COVER SHEET

SEC Registration Number

0	0	0	0	0	0	3	7	3	3	8

COMPANY NAME

SAN MIGUEL PROPERTIES, INC.
AND SUBSIDIARIES

PRINCIPAL OFFICE (No./Street/Barangay/City/Town/Province)

3F SAN MIGUEL HEAD OFFICE
COMPLEX 40 SAN MIGUEL AVENUE
WACK WACK MANDALUYONG CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
17Q		

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number

No. of Stockholders	Annual Meeting (Month/Day)	Fiscal Year (Month/Day)
909	2nd Wednesday of May	12/31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
MARIA ALMA C. GERONIMO	mgeronimo@sanmiguel.com.ph	632-3288	

CONTACT PERSON's ADDRESS

__Note 1:__ In case of death, resgination or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

__2:__ All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiences shall not excuse the corporation from liability for its deficiencies.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **SEPTEMBER 30, 2024**

2. Commission identification number **37338**

3. BIR Tax Identification No. **000-133-166-000**

4. Exact name of issuer as specified in its charter **SAN MIGUEL PROPERTIES, INC.**

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

6. Industry Classification Code: [ ] (SEC Use Only)

7. Address of issuer's principal office — Postal Code
40 SAN MIGUEL AVE. — **1550**
MANDALUYONG CITY

8. Issuer's telephone number, including area code **(632) 632-3000**

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

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

	Number of shares of common stock and amount of debt outstanding as of September 30, 2024
Common Shares	1,499,684,229
Total Liabilities (in '000)	19,623,175

11. Are any or all of the securities listed on a Stock Exchange?

Yes [ ] No [/]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

12. Indicate by check mark whether the registrant:

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

Yes [/] No [ ]

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

Yes [/] No [ ]

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

The unaudited consolidated statements of San Miguel Properties, Inc. ("SMPI" or "the Company") and its subsidiaries (collectively "the Group") as of and for the period ended September 30, 2024 (with comparative figures as of December 31, 2023 and for the period ended September 30, 2023) and Selected Notes to Consolidated Financial Statements are attached hereto as **Annex "A"**.

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

The information required by Part III, Paragraph (A)(2)(b) of "Annex C, as amended" is attached hereto as **Annex "B"**.

PART II--OTHER INFORMATION

The Company may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

SIGNATURES

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

Issuer	**SAN MIGUEL PROPERTIES, INC.**
Signature and Title	**MARIA ALMA C. GERONIMO** Treasurer/Finance Head
Date	NOVEMBER 8, 2024

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023
(Amounts in Thousand Philippine Pesos)

	Notes		September 30, 2024 (Unaudited)		December 31, 2023 (Audited)
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	18, 19	P	**1,236,444**	P	1,362,513
Receivables - net	18, 19		**382,306**		314,371
Real estate projects - net	4		**1,881,538**		1,495,734
Raw land inventory	5		**11,540,469**		9,494,924
Deposits on land for future development	6		**142,921**		
Other current assets - net			**2,254,765**		2,349,782
Total Current Assets			**17,438,443**		15,017,324
NONCURRENT ASSETS					
Receivables - net	18, 19		**757,621**		811,824
Deposits on land for future development	6		**1,645,024**		1,852,313
Equity advances and investments in associates	7		**12,717,325**		12,302,678
Investment property - net	8		**19,362,459**		21,661,304
Property and equipment - net	9		**8,032,682**		7,836,696
Intangible assets - net	10		**172,220**		174,550
Deferred tax assets - net			**460,980**		395,282
Other noncurrent assets - net	11		**423,903**		409,608
Total Noncurrent Assets			**43,572,214**		45,444,255
TOTAL ASSETS		**P**	**61,010,657**	P	60,461,579

	Notes	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Loans and borrowings	12, 18, 19	**10,623,000**	10,896,400
Trade and other payables	13, 18, 19	**2,827,049**	4,390,985
Lease liabilities	14, 18, 19	**11,565**	40,464
Due to related parties	15, 18, 19	**33,357**	33,357
Advance rentals and deposits	15, 18, 19	**155,424**	153,796
Customers' deposits		**265,073**	135,230
Income Tax Payable		**4,621**	1,672
Total Current Liabilities		**13,920,089**	15,651,904
NONCURRENT LIABILITIES			
Advance rentals and deposits	15, 18, 19	**112,232**	95,609
Lease liabilities	14, 18, 19	**83,537**	82,246
Retirement benefit liability		**23,485**	24,022
Deferred tax liabilities - net		**193,219**	176,101
Deposit for future stock subscription	15, 16	**-**	748,126
Other noncurrent liabilities	13, 15	**5,290,613**	5,290,613
Total Noncurrent Liabilities		**5,703,086**	6,416,717
Total Liabilities		**19,623,175**	22,068,621
EQUITY			
Capital stock	16, 17	**15,000,000**	15,000,000
Additional paid-in capital	16	**14,413,081**	14,413,081
Treasury shares - at cost	16	**(9,515)**	(9,515)
Deposit for future stock subscription	15, 16	**2,540,297**	-
Accumulated fair value gains	7	**(168,088)**	(190,188)
Cumulative translation adjustment	7	**(4,199)**	(1,209)
Reserve for retirement plan		**(189,849)**	(189,849)
Other Reserves	16	**(1,191,694)**	(1,191,694)
Retained earnings	16, 17	**10,561,093**	10,124,570
Total equity attributable to owners of the Company		**40,951,126**	37,955,196
Noncontrolling interest		**436,356**	437,762
Total Equity		**41,387,482**	38,392,958
TOTAL LIABILITIES AND EQUITY		**P 61,010,657**	P 60,461,579

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements

CERTIFIED CORRECT

MARIA ALMA C. GERONIMO
FINANCE MANAGER

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIODS ENDED SEPTEMBER 30, 2024 and 2023
(Amounts in Thousand Philippine Pesos, Except Per Share Data)

	Notes	**2024 Unaudited**	2023 Unaudited
REVENUE	2		
Room revenues		**P 582,666**	P 596,292
Rental income		**568,526**	554,550
Service income		**428,156**	390,968
Real estate sales		**262,491**	342,431
Sale of food and beverages		**216,197**	218,423
Others		**18,995**	18,142
		2,077,031	2,120,806
COSTS OF SALES AND SERVICES			
Room services		**297,953**	301,937
Cost of service		**268,114**	249,990
Real estate sold		**208,280**	204,031
Food and beverages sold		**186,555**	175,011
Rentals		**117,979**	116,257
		1,078,881	1,047,226
GROSS PROFIT		**998,150**	1,073,580
OTHER OPERATING EXPENSES		**540,141**	516,871
OPERATING INCOME		**458,009**	556,709
OTHER INCOME (CHARGES)			
Share in profit of associates	7	**505,823**	693,879
Finance costs	12	**(525,451)**	(837,507)
Finance income		**47,650**	53,550
Miscellaneous income (charges) - net		**(10,862)**	(57,213)
		17,160	(147,291)
PROFIT BEFORE TAX		**475,169**	409,418
TAX EXPENSE (BENEFIT)		**14,398**	(47,195)
NET PROFIT		**460,771**	456,613
Balance carried forward		**P 460,771**	P 456,613

	Notes	2024 Unaudited	2023 Unaudited
Balance brought forwarded		P 460,771	P 456,613
OTHER COMPREHENSIVE INCOME (LOSS)			
Item that will not be reclassified			
subsequently to profit or loss			
Share in other comprehensive income (loss)			
of associates	7	4,824	(8,623)
Item that will be reclassified			
subsequently to profit or loss			
Share in other comprehensive income (loss)			
of associates	7	14,286	6,954
		19,110	(1,669)
TOTAL COMPREHENSIVE INCOME		479,881	454,944
Net profit attributable to:			
Equity holders of the Company		462,177	459,527
Noncontrolling interest		(1,406)	(2,914)
		460,771	P 456,613
Total comprehensive income attributable to:			
Equity holders of the Company		481,287	457,858
Noncontrolling interest		(1,406)	(2,914)
		479,881	454,944
Earnings (Loss) Per Share - Basic and Diluted	17	P 0.31	P 0.34

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements

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MARIA ALMA C. GERONIMO
FINANCE MANAGER

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED SEPTEMBER 30, 2024 AND DECEMBER 31, 2023
(Amounts in Thousand Philippine Pesos)

	Attributable to Owners of the Parent Company												
	Capital Stock (See Note 16)	Additional Paid-in Capital (See Note 16)	Treasury Shares - at Cost (See Note 16)	Deposit for Future Stock Subscription (See Note 16)	Accumulated Accumulated Fair Value Gains (Losses)	Cumulative Translation Adjustment	Reserve for Retirement Plan	Other Reserves (See Note 16)	Appropriated Retained Earnings (See Note 16)	Unappropriated Retained Earnings (See Note 16)	Total	Noncontrolling Interest	Total Equity
Balance at January 1, 2024	15,000,000	14,413,081	(9,515)	-	(190,188)	(1,209)	(189,849)	(1,191,694)	4,500,000	5,624,570	37,955,196	437,762	38,392,958
Adjustment due to adoption of PFRS15										(25,654)	(25,654)		(25,654)
	-	-	-	-	-	-	-	-	-	-	-	-	-
As restated	15,000,000	14,413,081	(9,515)	-	(190,188)	(1,209)	(189,849)	(1,191,694)	4,500,000	5,598,916	37,929,542	437,762	38,367,304
Transactions with owners													
Issuance of shares of stock	-	-									-		-
Collection of subscription receivable	-	-									-		-
Additional deposit for future stock subscription				2,540,297							2,540,297		2,540,297
Reclassifications during the year					2,729	(2,729)					-		-
Total comprehensive income (loss) for the year	-	-	-	-	19,371	(261)	-	-	-	462,177	481,287	(1,406)	479,881
Balance at September 30, 2024	15,000,000	14,413,081	(9,515)	2,540,297	(168,088)	(4,199)	(189,849)	(1,191,694)	4,500,000	6,061,093	40,951,126	436,356	41,387,482
Balance at January 1, 2023	13,526,588	12,952,613	(9,515)	-	(310,890)	1,900	(58,971)	(1,191,694)	4,500,000	5,200,113	34,610,144	439,841	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 RE appropriation									(4,500,000)	4,500,000			-
Appropriation of RE									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	15,000,000	14,413,081	(9,515)	-	(190,188)	(1,209)	(189,849)	(1,191,694)	4,500,000	5,624,570	37,955,196	437,762	38,392,958

