



SECURITIES AND EXCHANGE COMMISSION

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Company Information

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Company Type: Stock Corporation

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S. E. C. Registration Number

S A N M I G U E L

P R O P E R T I E S , I N C .

(Company's Full Name)

N O . 4 0 S A N M I G U E L

A V E N U E , M A N D A L U Y O N G

C I T Y

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

Atty. Karen Cas-Caballa

Contact Person

8632-3282

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC Form 17-A (2024)

FORM TYPE

2nd Wednesday of

0 5

Month

- -

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

908

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

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

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

1. For the fiscal year ended **31 December 2024**
2. SEC Identification Number **37338**
3. BIR Tax Identification No. **000-133-166**
4. Exact name of issuer as specified in its charter **SAN MIGUEL PROPERTIES, INC.**
5. **Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **No. 40 San Miguel Avenue,
Mandaluyong City**
Address of principal office
8. **1550**
Postal Code
8. **(02) 8632-3000**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC.

<u>Title of Each Class</u>	<u>Authorized (No. of Shares)</u>	<u>Issued and Outstanding as of 31 December 2024</u>
Common Shares, P10 par value	1,500,000,000	1,499,684,229¹

11. Are any or all of these securities listed on a Stock Exchange.
 Yes [] No []
 If yes, state the name of such stock exchange and the classes of securities listed therein: **N/A**
12. Check whether the issuer:
 - a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder, and Sections 26 and 141 of the Revised 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. State the aggregate market value of the voting stock held by non-affiliates of the registrant.

 As of December 31, 2024, the aggregate market value of the voting stock held by non-affiliates is P10.4 Million, computed on the basis of the Company's Tender Offer price as of April 5, 2013 at P134.12 per share.
14. DOCUMENTS INCORPORATED BY REFERENCE. **None**

¹ Excludes the 315,771 Treasury Shares

PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

Monterey Farms Corporation (MFC) was incorporated on January 17, 1969. San Miguel Properties Philippines, Inc. (SMPPPI), on the other hand, was incorporated on December 18, 1990 as the corporate real estate arm of SMC. On January 30, 1998, the Securities and Exchange Commission (SEC) approved the merger between SMPPPI and MFC, with the latter as the surviving entity.

In view of the merger, SMPPPI ceased to exist while MFC changed its corporate name to Monterey-San Miguel Properties, Inc. (M-SMPI) and its business nature to real estate development. The surviving company is net of its original meat operations which were spun-off to Monterey Foods Corporation.

The Board of Directors, in its meeting on April 6, 1998, has approved the change of the corporate name to San Miguel Properties, Inc. ("SMPI" or the "Company") primarily engaged in the development, sale or lease of properties. The stockholders ratified the same resolution in its meeting on June 9, 1998. On July 14, 1998, the SEC approved the said change of name. On December 9, 2002, the Company merged with another subsidiary, HOC Realty, Inc. ("HRI"), with the Company as the surviving entity.

Among the Company's significant subsidiaries and associates are:

- (a) SMPI Makati Flagship Realty Corp., doing business under the trade name and style: *Makati Diamond Residences* (pursuant to the Amended Articles of Incorporation, dated November 3, 2015, reflecting therein the change of name of the company from SMPI-GSIS Joint Venture Corporation) which owns and operates a full-serviced hotel apartment, located in Salcedo Village, Makati City;
- (b) Bright Ventures Realty, Inc. with a completed high-end residential townhouse with a condominium concept of ownership, known as "**Dover Hill**", in its property located in Addition Hills, San Juan City, featuring common amenities such as a clubhouse/party house, swimming pool, basement parking for all residents (thus, providing an unimpeded view of the community) and gym/ kids playroom;
- (c) Carnell Realty, Inc. with a completed residential townhouse project, known as "**Dover View**", located in Lee St. Mandaluyong City called One Dover View Townhouse;
- (d) E-Fare Investments Holdings, Inc. which is the owner and developer of an industrial estate and economic zone located within the Authority of the Freeport Area in Mariveles, Bataan (AFAB);
- (e) Bank of Commerce ("BOC"), which has been serving the Philippine banking community for over 40 years, and in which the Company owns 31.94% of its total and outstanding shares of stock as of December 31, 2024; and
- (f) Excel Unified Land Resources Corporation (Exceland), incorporated in 1995, which developed a high-end residential subdivision, known as "**Wedgewoods**", located in Silang, Cavite. This is as a joint venture project of the Company with Pet Plans, Inc. which is now currently under receivership with the Bank of the Philippine Islands - Asset and Trust Management Group (BPI-ATMG).
- (g) Bricktree Properties, Inc. which is the developer of a future eco-luxury leisure and tourism development in Bugsuk Island, Palawan.

There has been no bankruptcy, receivership or similar proceeding or any material reclassification, consolidation of a significant amount of assets not in the ordinary course of business in the last three (3) years of the Company's and its significant subsidiaries' operations, other than those described in the **Management's Discussion and Analysis** attached hereto as **Annex "C"**.

PRODUCTS

A. Projects

Residential Developments

Its residential projects located in General Trias, Cavite namely, Bel Aldea, Maravilla and Asian Leaf subdivisions, composing of townhouse and single attached unit concepts.

Another project of San Miguel Properties in the South, under one of its subsidiaries – Exceland, is an upscale development, known as Wedgewoods, located in Silang, Cavite, just a few minutes away from Sta. Rosa's flourishing mixed-used development.

Aside from the Company's existing residential projects located in General Trias, Cavite and Exceland's Sta. Rosa, Laguna Project, the Company and its significant subsidiaries also have townhouse developments in key cities of Metro Manila – Dover Hill of Bright Ventures Realty, Inc. located in San Juan City, One Dover View of Carnell Realty, Inc., and Two Dover View both located in Mandaluyong City. These luxury townhouse developments are catering to the upscale market of Metro Manila.

Lease Operations

The Company leases most of its commercial office spaces and warehouses to San Miguel Corporation, its subsidiaries and affiliates, as well as to third parties. The Company has leasable commercial office spaces in Mandaluyong City, Pasig City, San Juan City, and industrial lots in Bataan, Davao, Antipolo and Cavite, and warehouse in Parañaque.

Hospitality Development

Makati Diamond Residences (MDR) is a luxury serviced apartment with 410 spacious guest rooms ranging from 41 square meters up to as much as 204 square meters and has top-of-the-line amenities and health and wellness facilities. Conveniently located in Makati Central Business District, the location of MDR provides easy access to many multinational companies, shopping, dining, and entertainment destinations.

Economic Zone Project

A 500-hectare industrial park development under the flagship of E-Fare Investment Holdings, Inc., and registered under Authority of the Freeport Area of Bataan, the Mariveles Economic Zone Project intends to provide an attractive location for private investments, stimulate regional economic activity, and generate employment opportunities.

Tourism Development

The Bugsuk Island Development Project aims to be an eco-luxury leisure and tourism destination, governed by sustainable development principles. It is envisioned to be the economic driver in Southern Palawan.

For the **List of Projects**, please refer to the hereto attached **Annex "A"**.

For the **Company's contribution from sales**, please refer to **Annex "C"** and Note 4 of **Annex "D"**.

B. Distribution Methods

Due to the depleting inventory level there has been a substantial decrease in the Company's Reservation Sales; thus, there is no need for the Company to widen its network of real estate brokers/sales agents/consultants.

C. Competition

All SMPI-managed buildings are at 100% occupancy level. The Company's lease operation remains stable due to the primacy of the Company's commercial office spaces.

For the properties of SMPI generating lease income located in the Ortigas area, its competitors include the One Corporate Center, Philippine Stock Exchange Tower, Wynsum Corporate Plaza, IBP Tower, Cyberspace Gamma, Rockwell Business Center, and Estancia Offices.

D. Sources and availability of Raw Materials and Supplies

The Company and its significant subsidiaries engage several accredited contractors to construct the housing units or do the land development of its different real estate projects. The following are the major contractors engaged by the Company during the year:

1 STOP BATTERY SHOP INC	KM 22 AGUINALDO HI-WAY TANZANG LUMA IMUS CITY CAVITE
480 BUILDERS	485 KALAYAAN ROAD BRGY MAGDALO KAWIT, CAVITE
A. C. LAZAGA MULTI-SERVICES	MERCADO VILLAGE PULONG STA CRUZ STA, ROSA LAGUNA
ABENSON VENTURES, INC.	WALTERMART BUILDING 8001 EDSA QUEZON CITY
ACKBRENT INCORPORATED	14 B BALBOA ST VISTA VERDE EXEC CAINTA RIZAL
AERONICS INC	NO. 19 ASHLEY ST NORTH FAIRVIEW QUEZON CITY
ALL TRANSPORT NETWORK INC	3 STA AGUEDA AVENUE PASCOR DRIVE CITY OF PARANAQUE
ALL YEAR HOME PRODUCTS, INC.	BATAAN 2020 COMPOUND ROMAN SAMAL BATAAN
ANGLE 8 INC.	SEN LORENZO SUMULONG CIRCLE SAN CITY OF ANTIPOLO RIZAL
AOJ CONSTRUCTION	NABAOY MALAY AKLAN
APRIL JOY HOME DECORS AND FURNITURE	NATIONAL HIGHWAY CONSOLACION AGOO LA UNION
ARCHEN TECHNOLOGIES INC	38 GEN. DELGADO ST., SAN ANTONIO CITY OF PASIG
ASTRAL DATA SYSTEMS INC	1195 QUEZON AVE STA CRUZ I QUEZON CITY
AVESCO MARKETING CORPORATION	AVESCO BUILDING AURORA BLVD. COR. QUEZON
BALYENA TANKER CORPORATION	BLK. 9 LOT 4-6 FERNANDO ST. COR. CITY OF MANILA,
BATARAZA PETRON FILLING STATION	BPFS BLDG., NATIONAL HIGHWAY BATARAZA PALAWAN
BRITE-TECH INNOVATIVE SOLUTIONS,	2189 G TUAZON COR SANTISIMA MANILA
BYPERON TRADING	BLK. 2, LOT 30 BPTHAI 1 IBAYO-TIPAS TAGUIG CITY
C.A.B. CAR CARE	BANAOANG CALASIAO PANGASINAN
C.G.I. CONSTRUCTION	#67 A. BANZON ST. IBAYO CITY OF BALANGA (CAPITAL) BATAAN
CAP'S GENERAL MERCHANDISE	2448 M DELA CRUZ ST BARANGAY 130 PASAY CITY
CASA BELLA HOME AND LIVING CORP.	G/F AIC EMPIRE TOWER GARNET RD. SAN PASIG CITY
CAVAT CAPITOL MERCHANDISING AND	BAYO IGUIG CAGAYAN
CD TECHNOLOGIES ASIA INC	66 A & B SAN RAFAEL STREET BRGY PASIG CITY
CITIFIRE COMMERCIAL	UNIT 101-A #9-B SCOUT BORROMEEO QUEZON
CJK AIR & WATER TESTING LABORATORY	99-C JUDGE J LUNA ST SAN ANTONIO QUEZON
COMFORT SEARCH ENTERPRISES	U-303 DHI BLDG #2 LAPU-LAPU AVE MAKATI
CORAND SUPPORT MARKETING INC	69 UNIT G C RAYMUNDO AVE ROSARIO PASIG CITY
CTP PEST CONTROL SERVICES	P4 B7 L12 MIRAMESA ST. TIERRA GENERAL TRIAS, CAVITE
DALLAS INVESTIGATION & SECURITY	502-B 5TH FLR ECJ BUILDING REAL ST CITY OF MANILA,
DEFENDER PEST CONTROL SERVICES	846 INOCENTES ST BRGY PAG ASA MANDALUYONG
DEMCON GENERAL MERCHANDISE	SANTOL BALAGTAS BULACAN
DSL GAM ENTERPRISES INCORPORATED	409 JUAN LUNA ST. BRGY 287 ZONE 027 MANILA

E.R.A. PRINT SHOP	B2 FARMERS 1 AVENUE TUMANO NCR, CITY OF MARIKINA
E-GREEN MANAGEMENT AND	UNIT 604 JADE PALACE CONDOMINIUM QUEZON CITY
ELITEBLUE SECURITY SPECIALIST INC.	UNIT 2 24K MANSION TIMOG AVENUE COR QUEZON CITY
ENTERPHIL CONTAINER VAN TRADING	UNIT 510 5F DAKOTA RESIDENCES MANILA
EVEREST SAFETY SUPPLIES INC.	UNIT A3 REY-D BLDG 603 BONI AVE COR MANDALUYONG
EXTREME COOL REF & AIRCONDITIONING	MC ARTHUR HI-WAY SAN VICENTE APALIT PAMPANGA
FILAIRCO INC	8449 DR. A. SANTOS AVENUE SAN PARANAQUE CITY
FLASH MEDIA CORPORATION	26 R VICENCIO ST MANDALUYONG CITY
FORMS INTERNATIONAL ENTERPRISES	50 9TH ST. BET. 8TH & 9TH AVE. CALOOCAN CITY
FORMS INTERNATIONAL ENTERPRISES	26 CARMEL AVE PROJECT 6 QUEZON CITY
FRANZTALLE GARDEN & GENERAL	072 MAG-ASAWANG ILAT TAGAYTAY CITY CAVITE
GENCARS, INC.	2113PASONG TAMO COR. DELA ROSA STS MAKATI CITY
GEODEV LAND SURVEYING SERVICES	UNIT 303 3610 LUBIRAN ST BACOOD MANILA
GINEBRA SAN MIGUEL INC.	SAN MIGUEL PROP CENTRE BLDG ST MANDALUYONG
GMJ 2005 CONSTRUCTORS &	#88 GATMAITAN ST. BF RESORT VILLAGE LAS PINAS CITY
GR8 TECH ENTERPRISE INC.	20 MANGA ROAD KAUNLARAN NCR, SECOND QUEZON CITY
GRAFICAD CREATION INC.	PRESS COMMERCIAL BLDG. LOT 10, BLK CITY OF LAS PINAS
GRAFIX SPECIALIST, INC.	187-J N. DOMINGO ST. BALONG BATO SAN JUAN CITY
GRAPHIC VISIONS INC.	CS-4 KING CTR BLDG 57 SGT RIVERA QUEZON CITY
HANDLING INNOVATION, INC.	KM. 19 DOWJONES BLDG., WEST SERVICE PARANAQUE CITY
HANS PAPER CORPORATION	SUITE 808 8/F BTTC CENTRE 288 CITY OF SAN JUAN
HOSHIZAKI PHILIPPINES CORPORATION	2274 UDC BLDG. B DON CHINO ROCES Makati
HYDRA X CREATIVE DESIGN INC.	G/F KARRIVIN PLAZA BLDG. C, 2316 CITY OF MAKATI
INNOVATIVE FINDS CORPORATION	149 TOLENTINO ST., SFDN QUEZON CITY
INNOVE COMMUNICATIONS, INC.	9/F THE GLOBE TOWER-CEBU SAMAR LOOP CEBU CITY CEBU
INTEGRATED COMPUTER SYSTEMS, INC.	3/F RM 303 LIMKETAI BUILDING SAN JUAN CITY
INTERCONNECT SYSTEMS, INC	29 ROAD 4 PROJECT 6 QUEZON CITY
INTERNATIONAL ELEVATOR &	UNIT E 2902-A 29/F PSEC EXCH RD PASIG CITY
JBE AUXILLARY CORPORATION	UNIT 2095 V.V. SOLIVEN SHOPPING SAN JUAN CITY
JINSS LEE PRINTING CORPORATION	1307 F AGONCILLO ST BRGY 676 MANILA
JJED PHILS INC	575 9 DE PEBRERO ST BRGY NEW MANDALUYONG
JMD INT'L CORP. (FRMLY: JMD INT'L	JOSE BLDG. 8 J. AGUILAR AVE. LAS PINAS CITY
JMV SECURITY SERVICES	BLK 14 LOT 12 SOLDIERS HILLS MUNTINLUPA CITY
JTECH SYSTEM CORPORATION	27 KJ ST KAMIAS QUEZON CITY
JUSH ENTERPRISES	20-E CANTILLON STREET MAYSAN VALENZUELA CITY
KALIBO REF & AIRCON MAINTENANCE	0835 SITIO SINAGPA BALABAG BORACAY MALAY AKLAN
KILTON MOTOR CORPORATION	BLDG. 6 LOT 6 BLK 2&4 GOLDEN MILE CARMONA CAVITE
KING ACE HARDWARE & INDUSTRIAL	1316 OROQUIETA ST BRGY 322 ZONE 032 MANILA
L.A. ACCESSORIES AND WINDOW FILMS	GMAD TOWER 7610 GUIJO STREET BRGY MAKATI CITY
LUCKY BKCM BUILDERS	PUROK 2 DELA PAZ NORTE CITY OF SAN FERNANDO PAMPANGA
LUCKY FIVE D TRANSPORT SERVICE	MACADAM HIGHWAY RIO TUBA BATARAZA PALAWAN
MAC ALPHA OMEGA INDUSTRIAL SALES	13 MASOLA ST., BRGY MASAMBONG QUEZON CITY
MAN AUTOMOTIVE CONCESSIONAIRES	EDSA COR SEMINARY ROAD BAHAY TORO QUEZON CITY
MANTIS SECURITY SERVICES, INC.	ECJ HANGAR AIRPORT ROAD SASA DAVAO
MARSHLAND DOCUMENTATION SERVICES	61 MANALO ST. MASIKAP PUERTO PRINCESA CITY PALAWAN
MATRIX CORPORATE SECURITY SERVICES,	NO. 315 CMI BLDG COMMONWEALTH QUEZON CITY

MAXIMA MACHINERIES INC.	908 QUEZON AVENUE COR. DR. GARCIA, QUEZON CITY
MCP CONSTRUCTION	#1 TUMANA STA MARIA, BULACAN
MEDFORD RX SOLUTIONS, INC.	3/F MAGNITUDE BLDG 186 E. RODRIGUEZ QUEZON CITY
MIKE SURVEYING AND LAND DEVELOPMENT	GULOD SANTA CRUZ SANTA MARIA BULACAN
MJD STEEL ENTERPRISES	45 F BALAGTAS ST FORTUNE MARIKINA CITY
MONARK EQUIPMENT CORPORATION	#13 ECONOMIA STREET BAGUMBAYAN, QUEZON CITY
MONTAJ TECHNO- PRODUCTS, INC.	PBD BUILDING SUITE 317 27 A ROCES QUEZON CITY
MOTORMALL NCR, INC.	100 E.RODRIGUEZ JR. AVE PASIG CITY
MOTRADE INCORPORATED	109 SHAW BLVD ORANBO PASIG CITY
MULTI-LINE BUILDING SYSTEMS INC.	CALDERON BLDG 827 EDSA BGY SOUTH QUEZON
NAGAMOS BUILDERS	BUSWANG OLD KALIBO (CAPITAL) AKLAN
NEW COLOSSAL TRUCK AND	821A A BONIFACIO ST., PAGIBIG SA QUEZON CITY
NEXUS TECHNOLOGIES INC	8/F, 9/F & 10/F NEXUS CENTER 1010 MAKATI CITY
NJLAN ENTERPRISES	BLOCK 21 LOT 16 VISAYAS AVE QUEZON CITY
NORTHGATE TECHNOLOGIES, INC.	59 TINAGAN STREET SAN JOSE -00002 QUEZON CITY
OMAN LUMBER AND HARDWARE	MT. VIEW MARIVELES BATAAN
OSTREA MINERAL LABORATORIES, INC	BRGY. ROAD MAMPLASAN BINAN, LAGUNA
PARTNERS OPTION TRADING	155 JADE PALMERA 2 TAYTAY RIZAL
PEB STEEL BUILDINGS CO., LTD	DONG XUYEN INDUSTRIAL PARK, RACH VUNG TAU CITY
PETRON CORPORATION	40 GROUND FLOOR SAN MIGUEL HEAD CITY OF MANDALUYONG
PHILIPPINE GEOANALYTICS, INC	85 KAMUNING ROAD KAMUNING DIST IV QUEZON CITY
POWERTECH REFRIGERATION-AIR-	FORMER STI BLDG. BRGY. 2 TIBAG CALAMBA CITY LAGUNA
PPLM INDUSTRIAL CORPORATION	#5 EDDIE BOY CPD. EMILIA ST. BRGY. PARANAQUE
PULSER ENTERPRISES INC.	2681 GENERAL CAILLES ST. BRGY. Makati
QUARTZ BUSINESS PRODUCTS	15TH FLOOR CAPITAL HOUSE 9TH AVE. TAGUIG CITY
RCTECTS ARCHITECTURAL SERVICES	BLK 4 LOT 5 VILLA SAN MATEO SAN MATEO RIZAL
S1 . TECHNOLOGIES, INC.	70 DE JESUS ST., SAN FRANCISCO QUEZON CITY
SAN MIGUEL YAMAMURA PACKAGING	10TH FLR SMPC BLDG ST FRANCIS ST MANDALUYONG CITY
SCSY STUDIO PTE. LTD.	36A MOSQUE STREET SINGAPORE
SCUD INVESTIGATION & SECURITY	ROOM 302-D 3F ECJ CONDOMINIUM BLDG MANILA
SECURITY MASTERS INVESTIGATION INC	RM 502 5F ECJ BLDG REAL ST COR MANILA
SHELLSOFT TECHNOLOGY CORPORATION	7TH FLR SANTOLAN TOWN PLAZA 276 SAN JUAN CITY
SIGNALHAUS ELECTRONICS & SERVICES	1718 G. SANTIAGO ST BRGY 255 ZONE MANILA
SINCIOCO INDUSTRIAL SALES	12 MALAYA ST., LA LOMA QUEZON CITY
SMA TRANSPORT AND LOGISTICS	UNIT 2050 V.V. SOLIVEN BLDG EDSA SAN JUAN CITY
SMARTECH SOLUTIONS PHILIPPINES	UNIT E LIBRADA CRUZ BUILDING 456 MANDALUYONG CITY
SMC SHIPPING AND LIGHTERAGE	BLOCK 9 LOT 4-6 FERNANDO ST. CORNER CITY OF MANILA,
SMITS, INC.	100E RODRIGUEZ JR AVENUE UGONG NCR, CITY OF PASIG
SOLID BUSINESS MACHINES CENTER INC.	RM. 303 SINGSON BLDG., # 9 PLAZA MANILA
SPARKTON CONSTRUCTION SUPPLIES INC	8029 HONRADEZ ST OLYMPIA MAKATI CITY
SUN MASTER SALES CORPORATION	227 KM. 15 MAC-ARTHUR HIGHWAY CITY OF VALENZUELA
SUNTRA INTERNATIONAL TRADING	7625 GUIJO STREET SAN ANTONIO NCR, CITY OF MAKATI
SVB TIRE AND CAR ACCESSORIES	MAHARLIKA HI-WAY BRGY. SAN NICOLAS SAN PABLO CITY
SWEET DYNAMICS CORPORATION	959 SAN DIEGO ST., PALASAN SUBD., CITY OF VALENZUELA
T.O.B. ENGINEERING SERVICES	1 KAIMITO ST., NORTH SIGNAL VILLAGE TAGUIG CITY
TACLOBAN WINNER MARKETING CORP.	CORNER SAN SALVADOR & PIO PEDROSA PALO LEYTE

TECHNO PARTS HYDRAULIC COMPONENTS	317 RIZAL AVE EXT. BRGY 51 CALOOCAN CITY
TONE GUIDE PRESS INC	11 TIRAD PASS ST BRGY 138 ZONE 12 CALOOCAN CITY
TOP-RIGID INDUSTRIAL SAFETY SUPPLY	9 WEST 4TH ST WEST TRIANGLE I QUEZON CITY
TOYOTA COMMONWEALTH INC.	L5B COMMONWEALTH AVE, MATANDANG QUEZON CITY
TOYOTA LUCENA CITY, INC.	LOT#3719C1A PAN-PHILIPPINE HIGHWAY LUCENA CITY QUEZON
TOYOTA MANILA BAY CORPORATION	926 AURORA BOULEVARD, SAN ROQUE, QUEZON CITY
TOYOTA SHAW INC.	124 E RODRIGUEZ JR AVE BO UGONG PASIG CITY
TRADE VENTURE INTERNATIONAL	UNIT 103 ALICIA BLDG. 4466 CITY OF MAKATI
TRADEQUEST RESOURCES MKTG., INC.	NO. 59 ERMIN GARCIA PINAGKAISAHAN QUEZON CITY
TRIPLE-D ELECTRICAL AND DIESEL	1645-A SOLER ST., BGY 309, ZONE 030 MANILA
TRMC TRADING	ZONE 3 SOOC LUPI CAMARINES SUR
UNICO GENERAL MERCHANDISING	MALVAR STREET PUERTO PRINCESA CITY, PALAWAN
UNIQUE INTERNATIONAL EXPORT LTD.	1 CORDILLERA COR SIERRA MADRE MANDALUYONG CITY
UNISON COMPUTER SYSTEMS, INC.	UNISON COMPUTER SYSTEMS INC. #13 PASIG CITY
UP-TOWN INDUSTRIAL SALES,	3F BLDG 3 UPTOWN CORPORATE CENTER B TAYTAY RIZAL
URBANCOOL PHIL OPC	UNIT 3108 CITADINES MILLENIUM PASIG CITY
VA INDUSTRIAL ELECTRICAL SERVICES	BLK8 L14 CITILANE SUBD MALAGASANG IMUS CAVITE
WATEROUS WELL DRILLING SERVICES	CALUMPANG ST BRGY LANTIC CARMONA CAVITE
YF TRADING & CONSTRUCTION	YF BLDG., LOT NO. 001-B2 SITIO BATARAZA PALAWAN

E. Customers

The Company is not dependent on a single or few customers, the loss of any of which would have no material adverse effect on the Company and its subsidiaries taken as a whole.

F. Transactions with and/or dependence on Related Parties

For transactions with and/or dependence on related parties, please refer to Note 24 of **Annex "D"**.

G. Registered Trademarks/Patents, etc.

All marks and other related intellectual property rights used by the Company are either registered or pending registration in the name of SMPI in the Philippines.

H. Government Approval

Prior to the start of a real estate development, the *Sangguniang Bayan* approves the site development plan and issues the locational clearance. The local representative of the Department of Environment and Natural Resources (DENR) then issues the Environmental Compliance Certificate, or if it is less than two (2) hectares, issues the Certificate of Non-Coverage (COC). The Land Management Bureau approves the survey plan of a residential subdivision. To be able to sell the subdivided lots and/or house and lot units, the Company is required to obtain a License to Sell from the Housing Land Use Regulatory Board (HLURB). The HLURB also issues a certificate of registration for the project name.

For industrial or economic zones, there shall be an approval from the economic zone authorities governing the place where the zones being applied for are located. These agencies include the Philippine Economic Zone Authority (PEZA), Tourism Infrastructure and Enterprise Zone Authority (TIEZA) or Authority of the Freeport Area of Bataan (AFAB) with the accreditation of the Department of Tourism (if a special tourism zone in the case of PEZA) or endorsement letters (in the case of TIEZA) coming from the National Heritage Institute (NHI) in the case of Cultural and Heritage Tourism Zone, from the Department of Health

(DOH) in the case of Health and Wellness Tourism Zone, or from the Philippine Retirement Authority (PRA) in the case of retirement villages/communities.

If the classification of the proposed project site is classified as agricultural, the land should first be reclassified by the Local Government Unit in order for the classification to be consistent with the proposed development. In addition, a Conversion or an Exemption Order should be secured from the Department of Agrarian Reform.

SERVICES

- A. Research – the collection and analysis of all available records of the property and identification of all parties having any ownership interest in the property to be acquired
- B. Value Analysis/Appraisal – the establishment of estimating the fair market value (FMV) of a property
- C. Negotiation – process of acquiring property rights from owners
- D. Due Diligence – an investigation aimed at uncovering any existing risks or defects in a real estate asset; aims to supplement property acquisition decisions through extensive review of the current documents and technical descriptions of a property which includes the review of titles, tax declaration and clearance, identification of any issues, technical measurements, and zoning identification
- E. Title and Tax Declaration Transfer – coordination with the relevant government agencies such as the Assessor's Office, Bureau of Internal Revenue, Registry of Deeds, etc. on the processing of transfer and payment of taxes and fees
- F. Relocation – providing relocation assistance to eligible persons or business displaced from right-of-way projects

Government Regulations

The Company has no knowledge of recent or impending governmental regulations, the implementation of which will result in a material adverse effect on the Company and its significant subsidiaries' business or financial position.

Various government agencies in the Philippines regulate the different aspects of the Company's acquisition, development, construction and services related businesses. The following are noteworthy laws relevant to the Company:

1. Issuances of the Securities and Exchange Commission (SEC)

1.1. MC No. 02, series of 2024 "2024 Filing of Annual Financial Statements and General Information Sheet"

The Commission adopted an organized and orderly filing of Annual Financial Statements (AFS) and General Information Sheet (GIS) through the SEC Electronic Filing and Submission Tool (eFAST).

1.2. MC No. 03, series of 2024 "Guidelines on the Use of eAmend Portal"

The Commission released guidelines on the use of eAmend Portal. In its pursuit of sustainable practices, streamlined and automated processes, the SEC allows the amendment applications through the eAmend portal, which is a user-friendly online filing and submission amendment portal.

1.3. MC No. 06, series of 2024 "Updated Fines and Penalties on the Late and Non-Submission of Audited Financial Statements (AFS), General Information Sheet (GIS), Non-Compliance with SEC Memorandum Circular No. 28, Series of 2020 (SEC MC 28)"

The Commission updated the fines and penalties for late filing or non-submission of Audited Financial Statements (AFS), General Information Sheet (GIS) and non-compliance with the SEC MC No. 28, series of 2020 (SEC MC 28). The Commission clarified the meaning of late filing and non-submission for one person, stock, and non-stock corporations, and for stock and non-stock foreign corporations.

1.4. MC No. 10, series of 2024 "Electronic SEC Universal Registration Environment (eSECURE)"

The Commission endeavored to digitalize government processes in line with the objectives of Republic Act (RA) No. 11032, otherwise known as the Ease of Doing Business and Efficient Government Service Delivery Act of 2018. The Commission, pursuant to its authority under the RCC, issued and promulgated the guidelines on the use of Electronic SEC Universal Registration Environment (eSECURE).

1.5. MC No. 11, series of 2024 "Minutes of the Meeting of Stockholders"

Pursuant to the Commission's regulatory power to promote corporate governance and protect minority investors, through, among others, the issuance of rules and regulations consistent with international best practices under Section 179(d) of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines, mandated all publicly listed companies (PLCs) to upload the minutes of their regular and special stockholders' meetings to ensure the timely and complete disclosure of information to their stockholders and stakeholders.

1.6. MC No. 13, series of 2024 "Enhanced Compliance Incentive Plan"

The Commission adopted enhanced compliance incentive plan to further encourage to maintain the regulatory compliance of entities and to maintain a reliable database of corporations.

1.7. MC No. 17, series of 2024 "Extension of Enhanced Compliance Incentive Plan Application Until 31 December 2024"

The Commission further extends the deadline for Enhanced Compliance Incentive Plan (ECIP) until 31 December 2024.

1.8. MC No. 18, series of 2024 "Guidelines on the Disclosure of Fee-Related Information of External Auditors"

The Commission issued guidelines on the disclosure of fee-related information of external auditors to enhance transparency relevant to external auditors' independence and align the Commission's rules on the disclosure requirements with the Code of Ethics for Professional Accountants duly adopted in the Philippines.

2. Issuances of the Bureau of Internal Revenue

2.1. Amendments introduced by RA No. 11976 (Ease of Paying Taxes [EOPT] Act)

2.1.1. Revenue Regulations No. 3-2024

The EOPT Act adopts the accrual basis of recognizing sales for both sales of goods and services. All references to "gross selling price", "gross value in money" and "gross receipts" shall now be referred to as the "GROSSSALES", regardless of whether the sale is for goods under Section 106, or for services under Section 108 of the Tax Code.

2.1.2. Revenue Regulations No. 7-2024

This regulation issued the registration procedures and invoicing requirements for the following: (1) Invoicing and Accounting Requirements for Value-Added Tax (VAT) Registered Persons under Section 113 of the Tax Code, (2) Preservation of Books of Accounts and Other Accounting Records under Section 235 of the Tax Code, (3) Registration Requirements under Section

236 of the Tax Code, (4) Issuance of Invoices under Section 237 of the Tax Code, (5) Printing of Invoices under Section 238 of the Tax Code, and (6) Transitory Provisions.

2.2. Revenue Regulations No. 11-2024

This regulation amends the transitory provisions of Revenue Regulations (RR) No. 7-2024 relative to deadlines for compliance with the Invoicing Requirements under the Ease of Paying Taxes Act. The following rules shall be observed: (1) Certificate of Registration (COR), (2) Unused Official Receipts (ORs), and (3) Computerized Accounting Systems or Computerized Book of Accounts.

2.3. Revenue Memorandum Circular No. 48-2024

The circular prescribes the policies and procedures in the proper manner of accomplishing the new version of the Monthly Documentary Stamp Tax Declaration/Return (BIR Form 2000 version 2018).

2.4. Revenue Memorandum Circular No. 56-2024

The circular clarifies the issuance of Electronic Certificate Authorizing Registration (eCAR) relative to One-Time Transaction (ONETT). The venue for the processing and issuance of eCAR, regardless of where the tax return and the tax payments were made, shall still be at the RDO which has jurisdiction over the ONETT

2.5. Revenue Memorandum Circular No. 64-2024

The circular clarifies the ante-dating of deeds of sale involving real properties.

3. Issuance of the Department of Human Settlements and Urban Development

Department Order No. 2024-017 "Amending the Period for the Mandatory Monitoring of New Real Estate Development Projects"

Mandatory inspection of projects to coincide and be implemented simultaneously with the other required project monitoring.

4. Republic Act No. 12001 or The Real Property Valuation and Assessment Reform Act

An act instituting reforms in Real Property Valuation and Assessment in the Philippines, reorganizing the bureau of local government finance, granting tax amnesty on real property and special levies on real property, and appropriating funds therefor.

5. Republic Act 11975 or the General Appropriations Act of 2024

Funding allocated to various PPP projects with the Department of Public Works and Highways plus the Department of Transportation (DOTr) as this is also relevant to the ROW expenses allocated to various lot owners/claimants.

Compliance with Environmental Laws

The Company and its significant subsidiaries secured permits, licenses and certificates required for the projects at the start of the development. These are not renewed every year, except if new projects are developed and/or offered for sale.

Human Resources and Labor Matters

As of December 31, 2024, SMPI has ninety-five (95) regular employees, broken down into the following departments: (i) Office of the General Manager – 31; (ii) Finance and Treasury – 9; (iii) Legal and Asset Management Services Department – 14; (iv) Sales and Marketing – 6; (v) Accounts

Management – 9; (vi) Special Projects – 20; and (vii) HR & Admin. – 6; The Company expects significant changes in its existing workforce level within the ensuing twelve (12) months.

There are six (6) probationary employees in the Company.

None of the employees are subject to any Collective Bargaining Agreement. There is no known threat of strike, and there have been none in the last three (3) years.

Please refer to Note 22 of **Annex “D”** for the employees’ benefits.

Major Risks

Inherent in the Company's business as real estate developer are these risks: (a) acquisition of properties with undeclared encumbrances; (b) risk of non-performance of building contractors to required specifications and other claims; (c) risk of non-performance or failure to deliver commitments from joint venture partners; and (d) risk of non-payment of buyers of properties for sale.

To manage such risks, the Company and its significant subsidiaries perform due diligence in the acquisition of properties for encumbrances, tax deficiencies or adverse claims, if any, prior to the signing of the sale contracts and/or full payments thereof.

The Company and its subsidiaries also require all the contractors to submit the standard bonds and insurance (including policy renewals), duly authenticated by the internal Risk and Insurance Management Group before any release of payments are made. Further, provisions on liquidated damages have also been established for construction contracts to compensate costs in any contractor's delay or non-performance.

The Company also ensures that any processing for transfer of titles to real estate buyers would only commence upon full payment of contract price, for in-house financing, or upon receipt of Letter of Guarantee or Notice of Approval from banks or other financial institutions.

The Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Company's risk management is coordinated with its parent Group, in close cooperation with the Board of Directors, and focuses on actively securing the Company's short- to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate optimum returns.

For the Company's other major business risk, please see Note 28 of **Annex “D”**.

Item 2. Properties

The Company's and its significant subsidiaries' residential projects and the Company's leasable properties, are attached hereto as **Annex “A”**.

The Company and its significant subsidiaries owned properties are attached hereto as **Annex “B”**.

There are no imminent acquisitions of any material property which cannot be funded by the working capital of the Company and its significant subsidiaries.

Item 3. Legal Proceedings

The Company and its significant subsidiaries are not currently involved in any litigation or legal proceedings that could be expected to have a material adverse effect on the Company and its significant subsidiaries or their respective results of operations.

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

There were no matters submitted to a vote of the Company's shareholders through the solicitation of proxies or otherwise, during the fourth quarter of 2024.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Company's Common Equity and Related Stockholder Matters

The Company's common equity is no longer traded in the Philippine Stock Exchange. Effective May 6, 2013, the Philippine Stock Exchange (PSE) has approved the Petition for Voluntary Delisting by the Company and consequently ordered the delisting of the Company's shares from the Official Registry of PSE.

There are no extraordinary restrictions that limit the ability of the Company to pay dividends in common stock.

The approximate number of shareholders of common shares as of December 31, 2024 is 908.

