined reliably. In effect, the investment is carried at cost less impairment loss, if any.

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

The table below summarizes the carrying amounts and fair values of the Company's financial assets and liabilities as at December 31, 2021 and 2020 (in thousands):

	2021		2020	
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Assets				
Cash in bank	P39	P39	P21	P21
Advances to subsidiaries - net	402,845	402,845	407,513	407,513
Due from related parties - net	2,386,704	2,386,704	2,371,752	2,371,752
Equity securities - at FVOCI	50,000	50,000	50,000	50,000
	P2,839,588	P2,839,588	P2,829,286	P2,829,286

	2021		2020	
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Liabilities				
Accrued expenses and other payables	P739,480	P739,480	P1,127,468	P1,127,468
Loan payable	375,000	375,000	375,000	375,000
Due to related parties	1,431,119	1,431,119	1,432,422	1,432,422
	P2,545,599	P2,545,599	P2,934,890	P2,934,890

The approximation of the fair values of the Company's financial assets and liabilities are based on Level 3, except for equity securities - at FVOCI which is based on Level 1 of the fair value hierarchy.

14. BIR Assessment

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

On December 8, 2009, the 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 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 value-added tax (VAT) and compromise penalty assessments. The Company decided not to contest the EWT assessment. The BIR filed its MR on December 4, 2012 and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

The 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. As at the date of the authorization for issue of the separate financial statements, the Company is still awaiting SC's decision.

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

15. Omnibus Loan and Security Agreement

On December 21, 2017, the Company, WCCCHI, WMCHI, DIHCI, CRDC and PRC (collectively, the Borrowers) entered into the Agreement with Philippine Bank of Communications (PBCOM) for the latter to provide the Borrowers multiple term loan facilities (the Loan Facilities) for general corporate purposes in the maximum aggregate amount of up to P1.50 billion.

The Loan Facilities consists of the following:

Facility 1 - represents secured term loan facility in the amount of P850.00 million available through a single or multiple drawdowns with term of 54 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated. Commitment period means the period commencing from the date of the agreement and terminating on the earliest of: (a) six (6) months from the signing of the Agreement; (b) the date when the commitment is fully drawn or availed by mutual agreement of the parties; or (c) the date when the commitment is terminated or cancelled in accordance with the terms of the Agreement.

Facility 2 - represents secured term loan facility in the amount of P200.00 million available through a single or multiple drawdowns with term of 54 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated.

Facility 3 - represents secured term loan facility in the amount of P450.00 million available through a single or multiple drawdowns with term of 42 months from the initial drawdown date, regardless of the number of drawdowns. Any amount not drawn after the expiration of the commitment period shall be automatically cancelled and may not be reinstated. Facility 3 requires, on or before the initial drawdown date, the borrower to cause the relevant mortgagors to constitute in favor of PBCOM a first ranking real estate mortgage over Davao Agricultural Property located at Matina, Pangl, Tolomo, Davao City consisting of parcels of agricultural real property containing an aggregate area of 70 hectares registered in the names of CRDC and PRC, and Locob property still registered in the name of an individual, and register such security interest with appropriate Registry of Deeds.

The loan principal is repayable on equal monthly installments to commence at the end of sixth (6th) month from the initial drawdown date subject to balloon payment upon maturity. Interest is charged at the higher of four (4)-year PDSTR2 rate on the date of availment and spread of 3.25% per annum or 7.75% per annum, and repayable monthly from the drawdown date.

The Loan Facilities are secured by chattel and real mortgages over various operating assets of WCCCHI and DIHCI; real estate mortgages over Davao Agricultural Property; assignment over leasehold rights on the land owned by Mactan Cebu International Airport Authority on which WCCCHI stands; and pledge of shares of stocks representing ownership of the Company in WCCCHI and DIHCI.

Each of the Borrowers is required to comply with certain covenants during the term of the Agreement and until the full payment of the amounts due which include, among others:

1. Debt to Equity Ratio of not higher than 2.5:1;
2. Debt Service Coverage Ratio of at least 1.25x;

3. To appoint PBCOM's nominees as Corporate Secretary in WCCCHI and DIHCI and nominate and elect such number of PBCOM's nominees as will comprise the majority of the Board of Directors in WCCCHI and DIHCI, provided however, that the exercise of the abovementioned proxy and/or voting rights granted to PBCOM shall be exercised solely for the purpose of protecting, preserving, and enforcing its rights and interests under the Agreement and shall not be used by the latter to effect any takeover of the day-to-day operations of said corporations; and
4. Negative covenants which prohibit each of the Borrowers to:
 - Change the nature or scope of its business as presently conducted, or liquidate or dissolve, or enter into any consolidation, merger, pool, joint venture, syndicate or other combination, or sell, lease or dispose of a substantial portion (as determined by PBCOM) of its business or assets, with market or book value of P500.00 million or more;
 - Permit any change in ownership (direct or indirect), management or control of its business, which results in the present majority stockholders ceasing to hold, whether directly or indirectly through any person beneficially, at least sixty-eight percent (68%) of the direct or indirect beneficial or economic interest in each of the Borrowers;
 - Declare or pay dividends to stockholders and make any capital or asset distribution to stockholders;
 - Purchase, redeem, retire or otherwise acquire for value any of capital stock now or hereafter outstanding (other than as a result of the conversion of any shares of capital stock into shares of any other class of capital stock), return any capital to its stockholders as such, or make any distribution of assets to its stockholders as such (other than distribution payable in shares of its own outstanding capital stock);
 - File any legal action to question any corporate act or transaction;
 - Extend any loans, advances or subsidies to any corporation, partnership or entity owned by the Borrowers or in which it may have equity, other than advances in the ordinary course of business; and
 - Extend any loans or advances to any of its directors, officers, stockholders, affiliates and partners other than advances in the ordinary course of business.

As at December 31, 2021 and 2020, WCCCHI did not meet the minimum debt service coverage ratio of 1.25:1 as described in Section 4.4 Debt Service Coverage Ratio of the Agreement. While there was such non-compliance, the Agreement provides a process including notifications between WCCCHI and PBCOM prior to a declaration of default. In relation to this, WCCCHI notified PBCOM of the said breach which was subsequently waived by the latter. Thus, the noted breach did not result in an event of default and did not have the effect of rendering the loans immediately due and demandable.

All drawdowns were made by WCCCHI. The outstanding balances of the loans under the Loan Facilities are presented in the financial position of WCCCHI as follows:

2021

Loan Facility	Current Portion	Noncurrent Portion	Outstanding Balance
Facility 1	P518,085,106	P -	P518,085,106
Facility 2	117,021,276	-	117,021,276
Facility 3	-	-	-
	P635,106,382	P -	P635,106,382

2020

Loan Facility	Current Portion	Noncurrent Portion	Outstanding Balance
Facility 1	P102,127,660	P518,085,106	P620,212,766
Facility 2	25,531,915	117,021,276	142,553,191
Facility 3	125,000,000	-	125,000,000
	P252,659,575	P635,106,382	P887,765,957

The drawdowns and payments made by WCCCHI under the Loan Facilities are presented below:

2021

Loan Facility	Drawdown Date	Maturity Date	Payment Terms	Monthly Amortization	Principal	Principal Payments	Outstanding Balance
Facility 1	3/13/2018	9/12/2022	54 months	P8,510,638	P850,000,000	P331,914,894	P518,085,106
Facility 2	3/20/2018	9/19/2022	54 months	2,127,660	200,000,000	82,978,724	117,021,276
Facility 3	4/10/2018	10/9/2021	42 months	12,500,000	450,000,000	450,000,000	-
					P1,500,000,000	P864,893,618	P635,106,382

2020

Loan Facility	Drawdown Date	Maturity Date	Payment Terms	Monthly Amortization	Principal	Principal Payments	Outstanding Balance
Facility 1	3/13/2018	9/12/2022	54 months	P8,510,638	P850,000,000	P229,787,234	P620,212,766
Facility 2	3/20/2018	9/19/2022	54 months	2,127,660	200,000,000	57,446,809	142,553,191
Facility 3	4/10/2018	10/9/2021	42 months	12,500,000	450,000,000	325,000,000	125,000,000
					P1,500,000,000	P612,234,043	P887,765,957

Total interest expense paid by WCCCHI arising from the Loan Facilities amounted to P59.83 million, P87.27 million and P119.78 million in 2021, 2020 and 2019, respectively.

16. Other Matter - Continuing Impact of COVID-19

The COVID-19 outbreak has spread across the globe causing disruptions to businesses and economic activities. On January 30, 2020, the World Health Organization announced COVID-19 as a global health emergency and, on March 11, 2020, declared it as a pandemic.

As at the date of the authorization for issue of the separate financial statements, Cebu City been placed under Alert Level 1 which allows all establishments, persons, or activities to operate, work, or be undertaken at full on-site or venue/seating capacity provided it is consistent with the minimum public health standards.

The Company has assessed that COVID-19 will still have continuing significant impact on its operations. The subsequent impact of this outbreak especially on the Company's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Company's separate financial statements when these become estimable.

17. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these separate financial statements.

Financial Instruments

Recognition and Initial Measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial Assets

On initial recognition, a financial asset is classified as measured at: amortized cost; FVOCI - debt investment; FVOCI - equity investment; or FVTPL.

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

Debt Instruments

Financial Assets at Amortized Cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

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

Included in this category are the Company's cash in bank, advances to subsidiaries, and due from related parties.

Cash in Bank

Cash in bank is stated at face value.

FVOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

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

There is no financial asset that is a debt instrument measured at FVOCI as at December 31, 2021 and 2020.

FVTPL

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

There are no financial assets at FVTPL as at the date of initial application and as at December 31, 2021 and 2020.

Equity Instruments

Financial assets that are equity instruments shall be classified under any of the following categories:

- Financial assets measured at FVTPL which shall include financial assets held for trading; or
- Financial assets at FVOCI which shall consist of equity instruments that are irrevocably designated at FVOCI at initial recognition that are neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which PFRS 3, *Business Combinations*, applies. This election is made on an instrument-by-instrument basis.

Included in this category are the Company's equity securities - at FVOCI.

Equity Securities - at FVOCI

Equity securities at FVOCI are nonderivative financial assets that are either designated in this category or not classified in any of the other categories. Changes in the fair value of such assets are accounted for as other comprehensive income (OCI) and included in the fund balance. These financial assets are classified as noncurrent assets unless there is intention to dispose of such assets within 12 months from the reporting date.

The fair value of equity securities at FVOCI that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business of the reporting date. For equity securities at FVOCI where there is no active market, fair value is determined using valuation techniques. However, when fair value cannot be determined reliably, the investment is accounted for at cost less impairment loss, if any.

The Company's financial assets measured at FVOCI pertain to equity securities carried at cost.

Equity securities at cost represent investment holdings that the Company originally intended to hold for long-term strategic purposes. The Company recognized this investment at cost because these investments do not have a quoted market price in an active market, and its fair value cannot be measured reliably. An assessment for impairment is undertaken at least each reporting date whether or not there is objective evidence that the financial asset is impaired.

Business Model Assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- a. the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- b. how the performance of the portfolio is evaluated and reported to the Company's management;
- c. the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- d. how managers of the business are compensated - e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- e. the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Assessment whether Contractual Cash Flows are Solely Payments of Principal and Interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instruments. This includes assessing whether the financial asset contains contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified asset.

Subsequent Measurement of Financial Assets

Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Amounts recognized in OCI are not classified to profit or loss. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Impairment of Financial Assets

At the date of initial application of PFRS 9, the Company uses reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that a financial instrument was initially recognized and compared that to the credit risk at the date of initial application. Lifetime ECLs result from all possible default events over the expected life of a financial instruments while 12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or a shorter period of the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECL

ECL are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECL are discounted at the effective interest rate of the financial assets.

Credit-impaired Financial Assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Objective evidence that financial assets were impaired included:

- default or delinquency by a debtor;
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- indications that a debtor or issuer would enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- the disappearance of an active market for a security because of financial difficulties; or
- observable data indicating that there was a measurable decrease in the expected cash flows from a group of financial assets.

Presentation of Allowance for ECL in the Separate Statement of Financial Position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

For debt investments at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI.

Financial Liabilities

Classification, Subsequent Measurement and Gains and Losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative, or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

As at December 31, 2021 and 2020, other financial liabilities at amortized cost include accrued expenses and other payables, due to related parties and loan payable (see Notes 5, 7 and 8). There are no financial liabilities measured at FVTPL.

Derecognition of Financial Instruments

Financial Asset

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial Liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the separate statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is generally not the case with master netting agreements, thus, the related assets and liabilities are presented at gross amounts in the separate statement of financial position.

As at December 31, 2021 and 2020, only due to/from related party transactions were offset in the separate financial statements. The said accounts were being set-off because the management intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Determination of Fair Values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and nonfinancial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes, when necessary, based on the market values, being the estimated amount for which assets could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The different levels of fair value of financial instruments carried at fair value, by valuation method have been defined as follows:

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Current and Noncurrent Classification

The Company presents assets and liabilities in the statement of financial position based on current/noncurrent classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

The Company classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent.

Investments in Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity if, and only if, the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the 3 elements of control.

The Company carries its investments in shares of stock of its subsidiaries under the cost method of accounting for investments. Under this method, investments are carried at cost less impairment losses. The investor recognizes income from the investment only to the extent that the investor receives distributions from accumulated profits of the investee arising after the date of the acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognized as a reduction of the cost of the investment.

Property and Equipment

Measurement at Recognition

Upon recognition, items of property and equipment are measured at cost which comprises the purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use.

Measurement Subsequent to Recognition

Property and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent Costs

Subsequent costs that can be measured reliably are added to the carrying amount of the asset when it is probable that future economic benefits associated with the asset will flow to the Company. The costs of day-to-day servicing of an asset are recognized as an expense in the period in which they are incurred.

Depreciation

Depreciation is computed using the straight-line method over the estimated useful lives of furniture, fixtures and equipment ranging from 5 to ten (10) years. Leasehold improvements are depreciated using the straight-line method over the term of the lease or the estimated useful lives of the improvements, whichever is shorter.

The estimated useful lives and the depreciation method are reviewed at each reporting date to ensure that these are consistent with the expected pattern of economic benefits from those assets.

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

When an asset is disposed of, or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and related accumulated depreciation and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

Impairment of Nonfinancial Assets

The carrying amounts of the Company's nonfinancial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the impaired asset is estimated.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment losses on assets recognized at cost are recognized in the profit or loss. However, impairment losses on revalued assets are recognized in the statement of changes in equity as a reduction of revaluation surplus to the extent that the impairment losses do not exceed the amount in the revaluation surplus.

The recoverable amount is the higher of the asset's fair value less costs of disposal and value in use (VIU). Fair value less costs of disposal is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, less the costs of disposal. In assessing VIU, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset being evaluated. If an asset does not generate cash inflows that are largely independent of those from other assets, the recoverable amount is determined for the CGU to which the asset belongs.

An impairment loss is reversed if there has been a change in the estimates used to determine the carrying amount. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized. Reversals of impairments are recognized in profit or loss, unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Revenue Recognition

Revenue from Contracts with Customers

The Company's business is primarily engaged in holding 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 following specific recognition criteria must also be met before revenue is recognized:

Interest Income

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

Miscellaneous Income

Other Income is recognized when earned.

Determination of whether the Company is Acting as a Principal or an Agent

The Company assesses its revenue arrangements against the following criteria to determine whether it is acting as a principal or an agent:

- whether the Company has primary responsibility for providing the goods and services;
- whether the Company has discretion in establishing prices; and
- whether the Company bears the credit risk.