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements

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MARIA ALMA C. GERONIMO
FINANCE MANAGER

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
(A Subsidiary of San Miguel Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED SEPTEMBER 30, 2024 AND 2023
(Amounts in Thousand Philippine Pesos)

	Notes	2024 Unaudited	2023 Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**P 475,169**	P 409,418
Adjustments for:			
Share in profit of associates	7	**(505,823)**	(693,879)
Interest expense	12	**525,450**	781,782
Depreciation and amortization	8, 9, 10	**138,529**	132,293
Interest income		**(47,650)**	(53,550)
Impairment loss on investment property	8	**1,596**	14,260
Impairment loss on PPE		**9,142**	-
Fair value gain - net	4	**-**	(775)
Reversal of impairment loss on receivable		**(1,483)**	
Gain on deconsolidation	3	**(8,593)**	-
Operating profit before working capital changes		**586,337**	589,549
Increase in receivables		**(68,488)**	(60,626)
Decrease in real estate projects	4	**146,608**	190,226
Increase (decrease) in raw land inventory	5	**(25,867)**	188
Decrease in other assets	11	**79,997**	1,650
Increase (decrease) in deposits on land for future development	6	**12,263**	(69,946)
Decrease in trade and other payables	13	**(478,970)**	(432,357)
Increase in advance rentals and deposits	15	**18,251**	696
Increase (decrease) in customers' deposits	15	**129,843**	(26,554)
Decrease in retirement benefit liability		**(16,512)**	(9,147)
Cash from operations		**383,462**	183,679
Interest received		**21,791**	17,273
Cash paid for income taxes		**(60,028)**	(50,037)
Net Cash From Operating Activities		**345,225**	150,915
Balance brought forward		**345,225**	150,915

	Notes	2024 Unaudited	2023 Unaudited
Balance carried forward		**345,225**	150,915
CASH FLOWS FROM INVESTING ACTIVITIES			
Settlement of outstanding payables on subsidiaries acquired through asset acquisition		**(772,940)**	(772,940)
Acquisitions of property and equipment	9	**(303,830)**	(344,225)
Additions to investment property	8	**(239,394)**	(697,029)
Settlement of outstanding payables on acquisition of noncontrolling interest	3	**(168,006)**	(168,006)
Dividends received		**112,465**	-
Interest received		**25,857**	36,277
Proceeds from sale of investment in a subsidiary, net of cash at date of sale	3	**7,512**	-
Additions to intangible assets	10	**(2,544)**	(4,581)
Additional equity advances	7	**(2,179)**	(3,297)
Net Cash Used in Investing Activities		**(1,343,059)**	(1,953,801)
CASH FLOWS FROM FINANCING ACTIVITIES			
Deposits received for future stock subscription	15	**1,792,171**	-
Interest paid	12	**(626,110)**	(494,291)
Net payments of borrowings	12	**(273,400)**	(448,800)
Repayment of lease liabilities		**(30,109)**	(22,123)
Collection of lease receivables		**9,213**	8,110
Proceeds from issuance of shares of stock	16, 17	**-**	2,403,310
Share issuance costs paid	16, 17	**-**	(10,227)
Net Cash From Financing Activities		**871,765**	1,435,979
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(126,069)**	(366,907)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		**1,362,513**	2,008,455
CASH AND CASH EQUIVALENTS AT END OF PERIOD		**P 1,236,444**	P 1,641,548

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements

CERTIFIED CORRECT

MARIA ALMA C. GERONIMO
FINANCE MANAGER

SAN MIGUEL PROPERTIES, INC.
AND SUBSIDIARIES

Consolidated Financial Statements
For the period ended September 30, 2024
(With comparative figures for 2023)

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

1. MATERIAL ACCOUNTING POLICY INFORMATION

The Group prepared its interim consolidated financial statements as of and for the period ended September 30, 2024 and comparative financial statements for the same period in 2023 following the new presentation rules under Philippine Accounting Standard (PAS) No. 34, *Interim Financial Reporting*. The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

The consolidated financial statements are presented in Philippine peso and all financial information are rounded off to the nearest thousand (P000), except when otherwise indicated.

The principal accounting policies and methods adopted in preparing the interim consolidated financial statements of the Group are the same as those followed in the most recent annual audited consolidated financial statements, except for the changes in accounting policies as explained below.

1.1 Adoption of New and Amended PFRS

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

The Group adopted for the first time the following PFRS, amendment and annual improvement to existing 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
IAS 1 (Amendments)	: Noncurrent Liability with Covenants
PFRS 16 (Amendments)	: Lease Liability in a Sale and Leaseback
PAS 7 and PFRS 7 (Amendments)	: Supplier Finance Arrangements and Financial Instruments Disclosures

Discussed below are the relevant information about these pronouncements.

(i) IAS 1 (Amendments), *Classification of Liabilities as Current and Non-current* (effective from January 1, 2024). The amendments elaborate on the guidance set out in IAS 1 by:

- clarifying that the classification of a liability as either current or non-current is based on the entity's right at the end of the reporting period

- stating that management's expectations around whether they will defer settlement or not does not impact the classification of the liability

- adding guidance about lending conditions and how these can impact classification

- including requirements for liabilities that can be settled using an entitys own instruments.

(ii) IAS 1 (Amendments), *Non-current Liabilities with Covenants* (effective from January 1, 2024). The amendments aim to improve disclosures about long-term debt with covenants by stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future, when considering the classification of the debt as current or non-current. Instead, the entity should disclose information about these covenants in the notes to the financial statements. The amendments also aim to enable investors to understand the risk that such debt could become repayable early and therefore improving the information being provided on the long-term debt.

(iii) PFRS 16 (Amendments), *Lease Liability in a Sale and Leaseback* (effective from January 1, 2024). The amendments confirm that (1) on initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale and leaseback transaction; and (2) After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognizes no gain or loss relating to the right-of-use asset it retains. A seller-lessee may adopt different approaches that satisfy the new requirements on subsequent measurement. The amendments are effective for annual reporting periods beginning or after January 1, 2024, with earlier application permitted. Under PAS 8, the amendments apply retrospectively to sale and leaseback transactions entered into or after the date of initial adoption of PFRS 16.

(iv) PAS 7 (Amendments), *Supplier Finance Arrangements, Statement of Cash Flows* and PFRS 7, *Financial Instruments: Disclosures* (effective January 1, 2024). The amendments introduce new disclosure objectives to provide information about the supplier finance arrangements of an entity that would enable users to assess the effects of these arrangements on the liabilities and cash flows, and the exposure to liquidity risk.

Under the amendments, entities also need to disclose the type and effect of non-cash changes in the carrying amounts of the financial liabilities that are part of a supplier finance arrangement.

The amendments also add supplier finance arrangements as an example to the existing disclosure requirements in PFRS 7 on factors an entity might consider when providing specific quantitative liquidity risk disclosures about its financial liabilities.

Except as otherwise indicated, the adoption of the amended standards and interpretation did not have a material effect on the interim consolidated financial statements.

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

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

(i) PFRS 17, *Insurance Contracts*, replaces the interim standard, PFRS 4, Insurance Contracts, and establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The new standard applies to all insurance contracts, regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

PFRS 17 aims to increase transparency and to reduce diversity in the accounting for insurance contracts. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by a specific adaptation for contracts with direct participation features (the variable fee approach) and simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the FSRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two years after its effective date as decided by the International Accounting Standards Board (IASB).

PFRS 17 is effective for annual reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

(ii) PAS 21 (Amendments), *Lack of Exchangeability , The effects of Changes in Foreign Exchange Rates*. The amendments clarify that a currency is exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

When a currency is not exchangeable, an entity needs to estimate a spot rate. The objective in estimating the spot rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments do not specify how to estimate the spot exchange rate to meet the objective and an entity can use an observable exchange rate without adjustment or another estimation technique.

The amendments require new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements, including the nature and financial impacts of the currency not being exchangeable, the spot exchange rate used, the estimation process, and risks to the entity because the currency is not exchangeable.

The amendments apply for annual reporting periods beginning on or after January 1, 2025. Earlier application is permitted. Comparative information is not restated and the effect of initially applying the amendments are adjusted to the opening balance of retained earnings, or to the cumulative amount of translation differences if the entity uses a presentation currency other than its functional currency.

(iii) Deferral of the local implementation of Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.* The amendments address an inconsistency in the requirements in PFRS 10 and PAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

Originally, the amendments apply prospectively for annual reporting periods beginning on or after January 1, 2016, with early adoption permitted. However, on January 13, 2016, the FSRSC decided to postpone the effective date of these amendments until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

(iv) Classification and Measurement of Financial Instruments Amendments to PFRS 9, *Financial Instruments*, and PFRS 7, *Financial Instruments: Disclosures*. The amendments clarify that financial assets and financial liabilities are recognized and derecognized on the settlement date, except for regular way purchases or sales of financial assets and financial liabilities that meet the conditions for an exception. The exception allows entities to elect to derecognize certain financial liabilities settled through an electronic payment system before the settlement date.

The amendments also provide guidelines for assessing the contractual cash flow characteristics of financial assets that include environmental, social, and governance-linked features and other similar contingent features.

Entities are required to disclose additional information about financial assets and financial liabilities with contingent features, and equity instruments classified at fair value through other comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with early application permitted.