The top 20 stockholders of the Company as of December 31, 2024 are as follows:

Rank	Name of Stockholders	Nationality	No. of Shares	% of Total O/S
1	San Miguel Corporation	Filipino	1,497,800,547	99.874395
2	Philippine Breweries Corporation	Filipino	1,525,672	0.101733
3	San Miguel Foundation, Inc.	Filipino	280,332	0.018693
4	Heirs of Fidel & Teresita Reyes Inc.	Filipino	15,667	0.001045
5	Ronald Manese	Filipino	3,744	0.000250
6	Society of the Divine Word	Filipino	3,456	0.000230
7	B.R. Medrano	Filipino	2,196	0.000146
8	Ronald S. Po	Filipino	1,840	0.000123
9	Anglo Agricultural Dev't. Corporation	Filipino	1,776	0.000118
10	Benjamin C. Reyes	Filipino	1,744	0.000116
11	Ma. Luisa Llamado	Filipino	1,734	0.000116
12	Arturo C. Reyes	Filipino	1,730	0.000115
13	PCD Nominee Corp. (Filipino)	Filipino	1,729	0.000115
14	Amado O. Milan &/or Dolores M. Milan	Filipino	1,728	0.000115
15	Varifold Marketing Corporation	Filipino	1,728	0.000115
16	Teresita R. Reyes	Filipino	1,458	0.000097
17	Eva S. Recio	Filipino	1,399	0.000093
18	G. D. Tan & Co., Inc.	Filipino	1,090	0.000073
19	Antonio Q. Sevilla	Filipino	1,000	0.000067
20	Aurelia V. Agonias	Filipino	864	0.000058

The Board of Directors, in a meeting held on 16 December 2024, approved the declaration of dividends in the amount of Two and 67/100 Pesos (P2.67) per share on the outstanding capital stock of the Company of 1,499,684,299 shares, or equivalent to Four Billion Four Million One Hundred Fifty Six Thousand Eight Hundred Ninety One Pesos (P4,004,156,891.00), payable on or before 31 December 2025.

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

The information required by Item 6 may be found on **Annex "C"** attached hereto.

Item 7. Financial Statements

The 2024 Audited Consolidated Financial Statements of the Company, including its Statement of Management's Responsibility and Auditor's Report, are attached as **Annex "D"** with the Supplementary Schedules Consolidated Financial Statements (Annex 68-J, SRC Rule 68), including the Auditor's Report on the Supplementary Schedules, attached as **Annex "D.1"**.

Item 8. Information on Independent Accountant and Other Related Matters

A. External Audit Fees and Services

The appointment, reappointment, and removal of the external auditor shall be recommended by the Risk and Oversight Audit Committee, and shall be approved by the Board of Directors and stockholders. The Risk Oversight and Audit Committee reviews the audit scope and coverage, strategy and results for the approval of the Board and ensures that audit services rendered shall not impair or derogate the independence of the external auditors or violate SEC regulations.

The accounting firm of Punongbayan and Araullo ("P&A") served as the Company's external auditor for the fiscal year 2024. Representatives of P&A are expected to be present at the stockholders' meeting and will be available to respond to appropriate questions. They will have the opportunity to make a statement if they so desire.

The Company's total audit fees for 2024 amounted to P5.16 million, exclusive of out-of-pocket expenses. P&A also rendered services for the Agreed-Upon Procedures engagement necessary for the Company's application for increase in authorized capital stock for a fee of P0.15 million.

B. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no disagreements with the Company's external accountants on accounting and financial disclosure.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

The names of the directors and key executive officers of the Company that served as such in the year 2024, and their respective ages, periods of service, directorships in other reporting companies and positions in the last five (5) years, are as follows:

Ramon S. Ang, Filipino, 71, has been the Chairman of the Company since May 28, 2002. He is also the President of the Company, a position he has held since August 11, 2010. He also holds, among others, the following positions: Chairman and Chief Executive Officer (CEO) of San Miguel Corporation and SMC Asia Cars Distributors Corp.; President and CEO of Top Frontier Investment Holdings, Inc., Petron Corporation, and New NAIA Infra Corp.; Chairman, CEO, President, and COO of San Miguel Global Power Holdings Corp.; Chairman, President, and CEO of SMC TPLEX Corporation; Chairman and President of Integrated Geosolutions Inc., San Miguel Infrastructure Corporation, San Miguel Holdings Corp., and Privado Holdings Corporation; Chairman of SMPI Makati Flagship Realty Corp., San Miguel Brewery, Inc., Magnolia, Inc., San Miguel Foods, Inc., San Miguel Yamamura Packaging Corporation, San Miguel Equity Investments Inc., Anchor Insurance Brokerage Corp., Eagle Cement Corporation, Clariden Holdings, Inc., Philippine Diamond Hotel & Resort Inc., San Miguel Brewery Hong Kong Limited (listed in the Hong Kong Stock Exchange), and Petron Malaysia Refining & Marketing Bhd. (a company publicly listed in Malaysia); Vice Chairman of Northern Cement Corporation; and President of Ginebra San Miguel Inc. He formerly held the following positions: Chairman of Cyber Bay Corporation and Liberty Telecoms Holdings, Inc.; President and COO of PAL Holdings, Inc., and Philippine Airlines, Inc.; Vice Chairman of Manila Electric Company; and Director of Air Philippines Corporation. He has held directorships in various companies, including domestic and international subsidiaries of San Miguel Corporation in the last five years. He has a Bachelor of Science degree in Mechanical Engineering from Far Eastern University.

Aurora T. Calderon, Filipino, 70, has been a Director of the Company since August 11, 2010. She is currently a member of the Risk Oversight and Audit Committee, and Corporate Governance, Nomination and Compensation Committee of the Company. She also holds, among others, the following positions: Senior Vice-President, Senior Executive Assistant to the President and Chief Executive Officer (CEO) of San Miguel Corporation; Director and Treasurer of Top Frontier Investment Holdings, Inc. and SMC Asia Car Distributors Corp.; a member of the Board of Directors of San Miguel Food and Beverage, Inc., Process Synergy, Inc., SMITS, Inc., San Miguel Yamamura Packaging Corporation, San Miguel Aerocity Inc., Petron Corporation, Petron Malaysia Refining & Marketing Bhd. (a company publicly listed in

Malaysia), SMC Global Power Holdings Corp., TransAire Development Holdings Corp., Ginebra San Miguel Inc., San Miguel Equity Investments Inc., and various SMC domestic and international subsidiaries. She was formerly a Director of PAL Holdings, Inc., Philippine Airlines, Inc., Trustmark Holdings Corporation, Zuma Holdings and Management Corporation, Air Philippines Corporation, and Manila Electric Company. A certified public accountant, she graduated magna cum laude from the University of the East with a degree in BS Business Administration, major in Accountancy.

Josefina Guevara-Salonga, Filipino, 83, has been elected as an Independent Director of the Company since March 7, 2022. She has also been the Independent Director of SMC Global Power Holdings Corp. since 2017. She formerly held the following positions: Trustee of Tahanan Outreach Program and Service (2010-2018); Trustee of Society for Judicial Excellence from (2007-2014); Technical Consultant of Government Service Insurance System (2014-2016); Associate Justice of the Court of Appeals; and Executive Judge of the Makati Regional Trial Court. She is currently a member of the following associations: San Pedro, Laguna Lawyer's Association, Philippine Women Judges' Association, and UP Women Lawyers' Circle since 1966. She obtained her Bachelor of Laws degree at the University of the Philippines, Diliman.

Cecile L. Ang, Filipino, 43, has been a director of the Company since May 12, 2021. She also holds, among others, the following positions: President of Diamond Hotel Philippines; Vice President of New NAIA Infra Corp. and San Miguel Aerocity; Director of SMPI Makati Flagship Realty Corporation; and Board Advisor of Bank of Commerce. She is the Chairperson/Trustee of San Miguel Foundation, Inc. and started the Better World Centers of the Foundation. She has worked with various companies under the San Miguel Group such as Petron Corporation, Intelligent E-Processes Technologies Corp., and San Miguel Foods Inc. She has a Bachelor of Arts degree in European Studies from Ateneo de Manila University.

Hector L. Hofileña, Filipino, 95, has been a Director of the Company since May 28, 2002 and a member of the Company's Corporate Governance, Nomination and Compensation Committee. He was a lecturer at the Ateneo De Manila University and the Philippine Judicial Academy; appointed Dean of the Graduate School of Law of the Pamantasan ng Lungsod ng Maynila (PLM) since 2016; and a voluntary arbitrator in the National Conciliation and Mediation Board of the Department of Labor and Employment (DOLE) since 2016. Justice Hofileña is a former Director of San Miguel Corporation, and a former Associate Justice of the Court of Appeals. He earned his Bachelor of Arts degree, magna cum laude, and his Bachelor of Laws degree, cum laude, at the Ateneo de Manila in 1951 and 1954, respectively.

Jeronimo U. Kilayko, Filipino, 77, has been elected as an Independent Director of the Company since 2017. He is the Chairman of Arcore Holdings Co.; President of K5 Distribution, Inc., a family-owned company, and CV Financial Corporation; Independent Director of Abejo Water Company; Director of United Chemical Corp.; and Trustee of Operations Smile Philippines. He formerly held the following positions: President and Chief Executive Officer of the United Coconut Planters Bank from 2011 to 2016; Vice-Chairman of the Board of Bank of Commerce from 2007 to 2011; and President of San Miguel Properties, Inc. from 2002 to 2011. He is currently the Chairperson of the Corporate Governance, Nomination and Compensation Committee of the Company, and member of the Risk Oversight and Audit Committee, and Related Party Transaction Committee.

Karen V. Ramos, Filipino, 60, is the General Manager of the Company since her appointment last March 1, 2016 which was later on confirmed and ratified by the members of the Board of Directors during their March 14, 2016 regular meeting. She is likewise holding the positions of Sales and Marketing Manager in a concurrent capacity (after the approval of the Board to have the Sales Department merged with the Marketing Department during August 10, 2016 regular board meeting); and President of several subsidiaries of the Company. She formerly held the following positions: Marketing Manager of the Company since April 1, 2007; Director of Northpine Land, Inc; and Head of Planning and Design Department, Corporate Services Division (2004 - 2007) and Head of Special Services Department, Asset Management Division (2000 - 2003) of the United Coconut Planters Bank.

Karen M. Cas-Caballa, Filipino, 51, is the Corporate Secretary of the Company since August 10, 2015 and was previously appointed as the Group Head of Real Estate Operations last December 16, 2024. Previously, she held the following positions in the Company: Head of the

Legal and Asset Management Services Department, Compliance Officer, Assistant Corporate Secretary, and Consultant. She also holds, among others, the following positions: Director of Silvertides Holdings Corporation, Deity Holdings Corporation, Worldsummit Holdings Corporation, Fonterra Verde Holdings, Inc., One Verdana Holdings, Inc., and Pink Dove Development Company Incorporated; Member of the Board of Liquidators of Northpine Land, Inc.; and the Corporate Secretary and Director of several subsidiaries of the Company. She was formerly a Court Attorney of the Court of Appeals and a Legal Officer of the United Coconut Planters Bank. She graduated from San Beda College of Law with a Bachelor of Laws degree. She was admitted to the Philippine Bar in 2000.

Maria Alma C. Geronimo, Filipino, 54, was appointed as the Group Head of Real Estate Support last December 16, 2024. She is also the Head of Finance and Treasury Department of the Company since July 2012 and the Finance and Treasury Head of several subsidiaries of the Company. She was formerly a Director for External Affairs of Angel John Integrated Academy; Board of Trustee of AJIA Vocational and Technical School, Inc.; Financial Controller of Headstrong Philippines, Inc; Senior Manager in the General Accounting Department of Pilipinas Makro, Inc.; Project Manager of Degussa Construction Chemicals, Thailand; Financial Controller of Degussa Construction Chemicals Group; Finance Manager of Landco Pacific Company; and Senior Audit Supervisor of Sycip, Gorres, and Velayo & Co. She has a Bachelor's Degree in Accountancy from Polytechnic University of the Philippines. She has acquired her Certified Public Accountant License in 1992.

Jonathan Sixto M. Poblete, Filipino, 43, was appointed as the Assistant Corporate Secretary of the Company last March 6, 2025. He also holds the positions of Head of the Legal and Asset Management and Services Department of the Company; and Compliance Officer and Data Protection Officer of the Company and its several subsidiaries. He was an Associate Lawyer with Altamira Cas & Collado Law Offices from 2009 to 2016, and served as Junior Partner from 2016 to 2017. He joined the Company as Legal Services Manager in July 2017. He graduated cum laude from the University of the Philippines, Diliman with a Bachelor's Degree in Public Administration in 2003, and with a Juris Doctor Degree in 2008. He was admitted to the Philippine Bar in 2009.

Malvin H. Jose, Filipino, 40, is currently the Technical Services Group OIC of the Company since March 2021. He is also the Cost and Procurement Manager of Bright Ventures Realty, Inc. since November 2019. He previously held the following positions: Cost and Procurement Manager (October 2016 – November 2019), Assistant Cost Manager (June 2014 – September 2016), and Planning and Control Engineer (September 2010 – May 2014), all under the Project Development Team of Rockwell Land Corporation; Field/Cost Engineer of Avida Land Corporation (September 2008 - May 2010); and Project Supervisor of Republic Cement Corporation (November 2007 to August 2008). He has a Bachelor of Science degree in Civil Engineering from the Polytechnic University of the Philippines. He acquired his Civil Engineer License in 2008.

Karen M. Malabanan, Filipino, 41, is currently the Accounts Management Department Head of the Company since March 6, 2023. She previously held the following positions: Legal Services Manager and Accounts Management Department Officer-in-Charge of the Company; Associate Lawyer of Vista Land & Lifescapes, Inc.; Court Attorney VI of the Supreme Court of the Philippines; Associate Lawyer of DMCI Power Corporation; and Associate Solicitor of the Office of the Solicitor General. She has Bachelor's Degree in Political Science from Ateneo de Manila University and a Juris Doctor Degree from Ateneo de Manila University School of Law. She was admitted to the Philippine Bar in 2009.

Board Attendance

In 2024, the Board of Directors held six (6) meetings. Set out below is the record of attendance of the directors in these meetings is as follows:

	March 4	May 7	May 8*	August 7	November 6	December 16
Ramon S. Ang	✓	✓	✓	✓	✓	✓
Aurora T. Calderon	✓	✓	✓	✓	✓	✓
Karen V. Ramos	✓	✓	✓	✓	✓	✓
Jeronimo U. Kilayko	✓	✓	✓	✓	✓	✓
Josefina Guevara-Salonga	✓	✓	✓	✓	✓	✓

	March 4	May 7	May 8*	August 7	November 6	December 16
Ferdinand K. Constantino**	✓	✓	✓	✓	✓	✓
Cecile L. Ang	✓	✓	✓	✓	✓	✓
Hector L. Hofileña	✓	✓	✓	✓	✓	✓

* Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors for 2024

** Board Advisor

Term of Office

Pursuant to the Company's By-Laws, the directors are elected at each annual stockholders' meeting by the stockholders entitled to vote. Each director holds office until the next annual election and until his successor is duly elected and qualified, unless he resigns, dies or is removed prior to such election.

The Company's By-Laws provide that the annual stockholders' meeting shall be held on the 2nd Wednesday of May of every year.

Independent Directors

The independent directors of the Company, as of the year ended December 31, 2024, are Jeronimo U. Kilayko and Josefina Guevara-Salonga. In compliance with SEC Memorandum Circular No. 4, Series of 2017, none of the independent directors have served as such in the same company for a maximum cumulative term of nine (9) years. All the independent directors of the Company are independent of its management and substantial shareholders.

The incumbent independent directors have certified that they possess all the qualifications and none of the disqualifications provided for in the SRC. The Certifications of the incumbent directors submitted to the SEC are attached hereto as **Annex "F"** and **Annex "G"**.

Significant Employees

The Company has no employee who is not expected to make a significant contribution to the business.

Family Relationships

Cecile L. Ang, a nominee-director, is the daughter of Ramon S. Ang, the Company's Chairman and President. Other than the foregoing, there are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors and/or executive officers or persons of the Company nominated or chosen by the Company to become its directors and executive officers.

Parent Company

As of December 31, 2024, San Miguel Corporation owns and controls 1,497,800,547 common shares comprising 99.87% of the outstanding capital stock of the Company entitled to vote.

Involvement in Certain Legal Proceedings

None of the directors, executive officers, or control persons of the Company have been involved in any legal proceeding, including without limitation being the subject of any (a) bankruptcy petition, (b) conviction by final judgment, (c) order, judgment or decree, or (d) violation of a securities or commodities law, for the past five (5) years up to the latest date that is material to the evaluation of his ability or integrity to hold the relevant position in the Company.

The Company and its significant subsidiaries are not currently involved in any litigation or legal proceedings that could be expected to have a material adverse effect on the Company and its significant subsidiaries of their respective results of operations.

Item 10. Executive Compensation

The following table summarizes the aggregate compensation paid or incurred during the last two (2) fiscal years and estimated to be paid in the ensuing fiscal year to the Company's chief executive officer and senior executive officers:

NAME	YEAR	SALARY	BONUS	OTHERS	TOTAL
Total Compensation of the Chief Executive Officer and Senior Executive Officers other than the President ²	2025 (estimated)	P29.8 Million	P9.0 Million	P7.2 Million	P46.0 Million
	2024	P28.0 Million	P11.5 Million	P6.4 Million	P45.9 Million
	2023	P25.3 Million	P8.2 Million	P6.0 Million	P39.5 Million
All other officers and directors as a group unnamed	2025 (estimated)	P0.0 Million	P0.0 Million	P0.0 Million	P0.0 Million
	2024	P0.0 Million	P0.0 Million	P0.0 Million	P0.0 Million
	2023	P0.0 Million	P0.0 Million	P0.0 Million	P0.0 Million
TOTAL	2025 (estimated)	P29.8 Million	P9.0 Million	P7.2 Million	P46.0 Million
	2024	P28.0 Million	P11.5 Million	P6.4 Million	P45.9 Million
	2023	P25.3 Million	P8.2 Million	P6.0 Million	P39.5 Million

Article III, Section 10 of the By-Laws of the Company provides that by resolution of the Board of Directors, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting.

In 2024, each director received a per diem of PhP10,000.00 per attendance at meetings of the Company.

Scheduled Meetings (in PhP)						
Names of Directors	March	May	August	November	December	Total for 2024
Ramon S. Ang	N/A	N/A	N/A	N/A	N/A	N/A
Aurora T. Calderon	N/A	N/A	N/A	N/A	N/A	N/A
Cecile L. Ang	10,000.00	30,000.00	10,000.00	10,000.00	10,000.00	70,000.00
Hector L. Hofileña	20,000.00	30,000.00	10,000.00	10,000.00	20,000.00	90,000.00
Jeronimo U. Kilayko	40,000.00	40,000.00	20,000.00	30,000.00	30,000.00	160,000.00
Josefina Guevara-Salonga	30,000.00	40,000.00	20,000.00	30,000.00	20,000.00	140,000.00
Karen V. Ramos	N/A	N/A	N/A	N/A	N/A	N/A

There were no other arrangements pursuant to which any of the directors was compensated or is to be compensated, directly or indirectly, during the last fiscal year and the ensuing fiscal year.

There were neither compensatory plans nor arrangements with respect to a named executive officer.

² The Senior Executive Officers of the Company are Karen V. Ramos, Maria Alma C. Geronimo, and Karen M. Cas-Caballa.

Item 11. Security Ownership of Certain Beneficial Owners and Management

Owner of record of more than 5% of the Company's voting securities as of December 31, 2024 is as follows:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	San Miguel Corporation ³ No. 40 San Miguel Avenue, Mandaluyong City 1550, parent company of the issuer	San Miguel Corporation, parent company of the issuer	Filipino	1,497,800,547	99.87

The following are the number of common shares of the Company's capital stock (all of which are voting shares) owned of record by the Chairman, directors, and key executive officers of the Company, as of December 31, 2024:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Ramon S. Ang	1(D)	Filipino	0.00
Common	Aurora T. Calderon	1(D)	Filipino	0.00
Common	Jeronimo U. Kilayko	1(D)	Filipino	0.00
Common	Hector L. Hofileña	1(D)	Filipino	0.00
Common	Cecile L. Ang	1(D)	Filipino	0.00
Common	Josefina Guevara-Salonga	1(D)	Filipino	0.00
Common	Karen V. Ramos	1(D)	Filipino	0.00

The aggregate number of shares owned of record by the Chairman, key officers and directors as a group as of December 31, 2024 is seven (7) shares or approximately 0.00% of the Company's outstanding capital stock.

The foregoing beneficial or record owners have no right to acquire additional shares within thirty (30) days from options, warrants, conversion privileges or similar obligations or otherwise.

There is no person holding more than 5% of the Company's voting securities under a voting trust or similar agreement.

Since the beginning of the last fiscal year, there were no arrangements which resulted in a change in control of the Company.

Item 12. Certain Relationships and Related Transactions

For the Company's related party transactions please see Note 24 of **Annex "D"**.

There were no transactions with directors, officers or any principal stockholders (owning at least 10% of the total outstanding shares of the Company) that are not in the ordinary course of business. There have been no complaints, disputes or problems regarding related party transactions of the Company.

PART IV – CORPORATE GOVERNANCE

Item 13. Corporate Governance

The evaluation by the Company to measure and determine level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance (the "Manual") is

³ The Board of Directors of San Miguel Corporation (SMC) authorizes any one Group A signatory or any two Group B signatories to act and vote in person or by proxy, for the shares held by SMC in other corporations. The Group A signatories of SMC are Ramon S. Ang, John Paul L. Ang, Ferdinand K. Constantino, Virgilio S. Jacinto, Joseph N. Pineda, Aurora T. Calderon, Bella O. Navarra, Monica L. Ang, Susan Y. Yu, and Bryan U. Villanueva. The Group B signatories of SMC are Cecile Caroline U. de Ocampo, Lorenzo G. Formoso III, Almira C. Dalusung, Maria Raquel Paula G. Lichauco, Joseph Francis M. Cruz, Ildelfonso B. Alindogan, and Niña Frances Therese B. Tenorio.

vested by the Board of Directors in the Compliance Officer. The Compliance Officer is mandated to monitor compliance by all concerned with the provisions and requirements of the Manual of Corporate Governance. The Compliance Officer has certified that for 2023, the Company has substantially adopted all the provisions of the Manual.

Substantially complying with the directives of the SEC, please see below summary of events outlining the undertakings of the Company:

The Company's Manual on Corporate Governance was approved by the Board of Directors on August 13, 2002. Further amendment to the Manual was approved by the Board of Directors on March 25, 2010, in compliance with the Revised Code of Corporate Governance and to align with the SEC Memorandum Circular No. 6, Series of 2009 (July 15, 2009).

On 2014, in compliance and in line with the rationale behind SEC Memorandum Circular No. 2, Series of 2002, to actively promote corporate governance reforms aimed to raise investor confidence, develop capital markets and help achieve sustained growth for the corporate sector, the Company substantially adopted all the recommended provisions of the prescribed Manual on Corporate Governance that highlights accountability of the board and corporate officers.

On May 26, 2020, the Board of Directors approved the proposal of Management for delegation of authority to undertake further amendments to the existing Manual of the Company due to the COVID-19 crisis. However, in keeping with the spirit and intention of SEC Memorandum Circular No. 24, Series of 2019 towards the practice of good governance, Management deemed it best to involve the Company's members of the Board by incorporating their inputs and comments on the said Manual. On August 7, 2020, the Company submitted the Revised Manual to the SEC via email to msrd_covid19@sec.gov.ph.

On January 5, 2021, in lieu of the ACGR and in compliance with the SEC Memorandum Circular No. 36 or "2020 Compliance Officer's Certification" (December 22, 2020), the Compliance Officer of the Company has certified that the Company has substantially adopted in its Manual on Corporate Governance all of the recommendations under the SEC MC for public companies and registered issuers.

On March 6, 2023, upon the endorsement of the Corporate Governance, Nomination and Compensation Committee, the Board of Directors approved several corporate governance policies that promote safety, inclusivity and welfare not only of the employees but also of its suppliers/contractors and members of the Board of Directors.

Pursuant to its commitment to good governance and business practice, the Company continues to review and strengthen its policies and procedures, giving due consideration to developments in the area of corporate governance which it determines to be in the best interests of the Company and its stockholders.

PART V – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits

The 2024 Consolidated Audited Financial Statements of the Company, including its Statement of Management's Responsibility and Auditor's Report, are attached as **Annex "D"** with the Supplementary Schedules Consolidated Financial Statements (Annex 68-J, Revised SRC Rule 68), including the Auditor's Report on the Supplementary Schedules, attached as **Annex "D.1"**.

The other Schedules as indicated in the Index to Schedules are either not applicable to the Company or require no answer.

(b) Reports on SEC Form 17-C

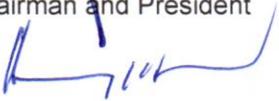
A summary list of reports on SEC Form 17-C filed in the last 12-month period covered by this Report is attached as **Annex "E"**.

SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Revised Corporation Code of the Philippines, this report has been signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Mandaluyong on APR 08 2025.

By:


RAMON S. ANG
Chairman and President


KAREN V. RAMOS
General Manager


MARIA ALMA C. GERONIMO
Treasurer and Group Head of Real Estate Support


KAREN M. CAS-CABALLA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 08 2025 affiants exhibiting to me their respective Passport as follows:

<u>Name</u>	<u>Passport No.</u>	<u>Expiry Date</u>	<u>Place of Issuance</u>
Ramon S. Ang	P2247867B	May 21, 2029	DFA Manila
Karen V. Ramos	P3920258B	Nov. 20, 2029	DFA NCR East
Maria Alma C. Geronimo	P8644617A	Sept. 5, 2028	DFA NCR East
Karen M. Cas-Caballa	P6597284A	March 27, 2028	DFA NCR East

Doc. No.: 241 ;
Page No.: 49 ;
Book No.: 1V ;
Series of 2025 ;


ATTY. JONATHAN SIXTO M. POBLETE
Appointment No. 0613-24
Notary Public for Mandaluyong
Until 31 December 2025
Roll No. 56620
PTR No. 5715509 / 01-03-2025/Mandaluyong City
IBP No. 502649 / 1-08-2025
MCLE Compliance No. VII-0029101 / 04-14-2025

San Miguel Properties, Inc. and Subsidiaries
List of Projects
as of December 31, 2024

A. RESIDENTIAL PROJECTS

NAME	LOCATION
Dover Hill (<i>Bright Ventures Realty, Inc.</i>)	Mabini Street corner Ortega and Pilar Streets, Barangay Addition Hills, San Juan
One Dover View (<i>Carnell Realty, Inc.</i>)	621 Lee Street, Barangay Addition Hills, Mandaluyong
Two Dover View (<i>SMPI</i>)	620 Lee Street, Barangay Addition Hills, Mandaluyong
Emerald 88 (<i>SMPI</i>)	598 Dr. Sixto Antonio Avenue, Barangay Maybunga, Pasig
Bel Aldea (<i>SMPI</i>)	Brgy. De Fuego Street, General Trias, Cavite
Maravilla (<i>SMPI</i>)	Brgy. San Francisco, General Trias, Cavite
Asian Leaf (<i>SMPI</i>)	Brgy. San Francisco, General Trias, Cavite
Wedgewoods (<i>Excel Unified Land Resources, Inc.</i>)	Brgy. Inchican, Silang, Cavite

B. HOSPITALITY PROJECTS

NAME	LOCATION
Makati Diamond Residences (<i>SMPI Makati Flagship Realty Corporation</i>)	118 Legazpi St., Legazpi Village, Makati

C. INDUSTRIAL PROJECTS

NAME	LOCATION
Mariveles Economic Zone (<i>E-Fare Investment Holdings, Inc.</i>)	Mariveles, Bataan

D. SMPI-OWNED BUILDINGS / LAND / WAREHOUSE

NAME	LOCATION
Building and Land Lease of San Miguel Corporation Head Office Complex (<i>SMPI</i>)	No. 40 San Miguel Avenue, Ortigas, Mandaluyong City
Building Lease of Six (6) Units in San Miguel Properties Centre (<i>SMPI</i>)	No. 7 Saint Francis Street, Ortigas, Mandaluyong City
Building Lease of 808 Building (<i>SMPI</i>)	Meralco Avenue corner Gen. Lim Street, Barangay San Antonio, Pasig City
Warehouse Lease of Rengo Warehouse and Land Lease of Sucat Property (<i>SMPI</i>)	Dr. A. Santos Avenue (Sucat Road), Parañaque
Land Lease of Antipolo City Property (<i>SMPI</i>)	Crestview Circle, Crestview Heights Subd., Brgy. San Roque, Antipolo City
Land Lease of General Trias, Cavite Property (<i>SMPI</i>)	Arnaldo Highway, Brgy. San Francisco, Sitio De Fuego, Gen. Trias, Cavite
Land Lease of Bunawan, Davao City Property (<i>SMPI</i>)	Along Davao-Agusan National Highway, Brgy. Bunawan, Davao City
Land Lease of Darong, Davao City Property (<i>SMPI</i>)	Brgy. Darong, Municipality of Sta. Cruz, Davao del Sur
Land Lease of San Jose Patag, Sta. Maria, Bulacan Property (<i>SMPI</i>)	San Jose Patag, Sta. Maria, Bulacan

Land Lease of Mariveles, Bataan properties (<i>E-Fare Investment Holdings, Inc.</i>)	Mariveles Economic Zone, Brgy. Biaan, Mariveles, Bataan
Land Lease of Cabuyao, Laguna Property (<i>Integrated Geosolutions, Inc.</i>)	Brgy. Diezmo, Cabuyao, Laguna
Land Lease of Parking Space for El Magnifico Building (<i>Kingsborough Realty, Inc.</i>)	No. 37 Gen. Delgado St., San Antonio Village, Brgy. San Antonio, Pasig City
Building Lease of Delgado Building (<i>La Verduras Realty Corp.</i>)	No. 38 Gen. Delgado St., San Antonio Village, Brgy. San Antonio, Pasig City

E. TOURISM DEVELOPMENT PROJECTS

NAME	LOCATION
(Planned) Bugsuk Eco-Luxury Leisure and Tourism Project (<i>Bricktree Properties, Inc.</i>)	Balabac, Palawan

PROPERTIES

<i>Company Name / Subsidiary</i>	<i>Address</i>	<i>Rented / Owned</i>	<i>Condition</i>
1 San Miguel Properties, Inc.			
Bel Aldea Subdivision	Brgy. San Francisco, Gen. Trias, Cavite	Owned	Good
Maravilla Subdivision	Brgy. San Francisco, Gen. Trias, Cavite	Owned	Good
Asian Leaf Subdivision	Brgy. San Francisco, Gen. Trias, Cavite	Owned	Good
Office Spaces	San Miguel Properties Centre, Mandaluyong City	Owned	Good
Two Dover	620 Lee St., Mandaluyong City	Owned	Good
Land	San Isidro Road cor. unnamed road lot, Brgy. Tatalon, Cabuyao, Laguna	Owned	Good
Land and Building	808 Bldg. Meralco Avenue corner General Lim St. Brgy. San Antonio, Pasig City	Owned	Good
Land	Along Commerce Avenue Corner Asean Drive and Jakarta Lane, Filinvest Corporate City, Barangay Alabang, Muntinlupa City	Owned	Good
Land	Brgy. Canlubang and Majada, Calamba City, Laguna	Owned	Good
Land	Bo. de Fuego, Gen. Trias, Cavite	Owned	Good
Land	Barrio Sinaliw Munti, Alfonso, Cavite	Owned	Good
Land	Barangays of Mabatac, Sinaliw and Kaytitinga, Sitios of Amuyong & Haulian, Alfonso, Cavite	Owned	Good
Land	Brgys. Lourdes and Santiago, Lubao, Pampanga	Owned	Good
Land	Cagay Road, Barangay Asid, Masbate City	Owned	Good
Land	Brgy. Tagabuli, Sta. Cruz, Davao del Sur	Owned	Good
Land	Brgy. Darong, Sta. Cruz, Davao del Sur	Owned	Good
Land	Brgy. Bato, Sta. Cruz, Davao del Sur	Owned	Good
Land	Brgy. Yapak, Boracay Island, Malay, Aklan	Owned	Good
Land	327 Brgy. Prenza-San Fermin, Cauayan City, Isabela	Owned	Good
Land	471 F. Ortigas St., Brgy. Hagdang Bato Libis, Mandaluyong City	Owned	Good
Land, Building and Improvements	San Miguel Corporation - Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City	Owned	Good
Land and Building	Dr. A Santos Ave. (Sucat Road), Parañaque City	Owned	Good
Land	Brgy. Boot, Tanauan, Batangas	Owned	Good
Land	Brgy. Glamang (Silway), Polomolok, South Cotabato	Owned	Good
Land	Maragondon / Mabacao - Magallanes Road, Brgy. Mabato, Maragondon, Cavite	Owned	Good
Land	Acacia St., Brgy. Hagdang Bato, Mandaluyong City	Owned	Good
Emerald 88	Sixto Avenue, Maybunga, Pasig City	Owned	Good
Land	National Road, Barangay Bunawan, Davao City	Owned	Good
Land and Building	Crestview Circle, Crestview Heights Subd., Brgy. San Roque, Antipolo City	Owned	Good

Company Name / Subsidiary	Address	Rented / Owned	Condition	
	Land	618 Lee Street, Mandaluyong City	Owned	Good
	Land	Barrio Baan, Butuan City	Owned	Good
	Land	Brgy. Tawala, Panglao, Bohol	Owned	Good
	Land	Brgy. Sasa, Davao City	Owned	Good
	Land	635 Lee St. Addition Hills, Mandaluyong City	Owned	Good
	Land	Brgy. San Francisco, General Trias Cavite	Owned	Good
	Land and Building	Brgy. Parian, Calamba, Laguna	Owned	Good
	Land and Building	San Jose Patag, Sta. Maria, Bulacan	Owned	Good
2	512 Acacia Holdings, Inc.			
	Land and Building	512 Acacia Ave., Ayala Alabang Village Phase II-A, Barangay Alabang, Muntinlupa City	Owned	Good
3	Agricultural Investors, Incorporated			
	Land and Building	Bugsuk, Balabac, Palawan	Owned	Good
4	Apice Solare Resources Corp.			
	Land	National Road, Barangay Igmaya-an, District 1, Don Salvador Benedicto, Negros Occidental	Owned	Good
5	Auburnrite Holdings, Inc.			
	Land	Brgy. Mamplasan, Biñan, Laguna	Owned	Good
6	Bricktree Properties, Inc.			
	Land	Bancalaan, Balabac, Palawan	Owned	Good
	Land	Bugsuk, Balabac, Palawan	Owned	Good
	Land and Building	Brgy. San Jose, Puerto Princesa, Palawan	Owned	Good
7	Bright Ventures Realty, Inc.			
	Dover Hill	A. Marcos cor M.H. del Pilar and A. Mabini Sts., Addition Hills, San Juan City	Owned	Good
	Land	No. 168 Pilar Corner P. Zamora Sts., Brgy. Addition Hills, San Juan City	Owned	Good
8	Brillar Realty and Development Corp.			
	Land	Limbones Island, Brgy. Papaya, Nasugbu, Batangas	Owned	Good
9	Busuanga Bay Holdings Inc.			
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned	Good
10	Bulalacao Property Holdings, Inc.			
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned	Good
11	Calamian Prime Holdings, Inc.			
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned	Good
12	Carnell Realty, Inc.			
	One Dover	621 Lee St., Mandaluyong City	Owned	Good
13	Casa Sabroso Holdings, Inc.			
	Land and Building	Addition Hills, San Juan City	Owned	Good
14	Cliffside Realty, Inc.			
	Land	29 De Agosto Bagong Silang, Mandaluyong City	Owned	Good
15	Coron Islands Holdings, Inc.			
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned	Good
16	Dimanyan Wakes Holdings, Inc.			
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned	Good

Company Name / Subsidiary	Address	Rented / Owned	Condition
17	E- Fare Investment Holdings Inc.		
	Land	Brgy. Biaan, Mariveles, Bataan	Owned Good
18	Excel Unified Land Resources Corp.		
	Wedge Woods Subdivision	Silang, Cavite	Owned Good
19	First Monte Sierra Realty Corporation		
	Land	Brgy. San Antonio, Basco, Batanes	Owned Good
20	Grandioso Realty Corporation		
	Land	National Road, Brgy. Tambler, General Santos City	Owned Good
21	Habagat Realty Development, Incorporated		
	Land	Bugsuk, Balabac, Palawan	Owned Good
22	High Garden Land Resources, Inc.		
	Land and Building	82 EDSA Mandaluyong City	Owned Good
23	Integrated Geosolutions, Inc.		
	Land	Bo.Diezmo, Cabuyao, Laguna	Owned Good
24	Kingsborough Realty, Inc.		
	Land and Improvements	37 Gen. Delgado St., San Antonio Village, Pasig City	Owned Good
25	La Belle Plume Realty, Inc.		
	Land	Brgy. Union, Nabas, Aklan	Owned Good
	Land	Brgy. Naasog, Malay Aklan	Owned Good
26	La Verduras Realty Corp.		
	Land, Building and Improvements	No.38 Gen. Delgado Street, San Antonio Village, Pasig City	Owned Good
27	Labayug Air Terminals, Incorporated		
	Land	Bugsuk, Balabac, Palawan	Owned Good
28	Lanes and Bi-Ways Realty Corp.		
	Land and Building	403 Columbia St., East Greenhills, Mandaluyong City	Owned Good
	Land	No. 2 Columbia St. Northeast Greenhills San Juan City	Owned Good
29	Maison 17 Properties, Inc.		
	Land	116 Legaspi and Gallardo Sts., Legaspi Village, Makati City	Owned Good
30	Max Harvest Holdings Inc.		
	Land	Brgy. Anyatam, San Ildefonso, Bulacan	Owned Good
31	Ocean-Side Maritime Enterprises, Inc.		
	Land	Bugsuk, Balabac, Palawan	Owned Good
32	Ondarre Holding Corporation		
	Land and Building	Wack-Wack Mandaluyong City	Owned Good
33	Palawan White Sands Holdings Corp.		
	Land	Bo. Bulalacao, Bulalacao Island, Coron, Palawan	Owned Good
34	Picanto de Alta Realty Corp.		
	Land	1331 J.P. Laurel St. Brgy. 643 Zone 066, San Miguel District, Manila	Owned Good
35	Premiata Realty, Inc.		
	Land	52 Mercedes cor 61 Aries, Bel Air 3, Makati City	Owned Good
36	Punong Bayan Housing Development Corporation		
	Land	Bugsuk, Balabac, Palawan	Owned Good
37	Pura Electric Co., Inc.		
	Land	Bugsuk, Balabac, Palawan	Owned Good

Company Name / Subsidiary	Address	Rented / Owned	Condition
38	Quick Silver Development Corp.		
	Land and Building	50 McKinley Road North Forbes Park Makati City	Owned Good
39	Roca Pesada Realty Corporation		
	Land	118 Esteban Abada St. Varsity Hills, Quezon City	Owned Good
40	Silang Resources, Inc.		
	Land	Barangays San Vicente, San Miguel, Biluso and Lucsuhin, Silang, Cavite	Owned Good
41	SMC Originals, Inc.		
	Land	Antonio Arnaiz Avenue corner Estacion St., Brgy. Pio del Pilar, Makati City	Owned Good
42	SMPI Makati Flagship Realty Corp.		
	Makati Diamond Residences	117 Legaspi and Gallardo Sts., Legaspi Village, Makati City	Owned Good
43	Soracil Prime, Inc.		
	Land	Wack-Wack Mandaluyong City	Owned Good
44	Spade One Resorts Corporation		
	Land	Bugsuk, Balabac, Palawan	Owned Good
45	Sta. Cruz Resource Management, Inc.		
	Land and Building	54 & 50 Hydra St., Bel Air 3, Makati City	Owned Good
46	Tanauan Resources, Inc.		
	Land and Building	No. 34 McKinley Road, Brgy. Forbes Park (North Side), Makati City	Owned Good
47	Tierra Castellanas Devt. Inc.		
	Land	Brgy. Bungoy, Dolores, Quezon	Owned Good
48	Unexplored Land Developers, Inc.		
	Land	Bugsuk, Balabac, Palawan	Owned Good
49	Uno Clarity Investment Holdings, Inc.		
	Land and Building	Brgy. Bel-Is, Buruanga, Aklan	Owned Good
50	Zee2 Resources Inc.		
	Land and Building	82 Cambridge Circle, North Forbes Park, Makati City	Owned Good
51	Zobel Polo Club, Inc.		
	Land	Lipa, Batangas City	Owned Good

Note: All owned properties are free of liens and encumbrances.

