From: Philippine Stock Exchange
To:

Subject: Annual Report
Date: Friday, April 12, 2024 11:33:22 AM

Dear Sir/Madam:

Your disclosure was approved as Company Report. Details are as follows:

Company Name: Belle Corporation
Reference Number: 0011803-2024
Date and Time: Friday, April 12, 2024 11:33 AM
Template Name: Annual Report
Report Number: CR02046-2024

Best Regards,
PSE EDGE

https://www.pse.com.ph/stockMarket/content.html?sec=privacypolicy

The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

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

1. For the fiscal year ended
   Dec 31, 2023
2. SEC Identification Number
   52412
3. BIR Tax Identification No.
   000-156-011
4. Exact name of issuer as specified in its charter
   BELLE CORPORATION
5. Province, country or other jurisdiction of incorporation or organization
   METRO MANILA, PHILIPPINES
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   5/F Tower A, Two Ecom Center, Palm Coast Avenue, MOA Complex, Pasay City
   Postal Code
   1300
8. Issuer's telephone number, including area code
   (632) 8662-8888
9. Former name or former address, and former fiscal year, if changed since last report
   N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, Php 1.00 par value	9,696,464,297

11. Are any or all of registrant's securities listed on a Stock Exchange?
   ☑ Yes ☐ No
   If yes, state the name of such stock exchange and the classes of securities listed therein:
   Philippine Stock Exchange, Inc./ Common Shares
12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

☑ Yes ☐ No

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

☑ Yes ☐ No

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form

P5.2 Billion

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

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

☐ Yes ☑ No

DOCUMENTS INCORPORATED BY REFERENCE

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

(a) Any annual report to security holders

n/a

(b) Any information statement filed pursuant to SRC Rule 20

n/a

(c) Any prospectus filed pursuant to SRC Rule 8.1

n/a

Belle Corporation
BEL

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

For the fiscal year ended	Dec 31, 2023
Currency	PHP (in thousands)

Balance Sheet

	Year Ending	Previous Year Ending
	Dec 31, 2023	Dec 31, 2022
Current Assets	11,658,655	12,929,760
Total Assets	55,710,750	52,757,721
Current Liabilities	5,532,205	2,616,039
Total Liabilities	16,294,668	16,244,859
Retained Earnings/(Deficit)	14,985,481	13,501,329
Stockholders' Equity	39,416,082	36,512,862
Stockholders' Equity - Parent	36,526,436	33,858,904
Book Value Per Share	3.77	3.49

Income Statement

	Year Ending	Previous Year Ending
	Dec 31, 2023	Dec 31, 2022
Gross Revenue	5,601,375	5,419,273
Gross Expense	2,836,828	3,071,128
Non-Operating Income	341,394	37,388
Non-Operating Expense	539,274	518,372

Income/(Loss) Before Tax	2,566,667	1,867,161
Income Tax Expense	143,482	156,704
Net Income/(Loss) After Tax	2,423,185	1,710,457
Net Income/(Loss) Attributable to Parent Equity Holder	1,883,556	1,395,751
Earnings/(Loss) Per Share (Basic)	0.2	0.15
Earnings/(Loss) Per Share (Diluted)	0.2	0.15

Financial Ratios

	Formula	Fiscal Year Ended	Previous Fiscal Year
		Dec 31, 2023	Dec 31, 2022
Liquidity Analysis Ratios:			
; ; Current Ratio or Working Capital Ratio	**Current Assets / Current Liabilities**	2.11	4.94
; ; Quick Ratio	**(Current Assets - Inventory - Prepayments) / Current Liabilities**	1.1	2.22
; ; Solvency Ratio	**Total Assets / Total Liabilities**	3.42	3.25
Financial Leverage Ratios			
; ; Debt Ratio	**Total Debt/Total Assets**	0.1	0.1
; ; Debt-to-Equity Ratio	**Total Debt/Total Stockholders' Equity**	0.15	0.15
; ; Interest Coverage	**Earnings Before Interest and Taxes (EBIT) / Interest Charges**	5.67	4.57
; ; Asset to Equity Ratio	**Total Assets / Total Stockholders' Equity**	1.41	1.44
Profitability Ratios			
; ; Gross Profit Margin	**Sales - Cost of Goods Sold or Cost of Service / Sales**	0.49	0.43
; ; Net Profit Margin	**Net Profit / Sales**	0.43	0.31
; ; Return on Assets	**Net Income / Total Assets**	0.04	0.03
; ; Return on Equity	**Net Income / Total Stockholders' Equity**	0.06	0.05
Price/Earnings Ratio	**Price Per Share / Earnings Per Common Share**	4.68	6.92

Other Relevant Information
n/a

Filed on behalf by:

Name	Maria Neriza Banaria
Designation	Chief Finance Officer and Treasurer

COVER SHEET

5 2 4 1 2

S.E.C. Registration Number

BELLE CORPORATION

(Company's Full Name)

5/F, TOWER A, TWO E-COM CENTER
PALM COAST AVENUE, MALL OF ASIA
COMPLEX CBP-1A, PASAY CITY

MICHELLE ANGELI T. HERNANDEZ

Contact Person

(+632) 8662 8888

Company Telephone Number

1 2	3 1	17-A		
Month	Day	FORM TYPE	Month	Day
Fiscal Year			Annual Meeting	

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

1,755

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FROM 17-A

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

1. For the fiscal year ended: **December 31, 2023**

2. SEC Identification Number: **52412**

3. BIR Tax Identification No. **000-156-011-000**

4. Exact name of registrant as specified in its charter: **BELLE CORPORATION**

5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization

6. ________________ (SEC Use Only)
Industry Classification Code

7. **5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines**
Address of principal office

1300
Postal Code

8. **(02) 8662 - 8888**
Registrant's telephone number, including area code

9. **28/F, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City**
Former address

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

Title of Each Class	Number of Shares of Outstanding
Common Stock, P 1.00 par value	**9,696,464,297**
	Amount of Debt Outstanding
	Php 5.83 Billion

11. Are any or all of these securities listed on the Philippine Stock Exchange.
Yes [**x**] No [ ]

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 1(a)-1 thereunder, and Section 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports):
Yes [**x**] No [ ]

(b) has been subject to such filing requirements for the past 90 days.
Yes [**x**] No [ ]

13. Aggregate market value of voting stock held by non-affiliates: **₱5.216 Billion**
This was computed by multiplying the no. of voting stocks held by non-affiliates (4,458,327,412 shares) by the stock's closing price of ₱1.17 per share on December 31, 2023.

TABLE OF CONTENTS

PART I. BUSINESS AND GENERAL INFORMATION

Item 1. Business

Background

Belle Corporation ("Belle" or the "Company") was incorporated in 1973 as Belle Mining and Oil Exploration, Incorporated ("Belle Resources") and, in 1977, was listed on the Philippine Stock Exchange. In 1989, Belle Resources developed a golf club named Tagaytay Highlands International Golf Club, Incorporated ("Tagaytay Highlands"), which became its initial foray into the property development sector. In 1994, Belle Resources changed its name to Belle Corporation to underscore the shift in its principal activity.

In early 2001, Belle spun-off some of its property development assets. The spin-off involved the transfer of approximately 534 hectares of undeveloped land, 70 developed subdivision lots, and 25 finished residential units into a newly formed subsidiary, Highlands Prime, Incorporated ("Highlands Prime"). Highlands Prime was registered with the Securities and Exchange Commission on February 15, 2001, and its shares were listed on the Philippine Stock Exchange on April 23, 2002, at which time Belle sold approximately 64% of its interest in Highlands Prime to investors. In August 2013, Belle exchanged its 809 million shares in Highlands Prime for approximately 109.2 million shares in SM Prime Holdings, Inc. ("SMPH"), pursuant to the tender offer with SM Land, Inc. for the shares of Highlands Prime and SM Development Corporation. Belle sold 47.4 million of its SMPH shares from 2015 to 2017, and held 61.8 million shares after the transactions and holds the same as of December 31, 2022.

On April 14, 2011, Belle acquired all the shares of PremiumLeisure & Amusement, Inc. ("PLAI") through the issuance of 2.7 billion new common shares. PLAI is a grantee by Philippine Amusement and GamingCorporation ("PAGCOR") of a Certificate of Affiliation and License ("the License") to operate integrated resorts, including casinos, in the vicinity of the Bagong Nayong Pilipino Manila Bay Entertainment City ("Entertainment City" or "PAGCOR City"). PLAI's License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with the PAGCOR's Congressional Franchise, which expires in 2033, renewable for another 25 years by the Philippine Congress. Belle started construction of foundation and structure of the integrated resorts in 2010 on a 6.2-hectare land along the entrance of Entertainment City. In October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco Crown Entertainment Limited, now called Melco Resorts & Entertainment Limited, and its Philippine affiliates (hereinafter, "Melco"). The Cooperation Agreement placed Belle as a co-licensee and the owner of the land and buildings and Melco's Philippine affiliate, Melco Resorts & Entertainment (Philippines) Corporation ("MRP"), as a co-licensee, developer and operator of all facilities within the integrated resort,which was subsequently branded as "City of Dreams Manila". City of Dreams Manila had its soft opening on December 14, 2014 and its Grand Launch on February 2, 2015. Belle, PLAI and MRP fully complied with all the PAGCOR requirements under the License as of the date of the soft opening, and in May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

Development of the Business of the Registrant and its Subsidiaries/Affiliates during the Past 3Years

Belle, the registrant, shifted its principal activity from mining and oil exploration to property development when it developed Tagaytay Highlands in 1989. Its property development projects are located in Tagaytay City and Batangas, and includes the following: Alta Mira, Fairfield, Lakeside Fairways, Lakeview Heights,Nob Hill, Pinecrest Village, Plantation Hills, Tagaytay Highlands International Gold Club, Tagaytay Midlands Golf Club, The Belle View, The Country Club at Tagaytay Highlands, The Parks at Saratoga Hills, The Spa and Lodge at Tagaytay Highlands, The Verandas at Saratoga Hills, The Villas, and The Woodlands.

Lakeside Fairways comprises of Belle's largest development area in Batangas and was introduced by Belle in April 2007. This project consists of subdivision lots located south of the existing 27-hole Tagaytay Midlands golf course in Talisay, Batangas. As of December 31, 2021, Belle's projects in Lakeside Fairways were comprised of Kew Gardens, Terrazas de Alava, Lakeside Enclave and Tivoli Place, Cotswold, Yume, Katsura and Sycamore Heights.

The Grove at Plantation Hills is our latest development within Tagaytay Highlands. A 22-hectare leisure farm community at the Greenlands provides ample green space for nurturing plants and is master-planned to be a residential and farming property-in-one. One that allows both organic and conventional farming practices, it offers picturesque views of the Midlands Golf Course, Batangas countryside, Mount Makiling, and Taal Lake and Volcano.

Pacific Online Systems Corporation ("Pacific Online"), incorporated in 1993, listed its shares on the Philippine Stock Exchange with a successful initial public offering on April 2, 2007. Through the joint venture company, Pinoy Lotto Technologies Corporation, where it has 50% equity interest, Pacific Online leases online betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for its lotto operations throughout the Philippines. Belle's subsidiary, Premium Leisure Corp., owns 50.1% of all issued shares in Pacific Online as of December 31, 2023.

Premium Leisure Corp. ("PLC") comprises the group's vehicle for gaming investments. It was originally incorporated as Sinophil Oil Exploration Co., Inc. in 1993 with the primary purpose of engaging in oil and gas exploration and development activities. On June 3, 1997, its name was changed to Sinophil Corporation with a primary purpose of being an investment holding company and, on July 18, 2014, its stockholders approved a further change in its name to Premium Leisure Corp., with the primary purpose of holding investments in gaming-related businesses. On July 24, 2014, Belle competed transfers to PLC of its 100% stake in PLAI and approximately 102 million shares in Pacific Online (comprising about 34% of issued common shares in Pacific Online), with PLC transferring to Belle various real estate assets and corporate securities. PLC also increased its authorized capital stock from 16.1 billion shares to 43.6 billion shares, with Belle subscribing to 24.7 billion new common shares or approximately 90%. During September and October 2014, Belle, its subsidiaries and affiliates sold a total of approximately 3.5 billion shares in PLC in the secondary market, in order to increase PLC's public float. These share sales reduced Belle's consolidated ownership in PLC to 24.9 billion shares or 78.7%. On August 5, 2015, Belle sold its remaining 47.9 million shares in Pacific Online to PLC. As at December 31, 2023, Belle's ownership in PLC is at 79.8%.

As the owner of 100% of the outstanding shares of PLAI, PLC directly benefits from PLAI's share in the gaming operations of City of Dreams Manila. Under the operating agreement between Belle, PLAI and Melco, PLAI will be entitled to receive from MRP agreed-upon monthly payments from the gaming operations in City of Dreams Manila, consisting of the following:

- The higher of (i) one-half of mass market gaming earnings before interest, taxes, depreciation and amortization (after adjusting for certain agreed deductions and for adding back expenses related to the lease agreement with Belle) or (ii) 15% of net mass market gaming revenues (after deductions for PAGCOR's mass gaming license fees), whichever is higher; and
- The higher of (i) one-half of VIP gaming earnings before interest, taxes, depreciation and amortization (after adjusting for certain agreed deductions and for adding back expenses related to the lease agreement with Belle) or (ii) 5% of net mass market gaming revenues (after deductions for PAGCOR's VIP gaming license fees, VIP commissions and incentives and VIP bad debts expenses), whichever is higher.

The Board of Directors of PLC has set a policy for PLC to declare as dividends to its shareholders at least 80% of its unrestricted retained earnings as of the previous financial year that are qualified to be paid as dividends, taking into consideration the availability and projected levels of cash, any restrictions that may be imposed by current and prospective financial covenants, operating results of its businesses/subsidiaries, working capital and long term capital expenditure requirements of its businesses/subsidiaries, and regulatory requirements on dividend payments, among others

Investment Agreement on PLAI, and Lease and Cooperation Agreement with Melco

On April 14, 2011, Belle acquired PLAI through the issuance of 2.7 billion new common shares of Belle. PLAI is a grantee by PAGCOR of a License to operate integrated resorts, including casinos in the vicinity of Entertainment City. PLAI's License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with PAGCOR's Congressional Franchise, which expires in 2033, renewable for another 25 years by the Philippine Congress. On October 16, 2010, the transfer and valuation of Belle and PLAI shares was approved by the Securities and Exchange Commission ("SEC"). the Certificate Authorizing Registration ("CAR") from the Bureau of Internal Revenue ("BIR"), which triggered the completion of the transfer, was approved on October 4, 2011.

The PAGCOR License stipulates certain requirements and guidelines that licensees will have to achieve by the opening date of their integrated resorts (the "PAGCOR Guidelines"). Among these are:

- Total investment commitment of US$1 billion, with at least US$650 million as of the opening date of the integrated resort (including up to US$150 million in market value of land used for the resort) and the balance of US$350 million within three years of such opening date;

- At least 800 hotel rooms, with an average floor area of at least 40 square meters;
- Total gross floor area of at least 250,000 square meters;
- At least 20,000 square meters of gross floor area available for retail and food / beverage outlets;
- An entertainment feature that costs at least ₱1 billion to construct;
- Total gaming space not to exceed 7.5% of the resort's total gross floor area;
- Maximum number of gaming tables and slot machines / electronic tables games to be set using a formula based on the total number of hotel rooms in the resort and the quality of such rooms.

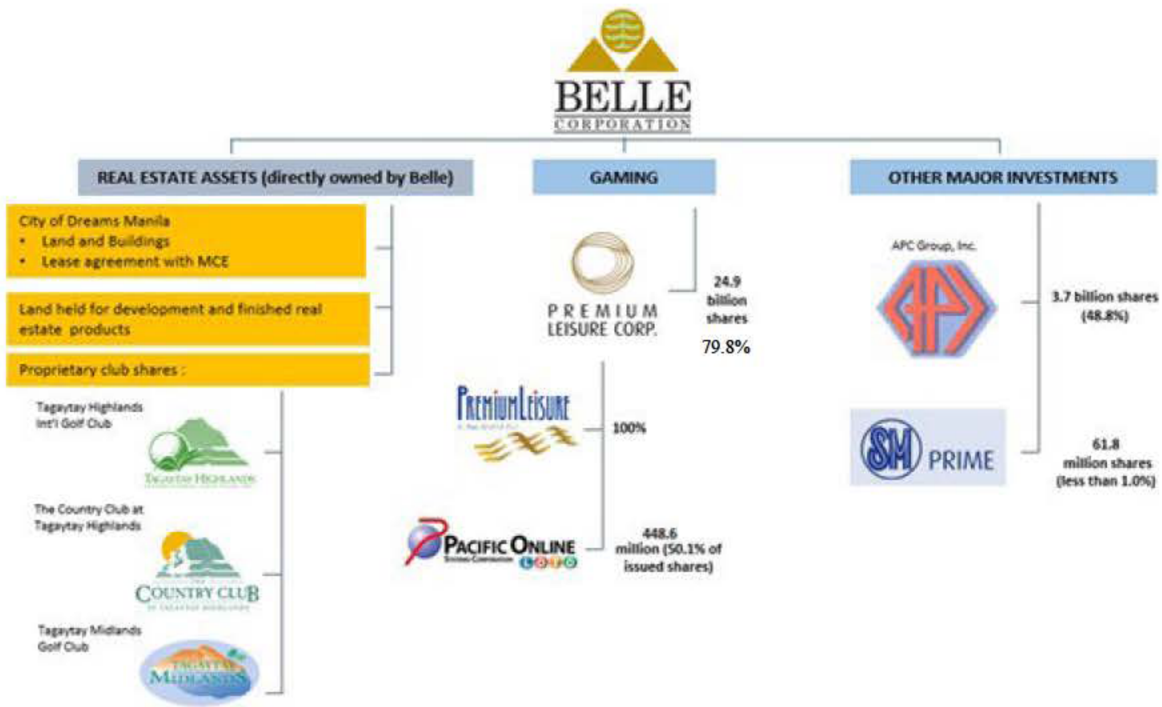
On October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco, which places Belle as a co-licensee and the owner of the land and buildings and Melco's Philippine affiliate MRP as a co-licensee, developer and operator of all the facilities within the resort complex with March 13, 2013 as its effectivity date. As a result, both Belle and MRP were expected to make equal investment contributions to the $1 billion minimum investment for the project.

Melco is the developer and owner of integrated resorts focused on the Macau Market, with its landmark project to date being the highly successful "City of Dreams". On October 25, 2012, the Belle, as a lessor, entered into a lease agreement with MRP for the lease of land and building structures to be used in the integrated casino development project. The lease period started on March 13, 2013 and is co-terminus with the operating agreement between the Company and MRP, which is in turn co-terminus with the License from PAGCOR, and provides for monthly rentals (with annual escalation) to be paid by MRP to Belle in respect of the land and buildings. PLAI and Melco also entered into an operating agreement that is similarly co-terminus with the License from PAGCOR, whereby MRP was given full management discretion on the operation of the integrated resort and PLAI was accorded a share of earnings from gaming operations in the resort.

On October 9, 2013, MRP announced that the integrated resort will be branded as "City of Dreams Manila", the namesake of Melco's flagship integrated resort in Macau. MRP subsequently announced the branding of three hotels in City of Dreams as Nobu, Hyatt and Crown Towers (re-branded as "Nuwa" in 2017). MRP also announced plans for "DreamPlay", City of Dreams Manila's fully immersive, technology-rich, family entertainment center developed in collaboration with DreamWorks Animation, which was the first of its kind in the world.

City of Dreams Manila was substantially completed as of December 14, 2014, with all requirements under the PAGCOR Guidelines being met by Belle and MRP, including the full US$1 billion investment commitment. The resort's soft opening was held on December 14, 2014, on which date most of the resort's facilities, including its mass market gaming operations, were officially open to the public. The Grand Launch of City of Dreams Manila was held on February 2, 2015. In May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

BELLE CORPORATION
CORPORATE STRUCTURE AND MAJOR LINES OF BUSINESS/SUBSIDIARIES
AS OF DECEMBER 31, 2023



Bankruptcy, Receivership or Similar Proceedings

None for any of the companies above.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (Not Ordinary)

PinoyLotto Technologies Corporation ("PinoyLotto")

On September 7, 2021, Pinoylotto, a joint venture corporation owned by Pacific Online, Philippine Gaming Management Corp. (PGMC) and International Lottery & Totalizator Systems, Inc. (ILTS), was incorporated with the SEC. PinoyLotto was awarded the five years lease of the customized PCSO Lottery System, also known as '2021 PLS Project' with a contract price of P5,800.0 million. PinoyLotto started its commercial operations on October 1, 2023. Pursuant to the requirements of PCSO, 6,500 terminals were installed and are in operation nationwide.

The Group's interest in PinoyLotto was classified as a joint operation. PinoyLotto is 50% owned by POSC and controlled jointly with the other owners. PinoyLotto has been classified as a joint operation because the parties have equal number of board representatives and because relevant activities that significantly affect the return on the investment requires approval of representatives from both partners.

Products

Belle is principally engaged in real estate development, gaming (through subsidiaries) and other leisure and resort activities. Since 2010, Belle has allocated significant resources to the development of its mixed-use gaming facility, the City of Dreams Manila integrated resort, which opened its doors to the public on December 14, 2014.

Belle's investments in companies engaged in gaming and gaming-related activities are indicated below. In the Philippines, the gaming industry is relatively untapped by the private sector, creating opportunities for experienced leisure operators. Belle's gaming businesses are undertaken, or will be undertaken, mainly by the following subsidiaries / affiliates:

1. Premium Leisure Corp. ("PLC"), a 79.8%-owned publicly listed subsidiary of Belle with a primary purpose of investing gaming-related businesses. PLC owns 100% of PLAI and approximately 50.1% of issued shares of Pacific Online.

2. PremiumLeisure and Amusement, Inc. ("PLAI"), is a grantee by PAGCOR of Certificate of Affiliates and Provisional License to operate integrated resorts, including casinos, in the vicinity of PAGCOR Entertainment City. The License runs concurrent with PAGCOR's Congressional Franchise, which expires in 2033, renewable for another 25 years by the Philippine Congress. PLAI is a wholly-owned unlisted subsidiary of PLC.

3. Pacific Online Systems Corporation ("Pacific Online"), is a publicly listed subsidiary of PLC in partnership with the Philippine Charity Sweepstakes Office ("PCSO") for its online lottery operations. PLC owns a total of 50.1% of all issued shares of Pacific Online.

   Pinoylotto, a joint venture corporation owned by Pacific Online, Philippine Gaming Management Corp. (PGMC) and International Lottery & Totalizator Systems, Inc. (ILTS) was awarded the 5-year lease of a customized PCSO Lottery System also known as '2021 PLS Project'. This was successfully launched on October 31, 2023 with 6,500 terminals installed nationwide.

   PCSO also awarded Pacific Online the exclusive rights to a 1-year test run of its Web Based Application Project (WABP) also known as PCSO E-lotto. This was launched last December 15, 2023 and offers traditional lottery games to the playing public on the go.

   The table below shows the minimum jackpot amounts and the draw frequencies of the different lotto games supported by Pacific Online through PinoyLotto and the E-Lotto test run:

Lotto Game	Minimum Jackpot (Php)	Draw Frequency
6/42 Lotto	6,000,000.00	3x/week – Monday, Wednesday and Saturday
6/45 Mega Lotto	9,000,000.00	3x/week – Monday, Wednesday and Friday
6/49 Super Lotto	16,000,000.00	3x/week – Tuesday, Thursday and Sunday
6/55 Grand Lotto	30,000,000.00	3x/week – Monday, Wednesday and Saturday
6/58 Ultra Lotto	50,000,000.00	3x/week – Tuesday, Friday and Sunday
6D Lotto	150,000.00	3x/week – Tuesday, Thursday and Sunday
4D Lotto	10,000.00	3x/week – Monday, Wednesday and Friday
3D Lotto	4,500.00	Thrice daily
2D Lotto	4,000.00	Thrice daily

Revenues and Other Income

The following are the major revenue items in 2023 and 2022:

	2023		2022	
	Amount in Thousands	% of Total Revenue	Amount in Thousands	% of Total Revenue
Revenues and Other Income				
Gaming revenue share - net	**2,339,335**	**42%**	1,560,845	29%
Lease income	**1,988,767**	**36%**	2,054,273	38%
Equipment rental and instant scratch ticket sales	**599,221**	**11%**	519,051	10%
Sale of real estate and club shares	**302,594**	**5%**	862,889	16%
Revenue from property management	**235,122**	**4%**	211,548	4%
Other revenues	**136,336**	**2%**	210,667	3%
Total	**5,601,375**	**100%**	5,419,273	100%

Distribution Methods of Products

Belle's high-end real estate products are sold principally to the A and B property market segments. The Company has its own in-house staff responsible for marketing and sales of the Company's products, as well as after-sales service. The Company also accredits and taps the services of external brokers to complement its in-house marketing and sales teams.

Status of Projects

Real Estate:

In 2023, Belle's revenues from the real estate development operations came mainly from the sales of The Grove Project, which is its most recent development.

The Grove (Plantation Hills Phase 6): The project is currently ongoing, with percentage of completion at 95% as of December 31, 2023.

Plantation Hills: Only a few remaining slots in The Sanctuary, The Ridge, The Meadows, The Heights (Phases 1, 2, 3, and 5 of Plantation Hills, respectively) were unsold, and construction of these phases was fully completed, as of December 31, 2007. Belle commenced development of Phase 6 in 2021. Plantation Hills is a farm lots subdivision.

Fairfield: The project was completed in 2013.

Alta Mira: The project was completed in 2000.

The Belle View: The project was completed in 1998.

The Country Club at Tagaytay Highlands, Inc. The project was completed in 1996.

Lakeside Fairways: As of December 31, 2022, the first seven phases (Kew Gardens, Terrazas deAlava, Lakeside Enclave, Tivoli Place, Cotswold, Katsura, and Yume) of the project were already 100% completed. In 2011, Belle launched its newest subdivision within Lakeside Fairways, Sycamore Heights, with its first three phases having more than 23 hectares in gross land area, comprising 352 residential lots, averaging to 360 sqm per lot. As of December 31, 2023, Sycamore Heights Phases 1-5 were fully sold and completed.

Lakeview Heights: The project was completed in 2002.

Nob Hill: The project was completed in 2017.

The Parks at Saratoga Hills: The Parks at Saratoga Hills ("The Parks"), located in Tanauan, Batangas, was launched in 2005. As of December 31, 2007, land development for The Parks was fully completed.

Tagaytay Highlands International Golf Club, Inc. ("THIGCI"): THIGCI comprises a clubhouse with restaurant and conferences facilities; and an 18-hole golf course. It was completed by Belle in 1994.

Tagaytay Midlands Golf Club, Inc.: The golf clubhouse and a 27-hole golf course are fully completeand operational.

The Parks at Saratoga Hills: The Parks at Saratoga Hills ("The Parks"), located in Tanauan, Batangas, was launched in 2005. As of December 31, 2007, land development for The Parks was fully completed.

The Verandas at Saratoga Hills: The Verandas at Saratoga Hills ("The Verandas"), located in Tanauan, Batangas beside The Parks, was launched in 2006. It was fully completed as of December31, 2007.

The Spa and Lodge at Tagaytay Highlands: The Spa and Lodge was completed in 2001. The Spaand Lodge structure is a hotel-like facility that boasts 25 five-star suites and spa facilities.

The Woodlands: Belle started the delivery of units to homeowners in 1998. The project was completed in 1999.

Gaming

On April 14, 2011, the Company acquired PLAI, which holds a License from PAGCOR, through the issuance of 2.7 billion new common shares, in exchange for 100% of the outstanding capitalstock of PLAI. This marked the Company's strategic entry into the Integrated Resort Industry. In October 2012, the Company entered into a Cooperation Agreement with Melco, which placed Belle as a co-licensee and owner of the land and buildings and Melco's Philippine affiliate MRP as co-licensee, developer and operator of the integrated resort, which was subsequently branded as "City of Dreams Manila". City of Dreams Manila is sited on 6.2 hectares of prime land at the corner of Roxas Boulevard and Aseana Avenue in Parañaque City, at the entrance of PAGCOR's Entertainment City complex. The construction of the integrated resort was substantially complete as of its Grand Launch in February 2, 2015, with approximately 300 hectares of gross floor area containing approximately 2.2 hectares of gaming areas, more than 2 hectares of retail and restaurant facilities, with more than 900 hotel rooms of 4-star, 5-star, and 6-star quality and other entertainment facilities. City of Dreams Manila is only about 1 kilometer away from the Mall of Asia complex.

Melco's major shareholder is Melco International Development Limited, a developer and owner of integrated resort facilities focused on the Macau market. Its operating complex in Macau's Cotai Strip, knows as the "City of Dreams", is a highly successful project that houses a gaming facility, four luxury hotels (the Morpheus Hotel, Nuwa Hotel, a Grand Hyatt Hotel and the Countdown Hotel) and an upscale retail operation, along with a mix of bars and restaurants that are drawing crowns mainly from Hong Kong and China. The "City of Dreams" is also knows for its spectacular show called "The House of Dancing Water", which has become one of Macau's major tourist attractions. During 2015, Melco launched its second integrated resort in Macau, called "Studio City".

Pacific Online, thru PinoyLotto, leases online betting equipment to the PCSO for their lottery operations. It listed its shares on the Philippine Stock Exchange on April 12, 2007.

Competition

Property development has been Belle's historical core business area. Belle believes that its large-scale, self-contained, and community-type leisure developments around its Tagaytay Highlands and Tagaytay Midlands clubs are unique in the Philippines. In general, Belle competes somewhat with the developers such as Ayala Land, Inc., Landco Pacific Corporation and Megaworld Corporation with respect to its residential and subdivision projects. Some of these developers, like Ayala Land, Inc., are bigger in size than Belle. Nevertheless, Belle is able to effectively compete with the above companies primarily on the basis of product quality, reliability to deliver the projects as promised, project location, and high-end property development expertise. Furthermore, Belle has a market base of more than 7,000 wealthy individuals who are existing members of Tagaytay Highlands International Golf Club, The Country Club at Tagaytay Highlands, and Tagaytay Midlands, which provides a marketing advantage.

In gaming, City of Dream Manila competes against casinos operated by PAGCOR and the other three licensees that are already operating – Newport World Resorts of Travelers International Hotel Group, Inc. ("Travelers"), Solaire Resort and Casino of Bloomberry Resorts Corporation, and Okada Manila of Universal Entertainment Corporation. Solaire has expanded and is building its casino resort in Quezon City, the second Solair casino in the Philippines, and is set to open in May 2024. Travelers has also broken ground on its planned Westside City (formerly known as Resorts World Bayshore) project in PAGCOR City, with the opening of the casino estimated to be in the first quarter of 2025.

In lottery equipment leasing, Pacific Online, through PinoyLotto expects the aggressive push for Small Town Lottery (STL) and the prevalence of illegal gambling particularly in interior towns and remote areas to continue to provide competition to its online lotto revenues. This mostly affects the VisMin region due to the popularity of the digit games, which are very similar to STL games. In terms of the online and mobile front, Pacific Online is also competing with the providers of mobile games such as DigiPlus Interactive Corp.

Suppliers

The Company has a broad base of local and foreign suppliers. As is the case with most property development companies, there is a risk that contractual arrangements with contractors may not meet the Company's performance standards. To serve as safeguards to these eventualities, therefore, performance bonds are normally required for these contractors.

Customers

Belle's market base includes wealthy local and foreign individual and institutional clients. The Company has historically sold its real estate projects (residential units and lots) to its golf or country club members.

On the other hand, Pacific Online, through PinoyLotto, has Philippine Charity Sweepstakes Office (PCSO) as its major customer, with which it has Equipment Lease Agreements (ELA). It brokers technology from leading global suppliers of integrated gaming systems and leases to PCSO the needed equipment for online lottery operations in the Luzon, Visayas and Mindanao regions.

Transactions with and / or Dependence on Related Parties

Please refer to Item 12 of this report ("Certain Relationships and Related Transactions")

Licenses

Belle acquired all the shares of Premium Leisure & Amusement, Inc. ("PLAI") through the issuance of 2.7 billion new common shares. PLAI is a grantee by Philippine Amusement and Gaming Corporation ("PAGCOR") of a Certificate of Affiliation and License ("the License") to operate integrated resorts, including casinos, in the vicinity of the Bagong Nayong Pilipino Manila Bay Entertainment City ("Entertainment City" or "PAGCOR City"). PLAI's License, which was issued by PAGCOR as a Provisional License in 2008, runs concurrent with the PAGCOR's Congressional Franchise, which expires in 2033, renewable for another 25 years by the Philippine Congress. Belle started construction of foundation and structure of the integrated resorts in 2010 on a 6.2-hectare land along the entrance of Entertainment City. In October 2012, Belle and PLAI entered into a Cooperation Agreement with Melco Crown Entertainment Limited, now called Melco Resorts & Entertainment Limited, and its Philippine affiliates (collectively, "Melco"). The Cooperation Agreement placed Belle as a co-licensee and the owner of the land and buildings and Melco's Philippine affiliate, Melco Resorts & Entertainment (Philippines) Corporation ("MRP"), as a co-licensee, developer and operator of all facilities within the integrated resort, which was subsequently branded as "City of Dreams Manila". Belle, PLAI and MRP fully complied with all the PAGCOR requirements under the License as of the date of the soft opening, and in May 2015, City of Dreams Manila became the first integrated resort in Entertainment City to have its License converted from Provisional to Regular status by PAGCOR.

Government Approvals / Regulations

As part of its normal course of real estate operation, the Company secures government approvals such as the Environment Compliance Certificate, Development Permits, DAR Clearances, and Licenses to Sell, etc.

The Company is also subject to the regulations of PAGCOR for its Gaming License and Philippine Economic Zone Authority (PEZA) as the developer of the City of Dreams Manila.

Effect of Existing or Probable Government Regulations on the Business

Belle has complied with all the government requirements necessary for its operations. Future government regulations are perceived to have no material impact to the normal operations of the Company.

Amount Spent on Research and Development Activities and Compliance and Environmental Laws

Consultancy fees, engineering and architectural design, surveying, ECC, permits and licenses, etc. are being added to the cost of the project. Generally, these costs represent about 4% of gross revenues.

Number of Employees

As of December 31, 2023, Belle had seventy-four (74) employees, all of whom are full-time. Belle employees are not subject to Collective Bargaining Agreements. Belle’s management has generally not encountered any significant difficulties with its labor force, and no major strikes have ever been staged.

The following are the breakdown of Belle employees as of December 31, 2023 according to type:

Executive	8
Senior Manager	4
Manager	11
Assistant Manager	7
Supervisor	23
Rank and File	22
Total	75

Aside from basic salary and 13th month pay, other supplemental benefits or incentives that are provided by Belle to its employees include: health card, life and accident insurance, retirement plan and salary loan facilities, among others.

Risks

Some of the risks that the Company and its related subsidiaries and affiliates may be exposed to are the following:

Economic and Political Conditions

The Company’s business is mainly the development and sale of high-end leisure properties in the Philippines which is generally influenced by the Philippine political and macroeconomic climate. Events and conditions that may negatively impact the Philippine economy as a whole may also adversely affect the Company’s ability to sell its real estate projects.

Competition

The degree of competition in the property industry varies considerably be sector and geography. In general, Belle may compete with other developers for purchases of land, as well as clientele for its residential and club projects.

Changes in Local and International Interest Rates

Belle’s local and foreign-denominated borrowings may be adversely affected by drastic increasesin interest rates.

Changes in the Value of the Peso

The Company is not exposed to the risk of depreciation of the Peso since it does not have material financial assets and liabilities denominated in foreign currencies.

Contractors and Suppliers

As is the case with most property development companies, there is a risk that contractual arrangements with contractors may not meet the Company's performance standards. To serve as safeguards to these eventualities, therefore, performance bonds are normally required for these contractors.

Government Regulations

Belle's property development business is subject to certain laws and regulations of various branches of the government, such as the local governments, the Department of Environment and Natural Resources ("DENR"), and the Housing and Land Use Regulatory Board ("HLURB"). Belle has complied with the licensing and regulatory requirements necessary for its operations.

Belle's gaming businesses are also subject to certain laws and regulations. Belle's involvement in the lottery run by the PCSO is via its ownership in Pacific Online, which, through PinoyLotto holds an equipment lease agreement with the PCSO for the operation on on-line lottery system nationwide. Belle's subsidiary PLC owns PLAI, which holds a License granted to it by PAGCOR to operate integrated resorts, including casinos, within Entertainment City.

Changes to the Philippine Laws and Regulations

Although laws and regulations are enacted for the common benefit, changes to these laws and regulations may create negative effects to the operating and financial condition of Belle, including its subsidiaries and affiliates.

In order to mitigate the risks mentioned above, the Company will continue to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.

Working Capital

Belle finances its working capital requirements through a combination of internally-generated funds, pre-selling and borrowings.

Credit Risks

Customers who wish to purchase Belle properties on credit terms are subject to credit verification procedures, and receivable balances are monitored to reduce exposure to bad debts.

Information Technology

With the current business environment, Information technology risks are ever increasing. These cover unauthorized access to confidential data, loss or release of critical information, corruption of data, regulatory violation, and possible increase in costs and inefficiencies.

In order to address these risks, Belle has a co-location arrangement with redundant capability and automatic fail-over set-up disaster recovery. It also continues to implement enterprise security solutions to manage external and internal threats. Annual review of technology roadmap to ensure the alignment between the business and information technology is performed.

COVID-19

As to the impact of COVID-19 to our business/es, the Company strongly supports the Philippine government's efforts to curb the spread of the virus.

In 2020, with Metro Manila placed on community quarantine and the rising number of cases in the country, the Company has experienced a slowdown in gaming revenues as the Philippine Amusement and Gaming Company suspended all casino operations on March 16, 2020 The casinos have since then been allowed to operate and resume operations. Health and social distancing protocols were also required to be implemented.

The same is true for PLC's subsidiary, Pacific Online. The operations of the national lottery, Philippine

Charity Sweepstakes Office (PCSO) was also suspended during thecommunity quarantine, and was also allowed to resume only after the second half of 2020. Because POSC leases online lottery equipment to the PCSO, its revenues are highly dependent on PCSO's lotto and KENO sales, which have been impacted by COVID-19 related developments and the implementation of community quarantines.

The Company has thus far identified critical functions, and set in place business continuity plans (BCP), to ensure that it continues to manage potential and actual risks, while prioritizing the overall interests of its investors, customers, employees, and other stakeholders. The BCP includes implementation, execution and enhancement of countermeasures to limit operational and employee health risk. It incorporates hybrid onsite and work-from- home schemes, employee healthcare monitoring as well as a system for internal/external communication management.

The Company communicates constantly with its partners and stakeholders for updates through further news releases and/or our company website, www.premiumleisurecorp.com.

Data Privacy

Belle may be at risk for breach of data privacy as detailed information is gathered from customers and prospective buyers, suppliers, contactors, and other business partners. The risk is mitigated through company-wide orientation on the Data Privacy Act, the topics of which include legal bases and implementing rules and regulations, rights of the individuals owning the information, exercising breach reporting procedures and other advisories.

Enterprise Risk Management Committee

The Company has an Enterprise Risk Management Committee ("ERMC"), comprised of certain Directors and Department Heads of the Company, which is an oversight committee created to act as the monitoring body for the individual risk management activities of the Corporation. The ERMC has the responsibility of developing a formal framework to assist the Company in managing its risks and is mandated to report regularly to the Risk Oversight Committee of the Board of Directors on any risk concerns.

Item 2. Properties

Belle owns undeveloped properties, mostly in Batangas, for future development into residential properties, recreational clubs, and leisure estates for sale. Belle has complete ownership over these real estate properties classified under "Land held for future development" in its books.

Belle also owns approximately 5.5 hectares of land, with long-term leasehold interests in 2.0 hectares, in Parañaque City. The City of Dreams Manila integrated resort is located on 4.2 hectares it owns and the 2.0 hectares it is leasing is owned by the Social Security System ("SSS").

The Company may engage in future land banking activities within Paranaque City or its historical market of Tagaytay and Batangas as its resources and the real estate market allow.

PLC has real estate property recorded as investment property. This pertains to an undeveloped land in the City of Tanauan, Province of Batangas, amounting to Php285.5 million. These properties are not subject to mortgage, lien and encumbrances. There are no plans to acquire real properties in the next twelve (12) months.

POSC's Company Head Office is located in Pasig City POSC has no real properties owned, and there are no plans to acquire them in the next twelve (12) months. The Company, together with its subsidiaries and joint venture, lease all of its data center, logistics centers and hubs, and business offices. These properties are not mortgaged nor are there any liens and encumbrances that limit ownership or usage of the same.

Lease terms for most office and warehouse spaces range from month-to-month basis up to one (1) year. All lease agreements have provisions for renewal subject to terms and conditions mutually agreed upon by all parties concerned. The lease agreements provide for minimum rental commitment with annual rental escalation rates at around 5%.

POSC's major assets, through PinoyLotto, are lottery equipment, which consists mainly of lottery terminals, data center equipment, software and operating systems.

Item 3. Legal Proceedings

The Company and its major subsidiaries and affiliates are not involved in any material legal proceedings, and that their properties are not subject to any material legal proceedings, that could potentially affect their operations and financial capabilities.

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

Except for matters taken up during the Annual Stockholders' Meeting, there were no other matters submitted to a vote of security holders during the period covered by this report.

PART II. OPERATIONAL AND FINANCIAL INFORMATION

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

1. Market Information

The principal market where the registrant's common equity is traded is the Philippine Stock Exchange ("PSE").

The high and low sales prices for each quarter within the last two (2) fiscal years of the registrant's common shares as quoted on the PSE, are as follows:

Stock Prices in ₱		
	High	**Low**
2023		
First Quarter	1.49	1.26
Second quarter	1.23	1.14
Third Quarter	1.29	1.17
Fourth Quarter	1.25	1.15
2022		
First Quarter	1.49	1.09
Second Quarter	1.32	1.19
Third Quarter	1.20	1.10
Fourth Quarter		

As of December 31, 2023, Belle's market capitalization amounted to ₱11,345 million based on the closing price of ₱1.17 per share.

2. Security Holders

Belle has 1,747 shareholders as of February 29, 2024. Common shares outstanding as of February 29, 2024 totaled 9,696,464,297.

The top 20 stockholders as of February 29, 2024, with their corresponding shareholdings and percentage thereof to total shares outstanding, are:

	STOCKHOLDER'S NAME	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
1	BELLESHARES HOLDINGS, INC.	2,604,740,622	24.664
2	PCD NOMINEE CORPORATION (FILIPINO)	2,538,434,083	24.036
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,944,218,808	18.409
4	SYSMART CORPORATION	1,629,355,469	15.428
5	SYBASE EQUITY INVESTMENTS CORPORATION	531,320,577	5.031
6	SOCIAL SECURITY SYSTEM	442,402,788	4.189
7	JACINTO C. JR. NG	135,860,666	1.286
8	EASTERN SECURITIES DEV. CORP.	111,730,866	1.058
9	SINOPHIL CORPORATION	99,987,719	0.947
10	JACINTO L. SR. NG	88,835,833	0.841
11	PARALLAX RESOURCES INC.	86,308,131	0.817
12	SLW DEVELOPMENT CORPORATION	66,082,333	0.626
13	F. YAP SECURITIES, INC.	57,803,732	0.547
14	EASTERN SEC. DEVT. CORP.	50,000,000	0.473
15	WILLY N. OCIER	47,026,709	0.445
16	JACINTO JR. NG &/OR ANITA C. NG	18,293,333	0.173
17	LIM SIEW KIM	6,200,000	0.059
18	JAMES GO	4,816,999	0.046
19	WILLIAM T. GABALDON	4,000,000	0.038
20	PACITA K. YAP OR PHILIP K. YAP	3,500,000	0.033

3. Dividends

From 2015-2017, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.095 per share, totaling at least ₱1 billion payable in March of each year. The Company also paid a specialdividend of ₱0.180 per share, totaling ₱1.9 billion, on March 9, 2015.

From 2018-2019, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.120 per share, totaling about ₱1.2 billion, payable in March of each year.

On February 27, 2020, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.120 per share, totaling about ₱1.2 billion, payable on March 27, 2020 to stockholders of record as of March 21, 2020.

The Company did not declare dividends from 2021-2022.

On February 28, 2023, the Company's Board of Directors approved the declaration of a regular dividend of ₱0.06 per share, totaling about ₱581.8 million, payable on March 30, 2023 to stockholders of record as of March 15, 2023.

There is no legal restriction that limits or would likely limit Belle's ability to pay dividends, aside from its
retained earnings available for such.

Dividend Policy

a. Subject to the discretion of the Board of Directors, all shareholders have the right to receive dividends.
b. Dividends shall be paid to all shareholders within thirty (30) days from declaration.
c. The Company shall be compelled to declare dividends when its retained earnings shall be in excessof 100% of its paid-in capital stock, except:

1. When justified by definite corporate expansion projects or programs approved by the Board;
2. When the Company is prohibited from declaring dividends under any loan agreement withany financial institution or creditor, whether local or foreign, without its consent, and suchconsent has not been secured;
3. When it can be clearly shown that such retention is necessary under special circumstancesobtaining in the Company, such as when there is a need for special reserve for probable contingencies.

4. Recent Sales of Unregistered Securities

The Company did not sell or issue securities within the past three (3) years that were not registered under the Securities Regulation Code.