(v) PFRS 18, Presentation and Disclosure in Financial Statements, replaces PAS 1, Presentation of Financial Statements. The new standard introduces the following key requirements:

- Entities are required to classify all income and expenses into five categories in the statement of income: operating, investing, financing, income tax, and discontinued operations. Subtotals and totals are presented in the statement of income for operating profit or loss, profit or loss before financing and income taxes, and profit or loss.

- Management-defined performance measures are disclosed in a single note to the financial statements.

- Enhanced guidance is provided on how to group information in the financial statements. Additionally, entities are required to use the operating profit or loss subtotal as the starting point for the statement of cash flows when presenting cash flows from operating activities under the indirect method.

PFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with retrospective application required. Early adoption is permitted.

2. SEGMENT INFORMATION

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

2.1 Analysis of Segment Information

Segment information can be analyzed below for the periods ended September 30, 2024 and 2023.

	Leasing	Sale of Real Estate	Service Income	Hotel Operations	Total
<u>2024 (Unaudited)</u>					
Segment revenues	**P 568,526**	**P 262,491**	**P 428,156**	**P 817,858**	**P 2,077,031**
Cost of real estate sold	**-**	**(208,280)**	**-**	**-**	**(208,280)**
Cost of rentals	**(117,979)**	**-**	**-**	**-**	**(117,979)**
Cost of room services	**-**	**-**	**-**	**(297,953)**	**(297,953)**
Cost of food and beverage sold	**-**	**-**	**-**	**(186,555)**	**(186,555)**
Cost of service income	**-**	**-**	**(268,114)**	**-**	**(268,114)**
Other operating expenses	**(57,738)**	**(262,299)**	**(104,802)**	**(115,302)**	**(540,141)**
Segment Operating Profit (Loss)	**P 392,809**	**(P 208,088)**	**P 55,240**	**P 218,048**	**P 458,009**

	Leasing	Sale of Real Estate	Service Income	Hotel Operations	Total
2023 (Unaudited)					
Segment revenues	P 554,550	P 342,431	P 390,968	P 832,857	P 1,521,896
Cost of real estate sold	-	(204,031)	-	-	(204,031)
Cost of rentals	(116,257)	-	-	-	(116,257)
Cost of room services	-	-	-	(301,937)	(301,937)
Cost of food and beverage sold	-	-	-	(175,011)	(175,001)
Cost of service income	-	-	(249,990)	-	(249,990)
Other operating expenses	(194,979)	(131,207)	(86,889)	(103,796)	(516,871)
Segment Operating Profit (Loss)	P 243,314	P 7,193	P 54,089	P 252,113	P 556,709

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.

3. INTEREST IN SUBSIDIARIES AND ACQUISITIONS

3.1 Acquisition Accounted as Asset Acquisition

On August 26, 2022, the Group acquired 100% ownership interest in subsidiaries acquired through asset acquisition, which 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 2022 consolidated statement of financial position (see Note 13). As of September 30, 2024, the Group settled a total of P1,545,880 of the said payable.

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:

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

3.2 Significant Transactions with NCI

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 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 7.2), 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 13). In 2023 and 2024, the Group made payments on the outstanding payable on acquisition of noncontrolling interest totaling P504,018.

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 P888,022 in 2022 is recognized as part of Other Reserves under the Equity section of the consolidated statements of financial position. No similar transactions in 2023 and 2024.

3.3 Loss of Control over Subsidiary

In 2024, the Group disposed its investment over Elite Montagne Realty Corp., for a total consideration amounting to P15,244, thereby losing control. Initial cash received from the sale amounted to P7,586 and the balance was presented as part of Receivable – net under the current assets section of the 2024 consolidated statements of financial position. The aggregate carrying amount of net assets of the entity at the date of disposal is as follows:

Current assets	P	13,030
Non-current assets		592
Current liabilities	(	6,972)
Net book value		6,650
Total consideration received in cash		15,243
Gain on deconsolidation	P	8,593

The gain on deconsolidation is presented under Miscellaneous income (charges) under Other Income (Charges) in the 2024 consolidated statement of comprehensive income. There was no similar transaction in 2023.

4. REAL ESTATE PROJECTS

This account, which are all stated at cost, consists of:

	September 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
Subdivision houses and lots	**P**	**1,613,008**	P	1,065,904
Construction-in-progress (CIP)		**268,530**		429,830
	P	**1,881,538**	P	1,495,734

The movements of this account as of September 30, 2024 and December 31, 2023 are shown below.

	September 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
Balance at the beginning of the year	**P**	**1,495,734**	P	1,500,792
Additions during the year		**61,672**		126,466
Sales during the year	**(**	**208,280)**	(	203,978)
Reclassification during the year		**532,412**		72,454
Balance at end of the period	**P**	**1,881,538**	P	1,495,734

In 2024 and 2023, the Group reclassified certain Investment Properties and Raw Land amounting to P532,412 and P1,772, respectively, to Real Estate Projects account due to change in purpose over the property (see Notes 5 and 8).

The net realizable value of real estate projects is higher than its carrying value as of September 30, 2024 and December 31, 2023, based on management's assessment.

5. RAW LAND INVENTORY

Below is a summary of the aggregate cost of raw land inventory as of September 30, 2024 and December 31, 2023.

	September 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
SMPI	**P**	**8,046,730**	P	7,312,128
Auburnrite		**966,691**		-
Agricultural		**778,074**		778,074
Geosolutions		**605,508**		605,508
Rapidshare		**229,806**		229,806
E-fare		**182,945**		182,945
Max Harvest		**112,886**		-
Roca Pesada		**88,581**		-

Grandioso	**71,202**	71,202
Excel Unified	**69,849**	98,458
Uno Clarity	**65,572**	-
Brillar	**45,839**	45,839
First Monte	**43,424**	43,424
Apice	**40,301**	-
Zobel	**37,480**	-
Coron	**36,662**	36,662
Silang	**36,317**	-
Tierra	**25,068**	25,068
Busuanga	**22,096**	22,096
Dimanyan	**16,259**	16,259
Others	**19,179**	27,455
	P 11,540,469	P 9,494,924

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

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Balance at beginning of year	**P 9,494,924**	P 9,311,702
Additions during the year	**25,867**	
Sales during the year	**-**	(189)
Disposal of a subsidiary	**(11,608)**	-
Reclassification during the year	**2,031,286**	183,411
Balance at end of the period	**P 11,540,469**	P 9,494,924

In 2022, the Company acquired raw land inventories from a related party under common control for a total consideration (inclusive of input VAT) of P6,388,887 payable in annual installments until 2026 and bearing interest of 5.11% per annum. The current and noncurrent portions of outstanding payables from this transaction are presented as Trade and Other Payables and Other Noncurrent Liabilities accounts in the consolidated statement of financial position (see Note 13).

In 2023, the Company sold a portion of land amounting to P189 to a related party under common control and is presented as part of Cost of Real Estate Sold in the consolidated statement of comprehensive income.

In 2024 and 2023, the Group reclassified to Raw Land Inventory certain parcels of land and related capitalized costs originally part of Investment Property, amounting to P2,034,283 and P186,302, respectively, from being originally held for capital appreciation to being held for sale. (see Notes 4 and 8).

In 2024, the Company disposed its investment to Elite Montagne, which resulted in the derecognition of Elite Montagne's raw land in the 2024 consolidated statement of financial position (see Note 3).

Management determined that these properties have a total fair value of P32,718,686 and P25,517,993 as of September 30, 2024 and December 31, 2023, respectively. Fair value is determined by independent appraisers through appraisal reports, 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 20.4.

6. DEPOSITS ON LAND FOR FUTURE DEVELOPMENT

This account includes the Group's advance payments for certain land acquisitions which are intended for future development.

In prior years, the Group made contributions to a real estate project with other domestic companies for the development of two parcels of subdivided lots in two separate locations. The contributions to this project, which amounted to P561,111, are being administered by a trustee bank, the real estate manager. The Group, through its property consolidator and legal consultant (the Consultant) has already completed the documentations, consolidation and transfer of title under its name of a portion of one of the two parcels of subdivided lots. Those subdivided lots amounting to P50,500 were presented under Raw Land Inventory in prior years.

Based on the advice by the Consultant, management believes that it will take a long period of time to complete the documentation process, consolidation of the titles and other activities relative to the acquisition of the remaining portion of subdivided lots. These activities are not yet completed as of September 30, 2024. Accordingly, the Group also presented the outstanding balance of deposits as of September 30, 2024 and December 31, 2023 as part of Deposits on Land for Future Development account section of the consolidated statements of financial position.

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Current	**P 142,921**	P -
Noncurrent	**1,645,024**	1,852,313
	P 1,787,945	P 1,852,313

The movements in the carrying amounts of deposits on land for future development are presented below.

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Balance at beginning of year	**P 1,852,313**	P 1,805,251
Additions	**196,340**	156,270
Reversal	**(208,602)**	
Reclassifications	**(52,106)**	(109,208)
Balance at end of the period	**P 1,787,945**	P 1,852,313

In 2024, the Company reversed certain deposits for land acquisition following the rescission of the related contracts. No similar transaction in 2023.

Based on management's evaluation, the recoverable value of deposits on land for future development is higher than its carrying amount as of September 30, 2024 and December 31, 2023.