**MANAGEMENT’S DISCUSSION AND ANALYSIS
OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE**

The following discussion should be read in conjunction with the attached unaudited consolidated financial statements of San Miguel Properties, Inc. (“SMPI” or the “Company”) and its subsidiaries (collectively referred to as the “Group”) as of and for the year ended December 31, 2024 (with comparative figures as of December 31, 2023). All necessary adjustments to present fairly the consolidated financial position, performance, and cash flows of the Group as of December 31, 2024, and for all the other years presented, have been made. Certain information and footnote disclosure normally included in the audited consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards have been omitted.

I. 2024 KEY TRANSACTIONS

(a) Additional subscription

San Miguel Corporation (“Parent Company”) made additional deposits for future stock subscription to the Company worth P1.8B.

During the year, the Company increased its subscription, equivalent to a total of P122M in the following subsidiaries: (1) P58M in Quick Silver; (2) P52M in MoonSpring; (3) P6M in NewsScapes; (4) P6M in various subsidiaries. The subscriptions were fully paid in 2024.

The Company also made additional deposits for future stock subscriptions (DFFS) to the following subsidiaries:

	Name of Wholly-Owned Subsidiaries	Additional DFFS (in PhP, in millions)
1	La Belle	344
2	Bricktree	103
3	Quick Silver	49
4	High Garden	24
5	Zee2	20
6	Various subsidiaries	12
	TOTAL	552

Additional subscription and deposit for future stocks were made to subsidiaries engaged to purchase, lease, donate and to own, use, improve, subdivide, sell, mortgage, exchange, develop and hold investments in real estate of all kinds, and to improve, manage or otherwise deal with or dispose of buildings, houses, apartments and other structure of whatever kind.

(b) Acquisition of properties

In 2024, the Group acquired properties located in NCR, Southern Luzon and Western Visayas which were accounted under Deposits on Land for Future Development and Investment Property.

II. FINANCIAL PERFORMANCE

2024 vs. 2023

In Millions PHP	Audited	Audited	Changes	
	December 31, 2024	December 31, 2023	Amount	%
REVENUES				
Room revenues	800	812	-12	-1%
Rental income	761	736	25	3%
Service income	658	533	125	23%
Real estate sales	467	343	124	36%
Sale of food and beverages	320	319	1	0%
Others	26	24	2	8%
	3,032	2,767	265	
COSTS OF SALES AND SERVICES				
Room services	400	411	-11	-3%
Cost of service	411	346	65	19%
Real estate sold	374	204	170	83%
Food and beverages sold	261	254	7	3%
Rentals	163	154	9	6%
	1,609	1,369	240	18%
GROSS PROFIT	1,423	1,398	25	2%
OTHER OPERATING EXPENSES	702	689	13	2%
OPERATING PROFIT	721	709	12	
OTHER INCOME (CHARGES)				
Gain on deconsolidation of subsidiaries	1,903	0	1,903	100%
Share in profit of associates	749	929	-180	-19%
Finance costs	-697	-702	-5	-1%
Finance income	57	70	-13	-19%
Miscellaneous income (charges) - net	-148	-687	-539	-78%
	1,864	-390	1,166	
PROFIT BEFORE TAX	2,585	319	1,178	369%
TAX EXPENSE (BENEFIT)	323	-103	426	414%
NET PROFIT AFTER TAX	2,262	422	1,840	436%
NONCONTROLLING INTEREST	-2	-2	0	0%
NET PROFIT	2,264	424	1,840	434%

The Group ended the year 2024 with P2.3 billion net income attributable to the net owners of the company from P424 million net income in 2023. This was mainly due to the gain from the sale of investment in subsidiary in 2024.

Service income increased by 23% due to the increase in volume and scope of services rendered.

Real estate sales increased by P124 million mainly due to the sale of property located in NCR and Central Luzon.

Cost of sales and services increased by 18% primarily because of the increase in real estate sales and service income in 2024.

Gain on deconsolidation of subsidiaries amounted to P1.9 billion in 2024, as a result of the Group's disposal of its investment in Rapidshare Realty Corporation and Elite Montagne Realty Corp, both engaged in real estate business, with P639 million aggregate carrying

amount of net assets at the date of disposal. Total consideration received from the transaction amounted to P2.54 billion.

Share in profit of associates decreased from P929 million to P749 million in 2024 due to lower share in income of Bank of Commerce (BankCom).

Finance income decreased by 19% mainly because of lower placements in 2024.

Miscellaneous income (charges) – net decreased from P687 million to P148 million charges brought by lower donations made in 2024 and gain on assignment of deposits on land in 2024.

Tax expense (benefit) increased from P103 million benefit to P323 million expense mainly due to capital gains tax (CGT) for the sale of investments in subsidiary, lower net operating loss carry over (NOLCO), impact of CREATE law and higher taxable income of various subsidiaries.

2023 vs. 2022

In Millions PHP	Audited	Audited	Changes	
	December 31, 2023	December 31, 2022	Amount	%
REVENUES				
Room revenues	812	638	174	27%
Rental income	736	722	14	2%
Service income	533	453	80	18%
Real estate sales	343	93	250	269%
Sale of food and beverages	319	209	110	53%
Others	24	20	4	20%
	2,767	2,135	632	
COSTS OF SALES AND SERVICES				
Room services	411	332	79	24%
Service Cost	346	337	9	3%
Food and beverages sold	254	186	68	37%
Real estate sold	204	59	145	246%
Rentals	154	130	24	18%
	1,369	1,044	325	31%
GROSS PROFIT	1,398	1,091	307	28%
OTHER OPERATING EXPENSES	689	591	98	17%
OPERATING PROFIT	709	500	209	
OTHER INCOME (CHARGES)				
Share in profit of associates	929	560	369	66%
Finance income	70	47	23	49%
Finance costs	-702	-499	-203	41%
Miscellaneous income (charges) - net	-687	-273	-414	152%
	-390	-165	-225	
PROFIT BEFORE TAX	319	335	-16	-5%
TAX BENEFIT	-103	-37	-66	178%
NET PROFIT AFTER TAX	422	372	50	13%
NONCONTROLLING INTEREST	-2	-12	10	-83%
NET PROFIT	424	384	40	10%

The Group ended the year 2023 with P424 million net income attributable to the net owners of the company from P384 million net income in 2022. This was mainly due to the increase in share in net earnings of associates and improvement of hotel revenue in 2023.

Revenue from the Group's hotel business comprising of room revenues, sale of food and beverages and others increased from P867 million to P1.16 billion. This was mainly attributable to the improvement in the occupancy rate of Makati Diamond Residences (MDR) as a result of stronger market demand and primarily due to the improved business setting.

Service income increased by 18% due to the increase in volume and scope of services rendered.

Real estate sales increased by P250 million mainly due to the sale of property located in NCR, sale of property to a related party and booked revenue from Dover Hill project.

Cost of sales increased by 31% primarily because of the increase in real estate sales and hotel revenue.

The Group's operating expenses posted a 17% increase as compared with 2022 due to the increase in manpower costs, higher contracted services of hotel, increase in building maintenance and IT related maintenance fees, increase in utilities and supplies consumption of hotel; and higher taxes and licenses due to additional stock subscription and increase in authorized capital stock of various subsidiaries.

Share in net earnings of associates increased from P560 million to P929 million in 2023 as a result of higher income earned by BankCom.

Finance income increased by P23 million brought by higher interest earned from placements.

Finance costs increased by 41% mainly because of higher interest rates in 2023.

Miscellaneous income (charges) – net increased from P273 million to P687 million charges brought by the higher donations to various relocation projects of the Group, impairment of investment property of certain subsidiaries and additional provision on advances for investment.

Tax benefit increased by P66 million mainly due to recognition of net operating loss carry over (NOLCO) reduced by the increase in finance income and higher taxable income of various subsidiaries.

Noncontrolling interest decreased by P10 million mainly due to lower net loss of certain subsidiary and acquisition of additional ownership interest from a subsidiary in the last quarter of 2022.

III. FINANCIAL POSITION

2024 vs. 2023

In Millions Php	Audited	Audited	Changes	
	December 31, 2024	December 31, 2023	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	1,024	1,362	-338	-25%
Receivables - net	1,033	314	719	229%
Real estate projects	1,368	1,496	-128	-9%
Raw land inventory	9,261	9,495	-234	-2%
Deposits on land for future development	125	0	125	100%
Other current assets - net	2,417	2,350	67	3%
	15,228	15,017	211	
NONCURRENT ASSETS				
Receivables - net	782	812	-30	-4%
Deposits on land for future development	1,308	1,852	-544	-29%
Equity advances and investments in associates	12,935	12,303	632	5%
Investment property - net	21,472	21,661	-189	-1%
Property and equipment - net	7,905	7,837	68	1%
Intangible assets - net	171	174	-3	-2%
Deferred tax assets - net	451	395	56	14%
Other noncurrent assets - net	315	410	-95	-23%
	45,339	45,444	-105	
CURRENT LIABILITIES				
Loans and borrowings	10,174	10,897	-723	-7%
Trade and other payables	4,971	4,391	580	13%
Lease liabilities	47	40	7	18%
Due to related parties	33	33	0	0%
Advance rentals and deposits	195	154	41	27%
Customers' deposits	110	135	-25	-19%
Dividends payable	3,154	0	3,154	100%
Income tax payable	16	2	14	700%
	18,700	15,652	3,048	
NONCURRENT LIABILITIES				
Advance rentals and deposits	74	96	-22	-23%
Lease liabilities	39	82	-43	-52%
Retirement benefit liability	51	24	27	113%
Deferred tax liabilities - net	200	176	24	14%
Deposit for future stock subscription	0	748	-748	-100%
Other noncurrent liabilities	2,315	5,291	-2,976	-56%
	2,679	6,417	-3,738	
EQUITY				
Capital stock	15,000	15,000	0	0%
Additional paid-in capital	14,413	14,413	0	0%
Treasury shares - at cost	-10	-10	0	0%
Deposit for future stock subscription	2,540	0	2,540	100%
Accumulated fair value gain (loss)	-176	-190	14	-7%
Cumulative translation adjustment	-2	-1	-1	100%
Reserve for retirement plan	-202	-190	-12	6%
Other reserves	-1,192	-1,192	0	0%
Retained earnings	8,382	10,124	-1,742	-17%
Noncontrolling interest	435	438	-3	-1%
	39,188	38,392	796	

Cash and cash equivalents decreased by 25% mainly due to payments for land acquisition, settlement of payable for the purchase of subsidiaries, taxes, interest and bank charges,

reduced by the additional subscription, proceeds from sale of investment in subsidiary and collections received in 2024.

Receivables – net increase of 61% mainly because of receivables from the sale of properties located in Southern Luzon.

Real estate projects decreased by 9% primarily due to the sale of properties located in NCR.

Deposits on land for future development decreased by 23% mainly due to the assignment of deposits for properties situated in Southern Luzon and due to the completion of acquisition of properties in Central Luzon and in Western Visayas which resulted to a reclassification from deposit on land to investment property.

Equity advances and investments in associates increased by 5% primarily due to the share in income of BankCom (net of dividend income).

Deferred tax assets - net increased by 14% mainly due to additional provisions and recognition of NOLCO and MCIT in 2024.

Other current and noncurrent assets – net decreased by P28 million as a result of the offsetting of input and output VAT.

Loans and borrowings decreased by 7% mainly due to repayment of loans in 2024.

Trade and other payables and other noncurrent liabilities decreased by 25% mainly due to settlement of remaining payable for the purchase of subsidiaries and land acquisition located in Southern Luzon.

Lease liabilities decreased by P36 million mainly due to the repayment of lease obligations.

Advance rental and deposits increased by 8% mainly due to additional lease contracts in 2024 and annual escalation rate.

Customers' deposits decreased by 19% mainly attributable to the reversal of miscellaneous fees following the completion of the title transfer activities pertinent to the sale of real estate.

Dividends payable amounted to P3.2 billion primarily due to the dividends declared by the Company in 2024 amounting to P4 billion, of which P850 million has been paid in the current year.

Income tax payable increased by P14 million due to the higher taxable income of a subsidiary.

Retirement benefit liability increased by P27 million mainly attributable to the increase in the number of personnel and increase in annual salary covered by the Company's plan.

Deferred tax liabilities - net increased by 14% because of additional recognition of PAS17, *Leases*, on the Group's lease contracts.

Deposit for future stock subscription increased by 240% due to additional cash received from Parent Company. The liability of P748 million in 2023 was reclassified to equity following the submission of the Company's application for the increase in authorized capital stock (ACS) in SEC in August 12, 2024.

Accumulated fair value losses decreased by 7% mainly due to the revaluation of the Group's financial assets measured at fair value through other comprehensive income (FVOCI).

Cumulative translation adjustment increased by P1 million due to the share in translation adjustments recognized by BankCom.

Reserves for retirement plan increased by 6% primarily due to higher remeasurement losses of the Company and BankCom.

Retained earnings decreased by 17% due to the Company's declaration of dividend amounting to P4 billion, reduced by the P2 billion income recognized for the year.

2023 vs. 2022

In Millions Php	Audited	Audited	Changes	
	December 31, 2023	December 31, 2022	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	1,362	2,008	-646	-32%
Receivables - net	314	398	-84	-21%
Real estate projects	1,496	1,501	-5	0%
Raw land inventory	9,495	9,312	183	2%
Other current assets - net	2,350	2,155	195	9%
	15,017	15,374	-357	
NONCURRENT ASSETS				
Receivables - net	812	774	38	5%
Deposits on land for future development	1,852	1,805	47	3%
Equity advances and investments in associate	12,303	11,861	442	4%
Investment property - net	21,661	20,523	1,138	6%
Property and equipment - net	7,837	7,940	-103	-1%
Intangible assets - net	174	174	0	0%
Deferred tax assets - net	395	167	228	137%
Retirement benefits asset	0	23	-23	-100%
Other noncurrent assets - net	410	521	-111	-21%
	45,444	43,788	1,656	
CURRENT LIABILITIES				
Loans and borrowings	10,897	11,476	-579	-5%
Trade and other payables	4,391	4,282	109	3%
Lease liabilities	40	23	17	74%
Due to related parties	33	33	0	0%
Advance rentals and deposits	154	136	18	13%
Customers' deposits	135	171	-36	-21%
Income tax payable	2	1	1	100%
	15,652	16,122	-470	
NONCURRENT LIABILITIES				
Advance rentals and deposits	96	114	-18	-16%
Lease liabilities	82	92	-10	-11%
Retirement benefit liability	24	0	24	100%
Deferred tax liabilities - net	176	127	49	39%
Deposit for future stock subscription	748	0	748	100%
Other noncurrent liabilities	5,291	7,657	-2,366	-31%
	6,417	7,990	-1,573	
EQUITY				
Capital stock	15,000	13,527	1,473	11%
Additional paid-in capital	14,413	12,953	1,460	11%
Treasury shares - at cost	-10	-10	0	0%
Accumulated fair value gain (loss)	-190	-311	121	-39%
Cumulative translation adjustment	-1	2	-3	-150%
Reserve for retirement plan	-190	-59	-131	222%
Other reserves	-1,192	-1,192	0	0%
Retained earnings	10,124	9,700	424	4%
Noncontrolling interest	438	440	-2	0%
	38,392	35,050	3,342	

Cash and cash equivalents decreased by 32% mainly due to payments made for land acquisition, taxes, interest and bank charges, reduced by additional subscription and collections received in 2023.

Receivables – net decreased by P46 million due to the increased efficiency in collection of long outstanding receivables.

Investment property - net increased by 6% primarily due to additional property acquisition in Central and Southern Luzon and in Western Visayas.

Deferred tax assets - net increased by 137% mainly due to additional provision on impairment and recognition of NOLCO and MCIT in 2023.

Loans and borrowings decreased by 5% mainly due to repayment of loans in 2023.

Lease liabilities increased by 6% mainly due to additional lease agreements executed in 2023.

Customers' deposits decreased by P36 million mainly due to the recognition of sales resulting to the transfer of deposits collected from customers to receivables.

Income tax payable increased by P1 million due to higher taxable income of a certain subsidiary.

Retirement benefit liability increased primarily due to the recognition of additional liability for the Company's plan, payment to separated employees and increase in the number of personnel.

Deferred tax liabilities - net increased by 39% because of additional recognition of PAS17, *Leases*, on the Group's lease contracts and revaluation of financial assets measured in fair value through other comprehensive income (FVOCI).

Deposit for future stock subscription increased due to additional cash received from Parent Company.

Trade and other payables and other noncurrent liabilities decreased by 19% mainly due to settlement of outstanding payable on land acquisition, acquisition of noncontrolling interest and subsidiaries in 2022.

Capital stock and additional paid-in capital increased by 11% mainly due to additional subscriptions of Parent Company.

Accumulated fair value losses decreased by 39% mainly due to lower unrealized loss recognized on BankCom's financial assets measured at fair value through other comprehensive income (FVOCI).

Cumulative translation adjustment decreased by P3 million due to the share in translation adjustments recognized by BankCom.

Reserves for retirement plan increased by P131 million primarily due to higher remeasurement losses of the Company and BankCom.

IV. SOURCES AND USES OF CASH

A brief summary of cash flow movement is shown below:

<i>(In thousands)</i> <i>(Audited)</i>	December 31	
	2024	2023
Net cash used in operating activities	(P 784,900)	(P 523,266)
Net cash from (used in) investing activities	1,131,818	(2,363,355)
Net cash from (used in) financing activities	(685,876)	2,240,679

Net cash used in operations basically consist of income for the period less changes in current assets, certain current liabilities, and others.

Net cash from (used in) investing activities includes the following:

<i>(In thousands)</i> <i>(Audited)</i>	December 31	
	2024	2023
Proceeds from sale of investment in subsidiaries	P 2,537,570	P -
Settlement of outstanding payables on subsidiaries acquired through asset acquisition	(772,940)	(772,940)
Acquisitions of property and equipment	(368,825)	(463,154)
Settlement of outstanding payables on acquisition of noncontrolling interest	(336,013)	(336,013)
Additions to investment properties	(305,733)	(827,920)
Proceeds from sale of deposit on land	230,993	-
Dividends received	112,465	-
Interest received	40,887	46,810
Additional equity advances	(3,838)	(4,204)
Additions to intangible assets	(3,229)	(6,023)
Proceeds from insurance claim of property and equipment	1,100	-
Acquisition of additional noncontrolling interest	(619)	-
Proceeds from sale of noncontrolling interest	-	89
Net cash from (used in) investing activities	P 1,131,818	(P 2,363,355)

Net cash from financing activities include the following:

<i>(In thousands)</i> <i>(Audited)</i>	December 31			
		2024		2023
Deposits received for future stock subscription	P	1,792,170	P	748,126
Interest paid	(	876,555)	(	842,387)
Dividends paid	(	850,000)		-
Net payments of borrowings	(	722,800)	(	579,500)
Repayment of lease liabilities	(	41,188)	(	30,448)
Collection of lease receivables		12,497		11,008
Proceeds from the issuance of shares of stock		-		2,946,824
Share issuance costs paid		-	(	12,944)
Net cash from (used in) financing activities	(P	685,876)	P	2,240,679

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures that the Group bases its performance from. Bases of analyses are employed through comparisons and measurement based on the financial data of the current periods against the same period of previous year.

Key Performance Indicators	December 31, 2024	December 31, 2023
Current Ratio	0.81 : 1.00	0.96 : 1.00
Total Assets to Equity Ratio	1.55 : 1.00	1.57 : 1.00
Debt to Equity Ratio	0.55 : 1.00	0.57 : 1.00
Return on Average Equity Attributable to Owners of the Parent Company	5.83%	1.15%
	Year Ended Decembre 31	
	2024	2023
Volume Growth		
Lease	(0.60%)	2.68%
Real Estate Sales	(31.25%)	(46.67%)
Hotel	(6.73%)	5.41%
Service income	23.42%	17.61%
Revenue Growth	9.57%	29.61%
Net Profit Margin	74.61%	15.26%
Interest Coverage Ratio	5.11 : 1	1.51 : 1

The manner by which the Group calculates the above indicators are as follows:

Key Performance Indicators	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Total Assets to Equity Ratio	$\frac{\text{Total Assets}}{\text{Equity} + \text{Non-Controlling Interest}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Excluding deferred tax liabilities)}}{\text{Equity} + \text{Non-Controlling Interest}}$

	Total Equity (Excluding Accumulated Fair Value Loss, CTA, Dilution Loss and Treasury Shares)
Return on Average Equity	$\frac{\text{Net Profit}}{\text{Average Equity}}$
Volume Growth	$\left[\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right] - 1$
Revenue Growth	$\left[\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right] - 1$
Net Profit Margin	$\frac{\text{Net Profit}}{\text{Revenues}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings before interest and taxes}}{\text{Interest Expense and Other Financing Charges}}$

VI. OTHER MATTERS

a. Commitments and Contingencies

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

1. Operating Leases – Group as Lessor

The Group is a lessor under operating leases covering certain real estate properties. The leases have terms ranging from one to ten years, with renewal options, and include annual escalation rates of 3% to 10%.

The future minimum lease collections receivable under these operating leases are presented below.

<i>(In Thousands)</i>	December 31, 2024		December 31, 2023	
Within one year	P	1,248,901	P	587,856
After one year but not more than five years		1,181,295		1,215,125
After five years but not more than ten years		1,410,777		3,061,183
More than ten years		3,581,273		2,206,212
	P	7,422,246	P	7,070,376

2. Operating Lease – Group as Lessee

The Group is a lessee under lease agreement covering a certain parcel of land. The lease contract has expired by end of 2016 and was renewed for another 10 years. In 2020, the Company adopted the new standard PFRS 16, *Leases*.

The Group also leases a certain parcel of land with a remaining lease term of three years for its foreshore lease. The Group also holds a lease on certain parcel of land for 20 years starting January 1, 2020 until December 31, 2039, subject to renewal upon mutual agreement of the parties, unless sooner terminated upon mutual written agreement signed by both parties.

3. *Legal Claims*

In 2007, a provision amounting to P4.6 million in connection with Excel Unified's pending settlement of a right-of-way (ROW) dispute in Wedgewoods was recognized. The provision remains outstanding as of this reporting period. The Group's management, based on the advice of its legal counsels, believes that the recognized provision with regard to its legal case is reasonable and additional liabilities or losses, if any, that may arise from other claims will not have material effect on its consolidated financial statements.

b. Material Events and Uncertainties

Other than the disclosures described in the preceding sections, the Group has nothing to report on the ff:

1. Any known trends, events or uncertainties that will have a material impact on its liquidity.
2. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
3. 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.
4. Any material commitments for capital expenditure
5. Any known trends, events, uncertainties, or significant elements that will have a material impact on sales/revenue/income from continuing operations.
6. Any seasonal aspects that have material effect on the financial condition or results of operations.

c. Retained Earnings appropriation

On May 8, 2023, the Company's BOD reversed the appropriation amounting to P4,500,000 as the purpose of such appropriations were currently on hold. Also on the same date, the Company's BOD approved the appropriation of P4,500,000 of the Company's unrestricted retained earnings for the development of Bugsuk Projects which are expected to be completed within the next fifteen years from appropriation. However, such appropriation was subsequently reversed during the November 6, 2024 Board meeting due to material changes in project timeline and funding requirements.

d. Others

Below are the subsidiaries with significant contributions to the Group's net income.

Companies	Net income (loss) after tax (in millions)	
	December 31, 2024	December 31, 2023
San Miguel Properties Inc.	1,516	-679
Associates	750	929
SMPI Makati Flagship Realty	140	141
E-fare Investment Holdings Inc.	131	133
Lanes & Bi-Ways Realty Corp	40	31
Tierra Verdosa Real Estate Services Inc.	24	42
Various subsidiaries	-337	-173
Consolidated net income	2,264	424



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Industry Classification: K70120

Company Type: Stock Corporation

Document Information

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Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2024

Submission Type: Consolidated

Remarks: None

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of **San Miguel Properties, Inc. and Subsidiaries** (the Group), is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2024 and 2023, 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 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 to do so.

The Board of Directors is responsible for overseeing the Group'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.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has audited the financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Ramon S. Ang

Chairman of the Board and President

Karen V. Ramos
General Manager

Maria Alma C. Geronimo
Treasurer

Signed this March 3, 2025

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) S.S.

SUBSCRIBED AND SWORN TO BEFORE ME, this **MAR 03 2025**, the following
having presented to me their Passport:

	<u>Passport No.</u>	<u>Expiry Date</u>	<u>Place of Issuance</u>
Ramon S. Ang	P2247867B	05/21/29	Manila
Karen V. Ramos	P3920258B	11/20/29	DFA NCR East
Maria Alma C. Geronimo	P8644617A	09/05/28	NCR East

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Book No. III ;
Series of 2024

ATTY. JONATHAN SIXTO M. POBLETE
Appointment No. 0613-24
Notary Public for Mandaluyong
Until 31 December 2025
Roll No. 56620

PTR No. 5715509 / 01-03-2025/Mandaluyong City
IBP No. 502649 / 1-08-2025
MCLE Compliance No.VII-0029101 / 04-14-2025



FOR SEC FILING

Consolidated Financial Statements and
Independent Auditors' Report

San Miguel Properties, Inc. and Subsidiaries

December 31, 2024, 2023 and 2022

Report of Independent Auditors

Punongbayan & Araullo
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The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 8988 2288

The Board of Directors and Stockholders
San Miguel Properties, Inc. and Subsidiaries
(A Subsidiary of San Miguel Corporation)

3rd Floor, San Miguel Head Office Complex
No. 40 San Miguel Ave., Mandaluyong City

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of San Miguel Properties, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group, and its financial performance and its cash flows as at and for the year ended December 31, 2024 in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards), and as at and for the year ended December 31, 2023 and for the year ended December 31, 2022 in accordance with PFRS Accounting Standards as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) as described in Note 2 to the consolidated financial statements.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). 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 audits 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.

Emphasis of Matter

We draw attention to Note 2 to the consolidated financial statements, which discusses the adoption and impact of the previously deferred provisions of PFRS 15, *Revenue from Contracts with Customers* and the related financial reporting interpretations affecting the real estate industry, using modified retrospective approach. Our opinion is not modified in respect of this matter.

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 the relevant accounting frameworks as discussed in Note 2 to the consolidated financial statements, 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 PSA 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 PSA, 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, related safeguards.

PUNONGBAYAN & ARAULLO



By: **Renan A. Piamonte**
Partner

CPA Reg. No. 0107805
TIN 221-843-037
PTR No. 10465913, January 2, 2025, Makati City
BIR AN 08-002511-037-2022 (until October 13, 2025)
BOA/PRC Cert. of Reg. No. 0002/P-010 (until August 12, 2027)

March 3, 2025

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2024 AND 2023
(Amounts in Thousands of Philippine Pesos)

	Notes	2024	2023
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	6	P 1,023,555	P 1,362,513
Receivables - net	7	1,032,636	314,371
Real estate project	8	1,368,383	1,495,734
Raw land inventory	9	9,261,497	9,494,924
Deposits on land for future development	10	125,342	-
Other current assets - net	15	2,417,007	2,349,782
		15,228,420	15,017,324
NON-CURRENT ASSETS			
Receivables - net	7	782,140	811,824
Deposits on land for future development	10	1,308,286	1,852,313
Equity advances and investments in associates - net	11	12,934,745	12,302,678
Investment properties - net	12	21,472,367	21,661,304
Property and equipment - net	13	7,904,748	7,836,696
Intangible assets - net	14	171,295	174,550
Deferred tax assets - net	23	451,389	395,282
Other non-current assets - net	15	314,473	409,608
		45,339,443	45,444,255
TOTAL ASSETS		P 60,567,863	P 60,461,579

	Notes	<u>2024</u>	<u>2023</u>
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans and borrowings	16	P 10,173,600	P 10,896,400
Trade and other payables	17	4,971,193	4,390,985
Lease liabilities	18	46,510	40,464
Due to related parties	24	33,357	33,357
Advance rentals and deposits	24	195,084	153,796
Customers' deposits	2	109,702	135,230
Dividends payable	25	3,154,310	-
Income tax payable		<u>16,163</u>	<u>1,672</u>
Total Current Liabilities		<u>18,699,919</u>	<u>15,651,904</u>
NON-CURRENT LIABILITIES			
Advance rentals and deposits	24	74,145	95,609
Lease liabilities	18	39,178	82,246
Retirement benefit liability	22	51,545	24,022
Deferred tax liabilities - net	23	199,639	176,101
Deposit for future stock subscription	25	-	748,126
Other non-current liabilities	17	<u>2,314,990</u>	<u>5,290,613</u>
Total Non-current Liabilities		<u>2,679,497</u>	<u>6,416,717</u>
Total Liabilities		<u>21,379,416</u>	<u>22,068,621</u>
EQUITY			
Capital stock	25	15,000,000	15,000,000
Additional paid-in capital	25	14,413,081	14,413,081
Treasury shares - at cost	25	(9,515)	(9,515)
Deposit for future stock subscription	25	2,540,296	-
Accumulated fair value losses	11, 15	(176,684)	(190,188)
Cumulative translation adjustment	11	(1,860)	(1,209)
Reserve for retirement plan	11, 22	(202,363)	(189,849)
Other reserves	25	(1,191,693)	(1,191,694)
Retained earnings	25	<u>8,382,077</u>	<u>10,124,570</u>
Total equity attributable to the owners of the Company		38,753,339	37,955,196
Non-controlling interest	5	<u>435,108</u>	<u>437,762</u>
Total Equity		<u>39,188,447</u>	<u>38,392,958</u>
TOTAL LIABILITIES AND EQUITY		<u>P 60,567,863</u>	<u>P 60,461,579</u>

See Notes to Consolidated Financial Statements.

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Thousands of Philippine Pesos, Except Per Share Data)

	Notes	2024	2023	2022
REVENUE	4, 24			
Room revenues	24	P 800,500	P 811,623	P 638,164
Rental income	24, 27	761,419	736,609	721,742
Service income	24	657,573	532,814	453,017
Real estate sales	24	466,590	343,051	93,442
Sale of food and beverages	24	319,947	319,043	208,539
Others	24	26,362	24,373	20,417
		<u>3,032,391</u>	<u>2,767,513</u>	<u>2,135,321</u>
COSTS OF SALES AND SERVICES	19			
Cost of service		411,223	346,551	337,508
Room services		400,141	410,612	332,504
Real estate sold		374,029	204,167	59,093
Food and beverages sold		260,698	253,647	185,500
Rentals		163,144	154,347	129,648
		<u>1,609,235</u>	<u>1,369,324</u>	<u>1,044,253</u>
GROSS PROFIT		1,423,156	1,398,189	1,091,068
OTHER OPERATING EXPENSES	20	<u>702,458</u>	<u>689,121</u>	<u>590,993</u>
OPERATING INCOME		<u>720,698</u>	<u>709,068</u>	<u>500,075</u>
OTHER INCOME (CHARGES)				
Gain on deconsolidation of subsidiaries	5	1,902,841	-	-
Share in profit of associates	11	749,869	929,277	559,780
Finance costs	21	(696,975)	(702,347)	(498,985)
Finance income	21	57,175	70,331	47,374
Miscellaneous income (charges) - net	5, 21	(148,480)	(687,124)	(273,419)
		<u>1,864,430</u>	<u>(389,863)</u>	<u>(165,250)</u>
PROFIT BEFORE TAX		2,585,128	319,205	334,825
TAX EXPENSE (BENEFIT)	23	<u>322,685</u>	<u>(103,084)</u>	<u>(37,158)</u>
NET PROFIT		<u>2,262,443</u>	<u>422,289</u>	<u>371,983</u>
<i>Balance carried forward</i>		P 2,262,443	P 422,289	P 371,983

	Notes	2024	2023	2022
<i>Balance brought forward</i>		P 2,262,443	P 422,289	P 371,983
OTHER COMPREHENSIVE INCOME (LOSS)				
Item that will not be reclassified subsequently to profit or loss				
Share in other comprehensive income (loss) of associates	11	<u>19,834</u>	(<u>86,921</u>)	<u>61,705</u>
Remeasurements of retirement benefit liability	22	(<u>31,183</u>)	(51,857)	6,395
Tax benefit (expense)	22, 23	<u>7,796</u>	<u>12,965</u>	(<u>1,599</u>)
		(<u>23,387</u>)	(<u>38,892</u>)	<u>4,796</u>
Fair value gains on financial assets at fair value through other comprehensive income	15	<u>27,891</u>	26,273	-
Tax expense	15, 23	(<u>6,973</u>)	(<u>6,568</u>)	-
		<u>20,918</u>	<u>19,705</u>	-
		<u>17,365</u>	(<u>106,108</u>)	<u>66,501</u>
Item that will be reclassified subsequently to profit or loss				
Share in other comprehensive income (loss) of associates	11	(<u>17,026</u>)	<u>92,823</u>	(<u>210,257</u>)
Other Comprehensive Income (Loss) – net of tax		<u>339</u>	(<u>13,285</u>)	(<u>143,756</u>)
TOTAL COMPREHENSIVE INCOME		<u>P 2,262,782</u>	<u>P 409,004</u>	<u>P 228,227</u>
Net profit attributable to:				
Equity holders of the Company		P 2,264,477	P 424,457	P 383,592
Non-controlling interest		(<u>2,034</u>)	(<u>2,168</u>)	(<u>11,609</u>)
		<u>P 2,262,443</u>	<u>P 422,289</u>	<u>P 371,983</u>
Total comprehensive income attributable to:				
Equity holders of the Company		P 2,264,816	P 411,172	P 239,836
Non-controlling interest		(<u>2,034</u>)	(<u>2,168</u>)	(<u>11,609</u>)
		<u>P 2,262,782</u>	<u>P 409,004</u>	<u>P 228,227</u>
Earnings Per Share - Basic and Diluted	26	<u>P 1.52</u>	<u>P 0.30</u>	<u>P 0.31</u>

See Notes to Consolidated Financial Statements.