If the Company has determined it is acting as a principal, the Company recognizes revenue on a gross basis with the amount remitted to the other party being accounted as part of costs and expenses. If the Company has determined it is acting as agent, only the net amount retained is recognized as revenue.

The Company assessed its revenue arrangements and concluded that it is acting as principal in all arrangements.

Expense Recognition

Expenses are recognized in profit or loss upon utilization of the service or at the date they are incurred. Interest expense are reported on an accrual basis.

Related Party Relationship

A related party relationship exists when one party has the ability to control, directly or indirectly, through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its KMP, directors, or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Income Taxes

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that they relate to items recognized in equity or OCI.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Philippine Accounting Standards (PAS) 37, *Provisions, Contingent Liabilities and Contingent Assets*.

Current Tax

Current tax comprises the expected tax payable on the taxable income for the year and any adjustment to the tax payable in respect of previous years. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

Deferred tax assets and liabilities are offset if and only if it has a legally enforceable right to set off current tax assets and liabilities, and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax assets and liabilities on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Equity

Capital stock is classified as equity and is determined using the nominal value of share that have been issued. Capital stock is recognized at par value for all issued shares. Consideration received in excess of par value is recognized as additional paid-in capital net of incremental costs that are directly attributable to the issuance of new shares.

Accumulated deficit includes accumulated results of operations as reported in the separate statement of comprehensive income (loss) less any dividends declared. Dividends are recorded in the period in which the dividends are approved by the BOD.

Provisions and Contingencies

A provision is a liability of uncertain timing or amount. It is recognized when the Company has a legal or constructive obligation as a result of a past event; when it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. The amount to be recognized as provision shall be the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

When it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognized in the separate financial statements but are disclosed when the inflow of economic benefits is probable.

Events After the End of the Reporting Date

The Company identifies post year-end events as events that occurred after the reporting date but before the date when the financial statements were authorized for issue. Any post year-end events that provide additional information about the Company's financial position or performance at the end of a reporting period (adjusting events) are recognized in the financial statements. Events that are not adjusting events are disclosed in the notes to the financial statements when material.

Amendments to Standards Issued Not Yet Adopted

A number of amendments to standards are effective for annual periods beginning after January 1, 2021. However, the Company has not early adopted the following amendments to standards in preparing these financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Company's financial statements.

To be Adopted January 1, 2022

- Property, Plant and Equipment - Proceeds before Intended Use (Amendments to PAS 16, *Property, Plant and Equipment*). The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a company's ordinary activities, the amendments require the company to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the statement of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the statement of comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments apply retrospectively, but only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the company first applies the amendments.

- Onerous Contracts - Cost of Fulfilling a Contract (Amendment to PAS 37). The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e. it comprises both incremental costs and an allocation of other direct costs.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated. Earlier application is permitted.

- Annual Improvements to PFRSs 2018-2020. This cycle of improvements contains amendments to 4 standards. The following are applicable to the Company:
 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9). The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

To be Adopted January 1, 2023

- Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1, *Presentation of Financial Statements*). To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:
 - removed the requirement for a right to defer settlement of a liability for at least 12 months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;
 - clarified that a right to defer settlement exists only if the company complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and
 - clarified that settlement of a liability includes transferring a company's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

In November 2021, the International Accounting Standards Board issued the Exposure Draft, *Noncurrent Liabilities with Covenants*, after considering stakeholder feedback on the December 2020 tentative agenda decision issued by the IFRS Interpretations Committee about the amendments. The exposure draft proposes to again amend IAS 1 as follows:

- Conditions which the entity must comply within twelve months after the reporting period will have no effect on the classification as current or noncurrent.
- Additional disclosure requirements will apply to noncurrent liabilities subject to such conditions to enable the assessment of the risk that the liability could become repayable within twelve months.
- Separate presentation in the statement of financial position will be required for noncurrent liabilities for which the right to defer settlement is subject to conditions within 12 months after the reporting period.
- The effective date of the amendments will be deferred to no earlier than January 1, 2024.

Comments on the Exposure Draft was due on March 21, 2022.

- Definition of Accounting Estimates (Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). To clarify the distinction between changes in accounting policies and changes in accounting estimates, the amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an accounting estimate is developed to achieve the objective set out by an accounting policy. Developing an accounting estimate includes both selecting a measurement technique and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in such inputs or measurement techniques are changes in accounting estimates. The definition of accounting policies remains unchanged. The amendments also provide examples on the application of the new definition.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted, and will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the amendments are applied.

- Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2, *Making Materiality Judgements*). The amendments are intended to help companies provide useful accounting policy disclosures. The key amendments to PAS 1 include:
 - requiring companies to disclose their material accounting policies rather than their significant accounting policies;
 - clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
 - clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The amendments to PFRS Practice Statement 2 include guidance and additional examples on the application of materiality to accounting policy disclosures.

The amendments are effective from January 1, 2023. Earlier application is permitted.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to PAS 12, *Income Taxes*). The amendments clarify that the initial recognition exemption does not apply to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning obligations. The amendments apply for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities will be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other appropriate component of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

18. Subsequent Event

On March 22, 2022, the Borrowers entered into a Supplemental Loan Agreement to the Agreement with PBCOM granting the Borrowers additional multiple loan facilities (the New Loan Facilities) for the following purposes: (1) refinancing the outstanding loan obligation; (2) payment of any and all fees, stamps, and other taxes to the execution and delivery of the loan documents in order to implement the refinancing; and, (3) general corporate requirements, in the maximum aggregate amount of P3.05 billion. The New Loan Facilities are secured by the chattel and real estate mortgages and other security interests under the Agreement as well as the following: additional chattel mortgage over various properties of WMCHI; pledge of movable assets consisting of machinery and equipment owned by WCCCHI, WMCHI and DIHCI; assignment over leasehold rights on the land owned by MCIAA on which WMCHI stands; and the assignment of the PAGCOR rental receivables of WCCCHI and WMCHI. Each of the Borrowers are required to comply the same covenants set forth under the Agreement. As at the date of the authorization for issue of the separate financial statements, no drawdown has been made by the Borrowers on the New Loan Facilities.

19. Supplementary Information Required Under RR No. 15-2010 of the BIR

In addition to the disclosures mandated under PFRSs, and such other standards and/or conventions as may be adopted, companies are required by the BIR to provide in the notes to the basic separate financial statements, certain supplementary information for the taxable year. The amounts relating to such supplementary information may not necessarily be the same with those amounts disclosed in the separate financial statements which were prepared in accordance with PFRSs. The following are the tax information required for the taxable year ended December 31, 2021.

A. Withholding Taxes

During the year, the Company withheld expanded withholding tax amounting to P88,000.

B. All Other Taxes (Local and National)

***Other taxes paid during the year recognized as
"Taxes and licenses" under General and
Administrative Expenses***
License and other fees

P321,720

C. Deficiency Tax Assessments

As at December 31, 2021, the Company is still awaiting SC's decision on its appeal related to the VAT assessment for taxable year 2006.



Reference No : 462200047291748
Date Filed : April 18, 2022 09:48 AM
Batch Number : 0



Republic of the Philippines
Department of Finance
Bureau of Internal Revenue

For BIR Use Only: BCS/Item:

BIR Form No. 1702-RT January 2018(ENCS) Page 1		Annual Income Tax Return For Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate <i>Enter all required information in CAPITAL LETTERS. Mark applicable boxes with an "X". Two Copies MUST be filed with the BIR and one held by the taxpayer.</i>			 1702-RT 01/18ENCS P1	
1 For <input checked="" type="radio"/> Calendar <input type="radio"/> Fiscal	2 Year Ended (MM/20YY) 12/2021	3 Amended Return? <input type="radio"/> Yes <input checked="" type="radio"/> No	4 Short Period Return? <input type="radio"/> Yes <input checked="" type="radio"/> No	5 Alphanumeric Tax Code (ATC) IC055 Minimum Corporate Income Tax (MCIT) <input checked="" type="checkbox"/>		

Part I - Background Information									
6 Taxpayer Identification Number (TIN)	003	-	978	-	254	-	000	7 RDO Code	080
8 Registered Name (Enter only 1 letter per box using CAPITAL LETTERS) WATERFRONT PHILIPPINES INCORPORATED									
9A Registered Address (Indicate complete registered address) IPT BLDG.PRE-DEP AREA MCIAA MACTAN LAPULAPU CITY									
9B Zipcode 6015									
10 Date of Incorporation/Organization (MM/DD/YYYY)									
11 Contact Number 3404888					12 Email Address f.cabugoy@waterfronthotels.net				

13 Method of Deductions	<input checked="" type="radio"/> Itemized Deductions [Section 34 (A-J), NIRC]	<input type="radio"/> Optional Standard Deduction (OSD) - 40% of Gross Income [Section 34(L), NIRC as amended by RA No. 9504]
-------------------------	-------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------


Part II - Total Tax Payable		(Do NOT enter Centavos)
14 Total Income Tax Due (Overpayment) (From Part IV Item 43)		3,893,711
15 Less: Total Tax Credits/Payments (From Part IV Item 55)		1,285,735
16 Net Tax Payable (Overpayment) (Item 14 Less Item 15) (From Part IV Item 56)		2,607,976
Add Penalties		
17 Surcharge		0
18 Interest		0
19 Compromise		0
20 Total Penalties (Sum of Items 17 to 19)		0
21 TOTAL AMOUNT PAYABLE (Overpayment) (Sum of Item 16 and 20)		2,607,976
If Overpayment, mark "X" one box only (Once the choice is made, the same is irrevocable)		
<input type="radio"/> To be refunded <input type="radio"/> To be issued a Tax Credit Certificate (TCC) <input type="radio"/> To be carried over as tax credit next year/quarter		

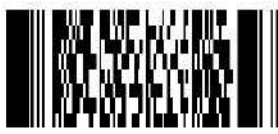
We declare under the penalties of perjury that this annual return has been made in good faith, verified by us, and to the best of our knowledge and belief, is true and correct pursuant to the provisions of the National Internal Revenue Code, as amended, and the regulations issued under authority thereof. (If Authorized Representative, attach authorization letter and indicate TIN)

Signature over printed name of President/Principal Officer/Authorized Representative				Signature over printed name of Treasurer/Assistant Treasurer				22 Number of Attachments
Title of Signatory	KENNETH T GATCHALIA	TIN	117922153	Title of Signatory	ELVIRA A TING	TIN	117922153	4

Part III - Details of Payment				
Particulars	Drawee Bank/Agency	Number	Date (MM/DD/YYYY)	Amount
23 Cash/Bank Debit Memo				0
24 Check				0
25 Tax Debit Memo				0
26 Others (Specify Below)				0

Machine Validation/Revenue Official Receipts Details (if not filed with an Authorized Agent Bank)	Stamp of receiving Office/AAB and Date of Receipt (RO's Signature/Bank Teller's Initial)
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BIR Form No. 1702-RT January 2018(ENCS) Page 2		Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate		 1702-RT 01/18ENCS P2	
Taxpayer Identification Number (TIN)			Registered Name		
003	978	254	000	WATERFRONT PHILIPPINES INCORPORATED	
Part IV - Computation of Tax (Do NOT enter Centavos)					
27 Sales/Receipts/Revenues/Fees				0	
28 Less: Sales Returns, Allowances and Discounts				0	
29 Net Sales/Receipts/Revenues/Fees (Item 27 Less Item 28)				0	
30 Less: Cost of Sales/Services				0	
31 Gross Income from Operation (Item 29 Less Item 30)				0	
32 Add: Other Taxable Income Not Subjected to Final Tax				68,727,674	
33 Total Taxable Income (Sum of Items 31 and 32)				68,727,674	
Less: Deductions Allowable under Existing Law					
34 Ordinary Allowable Itemized Deductions (From Part VI Schedule I Item 18)			53,152,829		
35 Special Allowable Itemized Deductions (From Part VI Schedule II Item 5)			0		
36 NOLCO (only for those taxable under Sec. 27(A to C); Sec. 28(A)(1) & (A)(6)(b) of the tax Code) (From Part VI Schedule III Item 8)			0		
37 Total Deductions (Sum of Items 34 to 36)			53,152,829		
OR [in case taxable under Sec 27(A) & 28(A)(1)]					
38 Optional Standard Deduction (40% of Item 33)			0		
39 Net Taxable Income/(Loss) (If Itemized: Item 33 Less Item 37; If OSD: Item 33 Less Item 38)				15,574,845	
40 Applicable Income Tax Rate				25%	
41 Income Tax Due other than Minimum Corporate Income Tax (MCIT) (Item 39 x Item 40)				3,893,711	
42 MCIT Due (2% of Item 33)				687,277	
43 Tax Due (Normal Income Tax Due in Item 41 OR the MCIT Due in Item 42, whichever is higher) (To Part II Item 14)				3,893,711	
Less: Tax Credits/Payments (attach proof)					
44 Prior Year's Excess Credits Other Than MCIT				0	
45 Income Tax Payment under MCIT from Previous Quarter/s				0	
46 Income Tax Payment under Regular/Normal Rate from Previous Quarter/s				0	
47 Excess MCIT Applied this Current Taxable Year (From Part VI Schedule IV Item 4)				0	
48 Creditable Tax Withheld from Previous Quarter/s per BIR Form No. 2307				0	
49 Creditable Tax Withheld per BIR Form No. 2307 for the 4th Quarter				1,285,735	
50 Foreign Tax Credits, if applicable				0	
51 Tax Paid in Return Previously Filed, if this is an Amended Return				0	
52 Special Tax Credits (To Part V Item 58)				0	
Other Credits/Payments (Specify)					
53				0	
54				0	
55 Total Tax Credits/Payments (Sum of Items 44 to 54) (To Part II Item 15)				1,285,735	
56 Net Tax Payable / (Overpayment) (Item 43 Less Item 55) (To Part II Item 16)				2,607,976	
Part V - Tax Relief Availment					
57 Special Allowable Itemized Deductions (Item 35 of Part IV x Applicable Income Tax Rate)				0	
58 Add: Special Tax Credits (From Part IV Item 52)				0	
59 Total Tax Relief Availment (Sum of Items 57 and 58)				0	

BIR Form No. 1702-RT January 2018(ENCS) Page 3	Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate	 1702-RT 01/18ENCS P3
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Taxpayer Identification Number (TIN)	Registered Name
003 -978 -254 -000	WATERFRONT PHILIPPINES INCORPORATED

Schedule I - Ordinary Allowable Itemized Deductions *(Attach additional sheet/s, if necessary)*

1 Amortizations	0
2 Bad Debts	0
3 Charitable Contributions	0
4 Depletion	0
5 Depreciation	183,991
6 Entertainment, Amusement and Recreation	687,277
7 Fringe Benefits	0
8 Interest	42,001,764
9 Losses	0
10 Pension Trust	0
11 Rental	0
12 Research and Development	0
13 Salaries, Wages and Allowances	7,909,377
14 SSS, GSIS, Philhealth, HDMF and Other Contributions	0
15 Taxes and Licenses	321,730
16 Transportation and Travel	0
17 Others (Deductions Subject to Withholding Tax and Other Expenses) <i>[Specify below; Add additional sheet(s), if necessary]</i>	
a Janitorial and Messengerial Services	0
b Professional Fees	895,675
c Security Services	0
d OUTSIDE SERVICES	542,386
e MANAGEMENT CONSULTANCY FEE	540,000
f INSURANCE	69,668
g COMMUNICATION, LIGHT AND WATER	961
h	0
i	0
☑	
18 Total Ordinary Allowable Itemized Deductions <i>(Sum of Items 1 to 17i) (To Part IV Item 34)</i>	53,152,829