7. EQUITY ADVANCES AND INVESTMENTS IN ASSOCIATES

The composition of equity advances and investments in associates account is as follows:

	Notes	**September 30, 2024 (Unaudited)**	December 31, 2023 (Audited)
Investment in associates	7.1	**P 12,568,218**	P 12,155,750
Equity advances	7.2	**149,107**	146,928
		P 12,717,325	P 12,302,678

7.1 Investments in Associates

Investments in associates, accounted for under the equity method, is as follows:

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Acquisition costs:		
BankCom	**P 7,801,496**	P 7,801,496
NLI	**232,000**	232,000
	8,033,496	8,033,496
Accumulated share in total comprehensive income at beginning of the year:		
BankCom	**3,822,984**	2,931,975
NLI	**299,270**	255,100
	4,122,254	3,187,075
Share in profit:		
BankCom	**509,478**	885,107
NLI	**(3,655)**	44,170

Share in other comprehensive income (loss) of BankCom:		
Fair value gains (losses) on financial assets at FVOCI	**19,371**	100,322
Equity reserve for retirement plan	**-**	(91,986)
Cumulative translation adjustment	**(261)**	(2,434)
	19,110	5,902
Dividend income	**(112,465)**	-
Net change during the year	**412,468**	935,179
Balance at end of the year	**P 12,568,218**	P 12,155,750

The summarized financial information of the Group's associates shown in their financial statements are as follows:

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
BankCom		
Total assets	**P 226,624,257**	P 231,667,979
Total liabilities	**194,175,979**	200,816,706
Revenues	**9,835,092**	11,762,570
Profit	**2,192,111**	2,802,219
Other comprehensive income	**59,832**	18,479
NLI		
Total assets	**P 3,164,048**	P 2,988,272
Total liabilities	**458,118**	264,068
Revenues	**3,988**	294,419
Profit (Loss)	**(18,274)**	220,845

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 in some aspects. BankCom's retained earnings as of 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 Board of Directors (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, subject to the public offering of its shares and listing the same with the PSE within one year from the date of the grant of the universal banking license.

On February 15, 2022, the SEC issued its pre-effective letter relating to the registration of securities up to 1,403,013,920 common shares of BankCom to be listed and traded in the Main Board of the PSE in relation to its initial public offering. 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.

7.2 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.

In 2023, certain equity advances were provided with allowance for impairment as the management assessed that certain portion were no longer recoverable. Total allowance for impairment as of September 30, 2024 and December 31, 2023 amounted to P819,023.

The movements of these equity advances are presented below.

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Balance at beginning of year	**P 146,928**	P 640,299
Additions	**2,179**	4,204
Impairment loss	**-**	(498,495)
Reclassification	**-**	920
Balance at end of the period	**P 149,107**	P 146,928

8. INVESTMENT PROPERTY

The gross amounts and accumulated depreciation and amortization of investment property as of September 30, 2024 and December 31, 2023 are shown below.

	Land	**Land Improvements**	**Building and Improvements**	**Capital Projects-in-Progress**	**ROU Asset**	**Total**
September 30, 2024						
Cost	P 17,403,147	P 8,058	P 996,758	P 1,503,802	P 61,461	P 19,973,226
Accumulated depreciation, amortization and impairment	-	(7,198)	(549,459)	(15,856)	(38,254)	(610,767)
Net carrying amount	**P 17,403,147**	**P 860**	**P 447,299**	**P 1,487,946**	**P 23,207**	**P 19,362,459**
December 31, 2023						
Cost	P 19,460,375	P 19,287	P 1,362,678	P 1,390,288	P 61,461	P 22,294,089
Accumulated depreciation amortization and impairment	-	(7,936)	(577,408)	(14,260)	(33,181)	(632,785)
Net carrying amount	P 19,460,375	P 11,351	P 785,270	P 1,376,028	P 28,280	P 21,661,304

	Land	Land Improvements	Building and Improvements	Capital Projects-in-Progress	ROU Asset	Total
January 1, 2023						
Cost	P 18,866,741	P 67,164	P 1,250,835	P 852,291	P 61,461	P 21,098,492
Accumulated depreciation amortization and impairment	-	(7,574)	(541,363)	-	(26,418)	(575,355)
Net carrying amount	P 18,866,741	P 59,590	P 709,472	P 852,291	P 35,043	P 20,523,137

A reconciliation of the carrying amounts of investment property as of September 30, 2024 and December 31, 2023 are shown below.

	Land	Land Improvements	Building and Improvements	Capital Projects-in-Progress	ROU Asset	Total
Balance at January 1, 2024, net of accumulated depreciation, amortization and impairment	P 19,460,375	P 11,351	P 785,270	P 1,376,028	P 28,280	P 21,661,304
Additions	108,144	-	-	131,304	-	239,448
Reclassification	(2,165,372)	(9,650)	(310,085)	(17,790)		(2,502,897)
Impairment	-	-	-	(1,596)	-	(1,596)
Depreciation and amortization charges during the year	-	(841)	(27,886)	-	(5,073)	(33,800)
Balance at September 30, 2024, net of accumulated Depreciation, amortization and impairment	**P 17,403,147**	**P 860**	**P 447,299**	**P 1,487,946**	**P 23,207**	**P 19,362,459**

	Land	Land Improvements	Building and Improvements	Capital Projects-in-Progress	ROU Asset	Total
Balance at January 1, 2023, net of accumulated depreciation, amortization and impairment	P 18,866,741	P 59,590	P 709,472	P 852,291	P 35,043	P 20,523,137
Additions	355,002	6,795	2,254	463,869	-	827,920
Reclassification	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	**P 19,460,375**	**P 11,351**	**P 785,270**	**P 1,376,028**	**P 28,280**	**P 21,661,304**

The total rental income earned 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. On the other hand, the direct operating costs of investment properties that did not generate rental income, which mostly pertains to real property taxes, contracted services and depreciation expense amounted to P31,962 and P50,434 in September 30, 2024 and December 31, 2023, respectively.

The Group also engages in transactions involving certain investment properties with related parties (see Note 15).

In 2024 and 2023, the Group recognized allowance for impairment for certain investment properties amounting to P1,596 and P14,260, respectively, as the management assessed that certain portion were no longer recoverable.

Based on the recent reports of independent appraisers, the Group's investment properties have a total fair value of P45,878,988 and P54,582,236 as of September 30, 2024 and December 31, 2023, respectively.

Information about the fair value measurement and disclosures related to investment property are presented in Note 20.4.

9. PROPERTY AND EQUIPMENT

The gross amounts and accumulated depreciation, amortization and impairment of property and equipment as of September 30, 2024 and December 31, 2023 are shown below.

	Land	Machineries Building and Improvements	Furniture and Transportation Equipment	Fixture and Other Improvements	Capital Projects in-Progress	Right-of-use Asset	Total
September 30, 2024							
Cost	P 699,822	P 3,633,990	P 242,565	P 651,809	P 4,420,503	P 53,589	P 9,702,278
Accumulated depreciation and amortization	-	(816,613)	(135,240)	(614,175)	-	(29,266)	(1,595,294)
Accumulated impairment loss	-	-	-	-	(74,302)	-	(74,302)
Net carrying amount	**P 699,822**	**P 2,817,377**	**P 107,325**	**P 37,634**	**P 4,346,201**	**P 24,323**	**P 8,032,682**
December 31, 2023							
Cost	P 699,822	P 3,605,639	P 238,902	P 638,812	P 4,166,501	P 51,088	P 9,400,764
Accumulated depreciation amortization and impairment	-	(769,778)	(113,186)	(598,942)	(65,160)	(17,002)	(1,564,068)
Net carrying amount	P 699,822	P 2,835,861	P 125,716	P 39,870	P 4,101,341	P 34,086	P 7,836,696
January 1, 2023							
Cost	P 1,086,288	P 3,649,020	P 232,346	P 619,125	P 3,713,137	P 11,555	P 9,311,471
Accumulated depreciation and amortization	-	(701,718)	(86,392)	(581,522)	-	(1,355)	(1,370,987)
Net carrying amount	P 1,086,288	P 2,947,302	P 145,954	P 37,603	P 3,713,137	P 10,200	P 7,940,484

A reconciliation of the carrying amounts of property and equipment as of September 30, 2024 and December 31, 2023 are shown below.

	Land	Building and Improvements	Machineries and Transportation Equipment	Furniture Fixture and Other Improvements	Capital Projects in-Progress	Right-of-use Asset	Total
Balance at January 1, 2024, net of accumulated depreciation, amortization, and impairment	P 699,822	P 2,835,861	P 125,716	P 39,870	P 4,101,341	P 34,086	P 7,836,696
Additions	-	2,210	1,531	13,078	271,547	2,501	290,867
Reclassification	-	31,538	(14,336)	(411)	(17,545)	-	(754)
Disposals	-	(592)	(847)	-	-	-	(1,439)
Impairment	-	-	-	-	(9,142)	-	(9,142)
Depreciation and amortization charges for the year	-	(51,640)	(4,739)	(14,903)	-	(12,264)	(83,546)
Net carrying amount	**P 699,822**	**P 2,817,377**	**P 107,325**	**P 37,634**	**P 4,346,201**	**P 24,323**	**P 8,032,682**

	Land	Building and Improvements	Machineries and Transportation Equipment	Furniture Fixture and Other Improvements	Capital Projects in-Progress	Right-of-use Asset	Total
Balance at January 1, 2023, net of accumulated depreciation, amortization, and impairment	P 1,086,288	P 2,947,302	P 145,954	P 37,603	P 3,713,137	P 10,200	P 7,940,484
Additions	-	1,145	6,556	20,787	434,666	39,533	502,687
Reclassification	(386,466)	(44,525)	-	18	18,698	-	(412,275)
Impairment	-	-	-	-	(65,160)	-	(65,160)
Depreciation and amortization charges for the year	-	(68,061)	(26,794)	(18,538)	-	(15,647)	(129,040)
Net carrying amount	P 699,822	P 2,835,861	P 125,716	P 39,870	P 4,101,341	P 34,086	P 7,836,696

Depreciation charges are reported as part of Depreciation and amortization under Other Operating Expenses section in the consolidated statements of comprehensive income.

Certain fully depreciated assets with acquisition costs of P565,945 as of September 30, 2024 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 P9,142 and P65,160, respectively, were no longer recoverable. The costs were impaired and the related loss was recognized as part of Miscellaneous Income (Charges) – net account in the consolidated statement of comprehensive income.

10. INTANGIBLE ASSETS

The gross carrying amounts and accumulated amortization of intangible assets as of September 30, 2024 and December 31, 2023 are shown below.