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Thousands of Philippine Pesos)

	Attributable to Owners of the Company												Non-controlling Interest (See Note 5)	Total Equity
	Capital Stock (See Note 25)	Additional Paid-in Capital (See Note 25)	Treasury Shares - at Cost (See Note 25)	Deposit for Future Stock Subscription (See Note 25)	Accumulated Fair Value Losses (See Notes 11 and 15)	Cumulative Translation Adjustment (See Note 11)	Reserve for Retirement Plan (See Notes 11 and 22)	Other Reserves (See Note 25)	Appropriated Retained Earnings (See Note 25)	Unappropriated Retained Earnings (See Notes 11 and 25)	Total			
Balance at January 1, 2024	P 15,000,000	P 14,413,081	(P 9,515)	P -	(P 190,188)	(P 1,209)	(P 189,849)	(P 1,191,694)	P 4,500,000	P 5,624,570	P 37,955,196	P 437,762	P 38,392,958	
Effect of adoption of PFRS 15 and other related interpretations	-	-	-	-	-	-	-	-	-	(2,813)	(2,813)	-	(2,813)	
Balance at January 1, 2024, as adjusted	15,000,000	14,413,081	(9,515)	-	(190,188)	(1,209)	(189,849)	(1,191,694)	4,500,000	5,621,757	37,952,383	437,762	38,390,145	
Transactions with owners														
Deposits received for future stock issuances	-	-	-	2,540,296	-	-	-	-	-	-	2,540,296	-	2,540,296	
Reversal of retained earnings appropriation	-	-	-	-	-	-	-	(4,500,000)	4,500,000	-	-	-	-	
Dividends declared	-	-	-	-	-	-	-	-	(4,004,157)	(4,004,157)	-	-	(4,004,157)	
Transactions affecting non-controlling interest	-	-	-	-	-	-	-	1	-	-	1	(620)	(619)	
Reclassifications during the year	-	-	-	-	2,729	(2,729)	-	-	-	-	-	-	-	
Total comprehensive income (loss) for the year	-	-	-	-	10,775	2,078	(12,514)	-	-	2,264,477	2,264,816	(2,034)	2,262,782	
Balance at December 31, 2024	P 15,000,000	P 14,413,081	(P 9,515)	P 2,540,296	(P 176,684)	(P 1,860)	(P 202,363)	(P 1,191,693)	P -	P 8,382,077	P 38,753,339	P 435,108	P 39,188,447	
Balance at January 1, 2023	P 13,526,588	P 12,952,613	(P 9,515)	P -	(P 310,890)	P 1,900	(P 58,971)	(P 1,191,694)	P 4,500,000	P 5,200,113	P 34,610,144	P 439,841	P 35,049,985	
Transactions with owners														
Issuance of shares of stock	1,294,462	1,281,518	-	-	-	-	-	-	-	-	2,575,980	-	2,575,980	
Collection of subscription receivable	178,950	178,950	-	-	-	-	-	-	-	-	357,900	-	357,900	
Reversal of retained earnings appropriation	-	-	-	-	-	-	-	(4,500,000)	4,500,000	-	-	-	-	
Appropriation of retained earnings	-	-	-	-	-	-	-	-	4,500,000	(4,500,000)	-	-	-	
Transactions affecting non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	89	89	
Total comprehensive income (loss) for the year	-	-	-	-	120,702	(3,109)	(130,878)	-	-	424,457	411,172	(2,168)	409,004	
Balance at December 31, 2023	P 15,000,000	P 14,413,081	(P 9,515)	P -	(P 190,188)	(P 1,209)	(P 189,849)	(P 1,191,694)	P 4,500,000	P 5,624,570	P 37,955,196	P 437,762	P 38,392,958	
Balance at January 1, 2022	P 11,122,777	P 10,572,841	(P 9,515)	P -	(P 104,176)	P 2,768	(P 122,800)	(P 303,669)	P 4,500,000	P 4,816,521	P 30,474,747	P 1,459,120	P 31,933,867	
Transactions with owners														
Issuance of shares of stock	2,403,811	2,379,772	-	-	-	-	-	-	-	-	4,783,583	-	4,783,583	
Transactions affecting non-controlling interest	-	-	-	-	-	-	-	(888,022)	-	-	(888,022)	(1,007,670)	(1,895,692)	
Total comprehensive income (loss) for the year	-	-	-	-	(206,714)	(868)	63,829	(3)	-	383,592	239,836	(11,609)	228,227	
Balance at December 31, 2022	P 13,526,588	P 12,952,613	(P 9,515)	P -	(P 310,890)	P 1,900	(P 58,971)	(P 1,191,694)	P 4,500,000	P 5,200,113	P 34,610,144	P 439,841	P 35,049,985	

See Notes to Consolidated Financial Statements.

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Thousands of Philippine Pesos)

	Notes	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 2,585,128	P 319,205	P 334,825
Adjustments for:				
Gain on deconsolidation of subsidiaries	5	(1,902,841)	-	-
Share in profit of associates	11	(749,869)	(929,277)	(559,780)
Interest expense	21	696,975	702,347	498,985
Impairment loss on property and equipment and investment properties	12, 13, 21	208,585	79,420	-
Depreciation and amortization	20	164,616	156,318	131,036
Gain on disposal of deposit on land	10, 21	(130,265)	-	-
Interest income	21	(57,175)	(70,331)	(47,374)
Impairment losses on equity advances	11, 21	11,984	498,495	241,076
Reversal of impairment loss on receivables	7	(1,483)	(2,966)	-
Gain on insurance claim	21	(253)	-	-
Fair value losses (gains) - net	7, 8	-	14,248	(1,944)
Impairment loss on receivables	7	-	-	4,379
Operating profit before working capital changes		825,402	767,459	601,203
Increase in receivables		(259,360)	(71,044)	(89,315)
Decrease in real estate projects		282,900	82,237	42,672
Decrease (increase) in raw land inventory		(15,273)	189	(570,436)
Decrease (increase) in other assets		26,833	(50,223)	(185,689)
Increase in deposits on land for future development		(223,942)	(156,270)	(197,021)
Decrease in trade and other payables		(1,072,052)	(1,008,355)	(56,163)
Increase (decrease) in advance rentals and deposits		19,824	(929)	20,814
Increase (decrease) in customers' deposits		(25,528)	(36,020)	2,485
Increase (decrease) in retirement benefit liability		(19,635)	(3,076)	20,455
Cash used in operations		(460,831)	(476,032)	(410,995)
Interest received		16,288	21,500	18,449
Cash paid for income taxes		(340,356)	(68,734)	(24,348)
Net Cash Used in Operating Activities		(784,900)	(523,266)	(416,894)
<i>Balance brought forward</i>		(P 784,900)	(P 523,266)	(P 416,894)

	Notes	2024	2023	2022
<i>Balance carried forward</i>		(P 784,900)	(P 523,266)	(P 416,894)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from sale of investment in subsidiaries	5	2,537,570	-	-
Settlement of outstanding payables on subsidiaries acquired through asset acquisition	17	(772,940)	(772,940)	-
Acquisitions of property and equipment	13	(368,825)	(463,154)	(387,113)
Settlement of outstanding payables on acquisition of non-controlling interest	17	(336,013)	(336,013)	-
Additions to investment properties	12	(305,733)	(827,920)	(1,690,058)
Proceeds from sale of deposit on land	10	230,993	-	-
Dividends received	11	112,465	-	-
Interest received	21	40,887	46,810	27,833
Additional equity advances	11	(3,838)	(4,204)	(3,804)
Additions to intangible assets	14	(3,229)	(6,023)	(3,031)
Proceeds from insurance claim on property and equipment	13	1,100	-	-
Acquisition of additional non-controlling interest	5	(619)	-	(1,110,008)
Proceeds from sale of non-controlling interest	5	-	89	181
Acquisition of interest in subsidiaries acquired through asset acquisition	5	-	-	(386,142)
Net Cash From (Used in) Investing Activities		<u>1,131,818</u>	<u>(2,363,355)</u>	<u>(3,552,142)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Deposits received for future stock subscription	25	1,792,170	748,126	-
Interest paid	33	(876,555)	(842,387)	(365,794)
Dividends paid	25	(850,000)	-	-
Net payments of borrowings	33	(722,800)	(579,500)	(451,200)
Repayment of lease liabilities	18, 33	(41,188)	(30,448)	(17,587)
Collection of lease receivables	18	12,497	11,008	9,660
Proceeds from issuance of shares of stock	25	-	2,946,824	4,807,621
Share issuance costs paid	25	-	(12,944)	(24,038)
Net Cash From (Used in) Financing Activities		<u>(685,876)</u>	<u>2,240,679</u>	<u>3,958,662</u>
NET DECREASE IN				
CASH AND CASH EQUIVALENTS		<u>(338,958)</u>	<u>(645,942)</u>	<u>(10,374)</u>
CASH AND CASH EQUIVALENTS				
AT BEGINNING OF YEAR		<u>1,362,513</u>	<u>2,008,455</u>	<u>2,018,829</u>
CASH AND CASH EQUIVALENTS				
AT END OF YEAR		<u>P 1,023,555</u>	<u>P 1,362,513</u>	<u>P 2,008,455</u>

Supplemental Information on Noncash Activities is disclosed in Note 32.

See Notes to Consolidated Financial Statements.

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Thousands of Philippine Pesos, Except Per Share Data and
Number of Shares)

1. GENERAL INFORMATION

1.1 Corporate Information

San Miguel Properties, Inc. (SMPI or the Company) was incorporated in the Philippines on December 18, 1990 and is 99.87% owned by San Miguel Corporation (SMC or the Intermediate Parent Company). The Company is a public domestic company whose shares of stock were listed in the Philippine Stock Exchange (PSE) until May 6, 2013, when it voluntarily delisted from the PSE. SMC, on the other hand, is a publicly listed domestic company and, through its subsidiaries and associates, is presently engaged in different lines of business including, but not limited to, production, processing and marketing of beverage, food and packaging products, energy, mining, fuel and oil, infrastructure, and management and development of real estate properties. Top Frontier Investment Holdings, Inc. (TFHI), a publicly listed domestic company, is the ultimate parent company.

The Company was incorporated to acquire by purchase, lease, donation and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold investments in real estate of all kinds, and to improve, manage or otherwise deal with or dispose of buildings, houses, apartments and other structure of whatever kind.

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (collectively referred to hereafter as the Group). As of December 31, the Company holds interests in the following significant subsidiaries and associates, which were all incorporated in the Philippines:

Company Name	Explanatory Notes	Percentage of Ownership	
		2024	2023
Subsidiaries*:			
Bright Ventures Realty, Inc. (Bright Ventures)		100%	100%
Bricktree Properties, Inc. (Bricktree)		100%	100%
Carnell Realty, Inc. (Carnell)		100%	100%
E-Fare Investment Holdings, Inc. (E-Fare)	(a)	100%	99.97%
Excel Unified Land Resources Corporation (Excel Unified)		51.50%	51.50%
Integrated Geosolutions, Inc. (IGI)		100%	100%
La Belle Plume Realty, Inc. (La Belle)		100%	100%
Maison 17 Properties, Inc. (Maison)	(b)	100%	100%
Moonspring Development, Inc. (Moonspring)		100%	100%
Picanto de Alta Realty Corporation (Picanto)	(c)	70%	70%
SMPI Makati Flagship Realty Corp. (SMPI Flagship)	(b)	100%	100%
Tierra Verdosa Services, Corp. (Tierra Verdosa)		100%	100%

Company Name	Percentage of Ownership	
	2024	2023
Associates:		
Bank of Commerce (BankCom)	31.94%	31.94%
Northpine Land, Inc. (NLI)	20%	20%

* Other subsidiaries not included in the list pertain to subsidiaries that did not produce significant revenues in the current reporting period. All of these subsidiaries (except Zobel Polo Club, Inc., Picanto De Alta Realty Corp. and the subsidiaries acquired through asset acquisition) are wholly owned by the Company.

Notes:

- (a) On November 19, 2024, SMPI acquired the remaining non-controlling interest of E-fare, effectively converting E-fare to a wholly owned subsidiary.
- (b) Maison is an indirect subsidiary of the Company through SMPI Flagship.
- (c) On June 30, 2023, Picanto issued additional shares to SMPI and its other shareholders which effectively dilutes the ownership of the Company from 77% in 2022 to 70% in 2023 (see Note 5.2).

As at December 31, 2024 and 2023, the Group's primary real estate projects are the following:

Project	Location
Makati Diamond Residences	Makati City
Asian Leaf	General Trias, Cavite
Bel Aldea	General Trias, Cavite
Maravilla	General Trias, Cavite
Wedgewoods	Silang, Cavite
Dover Hill	San Juan City
One Dover View	Mandaluyong City
Two Dover View	Mandaluyong City
Emerald 88	Pasig City

The subsidiaries and associates of the Company as of December 31, 2024 and 2023 were also incorporated to engage in the development, sale and lease of real estate properties, except for the entities below.

Name of Subsidiary or Associate	Primary Purpose
BankCom	Universal banking services
SMPI Flagship	Development, management and administration of condominiums, hotels, condominium hotels, serviced apartments, residential or buildings, and other horizontal and vertical developments
Tierra Verdosa	Management and administrative services for property acquisition related activities, such as, but not limited to, purchase, lease, negotiation, mapping, data collection and procurement of lands and other real estate properties

The registered office of the Company and SMC, which is also their principal place of business, is located at the 3rd Floor, San Miguel Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City. The registered office of TFHI, which is also its principal place of business, is located at 5th Floor, ENZO Building, 399 Sen. Gil J. Puyat Avenue, Makati City.

The places of incorporation and the places of operations of the significant subsidiaries and associates are similar with that of the Company, except for the following significant subsidiaries and associates that have different registered offices:

<u>Name of Subsidiary or Associate</u>	<u>Registered Address</u>
Bricktree	No. 38 Delgado Street, Brgy. San Antonio, San Antonio Village, Pasig City
BankCom	San Miguel Properties Centre, No. 7 St. Francis Street, Mandaluyong City
E-Fare	Biaan, Mariveles, Bataan
La Belle	Sitio Mampusa, Brgy. Union, Nabas, Aklan
Maison	Ground Floor P&L Building 116 Legaspi Street, Legaspi Village, Makati City
Moonspring	Brgy. Union, Nabas, Aklan
NLI	15 th Floor, The Taipan Place, F. Ortigas, Jr. Rd, Ortigas Center, Pasig City
SMPI Flagship	117 Legaspi St., Legaspi Village, Makati City

1.2 Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2024 (including the comparative consolidated financial statements as of December 31, 2023 and for the years ended December 31, 2023 and 2022) were authorized for issue by the Company's Board of Directors (BOD) on March 3, 2025.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarized on the succeeding pages. The policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation of Consolidated Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The consolidated financial statements of the Group as of and for the year ended December 31, 2024 were prepared in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards). In 2023, the Group's consolidated financial statements were prepared in accordance with PFRS Accounting Standards as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) in response to the COVID-19 pandemic [see Note 2.1(b)]. PFRS Accounting Standards are adopted by the Financial and Sustainability Reporting Standards Council (FSRSC) from the pronouncements issued by the International Accounting Standards Board (IASB) and approved by the Philippine Board of Accountancy.

The consolidated financial statements have been prepared using the measurement bases specified by the relevant accounting frameworks for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) SEC Financial Reporting Relief Availed by the Group

In 2023 and prior years, the Group availed of several financial reporting reliefs granted by the SEC relating to the number of implementation issues of PFRS 15, *Revenue From Contracts with Customers*, and the related financial reporting interpretations affecting the real estate industry. In 2024, the Group adopted the previously deferred provisions of PFRS 15, *Revenue From Contracts with Customers* and the related issuances of the Philippine Interpretations Committee, and IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) using modified retrospective approach as allowed by SEC MC No. 08-2021, *Amendment to SEC MC No. 14-2018, MC No. 03-2019, MC No. 04-2020, and MC No. 34-2020 to clarify transitory provision*.

The adoption of these standards and interpretations has resulted to adjustments to the amounts that should be recognized in the consolidated financial statements as at January 1, 2024, with the cumulative effect recognized in equity as an adjustment to the opening balance of Retained Earnings for the current period.

Discussed on the succeeding page are the relevant information about these standards and interpretations, and the resulting adjustments to the relevant consolidated financial statements accounts as at January 1, 2024.

- (i) PIC Q&A No. 2018-12-D, *Concept of the significant financing component in the contract to sell* and PIC Q&A No. 2020-04, *Addendum to PIC Q&A 2018-12-D: Significant Financing Component Arising from Mismatch between the Percentage of Completion (POC) and Schedule of Payments*

IFRS 15 requires that in determining the transaction price, an entity shall adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component.

There is no significant financing component if the difference between the promised consideration and the cash selling price of the good or service arises for reasons other than the provision of finance to either the customer or the entity, and the difference between those amounts is proportional to the reason for the difference. Further, the Group does not need to adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception that the timing difference of the receipt of full payment of the contract price and that of the completion of the project, are expected within one year and significant financing component is not expected to be significant.

As a result of the adoption of this interpretation, Receivables – net and Retained Earnings as at January 1, 2024 decreased by P2.8 million.

- (ii) PIC Q&A No. 2018-12-E, *Treatment of land in the determination of POC*

Land on which the real estate development will be constructed shall also be excluded in the assessment of POC. The adoption of this interpretation has no significant effect on the consolidated financial statements of the Group.

- (c) *Presentation of Consolidated Financial Statements*

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents all items of income and expenses and other comprehensive income or loss in a single consolidated statement of comprehensive income.

The Group presents a third consolidated statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items that has a material effect on the information in the statement of financial position at the beginning of the preceding period. The related notes to the third consolidated statement of financial position are not required to be disclosed.

- (d) *Functional and Presentation Currency*

These consolidated financial statements are presented in Philippine pesos, the Group's functional and presentation currency, and all values are stated in thousands except when otherwise indicated.

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

2.2 *Adoption of New and Amended PFRS Accounting Standards*

(a) *Effective in 2024 that are Relevant to the Group*

The Group adopted for the first time the following amendments to PFRS Accounting Standards, which are mandatorily effective for annual periods beginning on or after January 1, 2024:

PAS 1 (Amendments)	:	Presentation of Financial Statements – Classification of Liabilities as Current or Non-current, and Non-current Liabilities with Covenants
PAS 7 and PFRS 7 (Amendments)	:	Statement of Cash Flows, and Financial Instruments: Disclosures – Suppliers Finance Arrangements
PFRS 16 (Amendments)	:	Lease Liability in a Sale and Leaseback

Discussed below and on the succeeding page are the relevant information about these pronouncements.

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current*. The amendments provide guidance on whether a liability should be classified as either current or non-current. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and that the classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (ii) PAS 1 (Amendments), *Presentation of Financial Statements – Non-current Liabilities with Covenants*. The amendments specifies that if the right to defer settlement for at least 12 months is subject to an entity complying with conditions after the reporting period, then those conditions would not affect whether the right to defer settlement exists at the end of the reporting period for the purposes of classifying a liability as current or non-current. For non-current liabilities subject to conditions, an entity is required to disclose information about the conditions, whether the entity would comply with the conditions based on its circumstances at the reporting date and whether and how the entity expects to comply with the conditions by the date on which they are contractually required to be tested. The application of these amendments had no significant impact on the Group's consolidated financial statements.

- (iii) PAS 7 and PFRS 7 (Amendments), *Statement of Cash Flows, Financial Instruments: Disclosures – Supplier Finance Arrangements*. The amendments add a disclosure objective to PAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of consolidated financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, PFRS 7 is amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (iv) PFRS 16 (Amendments), *Lease Liability in a Sale and Leaseback*. The amendments requires a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognizing in profit or loss any gain or loss relating to the partial or full termination of a lease. The application of these amendments had no significant impact on the Group's consolidated financial statements.

(b) *Effective Subsequent to 2024 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2024, which are adopted by the FSRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and unless otherwise indicated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 21 (Amendments), *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability* (effective from January 1, 2025)
- (ii) PFRS 9 and PFRS 7 (Amendments), *Financial Instruments, and Financial Instruments: Disclosures – Amendments to the Classification and Measurement of Financial Instruments* (effective from January 1, 2026)
- (iii) PFRS 18, *Presentation and Disclosure in Financial Statements* (effective from January 1, 2027). The new standard impacts the classification of profit or loss items (i.e., into operating, investing and financing categories) and the presentation of subtotals in the statement of profit or loss (i.e., operating profit and profit before financing and income taxes). The new standard also changes the aggregation and disaggregation of information presented in the primary financial statements and in the notes. It also introduces required disclosures about management-defined performance measures. The amendments, however, do not affect how the Group recognizes and measures its financial condition, financial performance and cash flows.
- (iv) PFRS 10 and PAS 28 (Amendments), *Consolidated Financial Statements and Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (effective date deferred indefinitely)

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of the Group and its subsidiaries as enumerated in Note 1, after the elimination of material intercompany transactions.

The financial statements of subsidiaries and associates are prepared for the same reporting period as the Group using consistent accounting policies.

Acquired subsidiaries are subject to either of the following relevant policies:

- (a) Business acquisitions of entities not under common control of a principal stockholder are accounted for using the acquisition method of accounting.
- (b) Business combinations arising from transfers of interests in entities that are under the common control of the principal stockholder is accounted for under the pooling-of-interests method. Transfers of assets between commonly controlled entities are accounted for under historical cost accounting; hence, the assets and liabilities are reflected in the consolidated financial statements at carrying values and no adjustments are made to reflect fair values or recognize any new assets or liabilities, at the date of the combination that otherwise would have been done under the acquisition method.

Acquired investment in associate is subject to the purchase method.

2.4 Financial Instruments

(a) Financial Assets

Regular purchases and sales of financial assets are recognized on their trade date (i.e., the date that the Group commits to purchase or sell the asset).

(i) Classification and Measurement of Financial Assets

Financial assets are classified into the following categories: financial assets at amortized cost and financial assets at fair value through other comprehensive income (FVOCI).

Financial Assets at Amortized Cost

The Group's financial assets at amortized cost are presented in the consolidated statement of financial position as Cash and Cash Equivalents and Receivables (except Advances to contractors).

Financial Assets at FVOCI

At initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate equity investments as at FVOCI; however, such designation is not permitted if the equity investment is held by the Group for trading or as mandatorily required to be classified as fair value through profit or loss (FVTPL). The Group has designated equity instruments as FVOCI on initial recognition.

The Group can only reclassify financial assets if the objective of its business model for managing those financial assets changes. Accordingly, the Group is required to reclassify financial assets: (i) from amortized cost to FVTPL, if the objective of the business model changes so that the amortized cost criteria are no longer met; and, (ii) from FVTPL to amortized cost, if the objective of the business model changes so that the amortized cost criteria start to be met and the characteristic of the instrument's contractual cash flows meet the amortized cost.

(ii) Impairment of Financial Assets

The expected credit losses (ECL) on Receivables (except Advances to contractors) and contract assets are estimated by applying the simplified approach using a provision matrix developed based on the Group's historical credit loss experience and credit information that are specific to the debtors, adjusted for general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. These assets are assessed for impairment on a collective basis based on shared credit risk characteristics.

However, if the credit risk on a financial asset has not increased significantly since initial recognition, for debt instruments measured at amortized cost (except trade and other receivables where simplified approach is used) and at FVOCI, the Group measures and provides for credit losses that are expected to result from default events that are possible within 12-months after the end of the reporting period, except when there has been a significant increase in credit risk on the financial asset since initial recognition (see Note 28.2).

(b) Financial Liabilities

Financial liabilities, which include Loans and Borrowings, Trade and Other Payables (excluding provisions and tax-related liabilities), Due to Related Parties, Dividends Payable, Lease Liabilities, Rental deposits (presented as part of Advance Rentals and Deposits account) and Other Non-current Liabilities, are initially measured at their fair values and subsequently measured at amortized cost using effective interest rate method.

2.5 Real Estate Projects

Costs of real estate sold are assigned using specific identification of their individual costs.

Repossessioned property arising from sales cancellation is recognized at fair value less repossession costs. The difference between the carrying amount of the receivable or contract asset to be derecognized and the cost of the repossessioned property is recognized as part of Miscellaneous income (charges) – net under Other Income (Charges) section in the consolidated statement of comprehensive income.

2.6 Raw Land Inventory

Costs of raw land inventory are assigned using specific identification of their individual costs.

2.7 Inventories

Cost is determined using the moving average method.

2.8 Investment Property

Investment property is property held either to earn rental income or for capital appreciation or for both, which comprise mainly of land and buildings and related improvements. Buildings and land improvements are carried at cost, net of accumulated depreciation, amortization, and any impairment loss. Land, on the other hand, is carried at cost less any impairment in value.

Except for land, which is not depreciated, depreciation and amortization is computed using the straight-line method over the following estimated useful lives of the assets:

Building and improvements	10 to 50 years
Land improvements	5 to 10 years

2.9 Property and Equipment

Property and equipment, except for land, are stated at cost less accumulated depreciation and amortization and any impairment losses.

Depreciation and amortization is computed on the straight-line basis over the estimated useful lives of the assets. The estimated useful lives of property and equipment are as follows:

Building and improvements	10 to 50 years
Machineries and transportation equipment	5 to 15 years
Furniture, fixtures and other equipment	3 to 5 years

Depending on the circumstances, building improvements are depreciated based on its useful life or lease term, whichever is shorter.

2.10 Intangible Assets

Intangible assets, except goodwill, pertain to software licenses and land use rights, which are accounted for under the cost model. Software licenses are amortized on a straight-line basis over the estimated useful lives (ranging from three to five years) as the lives of these intangible assets are considered finite. For land use rights, amortization commences once the development of the project to which the land use rights relate has started, over the estimated length of development of six years.

2.11 Revenue and Cost Recognition

Revenue comprises revenue from sale of real properties, hotel services, sale of food and beverages and other services rendered.

The Group often enters into contracts to sell real properties as they are being developed. The significant judgments used in determining the timing of satisfaction of the Group's performance obligation with respect to its contracts to sell real property are disclosed in Note 3.1(b). Sales cancellations are accounted for on the year of forfeiture. Any gain or loss is charged to profit or loss.

- (a) *Real estate sales on pre-completed subdivision house and lots* – Revenue from real estate sales is recognized over time proportionate to the progress of the development. The Group measures its progress based on actual costs incurred relative to the total expected costs to be incurred in completing the development. Revenue recognized is presented as part of Real Estate Sales in the consolidated statement of comprehensive income.
- (b) *Rental income* – Revenue from rental income is measured by reference to the fair value of consideration received or receivable by the Group for the operating leases rendered.
- (c) *Hotel accommodation* – Revenues are recognized over time during the occupancy of hotel guest and ends when the scheduled hotel room accommodation has lapsed (i.e., the related room services have been rendered). As applicable, invoices for hotel accommodations are due upon receipt by the customer.
- (d) *Food, beverage and others* – Revenues are recognized at point in time upon delivery to and receipt of consumer goods by the customer. Invoice for consumer goods transferred are due upon receipt by the customer.
- (e) *Rendering of services* – Revenues are recognized over time (i.e., time-and-materials basis as the services are provided or based on the actual work done) until the performance of contractually agreed tasks has been substantially rendered.

For tax reporting purposes, a modified basis of computing the taxable income for the year based on collections from real estate sales is used by the Group.

Incremental costs of obtaining a contract to sell real property to customers are recognized as part of Other Current Assets account and is subsequently amortized over the duration of the contract on the same basis as revenue from such contract is recognized.

In determining the transaction price, the Group adjusts the contract price for the effects of time value of money when the timing of payments agreed to with the customer provides either party with a significant benefit of financing the transfer of goods or services to the customer. In buyer financing arrangements where buyer payments are ahead of the development of the sold property, the Group recognizes interest expense which is presented as part of Finance costs under the Other Income (Charges) section in the consolidated statements of comprehensive income. Conversely, in seller financing arrangements where the development of the sold property is ahead of buyer payment terms, the Group recognizes interest income which is presented as part of income under the Other Income (Charges) section in the consolidated statements of comprehensive income.

The Group applies the practical expedient under PFRS 15 where the promised amount of consideration is no longer adjusted for the effects of significant financing component when the Group expects, at contract inception, that the period between when the Company transfers the promised good or service to a customer and when the customer pays for such good or service will be one year or less. The significant judgment used in determining the existence of significant financing component in the contract is disclosed in Note 3.1(c)

Under its contracts with customers, the Group will receive an unconditional right to payment for the total consideration upon the completion of the development of the property sold. Any rights to consideration recognized by the Group as it develops the property are presented as Contract receivables under Receivables – net section in the consolidated statements of financial position. Contract receivables are subsequently tested for impairment in the same manner as the Group assesses impairment of its financial assets [see Note 2.4(a)(ii)].

Other costs and expenses are recognized in profit or loss upon utilization of services or receipt of goods or at the date they are incurred. Finance costs are reported on an accrual basis, except for any capitalized borrowing costs.

2.12 Leases

The Group accounts for its leases in accordance with PFRS 16, *Leases*.

(a) Group as Lessee

Subsequent to initial recognition, the Group depreciates the right-of-use asset on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist (see Note 2.13).

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

(b) Group as Lessor

The Group applies judgment in determining whether a lease contract is a finance or operating lease.

2.13 Impairment of Nonfinancial Assets

The Group's investments in associates and equity advances, goodwill (presented as part of Other Noncurrent Assets account), deposits on land for future development, investment property, property and equipment, intangible assets and other nonfinancial assets are subject to impairment testing.

2.14 Employee Benefits

The Group provides retirement benefits to all permanent employees under a defined benefit (DBO) retirement plan and other employee benefits.

The Group's defined benefit retirement plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory, and administered by a trustee.

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

2.15 Deposit for Future Stock Subscription

Based on the requirements of the SEC, the Group recognizes a deposit for future stock subscription as part of equity if all of the following criteria are met as at the end of the reporting period:

- a. Lack or insufficiency of authorized unissued shares of stock to cover for the deposit;
- b. Approval by the Company's BOD and stockholders for the increase in authorized capital stock to cover the shares corresponding to the amount of the deposit; and,
- c. Application for the approval of the increase in authorized capital stock has been filed or presented for filing with the SEC.

If any of the foregoing criteria is not met at the end of the reporting period, the deposit for future stock subscription is recognized as a liability. The amount of deposit for future stock subscription is reclassified to equity account when the Group meets the foregoing elements.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

3.1 Critical Management Judgments in Applying Accounting Policies

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

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

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal. Renewal options and/or periods after termination options are only included in the lease term if it is enforceable and are reasonably certain to be extended or not terminated. For leases of land and building, the factors that are normally the most relevant are (a) if there are significant penalties should the Group pre-terminate the contract; and (b) if any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend and not to terminate the lease contract. Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset. The renewal option for the lease of land and building was not included as part of the lease term due to the provisions in its contract that requires mutual agreement of both parties on the terms and agreements of the renewal and termination of the lease contract, which renders it unenforceable.

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

(b) *Determination of Timing of Satisfaction of Performance Obligations*

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

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

In determining the appropriate method to use in recognizing the Group's revenues, management determines that revenues from sale of pre-completed subdivision house and lots are recognized over time since it does not have an alternative use of the specific property sold as it is precluded by its contract from redirecting the use of the property for a different purpose. Further, the Group has rights over payment for development completed to date as the Group can choose to complete the development and enforce its rights to full payment under its contracts even if the customer defaults on amortization payments. Revenue from sale of completed real estate projects and undeveloped land is recognized at a point in time upon delivery to and receipt of title of the property by customer.

Revenue from hotel operations and rendering of services are recognized over time when the Group transfers control of the services based on the actual services provided as a proportion of the total services to be provided which demonstrates that the customers simultaneously receive and consume the benefits of the service.

Sale of food and beverages is recognized over time as the services are being rendered to the customers.

(c) *Determination of the Existence of the Significant Financing Component in the Contract*

The Group enters into real estate sales contracts offering various payment schemes to its customers. The timing of transaction price collection can significantly differ from the timing of the Group's fulfillment of its performance obligations. The Group exercises judgment in determining whether the contract terms provide a significant financing benefit to either the Group or its customers. This assessment is conducted at the inception of the contract, considering the contractual payment terms and the projected completion timeline of the related real estate development.

(d) *Determination of Collection Threshold for Revenue Recognition*

The Group uses judgment in evaluating the probability of collection of transaction price on real estate sales as a criterion for revenue recognition. Management believes that the revenue recognition criterion on percentage of collection is appropriate based on its assessment of the collection history from customers and number of back-out sales in prior years. Buyer's interest in the property is considered to have vested when the payment of at least 10% of the contract price has been received from the buyer and the Group ascertained the buyer's commitment to complete the payment of the total contract price.

(e) *Determination of ECL on Receivables and Contract Assets*

The Group uses a credit-loss rate approach to calculate ECL for contract receivables and contract assets. The provision rates are based on historical credit loss with forward-looking information (i.e., forecast of economic condition). Management determined that there is no required ECL to be recognized on the Group's contract receivables and contract assets since the legal title related to the land and/or house and lot unit sold will only be transferred once the contract receivable has been paid in full. Therefore, there is no expected loss given default as the recoverable amount from subsequent resale of the real estate is sufficient to cover the unpaid outstanding receivables.

The Group uses a provision matrix to calculate ECL for accounts receivable, due from current and former related parties, rental receivables, and finance lease receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is based on the Group's historical observed default rates.

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

Details about the ECL on the Group's receivables and contract assets are disclosed in Note 28.2(b).

(f) *Fair Value Measurement for Financial Instruments*

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period. The fair value of the Group's financial assets at FVOCI is disclosed in Note 15.2.

(g) *Determination of Departmental Cost Allocation*

Relevant to its hotel operations, the Group uses estimates and judgments in properly allocating the fixed charges and undistributed expenses between the cost of room services, cost of food and beverages and other operating expenses. The Group, after assessing its hotel operations as labor intensive, allocates a bigger percentage of its expense to direct costs. However, the amount of costs charged to other departments would differ if the Group utilized a different allocation base. Changes in allocated cost would affect the cost reported for each department.

(h) *Distinction Between Investment Property and Owner-occupied Property*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the marketing or administrative functions. Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in marketing or for administrative purposes. If the portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately. If the portion cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the supply 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 considers each property separately in making its judgment.

(i) *Distinction Between Raw Land Inventory and Investment Property*

The Group's management identifies the proper classification of parcels of land acquired as either raw land inventory or investment property at the time of acquisition following the approved plan of the Company and the subsidiaries' respective BODs at the end of each reporting period. A property is classified as raw land inventory when management holds the property for development into a real estate project, while it is classified as investment property when management holds the property to earn rentals or for capital appreciation or for both.

Parcels of land identified as Raw Land Inventory are disclosed in Note 9 while those identified as Investment Properties are presented in Note 12.

(j) *Distinction Between Operating and Finance Leases for Contracts as a Lessor*

The Group has entered into various lease agreements as a lessor. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risks and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities.

Leases entered into by the Group as a lessor are determined to be operating leases, except certain leases that qualified as finance lease under sublease agreements [see Note 2.12(b)].

(k) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Disclosures on relevant provisions and contingencies are presented in Note 27.

(l) *Assessment of the Acquisitions as Business Combinations or Asset Acquisitions*

At the time of acquisition, the Group determines whether an acquisition represents an acquisition of a business or of assets. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property. Otherwise, these are accounted for as asset acquisitions. More specifically, consideration is made with regard to the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the Group. The significance of any process is judged with reference to the guidance of PAS 40, *Investment Property*, on ancillary services.

Management assessed that the acquisitions of ownership interest in Ondarre Holding Corporation and Soracil Prime, Inc. in 2022 and in Agricultural Investors, Inc., Habagat Realty Development, Incorporated, Labayug Air Terminals, Incorporated, Ocean-side Maritime Enterprises Inc., Punong Bayang Housing Development Corporation, Pura Electric Co., Inc., Spade One Resorts Corporation, and Unexplored Land Developers, Inc. in 2021 (collectively referred to herein as subsidiaries acquired through asset acquisition) were accounted for as an asset acquisition (see Note 5.1).

3.2 Key Sources of Estimation Uncertainty

Discussed below and on the succeeding pages are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period.

(a) *Determination of Appropriate Discount Rate in Measuring Lease Liabilities*

The Group measures its lease liabilities at present value of the lease payments that are not paid at the commencement date of the lease contract. The lease payments were discounted using a reasonable rate deemed by management equal to the Group's incremental borrowing rate. In determining a reasonable discount rate, management considers the term of the leases, the underlying asset and the economic environment. Actual results, however, may vary due to changes in estimates brought about by changes in such factors.

(b) *Determination of Appropriate Discount Rate in Measuring Significant Financing Component*

In the sale of real estate properties, the transaction price is recognized at the present value of the installment payments discounted to the date the entity expects to satisfy its performance obligation.

When adjusting the consideration for significant financing component, an entity shall use the discount rate that would be reflected in a separate financing transaction at contract inception. Management considers the discount rate which would reflect the credit characteristics of the party receiving financing in the contract as well as any collateral or security provided by the customer or entity.

Specifically, for contracts classified as 'seller financing,' the Group bases its lending rate on the rate extended to buyers who utilize its in-house financing. This lending rate is adjusted to reflect the specific circumstances of each financing transaction. For contracts classified as 'buyer financing,' the Group estimates the discount rate using a borrowing rate that would be consistent with a separate financing transaction where the Group is considered the borrower.

(c) *Revenue Recognition for Performance Obligations Satisfied Over Time*

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

(d) *Determination of Percentage of Completion*

The Group uses the percentage of completion method in accounting for its real estate revenues. The use of the percentage of completion method requires the Group to estimate the stage of completion based on surveys done by the Group's engineers and total costs to be incurred on a per unit basis. If the proportion of the percentage of completed projects or the total estimated costs per project differs from management's estimates, the amount of profit or loss would have changed.

In 2024 and 2023, most of the Group's projects are already completed or are near completion.

(e) *Determination of the Amount of Costs Incurred to Obtain or Fulfill a Contract with a Customer*

In determining the amount of costs to obtain a contract that should not be capitalized, the Group identifies those costs which would not have been incurred if the contract had not been obtained.

For the costs incurred in fulfilling a contract, the Group recognizes an asset only if those costs related directly to a contract or to an anticipated contract can be specifically identified; those costs generate or enhance the Group's resources that will be used in satisfying performance obligation in the future; and, the Group expects those costs to be recovered.

(f) *Determination of Net Realizable Value of Real Estate Projects and Raw Land Inventory*

In determining the net realizable value of raw land inventory, management takes into account the most reliable evidence such as recent sale of adjacent properties and appraisal of the asset available at the time the estimate is made. For real estate projects, future realization of the carrying amounts is affected by price changes and actions from its competitors. Changes in the sources of estimation may cause significant adjustments to the Group's inventories within the next reporting period.

As indicated in Notes 8 and 9, management assessed that the respective net realizable values of the Group's real estate projects and raw land inventory, respectively, are higher than their respective costs.