Schedule II - Special Allowable Itemized Deductions *(Attach additional sheet/s, if necessary)*

Description	Legal Basis	Amount
1		0
2		0
3		0
4		0
☑		
5 Total Special Allowable Itemized Deductions <i>(Sum of Items 1 to 4) (To Part IV Item 35)</i>		0

BIR Form No. 1702-RT January 2018(ENCS) Page 4	Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate	 1702-RT 01/18ENCS P4
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Taxpayer Identification Number (TIN)	Registered Name
003 -978 -254 -000	WATERFRONT PHILIPPINES INCORPORATED

Schedule III - Computation of Net Operating Loss Carry Over (NOLCO)

1 Gross Income (From Part IV Item 33)	0
2 Less: Ordinary Allowable Itemized Deductions (From Part VI Schedule I Item 18)	0
3 Net Operating Loss (Item 1 Less Item 2) (To Schedule IIIA, Item 7A)	0

Schedule IIIA - Computation of Available Net Operating Loss Carry Over (NOLCO) (DO NOT enter Centavos; 49 Centavos or Less drop down; 50 or more round up)

Net Operating Loss		B) NOLCO Applied Previous Year
Year Incurred	A) Amount	
4	0	0
5	0	0
6	0	0
7	0	0

Continuation of Schedule IIIA (Item numbers continue from table above)

C) NOLCO Expired	D) NOLCO Applied Current Year	E) Net Operating Loss (Unapplied) [E = A Less (B + C + D)]
4	0	0
5	0	0
6	0	0
7	0	0
8 Total NOLCO (Sum of Items 4D to 7D) (To Part IV, Item 36)	0	

Schedule IV - Computation of Minimum Corporate Income Tax (MCIT)

Year	A) Normal Income Tax as adjusted	B) MCIT	C) Excess MCIT over Normal Income Tax
1	0	0	0
2	0	0	0
3	0	0	0

Continuation of Schedule IV (Item numbers continue from table above)

D) Excess MCIT Applied/Used in Previous Years	E) Expired Portion of Excess MCIT	F) Excess MCIT Applied this Current Taxable Year	G) Balance of Excess MCIT Allowable as Tax Credit for Succeeding Year/s [G = C Less (D + E + F)]
1	0	0	0
2	0	0	0
3	0	0	0
Total Excess MCIT Applied (Sum of Items 1F to 3F) (To Part IV Item 47)		0	

Schedule V - Reconciliation of Net Income per Books Against Taxable Income (attach additional sheet/s, if necessary)

1 Net Income/(Loss) per books	(45,857,854)
Add: Non-deductible Expenses/Taxable Other Income	
2 NONDEDUCTIBLE INTEREST EXPENSES	60,000,000
3 NONDEDUCTIBLE REPRESENTATION EXPENSES	1,432,699
4 Total (Sum of Items 1 to 3)	15,574,845
Less: A) Non-Taxable Income and Income Subjected to Final Tax	
5	0
6	0
B) Special Deductions	
7	0
8	0
9 Total (Sum of Items 5 to 8)	0
10 Net Taxable Income/(Loss) (Item 4 Less Item 9)	15,574,845



Bureau of Internal Revenue
Republic of the Philippines

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REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
BUREAU OF INTERNAL REVENUE

FILING REFERENCE NO.

TIN	: 003-978-254-000
Name	: WATERFRONT PHILIPPINES INCORPORATED
RDO	: 080
Form Type	: 1702
Reference No.	: 462200047291748
Amount Payable (Over Remittance)	: 2,607,976.00
Accounting Type	: C - Calendar
For Tax Period	: 12/31/2021
Date Filed	: 04/18/2022
Tax Type	: IT

[Proceed to Payment](#)

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PNB C@shNet Plus eTax - SUCCESSFUL
C@shNet
to:
f.cabugoy
04/18/2022 10:05 AM
Hide Details
From: "C@shNet" <pnbcashnet@pnb.com.ph>
To: f.cabugoy@waterfronthotels.net,
Please respond to pnbcashnet@pnb.com.ph

Dear Ms. FLORA MAY CABUGOY,

Please be advised that your eTax payment request for WATERFRONT PHILIPPINES INCORPORATED is successful.

Reference Number: BIR-041822-095930-397678

Tax Identification Number: 003978254000

Filing Reference Number: 462200047291748

Payment Transaction Number: 227216849

Source Account: *****175

Amount: 2,607,976.00

Remarks: 2021 ITR

Please log on to PNB C@shNet Plus to view more details on this transaction. For inquiries, email us at corporatecare@pnb.com.ph or call PNB Corporate Care at (632) 8573-8888.

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For BIR Use Only BCS/Item:



BIR Form No.
1702-RT
January 2018(ENCS)
Page 1

Annual Income Tax Return
Corporation, Partnership and Other Non-Individual
Taxpayer Subject Only to REGULAR Income Tax Rate
*Enter all required information in CAPITAL LETTERS. Mark applicable boxes with an "X".
Two copies MUST be filled with the BIR and one held by the taxpayers.*



1 For <input checked="" type="radio"/> Calendar <input type="radio"/> Fiscal	3 Amended Return? <input checked="" type="radio"/> Yes <input type="radio"/> No	4 Short Period Return <input type="radio"/> Yes <input checked="" type="radio"/> No	5 Alphanumeric Tax Code (ATC) IC 055-Minimum Corporate Income Tax(MCIT) <input checked="" type="radio"/> IC010 - CORPORATION IN GENERAL - JAN 1, 2009 <input type="radio"/>
2 Year Ended (MM/20YY) 12 - December 20 21			

Part I - Background Information

6 Tax Identification Number (TIN) 003 - 978 - 254 - 00000	7 RDO Code 1080
8 Registered Name (Enter only 1 letter per box using CAPITAL LETTERS) WATERFRONT PHILIPPINES INCORPORATED	
9 Registered Address (Indicate complete address. If the registered address is different from the current address, go to the RDO to update registered address by using BIR Form No. 1905) IPT BLDG PRE-DEP AREA MCIAA MACTAN LAPU LAPU 9A ZIP Code 6000	
10 Date of Incorporation/Organization (MM/DD/YYYY) 09/23/1994	11 Contact Number 3404888
12 Email Address f.cabugoy@waterfronthotels.net	
13 Method of Deductions <input checked="" type="radio"/> Itemized Deductions [Section 34 (A-J), NIRC] <input type="radio"/> Optional Standard Deduction (OSD) - 40% of Gross Income [Section 34(L), NIRC as amended]	

Part II - Total Tax Payable

(Do NOT enter Centavos; 49 Centavos or Less drop down; 50 or more round up)

14 Tax Due	3,893,711
15 Less: Total Tax Credits/Payments	3,893,711
16 Net Tax Payable (Overpayment) (Item 14 Less Item 15)	0
Add: Penalties	
17 Surcharge	0
18 Interest	0
19 Compromise	0
20 Total Penalties (Sum of Items 17 to 19)	0
21 TOTAL AMOUNT PAYABLE (Overpayment) (Sum of Items 16 and 20)	0

If Overpayment, mark one(1) box only (Once the choice is made, the same is irrevocable)

To be refunded To be issued a Tax Credit Certificate (TCC) To be carried over as a tax credit for next year/quarter

We declare under the penalties of perjury that this return, and all its attachments, have been made in good faith, verified by us, and to the best of our knowledge and belief, are true and correct, pursuant to the provisions of the National Internal Revenue Code, as amended, and the regulations issued under authority thereof. (If signed by an Authorized Representative, indicate TIN and attach authorization letter)


Signature over Printed Name of President/Principal Officer/Authorized Representative	Signature over Printed Name of Treasurer/Assistant Treasurer	22 Number of Attachments 000
Title of Signatory PRESIDENT TIN	Title of Signatory TREASURER TIN	


Part III - Details of Payment

Particulars	Drawee Bank/ Agency	Number	Date (MM/DD/YYYY)	Amount
23 Cash/Bank Debit Memo				0
24 Check				0
25 Tax Debit Memo				0
26 Others (Specify Below)				0

Machine Validation/Revenue Official Receipt Details [if not filed with an Authorized Agent Bank (AAB)]

Stamp of Receiving Office/AAB and Date of Receipt (RO's Signature/Bank Teller's Initial)

BIR Form No. 1702-RT January 2018(ENCS) Page 2	Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate	 1702-RT 01/18ENCS P2
Taxpayer Identification Number(TIN) 003 978 254 00000		Registered Name WATERFRONT PHILIPPINES INCORPORATED
Part IV - Computation of Tax <small>(DO NOT enter Centavos; 49 Centavos or Less drop down; 50 or more round up)</small>		
27 Sales/Revenues/Receipts/Fees		0
28 Less: Sales Returns, Allowances and Discounts		0
29 Net Sales/Revenues/Receipts/Fees (Item 27 Less Item 28)		0
30 Less: Cost of Sales/Services		0
31 Gross Income from Operation (Item 29 less Item 30)		0
32 Add: Other Taxable Income Not Subjected to Final tax		68,727,674
33 Total Taxable Income (Sum of Items 31 and 32)		68,727,674
Less: Deductions Allowable under Existing Law		
34 Ordinary Allowable Itemized Deductions		53,152,829
35 Special Allowable Itemized Deductions		0
36 NOLCO <small>(Only for those taxable under Sec. 27(A to C); Sec. 28(A)(1)(A)(B)(b) of Tax code, as amended)</small>		0
37 Total Deductions (Sums of Items 34 to 36)		53,152,829
OR [in case taxable under Sec 27(A) & 28(A)(1)]		
38 Optional Standard Deduction (OSD) (40% of Item 33)		0
39 Net Taxable Income/(Loss) <small>If itemized: Item 33 Less Item 37; If OSD: Item 33 Less Item 38</small>		15,574,845
40 Applicable Income Tax Rate		25 %
41 Income Tax Due other than Minimum Corporate Income Tax(MCIT) (Item 39 x Item 40)		3,893,711
42 MCIT Due (2% of Item 33)		687,277
43 Tax Due (Normal Income Tax Due in Item 41 OR the MCIT Due in Item 42, whichever is higher)		3,893,711
Less: Tax Credits/Payments(attach proof)		
44 Prior Year's Excess Credits Other Than MCIT		0
45 Income Tax Payment under MCIT from Previous Quarter/s		0
46 Income Tax Payment under Regular/Normal Rate from Previous Quarter/s		0
47 Excess MCIT Applied this Current Taxable Year		0
48 Creditable Tax Withheld from Previous Quarter/s per BIR Form No. 2307		0
49 Creditable Tax Withheld per BIR Form No. 2307 for the 4th Quarter		1,285,735
50 Foreign Tax Credits, if applicable		0
51 Tax Paid in Return Previously Filed, if this is an Amended Return		2,607,976
52 Special Tax Credits		0
Other Credits/Payments (Specify)		
53		0
54		0
55 Total Tax Credits/Payments (Sum of Items 44 to 54)		3,893,711
56 Net Tax Payable (Overpayment) (Item 43 Less Item 55)		0
Part V - Tax Relief Availment		
57 Special Allowable Itemized Deductions (Item 35 of Part IV x Applicable Income Tax Rate)		0
58 Add: Special Tax Credits		0
59 Total Tax Relief Availment (Sum of Items 57 & 58)		0

BIR Form No. 1702-RT January 2018(ENCS) Page 3	Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate	 1702-RT 01/18ENCS P3
----------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------

Taxpayer Identification Number(TIN) 003 978 254 00000	Registered Name WATERFRONT PHILIPPINES INCORPORATED
----------------------------------------------------------	--------------------------------------------------------


Part VI - Schedules (DO NOT enter Centavos; 49 Centavos or Less drop down; 50 or more round up)

Schedule I - Ordinary Allowable Itemized Deductions (Attach additional sheet/s if necessary)

1	Amortization		0
2	Bad Debts		0
3	Charitable and Other Contributions		0
4	Depletion		0
5	Depreciation		183,991
6	Entertainment, Amusement and Recreation		687,277
7	Fringe Benefits		0
8	Interest		42,001,764
9	Losses		0
10	Pension Trusts		0
11	Rental		0
12	Research and Development		0
13	Salaries, Wages and Allowances		7,909,377
14	SSS, GSIS, Philhealth, HDMF and Other Contributions		0
15	Taxes and Licenses		321,730
16	Transportation and Travel		0
17	Others(Deductions Subject to Withholding Tax and Other Expenses) <i>(Specify below; Add additional sheet(s), if necessary)</i>		
a	Janitorial and Messengerial Services		0
b	Professional Fees		895,675
c	Security Services		0
d	OUTSIDE SERVICES		542,386
e	MANAGEMENT CONSULTANCY FEE		540,000
f	INSURANCE		69,668
g	COMMUNICATION, LIGHT AND WATER		961
h			0
i			0
18	Total Ordinary Allowable Itemized Deductions <i>(Sum of Items 1 to 17i)</i>		53,152,829

Schedule II - Special Allowable Itemized Deductions (Attach additional sheets, if necessary)

	Description	Legal Basis	Amount
1			0
2			0
3			0
4			0
5	Total Special Allowable Itemized Deductions <i>(Sum of Items 1 to 4)</i>		0

BIR Form No. 1702-RT January 2018(ENCS) Page 4	Annual Income Tax Return Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate	 1702-RT 01/18ENCS P4		
Taxpayer Identification Number(TIN)		Registered Name		
003 978 254 00000		WATERFRONT PHILIPPINES INCORPORATED		
Schedule III - Computation of Net Operating Loss Carry Over (NOLCO)				
1	Gross Income	0		
2	Less: Ordinary Allowable Itemized Deductions	0		
3	Net Operating Loss (Item 1 Less Item 2) (To Schedule IIIA, Item 7A)	0		
Schedule IIIA - Computation of Available Net Operating Loss Carry Over (NOLCO)				
(DO NOT enter Centavos; 49 Centavos or Less drop down; 50 or more round up)				
	Net Operating Loss			
	A) Amount	B) NOLCO Applied Previous Year/s		
4	0	0		
5	0	0		
6	0	0		
7	0	0		
Continuation of Schedule IIIA (Item numbers continue from table above)				
	C) NOLCO Expired	D) NOLCO Applied Current Year	E) Net Operating Loss (Unapplied) [E = A Less (B + C + D)]	
4	0	0	53,152,829	
5	0	0	0	
6	0	0	0	
7	0	0	0	
8	Total NOLCO (Sum of Items 4D to 7D)		0	
Schedule IV - Computation of Minimum Corporate Income Tax (MCIT)				
	A) Normal Income Tax as Adjusted	B) MCIT	C) Excess MCIT over Normal Income Tax	
1	0	0	0	
2	0	0	0	
3	0	0	0	
Continuation of Schedule IV (Item numbers continue from table above)				
	D) Excess MCIT Applied/Used in Previous Years	E) Expired Portion of Excess MCIT	F) Excess MCIT Applied this Current Taxable Year	G) Balance of Excess MCIT Allowable as Tax Credit for Succeeding Year/s [G = C Less (D + E + F)]
1	0	0	0	0
2	0	0	0	0
3	0	0	0	0
4	Total Excess MCIT Applied (Sum of Items 1F to 3F)			0
Schedule V - Reconciliation of Net Income per Books Against Taxable Income (Attach additional sheet/s, if necessary)				
1	Net Income/(Loss) per Books	409,178,796		
Add: Non-deductible Expenses/Taxable Other Income				
2	NONDEDUCTIBLE INTEREST EXPENSE	20,632,982		
3	NONDEDUCTIBLE REPRESENTATION EXPENSE	1,432,699		
4	Total (Sum of Items 1 to 3)	431,244,477		
Less: A) Non-Taxable Income and Income Subjected to Final Tax				
5	NONTAXABLE INCOME ON REVERSAL OF ACCRUAL	415,669,632		
6		0		
B) Special Deductions				
7		0		
8		0		
9	Total (Sum of Items 5 to 8)	415,669,632		
10	Net taxable Income (Loss) (Item 4 Less Item 9)	15,574,845		