	Software Licenses	Land Use Rights	Total
September 30, 2024			
Cost	P 58,341	P 164,213	P 222,554
Accumulated amortization	(49,228)	(1,106)	(50,334)
Net carrying amount	**P 9,113**	**P 163,107**	**P 172,220**
December 31, 2023			
Cost	P 55,797	P 164,213	P 220,010
Accumulated amortization	(44,354)	(1,106)	(45,460)
Net carrying amount	P 11,443	P 163,107	P 174,550
January 1, 2023			
Cost	P 49,546	P 164,213	P 213,759
Accumulated amortization	(38,677)	(1,106)	(39,783)
Net carrying amount	P 10,869	P 163,107	P 173,976

A reconciliation of the carrying amounts of intangible assets as of September 30, 2024 and December 31, 2023 are shown below.

	Software Licenses	Land Use Rights	Total
Balance at January 1, 2023, net of accumulated amortization	P 11,443	P 163,107	P 174,550
Additions	2,544	-	2,544
Reclassification	-	-	-
Amortization charges for the year	(4,874)	-	(4,874)
Balance at September 30, 2024, net of accumulated amortization	**P 9,113**	**P 163,107**	**P 172,220**
Balance at January 1, 2023, net of accumulated amortization	P 10,869	P 163,107	P 173,976
Additions	6,023	-	6,023
Reclassification	228	-	228
Amortization charges for the year	(5,677)	-	(5,677)
Balance at December 31, 2023, net of accumulated amortization	P 11,443	P 163,107	P 174,550

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

Intangible assets with finite useful lives are subject to impairment testing whenever there is an indication of impairment. There were no indication of impairment in 2024 and 2023 as determined by management.

The amount of amortization charges were presented as part of Depreciation and amortization under Other Operating Expenses section in the consolidated statements of comprehensive income.

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

11. OTHER NONCURRENT ASSETS

This account consists of the following as of September 30, 2024 and December 31, 2023:

	Notes	**September 30, 2024 (Unaudited)**	December 31, 2023 (Audited)
Input VAT Clearing	11.1	**P 342,262**	P 342,262
Goodwill	11.2	**27,462**	27,462
Financial assets at FVOCI	11.3	**54,179**	39,884
		P 423,903	P 409,608

11.1 Input VAT clearing

Input VAT clearing pertains to the recognized input VAT of the unpaid portion of the purchased raw land property from a related party (See Note 5).

11.2 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 also assessed that the entities will continue as a going concern entity and will have sufficient financial resources to finance its working capital requirements to achieve its projected forecast and to support its business needs. No impairment loss was needed to be recognized in 2024 and 2023.

11.3 Financial Assets at FVOCI

The fair values 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.

12. 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, development of its real estate projects and property and equipment, additional investment in an associate and working capital requirements. These loans are renewable on a monthly basis and bear annual interest rates ranging from 4.7% to 7.5% in September 30, 2024 and 2.0% to 5.0% in December 31, 2023. The related loan agreements do not contain loan covenant provisions.

Interest expense charged to operations amounted to P456,204 and P429,037 in 2024 and 2023, respectively, and is presented as part of Finance Costs account in the consolidated statements of comprehensive income. Unpaid interest amounting to P60,399 and P50,558 as of September 30, 2024 and December 31, 2023, respectively, is shown as part of Accrued interest payable under Trade and Other Payables account in the consolidated statements of financial position (see Note 13).

No assets are pledged as collateral to the existing loans as of September 30, 2024 and 2023.

13. TRADE AND OTHER PAYABLES

This account is composed of:

	Notes	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Current:			
Accounts payable		**P 2,275,764**	P 3,800,080
Accrued expenses	3, 5, 9	**273,909**	252,351
Retention payable		**141,702**	177,577
Taxes payable		**126,258**	152,228
Provisions		**4,564**	4,564
Other payables	12	**4,852**	4,185
		2,827,049	4,390,985
Noncurrent:			
Accounts payable	3, 5	**5,290,613**	5,290,613
		P 8,117,662	P 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 3.1, 5 and 15). Interest expense incurred on these amounted to P12,251 and P36,052 in 2024 and 2023, respectively and were presented as part of Finance Costs in the consolidated statements of comprehensive income. The Group did not incur interest expense on some of these payables starting 2023 based on the conditions set and agreed by both parties.

Accrued expenses include accruals for various operating expenses, such as interest expense, outside services and short-term employee benefits.

Contract liabilities and dividend declaration, if any, 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.

14. LEASES

The Group leases a certain building with remaining lease term of three years, which is currently being subleased by the Group to other parties. The outstanding obligation relating to this lease contract is presented as part of Lease Liabilities account in the consolidated statements of financial position. Moreover, the Group recognized Finance lease receivables under Receivables account 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 sublease agreement classified as finance leases is presented as Right-of-use assets under Investment Property account in the September 30, 2024 consolidated statement of financial position (see Note 8).

The Group also leases a certain parcel of land where one of its buildings stands. The Group recognized Right-of-use asset for the leased land as part of Investment Property and Property and Equipment account (see Notes 8, 9) and the corresponding liability as part of Lease Liabilities account in the September 30, 2024 consolidated statement of financial position.

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 lease 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 in 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.

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 option exceeds the expected overall cost. As of September 30, 2024 and December 31, 2023, the Group has no historical experience of exercising termination options for its existing lease agreements.

In 2024 and 2023, the Group entered into different lease agreements to be used for offices with remaining lease term of two years. The right-of-use assets is presented as part of Property and Equipment in the consolidated statement of financial position.

Lease liabilities presented in the consolidated statement of financial position as of September 30, 2024 and December 31, 2023 are as follows:

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Current	**P 11,565**	P 40,464
Non-current	**83,537**	82,246
	P 95,102	P 122,710

15. 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 below and in the succeeding pages. Related parties under common control are subsidiaries and associates of San Miguel Corporation (SMC) through direct or indirect equity ownership.

The following are the transactions with related parties.

Related Parties	Notes	Period	Revenue From Related Parties	Purchases From Related Parties	Amounts Owed by Related Parties	Amounts Owed to Related Parties	Terms	Conditions
Intermediate Parent Company	8,14	**2024**	**P 113,684**	**P 55,396**	**P 9,693**	**P 105,823**	On demand or 30 days from the date of billing; Noninterest-bearing	Secured by advance rentals and security deposits, and unsecured
		2023	107,082	54,858	4,231	95,679		
		2024	**-**	**-**	**-**	**2,540,297**	Upon issuance of shares	To be used only as payment for future issuance of shares
		2023	-	-	-	748,126		
Under Common Control	8,9,14	**2024**	**892,193**	**108,051**	**729,959**	**6,172,647**	On demand or 30 days from the date of billing or less than 2 to 4 years; Interest-bearing	Secured by advance rentals and security deposits, and unsecured
		2023	929,202	422,562	615,839	8,101,182		
Associates		**2024**	**112,843**	**-**	**354,555**	**45**	On demand; Interest-bearing	Secured
		2023	1,957	-	379,906	-		
		2024	**P 1,118,720**	**P 163,447**	**P 1,094,207**	**P 8,818,812**		
		2023	P 1,038,241	P 477,420	P 999,976	P 8,944,987		

(a) Revenue from related parties consist of lease income, management and other administrative fees, room revenues, sale of food and beverages and interest income from deposits and dividend income 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 and purchase of raw materials and supplies.

(c) Amounts owed by related parties consist of contract receivables, accounts receivables, due from related parties, deposits and cash advances and equity advances. 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 equity 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 thelease 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.

16. EQUITY

16.1 Capital Stock

The Company's capital stock consists of:

	Shares		Amount	
	2024	2023	**2024**	2023
Capital stock – P10 par value				
Authorized	**1,500,000,000**	1,500,000,000	**P 15,000,000**	P 15,000,000
Issued and outstanding:				
Balance at beginning of year	**1,500,000,000**	1,370,553,798	**P 15,000,000**	P 13,705,538
Issued during the year	**-**	129,446,202	**-**	1,294,462
Balance at end of year	**1,500,000,000**	1,500,000,000	**15,000,000**	15,000,000
Subscription receivable	**-**	-	**-**	-
Treasury stock – at cost	**(315,771)**	(315,771)	**(9,515)**	(9,515)
Total outstanding	**1,499,684,229**	1,499,684,229	**P 14,990,485**	P 14,990,485

On January 30, 1998, San Miguel Properties Philippines, Inc. (SMPPI) 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 Company 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 Company filed with the PSE the petition for voluntary delisting with May 6, 2013 as the effective date of the delisting of the Company's common shares from the PSE. On April 25, 2013, the PSE approved the voluntary delisting of the Company 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.

On June 29, 2017, SMC has agreed to subscribe 27,985,000 additional shares of the Company out of the 928,304,831 unissued shares from the approved increase of authorized capital stock in 2016. Total additions to Capital Stock and Additional Paid-in Capital accounts arising from the share subscription by the Intermediate Parent Company amounted to P279,850 and P278,451, respectively. Total costs directly related to the issuance of shares amounting to P1,399 were deducted from the Additional Paid-in Capital account.

On February 19, 2018, SMC subscribed additional shares of the Company from the unsubscribed portion of the existing authorized capital stock in the amount of P1,250,000 divided into 62,500,000 shares with par value of P10 per share. Total additions to Capital Stock and Additional Paid-in Capital accounts amounted to P625,000 and P618,750, respectively. Total costs directly related to the issuance of shares amounting to P6,250 were deducted from the Additional Paid-in Capital account.

On December 23, 2019, the Group issued additional shares to SMC from the unsubscribed portion of the existing authorized capital stock amounting to P1,150,000 divided into 57,500,000 shares with par value of P10 per share. This share issuance consequently resulted to total additions to capital stock and additional paid-in capital accounts amounting to P575,000 and P569,250, respectively. Total costs directly related to the issuance of shares amounting to P5,750 were deducted from the additional paid-in capital account.