(g) *Determination of Net Realizable Value of Inventories*

In determining the net realizable value of inventories, management takes into account the most reliable evidence available at the dates the estimates are made. The Group's inventories, which include perishable goods and supplies inventory, are affected by certain factors, which may cause inventory obsolescence. Moreover, future realization of the carrying amounts of inventories as presented in Note 15 is affected by price changes in different market segments of the food industry.

Both aspects are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next reporting period.

(h) *Fair Value Measurement of Raw Land Inventory and Investment Property*

Raw land inventory is measured at the lower of cost and net realizable value, while the investment property is measured using the cost model. The fair value of raw land inventory and investment property held for capital appreciation or to earn rentals are disclosed in the consolidated financial statements is determined by the Group based on the appraisal reports of professional and independent appraisers, existing bid or offer prices in the market and recent sale of adjacent properties. The fair value is determined by reference to market-based evidence, which is the amount for which the assets could be exchanged between a knowledgeable willing buyer and seller in an arm's length transaction as at the valuation date. Such amount is influenced by different factors including the location and specific characteristics of the property, quantity of comparable properties in the market, and economic condition and behavior of the buying parties. A significant change in these elements may affect prices and the value of the assets.

The fair value of the Group's raw land inventory and investment properties as of December 31, 2024 and 2023 is disclosed in Notes 9 and 12, respectively.

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

The Group estimates the useful lives of investment properties, property and equipment, and intangible assets, except goodwill, based on the period over which the assets are expected to be available for use. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. Based on management's assessment as of December 31, 2024 and 2023, there is no change in the estimated useful lives of those assets during those years.

Analyses of the carrying amounts of investment properties, property and equipment and intangible assets are presented in Notes 12, 13, and 14, respectively. Actual results, however, may vary due to changes in factors mentioned above.

(j) *Valuation of Financial Assets at FVOCI*

The Group carries certain financial assets at fair value, which requires the extensive use of accounting estimates and judgment. The fair value measurements were determined using the quoted market price of equity securities as of the end of the reporting period. Any change in the fair value of these financial assets would affect consolidated equity.

Fair value gains and losses recognized on financial assets at FVOCI are presented under Fair value Gains on Financial Assets at FVOCI under Other Comprehensive Income (Loss) section in the consolidated statements of comprehensive income (see Note 15.2). Fair value gains or losses on financial assets at FVOCI have been recognized in 2024 and 2023. There were no material changes in their fair values during 2022.

(k) *Determination of Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

Management assessed that the deferred tax assets as of December 31, 2024 and 2023 will be fully utilized within the prescribed periods, except for the related benefits of net operating loss carry-over (NOLCO), minimum corporate income tax (MCIT) and other temporary differences of certain non-operating subsidiaries, as it is expecting that the Group will generate sufficient taxable profits in the future against which the assets can be applied (see Note 23).

(l) *Impairment of Nonfinancial Assets*

In assessing impairment, management estimates the recoverable amount of each asset, or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Intangible assets with indefinite useful life, such as goodwill, are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

No impairment losses were necessary to be recognized on deposits on land for future development, intangible assets, goodwill, investments in associates and other nonfinancial assets in 2024, 2023 and 2022, based on management's assessment.

In 2024 and 2023, certain capital projects-in-progress classified as investment properties and property and equipment were impaired and written-off as the management assessed that the continuation of the project are of no benefits to the Group moving forward due to change in plans for the projects (see Notes 12 and 13). There were no similar nature of impairment recognized in 2022.

Furthermore, in 2024, 2023 and 2022, certain equity advances were provided with allowance for impairment as management assessed that this is no longer recoverable (see Note 11.2).

(m) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by the actuary in calculating such amounts. Those assumptions, as described in Note 22.2, include, among others, discount rates, salary increase rate and employee turnover rate. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 22.2.

(n) *Estimation of Allowance for ECL*

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 28.2(b).

4. SEGMENT INFORMATION

The management currently has four operating segments namely: leasing, sale of real estate, management services, and hotel operations. These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

4.1 *Analysis of Segment Information*

Segment information can be analyzed as follows for the years ended December 31, 2024, 2023 and 2022:

<i>(Amounts in PHP)</i>	Leasing	Sale of Real Estate	Management Services	Hotel Operations	Eliminations	Total
2024						
Segment revenues	783,259	466,590	680,558	1,146,941	(44,957)	3,032,391
Cost of real estate sold	-	(374,029)	-	-	-	(374,029)
Cost of rentals	(164,519)	-	-	-	1,375	(163,144)
Cost of room services	-	-	-	(404,681)	4,540	(400,141)
Cost of food and beverage sold	-	-	-	(260,698)	-	(260,698)
Cost of services	-	-	(433,414)	-	22,191	(411,223)
Other operating expenses	(82,824)	(312,400)	(155,571)	(156,214)	4,551	(702,458)
Segment Operating Profit (Loss)	<u>535,916</u>	<u>(219,839)</u>	<u>91,573</u>	<u>325,348</u>	<u>(12,300)</u>	<u>720,698</u>
Total Segment Assets	<u>5,273,651</u>	<u>25,774,638</u>	<u>50,547</u>	<u>3,309,834</u>	<u>8,055,508</u>	<u>42,464,178</u>
Total Segment Liabilities	<u>1,188,719</u>	<u>18,502,595</u>	<u>172,378</u>	<u>2,150,736</u>	<u>(4,090,024)</u>	<u>17,924,404</u>
2023						
Segment revenues	758,270	343,051	570,149	1,155,044	(59,001)	2,767,513
Cost of real estate sold	-	(204,167)	-	-	-	(204,167)
Cost of rentals	(155,539)	-	-	-	1,192	(154,347)
Cost of room services	-	-	-	(415,152)	4,540	(410,612)
Cost of food and beverage sold	-	-	-	(253,647)	-	(253,647)
Cost of services	-	-	(381,906)	-	35,355	(346,551)
Other operating expenses	(279,989)	(140,902)	(125,099)	(146,421)	3,290	(689,121)
Segment Operating Profit (Loss)	<u>322,742</u>	<u>(2,018)</u>	<u>63,144</u>	<u>339,824</u>	<u>(14,624)</u>	<u>709,068</u>
Total Segment Assets	<u>21,967,972</u>	<u>9,561,823</u>	<u>86,698</u>	<u>3,409,768</u>	<u>8,677,224</u>	<u>43,703,485</u>
Total Segment Liabilities	<u>15,158,861</u>	<u>7,958,771</u>	<u>141,800</u>	<u>2,430,365</u>	<u>(3,856,328)</u>	<u>21,833,469</u>
2022						
Segment revenues	743,230	93,442	492,214	867,347	(60,912)	2,135,321
Cost of real estate sold	-	(59,093)	-	-	-	(59,093)
Cost of rentals	(129,648)	-	-	-	-	(129,648)
Cost of room services	-	-	-	(337,044)	4,540	(332,504)
Cost of food and beverage sold	-	-	-	(185,500)	-	(185,500)
Cost of services	-	-	(374,858)	-	37,350	(337,508)
Other operating expenses	(360,208)	(69,324)	(60,410)	(115,750)	14,699	(590,993)
Segment Operating Profit (Loss)	<u>253,374</u>	<u>(34,975)</u>	<u>56,946</u>	<u>229,053</u>	<u>(4,323)</u>	<u>500,075</u>
Total Segment Assets	<u>26,315,446</u>	<u>4,331,787</u>	<u>218,437</u>	<u>3,551,306</u>	<u>8,672,845</u>	<u>43,089,821</u>
Total Segment Liabilities	<u>21,602,883</u>	<u>4,124,013</u>	<u>131,745</u>	<u>2,799,274</u>	<u>(4,706,667)</u>	<u>23,951,248</u>

Currently, the Group's operations are concentrated in few locations which are in close proximity with each other; hence, it has no geographical segment. The Group, however, continues to acquire properties in different regions of the country, as potential locations for its real estate projects, investment properties or hotels and serviced apartments.

Segment assets include all operating assets used by a segment and consist principally of operating cash, real estate projects, raw land inventory, investment property, property and equipment and deposits on land for future development. Excluded from segment assets are receivables, deferred tax assets, equity advances and investments in associates, goodwill, retirement benefit asset and other assets which are considered corporate assets and are not allocated to any segment's assets. Segment liabilities include all operating liabilities incurred by management in each particular segment. Excluded from segment liabilities are due to related parties, retirement benefit liability, dividends payable, income tax payable and deferred tax liabilities.

4.2 Reconciliations

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

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Total segment assets	42,464,178	43,703,484	43,089,821
Equity advances and investments in associates	12,934,745	12,302,678	11,860,870
Receivables – net	1,814,776	1,126,195	1,172,205
Deferred tax assets	451,389	395,282	166,598
Retirement benefit asset	-	-	22,738
Goodwill	27,462	27,462	27,462
Other assets	<u>2,875,313</u>	<u>2,906,478</u>	<u>2,822,200</u>
Group Total Assets	<u>60,567,863</u>	<u>60,461,579</u>	<u>59,161,894</u>
Total segment liabilities	17,924,404	21,833,469	23,951,248
Due to related parties	33,357	33,357	33,357
Deferred tax liabilities	199,638	176,101	126,635
Retirement benefit liability	51,545	24,022	-
Income tax payable	16,163	1,672	669
Dividends payable	<u>3,154,310</u>	<u>-</u>	<u>-</u>
Group Total Liabilities	<u>21,379,417</u>	<u>22,068,621</u>	<u>24,111,909</u>

The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

5. INTERESTS IN SUBSIDIARIES AND ACQUISITIONS AND DISPOSALS OF ASSETS

5.1 Acquisitions Accounted as Asset Acquisition

On August 26, 2022, the Group acquired 100% ownership interest in subsidiaries acquired through asset acquisition. These subsidiaries are engaged in lines of businesses similar to that of the Group. The Group made initial downpayments of P386,469 for the acquisition, while the outstanding balance from the transaction is presented as part of Trade and Other Payables and Other Noncurrent Liabilities in the 2024 and 2023 consolidated statements of financial position (see Note 17).

At the date of acquisition, these entities had no commercial operations, and the assets mainly pertain to parcels of land located in Mandaluyong City. In accordance with the Group's policy, the transaction is treated by the Group as an asset acquisition since it did not constitute a business combination.

The purchase price upon acquisition was allocated among the following accounts based on their relative fair values:

(Amounts in PHP)

Cash and cash equivalents	327
Trade and other receivables	31,495
Other current assets	87,179
Investment property	3,746,339
Trade and other payables	(641)

5.2 Significant Transactions with Non-controlling Interest

Non-controlling interest (NCI) represents the portion of equity in a subsidiary not attributable, directly or indirectly, to the Group.

In 2024, the Group acquired the remaining 0.03% NCI in E-fare for a total consideration of P619 (see Notes 1.1 and 25).

In 2023, Picanto issued additional shares amounting to P105, for which P16 was issued to SMPI and P89 was issued to the NCI, which resulted to a change of ownership interest from 77% in 2022 to 70% in 2023.

In 2022, the Group acquired the remaining 31.7% NCI in Integrated Geosolutions, Inc. for a total consideration of P1,050,040 (see Note 25.5). The Group also increased its ownership interest in the subsidiaries acquired through asset acquisition in 2021 from 76% to 94% for an additional consideration of P900,000. Portion of these transactions were settled in cash amounting to P1,110,008 and reclassification of equity advances in 2022 (see Note 11.2), while the outstanding balance from the transaction is presented as part of Trade and Other Payables and Other Noncurrent Liabilities in the 2022 consolidated statement of financial position (see Note 17). There were no similar transactions in 2024 and 2023.

These changes in ownership interest did not result to obtaining or losing control; hence, the difference between the consideration paid or received and the additional share acquired or share disposed by the Group amounting to P1 and P888,022 in 2024 and 2022, respectively, is recognized as part of Other Reserves under the Equity section of the consolidated statements of financial position. There was no difference between the consideration paid and shares received in 2023.

5.3 Loss of Control over Subsidiaries

In 2024, the Group disposed of its investments over Rapidshare Realty Corporation and Elite Montagne Realty Corp. for a total consideration amounting to P2,541,512. The aggregate carrying amount of net assets of the entities at the date of disposal is as follows:

(Amounts in PHP)

Current assets	258,895
Non-current assets	386,747
Current liabilities	<u>(6,971)</u>
Total net assets	638,671
Total consideration	<u>2,541,512</u>
Gain on deconsolidation	<u>1,902,841</u>

The gain on deconsolidation is presented under Gain on deconsolidation of subsidiaries while the commission expense incurred from the sale of such investments amounting to P50,525 is presented under Miscellaneous income (charges) – net under Other Income (Charges) in the 2024 consolidated statement of comprehensive income (see Note 21.3). The outstanding balance in the amount of P3,942 is presented under Other receivables under Receivables – Net in the 2024 consolidated statement of financial position (see Note 7). There were no similar transactions in 2023 and 2022.

5.4 Subsidiaries with Material NCI

The following shows the subsidiaries of the Group with material NCI:

Name	Proportion of Ownership Interest and Voting Rights Held by NCI		Profit (Loss) Allocated to NCI		Accumulated NCI <i>(Amounts in PHP)</i>	
	2024	2023	2024	2023	2024	2023
Subsidiaries acquired through asset acquisition – Individual stockholders	6%	6%	(287)	(260)	274,440	274,727
Excel Unified:						
Equitable PCI Bank Trust Fund	14.50%	14.50%	(447)	(465)	49,059	49,506
Far East Bank and Trust Fund Company	7.50%	7.50%	(231)	(241)	25,376	25,607
Individual stockholders	26.50%	26.50%	(816)	(850)	89,661	90,477

The summarized financial information of Excel Unified and the subsidiaries acquired through asset acquisition is as follows:

<i>(Amounts in PHP)</i>	2024	2023
Current assets	431,715	428,484
Non-current assets	<u>3,355</u>	<u>7,121</u>
Total assets	<u>435,070</u>	<u>435,605</u>
Current liabilities	375,734	368,795
Non-current liabilities	<u>8,807</u>	<u>8,436</u>
Total liabilities	<u>384,541</u>	<u>377,231</u>

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Equity attributable to owners of the Company	<u>(23,650)</u>	<u>(17,585)</u>
NCI	<u>74,179</u>	<u>75,958</u>
Net sales	<u>-</u>	<u>-</u>
Total comprehensive loss for the year attributable to owners of the Company	(6,063)	(5,442)
Total comprehensive income (loss) for the year attributable to NCI	<u>(1,781)</u>	<u>(1,816)</u>
Total comprehensive loss for the year	<u>(7,844)</u>	<u>(7,258)</u>

The NCI of Excel Unified and the subsidiaries acquired through asset acquisition in 2021 did not have any cash inflow or outflow over the years presented.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as of December 31 are as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Cash on hand and in banks	758,526	770,826
Short-term placements	<u>265,029</u>	<u>591,687</u>
	<u>1,023,555</u>	<u>1,362,513</u>

Cash in banks is unrestricted and readily available for use in the operations of the Group. These generally earn interest based on daily bank deposit rates and are recorded as Finance income under Other Income (Charges) section in the consolidated statements of comprehensive income (see Note 21.2).

The Group's short-term placements are made for varying periods of up to two months depending on the immediate cash requirements of the Group and earn effective annual interest ranging from 1.19% to 6.0% in 2024, 3.00% to 5.95% in 2023 and 0.13% to 3.50% in 2022 (see Note 21.2).

7. **RECEIVABLES** – Net

This account is composed of the following:

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2024</u>	<u>2023</u>
<i>Current:</i>			
Accounts receivables	10, 24	504,798	18,828
Contract receivables	7.1, 24	499,415	279,833
Advances to contractors		67,832	62,273
Due from former related parties	24	30,792	30,792
Finance lease receivables	18, 27.1	14,138	12,497
Other receivables	5.3, 7.2	56,201	52,171
		1,173,176	456,394
Allowance for impairment		(140,540)	(142,023)
		1,032,636	314,371
<i>Non-current:</i>			
Accounts receivables		589,629	492,536
Advances to contractors		144,204	187,206
Contract receivables	7.1, 24	35,098	104,735
Finance lease receivables	18, 27.1	13,209	27,347
		782,140	811,824
		1,814,776	1,126,195

All of the Group's receivables have been assessed for impairment using ECL methodology. In 2022, certain receivables were found to be impaired and allowance for impairment has been recognized accordingly. The impaired receivables are mostly due from various third parties with past due accounts. The related loss amounted to P4,379 in 2022 and is presented under Other Operating Expenses section in the 2022 consolidated statements of comprehensive income. No similar provisions were recognized in 2024 and 2023.

In 2024 and 2023, the Group recognized a reversal of impairment amounting to P1,483 and P2,966, respectively, which is presented as part of Miscellaneous income (charges) – net under Other Income (Charges) section in the 2024 and 2023 consolidated statement of comprehensive income (see Note 21.3).

A reconciliation of the allowance for impairment at the beginning and end of 2024 and 2023 is shown below.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Balance at beginning of year	142,023	147,375
Reversal	(1,483)	(2,966)
Write-off	-	(2,386)
Balance at end of year	140,540	142,023

7.1 *Contract Receivables*

Contract receivables generally arise from sale of real estate projects and certain raw land inventories of the Group.

The contract receivables of the Group are collectible over a maximum period of ten years and are classified as either interest-bearing, the interest rate of which ranges from 6.0% to 16.0% per annum, or noninterest-bearing, which are measured at amortized cost using the discount rates of 1.91% to 8.06% based on the interest charged by certain financial institutions to retail borrowers.

The fair value of sales on noninterest-bearing contracts are determined by calculating the present value of the cash inflows anticipated to be received until the end of the contract term using the effective interest rate. This resulted in the recognition of fair value losses, which is charged to Real Estate Sales for the portion pertaining to contract price.

Interest income from unwinding the fair value losses on sales on noninterest-bearing contract receivables are presented as part of Interest income under Finance income in the consolidated statements of comprehensive income (see Note 21.2).

The corresponding titles to the units sold under this arrangement are transferred to the buyers only upon full payment of the contract price. Management believes that these receivables are fully recoverable through collection of the accounts or repossession of the properties considering that the title has not yet been transferred to the buyers.

7.2 *Other Receivables*

Other receivables represent receivables from various individuals and companies arising from transactions related to the sale, assignment (see Note 10) and lease of properties such as penalties and interest, claims from the homeowners' associations of their real estate projects, and other expenses paid by the Group on behalf of the said associations.

8. REAL ESTATE PROJECTS

This account, which are all stated at cost, is presented below.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Subdivision houses and lots	1,113,723	1,065,904
Construction in progress (CIP)	<u>254,660</u>	<u>429,830</u>
	<u>1,368,383</u>	<u>1,495,734</u>

The movements of this account are as follows:

<i>(Amounts in PHP)</i>	Notes	<u>2024</u>	<u>2023</u>
Balance at beginning of year		1,495,734	1,500,792
Additions		91,129	126,466
Reclassifications	9, 10, 12, 32	155,549	72,454
Sales	19	(374,029)	(203,978)
Balance at end of year		<u>1,368,383</u>	<u>1,495,734</u>

In 2023 and 2022, the Group recognized gain from repossession of inventory amounting to P775 and P1,944, respectively, and is presented as part of Miscellaneous income (charges) – net under Other Income (Charges) section in the consolidated statements of comprehensive income (see Note 21.3). There was no similar transaction in 2024.

In 2024 and 2023, the Group reclassified certain Investment Properties and Raw Land to Real Estate Projects due to change of use of the properties amounting to P155,549, and P1,772, respectively. The transferred properties in 2024 amounting to P148,575 were sold in the same year. Also, Deposit on Land for Future Development was reclassified into CIP amounting to P70,682 in 2023 (see Note 32).

The net realizable value of real estate projects is higher than its carrying value as of December 31, 2024 and 2023, based on management's assessment.

9. RAW LAND INVENTORY

Below is a summary of the aggregate cost of raw land inventory being held by the Group as of December 31.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
San Miguel Properties Inc.	7,311,816	7,312,128
Agricultural Investors, Inc	778,074	778,074
Integrated Geosolutions Inc	605,508	605,508
E-fare Investment Holdings Inc.	182,945	182,945
Grandioso Realty Corporation	71,202	71,202
Excel Unified Land Resources Corporation	70,386	98,458
Brillar Realty and Development Corporation	45,839	45,839
First Monte Sierra Realty Corp.	43,424	43,424
Coron Islands Holdings, Inc	36,662	36,662
Silang Resources, Inc.	36,372	-
Tierra Castellanas Development, Inc.	25,068	25,068
Busuanga Bay Holdings, Inc	22,096	22,096
Dimanyan Wakes Holdings, Inc	16,259	16,259
Bulalacao Property Holding, Inc	7,656	7,656
Calamian Prime Holdings, Inc	5,201	5,201
Palawan White Sands Holding Corporation	2,989	2,989
Rapidshare Realty and Development Corporation	-	229,806
Elite Montagne Realty Corp.	-	11,609
	<u>9,261,497</u>	<u>9,494,924</u>

An analysis of the carrying amounts of raw land inventory is presented below.

<i>(Amounts in PHP)</i>	Notes	<u>2024</u>	<u>2023</u>
Balance at beginning of year		9,494,924	9,311,702
Additions		15,273	-
Reclassification	10, 12, 32	(7,286)	183,411
Disposal of subsidiaries	5.3	(241,414)	-
Sales during the year	19	<u>-</u>	<u>(189)</u>
Balance at end of year		<u>9,261,497</u>	<u>9,494,924</u>

In 2022, the Company acquired raw land inventories from a related party under common control for a total consideration of P6,388,887 payable in annual installments until 2026 and bearing interest of 5.11% per annum. The current and non-current portions of outstanding payables from this transaction as of December 31, 2024 amounting to P1,652,394 and P1,542,050 and as of December 31, 2023 amounting to P1,277,777 and P 3,194,444, are presented as part of Trade and Other Payables and as part of Other Non-current Liabilities accounts, respectively, in the consolidated statements of financial position (see Note 17). The interest expense recognized in 2022 amounting to P51,297 is presented as part of Finance Costs in the 2022 consolidated statements of comprehensive income (see Note 21). There was no interest expense in 2024 and 2023.

In 2024, the Group reclassified a parcel of land originally recognized as part of Raw Land to Investment Property due to change in use amounting to P312 and to Real Estate Inventory amounting to P6,974. In 2023, the Group reclassified to Raw Land Inventory certain parcels of land originally part of Investment Property, amounting to P186,302, from being originally held for rental purposes to being held for sale, and Deposit on Land for Future Development amounting to P16. The Group also reclassified a parcel of land originally recognized as part of Raw Land Inventory to Investment Property due to change in use amounting to P2,907 (see Note 32).

In 2024, the Group acquired additional properties amounting to P15,273. Additionally, in 2024 and 2023, the Group incurred costs to effect transfer of the titles of certain properties. The costs were capitalized as part of Raw Land Inventory in the consolidated statements of financial position.

Management determined that these properties have a total fair value of P29,532,703 and P25,517,993 as of December 31, 2024 and 2023, respectively. Fair value is determined by independent appraisers through appraisal reports, or from existing bid or offer prices, and from recent sale of adjacent properties.

Information about the fair value measurement and disclosures related to raw land inventories are presented in Note 30.4.

10. DEPOSITS ON LAND FOR FUTURE DEVELOPMENT

This account pertains to the Group's advanced payments for certain land acquisitions which are intended for future development.

A portion of these deposits pertain to the Group's contributions to a real estate project with other domestic companies, involving the development of two parcels of subdivided lots in two separate locations. These contributions are administered by a trustee bank and have been recognized as part of Deposits on Land for Future Development until the completion of necessary activities such as documentation process, consolidation of the titles and other activities relative to the acquisition of the lots. In previous years, the Group, through its property consolidator and legal consultant (the Consultant) completed the documentation, consolidation and transfer of titles for a portion of one parcel under its name.

In 2024, based on the Consultant's advice, management decided to assign a portion of its interest in the project due to the expected extended duration required to complete the necessary documentation and title consolidation for the remaining lots. Consequently, on November 11, 2024, the Group executed a deed of assignment for a total consideration of P496,823, resulting in a gain from the assignment of P130,265, recorded as part of Other Income (Charges) in the 2024 consolidated statement of comprehensive income (see Note 21.3). The outstanding receivable amounting to P474,432, was presented as part of Receivables – net in the current assets section of the 2024 consolidated statement of financial position (see Note 7).

Additionally, in 2024, the Company refunded P208,602 in deposits on land for future development related to the project, as the related plans were rescinded.

In 2024 and 2023, the Group transferred certain deposits to Investment Properties amounting to P67,467 and P38,510, respectively (see Note 12). Also in 2023, the Group reclassified portions of the deposits to Real Estate Projects and Raw Land Inventory, amounting to P70,682 and P16, respectively, after completion of the land acquisition (see Notes 8 and 9). There was no similar transaction in 2024.

Accordingly, the Group also presented the outstanding balance of deposits as of December 31, 2024 and 2023 under the Current and Non-current Assets section of the consolidated statements of financial position.

The movements in the carrying amounts as of December 31, 2024 and 2023 of deposits on land for future development are presented below.

<i>(Amounts in PHP)</i>	Notes	2024	2023
Balance at beginning of year		1,852,313	1,805,251
Additions		223,942	156,270
Reclassifications - net	8, 9, 12	(67,467)	(109,208)
Assignment		(366,558)	-
Refund		(208,602)	-
Balance at end of year		<u>1,433,628</u>	<u>1,852,313</u>

In 2024, the Group reclassified portion of the deposits amounting to P73,375 from non-current to current as the land subject for acquisition is intended to be part of the Company's raw land inventory. There was no similar reclassification in 2023.

Deposits on land for future development are presented in the consolidated statements of financial position are as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Current	125,342	-
Non-current	<u>1,308,286</u>	<u>1,852,313</u>
Balance at end of year	<u>1,433,628</u>	<u>1,852,313</u>

Based on management's evaluation, the recoverable value of deposits on land for future development is higher than its carrying amount as of December 31, 2024 and 2023.

11. EQUITY ADVANCES AND INVESTMENTS IN ASSOCIATES – Net

The composition of these accounts as of December 31 is as follows:

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2024</u>	<u>2023</u>
Investments in associates	11.1	12,795,962	12,155,750
Equity advances – net	11.2	<u>138,783</u>	<u>146,928</u>
		<u>12,934,745</u>	<u>12,302,678</u>

11.1 *Investments in Associates*

Investments in associates as of December 31, 2024 and 2023, accounted for under the equity method, is presented below and on the succeeding page.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Acquisition costs:		
BankCom	7,801,496	7,801,496
NLI	<u>232,000</u>	<u>232,000</u>
	<u>8,033,496</u>	<u>8,033,496</u>
Accumulated share in total comprehensive income at beginning of the year:		
BankCom	3,822,984	2,931,975
NLI	<u>299,270</u>	<u>255,100</u>
	<u>4,122,254</u>	<u>3,187,075</u>

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Share in profit (loss):		
BankCom	753,524	885,107
NLI	<u>(3,655)</u>	<u>44,170</u>
	<u>749,869</u>	<u>929,277</u>
Share in other comprehensive income (loss) of BankCom:		
Fair value gains (losses) on financial assets through FVOCI	(10,143)	100,322
Equity reserve for retirement plan	10,874	(91,986)
Cumulative translation adjustment	<u>2,077</u>	<u>(2,434)</u>
	<u>2,808</u>	<u>5,902</u>
Dividends declared	<u>(112,465)</u>	<u>-</u>
Net change during the year	<u>640,212</u>	<u>935,179</u>
Accumulated share in total comprehensive income at end of the year:		
BankCom	4,466,851	3,822,984
NLI	<u>295,615</u>	<u>299,270</u>
	<u>4,762,466</u>	<u>4,122,254</u>
	<u>12,795,962</u>	<u>12,155,750</u>

The summarized financial information of the Group's associates shown in their respective consolidated financial statements are presented below:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
<u>BankCom</u>		
Total assets	<u>265,440,067</u>	<u>231,667,979</u>
Total liabilities	<u>232,210,000</u>	<u>200,816,706</u>
Revenues	<u>13,163,840</u>	<u>11,762,570</u>
Profit for the year	3,024,939	2,802,219
Other comprehensive income for the year	<u>8,792</u>	<u>18,479</u>
Total comprehensive income for the year	<u>3,033,731</u>	<u>2,820,698</u>
<u>NLI</u>		
Total assets	<u>3,164,048</u>	<u>2,988,272</u>
Total liabilities	<u>458,118</u>	<u>264,068</u>
Revenues	<u>4,848</u>	<u>294,419</u>
Profit (loss)	<u>(18,274)</u>	<u>220,845</u>

The reconciliation of the above summarized financial information to the share in profit of associates recognized in the consolidated statements of comprehensive income is presented below.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
<u>BankCom</u>		
Profit, before adjustments	3,024,939	2,802,219
Intercompany adjustments	<u>(5,739)</u>	<u>(31,061)</u>
Profit, after adjustments	3,019,200	2,771,158
Equity ownership interest	<u>31.94%</u>	<u>31.94%</u>
Share in profit of BankCom, before dividends on Preferred shares	964,333	885,107
Dividend on preferred shares	(91,667)	
Equity ownership interest	<u>39.93%</u>	-
Dividend on preferred shares	(545,416)	
Equity ownership interest	<u>31.94%</u>	-
Total share in profit of BankCom	<u>753,524</u>	<u>855,107</u>
<u>NLI</u>		
Profit (loss)	(18,274)	220,845
Equity ownership interest	<u>20%</u>	<u>20%</u>
Share in profit (loss) of NLI	<u>(3,655)</u>	<u>44,170</u>

BankCom is required to meet certain ratios under the Bangko Sentral ng Pilipinas (BSP) regulations to manage the risks inherent in the banking business. As of the end of the reporting periods, BankCom has complied with the statutory and regulatory capital requirements which were computed based on the regulatory accounting policies that differ from PFRS Accounting Standards in some aspects. BankCom's retained earnings as at the end of the reporting periods is restricted from dividend declaration to common stockholders to the extent of the amount of cumulative cash dividend in arrears of P320,200 declared by BOD on December 16, 2008 in favor of the stockholders of certain redeemed preferred shares.

On December 23, 2021, the Monetary Board of the BSP, in its Resolution No. 1798, approved the upgrade of the banking license of BankCom from commercial bank to universal bank. On February 16, 2022, the PSE approved the application for the listing of up to 1,403,013,920 common shares of BankCom, which includes the 280,602,800 common shares subject of the initial public offering. The 1,403,013,920 common shares of BankCom were listed with the Main Board of the PSE on March 31, 2022 (see Note 1.1).

In 2024, the Company received dividend income from BankCom amounting to P112,465 equivalent to P0.2512 per share and was received in full. As of 2024 and 2023, the Company's investment in BankCom has a fair market value of P3,025,159 and P3,258,208, respectively, based on the closing rate of P6.75 and P7.27 per share, respectively.

11.2 Equity Advances

This account includes cash advances granted to future investees of the Group. These advances will be applied against future subscriptions of the Group to the shares of stock of the future investee companies.

Management assessed that additional impairment losses are required to be recognized on the equity advances in 2024, 2023 and 2022 amounting to P11,984, P498,495, and P241,076, respectively, and are presented as part of Miscellaneous income (charges) – net section under Other Income (Charges) in the consolidated statements of comprehensive income. Total allowance for impairment as of December 31, 2024 and 2023 amounts to P831,007 and P819,023, respectively.

The movements of these equity advances are presented below.

<i>(Amounts in PHP)</i>	Notes	2024	2023
Balance at beginning of year		146,928	640,299
Impairment loss	21.3	(11,984)	(498,495)
Additions		3,839	4,204
Reclassification as consideration for asset acquisition and additional investment	5	<u>-</u>	<u>920</u>
Balance at end of year		<u>138,783</u>	<u>146,928</u>

12. INVESTMENT PROPERTIES – Net

The gross amounts and accumulated depreciation and amortization of investment properties at the beginning and end of 2024 and 2023 are shown below.

<i>(Amounts in PHP)</i>	Land	Land Improvements	Building and Improvements	Capital Projects in-Progress	Right-of-use Assets	Total
December 31, 2024						
Cost	19,205,040	16,643	1,573,938	1,221,420	61,461	22,078,502
Accumulated depreciation and amortization	-	(7,245)	(544,686)	(14,260)	(39,944)	(606,135)
Net carrying amount	<u>19,205,040</u>	<u>9,398</u>	<u>1,029,252</u>	<u>1,207,160</u>	<u>21,517</u>	<u>21,472,367</u>
December 31, 2023						
Cost	19,460,375	19,287	1,362,678	1,390,288	61,461	22,294,089
Accumulated depreciation and amortization	-	(7,936)	(577,408)	(14,260)	(33,181)	(632,785)
Net carrying amount	<u>19,460,375</u>	<u>11,351</u>	<u>785,270</u>	<u>1,376,028</u>	<u>28,280</u>	<u>21,661,304</u>
January 1, 2023						
Cost	18,866,741	67,164	1,250,835	852,291	61,461	21,098,492
Accumulated depreciation and amortization	-	(7,574)	(541,363)	-	(26,418)	(575,355)
Net carrying amount	<u>18,866,741</u>	<u>59,590</u>	<u>709,472</u>	<u>852,291</u>	<u>35,043</u>	<u>20,523,137</u>

A reconciliation of the carrying amounts of investment property at the beginning and end of the reporting periods is shown below.

<i>(Amounts in PHP)</i>	Land	Land Improvements	Building and Improvements	Capital Projects in-Progress	Right-of-use Assets	Total
Balance at January 1, 2024, net of accumulated depreciation, amortization, and impairment	19,460,375	11,351	785,270	1,376,028	28,280	21,661,304
Additions	155,853	-	35,708	114,172	-	305,733
Reclassifications - net	(25,449)	(1,065)	245,939	(281,444)	-	(62,019)
Disposals (see Note 5.3)	(385,739)	-	-	-	-	(385,739)
Impairment	-	-	-	(1,596)	-	(1,596)
Depreciation and amortization charges during the year	-	(888)	(37,665)	-	(6,763)	(45,316)
Balance at December 31, 2024, net of accumulated depreciation, amortization, and impairment	19,205,040	9,398	1,029,252	1,207,160	21,517	21,472,367
Balance at January 1, 2023, net of accumulated depreciation, amortization, and impairment	18,866,741	59,590	709,472	852,291	35,043	20,523,137
Additions	355,002	6,795	2,254	463,869	-	827,920
Reclassifications - net	238,632	(54,206)	109,123	74,128	-	367,677
Impairment	-	-	-	(14,260)	-	(14,260)
Depreciation and amortization charges during the year	-	(828)	(35,579)	-	(6,763)	(43,170)
Balance at December 31, 2023, net of accumulated depreciation, amortization, and impairment	19,460,375	11,351	785,270	1,376,028	28,280	21,661,304
Balance at January 1, 2022, net of accumulated depreciation, amortization, and impairment	14,264,742	16,587	755,623	146,360	41,806	15,225,118
Additions	1,430,845	42,225	3,764	213,224	-	1,690,058
Acquired through asset acquisition	3,269,103	-	-	477,236	-	3,746,339
Reclassifications - net	(97,949)	2,033	(20,880)	15,471	-	(101,325)
Depreciation and amortization charges during the year	-	(1,255)	(29,035)	-	(6,763)	(37,053)
Balance at December 31, 2022, net of accumulated depreciation, amortization, and impairment	18,866,741	59,590	709,472	852,291	35,043	20,523,137

In 2024 and 2023, the Group reclassified certain deposit on land for future development amounting to P67,467 and P38,510, respectively, to Investment Properties (see Note 10). Such reclassification arose from the completion of the acquisition of the parcels of land and change in use over the property to being held for rentals or capital appreciation, respectively. On the other hand, certain investment properties amounting to P186,302, respectively, were reclassified to Raw Land Inventory in 2023 as the property is expected to be principally recovered from sale rather than being held for capital appreciation (see Notes 9 and 32). There were no similar transactions in 2024.

Also, the Group reclassified various investment properties to real estate projects amounting to P148,575 and P1,772 in 2024 and 2023, respectively (see Note 8).

Depreciation charges are reported as part of Depreciation and amortization under Cost of Rentals and Other Operating Expenses section in the consolidated statements of comprehensive income (see Notes 19 and 20).

In 2024 and 2023, the Group assessed that one of its Capital projects-in-progress classified under investment property, has incurred impairment loss in the amount of P1,596 and P14,260, respectively, as part of Miscellaneous income (charges) - net under Other Income (Charges) section in the consolidated statements of comprehensive income (see Note 21.3).

In 2024, the Group disposed investment properties amounting to P387,335 in relation to the sale of subsidiaries (see Note 5.2).

The total rental income earned from fixed lease payments from investment property and the related costs are presented as Rental Income and Cost of Rentals accounts, respectively, in the consolidated statements of comprehensive income (see Notes 27 and 19). On the other hand, the direct operating costs of investment properties that did not generate rental income, which mostly pertain to real property taxes and contracted services amounted to P54,872, P50,434 and P74,423 in 2024, 2023 and 2022, respectively.

Based on the recent reports of independent appraisers, the Group's investment properties have a total fair value of P72,025,001 and P54,582,236 as of December 31, 2024 and 2023, respectively. Information about the fair value measurement and disclosures related to investment property are presented in Note 30.4.

The Group also engages in transactions with related parties involving certain investment properties (see Note 24).

No investment properties have been pledged as security for any liability of the Group.

13. PROPERTY AND EQUIPMENT – Net

The gross amounts and accumulated depreciation, amortization and impairment of property and equipment at the beginning and end of 2024 and 2023 are shown below.