Tax Return Receipt Confirmation
ebirforms-noreply to: f.cabugoy

05/14/2022 10:52 PM

From: ebirforms-noreply@bir.gov.ph
To: f.cabugoy@waterfronthotels.net,

This confirms receipt of your submission with the following details subject to validation by BIR:

File name: 003978254000-1702RTv2018C-122021V1.xml

Date received by BIR: 14 May 2022

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Tax Return Receipt Confirmation
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Company TIN: **003-978-254**

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Annex A: Reporting Template

(For additional guidance on how to answer the Topics, organizations may refer to Annex B: Topic Guide)

Contextual Information

Company Details	
Name of Organization	WATERFRONT PHILIPPINES, INC.
Location of Headquarters	Cebu City, Philippines
Location of Operations	Outlined in page 11 to 16 of this report
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	Outlined in Item 2. Properties from page 19 to 20
Business Model, including Primary Activities, Brands, Products, and Services	WPI is a holding company for hotel, leisure and tourism businesses.
Reporting Period	For the year ended December 31, 2021
Highest Ranking Person responsible for this report	COMPLIANCE OFFICER - MR. RICHARD RICARDO

**If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. ¹
<p>WPI has set out in its initial submission of this Sustainability Report to provide information identified as material topics based on its relevance to the operations of the Corporation and the Hotels on the basis of the Sustainability Accounting Standards Board (SASB) Materiality Map, specifically, for the Hotels & Lodging industry. The SASB Materiality Map is referenced in the SEC Memorandum Circular No. 4, Series of 2009 on the Sustainability Reporting Guidelines for Publicly-Listed Companies.</p> <p>Per assessment, the Corporation identifies the following issues as most likely to affect the economic, environmental and social impacts of the Corporation:</p> <ol style="list-style-type: none">1. Environmental - Energy Management, Waste and Wastewater Management2. Social - Labour Practices, Product and/or Service Quality and Safety3. Economic - Supply Chain Management

¹ See [GRI 102-46](#) (2016) for more guidance.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	997,788,154	PhP
Direct economic value distributed:		
a. Operating costs	645,199,626	PhP
b. Employee wages and benefits	137,523,623	PhP
c. Payments to suppliers, other operating costs		PhP
d. Dividends given to stockholders and interest payments to loan providers		PhP
e. Taxes given to government	50,299,803	PhP
f. Investments to community (e.g. donations, CSR)		PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The impact is seen in the creation of job opportunities for individuals who would like to pursue a career in the hotel and food & beverage industry.	Employees, Local Community	The hotel regularly monitors the manpower needed as new events and new clients are booked and signed. The hotel then hires employees based on the requirement of the properties involved.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Despite the growing population of jobseekers, some are not equipped to readily undertake delivering services to the clientele of the Company.	Employees	The Company coordinates with various avenues including schools, online job websites like LinkedIn and accredited head-hunters in finding people suitable for the tasks. Once hired, the Company also provides in-house training for skills specific to the standards observed by the hotels in the group.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is an opportunity to provide holistic improvement to the employees, thereby promoting efficiency and effectivity at work	Employees	The Group's Human Resource Department continually provides trainings for its employees including trainings for skills, language improvement, handling of stress, etc.

Climate-related risks and opportunities²

This year, the Group cannot provide relevantly sufficient information to evaluate in full any climate-related risks and opportunities. The Group is currently in the process of crafting certain metrics to assess the risks as well as the opportunities at this stage.

Governance	Strategy	Risk Management	Metrics and Targets
Disclose the organization's governance around climate-related risks and opportunities	Disclose the actual and potential impacts ³ of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material	Disclose how the organization identifies, assesses, and manages climate-related risks	Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material
Recommended Disclosures			
a) Describe the board's oversight of climate-related risks and opportunities	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term	a) Describe the organization's processes for identifying and assessing climate-related risks	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process
b) Describe management's role in assessing and managing climate-related risks and opportunities	b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning.	b) Describe the organization's processes for managing climate-related risks	b) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios including a 2°C or lower scenario	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	

² Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

³ For this disclosure, impact refers to the impact of climate-related issues on the company.

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	95	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Majority of the suppliers in the Group's supply chain are local establishments. This allows the Group to take advantage of delivery cost savings, shorter delivery time and generally, higher quality of goods.	Local Industry Suppliers	The Procurement Departments of the various hotels under the Group are observing the practice of preferring local suppliers.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Some of the goods and services needed by the Group might not be readily available	Guests	The Group follows an inventory monitoring procedures that take into account the delivery lead time per item per supplier
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is an opportunity to improve the local supply chain as well as subscribe to locally-sustainable, readily available products that are sold at an affordable price range.	Suppliers, Government	The Group chooses three suppliers where the needed items will be sourced from regularly. One of the factors considered is the proximity of the supplier to the location of the hotel.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	100	%
Percentage of employees that have received anti-corruption training	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	NIL	#
Number of incidents in which employees were dismissed or disciplined for corruption	NIL	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	NIL	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	N/A	GJ
Energy consumption (gasoline)	N/A	L
Energy consumption (LPG)	54,856.02	Kg
Energy consumption (diesel)	237,100	L
Energy consumption (electricity)	8,358,940	kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)	N/A	GJ
Energy reduction (LPG)	307	GJ
Energy reduction (diesel)	35,472.66	GJ
Energy reduction (electricity)	517,475	kWh
Energy reduction (gasoline)	N/A	GJ

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal		Cubic meters
Water consumption	214,051.00	Cubic meters
Water recycled and reused	55,000.00	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Materials used by the organization

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
Materials used by weight or volume		
<ul style="list-style-type: none"> renewable 		kg/liters
<ul style="list-style-type: none"> non-renewable 		kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services		%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are	Management Approach

	affected?	
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	-	
Habitats protected or restored	-	
IUCN ⁴ Red List species and national conservation list species with habitats in areas affected by operations	-	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

⁴ International Union for Conservation of Nature

Environmental impact management

The group currently does not have sufficient information to assess risks and opportunities under this category.

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	-	Tonnes CO ₂ e
Energy indirect (Scope 2) GHG Emissions	-	Tonnes CO ₂ e
Emissions of ozone-depleting substances (ODS)	-	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Air pollutants

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
NO _x	-	kg
SO _x	-	kg
Persistent organic pollutants (POPs)	-	kg
Volatile organic compounds (VOCs)	-	kg
Hazardous air pollutants (HAPs)	-	kg
Particulate matter (PM)	-	kg

What is the impact and where does it occur? What is the	Which stakeholders are affected?	Management Approach
----------------------------------------------------------------	-----------------------------------------	----------------------------

organization's involvement in the impact?		
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Solid and Hazardous Wastes

The group currently does not have sufficient information to assess risks and opportunities under this category.

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated		kg
Reusable		kg
Recyclable	18,000.00	kg
Composted		kg
Incinerated		kg
Residuals/Landfilled	415,703.00	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	4,282.00	kg
Total weight of hazardous waste transported	80.00	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Effluents

The group currently does not have sufficient information to assess risks and opportunities under this category

Disclosure	Quantity	Units
Total volume of water discharges	55,000.00	Cubic meters
Percent of wastewater recycled	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Environmental compliance

The group currently does not have sufficient information to assess risks and opportunities under this category.

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	-	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	-	#
No. of cases resolved through dispute resolution mechanism	-	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees ⁵	345	#
a. Number of female employees	141	#
b. Number of male employees	204	#
Attrition rate ⁶		rate
Ratio of lowest paid employee against minimum wage		ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	9%	10%
PhilHealth	Y	2%	1%
Pag-ibig	Y	7%	6%
Parental leaves	Y	1%	0%
Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	96%	97%
Housing assistance (aside from Pag-ibig)	N	0%	0%
Retirement fund (aside from SSS)	Y	6%	6%
Further education support	N	0%	0%
Company stock options	N	0%	0%
Telecommuting	N	0%	0%
Flexible-working Hours	N	0%	0%
(Others)	N		

⁵ Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

⁶ Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The availability of these benefits for the employees provide them with a sense of security for when additional funds are needed in cases of sickness, etc. The benefits being provided by the company to the employees provide them also with fulfilment in the tasks that they do.	The Group follows a comprehensive Employee Handbook which outlines, enumerates and explains the benefits being provided for by the company to its employees. Said handbook also provides for the limitations and guidelines for the availment of these benefits as well.
What are the Risk/s Identified?	Management Approach
If the benefits are not sufficient, the employees can become dissatisfied and subsequently, unproductive.	Management has given employees with a vast number of benefits and privileges that they can avail of.
What are the Opportunity/ies Identified?	Management Approach
The minimal cost of the benefits causing employees to be more productive and motivated.	Continuous learning through trainings is being offered by Management.

Employee Training and Development

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
This improves the overall competence of the employees including the skills necessary for their jobs as well as improvement of their knowledge pertaining to the hotel and leisure industry.	Each supervisor appraises the employee twice a year and identifies which trainings the employee needs to do his/her job well.
What are the Risk/s Identified?	Management Approach
Because of limited funding, not everyone could get external training.	Management exercises an echo training program wherein employees sent on outside trainings will be tasked to echo what they've learned from their trainings through mini-learning sessions with their peers.
What are the Opportunity/ies Identified?	Management Approach
Continuous and sustained trainings will ensure quality of work.	Each department are evaluated every period for the number of training hours that the department has undertaken.

Labor-Management Relations

Of the entire group, only one subsidiary, Davao Insular Hotel Corporation, have an existing Collective Bargaining Agreement with its employees.

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	10%	%
Number of consultations conducted with employees concerning employee-related policies	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Diversity and Equal Opportunity

The group currently does not have an adequate number of employees from the vulnerable sector to make an assessment of impacts, risks and opportunities under this category.

Disclosure	Quantity	Units
% of female workers in the workforce	41%	%
% of male workers in the workforce	59%	%
Number of employees from indigenous communities and/or vulnerable sector*	N/A	#

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	849,696.00	Man-hours
No. of work-related injuries	N/A	#
No. of work-related fatalities	N/A	#
No. of work related ill-health	0	#
No. of safety drills	11	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The impact lies in the overall safety of the employees when they are performing their tasks.	Management provides for policies that ensure that the workplace is a safe environment for its employees.
What are the Risk/s Identified?	Management Approach
Violations of the existing standard workplace conditions will result into penalties levied by the Department of Labour and Employment.	Each of the hotel properties have an established safety and security committee that ensures compliance with the standards set by the respective regulatory agencies.
What are the Opportunity/ies Identified?	Management Approach
To improve on the safety and security measures.	Regular evaluation of safety procedures including drills and trainings.

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	0	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	Y	
Child labor	Y	Policy on allowable age for hiring
Human Rights	Y	Policy on Anti Sexual Harassment

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
This directly impacts the welfare of the employees. The organization can provide safety nets to ensure that employees are protected.	The Employee Company Policy set in the Employee Handbook provides in detail what are the rights of the employees whilst employed by the organization.

What are the Risk/s Identified?	Management Approach
Possibility of aired grievances and lawsuits	Management provides for a process to ensure that rights of employees are protected.
What are the Opportunity/ies Identified?	Management Approach
If the policies are religiously followed, a harmonious work environment can be achieved.	Consultation with legal counsel is always done before performing any activities that will affect employee welfare.

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

I. POLICY

It is the policy of the Waterfront Hotels & Casinos to ensure that the Standard Operating Procedure (SOP) on accrediting suppliers is strictly observed.

II. OBJECTIVE

1. To provide guidelines and standard procedures in accrediting suppliers in order to:
 1. Ensure that the three Hotel Properties have one and the same accredited suppliers for all standard hotel amenities;
 2. Ensure good buy/price of supplies through volume purchases of the three properties from the accredited suppliers; and,
 3. Ensure good supply, quantity and quality-wise of goods and services.

III. CONCEPT

Hotel properties maintain the same standards and qualities of amenities and services. Suppliers must be accredited by the hotel to uphold the criterion being implemented.

IV. RESPONSIBILITY

- For Purchasing Head:
 1. Informs the accredited suppliers that the three (3) hotel properties are independent from each other.
- For Concerned employees:
 1. Ensure the full compliance to these policies and maintain good business relationships with suppliers with the end objective of benefit for the company.
- For Department End Users:
 1. Gives feedback to the department regarding the performance of suppliers. Performance of suppliers would mean quality of product or service, promptness of delivery, etc.

V. GUIDELINES AND PROCEDURES

- All suppliers of the company undergo an accreditation process before any transaction is made with said supplier.
 1. The supplier must submit a duly accomplished Supplier's Information Sheet (*refer to Forms Manual*) together with other supporting documents required prior to accreditation.
 2. The supporting documents are any of the following:
 - For Partnerships and Corporations:
 1. Securities and Exchange Commission Certificate of registration;
 2. Articles of Incorporation;
 3. List of Trade references; and
 4. Audited Financial Statements for the last three years
 - For Single Proprietorship
 1. Department of Trade and Industry Registration of Trade Name;
 2. Local Government (Mayor's) Permit;
 3. List of trade references; and
 4. Audited Financial Statements for the last three years
- The Head of Purchasing Department of each property reviews and evaluates initially all suppliers' information using the following criteria among others.
 1. Quality of the product/items/services;
 2. Track record of the supplier. Standing of the supplier/contractor in the industry that they belong to;
 3. Price of the product/goods and/or services;
 4. Adequacy of supply;
 5. Reliability in delivery;
 6. Premium or other additional services to be offered;
 7. After sales services;
 8. Credit terms being extended;
- After reviewing and evaluating the supplier's information, make and give recommendations to the Finance Department Head for approval.
- The Purchasing Department of each property must keep a master file of all Suppliers' Information Sheet and an updated price listing of products/services being offered.
- The Purchasing Department submits to the Finance Department Head, Hotel Manager and the EVP-Hotel Operations a monthly profile of all accredited suppliers with the corresponding credit terms being extended to the company.
- Three (3) accredited suppliers of similar products are maintained to avoid loss of supplies in case one supplier's products are out of stock or unavailable.
- The Finance Department Head takes control on accrediting suppliers.
 1. The Finance Department Head is the only officer of the company who has the authority to re-

voke the accreditation and blacklisting of a supplier. Department or unit heads with problems and/or difficulties with suppliers must course their written complaints to the Purchasing Head.

- The Purchasing Head investigates and evaluates the complaint within twenty four (24) hours from receipt of the written complaint.
- Purchasing Head evaluates the complaints and recommends to the Finance Department Head for proper disposition.

Do you consider the following sustainability topics when accrediting suppliers?

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance	N	
Forced labor	N	
Child labor	N	
Human rights	N	
Bribery and corruption	N	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
During the reporting period, the relevant sustainability topics mentioned above are not taken into consideration when accrediting suppliers.	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Relationship with Community

Significant Impacts on Local Communities

The group currently does not have an adequate number of employees from the vulnerable sector to make an assessment of impacts, risks and opportunities under this category.