In 2020, SMC, on separate occasions, subscribed to additional shares in the Parent Company from the unsubscribed portion of the existing authorized capital stock amounting to P4,827,875 divided into 241,393,750 shares with par value of P10.0 per share, of which P735,890 is still unpaid as of December 31, 2020. This subscription consequently resulted to total additions to capital stock and additional paid-in capital accounts amounting to P2,045,993 and P2,021,853, respectively. Total costs directly related to the issuance of shares amounting to P24,140 were deducted from the Additional Paid-in Capital account.

In 2021, SMC, on separate occasions, subscribed to additional shares in the Parent Company from the unsubscribed portion of existing authorized capital stock amounting to P3,375,661 divided into 168,783,058 shares with a par value of P10 per share, of which P357,900 is still unpaid as of December 31, 2021. This subscription, including the collection of subscription receivables from prior years, consequently resulted to total additions to Capital Stock and Additional Paid-in Capital accounts amounting to P1,876,826 and P1,858,291, respectively. Total costs amounting to P18,535 directly attributable to the issuance of shares were deducted from the Additional Paid-In capital account. The subscription receivable in 2021 amounting to P357,900 remains uncollected as of December 31, 2022.

In 2022, SMC, on separate occasions, subscribed to additional shares in the Parent Company from the unsubscribed portion of existing authorized capital stock amounting to P4,783,583 divided into 240,381,050 shares with a par value of P10 per share. This subscription consequently resulted to total additions to Capital Stock and Additional Paid-in Capital accounts amounting to P2,403,810 and P2,379,772, respectively. Total costs amounting to P24,038 directly attributable to the issuance of shares were deducted from the Additional Paid-In Capital account.

In 2023, SMC, on separate occasions, subscribed to additional shares in the Parent Company from the unsubscribed portion of existing authorized capital stock amounting to P2,045,410 divided into 102,270,500 shares with a par value of P10 per share. This subscription, including the collection of subscription receivables from prior years amounting to P357,900, consequently resulted to total additions to Capital Stock and Additional Paid-in Capital accounts amounting to P1,201,655 and P1,191,428, respectively. Total costs amounting to P10,227 directly attributable to the issuance of shares were deducted from the Additional Paid-In Capital account.

The Company has more than 200 stockholders holding shares of the Company's capital stock as of September 30, 2024 and December 31, 2023. The Company is still qualified to be a public corporation based on its quasi-public registration with the SEC.

As of September 30, 2024 and December 31, 2023, the Company has 75 stockholders owning 100 or more shares each of the Company's capital stock.

16.2 Deposit for Future Stock Subscription

Based on the requirements of the SEC, a Company 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 or all of the foregoing elements are not present, the transaction should be recognized as of liability. The amount of deposits for future stock subscription will be reclassified to equity account when the Company meets the foregoing criteria.

As of September 30, 2024, deposits for future stock subscription of the Company was presented as equity following the submission of its application for the increase in authorized capital stock (ACS) to SEC on August 12, 2024.

16.3 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 September 30, 2024 and December 31, 2023, and also, the accumulated share in profit of associates amounting to P4,534,722 and P4,122,254 for the periods then ended.

16.4 Appropriation of Retained Earnings

On May 8, 2023, the Company's BOD reversed the appropriation amounting to P4,500,000 as the purpose for which 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 project which are expected to be completed within the next fifteen years from appropriation.

16.5 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.

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 September 30, 2024 and December 31, 2023, both amounting to P1,194,694, is recognized as Other Reserves under the Equity section of consolidated statements of financial position (see Note 3.1).

17. EARNINGS PER SHARE

Basic and diluted earnings per share amounts as of September 30, 2024 were computed as follows:

	September 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)
Net profit (loss) attributable to owners of the parent company for the period	**P 462,177**	P 459,527
Divided by weighted average number of outstanding common shares *(in thousands)*	**1,492,890**	1,363,910
Earnings (loss) per share – basic and diluted	**P 0.31**	P 0.34

The weighted average number of shares as of September 30, 2024 is computed as follows:

	Number of Shares	Months Outstanding	Weighted Number of of Shares
Balance at beginning of year	1,472,508,527	12	17,670,102,324
	27,175,702	9	244,581,318
Share issuance during period	-	-	-
Balance at end of year	1,499,684,229		17,914,683,642
Divided by			12
Weighted average number of shares outstanding			**1,492,890,304**

Diluted earnings per share equal the basic earnings per share since the Company does not have dilutive shares as of September 30, 2024 and December 31, 2023.

18. 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 in the succeeding page.

18.1 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 pesos which is its functional currency. The Group's financial asset denominated in foreign currency only pertains to cash in bank. However, the amount is insignificant as of September 30, 2024 and December 31, 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.

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 below illustrates the sensitivity of consolidated profit before tax for the years in regards 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 95% level of confidence.

The sensitivity analysis is based on the Group's financial instruments held at end of the reporting periods.

	September 30, 2024 (Unaudited)		September 30, 2023 (Unaudited)	
	Reasonably possible change in rate	**Effect in Profit or loss before tax**	Reasonably possible change in rate	Effect in Profit or loss before tax
Profit or loss before tax:				
Net increase	**+ 1.40 %**	**(P 27,682)**	+ 1.40 %	(P 29,558)
Net decrease	**- 1.40 %**	**27,682**	- 1.40 %	29,558

(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 is not material. It manages its risk arising from changes in market price by monitoring the changes in the market price of the investment.

18.2 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 estates are made to customers with appropriate credit history and has internal mechanism to monitor the granting of credit and management of credit exposures. The Group has provided allowance for impairment on receivables, where necessary, 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 while the Group's rental receivables are effectively collateralized by security deposits and advance rental 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.

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 is the carrying amount of the financial assets as shown on the face of the consolidated statements of financial position as of September 30, 2024 and December 31, 2023 (or in the detailed analysis provided in the notes to the consolidated financial statements), as summarized below.

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Cash and cash equivalents	**P 1,231,848**	P 1,355,317
Receivables - net (excluding advances to contractors)	**928,859**	876,716
	P 2,160,707	P 2,232,033

(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.

(b) Receivables and Contract Assets

The Group applies the PFRS 9 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 mostly to receivables from third 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.

ECL for the Group's accounts receivables and 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 Accounts receivable, Rental receivables and Due from related parties are also evaluated by the Group for impairment and assessed that no ECL should be provided based on the available liquid assets and credit standing of the counterparties. Further, rental receivable is secured to the extent of advance rental and rental deposit received from the lessees.

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.

18.3 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 (excluding unpaid taxes and provisions) as of September 30, 2024 based on contractual undiscounted payments is as follows:

	Current		**Noncurrent**	
	Within 6 months	**6 to 12 months**	**1 to 3 years**	**Later than 3 years**
Loans and borrowings	P 10,683,399	P -	P -	P -
Trade and other payables	2,498,690	141,702	6,494,151	-
Rental deposits	58,683	18,757	31,390	7,628
Lease Liabilities	18,381	25,986	50,977	15,682
Due to related parties	33,357	-	-	-
	P 13,292,510	**P 186,445**	**P 6,576,518**	**P 23,310**

The maturity profile of the Group's financial liabilities (excluding unpaid taxes and provisions) as of December 31, 2023 based on contractual undiscounted payments is as follows:

	Current		Noncurrent	
	Within 6 months	6 to 12 months	1 to 3 years	Later than 3 years
Loans and borrowings	P 10,946,958	P -	P -	P -
Trade and other payables	4,010,623	177,577	6,481,694	-
Rental deposits	55,596	21,072	30,125	1,187
Lease Liabilities	24,474	24,707	79,240	16,582
Due to related parties	33,357	-	-	-
	P 15,071,008	P 223,356	P 6,591,059	P 17,769

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.

19. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

19.1 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 below.

		September 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
	Notes	**Carrying Values**	**Fair Values**	Carrying Values	Fair Values
Financial assets					
Financial assets at amortized cost:					
Cash and cash equivalents		**P 1,236,444**	**P 1,236,444**	P 1,362,513	P 1,362,513
Receivables – net (excluding advances to contractors)		**928,859**	**928,859**	876,716	876,716
Financial assets at FVOCI	11.3	**54,179**	**54,179**	39,884	39,884
		P 2,219,482	**P 2,219,482**	P 2,279,113	P 2,279,113

		September 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
	Notes	Carrying Values	Fair Values	Carrying Values	Fair Values
Financial liabilities					
Financial liabilities at amortized cost:					
Loans and borrowings	12	**P 10,623,000**	**P 10,623,000**	P 10,896,400	P 10,896,400
Trade and other payables	13	**7,991,405**	**7,426,743**	9,529,370	8,964,709
Lease liabilities	14	**95,102**	**111,026**	122,710	145,004
Due to related parties	15	**33,357**	**33,357**	33,357	33,357
Rental deposits		**116,459**	**116,459**	107,980	107,980
		P 18,859,323	**P 18,310,585**	P 20,689,817	P 20,147,450

A description of the Group's risk management objectives and policies for financial instruments is provided in Note 18.

19.2 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 Note 15 can be potentially offset to the extent of their corresponding outstanding balances.

20. FAIR VALUE MEASUREMENT AND DISCLOSURES

20.1 Fair Value Hierarchy

In accordance with PFRS 13, 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, 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.

20.2 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 September 30, 2024 and December 31, 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 technique, 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.

20.3 Fair Value Measurement of Financial Assets

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.

There is no change in fair value of these financial assets in September 30, 2024 and December 31, 2023. Any changes in fair value is presented as Fair Value Gains account in the consolidated statements of comprehensive income and the accumulated changes is presented as part of Accumulated Fair Value Gains (Losses) – net account in the Equity section of the consolidated statements of financial position.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in September 30, 2024 and December 31, 2023.

The Group has no financial liabilities measured at fair value as of September 30, 2024 and December 31, 2023.

20.4 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 September 30, 2024 and December 31, 2023.