Item 6. Management Discussion and Analysis of Operating Performance and Financial Condition

December 31, 2023 versus December 31, 2022 Results of Operations (in thousands)

	For the period ended December		Horizontal Analysis		Vertical Analysis	
	2023	2022	Increase (Decrease)		2023	2022
REVENUE						
Gaming revenue share	P **2,339,335**	P 1,560,845	**778,490**	50%	**42%**	29%
Lease income - land and building	**1,988,767**	2,054,273	**(65,506)**	-3%	**36%**	38%
Equipment rental (POSC)	**599,221**	519,051	**80,170**	15%	**11%**	10%
Sale of real estate	**302,594**	862,889	**(560,295)**	-65%	**5%**	16%
Revenue from property management	**235,122**	211,548	**23,574**	11%	**4%**	4%
Others	**136,336**	210,667	**(74,331)**	-35%	**2%**	4%
TOTAL REVENUES	**5,601,375**	5,419,273	**182,102**	3%	**100%**	100%
COST OF LEASE INCOME	**(1,355,969)**	(1,337,666)	**(18,303)**	1%	**-24%**	-25%
COST OF LOTTERY SERVICES	**(260,670)**	(247,548)	**(13,122)**	5%	**-5%**	-5%
COST OF PROPERTY MANAGEMENT SERVICES	**(170,064)**	(139,612)	**(30,452)**	22%	**-3%**	-3%
COST OF REAL ESTATE SOLD	**(142,002)**	(443,407)	**301,405**	-68%	**-3%**	-8%
COST OF GAMING OPERATIONS	**(137,774)**	(136,346)	**(1,428)**	1%	**-2%**	-3%
GENERAL AND ADMINISTRATIVE EXPENSES	**(770,349)**	(766,549)	**(3,800)**	0%	**-14%**	-14%
TOTAL COSTS AND EXPENSES	**(2,836,828)**	(3,071,128)	**234,300**	-8%	**-51%**	-57%
INCOME FROM OPERATIONS	**2,764,547**	2,348,145	**416,402**	18%	**49%**	43%
UNREALIZED GAIN (LOSS) ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS	**54,078**	(372)	**54,450**	-14637%	**1%**	0%
INTEREST EXPENSE AND OTHER FINANCE CHARGES	**(536,971)**	(516,342)	**(20,629)**	4%	**-10%**	-10%
INTEREST INCOME	**59,283**	22,831	**36,452**	160%	**1%**	0%
NET FOREIGN EXCHANGE LOSS	**(2,303)**	(1,658)	**(645)**	39%	**0%**	0%
OTHER INCOME (CHARGES)	**228,033**	14,557	**213,476**	1466%	**4%**	0%
INCOME BEFORE INCOME TAX	**2,566,667**	1,867,161	**699,506**	37%	**46%**	34%
PROVISION FOR INCOME TAXES						
Current	**149,570**	28,585	**120,985**	423%	**3%**	1%
Deferred	**(6,088)**	128,119	**(134,207)**	-105%	**0%**	2%
	143,482	156,704	**(13,222)**	-8%	**3%**	3%
NET INCOME	P **2,423,185**	P 1,710,457	**712,728**	42%	**43%**	32%

Belle Corporation ("Belle" or the "Company") realized net income of ₱2,423.2 million for the year ended December 31, 2023, showing an increase of ₱712.7 million (42%) compared to the ₱1,710.5 million recorded net income for 2022. This increase in bottom line figures is mainly attributable to the improved operation of the Group's gaming business units for the period. Belle recognized consolidated revenues of ₱5,601.4 million for the year ended December 31, 2023, higher by 3% from consolidated revenues of ₱5,419.3 million for the year ended December 31, 2022. The increase in revenues was mainly brought about by the improvements in the Group's gaming business units due to a more open economy in 2023 and the lifting of quarantine and capacity restrictions as the Covid-19 situation in the country became more controlled and manageable.

The share in gaming revenue at CODM of Belle's subsidiary, Premium Leisure Corp. ("PLC"), increased by ₱ 778.5 million (50%), from ₱1,560.8 million as of 2022 to ₱2,339.3 million as of 2023. Pacific Online Systems Corporation ("Pacific Online"), which leases online betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for their lottery operations, also showed improvements during the period. Pacific Online, which is 50.1%-owned by PLC, posted an increase in revenue of ₱80.2 million (15%), from ₱519.1 million in 2022 to ₱599.2 million in the current period.

Belle's revenues from real estate operations decreased by ₱676.6 million (20%), from ₱3,339.4 million as of 2022 to ₱2,662.8 million as of 2023. Of the 2023 real estate revenues, ₱1,988.8 million was derived from Belle's lease of the land and buildings comprising City of Dreams Manila "CODM" to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which was ₱65.5 million (3%) lower than its revenues in the prior period of ₱2,054.3 million. Belle's real estate sales and property management activities at its Tagaytay Highlands complex contributed revenues of ₱674.1 million as of 2023, which was ₱611.1 million (48%) lower than its revenues as of 2022 of ₱1,285.1 million.

Revenues
Total consolidated revenues of ₱5,601.4 million for 2023 were higher by ₱182.1 million (3%), compared to ₱5,419.3 million for 2022. Revenues from the CODM lease decreased by ₱65.5 million (3%) from ₱2,054.3 million for the 2022 period to ₱1,988.8 million for the current period. Revenue from the share of PLC in gaming earnings of CODM increased by ₱778.5 million (50%), from ₱1,560.8 million for the 2022 period to ₱2,339.3 million for the current period. Revenues from real estate development and management activities decreased by ₱611.1 million (48%), from ₱1,285.1million in the 2022 period to ₱674.1 million in the current period. Revenues of Pacific Online increased by ₱80.2 million (15%), from ₱519.1 million in the 2022 period to ₱599.2 million in the current period.

Costs of Lease Income
Costs of lease income in respect of the CODM property increased by ₱18.3 million (1%), to ₱1,356.0 million in 2023 from ₱1,337.7 million in 2022, mainly due to higher costs incurred for maintenance works done for the building.

Costs of Lottery Services
Costs of lottery services at Pacific Online increased by ₱13.1 million (5%), to ₱260.7 million in 2023 from ₱247.5 million in 2022.

Costs of Gaming Operations
The costs of gaming operations at PLC was virtually unchanged, from ₱136.3 million for 2022 to ₱137.8 million for 2023. PLAI has a direct economic participation in the gaming operations at CODM, by virtue of an operating agreement with MRP that accords PLAI a share of gaming revenue or earnings. MRP is a Philippine Corporation controlled by Melco Resorts and Entertainment Limited ("Melco"), a Hong Kong-based corporation which develops, owns and operates gaming and entertainment facilities around the world, mostly in Macau.

Costs of Real Estate sold
Costs of real estate sold decreased by ₱301.4 million (68%) to ₱142.0 million in 2023, from ₱443.4 million in 2021, due to lower number of units sold during the period.

Costs of Property Management Services
Costs of property management services increased by ₱30.5 million (22%), to ₱170.1 million for 2023, from ₱139.6 million for 2022, due to higher utilities consumption arising from increased activities in the estate.

General and Administrative Expenses
General and administrative expenses slightly increased by ₱3.8 million, to ₱770.3 million for 2023 from ₱766.5 million for 2022.

Financial Income (Expense)
Interest expense and other finance charges increased by ₱20.6 million (4%) to ₱537.0 million for 2023, from ₱516.3 million for 2022. Increase is mainly due to increasing interest rates in the market and additional debt incurred in the current period to fund the increase in operating activities. Debt outstanding amounted to ₱5,825.6 million as of December 31, 2023, increasing by ₱438.1million (8%) compared to ₱5,387.5 million as of December 31, 2022.

Other Income
Other income increased by ₱213.5 million, to ₱228.0 million in the current period from ₱14.6 million in the 2022 period mostly due to the realized and unrealized gains pertaining to the Company's marketable securities.

Provision for Income Taxes
The Company's consolidated provision for income taxes decreased by ₱13.2 million (8%), to ₱143.5 million from ₱156.7 million in 2022.

Net Income
As a result of the foregoing, the Company realized consolidated net income of ₱2,423.2 million for 2023, showing an increase of ₱712.7 million (42%) from its 2022 consolidated net income of ₱1,710.5 million.

December 31, 2023 vs December 31, 2022 Statement of Financial Position (in thousands)

		December 31 2023		December 31 2022	Horizontal Analysis Inc (Dec)	Horizontal Analysis %	Vertical Analysis 2023	Vertical Analysis 2022
ASSETS								
Current Assets								
Cash and cash equivalents	P	**2,172,205**	P	1,873,922	298,283	16%	**4%**	4%
Financial assets at fair value through profit or loss		**100,013**		72,682	27,331	38%	**0%**	0%
Receivables		**3,826,351**		3,848,556	(22,205)	-1%	**7%**	7%
Real estate for sale		**155,656**		163,189	(7,533)	-5%	**0%**	0%
Land held for future development		**3,035,959**		3,025,976	9,983	0%	**5%**	6%
Other current assets		**2,368,471**		3,945,435	(1,576,964)	-40%	**4%**	7%
		11,658,655		12,929,760	(1,271,105)	-10%	**21%**	25%
Noncurrent Assets								
Contract assets - net of noncurrent portion		**1,053,079**		1,197,151	(144,072)	-12%	**2%**	2%
Financial assets at fair value through other comprehensive income		**10,018,341**		9,321,093	697,248	7%	**18%**	18%
Intangible asset		**4,001,870**		4,117,704	(115,834)	-3%	**7%**	8%
Investment properties		**26,367,457**		23,239,249	3,128,208	13%	**47%**	44%
Goodwill		**926,008**		926,008	-	0%	**2%**	2%
Property and equipment		**786,328**		73,864	712,464	965%	**1%**	0%
Investments in and advances to associates - net		**122,003**		119,272	2,731	2%	**0%**	0%
Pension asset		**4,098**		4,508	(410)	-9%	**0%**	0%
Deferred tax asset		**3,249**		-	3,249		**0%**	0%
Right of Use		**64,273**		77,226	(12,953)	-17%	**0%**	0%
Other noncurrent assets		**705,389**		751,886	(46,497)	-6%	**1%**	1%
		44,052,095		39,827,961	4,224,134	11%	**79%**	75%
TOTAL ASSET	P	**55,710,750**	P	52,757,721	2,953,029	6%	**100%**	100%
LIABILITIES AND EQUITY								
Current Liabilities								
Trade and other current liabilities	P	**1,751,419**	P	1,733,781	17,638	1%	**3%**	3%
Loans payable		**1,300,017**		450,017	850,000	189%	**2%**	1%
Current portion of:								
Long-term debt		**2,087,824**		29,000	2,058,824	7099%	**4%**	0%
Lease Liability - current		**392,945**		403,241	(10,296)	-3%	**1%**	1%
		5,532,205		2,616,039	2,916,166	111%	**10%**	5%
Noncurrent portion of:								
Long-term debt		**2,437,765**		4,908,500	(2,470,735)	-50%	**4%**	9%
Lease Liability - noncurrent		**5,448,569**		5,842,907	(394,338)	-7%	**10%**	11%
Pension liability		**21,755**		17,903	3,852	22%	**0%**	0%
Deferred tax liabilities		**2,479,013**		2,483,336	(4,323)	0%	**4%**	5%
Other noncurrent liability		**375,361**		376,174	(813)	0%	**1%**	1%
		10,762,463		13,628,820	(2,866,357)	-21%	**19%**	26%
TOTAL LIABILITIES		**16,294,668**		16,244,859	49,809	0%	**29%**	31%
Equity								
Attributable to equity holders of parent:								
Common stock		**10,561,000**		10,561,000	-	0%	**19%**	20%
Additional paid-in capital		**5,503,731**		5,503,731	-	0%	**10%**	10%
Treasury stock		**(2,565,359)**		(2,565,359)	-	0%	**-5%**	-5%
Equity share in cost of Parent Company shares held by associates		**(2,501)**		(2,501)	-	0%	**0%**	0%
Cost of Parent Company common and preferred shares shares held by subsidiaries		**(1,154,409)**		(1,154,409)	-	0%	**-2%**	-2%
Other reserves		**8,946,453**		7,763,073	1,183,380	15%	**16%**	15%
Excess of net asset value of an investment over cost		**252,040**		252,040	-	0%	**0%**	0%
Retained Earnings		**14,985,481**		13,501,329	1,484,152	11%	**27%**	26%
Total equity attributable to equity holders of the Parent		**36,526,436**		33,858,904	2,667,532	8%	**66%**	64%
Non-controlling interests		**2,889,646**		2,653,958	235,688	9%	**5%**	5%
TOTAL EQUITY		**39,416,082**		36,512,862	2,903,220	8%	**71%**	69%
TOTAL LIABILITIES AND EQUITY	P	**55,710,750**	P	52,757,721	2,953,029	6%	**100%**	100%

ASSETS

Total assets of the Company increased by ₱2,953.0 million (6%) to ₱55,710.8 million as of December 31, 2023, from ₱52,757.7 million as of December 31, 2022.

Cash and Cash equivalents

Cash and cash equivalents increased by ₱298.3 million (16%), to ₱2,172.2 million as of December 31, 2023 from ₱1,873.9 million as of December 31, 2022, due mainly to improved collections coming from higher revenues as well as of proceeds from sale of investments held for trading, net of payments of expenses during the period.

Financials Assets at Fair Value through Profit or Loss ("FVTPL")

The Company's financial assets at FVTPL increased by ₱27.3 million (38%), to ₱100.0 million as of December 31, 2023, from ₱72.7 million as of December 31, 2022, due to the net increase in market prices of listed shares held by Pacific Online.

Receivables and Contract Assets

Receivables and Contract Assets decreased by ₱166.3 million (3%), to ₱4,879.4 million as of December 31, 2023 from ₱5,045.7 million as of December 31, 2022, because of the Company's collection of receivables.

Real Estate for Sale

Real estate for sale decreased by ₱7.5 million (5%) to ₱155.7 million as of December 31, 2023 from ₱163.2 million as of December 31, 2022 due to the real estate units sold during the period.

Financial Assets at Fair Value through Other Comprehensive Income ("FVOCI")

The Company's FVOCI increased by ₱697.2 million (7%), to ₱10,018.3 million as of December 31, 2023 from ₱9,321.1 million as of December 31, 2022, due to the mark to market increase in value of its investments, net of disposals for the period. As at December 31, 2023, the Company's FVOCI consists of investments in SM Prime Holdings, Inc., SM Investments Corporation, and club shares of Tagaytay Highlands International Golf Club, Inc., Tagaytay Midlands International Golf Club, Inc., The Country Club at Tagaytay Highlands, Inc. and The Spa and Lodge at Tagaytay Highlands, Inc.

Intangible Asset

This pertains to the license from the Philippine Amusements and Gaming Corporation ("PAGCOR") to operate integrated resorts which was granted to PremiumLeisure and Amusement, Inc. ("PLAI"). Belle and MRP are Co-Licensees under PLAI's PAGCOR license. Amortization of the intangible asset started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Amortization expense for the year ended December 31, 2023 amounted to ₱115.8 million.

Investment Properties

This account consists mainly of the carrying value of the CODM land and buildings in PAGCOR Entertainment City in Paranaque City. It also includes property located in Clark. The ₱3,128.2 million increase is due to the newly purchased lots in Aseana City, Paranaque and lease rights for a lot in Clark, Pampanga, net of depreciation of the CODM building.

Goodwill

The Company's goodwill amounted to ₱926.0 million as of both December 31, 2023 and December 31, 2022, as a result of consolidating Pacific Online.

Right-of-Use Assets

Right-of-use assets (or "ROU Assets") represent a lessee's right to to operate, hold, or occupy leased property or equipment during the lease term. The ₱13.0 million (17%) decrease is due to the amortization of ROU Assets for the period.

Other Assets

Other assets decreased by ₱1,623.5 million (35%), to ₱3,073.9 million as of December 31, 2023 from ₱4,697.3 million as of December 31, 2022.

LIABILITIES

Total liabilities was virtually unchanged by ₱49.8 million, to ₱16,294.7 million as of December 31, 2023, from ₱16,244.9 million as of December 31, 2022.

Trade and Other Current Liabilities

Trade and other current liabilities increased by ₱17.6 million to ₱1,741.4 million as of December 31, 2023 from ₱1,733.8 million as of December 31, 2022.

Loans Payable and Long-Term Debt

Total consolidated debt, amounting to ₱5,825.6 million as of December 31, 2023, consists of Peso-denominated borrowings from various local financial institutions, of both Belle and PinoyLotto Technologies Corp., a joint venture company which is 50%-owned by Pacific Online. Belle's average interest rate is at approximately 5.11% per annum during the period ended December 31, 2023. The outstanding amount of total debt increased by ₱ 438.1 million (8%), from ₱5,387.5 million as of December 31, 2022, due to additional loans drawn by PinoyLotto for its operations.

EQUITY

The Company's shareholders' equity as of December 31, 2023 of ₱39,416.1 million was higher by ₱2,903.2 million (8%), compared to its shareholders' equity of ₱36,512.9 million as of December 31, 2022, because of the net income earned net of the dividends paid, for the twelve months ended December 31, 2023 and the increase in market value of the financial assets at FVOCI of the Company.

Below are the comparative key performance indicators of the Company and its subsidiaries:

Belle Corporation (consolidated)

	December 31, 2023	December 31, 2022
Asset to equity ratio	**1.41 : 1.00**	1.44 : 1.00
Current or Liquidity ratio	**2.11 : 1.00**	4.94 : 1.00
Debt-to-equity ratio	**0.15 : 1.00**	0.15 : 1.00
Net debt-to-equity ratio	**0.09 : 1.00**	0.10 : 1.00
Interest rate coverage ratio	**5.67 : 1.00**	4.57 : 1.00
Return on assets	**4.5%**	3.3%
Return on equity	**6.4%**	4.9%

Premium Leisure Corp. (consolidated)

	December 31, 2023	December 31, 2022
Asset to equity ratio	**1.07 : 1.00**	1.05 : 1.00
Current or Liquidity ratio	**5.91 : 1.00**	8.20 : 1.00
Debt-to-equity ratio	**0.03 : 1:00**	0.00 : 1:00
Interest rate coverage ratio	**124.09**	5,187.27
Return on assets	**13.16%**	7.37%
Return on equity	**13.99%**	7.71%

Pacific Online Systems Corporation (consolidated)

	December 31, 2023	December 31, 2022
Asset to equity ratio	**1.62 : 1.00**	1.19 : 1.00
Current or Liquidity ratio	**3.01 : 1.00**	6.49 : 1.00
Debt-to-equity ratio	**0.40 : 1.00**	0.07 : 1.00
Interest rate coverage ratio	**19.10 : 1.00**	974.66 : 1.00
Return on assets	**18%**	19%
Return on equity	**26%**	23%

The above performance indicators are calculated as follows:

Current Ratio	<u>Current Asset</u> Current Liabilities
Debt to Equity Ratio	<u>Interest-bearing debt</u> Total Equity
Asset-to-equity Ratio	<u>Total Assets</u> Total Equity
Return on Equity	<u>Net Income</u> Average equity during the period
Return on Assets	<u>Net Income</u> Average assets during the period
Interest Coverage Ratio	<u>Income Before Interest & Tax</u> Interest Expense
Net debt-to-equity ratio	<u>Interest-bearing debt less cash and cash equivalents</u> Total Equity

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2023, consolidated total debt of the Company of ₱5,825.6 million was comprised of borrowings from renewable short-term bank lines of ₱1,300. million and amortizing term loans from banks of ₱4,525.6 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2023, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitmentsfor capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- All 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.
- Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- Any Significant Elements of Income or Loss (from continuing operations)

December 31, 2022 versus December 31, 2021 Results of Operations (in thousands)

2022 2021 Horizontal Analysis Increase (Decrease) Vertical Analysis 2022 2021

		2022		2021	Horizontal Analysis		Vertical Analysis	
					Increase (Decrease)		2022	2021
REVENUE								
Lease income	P	**2,054,273**	P	807,921	**1,246,352**	154%	**38%**	24%
Gaming revenue share		**1,560,845**		1,300,291	**260,554**	20%	**29%**	38%
Sale of real estate		**862,889**		587,812	**275,077**	47%	**16%**	17%
Equipment rental (POSC)		**519,051**		426,346	**92,705**	22%	**10%**	12%
Revenue from property management		**211,548**		179,618	**31,930**	18%	**4%**	5%
Others		**210,686**		118,946	**91,740**	77%	**4%**	3%
TOTAL REVENUES		**5,419,292**		3,420,934	**1,998,358**	58%	**100%**	100%
COST OF LEASE INCOME		**(1,337,666)**		(1,294,948)	**(42,718)**	3%	**-25%**	-38%
COST OF REAL ESTATE SOLD		**(443,407)**		(301,406)	**(142,001)**	47%	**-8%**	-9%
COST OF LOTTERY SERVICES		**(247,548)**		(374,204)	**126,656**	-34%	**-5%**	-11%
COST OF PROPERTY MANAGEMENT SERVICES		**(139,612)**		(113,574)	**(26,038)**	23%	**-3%**	-3%
COST OF GAMING OPERATIONS		**(136,346)**		(135,895)	**(451)**	0%	**-3%**	-4%
GENERAL AND ADMINISTRATIVE EXPENSES		**(766,549)**		(693,103)	**(73,446)**	11%	**-14%**	-20%
TOTAL COSTS AND EXPENSES		**(3,071,128)**		(2,913,130)	**(157,998)**	5%	**-57%**	-85%
INCOME FROM OPERATIONS		**2,348,164**		507,804	**1,840,360**	362%	**43%**	15%
INTEREST EXPENSE AND OTHER FINANCE CHARGES		**(516,342)**		(603,832)	**87,490**	-14%	**-10%**	-18%
INTEREST INCOME		**22,831**		24,981	**(2,150)**	-9%	**0%**	1%
UNREALIZED LOSS ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS		**(372)**		(23,623)	**23,251**	-98%	**0%**	-1%
NET FOREIGN EXCHANGE LOSS		**(1,658)**		750	**(2,408)**	-321%	**0%**	0%
OTHER INCOME (CHARGES)		**14,538**		310,493	**(295,955)**	-95%	**0%**	9%
INCOME BEFORE INCOME TAX		**1,867,161**		216,573	**1,650,588**	762%	**34%**	6%
PROVISION FOR INCOME TAXES								
Current		**28,585**		12,656	**15,929**	126%	**1%**	0%
Deferred		**128,119**		(541,285)	**669,404**	-124%	**2%**	-16%
		156,704		(528,629)	**685,333**	-130%	**3%**	-15%
NET INCOME	P	**1,710,457**	P	745,202	**965,255**	130%	**32%**	22%

Belle Corporation ("Belle" or the "Company") realized consolidated revenues of ₱5,419.3 million for 2022, higher by 58% than consolidated revenues of ₱3,420.9 million in 2021 as the Company's performance continues to gain ground, driven by higher lease income and real estate sales. Gaming-related revenues (gaming revenue share and betting equipment rental) also increased year on year, brought about by the continuously progressing economy.

Belle's revenues from real estate operations increased by ₱1,645.1 million (97%), from ₱1,694.3 million in 2021 to ₱3,339.4 million for the period December 31, 2022. Of the 2022 real estate revenues, ₱2,054.3 million was derived from Belle's lease of the land and buildings comprising City of Dreams Manila "CODM" to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which was ₱1,246.4 million (154%) higher than its revenues in the prior period of ₱807.9 million. Belle's real estate sales and property management activities at its Tagaytay Highlands complex contributed revenues of ₱1,285.1 million for the period December 31, 2022, which was ₱398.7 million (45%) higher than its revenues in December 31, 2021 of ₱886.4 million.

The share in gaming revenue at CODM of Belle's subsidiary, Premium Leisure Corporation ("PLC"), increased by ₱260.6 million (20%), from ₱1,300.3 million for the period December 31, 2021 to ₱1,560.8 million for the period December 31, 2022.

Pacific Online Systems Corporation ("Pacific Online"), which leases online betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for their lottery operations, also showed improvement during the period despite the nonrenewal of KENO operations effective April 1, 2022. Pacific Online, which is 50.1%-owned by PLC, posted an increase in revenue of ₱92.7 million (22%), from ₱426.3 million in 2021 period to ₱519.1 million in the current period.

The Company realized consolidated net income of ₱1,710.5 million for the period December 31, 2022, which was higher by ₱965.3 million compared to consolidated net income of ₱745.2 million in December 2021, due mainly to the improvements in the operational results of all the business units, offset partially by a nonrecurring tax adjustment in 2021 of ₱495.0 million resulting from the delayed implementation of the CREATE bill which lowered the marginal tax rate from 30% to 25% effective July 2020 (but was only passed in 2021). Taking out the effect of this nonrecurring tax adjustment, Belle's consolidated recurring net income would have increased by ₱1,460.3 million from a net income of ₱250.2 million in December 2021 to net income of ₱1,710.5 million in December 2022.

Revenues
Total consolidated revenues of ₱5,419.2 million for 2022 were higher by ₱1,998.3 million (58%), compared to ₱3,420.9 million for 2021. Revenues from the CODM lease increased by ₱1,246.4 million (154%) from ₱807.9 million for the 2021 period to ₱2,054.3 million for the current period. Revenue from the share of PLC in gaming earnings of CODM increased by ₱260.6 million (20%), from ₱1,300.3 million for the 2021 period to ₱1,560.8 million for the current period. Revenues from real estate development and management activities increased by ₱398.7 million (45%), from ₱886.4 million in the 2021 period to ₱1,285.1 million in the current period. Revenues of Pacific Online increased by ₱92.7 million (22%), from ₱426.3 million in the 2021 period to ₱519.1 million in the current period.

Costs of Lease Income
Costs of lease income in respect of the CODM property increased by ₱42.7 million (3%), to ₱1,337.6 million in 2022 from ₱1,294.9 million in 2021, mainly due to rent escalation for the year.

Costs of Lottery Services
Costs of lottery services at Pacific Online decreased by ₱126.7 million (34%), to ₱247.5 million in 2022 from ₱374.2 million in 2021, mainly due to the cost efficiency measures of the Company and the termination of KENO operation effective April 1, 2022.

Costs of Gaming Operations
The costs of gaming operations at PLC was virtually unchanged, from ₱135.9 million for 2021 to ₱136.3 million for 2022. PLAI has a direct economic participation in the gaming operations at CODM, by virtue of an operating agreement with MRP that accords PLAI a share of gaming revenue or earnings. MRP is a Philippine Corporation controlled by Melco Resorts and Entertainment Limited ("Melco"), a Hong Kong-based corporation which develops, owns and operates gaming and entertainment facilities around the world, mostly in Macau.

Costs of Real Estate sold
Costs of real estate sold increased by ₱142.0 million (47%) to ₱443.4 million in 2022, from ₱301.4 million in 2021, due to the higher revenue therefrom recognized during the period.

Costs of Property Management Services
Costs of property management services increased by ₱26.0 million (23%), to ₱139.6 million for 2022, from ₱113.6 million for 2021, due to higher utilities consumption arising from increased activities in the estate.

General and Administrative Expenses
General and administrative expenses increased slightly by ₱73.4 million (11%), to ₱766.5 million for 2022 from ₱693.1 million for 2021, due to recognition of general provisions offset by cost reduction efforts.

Financial Income (Expense)
Interest expense and other finance charges decreased by ₱87.5 million (14%) to ₱516.3 million for 2022, from ₱603.8 million for 2021. The lower interest expense incurred by the Company, despite the increasing interest rates in the market, was due to the Company's focus of repaying debt during the current year. Debt outstanding amounted to ₱5,387.5 million as of December 31, 2022, decreasing by ₱1,492.5 million (22%) compared to ₱6,880.0 million as of December 31, 2022.

Other Income
Other income decreased by ₱295.9 million (95%) mostly due to the reversal of general provisions amounting to about ₱281.1 million in 2021.

Provision for Income Taxes
The Company's consolidated provision for income taxes increased by ₱685.3 million (130%) in 2022, to income tax expense of ₱156.7 million from income tax benefit of ₱528.6 million in 2021, due to higher operating income in 2022 and a nonrecurring adjustment arising from the lower income tax rate per the CREATE bill (from 30% to 25%) in 2021.

Net Income

As a result of the foregoing, the Company realized consolidated net income of ₱1,710.5 million for 2022, showing an increase of ₱965.3 million (130%) from its 2021 consolidated net income of ₱745.2 million.

December 31, 2022 vs December 31, 2021 Statement of Financial Position (in thousands)

		December 31			Horizontal Analysis		Vertical Analysis	
		2022		2021	**Inc (Dec)**	**%**	**2022**	2021
ASSETS								
Current Assets								
Cash and cash equivalents	**P**	**1,873,922**	P	2,082,301	(208,379)	-10%	**4%**	4%
Financial assets at fair value through profit or loss		**72,682**		73,054	(372)	-1%	**0%**	0%
Receivables		**3,844,556**		4,219,351	(374,795)	-9%	**7%**	8%
Contract assets		**4,000**		70,319	(66,319)	-94%	**0%**	0%
Real estate for sale		**163,189**		351,120	(187,931)	-54%	**0%**	1%
Land held for future development		**3,025,976**		3,021,120	4,856	0%	**6%**	6%
Other current assets		**3,945,435**		2,426,928	1,518,507	63%	**7%**	5%
		12,929,760		12,244,193	685,567	6%	**25%**	24%
Noncurrent Assets								
Contract assets - net of noncurrent portion		**1,197,151**		941,115	256,036	27%	**2%**	2%
Investment properties		**23,239,249**		24,371,435	(1,132,186)	-5%	**44%**	48%
Financial assets at fair value through other comprehensive income		**9,321,093**		7,270,420	2,050,673	28%	**18%**	14%
Intangible asset		**4,117,704**		4,233,538	(115,834)	-3%	**8%**	8%
Goodwill		**926,008**		926,008	-	0%	**2%**	2%
Investments in and advances to associates - net		**119,272**		119,688	(416)	0%	**0%**	0%
Right of Use		**77,226**		54,812	22,414	41%	**0%**	0%
Property and equipment		**73,864**		86,082	(12,218)	-14%	**0%**	0%
Deferred tax asset		**-**		21,399	(21,399)	-100%	**0%**	0%
Other noncurrent assets		**756,394**		758,887	(2,493)	0%	**1%**	1%
		39,827,961		38,783,384	1,044,577	3%	**75%**	76%
TOTAL ASSET	**P**	**52,757,721**	P	51,027,577	1,730,144	3%	**100%**	100%
LIABILITIES AND EQUITY								
Current Liabilities								
Trade and other current liabilities	**P**	**1,733,781**	P	1,809,301	(75,520)	-4%	**3%**	4%
Loans payable		**450,017**		1,995,017	(1,545,000)	-77%	**1%**	4%
Current portion of:								
Long-term debt		**29,000**		15,000	14,000	93%	**0%**	0%
Lease Liability - current		**403,241**		345,679	57,562	17%	**1%**	1%
		2,616,039		4,164,997	(1,548,958)	-37%	**5%**	8%
Noncurrent portion of:								
Long-term debt		**4,908,500**		4,870,000	38,500	1%	**9%**	10%
Lease Liability - noncurrent		**5,842,907**		6,196,415	(353,508)	-6%	**11%**	12%
Deferred tax liabilities		**2,483,336**		2,377,323	106,013	4%	**5%**	5%
Other noncurrent liability		**394,077**		409,409	(15,332)	-4%	**1%**	1%
		13,628,820		13,853,147	(224,327)	-2%	**26%**	27%
TOTAL LIABILITIES		**16,244,859**		18,018,144	(1,773,285)	-10%	**31%**	35%
Equity								
Attributable to equity holders of parent:								
Common stock		**10,561,000**		10,561,000	-	0%	**20%**	21%
Additional paid-in capital		**5,503,731**		5,503,731	-	0%	**10%**	11%
Treasury stock		**(2,565,359)**		(2,476,697)	(88,662)	4%	**-5%**	-5%
Equity share in cost of Parent Company shares held by associates		**(2,501)**		(2,501)	-	0%	**0%**	0%
Cost of Parent Company common and preferred shares shares held by subsidiaries		**(1,154,409)**		(1,464,322)	309,913	-21%	**-2%**	-3%
Other reserves		**7,763,073**		5,715,643	2,047,430	36%	**15%**	11%
Excess of net asset value of an investment over cost		**252,040**		252,040	-	0%	**0%**	0%
Retained Earnings		**13,501,329**		12,175,075	1,326,254	11%	**26%**	24%
Total equity attributable to equity holders of the Parent		**33,858,904**		30,263,969	3,594,935	12%	**64%**	59%
Non-controlling interests		**2,653,958**		2,745,464	(91,506)	-3%	**5%**	5%
TOTAL EQUITY		**36,512,862**		33,009,433	3,503,429	11%	**69%**	65%
TOTAL LIABILITIES AND EQUITY	**P**	**52,757,721**	P	51,027,577	1,730,144	3%	**100%**	100%

ASSETS
Total assets of the Company increased by ₱1,730.1 million (3%) to ₱52,757.7 million as of December 31, 2022, from ₱51,027.6 million as of December 31, 2021.

Cash and Cash equivalents
Cash and cash equivalents decreased by ₱208.4 million (10%), to ₱1,873.9 million as of December 31, 2022 from ₱2,082.3 million as of December 31, 2021, due mainly to the payment of short-term borrowings during the period, offset in part by the increase in collections due to higher revenues.

Financial Assets at Fair Value through Profit or Loss ("FVTPL")
The Company's FVTPL minimally decreased to ₱72.7 million as of December 31, 2022 from ₱73.1 million as of December 31, 2021, due to the decrease in share prices of the Company's investments. As at December 31, 2022, the Company's consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and PLDT, Inc. as well as warrants from Black Spade Acquisition, Inc. held by PLC through a subsidiary.

Receivables and Contract Assets
Receivables and Contract Assets decreased by ₱185.1 million (4%), to a total of ₱5,045.7 million as of December 31, 2022 from ₱5,230.8 million as of December 31, 2021.

Real Estate for Sale
Real estate for sale decreased by ₱187.9 million (54%), to ₱163.2 million as of December 31, 2022 from ₱351.1 million as of December 31, 2021, due to sale of real estate properties.

Investment Properties
This account consists mainly of carrying value of the CODM property and right of use assets for leases in Paranaque City. The ₱1,132.2 million (5%) decrease of Investment Properties, from ₱24,371.4 million as of December 31, 2021 to ₱23,239.2 million as of December 31, 2022, was due to the depreciation expense on the CODM building as well as amortization of right of use assets.

Financial Assets at Fair Value through Other Comprehensive Income ("FVOCI")
The Company's FVOCI increased by ₱2,050.7 million (28%), to ₱9,321.1 million as of December 31, 2022 from ₱7,270.4 million as of December 31, 2021, due the increase in the market values of the said investments.

Intangible Asset
This pertains to the cost of the License to operate integrated resorts that was granted by the Philippine Amusement and Gaming Corp ("PAGCOR") to PLAI. Belle and MRP are Co-Licensees under PLAI's PAGCOR License. Amortization of the intangible asset on the License commenced on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Intangible assets decreased by ₱115.8 million (3%), from ₱4,233.5 million as of December 31, 2021 to ₱4,117.7 million as of December 31, 2022 because of the amortization expense on the PAGCOR License.

Goodwill
Goodwill arose due to the business combination and consolidation of POSC under PLC in 2015 through the pooling of interest method. Goodwill remains to be at ₱926.0 million as at December 31, 2022 and 2021.

Right of Use Assets
Right of use assets increased by ₱22.4 million (41%) from ₱54.8 million as of December 31, 2021 to ₱77.2 million as of December 31, 2022, mainly due to renewal of the contracts adopting PFRS 16 (Leases).

Other Assets
Other assets increased by ₱1,516.0 million (48%), to ₱4,701.8 million as of December 31, 2022 from ₱3,185.8 million as of December 31, 2021, mainly due to increases in prepaid taxes and down payments made for land acquisitions.

LIABILITIES
Total liabilities decreased by ₱1,773.3 million (10%), to ₱16,244.9 million as of December 31, 2022 from ₱18,018.1 million as of December 31, 2021, mainly due to the prioritization of the Company to pay down its debt given the increasing market borrowing rates.

Trade and Other Current Liabilities
Trade and other current liabilities decreased from ₱1,809.3 million as of December 31, 2021 to ₱1,733.8 million as of December 31, 2022.

Loans Payable and Long-Term Debt
Total consolidated debt, amounting to ₱5,387.5 million as of December 31, 2022, consists of Peso-denominated borrowings of Belle and POSC from various local financial institutions, with an average interest rate of approximately 4.48% per annum during 2022. The outstanding amount of total debt decreased by ₱1,492.5 million (22%) from ₱6,880.0 million as of December 31, 2021, due to the payment of debt from local banks.

Other Liabilities
Other Liabilities decreased by ₱311.3 million (4%) to ₱6,640.2 million as of December 31, 2022, from ₱6,951.5 million as of December 31, 2021, mainly due to decrease in liabilities from long-term operating leases.

EQUITY
The Company's shareholders' equity as of December 31, 2022 of ₱36,512.9 million was higher by ₱3,503.4 million (11%), compared to its shareholders' equity of ₱33,009.4 million as of December 31, 2021, mainly due to the increases in market value of financial assets at fair value through other comprehensive income of ₱2,047.4.0 million (36%) and Company's consolidated net income of ₱1,710.5 million for 2022.

Below are the comparative key performance indicators of the Company and its subsidiaries:

Belle Corporation (consolidated)

	December 31, 2022	December 31, 2021
Asset to equity ratio	**1.44 : 1.00**	1.55 : 1.00
Current or Liquidity ratio	**4.94 : 1.00**	2.94 : 1.00
Debt-to-equity ratio	**0.15 : 1.00**	0.21 : 1.00
Net debt-to-equity ratio	**0.10 : 1.00**	0.15 : 1.00
Interest rate coverage ratio	**4.57 : 1.00**	1.32 : 1.00
Return on assets	**3.3%**	1.5%
Return on equity	**4.9%**	2.3%

Premium Leisure Corp. (consolidated)

	December 31, 2022	December 31, 2021
Asset to equity ratio	**1.05 : 1.00**	1.04 : 1.00
Current or Liquidity ratio	**8.20 : 1.00**	9.18 : 1.00
Debt-to-equity ratio	**0.00 : 1:00**	0.00 : 1:00
Interest rate coverage ratio	**5,187.27**	1,633.17
Return on assets	**7.37%**	6.44%
Return on equity	**7.71%**	6.81%

Pacific Online Systems Corporation (consolidated)

	December 31, 2022	December 31, 2021
Asset to equity ratio	**1.19 : 1.00**	1.19 : 1.00
Current or Liquidity ratio	**6.49 : 1.00**	4.64 : 1.00
Debt-to-equity ratio	**0.07 : 1.00**	0.00 : 1.00
Interest rate coverage ratio	**974.66 : 1.00**	(140.05): 1.00
Return on assets	**19%**	-14%
Return on equity	**23%**	-18%

The above performance indicators are calculated as follows:

Current Ratio	Current Asset Current Liabilities
Debt to Equity Ratio	Interest-bearing debt Total Equity
Asset-to-equity Ratio	Total Assets Total Equity
Return on Equity	Net Income Average equity during the period
Return on Assets	Net Income Average assets during the period
Interest Coverage Ratio	Income Before Interest & Tax Interest Expense
Net debt-to-equity ratio	Interest-bearing debt less cash and cash equivalents Total Equity

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2022, consolidated total debt of the Company of ₱5,387.5 million was comprised of borrowings from renewable short-term bank lines of ₱1,492.5 million and amortizing term loans from banks of ₱6,880.0 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2022, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitmentsfor capital expenditures that are reasonably expected to have a material impact on the Company’s short-term or long-term liquidity;
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- All 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.
- Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- Any Significant Elements of Income or Loss (from continuing operations)

December 31, 2021 versus December 31, 2020 Results of Operations (in thousands)

	For the year ended December				Horizontal Analysis		Vertical Analysis	
		2021		2020	Increase (Decrease)		2021	2020
REVENUE								
Gaming revenue share	P	**1,300,291**	P	635,217	**665,074**	105%	**38%**	15%
Lease income		**807,921**		2,663,226	**(1,855,305)**	-70%	**24%**	64%
Sale of real estate		**587,812**		234,965	**352,847**	150%	**17%**	6%
Equipment rental, distribution and commission (POSC)		**426,346**		328,438	**97,908**	30%	**12%**	8%
Revenue from property management		**179,618**		168,296	**11,322**	7%	**5%**	4%
Others		**118,946**		143,258	**(24,312)**	-17%	**3%**	3%
TOTAL REVENUES		**3,420,934**		4,173,400	**(752,466)**	-18%	**100%**	100%
COST OF LEASE INCOME		**(1,294,948)**		(1,206,514)	**(88,434)**	7%	**-38%**	-29%
COST OF LOTTERY SERVICES		**(374,204)**		(494,211)	**120,007**	-24%	**-11%**	-12%
COST OF REAL ESTATE SOLD		**(301,406)**		(134,934)	**(166,472)**	123%	**-9%**	-3%
COST OF PROPERTY MANAGEMENT SERVICES		**(113,574)**		(100,957)	**(12,617)**	12%	**-3%**	-2%
COST OF GAMING OPERATIONS		**(135,895)**		(135,692)	**(203)**	0%	**-4%**	-3%
GENERAL AND ADMINISTRATIVE EXPENSES		**(693,103)**		(1,312,959)	**619,856**	-47%	**-20%**	-31%
TOTAL COSTS AND EXPENSES		**(2,913,130)**		(3,385,267)	**472,137**	-14%	**-85%**	-81%
INCOME FROM OPERATIONS		**507,804**		788,133	**(280,330)**	-36%	**15%**	19%
UNREALIZED GAIN ON FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS		**(23,623)**		(6,196)	**(17,427)**	281%	**-1%**	0%
INTEREST EXPENSE AND OTHER FINANCE CHARGES		**(603,832)**		(559,570)	**(44,262)**	8%	**-18%**	-13%
INTEREST INCOME		**24,981**		55,451	**(30,470)**	-55%	**1%**	1%
NET FOREIGN EXCHANGE LOSS		**750**		(1,994)	**2,744**	-138%	**0%**	0%
OTHER INCOME (CHARGES)		**310,493**		843,194	**(532,701)**	-63%	**9%**	20%
INCOME BEFORE INCOME TAX		**216,573**		1,119,018	**(902,446)**	-81%	**6%**	27%
PROVISION FOR INCOME TAXES								
Current		**12,656**		36,653	**(23,997)**	-65%	**0%**	1%
Deferred		**(541,285)**		190,664	**(731,949)**	-384%	**-16%**	5%
		(528,629)		227,317	**(755,946)**	-333%	**-15%**	5%
NET INCOME	P	**745,202**	P	891,701	**(146,499)**	-16%	**22%**	21%

Belle Corporation realized consolidated net income of Php 745.2 million for 2021 led by improved gaming performance at City of Dreams Manila. This was achieved despite ongoing restrictions on commercial operations imposed by authorities to help control the effects of the pandemic. General commercial restrictions negatively impacted real estate leasing operations, which caused Belle's net income to decrease overall by 16% in 2021 from Php 891.7 million in 2020.

The effects of the Covid-19 pandemic began in early 2020 with declining tourist arrivals prior to the implementation of the community quarantines nationwide, and was compounded by the temporary suspension of gaming operations at City of Dreams Manila on March 16, 2020 in compliance with government initiatives to contain the virus.

The share in the gaming revenues at City of Dreams Manila of Belle's subsidiary Premium Leisure Corporation ("PLC") more than doubled, from Php 635.2 million in 2020 to Php 1,300.3 million in 2021, as operations at City of Dreams Manila improved during 2021, although still with substantial limitations due to the continuing Covid-19 pandemic.

Pacific Online Systems Corporation ("Pacific Online"), which leases online betting equipment to the Philippine Charity Sweepstakes Office ("PCSO") for their lottery and keno operations, also experienced improvements during 2021, while still operating under limitations. Pacific Online, which is 50.1%-owned by PLC, posted a 30% increase in revenues, from Php 328.4 million for 2020 to Php 426.3 million for 2021.

Belle's real estate revenues, however, declined by 47% from Php 3,209.7 million in 2020 to Php 1,694.3 million in 2021. Of real estate revenues in 2021, Php 807.9 million were derived from Belle's lease of the land and buildings comprising City of Dreams Manila (CODM) to Melco Resorts and Entertainment (Philippines) Corporation ("MRP"), which were 70% lower than its 2020 revenues of Php 2,663.2 million. On the other hand, Belle's real estate sales and property management activities at its Tagaytay Highlands complex contributed revenues of Php 886.4 million in 2021, 62% higher than revenues of Php 546.5 million in 2020.

Revenues

Total consolidated revenues of ₱3,420.9 million for 2021 were lower by ₱752.5 million (18%), compared to ₱4,173.4 million for 2020. The lease revenue from the land and buildings of CODM decreased by ₱1,855.3 million (70%), from ₱2,663.2 million for 2020 to ₱807.9 million for 2021, gaming revenue share in CODM increased by ₱665.1 million (105%) from ₱635.2 million in 2020 to ₱1,300.3 million in 2021, total revenues at Pacific Online increased by ₱97.9 million (30%), from ₱328.4 million in 2020 to ₱426.3 million in 2021, and revenue from real estate development and management activities increased by ₱339.9 million (62%), from ₱546.5 million in 2020 to ₱886.4 million in 2021.

Costs of Lease Income

Costs of lease income in respect of the CODM property increased by ₱88.4 million (7%), to ₱1,294.9 million in 2021 from ₱1,206.5 million in 2020 mainly due to higher related taxes and insurance payments in 2021.

Costs of Lottery Services

Costs of lottery services at Pacific Online decreased by ₱120.0 million (24%), to ₱378.6 million in 2021 from ₱494.2 million in 2020, mainly due to lower depreciation and amortization of lease equipment, as well as the deconsolidation of Lucky Circle Corporation ("LCC") brought about by its sale in February 2020.

Costs of Gaming Operations

The costs of gaming operations at PLC was virtually unchanged, from ₱135.9 million for 2021 and ₱135.7 million for 2020. PLAI has a direct economic participation in the gaming operations at CODM, by virtue of an operating agreement with MRP that accords PLAI a share of gaming revenue or earnings. MRP is a Philippine Corporation controlled by Melco Resorts and Entertainment Limited ("Melco"), a Hong Kong-based corporation which develops, owns and operates gaming and entertainment facilities around the world, mostly in Macau.