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)

1. TOURISM	CEBU CITY	N/A	NO	N/A	
2. TOURISM	CITY OF MANILA	N/A	NO	N/A	
3. TOURISM	DAVAO CITY	N/A	NO	N/A	
4. TOURISM	LAPU-LAPU CITY	N/A	NO	N/A	

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: _____

Certificates	Quantity	Units
FPIC process is still undergoing	-	#
CP secured	-	#

What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction Revinate Reviews		Y

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Customer satisfaction helps improve the processes of the hotel and generates a steady source of revenue.	Whenever there are dissatisfied customers, the management sets out to undertake measures to ensure that the concerns of the client or guests are addressed.
What are the Risk/s Identified?	Management Approach
Possibility of lawsuits and complaints	Management checks for the reviews provided by the clients to identify if there have been problems

	during the stay of the guests.
What are the Opportunity/ies Identified?	Management Approach
Having a customer satisfaction review helps the organization assess its processes.	Each hotel room or food and beverage outlet has a set of customer satisfactions forms that the customer can fill out.

Health and Safety

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*		#
No. of complaints addressed		#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Marketing and labelling

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*		#
No. of complaints addressed		#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	0	#
No. of complaints addressed	0	#
No. of customers, users and account holders whose information is used for secondary purposes	0	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
This impacts the confidentiality of customer information.	Management follows a set of strict procedures that safeguards the information provided by customers.
What are the Risk/s Identified?	Management Approach
Risks that customer information might get leaked.	Management has provided both manual and technological safety nets to protect customer information from getting leaked.
What are the Opportunity/ies Identified?	Management Approach
N/A	

Data Security

The group currently does not have sufficient information to assess risks and opportunities under this category.

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	-	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	
What are the Risk/s Identified?	Management Approach
N/A	
What are the Opportunity/ies Identified?	Management Approach
N/A	

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
Hotel and Leisure Food and Beverage Service	Generation of jobs for the population while providing quality service to clientele	Opportunities to offer jobs to the vulnerable sector are scarce.	Management can assess procedures and existing policies to find more opportunities to provide for the vulnerable sector.

** None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*

COVER SHEET

AS094-8678
SEC Registration Number

WATERFRONT PHILIPPINES, INC.

(Company's Full Name)

NO. 1 WATERFRONT DRIVE
OFF SALINAS DRIVE LAHUG
CEBU CITY

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

MS. IRISH CHARA LAWAS
Contact Person

855-90129
Company Telephone Number

1 2 3 1

Month Day

SEC Form 17 - Q

FORM TYPE

0 0 0 0

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

432

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-Q

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

1. For the quarterly period ended

March 31, 2022

2. 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

032-2326888

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	March 31, 2022	
Currency (indicate units, if applicable)	PESO	
Balance Sheet		
	Period Ended	Calendar Year Ended (Audited)
	March 31, 2022	Dec 31, 2021
Current Assets	3,873,544,439	3,689,536,752
Total Assets	15,496,112,526	17,000,611,151
Current Liabilities	2,192,937,181	2,678,011,184

Total Liabilities	5,742,470,778	5,330,648,023
Retained Earnings/(Deficit)	1,264,997,925	1,847,119,587
Stockholders' Equity	9,753,641,746	11,669,963,128
Stockholders' Equity - Parent	8,678,648,903	10,454,989,383
Book Value per Share	3.473	2.700

Income Statement				
	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Operating Revenue	273,760,991.93	181,799,409	273,760,991.93	181,799,409
Other Income	12,144,967	43,308,772	12,144,967	43,308,772
Gross Revenue	285,905,959	225,108,182	285,905,959	225,108,182
Operating Expense	189,220,077	138,736,026	189,220,077	138,736,026
Other Expense	52,143,641	75,278,187	52,143,641	75,278,187
Gross Expense	241,363,719	214,014,213	241,363,719	214,014,213
Net Income/(Loss) Before Tax	44,542,240	11,093,968	44,542,240	11,093,968
Income Tax Expense	0.00	0.00	0.00	0.00
Net Income/(Loss) After Tax	44,542,240	11,093,968	44,542,240	11,093,968
Net Income Attributable to Parent Equity Holder	56,195,627	15,303,654	56,195,627	15,303,654
Earnings/(Loss) Per Share (Basic)	0.022	0.006	0.022	0.006

Earnings/(Loss) Per Share (Diluted)	0.022	.006	.022	.006

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.876	0.774
Earnings/(Loss) Per Share (Diluted)	0.876	0.774

Financial Ratios

	Formula	March 31, 2022	March 31, 2021
Liquidity Analysis Ratios:			
Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	1.766	1.705
Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	1.649	1.569
Solvency Ratio	Total Assets / Total Liabilities	2.699	2.451
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.371	0.408
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.589	0.770
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	1.283	1.079
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.589	1.889
Profitability Ratios			

Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service/ Sales	0.308	0.494
Net Profit Margin	Net Profit / Sales	0.116	0.138
Return on Assets	Net Income / Total Assets	0.005	0.001
Return on Equity	Net Income / Total Stockholders' Equity	0.008	0.001
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	0.026	0.220
Book Value	Total Common Stockholder's Equity-Parent/No. of Common Shares	3.473	2.700

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

Signature and Title


ATTY. ARSENIO ALFILER JR
Asst. Corporate Secretary

Date

Signature and Title


RICHARD L. RICARDO
Compliance Officer

Date

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 the largest convention center 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 newly renovated 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 enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the hotel's newest pride comes in the form of delectable treats, introducing Lobby Lounge's new service concepts.

To complement the Hotel's main lobby, a group check-in counter is constructed, dedicated solely to corporate and travel groups; a larger Duty Free shopping is also provided; 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 fax machines and 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 known as the Manila Pavilion Hotel 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.

The Company acquired 100% interest of CIMAR, a former subsidiary of Acesite Limited (BVI) or ALB, in 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, CIMAR's stockholders including all their nominees, agreed to sign, sell, transfer and convey all existing shares of stocks of CIMAR to the Company.

Year 2015, Alcuaz function that can accommodate 250-300 guests was renovated and 111 rooms under superior room category were opened.

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 7th 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 7th 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:

	March 2022	March 2021
Trade	290,589,337.81	213,770,689.27
Others	633,609,473.07	394,788,544.27
	924,198,810.88	608,559,233.54
Less allowance for doubtful accounts	(40,156,573.64)	(40,156,573.64)
Total	884,042,237.24	568,402,659.90

3. Inventories

This account consists of:

	March 2022	March 2021
Food and Beverage	8,934,359.30	7,824,330.29
Operating Supplies	9,748,248.51	10,517,010.31
Others	2,781,790.40	2,228,903.22
Total	21,464,398.21	20,570,243.82

4. Related Party Transactions

This represents interest bearing advances from 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 other non-payable

This account consists of:

	March 2022	March 2021
Trade	442,207,904.00	485,082,203.61
Accrued Expenses	132,270,964.01	40,015,240.72
Others	444,430,320.42	421,584,499.16
Total	1,018,909,188.43	946,681,943

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.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

The Parent Company to pay SSS P375.00 million subject to 12% legal interest from October 28, 1999 to June 30, 2013, and 6% legal interest from July 1, 2013 until full payment; and SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12% from the dates that the individual payments were remitted until June 30, 2013, and 6% legal interest from July 1, 2013 until full payment.

Subsequently, on January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its

offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statement of profit or loss and other comprehensive income.

Outstanding principal balance of the loan amounted to P375.00 million as at December 31, 2021 and 2020. Interest expense related to the SSS loan recognized in the consolidated statement of profit or loss and other comprehensive income amounted to P20.63 million, P60.00 million and P59.92 million in 2021, 2020 and 2019. Accrued interest and penalties, presented as part of “Accrued interest and penalties” under “Accounts payable and accrued expenses” account in the consolidated statement of financial position, amounted to P0.71 billion and P1.17 billion as at December 31, 2021 and 2020, respectively

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

	March 2022	March 2021
Net Income (Loss)	40,402,955	(1,526,930)
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Earnings (Loss) per share	.017	(0.001)

There are no dilutive potential shares as March 31, 2022 and 2021.

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.

As at December 31, 2017, the Parent Company is still awaiting the SC's decision.

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 March 31, 2021 and 2020 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS

	March 2022	March 2021
Revenues	285,905,959	225,108,182
Less: Costs and Expenses	189,348,839	138,736,026
Net Income (Loss) Before Fixed Financial and Other Charges	96,685,882	86,372,155
Less: Fixed Financial and Other Charges (Dep'n and Amort'n, and Interest)	52,751,478	75,0278,187
Income (Loss) before Income Tax	44,542,240	11,093,968
Income Tax Expense (Benefit)	0.00	0.00
Income (Loss) before Share in Minority Interest	44,542,240	11,093,968
Share of Minority Interest	11,653,387	4,209,686
Net Income (Loss)	44,542,240	11,093,968
Earnings (loss) Per share	.022	.006

FINANCIAL CONDITION

	March 2022	March 2021
Assets		
Current assets	3,873,544,439	4,247,391,155
Non-current Assets	11,622,568,087	11,137,876,909
Total Assets	15,496,112,526	15,385,268,063
Liabilities and Stockholders' Equity		
Current Liabilities	2,192,937,183	2,865,552,083
Non-current Liabilities	3,549,533,596	2,968,334,777
Total Stockholders' Equity	9,753,641,746	9,551,381,202
Minority Interest	1,074,992,843	1,072,320,404
Total Liabilities and Stockholders' Equity	15,496,112,526	15,385,268,063

RESULTS OF OPERATIONS

Period ended March 31, 2022 compared to Period Ended March 31, 2021.

Income Statement

Hotels and other subsidiaries gross revenues for the first quarter of 2022 and 2021 are Php 285,906 million and Php 225,108 million respectively, increase of 5% from last year. Consolidated costs and expenses for all properties increased by 27% 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.

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.

Occupancy Percentage

The occupancy percentage is 48%. 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 Php 2,090.92. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

Food covers are 54,433.33. 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 is Php 434.51. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

The average food costs is 39.83%. 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 5%, Php 273,761 million for the first quarter of 2022 and Php 260.84 million of the same quarter last year and operating expenses increased by 24%.

GOP at Php 107.85 million in 2022 and Php 107.85 million in 2021, a decrease of 22% compared to last year. Earnings per share this quarter is at Php 0.016 while same quarter last year was at Php 0.001.

Fixed Financial and Other Charges

Total fixed financial and other charges, Php 52.751 million, reflecting a decrease of 56% from the previous year's PHP 119.88 million.

FINANCIAL CONDITION

Cash and Cash Equivalents

Cash and cash equivalents as of the first quarter of this year is at Php 843.009M, decreased by 19 %.

Receivables

Receivables for the period increased from Php 581.40 million first quarter last year to Php 1.042B first quarter this year.

Notes Receivable

The Group extended loans to Acesite Leisure and Entertainment Corporation (ALEC). It has increase to Php 235.27 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. It is expected that operations will continue after damages are repaired.

Inventories

Inventory this year **showed 22.163M this year.**

Due from related parties-current portion

This account decreased by 41% from last year's first 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.

Property, Plant and Equipment

The account decreased by 5% or Php 454.71M from last year.

Accounts Payable and Accrued Expenses

This account decreased by 89.224 million from last year.

Loans Payable

This account showed 375M this year

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 cash and cash equivalents (excluding cash on hand), receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI and other noncurrent assets (excluding advances to contractors), 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.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

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 2021 and 2020.

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
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of March 31, 2022

	Unaudited	Unaudited	Audited
	March 31, 2022	March 31, 2021	December 31, 2021
ASSETS			
Current Assets			
Cash and cash equivalents	843,009,685	1,043,472,073	843,795,110
Receivables - net	1,042,229,688	581,405,689	716,698,821
Notes receivable	235,272,519	-	235,272,519
Insurance receivable	0	-	-
Inventories	22,163,456	21,205,383	23,869,855
Due from related parties - current portion	1,688,247,180	2,373,936,984	1,651,357,159
Prepaid expenses and other current assets	42,621,911	227,371,026	218,543,288
Total Current Assets	3,873,544,439	4,247,391,155	3,689,536,752
Noncurrent Assets			
Due from related parties - noncurrent portion	986,928,414	1,126,863,324	1,682,205,489
Goodwill	-	-	-
Property and equipment - net	8,224,870,448	8,679,575,996	10,168,008,843
Right of use Asset	144,871,921	152,339,717	121,989,349
Equity Securities - at fair value through other comprehen:	69,943,300	19,423,040	69,943,300
Deferred tax assets	292,818,331	378,677,641	268,485,610
Other noncurrent assets	1,903,135,673	780,997,191	1,000,441,808
Total Noncurrent Assets	11,622,568,087	11,137,876,909	13,311,074,399
	15,496,112,526	15,385,268,063	17,000,611,151
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	1,617,682,199	1,706,906,322	1,590,246,959
Loans payable - current portion	375,000,000	673,472,566	1,010,106,382
Income tax payable	50,209,732	3,832,642	40,276,345
Contract payable	45,065,735	-	-
Provisions	-	25,826,487	-
Other current liabilities	104,979,515	455,514,066	37,381,498
Total Current Liabilities	2,192,937,181	2,865,552,083	2,678,011,184
Noncurrent Liabilities			
Loans payable - noncurrent portion	709,565,008	635,106,382	-
Deferred tax liabilities	790,409,641	1,558,947,028	2,091,539,075
Retirement benefits liability	-	-	-
Other noncurrent liabilities	2,049,558,948	774,281,367	561,097,764
Total Noncurrent Liabilities	3,549,533,597	2,968,334,777	2,652,636,839
Total Liabilities	5,742,470,778	5,833,886,861	5,330,648,023
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	3,964,539,978	3,823,685,321	5,196,085,893
Foreign currency translation adjustment	55,128,777	46,386,496	55,128,777
Fair value reserve	89,151,941	3,995,121	4,284,906
Retirement benefits reserve	99,474,172	126,222,421	147,014,110
Earnings/(Deficit)			
Appropriated	-	-	-
Unappropriated	1,264,997,925	1,273,415,329	1,847,119,587
Total Equity Attributable to Equity Holders of the Pa	8,678,648,903	8,479,060,798	10,454,989,383
Non-controlling Interest	1,074,992,843	1,072,320,404	1,214,973,745
	15,496,112,524	15,385,268,063	17,000,611,151
Total Shareholders	9,753,641,746	9,551,381,202	11,669,963,128