21. 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 the 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 divided by total equity. Capital for the reporting periods as of September 30, 2024 and December 31, 2023 under review is summarized as follows:

	September 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Total liabilities	**P 19,623,175**	P 22,068,621
Total equity	**41,387,482**	38,392,958
Debt-to-equity ratio	**0.47:1.00**	0.57:1.00

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

22. EVENTS AFTER THE REPORTING PERIOD

On October 23, 2024, the Group disposed its investment over Rapidshare Realty and Development Corporation for a total consideration amounting to P2,526,268, thereby losing control.

On November 6, 2024, the Company's Board of Directors (BOD) reversed the P4.5 billion appropriation of Retained Earnings previously approved on May 8, 2023 for the Bugsuk project, as the Company is still in the process of finalizing the master plan, which may require adjustments to the project timeline.

ANNEX "B"

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 period ended September 30, 2024 (with comparative figures as of December 31, 2023 and for the period ended September 30, 2023). All necessary adjustments to present fairly the consolidated financial position, performance, and cash flows of the Group as of September 30, 2024, and for all the other periods 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 period, the Company increased its subscription, equivalent to a total of P80M in the following subsidiaries: (1) P58M in Quick Silver; (2) P33M in Moonspring; (3) P6M in Newscapes; (4) P4M 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	273
2	Bricktree	77
3	Quick Silver	47
4	Zee2	19
5	High Garden	14
6	Various subsidiaries	11
	TOTAL	441

Additional subscription and deposit for future stocks were made to subsidiaries engaged to purchase, lease, donation 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

During the period, the Company acquired properties located in NCR, Southern Luzon and Western Visayas which were accounted under Deposits on Land for Future Development.

II. FINANCIAL PERFORMANCE

2024 vs. 2023

In Millions PHP	Unaudited	Unaudited	Changes	
	September 30, 2024	September 30, 2023	Amount	%
REVENUES				
Room revenues	583	596	-13	-2%
Rental income	569	555	14	3%
Service income	428	391	37	9%
Real estate sales	262	342	-80	-23%
Sale of food and beverages	216	219	-3	-1%
Others	19	18	1	6%
	2,077	**2,121**	**-44**	
COSTS OF SALES AND SERVICES				
Room services	298	302	-4	-1%
Cost of service	268	250	18	7%
Real estate sold	208	204	4	2%
Food and beverages sold	187	175	12	7%
Rentals	118	116	2	2%
	1,079	**1,047**	**32**	**3%**
GROSS PROFIT	**998**	**1,074**	**-76**	**-7%**
OTHER OPERATING EXPENSES	**540**	**517**	**23**	**4%**
OPERATING PROFIT	**458**	**557**	**-99**	
OTHER INCOME (CHARGES)				
Share in profit of associates	505	694	-189	-27%
Finance costs	-525	-838	313	-37%
Finance income	48	53	-5	-9%
Miscellaneous income (charges) - net	-11	-57	46	-81%
	17	**-148**	**165**	
PROFIT BEFORE TAX	**475**	**409**	**66**	**16%**
TAX EXPENSE (BENEFIT)	**14**	**-47**	**61**	**130%**
NET PROFIT AFTER TAX	**461**	**456**	**5**	**1%**
NONCONTROLLING INTEREST	**-1**	**-3**	**2**	**-67%**
NET PROFIT	**462**	**459**	**3**	**1%**

The Group ended the third quarter of 2024 with P462 million net income attributable to the net owners of the company from P459 million net income in 2023. This was mainly due to the decrease in finance costs and lower miscellaneous charges in 2024.

Service income increased by 9% due to the increase in volume and scope of services rendered.

Real estate sales decreased by P80 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 in 2023.

Cost of service increased by 7% primarily due to increase in service income in 2024.

Cost of food and beverage of hotel increased by 7% mainly due to higher management fee and depreciation expense brought by the additional fixed assets.

Share in profit of associates decreased from P694 million to P505 million in 2024 due to lower share in income of Bank of Commerce (BankCom), net of dividends on preferred shares.

Finance costs decreased by 37% mainly because of interest expense recognized on long-term debt to a related party in 2023.

Miscellaneous income (charges) – net decreased from P57 million to P11 million charges brought by lower donations made in 2024 and gain on sale of investment in a subsidiary.

Tax expense (benefit) increased from P47 million benefit to P14 million expense mainly due to reduction of provision on interest expense on long-term debt, impact of CREATE law and higher taxable income of various subsidiaries.

Noncontrolling interest decreased by P2 million mainly due to higher net loss of certain subsidiary in 2023.

2023 vs. 2022

In Millions PHP	Unaudited	Unaudited	Changes	
	September 30, 2023	September 30, 2022	Amount	%
REVENUES				
Room revenues	596	449	147	33%
Rental income	555	548	7	1%
Service income	391	325	66	20%
Real estate sales	342	64	278	434%
Sale of food and beverages	219	120	99	83%
Others	18	14	4	29%
	2,121	**1,520**	**601**	
COSTS OF SALES AND SERVICES				
Real estate sold	204	46	158	343%
Room services	302	240	62	26%
Cost of service	250	221	29	13%
Food and beverages sold	175	119	56	47%
Rentals	116	95	21	22%
	1,047	**721**	**326**	**45%**
GROSS PROFIT	**1,074**	**799**	**275**	**34%**
OTHER OPERATING EXPENSES	**517**	**454**	**63**	**14%**
OPERATING PROFIT	**557**	**345**	**212**	
OTHER INCOME (CHARGES)				
Share in profit of associates	694	425	269	63%
Finance income	53	28	25	89%
Finance costs	-838	-256	-582	227%
Miscellaneous income (charges) - net	-57	-14	-43	307%
	-148	**183**	**-331**	
PROFIT BEFORE TAX	**409**	**528**	**-119**	**-23%**
TAX EXPENSE (BENEFIT)	**-47**	**26**	**-73**	**-281%**
NET PROFIT AFTER TAX	**456**	**502**	**-46**	**-9%**
NONCONTROLLING INTEREST	**-3**	**-7**	**4**	**-57%**
NET PROFIT	**459**	**509**	**-50**	**-10%**

The Group ended the third quarter of 2023 with P459 million net income attributable to the net owners of the company from P509 million net income in 2022. This was mainly due to the increase in operating expenses, finance costs and other miscellaneous charges in 2023.

Revenue from the Group's hotel business comprising of room revenues, sale of food and beverages and others increased from P583 million to P833 million. This was mainly attributable to the improvement in the occupancy rate of Makati Diamond Residences (MDR) from 75% to 80% as a result of stronger market demand and primarily due to the improved business setting.

Real estate sales increased by P278 million mainly due to the sale of property located in NCR, sale of property to a related party amounting to P78 million and booked revenue from Dover Hill project.

Service income increased by 20% due to the increase in volume and scope of services rendered.

Cost of sales increased by 45% primarily because of the increase in real estate sales and hotel revenue.

The Group's operating expenses posted a 14% increase as compared with 2022 mainly due to increase in security charges, higher contracted services of hotel, increase in building maintenance and IT related maintenance fees, increase in utilities and supplies consumption of hotel, higher taxes and licenses paid for the additional stock subscription and increase in authorized capital stock of various subsidiaries.

Share in net earnings of associates increased from P425 million to P694 million in 2023 mainly due to higher income earned by Bank of Commerce.

Finance income increased by P25 million mainly due to higher interest earned from placements.

Finance costs increased by 227% mainly due to interest expense recognized on long-term debt to related parties and higher interest rate in 2023.

Miscellaneous income (charges) – net increased from P14 million to P57 million charges brought by higher donations to various relocation projects of the Group and impairment of investment property of a subsidiary.

Tax expense (benefit) decreased from P26 million expense to P47 million benefit mainly due to recognition of net operating loss carry over (NOLCO) reduced by increase in finance income and higher taxable income of various subsidiaries.

Noncontrolling interest decreased by P4 million mainly due to higher net loss of certain subsidiary in 2022.

III. FINANCIAL POSITION

2024 vs. 2023

In Millions Php	Unaudited	Audited	Changes	
	September 30, 2024	December 31, 2023	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	1,236	1,362	-126	-9%
Receivables - net	382	314	68	22%
Real estate projects	1,882	1,496	386	26%
Raw land inventory	11,540	9,495	2,045	22%
Deposits on land for future development	143	0	143	100%
Other current assets - net	2,255	2,350	-95	-4%
	17,438	**15,017**	**2,421**	
NONCURRENT ASSETS				
Receivables - net	758	812	-54	-7%
Deposits on land for future development	1,645	1,852	-207	-11%
Equity advances and investments in associates	12,717	12,303	414	3%
Investment property - net	19,362	21,661	-2,299	-11%
Property and equipment - net	8,033	7,837	196	3%
Intangible assets - net	172	174	-2	-1%
Deferred tax assets - net	461	395	66	17%
Other noncurrent assets - net	424	410	14	3%
	43,572	**45,444**	**-1,872**	
CURRENT LIABILITIES				
Loans and borrowings	10,623	10,897	-274	-3%
Trade and other payables	2,827	4,391	-1,564	-36%
Lease liabilities	12	40	-28	-70%
Due to related parties	33	33	0	0%
Advance rentals and deposits	156	154	2	1%
Customers' deposits	265	135	130	96%
Income tax payable	5	2	3	150%
	13,921	**15,652**	**-1,731**	
NONCURRENT LIABILITIES				
Advance rentals and deposits	112	96	16	17%
Lease liabilities	84	82	2	2%
Retirement benefit liability	23	24	-1	-4%
Deferred tax liabilities - net	193	176	17	10%
Deposit for future stock subscription	0	748	-748	-100%
Other noncurrent liabilities	5,291	5,291	0	0%
	5,703	**6,417**	**-714**	
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)	-168	-190	22	-12%
Cumulative translation adjustment	-4	-1	-3	300%
Reserve for retirement plan	-190	-190	0	0%
Other reserves	-1,192	-1,192	0	0%
Retained earnings	10,561	10,124	437	4%
Noncontrolling interest	436	438	-2	0%
	41,386	**38,392**	**2,994**	

Cash and cash equivalents decreased by 9% mainly due to payment for land acquisitions, settlement of payable for the purchase of subsidiaries, taxes, interest and bank charges, reduced by the additional subscription and collections received in 2024.