<i>(Amounts in PHP)</i>	<u>Land</u>	<u>Building and Improvements</u>	<u>Machineries and Transportation Equipment</u>	<u>Furniture, Fixture and Other Improvements</u>	<u>Capital Projects In-Progress</u>	<u>Right-of-use Assets</u>	<u>Total</u>
December 31, 2024,							
Cost	699,822	3,635,117	245,309	653,810	4,513,667	55,254	9,802,979
Accumulated depreciation, amortization, and impairment	-	(834,541)	(142,146)	(615,728)	(272,149)	(33,667)	(1,898,231)
Net carrying amount	699,822	2,800,576	103,163	38,082	4,241,518	21,587	7,904,748
December 31, 2023,							
Cost	699,822	3,605,639	238,902	638,812	4,166,501	51,088	9,400,764
Accumulated depreciation, amortization, and impairment	-	(769,778)	(113,186)	(598,942)	(65,160)	(17,002)	(1,564,068)
Net carrying amount	699,822	2,835,861	125,716	39,870	4,101,341	34,086	7,836,696
January 1, 2023,							
Cost	1,086,288	3,649,020	232,346	619,125	3,713,137	11,555	9,311,471
Accumulated depreciation, amortization, and impairment	-	(701,718)	(86,392)	(581,522)	-	(1,355)	(1,370,987)
Net carrying amount	1,086,288	2,947,302	145,954	37,603	3,713,137	10,200	7,940,484

A reconciliation of the carrying amounts of property and equipment at the beginning and end of the reporting periods is shown on the below and on the succeeding page.

<i>(Amounts in PHP)</i>	<u>Land</u>	<u>Building and Improvements</u>	<u>Machineries and Transportation Equipment</u>	<u>Furniture, Fixture And Other Improvements</u>	<u>Capital Projects in-Progress</u>	<u>Right-of-use Assets</u>	<u>Total</u>
Balance at January 1, 2024,							
net of accumulated depreciation, amortization, and impairment	699,822	2,835,861	125,716	39,870	4,101,341	34,086	7,836,696
Additions	-	3,337	2,856	18,957	343,675	4,166	372,991
Reclassifications - net	-	31,538	(18,246)	(479)	3,491	-	16,304
Disposals	-	(592)	(846)	-	-	-	(1,438)
Impairment	-	-	-	-	(206,989)	-	(206,989)
Depreciation and amortization charges during the year	-	(69,568)	(6,317)	(20,266)	-	(16,665)	(112,816)
Balance at December 31, 2024,							
net of accumulated depreciation, amortization, and impairment	699,822	2,800,576	103,163	38,082	4,241,518	21,587	7,904,748

<i>(Amounts in PHP)</i>	<u>Land</u>	<u>Building and Improvements</u>	<u>Machineries and Transportation Equipment</u>	<u>Furniture, Fixture And Other Improvements</u>	<u>Capital Projects in-Progress</u>	<u>Right-of-use Assets</u>	<u>Total</u>
Balance at January 1, 2023, net of accumulated depreciation, amortization, and impairment	1,086,288	2,947,302	145,954	37,603	3,713,137	10,200	7,940,484
Additions	-	1,145	6,556	20,787	434,666	39,533	502,687
Reclassifications - net	(386,466)	(44,525)	-	18	18,698	-	(412,275)
Impairment	-	-	-	-	(65,160)	-	(65,160)
Depreciation and amortization charges during the year	-	(68,061)	(26,794)	(18,538)	-	(15,647)	(129,040)
Balance at December 31, 2023, net of accumulated depreciation, amortization, and impairment	<u>699,822</u>	<u>2,835,861</u>	<u>125,716</u>	<u>39,870</u>	<u>4,101,341</u>	<u>34,086</u>	<u>7,836,696</u>
Balance at January 1, 2022, net of accumulated depreciation, amortization, and impairment	763,129	2,974,671	95,416	41,707	3,384,871	628	7,260,422
Additions	-	-	35,418	15,406	336,289	10,648	397,761
Reclassifications - net	323,159	40,654	38,816	-	(8,023)	-	394,606
Depreciation and amortization charges during the year	-	(68,023)	(23,696)	(19,510)	-	(1,076)	(112,305)
Balance at December 31, 2022, net of accumulated depreciation, amortization, and impairment	<u>1,086,288</u>	<u>2,947,302</u>	<u>145,954</u>	<u>37,603</u>	<u>3,713,137</u>	<u>10,200</u>	<u>7,940,484</u>

Due to change in use of the properties, certain parcels of land and building amounting to P430,991 were reclassified from Property and Equipment to Investment Properties in 2023, and from Investment Properties to Property and Equipment amounting to P2,625 in 2024 (see Notes 12 and 32).

Depreciation charges are reported as part of Depreciation and amortization under Cost of Room Services and Cost of Food and Beverages Sold and Other Operating Expenses section in the consolidated statements of comprehensive income (see Notes 19 and 20). Portion of the depreciation charges are capitalized as part of the Capital projects-in-progress under Property and Equipment amounting to P21,704, P21,569 and P21,072 in 2024, 2023 and 2022, respectively.

Certain fully depreciated assets with acquisition costs of P560,247 and P561,847 as of December 31, 2024 and 2023, respectively, are still being used in the Group's operations.

In 2024 and 2023, the Group has assessed that certain Capital projects-in-progress with an accumulated cost amounting to P206,989 and P65,160, respectively, was impaired and the related loss was recognized as part of Miscellaneous income (charges) – net under Other Income (Charges) section in the 2024 and 2023 consolidated statement of comprehensive income (see Note 21.3). There were no similar impairment made in 2022 as the recoverable amount of the property and equipment determined by management is higher than their carrying values.

In 2024, the Group received an insurance claim on its Property and Equipment amounting to P1,100, resulting to a gain amounting of P253 that was recognized as part of Miscellaneous income (charges) – net under Other Income (Charges) section in 2024 consolidated statement of comprehensive income (see Note 21.3). There was no similar transaction in 2023 and 2022.

14. INTANGIBLE ASSETS – Net

The gross carrying amounts and accumulated amortization of intangible assets at the beginning and end of 2024 and 2023 are shown below.

<i>(Amounts in PHP)</i>	<u>Software Licenses</u>	<u>Land Use Rights</u>	<u>Total</u>
December 31, 2024			
Cost	59,026	164,213	223,239
Accumulated amortization	<u>(50,838)</u>	<u>(1,106)</u>	<u>(51,944)</u>
Net carrying amount	<u>8,188</u>	<u>163,107</u>	<u>171,295</u>
December 31, 2023			
Cost	55,797	164,213	220,010
Accumulated amortization	<u>(44,354)</u>	<u>(1,106)</u>	<u>(45,460)</u>
Net carrying amount	<u>11,443</u>	<u>163,107</u>	<u>174,550</u>
January 1, 2023			
Cost	49,546	164,213	213,759
Accumulated amortization	<u>(38,677)</u>	<u>(1,106)</u>	<u>(39,783)</u>
Net carrying amount	<u>10,869</u>	<u>163,107</u>	<u>173,976</u>

A reconciliation of the carrying amounts of intangible assets for the beginning and end of the reporting periods is shown below and on the succeeding page.

<i>(Amounts in PHP)</i>	<u>Software Licenses</u>	<u>Land Use Rights</u>	<u>Total</u>
Balance at January 1, 2024, net of accumulated amortization	11,443	163,107	174,550
Additions	3,229	-	3,229
Amortization charges for the year	<u>(6,484)</u>	<u>-</u>	<u>(6,484)</u>
Balance at December 31, 2024, net of accumulated amortization	<u>8,188</u>	<u>163,107</u>	<u>171,295</u>
Balance at January 1, 2023, net of accumulated amortization	10,869	163,107	173,976
Additions	6,023	-	6,023
Reclassification	228	-	228
Amortization charges for the year	<u>(5,677)</u>	<u>-</u>	<u>(5,677)</u>
Balance at December 31, 2023, net of accumulated amortization	<u>11,443</u>	<u>163,107</u>	<u>174,550</u>

<i>(Amounts in PHP)</i>	<u>Software Licenses</u>	<u>Land Use Rights</u>	<u>Total</u>
Balance at January 1, 2022, net of accumulated amortization	8,428	163,107	171,535
Additions	3,031	-	3,031
Reclassification	2,160	-	2,160
Amortization charges for the year	<u>(2,750)</u>	<u>-</u>	<u>(2,750)</u>
Balance at December 31, 2022, net of accumulated amortization	<u>10,869</u>	<u>163,107</u>	<u>173,976</u>

Land use rights pertains to the interest in a joint arrangement on a certain development project. The development project commenced in 2018.

In 2023 and 2022, certain capital projects-in-progress and certain advances to contractors amounting to P228 and P2,160, respectively were reclassified to Software Licenses (see Note 32). There were no similar transactions in 2024.

Intangible assets with finite useful lives are subject to impairment testing whenever there is an indication of impairment. No impairment loss was recognized in 2024, 2023 and 2022 as the recoverable amounts of the intangible assets determined by management are higher than their carrying values.

Amortization charges are reported as part of Depreciation and amortization under Cost of Room Services and Cost of Services accounts, and Other Operating Expenses section in the consolidated statements of comprehensive income (see Notes 19 and 20).

No intangible assets have been pledged as security for any liabilities of the Group.

15. OTHER ASSETS – Net

This account consists of the following:

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2024</u>	<u>2023</u>
Current:			
Input VAT		1,339,671	1,403,629
Prepaid expenses		1,033,803	900,438
Inventories		9,178	10,284
Others		<u>34,355</u>	<u>35,431</u>
		<u>2,417,007</u>	<u>2,349,782</u>
Noncurrent:			
Input VAT		205,357	342,262
Financial assets at FVOCI	15.2	81,654	39,884
Goodwill	15.1	<u>27,462</u>	<u>27,462</u>
		<u>314,473</u>	<u>409,608</u>
		<u>2,731,480</u>	<u>2,759,390</u>

Inventories, which are all stated at cost, pertain to supplies, food and beverages. The cost of inventories recognized as expense in 2024, 2023 and 2022 is shown in Note 19.

15.1 Goodwill

Goodwill pertains to the excess of cost over fair value of net assets of Excel Unified at the time of acquisition. It is primarily related to growth expectations, expected future profitability, and expected cost of synergies.

Management's impairment analysis for Excel Unified was based on discounted cash flows based on the cash generating unit's three-year financial projections using the entity's weighted average cost of capital as the discount rate, which is 6.83% and 7.28%, in 2024 and 2023, respectively. The weighted average cost of capital of Excel was computed based on the capital asset pricing model. Further, the impairment analysis generally assumes terminal growth rate of 2.7% and 12.9%, which was based on the forecasted Philippine average growth rate of residential real estate price index in 2024 and 2023, respectively. Revenue projections were based on the capacities of existing and projected capital expenditures within the three-year period. Management also assessed that the entity would continue as a going concern and will have sufficient financial resources to finance its working capital requirements, to achieve its projected forecast and to support its business needs.

Based on this analysis, management has assessed that no impairment of goodwill is required to be recognized as of December 31, 2024 and 2023.

15.2 Financial Assets at FVOCI

The fair values of financial assets at FVOCI have been determined by reference to published prices in the market. Included in financial assets at FVOCI are golf club shares, which are proprietary membership club shares, and listed equity securities.

The Group recognized a change in the fair value of these financial assets, resulting in an unrealized gain of P27,891 and P26,273 in 2024 and 2023, respectively. This gain is presented under the other comprehensive income section of the 2024 and 2023 consolidated statements of comprehensive income. There were no similar transactions in 2022.

16. LOANS AND BORROWINGS

In the normal course of business, the Group obtains from local financial institutions unsecured, short-term, interest-bearing loans for the acquisitions of parcels of land and development of its real estate projects and property and equipment and for working capital purposes. These loans are renewable on a monthly basis and bear annual interest rates ranging from 4.50% to 7.50% in 2024, 2.00% to 5.00% in 2023 and 4.50% to 5.75% in 2022. The related loan agreements do not contain loan covenant provisions.

Interest expense charged to operations amounted to P597,257, P580,339 and P305,434 in 2024, 2023 and 2022, respectively, and is presented as part of Finance costs under Other Income (Charges) in the consolidated statements of comprehensive income (see Note 21.1). Unpaid interest amounting to P42,385 and P50,558 as of December 31, 2024, and 2023, respectively, is shown as part of Accrued expenses under Trade and Other Payables in the consolidated statements of financial position (see Notes 17 and 33). In addition, interest on loans capitalized as borrowing costs amounted to P162,549, P146,984 and P87,452 in 2024, 2023 and 2022, respectively, to the Group's capital projects-in-progress (see Notes 12 and 13).

No assets are pledged as collateral to the existing loans as of December 31, 2024 and 2023.

17. TRADE AND OTHER PAYABLES

This account is composed of:

<i>(Amounts in PHP)</i>	Notes	2024	2023
Current:			
Accounts payable	5.1, 9, 24	4,394,331	3,800,080
Accrued expenses	16	261,451	252,351
Taxes payable		167,164	152,228
Retention payable		138,674	177,577
Provisions	27.2	4,564	4,564
Other payables		5,009	4,185
		4,971,193	4,390,985
Non-current –			
Accounts payable	5.1, 9, 24	2,314,990	5,290,613
		7,286,183	9,681,598

Accounts payable (current and non-current portion) includes interest-bearing and noninterest-bearing payables for acquisition of raw land inventory and additional investment in subsidiaries with interest rate of 5.11% per annum (see Notes 5.1, 9 and 24). Interest expense incurred on these payables in 2024, 2023 and 2022 amounting to P20,522, P36,052 and P110,567, respectively, are presented as part of Finance Costs in the consolidated statements of comprehensive income (see Note 21.1). In 2024 and 2023, the Group did not incur interest expense on some of these payables based on the conditions set and agreed by both parties. In 2024, the Group also received deposits to sell its investment in a certain subsidiary.

Retention payables pertain to the amount withheld from payments made to contractors to ensure compliance, which is based on the percentage of work done, and accruals for construction management services of its real estate projects, interest and professional fees incurred. Upon completion of the contracted projects, the amounts are remitted to the contractors.

Accrued expenses include accruals for constructions management services of real estate projects and various operating expenses, such as interest expense, outside services and short-term employee benefits.

Contract liabilities and dividend payable are recognized as part of other payables.

The carrying amount of accounts payable, retention payable and other payables, which are presented as current liabilities and are expected to be settled within the next 12 months from the end of the reporting period, is a reasonable approximation of fair value.

18. LEASES

The Group leases a certain building with a remaining lease term of two years, which is currently being subleased by the Group to other parties. The outstanding obligation relating to this lease contract as of December 31, 2024 and 2023 is presented as part of Lease Liabilities in the consolidated statements of financial position. Moreover, the Group recognized Finance lease receivables under Receivables (see Note 7) on the portion of the building that are under sublease agreements classified as finance leases. The remaining portion of the building that is not under the sublease agreement classified as finance leases is presented as Right-of-use assets under Investment Properties in the consolidated statements of financial position (see Note 12).

The Group also leases a certain parcel of land with a remaining lease term of three years for its foreshore lease. The Group recognized a right-of-use asset for the leased land as part of Property and Equipment (see Note 13) and the corresponding liability as part of Lease Liabilities in the consolidated statements of financial position.

The Group also holds a lease on certain parcel of land for 20 years starting January 1, 2020 until December 31, 2039, subject to renewal upon mutual agreement of the parties, unless sooner terminated upon mutual written agreement signed by both parties. The related land is presented as Right-of-use assets under Investment Property in the consolidated statements of financial position (see Note 12).

In prior years, the Group entered into different lease agreements to be used for offices with remaining lease term of one year. In 2024, the Group also leased additional offices both with lease term of two years which are presented as part of Property and Equipment in the consolidated statements of financial position (see Note 13).

The leases do not have variable lease payments which depend on an index or a rate. The leases are non-cancellable and do not contain an option to purchase the underlying leased asset outright at the end of the leases, or to extend the leases for a further term without mutual agreement on both parties. The Group is prohibited from selling or pledging the underlying leased assets as security. The Group must also keep the properties in a good state of repair and return the properties to their original condition at the end of the leases. Further, the Group must incur maintenance fees on such properties in accordance with the lease contracts.

18.1 Lease Liabilities

Lease liabilities are presented in the consolidated statements of financial position as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Current	46,510	40,464
Non-current	39,178	82,246
	<u>85,688</u>	<u>122,710</u>

The use of extension and termination options gives the Group added flexibility in the event it has identified more suitable premises in terms of cost or location or determined that it is advantageous to remain in a location beyond the original lease term. The future cash outflows to which the Group is potentially exposed are not reflected in the measurement of lease liabilities and represent the amount of security deposit to be forfeited in case the lease is terminated. An option is only exercised when consistent with the Group's business strategy and the economic benefit of exercising such options exceeds the expected overall cost. As of December 31, 2024 and 2023, the Group has no historical experience of exercising termination options for its existing lease agreements.

As of December 31, 2024 and 2023, the Group has no commitments for leases entered into but which had not commenced.

The lease liabilities are secured by the related underlying assets. The maturity analysis of lease liabilities as of December 31 are as follows:

<i>(Amounts in PHP)</i>	<u>Within 1 year</u>	<u>1 to 2 years</u>	<u>2 to 3 years</u>	<u>3 to 4 years</u>	<u>4 to 5 years</u>	<u>More than 5 years</u>	<u>Total</u>
December 31, 2024							
Lease Payment	51,973	29,843	1,297	1,197	1,233	14,152	99,695
Finance Charge	<u>(5,463)</u>	<u>(2,015)</u>	<u>(815)</u>	<u>(775)</u>	<u>(742)</u>	<u>(4,197)</u>	<u>(14,007)</u>
Net Present Value	<u>46,510</u>	<u>27,828</u>	<u>482</u>	<u>422</u>	<u>491</u>	<u>9,955</u>	<u>85,688</u>
December 31, 2023							
Lease Payment	49,264	49,744	28,395	1,297	1,197	15,385	145,282
Finance Charge	<u>(8,800)</u>	<u>(5,268)</u>	<u>(1,975)</u>	<u>(815)</u>	<u>(775)</u>	<u>(4,939)</u>	<u>(22,572)</u>
Net Present Value	<u>40,464</u>	<u>44,476</u>	<u>26,420</u>	<u>482</u>	<u>422</u>	<u>10,446</u>	<u>122,710</u>

18.2 Additional Profit or Loss and Cash Flow Information

The total cash outflows in respect of leases amounted to P41,188, P30,448 and P17,587 in 2024, 2023 and 2022, respectively. Total cash inflow in respect of leases amounted to P12,497, P11,008 and P9,660 in 2024, 2023 and 2022, respectively. Interest expense in relation to lease liabilities amounted to P8,858, P10,898, and P10,181 in 2024, 2023 and 2022, respectively. On the other hand, interest income in relation to finance lease receivables amounted to P3,015, P4,044 and P4,947 in 2024, 2023 and 2022, respectively. These are presented as part of Finance costs and Finance income, respectively, under Other Income (Charges) section in the consolidated statements of comprehensive income (see Note 21).

19. COSTS OF SALES AND SERVICES

These accounts are presented below and on the succeeding page.

<i>(Amounts in PHP)</i>	Notes	2024	2023	2022
Cost of services:				
Salaries and employee benefits	22.1	299,710	247,311	151,402
Outside services		42,962	47,685	153,042
Transportation and travel		13,428	5,567	2,509
Depreciation and amortization		12,635	14,184	4,969
Rent expense		11,665	5,347	5,119
Repairs and maintenance		10,557	10,207	4,162
Materials and supplies		9,522	8,099	8,291
Others		10,744	8,151	8,014
	20	411,223	346,551	337,508
Cost of room services:				
Outside services	24	157,595	153,411	108,248
Depreciation and amortization		59,208	56,131	61,237
Utilities		54,584	57,933	49,873
Supplies		39,219	45,228	36,043
Repairs and maintenance		17,405	18,680	18,930
Laundry		17,094	18,216	14,568
Commission		13,627	23,916	16,629
Transportation		8,137	7,103	6,172
Others		33,272	29,994	20,804
	20	400,141	410,612	332,504
Cost of real estate sold:				
Real estate projects	8	374,029	203,978	59,093
Raw land inventory	9	-	189	-
	20	374,029	204,167	59,093
Cost of food and beverages sold:				
Outside services	24	98,676	91,946	59,750
Food and beverages sold		93,936	92,523	72,916
Depreciation and amortization		23,674	22,065	19,060
Utilities		21,825	22,775	15,523
Supplies		10,604	12,759	9,649
Laundry		3,255	3,074	2,606
Others		8,728	8,505	5,996
	20	260,698	253,647	185,500

<i>(Amounts in PHP)</i>	Note	2024	2023	2022
Cost of rentals:				
Taxes and licenses		61,242	61,737	47,325
Outside services		43,527	41,529	41,159
Depreciation and amortization		28,940	23,983	23,640
Dues and subscriptions		12,761	10,010	2,441
Repairs and maintenance		8,128	9,238	7,226
Others		8,546	7,850	7,857
	20	<u>163,144</u>	<u>154,347</u>	<u>129,648</u>

Other expenses under Cost of Room Services include management fees, meals, transportation and other expenses incurred in rendering room services. Other expenses under Cost of Services include materials, supplies, transportation and travel and other necessary expenses incurred in rendering services. Other expenses under Cost of Rentals include insurance, seminar fees, utilities, supplies and other necessary expenses incurred for the Group's investment properties.

20. OPERATING EXPENSES BY NATURE

The details of operating expenses presented by nature are as follows:

<i>(Amounts in PHP)</i>	Notes	2024	2023	2022
Outside services	24	591,825	574,851	553,505
Salaries and employee benefits	22.1	479,050	410,947	309,031
Real estate projects sold	8	374,029	203,978	59,093
Taxes and licenses		172,392	185,155	150,978
Depreciation and amortization	12, 13, 14	164,616	156,318	131,036
Food and beverages sold		93,936	92,523	72,916
Utilities		90,420	96,845	76,162
Supplies		77,413	85,374	71,168
Repairs and maintenance		75,488	75,726	62,612
Dues and subscriptions		29,199	27,382	19,876
Laundry		20,348	21,290	17,174
Advertising		14,090	12,764	16,325
Commissions		13,627	24,567	17,909
Raw land inventory sold	9	-	189	-
Impairment loss on receivables	7	-	-	4,379
Miscellaneous	12	115,260	90,536	73,082
		<u>2,311,693</u>	<u>2,058,445</u>	<u>1,635,246</u>

These expenses are classified in the consolidated statements of comprehensive income presented below:

<i>(Amounts in PHP)</i>	Note	2024	2023	2022
Cost of services		411,223	346,551	337,508
Cost of room services		400,141	410,612	332,504
Cost of real estate sold		374,029	204,167	59,093
Cost of food and beverages sold		260,698	253,647	185,500
Cost of rentals		163,144	154,347	129,648
	19	<u>1,609,235</u>	<u>1,369,324</u>	<u>1,044,253</u>
Other operating expenses		<u>702,458</u>	<u>689,121</u>	<u>590,993</u>
		<u>2,311,693</u>	<u>2,058,445</u>	<u>1,635,246</u>

The Group's salaries and benefits pertain to short-term benefits, such as basic salaries and wages, bonuses and mandatory government contributions.

21. OTHER INCOME (CHARGES)

Presented below and on the succeeding page are the details of other income (charges).

21.1 Finance Costs

<i>(Amounts in PHP)</i>	Notes	2024	2023	2022
Interest expense on:				
Loans and borrowings	16	597,257	580,339	305,434
Accounts payable	17	20,522	36,052	110,567
Lease liabilities	18.2	8,858	10,898	10,181
Others		1,028	276	777
		<u>627,665</u>	<u>627,565</u>	<u>426,959</u>
Bank charges		68,057	74,782	72,026
Net interest expense on DBO and plan assets	22.2	<u>1,253</u>	<u>-</u>	<u>-</u>
		<u>696,975</u>	<u>702,347</u>	<u>498,985</u>

21.2 Finance Income

<i>(Amounts in PHP)</i>	Notes	<u>2024</u>	<u>2023</u>	<u>2022</u>
Interest income on:				
Deposits and short-term placements	6	40,887	46,810	27,833
Contract receivables	7.1	13,273	17,456	13,502
Finance lease receivables	18.2, 27.1	3,015	4,044	4,947
		<u>57,175</u>	<u>68,310</u>	<u>46,282</u>
Net interest income on DBO and plan assets	22.2	<u>-</u>	<u>2,021</u>	<u>1,092</u>
		<u>57,175</u>	<u>70,331</u>	<u>47,374</u>

21.3 Miscellaneous Income (Charges) – net

<i>(Amounts in PHP)</i>	Notes	<u>2024</u>	<u>2023</u>	<u>2022</u>
Impairment loss on non-financial assets	11.2, 12, 13	(220,569)	(577,915)	(241,076)
Gain on assignment of deposit on land for future development	10	130,265	-	-
Commission on sale of investment	5.3	(50,525)	-	-
Donations and contributions		(13,095)	(118,539)	(36,731)
Gain on insurance claim	13	253	-	-
Gain on repossession	8	-	775	1,944
Others	5, 7	5,191	8,555	2,444
		<u>(148,480)</u>	<u>(687,124)</u>	<u>(273,419)</u>

Others include gains or losses from sale of property and equipment, foreign exchange, insurance claims and other miscellaneous income and expenses.

22. EMPLOYEE BENEFITS

22.1 Salaries and Employee Benefits Expense

The expense recognized for Salaries and employee benefits is analyzed below (see Note 20).

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits		468,988	404,876	288,574
Retirement benefits	22.2	<u>10,062</u>	<u>6,071</u>	<u>20,457</u>
	20	<u>479,050</u>	<u>410,947</u>	<u>309,031</u>

These are recognized in the consolidated financial statements presented below.

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cost of services	19	299,710	247,311	151,402
Other operating expenses		<u>179,340</u>	<u>163,636</u>	<u>157,629</u>
	20	<u>479,050</u>	<u>410,947</u>	<u>309,031</u>

22.2 Retirement Plan

(a) Characteristics of the Defined Benefit Plan

The Group maintains a tax-qualified, partially funded, noncontributory defined benefit plan that is being administered by a trustee covering all of its regular employees. It provides a post-employment benefit ranging from 100% to 150% of the monthly final pay for every year of credited service plus commutation of sick leave credits, if any. Benefits are paid in lump sum upon retirement or separation in accordance with the terms of the Plan. Actuarial valuations are made annually to update the retirement benefit obligation and the amount of contributions.

The most recent actuarial valuation report is dated December 31, 2024 covering the valuation of the Group's retirement benefit obligation as of the same period. Annual cost is determined using the projected unit credit method.

The subsidiaries of the Group have no retirement plan. The finance and administrative functions of most subsidiaries are being handled by the Group through a service agreement. Other subsidiaries with employees are not yet required to provide retirement benefits based on the requirements of Republic Act (R.A.) No. 7641, *Retirement Pay Law*.

The plan is registered with the Bureau of Internal Revenue as a tax-qualified plan under RA No. 4917, as amended. The control and administration of the retirement plan is vested in the board of trustees (BOT). Some of the members of BOT of the retirement plan, who exercise voting rights over the shares and approve material transactions, are also key members of the Group's management. The retirement plan's accounting and administrative functions are undertaken by the SMC Retirement Funds Office.

(b) *Explanation of Amounts Presented in the Consolidated Financial Statements*

Actuarial valuations are made annually to update the retirement benefit costs and the amount of contributions. All amounts presented on the succeeding page are based on the actuarial valuation report obtained from an independent actuary in 2024, 2023 and 2022.

The following table shows a reconciliation of the net retirement benefit liability (asset) and its components:

<i>(Amounts in PHP)</i>	Present value of retirement benefit liability			Fair value of plan assets			Net retirement benefit liability (asset)		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Balance at beginning of year	124,008	62,170	53,260	99,986	84,908	88,968	24,022	(22,738)	(35,708)
Recognized in profit or loss:									
Current service cost	10,062	6,071	6,892	-	-	-	10,062	6,071	6,892
Interest expense	7,601	4,601	3,294	-	-	-	7,601	4,601	3,294
Past service cost	-	-	13,565	-	-	-	-	-	13,565
Interest income	-	-	-	6,348	6,622	4,386	(6,348)	(6,622)	(4,386)
	17,663	10,672	23,751	6,348	6,622	4,386	11,315	4,050	19,365
Recognized in other comprehensive income:									
Remeasurements –									
Experience adjustments	23,357	37,889	(5,244)	-	-	-	23,357	37,889	(5,244)
Actuarial losses (gains) arising from:									
Changes in demographic assumptions	5,318	4,640	(4,530)	-	-	-	5,318	4,640	(4,530)
Changes in financial assumptions	407	8,637	(5,067)	-	-	-	407	8,637	(5,067)
Return on plan asset (excluding amounts included in net interest)	-	-	-	(2,101)	(5,715)	(12,332)	2,101	5,715	12,332
Effect of asset ceiling	-	-	-	-	5,024	3,886	-	(5,024)	(3,886)
	29,082	51,166	(14,841)	(2,101)	(691)	(8,446)	31,183	51,857	(6,395)
Others:									
Contributions	-	-	-	14,975	9,147	-	(14,975)	(9,147)	-
Benefits paid	(7,835)	-	-	(7,835)	-	-	-	-	-
	(7,835)	-	-	7,140	9,147	-	(14,975)	(9,147)	-
Balance at end of year	162,918	124,008	62,170	111,373	99,986	84,908	51,545	24,022	(22,738)

The current service cost amounting to P10,062, P6,071 and P6,892 in 2024, 2023 and 2022, respectively, is presented as part of Salaries and employee benefits under Other Operating Expenses in the consolidated statements of comprehensive income (see Notes 20 and 22.1).

The past service cost amounting to P13,565 in 2022 (nil in 2024 and 2023) is presented as part of Salaries and employee benefits under Other Operating Expenses in the consolidated statements of comprehensive income (see Note 20 and 22.1)

The net interest expense of P1,253 in 2024 and net interest income amounting to P2,021 and P1,092 in 2023, and 2022, respectively, is included in Finance costs and Finance income under Other Income (Charges) section in the consolidated statements of comprehensive income (see Notes 21.1 and 21.2).

Amounts recognized in consolidated other comprehensive income were included within items that will not be reclassified to consolidated profit or loss.

The net retirement liability is presented as Retirement Benefit Liability – net in the consolidated statements of financial position.

The carrying amount of the Group’s retirement fund approximate fair values as of December 31, 2024 and 2023.

The composition of the fair value of plan assets at the end of the reporting period for each category and risk characteristics is shown below in percentages:

	<u>2024</u>	<u>2023</u>
Marketable securities	75.0%	73.0%
Interest in pooled fund – fixed-income portfolio (FIP)	22.0%	26.0%
Others	3.0%	1.0%
	<u>100%</u>	<u>100%</u>

The BOT approves the percentage of asset to be allocated for fixed income instruments and equities. The retirement plan has set maximum exposure limits for each type of permissible investments in marketable securities and deposit instruments. The BOT may, from time to time, in the exercise of its reasonable discretion and taking into account existing investment opportunities, review and revise such allocation and limits.

(c) *Interest in Pooled Funds*

Investment in pooled funds were established mainly to put together all the retirement funds of the SMC Group to be able to draw, negotiate and obtain the best terms and financial deals for the investments resulting from big volume transactions.

The plan's interests in the net assets of the pooled funds were 1.97% and 1.71% of FIP as of December 31, 2024 and 2023, respectively. Investment income and expense are allocated to the plan based on its pro-rata share in net assets of the pooled funds.

Investments in FIP consist of investments in money market placements, government securities, corporate notes and convertible preferred shares of stock, acquired to match the obligation of the retirement plan.

Investments in marketable securities consist mainly of investments in shares of stock of publicly listed companies that are carried at fair value based on the closing quoted market prices reported on the statement of changes in net assets available for benefits obtained from the PSE.

Plan assets include shares of stock and debt securities issued by public entities within SMC Group, as disclosed in Note 24(e).

(d) *Others*

Others include the Retirement Plan's cash and cash equivalents which earns interest.

The plan assets earned a return of P4,247 and P907 in 2024 and 2023, respectively, and incurred a loss of P7,946 in 2022.

Plan assets do not comprise any of the Group's own financial instruments or any of its assets occupied and/or used in its operations.

In determining the amounts of the retirement benefit obligation, the following significant actuarial assumptions were used:

	<u>2024</u>	<u>2023</u>
Discount rates	6.09%	6.13%
Expected rates of salary increases	5.00%	5.00%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 is 22 and 23 years for both males and females in December 31, 2024 and 2023, respectively. These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting periods by reference to the interest rates of zero coupon government bonds with terms to maturity approximating to the terms of the retirement obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(e) *Risks Associated with the Retirement Plan*

The plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

i. Investment and Interest Rate Risks

The present value of the DBO is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in financial assets, equity and debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan comprises of investments in FIP and marketable securities. Due to the long-term nature of plan obligation, a level of continuing equity investments is an appropriate element of the Group's long-term strategy to manage the plans efficiently.

ii. Longevity and Salary Risks

The present value of the DBO is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(f) Other Information

The information on the sensitivity analysis for certain significant actuarial assumptions, the Group's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described below and on the succeeding page.

i. Sensitivity Analysis

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the DBO as of December 31, 2024 and 2023:

<i>(Amounts in PHP)</i>	Impact on Retirement Benefit Liability		
	Change in Assumption	Discount Rate	Salary Increase Rate
<u>December 31, 2024</u>			
Decrease in assumption	6.70%/-6.00%	10,921	(9,746)
Increase in assumption	-5.90%/6.70%	(9,566)	10,931
<u>December 31, 2023</u>			
Decrease in assumption	6.30%/-5.70%	7,827	(7,043)
Increase in assumption	-5.60%/6.30%	(6,910)	7,838

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the DBO as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the DBO has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the post-employment DBO recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

ii. *Asset-liability Matching Strategies*

The Retirement Plan Trustee has no specific matching strategy between the retirement fund assets and the defined benefit liabilities under the Plan. However, the investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets.

The largest portion of assets as of December 31, 2024 and 2023 is invested in marketable securities which consists of shares of stock of publicly-listed companies that are carried at fair value. The Group believes that these equity securities offer the best returns over the long term with an acceptable level of risk.

There has been no change in the Group's strategies to manage its risks from previous periods.

iii. *Funding Arrangements*

The plan is currently underfunded by P51,545 based on the latest actuarial valuation. While there are no minimum funding requirements in the country, the size of the underfunding may pose a cash flow risk in about 20 years' time when a significant number of employees is expected to retire.

The Group's contribution to the plan amounts to P14,975 and P9,147 in 2024 and 2023.

The maturity profile of undiscounted expected benefits payments from the plan follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Within one year	51,966	45,651
More than one year to five years	63,259	52,569
More than five years	156,584	122,390
	<u>271,809</u>	<u>220,610</u>

The weighted average duration of the DBO at the end of the reporting period is seven years.

23. INCOME TAXES

The major components of tax expense (benefit) reported in the consolidated statements of comprehensive income are as follows for the years ended December 31:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
<i>Reported in profit or loss:</i>			
Current tax expense	354,847	69,737	23,231
Deferred tax benefit	<u>(32,162)</u>	<u>(172,821)</u>	<u>(60,389)</u>
	<u>322,685</u>	<u>(103,084)</u>	<u>(37,158)</u>
<i>Reported in other comprehensive income –</i>			
Deferred tax expense (income)	<u>(823)</u>	<u>(6,397)</u>	<u>1,599</u>

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in consolidated profit or loss (shown as percentages) is as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Tax on pretax loss	25.00%	25.00%	25.00%
Income subjected to lower income tax rates	(6.80%)	(0.60%)	(0.46%)
<i>Tax effects of:</i>			
Share in profit of associates	(7.25%)	(72.78%)	(41.80%)
Unrecognized deferred tax assets	3.21%	18.72%	9.95%
Nontaxable income	(2.11%)	(5.86%)	(8.41%)
Nondeductible expenses	0.82%	4.04%	(0.31%)
Expiration of excess MCIT	0.14%	(0.07%)	0.16%
Others	<u>(0.53%)</u>	<u>(0.74%)</u>	<u>4.76%</u>
	<u>12.48%</u>	<u>(32.29%)</u>	<u>(11.11%)</u>

The deferred tax assets and liabilities of the Group as of December 31 are presented below and on the succeeding page:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Allowance for impairment of receivables and advances	250,311	247,686
NOLCO	139,908	116,039
Unearned rentals	(109,480)	(87,736)
Unrealized fair value gain on investment property	(88,458)	(88,458)
Finance lease liabilities	67,562	76,960
Right-of-use assets	(51,038)	(56,680)
Unamortized capitalized interest MCIT	(50,514)	(51,127)
Fair value adjustment on repossessed inventories	26,297	15,410
Retirement benefits	(26,107)	(26,916)
	<u>19,425</u>	<u>12,728</u>
<i>Balance carried forward</i>	<u>177,906</u>	<u>157,906</u>

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Balance brought forward	177,906	157,906
Fair value gain on financial assets at FVOCI	(14,497)	(7,524)
Real estate sales	(8,105)	(11,501)
Finance lease receivables	(6,837)	(9,961)
Unrealized foreign currency losses - net	1,251	1,301
Provision for loss on contingent liability	1,141	1,141
Others	100,891	87,819
	<u>251,750</u>	<u>219,181</u>

The above amounts are reported in the consolidated statements of financial position as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>
Deferred tax assets	451,389	395,282
Deferred tax liabilities	(199,639)	(176,101)
	<u>251,750</u>	<u>219,181</u>

The components of net deferred tax benefit reported in the consolidated statements of comprehensive income are as follows:

<i>(Amounts in PHP)</i>	<u>Profit or loss</u>			<u>Other comprehensive income</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
NOLCO	(23,869)	(77,232)	27,007	-	-	-
Unearned rentals	21,744	27,191	27,671	-	-	-
MCIT	(10,887)	(1,628)	(4,362)	-	-	-
Lease liabilities	9,398	6,056	2,145	-	-	-
Right-of-use assets	(5,642)	(3,857)	(644)	-	-	-
Real estate sales	(3,396)	10,683	(4,142)	-	-	-
Finance lease receivables	(3,124)	(2,752)	(2,415)	-	-	-
Allowance for impairment of receivables and advances	(2,625)	(123,279)	(64,146)	-	-	-
Retirement benefit liability	1,099	1,794	(3,630)	(7,796)	(12,965)	1,599
Fair value adjustment on repossessed inventories	(809)	530	885	-	-	-
Unamortized capitalized interest	(613)	(554)	(548)	-	-	-
Unrealized foreign currency losses (gain)	50	(110)	86	-	-	-
Fair value gain on financial assets at FVOCI	-	-	-	6,973	6,568	-
Other expenses	(13,072)	(9,663)	(38,296)	-	-	-
Net Deferred Tax Expense (Benefit)	<u>(31,746)</u>	<u>(172,821)</u>	<u>(60,389)</u>	<u>(823)</u>	<u>(6,397)</u>	<u>1,599</u>

Net deferred tax assets of the Company are not allowed to be offset against net deferred tax liabilities of other subsidiaries, or vice versa, for purposes of consolidation.