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of March 31, 2022

	Unaudited	Unaudited	Audited
	March 31, 2022	March 31, 2021	December 31, 2021
REVENUES			
Hotel	270,364,146.71	180,066,150	989,156,442.00
Nonhotel	3,396,845	1,733,259	8,631,712.00
Interest and other income	12,144,967	43,308,772	109,820,710
	285,905,959	225,108,182	1,107,608,864
COSTS AND EXPENSES			
Cost of sales			
Hotel	132,432,013	115,745,360	447,414,413
Nonhotel	56,788,065	22,990,666	197,785,213
	189,220,077	138,736,026	645,199,626
	96,685,882	86,372,155	462,409,238
OTHER EXPENSES (INCOME)			
Depreciation and amortization	38,275,397	40,407,819	333,882,209
Interest expense	13,868,244	31,767,104	102,881,701
Penalties and other charges	-	-	-
Impairment losses, bad debts written off	-	-	7,411,079
Casualty losses	-	-	-
Interest income	-	-	-
Foreign exchange losses (gains) - net	-	-	11,218,679
Others - net	-	3,103,263	(415,669,632)
	52,143,641	75,278,187	39,724,036
INCOME (LOSS) BEFORE INCOME TAX	44,542,240	11,093,968	422,685,202
INCOME TAX EXPENSE (BENEFIT)			(102,558,127)
NET INCOME (LOSS)	44,542,240	11,093,968	525,243,329
OTHER COMPREHENSIVE INCOME			
Appraisal on increase on property and equipment	-	-	1,896,979,057
Foreign currency translation differences	-	-	8,742,281
Actuarial gains on defined benefit plan	-	-	17,287,114
Net change in fair value of AFS investments	-	-	520,260
Reduction of deferred tax liability relating to revaluation surplus			
Deferred tax effect	-	-	(186,730,490)
	-	-	1,736,798,222
TOTAL COMPREHENSIVE INCOME	44,542,240	11,093,968	2,262,041,551
	2022	2021	2021
Net loss attributable to:			
Equity holders of the Parent Company	56,195,627	15,303,654	548,554,101
Non-controlling interest	(11,653,387)	(4,209,686)	(23,310,772)
	44,542,240	11,093,968	525,243,329
Equity holders of the Parent Company	56,195,627	15,303,654	2,129,894,871
Non-controlling interest	(11,653,387)	(4,209,686)	132,146,680
	44,542,240	11,093,968	2,262,041,551
EARNINGS PER SHARE - Basic and Diluted	0.022	0.006	0.220

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
As of March 31, 2022

	Unaudited March 31, 2022	Unaudited March 31, 2021	Audited December 31, 2021
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	5,196,085,893	3,823,685,321	3,823,685,321
Effects of changes in tax rates			
Other comprehensive income - net of income tax effect	(1,231,545,915)	-	1,551,517,015
Derecognition of land held under finance lease due to acquisition of a subsidiary			-
Transfer of revaluation surplus absorbed through depreciation for the year - net of income tax effect			(179,116,443)
Balance at end of year	3,964,539,978	3,823,685,321	5,196,085,893
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	55,128,777	46,386,496	46,386,496
Other comprehensive income - net of income tax effect	-	-	8,742,281
Balance at end of year	55,128,777	46,386,496	55,128,777
Deficit			
Appropriation for renovation and business expansion	-	-	-
Unappropriated			
Balance at beginning of year	1,847,119,587	1,113,890,733	1,113,890,733
Transfer of revaluation surplus absorbed through depreciation	-		179,116,443
Change in retirement benefits reserve	(570,468,274)		
Net income for the year	(11,653,388)	(12,033,590)	554,112,411
Balance at end of year	1,264,997,925	1,101,857,143	1,847,119,587
Total deficit	1,264,997,925	1,101,857,143	1,847,119,587
	8,490,022,790	8,177,285,070	10,303,690,367
Fair value reserve, beginning of the year	4,284,906	3,995,121	3,995,121
Other comprehensive income-net tax effect			289,785
Total fair value reserve	4,284,906	3,995,121	4,284,906
Retirement benefits reserve, beginning of the year	147,014,110	126,222,421	126,222,421
Other comprehensive income-net tax effect	37,327,097	-	20,791,689
Total retirement benefits reserve	184,341,207	126,222,421	147,014,110
	8,678,648,903	8,307,502,612	10,454,989,383
NON-CONTROLLING INTEREST			
Balance at beginning of year	1,214,973,745	1,082,827,065	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	-		-
Reacquisition of APHC shares	-		-
Other comprehensive income - net of income tax effect	(128,327,515)	1,203,320,358	155,457,452
Net income/(loss) for the year	(11,653,387)	(10,506,661)	(23,310,772)
Balance at end of year	1,074,992,843	1,072,320,404	1,214,973,745
	9,753,641,746	9,379,823,016	11,669,963,128

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
As of March 31, 2022

	Unaudited	Unaudited	Audited
	March 31, 2022	March 31, 2021	December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax	44,542,241	11,093,969	430,096,281
Adjustments for:			
Depreciation and amortization	38,275,397	40,407,819	333,882,209
Interest expense	12,144,967	31,767,104	102,881,701
Loss on sale on acesite shares	-	-	-
Retirement benefit costs	-	(30,459,572)	6,647,000
Provisions	-	-	-
Unrealized foreign exchange loss (gain)	-	-	19,968,260
Reversal of accrual	-	-	(415,669,632)
Income due to rent concession	-	-	(748,125)
Impairment losses	-	-	-
Interest income	(7,769,084)	(7,769,084)	(109,820,710)
Operating income before working capital changes	87,193,522	45,040,237	367,236,984
Decrease (increase) in:			
Receivables	(325,530,867)	1,277,502,207	(185,741,990)
Inventories	1,706,399	22,163,456	(1,168,694)
Prepaid expenses and other current assets	175,921,377	42,621,911	(8,006,703)
Increase (decrease) in:			
Accounts payable and accrued expenses	(27,435,240)	1,617,682,199	31,525,751
Other current liabilities	62,541,424	235,118,956	(9,970,187)
Cash generated from operations	(25,603,385)	3,240,128,966	193,875,161
Interest received	7,769,084	7,769,084	1,976,819
Income taxes paid	9,933,387	9,933,387	(59,826,038)
Retirement plan contributions paid	-	-	-
Benefits paid	-	-	-
Interest paid	(12,144,967)	(31,767,104)	(103,119,684)
Net cash provided by operating activities	(20,045,882)	3,226,064,332	32,906,258
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	1,904,862,998	8,184,462,629	(68,054,308)
Investment in a subsidiary	-	-	-
Due from related parties	658,387,054	2,675,175,594	11,576,697
Proceeds from sale of an equity interest in subsidiary	-	-	-
Proceeds from sale of property and equipment	1,711,388,884	11,447,236,594	-
Notes Receivable	-	235,272,519	(3,481,324)
Increase in other noncurrent assets	(636,191,752)	2,456,329,266	(65,113,497)
Net cash used in investing activities	3,638,447,184	24,998,476,602	(125,072,432)
<i>Forward</i>			
	Unaudited	Unaudited	Audited
	March 31, 2022	March 31, 2021	December 31, 2021
CASH FLOWS FROM FINANCING ACTIVITIES			
(Increase)Decrease in loans payable	(74,458,626)	1,084,565,008	(252,659,575)
(Increase) Decrease in due to related parties	-	-	(3,119,367)
Increase (decrease) in other noncurrent liabilities	(187,331,750)	2,839,968,589	14,022,794
Payment of obligation under finance lease	-	-	(448,875)
Net cash provided by (used in) financing activities	(261,790,376)	3,924,533,597	(242,205,023)
INCREASE (DECREASE) IN TRANSLATION ADJUSTMENT F			
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(785,425)	32,149,074,531	(334,371,197)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	843,795,110	509,423,913	1,178,166,307
CASH AND CASH EQUIVALENTS AT END OF YEAR	843,009,685	32,658,498,444	843,795,110

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF AGING OF ACCOUNTS RECEIVABLE FOR SEC REPORTING
As of March 31, 2022

Trade Receivables	0-30 days	31-60 days	61-90 days	91-120 days	121 days over	Total
Waterfront Cebu City Casino Hotel Inc.	2,956,539.10	3,021,061.73	2,009,301.19	(1,596,587.50)	70,217,890.54	76,608,205.06
Waterfront Airport Hotel and Casino	4,084,474.34	2,187,091.57	76,063.58	1,997,260.67	38,748,304.25	47,093,194.41
Waterfront Insular Hotel Davao	1,998,044.23	891,396.02	104,066.76	(167,514.82)	3,882,773.04	6,708,765.23
Manila Pavilion Hotel					13,197,083.70	13,197,083.70
Total	9,039,057.67	6,099,549.32	2,189,431.53	233,158.35	126,046,051.53	143,607,248.40

PSE Disclosure Form 17-12-A - List of Top 100 Stockholders (Common Shares)
Reference: Section 17.12 of the Revised Disclosure Rules

Type of Securities

Common

For the period ended December 31, 2021

Description of the Disclosure

WPI PSE Disclosure List of Top 100 Stockholders

Number of Issued and Outstanding Common Shares	2,498,991,753
Number of Treasury Common Shares, if any	0
Number of Outstanding Common Shares	2,498,991,753
Number of Listed Common Shares	2,498,991,753
Number of Lodged Common Shares	1,180,625,174
PCD Nominee – Filipino	1,139,554,973
PCD Nominee – Non-Filipino	41,070,201
Number of Certificated Common Shares	1,318,366,579

Change from previous submission

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Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Rank	Name	Holdings	Rank
1	PCD NOMINEE CORP. (FILIPINO)	1,139,554,973	45.60%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	41,070,201	01.64%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	DAVID LAO OSMENA	589,600	00.02%
20	LUCENA B. ENRIQUEZ	552,000	00.02%
21	EMILY LIM	500,000	00.02%
22	DEE HUA T. GATCHALIAN	350,000	00.01%
23	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
24	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
25	MARVIN J. GIROUARD	330,000	00.01%
26	ANA L. GO	300,000	00.01%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Page No. 2

Rank	Name	Holdings	Rank
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
31	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	CRISTINO NAGUIAT, JR.	181,500	00.01%
34	WILLIE TIO	159,500	00.01%
35	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
36	BETO Y. LIM	150,000	00.01%
37	AURORA V. SAN JOSE	143,000	00.01%
38	YAN TO A. CHUA	132,000	00.01%
39	CELY S. LIM	112,200	00.00%
40	DEWEY CHOACHUY, JR	111,300	00.00%
41	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
42	WANG YU HUEI	110,000	00.00%
43	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
44	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
45	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
46	MIZPAH HOLDINGS, INC.	100,000	00.00%
47	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
48	PACIFIC CONCORDE CORPORATION	100,000	00.00%
49	PACIFIC IMAGES, INC.	100,000	00.00%
50	PACIFIC REHOUSE CORPORATION	100,000	00.00%
51	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
52	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Page No. 3

Rank	Name	Holdings	Rank
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	CHONG PENG YNG	100,000	00.00%
55	HANSON G. SO &/OR LARCY MARICHI Y. SO	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	LEONG JEE VAN	55,000	00.00%
64	LIM TAY	55,000	00.00%
65	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
66	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
67	KIRBY YU LIM	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	VICKY L. CHAN	55,000	00.00%
70	PRIMITIVO C. CAL	55,000	00.00%
71	LYDIA J. SY	55,000	00.00%
72	MA. TERESA P. CRUZ	55,000	00.00%
73	NEIL JOHN A. YU	50,000	00.00%
74	SANDRA E. PASCUAL	50,000	00.00%
75	ROBERTO L. UY	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	UY TIAK ENG	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Page No. 4

Rank	Name	Holdings	Rank
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	ADRIAN LONG	39,600	00.00%
83	GLADYS MAY L. OSMENA	39,600	00.00%
84	JAY JACOBS	39,600	00.00%
85	ROBERT KLING	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	MEGHANN GAIL L. OSMENA	39,600	00.00%
88	MANILYNN L. OSMENA	39,600	00.00%
89	MANUEL L. OSMENA, II	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	LEONCIO TIU	33,000	00.00%
95	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
96	SEAFRONT RESOURCES CORP.	33,000	00.00%
97	ARTURO GUANZON	33,000	00.00%
98	TAN LIN LAY	30,000	00.00%
99	MA. YOLANDA MALLARI	30,000	00.00%
100	RAMONCITO ARCEO	30,000	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 12/31/2021

Rank	Name	Holdings	Rank
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Total Top 100 Shareholders :	2,496,838,682	99.91%
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Total Issued Shares	2,498,991,753
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OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - WPI000000000

Business Date: December 31, 2021

BPNAME	HOLDINGS
UPCC SECURITIES CORP.	75,000
A & A SECURITIES, INC.	2,444,700
ABACUS SECURITIES CORPORATION	62,036,657
PHILSTOCKS FINANCIAL INC	63,394,944
A. T. DE CASTRO SECURITIES CORP.	54,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	3,271,000
BA SECURITIES, INC.	1,667,700
AP SECURITIES INCORPORATED	16,821,500
ANSALDO, GODINEZ & CO., INC.	2,595,700
AB CAPITAL SECURITIES, INC.	8,313,500
SB EQUITIES, INC.	4,252,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	862,800
ASIASEC EQUITIES, INC.	153,000
ASTRA SECURITIES CORPORATION	5,000
CHINA BANK SECURITIES CORPORATION	1,000,000
BELSON SECURITIES, INC.	4,100,100
B. H. CHUA SECURITIES CORPORATION	50,000
JAKA SECURITIES CORP.	8,655,500
BPI SECURITIES CORPORATION	36,092,215
CAMPOS, LANUZA & COMPANY, INC.	2,447,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	779,138
TRITON SECURITIES CORP.	44,152,450
IGC SECURITIES INC.	3,059,000
CUALOPING SECURITIES CORPORATION	110,500
DBP-DAIWA CAPITAL MARKETS PHILIPPINES, INC.	2,200
DAVID GO SECURITIES CORP.	1,759,000
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	9,907,100
EQUITABLE SECURITIES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,321,200
EQUITIWORLD SECURITIES, INC.	517,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	8,731,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	895,000
AURORA SECURITIES, INC.	926,700
GLOBALINKS SECURITIES & STOCKS, INC.	464,000
JSG SECURITIES, INC.	962,650
GOLDSTAR SECURITIES, INC.	3,365,300
GUILD SECURITIES, INC.	264,000
HDI SECURITIES, INC.	22,565,500
H. E. BENNETT SECURITIES, INC.	2,280,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	527,297

BPNAME	HOLDINGS
INVESTORS SECURITIES, INC,	1,117,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	393,800
INTRA-INVEST SECURITIES, INC.	187,400
ASIAN CAPITAL EQUITIES, INC.	56,100
J.M. BARCELON & CO., INC.	921,500
STRATEGIC EQUITIES CORP.	993,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	263,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	1,593,200
COL Financial Group, Inc.	150,170,146
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	129,800
MERIDIAN SECURITIES, INC.	2,154,700
MDR SECURITIES, INC.	136,000
REGIS PARTNERS, INC.	66,300
MOUNT PEAK SECURITIES, INC.	120,000
NEW WORLD SECURITIES CO., INC.	2,179,000
OPTIMUM SECURITIES CORPORATION	3,814,650
RCBC SECURITIES, INC.	3,878,300
PAN ASIA SECURITIES CORP.	135,000
PAPA SECURITIES CORPORATION	1,164,500
MAYBANK ATR KIM ENG SECURITIES, INC.	4,954,400
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,223,260
PREMIUM SECURITIES, INC.	5,923,600
PRYCE SECURITIES, INC.	12,124
SALISBURY BKT SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	16,124,800
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,121,100
REGINA CAPITAL DEVELOPMENT CORPORATION	7,756,976
R. NUBLA SECURITIES, INC.	3,022,500
AAA SOUTHEAST EQUITIES, INCORPORATED	2,338,700
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	176,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	308,500
SUMMIT SECURITIES, INC.	607,300
STANDARD SECURITIES CORPORATION	1,401,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	790,400
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	352,200
TOWER SECURITIES, INC.	11,961,600
TRANS-ASIA SECURITIES, INC.	1,325,500
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
UCPB SECURITIES, INC.	2,413,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	1,400,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	216,900
FIRST METRO SECURITIES BROKERAGE CORP.	26,405,590
WEALTH SECURITIES, INC.	7,540,590
WESTLINK GLOBAL EQUITIES, INC.	505,692,540

BPNAME	HOLDINGS
BERNAD SECURITIES, INC.	369,100
WONG SECURITIES CORPORATION	44,000
YAO & ZIALCITA, INC.	1,286,200
YU & COMPANY, INC.	1,099,000
BDO SECURITIES CORPORATION	23,092,369
EAGLE EQUITIES, INC.	741,800
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	1,435,576
SOLAR SECURITIES, INC.	6,343,600
G.D. TAN & COMPANY, INC.	16,950,300
PHILIPPINE EQUITY PARTNERS, INC.	2,431,950
UNICAPITAL SECURITIES INC.	1,835,900
SunSecurities, Inc.	400,000
COHERCO SECURITIES, INC.	3,400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,489,000
VC SECURITIES CORPORATION	600
CITIBANK N.A.	140,000
STANDARD CHARTERED BANK	925,000
Total	1,180,625,174

If no written notice of any error or correction is received by PDTC within five (5) calendar days from receipt hereof, you shall be deemed to have accepted the accuracy and completeness of the details indicated in this report.