Real estate projects and Raw land inventory increased by 26% and 22%, respectively, primarily due to reclassification of properties from being held for capital appreciation to real estate inventory, reduced by the sale of property located in NCR.

Movement in Deposit on land for future development is merely a reclassification from noncurrent to current.

Investment property – net decreased by 11% mainly because of reclassification of properties to inventory due to change in use in 2024.

Deferred tax assets - net increased by 17% mainly due to additional provision and recognition of NOLCO and MCIT in 2024.

Trade and other payables decreased by 36% mainly due to settlement of remaining payable for the purchase of subsidiaries and land acquisition located in Southern Luzon.

Lease liabilities decreased by P26 million mainly due to payments made in 2024.

Advance rental and deposits increased by 7% mainly due to additional lease contracts in 2024 and annual escalation rate.

Customers' deposits increased by 96% mainly attributable to the deposits received from the sale of properties in Central and Southern Luzon.

Income tax payable increased by P3 million due to the higher taxable income of certain subsidiaries.

Deferred tax liabilities - net increased by 10% 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 P748M 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 12% mainly due to lower unrealized loss recognized on BankCom's financial assets measured at fair value through other comprehensive income (FVOCI).

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

2023 vs. 2022

In Millions Php	Unaudited	Audited	Changes	
	September 30, 2023	December 31, 2022	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	1,642	2,008	-366	-18%
Receivables - net	326	398	-72	-18%
Real estate projects	1,315	1,501	-186	-12%
Raw land inventory	9,309	9,312	-3	0%
Other current assets - net	2,164	2,155	9	0%
	14,756	**15,374**	**-618**	
NONCURRENT ASSETS				
Receivables - net	828	774	54	7%
Deposits on land for future development	1,859	1,805	54	3%
Equity advances and investments in associat	12,557	11,861	696	6%
Investment property - net	21,287	20,523	764	4%
Property and equipment - net	8,190	7,940	250	3%
Intangible assets - net	175	174	1	1%
Retirement benefits asset	21	23	-2	-9%
Deferred tax assets - net	296	167	129	77%
Other noncurrent assets - net	520	521	-1	0%
	45,733	**43,788**	**1,945**	
CURRENT LIABILITIES				
Loans and borrowings	11,027	11,476	-449	-4%
Trade and other payables	3,189	4,282	-1,093	-26%
Lease liabilities	13	23	-10	-43%
Due to related parties	33	33	0	0%
Advance rentals and deposits	138	136	2	1%
Customers' deposits	145	171	-26	-15%
Income tax payable	2	1	1	100%
	14,547	**16,122**	**-1,575**	
NONCURRENT LIABILITIES				
Advance rentals and deposits	113	114	-1	-1%
Lease liabilities	119	92	27	29%
Deferred tax liabilities - net	157	127	30	24%
Other noncurrent liabilities	7,657	7,657	0	0%
	8,046	**7,990**	**56**	
EQUITY				
Capital stock	14,728	13,527	1,201	9%
Additional paid-in capital	14,144	12,953	1,191	9%
Treasury shares - at cost	-10	-10	0	0%
Accumulated fair value gain (loss)	-303	-311	8	-3%
Cumulative translation adjustment	2	2	0	0%
Reserve for retirement plan	-68	-59	-9	15%
Other reserves	-1,191	-1,192	1	0%
Retained earnings	10,157	9,700	457	5%
Noncontrolling interest	437	440	-3	-1%
	37,896	**35,050**	**2,846**	

Cash and cash equivalents decreased by 18% mainly due to payments made for land acquisitions, taxes, interest and bank charges, reduced by additional subscription and collections received in 2023.

Real estate projects decreased by 12% mainly due to the sale of units from Dover Hill project and sale of property located in NCR.

Equity advances and investments in associates increased by 6% due to a higher share in net income of Bank of Commerce.

Retirement benefits asset decreased by 9% due to recognition of additional pension cost in 2023.

Deferred tax assets - net increased by 77% mainly due to additional provision on impairment and recognition of NOLCO and MCIT in 2023.

Trade and other payables decreased by 26% mainly due to settlement of remaining payables for the purchase of subsidiaries and land acquisition located in Southern Luzon.

Lease liabilities increased by 15% mainly due to additional lease agreements executed in 2023.

Customers' deposits decreased by P26 million mainly due to the recognition of sales resulting to the transfer of deposits collected from customers to receivables.

Deferred tax liabilities - net increased by 24% because of additional recognition of PAS17, *Leases*, on the Group's lease contracts.

Capital stock and additional paid-in capital increased by 9% mainly due to additional subscriptions of Parent Company.

Reserves for retirement plan increased by 15% mainly due to higher share in re-measurement loss of BankCom.

IV. SOURCES AND USES OF CASH

A brief summary of cash flow movement is shown below:

(In thousands)	September 30	
(Unaudited)	**2024**	2023
Net cash from operating activities	**P 345,225**	P 150,915
Net cash used in investing activities	**(1,343,059)**	(1,953,801)
Net cash from financing activities	**871,765**	1,435,979

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

Net cash used in investing activities includes the following:

(In thousands)	September 30	
(Unaudited)	**2024**	2023
Settlement of outstanding payables on subsidiaries acquired through asset acquisition	**(P 772,940)**	(P 772,940)
Acquisitions of property and equipment	**(303,830)**	(344,225)
Additions to investment property	**(239,394)**	(697,029)
Settlement of outstanding payables on acquisition of noncontrolling interest	**(168,006)**	(168,006)
Dividends received	**112,465**	-
Interest received	**25,857**	36,277
Proceeds from sale of investment in a subsidiary, net of cash at date of sale	**7,512**	-
Additions to intangible assets	**(2,544)**	(4,581)
Additional equity advances	**(2,179)**	(3,297)
Net cash used in investing activities	**(P 1,343,059)**	(P 1,953,801)

Net cash from financing activities include the following:

(In thousands)	September 30	
(Unaudited)	**2024**	2023
Deposits received for future stock subscription	**P 1,792,171**	P -
Interest paid	**(626,110)**	(494,291)
Net payments of borrowings	**(273,400)**	(448,800)
Repayment of lease liabilities	**(30,109)**	(22,123)
Collection of lease receivables	**9,213**	8,110
Proceeds from the issuance of shares of stock	**-**	2,403,310
Share issuance costs paid	**-**	(10,227)
Net cash from financing activities	**P 871,765**	P 1,435,979

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	**September 30, 2024**	December 31, 2023
Current Ratio	**1.25 : 1.00**	0.96 : 1.00
Total Assets to Equity Ratio	**1.47 : 1.00**	1.57 : 1.00
Debt to Equity Ratio	**0.47 : 1.00**	0.57 : 1.00
Return on Average Equity Attributable to Owners of the Parent Company	**1.16%**	1.15%
	Period Ended September 30	
	2024	2023
Volume Growth		
Lease	**(0.29%)**	0.02%
Real Estate Sales	**(46.67%)**	(25.00%)
Hotel	**(7.93%)**	7.59%
Service income	**9.51%**	20.26%
Revenue Growth	**(2.06%)**	39.49%
Net Profit Margin	**22.18%**	21.53%
Interest Coverage Ratio	**2.00 : 1**	1.52 : 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	$\frac{\text{Total Assets}}{\text{Equity + Non-Controlling Interest}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Excluding deferred tax liabilities)}}{\text{Total Equity (Excluding Accumulated Fair Value Loss, CTA, Dilution Loss and Treasury Shares)}}$
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.

(In Thousands)	**September 30, 2024**	December 31, 2023
Within one year	**P 453,006**	P 587,856
After one year but not more than five years	**1,205,611**	1,215,125
After five years but not more than ten years	**2,874,658**	3,061,183
More than ten years	**2,186,133**	2,206,212
	P 6,719,408	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*.

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. ***Subsequent Event – Reversal of P4.5B Retained Earnings appropriation***

On October 23, 2024, the Group disposed its investment over Rapidshare Realty and Development Corporation for a total consideration amounting to P2,526,268, thereby losing control.

On November 6, 2024, the Company's Board of Directors (BOD) reversed the P4.5 billion appropriation of Retained Earnings previously approved on May 8, 2023 for the Bugsuk project, as the Company is still in the process of finalizing the master plan, which may require adjustments to the project timeline.

d. ***Others***

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

	Net income (loss) after tax (in millions)	
Companies	**September 30, 2024**	**September 30, 2023**
Associates	506	694
SMPI Makati Flagship Realty	83	101
E-fare Investment Holdings Inc.	97	101
Lanes & Bi-Ways Realty Corp	31	23
Tierra Verdosa Real Estate Services Inc.	28	31
San Miguel Properties Inc.	-173	-406
Various subsidiaries	-110	-85
Consolidated net income	**462**	**459**

SAN MIGUEL PROPERTIES, INC. AND SUBSIDIARIES
SEC Released Amended SRC Rule 68
Annex 68-E
Aging of Receivables
as of September 30, 2024
(Amounts in Thousand Philippine Pesos)

				TRADE RECEIVABLES PAST DUE			
	Total Receivables	*Non-Current*	*Current*	*Not more than 30 days*	*More than 30 days but not more than 60 days*	*More than 60 days but not more than 90 days*	*More than 90 days*
Trade	P 873,665	P 569,041	P 195,977	P 84,217	P 7,526	P 7,667	P 9,237
Non-Trade	266,262	188,580	54,253	2,878	13,718	61	6,772
	P 1,139,927	**P 757,621**	**P 250,230**	**P 87,095**	**P 21,244**	**P 7,728**	**P 16,009**