Costs of Real Estate sold

Costs of real estate sold increased by ₱166.5 million (123%) to ₱301.4 million in 2021, from ₱134.9 million in 2020, due to the higher revenue therefrom recognized during the period.

Costs of Property Management Services

Costs of property management services increased by ₱12.6 million (12%), to ₱113.6 million for 2021, from ₱101.0 million for 2020, due to higher utilities consumption arising from increased activities in the estate.

General and Administrative Expenses

General and administrative expenses decreased by ₱619.9 million (47%), to ₱693.1 million for 2021 from ₱1,313.0 million for 2020, due to cost reduction efforts.

Financial Income (Expense)

Interest expense and other finance charges increased by ₱44.3 million (8%) to ₱603.8 million for 2021, from ₱559.6 million for 2020. The increase in interest expense was largely due to higher imputed interest on Belle's lease liability. Interest income decreased by ₱30.5 million (55%), to ₱25.0 million in 2021, from ₱55.5 million in 2020, due to lower balances of, and average yields on, short-term investments.

Unrealized Loss on Financial Assets at FVTPL

Unrealized loss on Financial Assets at FVTPL increased by ₱17.4 million (281%) to ₱23.6 million for 2021, from ₱6.2 million for 2020. The increase was largely due to lower market prices of the Company's investments in financial assets at FVTPL.

Net foreign exchange gain (loss)

Net foreign exchange gain (loss) movements from 2020 to 2021 is dependent on the movement of foreign exchange rates during the year.

Other Income
Other income decreased by ₱532.7 million (63%) mostly due to the reversal of general provisions amounting to about ₱756.1 million in 2020.

Provision for Income Taxes
The Company's consolidated provision for income taxes decreased by ₱755.9 million (333%) in 2021, to income tax benefit of ₱528.6 million from income tax expense of ₱227.3 million in 2020, due to a nonrecurring adjustment arising from the lower income tax rate per the CREATE bill (from 30% to 25%), which was effective as of July 2020, but passed by Congress only in 2021.

Net Income
As a result of the foregoing, the Company realized consolidated net income of ₱745.2 million for 2021, a decrease of ₱146.5 million (16%) from its 2020 consolidated net income of ₱891.7 million.

Aside from what has been mentioned in the foregoing, there were no significant elements that arose from continuing operations, nor were there any seasonal events that had a material effect on the results of operations of Belle Corp. in 2021.

December 31, 2021 vs December 31, 2020 Statement of Financial Position (in thousands)

		December 31			Horizontal Analysis		Vertical Analysis	
		2021		2020	Inc (Dec)	%	2021	2020
ASSETS								
Current Assets								
Cash and cash equivalents	P	**2,082,301**	P	2,592,070	(509,769)	-20%	**4%**	5%
Financial assets at fair value through profit or loss		**73,054**		84,261	(11,207)	-13%	**0%**	0%
Receivables		**4,219,351**		5,034,824	(815,473)	-16%	**8%**	10%
Contract assets		**70,319**		39,903	30,416	76%	**0%**	0%
Real estate for sale		**351,120**		470,609	(119,489)	-25%	**1%**	1%
Land held for future development		**3,021,120**		3,013,950	7,170	0%	**6%**	6%
Other current assets		**2,518,964**		1,872,788	646,176	35%	**5%**	4%
		12,336,229		13,108,405	(772,176)	-6%	**24%**	26%
Noncurrent Assets								
Investment properties		**24,371,435**		25,437,299	(1,065,864)	-4%	**48%**	51%
Financial assets at fair value through other comprehensive income		**7,270,420**		4,789,847	2,480,573	52%	**14%**	10%
Intangible asset		**4,233,538**		4,349,372	(115,834)	-3%	**8%**	9%
Installment Receivable		**941,115**		269,600	671,515	249%	**2%**	1%
Goodwill		**926,008**		926,008	-	0%	**2%**	2%
Investments in and advances to associates - net		**119,688**		121,356	(1,668)	-1%	**0%**	0%
Property and equipment		**86,082**		143,911	(57,829)	-40%	**0%**	0%
Right of Use		**54,812**		71,732	(16,920)	-24%	**0%**	0%
Deferred tax asset		**21,399**		82,415	(61,016)	-74%	**0%**	0%
Pension asset		**17,384**		14,012	3,372	24%	**0%**	0%
Contract assets - net of noncurrent portion		**-**		46,302	(46,302)	-100%	**0%**	0%
Other noncurrent assets		**649,467**		641,649	7,818	1%	**1%**	1%
		38,691,348		36,893,503	1,797,845	5%	**76%**	74%
TOTAL ASSET	P	**51,027,577**	P	50,001,908	1,025,669	2%	**100%**	100%
LIABILITIES AND EQUITY								
Current Liabilities								
Trade and other current liabilities	P	**1,809,301**	P	2,384,734	(575,433)	-24%	**4%**	5%
Loans payable		**1,995,017**		2,525,017	(530,000)	-21%	**4%**	5%
Income tax payable		**-**		6	(6)	-100%	**0%**	0%
Long-term debt		**15,000**		121,111	(106,111)	-88%	**0%**	0%
Lease Liability - current		**345,679**		148,613	197,066	133%	**1%**	0%
		4,164,997		5,179,481	(1,014,484)	-20%	**8%**	10%
Noncurrent portion of:								
Long-term debt		**4,870,000**		4,445,556	424,444	10%	**10%**	9%
Lease Liability - noncurrent		**6,196,415**		6,538,881	(342,466)	-5%	**12%**	13%
Pension liability		**30,894**		59,291	(28,397)	-48%	**0%**	0%
Deferred tax liabilities		**2,377,323**		2,968,910	(591,587)	-20%	**5%**	6%
Other noncurrent liability		**378,515**		375,672	2,843	1%	**1%**	1%
		13,853,147		14,388,310	(535,163)	-4%	**27%**	29%
TOTAL LIABILITIES		**18,018,144**		19,567,791	(1,549,647)	-8%	**35%**	39%
Equity								
Attributable to equity holders of parent:								
Common stock		**10,561,000**		10,561,000	-	0%	**21%**	21%
Additional paid-in capital		**5,503,731**		5,503,731	-	0%	**11%**	11%
Treasury stock		**(2,476,697)**		(2,476,700)	3	0%	**-5%**	-5%
Equity share in cost of Parent Company shares held by associates		**(2,501)**		(2,501)	-	0%	**0%**	0%
Cost of Parent Company common and preferred shares shares held by subsidiaries		**(1,464,322)**		(1,464,322)	-	0%	**-3%**	-3%
Other reserves		**5,715,643**		3,675,936	2,039,707	55%	**11%**	7%
Excess of net asset value of an investment over cost		**252,040**		252,040	-	0%	**0%**	1%
Retained Earnings		**12,175,075**		11,580,786	594,289	5%	**24%**	23%
Total equity attributable to equity holders of the Parent		**30,263,969**		27,629,970	2,633,999	10%	**59%**	55%
Non-controlling interests		**2,745,464**		2,804,147	(58,683)	-2%	**5%**	6%
TOTAL EQUITY		**33,009,433**		30,434,117	2,575,316	8%	**65%**	61%
TOTAL LIABILITIES AND EQUITY	P	**51,027,577**	P	50,001,908	1,025,669	2%	**100%**	100%

ASSETS
Total assets of the Company increased by ₱1,025.7 million (2%) to ₱51,027.6 million as of December 31, 2021, from ₱50,001.9 million as of December 31, 2020.

Cash and Cash equivalents
Cash and cash equivalents decreased by ₱509.8 million (20%), to ₱2,082.3 million as of December 31, 2021 from ₱2,592.1 million as of December 31, 2020, due mainly to lower cash flows from operations.

Financial Assets at Fair Value through Profit or Loss ("FVTPL")
The Company's FVTPL decreased by ₱11.2 million (13%), to ₱73.1 million as of December 31, 2021 from ₱84.3 million as of December 31, 2020, due to the decrease in market value of listed shares held by Pacific Online. As at December 31, 2021, the Company's consolidated FVTPL consists of investments of Pacific Online in listed shares of Leisure and Resorts World Corporation, Vantage Equities, Inc., and PLDT, Inc.

Receivables, Contract Assets and Installment Receivables
Receivables, Contract Assets and Installment Receivables decreased by ₱159.8 million (2%), to a total of ₱5,230.8 million as of December 31, 2021 from ₱5,390.6 million as of December 31, 2020.

Real Estate for Sale
Real estate for sale decreased by ₱119.5 million (25%), to ₱351.1 million as of December 31, 2021 from ₱470.6 million as of December 31, 2020, due to real estate sale.

Investment Properties
This account consists mainly of carrying value of the CODM property and right of use assets for leases in Paranaque City. The ₱1,065.9 million (4%) decrease of Investment Properties, from ₱25,437.3 million as of December 31, 2020 to ₱24,371.4 million as of December 31, 2021, was due to the depreciation expense on the CODM building and amortization of right of use assets.

Financial Assets at Fair Value through Other Comprehensive Income ("FVOCI")
The Company's FVOCI increased by ₱2,480.6 million (52%), to ₱7,270.4 million as of December 31, 2021 from ₱4,789.8 million as of December 31, 2020, due additional investments as well as increase in the market values of these investments.

Intangible Asset
This pertains to the cost of the License to operate integrated resorts that was granted by the Philippine Amusement and Gaming Corp ("PAGCOR") to PLAI. Belle and MRP are Co-Licensees under PLAI's PAGCOR License. Amortization of the intangible asset on the License started on December 14, 2014, which is the effectivity date of the Notice to Commence Casino Operations granted by PAGCOR. Intangible assets decreased by ₱115.8 million (3%), from ₱4,349.4 million as of December 31, 2020 to ₱4,233.5 million as of December 31, 2021, mainly due to amortization expense on the PAGCOR License.

Goodwill
Goodwill was maintained at ₱926.0 million on December 31, 2021 and 2020.

Right of Use Assets
Right of use assets decreased by ₱16.9 million (24%) from ₱71.7 million as of December 31, 2020 to ₱54.8 million as of December 31, 2021, mainly due to amortization expense.

Property and Equipment
This account consists mainly of lottery equipment, leasehold improvements, machinery and equipment, condominium units and improvements, transportation equipment and office furniture and fixtures. This declined by ₱57.8 million (40%) from ₱143.9 million as of December 31, 2020 to ₱86.1 million as of December 31, 2021 due mainly to property and equipment being fully depreciated during the period.

Deferred Tax Assets
The Company's deferred tax assets declined by ₱61.0 million (74%) from ₱82.4 million as of December 31, 2020 to ₱21.4 million as of December 31, 2021. The decline is mainly brought about by lower deferred tax assets recognized during the period.

Pension Assets and Pension Liabilities
Pension assets of the Company increased by ₱3.4 million (24%) from ₱14.0 million in 2020 to ₱17.4 million in

2021. On the other hand, pension liabilities declined by ₱28.4 million (48%) from ₱59.3 million as of December 31, 2020 to ₱30.9 million as of December 31, 2021.

Other Assets (Current and Noncurrent)
Other assets increased by ₱654.0 million (26%), to ₱3,168.4 million as of December 31, 2021 from ₱2,514.4 million as of December 31, 2020, mainly due to increases in prepaid taxes.

LIABILITIES
Total liabilities decreased by ₱1,549.6 million (8%), to ₱18,018.1 million as of December 31, 2021 from ₱19,567.8 million as of December 31, 2020, mainly due to repayment of borrowings from local banks.

Trade and Other Current Liabilities
Trade and other current liabilities decreased from ₱2,384.7 million as of December 31, 2020 to ₱1,809.3 million as of December 31, 2021.

Loans Payable and Long-Term Debt
Total consolidated debt, amounting to ₱6,880.0 million as of December 31, 2021, consists of Peso-denominated borrowings of Belle from various local financial institutions, with an average interest rate of approximately 3.78% per annum during 2021. The outstanding amount of total debt decreased by ₱211.7 million (3%) from ₱7,091.7 million as of December 31, 2020, due to repayment of borrowings from local banks.

EQUITY
The Company's shareholders' equity as of December 31, 2021 of ₱33,009.4 million was higher by ₱2,575.3 million (8%), compared to its shareholders' equity of ₱30,434.1 million as of December 31, 2020, due to the increases in market value of financial assets at fair value through other comprehensive income of ₱2,039.7 million (55%) and Company's consolidated net income of ₱745.2 million for 2021.

Below are the comparative key performance indicators of the Company and its subsidiaries:

Belle Corporation (consolidated)

	December 31, 2021	December 31, 2020
Asset to equity ratio	**1.55 : 1.00**	1.64 : 1.00
Current or Liquidity ratio	**2.96 : 1.00**	2.55 : 1.00
Debt-to-equity ratio	**0.21 : 1.00**	0.23 : 1.00
Net debt-to-equity ratio	**0.15 : 1.00**	0.15 : 1.00
Interest rate coverage ratio	**1.32 : 1.00**	2.90 : 1.00
Return on assets	**1.5%**	1.9%
Return on equity	**2.3%**	2.9%

Premium Leisure Corp. (consolidated)

	December 31, 2020	December 31, 2020
Asset to equity ratio	**1.04 : 1.00**	1.07 : 1.00
Current or Liquidity ratio	**9.18 : 1.00**	5.75 : 1.00
Debt-to-equity ratio	**0.00 : 1:00**	0.00 : 1:00
Interest rate coverage ratio	**1,582.21**	48.15
Return on assets	**6.44%**	1.72%
Return on equity	**6.81%**	1.87%

Pacific Online Systems Corporation (consolidated)

	December 31, 2021	December 31, 2020
Asset to equity ratio	**1.19 : 1.00**	1.28 : 1.00
Current or Liquidity ratio	**4.64 : 1.00**	2.89 : 1.00
Debt-to-equity ratio	**0.00 : 1.00**	0.00 : 1.00
Net debt-to-equity ratio	**0.00 : 1.00**	0.00 : 1.00

Interest rate coverage ratio	**(140.24): 1.00**	(75.64): 1.00
Return on assets	**-14.37%**	-27.08%
Return on equity	**-17.79%**	-35.03%

The above performance indicators are calculated as follows:

Current Ratio	Current Asset / Current Liabilities
Debt to Equity Ratio	Interest-bearing debt / Total Equity
Asset-to-equity Ratio	Total Assets / Total Equity
Return on Equity	Net Income / Average equity during the period
Return on Assets	Net Income / Average assets during the period
Interest Coverage Ratio	Income Before Interest & Tax / Interest Expense
Net debt-to-equity ratio	Interest-bearing debt less cash and cash equivalents / Total Equity

The Company does not foresee any cash flow or liquidity problems over the next twelve months. As of December 31, 2021, consolidated total debt of the Company of ₱6,880.0 million was comprised of borrowings from renewable short-term bank lines of ₱1,995.0 million and amortizing term loans from banks of ₱4,885 million. Belle has real estate projects, lease agreements and investments from which it expects to generate cash flow sufficient for its foreseeable requirements. Meanwhile, the Company continues to be in compliance with the terms of all of its debt obligations.

As of December 31, 2021, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Any Known Trends, Events or Uncertainties (Material Impact on Liquidity) Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- All 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.
- Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures:
- Any Known Trends, Events or Uncertainties (Material Impact on Sales)
- Any Significant Elements of Income or Loss (from continuing operations)

Financial Risk Management Objectives and Policies
The Group's principal financial liabilities are composed of trade and other current liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include cash and cash equivalents, receivables and installment receivables. The Group also holds financial assets at FVPL, financial assets at FVOCI, deposits, refundable deposits and construction bonds, guarantee deposits, loans payable, long-term debt, lease liability, and obligations under finance lease.

The main risks arising from the Group's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Group's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

Interest Rate Risk. Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Group's exposure to interest rate risk relates primarily to the Group's long-term debt which are subject to cash flow interest rate risk.

The Group's policy is to manage its interest cost by limiting its borrowings and entering only into borrowings at fixed and variable interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates with other variables held constant of the Company's income before income tax:

	(In Thousands)	
	2023	2022
Increase (decrease) in basis points:		
100	**(₱183,294)**	(₱5,163)
(100)	**183,294**	5,163
50	**(91,647)**	(2,581)
(50)	**91,647**	2,581

Foreign Currency Risk. Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

As at December 31, 2023 and 2022, foreign currency-denominated financial asset and financial liability in US dollars, translated into Philippine peso at the closing rate:

	(in Thousands)			
	2023		2022	
	USD	**Peso Equivalent**	USD	Peso Equivalent
Cash and cash equivalents	$1,028	₱56,899	$1,963	₱109,435
Consultancy and software license fee payable*	(161)	(8,898)	(838)	(46,733)
Net foreign currency-denominated financial assets	$867	48,001	$1,125	₱62,702

**Presented under "Trade and other current liabilities" account in the consolidated statement of financial position.*

In translating the foreign currency-denominated financial liabilities into peso amounts, the exchange rate used was ₱55.37 and ₱55.76 to US$1.0 as at December 31, 2023 and 2022, respectively.

It is the Group's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Group seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

The following table demonstrates the sensitivity to a reasonably possible change in the U.S. dollar exchange rates, with all other variables held constant, of the Group's consolidated income before income tax as at December 31, 2023 and 2022. There is no other impact on the Group's equity other than those already affecting the profit or loss in the consolidated statement of comprehensive income.

	2023		2022	
	Increase in US$ Rate	**Decrease in US$ Rate**	Increase in US$ Rate	Decrease in US$ Rate
Change in US$ rate*	19%	19%	5%	(5%)
Effect on income before income tax (in thousands)	₱9,120	(₱9,120)	₱3,135	(₱3,135)

The increase in US$ rate means stronger US dollar against peso while the decrease in US$ means stronger peso against the US dollar.

Equity Price Risk. Equity price risk is the risk that the fair value of financial assets at FVPL and FVOCI consisting of listed equities decreases as a result of changes in the value of individual stock. The Group's exposure to equity price risk relates primarily to the Group's investments held for trading. The Group monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

The following table demonstrates the sensitivity to a reasonably possible change in equity price, with all other variables held constant, of the Group's 2023 and 2022 consolidated total comprehensive income before income tax:

	(In Thousands)	
Increase (Decrease) in Equity Price	**2023**	2022
Impact in profit or loss		
5%	**₱5,000**	₱3,634
(5%)	**(5,000)**	(3,634)
Impact in comprehensive income		
5%	**₱500,917**	₱466,055
(5%)	**(500,917)**	(466,055)

Credit Risk. Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Group's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Group and retain ownership of the property. The Group has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Group's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Group. For other receivables, since the Group trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Group, which comprise of cash and cash equivalents, receivables, advances to associates, deposits, refundable deposits and construction bonds, and guarantee deposits, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

The table below shows the Group's aging analysis of financial assets.

	(In Thousands)						
	2023						
	Neither	**Past Due but not Impaired**					
	Past Due nor Impaired	**Less than 30 Days**	**31 to 60 Days**	**61 to 90 Days**	**Over 90 Days**	**Impaired**	**Total**
Cash and cash equivalents*	**₱2,171,692**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱2,171,692**

	(In Thousands)						
	2023						
	Neither	Past Due but not Impaired					
	Past Due nor Impaired	Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Impaired	Total
Receivables	**4,737,998**	**4,188**	**8,764**	**1,183**	**127,297**	**699,428**	**5,578,858**
Advances to associates**	**526**	–	–	–	–	**130,254**	**130,780**
Refundable deposits and construction bond***	**130,022**	–	–	–	–	–	**130,022**
Guarantee deposits****	**91,201**	–	–	–	–	–	**91,201**
	₱7,131,439	**₱4,188**	**₱8,764**	**₱1,183**	**₱127,297**	**₱829,682**	**₱8,102,553**

*Excluding cash on hand.
**Presented under “Investments in and advances to associates” account in the consolidated statement of financial position.
***Presented under “Other noncurrent assets” account in the consolidated statement of financial position.
****Presented under “Other current assets” account in the consolidated statement of financial position.

	(In Thousands)						
	2022						
	Neither	Past Due but not Impaired					
	Past Due nor Impaired	Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Impaired	Total
Cash and cash equivalents*	₱1,773,922	₱–	₱–	₱–	₱–	₱–	₱1,773,922
Receivables	5,029,248	6,163	2,313	1,686	2,297	720,628	5,762,335
Advances to associates**	528	–	–	–	–	130,254	130,782
Refundable deposits and construction bond***	127,227	–	–	–	–	–	127,227
Guarantee bonds****	14,500	–	–	–	–	–	14,500
	₱6,945,425	₱6,163	₱2,313	₱1,686	₱2,297	₱850,882	₱7,808,766

*Excluding cash on hand.
**Presented under “Investments in and advances to associates” account in the consolidated statement of financial position.
***Presented under “Other noncurrent assets” account in the consolidated statement of financial position.
****Presented under “Other current assets” account in the consolidated statement of financial position.

Financial assets are considered past due when collections are not received on due date.

Past due accounts which pertain to trade receivables from sale of real estate units and club shares are recoverable since the legal title and ownership of the real estate units and club shares will only be transferred to the customers upon full payment of the contract price.

Credit Quality of Financial Assets

The financial assets are grouped according to stage whose description is explained as follows:

Stage 1 - those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.

Stage 2 - those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date

Stage 3 - those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The credit quality of the Group’s financial assets are as follows:

	(In Thousands)			
	2023			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Cash and cash equivalents*	**₱2,171,692**	**₱–**	**₱–**	**₱2,171,692**
Receivables	**4,868,880**	**10,550**	**699,428**	**5,578,858**
Advances to associates**	**526**		**130,254**	**130,780**
Refundable deposits and construction bonds***	**130,022**	–	–	**130,022**
Guarantee deposits****	**91,201**	–	–	**91,201**
Gross Carrying Amount	**₱7,262,322**	**₱10,550**	**₱829,682**	**₱8,102,553**

**Excluding cash on hand.*
***Presented under “Investments in and advances to associates” account in the consolidated statement of financial position.*
****Presented under “Other noncurrent assets” account in the consolidated statement of financial position.*
*****Presented under “Other current assets” account in the consolidated statement of financial position.*

	(In Thousands)			
	2022			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Cash and cash equivalents*	₱1,773,922	₱–	₱–	₱1,773,922
Receivables	5,029,258	12,459	720,628	5,762,345
Advances to associates**	528	–	130,254	130,782
Refundable deposits and construction bonds***	127,227	–	–	127,227
Guarantee deposits****	14,500	–	–	14,500
Gross Carrying Amount	₱6,945,435	₱12,459	₱850,882	₱7,808,776

**Excluding cash on hand.*
***Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.*
****Presented under "Other noncurrent assets" account in the consolidated statement of financial position.*
*****Presented under "Other current assets" account in the consolidated statement of financial position.*

Liquidity Risk. Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Group's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Group considers obtaining borrowings as the need arises.

The following table summarizes the maturity profile of the Group's financial liabilities as at December 31, 2023 and 2022 based on contractual undiscounted cash flows.

	(In Thousands)					
	2023					
	On Demand	**< 6 Months**	**6 Months to 1 Year**	**1–3 Years**	**> 3 Years**	**Total**
Trade and other current liabilities*	**₱1,453,386**	**₱–**	**₱–**	**₱–**	**₱–**	**₱1,453,386**
Loans payable	**–**	**1,300,017**	**–**	**–**	**–**	**1,300,017**
Long-term debt	**–**	**2,058,824**	**29,000**	**2,437,103**	**–**	**4,525,589**
Lease liability**	**–**	**543,291**	**327,645**	**2,284,580**	**4,465,705**	**7,621,221**
Refundable deposit***	**–**	**–**	**–**	**–**	**138,139**	**138,139**
	₱1,453,386	**₱3,902,131**	**₱356,645**	**₱4,722,345**	**₱4,603,844**	**₱15,038,352**

**Excluding withholding and output tax payable, unearned income and customers' deposits.*
***based on undiscounted payments*
****Presented under "Other noncurrent liabilities" account in the consolidated statement of financial position.*

	(In Thousands)					
	2022					
	On Demand	< 6 Months	6 Months to 1 Year	1–3 Years	> 3 Years	Total
Trade and other current liabilities*	₱1,216,037	₱–	₱–	₱–	₱–	₱1,216,037
Loans payable	450,017	–	–	–	–	450,017
Long-term debt	–	–	29,000	4,841,000	67,500	4,937,500
Lease liability**	–	331,590	331,590	1,369,263	5,834,967	7,867,410
Refundable deposit***	–	–	–	–	225,583	225,583
	₱1,666,054	₱331,590	₱360,590	₱6,210,263	₱6,128,050	₱14,696,547

**Excluding withholding and output tax payable, unearned income and customers' deposits.*
***based on undiscounted payments*
****Presented under "Other noncurrent liabilities" account in the consolidated statement of financial position.*

The Group expects to settle its maturing obligations on long-term debt from its gaming revenues from casino operations, rental income on land and casino building and expected profits from real estate development operations.

Capital Management

The primary objective of the Group's capital management is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. There were no changes made in the objectives, policies or processes in 2023 and 2022.

The Group considers the following as its capital:

	(In Thousands)	
	2023	2022
Common stock	**₱10,561,000**	₱10,561,000
Additional paid-in capital	**5,503,731**	5,503,731
Treasury stock	**(2,565,359)**	(2,565,359)
Cost of Parent Company common shares held by subsidiaries	**(1,154,409)**	(1,154,409)
Equity share in cost of Parent Company shares held by associates	**(2,501)**	(2,501)
Retained earnings	**14,804,853**	13,501,329
	₱27,147,315	₱25,843,791

Fair Value of Assets and Financial Liabilities

Set out below is a comparison by category and by class of carrying values and fair values of the Group's assets and financial liabilities:

	(In Thousands) 2023				
	Carrying Value	**Fair Value**	**Quoted (Unadjusted) Prices in Active Markets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets					
Assets measured at fair value:					
Financial assets at FVOCI	**₱10,018,341**	**₱10,018,341**	**₱9,883,994**	**₱–**	**₱134,347**
Financial assets at FVPL	**100,013**	**100,013**	**100,013**	**–**	**–**
Assets for which fair value is disclosed - Investment properties	**26,367,457**	**41,782,462**	**–**	**–**	**41,782,462**
Liabilities					
Liabilities for which fair value is disclosed:					
Refundable deposits	**138,138**	**138,138**	**–**	**–**	**138,138**
Long-term debt	**4,525,589**	**4,578,903**	**–**	**–**	**4,578,903**

	(In Thousands) 2022				
	Carrying Value	Fair Value	Quoted (Unadjusted) Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets					
Assets measured at fair value:					
Financial assets at FVOCI	₱9,321,093	₱9,321,093	₱6,509,070	₱–	₱2,806,023
Financial assets at FVPL	72,682	72,682	72,682	–	–
Assets for which fair value is disclosed - Investment properties	23,239,249	41,782,462	–	–	41,782,462
Liabilities					
Liabilities for which fair value is disclosed:					
Refundable deposits	225,583	225,583	–	–	212,873
Long-term debt	4,908,500	4,695,311	–	–	4,695,311

The Company has no financial liabilities measured at fair value as at December 31, 2023 and 2022. There were no transfers between fair value measurements in 2023 and 2022.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Advances to Associates, Receivables, Loans Payable and Trade and Other Current Liabilities. The carrying values of these financial instruments approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Financial Assets at FVPL and Financial Assets at FVOCI. The fair values of Financial Assets at FVPL and financial assets at FVOCI in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Refundable Deposits and Guarantee deposits. The carrying value of refundable deposits and guaranteed deposit approximates fair value as at December 31, 2023 and 2022 due to unavailability of information as to the repayment date that would provide reasonable basis for the fair value measurement.

Long-term Debt. The fair value of long-term debt is determined by discounting the obligations' expected future cash flows using the discount rate of 4.75% to 7.13% in 2023 and 5.21% to 6.47% in 2022.

Other Required Disclosures

A. The attached financial reports were prepared in accordance with accounting standards generally accepted in the Philippines.

B. Impact of Covid-19 to Belle's business and operations.

   The Covid-19 pandemic has disrupted the business operations of the Company and its impact was explained in the management discussion and analysis of financial performance and financial condition.

C. Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the period.

D. There were no material changes in estimates of amounts reported in prior periods that have material effects in the current period.

E. Except as disclosed in the MD&A, there were no other issuances, repurchases and repayments of debt and equity securities. There were no changes in the composition of the Company during the period such as business combinations, acquisitions or disposals of subsidiaries and long-term investments, restructuring, and discontinued operations, except for the accounting for the PinoyLotto Technologies Corporation as a joint operation as discussed above.

F. There were no material events subsequent to December 31, 2022 up to the date of this report that needs disclosure herein.

G. There were no changes in contingent liabilities or contingent assets since December 31, 2023, as of the date of this report

H. There exist no material contingencies affecting the current period.

2024 Plan of Operations

Belle shifted its principal activity from mining and oil exploration to property development when it developed Tagaytay Highlands in 1989. Residential projects in Tagaytay City include Pinecrest Village, The Villas, The Belle View, and The Woodlands. Residential projects in Batangas comprise the Midlands and Greenlands development areas. Among the Midlands residential projects are Alta Mira, Lakeview Heights, and Lakeside Fairways. Greenlands residential projects are Plantation Hills, The Parks at Saratoga Hills, TheVerandas at Saratoga Hills, Fairfield and Nob Hill.

Development shifted to the Midlands starting with Alta Mira and Lakeview Heights, which were situated near the Tagaytay Midlands Golf Club. Midlands' themed residential subdivisions adjacent to the TagaytayMidlands golf course were thereafter developed as Lakeside Fairways in 2007.

In August 2019, the Company launched The Grove, an expansion of Plantation Hills, which offers a combined leisure residential and farming concept within the Tagaytay Highlands Complex. With a 95% completion rate as of December 31, 2023, the Company targets to complete the construction of said project and turn-over the lots to buyers within the Q1 of 2024.

With many families looking for new normal homes resulting from the ongoing covid-19 pandemic, the Company endeavors to sell out its remaining inventory within the year, and look for properties that are available in its land bank for future development.

With the Taal Volcano eruption in January 2020 and the lingering pandemic, the Company continues to rely on good risk assessment and responsive actions to safeguard its operations. The Company prioritizes the safety of its employees and other stakeholders, and concentrates on the survival of its businesses, especially throughout the community lockdowns. Cost-cutting programs shall be pursued to help preserve future profitability, and it put emphasis on the minimization of waste and maximization of operating efficiency to help sustain the Company in the foreseeable future.

The Company remains fully committed to the principles of good corporate governance, ensuring that all its businesses adhere to the highest standards of transparency and accountability.

For the gaming side, construction of the Company's integrated resort at the entrance of PAGCOR's Entertainment City was completed in 2015. The site of the integrated resort is on a 6.2 hectare of prime landat the corner of Roxas Boulevard and Aseana Avenue in Parañaque City, and it is about one kilometer awayfrom the Mall of Asia Complex. On October 25, 2012, Belle and PLAI signed a Cooperation Agreement placing Belle as the licensee and owner of the resort's land and buildings, while Melco's Philippine affiliate,Melco Resorts & Entertainment (Philippines) Limited ("MRP") will be the developer and operator of all facilities within the resort complex. Melco is the developer and owner of integrated resort facilities historically focused on the Macau market. Its highly successful "City of Dreams" integrated resort complex on Macau's Cotai Strip houses a gaming facility, several international luxury hotels, and an upscale retail operation, along with a mix of bars and restaurants that draw large crowds from Hong Kong and China on October 9, 2013, MRP announced the use of the name of Melco's flagship Macau resort to bran the integratedresort as "City of Dreams Manila", and later announced Crown Towers (changed to Nuwa in 2017), Hyatt and Nobu as the hotel brands to be used for the resort's more than 900 hotel rooms. City of Dreams Manilahas approximately 30 hectares of gross floor area, which houses more than two hectares of gaming space, more than two hectares of retail and restaurant facilities, more than 900 high-quality hotel rooms, and various entertainment facilities. As of December 31, 2023, it is allowed to operate a maximum of approximately 302 gaming tables, 1,891 slot machines, and 234 electronic table games.

The combined investment of Belle and MRP in City of Dreams Manila as of the official opening date on February 2, 2015, including the estimated value of land used for the project, was approximately US$1.3 billion. The soft opening of City of Dreams Manila took place on December 14, 2014, and the Grand Launchtook place on February 2, 2015. Belle and MRP already satisfied the US$1 billion minimum required level of investment and all other PAGCOR Guidelines by the time of its Grand Launch, resulting in City of DreamsManila being the first property in Entertainment City to be issued a Regular License on May 5, 2015.

Existing investments will continue to be managed at Belle's listed gaming subsidiary, PLC. PLC, which is 79.8%-owned by Belle as of December 31, 2023, owns 100% of the capital stock of PLAI and 50.1% of allissued shared of Pacific Online. PLAI is a co-licensee with Belle and MRP under the PAGCOR license for City of Dreams manila, and is entitled to a share of gaming earning therefrom through an

Operating Agreement with MRP. Pacific Online is a listed company that leases online equipment to the Philippine Charity Sweepstakes Office for its lottery and keno operations.

ANNEX TO MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A) SECTION

Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of obligation

None. The Company does not foresee and events that may trigger material financial obligation to the Company, including default or acceleration of an obligation.

All material off-balance sheet transactions, arrangement, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other personscreated during the reporting period

None. There were no material off-balance sheet transactions, arrangement, obligations, and other relationships of the Company with unconsolidated entities or other persons that the Company is aware ofduring the reporting period.

Item 7. Financial Statements

Please see attached consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules.

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

There have been no disagreements with any accountant or any matter of accounting principles or practices, financial statement disclosure or auditing scope of procedure.

Independent Public Accountants, External Audit Fees, and Services

Reyes Tacandong & Co. ("RT&Co") is the Company's external auditor for 2023. Representatives of RT&Co are expected to be present at the 2024 Annual Stockholders' Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they so desire.

Over the past three (3) years, there was no event where previous external auditor or RT&Co. and the Company had any disagreement with regard to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope of procedure.

In compliance with the Revised SRC Rule 68, paragraph 3 (b) and (ix) (Rotation of External Auditors), as prescribed in the Code of Ethics for Professional Accountants in the Philippines, which states that signing partner shall be rotated after every seven (7) years of engagement with a five-year cooling-off period for the re-engagement of the same signing partner, the Company engaged Belinda B. Fernando of RT&Co. for the examination of financial statements of 2023, 2022 and 2021. Previously, the examination of financial statements was handled by the following Sycip Gorres Velayo partners, Ms. Belinda Hui (years 2016 to 2020), Mr. Juanito A. Fullecido (years 2007 to 2008); Mr. Roel E. Lucas (years 2009 to 2011); Ms. Clairma C. Manganey (years 2012 to 2013); Ms. Marydith C. Miguel (year 2014); and Ramon Dizon (year 2015).

The Company paid Reyes Tacandong ₱1,650,000.00 and ₱1,500,000.00 for external audit services for 2023 and 2022, respectively, and SGV P1,450,000.00 for 2021. For each of the last three (3) fiscal years, Reyes Tacandong & Co. and SGV did not render services for tax accounting, planning, compliance, advice, or any other professional services for which it billed the Company the corresponding professional fees.

The Audit Committee, composed of Mr. Amando M. Tetangco, Jr., as Chairman, Atty. Maria Gracia P. Tan and Mr. Jacinto C. Ng, Jr. as Members, recommends to the Board of Directors the appointment of the external auditors. The Board of Directors and the stockholders approve the Audit Committee's recommendation. The Executive Committee approves the audit fees as recommended by the Audit Committee.

PART III. CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Registrant

1. Directors and Executive Officers

The names and ages of all the incumbent Directors elected on April 24, 2023 during the Annual Stockholders' Meeting and are to serve for a term on one (1) year until their successors shall have been duly elected and qualified, and the Executive Officers are:

Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	Date of first election	Date last elected (if ID, state the number of years served as ID)	Elected when (Annual/Special Meeting)	No. of years and months served as director
Willy N. Ocier	ED	06/24/1999	24-Apr-23	Annual	24 yrs. and 6 mos.
Elizabeth Anne C. Uychaco	NED	12/23/2009	24-Apr-23	Annual	14 yrs.
Jackson T. Ongsip	ED	04/28/2022	24-Apr-23	Annual	1 yr. and 8 mos.
Jacinto C. Ng, Jr.	NED	07/08/2000	24-Apr-23	Annual	23 yrs. and 4 mos.
Armin Antonio B. Raquel Santos	NED	04/28/2022	24-Apr-23	Annual	1 yr. and 8 mos.
Virginia A. Yap	NED	07/30/2010	24-Apr-23	Annual	12 yrs. and 5 mos.
Joseph T. Chua	ID	07/28/2022	24-Apr-23	Special	1 yr. and 5 mos.
Maria Gracia P. Tan	ID	06/25/2021	24-Apr-23	Annual	2 yrs. and 6 mos.
Amando M. Tetangco, Jr.	ID	12/04/2017	24-Apr-23	Annual	6 yrs.

Executive Officers:

Name	Citizenship	Age as of 12.31.2023	Position
Willy N. Ocier	Filipino	67	Chairman / Executive Director
Jackson T. Ongsip	Filipino	50	Director / President, and CEO
Maria Neriza C. Banaria	Filipino	41	CFO and Treasurer
Jason C. Nalupta	Filipino	52	Corporate Secretary
Arthur A. Sy	Filipino	54	Asst. Corporate Secretary
Michelle T. Hernandez	Filipino	52	VP for Governance, Compliance Officer and Chief Risk Officer
Anna Josefina G. Esteban	Filipino	56	Chief Audit Executive

Board of Directors

The information on the business affiliations and experiences of the following directors and officers are current as of December 31, 2023 and within the past five (5) years.

WILLY N. OCIER

Mr. Willy Ocier, 67, Filipino, is an Executive Director and the Chairman of the Board of Belle Corporation. He is also the Chairman and Director of Premium Leisure Corp., Pacific Online Systems Corporation, APC Group, Inc. Likewise, he is the Chairman of Total Gaming and Technologies, Inc. and PremiumLeisure and Amusement, Inc. and the Vice Chairman of Highlands Prime, Inc. He is the Chairman and Director of Tagaytay Midlands Golf Club, Inc., and Vice Chairman of the Directors of Tagaytay Highlands International Golf Club, Inc. Mr. Ocier is also the Chairman, President, and Chief Executive Officer of Philippine Global Communications, Inc., a Director of DigiPlus Interactive Corp. (formerly Leisure and Resorts World Corporation). He also sits as a Director of the following unaffiliated corporations, IVantage Equities, Philequity Management, Inc., Abacore Capital Holdings, Inc. and Toyota Corporation Batangas. He was formerly President and Chief Operating Officer of Eastern Securities Development Corporation.

Mr. Ocier graduated from Ateneo de Manila University with a Bachelor of Arts degree in Economics. In recognition of Mr. Ocier's corporate leadership and role in providing employment opportunities to Filipinos, the University of Batangas conferred him a degree in Doctor of Humanities, honoris causa.

ELIZABETH ANNE C. UYCHACO

Ms. Uychaco, 68, Filipino, is the Vice Chairperson, Executive Committee Vice Chairperson, and Chairperson of Compensation and Remuneration Committee of Belle Corporation. She was first elected in December 2009. Ms. Uychaco is also the Senior Vice President for Corporate Services, Chief Risk Officer and Compliance Officer of SM Investments Corporation, and the SM Group Diversity Officer.

Ms. Uychaco is a Non-Executive Director of Republic Glass Holdings Corporation and an Independent Director of Citicore Energy REIT Corp. She is the Chairperson of The Neo Group, and Board Director of Goldilocks Bakeshop, Inc., Brownies Unlimited, Inc., ACE Hardware Philippines, Inc., and Philippines Urban Living Solutions. She is also a Trustee of Asia Pacific College, and President and Trustee of Senior Member Social Club.

Ms. Uychaco is a graduate of St. Scholastica's College. She holds two Master's degrees in Business Economics from the University of Asia and Pacific and Business Administration from the Ateneo School of Business.

JACKSON T. ONGSIP

Mr. Ongsip, 50, Filipino, is an Executive Director, the President and Chief Executive Officer of Belle Corporation. He is also an Executive Director, the President and Chief Executive Officer of Pacific Online Systems Corporation, Non-Executive Director of APC Group, Inc., and Vice President for Portfolio Investments of SM Investments Corporation. He is a Director of Sagittarius Mines, Inc., Tagaytay Highlands Community Condominium Association, Inc. He is a Director and Treasurer of the NEO Group of Companies, and Treasurer of Philippine Urban Living Solutions.

Mr. Ongsip is a Certified Public Accountant with an extensive audit and finance background accumulated from 5 years in external audit with SyCip, Gorres, Velayo & Co., 11 years with Globe Telecom and 10 years now with the SM Group. He graduated from the University of Santo Tomas with a Bachelor of Science in Accountancy.

JACINTO C. NG, JR.

Mr. Ng, Jr., 54, Filipino, is a Non-Executive Director since August 2000, a member of the Executive Committee, Audit Committee, and Risk Oversight Committee of Belle Corporation.

He is the Group Executive Officer of the Joy~Nostalg Group, Founder and Chairman of the Joy~Nostalg Foundation, a member of the Rebisco Foundation, XS86 Men for Others Foundation, Inc., Xavier School Educational Trust Fund and Xavier School Inc.'s Board of Trustees.

Mr. Ng, Jr. holds a Bachelor of Science degree in Architecture from the University of the Philippines.

ARMIN ANTONIO B. RAQUEL SANTOS

Mr. Raquel Santos, 56, Filipino, is a Non-Executive Director and a member of the Executive Committee of Belle Corporation. He is the President and Chief Executive Officer of both Premium Leisure Corp. and its subsidiary PremiumLeisure and Amusement, Inc. He is also a Director of Pacific Online Systems Corporation, Pinoy Lotto Technologies Corporation, Sagittarius Mines, Inc., Tagaytay Highlands International Golf Club, Inc., Manila Golf and Country Club, and member of the Board of Trustees of Melco Resorts (Philippines) Foundation Corporation. Formerly, he was Chief Finance Officer of Aboitizland, Inc., Cebu Industrial Park, Inc. and Mactan Economic Zone II and First Philippine Electric Company. He was also former Governor of the Board of Investments (BOI), served as Assistant Secretary with the Department of Trade and Industry (DTI), Vice Chairman and CEO of Philippine Retirement Authority (PRA), Executive Vice President of Philippine International Trading Corporation (PITC), and Deputy Administrator of Subic Bay Metropolitan Authority (SBMA). His experience includes stints with multinational companies; Securities 2000 Inc. (Singapore Technologies Group) and First Chicago Trust Company of New York.

Mr. Raquel Santos holds a Master of Arts in Liberal Studies from Dartmouth College, U.S.A. and Bachelor of Science in Business Administration Major in Finance from Iona College, U.S.A.

VIRGINIA A. YAP

Ms. Yap, 72, Filipino, is a Non-Executive Director of Belle Corporation. She is also a member of the Company's Executive Committee. Ms. Yap holds key positions in SM Investments Corporation as a Senior Vice President – Securities Department. She is also a Non- Executive Director of the APC Group, Inc.

She holds a Bachelor of Science in Commerce (Major in Accounting) degree from the University of Mindanao.

JOSEPH T. CHUA*

Mr. Chua, 67, Filipino, is an independent director of Belle Corporation. He is likewise an independent director, and Chairman of the Audit Committee of Pacific Online Systems Corporation. He was the Chairman of the Board of JF Rubber Philippines Corporation. He was a former director of Macroasia Corporation since 1997 and was its President and COO from December 2015 until his retirement in 2021. He was also a director of PAL Holdings, Inc., LTG, Inc., Eton Properties Philippines, Inc., Philippine National Bank and PNB General Insurers Co., Inc. He was likewise the President of Goodwind Development Corporation (Guam) from 2013 to 2021.

He graduated from the Dela Salle University with double degrees in AB Economics and BS Business Management in 1978. He completed his Masters in Business Administration at the University of Southern California in 1981.

MARIA GRACIA P. TAN*

Atty. Tan, 67, Filipino, is an independent director of the Company. She is likewise an independent director of Premium Leisure Corp. and Pacific Online Systems Corporation. She is the former Chairperson of the Commission on Audit, Undersecretary of Finance and Commissioner of the Presidential Commission on Good Government. She is currently a Trustee of the International Budget Partnership, an international NGO based in Washington DC, USA. She is also a member of the Tax Faculty of the Philippine Judicial Academy. She is a director of several Philippine corporations, a tax consultant and legal adviser of some private clients, and an accredited Arbitrator 47 of the Construction Industry Arbitration Commission, Philippines and Philippine Dispute Resolution Center, Inc, Philippines.

Atty. Tan served as Chairman of the United Nations Independent Audit Advisory Committee, the first Filipino to have been elected to this 5-member Committee. She is also a professor at the University of the Philippines for Mandatory Continuing Legal Education.

Backed by four decades of professional work in the Philippines and abroad as a private law and accounting practitioner, government official, arbitrator and international consultant. She is an expert in the fields of legal, finance, audit, governance, dispute resolution and administration.

She graduated from the University of the Philippines in 1977 with a degree in Bachelor of Science in Business Administration and Accountancy and in 1981 with Bachelor of Laws. In 1987, she obtained her Master of Laws (Tax) from the New York University. She is a Certified Public Accountant.

AMANDO M. TETANGCO, JR.*

Mr. Tetangco, 71, Filipino, is the Lead Independent Director of Belle Corporation who was elected on December 4, 2017. He is concurrently the Chairman of SM Investments Corporation, Vice Chairman of SM Prime Holdings, Inc., an Independent Director of Converge ICT Solutions, Inc. and Shell Pilipinas Corporation. He also currently holds directorates in Manila Hotel, Toyota Motor Philippines, and CIBI Information, Inc. He is also a trustee of St. Luke's Medical Center, Tan Yan Kee Foundation and Foundation for Liberty and Prosperity. He is also a member of the international advisory board of the Graduate Institute for Policy Studies in Tokyo, Japan and the Asia School of Business in Kuala Lumpur, Malaysia.