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 Q1** 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 , 2022.


RICHARD L. RICARDO
Affiant

PRC # 0004436


MAY 16 2022

SUBSCRIBED AND SWORN to before me this day of 2022.

MANDALUYONG CITY

NOTARY PUBLIC

Doc. No. 449
Page No. 91
Book No. 52
Series of 2022


ATTY. JAMES K. ABUGAN
Notary Public
Appt. No. 0442-21
Until Dec. 31, 2022
IBP No. 175123 01/06/2022 Rizal Chapter
Roll No. 26890 Lifetime
MCLE No. VI-0012875 Until 4/14/2022
TIN No. 116-239-956
PTR No. 4871351 / 01-06-2022
Tel. No. 02-85452321
Mandaluyong City



SEC MEMORANDUM CIRCULAR NO. 15
Series of 2017

TO : PUBLICLY-LISTED COMPANIES
SUBJECT : INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT (I-ACGR)

To facilitate the disclosure of publicly-listed companies' (PLCs) compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for PLCs and to harmonize the corporate governance requirements of the Commission and the Philippine Stock Exchange, the Commission, pursuant to its regulatory and supervisory power under Section 5 of the Securities Regulation Code, mandates all companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) subject to the following:

1. All companies already listed in the PSE by 31 December of a given year shall submit three (3) copies of a fully accomplished I-ACGR **on May 30 of the following year for every year that the company remains listed in the PSE;**
2. The I-ACGR shall cover all relevant information from January to December of the given year. It is expected that companies, regardless of listing dates, would already have Corporate Governance practices in place. Hence, they can already submit their I-ACGR by May 30 of the following year;
3. At least one (1) complete copy of the I-ACGR filed with the Commission shall be duly notarized and shall bear **original and manual** signatures of the following required signatories:
 - a. Chairman of the Board;
 - b. Chief Executive Officer or President;
 - c. All Independent Directors;
 - d. Compliance Officer; and
 - e. Corporate Secretary;
4. The I-ACGR with accessible links shall be posted on the company website within five (5) business days from submission to the SEC;
5. The companies shall no longer be required to file updates and changes on their I-ACGR within five (5) days from the occurrence of the reportable changes;
6. The companies shall no longer be required to file a Consolidated Changes in the ACGR within ten (10) days from the end of the year;
7. The imposable penalties are as follows:

VIOLATION	BASIC PENALTY	MONTHLY PENALTY
Non/Late Submission	Php50,000.00	Php5,000.00
<i>Disclosure(s)</i>		

a. Incomplete (i.e. no explanation provided; no alternative practices to achieve over-all principle)	Php25,000.00	Php2,500.00
b. Misrepresentation/Misinformation	Php100,000.00	Php10,000.00
<i>Signatory(ies)</i>		
a. Incomplete	Php10,000.00	Php1,000.00
b. Incorrect		

For General Instructions in answering the I-ACGR, please see attached SEC Form I-ACGR.

Any previous Orders, Issuances and Circulars which are inconsistent with the provisions of this Circular are hereby repealed accordingly.

This Memorandum Circular shall take effect fifteen (15) days after its publication in two (2) newspapers of general circulation.

Pasay City, Philippines, 15 December 2017.

For the Commission:



TERESITA J. HERBOSA
Chairperson



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SECForm shall be used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) “Recommendations” – derived from the CG Code for PLCs;</p> <p>(2) “Supplement to Recommendation”– derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) “Additional Recommendations”–CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) “Optional Recommendation”– practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the “comply or explain” approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>*“Not Applicable” or “None” shall not be considered as sufficient explanation</p>

the discretion of PLCs.			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2021**
2. SEC Registration Number **AS094-8678** .
3. BIR Tax Identification No. **080-003-978-254**
4. Exact name of THE issuer as specified in its charter **Waterfront Philippines, Incorporated**
5. Province, Country or other jurisdiction of incorporation or organization **Cebu, Philippines**
6. Address of Principal Office **No. 1 Waterfront Drive Off Salinas Drive Lahug, Cebu City**
7. Postal Code **6000**
8. Issuer's telephone number, including area code **02-559-0130**
9. N/A
Former name, former address, and former fiscal year, if changed since last report.
10. Industry Classification Code (For SEC's use only)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Every year, the Board is requested to submit their updated resume and trainings attended. References: * Manual on Corporate Governance – Internal Controls of the/Responsibilities of the Company Section 6.0 ; Section 1.0 Communication and Training Process * SEC-201S Definitive - Directors and Executive Officers	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	* SEC-201S Definitive	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.	
2. Company has an orientation program for first time directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	Compliant		
4.			
Recommendation 1.4			

1. Board has a policy on board diversity.	Compliant	Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	* SEC 201S-Definitive under Directors and Executive Officers	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	* Please see attached attendance on November 19, 2021	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
Recommendation 1.6			
1. Board is assisted by a Compliant Officer.	Compliant	* SEC 201S-Definitive under Directors and Executive Officers * The Compliance Officer, Richard Ricardo signs all SEC reportorial together with the Corporate Secretary. * General Information Sheet under Directors/Officers	
2. Compliant Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliant Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	* Please see attached attendance on November 19, 2021	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	* This is duly observed during regular meetings by the board of directors.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	BOD Meeting:	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<ul style="list-style-type: none"> December 3, 2021 	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	*http://www.waterfronthotels.com.ph/about/mission-and-vision/ *ACGR 2017	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	*Manual on Corporate Governance Section 4.0	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	* SEC 2015-Definitive under Directors and Executive Officers	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	**Manual on Corporate Governance, Section 9.2, page 16 covers the succession planning for directors	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	*Manual on Corporate Governance, Section 5b, covers the succession planning for management and key officers. * The Board has no retirement plan.	
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>*The Compensation and Remuneration Committee has made sure that the compensation of the key officers and executives of the Company is in line with the culture and policies of the Company. The Committee has also developed a system regarding disclosure of all the incoming officers as to their business interests which might be in conflict with that of the Company.</p> <p>* None of the Directors received compensation. The President has no remuneration benefit.</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Compensation and Remuneration Committee has developed a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors and officers.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	No director or officer has been allowed to decide on his own remuneration and has provided annual reports, information and proxy statements on the disclosure of the compensation for the executives and officers of the Company.	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Non-Compliant	Provide proof of board approval	*The remuneration of senior executives is only approved by the President or CEO.
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	* No director received bonuses or profit sharing plans.	
Recommendation 2.6			

1. Board has a formal and transparent board nomination and election policy.	Compliant	* SEC 2015 Definitive Item 4, 18 and 19. Prior to Annual Stockholders' Meeting, notices and definitive reports will be distributed to all stockholders for them to be guided during the meeting.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	* The Nomination Committee, composed of 3 voting directors (one is independent), is in charge of the screening of the candidates for a seat in the Board of Directors in accordance to the qualifications set in the Manual.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Said Committee has also considered the disqualifications specifically enumerated. The Committee shall evaluate and screen nominees for director's vis-à-vis the applicable qualifications and disqualifications as set forth in the Company's Manual on Corporate Governance, By-Laws and other applicable policy, law or regulations while ensuring that said qualifications are in line with the strategic objectives of the Company.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

Optional: Recommendation to 2.6

<p>1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>	<p>Compliant</p>	<p>The nominees approved by the Board are recommended for election as directors at the meeting of the stockholders or the Board, as the case may be. In the search of potential nominees, the Committee may use external sources, such as professional search firms, director databases and/or other reputable external sources to further enhance the search for and widen the base of potential nominees.</p>	
<p>Recommendation 2.7</p>			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Compliant</p>	<p>* Manual on Corporate Governance page 21 (9.7). The Related Party Transactions Committee is in-charge of the overall monitoring of the group-wide related party transactions.</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>		
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>		
<p>Supplement to Recommendations 2.7</p>			

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>* Manual on Corporate Governance page 21 (9.7). *The company shall disclose its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions. The material or significant RPTs reviewed and approved during the year shall be disclosed in its Annual Corporate Governance Report. Likewise, related party that need prior shareholder approval The aggregate amount of RPT within any transaction are disclosed to the external auditors and twelve (12) month period should be considered for purposes of applying the reported in the financial statement.</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>* All placements with directors and/or related parties are disclosed and approved by the required parties and stockholders, including the majority of the minority shareholders</p>	
<p>Recommendation 2.8</p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>*The Board approves the selection and assesses the performance of the Management led by the CEO, and control functions led by their respective heads functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive). In the absence of the Compliant Officer, the Corporate Secretary acts in behalf.</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive).</p>	<p>Compliant</p>		
<p>Recommendation 2.9</p>			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>*Oversee Management's formulation and implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, plans and</p>	

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	policies and periodically evaluate Management's overall performance. * At the end of the year, performance evaluation thru PAF (Performance Appraisal Form) is conducted and rated.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	*Manual on Corporate Governance, Section 9.4 on Audit Committee states that the Audit Committee is responsible for monitoring and evaluating the adequacy and effectiveness of the organization's internal control system, including financial reporting control and information technology security.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	* Periodically reviews the internal audit charter and presents it to Senior Management and the Board Audit Committee for Approval.	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	* http://www.waterfronthotels.com.ph/whc/enterprise-risk-management/	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	*Section 7.3 of the Manual For Corporate Governance outlines the duties and responsibilities of a director and serves as a framework in the performance of its fiduciary role.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		

3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	https://www.waterfronthotels.com.ph/wpi-company-policies/	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	* Granting loans to directors is not practiced.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	*Observe confidentiality. A director should observe the confidentiality of non-public information acquired by reason of his position as director. He should not disclose any information to any other person without the authority of the Board. Protecting confidential information - employees must ensure that confidential information is preserved and protected. Confidential information is that which is not generally known outside the Company and either gives or could give the Company a competitive advantage or disadvantage, or could lead to the loss of an existing competitive advantage, if it became known to others or became known in the public domain.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>* Section 9.0 on Board Committees states that the Board of Directors shall form Board Committees to aid in ensuring compliance with the principles of good corporate governance. The members of such Committees shall be appointed by the Board of Directors annually.</p> <p>All established committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters should provide the standards for evaluating the performance of the Committees. It should be fully disclosed on the company's website.</p>	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	* Manual on Corporate Governance, section 9.4	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	*Members of the Audit Committee can be found here:	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	https://www.waterfronthotels.com.ph/wpi-board-committees/	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant		
Supplement to Recommendation 3.2			

<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>* Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as external auditor or will pose as a threat to his independence. The non-audit work, if allowed, should be disclosed in the Corporation's annual report.</p> <p>* The Board, after consultations with the Audit Committee, shall recommend to the stockholders an external auditor duly accredited by the Commission. The external auditor shall not, at the same time, provide internal audit services to the Corporation. Non-audit work may be given to the external auditor, provided it does not conflict with his duties as an independent auditor, or does not pose a threat to his independence.</p>	
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<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>*To meet regularly as possible with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year without management present, to discuss their remit and any issues arising from the half year and final audits and the intervening quarterly reviews, and any matters the auditor may wish to discuss (in the absence of management where necessary). To review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team. To review the findings of the audit with the external auditor. This shall include but not be limited to the following: - a discussion of major issues which arose during the audit; - key accounting and audit judgments; and - levels of error identified during the audit.</p> <p>*To review the effectiveness of the audit, review any representation letter requested by the external auditor before they are signed by management, review the external auditor's management letter and management's response to this and the letter of representation.</p>	
<p>Optional: Recommendation 3.2</p>			
<p>1. Audit Committee meets at least four times during the year.</p>	<p>Compliant</p>	<p>* See attached list of meetings per committee.</p>	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>* Part of the Audit Committee's specific functions.</p>	
<p>Recommendation 3.3</p>			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Manual on Corporate Governance, Section 9.2</p>	

2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	*Members of the Corporate Governance Committee can be found here: https://www.waterfronthotels.com.ph/wpi-board-committees/	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant		
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meets at least twice during the year.	Compliant	* See attached list of meetings per committee.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	*Members of the BROC can be found here: https://www.waterfronthotels.com.ph/wpi-board-committees/	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The committee chairman and member, Mr. Renato C. Francisco & Mr. Ruben Torres are independent directors.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The chairman of the BROC is Mr. Ruben Torres while the Chairman of the Board is Mr. Sergio Ortiz-Luis, Jr.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	SEC 17-A 2021 Item 9 Directors and Executive Officers of the Registrant outlines the credentials of the directors forming part of the committee.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	*Members of the RPT Committee can be found here: https://www.waterfronthotels.com.ph/wpi-board-committees/	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Both the committee chairman, Mr. Ruben Torres and member, Mr. Sergio Ortiz-Luis, Jr. are independent directors.	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	* Manual on Corporate Governance, Section 9.0	

2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	* See attached list of attendance of Board of Directors for the meeting.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	*As part of its specific functions.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	*As part of its specific functions.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	*The Board may consider the adoption of guidelines on the number of directorships that its members can hold in other corporations to ensure diligent and efficient performance of their responsibilities to the Company. The Chief Executive Officer ("CEO") and other executive directors may be covered by a lower indicative limit for membership in other boards. A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to diligently and efficiently perform their duties and responsibilities to the boards they serve shall not be compromised.	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	*Disclosed in SEC 201S Definitive.	

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Non-Compliant	*Disclosed in SEC 20IS Definitive.	*Disclosed in SEC 20IS Definitive.
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	*SEC 20IS-Definitive Other matters	
3. Board of directors meets at least six times during the year.	Compliant	*ACGR 2017 page 25.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	*SEC 20IS Definitive Item 19	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	*Please see attached Certificate of Independent Auditor.	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	*Manual on Corporate Governance, Section 6	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	*Manual on Corporate Governance pages 3-5.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	*As a rule, independent directors may serve for a maximum of nine consecutive years reckoned from 2012, making sure however that the shareholders' legal right to vote and be voted directors remains inviolable.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	*If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting.	