No deferred tax has been recognized on the Group's accumulated share in net profit and other comprehensive income (loss) of associates in all the years presented. The Group has no liability for tax should the amounts be declared as dividends since dividend income received from domestic corporations by a domestic corporation is not subject to income tax.

For the years ended December 31, 2024, 2023 and 2022, most of the operating subsidiaries incurred MCIT as it exceeded their respective regular corporate income tax. MCIT is equivalent to 2% or 1.5% of gross income, as defined in the tax regulations.

The NOLCO and excess MCIT incurred by the entities within the Group can be claimed as deductions from their respective future taxable profits and tax payable, respectively, within three years after the year the tax loss or MCIT was incurred, except for the NOLCO incurred in 2021 and 2020 which can be claimed as deduction within five years, pursuant to Section 4 (bbbb) of RA No. 11494, *Bayanihan to Recover as One Act* (otherwise known as Bayanihan II) and as implemented through Revenue Regulations No. 25-2021.

Presented below are the details of the Group's NOLCO and MCIT.

Year Incurred/Paid	Carryforward Benefits Up To	Amounts in PHP	
		NOLCO	MCIT
2024	December 31, 2027	172,303	13,966
2023	December 31, 2026	439,451	5,795
2022	December 31, 2025	244,808	7,410
2021	December 31, 2026	52,621	-
2020	December 31, 2025	315,425	-
		1,224,608	27,171

For financial reporting purposes, no deferred tax assets relating to NOLCO and MCIT were generally recognized by the subsidiaries. Management believes that there is no assurance that their related tax benefits will be realized by these subsidiaries within the prescribed period. The details of unrecognized deferred tax assets are as follows:

(Amounts in PHP)	2024	2023
NOLCO	1,084,700	936,265
MCIT	873	1,038
	1,085,573	937,303

24. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The Group's related parties include intermediate parent company, associates, other entities under common control and the Group's key management and retirement fund plan as described on the succeeding page. Related parties under common control are subsidiaries and associates of SMC through direct or indirect equity ownership.

Presented below are the transactions with related parties.

<i>(Amounts in PHP)</i>								
Related Parties	Notes	Year	Revenue From Related Parties (a)	Purchases From Related Parties (b)	Amounts Owed by Related Parties (c)	Amounts Owed to Related Parties (d)	Terms	Conditions
Intermediate Parent Company	7, 17	2024	155,610	76,612	16,394	3,258,245	On demand or 30 days from the date of billing and noninterest-bearing	Partially-secured by advance rentals and security deposits, and unsecured
		2023	143,609	79,638	15,154	104,777		
		2022	140,993	73,956	5,030	101,516		
	34	2024	-	-	-	2,540,296	Upon issuance of shares	To be used only as payment for future issuance of shares
		2023	-	-	-	748,126		
Under Common Control	4, 7, 8, 17	2024	1,247,353	215,834	740,449	5,506,486	On demand and 30 days from the date of billing and within one year and noninterest-bearing; payable in quarterly and annual installments, interest bearing	Partially-secured by advance rentals and security deposits, and unsecured
		2023	1,225,950	561,142	627,908	9,493,139		
		2022	1,065,463	9,785,978	584,823	9,478,813		
Associates	21.2	2024	145,526	-	468,842	46	On demand; Interest-bearing	Secured
		2023	2,148	-	313,178	-		
		2022	522	-	272,866	-		
		2024	<u>1,548,489</u>	<u>292,446</u>	<u>1,225,685</u>	<u>11,305,073</u>		
		2023	<u>1,371,707</u>	<u>640,780</u>	<u>956,240</u>	<u>10,346,042</u>		
		2022	<u>1,206,978</u>	<u>9,859,934</u>	<u>862,719</u>	<u>9,580,329</u>		

- (a) Revenue from related parties consist of real estate sales, rental income, real estate services, room revenues, sale of food and beverages and interest income from deposits with the Group's associate.
- (b) Purchases from related parties consist of management and other administrative services, technical services and administration of the construction of the Group's real estate projects, implementation of computer software, and purchase of raw land inventory and additional subsidiaries and interest expense on accounts payable.
- (c) Amounts owed by related parties consist of contract receivables, rental receivables, due from related parties, and cash deposits. Contract receivables are payable in cash based on monthly amortization schedule. Rental receivables from lease of properties are payable in cash within 30 days from the date of billing. Accounts receivables and cash advances are payable in cash on demand.
- (d) Amounts owed to related parties consist of accounts payable, due to related parties, advance rentals, and security deposits, which are all payable in cash. Leases to related parties are secured with advance rentals, which are applied at the end of the lease term. Security deposits are refundable in cash at the end of the lease term. Deposits from SMC pertains to payments made for future stock subscription amounting to P2,540,296 (see Note 25.2).

- (e) The Group maintains a partially funded, noncontributory post-employment defined benefit plan that is being administered by the BOT of the Group's retirement plan. The fair value of the Group's retirement plan assets totaled P111,373 and P99,986 as of December 31, 2024 and 2023, respectively, with an asset ceiling amounting to P4,678 as of December 31, 2022 (see Note 22.2). The Group's plan assets includes shares of stock and debt securities issued by public entities within the SMC Group which accounts for 1.14% and 1.10% of the FIP and 0% of the STP as of December 31, 2024 and 2023. The details of the retirement plan are presented in Note 22.2. The Group has no transaction with the retirement plan other than contribution and benefit payments.
- (f) The compensation of key management personnel of the Group is broken down as follows:

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	59,287	46,787	49,466
Post-employment benefit	4,819	1,740	1,833
	<u>64,106</u>	<u>48,527</u>	<u>51,299</u>

25. EQUITY

25.1 Capital Stock

The Group's capital stock consists of:

<i>(Amounts in PHP, except share date)</i>	<u>Shares</u>		<u>Amounts</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Capital stock – P10 par value				
Authorized	<u>1,500,000,000</u>	1,500,000,000	<u>15,000,000</u>	15,000,000
Issued and subscribed:				
Balance at beginning of year	1,500,000,000	1,370,553,798	15,000,000	13,705,538
Issued during the year	<u>-</u>	<u>129,446,202</u>	<u>-</u>	<u>1,294,462</u>
Balance at end of year	<u>1,500,000,000</u>	<u>1,500,000,000</u>	<u>15,000,000</u>	<u>15,000,000</u>
Subscription receivable:				
Balance at beginning of year			-	(178,950)
Collections during the year			<u>-</u>	<u>178,950</u>
Balance at end of year			<u>-</u>	<u>-</u>
Issued and subscribed – net of subscription receivables	1,500,000,000	1,500,000,000	15,000,000	15,000,000
Treasury stock – at cost	<u>(315,771)</u>	<u>(315,771)</u>	<u>(9,515)</u>	<u>(9,515)</u>
Total issued and outstanding	<u>1,499,684,229</u>	<u>1,499,684,229</u>	<u>14,990,485</u>	<u>14,990,485</u>
Additional paid-in capital:				
Balance at beginning of year			14,413,081	12,952,613
Issuance of shares during the year			-	1,473,412
Share issue cost			<u>-</u>	<u>(12,944)</u>
Balance at end of year			<u>14,413,081</u>	<u>14,413,081</u>

On January 30, 1998, the Company and Monterey Farms Corporation (MFC) executed a merger, which made MFC as the surviving entity. Prior to the merger, the shares of MFC totaling 115,919,850 was already listed and approved by PSE on January 30, 1986. These shares were initially issued at an offer price of P10 per share. There were no additional shares listed subsequent to the initial listing. On July 14, 1998, the SEC approved the change of corporate name from MFC to San Miguel Properties, Inc.

On January 3, 2012, the PSE issued Memorandum Circular No. 2012-0003, announcing the effectivity of the Amended Rule on Minimum Public Ownership. Under this memorandum, all listed companies are required to maintain a minimum public ownership of 10% of all issued and outstanding shares. On December 28, 2012, the Group received a letter from PSE imposing trading suspension until June 30, 2013 due to failure to comply with the minimum public ownership requirement.

On February 5, 2013, the BOD approved the filing of the petition for voluntary delisting and conduct of a tender for the acquisition of common shares held by the minority shares. On March 4, 2013, the Group filed with the PSE the petition for voluntary delisting with May 6, 2013 as the effective date of the delisting of the Group's common shares from the PSE. On April 25, 2013, the PSE approved the voluntary delisting of the Group following the completed tender offer made to acquire 1,072 shares from minority shareholders, of which 309 shares was transferred and recorded as treasury shares for an equivalent transaction value of P41.

In 2023 and 2022, SMC, on separate occasions, subscribed to additional shares in the Company from the unsubscribed portion of existing authorized capital stock. This subscription consequently resulted to yearly total additions to Capital Stock and Additional Paid-in Capital accounts. Total costs amounting to P12,944 and P24,038, respectively, which are directly attributable to the issuance of shares were deducted from the Additional Paid-In capital account. The subscription receivable amounting to P357,900 remains uncollected as of December 31, 2022 and is fully paid as of December 31, 2023. There was no similar transaction in 2024.

The Company has more than 200 stockholders holding shares of the Company's capital stock as of December 31, 2024 and 2023. The Company is still qualified to be a public corporation based on its quasi-public registration with the SEC.

As of December 31, 2024 and 2023, the Group has 75 stockholders owning 100 or more shares each of the Group's capital stock.

25.2 Deposit for Future Stock Subscription

In 2023, the Company received funds from SMC amounting to P748,126 and is recognized as a liability in the 2023 consolidated statement of financial position.

On March 4, 2024, the BOD approved, ratified and confirmed the increase in authorized capital stock of the Company from P15,000,000 to P17,000,000 divided in 1,700,000,000 shares of stocks with par value of P10. During the year, a series of additional investments from SMC were received amounting to P1,792,170. On August 12, 2024, the Company filed an application for the increase in authorized capital stock. As a result, the Deposit For Future Stock Subscription amounting to P2,540,296 was presented under the equity section in the 2024 consolidated statement of financial position.

25.3 Restriction on Retained Earnings

Retained earnings is restricted for dividend declaration in the amount of P9,515 equivalent to the cost of the 315,771 shares held in treasury as of December 31, 2024 and 2023, and the accumulated share in profit of associates amounting to P4,762,466 and P4,122,254 for the years then ended December 31, 2024 and 2023, respectively (see Note 11.1).

On December 16, 2024, the BOD approved the declaration of cash dividends of P2.67 per common share on the outstanding capital stock of the Company of 1,499,684,229 shares or equivalent to P4,004,157 payable on or before December 31, 2025. As at December 31, 2024, outstanding dividend payable of P3,154,310 is presented as Dividend Payable in the current liabilities section of the consolidated statement of financial position.

25.4 Appropriation of Retained Earnings

In 2017, the Group's BOD approved the appropriation of P4,500,000 of the Group's retained earnings for the development of Caticlan projects which are expected to be completed within the next ten to fifteen years from the appropriation.

On May 8, 2023, the Company's BOD reversed the appropriation amounting to P4,500,000 as the purpose of such appropriations were currently on hold. Also on the same date, the Company's BOD approved the appropriation of P4,500,000 of the Company's unrestricted retained earnings for the development of Bugsuk Projects which are expected to be completed within the next fifteen years from appropriation. However, such appropriation was subsequently reversed during the November 6, 2024 Board meeting due to material changes in project timeline and funding requirements.

25.5 Other Reserves

In 2010, GSIS exercised the put option which gave the Group 100% equity ownership interest in SMPI Flagship.

In 2018 and 2016, the Group acquired interests in Integrated Geosolution and ZEE2 Resources for a total consideration amounting to P229,500 and P290,700, respectively. Also in 2022, the Group acquired the remaining 31.7% NCI in Integrated Geosolutions, Inc. for a total consideration of P1,050,040.

The Group also increased its ownership interest in the subsidiaries acquired through asset acquisition in 2022 from 76% to 94% and in 2021 for up to 76%, for an additional consideration of P900,000 and P300,000, respectively.

In 2024, the Group acquired the remaining noncontrolling interest of E-fare Investment Holdings, Inc. for a total consideration of P619.

Such changes in ownership interest did not result to obtaining or losing control, hence, the differences between consideration or exercise price of the put option paid by the Group and corresponding additional shares in the net assets acquired by the Group as of December 31, 2024 and 2023 amounted to P1,194,693 and P1,194,694, respectively, is recognized as Other Reserves under the Equity section of consolidated statements of financial position (see Note 5.1).

26. EARNINGS PER SHARE

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

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Net profit attributable to owners of the Company for the year	2,264,477	424,457	383,592
Divided by weighted average number of outstanding common shares <i>(in thousands)</i>	<u>1,492,890</u>	<u>1,399,523</u>	<u>1,233,302</u>
Earnings per share – basic and diluted	<u>1.52</u>	<u>0.30</u>	<u>0.31</u>

Diluted earnings per share equal the basic earnings per share since the Group does not have dilutive shares as of December 31, 2024, 2023 and 2022.

27. COMMITMENTS AND CONTINGENCIES

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

27.1 Lease Commitments – Group as Lessor

The Group is subject to risk incidental to the operation of its office and commercial properties, which include, among others, changes in market rental rates, inability to renew leases upon lease expiration, and inability to collect rent from tenants due to bankruptcy or insolvency of tenants. If the expected growth does not meet management's expectations, or in the case of office and commercial properties, more stringent health measures are imposed resulting to further temporary or permanent reductions or closures of their establishments, the Group may not be able to lease their properties in a timely manner, collect rent at profitable rates, or even offer lease concessions.

To mitigate these risks, tenants pay security deposits and advance rent equal to two to three months' rent, which are forfeited in case a tenant pre-terminates without prior notice or before the expiry of lease term without cause. In addition, tenants are usually required to pay the monthly rent in advance on a monthly basis, without need of further demand. Security deposits and advance rentals are presented as Advance Rentals and Deposit in the consolidated statements of financial position (see Note 24).

(a) Finance Lease

The Group has several long-term subleases which met the requirements to be recognized as a finance lease. Future minimum lease payments receivable (MLPR) under these leases together with the present value (PV) of net minimum lease payments receivable (NMLPR) are presented on the succeeding page.

<i>(Amounts in PHP)</i>	2024		2023	
	Future MLPR	PV of NMLPR	Future MLPR	PV of NMLPR
Within one year	15,988	14,138	15,512	12,497
After one year but not more than two years	13,752	13,209	15,988	14,138
After two years but not more than three years	-	-	13,752	13,209
Total MLP	29,740	27,347	45,252	39,844
Amounts representing finance charges	(2,393)	-	(5,408)	-
Present value of MLPR	<u>27,347</u>	<u>27,347</u>	<u>39,844</u>	<u>39,844</u>

The net investment relating to this finance lease is presented as Finance lease receivables under Receivables in the consolidated statements of financial position (see Note 7). In 2024, 2023, and 2022, interest income recognized on the net investment in finance leases amounting to P3,015, P4,044, and P4,947 respectively, is presented as part of Finance Income in the consolidated statements of comprehensive income (see Note 21.2).

(b) Operating Leases

The Group is a lessor under operating leases covering certain real estate properties. The leases have terms ranging from one to ten years, with renewal options, and include annual escalation rates of 3% to 10%.

The future minimum lease collections receivable under these operating leases as of December 31 are presented below.

<i>(Amounts in PHP)</i>	2024	2023
Within one year	1,248,901	587,856
After one year but not more than five years	1,181,295	1,215,125
After five years but not more than ten years	1,410,777	3,061,183
More than ten years	3,581,273	2,206,212
	<u>7,422,246</u>	<u>7,070,376</u>

The total rentals from these operating leases amounted to P752,759, P725,512, and P704,006 in 2024, 2023 and 2022, respectively, and presented as part of Rental Income in the consolidated statements of comprehensive income

27.2 Legal Claims

There are pending claims and legal actions filed by the Group or against the Group arising from the normal course of business.

In 2007, a provision amounting to P4,564 in connection with Excel Unified's pending settlement of a dispute regarding a right of way in Wedgewoods was recognized. The provision remains outstanding as of the reporting periods and is presented as part of Provisions under Trade and Other Payables account in the consolidated statements of financial position (see Note 17). The Group's management, based on the advice of its legal counsels, believes that the recognized provision with regard to its legal case is reasonable and additional liabilities or losses, if any, that may arise from other claims will not have material effect on its consolidated financial statements.

27.3 Others

There are other contingencies that arise in the normal course of business that are not recognized in the Group's consolidated financial statements. As of December 31, 2024 and 2023, the Group's management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Group's consolidated financial statements.

28. RISK MANAGEMENT OBJECTIVES AND POLICIES

It is the Group's policy to ensure that capabilities exist for active and prudent management of its financial risks. The Group does not engage in any speculative derivative transactions. The BOD has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's principal financial instruments include non-derivative instruments which arise directly from its operations. The financial risks to which the Group is exposed to are described below and on the succeeding pages.

28.1 Market Risk

(a) Foreign Currency Risk

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

(b) Interest Rate Sensitivity

The Group's exposure to changes in interest rates relates primarily to the Group's interest-bearing loans and borrowings and cash and cash equivalents, which are subject to variable interest rates. All other financial assets and financial liabilities have fixed rates or are not subject to interest rates.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debt. In managing interest rate, the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in interest rates would have an impact on consolidated earnings.

The table presented on the succeeding page illustrates the sensitivity of consolidated profit before tax for the years in regard to the Group's cash and cash equivalents and interest-bearing loans and borrowings. These percentages have been determined based on the average market volatility rates, using standard deviation, in the previous 12 months, estimated at 99% level of confidence. The sensitivity analysis on the succeeding page is based on the Group's financial instruments held at end of the reporting periods.

	2024		2023		2022	
	Reasonably possible change in rate	Effect in profit before tax	Reasonably possible change in rate	Effect in profit before tax	Reasonably possible change in rate	Effect in profit before tax
<i>(Amounts in PHP)</i>						
Profit before tax:						
Net increase	+3.48%	(20,768)	+3.27%	(19,075)	+1.40%	(31,487)
Net decrease	-3.48%	20,768	-3.27%	19,075	-1.40%	31,487

(c) *Other Price Risk Sensitivity*

The Group's market price risk arises from its financial assets at FVOCI, which is considered negligible as the amount of the assets, including the effect of sensitivity to fair value changes, is not material to the consolidated financial statements. It manages its risk arising from changes in market price by monitoring the changes in the market price of the investment.

28.2 Credit Risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. It is the Group's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Group ensures that sales of real estate are made to customers with appropriate credit history and has an internal mechanism to monitor the granting of credit and management of credit exposures. The Group has provided allowance for impairment on receivables, based on its assessment, for potential losses on credits extended. The Group's contract receivables are effectively collateralized by real estate titles, which are subject to rescission and repossession upon nonpayment after reasonable collection effort has been exerted by the Group. The Group's rental receivables, on the other hand, are effectively collateralized by security deposits and advance rentals which can be applied by the Group upon default of the lessee of its contracted rental payment. Other financial assets are not secured by any collateral or other credit enhancements, except for cash and cash equivalents.

The Group's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amount of these instruments, net of the value of advance rentals, security deposits and collaterals, if any.

Generally, the maximum credit risk exposure of financial assets and contract assets is the carrying amount of the related assets as shown on the face of the consolidated statements of financial position as of December 31 (or in the detailed analysis provided in the notes to the consolidated financial statements), as shown below.

<i>(Amounts in PHP)</i>	Notes	2024	2023
Cash and cash equivalents	6	1,023,555	1,362,513
Receivables – net (excluding advances to contractors)	7	1,602,740	876,716
		2,626,295	2,239,229

(a) *Cash and Cash Equivalents*

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P500 for every depositor per banking institution. Effective March 15, 2025, maximum coverage increased to P1000 for every depositor per banking institution.

(b) *Receivables and Contract Assets*

The Group applies the simplified approach in measuring ECL which uses a lifetime expected loss allowance for all receivables and contract assets.

The Group's contract receivables and contract assets relate to receivables from third parties and related parties arising from sale of real estate and undeveloped land. The Group uses credit loss rate approach to calculate ECL for contract receivables and contract assets. The management determined that there is no required ECL to be recognized on the Group's contract receivables and contract assets as it is secured to the extent of the fair value of the real properties sold since the title to the real estate properties remains with the Group until the contract assets or receivables are fully collected. Therefore, there is no expected loss given default as the recoverable amount from subsequent resale of the real estate is sufficient. The estimated fair value of the security enhancements held against contract assets and contract receivables are presented below.

<i>(Amounts in PHP)</i>	Gross Maximum Exposure	Fair Value of Collaterals	Net Exposure	Financial Effect Of Collaterals
<u>2024</u>				
Contract receivables	534,513	982,889	-	534,513
<u>2023</u>				
Contract receivables	877,104	1,260,526	-	877,104

ECL for the Group's due from related parties, on the other hand, is determined based on the related parties' ability to repay the advances upon demand at the reporting date, taking into consideration historical defaults from the related parties.

Other components of Receivables such as rental receivables, finance lease receivables and other receivables are evaluated by the Group for impairment based on the available liquid assets and credit standing of the counterparties. Further, rental receivables are secured to the extent of advance rental and rental deposit received from the lessees.

In the process of applying PFRS 9, the Group has identified individually significant items on Receivables which require impairment. Impaired accounts refer to those accounts that are considered credit-impaired, which were non-moving for more than three years, and all those accounts which the Group assessed to be uncollectible.

The Group's management considers that all the financial assets are not impaired, except those specifically provided with allowance for impairment, as of the end of the reporting periods.

28.3 Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments or that a market for derivatives may not exist in some circumstances.

The Group's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; (c) to be able to access funding when needed at the least possible cost; and, (d) to maintain an adequate time spread of refinancing maturities.

The maturity profile of the Group's financial liabilities (except lease liabilities – see Note 18.1) as of December 31, 2024 and 2023 based on contractual undiscounted payments is as follows:

<i>(Amounts in PHP)</i>	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 3 Years	Later than 3 Years
December 31, 2024				
Loans and borrowings	10,215,985	-	-	-
Trade and other payables	4,612,220	149,424	3,506,071	-
Dividends payable	-	3,154,310	-	-
Due to related parties	33,357	-	-	-
Rental deposits	49,629	48,488	18,871	300
	14,911,191	3,352,222	3,524,942	300
December 31, 2023				
Loans and borrowings	10,946,958	-	-	-
Trade and other payables	4,010,623	177,577	6,481,694	-
Due to related parties	33,357	-	-	-
Rental deposits	55,596	21,072	30,125	1,187
	15,046,534	198,649	6,511,819	1,187

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

29. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

29.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown on the succeeding page.

(Amounts in PHP)	Notes	2024		2023	
		Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Assets:					
Financial assets at amortized cost:					
Cash and cash equivalents	6	1,023,555	1,023,555	1,362,513	1,362,513
Receivables – net (excluding advances to contractors)	7	1,602,740	1,602,740	876,716	876,716
Financial asset at fair value – Financial assets at FVOCI	15.2	81,654	81,654	39,884	39,884
		2,707,949	2,707,949	2,279,113	2,279,113
Financial Liabilities –					
Financial liabilities at amortized cost:					
Loans and borrowings	16	10,173,600	10,173,600	10,896,400	10,896,400
Trade and other payables	17	7,119,020	6,958,383	9,529,370	8,964,709
Lease liabilities	18	85,688	99,695	122,710	145,004
Due to related parties	24	33,357	33,357	33,357	33,357
Rental deposits	24	117,288	117,288	107,980	107,980
		17,528,953	17,382,323	20,689,817	20,147,450

A description of the Group’s risk management objectives and policies for financial instruments is provided in Note 28.

29.2 Offsetting of Financial Assets and Financial Liabilities

The Group has not set-off financial instruments in 2024 and 2023 and does not have relevant offsetting arrangements. Currently, all financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties’ BODs and stockholders. As such, the Group’s outstanding receivables from and payables to the same related parties as presented in Notes 7 and 24 can be potentially offset to the extent of their corresponding outstanding balances.

30. FAIR VALUE MEASUREMENT AND DISCLOSURES

30.1 Fair Value Hierarchy

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

The fair value hierarchy has the following levels:

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

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

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

The quoted market price used for financial assets held by the Group is the current bid price.

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

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

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

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

30.3 Fair Value Measurement of Financial Assets at Fair Value

The Group's golf club shares classified as financial assets at FVOCI are included in Level 2 as their prices are not derived from market considered as active due to lack of trading activities among market participants at the end or close to the end of the reporting period.

The Group recognized a change in the fair value of these financial assets, resulting in an unrealized gain of P27,891 and P26,273 in 2024 and 2023, respectively. Any changes in fair value is presented as Fair Value Gains on Financial Assets at Fair Value through Other Comprehensive Income in the consolidated statements of comprehensive income and the accumulated changes is presented as Accumulated Fair Value Losses in the Equity section of the consolidated statements of financial position.

The Group has no financial liabilities measured at fair value as of December 31, 2024 and 2023.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in 2024 and 2023.

30.4 Fair Value Measurement on Nonfinancial Assets

Management considers the hierarchy of disclosed fair values of raw land inventory and investment property measured at cost and the fair value used to determine the impairment loss on certain property and equipment to be at Level 3. The fair value is determined on the basis of the appraisals performed by an independent appraiser with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations from existing bid and offer prices and from recent sale transactions of adjacent properties. To some extent, the valuation process was conducted by the appraiser in discussion with the Group's management with respect to the determination of the inputs such as the size, age, and condition of the land and buildings, and the comparable prices in the corresponding property location.

In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's investment properties and raw land inventory are their current use.

The Level 3 fair value of raw land inventory and investment properties was derived using the observable recent transaction prices for similar properties in nearby locations adjusted for differences in key attributes such as property size, zoning, and accessibility. The most significant input into this valuation approach is the price per square meter, hence, the higher the price per square meter, the higher the fair value.

There has been no change to the valuation techniques used by the Group during the year for its investment properties. Also, there were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in 2024 and 2023.

31. CAPITAL MANAGEMENT OBJECTIVE, POLICIES AND PROCEDURES

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to stockholders or issue new shares.

The Group defines capital as paid-in capital stock, which includes additional paid-in capital and retained earnings, both restricted and available for dividend declaration portions. Other components of equity such as treasury shares and revaluation reserves are excluded from capital for purposes of capital management. The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Group's external environment and the risks underlying the Group's business, operation, and industry.

The Group monitors capital on the basis of debt-to-equity ratio, which is calculated as total liabilities (excluding deferred tax liabilities) divided by total equity attributable to owners of the Group (excluding accumulated fair value losses, cumulative translation adjustment and reserve for retirement plan). Capital for the reporting periods as of December 31 under review is summarized below.

<i>(Amounts in PHP)</i>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Total liabilities	21,379,416	21,892,520	23,985,274
Total equity	39,188,447	38,336,442	34,978,105
Debt-to-equity ratio	0.55:1.00	0.57:1.00	0.69:1.00

The Group, except for BankCom which is subject to certain capitalization requirements by the BSP, is not subject to externally imposed capital requirements.

32. SUPPLEMENTAL INFORMATION ON NONCASH ACTIVITIES

Discussed below and on the succeeding page is the supplemental information on noncash investing activities relative to the consolidated statements of cash flows of the Group.

<i>(Amounts in PHP)</i>				
<u>Nature of Transactions</u>	<u>Notes</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
(a) Reclassification of investment property to real estate project	8, 12	155,549	1,772	101,302
(b) Reclassification of deposit on future land development to investment property	10, 12	67,467	38,510	592,561
(c) Advances to contractors capitalized as property and equipment	13	22,567	4,701	9,722
(d) Depreciation expense capitalized as property and equipment	13	21,704	21,569	21,072
(e) Reclassification of property and equipment to payable	13, 17	20,414	-	-
(f) Advances to contractors capitalized as investment properties	12	12,718	82,965	37,985
(g) Reclassification of materials and supplies to property and equipment	13, 20	11,598	-	-
(h) Accretion of interest	18.2	8,858	10,898	10,181
(i) Reclassification of trade payable to investment property	12, 17	8,738	-	-
(j) Reclassification of raw land inventory to real estate projects	8, 9	6,974	-	-
(k) Additional lease liabilities	13, 18	4,166	39,533	10,181

(Amounts in PHP)

Nature of Transactions	Notes	2024	2023	2022
(l) Reclassification of investment property to property and equipment	12, 13	2,625	-	363,812
(m) Reclassification of certain raw land inventory to investment property	9, 12	312	2,907	3,373
(n) Reclassification of property and equipment to profit/loss miscellaneous		72	-	-
(o) Reclassification of investment property to operating expenses	12, 20	54	-	-
(p) Reclassification of property and equipment to investment property	12, 13	-	430,991	-
(q) Reclassification of investment property to raw land inventory	9, 12	-	186,302	270,130
(r) Reclassification of deposit on future land development to real estate project	8, 10	-	70,682	-
(s) Reclassification of property and equipment to materials and supplies	13, 20	-	15,093	-
(t) Reclassification of prepayments to property and equipment	13, 15	-	7,886	-
(u) Reclassification of other assets to investment property	12, 15	-	1,453	-
(v) Reclassification of investment property to trade payable	12, 17	-	1,072	-
(w) Reclassification of prepayments to equity advances	11	-	920	-
(x) Reclassification of capital projects-in-progress to intangible assets	14	-	228	-
(y) Reclassification of deposit on land for future development to raw land inventory	9	-	16	-
(z) Reclassification of equity advances as a part of consideration for asset acquisition	11	-	-	156,792
(aa) Advances to contractors capitalized as intangible assets	14	-	-	2,160
(ab) Reclassification of raw land inventory to deposit on land for future development	9, 10	-	-	500

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Presented below is the reconciliation of the Group's liabilities arising from financing activities as at the beginning and end of 2024, 2023 and 2022, which includes both cash and non-cash changes.

<i>(Amounts in PHP)</i>	Loans and Borrowings <i>(see Note 16)</i>	Accrued Interest Payable <i>(see Notes 16 and 17)</i>	Due to Related Parties <i>(see Note 24)</i>	Lease Liabilities <i>(see Note 18)</i>	Total
Balance as at January 1, 2024	10,896,400	174,392	33,357	122,710	11,226,859
Cash flows from financing activities:					
Additional loans and borrowings	74,532,900	-	-	-	74,532,900
Repayment of loans and borrowings	(75,255,700)	-	-	-	(75,255,700)
Repayment of lease liabilities	-	-	-	(41,188)	(41,188)
Interests paid	-	(867,697)	-	(8,858)	(876,555)
Non-cash financing activities:					
Recognition of lease liabilities	-	-	-	4,166	4,166
Accretion of interest	-	859,526	-	8,858	868,384
Balance as at December 31, 2024	10,173,600	166,221	33,357	85,688	10,458,866
Balance as at January 1, 2023	11,475,900	167,449	33,357	114,955	11,791,661
Cash flows from financing activities:					
Additional loans and borrowings	89,350,400	-	-	-	89,350,400
Repayment of loans and borrowings	(89,929,900)	-	-	-	(89,929,900)
Repayment of lease liabilities	-	-	-	(30,448)	(30,448)
Interests paid	-	(831,489)	-	(10,898)	(842,387)
Non-cash financing activities:					
Recognition of lease liabilities	-	-	-	38,203	38,203
Accretion of interest	-	838,432	-	10,898	849,330
Balance as at December 31, 2023	10,896,400	174,392	33,357	122,710	11,226,859
Balance as at January 1, 2022	11,927,100	19,609	33,357	121,894	12,101,960
Cash flows from financing activities:					
Additional loans and borrowings	106,318,300	-	-	-	106,318,300
Repayment of loans and borrowings	(106,769,500)	-	-	-	(106,769,500)
Repayment of lease liabilities	-	-	-	(17,587)	(17,587)
Interests paid	-	(355,613)	-	(10,181)	(365,794)
Non-cash financing activities:					
Recognition of lease liabilities	-	-	-	10,648	10,648
Accretion of interest	-	503,453	-	10,181	513,634
Balance as at December 31, 2022	11,475,900	167,449	33,357	114,955	11,791,661



Report of Independent Auditors to Accompany Supplementary Information Required by the Securities and Exchange Commission Filed Separately from the Basic Consolidated Financial Statements

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**The Board of Directors and Stockholders
San Miguel Properties, Inc. and Subsidiaries
(A Subsidiary of San Miguel Corporation)**
3rd Floor, San Miguel Head Office Complex
No. 40 San Miguel Ave., Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of San Miguel Properties, Inc. and Subsidiaries (the Group) as of and for the year ended December 31, 2024, on which we have rendered our report dated March 3, 2025. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code Rule 68 and is not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards). Such supplementary information is the responsibility of the Group's management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

PUNONGBAYAN & ARAULLO

A handwritten signature in black ink, appearing to read "Renan A. Piamonte".