Mr. Tetangco was the third Governor of the Bangko Sentral ng Pilipinas (BSP) and Chairman of the Monetary Board, and served for two consecutive 6-year terms from July 2005 to July 2017. He was a career central banker for over four decades, having joined the Central Bank of the Philippines (the predecessor of Bangko Sentral ng Pilipinas [BSP]) on 25 March 1974. During his term as Governor, he held other government positions, such as the Chairman of the Anti-Money Laundering Council, the Financial Stability Coordination Council, and the Philippine International Convention Center. He was also Vice-Chair of the Agriculture Credit Policy Council; and a member of the Capital Markets Development Council and the Export Development Council. Prior to his first appointment as Governor in 2005, he was Deputy Governor in charge of the Banking Services Sector, Economic Research and Treasury of the BSP. He also was the Alternate Executive Director of the International Monetary Fund in Washington, D.C. from 1992 to 1994. Before joining the Central Bank, he worked briefly at the Management Services Division of SGV and Co. in 1973-74.

Overseas, he was the country's representative to the ASEAN Central Bank Forum; the Executives' Meeting of East Asia and Pacific Central Banks; the South East Asia Central Banks; the South East Asia, New Zealand and Australia; and the Center for Latin American Monetary Studies. He was the Governor for the Philippines at the International Monetary Fund and the Alternate Governor at the World Bank and the Asian Development Bank. At the Bank for International Settlements, he was Chair of the Meeting of Small Open Economies. He also chaired various international committees -- the BIS Asian Consultative Council; the Financial Stability Board Regional Consultative Group for Asia; and the Alliance for Financial Inclusion Steering Committee.

He was conferred the Order of Lakandula with the Rank of Bayani by the President of the Philippines in 2009 and the Order of the Rising Sun, Gold and Silver Star by the Emperor of Japan in 2019. He also received multiple recognition by a number of international organizations as one of the best central bank governors and chosen as MAP Management Man of the Year in 2015. He was conferred the Honorary Degree of Doctorate in Management by the Asian Institute Management in 2023.

Mr. Tetangco graduated from Ateneo de Manila University with an AB Economics degree (cum laude), and obtained his Masters in Public Policy and Administration (Development Economics) from the University of Wisconsin at Madison, Wisconsin,USA, as a BSP scholar. He attended various training programs at different institutions, including the Harvard Business School and the New York Institute of Finance.

***Independent Directors**

The nomination, pre-screening and election of independent directors were made in compliance with the requirements of the Code of Corporate Governance and the Securities and Exchange Commission's Guidelines on the Nomination and Election of Independent Directors, which have been adopted and made part of the Corporation's By-Laws.

The Corporate Governance Committee, composed of Mr. Joseph T. Chua (Chairman), Atty. Maria Gracia P. Tan, and Mr. Amando M. Tetangco, Jr., determine that the nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forthin the Company's Manual on Corporate Governance and Rule 38 of the Implementing Rules of the Securities Regulation Code (SRC).

All new directors undergo an orientation program soon after date of election. This is intended to familiarize the new directors on their statutory / fiduciary roles and responsibilities in the Board and its Committees, Belle's strategic plans, enterprise risks, group structures, business activities, compliance programs, Code of Business Conduct and Ethics and the Revised Manual on Corporate Governance. Atty. Maria Gracia P. Tan and Mr. Jaime J. Bautista had their onboarding sessions in May 2021, while Mr. Joseph T. Chua had his on September 29, 2022.

All directors are also encouraged to participate in continuing education programs annually at Belle's expense to promote relevance and effectiveness and to keep them abreast of the latest developments in corporate directorship and good governance. The directors and key officers attended their annual continuing education program in October 2023.

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Last Name	First Name	Middle	Designation	Training Provider	Date	Topics
Ocier	Willy	N.	Chairman	Instiute of Corporate Directors (ICD)	16-Oct-23	Global Economic and Geopolitical Outlook / Business Trends and Insights / Generative A.I. and Cybersecurity
Uychaco	Lizanne	C.	Vice Chairperson			
Ongsip	Jackson	T	President, CEO			
Tetangco	Amando Jr.	M.	Chairman or Lead ID			
Chua	Joseph	T.	Independent Director			
Ng	Jacinto Jr.	C.	Director			
Raquel Santos	Armin Antonio	B.	Director			
Tan	Maria Gracia	P	Independent Director			
Yap	Virginia	A	Director			
Banaria	Maria Neriza	C.	Chief Financial Officer and Treasurer	Instiute of Corporate Directors (ICD)	16-Oct-23	Global Economic and Geopolitical Outlook / Business Trends and Insights / Generative A.I. and Cybersecurity
Nalupta	Jason	C.	Corporate Secretary			
Sy	Arthur	A.	Assistant Corporate Secretary			
Esteban	Anna Josefina	G.	Chief Audit Executive			
Hernandez	Michelle	T.	Compliance Officer and Chief Risk Officer			

Executive Officers

WILLY N. OCIER

Please refer to Mr. Ocier's profile under "Board of Directors."

JACKSON T. ONGSIP

Please refer to Mr. Ongsip's profile under "Board of Directors."

MARIA NERIZA C. BANARIA

Ms. Banaria, 41, Filipino, is the Chief Finance Officer (CFO) and Treasurer of the Corporation. She is also the CFO and Treasurer of Pacific Online Systems Corporation. As a Certified Public Accountant, her strong background in accounting, audit and finance have been accumulated through extensive experience and exposure to various industries. She holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines.

JASON C. NALUPTA

Atty. Nalupta, 52, Filipino, is the Corporate Secretary of the Company. He is also currently the Corporate Secretary of listed firms A. Brown Company, Inc., Asia United Bank, Pacific Online Systems Corporation, and Crown Asia Chemicals Corporation. He is also a Director and/ or Corporate Secretary or Assistant Corporate Secretary of private companies, Mercury Ventures, Inc., Total Gaming Technologies, Inc., Parallax Resources, Inc., SLW Development Corporation, Belle Infrastructure Holdings, Inc. (Formerly: Metropolitan Leisure & Tourism Corporation), Belle Bay Plaza Corporation, Glypthstudios, Inc., Grabagility, Inc., Loto Pacific Leisure Corporation, Stage Craft International, Inc., FHE Properties, Inc., Stanley Electric Philippines, Inc., and Sta. Clara International Corporation. He is a Partner at Tan Venturanza Valdez Law Offices specializing on corporate, securities, and business laws. Atty. Nalupta earned his Juris Doctor degree, as well as his Bachelor of Science degree in Management (major in Legal Management), from the Ateneo de Manila University in 1996 and 1992, respectively. Atty. Nalupta was admitted to the Philippine Bar in 1997.

ARTHUR A. SY

Atty. Sy, 54, Filipino, is an Assistant Corporate Secretary of the Company. He is also the Senior Vice President for Legal Department of SM Investments Corporation, where he also serves as the Assistant Corporate Secretary. He is likewise the currently appointed Assistant Corporate Secretary of SM Prime Holdings, Inc., Premium Leisure Corp. and 2GO Group, Inc. and the Corporate Secretary of various major companies within the SM Group and the National University. A member of the New York Bar, Atty. Sy holds a Juris Doctor degree from the Ateneo de Manila University, School of Law.

ANNA JOSEFINA G. ESTEBAN

Ms. Esteban, 56, Filipino, is the Chief Audit Executive of the following publicly listed companies: (i) Belle Corporation; (ii) Premium Leisure Corp; (iii) Pacific Online Systems Corporation; and (iv) APC Group, Inc. Prior to joining the Belle Group, she served as Treasurer and Chief Finance Officer of Miriam (formerly Maryknoll) College Foundation, Inc. and worked at the Asian Development Bank for 18 years as Senior Officer at the Office of the Treasurer, Office of the Auditor General and Operations Evaluation Office. Earlier on, she was the Head of the Finance Systems and Audit Unit of Magnolia Nestle Corporation (a joint venture of San Miguel Corporation and Nestle S.A.). She was an auditor and management consultant at Carlos J. Valdes & Co. and was an accounting/finance professor at the College of St. Benilde and the Graduate School of Business of De La Salle University (DLSU). Ms. Esteban is a Certified Public Accountant, Certified Information Systems Auditor and Certified Data Privacy Auditor. She earned her Bachelor of Science degree in Accounting at the College of the Holy Spirit, Manila and her Master in Business Administration (with distinction) at DLSU.

MICHELLE T. HERNANDEZ

Ms. Hernandez, 52, Filipino, is the Chief Risk Officer, Compliance Officer and Vice President for Governance, in which capacity she is mainly responsible for developing, implementing and managing various strategies, processes and policies related to Corporate Governance, Enterprise Risk Management and Corporate Affairs for the Company and its subsidiaries. She is also the Compliance Officer and Chief Risk Officer of Premium Leisure Corp., Compliance Officer of Pacific Online Systems Corporation, and Chief Risk Officer of APC Group, Inc. She has a bachelor's degree in Tourism from the University of Sto. Tomas.

Period of Officership:

Name	Office	Period Served
Willy N. Ocier	Chairman and Executive Director	June 22, 2020 to present
	Vice Chairman	June 1999 to June 22, 2020
Jackson T. Ongsip	President and CEO	From April 28, 2022 to Present
Maria Neriza C. Banaria	CFO and Treasurer	From April 28, 2022 to Present
Jason C. Nalupta	Corporate Secretary	From March 26, 2021 to Present
Arthur A. Sy	Asst. Corporate Secretary	From April 2010 to Present
Anna Josefina G. Esteban	Chief Audit Executive	From September 2018 to Present
Michelle T. Hernandez	VP for Governance Chief Risk Officer Compliance Officer	From March 2015 to Present From June 2021 to Present From April 2022 to Present

The following will be nominated as Officers at the Organizational meeting of the Board of Directors:

	Name	Office
1	Jackson T. Ongsip	President and CEO
2	Jason C. Nalupta	Corporate Secretary
3	Maria Neriza C. Banaria	CFO and Treasurer
4	Arthur A. Sy	Asst. Corporate Secretary
5	Anna Josefina G. Esteban	Chief Audit Executive
6	Michelle Angeli T. Hernandez	Vice President for Governance, Compliance Officer, Chief Risk Officer

a. Directorships in Other Publicly Listed Companies:

As of December 31, 2023, the following are directorships held by Directors and Officers in other reporting companies in the last five years:

Directors' and Officers' Names	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent) Indicate if Director is also the Chairman
Willy N. Ocier	Premium Leisure Corp.	Chairman, Executive Director
	Pacific Online Systems Corporation	Chairman, Non-Executive Director
	APC Group, Inc.	Chairman, Non-Executive Director
	AbaCore Capital Holdings, Inc.	Non-Executive Director
	DigiPlus Interactive Corp. (formerly Leisure & Resorts World Corporation)	Non-Executive Director
	Vantage Equities, Inc.	Non-Executive Director
Elizabeth Anne C. Uychaco	Republic Glass Holdings Corporation	Non-Executive Director
Maria Gracia P. Tan	Premium Leisure Corp.	Independent Director
	Pacific Online Systems Corporation	Independent Director
Amando M. Tetangco, Jr.	Converge ICT Solutions, Inc.	Independent Director
	Pilipinas Shell Petroleum Corporation	Independent Director
	SM Investments Corporation	Chairman, Independent Director
	SM Prime Holdings, Inc.	Independent Director
Virginia A. Yap	APC Group, Inc.	Non-Executive Director
Armin Antonio B. Raquel Santos	Premium Leisure Corp.	President, Chief Executive Officer, and Executive Director
	Pacific Online Systems Corporation	Non-Executive Director
Jackson T. Ongsip	APC Group, Inc.	Non-Executive Director
	Pacific Online Systems Corporation	President, Chief Executive Officer, and Executive Director

2. Significant Employees

There are no other significant employees.

3. Family Relationships

All directors and officers are not related either by consanguinity or affinity.

4. Involvement in Certain Legal Proceedings

a. A criminal and administrative case (OMB-C-C-13-0092) against Mr. Amando M. Tetangco, Jr. with the Ombudsman was dismissed on May 13, 2015. The dismissal was elevated to the Court of Appeals (CA) (CA-G.R. SP No. 144038), which sustained the dismissal on May 15, 2017. The CA's resolution was assailed with the Supreme Court (SC) (G.R. 234696) upon the filing of a Petition for Review dated November 29, 2017. In its Resolution dated October 3, 2022, the Supreme Court denied the Petition for Review of the petitioners and affirmed the May 15, 2017 Decision and October 4, 2017 Resolution of the Court of Appeals.

b. This is a complaint for damages filed by Mr. Antonio Tiu, et al. against Mr. Amando M. Tetangco, Jr., et. al in connection with the Report of the Anti Money Laundering Council (AMLC), which served as the basis of AMLCs ex-parte petition for the issuance of Freeze Order issued by the Court of Appeals in CA G.R. AMLA No. 00134 dated 11 May 2015. Mr. Tetangco, Jr., et. al., were impleaded in their official capacity as members and/or officers of the AMLC.

In an order dated 27 March 2020, the Regional Trial Court of Quezon City dismissed the Complaint for Damages (Civil Case No. R-QZN-15-04513-CV) as to plaintiff Spouses James and Ann Lorraine Tiu against Mr. Tetangco Jr., Ms. Teresita Herbosa, Mr. Emmanuel Doc, and Ms. Julia Abad; and ordered Mr. Antonio Tiu to amend his complaint. Plaintiffs filed a Motion for Reconsideration, to which the Office of the Solicitor General (in representation of defendants Tetangco, et al) filed its Comment. In an Order dated 9 February 2021, the trial court denied the Motion for Reconsideration filed by the Spouses Tiu and upheld its earlier 27 March 2020 Order dismissing the case. Aggrieved Tiu, et al filed a Petition for Certiorari with the Court of Appeals (CA-G.R. SP No. 169478), assailing the 27 March 2020 and 09 February 2021 Orders. The case remains pending as of date.

c. A Subpoena dated November 8, 2022 was reportedly issued by the Office of the City Prosecutor – Manila in connection with the Joint Complaint-Affidavit filed by Perry Y. Uy and Cesar M. Mayo, Jr. against Mr. Amando M. Tetangco, Jr. and several other respondents including former members of the Monetary Board, for alleged violation of the Central Bank Act, as amended (R.A. 7653 as amended by R.A. 11211). As of this date, no official service of subpoena or complaint has been made on Mr. Tetangco.

Except as provided above, the Company is not aware of any of the following events wherein any of its directors, nominees for election as director, executive officers, underwriter or control personwere involved during the past five (5) years:

a. any bankruptcy petition filed by or against any business of which any of the above persons was a general partner or executive officer either at the time of the bankruptcyor within two years prior to that time;

b. any order, judgement, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarilyenjoining, barring, suspending or otherwise limiting the involvement of any of the above persons in any type of business, securities, commodities or banking activities; and

c. any finding by a domestic or foreign court of competent jurisdiction (in civil action), the SECor comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, that any of the above persons has violated securities or commodities law, and the judgement has not been reversed, suspended or vacated.

Item 10. Executive Compensation

Summary Compensation Table (Annual Compensation)

Name	Position	Year	Salary / Per Diem Allowance	Bonus	Retirement Benefits
Willy N. Ocier	Chairman of the Board				
Jackson T. Ongsip	President and CEO				
Michelle Angeli T. Hernandez	VP - Governance				
Anna Josefina G. Esteban	Chief Audit Executive and AVP - Internal Audit				
Maria Neriza C. Banaria	CFO and Treasurer				
President and 4 Most Highly Compensation Executive Officers		2024 (Estimate)	25,564,300	1,671,100	
		2023	25,564,300	1,706,300	
		2022	23,981,900	1,706,300	
All other officers and directors as a group unnamed		2024	18,780,000		
		2023	18,780,000		
		2022	14,242,258		

Compensation of Directors

Each member of the Board of Directors received the following as Directors for the year 2023. The amounts represent their per diem for the meetings attended and all other responsibilities undertaken for the Company.

Directors	Per diem for meetings attended in 2023
Amando M. Tetangco, Jr. (ID)	5,300,000.00
Maria Gracia P. Tan (ID)	3,540,000.00
Joseph T. Chua (ID)	3,540,000.00
Willy N. Ocier (ED)	1,280,000.00
Elizabeth Anne C. Uychaco (NED)	1,280,000.00
Jacinto C. Ng, Jr. (NED)	1,280,000.00
Virginia A. Yap (NED)	1,280,000.00
Jackson T. Ongsip (ED)	1,280,000.00
Armin Antonio B. Raquel Santos	1,280,000.00

As of December 31, 2023, there were no outstanding warrants or options held by any of the Company's directors and officers.

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

There was no compensatory plan or arrangement with respect to named executive officers that resulted or will result from the resignation, retirement or termination of such executive officer or from a change-in-control in the Company.

Stock Warrants and Options Outstanding

There were no outstanding stock warrants and options held by directors and officers as of December 31, 2023.

Pursuant to Section 5.2. of the Amended Stock Option Plan, the number of shares granted under the Plan shall be correspondingly adjusted in the event of any merger, consolidation, reorganization, recapitalization, reclassification of stock, stock dividends, splits, rights, or any other change in the corporate structure or capitalization of the Company's common stock as presently consulted.

The Company will not be taking any action as regards its existing Stock Option Plan.

Item 11. Security Ownership of Certain Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners

The following persons or groups are known to the Company as directly or indirectly the record or beneficial owners of more than five percent (5) of the Company's voting securities as of December 31, 2023:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name and Address of Beneficial Ownerand Relationship with Record Owner	Citizenship	No. of Shares Held (D: direct / I: indirect)	Percent

Common	Belleshares Holdings, Inc.[1] Makati Stock Exchange Building, Ayala Avenue, Makati City	Belleshares Holdings, Inc.	Filipino	2,604,740,622	24.664
Common	PCD Nominee Corporation[2] GF Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(see footnote)	Filipino	2,535,769,725	24.011
Common	PCD Nominee Corporation[2] GF Makati Stock Exchange, 6767 Ayala Avenue, Makati City	(see footnote)	Non-Filipino	1,947,384,808	18.439
Common	Sysmart Corporation[3] Makati Stock Exchange Building, Ayala Avenue, Makati City	Sysmart Corporation	Filipino	1,629,355,469 (D) 270,000 (I)	15.428
Common	Sybase Equity Investments Corporation[3] Makati Stock Exchange Building, Ayala Avenue, Makati City	(see footnote)	Filipino	531,320,577	5.031

[1] Belleshares Holdings, Inc. is a wholly-owned subsidiary of SM Investments Corporation, a publicly-listed corporation controlled by the members of the Sy Family.

[2] PCD Nominee Corporation ("PCDNC") is a wholly-owned subsidiary of Philippine Central Depository, Inc. ("PCD"). The beneficial owners of such shares registered under the name of PDCNC are PCD's participants who hold the shares in their own behalf or in behalf of their clients. The PCD is prohibited from voting these shares; instead, the participants have the power to decide how the PCD shares in Belle are to be voted.

[3] Based on publicly-available information, Sysmart Corporation and Sybase Equity Investments Corporation are beneficially-owned by the following:

1. *Sysmart Corporation: Sycamore Pacific Corporation (38%)*
2. *Sybase Equity Investment Corporation: Tesece Corp. (15.6%), Somerset Bay Holdings, Inc. (15.6%), September High, Inc. (15.6%), Rockhampton Holdings, Inc. (15.6%), Stockmore Holdings Corp. (15.6%), HSBB, Inc. (15.6%).*

The shares held by Belleshares Holdings, Inc., Sysmart Corporation and Sybase Equity Investments Corp., Citibank N.A., BDO SecuritiesCorporation, and The Hong Kong Shanghai Business Corporation – Clients' Account, shall be voted or disposed by the persons who shall be duly authorized by these record or beneficial shareholders for the purpose. The natural person/s that has/have the power to vote on the shares of the foregoing companies shall be determined upon the submission of its proxy from the Company, which is not later than seven (7) business days before the date of the meeting.

Apart from the foregoing, there are no other persons holding more than 5% of the Company's outstanding capital stock.

2. Security Ownership of Management

The following table shows the shares beneficially owned by the directors and executive officers of the Company as of December 31, 2023:

Title Class	Name of Beneficial Owner	Citizenship	Direct		Indirect		Total	
			No.	%	No.	%	No.	%
Common	Willy N. Ocier	Filipino	83,913,702	0.87%	-	-	83,913,702	0.87%
Common	Elizabeth Anne C. Uychaco	Filipino	1,000	0.00%	-	-	1,000	0.00%
Common	Jackson T. Ongsip	Filipino	10,000	0.00%	-	-	10,000	0.00%
Common	Jacinto C. Ng, Jr.	Filipino	135,860,666	1.40%	-	-	135,860,666	1.40%
Common	Armin Antonio B. Raquel Santos	Filipino	8,000	0.00%	-	-	8,000	0.00%
Common	Amando M. Tetangco, Jr.	Filipino	1,000	0.00%	-	-	1,000	0.00%
Common	Maria Gracia P. Tan	Filipino	666	0.00%	-	-	666	0.00%
Common	Virginia A. Yap	Filipino	110,000	0.00%	50,000	0.00%	160,000	0.00%
Common	Joseph T. Chua	Filipino	117,000	0.00%		0.00%	117,000	0.00%
Common	Maria Neriza C. Banaria	Filipino	-	-	-	-	-	-
Common	Jason C. Nalupta	Filipino	-	-	-	-	-	-
Common	Arthur A. Sy	Filipino	-	-	-	-	-	-
Common	Anna Josefina G. Esteban	Filipino	-	-	-	-	-	-
Common	Michelle Angeli T. Hernandez	Filipino	-	-	-	-	-	-

3. Voting Trust Holders of 5% or More

There is no party known to the Company as holding any voting trust or any similar arrangement for five percent (5%) or more of the Company’s voting securities.

4. Changes in Control

There is no arrangement that may result in a change in control of the Company.

Item 12. Certain Relationship and Related Transactions

No director or executive officer or any member of their immediate family has, during the last two (2) years, had a direct, or indirect, material interest in a transaction or proposed transaction to which the Company was a party.

PART IV. CORPORATE GOVERNANCE

Corporate Objectives:

1. **Deliver the finer things in life to our customers.**
    - Identify trends and opportunities in tourism and leisure industries.
    - Forge partnerships with world-class organizations: Belle has always looked for business partners with a proven track record, domain expertise, similar values.
    - Enhance and launch prime leisure amenities and developments.

2. **Enhance a shareholder value.**
    - Realize sustained recurring earning growth year on year.
    - Endeavor to model global good governance best practices, and continue to be one of thetop 100 Philippine publicly-listed companies scoring above 90 points in the annual ASEAN Corporate Governance Scorecard.
    - Pay consistent dividends to shareholders.

3. **Establish a culture of sustainability across our business.**
    - Embed sustainability in its operations: Sustainability is a core value of Belle Corporation and working with the communities we operate in is a priority for our operations, includingprograms to lower use of fossil fuels, achieve more efficient waste management, care for the environment, and uplift the lives of the less privileged in our communities.
    - Establish social partnerships: Belle Kaagapay partners with a number of non-government organizations to expand the reach of its community initiatives.

The company remains focused on insuring the adoption of systems and practices of good corporate governance in enhancing value for its shareholders.

Board Attendance

Regular meetings of the Board are scheduled at the beginning of the year and are held at least six (6) times annually. Special meetings may also be called by the Chairman, the President or Corporate Secretary. The Board and Committee Meetings for 2023 and 2024 were scheduled during the Board Meeting in October 2022 and October 2023, respectively. A director's absence or non-participation in more than 50% of all meetings in a year is a ground for temporary disqualification in the succeeding election. During 2023, each of the Company's Directors have complied with the requirements. Below table shows the attendance of each board member in the meetings conducted during the year:

ATTENDANCE TO 2023 BELLE CORPORATION BOARD OF DIRECTORS' MEETINGS

Members of the Board	26-Jan-23	23-Feb-23	28-Feb-23	16-Mar-23	24-Apr-23[1]	24-Apr-23[2]	27-Jul-23	24-Aug-23	28-Sep-23	26-Oct-23	7-Dec-23	Total	%
Ocier, Willy N.	√	√	√	√	√	√	√	√	√	√	√	11/11	100%
Uychaco, Elizabeth Anne C.	√	√	√	√	√	√	√	√	√	√	√	11/11	100%
Ongsip, Jackson T.	√	√	√	√	√	√	√	√	√	√	√	11/11	100%
Ng, Jacinto C. Jr.	√	X	√	√	√	√	X	√	√	X	√	8/11	73%
Raquel Santos, Armin Antonio B.	√	√	√	√	√	√	√	√	√	√	√	11/11	100%
Yap, Virginia A.	√	√	√	√	√	√	√	√	√	√	X	10/11	91%
Tetangco, Amando M. Jr.	√	√	√	√	√	√	√	√	X	X	√	9/11	82%
Chua, Joseph T.	√	√	√	√	√	√	√	√	√	√	√	11/11	100%
Tan, Maria Gracia P.	√	√	√	√	√	√	X	X	√	√	√	9/11	82%

[1] - Annual Stockholders' Meeting
[2] - Organizational Meeting

Board Performance Evaluation

The Company, through its Corporate Governance Committee, conducts annual performance evaluations of the Board of Directors, its individual members and Board Committees to ensure optimum Board performance. The evaluation seeks to assess the effectiveness and collective performance of the Board through a self-assessment in this evaluation process. In this evaluation process, the directors identify the areas for improvement, such as:

a. the timelines and integrity of information given to them,

b. Directors' access to management, the Corporate Secretary and Board Advisors, and

c. Other form of assistance as needed. The Board reviews the results of these evaluations and agrees on clear action plans to address anyissues raised.

The details Board Evaluation Form can be found in the Company's website. Directors are asked to rate the performance of the collective Board, the Board, Committees, themselves as directors, the Company's Chairman of the Board, the Chief Executive Officer, and key officers.

Criteria for Board and Management ratings are as follows:

1. Collective Board Rating – relates to:

    - Board Composition – related to how the Board members assess the Board as a whole based on their balance/diversity, knowledge/competencies, qualifications/background and experience;
    - Board Efficiency and Importance – related to how the Board members assess the Board's overall performance, oversight over Management's activities, discussion on short- and long-term goals, business strategies and plans, risk and regulation, follow up of business plan and strategy, objective and budget, promotion of good governance principles, policies and mechanisms, and promotion of continuing education and/or training;
    - Board Meetings and Participation – relates to how Board members assess frequency of Board meetings, if they were given chance to fully and positively participate, were provided quality materials and sufficient time for study, provided easy and timely access to information or inputs and whether there is efficient use of the time allocated for each meeting.

2. Board Committee Rating – relates to how the Committee members and Management rate the performance of the following Committees for the past year;

    - Executive Committee
    - Audit Committee
    - Risk Oversight Committee
    - Corporate Governance Committee
    - Related Party Transactions Committee
    - Compensation and Remuneration Committee

2. Individual Directors' Self-rating – related to how the Directors assess their independence, participation and expertise

3. Officers Rating – relates to how well the Chairman of the Board and the President/CEO demonstrates leadership, integrity, diligence and adherence to corporate governance principles and practices as well as the assessment of the following key officers for their over-all performance:

    - Chief Audit Executive
    - Chief Risk Officer
    - Compliance Officer

The Board reviews the results of this evaluation and greed on clear action plans to address any issues raised. In line with governance best practices, the Company also ensures that board evaluations shall be facilitated by a third-party independent assessor every three (3) years reckoned from January 1, 2017 (effectivity date of the 2016 Code of Corporate Governance for Publicly Listed Companies).

The annual Board performance evaluation for 2023 was conducted in February 2024. The results of the evaluation, which found the Board to be functioning well to its mandate, will be discussed and presented to the Board through the Corporate Governance Committee.

Continuing Education Programs

The Board identifies areas of continuing education on corporate governance topics they require. To keep the Board and key officers well-informed of governance related developments, regular annual education programs are conducted in coordination with SM Investments Corporation and training providers duly accredited by the

Securities and Exchange Commission.

Last Name	First Name	Middle	Designation	Training Provider	Date	Topics
Ocier	Willy	N.	Chairman	Instiute of Corporate Directors (ICD)	16-Oct-23	Global Economic and Geopolitical Outlook / Business Trends and Insights / Generative A.I. and Cybersecurity
Uychaco	Lizanne	C.	Vice Chairperson			
Ongsip	Jackson	T	President, CEO			
Tetangco	Amando Jr.	M.	Chairman or Lead ID			
Chua	Joseph	T.	Independent Director			
Ng	Jacinto Jr.	C.	Director			
Raquel Santos	Armin Antonio	B.	Director			
Tan	Maria Gracia	P	Independent Director			
Yap	Virginia	A	Director			
Banaria	Maria Neriza	C.	Chief Financial Officer and Treasurer	Instiute of Corporate Directors (ICD)	16-Oct-23	Global Economic and Geopolitical Outlook / Business Trends and Insights / Generative A.I. and Cybersecurity
Nalupta	Jason	C.	Corporate Secretary			
Sy	Arthur	A.	Assistant Corporate Secretary			
Esteban	Anna Josefina	G.	Chief Audit Executive			
Hernandez	Michelle	T.	Compliance Officer and Chief Risk Officer			

Manual on Corporate Governance

In compliance with the initiative of the Securities and Exchange Commission ("SEC"), BELLE submitted its Manual on Corporate Governance (the "Manual") to the SEC. This manual institutionalizes the principles of good corporate governance in the entire Company. The Company believes that corporate governance,the framework of rules, systems, and processes governing the performance of the Board of Directors and Management of their respective duties and responsibilities, and from which the organization's values andethics emerge, is of utmost importance to the Company's shareholders and other stakeholders, which include, among others, clients, employees, suppliers, financiers, government, and community in which it operated. The Company undertakes every effort possible to create awareness throughout the entire organization.

The Board approved on February 24, 2021 the Revised Corporate Governance Manual and has been posted in the Company's website:
https://www.bellecorp.com/sites/default/files/governance/Amended%20MCG%2002242021%20-%20WEBSITE.pdf

Board Committees

Even prior to the submission of its Manual, however, the Company already created various Board-level committees. These committees were comprised of:

1. **Executive Committee** – oversees the management of the Company and is responsible for the Company's finances, goals, and policies. Further, it is also tasked to foster the long-term success of the Company and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders through sound strategic directions and policies, guidelines and programs that can sustain the Company's long-term viability and strength;

2. **Audit Committee** – directly interfaces with the internal and external auditors in the conduct of their duties and responsibilities. Its mandate includes the review of the Company's financial reports and subsequent recommendation to the Board for approval. The Committee also reviews the Company's **Internal Control System**, its audit plans and audit processes, and the Internal Audit Charter;

3. **Compensation and Remuneration Committee** oversees the development and implementation of policies on salaries and benefits, as well as promotions and other forms of career advancement. The Committee also reviews existing human resource policies to ensure the continued growth and development of the Company's workforce;

4. **Risk Oversight Committee** reviews and assesses the effectiveness of the Company's risk management

system in the mitigation of financial and non-financial risks.

Subsequently, the following Board Committees were created:

5. **Related Party Transactions Committee** assists the Board in assessing material agreements with a related party to determine whether to approve, ratify, disapprove or reject a RPT. The Committee takes into account whether the RPT is entered into on terms favorable to the Corporation than terms generally available to an unaffiliated third party under the same or similar circumstances;

6. **Corporate Governance Committee** advises and assists the Board of Directors in performing its responsibilities with regard to corporate governance compliance in relation to the Company's Manual on Corporate Governance, PSE's rules on disclosures and corporate governance guidelines of the SEC. Likewise, it is also responsible for monitoring the trends on corporate governance and for making the appropriate recommendations to the Board of Directors.

Below is the summary of Board Committee meetings in 2023:

ATTENDANCE TO 2023 BELLE CORPORATION EXECUTIVE COMMITTEE MEETINGS

	EXECUTIVE COMMITTEE	19-Jan-23	23-Mar-23	1-Jun-23	30-Nov-23	%
Chairman	Ocier, Willy N.	√	√	√	√	100
Member	Uychaco, Elizabeth Anne C.	√	√	√	√	100
Member	Ongsip, Jackson T.	√	√	√	√	100
Member	Ng, Jacinto C. Jr.	√	√	√	√	100
Member	Raquel Santos, Armin Antonio B.	√	√	√	√	100
Member	Yap, Virginia A	√	√	√	√	100

ATTENDANCE TO 2023 BELLE CORPORATION AUDIT COMMITTEE MEETINGS

	AUDIT COMMITTEE	21-Feb-23	21-Apr-23	25-Jul-23	24-Oct-23	%
Chairman	Tetangco, Amando M. Jr. (ID)	√	√	√	√	100%
Member	Ng, Jacinto C. Jr.	-	√	√	√	75%
Member	Tan, Maria Gracia P. (ID)	√	√	√	√	100%

ATTENDANCE TO 2023 BELLE CORPORATION CORPORATE GOVERNANCE COMMITTEE MEETINGS

	CORPORATE GOVERNANCE COMMITTEE	21-Feb-23	24-Oct-23	%
Chairman	Chua, Joseph T. (ID)	-	√	50%
Member	Tan, Maria Gracia P. (ID)	√	√	100%
Member	Tetangco, Amando M. (ID)	√	√	100%

ATTENDANCE TO 2023 BELLE CORPORATION COMPENSATION AND REMUNERATION COMMITTEE MEETINGS

	COMPENSATION AND REMUNERATION COMMITTEE	23-Feb-23	7-Dec-23	%
Chairperson	Uychaco, Elizabeth Anne C.	√	√	100%
Member	Tetangco, Amando M. Jr. (ID)	√	√	100%
Member	Ongsip, Jackson T.	√	√	100%

ATTENDANCE TO 2023 BELLE CORPORATION RISK OVERSIGHT COMMITTEE MEETINGS

	RISK OVERSIGHT COMMITTEE	21-Feb-23	16-Mar-23	24-Oct-23	%
Chairperson	Tan, Maria Gracia P. (ID)	√	√	√	100%
Member	Tetangco, Amando M. Jr. (ID)	√	√	√	100%
Member	Ng, Jacinto C. Jr.	-	√	√	67%

ATTENDANCE TO 2023 BELLE CORPORATION RELATED PARTY TRANSACTIONS COMMITTEE MEETINGS

	RELATED PARTY TRANSACTIONS COMMITTEE	21-Feb-23	16-Mar-23	24-Oct-23	%
Chairman	Chua, Joseph T. (ID)	-	√	√	67%
Member	Tan, Maria Gracia P. (ID)	√	√	√	100%
Member	Tetangco, Amando M. Jr. (ID)	√	√	√	100%

Risk Oversight Committee

The Company has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and condition of its properties and assets, and its local and global reputation. The Company aligns its risk appetite with its long-term strategic objectives.

The Risk Oversight Committee ("ROC") evaluates the effectiveness of the Company's risk management system on an annual basis. The Board of Directors, through the ROC, has reviewed the Company's risk management system for 2023 and has found the same effective and adequate.

The Audit Committee

The Audit Committee reviews annually the effectiveness of the Company's internal control system, including information technology security and controls. To facilitate their review, the Committee understands and evaluates the scope of the internal and external auditors' review of internal controls over financial reporting, and obtains regular reports on significant findings and recommendations, together with management's responses, to obtain reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate and complied with.

The Board of Directors, through the Audit Committee, has reviewed the effectiveness of the Company's internal control system, including the information technology security controls. Effective and adequate internal control mechanisms are in place, implemented and properly complied with for the year 2023.

Code of Business Conduct and Ethics

The Company remains committed to align with the best corporate governance practices following the release of the 2016 Code of Corporate Governance for Publicly Listed Companies. In addition to the Manual on Corporate Governance (Manual), the Company's Code of Business Conduct and Ethics (CBCE) defines good governance, ethics and compliance practices expected throughout the organization. The Manual and CBCE are communicated to directors, officers and employees to ensure familiarity and adherence. These documents are also made public through the Company's corporate website.

Sustainability

The Company's reporting framework for sustainability for 2023 makes use of the Integrated Reporting Framework developed by the International Integrated Reporting Council (IIRC), which merged with Sustainability Accounting Standards Board (SASB) to form the Value Reporting Foundation (VRF). Entitled "Stronger Together" the report identifies Belle's economic, operational, environmental and social performance, and governance responsibilities in 2023 as the it marks the Company's 50th year. It also contains the progress throughout the year in review and overview of its value creation and adoption of integrated thinking across the Group.

On March 20, 2024, the Belle Board of Directors reviewed, approved and authorized the publication of the 2023 Integrated Report.

The Company identified the topics which are material to its strategy through its stakeholder and materiality assessment, which sought to help address the areas of concern, and create positive impacts in all aspects of its businesses. Belle actively engages with its stakeholders, crafts broader plans, and initiates actions and strategies, which are responsive and appropriate so concerns are addressed and goals are met.

Governance Policies

Company policies on governance were developed, submitted to and approved by the Board to protect the interests and rights of the shareholders and stakeholders and to promote transparency and accountability. Such governance related policies are shown below and may be viewed through the BELLE Corporate website: https://www.bellecorp.com/corporate-governance/company-policies These policies and procedures are initially cascaded throughout the organization via email blast, intranet portal and annual corporate governance trainings.

1. Accountability, Integrity, and Vigilance (Whistle-Blowing)
2. Alternative Dispute Resolution
3. Board Diversity
4. Conflict of Interest
5. Corporate Disclosures
6. Data Privacy Act (Records Management)
7. Directors' Board Seats Held in Other Companies
8. Employees' Safety, Health and Welfare
9. Gifts / Hospitality / Entertainment
10. Guidelines of Placing of Advertisements
11. Insider Trading
12. Material Related Party Transactions
13. Safeguarding Creditors' Rights
14. Succession Planning and Retirement Age for Directors and Key Officers
15. Tenure of Independent Directors
16. Vendor Accreditation and Selection

Employees' Safety, Health, and Welfare

Belle Corporation recognizes its employees as one of its most important resource, hence, the Company endeavors to attract, inspire and retain people who demonstrate competencies and attributes that are aligned with Belle's strategies. Some of Belle's non-financial performance indicators, such as those shown below, identify relevant measures on how effectively the Company is achieving business objectives in the area of human resources.

Board Diversity

The Company values and promotes a diversity policy in the composition of our Company's Board of Directors to reinforce its effectiveness in providing strategic direction, oversight, and compliance with laws and regulations.

The Belle Board matrix below demonstrates compliance with this policy.

Belle Board Skill Set Matrix				INDUSTRY EXPERIENCE / EXPERTISE / COMPETENCIES																			
NAME and DESIGNATION	AGE	GENDER	EDUCATIONAL BACKGROUND	Accounting / Audit	Anti-Money Laundering	Banking	Construction	Corp. Gov.	Economics	Finance	Hospitality / Leisure	IT / Comm	Insurance	Investment	Internal Control	Law	Management	Manufacturing	Mining	Real Estate	Retail	Risk Management	Sales & Mktg.
Willy N. Ocier Chairman Executive Director	66	M	Bachelor of Arts in Economics					✓	✓	✓	✓	✓		✓			✓			✓	✓	✓	✓
Elizabeth Anne C. Uychaco Vice Chairman Non-Executive Director	67	F	Bachelor of Arts Degree Master in Business Economics Master in Business Administration				✓	✓	✓	✓	✓	✓	✓	✓			✓	✓		✓	✓	✓	
Jackson T. Ongsip President & CEO Executive Director	49	M	Bachelor of Science in Accounting	✓	✓	✓		✓	✓	✓				✓	✓	✓	✓					✓	
Jacinto C. Ng, Jr. Non-Executive Director	53	M	Bachelor of Science Degree in Architecture	✓	✓	✓	✓	✓	✓	✓	✓			✓			✓			✓		✓	✓
Armin Antonio B. Raquel Santos Non-Executive Director	55	M	Bachelor of Science in Business Administration Major in Finance Master of Arts in Liberal Studies	✓	✓			✓	✓	✓	✓			✓	✓		✓			✓		✓	
Joseph T. Chua Independent Director	66	M	AB Economics Degree and BS Business Management Degree Masters in Business Administration	✓	✓	✓	✓	✓	✓	✓				✓	✓		✓					✓	
Ma. Gracia M. Pulido Tan Independent Director	67	F	Bachelor of Science-Business Administration and Accounting, and Bachelor of Laws Masters in Law (Tax)	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓			✓		✓	
Amando M. Tetangco, Jr. Independent Director	70	M	AB Economics Degree Master in Business Administration Master in Public Policy and Administration	✓	✓	✓		✓	✓	✓			✓	✓			✓					✓	

Insider Trading Policy

Belle Corporation prohibits the Company's directors, officers, and employees from using privileged company information for personal gain.

Directors' disclosures on self-dealing and related party transactions.

All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment.

The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.

All Directors, Officers and Employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.

All Directors, Officers and Employees are required to disclose in writing to the Management, within forty- eight (48) hours, any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of Management.

Directors shall inhibit themselves from participating in any discussion, deliberation and decision-making concerning any issue or transaction where they may be conflicted.

The Company shall not extend loans to Directors and Officers unless these grants are conducted at arms- length basis and at prevailing market rates.

Directors, Officers and Employees are prohibited from buying or selling (trading) shares of stock of Belle Corp. using material non-public information and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to someone else who then buys or sells the Company's shares of stock.

Trading Restriction Period – Directors, Officers and Employees and covered persons mentioned above are prohibited from trading in Belle shares within the period five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results and any other material information.

This is pursuant to Section 13.2 of the PSE Disclosure Rules – "A Director or Principal Officer of an Issuer must not deal in the Issuer's securities during the period within which a material non-public information isobtained and up to two full trading days after the price sensitive information is disclosed."

Reporting Requirements – Directors, Officers and Employees are required to report to the Governance, Corporate Affairs and Investor Relations (GCAIR) Department all dealings in Belle shares within three (3) business days from the date of trading. All Directors and Key Officers covered by the SEC and PSE's reporting requirements with regard to their shareholdings in the Company shall do so immediately and correctly.

Below table shows the shareholdings of Belle Directors and Officers as of December 31, 2023:

Name of Beneficial Owner	Number of Shares Held as of 12.31.22	Acquisition (+)	Disposition (-)	Number of Shares Held as of 12.31.23	% of Ownership
Willy N. Ocier	83,913,702	-	-	83,913,702	0.87
Elizabeth Anne C. Uychaco	1,000	-	-	1,000	0
Jackson T. Ongsip	10,000	-	-	10,000	0
Jacinto C. Ng, Jr.	135,860,666	-	-	135,860,666	1.4
Armin Antonio B. Raquel Santos	8,000	-	-	8,000	0
Amando M. Tetangco, Jr.	1,000	-	-	1,000	0
Maria Gracia P. Tan	666	-	-	666	0
Virginia A. Yap	160,000	-	-	160,000	0
Joseph T. Chua	117,000	-	-	117,000	0
	220,072,034	-	-	220,072,034	2.27

Directorships of Non-Executive Directors in Other Listed Companies

In February 2018, the Board of Directors has approved the setting of a maximum limit of five (5) publicly- listed corporations, including Belle Corporation, for Non-Executive Directors to simultaneously hold at any given time.

Tenure of Independent Directors

Further, the Board has approved the setting of maximum tenure of nine (9) years with year 2012, or fromthe commencement of their term assuming it is later than January 2012, as reckoning date. The Independent Director (ID) may serve as a Non-Executive Director after his term as an ID.

Compliance Officer

The Company, through its Compliance Officer, stresses full compliance with applicable laws and adherence to ethical practices as stated in the Code of Business Conduct and Ethics (CBCE) and the Manual on Corporate Governance (Manual).

The Board established the major goals, policies, and objectives of the Company, as well as the means tomonitor and evaluate the performance of Management. The Board also ensures that adequate internal control mechanisms are implemented and properly complied in all levels.

The Company is not aware of any non-compliance with its Manual on Corporate Governance, by any of its directors, officers or employees.

PART V. EXHIBITS AND SCHEDULES

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

a. Exhibits

The following exhibit is filed as a separate section of this report:Subsidiaries of the Registrant

The other exhibits are either not applicable to the Registrant or require no answer.

b. Reports on SEC Form 17-C

Date Filed	Item No.	Matter
Jan. 26, 2023	9	Notice of 2023 Annual Stockholders' Meeting
Feb. 28, 2023	9	Declaration of Cash Dividends
Feb. 28, 2023	9	Press Release
Apr. 24, 2023	9	Results of Annual Stockholders' Meeting
April 24, 2023	9	Results of Organizational Meeting of the Board of Directors

SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasay on ____th day of ___________ 2024.