3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	*Should be part of the proposed action and approved during the Annual Stockholder's meeting.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	*Chairman of the Board – Mr. Sergio Ortiz-Luis, Jr. ; CEO/President – Mr. Kenneth T. Gatchalian	
2. The Chairman of the Board and Chief Executive Officer has clearly defined responsibilities.	Compliant	*The responsibilities of the Chairman are provided for in Section 4.6 of the Manual on Corporate Governance. The responsibilities of the President are mentioned in Section 10.0 of the same manual.	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	*SEC 20IS - Definitive	
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	*The fundamental principle to be observed is that a director does not use his position to profit or gain some benefit or advantage for his/her related interests.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	The NEDs currently do not hold meetings with the external auditor. The external and internal audit teams of the company, however, periodically meet with the Audit Committee.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	*The existing directors have not been former CEOs of the company in the past 2 years. The position has been held by Mr. Kenneth T. Gatchalian during that period.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	*The Board annually conducts a self-evaluation using a process approved by the Corporate Governance/Nominating Committee. The Audit, Corporate Governance/Nominating, Compensation/ Human Resources and Finance Committees are each required by their written charters to conduct annual self-evaluations.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	*The Board assumes the responsibilities.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	* Manual on Corporate Governance	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	*ACGR 2017 pages 16-21.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	*Thru website, employees handbook and SOPs	
3. The Code is disclosed and made available to the public through the company website.	Compliant	* https://drive.google.com/drive/folders/1bkyZE_qU2JfTJGCPm_rnkZ_DDrCz7I	
Supplement to Recommendation 7.1			

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	*Any discount, commission or any favor/advantage in any form obtained while transacting business shall be reverted back to the company and not your personal benefit. Directors have a duty to ensure that employees and contractors under their supervision are aware of and comply with this policy. Violation of this policy may subject the individual to disciplinary action, including dismissal and cessation of contract.	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	*ACGR 2017 pages 16-23.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	*Distribution of notice of stockholders' meeting, definitive information statement, proxy form and management report which is at least fifteen (15) business days from the date of the annual stockholders' meeting (SRC Rule 20. 3, C , iv) and at least two (2) weeks prior to the annual stockholders' meeting (Art. II, Sec. 4, By-laws)	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	* http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173	

2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	*SEC 17-A 2021 on Operational and Financial Information	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	*ACGR 2017 page 18.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	* SEC 17-A 2021	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	*SEC 17-A 2021, Item 9 Directors and Executive Officers	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	*SEC 17-A 2021, Item 9 Directors and Executive Officers	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	*None of the Directors receive compensation for serving as Directors of the Company. The President has no remuneration benefit.	

2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	*Sec 17-A Item 10 Executive Compensation	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	*The members of the Board of Director are elected for a term of one year. Director per diem are at a rate of Php9,000.00 (net of ewt) per board meeting. Except for the Chairman and the CEO, Directors, are not entitled to compensation package.	

Recommendation 8.5

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>* At each meeting, the Committee will be provided with the details of each new, existing or proposed Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, and the benefits to the Company and to relevant Related Party. In determining whether to approve a Related Party Transaction, the Committee will consider, among other factors, the following factors to the extent relevant to the Related Party Transaction:</p> <ul style="list-style-type: none"> - whether the terms of the Related Party Transaction are fair to the Company and on the same basis as would apply if the transaction did not involve a Related Party; - whether there are business reasons for the Company to enter into the Related Party Transaction; - whether the Related Party Transaction would impair the independence of an outside director; and - whether the Related Party Transaction would present an improper conflict of interests for any director or executive officer of the Company, taking into account the size of the transaction, the overall financial position of the director, executive officer or Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant. 	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>*Audited FS 2021 Note 8.</p>	
<p>Supplement to Recommendation 8.5</p>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>*Mr. Kenneth T. Gatchalian is the son of Ms. Dee Hua T. Gatchalian. Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian and an aunt of Kenneth T. Gatchalian.</p>	

Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	*ACGR 2017	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	* Appraisal of the certain real estate property.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	*Manual on Corporate Governance.	Compliant
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant	https://www.waterfronthotels.com.ph/wpi-manual-governance/	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		*SEC 17-A 2021 in the following sections:	

a. Corporate Objectives	Compliant	- Business and General Information	
b. Financial performance indicators	Compliant	- Officers of the Registrant - Management's Discussion and Analysis or	
c. Non-financial performance indicators	Compliant	Plan of Operation - Key Variable and Other Qualitative and	
d. Dividend Policy	Compliant	Quantitative Factors - Business and General Information - Market for Registrant's Common Equity	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	and Related Stockholder Matters	
f. Attendance details of each director in all directors meetings held during the year	Compliant	- Directors and Executive	
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	*SEC 17-A kpmg	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	*Manual on Corporate Governance	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	*Manual on Corporate Governance	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	*There were no changes in and disagreements with the accountants or with the current accounting firm related to accounting and financial disclosure.	

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	*Mr. Tireso Randy F. Lapidez has been the lead audit partner since 2016.	
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Recommendation 9.2

1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	*Manual on Corporate Governance, page 17 (9.4) Audit Committee. Approving and recommending the appointment, reappointment, removal, and fees of the external auditor. Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. Prior to commencement of the audit, discuss with the external auditor the nature and scope of the audit.	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		

Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	*Manual on Corporate Governance and ACGR 2017.	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	*Manual on Corporate Governance and ACGR 2017.	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	*ACGR 2017 Audit Control Policies and Procedures	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	*ACGR 2017 Audit Control Policies and Procedures	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	*ACGR 2017 pages 44-45.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	*R.G. Manabat and Co. SEC Accreditation no.- 0003- SEC Date issued – October 1, 2020 Date expired – September 30, 2024 Tireso Randy F. Lapidez SEC Accreditation no. 1472-AR-1	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The external auditor, R.G. Manabat & Co., complied with the requirements of the SEC when it conducted in 2019 its inspection under the SEC Oversight Assurance Review (SOAR) Inspection Program.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	The Company has adhered to the requirement of the SEC pertaining to Sustainability Reporting. Annex A of the SEC 17-A 2021 provides for the Sustainability Report of the organization for the year.	.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Sustainability Accounting Standards Board Materiality Map specifically applicable to the operations of the Hotels and Lodging Industry has been utilized by the company for its sustainability reporting.	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	*The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the Corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information system, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules regulations and contracts	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	*Manual on Corporate Governance	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	*SEC 2015-Definitive ; Manual on Corporate Governance	
Optional: Recommendation 12.1			

1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	*Guided by the Company's Standard Operating Procedures.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	*Guided by the Company's Standard Operating Procedures.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Ms. Justine Dominique R. Bering	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	*Conducts quarterly audit or from time to time to ensure compliance of the SOPs.	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant		There is no outsourcing of internal audit activity.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	*ACGR 2017 pages 36-40.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Non-Compliant		Currently, the Company does not need the assistance from external technical support in risk management.
Recommendation 12.5			

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	*Chief Risk Officer - Renato C. Francisco	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	*SEC 17-A 2021, Item 9 Directors and Executive Officers of the Registrant	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	*For report completion, a report was given to the Chief Executive Officer by the Audit Executive thru company's registered email.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	*SEC 20IS-Definitive	
3. Board has an effective, secure, and efficient voting system.	Compliant	*Performed thru electronic voting.	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	*SEC 20IS-Definitive; SEC 17-A 2021	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	*Thru minutes of the meeting, notices and other sources might be applicable.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	*SEC 20IS-Definitive; SEC 17-A 2021; ACGR 2017 pages 39-40.	

7. Company has a transparent and specific dividend policy.	Compliant	*The Company has not issue dividends since the year 2000. However, it promises to declare dividends once the deficit is offset and the market for the coming years proper.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Non-Compliant		*Voting done thru electronic voting.
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	*Distribution of notice of stockholders' meeting, definitive information statement, proxy form and management report which is at least fifteen (15) business days from the date of the annual stockholders' meeting (SRC Rule 20.3, C, iv) and at least two (2) weeks prior to the annual stockholders' meeting (Art. II, Sec. 4, By-laws).	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		*Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
b. Auditors seeking appointment/re-appointment	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
c. Proxy documents	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant		
Recommendation 13.3			

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	*http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	*http://www.waterfronthotels.com.ph/wpi/	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	*Representatives of said firm are expected to be present at the stockholders' meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	* http://www.waterfronthotels.com.ph/wpi/	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	*Investor Relation Officer is Mr. Richard Ricardo.	
2. IRO is present at every shareholder's meeting.	Compliant	the IRO has attended the ASM	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	*Corporation's by-laws; Manual on Corporate Governance	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	* 53.22% as of April 30, 2022.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	*Send notices and invitations.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	*Online casting of votes/proxies.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	*http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	*Manual on Corporate Governance	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	*Manual on Corporate Governance	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	*The Company makes sure that all complaints, suggestions, feedbacks and comments are properly addressed and acted upon immediately.	
Additional Recommendations to Principle 14			

1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	*SEC 201S-Definitive ; ACGR 2017	
2. Company respects intellectual property rights.	Compliant	*Logos, trademarks and other IPs were registered with the governing body in the Philippines.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	*ACGR 2017	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	*Part of the Company's Standard Operating Procedures.	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	*SEC 201S-Definitive	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-Compliant		*The Corporation does not have any ESOP and no existing policy on reward/compensation for the performance of the company beyond short-term financial measures.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	*Manual on Corporate Governance; ACGR 2017	
3. Company has policies and practices on training and development of its employees.	Compliant	*SEC 201S-Definitive Training	
Recommendation 15.2			

1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	*Anti-corruption programmes and procedures – This was design to make sure that all peers are under one goal. Anti corruption programs and procedures are discussed earlier. Aside from quarterly audit on standard operating procedures if being followed, the company also adds whistle blowing.	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	*Disseminated thru approved project briefs and mediums stated at employees handbook which serves as the central platform for disseminating information to staff.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	*ACGR 2017	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	*ACGR 2017;Company's Standard Operating Procedures	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	*ACGR 2017;Company's Standard Operating Procedures	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	*Manual on Corporate Governance	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	*The Company has CSR or Corporate Social Responsibility activities.	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	*The Company has all the permits needed in order not to violate the environment.	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	*The Company has CSR or Corporate Social Responsibility activities.	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned; thereunto duly authorized, in the City of CITY OF MANILA on MAY 27 2022, 2022.


SERGIO R. ORTIZ-LUIS, JR.

CHAIRMAN OF THE BOARD

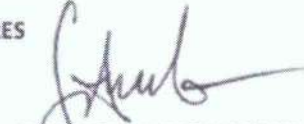

ARISTEO R. CRUZ

INDEPENDENT DIRECTOR


RICHARD L. RICARDO

COMPLIANCE OFFICER

SIGNATURES



KENNETH T. GATCHALIAN

PRESIDENT



RENATO FRANCISCO

INDEPENDENT DIRECTOR



ARTHUR R. PONSARAN


CORPORATE SECRETARY

SUBSCRIBED AND SWORN to before me this _____ day of MAY 27 2022 2022, affiant(s) exhibiting to me their TIN, as follows:

NAME	TIN
Sergio R. Ortiz-Luis, Jr.	107 846 762 000
Kenneth T. Gatchalian	167 406 526 000
Aristeo R. Cruz	108 672 299 000
Renato Francisco	138 641 391 000
Richard L. Ricardo	140 457 860 000
Arthur R. Ponsaran	127 640 176 000

NOTARY PUBLIC

Doc No. 744
 Page No. 149
 Book No. 5
 Series of 2022


ATTY. GILBERTO B. PASIMANERO
 Notary Public Until June 30, 2022
 Notarial Commission 2020-030
 JHR# 185226 Pass# 10-14-2022
 PFR# 0154719 Mta - 1-3-2022
 Roll # 25473, TIN# 103-098-346
 MCLE Compl. No. VI-0011418 until 4-14-2022



Re: SEC I-ACGR REPORT_2021_Waterfront Philippines Incorporated
ICTD Submission

to:

f.cabugoy

05/28/2022 05:30 PM

Hide Details

From: "ICTD Submission" <ictdsubmission+canned.response@sec.gov.ph>

To: f.cabugoy@waterfronthotels.net,

Your report/document has been SUCCESSFULLY ACCEPTED by ICTD.

(Subject to Verification and Review of the Quality of the Attached Document)

Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made

available after 15 days from receipt through the SEC Express System at the SEC website at www.sec.gov.ph

NOTICE

Please be informed that pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (PDF) **Secondary Reports** such as: 17-A, 17-C, 17-L, 17-Q, ICASR, 23-A, 23-B, I-ACGR, Monthly Reports, Quarterly Reports, Letters, through email at

ictdsubmission@sec.gov.ph

Note: All submissions through this email are no longer required to submit the hard copy thru mail, eFAST/OST or over- the- counter.

For those applications that require payment of filing fees, these still need to be filed and sent via email with the SEC RESPECTIVE OPERATING DEPARTMENT.

Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

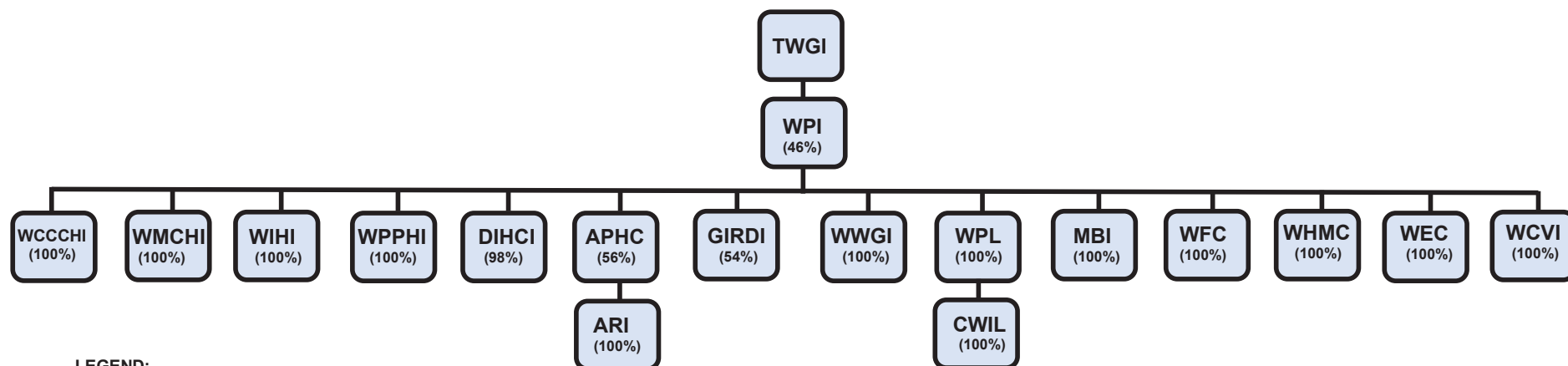
FOR MC28, please email to:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

**WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED UNDER THE REVISED SRC RULE 68
Map of Conglomerate
December 31, 2020**



LEGEND:

- | | |
|--------|----------------------------------------------------------------------------------|
| TWGI | - The Wellex Group, Inc. |
| WPI | - Waterfront Philippines, Incorporated |
| WCCCHI | - Waterfront Cebu City Casino Hotel, Incorporated |
| WMCHI | - Waterfront Mactan Casino Hotel, Incorporated |
| WIHI | - Waterfront Iloilo Hotel Inc. |
| WPPHI | - Waterfront Puerto Princesa Hotel, Inc. |
| DIHCI | - Davao Insular Hotel Company, Inc. |
| APHC | - Acesite (Phils.) Hotel Corporation |
| ARI | - Acesite Realty, Inc. (formerly CIMA Realty Phils., Inc.) |
| GIRDI | - Grand Ilocandia Resort and Development, Inc. |
| WWGI | - Waterfront Wellness Group, Inc. (formerly W Citigyms & Wellness, Inc.) |
| WPL | - Waterfront Promotion Limited |
| CWIL | - Club Waterfront International Limited |
| MBI | - Mayo Bonanza, Inc. |
| WFC | - Waterfront Food Concepts, Inc. |
| WHMC | - Waterfront Hotel Management Corp. (formerly Waterfront Management Corporation) |
| WEC | - Waterfront Entertainment Corporation |
| WCVI | - Waterfront Cebu Ventures, Inc. |