By: Renan A. Piamonte
Partner

CPA Reg. No. 0107805
TIN 221-843-037
PTR No. 10465913, January 2, 2025, Makati City
BIR AN 08-002511-037-2022 (until October 13, 2025)
BOA/PRC Cert. of Reg. No. 0002/P-010 (until August 12, 2027)

March 3, 2025

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES
December 31, 2024

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SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES

SEC Released Amended SRC Rule 68

Annex 68-E

Schedule A - Financial Assets (Financial Assets at Fair Value Through Other Comprehensive Income)

December 31, 2024

(Amounts in Thousand Philippine Pesos)

<i>Name of issuing entity and association of each issue</i>	<i>Number of shares or principal amount of bonds or notes</i>		<i>Amount shown on the balance sheet</i>		<i>Valued based on the market quotation at balance sheet date</i>		<i>Income received and accrued</i>
Riviera Golf Shares	26	P	50,000	P	50,000	P	-
Riviera Country Club	48		1,344		1,344		-
Sta. Elena Golf	1		24,000		24,000		-
Mimosa Golf	4		1,600		1,600		-
Meralco	91,011		910		910		-
Apo Golf	1		650		650		-
Tagaytay Midlands	1		2,800		2,800		-
Metroclub	1		350		350		-
Italian Country Club	89		-		-		-
	<u>91,182</u>	<u>P</u>	<u>81,654</u>	<u>P</u>	<u>81,654</u>	<u>P</u>	<u>-</u>

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES

SEC Released Amended SRC Rule 68

Annex 68-E

Schedule B - Amounts Receivable/Accounts Payable from/to Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

December 31, 2024

(Amounts in Thousand Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at end of period</i>
			<i>Amounts collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Not current</i>	

NOT APPLICABLE

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E

Schedule C - Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at the beginning of the period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at the end of the period</i>
			<i>Amounts Collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non Current</i>	
Advances to Subsidiaries:							
512 Acacia Holdings Corporatio	P 31,199	P -	-	P -	P 31,199	P -	P 31,199
Agricultural Investors, Inc	465	308	-	-	773	-	773
Apice Solare Resources Corp.	6,574	11 (	-	11)	6,574	-	6,574
Auburnrite Holdings, Inc.	517,364	9 (	-	9)	517,364	-	517,364
Bricktree Properties, Inc.	38,730	12,666 (	-	5,006)	46,390	-	46,390
Bright Ventures Realty, Inc.	1	1,426 (	-	1,426)	1	-	1
Brillar Realty And Development	11,333	12 (	-	12)	11,333	-	11,333
Bulalacao Property Holdings In	4,115	40	-	-	4,155	-	4,155
Busuanga Bay Holdings, Inc.	8,948	43	-	-	8,991	-	8,991
Calamian Prime Holdings, Inc.	3,237	39	-	-	3,276	-	3,276
Carnell Realty, Inc.	68,343	30,086 (	-	12)	98,417	-	98,417
Casa Sabroso Holdings Inc.	-	-	-	-	-	-	-
Caticlandscapes Realty Developm	8,922	104 (	-	104)	8,922	-	8,922
Cliffside Rock Realty, Inc.	-	20 (	-	20)	-	-	-
Coron Islands Holdings, Inc.	15,581	41	-	-	15,622	-	15,622
Dimanyan Wakes Holdings, Inc.	6,942	42	-	-	6,984	-	6,984
Dor Adab Realty Development In	953	20 (	-	20)	953	-	953
E- Fare Investment Holdings, I	-	169 (	-	169)	-	-	-
El Montañas Realty Corp	33,606	11 (	-	11)	33,606	-	33,606
Elite Montagne (Bel Aldea Real	7,028	-	-	7,028)	-	-	-
Excel Unified Land Resources C	-	43 (	-	43)	-	-	-
First Hq-Ayala Business Center	-	8 (	-	8)	-	-	-
First Monte Sierra Realty Corp	64,015	-	-	-	64,015	-	64,015
Grandioso Realty Corporation	121,825	12 (	-	12)	121,825	-	121,825
Habagat Realty Development Incorporated	555	127	-	-	682	-	682
<i>Balance carried forward</i>	P 949,736	P 45,237	(P 13,891)	P -	P 981,082	P -	P 981,082

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E

Schedule C - Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at the beginning of the period</i>		<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at the end of the period</i>						
				<i>Amounts Collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non Current</i>							
Advances to Subsidiaries:														
<i>Balance brought forward</i>	P	949,736	P	45,237	(P	13,891)	P	-	P	981,082	P	-	P	981,082
High Garden Land Resources Inc		61		20	(	81)	-	-	-	-	-	-	-	-
Hq Business Center Phils., Inc	-			5	(	5)	-	-	-	-	-	-	-	-
Integrated Geosolutions Inc		86,756		6,784	(	53)	-	93,487	-	-	-	-	93,487	-
Kingsborough Realty Inc.		12,140		18	(	18)	-	12,140	-	-	-	-	12,140	-
Labayug Air Terminals Incorporated		1,604		621		-	-	2,225	-	-	-	-	2,225	-
La Belle Plume (Maravilla Hous		2,292		1,105	(	372)	-	3,025	-	-	-	-	3,025	-
La Verduras Realty Corp		113,160		21	(	14,021)	-	99,160	-	-	-	-	99,160	-
Lanes & Bi-Ways Realty Corp		986,960		37,680	(	21,054)	-	1,003,586	-	-	-	-	1,003,586	-
Maison 17 Properties, Inc.	-			22	(	22)	-	-	-	-	-	-	-	-
Malay-Nabas Realty Development	-			55	(	55)	-	-	-	-	-	-	-	-
Max Harvest Holdings Inc.		1,105		7	(	7)	-	1,105	-	-	-	-	1,105	-
Moonspring Development, Inc.		3,984		1,414	(	324)	-	5,074	-	-	-	-	5,074	-
Newsclapes Haven Development, I		10,424		694	(	56)	-	11,062	-	-	-	-	11,062	-
Ocean-side Maritime Enterprises, Inc		441		73		-	-	514	-	-	-	-	514	-
Ondarre Holdings Corp.		65,252		15,826	(	6)	-	81,072	-	-	-	-	81,072	-
One Wilson Cayenne Holdings, I		5,573	-			-	-	5,573	-	-	-	-	5,573	-
Palawan White Sands Holding Co		2,366		37		-	-	2,403	-	-	-	-	2,403	-
Picanto De Alta Realty Corp		182,375		11	(	11)	-	182,375	-	-	-	-	182,375	-
Premiata Realty Inc.		24,404	-			-	-	24,404	-	-	-	-	24,404	-
Promesa Land Resources, Inc.		8,527		6	(	6)	-	8,527	-	-	-	-	8,527	-
Pura Electric Co. Inc		424		62		-	-	486	-	-	-	-	486	-
Punong Bayang Housing Development Corporation		413		56		-	-	469	-	-	-	-	469	-
Quick Silver Development		30,255		18	(	27,513)	-	2,760	-	-	-	-	2,760	-
<i>Balance carried forward</i>	P	2,488,252	P	109,772	(P	77,495)	P	-	P	2,520,529	P	-	P	2,520,529

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E

Schedule C - Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at the beginning of the period</i>		<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at the end of the period</i>						
				<i>Amounts Collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non Current</i>							
Advances to Subsidiaries:														
<i>Balance brought forward</i>	P	2,488,252	P	109,772	(P	77,495)	P	-	P	2,520,529	P	-	P	2,520,529
Rapidshare Realty And Developm		119,553	-		(	119,553)	-	-			-			-
Roca Pesada Realty Corp		13,955	-	8	(	8)	-	13,955	-		-			13,955
San Miguel Properties Inc.		-	11,928	-		-	-	11,928	-		-			11,928
Silang Resources, Inc.		-	6	(	6)	-	-	-	-		-			-
SMC Originals		118,519	-		-	-	-	118,519	-		-			118,519
Smpi Makati Flagship Realty Co		1,436	17,255	(	17,290)	-	-	1,401	-		-			1,401
Soracil Prime Inc.		753	582	(	135)	-	-	1,200	-		-			1,200
Spade One Resorts Corporation		561	120	-	-	-	-	681	-		-			681
Sta. Cruz Resource Management,		21,950	-		-	-	-	21,950	-		-			21,950
Tanauan Resources, Inc.		98,315	-		-	-	-	98,315	-		-			98,315
Tierra Castellanas Development		3,689	24	(	24)	-	-	3,689	-		-			3,689
Tierra Verdosa Real Estate Services Inc		105,139	8,430	(	13,734)	-	-	99,835	-		-			99,835
Unexplored Land Developers, Inc		469	87	-	-	-	-	556	-		-			556
Uno Clarity Investment Holding		6,378	723	-	-	-	-	7,101	-		-			7,101
Zee2 Resources Inc.		39,854	8	(	8)	-	-	39,854	-		-			39,854
Zobel Polo Club Inc.		29,421	5	(	5)	-	-	29,421	-		-			29,421
	P	3,048,244	P	148,948	(P	228,258)	P	-	P	2,968,934	P	-	P	2,968,934

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E
Schedule D - Intangible Assets - Other Assets
December 31, 2024
(Amounts in Thousand Philippine Pesos)

Description	Beginning balance	Additions at cost	Deduction			Ending balance
			Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	
Goodwill	P 27,462	P -	P -	P -	P -	P 27,462
Trademarks and Other Intangibles						
Cost:						
Software licenses	55,797	3,229	-	-	-	59,026
Land use rights	164,213	-	-	-	-	164,213
	<u>220,010</u>	<u>3,229</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>223,239</u>
Accumulated Amortization and Impairment Losses:						
Software licenses	(44,354)	(6,484)	-	-	-	(50,838)
Land use rights	(1,106)	-	-	-	-	(1,106)
	<u>(45,460)</u>	<u>(6,484)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(51,944)</u>
Net Book Value	P 202,012	(P 3,255)	P -	P -	P -	P 198,757

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
 SEC Released Amended SRC Rule 68
 Annex 68-E
 Schedule E - Long-Term Debt
 December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Title of issue and type of obligation</i>	<i>Amount authorized by indenture</i>	<i>Amount shown under caption "Current portion of long-term debt" in related balance sheet</i>	<i>Amount shown under caption "Long-Term Debt" in related balance sheet</i>
Outstanding payable on the purchase of raw land	P 3,194,444	P 1,652,394	P 1,542,050
Outstanding payable on the purchase of shares	1,932,350	1,159,410	772,940
	P 5,126,794	P 2,811,804	P 2,314,990

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E
Schedule F - Indebtedness to Related Parties
December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>		<i>Balance at end of period</i>	
San Miguel Corporation	P	33,357	P	33,357
San Miguel Global Power Holdings, Corp.		2,705,290		1,932,350
Multi-Ventures Investment Holdings, Inc.		4,472,221		3,194,444
	P	7,210,868	P	5,160,151

** The above are presented as Due to Related Parties, Trade and Other Payables and Other Non-Current Liabilities*

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E
Schedule G - Guarantees of Securities of Other Issuers
December 31, 2024
(Amounts in Thousand Philippine Pesos)

<i>Name of issuing entity of securities guaranteed by the company for which this statement is filed</i>	<i>Title of issue of each class of securities guaranteed</i>	<i>Total amount guaranteed an outstanding</i>	<i>Amount owned by person for which statement is filed</i>	<i>Nature of guarantee</i>
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NOT APPLICABLE

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
 SEC Released Amended SRC Rule 68
 Annex 68-E
 Schedule H - Capital Stock
 December 31, 2024
(Amounts in Thousand Philippine Pesos)

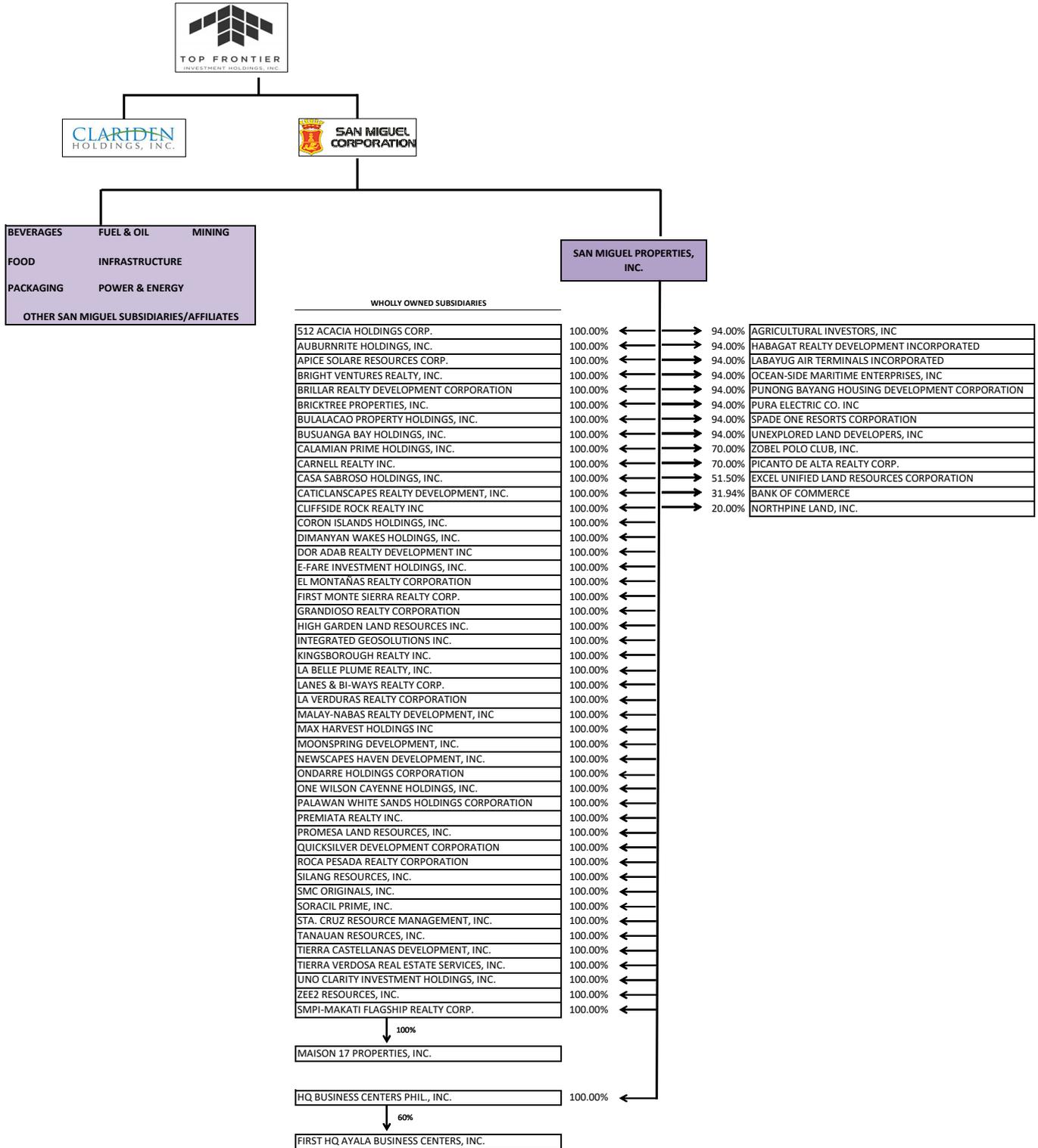
<i>Title of Issue</i>	<i>Number of shares authorized</i>	<i>Number of shares issued and outstanding as shown under the related balance sheet caption</i>	<i>Number of shares reserved for options, warrants, conversion and other rights</i>	<i>Number of shares held by</i>		
				<i>Related parties</i>	<i>Directors, officers and employees</i>	<i>Others</i>
Common shares - P10 par value	1,500,000,000	1,499,684,229	-	1,499,326,219	-	358,010

SAN MIGUEL PROPERTIES, INC.
(A Subsidiary of San Miguel Corporation)
3rd Floor, San Miguel Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City
Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2024
(Amounts in Philippine Pesos)

Unappropriated Retained Earnings at Beginning of Year	P	1,591,062,940
Add: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earning Appropriation/s	P 4,500,000,000	
Effect of restatements or prior-period adjustments	-	
Others	-	4,500,000,000
Less: Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	(4,004,157,078)	
Retained Earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others	-	(4,004,157,078)
Unappropriated Retained Earnings at Beginning of Year, as adjusted		2,086,905,862
Add/Less: Net Income (Loss) for the Current Year		1,473,961,816
Less: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	-	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of investment property	-	
Other unrealized gains or adjustments to the retained earnings as result of certain transactions accounted for under the PFRS Accounting Standards	-	
Sub-total	-	-
Add: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Realized fair value adjustment (mark-to-market gains) of financial instruments at FVTPL	-	
Realized fair value gain of investment property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS Accounting Standards	-	
Sub-total	-	-
Add: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instrument at FVTPL	-	
Reversal of previously recorded fair value gain of investment property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS Accounting Standards, previously recorded	-	
Sub-total	-	-
Adjusted Net Income/Loss		1,473,961,816
<i>Balance brought forward</i>	P	1,473,961,816

<i>Balance carried forward</i>		P <u>1,473,961,816</u>
Add: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	P -	
Sub-total		<u>-</u>
Add/ Less: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others	-	
Sub-total		<u>-</u>
Add/ Less: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	(43,422,774)	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right-of-use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	-	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction	(7,103,340)	
Adjustment due to deviation from PFRS Accounting Standards - gain (loss)	-	
Others	-	
Sub-total		<u>(50,526,114)</u>
Unappropriated Retained Earnings Available for Dividend Distribution at End of Year		P <u><u>3,510,341,564</u></u>

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
MAP SHOWING THE RELATIONSHIP AMONG AND BETWEEN THE COMPANY AND ITS RELATED ENTITIES
 December 31, 2024



SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
Supplemental Schedule of Financial Soundness Indicators
December 31, 2024, 2023, and 2022
(Amounts in Thousand Philippine Pesos)

Ratio	Formula	Ratio					
		2024		2023		2022	
Current ratio	Total current assets	15,228,420	0.81	15,017,324	0.96	15,374,377	0.95
	Total current liabilities	18,699,919		15,651,904		16,121,697	
Acid test ratio	Quick assets	2,056,191	0.11	1,676,884	0.11	2,406,437	0.15
	Total current liabilities	18,699,919		15,651,904		16,121,697	
Solvency ratio	Total liabilities	21,379,416	0.35	22,068,621	0.37	24,111,909	0.41
	Total assets	60,567,863		60,461,579		59,161,894	
Debt-to-equity ratio	Total liabilities	21,379,416	0.55	22,068,621	0.57	24,111,909	0.69
	Total equity	39,188,447		38,392,958		35,049,985	
Assets-to-equity ratio	Total assets	60,567,863	1.55	60,461,579	1.57	59,161,894	1.69
	Total equity	39,188,447		38,392,958		35,049,985	
Interest rate coverage ratio	Earnings before interest and taxes	3,214,046	5.11	946,770	1.51	761,784	1.78
	Interest expense	628,918		627,565		426,959	
Return on equity	Net profit	2,262,443	5.83%	422,289	1.15%	371,983	1.11%
	Average total equity	38,790,702		36,721,472		33,491,926	
Return on assets	Net profit	2,262,443	3.74%	422,289	0.71%	371,983	0.70%
	Average total assets	60,514,721		59,811,737		52,835,266	
Net profit margin	Net profit	2,262,443	74.61%	422,289	15.26%	371,983	17.42%
	Revenues	3,032,391		2,767,513		2,135,321	

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
Supplementary Schedule of External Auditor Fee-Related Information
For the Years Ended December 31, 2024 and 2023
(Amounts in Thousand Philippine Pesos)

	2024	2023
Total Audit Fees	P 2,975	P 2,750
Non-audit service fees:		
Other assurance service	150	-
Tax service	-	-
All other services	-	1,100
Total Non-audit Fees	150	1,100
Total Audit and Non-audit Fees of the Parent	P 3,125	P 3,850
 Audit and Non-audit fees of other related entities		
Audit fees	P 2,038	P 2,000
Non-audit services fees:		
Other assurance services	-	-
Tax services	-	-
All other services	-	-
Total Audit and Non-audit Fees of other related entities	2,038	2,000
 Total Audit and Non-audit Fees of the Group	P 5,163	P 5,850

Reports on SEC Form 17-C

Reporting Date	Report										
January 19, 2024	<p><u>Certificate of Attendance of Directors</u></p> <p><u>Certificate of Compliance with Manual on Corporate Governance</u></p>										
March 8, 2024	<p><u>Details of Other Activities Relative to the Annual Stockholders' Meeting</u></p> <p><i>The Board of Directors, during the regular board meeting held on 4 March 2024 has approved that the Annual Stockholders' Meeting of the Company will be held on 8 May 2024 and be conducted via remote communication.</i></p> <p><i>The nomination of the Company's Board of Directors and Independent Directors were duly approved during the meeting:</i></p> <ol style="list-style-type: none"> a. Ramon S. Ang b. Aurora T. Calderon c. Cecile L. Ang d. Hector L. Hofileña e. Jeronimo U. Kilayko – Independent Director f. Josefina Guevara-Salonga – Independent Director g. Karen V. Ramos <p style="padding-left: 40px;"><i>* Ferdinand K. Constantino as Board Advisor</i></p> <p><i>The Record Date and other significant dates relative to the holding of the Company's Annual Meeting are as follows:</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 50%;"><i>April 11, 2024</i></td> <td style="width: 50%;"><i>Record Date for Stockholders</i></td> </tr> <tr> <td><i>April 12 to 17, 2024</i></td> <td><i>Closing of Books for the Stockholders</i></td> </tr> <tr> <td><i>April 23, 2024</i></td> <td><i>Deadline for Submission of Proxies</i></td> </tr> <tr> <td><i>April 30, 2024</i></td> <td><i>Validation of Proxies</i></td> </tr> <tr> <td><i>May 8, 2024</i></td> <td><i>Annual Stockholders' Meeting and Organizational Meeting</i></td> </tr> </tbody> </table> <p><u>Amendment of the Articles of Incorporation to Increase the Authorized Capital Stock</u></p> <p><i>During the same meeting, the Board, as favorably endorsed by the Risk Oversight and Audit Committee, approved the following:</i></p> <ol style="list-style-type: none"> a. <i>Increase in the Authorized Capital Stock (ACS) of the Company by P2,000,000,000.00, divided into 200,000,000 common shares, from P15,000,000,000.00 total ACS, divided into 1,500,000,000 common shares to P17,000,000,000.00 total ACS, divided into 1,700,000,000 common shares.</i> b. <i>Amendment of Article VII of the Articles of Incorporation of the Company to reflect the above increase in the ACS, as follows:</i> <p style="padding-left: 40px;"><i>“That the capital stock of the Corporation is <u>SEVENTEEN BILLION PESOS (P17,000,000,000.00)</u>, Philippine Currency, divided into <u>ONE BILLION SEVEN HUNDRED MILLION (1,700,000,000)</u> common shares at the par value of TEN PESOS (P10.00) per share. (Amended by the Board of Directors on November 5, 2015 and by the Stockholders on December 17, 2015; <u>and further amended by the Board of Directors on March 4, 2024 and by the Stockholders on ___</u>)”</i></p> c. <i>Subscription of San Miguel Corporation (SMC) to 50,000,000 common shares for a subscription price of P20.00 per share or a total subscription price of P1,000,000,000.00. As of 31 December 2023, the Company recorded deposit for future stock subscription in the amount of P748,125,960.00 from SMC which shall be applied as partial payment to the subscription. In addition, the remaining balance to the subscription shall be paid in cash upon call of the Company through its Board of Directors.</i> 	<i>April 11, 2024</i>	<i>Record Date for Stockholders</i>	<i>April 12 to 17, 2024</i>	<i>Closing of Books for the Stockholders</i>	<i>April 23, 2024</i>	<i>Deadline for Submission of Proxies</i>	<i>April 30, 2024</i>	<i>Validation of Proxies</i>	<i>May 8, 2024</i>	<i>Annual Stockholders' Meeting and Organizational Meeting</i>
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<i>April 30, 2024</i>	<i>Validation of Proxies</i>										
<i>May 8, 2024</i>	<i>Annual Stockholders' Meeting and Organizational Meeting</i>										

<p>April 12, 2024</p>	<p><u>List of Stockholders</u></p> <p><i>“Please be informed that the Annual Stockholders’ Meeting of San Miguel Properties, Inc. (the “Corporation”) shall be held on 8 May 2024 (Wednesday). We shall accordingly inform the stockholders concerned of this schedule and the details as to the time, place, and other information through the publication of Notice of Meeting in the business section of the Malaya Business Insight and Daily Tribune, in both print and online format, for two (2) consecutive days.</i></p> <p><i>In addition, the Definitive Information Statement (DIS) has been posted in the Company's website with its majority shareholder – San Miguel Corporation, to be furnished with a hardcopy of the said DIS.</i></p> <p><i>In this regard, the record date for determining the list of stockholders entitled to vote during the aforementioned meeting, hereto attached as Annex “A”, is on 11 April 2024.”</i></p>
<p>April 18, 2024</p>	<p><u>Proof of Publication, Notice of Meeting, Distribution of Information Statement, and other documents in connection with 2024 Annual Stockholders’ Meeting</u></p> <p><i>“In compliance with the Securities and Exchange Commission (SEC) Notice regarding alternative mode for distributing and providing copies of the Notice of the Meeting, Information Statement, and other documents in connection with the holding of Annual Stockholders’ Meeting of San Miguel Properties which will be held on 8 May 2024, attached are the following:</i></p> <p style="padding-left: 40px;"><i>(1) the Affidavit of Publication issued by Malaya Business Insight with newspaper clippings and links of online placement of the Notice dated April 15 & 16, 2024; and</i></p> <p style="padding-left: 40px;"><i>(2) the Affidavit of Publication issued by Daily Tribune with newspaper clippings and links of online placement of the Notice dated April 15 & 16, 2024.</i></p> <p><i>Notice of the Annual Stockholders' Meeting is also posted on the website of the Company, https://www.sanmiguelproperties.com.ph/articles/notice-of-regular-meeting-of-stockholders-may-8-2024. The Company likewise posted the full version of the SEC Form 20-IS (Definitive Information Statement "DIS") and SEC Form 17-A. The DIS includes, among others, the agenda of the meeting, sample ballot/proxy form, 2023 Audited Financial Statements and accompanying Management Discussion and Analysis (MD&A).”</i></p>
<p>May 10, 2024</p>	<p><u>Results of 2024 Annual Stockholders’ Meeting</u></p> <p><i>“San Miguel Properties, Inc. (the “Corporation”) hereby reports that the following matters were approved during the Annual Stockholders’ Meeting and Organizational Meeting of the Board of Directors held on 8 May 2024 which was conducted via remote communication and was livestreamed at https://www.youtube.com/live/ZAP4ND7FX6A?si=m6l_Z4xSUHf2IGEq.</i></p> <p><u>A. Annual Stockholders’ Meeting</u></p> <p style="padding-left: 20px;"><i>i. Approval of the Minutes of the Regular Stockholders’ Meeting Held on 10 May 2023</i></p> <p style="padding-left: 20px;"><i>ii. Presentation of Annual Report</i></p> <p style="padding-left: 20px;"><i>iii. Ratification of All Acts of the Board of Directors and the Corporate Officers since the Annual Meeting held on May 10, 2023</i></p> <p style="padding-left: 20px;"><i>iv. Approval of the following:</i></p> <p style="padding-left: 40px;"><i>a. Amendment of Article VII of the Articles of Incorporation of the Corporation to increase the Authorized Capital Stock by PhP2,000,000,000.00, from PhP15,000,000,000.00, divided into 1,500,000,000 shares to PhP17,000,000,000.00, divided into 1,700,000,000 shares, as follows:</i></p>

*“That the capital stock of the Corporation is **SEVENTEEN BILLION PESOS (P17,000,000,000.00)**, Philippine Currency, divided into **ONE BILLION SEVEN HUNDRED MILLION (1,700,000,000)** common shares at the par value of TEN PESOS (P10.00) per share. (Amended by the Board of Directors on November 5, 2015 and by the Stockholders on December 17, 2015; and further amended by the Board of Directors on March 4, 2024 and by the Stockholders on May 8, 2024)”*

- b. *Subscription of San Miguel Corporation (SMC) to 50,000,000 shares to the aforementioned increase in the authorized capital stock, covering 50,000,000 shares for a subscription price of P20.00 per share or a total subscription price of P1,000,000,000.00*

Cash infused by SMC as payment for the proposed subscription is treated as deposit for future stock subscription (DFFS) until the application of Increase of Authorized Capital Stock has been approved by the Securities and Exchange Commission.

The proposed subscription of SMC will be used for the conversion of DFFS to equity. Currently, the DFFS balance is P968,625,960.00 which was infused to address the capital requirements for various project developments, land acquisitions, and for payment of obligations and for general corporate purposes.

- v. *Appointment of Punongbayan and Araullo as External Auditor of the Corporation for Fiscal Year 2024*

- vi. *Election of Board of Directors for the Corporation for 2024-2025*

1. *Ramon S. Ang*
2. *Aurora T. Calderon*
3. *Cecile L. Ang*
4. *Hector L. Hofileña*
5. *Jeronimo U. Kilayko - Independent Director*
6. *Josefina Guevara-Salonga - Independent Director*
7. *Karen V. Ramos*

Ferdinand K. Constantino - Board Advisor

Among the aforementioned directors duly elected, two (2) were also elected as independent directors. Attached hereto are copies of the Certifications executed by Mr. Kilayko and Ms. Guevara-Salonga, under Annexes “A” and “B” respectively, in connection with their election as independent directors of the Company.

B. Organizational Meeting

- i. *Approval of the Minutes of the Regular Meeting of the Board of Directors Held on 7 May 2024*

- ii. *Election of By-Law Officers*

Name	Position
<i>Ramon S. Ang</i>	<i>Chairman and President</i>
<i>Karen V. Ramos</i>	<i>General Manager with the rank of Senior Vice President</i>
<i>Maria Alma C. Geronimo</i>	<i>Treasurer with the rank of Assistant Vice President</i>
<i>Karen M. Cas-Caballa</i>	<i>Corporate Secretary with the rank of Assistant Vice President</i>
<i>Jessehan P. Pia-Perillo</i>	<i>Assistant Corporate Secretary with the rank of Manager</i>
<i>Jonathan Sixto M. Poblete</i>	<i>Compliance Officer and Data Protection Officer with the rank of Manager</i>

iii. *Election of Board Committee Members and San Miguel Properties, Inc. Retirement Plan Board of Trustees.*

Risk Oversight and Audit Committee	
<i>Josefina Guevara-Salonga</i>	<i>Chairperson</i>
<i>Aurora T. Calderon</i>	<i>Member</i>
<i>Jeronimo U. Kilayko</i>	<i>Member</i>
<i>Ferdinand K. Constantino</i>	<i>Member</i>

Corporate Governance, Nomination and Compensation Committee	
<i>Jeronimo U. Kilayko</i>	<i>Chairperson</i>
<i>Hector L. Hofileña</i>	<i>Member</i>
<i>Aurora T. Calderon</i>	<i>Member</i>

Related Party Transaction Committee	
<i>Josefina Guevara-Salonga</i>	<i>Chairperson</i>
<i>Jeronimo U. Kilayko</i>	<i>Chairperson</i>
<i>Ferdinand K. Constantino</i>	<i>Member</i>

SMPI Retirement Plan Board of Trustees	
<i>1. Aurora T. Calderon</i>	
<i>2. Bella O. Navarra</i>	
<i>3. Ann Lorraine O. Maliksi</i>	
<i>4. Karen V. Ramos</i>	
<i>5. Joseph N. Pineda</i>	

iv. *Approval of the General Board Resolution on Authorized Banks and Signatories*"

October 24, 2024

Sale of Shares in Rapidshare Realty and Development Corporation

"San Miguel Properties, Inc. (the "Corporation") entered into a Deed of Absolute Sale with Shang Properties, Inc. on October 23, 2024, relevant to the sale of its shares, representing 100% of the outstanding capital stock held by the Corporation in its subsidiary, Rapidshare Realty and Development Corporation, at a selling price of approximately PhP2.5 Billion."

November 7, 2024

Other Events

"San Miguel Properties, Inc. (the "Company") discloses that in the hybrid meeting of the Board of Directors (the "Board") held on 6 November 2024:

The Board, as endorsed by the Risk Oversight and Audit Committee, approved the (1) reversal of the PhP4.5 Billion appropriated retained earnings of the Company previously approved for the Bugsuk Project; and (2) revision of the Money Laundering and Terrorism Financing Prevention Program (MTPP) of the Company."

Schedule of 2025 Board and Audit Committee Meetings

"In addition, the schedule of the Company's Board and Risk Oversight & Audit Committee meetings for year 2025 was approved, as follows:

DATE OF MEETINGS	TIME		REGULAR MEETING
March 3, 2025 (Monday)	Audit	1:00 P.M.	Regular Meeting for the 4 th quarter of 2024
	Board	2:00 P.M.	
May 6, 2025 (Tuesday)	Audit	1:00 P.M.	Regular Meeting for the 1 st quarter of 2025
	Board	2:00 P.M.	
May 14, 2025 (Wednesday)	SH and Org. Meeting	2:00 P.M.	Annual General Meeting
August 4, 2025 (Monday)	Audit	10:00 A.M.	Regular Meeting for the 2 nd quarter of 2025
	Board	11:00 A.M.	
November 4, 2025 (Tuesday)	Audit	1:00 P.M.	Regular Meeting for the 3 rd quarter of 2025
	Board	2:00 P.M.	

The Annual Stockholders' Meeting of the Company shall be held on 14 May 2025, Wednesday."

December 18, 2024

Other Events

"San Miguel Properties, Inc. (the "Company") discloses that in the special meeting of the Board of Directors (the "Board") held on 16 December 2024 via video conference:

The Board confirmed and approved the promotion of the Company officers, Karen M. Cas-Caballa and Maria Alma C. Geronimo, from the rank of Assistant Vice President to Vice President."

Declaration of Cash Dividends

"In addition, the Board, approved the following:

- 1. Approval of declaration of cash dividends at ₱2.67 per share, with a total amount of ₱4,004,156,891.00, payable on or before 31 December 2025;*
- 2. Confirmation, approval, and ratification of the subscription of San Miguel Corporation (SMC) to 80 Million shares at P20.00 per share, for a total subscription amount of P1.6 Billion subject to the approval of the Corporation's ACS increase application currently pending with the SEC; and*
- 3. Approval of the additional subscription of SMC of up to 70 Million shares at P20.00 per share, for a total subscription amount of up to P1.4 Billion and delegation to the company's Management the determination of the amounts and timing of the subscriptions, as well as the authority of company signatories to execute the necessary subscription agreements to implement said additional subscriptions subject to the approval of the Corporation's ACS increase application currently pending with the SEC."*

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JERONIMO U. KILAYKO**, Filipino of legal age, and a resident of 2024 Kalamansi St. Dasmariñas Village, Makati, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **SAN MIGUEL PROPERTIES, INC.** ("SMPI") and have been its independent director since 8 May 2017.

2. I am affiliated with the following companies or organizations:

Company	Position/Relationship	Period of Service
Arcore Holdings Co.	Chairman	2016 to present
CV Financial Corporation	President	2016 to present
K5 Distribution, Inc.	President	2003 to present
Abejo Water Company	Independent Director	2018 to present
United Chemical Corp.	Director	2011 to present
Operations Smile Philippines	Trustee	2011 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SMPI, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and regulations and other issuances of the Securities and Exchange Commission ("SEC").

4. I am not related to any of the directors/officers/substantial shareholders of SMPI and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. I am acting only as an independent director of SMPI and the following subsidiaries:

Company	Period of Service
512 Acacia Holdings, Inc.	2020 to present
Apice Solare Resources Corp.	2020 to present
Auburnrite Holdings Inc.	2020 to present
Bricktree Properties, Inc.	2020 to present
Bright Ventures Realty, Inc.	2020 to present
Brillar Realty and Development Corp.	2020 to present
Bulalacao Property Holdings Inc.	2020 to present
Busuanga Bay Holdings, Inc.	2020 to present
Calamian Prime Holdings, Inc.	2020 to present
Carnell Realty, Inc.	2020 to present
Casa Sabroso Holdings Inc.	2020 to present
Caticlanscapes Realty Development, Inc.	2020 to present
Cliffside Rock Realty Inc.	2020 to present
Coron Islands Holdings, Inc.	2020 to present
Dimanyan Wakes Holdings, Inc.	2020 to present
Dor Adab Realty Development Inc.	2020 to present
E-Fare Investment Holdings, Inc.	2020 to present
El Montañas Realty Corp.	2020 to present
Elite Montagne Realty Corp.	2020 to present
Excel Unified Land Resources Corp.	2020 to present
First HQ Ayala Business Center, Inc.	2020 to present
First Monte Sierra Realty Corporation	2020 to present
Grandioso Realty Corporation	2020 to present
High Garden Land Resources Inc.	2020 to present
HQ Business Centers Phil., Inc.	2020 to present

Integrated Geosolutions Inc.	2020 to present
Kingsborough Realty, Inc.	2020 to present
La Belle Plume Realty, Inc.	2020 to present
La Verduras Realty Corporation	2020 to present
Lanes and Bi-Ways Realty Corporation	2020 to present
Maison 17 Properties, Inc.	2020 to present
Malay-Nabas Realty Development, Inc.	2020 to present
Max Harvest Holdings Inc.	2020 to present
Moonspring Development, Inc.	2020 to present
Newscapes Have Development, Inc.	2020 to present
Ondarre Holding Corporation	2022 to present
One Wilson Cayenne Holdings, Inc.	2020 to present
Palawan White Sands Holdings Corporation	2020 to present
Picanto de Alta Realty Corp.	2020 to present
Premiata Realty, Inc.	2020 to present
Promesa Land Resources, Inc.	2020 to present
Quick Silver Development Corporation	2020 to present
Roca Pesada Realty Corporation	2020 to present
Silang Resources, Inc.	2020 to present
SMC Originals, Inc.	2020 to present
SMPI Makati Flagship Realty Corporation	2020 to present
Soracil Prime Inc.	2022 to present
Sta. Cruz Resource Management, Inc.	2020 to present
Tanauan Resources, Inc.	2020 to present
Tierra Castellanas Development, Inc.	2020 to present
Tierra Verdosa Services Corp.	2020 to present
Uno Clarity Investment Holdings, Inc.	2020 to present
Zee2 Resources Inc.	2020 to present
Zobel Polo Club, Inc.	2020 to present

6. I am not acting as nominee or representative of any director or substantial shareholder of SMPI and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or agreement.

7. I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

Offense Charged/Investigated	Tribunal or Agency Involved	Status
A legal suit between private parties (EGI) and the United Coconut Planters Bank (UCPB). I was included only because I was the <i>former President of UCPB</i> . (G.R. No. 168859 and G.R. No. 168897)	Supreme Court	The SC affirmed the ruling of the Court of Appeals where appellate court did not find enough evidence on record to already resolve the administrative complaint in favor of EGI and against UCPB, et. al., precisely the reason why it still remanded the case to the BSP Monetary Board for further proceedings. To date no pending proceedings before the BSP.

8. I am neither in government service nor affiliated with a government agency or government-owned and -controlled corporation.

8. I am neither in government service nor affiliated with a government agency or government-owned and -controlled corporation.

9. 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, the Code of Corporate Governance and other SEC issuances.

10. I shall inform the Corporate Secretary of San Miguel Properties, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

Done this _____ of day of MAR 25 2025 at Mandaluyong City.


JERONIMO U. KILAYKO
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 25 2025 at Mandaluyong City, affiant exhibiting to me his Driver's License with No. N11-71-016775 expiring on 30 September 2032.

Doc. No.: 197 ;
Page No.: 41 ;
Book No.: N ;
Series of JMS


ATTY. JONATHAN SIXTO M. POBLETE
Appointment No. 0613-24
Notary Public for Mandaluyong
Until 31 December 2025
Roll No. 56620
PTR No. 5715509 / 01-03-2025/Mandaluyong City
IBP No. 502649 / 1-08-2025
MCLE Compliance No. VII-0029101 / 04-14-2025

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSEFINA G. SALONGA**, Filipino, of legal age, and a resident of 44 Magallanes Avenue, Magallanes Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **SAN MIGUEL PROPERTIES, INC.** ("SMPI") and has been its independent director since 7 March 2022.

2. I am affiliated with the following companies or organizations:

Company	Position/Relationship	Period of Service
SMC Global Power Holdings Corp.	Independent Director	2017 – Present
San Pedro, Laguna Lawyers' Association	Member	Present
Philippine Women Judges' Association	Member	Present
WILOCI (U.P.) Lawyers' Association	Member	1966 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SMPI, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and regulations and other issuances of the Securities and Exchange Commission ("SEC").

4. I am not related to any of the directors/officers/substantial shareholders of SMPI and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. I am not acting as nominee or representative of any director or substantial shareholder of SMPI and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or agreement.

6. I disclose that I have never been the subject of any criminal/administrative investigation or proceeding.

7. I am neither in government service nor affiliated with a government agency or government-owned and -controlled corporation.

8. 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, the Code of Corporate Governance and other SEC issuances.

9. I shall inform the Corporate Secretary of San Miguel Properties, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

Done this _____ of day of MAR 25 2025 at Mandaluyong City.


JOSEFINA G. SALONGA
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 25 2025 at Mandaluyong City, affiant exhibiting to me her Passport with No. P8640089A issued on 6 September 2018 at DFA Manila.

Doc. No.: 196 ;
Page No.: 4 ;
Book No.: N ;
Series of 275 .


ATTY. JONATHAN SIXTO M. POBLETE
Appointment No. 0613-24
Notary Public for Mandaluyong
Until 31 December 2025
Roll No. 56620
PTR No. 5715509 / 01-03-2025/Mandaluyong City
IBP No. 502649 / 1-08-2025
MCLE Compliance No.VII-0029101 / 04-14-2025