By:

WILLY N. OCIER
Chairman of the Board

JACKSON T. ONGSIP
President and Chief Executive Officer

MARIA NERIZA C. BANARIA
Chief Finance Officer and Treasurer

JASON C. NALUPTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 11 2024 ____th day of ___________ 2024 affiants exhibiting to me their ____________________, as follows:

NAME	PASSPORT/ TIN No.	EXPIRATION DATE	PLACE OF ISSUE
WILLY N. OCIER	[redacted]	[redacted]	Manila
JACKSON T. ONGSIP	[redacted]	[redacted]	Manila
MARIA NERIZA C. BANARIA	[redacted]	[redacted]	NCR
JASON C. NALUPTA	[redacted]		

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Book No. 17
Page No. 13
Series of 2024

ATTY. JOEL FERRER FLORES
Notary Public for Makati City
Until December 31, 2024
Appointment No. M-115 (2023-2024)
Roll Of Attorney No. 77376
MCLE Compliance VIII No. 0001393-
Jan. 3, 2023 until Apr. 12, 2028
PTR NO. 10073945/ Jan. 2, 2024/ Makati City
IBP No. 330740/ Jan. 2, 2024/ Pasig City
1107 Bataan St., Guadalupe Nuevo, Makati City

BELLE CORPORATION

INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

FORM 17-A, Item 7

Consolidated Financial Statements

Securities Regulation Code Rule 68 Schedules

Report of Independent Public Accountants on Supplementary Schedules

1) Supplementary Schedules
   A. Financial Assets
   B. Amounts Receivable from Directors, Officers, Employees and Principal Stockholders (other than related parties)
   C. Amounts Receivable from related parties which are eliminated during consolidation of financial statements
   D. Intangible Assets - Other Assets
   E. Long-Term Debt
   F. Indebtedness to Related Parties
   G. Guarantees of Securities of Other Issuers
   H. Capital Stock
   I. Reconciliation of Retained Earnings Available for Dividend Declaration
   J. Key Financial Ratios

2) Schedule of all the effective standards and interpretations
3) Map of the relationships of the companies within the group

BELLE
CORPORATION

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Belle Corporation and Subsidiaries (the Company)** is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended **December 31, 2023, 2022 and 2021**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders.

Reyes Tacandong & Co., the independent auditor appointed by the stockholders, for the periods December 31, 2023 and 2022, have audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

WILLY N. OCIER
Chairman of the Board

JACKSON T. ONGSIP
President and Chief Executive Officer

MARIA NERIZA C. BANARIA
Chief Finance Officer and Treasurer

Signed February 28, 2024

SUBSCRIBED AND SWORN to before me this ____ day of FEB. 28, 2024 affiants exhibiting to me their Passport and Tax Identification Numbers, as follows:

NAME	**PASSPORT/ TAX IDENTIFICATION NUMBER**	**DATE OF EXPIRY**	**PLACE OF ISSUE**
WILLY N. OCIER	[redacted]		Manila
JACKSON T. ONGSIP			Manila
MARIA NERIZA C. BANARIA			NCR

DOC NO. : 82
PAGE NO. : 39
BOOK NO. : I
SERIES OF : 2024.

ATTY. JECYLENE T. TANTOCO - BRIONES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
PTR No. 8458559 / 01-04-24 /Pasay City
IBP Lifetime No. 038898/04.06.18/Pasig City
TIN 230-188-225; Roll No. 64886
MCLE Compliance No. VII-0016898/05.05.22/Pasig City

C O V E R   S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

						5	2	4	1	2

C O M P A N Y N A M E

BELLE CORPORATION AND SUBSIDIARIES

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

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AACFS	CRMD	Not Applicable

C O M P A N Y   I N F O R M A T I O N

Company's Email Address	Company's Telephone Number	Mobile Number
info@bellecorp.com	(02) 8662-8888	Not Applicable

No. of Stockholders	Annual Meeting	Calendar Year (Month / Day)
1,750	4th Monday of April	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number	Mobile Number
Michelle Angeli T. Hernandez	info@bellecorp.com	(02) 8662-8888	+63917-5691734

CONTACT PERSON'S ADDRESS

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City

NOTE 1*: In case of death, resignation 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 shall not excuse the corporation from liability for its deficiencies.*

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Belle Corporation and Subsidiaries
5th Floor, Tower A, Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex
CPB-1A, Pasay City

Opinion

We have audited the consolidated financial statements of Belle Corporation and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022 and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2023, 2022 and 2021, and notes to consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022 and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2023, 2022 and 2021 in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of financial reporting relief issued and approved by the Philippine Securities and Exchange Commission (SEC).

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements as at and for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<u>Accounting for Leases – The Group as Lessor</u>
After considering the effect of the downturn in the continuing economic and business conditions brought about by the pandemic which started in 2020, the Parent Company, as a lessor, has agreed to provide a series of concessions to its lessee, resulting in significant reductions in contractual cash flows up to 2023. Accordingly, the Group recognized its lease income to the extent collectible. The Group's accounting for leases, including lease modification is significant to our audit because the recorded amounts are material to the consolidated financial statements and involves the application of significant judgment and estimates.

We obtained an understanding of the type, extent and periods covered in the lease modifications and evaluated management's judgments, reviewed management's calculation of the financial impact of lease modifications, and assessed the adequacy of the related disclosures in Note 3, *Significant Judgments, Accounting Estimates and Assumptions*, Note 10, *Investment Properties*, and Note 33, *Lease Commitments*, to the consolidated financial statements.

<u>Assessing Recoverability of Goodwill in Pacific Online Systems Corporation (POSC)</u>
The Group is required to assess at each reporting date the recoverability of goodwill. As at December 31, 2023, the carrying amount of goodwill arising from the acquisition of POSC amounted to ₱926.0 million. This matter is considered significant to our audit because the assessment of the recoverability of goodwill involves the exercise of significant management judgment and estimates such as determination of forecasted cash flows and discount rate. These judgment and estimates are based on assumptions that are subject to a high level of uncertainty because of the prevailing challenges in the conduct of business brought about by current economic conditions and imminent changes in the operations and sources of cash flows of POSC.

Our audit procedures include, among others, assessing management's assessment of the recoverable amount of goodwill considering the potential impact of regulatory processes and decisions, changes in business strategies and expected market or economic conditions. We evaluated the appropriateness of the assumptions used by the Group in the impairment assessment, in particular those involving the forecasted cash flows from existing and committed contracts, discount rate and other areas to which the outcome of the impairment test is most sensitive. We also reviewed the adequacy of the Group's related disclosures in Note 2, *Summary of Material Accounting Policy Information*, Note 3, *Significant Judgments, Accounting Estimates and Assumptions* and Note 15, *Goodwill*, to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2023, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2023 are expected to be made available to us after the date of this auditors' report.

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Belinda B. Fernando.

REYES TACANDONG & CO.

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until April 13, 2024
BIR Accreditation No. 08-005144-004-2022
Valid until October 16, 2025
PTR No. 10072407
Issued January 2, 2024, Makati City

February 28, 2024
Makati City, Metro Manila

BELLE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands)

		December 31	
	Note	**2023**	2022
ASSETS			
Current Assets			
Cash and cash equivalents	5	**₱2,172,205**	₱1,873,922
Investments held for trading	6	**100,013**	72,682
Receivables	7	**3,826,351**	3,848,556
Real estate for sale - at cost	8	**155,656**	163,189
Land held for future development - at cost	8	**3,035,959**	3,025,976
Other current assets	9	**2,368,471**	3,945,435
Total Current Assets		**11,658,655**	12,929,760
Noncurrent Assets			
Financial assets at fair value through other comprehensive income (FVOCI)	11	**10,018,341**	9,321,093
Installment receivables - net of current portion	7	**1,053,079**	1,197,151
Investments in and advances to associates - net	14	**122,003**	119,272
Investment properties	10	**26,367,457**	23,239,249
Intangible assets	12	**4,001,870**	4,117,704
Goodwill	15	**926,008**	926,008
Property and equipment	13	**786,328**	73,864
Right-of-use assets	33	**64,273**	77,226
Deferred tax assets - net	32	**3,249**	–
Other noncurrent assets	16	**709,487**	756,394
Total Noncurrent Assets		**44,052,095**	39,827,961
		₱55,710,750	₱52,757,721
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other current liabilities	17	**₱1,751,419**	₱1,733,781
Loans payable	18	**1,300,017**	450,017
Current portion of:			
Long-term debt	20	**2,087,824**	29,000
Lease liabilities	33	**392,945**	403,241
Total Current Liabilities		**5,532,205**	2,616,039

(Forward)

		December 31	
	Note	**2023**	2022
Noncurrent Liabilities			
Noncurrent portion of:			
Long-term debt	20	**₱2,437,765**	₱4,908,500
Lease liabilities	33	**5,448,569**	5,842,907
Deferred tax liabilities – net	32	**2,479,013**	2,483,336
Other noncurrent liabilities	19	**397,116**	394,077
Total Noncurrent Liabilities		**10,762,463**	13,628,820
Total Liabilities		**16,294,668**	16,244,859
Equity			
Common stock	21	**10,561,000**	10,561,000
Additional paid-in capital		**5,503,731**	5,503,731
Treasury stock - at cost	21	**(2,565,359)**	(2,565,359)
Cost of Parent Company shares held by subsidiaries	21	**(1,154,409)**	(1,154,409)
Equity share in cost of Parent Company shares held by associates	14	**(2,501)**	(2,501)
Other equity reserves		**9,198,493**	8,015,113
Retained earnings		**14,985,481**	13,501,329
Equity Attributable to Equity Holders of the Parent Company		**36,526,436**	33,858,904
Noncontrolling Interests		**2,889,646**	2,653,958
Total Equity		**39,416,082**	36,512,862
		₱55,710,750	₱52,757,721

See accompanying Notes to Consolidated Financial Statements.

BELLE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands, Except for Earnings per Share)

		Years Ended December 31		
	Note	**2023**	2022	2021
REVENUES				
Gaming revenue share - net	22	**₱2,339,335**	₱1,560,845	₱1,300,291
Lease income	10	**1,988,767**	2,054,273	807,921
Equipment rental	33	**599,221**	519,051	426,346
Sale of real estate		**302,594**	862,889	587,812
Revenue from property management		**235,122**	211,548	179,618
Others	23	**136,336**	210,667	118,946
		5,601,375	5,419,273	3,420,934
COSTS AND EXPENSES				
Cost of lease income	27	**(1,355,969)**	(1,337,666)	(1,294,948)
Cost of lottery services	24	**(260,670)**	(247,548)	(374,204)
Cost of services for property management	28	**(170,064)**	(139,612)	(113,574)
Cost of real estate sold	26	**(142,002)**	(443,407)	(301,406)
Cost of gaming operations	25	**(137,774)**	(136,346)	(135,895)
General and administrative expenses	29	**(770,349)**	(766,549)	(693,103)
		(2,836,828)	(3,071,128)	(2,913,130)
OTHER INCOME (CHARGES)				
Interest expense	30	**(536,971)**	(516,342)	(603,832)
Interest income	30	**59,283**	22,831	24,981
Unrealized gain (loss) on investments held for trading	6	**54,078**	(372)	(23,623)
Net foreign exchange gain (loss)		**(2,303)**	(1,658)	750
Others – net	31	**228,033**	14,557	310,493
		(197,880)	(480,984)	(291,231)
INCOME BEFORE INCOME TAX		**2,566,667**	1,867,161	216,573
PROVISION FOR (BENEFIT FROM) INCOME TAX	32			
Current		**149,570**	28,585	12,656
Deferred		**(6,088)**	128,119	(541,285)
		143,482	156,704	(528,629)
NET INCOME		**2,423,185**	1,710,457	745,202
OTHER COMPREHENSIVE INCOME (LOSS)				
Not to be reclassified to profit or loss in subsequent periods:				
Unrealized valuation gain on financial assets at FVOCI	11	**1,405,019**	2,087,382	2,044,638
Remeasurement gain (loss) on pension asset/liability - net of tax		**(9,236)**	2,116	27,133
		1,395,783	2,089,498	2,071,771
TOTAL COMPREHENSIVE INCOME		**₱3,818,968**	₱3,799,955	₱2,816,973

(Forward)

	Note	Years Ended December 31 **2023**	2022	2021
Net income attributable to:				
Equity holders of the Parent Company		**₱1,883,556**	₱1,395,751	₱576,983
Noncontrolling interests		**539,629**	314,706	168,219
		₱2,423,185	₱1,710,457	₱745,202
Total comprehensive income attributable to:				
Equity holders of the Parent Company		**₱3,249,320**	₱3,466,004	₱2,633,996
Noncontrolling interests		**569,648**	333,951	182,977
		₱3,818,968	₱3,799,955	₱2,816,973
Basic/Diluted Earnings Per Share	37	**₱0.199**	₱0.148	₱0.061

See accompanying Notes to Consolidated Financial Statements.

BELLE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31		
	Note	**2023**	2022	2021
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY				
COMMON STOCK	21	**₱10,561,000**	₱10,561,000	₱10,561,000
ADDITIONAL PAID-IN CAPITAL		**5,503,731**	5,503,731	5,503,731
TREASURY STOCK - at cost	21			
Balance at beginning of year		**(2,565,359)**	(2,476,697)	(2,476,700)
Purchase of treasury shares		**–**	(88,662)	–
Reissuance of treasury stock		**–**	–	3
Balance at end of year		**(2,565,359)**	(2,565,359)	(2,476,697)
COST OF PARENT COMPANY SHARES HELD BY SUBSIDIARIES	21			
Balance at beginning of year		**(1,154,409)**	(1,464,322)	(1,464,322)
Sale of Parent Company shares by a subsidiary		**–**	309,913	–
Balance at end of year		**(1,154,409)**	(1,154,409)	(1,464,322)
EQUITY SHARE IN COST OF PARENT COMPANY SHARES HELD BY ASSOCIATES	14	**(2,501)**	(2,501)	(2,501)
OTHER EQUITY RESERVES				
Balance at beginning of year		**8,015,113**	5,967,683	3,927,976
Unrealized valuation gain on financial assets at FVOCI	11	**1,374,064**	2,073,126	2,029,880
Remeasurement gain (loss) on retirement asset/ liability - net of tax		**(8,300)**	(2,873)	27,133
Realized gain on sale of financial assets at FVOCI transferred to retained earnings	11	**(182,384)**	(18,585)	(17,306)
Reclassification of remeasurement gain on retirement asset/ liability to retained earnings		**–**	(4,238)	–
Balance at end of year		**9,198,493**	8,015,113	5,967,683
RETAINED EARNINGS				
Balance at beginning of year		**13,501,329**	12,175,075	11,580,786
Net income		**1,883,556**	1,395,751	576,983
Dividends declared	21	**(581,788)**	–	–
Realized gain transferred to retained earnings	11	**182,384**	18,585	17,306
Reclassification of retirement liability		**–**	5,651	–
Sale of Parent Company shares by a subsidiary		**–**	(93,733)	–
Balance at end of year		**14,985,481**	13,501,329	12,175,075
		36,526,436	33,858,904	30,263,969

(Forward)

		Years Ended December 31		
	Note	**2023**	2022	2021
NONCONTROLLING INTERESTS				
Balance at beginning of year		**₱2,653,958**	₱2,745,464	₱2,804,147
Net income		**539,629**	314,706	168,219
Share in dividends declared by a subsidiary	2	**(333,960)**	(297,939)	(241,660)
Share in unrealized valuation gain on financial assets at FVOCI	11	**30,952**	14,256	14,758
Share in remeasurement gain (loss) on retirement asset/liability - net of tax	34	**(933)**	4,989	–
Sale of Parent Company shares by a subsidiary		**–**	(127,518)	–
Balance at end of year		**2,889,646**	2,653,958	2,745,464
		₱39,416,082	₱36,512,862	₱33,009,433

See accompanying Notes to Consolidated Financial Statements.

BELLE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

			Years Ended December 31	
	Note	**2023**	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		**₱2,566,667**	₱1,867,161	₱216,573
Adjustments for:				
Depreciation and amortization	10	**1,339,220**	1,296,659	1,289,243
Interest expense	30	**536,971**	516,342	603,832
Provision (reversal) for probable losses	29, 31	**124,685**	187,301	(281,317)
Amortization of discount on trade receivables	7	**(98,571)**	(105,051)	(72,600)
Interest income	30	**(59,283)**	(22,831)	(24,981)
Unrealized loss (gain) on investments held for trading	6	**(54,078)**	372	23,623
Reversal of provisions for impairment losses on receivables and other current assets	7, 9	**(21,200)**	(33,578)	(10,924)
Dividend income	31	**(15,012)**	(6,300)	(5,275)
Retirement cost	34	**9,732**	12,709	10,402
Share in net loss (income) of associates	14	**(2,733)**	417	1,671
Unrealized foreign exchange loss (gain) - net		**2,303**	4	(750)
Gain on sale of property and equipment	31	**(39)**	(396)	(176)
Gain on disposal of net assets of subsidiaries	31	**–**	(543)	–
Loss on termination of leases	31	**–**	–	567
Operating income before working capital changes		**4,328,662**	3,712,266	1,749,888
Decrease (increase) in:				
Receivables		**286,048**	290,129	232,444
Real estate for sale and land held for future development		**(2,450)**	183,075	112,319
Other current assets		**(42,960)**	(1,563,952)	(645,466)
Decrease in trade and other current liabilities		**(114,733)**	(264,479)	(310,468)
Net cash generated from operations		**4,454,567**	2,357,039	1,138,717
Interest received	30	**59,283**	22,831	24,981
Income taxes paid		**(262,607)**	(28,586)	(6)
Contributions to plan asset	34	**(23,934)**	(10,000)	(5,000)
Net cash provided by operating activities		**4,227,309**	2,341,284	1,158,692
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of:				
Property and equipment	13	**(564,380)**	(22,656)	(26,817)
Investments held for trading		**–**	–	(12,416)
Financial assets at FVOCI		**(9,958)**	(19,258)	(522,651)
Proceeds from disposal of:				
Investments held for trading		**26,747**	–	–
Financial assets at FVOCI		**717,729**	55,966	86,716
Property and equipment		**24**	3,871	1,749
Dividends received	31	**15,012**	6,300	5,275
Additions to investment properties		**(2,753,750)**	–	–
Increase in other noncurrent assets		**51,876**	58,759	277,837
Decrease (increase) in investments in and advances to associates and related parties		**2**	2	(2)
Net cash provided by (used in) investing activities		**(2,516,698)**	82,984	(190,309)

(Forward)

	Note	Years Ended December 31 **2023**	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of:				
Long-term debt and loans payable	18, 20	**(₱1,311,912)**	(₱2,010,000)	(₱3,831,667)
Lease liabilities	33	**(664,566)**	(608,769)	(440,938)
Interest		**(267,798)**	(233,435)	(584,637)
Proceeds from availment of loans payable and long-term debt	18, 20	**1,750,000**	517,500	3,620,000
Dividends paid to shareholders of the Parent Company		**(581,788)**	–	–
Dividends paid to noncontrolling interests		**(333,960)**	(297,939)	(241,660)
Net cash used in financing activities		**(1,410,024)**	(2,632,643)	(1,478,902)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**(2,304)**	(4)	750
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**298,283**	(208,379)	(509,769)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**1,873,922**	2,082,301	2,592,070
CASH AND CASH EQUIVALENTS AT END OF YEAR		**₱2,172,205**	₱1,873,922	₱2,082,301

	Note	2023	2022	2021
COMPONENTS OF CASH AND CASH EQUIVALENTS				
Cash on hand and in banks		**₱643,902**	₱656,745	₱678,621
Cash equivalents		**1,528,303**	1,217,177	1,403,680
		₱2,172,205	₱1,873,922	₱2,082,301
NONCASH FINANCIAL INFORMATION				
Reclassification of advances for land acquisitions to investment properties	9	**₱1,525,975**	₱–	₱–
Reclassification from advances to suppliers to property and equipment	9	**206,985**	–	–

See accompanying Notes to Consolidated Financial Statements.

1. General Information

<u>Corporate Information</u>

Belle Corporation (Belle or the Parent Company) is a stock corporation organized and registered in the Philippine Securities and Exchange Commission (SEC) on August 20, 1973 and was listed at the Philippine Stock Exchange (PSE) on February 2, 1977. Belle and its subsidiaries collectively referred to as "the Group", are mainly in real estate development, principally in the high-end leisure property market, gaming and various investment holdings.

The registered office address of Belle is 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City.

The subsidiaries and interest in a joint operation of the Parent Company, which are all incorporated in the Philippines, are as follows:

		2023			2022			2021		
		Percentage of Ownership			Percentage of Ownership			Percentage of Ownership		
	Industry	**Direct**	**Indirect**	**Total**	Direct	Indirect	Total	Direct	Indirect	Total
Subsidiaries:										
Belle Bay Plaza Corporation (Belle Bay Plaza)*	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Belle Infrastructure Holdings, Inc., (formerly Metropolitan Leisure and Tourism Corporation)*	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Parallax Resources, Inc. (Parallax)*	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
SLW Development Corporation (SLW)*	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Belle Grande Resource Holdings Inc. (BGRHI)*	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Premium Leisure Corp. (PLC) and Subsidiaries:	Gaming	79.8	–	79.8	79.8	–	79.8	79.8	–	79.8
PremiumLeisure and Amusement, Inc. (PLAI)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Foundation Capital Resources Inc.*	Investment	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Sinophil Leisure and Resorts Corporation*	Investment	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Pacific Online Systems Corporation (POSC) and Subsidiaries:	Gaming	–	50.1	50.1	–	50.1	50.1	–	50.1	50.1
Loto Pacific Leisure Corporation (LotoPac)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Total Gaming Technologies, Inc. (TGTI)	Gaming	–	98.9	98.9	–	98.9	98.9	–	98.9	98.9
Falcon Resources Inc. (FRI)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
TGTI Services, Inc. (TGTISI)**	Gaming	–	–	–	–	–	–	–	100.0	100.0
Futurelab Interactive Corp.		–	59.5	59.5	–	–	–	–	–	–
Interest in a Joint Operation -										
PinoyLotto Technologies Corp. (PinoyLotto)	Gaming	–	50.0	50.0	–	50.0	50.0	–	50.0	50.0

**Non-operating*
***Sold in 2022*

TGTISI. On June 9, 2022, POSC's BOD approved the transfer of all the rights, title and interests in TGTISI's shares to a third party for ₱1.0 million.

PinoyLotto. On June 21, 2021, PinoyLotto, a joint venture corporation owned by POSC, Philippine Gaming Management Corp. (PGMC) and International Lottery & Totalizator Systems, Inc. (ILTS), was incorporated and registered with the SEC primarily to provide software support and online lottery equipment service.

PinoyLotto was awarded with a five year-lease of the customized PCSO Lottery System (PLS Project) with a contract price of ₱5,800.0 million. PinoyLotto started its commercial operations on October 1, 2023. Pursuant to the contract with PCSO, 6,500 terminals were installed and are in operation nationwide.

The Group's interest in PinoyLotto was accounted for as a joint operation (see Note 36).

Approval of the Consolidated Financial Statements
The consolidated financial statements as at December 31, 2023 and 2022 and for the years ended December 31, 2023, 2022 and 2021 were approved and authorized for issuance by the Board of Directors (BOD) and the audit committee on February 28, 2024.

2. Summary of Material Accounting Policy Information

Basis of Preparation and Statement of Compliance
The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) as modified by the application of financial reporting relief issued and approved by the SEC. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

On December 15, 2020, the SEC issued Memorandum Circular (MC) No. 34, Series of 2020, which further extends the deferral of application of the provision of Philippine Interpretations Committee (PIC) Question & Answer (Q&A) No. 2018-12 with respect to accounting for significant financing component, exclusion of land in the calculation of percentage of completion and IFRIC Agenda Discussion on over time transfers of construction goods under PAS 23, *Borrowing Cost*, for another period of three years or until 2023.

The Company opted to avail the relief in connection with the accounting for significant financing component. The impact of the application of such financial reporting relief is discussed in "New and Amendments to PFRS and PIC Issuances in Issue But Not Yet Effective or Adopted" section of notes to consolidated financial statements.

Measurement Bases
The consolidated financial statements are presented in Philippine Peso, the Group's functional currency. All amounts are rounded to the nearest thousands unless otherwise stated.

The consolidated financial statements of the Group have been prepared on a historical cost basis, except for:

- investments held for trading which are measured at fair value;
- financial assets at fair value through other comprehensive income (FVOCI); and
- retirement asset or liability which is measured as the difference between the present value of defined benefit obligation and the fair value of plan assets.

Historical cost is generally based on the fair value of the consideration given in exchange of an asset and fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values are included in Notes 6, 10, 11, 14 and 38 to consolidated financial statements.

Adoption of Amendments to PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amendments to PFRS effective January 1, 2023:

- Amendments to PAS 1, *Presentation of Financial Statements,* and PFRS Practice Statement 2, *Making Materiality Judgments - Disclosure Initiative - Accounting Policies* – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information.

- Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates* – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods.

- Amendments to PAS 12, *Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction* – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

- Amendments to PAS 1, *Classification of Liabilities as Current or Noncurrent* – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments.

The adoption of the amendments to PFRS did not materially affect the consolidated financial statements of the Group. Additional disclosures were included in the consolidated financial statements, as applicable.

New and Amendments to PFRS and PIC Issuances in Issue But Not Yet Effective or Adopted
Relevant new and amendments to PFRS and PIC issuances, which are not yet effective as at December 31, 2023 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2024:

- Amendments to PFRS 16, *Leases - Lease Liability in a Sale and Leaseback* – The amendments clarify that the liability that arises from a sale and leaseback transaction, that satisfies the requirements in PFRS 15, *Revenue from Contracts with Customers,* to be accounted for as a sale, is a lease liability to which PFRS 16 applies and give rise to a right-of-use asset. For the subsequent measurement, the seller-lessee shall determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee. Applying this subsequent measurement does not prevent the seller-lessee from recognizing any gain or loss relating to the partial or full termination of a lease. Any gain or loss relating to the partial or full termination of the lease does not relate to the right of use retained but to the right of use terminated. The amendments must be applied retrospectively. Earlier application is permitted.

- Amendments to PAS 1, *Noncurrent Liabilities with Covenants* – The amendments clarified that covenants to be complied with after the reporting date do not affect the classification of debt as current or noncurrent at the reporting date. Instead, the amendments require the entity to disclose information about these covenants in the notes to the financial statements. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - *Classification of Liabilities as Current or Noncurrent* for that period.

- PIC Q&A 2018-12-D, *PFRS 15, Implementing Issues Affecting the Real Estate Industry (as amended by PIC Q&A 2020-4)* – On December 15, 2020, the SEC issued SEC MC No. 34-2020 providing relief to the real estate industry by deferring the application of "assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (with an addendum in PIC Q&A 2020-04)" until December 31, 2023.

The Group availed of the SEC relief with respect to accounting for significant financing component. Management assessed that the adoption of this PIC on January 1, 2024 will not have a significant impact considering that the Group's ongoing project was substantially completed in 2023.

The Group did not avail of the relief provided by the SEC on the capitalization of borrowing costs and treatment of land in the determination of POC. The Group adopted these issuances starting January 1, 2021.

- Amendments to PAS 7, *Statement of Cash Flows* and PFRS 7, *Financial Instrument: Disclosures - Supplier Finance Arrangements* – The amendments introduced new disclosure requirements to enable users of the consolidated financial statements assess the effects of supplier finance arrangements on the liabilities, cash flows and exposure to liquidity risk. The amendments also provide transitional relief on certain aspects, particularly on the disclosures of comparative information. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2025:

- Amendments to PAS 21, *The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability* – The amendments clarify when a currency is considered exchangeable into another currency and how an entity determines the exchange rate for currencies that lack exchangeability. The amendments also introduce new disclosure requirements to help users of financial statements assess the impact when a currency is not exchangeable. An entity does not apply the amendments retrospectively. Instead, an entity recognizes any effect of initially applying the amendments as an adjustment to the opening balance of retained earnings when the entity reports foreign currency transactions. When an entity uses a presentation currency other than its functional currency, it recognizes the cumulative amount of translation differences in equity. Earlier application is permitted.

Deferred effectivity -

- *Amendments to PFRS 10, Consolidated Financial Statements, and PAS 28 - Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* – The amendments address a conflicting provision under the two standards. It clarifies that a gain or loss shall be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted. Under prevailing circumstances, the adoption of the foregoing new and amendments to PFRS and PIC issuances are not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the consolidated financial statements, as applicable.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries and interests in a joint operation. Subsidiaries are entities controlled by the Parent Company. Control is achieved when the Parent Company is exposed, or has right, to variable returns from its investment with the investee and it has the ability to affect those returns through its powers over the investee.

When the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Parent Company's voting rights and potential voting rights.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests (NCI), even if this results in the NCI interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

NCI represents the portion of net results and net assets not held by the Parent Company. These are presented in the consolidated statements of financial position within equity, apart from equity attributable to equity holders of the Parent Company and are separately disclosed in the consolidated statements of comprehensive income. NCI represents the equity interest in PLC and POSC not held by the Parent Company.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. The financial statements of PinoyLotto, with a fiscal period ending June 30, are consolidated in the Parent Company's financial statements as of December 31. Adjustments and disclosures are made for the effects of significant transactions or events that occurred between the date of the subsidiary's financial statements and the date of the consolidated financial statements. Adjustments, where necessary, are made to ensure consistency with the policies adopted by the Group. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

If the Parent Company loses control over a subsidiary, it:

- Derecognizes the assets and liabilities of the former subsidiary from the consolidated statements of financial position;
- Recognizes any investment retained in the former subsidiary when control is lost and subsequently accounts for it and for any amounts owed by or to the former subsidiary in accordance with relevant PFRS. That retained interest is remeasured, and the remeasured value is regarded as the fair value on initial recognition of a financial asset in accordance with PFRS 9 or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture; and
- Recognizes the gain or loss associated with the loss of control attributable to the former controlling interest.

Business Combinations and Goodwill. Business combinations are accounted for using the acquisition method except for business combinations under common control in which an accounting similar to pooling of interest method is used. Business combinations under common control are those in which all of the combining entities or businesses are controlled by the same party or parties both before and after the business combination, and that control is not transitory. However, business combinations under common control may also be accounted for using the acquisition method of accounting when the transaction has commercial substance from the perspective of the reporting entity.

Goodwill acquired in a business combination is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest and any previous interest held over the net identifiable assets acquired and liabilities assumed).

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units (CGU), or group of cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or group of units. Each unit or group of units to which the goodwill is so allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and

- is not larger than an operating segment or determined in accordance with PFRS 8, *Operating Segment*.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of the cash generating unit or group of cash generating units, to which the goodwill relates. When the recoverable amount of the cash generating unit or group of cash generating units is less than the carrying amount, an impairment loss is recognized. Impairment loss with respect to goodwill cannot be reversed in future periods.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the entity's CGU to which the goodwill is allocated. These budgets and forecasts calculations generally cover a period of five years. A long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

When goodwill has been allocated to a cash generating unit or group of cash generating units and part of the operations within the unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed and the portion of the cash-generating unit retained.

Joint Arrangements. Joint arrangements represent activities where the Group has joint control established by a contractual agreement. Joint control requires unanimous consent for financial and operational decisions. A joint arrangement is either a joint operation, whereby the parties have rights to the assets and obligations for the liabilities, or a joint venture, whereby the parties have rights to the net assets.

For a joint operation, the consolidated financial statements include the Group's proportionate share of the assets, liabilities, revenues, expenses and cash flows of the joint arrangement. The Group reports items of a similar nature to those on the financial statements of the joint arrangement, on a line-by-line basis, from the date that joint control commences until the date that joint control ceases.

Classification of a joint arrangement as either joint operation or joint venture requires judgment. Management's considerations include, but are not limited to, determining if the arrangement is structured through a separate vehicle and whether the legal form and contractual arrangements give the entity direct rights to the assets and obligations for the liabilities within the normal course of business. Other facts and circumstances are also assessed by management, including the entity's rights to the economic benefits of assets and its involvement and responsibility for settling liabilities associated with the arrangement.

The Group accounted for its interest in PinoyLotto as a joint operation (see Note 36).

For a joint operation, the consolidated financial statements include the Group's proportionate share of the assets, liabilities, revenues, expenses, and cash flows of the joint arrangement. The Group reports items of a similar nature to those on the financial statements of the joint arrangement, on a line-by-line basis, from the date that joint control commences until the date that joint control ceases.

The financial statements of PinoyLotto with a fiscal period ended June 30, are incorporated in the consolidated financial statements as at December 31. Adjustments and disclosures are made for the effects of significant transactions or events that occurred between the date of PinoyLotto's financial statements and the date of the consolidated financial statements.

Material Partly-owned Subsidiary

PLC. The non-controlling interests in PLC are material to the Group in 2023, 2022 and 2021. NCI hold 20.21% as at December 31, 2023, 2022 and 2021. The summarized financial information of PLC is provided below. This information is based on amounts before eliminations of related party balances and transactions.

Summarized consolidated statements of financial position as at December 31, 2023 and 2022:

	(In Thousands)	
	2023	2022
Total current assets	**₱4,993,365**	₱6,194,382
Total noncurrent assets	**13,327,386**	10,791,524
Total current liabilities	**(844,510)**	(730,588)
Total noncurrent liabilities	**(427,988)**	(85,934)
Total equity	**₱17,048,253**	₱16,169,384
Attributable to:		
Equity holders of the Parent	**₱16,587,482**	₱15,754,061
Non-controlling interests	**460,771**	415,323
Total	**₱17,048,253**	₱16,169,384

Summarized consolidated statements of comprehensive income for the years ended December 31, 2023, 2022 and 2021:

	(In Thousands)		
	2023	2022	2021
Revenue	**₱2,940,889**	₱2,079,897	₱1,726,637
Costs and expenses	**(978,705)**	(942,609)	(963,909)
Other income - net	**495,534**	153,744	421,434
Income before income tax	**2,457,718**	1,291,032	1,184,162
Provision for income tax	**(133,799)**	(35,084)	(61,252)
Net income	**2,323,919**	1,255,948	1,122,910
Other comprehensive income (loss)	**104,341**	64,215	(25,243)
Total comprehensive income	**₱2,428,260**	₱1,320,163	₱1,097,667
Attributable to:			
Equity holders of the Parent	**₱2,329,658**	₱1,221,562	₱1,167,407
Non-controlling interests	**98,601**	98,601	(69,740)
Total	**₱2,428,260**	₱1,320,163	₱1,097,667

Below are the summarized consolidated statements of cash flows for the years ended December 31, 2023, 2022 and 2021:

	(In Thousands)		
	2023	2022	2021
Operating activities	**₱2,232,281**	₱1,545,302	₱1,219,710
Investing activities	**1,688,628**	59,215	(507,539)
Financing activities	**(4,228,369)**	(1,486,881)	(1,269,549)
Net increase (decrease) in cash and cash equivalents	**(₱307,460)**	₱117,636	(₱557,378)

Dividends paid to non-controlling interests amounted to ₱334.0 million, ₱297.9 million and ₱241.7 million in 2023, 2022 and 2021.

<u>Current versus Noncurrent Classification</u>
The Group presents assets and liabilities in the consolidated statements of financial position based on current or noncurrent classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is classified as current when it is:

- Expected to be settled in its normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period; or,
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classifications.

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

<u>Financial Assets and Liabilities</u>

Date of Recognition. The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable is done using settlement date accounting.

Initial Recognition. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transactions price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the "Day 1" difference.

Classification of Financial Instruments. The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and, (c) financial assets at FVOCI. The classification of a financial asset largely depends on the Group's business model and on the purpose for which the financial instruments are acquired or incurred and whether these are quoted in an active market.

Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost.

The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

As at December 31, 2023 and 2022, the Group does not have financial liabilities at FVPL and debt instruments measured at FVOCI.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

Classified under this category are the Group's cash and cash equivalents, receivables, installment receivables, advances to associates, guarantee deposits, refundable deposits and construction bonds (presented as part of "Other current assets", "Other noncurrent assets" and "Investment in and advances to associates").

Financial Assets at FVPL. Financial assets at FVPL include financial assets that are (a) held for trading, (b) designated upon initial recognition at FVPL, or (c) mandatorily required to be measured at fair value.

Financial assets at FVPL are measured at fair value at each reporting date, with any fair value gains or losses recognized in profit or loss. Any dividend or interest earned on the financial asset is recognized in profit or loss.

Classified under this category are the Group's investments in shares of stocks that are held for trading.

Financial Assets at FVOCI. Equity securities which are not held for trading are irrevocably designated at initial recognition under the FVOCI category.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, financial assets at FVOCI are measured at fair value with unrealized gains or losses recognized in OCI and are included under "Other comprehensive income" account in the equity section of the consolidated statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. On disposal of these equity securities, any cumulative valuation gains or losses will be reclassified to retained earnings.

Classified under this category are the Group's investments in quoted and unquoted shares of stock and club shares.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

Classified under this category are the Group's trade and other current liabilities (excluding withholding and output VAT payable, unearned income and customer deposits), refundable deposits (presented as part of "Other noncurrent liabilities"), loans payable, long-term debt and lease liabilities.

Impairment of Financial Assets at Amortized Cost

The Group recognizes an allowance for expected credit loss (ECL) on financial assets at amortized cost based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

The Group measures loss allowances at an amount equivalent to the 12-month ECL for financial assets on which credit risk has not increased significantly since initial recognition or that are determined to have low credit risk at reporting date. Otherwise, impairment loss will be based on lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at reporting date with the risk of a default occurring on the financial instrument on the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort. In addition, the Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in profit or loss to the extent that the carrying amount of the asset does not exceed its amortized cost at reversal date.

Trade Receivables. The Group has applied the simplified approach in measuring the ECL on trade receivables. Simplified approach requires that ECL should always be based on the lifetime ECL. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL at each reporting date.

The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Assets Measured at Amortized Cost. For these financial assets, the Group applies the general approach in determining ECL. The Group recognizes an allowance based on either the 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition.

A financial asset is written off when there is no reasonable expectation of recovering the financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Real Estate for Sale and Land Held for Future Development

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realizable value (NRV).

Costs include:

- Cost of the land;
- Construction and development costs; and
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated specifically identifiable costs to complete and the estimated costs to sell. NRV in respect of land under development is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less an estimate of the time value of money to the date of completion.

Other Assets
This account mainly consists of creditable withholding taxes (CWT), excess of input value-added tax (VAT) over output VAT, deferred input VAT, advances to contractors and suppliers, and advances for land acquisitions, among others.

CWT. CWT represents the amount withheld by the Group's customers in relation to its income. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWT is stated at its net realizable amount.

VAT. Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of tax included.

The net amount of tax recoverable from the taxation authority is included as part of "Other current assets" account in the consolidated statements of financial position.

Deferred Input VAT. Deferred input VAT represents tax credit from purchase of capital goods exceeding ₱1.0 million per month to be amortized over the estimated useful lives of the corresponding assets or 60 months, whichever is shorter.

The capitalization of deferred input VAT shall only be allowed until December 31, 2021, after which input VAT on capital goods purchased shall be claimed as input tax credits directly applied against output VAT. Any unutilized deferred input VAT as at December 31, 2021 shall be allowed to be amortized as scheduled until fully utilized.

Carrying amount of deferred input VAT recoverable from the taxation authority is presented under "Other noncurrent assets" account in the consolidated statement of financial position.

Advances to Contractors and Suppliers. Advances to contractors and suppliers represent advance payments on goods and services to be incurred in connection with the Group's projects and operation. These are charged to expense or capitalized to projects in the consolidated statements of financial position, upon actual receipt of services or goods. These are considered as nonfinancial instruments as these will be applied against future billings from contractors and suppliers. Refundable advances to contractors and suppliers are classified as financial assets. Advance payments to contractors and suppliers that will be applied against future billings or expected to be refunded beyond 12 months from the reporting date, are presented as part of "Other noncurrent assets" account in the consolidated statements of financial position.

Advances for Land Acquisitions. Advances for land acquisitions are payments made for land properties in which ownership has not been transferred to the Company as at reporting date. These are recognized at initial transaction cost and any directly attributable cost, less any impairment loss.

Investment Properties

Investment properties comprise of land and building held by the Group to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount includes the cost of replacing part of existing investment properties at the time that cost is incurred and if the recognition criteria are met, and excludes the costs of day-to-day servicing of investment properties. Subsequent to initial recognition, investment properties, except land, are stated at cost less accumulated depreciation, amortization and any impairment losses. Land is stated at cost less any impairment losses.

Depreciation and amortization are computed on the straight-line basis over the estimated useful lives of the depreciable assets. The depreciation and amortization periods for investment properties, based on the above policies, are as follows:

Asset Type	Number of Years
Buildings	17 to 40 years
Building improvements	15 years or the term of the lease, whichever is shorter

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy on property and equipment up to the date of change in use.

Investment properties are derecognized when either they have been disposed of or when the investment properties are permanently withdrawn from use and no further economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in profit or loss in the year of retirement or disposal.

Intangible Assets

Intangible asset acquired separately is measured on initial recognition at cost. The cost of intangible asset acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible asset is carried at cost less any accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the consolidated statements of comprehensive income in the year the expenditure is incurred.

The useful life of intangible asset is assessed as either finite or indefinite.

Intangible asset with finite life is amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. If an intangible asset arises from contractual or other legal rights that are conveyed for a limited term that can be renewed, the useful life should include the renewal period only if there is evidence to support renewal by the entity without significant cost to the entity.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of comprehensive income in the expense category consistent with the function of intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in the useful life from the indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of comprehensive income when the asset is derecognized.

The Group made upfront payments to purchase a license. The license has been granted for a period of 18.6 years and renewable for another 25 years by the relevant government agency. The license was assessed as having a finite life and is amortized on a straight-line basis over 43.6 years.

Investments in Associates
An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for under the equity method.

Under the equity method, the investments in associates are initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associates since their respective acquisition dates. Goodwill relating to the associates is included in the carrying amount of the investments and is not tested for impairment individually but rather as part of impairment assessment for investments in associates.

The profit or loss in the consolidated statements of comprehensive income reflects the Group's share of the results of operations of the associates. Any share in change in OCI of those investees is presented as part of the Group's OCI. When there has been a change recognized directly in the equity of the associates, the Parent Company recognizes its share of any changes and discloses this, when applicable, as part of other comprehensive income and in the consolidated statements of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associates.

The aggregate of the Group's share in income or loss of associates is shown under "Other income (charges)" line item in the consolidated statements of comprehensive income.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on the Group's investment in its associates. The Group determines at each reporting date whether there is any objective evidence that each of the investment in associates is impaired. If such evidence exists, the Group calculates the amount of impairment as the difference between the recoverable amount of the investment in associate and its carrying value and recognizes the loss in profit or loss in the consolidated statements of comprehensive income.

The financial statements of the associates are prepared for the same reporting period as the Parent Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Parent Company.

Upon loss of significant influence over an associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Property and Equipment

Property and equipment, except land, are stated at cost less accumulated depreciation, amortization and any impairment losses. Land is stated at cost less accumulated impairment loss, if any.

The initial cost of property and equipment consists of its purchase price, including import duties, nonrefundable taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met.

Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally charged to profit or loss in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional cost of property and equipment.

Each part of the property and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

Depreciation and amortization are computed on the straight-line basis over the estimated useful lives of the depreciable assets as follows:

Asset Type	Number of Years
Lottery equipment	4–10 years or term of lease, whichever is shorter
Leasehold improvements	15 years or the term of the lease, whichever is shorter
Machinery and equipment	5 years
Condominium units and improvements	17 years
Transportation equipment	4–5 years
Office furniture, fixtures and equipment	3–5 years

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that the periods and method of depreciation and amortization is consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated assets are retained in the accounts until these are no longer in use.

Impairment of Nonfinancial Assets (excluding Goodwill and Investments in Associates)
Nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such a reversal the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Common Stock and Additional Paid-in Capital
Common stock is measured at par value for all shares issued. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital.

Incremental costs directly attributable to the issue of new common stock are recognized as a deduction, net of tax, from the equity.

Treasury Stock
Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statements of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized as additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them.

Cost of Parent Company Shares Held by Subsidiaries
Parent Company's shares which are held by a subsidiary are treated similar to treasury shares and recognized and deducted from equity at cost. No gain or loss is recognized in the consolidated statements of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration is recognized in other reserves.

Equity Share in Cost of Parent Company Shares Held by Associates
Equity share in cost of Parent Company common shares held by associates represents the amount that reduces the Parent Company's "Investments in and advances to associates" account and equity balance by the effective ownership in Parent Company common shares held by associates.

Other Equity Reserves
Other equity reserves comprise of items of income and expenses that are not recognized in profit or loss for the year in accordance with PFRS. Other equity reserves of the Group pertain to excess of acquisition cost over net assets of acquired subsidiaries, cumulative unrealized valuation gains (losses) on financial assets at FVOCI, cumulative remeasurement gains (losses) on retirement asset/liability, accumulated share in cumulative unrealized valuation gains on financial assets at FVOCI of associates, which are not to be reclassified to profit or loss in subsequent periods, and transactions with NCI.

Retained Earnings
Retained earnings represent the cumulative balance of the Group's results of operations, net of dividends declared to date.

Revenue Recognition
The Group has generally concluded that it is the principal in its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized.

Gaming Revenue Share - Net. Revenue representing monthly payments from Melco Resorts Leisure (PHP) Corporation (Melco) based on the performance of gaming operations of City of Dreams Manila integrated resort and casino is recognized when earned pursuant to an Operating Agreement and is measured at the fair value of the consideration received or receivable, net of Philippine Amusement and Gaming Corporation (PAGCOR) license fee.

Lease Income. Lease income arising from operating leases on investment properties is accounted for on a straight-line basis over the terms of the lease. If the collection of the rentals is not probable, operating lease income is recognized to the extent collectable.

Equipment Rental. Revenue from lease agreements with variable lease payments is recognized based on a certain percentage of gross sales of the lessee's online lottery operations, as computed by the lessee in accordance with the agreement. For lease agreements with fixed payments and is classified as operating lease, revenue is recognized on a straight-line basis over the term of the lease.

Sale of Real Estate. The Group derives its real estate revenue from sale of lots, house and lots and construction of house. Revenue from the sale of these real estate project spread over time across the course of the development or construction since the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

In determining the transaction price, the Group considers the selling price of the real estate property and other fees and charges collected from the buyers that are not held on behalf of other parties without consideration of significant financing component under PFRS 15 as allowed by the SEC as discussed in Note 2 to the consolidated financial statements.

In measuring the progress of its performance obligation over time, the Group uses output method. The Group recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using performance completed to date. This is based on the monthly project accomplishment report prepared by the Group's engineers which integrates the surveys of performance to date of the construction.

Revenue from Property Management. Revenue is recognized as services of providing utilities and maintenance are performed.

Income from Forfeitures (presented under "Other revenue" account). This represents income from forfeitures of the deposits and, to a certain extent, installments from customers in the event of a default and/or from cancellations of sales. Revenue is recognized upon approval of cancellation.

Income from Sale of Club Shares and Playing Rights (presented under "Other revenue" account). Revenue from sale of club shares and playing rights are recognized when the risk and rewards of ownership of the shares and playing rights have been passed to the buyer and the amount of revenue can be reliably measured.

Interest Income. Interest income from trade receivables, installment receivables and contract assets are recognized as the interest accrues using the effective interest rate method. Interest income from bank deposits is recognized as it accrues.

Dividends (presented under "Other income/charges" account). Revenue is recognized when the Group's right to receive the payment is established.

Penalty (presented under "Other revenue" account). Penalty pertains to income from surcharges related to buyers' default and late payments. Income is recognized when penalty is actually collected.

Commission Income. Commission income from WBAP is recognized at a point in time when the related services are provided and is computed based on a certain percentage of gross sales of the web-based lottery operations.

Other Income. Revenue is recognized when there is an incremental economic benefit, other than the usual business operations, that will flow to the Group and the amount of the revenue can be measured reliably.

Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Cost of Lease Income. Cost of lease income are recognized as expense when services are rendered.

Cost of Real Estate Sold. The Group recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets. These include all direct materials and labor costs, and those indirect costs related to contract performance. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as cost of real estate sold while the portion allocable to the unsold area being recognized as part of real estate inventories. In addition, the Group recognizes as an asset, only to the costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

Cost of Lottery Services, Gaming Operations, and Services for Property Management. Cost of lottery services, cost of gaming operations, and cost of services for property management are recognized as expense when services are rendered.

General and Administrative Expenses. General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets for a period of time, the Group assesses whether, throughout the period of use, it has both of the following:

a) the right to obtain substantially all of the economic benefits from the use of identified asset; and
b) the right to direct the use of the identified asset.

Group as a Lessee. At the commencement date, the Group recognizes Right-of-Use (ROU) assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value, in which case the lease payments associated with those leases are recognized as an expense in profit or loss on a straight-line basis. For leases with lease terms of 12 months or less but with an option to extend the lease, the management assesses whether there is reasonable certainty that the Group will extend the lease, by considering all relevant facts and circumstances that create an economic incentive for the lessee to extend or terminate the lease, to determine the appropriate lease term.

ROU Assets. At commencement date, the Group measures ROU assets at cost which is comprised of the following:

a) the amount of the initial measurement of lease liabilities;
b) any lease payments made at or before the commencement date less any lease incentives received;
c) any initial direct costs; and
d) an estimation of costs to be incurred by the Group in dismantling and removing the underlying asset, when applicable.

After the commencement date, the ROU assets are carried at cost less any accumulated amortization and accumulated impairment losses, and adjusted for any remeasurement of the related lease liabilities. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the ROU assets are amortized over the shorter of the lease terms or the useful lives of the underlying assets as follows:

Asset Type	Number of Years
Land and building improvements*	16 years and 4 months
Air rights	14 years and 6 months
Office and warehouse	1 to 5 years

**presented as part of Investment Properties in the consolidated statement of financial position*

Lease Liabilities. At commencement date, the Group measures a lease liability at the present value of future lease payments using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability consist of the following:

a) fixed payments, including in-substance fixed payments;

b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
c) amounts expected to be payable by the lessee under residual value guarantees; and
d) the exercise price under a purchase option that the Group is reasonably certain to exercise; lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

A lease liability is subsequently measured at amortized cost. Interest on the lease liability and any variable lease payments not included in the measurement of lease liability are recognized in profit or loss unless these are capitalized as costs of another asset. Variable lease payments not included in the measurement of the lease liability are recognized in profit or loss when the event or condition that triggers those payments occurs.

Group as a Lessor. Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Rental income under operating leases is recognized on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rent income. Contingent rents are recognized as revenue in the period in which these are earned.

Operating income is recognized if it is probable that the entity will collect the consideration. In evaluating whether collectability of the amount of consideration is probable, the Company considers the customer's ability and intention to pay. If the collection of the rentals is not probable, operating lease income is recognized to the extent collectible.

Lease Modification. Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease e.g., addition or termination of the right to use one or more underlying assets, or the extension or shortening of the contractual lease term.

In case of a lease modification, the Group accounts for any such modification by recognizing a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Employee Benefits

Short-term Benefits. The Group recognizes a liability net of amounts already paid and an expense for services rendered by employees during the accounting period. A liability is also recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Pension Costs. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, difference between interest income and return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognize related restructuring costs.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Parent Company. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting period.

<u>Foreign Currency Denominated Transactions</u>
Transactions denominated in foreign currencies are initially recorded in Philippine Peso using the exchange rate prevailing at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency using the rate of exchange prevailing at the reporting date. Foreign exchange differences between the rate at transaction date and settlement date or reporting date are credited to or charged against profit or loss. For income tax reporting purposes, foreign exchange gains or losses are treated as taxable income or deductible expenses in the year such are realized.

<u>Income Taxes</u>

Current Tax. Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Current income tax relating to item recognized directly in equity is recognized in equity and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax. Deferred tax is provided on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes except for:

- When it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; or

- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits (excess of minimum corporate income taxes or MCIT over regular corporate income taxes or RCIT) and unused tax losses (net operating loss carryover or NOLCO), only if it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are re-assessed at the end of each reporting period and are recognized to the extent that it has become probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of reporting period.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to offset the current tax assets against the current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Related Parties and Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions or a member of the key management personnel of the reporting entity. Parties are also considered to be related if they are subject to common control or common significant influence.

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties. Transactions between related parties are accounted for at arm's length prices or on terms similar to those offered to non-related parties in an economically comparable market.

Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Group's total assets, or ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Group's total assets. Details of transactions entered into by the Group with related parties are reviewed in accordance with the Group's related party transactions policy.

Earnings Per Share (EPS)

Basic EPS is computed by dividing net profit or loss for the year attributable to common equity holders of the Parent Company, after recognition of the dividend requirement of preferred shares, as applicable, by the weighted average number of issued and outstanding common shares during the year, after giving retroactive effect to any stock dividends declared during the year.

Diluted EPS is computed by dividing net profit or loss for the year attributable to common equity holders of the parent by the weighted average number of issued and outstanding common shares during the year plus the weighted average number of common shares that would be issued on conversion of all the dilutive potential common shares into common shares. The calculation of diluted EPS does not assume conversion, exercise, or other issue of potential common shares that would have an anti-dilutive effect on EPS.

As the Group has no dilutive potential common shares outstanding, basic and diluted EPS are stated at the same amount.

Operating Segments

The Group is organized into business units wherein operating results are regularly monitored by the chief operating decision maker (CODM) for the purpose of making decisions about resource allocation and performance assessment. As permitted by PFRS 8, *Operating Segments*, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- the nature of products and services;
- the nature of production processes;
- the type or class of customer for the products and services; and
- the methods used to distribute their products and services.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are made using the best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

Events after the Reporting Date

Post year-end events that provide additional information about the Group's financial position at reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires management to exercise judgment, make accounting estimates and use assumptions that affect amounts of assets, liabilities, income and expenses reported in the consolidated financial statements. The judgment, accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. While management believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

Judgment

In the process of applying the Group's accounting policies, management has made the following judgment, apart from those involving accounting estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements.

Recognizing Revenue and Cost of Sale from Real Estate Sales:

- *Existence of a Contract*. The Group's primary document for a contract with a customer is a signed contract to sell, which contains all the criteria to qualify as contract with the customer under PFRS 15. In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history of customer, age of receivables and contract assets and pricing of the property. Management regularly evaluates the historical cancellations if it would still support its current threshold of customers' equity before commencing revenue recognition.

- *Revenue Recognition Method and Measure of Progress*. The Group concluded that revenue for real estate sales is to be recognized over time because (a) the Group's performance does not create an asset with an alternative use and; (b) the Group has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Group's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date.

  The Group has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Parent Company's performance in transferring control of real estate development to the customers.

- *Identifying Performance Obligation.* The Group has contracts to sell covering serviced lot. The Group concluded that there is one performance obligation in each of these contracts because, for serviced lot, the developer integrates the plots it sells with the associated infrastructure to be able to transfer the serviced land promised in the contract. Included also in this performance obligation is the Group's service to transfer the title of the real estate unit to the customer.

- *Recognition of Revenue and Cost of Sale of Real Estate*. Selecting an appropriate revenue recognition method for a particular sale transaction requires certain judgments based on sufficiency of cumulative payments by the buyer, completion of development and existence of a binding sales agreement between the Group and the buyer. The completion of development is determined based on actual costs incurred over the total estimated development costs reconciled with the Group engineer's judgment and estimates on the physical portion of contract work done if the development cost is beyond preliminary stage.

  The Group's cost of sale from real estate sales are disclosed in Note 26 to consolidated financial statements.

Assessing Joint Control and Determining Proper Classification of a Joint Arrangement. Management has used judgment in relation to the classification of the Group's interest in PinoyLotto and classified it as a joint operation. PinoyLotto is 50% owned by the Parent Company but controlled jointly with the other owner. PinoyLotto has been classified as a joint operation because the parties have equal number of board representatives and because relevant activities that significantly affect the return on the investment requires approval of representatives from both partners. Management's considerations include, but are not limited to, determining if the arrangement is structured through a separate vehicle and whether the legal form and contractual arrangements give the entity direct rights to the assets and obligations for the liabilities within the normal course of business. Other facts and circumstances are also assessed by management, including the entity's rights to the economic benefits of assets and its involvement and responsibility for settling liabilities associated with the arrangement.

Determining Subsidiaries with Material Non-controlling Interests and Material Associates. The Group is required to disclose certain financial information on its subsidiaries with material NCI and material associates.

Management determines subsidiaries with material NCI as those with assets greater than 5% of consolidated assets, or revenues and net income. Material associates are those where the carrying amount of investment or equity in net earnings is greater than 5% of the consolidated assets or net income at year end.

The Group has determined PLC as a subsidiary with material NCI in 2023, 2022 and 2021 (see Note 2) and APC group as its material associate as at December 31, 2023 and 2022 (see Note 14).

Accounting for Leases

- *Determination of Lease Term of Contracts with Renewal Options – Group as a Lessee.* The Group has lease contracts that include extension and termination options. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease and considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

- *Estimating the Incremental Borrowing Rate (IBR).* The Group uses its IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. It also requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

  The Group's lease liabilities are disclosed in Note 33 to consolidated financial statements.

- *Operating Lease – Group as a Lessor of Land and Building.* The Parent Company, as a lessor, has accounted for the lease agreements for its land and building under an operating lease. The Parent Company has determined that it has not transferred the significant risks and rewards of ownership of the leased properties to the lessee because of the following factors:

  a. the lessee will not acquire ownership of the leased properties upon termination of the lease;

  b. the lessee was not given an option to purchase the assets at a price that is sufficiently lower than the fair value at the date of the option;

  c. the lease term is not a major part of the economic life of the asset; and

  d. the present value of the minimum lease payments is not substantially all of the fair value of the leased asset.

  Lease income earned from lease of land and building are disclosed in Notes 10 and 33 to the consolidated financial statements.

- *Operating Lease – Group as a Lessor of Lottery Equipment.* POSC and TGTI leases to Philippine Charity Sweepstakes Office (PCSO) the lottery equipment it uses for its nationwide on-line lottery operations. POSC and TGTI have determined that they have retained substantially all the risks and benefits of ownership of the lottery equipment being leased to PCSO. The ownership of the asset is not transferred to the lessee by the end of the lease term, the lessee has no option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option is exercisable, and, the lease term is not for the major part of the asset's economic life. Accordingly, the lease is accounted for as an operating lease.

  Revenue from equipment rental are disclosed in Note 33 to consolidated financial statements.

Assessing the Collectability of Lease Income. The Group assesses whether it is probable that it will collect the consideration to which it will be entitled in accordance with the lease agreement. In evaluating whether collectability of an amount of consideration is probable, the Group considers any lease modifications and the customer's ability and intention to pay the amount of consideration. The amount of consideration to which the Group will be entitled may also be less than the consideration stated in the contract because the parties may agree on a concession. The Group assesses the collectability of these contracts at the inception and reassesses if there is an indication of a significant change in facts and circumstances.

In 2022 the Group, as a lessor, agreed to a concession for the periods 2022 until the end of the lease term in 2033, wherein the minimum guaranteed rental payments were reduced and additional variable lease payments will be made subject to certain conditions. Accordingly, the rental income was recognized up to the extent collectible.

Determining the Classification of Financial Instruments. Classification of financial assets under PFRS 9 depends on the results of the business model test and "sole payment of principal and interest" (SPPI) test performed by the Group. The Group exercises judgment in determining the business model to be used in managing its financial instruments to achieve their business objectives.

Determining the Fair Value of Financial Instruments. PFRS requires certain financial assets and liabilities to be carried at fair value, which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies. Any changes in fair value of these financial assets would affect profit and loss and equity.

The fair value of the Group's financial assets and liabilities are disclosed in Note 38 to consolidated financial statements.

Accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the financial reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Determining the Impairment of Receivables, Installment Receivables, Contract Assets and Advances to Associates. The Group uses the simplified approach for its impairment provisions for financial assets which are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selected inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates on the basis of current observable data to reflect the effects of current and forecasted economic conditions at the end of each reporting period.

Allowance for impairment losses and the carrying amounts of receivables, installment receivables, contract assets and advances to associates and allowance for doubtful accounts as at December 31, 2023 and 2022 are disclosed in Notes 7 and 14 to the consolidated financial statements. There was no provision for impairment losses in 2022 and 2021. In 2023, the Group recognized a reversal of allowance for impairment loss on receivables amounting to ₱21.2 million (see Note 7).

Determining Impairment Losses on Other Financial Assets at Amortized Cost. The Group determines the allowance for impairment loss of other financial assets at amortized cost using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of the financial assets. The provision for impairment loss recognized during the period is limited to 12-month ECL since the Group's other financial assets at amortized cost are considered to have low credit risk.

The Group did not recognize impairment loss on other financial assets at amortized cost in 2023, 2022 and 2021. The carrying values of cash and cash equivalents, guarantee deposits and refundable deposits and construction bond as at December 31, 2023 and 2022 are disclosed in Notes 5, 9 and 16 to the consolidated financial statements, respectively.

Determining the NRV of Real Estate for Sale and Supplies Inventory. Real estate for sale and supplies inventory are stated at lower of cost and NRV. The Group writes down the carrying value of real estate for sale and supplies inventory whenever the NRV becomes lower than cost.

The Group recognized a reversal of provision for impairment loss on spare parts and supplies. The carrying values of real estate for sale and spare parts and supplies inventory carried at lower of cost and NRV are disclosed in Notes 8 and 9 to the consolidated financial statements.

Estimating Useful Life of Gaming License. The useful life of the Group's gaming license recognized as "Intangible asset" account in the consolidated statements of financial position is estimated based on the period over which the asset is expected to be available for use. The estimated useful life of intangible asset is reviewed periodically and updated if expectations differ from previous estimates. If an intangible asset arises from contractual or other legal rights that are conveyed for a limited term that can be renewed, the useful life should include the renewal period only if there is evidence to support renewal by the entity without significant cost to the entity. Management concludes that the cost of renewal is not significant compared with the future economic benefits expected to flow to the Group from the renewal of gaming license. Hence, renewal period was included in the amortization period. The gaming license runs concurrent with PAGCOR's congressional franchise up to 2033 and renewable for another 25 years.

There were no changes in the estimated useful life of gaming license in 2023, 2022 and 2021. The carrying value of the gaming license is disclosed in Note 12 to the consolidated financial statements.

Estimating the Useful Lives of Depreciable Investment Properties, Property and Equipment Intangible Asset and ROU Assets. The Group estimates the useful lives of the depreciable investment properties, property and equipment, intangible asset and ROU assets based on the period over which these assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets. In addition, estimation of the useful lives is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

There were no changes in the estimated useful lives of depreciable investment properties, property and equipment and ROU assets in 2023, 2022 and 2021. The aggregate carrying amount of depreciable investment properties, property and equipment, intangible asset and ROU assets are disclosed in Notes 10, 13 and 33 to consolidated financial statements.

Assessing Impairment of Goodwill. The Group determines whether goodwill is impaired at least annually. This requires the estimation of the value in use of the CGUs to which the goodwill is allocated. Estimating value in use requires management to make an estimate of the expected future cash flows from the CGUs and to choose a suitable discount rate to calculate the present value of those cash flows. The key assumptions used in the value in use calculations include discount rate, revenue growth rate and long-term growth rate.

No impairment loss was recognized in 2023, 2022 and 2021. The carrying amount of goodwill as at December 31, 2023 and 2022 is disclosed in Note 15 to consolidated financial statements.

Assessing Impairment of Nonfinancial Assets (Except Goodwill). The Group assesses whether there are any indicators of impairment for all nonfinancial assets at each reporting date. Investments in associates, investment properties, ROU assets, property and equipment and intangible assets are reviewed for impairment when there are indicators that the carrying amounts may not be recoverable. Determining the value in use of these nonfinancial assets, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and assumptions that can materially affect the consolidated financial statements.

The Group did not recognize an impairment loss on right-of-use asset in 2023, 2022 and 2021. The carrying values of nonfinancial assets subjected to assessment of impairment indicators or review as at December 31, 2023 and 2022 are disclosed in Notes 9, 10, 12, 13, 14, 16 and 33 to the consolidated financial statements.

Assessing the Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The amount of deferred income tax assets that are recognized is based upon the likely timing and level of future taxable profits together with future tax planning strategies to which the deferred tax assets can be utilized.

Recognized and unrecognized deferred tax assets of the Group are disclosed in Note 32 to consolidated financial statements. Management believes that it is not probable that sufficient taxable income will be available to allow all these deferred tax assets to be utilized.

Evaluating Contingencies. The Group recognizes provision for possible claims when it is determined that an unfavorable outcome is probable and the amount of the claim can be reasonably estimated. The determination of reserves required, if any, is based on analysis of such individual issue, often with the assistance of outside legal counsel (see Note 17).

4. **Segment Information**

The operating businesses of the Group are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group is primarily in real estate development, property management and gaming and gaming-related activities. Others pertain to investment companies which are mostly dormant.

Segment assets include all operating assets used by a segment and consist principally of operating cash and cash equivalents, receivables, real estate for sale, land held for future development, investment properties, property and equipment and right of use assets, net of accumulated depreciation and impairment. Segment liabilities include all operating liabilities and consist principally of accounts payable and other liabilities. Segment assets and liabilities do not include deferred income taxes, investments and advances, and borrowings.

Segment revenue, segment expenses and segment performance include transfers among business segments. The transfers, if any, are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in the consolidation.

The amounts of segment assets and liabilities and segment profit or loss are based on measurement principles that are similar to those used in measuring assets and liabilities and profit or loss in the consolidated financial statements, which are in accordance with PFRS.

Financial information about the Group's business segments are shown below:

	(In Thousands)				
	2023				
	Real Estate Development and Property Management	**Gaming and Gaming Related Activities**	**Others**	**Eliminations/ Adjustments**	**Consolidated**
Earnings Information					
Revenue	**₱2,714,487**	**₱2,940,888**	**₱–**	**(₱54,000)**	**₱5,601,375**
Costs and expenses	**(2,022,167)**	**(991,162)**	**(363)**	**176,864**	**(2,836,828)**
Interest expense	**(724,651)**	**(17,903)**	**–**	**205,583**	**(536,971)**
Interest income	**10,849**	**254,012**	**5**	**(205,583)**	**59,283**
Other income - net	**1,267,829**	**271,883**	**9,373**	**(1,269,277)**	**279,808**
Income before income tax	**1,246,347**	**2,457,718**	**9,015**	**(1,146,413)**	**2,566,667**
Provision for income tax	**(9,683)**	**(133,799)**	**–**	**–**	**(143,482)**
Net income	**₱1,236,664**	**₱2,323,919**	**₱9,015**	**(₱1,146,413)**	**₱2,423,185**
Net income attributable to equity holders of the parent	**₱1,236,664**	**₱1,784,290**	**₱9,015**	**(₱1,146,413)**	**₱1,883,556**
Other Information					
Investments in and advances to associates	**₱10,249,423**	**₱–**	**₱–**	**(₱10,127,420)**	**₱122,003**
Investments held for trading	**–**	**100,013**	**–**	**–**	**100,013**
Investments at FVOCI	**9,981,060**	**129,667**	**205,776**	**(298,162)**	**10,018,341**
Total assets	**53,881,606**	**18,324,848**	**358,703**	**(16,854,407)**	**55,710,750**
Total liabilities	**17,547,045**	**1,276,596**	**2,664,630**	**(5,193,603)**	**16,294,668**
Depreciation and amortization	**(1,175,634)**	**(286,449)**	**–**	**122,863**	**(1,339,220)**

	(In Thousands) 2022				
	Real Estate Development and Property Management	Gaming and Gaming Related Activities	Others	Eliminations/ Adjustments	Consolidated
Earnings Information					
Revenue	₱3,393,377	₱2,079,896	₱–	(₱54,000)	₱5,419,273
Costs and expenses	(2,305,358)	(942,548)	(86)	176,864	(3,071,128)
Interest expense	(641,454)	(221)	–	125,333	(516,342)
Interest income	728	147,434	2	(125,333)	22,831
Other income - net	1,257,694	6,468	230	(1,251,865)	12,527
Income (loss) before income tax	1,704,987	1,291,029	146	(1,129,001)	1,867,161
Provision for income tax	(121,620)	(35,084)	–	–	(156,704)
Net income (loss)	₱1,583,367	₱1,255,945	₱146	(₱1,129,001)	₱1,710,457
Net income (loss) attributable to equity holders of the parent	₱1,583,367	₱941,239	₱146	(₱1,129,001)	₱1,395,751
Other Information					
Investments in and advances to associates	₱10,253,148	₱–	₱–	(₱10,133,876)	₱119,272
Investments held for trading	–	72,682	–	–	72,682
Investments at FVOCI	8,746,796	686,731	196,441	(308,876)	9,321,092
Total assets	54,073,314	16,985,906	347,896	(18,649,395)	52,757,721
Total liabilities	19,567,517	816,521	2,663,890	(6,803,070)	16,244,858
Capital expenditures	22,570	86	–	–	22,656
Depreciation and amortization	(1,158,414)	(261,109)	–	122,864	(1,296,659)

	(In Thousands) 2021				
	Real Estate Development and Property Management	Gaming and Gaming Related Activities	Others	Eliminations/ Adjustments	Consolidated
Earnings Information					
Revenue	₱1,748,297	₱1,726,637	₱–	(₱54,000)	₱3,420,934
Costs and expenses	(2,122,722)	(963,909)	(3,363)	176,864	(2,913,130)
Interest expense	(715,440)	(749)	–	112,357	(603,832)
Interest income	2,231	135,104	3	(112,357)	24,981
Other income -net	1,019,589	287,078	186	(1,019,233)	287,620
Income (loss) before income tax	(68,045)	1,184,161	(3,174)	(896,369)	216,573
Benefit from (provision for) income tax	589,881	(61,252)	–	–	528,629
Net income (loss)	₱521,836	₱1,122,909	(₱3,174)	(₱896,369)	₱745,202
Net income attributable to equity holders of the parent	₱521,836	₱1,193,903	(₱3,174)	(₱1,135,582)	₱576,983
Other Information					
Investments in and advances to associates	₱10,252,972	₱–	₱–	(₱10,133,284)	₱119,688
Investments at held for trading	–	73,054	–	–	73,054
Investments at FVOCI	6,773,226	721,167	213,699	(437,672)	7,270,420
Total assets	52,046,935	17,084,896	364,770	(18,469,024)	51,027,577
Total liabilities	21,039,583	686,364	2,663,651	(6,371,454)	18,018,144
Capital expenditures	14,745	508,847	–	–	523,592
Depreciation and amortization	1,091,963	81,572	–	115,609	1,289,144

Revenues amounting to ₱4,457.6 million, ₱3,615.1 million and ₱2,108.2 million in 2023, 2022, and 2021,respectively are solely collectible from Melco and revenues amounting to ₱502.4 million, ₱519.1 million and ₱426.3 million in 2023 and 2022, and 2021 are solely collectible from PCSO.

The following shows the reconciliations of reportable segment revenues, net profit, assets and liabilities to the Group's consolidated amounts:

	2023	2022	2021
Revenues			
Total revenue for reportable segments	**₱5,655,375**	₱5,473,273	₱3,474,934
Elimination for intercompany revenue	**(54,000)**	(54,000)	(54,000)
Total consolidated revenues	**₱5,601,375**	₱5,419,273	₱3,420,934
Net Profit for the Year			
Total profit for reportable segments	**₱3,569,598**	₱2,839,458	₱1,641,571
Elimination for intercompany profits	**(1,146,413)**	(1,129,001)	(896,369)
Consolidated net profit	**₱2,423,185**	₱1,710,457	₱745,202
Assets			
Total assets for reportable segments	**₱45,470,393**	₱43,244,675	₱43,564,415
Investments in and advances to associates	**122,003**	119,272	119,688
Investments at FVTPL	**100,013**	72,682	7,270,420
Investments at FVOCI	**10,018,341**	9,321,092	73,054
Total assets	**₱55,710,750**	₱52,757,721	₱51,027,577
Liabilities			
Total liabilities for reportable segments	**₱7,879,624**	₱8,309,531	₱8,700,767
Loans payable	**1,358,840**	450,000	1,995,017
Long-term debt	**4,466,765**	4,937,500	4,885,000
Deferred tax liabilities - net	**2,479,013**	2,483,336	2,377,323
Advances from related parties*	**110,426**	64,491	60,037
Total liabilities	**₱16,294,668**	₱16,244,858	₱18,018,144

**Presented under "Trade payables and other current liabilities" account in the consolidated statement of financial position.*

The Parent Company's BOD, the chief operating decision maker of the Group, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, financing (including interest expense and interest income) and income taxes are managed as a whole and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Disclosure of the geographical information regarding the Group's revenues from external customers and total assets have not been provided since all of the Group's consolidated revenues are derived from operations within the Philippines.

Capital expenditures consist of additions of property and equipment and expenditures on investment properties.

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	(In Thousands)		
	2023		
Type of revenue	**Real Estate Development and Property Management**	**Gaming and gaming related activities**	**Total**
Lease income	**₱1,988,767**	**₱–**	**₱1,988,767**
Gaming revenue share - net	**–**	**2,339,335**	**2,339,335**
Sale of real estate	**302,594**	**–**	**302,594**
Equipment rental	**–**	**599,221**	**599,221**
Revenue from property management	**235,122**	**–**	**235,122**
Other revenues	**136,336**	**–**	**136,336**
Revenue from contracts with customers	**₱2,662,819**	**₱2,938,556**	**₱5,601,375**

	(In Thousands)		
	2022		
Type of revenue	Real Estate Development and Property Management	Gaming and gaming related activities	Total
Gaming revenue share - net	₱2,054,273	₱–	₱2,054,273
Lease income	–	1,560,845	1,560,845
Sale of real estate	862,889	–	862,889
Equipment rental	–	519,051	519,051
Revenue from property management	211,548	–	211,548
Other revenues	210,667	–	210,667
Revenue from contracts with customers	₱3,339,377	₱2,079,896	₱5,419,273

	(In Thousands)		
	2021		
Type of revenue	Real Estate Development and Property Management	Gaming and gaming related activities	Total
Lease income	₱–	₱1,300,291	₱1,300,291
Gaming revenue share - net	807,921	–	807,921
Equipment rental	587,812	–	587,812
Sale of real estate	–	426,346	426,346
Revenue from property management	179,618	–	179,618
Other revenues	118,946	–	118,946
Revenue from contracts with customers	₱1,694,297	₱1,726,637	₱3,420,934

All revenue from contracts with customers pertains to revenue recognized over time.

5. **Cash and Cash Equivalents**

This account consists of:

	(In Thousands)	
	2023	2022
Cash on hand and in banks	**₱643,902**	₱656,745
Cash equivalents	**1,528,303**	1,217,177
	₱2,172,205	₱1,873,922

Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short-term investments which are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates.

Interest income earned from cash in banks and cash equivalents amounted to ₱59.3 million, ₱19.2 million and ₱18.9 million in 2023, 2022 and 2021, respectively (see Note 30).

6. **Investments Held for Trading**

This account consists of the Group's investments in quoted shares of stocks. Movements in this account are as follows:

	(In Thousands)	
	2023	2022
Balance at beginning of year	**₱72,682**	₱73,054
Unrealized marked-to-market gain (loss)	**54,078**	(372)
Disposals	**(26,747)**	–
Balance at end of year	**₱100,013**	₱72,682

The fair values of these securities are based on the quoted prices on the last market day of the year. The Group determines the cost of investments sold using specific identification method.

Unrealized valuation gain (loss) were recognized under "Unrealized gain (loss) on investment held for trading" account in the consolidated statements of comprehensive income.

There was no dividend income received from instruments held for trading in 2023, 2022 and 2021 respectively.

7. Receivables

This account consists of:

	Note	2023 (In Thousands)	2022 (In Thousands)
Trade receivables:			
Leases	33	**₱2,847,521**	₱3,106,354
Real estate sales and installment receivables		**1,540,884**	1,740,042
Gaming revenue share		**202,500**	14,807
Property management		**45,858**	53,860
Equipment rental		**119,185**	66,548
Receivable from a Share Swap Agreement		**422,342**	422,342
Advances to consultants		**127,500**	127,500
Contract assets		**–**	4,000
Others		**273,068**	230,882
		5,578,858	5,766,335
Less allowance for impairment losses		**699,428**	720,628
		4,879,430	5,045,707
Less installment receivables - noncurrent portion		**1,053,079**	1,197,151
		₱3,826,351	₱3,848,556

Trade receivables from leases, equipment rental and property management are on a 30 to 60 days credit term.

Trade receivables from real estate sales are noninterest-bearing and are generally collected in installment within three to five years.

Gaming revenue share is collectible on a 20 days credit term. This pertains to the Group's receivable from Melco for the gaming revenue share in the operations of City of Dreams Manila.

The receivable from a Share Swap Agreement (the Agreement) is a receivable from Paxell Investment Limited and Metroplex Berhad (both Malaysian companies, collectively referred to as "Metroplex") amounting to ₱422.3 million representing the cost of rescission of the Agreement involving PLC shares. This is fully provided with allowance for impairment loss as at December 31, 2023 and 2022.

Advances to consultants are noninterest-bearing and are subject to liquidation but are for refund to the Group in the absence of any output.

Contract assets were recognized for the earned consideration but not yet billed for the transfer of right to use POSC's brand and trademark license. This was billed and collected in full in 2023.

Other receivables are noninterest-bearing and generally have 30 to 90 days term.

The movement and balances of allowance for impairment loss are as follows:

	Note	2023 (In Thousands)	2022
Balance at beginning of year		**₱720,628**	₱720,628
Reversal	29	**(21,200)**	–
Balance at end of year		**₱699,428**	₱720,628

The reversal is due to subsequent collection of receivables previously provided with allowance for impairment losses.

Movements of unamortized discount on trade receivables from real estate sales are as follows:

	Note	2023 (In Thousands)	2022
Trade receivables at POC		**₱1,707,452**	₱1,955,954
Less discount on trade receivables:			
Balance at beginning of year		**215,912**	172,559
Amortization	23	**(98,571)**	(105,051)
Discount		**49,227**	148,404
Balance at end of year		**166,568**	215,912
		₱1,540,884	₱1,740,042

As at December 31, 2023 and 2022, receivables from real estate at POC of ₱1,707.5 million and ₱1,956.0 million, respectively, were recorded initially at fair value. The fair value of the receivables was obtained by discounting future cash flows using applicable interest rates ranging from 3.68% to 21.22% in 2023 and 3.88% to 15.97% in 2022.

Interest income earned from contract assets amounted to nil, ₱3.7 million and ₱6.1 million in 2023, 2022 and 2021 respectively (see Notes 30 and 36).

8. Land Held for Future Development and Real Estate for Sale

Land Held for Future Development

A summary of the movement in land held for development in 2023 and 2022 is set out below:

	2023 (In Thousands)	2022
Balance at beginning of year	**₱3,025,976**	₱3,021,120
Acquisitions	**9,983**	4,856
Balance at end of year	**₱3,035,959**	₱3,025,976

Land held for future development consists of properties in Tagaytay City, Batangas and Cavite. It includes certain parcels of land with a carrying value of ₱911.1 million and ₱909.9 million as at December 31, 2023 and 2022, respectively, which are already in the Group's possession but are not yet fully paid pending the transfer of certificates of title to the Group. Outstanding payable related to the acquisition shown under "Trade and other current liabilities" account in the consolidated statements of financial position amounted to ₱144.9 million and ₱145.2 million as at December 31, 2023 and 2022, respectively (see Note 17).

Real Estate for Sale

A summary of the movements in real estate for sale is set out below:

		(In Thousands)	
	Note	**2023**	2022
Balance at beginning of year		**₱163,189**	₱351,120
Cost of real estate sold	26	**(142,002)**	(443,407)
Repossession		**114,384**	160,956
Development costs incurred		**20,085**	94,520
Balance at end of year		**₱155,656**	₱163,189

As at December 31, 2023 and 2022, the cost of land held for future development and real estate held for sale were lower than its net realizable value. There were no provision for impairment losses recognized in 2023, 2022 and 2021.

9. **Other Current Assets**

This account consists of:

		(In Thousands)	
	Note	**2023**	2022
CWT		**₱1,164,064**	₱1,051,027
Input VAT		**581,555**	605,818
Advances to contractors and suppliers		**346,289**	558,393
Prepaid expenses		**200,553**	204,889
Guarantee deposits	36	**91,201**	14,500
Advances to officers and employees		**4,310**	3,916
Spare parts and supplies		**3,873**	4,283
Advances for land acquisitions		**–**	1,525,975
		2,391,845	3,968,801
Less allowance for impairment losses		**23,374**	23,366
		₱2,368,471	₱3,945,435

CWT pertains to the withholding tax related to the goods sold and services rendered by the Group.

Advances to contractors and suppliers are noninterest-bearing and are expected to be applied against future billings. This account includes advances for the acquisition of online lotto equipment by the PinoyLotto for the 2021 PLS Project. In 2023 the Group reclassified advances to suppliers amounting to ₱207.1 million to property and equipment.

Prepaid expenses and others pertain to various prepayments for insurance, commission and subscriptions.

Guarantee deposits pertain to cash bonds held in escrow account as part of the agreements with PCSO.

Spare parts and supplies are carried at lower of cost or net realizable value. Reversals of provision for probable losses on spare parts and supplies are netted against related expense account under "Cost of lottery services" account in the consolidated statements of comprehensive income.

Advances for land acquisitions pertain to downpayments made by the Group for its purchase of land. In 2023, the Group reclassified the advances for land acquisitions to investment properties.

Movements in allowance for impairment losses are as follows:

	(In Thousands)	
	2023	2022
Balance at beginning of year	**₱23,366**	₱56,944
Provisions	**8**	62
Reversals	**–**	(33,640)
Balance at end of year	**₱23,374**	₱23,366

10. **Investment Properties**

This account consists of:

	(In Thousands)				
	2023				
	Land	**Building**	**ROU Building Improvements**	**ROU Land**	**Total**
Cost					
Balances at beginning of year	**₱1,869,025**	**₱18,434,220**	**₱2,509,013**	**₱6,964,513**	**₱29,776,771**
Additions	**1,617,853**	**–**	**–**	**2,661,872**	**4,279,725**
Balances at end of year	**3,486,878**	**18,434,220**	**2,509,013**	**9,626,385**	**34,056,496**
Accumulated Depreciation and Amortization					
Balances at beginning of year	**–**	**4,014,042**	**1,109,145**	**1,414,335**	**6,537,522**
Depreciation and amortization	**–**	**403,155**	**215,390**	**532,972**	**1,151,517**
Balances at end of year	**–**	**4,417,197**	**1,324,535**	**1,947,307**	**7,689,039**
Carrying Amount	**₱3,486,878**	**₱14,017,023**	**₱1,184,478**	**₱7,679,078**	**₱26,367,457**

	(In Thousands)				
	2022				
	Land	Building	ROU Building Improvements	ROU Land	Total
Cost					
Balances at beginning of year	₱1,869,025	₱18,434,220	₱2,509,013	₱6,964,513	₱29,776,771
Accumulated Depreciation and Amortization					
Balances at beginning of year	–	3,631,677	887,958	885,701	5,405,336
Depreciation and amortization	–	382,365	221,187	528,634	1,132,186
Balances at end of year	–	4,014,042	1,109,145	1,414,335	6,537,522
Carrying Amount	₱1,869,025	₱14,420,178	₱1,399,868	₱5,550,178	₱23,239,249

The fair values of investment properties as at December 31, 2023 and 2022, are higher than its carrying value, as determined by management and an independent appraiser who holds a recognized and relevant professional qualification (see Note 38). The valuation of investment properties was based on income approach for the building and sales comparison approach for the land. The fair value was determined in accordance with International Valuation Standards as set out by the International Valuation Standards Committee and management's assessment.

In determining the fair value of the investment properties, management and the independent appraisers considered the neighborhood data, community facilities and utilities, land data, sales prices of similar or substitute properties and the highest and best use of investment properties. The Group assessed that the highest and best use of its properties does not differ from their current use.

Lease income generated from investment properties amounted to ₱1,988.8 million, ₱2,054.3 million and ₱807.9 million in 2023, 2022 and 2021, respectively. Direct cost related to the investment properties amounted to ₱1,356.0 million, ₱1,337.7 million and ₱1,294.9 million in 2023, 2022 and 2021, respectively, (see Note 27).

Depreciation and amortization arise from the following:

		(In Thousands)		
	Note	**2023**	2022	2021
Investment properties		**₱1,151,517**	₱1,132,186	₱1,065,964
Intangible asset	12	**115,834**	115,834	115,834
Property and equipment	13	**58,916**	31,399	83,073
ROU asset	33	**12,953**	17,240	24,372
		₱1,339,220	₱1,296,659	₱1,289,243

Depreciation and amortization are allocated as follows:

		(In Thousands)		
	Note	**2023**	2022	2021
Cost of lease income	27	**₱1,151,517**	₱1,132,186	₱1,069,566
Cost of gaming operations	25	**115,834**	115,834	115,834
Cost of lottery services	24	**39,125**	29,218	71,071
Cost of services for property management	28	**17,590**	10,549	9,400
General and administrative expenses	29	**15,154**	8,872	23,372
		₱1,339,220	₱1,296,659	₱1,289,243

11. **Financial Assets at FVOCI**

This account consists of:

	(In Thousands)	
	2023	2022
Club shares	**₱7,795,100**	₱6,399,100
Shares of stock:		
Quoted	**2,088,894**	2,806,023
Unquoted	**134,347**	115,970
	₱10,018,341	₱9,321,093

The movements of financial assets at FVOCI in 2023 and 2022 are as follows:

	(In Thousands)	
	2023	2022
Cost		
Balance at beginning of year	**₱4,402,396**	₱4,420,520
Additions	**9,958**	19,258
Disposals	**(489,608)**	(37,382)
Balance at end of year	**3,922,746**	4,402,396
Cumulative unrealized valuation gain on financial assets at FVOCI		
Balance at beginning of year	**4,918,697**	2,849,900
Unrealized gain	**1,405,019**	2,087,382
Realized loss (gain) on disposal	**(228,121)**	(18,585)
Balance at end of year	**6,095,595**	4,918,697
	₱10,018,341	₱9,321,093

The fair values of club shares and quoted equity securities are based on the quoted prices on the last market day of the year. The Group determines the cost of investments sold using specific identification method.

Dividend income earned from financial assets at FVOCI amounting to ₱15.0 million, ₱6.3 million and ₱5.3 million in 2023, 2022 and 2021, respectively, were recognized in "Other income (charges)" account in the consolidated statements of comprehensive income (see Note 31).

Realized gain from sale of financial assets at FVOCI were reclassified from "Other reserves" account to "Retained earnings" account in the consolidated statements of financial position.

Black Spade Acquisition, Inc. (BSA)

Investment in BSA with a total acquisition cost of ₱496.6 million pertains to 1,000,000 units of BSA which is composed of 1,000,000 common shares and 500,000 share warrants. Each whole warrant entitles the holder to purchase one Class A ordinary share at a price of $11.50 per share. Share warrants were classified under "Investments held for trading" account (see Note 6).

On April 17, 2023, SLRC assigned all its rights and obligations to the investment in common shares and share warrants to PLAI. PLAI redeemed the common shares for ₱443.4 million and sold the remaining shares for ₱266.9 million. Share warrants was sold for ₱147.4 million resulting to a gain on sale amounting to ₱146.5 million in 2023 (see Note 31).

The fair value of investment in BSA is based on the quoted price as at reporting date while the fair value investment in golf club shares is based on secondary market prices as at reporting date.

12. Intangible Asset

Intangible asset includes the gaming license granted by PAGCOR for which PLAI is a co-licensee to operate integrated resorts, including casinos. On April 29, 2015, PAGCOR granted the Regular Gaming License ("License"). The License runs concurrent with PAGCOR's Congressional Franchise, set to expire in 2033, and renewable for another 25 years.

The amortization of the intangible asset started on December 14, 2014, the effectivity of the Notice to Commence Casino Operations granted by PAGCOR. The unamortized life of the license as at December 31, 2023 is 34.5 years.

The movements in intangible asset are as follows:

	Note	(In Thousands) 2023	2022
Cost			
Balance at beginning and end of year		**₱5,261,186**	₱5,261,186
Accumulated Amortization			
Balance at beginning of year		**1,143,482**	1,027,648
Amortization	10	**115,834**	115,834
Balance at end of year		**1,259,316**	1,143,482
Net Carrying Amount		**₱4,001,870**	₱4,117,704

13. Property and Equipment

The movements of this account are as follows:

	Note	Lottery Equipment	Land and Leasehold Improvements	Machinery and Equipment	Condominium Units and Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
		In Thousands 2023						
Cost								
Balance at beginning of year		**₱495,106**	**₱259,022**	**₱336,688**	**₱248,955**	**₱61,657**	**₱121,739**	**₱1,523,167**
Additions		**701,071**	**3,538**	**22,232**	**4,814**	**577**	**39,133**	**771,365**
Disposals		**(506,421)**	**–**	**–**	**–**	**(4,288)**	**(24,241)**	**(534,950)**
Balance at end of year		**689,756**	**262,560**	**358,920**	**253,769**	**57,946**	**136,631**	**1,759,582**
Accumulated Depreciation and Impairment								
Balance at beginning of year		**495,106**	**257,612**	**278,002**	**243,765**	**57,326**	**117,492**	**1,449,303**
Depreciation	10	**35,054**	**239**	**14,174**	**1,440**	**3,476**	**4,533**	**58,916**
Disposal		**(506,421)**	**–**	**–**	**–**	**(4,127)**	**(24,417)**	**(534,965)**
Balance at end of year		**23,739**	**257,851**	**292,176**	**245,205**	**56,675**	**97,608**	**973,254**
Net Carrying Amount		**₱666,017**	**₱4,709**	**₱66,744**	**₱8,564**	**₱1,271**	**₱39,023**	**₱786,328**

	Note	Lottery Equipment	Land and Leasehold Improvements	Machinery and Equipment	Condominium Units and Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
		In Thousands 2022						
Cost								
Balance at beginning of year		₱527,640	₱269,138	₱320,098	₱245,361	₱82,237	₱140,846	₱1,585,320
Additions		–	–	16,590	3,594	–	2,472	22,656
Disposal		(32,534)	(10,116)	–	–	(20,580)	(21,579)	(84,809)
Balance at end of year		495,106	259,022	336,688	248,955	61,657	121,739	1,523,167
Accumulated Depreciation and Impairment								
Balance at beginning of year		515,170	266,523	269,728	242,828	69,236	135,753	1,499,238
Depreciation	10	13,023	528	8,274	937	4,677	3,960	31,399
Disposal		(33,087)	(9,439)	–	–	(16,587)	(22,221)	(81,334)
Balance at end of year		495,106	257,612	278,002	243,765	57,326	117,492	1,449,303
Net Carrying Amount		₱–	₱1,410	₱58,686	₱5,190	₱4,331	₱4,247	₱73,864

Since the ELA was terminated on September 30, 2023, the Group retired fully depreciated lottery equipment at cost of ₱506.4 million.

Allowance for impairment loss on property and equipment amounted to ₱186.30 million as at December 31, 2023 and 2022.

14. **Investments in and Advances to Associates**

This account mainly consists of investment in APC Group, Inc., an entity incorporated in the Philippines, where the Parent Company has an effective interest of 48.8%.

	Note	(In Thousands) 2023	2022
Investments in associates - net of allowance for impairment in value of ₱354.0 million		**₱121,477**	₱118,744
Advances to associates and related parties - net of allowance for impairment loss of ₱130.3 million	35	**526**	528
		₱122,003	₱119,272

Investment in associates as of December 31, 2023 and 2022 consist of:

	Note	(In Thousands) 2023	2022
Acquisition cost		**₱5,716,536**	₱5,716,536
Accumulated equity in net losses			
Balance at beginning of year		**(5,255,333)**	(5,254,916)
Share in net income (loss)	31	**2,733**	(417)
Balance at end of year		**(5,252,600)**	(5,255,333)
Accumulated share in unrealized gain on financial assets at FVOCI of associates - Balance at beginning and end of year		**14,061**	14,061
		477,997	475,264
Allowance for impairment in value		**(354,019)**	(354,019)
Equity share in cost of Parent Company common shares held by associates		**(2,501)**	(2,501)
		₱121,477	₱118,744

The Group has an outstanding balance of subscription payable pertaining to these investments amounting to ₱45.9 million as at December 31, 2023 and 2022 (see Note 17).

The fair values of investment in APC Group, Inc., which is publicly listed in the PSE, amounted to ₱822.5 million and ₱721.0 million as at Dcember 31, 2023 and 2022, respectively. Fair values are determined by reference to quoted market price at the close of business as at reporting date.

The financial information of APC Group, Inc. is summarized below:

	(In Thousands)	
	2023	2022
Total current assets	**₱27,468**	₱19,630
Total noncurrent assets	**241,521**	240,001
Total current liabilities	**111,662**	108,831
Total noncurrent liabilities	**3,948**	3,481
Total equity	**153,379**	147,319
Revenue	**13,663**	506
Net income (loss)	**5,034**	(888)
Total comprehensive income (loss)	**6,601**	(358)

15. **Goodwill**

Goodwill acquired from business combinations as at December 31, 2023 and 2022 consist of (in thousands):

Acquisition of:	
POSC	₱1,717,644
FRI	110,934
	1,828,578
Allowance for impairment	(902,570)
	₱926,008

No provision for impairment loss on goodwill was recognized in 2023, 2022 and 2021.

The goodwill from the acquisitions has been subjected to the annual impairment review in 2023 and 2022. The recoverable amounts of the operations have been determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by management. The cash flow projections cover five years, taking into consideration the effect of significant events on the macroeconomic factors used in developing the assumptions.

Key assumptions used in value in use calculations

The calculations of value in use for the cash-generating units are most sensitive to the following assumptions:

POSC

Discount Rate. Discount rate reflects management's estimate of the risks specific to the CGU. The pre-tax discount rate of 7.00%, 9.79% and 5.08% was used in 2023, 2022, and 2021 respectively, based on the Weighted Average Cost of Capital (WACC) of POSC.

Revenue Growth Rate, Long-Term Growth Rate and Terminal Values. No growth rate was applied in the 5-year cash flow projections in 2023 and 2022, considering the contract of PinoyLotto with PCSO and historical performance of POSC.

FRI
The recoverable amount of goodwill from the acquisition of FRI by TGTI was determined based on value-in-use calculations using actual past results and observable market data such as growth rates, operating margins, among others. The expected cash flows are discounted by applying a suitable WACC.

With the change in FRI's exclusivity arrangement with its principal, goodwill in FRI was fully provided with allowance for impairment loss as at December 31, 2023 and 2022.

16. Other Noncurrent Assets

This account consists of:

	Note	2023 (In Thousands)	2022 (In Thousands)
CWT		**₱518,629**	₱405,968
Refundable deposits and construction bonds		**130,022**	127,227
Deferred input VAT		**55,698**	75,650
Pension asset	34	**4,098**	4,508
Advances to contractors		**–**	139,740
Others		**1,040**	3,301
		₱709,487	₱756,394

Refundable deposits are subject to adjustments every year if rent rates increase and shall be returned to the Group without interest.

Deferred input VAT pertains to noncurrent portion of unamortized input VAT on purchases of capital goods.

Advances to contractors are advances that are expected to be refunded within two years after project's completion. This was fully recouped against contractor billings in 2023.

17. Trade and Other Current Liabilities

This account consists of:

	Note	(In Thousands) 2023	2022
Trade		**₱370,892**	₱205,705
Accrued expenses		**749,645**	703,232
Withholding and output VAT payable		**219,588**	255,739
Payables for land acquisitions	8	**144,863**	145,157
Customers' deposits		**78,444**	52,925
Advances from joint operators		**67,500**	13,111
Advances from related parties	35	**63,062**	64,491
Subscription payable	14	**45,928**	45,928
Consultancy, software and license and management fees payable		**8,866**	22,551
Refundable deposit and others		**2,631**	15,862
Unearned income		**–**	209,080
		₱1,751,419	₱1,733,781

Trade payables are non interest-bearing with an average term of 90 days.

Accrued expenses and other payables mainly represent provisions. Other than provisions, accruals are usually payable within a 30-day term upon receipt of billing. The Group provides for probable losses. Provisions represent estimated probable losses arising in the normal course of business. As allowed under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, further information are not disclosed so as not to prejudice the Group's position on the matter. In 2023 and 2022, the Group recognized provisions amounting to ₱124.7 million and ₱187.3 million, respectively (see Note 29). In 2021, reversal of provisions amounted to ₱281.3 million (see Note 31).

Unearned income pertains to the advance payment from Melco, which was applied as payment of PLAI's gaming revenue share in 2023.

Payables for land acquisitions represent unpaid purchase price of land acquired from various land owners (see Note 8). These are noninterest-bearing and are due and demandable.

Customers' deposits pertain to collections received from buyers for projects with pending recognition of sale.

18. Loans Payable

Loans payable represent unsecured peso-denominated loans obtained from local banks with annual interest rates ranging from 3.95% to 6.88% and 2.30% to 6.25% in 2023 and 2022, respectively.

The carrying amount of outstanding loans payable amounted to ₱1,300.0 million and ₱450.0 million as at December 31, 2023 and 2022, respectively.

Interest expense on loans payable charged to operations amounted to ₱27.7 million, ₱30.3 million and ₱58.0 million in 2023, 2022 and 2021, respectively (see Note 30).

19. **Other Noncurrent Liabilities**

This account consists of the following:

		(In Thousands)	
	Note	**2023**	2022
Deferred lease income		**₱237,225**	₱225,583
Refundable deposits		**138,136**	150,591
Retirement liability	34	**21,755**	17,903
		₱397,116	₱394,077

Deferred lease income is recognized initially as the difference between the principal amount and present value of refundable deposits at the lease inception date and subsequently amortized on a straight-line basis over the lease term.

20. **Long-term Debt**

This account consists of the following:

	(In Thousands)	
	2023	2022
Long-term debt	**₱4,525,589**	₱4,937,500
Current portion	**(2,087,824)**	(29,000)
Noncurrent portion	**₱2,437,765**	₱4,908,500

BDO Unibank, Inc.
On March 6, 2018, the Parent Company availed of ₱3,000.0 million credit facility for the purpose of refinancing its short-term loans with other banks and other general funding requirements. The loan is payable at the end of its seven-year term, is unsecured and bears an interest rate of 3.25% to 4.25% in 2023 and 4.00% to 4.90% in 2022.

Outstanding balance of the loan amounted to ₱600.0 million and ₱1,400.0 million as at December 31, 2023 and 2022, respectively

China Banking Corporation
On November 13, 2020, the Parent Company has availed of ₱3,500.0 million facility for the purpose of financing capital expenditures, refinancing existing debt obligations and other general corporate purposes. These are unsecured and payable annually within five years with an annual fixed interest rate of 4.75%.

The Parent Company drew down ₱1,000.0 million from the facility in 2020 and an additional ₱2,500.0 million in 2021. Outstanding balance of the loan amounted to ₱3,455.0 million and ₱3,470.0 million as at December 31, 2023 and 2022, respectively.

Union Bank of the Philippines, Inc.
On October 15, 2022, PinoyLotto entered into a long-term loan agreement for a loan facility with a maximum aggregate principal amount of ₱1,000.0 million, the proceeds of which shall be used to partially finance the capital expenditure requirements of its PLS project.

In November 2022, PinoyLotto made its first drawdown for the principal amount of ₱135.0 million. The loan has a term of five years, payable in equal quarterly installments beginning on the second year from the initial drawdown up to the maturity. Annual effective interest rate on the loan is 7.96%.

In 2023, Pinoylotto made the remaining drawdowns for the principal amount of ₱865.0 million. The loans will mature on November 15, 2027, payable in equal quarterly installments. The annual effective interest rate on the loans ranges from 6.54% to 6.85%.

The loan is secured by a continuing surety of POSC and PGMC and maintenance of a debt service reserve account. Outstanding balance of the loan amounted to ₱470.6 million and ₱67.5 million as at December 31, 2023 and 2022, respectively.

Covenants

The loan agreements provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. During the term of the loan, the Parent Company and PinoyLotto should comply with the minimum current ratio of 1.0x to 1.3x and maximum debt to equity ratio of 2.0x to 3.5x.

Pursuant to the terms of the loan agreement, PinoyLotto is required to comply with certain financial covenants starting June 30, 2024. PinoyLotto needs to comply with certain parameters of the loan agreement such as required financial ratios and avoiding corporate acts that may result in the event of default.

As at December 31, 2023 and 2022, the Group is in compliance with the terms of its loan covenants.

Repayment Schedule

The repayment schedules of long-term debt are as follows:

	(In Thousands)	
	2023	2022
Within one year	**₱2,087,824**	₱29,000
Within one to five years	**2,437,765**	4,841,000
Beyond one year to five years	**–**	67,500
	₱4,525,589	₱4,937,500

Interest expense on long-term debt amounted to ₱219.3 million, ₱204.9 million and ₱225.2 million in 2023, 2022 and 2021, respectively (see Note 30).

21. Equity

Preferred Stock

As at December 31, 2023 and 2022, the Parent Company has not issued any preferred stock out of the authorized 6,000,000,000 shares at ₱1 par value. Pursuant to the Parent Company's articles of incorporation, the rights and features of the preferred stock shall be determined through a resolution of the BOD prior to issuance.

Common Stock

As at December 31, 2023 and 2022, the Parent Company's authorized common stock amounted to ₱14,000.0 million divided into 14,000,000,000 shares at ₱1 par value a share.

Movements in the number of issued, treasury and outstanding shares of the Parent Company are as follows:

	2023	2022	2021
Issued shares			
Balance at beginning and end of year	**10,560,999,857**	10,560,999,857	10,560,999,857
Treasury shares			
Balance at beginning of year	**864,536,560**	797,873,560	797,874,560
Reissuance	**(1,000)**	(1,000)	(1,000)
Purchase	**–**	66,663,000	–
Balance at end of year	**864,535,560**	864,535,560	797,873,560
Outstanding shares	**9,696,464,297**	9,696,464,297	9,763,126,297

The following summarizes the information on the Parent Company's registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized Shares	Number of Shares Issued	Issue/ Offer Price
August 20, 1973	6,000,000,000	6,000,000,000	₱0.01
March 19, 1976	2,000,000,000	464,900,000	0.01
December 7, 1990	–	920,000,000	0.01
1990	–	833,500,000	0.01
October 19, 1990	(7,000,000,000)	(8,136,216,000)	1.00
June 18, 1991	–	3,381,840	1.00
1991	–	47,435,860	1.00
1992	–	11,005,500	1.00
December 7, 1993	–	473,550,000	1.00
1993	–	95,573,400	1.00
January 24, 1994	–	100,000,000	1.00
August 3, 1994	–	2,057,948	7.00
August 3, 1994	–	960,375	10.00
June 6, 1995	–	138,257,863	1.00
February 14, 1995	1,000,000,000	–	1.00
March 8, 1995	–	312,068,408	1.00
March 17, 1995	2,000,000,000	–	1.00
March 28, 1995	–	627,068,412	1.00
July 5, 1995	–	78,060,262	1.00
September 1, 1995	–	100,000,000	1.00
March 1, 1995	–	94,857,072	1.00
September 13, 1995	–	103,423,030	1.00
1995	–	123,990,631	1.00
1996	–	386,225,990	1.00
February 21, 1997	10,000,000,000	–	1.00
1997	–	57,493,686	1.00
1998	–	36,325,586	1.00
March 19, 1999	–	16,600,000	1.00
April 26, 1999	–	450,000,000	1.00
April 27, 1999	–	300,000,000	1.00
1999	–	306,109,896	1.00
2000	–	2,266,666	1.00
2001	–	2,402,003,117	1.00
April 14, 2011	–	2,700,000,000	1.95
July 18, 2011	–	119,869,990	3.00
July 18, 2011	–	1,388,613,267	3.00
October 6, 2015	–	1,617,058	1.00
	14,000,000,000	10,560,999,857	

Cost of Parent Company Shares Held by Subsidiaries
On February 4, 2022, the Parent Company repurchased 66,663,000 Parent Company shares held by POSC for a consideration of ₱88.7 million and related cost of ₱309.9 million.

As at December 31, 2023 and 2022, subsidiaries collectively hold Parent Company common shares totaling and 252,378,183, with cost aggregating to ₱1,154.4 million. These are presented as "Cost of Parent Company shares held by subsidiaries" account in the consolidated statements of financial position.

Other Equity Reserves
Other equity reserves include transactions with noncontrolling interests pertaining to the proceeds and transaction costs related to the sale of the Group's interest in PLC in 2014 without loss of control amounting to ₱3,044.1 million as at December 31, 2023 and 2022.

Retained Earnings
The consolidated retained earnings as at December 31, 2023 and 2022 includes accumulated earnings of the subsidiaries and associates which are not currently available for dividend declaration unless declared by the subsidiaries and associates of the Parent Company.

Dividends
On February 28, 2023, the Parent Company's BOD approved the declaration of cash dividends of ₱0.06 per share amounting to approximately ₱600.0 million to shareholders of record as at March 15, 2023. Total dividends are inclusive of dividends payable to subsidiaries which hold Parent Company shares amounting to ₱15.1 million.

22. **Gaming Revenue Share** - net

Gaming revenue share is determined as follows:

	(In Thousands)		
	2023	2022	2021
Gaming revenue share - gross	**₱3,170,197**	₱1,973,906	₱2,040,109
Less PAGCOR license fee paid by Melco	**830,862**	413,061	739,818
Gaming revenue share - net	**₱2,339,335**	₱1,560,845	₱1,300,291

23. **Other Revenue**

This account consists of:

		(In Thousands)		
	Note	**2023**	2022	2021
Amortization of discount on trade receivables	7	**₱98,571**	₱105,051	₱72,600
Income from forfeitures		**12,541**	37,677	1,152
Income from playing rights		**11,696**	1,161	536
Gain (loss) on repossession		**(3,206)**	46,691	18,015
Penalty		**2,875**	3,297	2,192
Administrative fees and other charges		**4,972**	–	–
Commission and distribution income		**2,333**	–	–
Others		**6,554**	16,790	24,451
		₱136,336	₱210,667	₱118,946

Income from forfeitures represents deposits, and to a certain extent, installment payments from customers forfeited in the event of default and/or cancellations of real estate sales.

Penalty pertains to income from surcharges for buyers' default and late payments. Income is recognized when penalty is actually collected.

Others pertain to revenues from sale of scrap supplies and various administrative fees, such as utilities charges and payroll processing fees.

24. **Cost of Lottery Services**

This account consists of:

		(In Thousands)		
	Note	**2023**	2022	2021
Software and license fees	36	**₱65,552**	₱60,508	₱54,498
Personnel costs		**47,841**	45,774	60,182
Communication fees		**35,853**	52,107	59,064
Depreciation and amortization	10	**39,125**	29,218	71,071
Repairs and maintenance		**36,253**	6,236	21,623
Rental and utilities	33	**15,955**	17,433	23,360
Transportation and travel		**15,999**	11,349	14,698
Others		**4,092**	24,923	69,708
		₱260,670	₱247,548	₱374,204

25. Cost of Gaming Operations

This account consists of:

	Note	(In Thousands) 2023	2022	2021
Depreciation and amortization	10	**₱115,834**	₱115,834	₱115,834
Payroll-related expenses		**13,071**	12,207	11,919
Transportation and travel		**4,554**	4,272	4,191
Others		**4,315**	4,033	3,951
		₱137,774	₱136,346	₱135,895

26. Cost of Real Estate Sales

The cost of real estate sales amounted to ₱142.0 million, ₱443.4 million and ₱301.4 million in 2023, 2022 and 2021, respectively (see Note 8).

27. Cost of Lease Income

This account consists of:

	Note	(In Thousands) 2023	2022	2021
Depreciation and amortization	10	**₱1,151,517**	₱1,132,186	₱1,069,566
Taxes		**171,587**	171,587	171,587
Insurance		**21,321**	25,650	49,205
Maintenance		**11,544**	8,243	4,590
		₱1,355,969	₱1,337,666	₱1,294,948

28. Cost of Services for Property Management

This account consists of:

	Note	(In Thousands) 2023	2022	2021
Power and maintenance		**₱82,387**	₱59,798	₱52,549
Water services		**70,087**	69,265	51,625
Depreciation and amortization	10	**17,590**	10,549	9,400
		₱170,064	₱139,612	₱113,574

29. **General and Administrative Expenses**

This account consists of:

	Note	(In Thousands) 2023	2022	2021
Security, janitorial and service fees		**₱133,216**	₱179,239	₱166,700
Provisions	17	**124,685**	187,301	–
Personnel costs		**109,574**	104,679	128,413
Taxes and licenses		**102,493**	43,871	92,307
Transportation and travel		**80,576**	73,856	95,574
Management and professional fees	35	**48,794**	34,872	30,459
Representation and entertainment		**26,540**	23,893	29,203
Registration fees		**22,344**	4,273	6,339
Reversal of allowance for impairment loss	7	**(21,200)**	–	–
Marketing and advertising		**19,935**	12,692	640
Rentals and utilities	33, 35	**18,561**	15,041	7,327
Depreciation and amortization	10	**15,154**	8,872	23,372
Pre-operating expenses		**14,362**	13,993	48,630
Repairs and maintenance		**7,721**	7,517	7,154
Communication		**2,996**	3,205	4,819
Insurance		**2,568**	4,529	5,182
Selling expenses		**439**	25,423	23,529
Others		**61,591**	23,293	23,455
		₱770,349	₱766,549	₱693,103

Details of pre-operating expenses incurred by PinoyLotto are as follows:

	(In Thousands) 2023	2022	2021
Taxes and licenses	**₱4,361**	₱2,741	₱–
Professional fees	**4,256**	6,222	–
Rent and utilities	**3,283**	921	–
Entertainment and representation	**536**	398	–
Bank charges	**3**	3,266	–
Others	**1,923**	445	48,630
	₱14,362	₱13,993	₱48,630

Others pertain to office supplies, seminar fees and association dues incurred during the year.

30. Interest Income and Interest Expense

The sources of the Group's interest income follow:

		(In Thousands)		
	Note	**2023**	2022	2021
Cash and cash equivalents	5	**₱59,283**	₱19,150	₱18,868
Contract assets	7	**–**	3,681	6,113
		₱59,283	₱22,831	₱24,981

The sources of the Group's interest expense follow:

		(In Thousands)		
	Note	**2023**	2022	2021
Lease liabilities	33	**₱259,932**	₱272,936	₱288,653
Long-term debt	20	**219,334**	204,891	225,189
Loans payable	18	**27,740**	30,274	57,996
Others		**29,965**	8,241	31,994
		₱536,971	₱516,342	₱603,832

31. Other Income (Charges)

This account consists of:

		(In Thousands)		
	Note	**2023**	2022	2021
Gain on sale of investment in BSA	11	**₱146,545**	₱–	₱–
Sale of trademark	36	**26,786**	–	–
Net claims		**20,818**	–	–
Dividend income	11	**15,012**	6,300	5,275
Share in net income (loss) of associates	14	**2,733**	(417)	(1,671)
Gain on sale of property and equipment		**39**	396	176
Gain from disposal of net assets of subsidiaries		**–**	543	–
Reversal of provision for probable loss	17	**–**	–	281,317
Reversal of allowance for impairment loss on contract asset	36	**–**	–	26,000
Loss on termination of leases	33	**–**	–	(567)
Others - net		**16,100**	7,735	(37)
		₱228,033	₱14,557	₱310,493

Sale of trademark mainly pertains to assignment of trademark to Diamond Powerwinners.

Net claims pertain to TGTI's claims over lost revenues during the pandemic from PCSO net of related costs incurred.

32. **Income Taxes**

The provision for current income tax consists of the following:

	(In Thousands)		
	2023	2022	2021
RCIT	**₱133,537**	₱14,627	₱11,118
MCIT	**16,033**	13,958	1,538
	₱149,570	₱28,585	₱12,656

The components of the net deferred tax liabilities of the Group are as follows:

	(In Thousands)	
	2023	2022
Deferred tax assets:		
Lease liabilities	**₱1,458,926**	₱1,559,843
Discount on trade receivables	**41,462**	53,798
Deferred lease income	**34,534**	37,648
NOLCO	**12,910**	174,617
Accretion of refundable deposits	**8,843**	9,331
Unamortized past service costs	**6,255**	1,651
Pension liability	**1,518**	111
Provision for dismantling cost	**1,310**	1,221
Doubtful accounts	**650**	5,950
Unrealized foreign exchange loss	**–**	126
	1,566,408	1,844,296
Deferred tax liabilities:		
Excess of carrying amount of investment properties over construction costs	**(1,639,014)**	(1,836,920)
Right-of-use assets	**(1,303,240)**	(1,401,146)
Difference between straight line accounting for lease income and contractual cash flows	**(718,651)**	(782,348)
Excess revenue per POC over cash collections	**(329,978)**	(254,165)
Unaccreted discount on refundable deposits	**(38,906)**	(41,817)
Deferred lease expense	**(9,626)**	(10,008)
Pension asset	**(2,616)**	(103)
Unrealized foreign exchange gain	**(141)**	(125)
Contract assets	**–**	(1,000)
	(4,042,172)	(4,327,632)
Net deferred tax liabilities	**(₱2,475,764)**	(₱2,483,336)

The components of deferred tax are presented as follows:

	(In Thousands)	
	2023	2022
In profit or loss	**(₱2,470,426)**	(₱2,476,514)
In other comprehensive income	**(5,338)**	(6,822)
	(₱2,475,764)	(₱2,483,336)

The deferred taxes presented in the consolidated statements of financial position as at December 31, 2023 and 2022 are as follows:

	(In Thousands)	
	2023	2022
Deferred tax assets	**₱3,249**	₱–
Deferred tax liabilities	**(2,479,013)**	(2,483,336)
Net deferred tax liabilities	**(₱2,475,764)**	(₱2,483,336)

The components of the Group's unrecognized deferred tax assets as at December 31, 2023 and 2022 are as follows:

	(In Thousands)	
	2023	2022
Allowances for:		
Impairment losses	**₱574,880**	₱574,880
Probable losses	**80,134**	80,134
NOLCO	**164,017**	196,137
Excess MCIT over RCIT	**34,775**	15,496
	₱853,806	₱866,647

The details of the Group's unused NOLCO which can be claimed as deduction from future taxable income during the stated validity are as follows:

	(In Thousands)					
Year Incurred	Beginning Balance	Incurred	Applied	Expired	Ending Balance	Valid Until
2023	₱–	₱16,358	₱–	₱–	₱16,358	2026
2022	86	–	–	–	86	2025
2021	723,017	–	(31,753)	–	691,264	2026
2020	759,911	–	(759,911)	–	–	2025
	₱1,483,014	₱16,358	(₱791,664)	₱–	₱707,708	

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 to implement Section 4 of the Republic Act No. 11494 (Bayanihan to Recover as One Act) allowing the net operating loss of a business or enterprise incurred for the taxable years 2020 and 2021 to be carried over as a deduction from gross income for the next five (5) consecutive taxable years following the year of such loss.

The deferred tax assets related to NOLCO amounting to ₱656.1 million and ₱784.5 million as at December 31, 2023 and 2022 were not recognized since management believes that there will be no sufficient future taxable income against which the deferred tax assets can be utilized.

The details of the Group's MCIT which can be claimed as deduction against income tax liability during the stated validity are as follows:

	(In Thousands)				
Year Incurred	Beginning Balance	Incurred	Expired	Ending Balance	Valid Until
2023	₱–	₱19,279	₱–	₱19,279	2026
2022	13,958	–	–	13,958	2025
2021	1,538	–	–	1,538	2024
	₱15,496	₱19,279	₱–	₱34,775	

The reconciliation between the provision for income tax computed at statutory tax rate and the provision for (benefit from) income tax shown in the consolidated statements of comprehensive income is as follows:

	(In Thousands)		
	2023	2022	2021
Income tax at statutory income tax rate	**₱641,666**	₱466,790	₱54,143
Income tax effects of:			
Nontaxable income	**(468,618)**	(391,939)	(404,596)
Income subjected to final tax	**(60,446)**	(4,788)	(4,848)
Nondeductible expenses and others	**46,574**	51,518	89,231
Effect of optional standard deduction	**(28,535)**	–	–
Change in unrecognized deferred tax assets	**12,841**	(12,841)	97,027
Expired NOLCO	**–**	47,964	1,427
Change in income tax rate	**–**	–	(361,013)
Income tax at effective income tax rate	**₱143,482**	₱156,704	(₱528,629)

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)
Under the CREATE, the RCIT of domestic corporations was revised from 30% to 25% or 20% depending on the amount of total assets or total amount of taxable income. In addition, the MCIT was changed from 2% to 1% of gross income for a period of three (3) years. The changes in the income tax rates became retrospectively effective beginning July 1, 2020. The amount of current and deferred tax expense (benefit) relating to changes in income tax rates in 2020 amounted to ₱361.0 million were recognized in 2021.

33. Lease Commitments

Group as Lessee
In 2010, the Parent Company entered into a lease agreement for a parcel of land situated in Aseana Business Park, Parañaque City for a period until July 31, 2033. The lease rates are based on a fixed amount, subject to escalation. The contract may be renewed or extended upon such terms and conditions that are mutually acceptable to the parties. The related right-of-use assets are presented as part of "Investment properties" account in the consolidated statements of financial position.

In 2020, the lessor granted lease concession to the Parent Company, as a lessee, by deferring the lease payments due from December 2020 to May 2021 totaling ₱100.0 million, which will be paid in 2022. The Parent Company applied the practical expedient under amendment to PFRS 16, the revised timing of lease payments was not accounted for as a lease modification.

In November 2023, SLRC (sublessee) entered into a sublease agreement with Global Gateway Development Corporation (sublessor) for the lease of land. The lease term is 62 years. Rent is payable upon execution of the sublease agreement amounting to ₱2.7 billion (see Note 10).

The Parent Company and Belle Bay City, through its Board of Liquidators, entered into a Memorandum of Agreement granting the Parent Company an absolute and exclusive right to build and use "air rights" a bridge way over a particular lot owned by Belle Bay City. The agreement shall be a period of 50 years or upon termination of the Parent Company's business operation on the bridge way whichever comes earlier. The air rights shall be used to connect City of Dreams Manila Phase 1 and Phase 2. Rental payments are subject to escalation as stated in the agreement.

The Parent Company has a lease agreement with SM Prime Holdings, Inc. covering its office space. The lease term is five years, with option to renew subject to mutually agreed upon terms and conditions. Rent is payable within 30 days upon receipt of the billing. On August 1, 2022, the operating lease agreement was renewed for another five years ending on July 31, 2027.

The Group has various lease contracts for office spaces, warehouses, retail equipment and retail outlets and corporate suites. The leases generally have lease terms of between 2 and 5 years.

The Group also has certain leases with lease terms of 12 months or less. The Company applies the "short-term lease" recognition exemptions for these leases. Rent expense related to short-term leases amounted to ₱46.7 million, ₱15.0 million and ₱17.3 million in 2023, 2022 and 2021, respectively (see Notes 24 and 29).

Movements of right-of-use assets follows:

		(in Thousands)			
		2023			
	Note	**Air Rights**	**Office and Warehouse**	**Equipment**	**Total**
Cost					
Balance at beginning and end of year		**₱53,673**	**₱46,327**	**₱163,499**	**₱263,499**
Accumulated Depreciation and Amortization					
Balance at beginning of year		**14,805**	**7,969**	**163,499**	**186,273**
Depreciation and amortization	10	**3,701**	**9,252**	**–**	**12,953**
Balance at end of year		**18,506**	**17,221**	**163,499**	**199,226**
Carrying amount		**₱35,167**	**₱29,106**	**₱–**	**₱64,273**

		(in Thousands)			
		2022			
	Note	Air Rights	Office and Warehouse	Equipment	Total
Cost					
Balance at beginning of year		₱53,673	₱34,963	₱163,499	₱252,135
Additions		–	39,655	–	39,655
Termination of lease		–	(28,291)	–	(28,291)
Balance at end of year		53,673	46,327	163,499	263,499
Accumulated Depreciation and Amortization					
Balance at beginning of year		11,104	22,720	163,499	197,323
Depreciation and amortization	10	3,701	13,539	–	17,240
Termination of lease		–	(28,290)	–	(28,290)
Balance at end of year		14,805	7,969	163,499	186,273
Carrying amount		₱38,868	₱38,358	₱–	₱77,226

The following are the amounts recognized in the consolidated statements of comprehensive income:

		(In Thousands)		
	Note	**2023**	2022	2021
Interest expense on lease liabilities	30	**₱259,932**	₱272,936	₱288,653
Amortization of right-of-use assets	10	**12,953**	17,240	24,372
Expenses relating to short-term leases	24, 29	**42,963**	15,041	17,335
Pre-termination loss on leases	31	**–**	–	567
		₱315,848	₱305,217	₱330,927

Movements of lease liabilities follows:

	(In Thousands)	
	2023	2022
Balance at beginning of year	**₱6,246,148**	₱6,542,094
Payments	**(664,566)**	(608,769)
Interest expense	**259,932**	272,936
Additions	**–**	39,887
Balance at end of year	**5,841,514**	6,246,148
Current portion of lease liabilities	**392,945**	403,241
Lease liabilities - net of current portion	**₱5,448,569**	₱5,842,907

Shown below is the maturity analysis of the undiscounted lease payments:

	(In Thousands)	
	2023	2022
Within 1 year	**₱662,441**	₱665,095
After 1 year but not more than 5 years	**2,812,192**	2,738,526
After 5 years	**3,729,598**	4,463,789

<u>Refundable Deposits</u>

The Group paid deposits as security to various leases amounting to ₱93.1 million and ₱88.4 million as at December 31, 2023 and 2022, respectively. These are refundable at the end of the lease term. The deposits are initially recognized at their present values and subsequently carried at amortized cost using effective interest method.

<u>Group as Lessor</u>

POSC leases online lotto equipment and accessories to PCSO for a period of one year until July 31, 2021 as provided in the 2020 Amended ELA. The ELA was extended until September 30, 2023, when it was concluded (see Note 36).

Rental payments are based on a percentage of gross amount of lotto ticket sales from the operation of POSC's lotto terminals. Rental income amounted to ₱469.8 million, ₱512.7 million and ₱390.8 million in 2023, 2022 and 2021, respectively.

On October 1, 2023, PinoyLotto started commercial operations for the five year-lease of the customized PCSO Lottery System at a contract price of ₱5,800.0 million. Pursuant to the contract with PCSO, 6,500 terminals have been installed and are in operation nationwide.

TGTI leases "Online KENO" equipment and accessories to PCSO for a period of 10 years from the time the ELA will run in commercial operations. In 2021, the ELA was extended until April 1, 2022 and was not renewed. Rental payment by PCSO is based on certain percentage of gross amount of "Online KENO" games from the operation of all TGTI's KENO terminals.

Rental income amounted to nil, ₱6.3 million and ₱35.6 million in 2023, 2022 and 2021, respectively.

Lease Agreement with Melco. On October 25, 2012, the Parent Company, as a lessor, entered into a lease agreement with Melco for the lease of land and building structures to be used in the City of Dreams Manila project ("the Project"). The lease period is co-terminus with the operating agreement between the Parent Company and Melco which is effective on March 13, 2013 until the expiration of the License on July 11, 2033.

In 2021, the Parent Company and Melco agreed to amend its lease contract whereby the 2021 rental payments were changed to include minimum guaranteed rental payments and an additional lease payment subject to certain conditions such as operating capacity and lifting of some restrictions. In 2022, the Parent Company and Melco further agreed to amend its lease contract wherein the minimum guaranteed lease payments were reduced and additional variable lease payments will be made subject to certain conditions. Total rental payments for 2023 and 2022 amounted to ₱1,988.8 million and ₱2,054.3 million, respectively, and the subsequent rental payments will consist of a fixed base rent and a variable rent based on the percentage ratio of actual against target gross gaming revenues of City of Dreams Manila.

In 2023, 2022 and 2021, the Parent Company recognized lease income to the extent collectible. The Parent Company recognized lease income on the lease of land and building to Melco amounting to ₱1,988.8 million, ₱2,054.3 million and ₱807.9 million in 2023, 2022 and 2021, respectively.

As at December 31, 2023 and 2022, the minimum lease payments to be received by the Parent Company on the lease on the land and building are as follows:

	(In Thousands)	
	2023	2022
Within one year	**₱2,324,505**	₱2,235,101
In more than one year and not more than five years	**10,265,763**	9,870,926
In more than five years	**13,939,490**	16,658,787
	₱26,529,758	₱28,764,814

The Group carried receivables relating to these leases amounting to ₱2,847.5 million and ₱3,106.4 million under the "Receivables" account in the consolidated statements of financial position as at December 31, 2023 and 2022, respectively (see Note 7).

Costs incurred for these leases, which consist of taxes, property insurance and other costs, are presented under "Cost of lease income" account in the consolidated statements of comprehensive income (see Note 27).

34. **Retirement Plan**

The Parent Company and certain of its subsidiaries have funded, noncontributory defined benefit retirement plans covering all regular and permanent employees. The benefits are based on employees' projected salaries and number of years of service. Costs are determined in accordance with the actuarial study, the latest of which is dated December 31, 2023.

PLC provides for a defined benefit minimum guarantee for its qualified employees based on Republic Act No. 7641.

Changes in the retirement benefits of the Group in 2023 are as follows:

	(In Thousands)		
	Present Value of Defined Benefit Obligation	**Fair Value of Plan Assets**	**Pension Asset (Liability)**
Balance at beginning of year	**(₱146,395)**	**₱133,000**	**(₱13,395)**
Net retirement income (costs) in profit or loss:			
Current service cost	**(10,532)**	**–**	**(10,532)**
Past service cost	**1,941**	**–**	**1,941**
Net interest	**(10,008)**	**8,867**	**(1,141)**
	(18,599)	**8,867**	**(9,732)**
Benefits paid	**10,710**	**(10,481)**	**229**
Contributions	**–**	**23,705**	**23,705**
Actual return excluding amount included in net interest cost	**–**	**(1,670)**	**(1,670)**
Remeasurement loss recognized in OCI:			
Actuarial changes from changes in:			
Experience adjustment	**(10,133)**	**–**	**(10,133)**
Financial assumptions	**(6,449)**	**–**	**(6,449)**
Demographic assumptions	**(212)**	**–**	**(212)**
	(16,794)	**(1,670)**	**(18,464)**
Balance at end of year	**(₱171,078)**	**₱153,421**	**(₱17,657)**

Changes in the retirement benefits of the Group in 2022 are as follows:

	(In Thousands)		
	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Pension Asset (Liability)
Balance at beginning of year	(₱169,357)	₱155,847	(₱13,510)
Net retirement income (costs) in profit or loss:			
Current service cost	(12,092)	–	(12,092)
Interest on the effect on asset ceiling	(8,804)	8,187	(617)
	(20,896)	8,187	(12,709)
Benefits paid	32,751	(32,751)	–
Contributions		10,000	10,000
Remeasurement gain (loss) recognized in OCI:			
Actuarial changes from changes in:			
Experience adjustment	14,679	–	14,679
Financial assumptions	(2,474)	–	(2,474)
Demographic assumptions	(1,098)	–	(1,098)
Actual return excluding interest income	–	(10,352)	(10,352)
Effect of asset ceiling	–	2,069	2,069
	11,107	(8,283)	2,824
Balance at end of year	(₱146,395)	₱133,000	(₱13,395)

The retirement liability are presented in the consolidated statements of financial position as at December 31, 2023 and 2022 as follows:

		(In Thousands)	
	Note	**2023**	2022
Retirement asset	16	**₱4,098**	₱4,508
Retirement liability	19	**(21,755)**	(17,903)
Net retirement liability		**(₱17,657)**	(₱13,395)

The major categories of plan assets as a percentage of the fair value of total plan assets as at December 31 are as follows:

	(In Thousands)	
	2023	2022
Cash and cash equivalents	**38%**	47%
Debt instruments - government bonds	**27%**	33%
Unit investment trust funds	**27%**	12%
Mutual fund	**6%**	4%
Others	**2%**	4%
	100%	100%

The Group's plan assets are administered by a Trustee. The Group and the retirement plan have no specific matching strategies between the retirement plan assets and defined benefit asset or benefit obligation under the retirement plan.

The principal assumptions used to determine retirement plan assets as at December 31 are as follows:

	2023	2022
Discount rates	**6.05%-6.11%**	5.05%-7.32%
Future salary increases	**8%**	6.00%-8.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2023 and 2022 assuming all other assumptions were held constant:

	2023		2022	
	Increase (Decrease)	**Increase (Decrease) in Defined Benefit Obligation (In thousands)**	Increase (Decrease)	Increase (Decrease) in Defined Benefit Obligation (In thousands)
Discount rate	**1.00%**	**(₱78,219)**	1.00%	(₱55,423)
	(1.00%)	**70,393**	(1.00%)	44,572
Salary increase rate	**1.00%**	**78,873**	1.00%	61,789
	(1.00%)	**(69,538)**	(1.00%)	(49,464)

The average duration of the Group's defined benefit obligation is 16.35 years in 2023.

The maturity analysis of the undiscounted benefit payments follows:

	(In Thousands)	
	2023	2022
Less than 1 year	**₱65**	₱71,137
More than 1 year to 5 years	**18**	23,058
More than 5 years	**23**	424,528

35. **Related Party Transactions**

In the ordinary course of business, the Group has the following transactions with related parties:

Related Party	Relationship	Transaction		Transaction Amounts	Outstanding Balance	Terms	Conditions
				(In Thousands)			
APC	Associate	Reimbursable expenses (see Note 14)	**2023**	**₱–**	**₱79,975**	Noninterest-bearing, due and demandable	Unsecured, partially provided with allowance for impairment amounting to ₱79,449
			2022	₱1	₱79,977		
Belle Jai Alai	Entities under common control	Working capital advances	**2023**	**–**	**29,398**	Noninterest-bearing, due and demandable	Unsecured, fully provided with allowance for impairment
			2022	–	29,398		
Others	Entities under common control	Working capital advances	**2023**	**–**	**21,405**	Noninterest-bearing, due and demandable	Unsecured, fully provided with allowance for impairment
			2022	–	21,405		
Others	Associate	Advances from related parties (see Note 17)	**2023**	**–**	**63,242**	Noninterest-bearing, due and demandable	Unsecured
			2022	4,454	64,491		
SM Prime Holdings, Inc.	With common stockholders	Lease	**2023**	**13,947**	**–**	5 years, renewable	Unsecured
			2022	16,068	–		
			2021	12,690	–		
SM Investments Corporation	With common stockholders	Service fees	**2023**	**66,000**	**–**	1 year, renewable	Unsecured
			2022	66,000	–		
			2021	66,000	–		
Highlands Prime, Inc. (HPI)	With common stockholders	Service fees	**2023**	**37,697**	**–**	5 years, renewable	Unsecured
			2022	77,140	–		
			2021	85,658	–		
SM Arena Complex Corporation	With common stockholders	Sponsorship agreement	**2023**	**–**	**–**	3 years	Unsecured
			2022	–	–		
			2021	4,500	–		
Directors and officers	Key management personnel	Short-term employee benefits	**2023**	**31,104**	**–**	Not applicable	Unsecured
			2022	73,128	–		
			2021	67,441	–		
		Long-term employee benefits	**2023**	**1,682**	**–**	Not applicable	Unsecured
			2022	2,413	–		
			2021	4,691	–		
		Professional fees	**2023**	**20,245**	**–**	Not applicable	Unsecured
			2022	19,142	–		
			2021	15,499	–		

There are no guarantees provided or received for any related party receivables or payables. Related party transactions are generally settled in cash. Related party transactions amounting to 10% or higher of the Group's consolidated total assets are subject to the approval of the BOD.

Allowance provided on advances to associates charged to "Investments in and advances to associates" amounted to ₱130.3 million as at December 31, 2023 and 2022 (see Note 14).

Transactions with other related parties are as follows:

- In 2019, the Parent Company entered into a renewable one-year service agreement with SM Investments Corporation. Service fees charged by SMIC to the Parent Company amounted to ₱66.0 million in 2023, 2022 and 2021. These are recognized under “General and administrative expenses” in the consolidated statements of comprehensive income (see Note 29).

- In 2015, the Parent Company entered into a renewable one-year service agreement with HPI for sales and marketing services. Service fees charged by HPI to the Parent Company amounted to ₱37.7 million, ₱77.1 million and ₱85.7 million in 2023, 2022 and 2021, respectively. These are recognized under “General and administrative expenses” in consolidated statements of comprehensive income (see Note 29).

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36. **Significant Contracts and Commitments**

Cooperation Agreement with Melco

On October 25, 2012, the Parent Company together with PLAI (“Philippine Parties”), formally entered into a Cooperation Agreement with Melco which governs their cooperation in the development and operation of the City of Dreams Manila. The Cooperation Agreement places the Group as a co-licensee and the owner of the site’s land and buildings, while Melco will be a co-licensee and operator of all the facilities within the resort complex.

Operating Agreement with Melco

On March 13, 2013, the Parent Company, together with PLAI, entered into an Operating Agreement with MPHIL Holdings No. 2 Corporation, MPHIL Holdings No.1 Corporation and Melco. Under the terms of the Operating Agreement, Melco was appointed as the operator and manager of the casino development Project. The Operating Agreement shall be in full force and effect for the period of the PAGCOR License, unless terminated earlier in accordance with the agreements among the parties.

Pursuant to this agreement, PLAI shares from the performance of the casino gaming operations. Gaming revenue share amounted to ₱2,339.3 million, ₱1,560.8 million and ₱1,300.3 million in 2023, 2022 and 2021, respectively (see Note 22).

Agreements with PCSO

POSC. POSC has an ELA with the PCSO for the lease of lotto terminals, which includes central computer, communications equipment, and the right to use the application software and manuals for the central computer system and draw equipment of PCSO. This also includes the supply of betting slips and ticket paper rolls.

PCSO is the principal government agency for raising and providing funds for health programs, medical assistance and services, and charities of national character through holding and conducting charity sweepstakes, races, and lotteries.

Pursuant to the amended ELA, the POSC was required to deposit cash bond to guarantee the unhampered use and operation of the lottery system, including equipment, servers, network communication and terminals. As at December 31, 2023 and 2022, the total guarantee deposits, included under “Other current assets” account in the consolidated statements of financial position, amounted to ₱91.2 million and ₱12.0 million, respectively (see Note 9).

Since July 31, 2019, the ELA has been extended for PCSO to complete the bidding process for the Philippine Lottery System (PLS) under Republic Act No. 9184, as amended, until a new lottery system is fully realized and to ensure unhampered and uninterrupted operations of the online lottery and to avoid the loss of funds to PCSO. In 2023, the ELA was extended until September 30, 2023 and concluded also at the same date.

The rental fee, presented as “Equipment rental” in the consolidated statements of comprehensive income, is based on a percentage of gross sales of lotto tickets from PCSO’s Luzon and VISMIN operations. The number of installed lotto terminals totaled 3,716 and 3,605 as at December 31, 2023 and 2022, respectively. POSC’s rental income amounted to ₱469.8 million, ₱512.7 million and ₱390.8 million in 2023, 2022 and 2021, respectively (see Note 33).

On August 30, 2023, POSC was granted a 1-year trial period to provide a web-based betting platform for PCSO. Under the arrangement, POSC will be acting as PCSO’s exclusive agent and generates commissions based on a certain percentage of revenues. This was launched in December 15, 2023. The commissions is included as part of “Others” under “Revenues” in the consolidated statements of comprehensive income.

TGTI. TGTI has an ELA with PCSO which provides for the lease of the equipment for PCSO’s Online KENO games. This covers PCSO’s online keno lottery operations. The lease includes online keno equipment and accessories. The rental fee, presented as “Equipment rental” in the consolidated statements of comprehensive income, is based on a percentage of the gross sales of the “Online KENO” terminals. The ELA may be extended and/or renewed upon the mutual consent of the parties.

The ELA required TGTI to post a cash bond and performance security bond with an aggregate amount of ₱2.5 million. The guarantee deposit is in included under “Other current assets” account in the consolidated statements of financial position (see Note 9).

The ELA was conluded and was not renewed in 2022.

The number of installed online KENO terminals totaled 57 as at December 31, 2022. TGTI’s revenue from equipment rental amounted to ₱6.3 million and ₱35.6 million in 2022 and 2021, respectively (see Note 33).

Brand and Trademark Agreement with PMLC

In January 2018, POSC entered into a Brand and Trademark License Agreement (BTLA) with PMLC granting the latter a non-assignable, non-transferable and exclusive right to use POSC’s instant scratch tickets’ brand and trademarks. The agreement has an initial term of five (5) years effective on January 1, 2018, subject to adjustment to conform to and coincide with term of the PMLC’s agreement with PCSO for the supply and distribution of its instant scratch tickets. In consideration of the BTLA, PMLC agreed to pay POSC a guaranteed fixed monthly fee of ₱4.0 million starting January 2018. The agreement with PMLC was accounted for as sale of right to use the brand and trademark. POSC already transferred the control over the brand and trademark to PMLC on January 1, 2018 and there are no other performance obligation to be provided to PMLC.

Due to the suspension of PCSO games on July 27, 2019 for two months and on March 17, 2020 for four and a half months, the PMLC was not able to supply and distribute the instant scratch tickets to its customers because the management assessed that the accrued license fee income equivalent to those months with no operations may not be recoverable. Impairment losses amounting to ₱26.0 million were recognized in 2020. However, this was reversed in 2021 because the amount was collected in 2022 (see Note 31).

POSC has entered a new contract with Diamond Powerwinners for Trademark Assignment with a total fee of ₱30.0 million (inclusive of VAT). The contract terms are for 10 months starting November 2023 to August 2024.

POSC's Contracts with Scientific Games and Intralot

Scientific Games. POSC has a contract with Scientific Games, a company incorporated under the laws of the Republic of Ireland, for the supply of Visayas-Mindanao Online Lottery System. In consideration, POSC shall pay Scientific Games a pre-agreed percentage of the revenue generated by the terminals from PCSO's conduct of online lottery operation using the computer hardware and operating system provided by Scientific Games. The contract shall continue as long as the POSC's ELA with PCSO is in effect.

The contract was extended since 2021 until September 30, 2023 when it was no longer renewed.

Intralot. POSC and TGTI have contracts with Intralot Inc., a company subsidiary domiciled in Atlanta, Georgia, for the supply of hardware, operating system software and terminals and the required training required to operate the system. In consideration, POSC and TGTI shall pay Intralot a pre-agreed percentage of the revenue generated by the terminals from PCSO's conduct of online lottery operations. The Contract shall continue as long as POSC's and TGTI's ELA with PCSO are in effect.

The contract has been extended since 2021 until September 30, 2023 when it was no longer renewed.

The contract with TGTI was no loner renewed after December 31, 2022.

Software and license fee recognized pertaining to above contracts amounted to ₱65.6 million, ₱60.5 million and ₱54.5 million in 2023, 2022 and 2021, respectively (see Note 24).

Interest in a Joint Operation of PinoyLotto Technologies Corp. (PinoyLotto)

On June 21, 2021, Pinoylotto, a joint venture corporation owned by POSC, PGMC ILTS, was incorporated with the SEC.

PinoyLotto was awarded the five years lease of the customized PCSO Lottery System, also known as '2021 PLS Project' with a contract price of ₱5,800.0 million (see Note 1). The five year lease commenced on October 1, 2023.

The contractual arrangements give the joint operators direct rights to the assets and obligations for the liabilities within the normal course of business.

Relevant financial information of PinoyLotto and the Group's share of the assets and liabilities as at December 31, 2023 and 2022, and share in revenue and expenses for the years ended December 31, 2023 and 2022 are as follows:

Share in Assets, Liabilities, Revenues, Cost, and Expenses

	(In Thousands)	
	2023	2022
Cash and cash equivalents	**₱72,608**	₱25,892
Trade and other receivables	**96,667**	–
Other current assets	**29,488**	2,289
Total Current Assets	**198,831**	235,236
Property and equipment	**706,092**	14
ROU asset	**541**	–
Advances to supplier	**69**	207,054
Total Noncurrent Assets	**706,633**	14
Total Assets	**₱905,465**	₱235,251
Trade payables and other current liabilities	**(₱110,783)**	(₱2)
Nontrade payable	**(67,500)**	(13,111)
Loan payable – current	**(58,824)**	(67,500)
Lease liability – current	**(294)**	–
Total Current Liabilities	**(237,401)**	(80,613)
Loan payable net of current portion	**(411,765)**	–
Lease liability net of current portion	**(208)**	–
Total Noncurrent Liabilities	**(411,973)**	–
Total Liabilities	**(₱649,374)**	(₱80,613)
Revenue from equipment rental	**₱129,464**	₱–
Cost of services	**(52,270)**	–
Operating expenses	**(51,632)**	(13,979)
Other income (Charges)	**(20,107)**	–
Net income (loss)	**₱5,456**	(₱13,979)

Nontrade Payable
This pertains to advances made by the joint operators to PinoyLotto.

Capital Expenditure Commitments
In connection with the acquisition of property and equipment pursuant to the PLS Project, PinoyLotto entered into purchase, supply, implementation and maintenance support agreements in 2022. The estimated capital expenditure is ₱1.36 billion. Capitalized property and equipment as at December 31, 2023 amounted to ₱1.43 billion.

37. Basic/Diluted EPS

The basic/diluted earnings per share were computed as follows:

	(In Thousands, Except for EPS)		
	2023	2022	2021
Earnings attributable to Equity holders of the Parent (a)	**₱1,883,556**	₱1,395,751	₱576,983
Number of issued common shares at beginning of year	**10,561,000**	10,561,000	10,561,000
Number of common treasury shares at beginning of year	**(864,537)**	(797,874)	(797,874)
Number of parent company common shares held by subsidiaries at beginning of year	**(252,378)**	(319,041)	(319,041)
Weighted average number of treasury shares issued (purchased) during the year	**1,000**	(60,271)	500
Weighted average number of parent company common shares held by subsidiaries redeemed during the year	**–**	60,271	–
Weighted average number of issued common shares - basic, at end of year (b)	**9,445,085**	9,444,085	9,444,585
Basic/diluted EPS (a/b)	**₱0.199**	₱0.148	₱0.061

There are no common stock equivalents that would have a dilutive effect on the basic EPS.

38. Financial Risk Management Objectives and Policies, Capital Management and Fair Value Measurement

The Group's principal financial liabilities are composed of trade and other current liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include cash and cash equivalents, receivables and installment receivables. The Group also holds financial assets at FVPL, financial assets at FVOCI, advances to associates, refundable deposits and construction bonds, guarantee deposits, loans payable, long-term debt and lease liability.

The main risks arising from the Group's financial assets and financial liabilities are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Group's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

Interest Rate Risk. Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Group's exposure to interest rate risk relates primarily to the Group's long-term debt which are subject to cash flow interest rate risk.

The Group's policy is to manage its interest cost by limiting its borrowings and entering only into borrowings at fixed and variable interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates with other variables held constant of the Company's income before income tax:

	(In Thousands)	
	2023	2022
Increase (decrease) in basis points:		
100	**(₱183,294)**	(₱5,163)
(100)	**183,294**	5,163
50	**(₱91,647)**	(2,581)
(50)	**91,647**	2,581

Foreign Currency Risk. Foreign currency risk is the risk that the fair value or future cash flows of financial asset or financial liability will fluctuate due to changes in foreign exchange rates.

As at December 31, 2023 and 2022, foreign currency-denominated financial asset and financial liability in US dollars, translated into Philippine peso at the closing rate:

	(in Thousands)			
	2023		2022	
	USD	**Peso Equivalent**	USD	Peso Equivalent
Cash and cash equivalents	**$1,028**	**₱56,899**	$1,963	₱109,435
Consultancy and software license fee payable*	**(161)**	**(8,898)**	(838)	(46,733)
Net foreign currency-denominated financial assets	**$867**	**48,001**	$1,125	₱62,702

**Presented under "Trade and other current liabilities" account in the consolidated statement of financial position.*

In translating the foreign currency-denominated financial liabilities into peso amounts, the exchange rate used was ₱55.37 and ₱55.76 to US$1.0 as at December 31, 2023 and 2022, respectively.

It is the Group's policy to ensure that capabilities exist for active but conservative management of its foreign currency risk. The Group seeks to mitigate its transactional currency exposure by maintaining its costs at consistently low levels, regardless of any upward or downward movement in the foreign currency exchange rate.

The following table demonstrates the sensitivity to a reasonably possible change in the U.S. dollar exchange rates, with all other variables held constant, of the Group's consolidated income before income tax as at December 31, 2023 and 2022. There is no other impact on the Group's equity other than those already affecting the profit or loss in the consolidated statement of comprehensive income.

	2023		2022	
	Increase in US$ Rate	**Decrease in US$ Rate**	Increase in US$ Rate	Decrease in US$ Rate
Change in US$ rate*	**19%**	**19%**	5%	(5%)
Effect on income before income tax (in thousands)	**₱9,120**	**(₱9,120)**	₱3,135	(₱3,135)

The increase in US$ rate means stronger US dollar against peso while the decrease in US$ means stronger peso against the US dollar.

Equity Price Risk. Equity price risk is the risk that the fair value of financial assets at FVPL and FVOCI consisting of listed equities decreases as a result of changes in the value of individual stock. The Group's exposure to equity price risk relates primarily to the Group's investments held for trading. The Group monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

The following table demonstrates the sensitivity to a reasonably possible change in equity price, with all other variables held constant, of the Group's 2023 and 2022 consolidated total comprehensive income before income tax:

	(In Thousands)	
Increase (Decrease) in Equity Price	**2023**	2022
Impact in profit or loss		
5%	**₱5,000**	₱3,634
(5%)	**(5,000)**	(3,634)
Impact in comprehensive income		
5%	**₱500,917**	₱466,055
(5%)	**(500,917)**	(466,055)

Credit Risk. Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Group's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Group and retain ownership of the property. The Group has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Group's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Group. For other receivables, since the Group trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Group, which comprise of cash and cash equivalents, receivables, advances to associates, deposits, refundable deposits and construction bonds, and guarantee deposits, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

The table below shows the Group's aging analysis of financial assets.

	(In Thousands)						
	2023						
	Neither	Past Due but not Impaired					
	Past Due nor Impaired	Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Impaired	Total
Cash and cash equivalents*	**₱2,171,692**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱2,171,692**
Receivables**	**4,737,998**	**4,188**	**8,764**	**1,183**	**127,297**	**699,428**	**5,578,858**
Advances to associates***	**526**	**–**	**–**	**–**	**–**	**130,254**	**130,780**
Refundable deposits and construction bond****	**130,022**	**–**	**–**	**–**	**–**	**–**	**130,022**
Guarantee deposits*****	**91,201**	**–**	**–**	**–**	**–**	**–**	**91,201**
	₱7,131,439	**₱4,188**	**₱8,764**	**₱1,183**	**₱127,297**	**₱829,682**	**₱8,102,553**

**Excluding cash on hand.*
***Excluding contract assets*
****Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.*
*****Presented under "Other noncurrent assets" account in the consolidated statement of financial position.*
******Presented under "Other current assets" account in the consolidated statement of financial position.*

	(In Thousands)						
	2022						
	Neither	Past Due but not Impaired					
	Past Due nor Impaired	Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Impaired	Total
Cash and cash equivalents*	₱1,773,922	₱–	₱–	₱–	₱–	₱–	₱1,773,922
Receivables**	5,029,248	6,163	2,313	1,686	2,297	720,628	5,762,335
Advances to associates***	528	–	–	–	–	130,254	130,782
Refundable deposits and construction bond****	127,227	–	–	–	–	–	127,227
Guarantee bonds*****	14,500	–	–	–	–	–	14,500
	₱6,945,425	₱6,163	₱2,313	₱1,686	₱2,297	₱850,882	₱7,808,766

**Excluding cash on hand.*
***Excluding contract assets*
****Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.*
*****Presented under "Other noncurrent assets" account in the consolidated statement of financial position.*
******Presented under "Other current assets" account in the consolidated statement of financial position.*

Financial assets are considered past due when collections are not received on due date.

Past due accounts which pertain to trade receivables from sale of real estate units and club shares are recoverable since the legal title and ownership of the real estate units and club shares will only be transferred to the customers upon full payment of the contract price.

<u>Credit Quality of Financial Assets</u>
The financial assets are grouped according to stage whose description is explained as follows:

Stage 1 - those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.

Stage 2 - those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date

Stage 3 - those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The credit quality of the Group's financial assets are as follows:

	(In Thousands)			
	2023			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Cash and cash equivalents*	₱2,171,692	₱–	₱–	₱2,171,692
Receivables	4,868,880	10,550	699,428	5,578,858
Advances to associates**	526		130,254	130,780
Refundable deposits and construction bonds***	130,022	–	–	130,022
Guarantee deposits****	91,201	–	–	91,201
Gross Carrying Amount	₱7,262,321	₱10,550	₱829,682	₱8,102,553

**Excluding cash on hand.*
***Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.*
****Presented under "Other noncurrent assets" account in the consolidated statement of financial position.*
*****Presented under "Other current assets" account in the consolidated statement of financial position.*

	(In Thousands)			
	2022			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Cash and cash equivalents*	₱1,773,922	₱–	₱–	₱1,773,922
Receivables	5,029,258	12,459	720,628	5,762,345
Advances to associates**	528	–	130,254	130,782
Refundable deposits and construction bonds***	127,227	–	–	127,227
Guarantee deposits****	14,500	–	–	14,500
Gross Carrying Amount	₱6,945,435	₱12,459	₱850,882	₱7,808,776

**Excluding cash on hand.*
***Presented under "Investments in and advances to associates" account in the consolidated statement of financial position.*
****Presented under "Other noncurrent assets" account in the consolidated statement of financial position.*
*****Presented under "Other current assets" account in the consolidated statement of financial position.*

Liquidity Risk. Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Group's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Group considers obtaining borrowings as the need arises.

The following table summarizes the maturity profile of the Group's financial liabilities as at December 31, 2023 and 2022 based on contractual undiscounted cash flows.

	(In Thousands)					
	2023					
	On Demand	< 6 Months	6 Months to 1 Year	1–3 Years	> 3 Years	Total
Trade and other current liabilities*	₱1,453,386	₱–	₱–	₱–	₱–	₱1,453,386
Loans payable	–	1,300,017	–	–	–	1,300,017
Long-term debt	–	2,058,824	29,000	2,437,765	–	4,525,589
Lease liability**	–	543,291	327,645	2,284,580	4,465,705	7,621,221
Refundable deposit***	–	–	–	–	138,139	138,139
	₱1,453,386	₱3,902,131	₱356,645	₱4,722,345	₱4,603,844	₱15,038,352

**Excluding withholding and output tax payable, unearned income and customers' deposits.*
***based on undiscounted payments*
****Presented under "Other noncurrent liabilities" account in the consolidated statement of financial position.*

	(In Thousands)					
	2022					
	On Demand	< 6 Months	6 Months to 1 Year	1–3 Years	> 3 Years	Total
Trade and other current liabilities*	₱1,216,037	₱–	₱–	₱–	₱–	₱1,216,037
Loans payable	450,017	–	–	–	–	450,017
Long-term debt	–	–	29,000	4,841,000	67,500	4,937,500
Lease liability**	–	331,590	331,590	1,369,263	5,834,967	7,867,410
Refundable deposit***	–	–	–	–	225,583	225,583
	₱1,666,054	₱331,590	₱360,590	₱6,210,263	₱6,128,050	₱14,696,547

**Excluding withholding and output tax payable, unearned income and customers' deposits.*
***based on undiscounted payments*
****Presented under "Other noncurrent liabilities" account in the consolidated statement of financial position.*

The Group expects to settle its maturing obligations on long-term debt from its gaming revenues from casino operations, rental income on land and casino building and expected profits from real estate development operations.

Capital Management

The primary objective of the Group's capital management is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. There were no changes made in the objectives, policies or processes in 2023 and 2022.

The Group considers the following as its capital:

	(In Thousands)	
	2023	2022
Common stock	**₱10,561,000**	₱10,561,000
Additional paid-in capital	**5,503,731**	5,503,731
Treasury stock	**(2,565,359)**	(2,565,359)
Cost of Parent Company common shares held by subsidiaries	**(1,154,409)**	(1,154,409)
Equity share in cost of Parent Company shares held by associates	**(2,501)**	(2,501)
Retained earnings	**14,804,673**	13,501,329
	₱27,147,135	₱25,843,791

Fair Value of Assets and Financial Liabilities

Set out below is a comparison by category and by class of carrying values and fair values of the Group's assets and financial liabilities:

	(In Thousands)				
	2023				
	Carrying Value	**Fair Value**	**Quoted (Unadjusted) Prices in Active Markets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets					
Assets measured at fair value:					
Financial assets at FVOCI	**₱10,018,341**	**₱10,018,341**	**₱9,883,994**	**₱–**	**₱134,347**
Financial assets at FVPL	**100,013**	**100,013**	**100,013**	**–**	**–**
Assets for which fair value is disclosed -					
Investment properties	**26,367,457**	**41,782,462**	**–**	**–**	**41,782,462**
Liabilities					
Liabilities for which fair value is disclosed:					
Refundable deposits	**138,137**	**138,137**	**–**	**–**	**138,137**
Long-term debt	**4,525,589**	**4,578,903**	**–**	**–**	**4,578,903**

	(In Thousands)				
	2022				
	Carrying Value	Fair Value	Quoted (Unadjusted) Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets					
Assets measured at fair value:					
Financial assets at FVOCI	₱9,321,093	₱9,321,093	₱6,509,070	₱–	₱2,806,023
Financial assets at FVPL	72,682	72,682	72,682	–	–
Assets for which fair value is disclosed -					
Investment properties	23,239,249	41,782,462	–	–	41,782,462
Liabilities					
Liabilities for which fair value is disclosed:					
Refundable deposits	225,583	225,583	–	–	212,873
Long-term debt	4,908,500	4,695,311	–	–	4,695,311

The Company has no financial liabilities measured at fair value as at December 31, 2023 and 2022. There were no transfers between fair value measurements in 2023 and 2022.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Advances to Associates, Receivables, Loans Payable and Trade and Other Current Liabilities. The carrying values of these financial instruments approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Financial Assets at FVPL and Financial Assets at FVOCI. The fair values of financial assets at FVPL and financial assets at FVOCI in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Refundable Deposits and Guarantee deposits. The carrying value of refundable deposits and guaranteed deposit approximates fair value as at December 31, 2023 and 2022 due to unavailability of information as to the repayment date that would provide reasonable basis for the fair value measurement.

Long-term Debt. The fair value of long-term debt is determined by discounting the obligations' expected future cash flows using the discount rate of 4.75% to 7.13% in 2023 and 5.21% to 6.47% in 2022.

39. **Supplemental Disclosure of Cash Flow Information**

Changes in Liabilities Arising from Financing Activities

	(In Thousands)					
	2023					
	Balance at beginning of year	**Proceeds**	**Payments**	**Interest expense**	**Dividends declared**	**Balance at end of year**
Dividends payable	**₱–**	**₱–**	**(₱915,748)**	**₱–**	**₱915,748**	**₱–**
Lease liabilities	**6,246,148**	**–**	**(664,566)**	**259,932**	**–**	**5,841,514**
Loans payable	**450,017**	**1,750,000**	**(900,000)**	**–**	**–**	**1,300,017**
Long-term debt	**4,937,500**	**–**	**(411,911)**	**–**	**–**	**4,525,589**
Interest payable	**29,166**	**–**	**(267,798)**	**277,039**	**–**	**38,407**
	₱11,662,831	**₱1,750,000**	**(₱3,160,023)**	**₱536,971**	**₱915,748**	**₱11,705,527**

	(In Thousands)					
	2022					
	Balance at beginning of year	Proceeds	Payments	Interest expense	Dividends declared	Balance at end of year
Dividends payable to NCI	₱–	₱–	(₱297,939)	₱–	₱297,939	₱–
Lease liabilities	6,542,094	39,887	(608,769)	272,936	–	6,246,148
Loans payable	1,995,017	450,000	(1,995,000)	–	–	450,017
Long-term debt	4,885,000	67,500	(15,000)	–	–	4,937,500
Interest payable	19,195	–	(233,435)	243,406	–	29,166
	₱13,441,306	₱557,387	(₱3,150,143)	₱516,342	₱297,939	₱11,662,831

REYES TACANDONG & CO.
FIRM PRINCIPLES. WISE SOLUTIONS.

BOA/P0RC Accreditation No. 4782
August 16, 2021, valid until April 13, 2024
SEC Registration No. PP201007009

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1226 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION

The Stockholders and the Board of Directors
Belle Corporation and Subsidiaries
5th Floor, Tower A, Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex
CPB-1A, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Belle Corporation and Subsidiaries (the Group) as at and for the years ended December 31, 2023 and 2022 and have issued our report thereon dated February 28, 2024. Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole.

The following supplementary schedules are the responsibility of the Group's management. These are presented for purposes of complying with Revised Securities Regulation Code Rule 68 Part II, and are not part of the basic consolidated financial statements:

- Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration as at December 31, 2023
- Schedules required by Annex 68-J as at December 31, 2023
- Conglomerate Map as at December 31, 2023
- Schedule of Financial Soundness Indicators as at and for the years ended December 31, 2023 and 2022

The supplementary schedules have been subjected to the audit procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

The Schedule of Financial Soundness Indicators, including definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. The financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2023 and 2022.

REYES TACANDONG & CO.

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until April 13, 2024
BIR Accreditation No. 08-005144-004-2022
Valid until October 16, 2025
PTR No. 10072407
Issued January 3, 2024, Makati City

February 28, 2024
Makati City, Metro Manila

BELLE CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

DECEMBER 31, 2023 and 2022

(Amounts in Thousands, Except for Ratios)

Ratio	Formula	2023	2022
Current Ratio	**Total Current Assets divided by Total Current Liabilities**		
	Total current assets	**₱11,658,655**	₱12,929,760
	Divide by: Total current liabilities	**5,532,205**	2,616,039
	Current ratio	**2.11**	4.94
Acid Test Ratio	**Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities**		
	Total current assets	**11,658,655**	12,929,760
	Less: Real estate for sale	**155,656**	163,189
	Land held for future development	**3,035,959**	3,025,976
	Other current assets	**2,368,471**	3,945,435
	Quick assets	**6,098,569**	5,795,160
	Divide by: Total current liabilities	**5,532,205**	2,616,039
	Acid test ratio	**1.10**	2.22
Debt-to-Equity Ratio	**Total Interest-Bearing debt divided by Total Equity**		
	Total interest-bearing debt	**5,825,605**	5,387,517
	Total equity	**39,416,082**	36,512,862
	Debt to equity ratio	**0.15**	0.15
Asset-to-Equity Ratio	**Total Assets divided by Total Equity**		
	Total assets	**55,710,750**	52,757,721
	Total equity	**39,416,082**	36,512,862
	Asset to equity ratio	**1.41**	1.44
Interest Rate Coverage Ratio	**Income Before Interest and Taxes divided by Total Interest Expense**		
	Net income before income tax	**2,566,667**	1,867,161
	Less: Interest income	**59,283**	22,831
	Add: Interest expense	**536,971**	516,342
	Income before interest and taxes	**3,044,355**	2,360,672
	Divide by: Interest expense	**536,971**	516,342
	Interest rate coverage ratio	**5.67**	4.57

Ratio	Formula	2023	2022
Return on Equity	**Net Income divided by Average Total Equity**		
	Net income	**2,423,185**	₱1,710,457
	Average total equity	**37,964,472**	34,763,281
	Return on equity	**6.38%**	4.92%
Return on Assets	**Net Income divided by Average Total Assets**		
	Net income	**2,423,185**	1,710,457
	Average total assets	**54,234,236**	51,892,649
	Return on assets	**4.47%**	3.30%
Solvency Ratio	**Net Income Before Non-Cash Expenses divided by Total Liabilities**		
	Net income	**2,423,185**	1,710,457
	Add: Non-cash expenses	**1,473,637**	1,497,520
	Net loss before non-cash expenses	**3,896,822**	3,207,977
	Total liabilities	**16,294,668**	16,244,859
	Solvency ratio	**23.91%**	19.75%
Net Profit Margin	**Net Income divided by Total Revenue**		
	Net income	**2,423,185**	1,710,457
	Total revenue	**5,601,375**	5,419,273
	Net profit margin	**43.26%**	31.56%

PARENT COMPANY'S RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2023

BELLE CORPORATION

Address: 5th Floor, Tower A, Two E-Com Center,
Palm Coast Avenue, Mall of Asia Complex, CPB-1A, Pasay City

		Amount (In thousands)
Unappropriated retained earnings, beginning of reporting period		₱4,157,643
Add: Category A: Items that are directly credited to unappropriated retained earnings		
Reversal of retained earnings appropriation/s	–	
Effect of restatements or prior-period adjustments	–	
Others:		
Realized gain on club shares transferred to Retained Earnings	1,756	1,756
		4,159,399
Less: Category B: Items that are directly debited to unappropriated retained earnings		
Dividend declaration during the reporting period	(581,788)	
Difference between straight line accounting for lease income and contractual cash flows	182,371	
Excess of carrying amount of investment property over construction cost, net of tax	16,738	
Accretion of Security deposit, net of tax	8,732	(373,947)
Unappropriated retained earnings, beginning of reporting period as adjusted		3,785,452
Add/less: Net income for the current year		1,236,662
		5,022,114
Add/less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	182,336	182,336
Total retained earnings, end of the reporting period available for dividend		₱5,204,450

BELLE CORPORATION AND SUBSIDIARIES

SEC SUPPLEMENTARY SCHEDULES AS REQUIRED BY PAR. 6 PART II OF REVISED SRC RULE 68
DECEMBER 31, 2023

Table of Contents

Schedule A. Financial Assets

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	(In Thousands) Amount shown in the balance sheet	Value based on market quotations at balance sheet date	Interest received and accrued
Financial assets at fair value through profit or loss				
Vantage Equities, Inc.	43,376,750	₱33,400,098	₱33,400,098	₱–
Digiplus Interactive Corp. (Leisure and Resorts World Corporation)	6,980,592	55,844,736	55,844,736	–
APC Group, Inc.	45,821,000	10,767,935	10,767,935	–
		100,012,769	100,012,769	–
Financial assets at fair value through other comprehensive income				
Tagaytay Midlands International Golf Club, Inc.	2,136	4,213,121	4,213,121	–
Tagaytay Highlands International Golf Club, Inc.	1,307	2,094,200	2,094,200	–
SM Prime Holdings, Inc.	61,795,413	2,033,069	2,033,069	–
The Country Club at Tagaytay Highlands, Inc.	2,056	1,494,679	1,494,679	–
Spa and Lodge at Tagaytay Highlands, Inc.	192	115,200	115,200	–
SM Investments Corporation	48,878	42,621	42,621	–
Costa De Hamilo	1	757	757	–
PLDT	1,605	83	83	–
Others		24,611	24,611	
		10,018,341	10,018,341	–
		₱110,031,110	₱110,031,110	₱–

Schedule B. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)

(In Thousands)

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end of period
Employees	₱1,397	(₱7,235)	₱7,678	₱–	₱1,840	₱–	₱1,840
Officers	4	–	–	–	4	–	4
	₱1,401	(₱7,235)	₱7,678	₱–	₱1,844	₱–	₱1,844

Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial statements

(In Thousands)

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts Collected	Allowance for Doubtful Accounts	Current	Not Current	Balance at end of period
Belle Bay Plaza Corporation	₱1,624,634	₱13	₱–	(₱1,624,558)	₱1,624,647	₱–	₱1,624,647
Metropolitan Leisure and Tourism Corp.	251,592	19	–	–	251,611	–	251,611
Belle Grande Resource Holdings, Inc.	137,994	467	–	–	138,461	–	138,461
Premium Leisure Corporation	3,294	106	(3,326)	–	74	–	74
SLW Development Corp.	28,458	25	–	–	28,483	–	28,483
Parallax Resources, Inc.	43,150	37	–	(750)	43,187	–	43,187
	₱2,089,122	₱667	(₱3,326)	(₱1,625,308)	₱2,086,463	₱–	₱2,086,463

Schedule D. Long-term debt

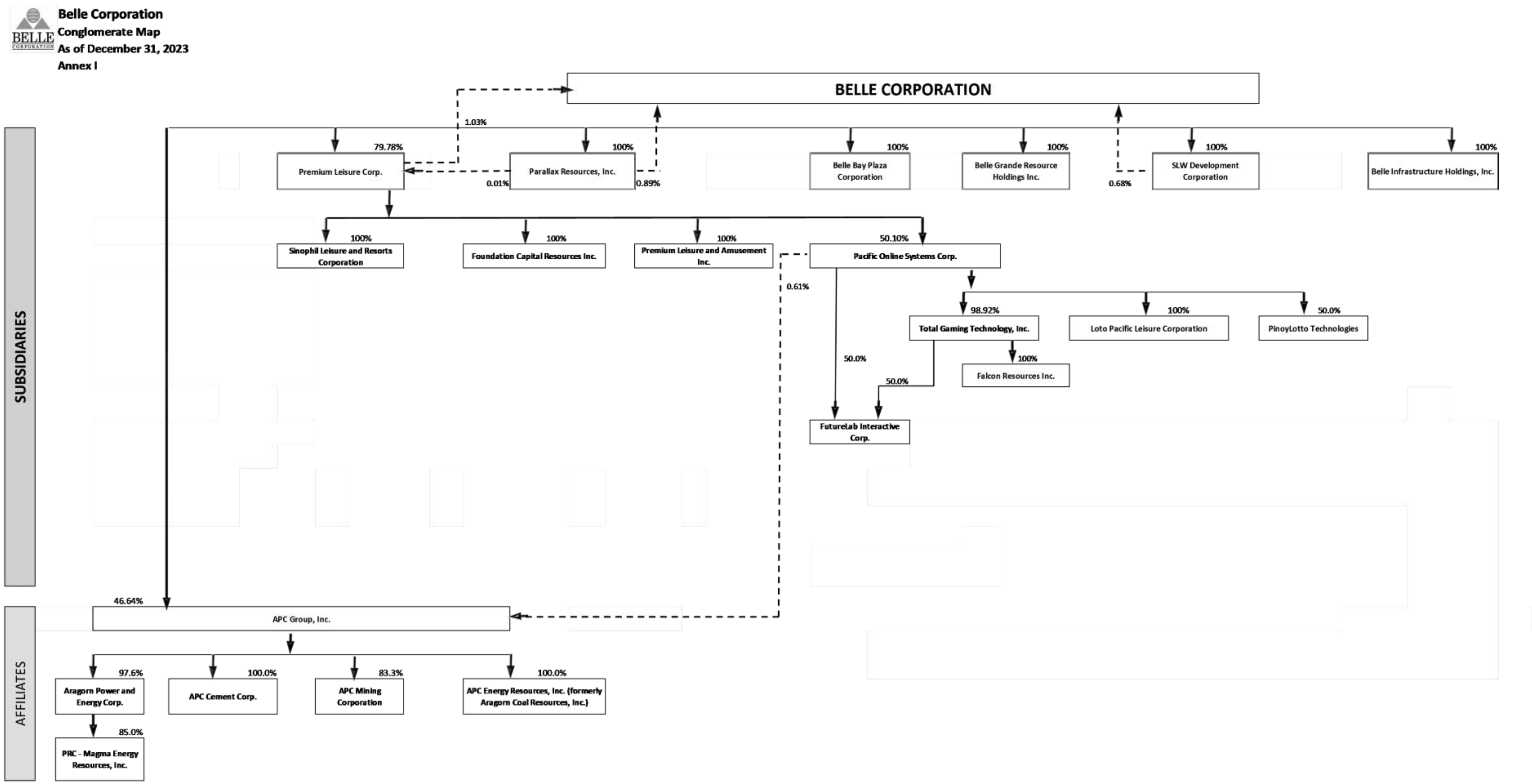
(In Thousands)

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet"
Chinabank	₱3,500,000	₱2,015,000	₱1,440,000
BDO Unibank Inc.	4,400,000	14,000	586,000
Unionbank	1,000,000	58,864	411,765
	₱8,900,000	₱2,087,864	₱2,437,765

Schedule G. Capital Stock

Title of Issue	Number of Shares authorized	Number of shares issued and outstanding as shown under statement of financial position	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common stock	14,000,000,000	9,696,464,297	–	5,018,114,851	220,022,034	4,458,327,412
Percentage held	–	–	–	51.75%	2.27%	45.98%
Preferred stock	6,000,000,000	–	–	–	–	–
Percentage held	–	–	–	–	–	–

Conglomerate Map
As at December 31, 2023



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From: eafs@bir.gov.ph (eafs@bir.gov.ph)

To: bellecorp 1@yahoo.com

Cc: bellecorp 1@yahoo.com

Date: Thursday, April 11, 2024 at 01:00 PM GMT+8

Hi BELLE CORPORATION,

Valid files

- EAFS000156011AFSTY122023.pdf
- EAFS000156011TCRTY122023-03.pdf
- EAFS000156011TCRTY122023-02.pdf
- EAFS000156011ITRTY122023.pdf
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Transaction Code: **AFS-0-8J89LGJE07C6B96L8NY11TQTR099EG697E**
Submission Date/Time: **Apr 11, 2024 01:00 PM**
Company TIN: **000-156-011**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.

BELLE
CORPORATION

"STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR ANNUAL INCOME TAX RETURN"

The Management of **Belle Corporation (the Company)** is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2023. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the Management affirms that the attached audited financial statements for the year ended December 31, 2023 and the accompanying Annual Income Tax Return are in accordance with the books and records of the Company, complete and correct in all material respects. Management likewise affirms that:

(a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;

(b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards (i.e. Philippine Financial Reporting Standards, or those applicable to Non-Publicly Accountable Entities) and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;

(c) the Company has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

WILLY N. OCIER
Chairman of the Board

JACKSON T. ONGSIP
President and Chief Executive Officer

MARIA NERIZA C. BANARIA
Chief Finance Officer and Treasurer

Signed February 28, 2024

5th Floor Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City 1300 • Tel: (02) 8662-8888 • Fax: (02) 8662-8899

SUBSCRIBED AND SWORN to before me this ____ day of FEB. 28, 2024 affiants exhibiting to me their Passport and Tax Identification Numbers, as follows:

NAME	PASSPORT/ TAX IDENTIFICATION NUMBER	DATE OF EXPIRY	PLACE OF ISSUE
WILLY N. OCIER	[redacted]	[redacted]	Manila
JACKSON T. ONGSIP	[redacted]	[redacted]	Manila
MARIA NERIZA C. BANARIA	[redacted]	[redacted]	NCR

DOC NO. : 80

PAGE NO. : 38

BOOK NO. : I

SERIES OF : 2024.

ATTY. JECYLENE T. TANTOCO - BRIONES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
PTR No. 8458559 / 01-04-24 /Pasay City
IBP Lifetime No. 038898/04.06.18/Pasig City
TIN 230-188-225; Roll No. 64886
MCLE Compliance No. VII-0016898/05.05.22/Pasig City

BELLE
CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Belle Corporation (the Company)** is responsible for the preparation and fair presentation of the separate financial statements including the schedules attached therein, for the years ended **December 31, 2023 and 2022**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders.

Reyes Tacandong & Co., the independent auditor appointed by the stockholders, for the periods December 31, 2023 and 2022 have audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

WILLY N. OCIER
Chairman of the Board

JACKSON T. ONGSIP
President and Chief Executive Officer

MARIA NERIZA C. BANARIA
Chief Finance Officer and Treasurer

Signed February 28, 2024

SUBSCRIBED AND SWORN to before me this ____ day of FEB. 28, 2024 affiants exhibiting to me their Passport and Tax Identification Numbers, as follows:

NAME	PASSPORT/ TAX IDENTIFICATION NUMBER	DATE OF EXPIRY	PLACE OF ISSUE
WILLY N. OCIER	[redacted]		Manila
JACKSON T. ONGSIP			Manila
MARIA NERIZA C. BANARIA			NCR

DOC NO. : 81

PAGE NO. : 39

BOOK NO. : I

SERIES OF : 2024.

ATTY. JECYLENE T. TANTOCO - BRIONES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
PTR No. 8458559 / 01-04-24/Pasay City
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TIN 230-188-225; Roll No. 64886
MCLE Compliance No. VII-0016898/05.05.22/Pasig City

C O V E R   S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

5 2 4 1 2

COMPANY NAME

BELLE CORPORATION

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

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AASFS	**CRMD**	**Not Applicable**

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
governance@bellecorp.com	**(02) 8662-8888**	**(63) 917-569-734**

No. of Stockholders	Annual Meeting	Fiscal Year (Month / Day)
1,750	**4th Monday of April**	**December 31**

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number	Mobile Number
Michelle Angeli T. Hernandez	**info@bellecorp.com**	**(02) 8662-8888**	**+63917-569-1734**

CONTACT PERSON'S ADDRESS

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City

NOTE 1*: In case of death, resignation 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 shall not excuse the corporation from liability for its deficiencies.*

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Belle Corporation
5th Floor, Tower A, Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex
CPB-1A, Pasay City

Opinion

We have audited the separate financial statements of Belle Corporation (the Company), which comprise the separate statements of financial position as at December 31, 2023 and 2022, and the separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years then ended, and notes to separate financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the separate financial position of the Company as at December 31, 2023 and 2022, and its separate financial performance and its separate cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of financial reporting relief issued and approved by the Philippine Securities and Exchange Commission (SEC).

Basis for Opinion

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Separate Financial Statements

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

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

- Identify and assess risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

REYES TACANDONG & CO.

Belinda B. Fernando
BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until April 13, 2024
BIR Accreditation No. 08-005144-004-2022
Valid until October 16, 2025
PTR No. 10072407
Issued January 2, 2024, Makati City

February 28, 2024
Makati City, Metro Manila

BELLE CORPORATION

SEPARATE STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands)

	Note	**December 31**	
		2023	2022
ASSETS			
Current Assets			
Cash and cash equivalents	4	**₱164,078**	₱91,980
Receivables	5	**3,326,566**	3,618,488
Real estate for sale	6	**155,656**	163,189
Land held for future development	6	**3,035,959**	3,025,976
Other current assets	7	**2,059,827**	3,521,561
Total Current Assets		**8,742,086**	10,421,194
Noncurrent Assets			
Installment receivables - net of current portion	5	**1,053,079**	1,197,151
Investment properties	8	**23,568,608**	23,095,048
Investments in and advances to subsidiaries and associates	9	**10,249,425**	10,253,148
Financial assets at fair value through other comprehensive income (FVOCI)	10	**9,981,060**	8,746,796
Property and equipment	11	**81,410**	73,411
Right-of-use assets	26	**63,753**	75,431
Pension asset	27	**–**	4,508
Other noncurrent assets	12	**186,359**	203,391
Total Noncurrent Assets		**45,183,694**	43,648,884
		₱53,925,780	₱54,070,078

LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other current liabilities	13	**₱917,634**	₱960,974
Loans payable	14	**3,400,017**	4,155,942
Subscription payable	9	**477,366**	477,366
Current portion of:			
Lease liabilities	26	**392,651**	401,350
Long-term debt	16	**2,029,000**	29,000
Total Current Liabilities		**7,216,668**	6,024,632

(Forward)

		December 31	
	Note	**2023**	2022
Noncurrent Liabilities			
Noncurrent portion of:			
Lease liabilities	26	**₱5,448,360**	₱5,842,907
Long-term debt	16	**2,026,000**	4,841,000
Net deferred tax liabilities	25	**2,462,644**	2,486,900
Retirement liability	27	**1,642**	–
Other noncurrent liabilities	15	**375,364**	376,173
Total Noncurrent Liabilities		**10,314,010**	13,546,980
Total Liabilities		**17,530,678**	19,571,612
Equity			
Capital stock	17	**10,561,000**	10,561,000
Additional paid-in capital		**5,503,731**	5,503,731
Treasury stock	17	**(2,565,359)**	(2,565,359)
Other reserves		**6,353,240**	5,127,846
Retained earnings	17	**16,542,490**	15,871,248
Total Equity		**36,395,102**	34,498,466
		₱53,925,780	₱54,070,078

See accompanying Notes to Separate Financial Statements.

BELLE CORPORATION

SEPARATE STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	Note	Years Ended December 31 **2023**	2022
REVENUES			
Lease income	8	**₱1,988,766**	₱2,054,273
Dividend income	9	**1,271,234**	1,257,522
Sale of real estate		**302,594**	862,889
Revenue from property management		**235,122**	211,548
Others	18	**188,004**	264,667
		3,985,720	4,650,899
COSTS AND EXPENSES			
Cost of lease income	19	**(1,348,745)**	(1,337,666)
Cost of real estate sold	20	**(142,002)**	(443,407)
Cost of services for property management	21	**(170,063)**	(139,612)
General and administrative expenses	22	**(361,357)**	(384,673)
		(2,022,167)	(2,305,358)
OTHER INCOME (CHARGES)			
Interest expense	23	**(724,650)**	(641,455)
Interest income	4	**10,849**	728
Other income (expenses) - net	24	**(3,406)**	172
		(717,207)	(640,555)
INCOME BEFORE INCOME TAX		**1,246,346**	1,704,986
INCOME TAX EXPENSE (BENEFIT)	25		
Current		**17,790**	17,195
Deferred		**(22,718)**	111,756
		(4,928)	128,951
NET INCOME		**1,251,274**	1,576,035
OTHER COMPREHENSIVE INCOME (LOSS)			
Not to be reclassified to profit or loss in subsequent periods:			
Unrealized valuation gain on financial assets at FVOCI	10	**1,231,765**	2,010,279
Remeasurement loss on pension asset/liability - net of tax	27	**(4,615)**	(6,537)
		1,227,150	2,003,742
TOTAL COMPREHENSIVE INCOME		**₱2,478,424**	₱3,579,777

See accompanying Notes to Separate Financial Statements.

BELLE CORPORATION

SEPARATE STATEMENTS OF CHANGES IN EQUITY

(Amounts in Thousands, Except Par Value and Number of Shares)

	Note	**Years Ended December 31** **2023**	2022
CAPITAL STOCK - ₱1 par value			
Authorized - 14,000,000,000 shares			
Issued and subscribed - 10,560,999,857 shares	17	**₱10,561,000**	₱10,561,000
ADDITIONAL PAID-IN CAPITAL		**5,503,731**	5,503,731
TREASURY STOCKS - at cost	17		
Balance at beginning of year		**(2,565,359)**	(2,476,697)
Purchase		**–**	(88,662)
Balance at end of year		**(2,565,359)**	(2,565,359)
OTHER RESERVES			
Cumulative unrealized marked to market gain on financial assets at FVOCI	10		
Balance at beginning of year		**5,124,160**	3,132,466
Unrealized gain		**1,231,765**	2,010,279
Realized gain transferred to retained earnings		**(1,756)**	(18,585)
Balance at end of year		**6,354,169**	5,124,160
Cumulative remeasurement gains (losses) on pension asset			
Balance at beginning of year		**3,686**	10,223
Remeasurement loss on pension asset (net of tax)		**(4,615)**	(6,537)
Balance at end of year		**(929)**	3,686
		6,353,240	5,127,846
RETAINED EARNINGS			
Balance at beginning of year		**15,871,248**	14,276,628
Net income		**1,251,274**	1,576,035
Realized gain transferred from other reserves	10	**1,756**	18,585
Cash dividends	17	**(581,788)**	–
Balance at end of year		**16,542,490**	15,871,248
TOTAL EQUITY		**₱36,395,102**	₱34,498,466

See accompanying Notes to Separate Financial Statements.

BELLE CORPORATION

SEPARATE STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Note	Years Ended December 31 **2023**	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**₱1,246,346**	₱1,704,986
Adjustments for:			
Dividend income	9	**(1,271,234)**	(1,257,522)
Depreciation and amortization	8	**1,175,634**	1,158,414
Interest expense	23	**724,650**	641,455
Amortization of discount on trade receivables	5	**(98,571)**	(105,051)
Reversal of doubtful accounts		**(21,200)**	–
Interest income	4	**(10,849)**	(728)
Unrealized foreign exchange gain - net		**(48)**	(172)
Operating income before working capital changes		**1,744,728**	2,141,382
Decrease (increase) in:			
Receivables		**555,765**	158,591
Real estate for sale and land held for future development		**(2,450)**	183,075
Pension assets/retirement liability		**4,132**	4,160
Other assets		**69,906**	(1,153,927)
Decrease in trade and other current liabilities		**(43,279)**	(157,882)
Net cash generated from operations		**2,328,802**	1,175,399
Income taxes paid		**(137,858)**	(153,074)
Interest received		**10,849**	728
Contributions paid for pension asset		**(4,135)**	–
Net cash provided by operating activities		**2,197,658**	1,023,053
CASH FLOWS FROM INVESTING ACTIVITIES			
Dividends received	9	**1,271,234**	1,257,522
Proceeds from disposal of financial assets through FVOCI		**7,459**	55,966
Acquisitions of:			
Investment property		**(88,924)**	–
Property and equipment	11	**(27,662)**	(22,570)
Financial assets at FVOCI	10	**(9,958)**	(19,257)
Collection of advances to subsidiaries and associates		**4,268**	(176)
Additional advances to subsidiaries and associates		**(546)**	–
Net cash provided by investing activities		**1,155,871**	1,271,485
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of:			
Long-term debt and loans payable		**(1,570,925)**	(1,560,000)
Lease liabilities	26	**(663,178)**	(603,566)
Dividends	17	**(581,788)**	–
Interest		**(465,588)**	(368,881)
Purchase of treasury stocks		**–**	(88,662)
Net cash used in financing activities		**(3,281,479)**	(2,621,109)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**48**	172
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**72,098**	(326,399)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**91,980**	418,379
CASH AND CASH EQUIVALENTS AT END OF YEAR		**₱164,078**	₱91,980
NONCASH FINANCIAL INFORMATION			
Reclassification of advances for land acquisitions to investment properties		**₱1,528,929**	₱–

See accompanying Notes to Separate Financial Statements.

BELLE CORPORATION

NOTES TO SEPARATE FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. **General Information**

Corporate Information

Belle Corporation (Belle or the Company) is a stock corporation organized in the Philippines and registered with the Securities and Exchange Commission (SEC) on August 20, 1973 and was listed at the Philippine Stock Exchange (PSE) on February 2, 1977. The businesses of Belle, direct and through subsidiaries and associates, include mainly real estate development, principally in the high-end leisure property market, gaming and various investment holdings. Belle and its subsidiaries are collectively referred to as "the Group".

The registered office address of Belle is 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, CBP-1A, Pasay City.

The subsidiaries and interest in a joint operation of the Company, which are all incorporated in the Philippines, as at December 31, 2023, 2022 and 2021 are as follows:

		2023			2022			2021		
		Percentage of Ownership			Percentage of Ownership			Percentage of Ownership		
	Industry	**Direct**	**Indirect***	**Total**	Direct	Indirect*	Total	Direct	Indirect*	Total
Subsidiaries:										
Belle Bay Plaza Corporation (Belle Bay Plaza)**	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Belle Infrastructure Holdings, Inc., (formerly Metropolitan Leisure and Tourism Corporation)**	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Parallax Resources, Inc. (Parallax)**	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
SLW Development Corporation (SLW)**	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Belle Grande Resource Holdings Inc. (BGRHI)**	Investment	100.0	–	100.0	100.0	–	100.0	100.0	–	100.0
Premium Leisure Corp. (PLC) and Subsidiaries:	Gaming	79.8	–	79.8	79.8	–	79.8	79.8	–	79.8
PremiumLeisure and Amusement, Inc. (PLAI)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Foundation Capital Resources Inc.**	Investment	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Sinophil Leisure and Resorts Corporation**	Investment	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Pacific Online Systems Corporation (POSC) and Subsidiaries:	Gaming	–	50.1	50.1	–	50.1	50.1	–	50.1	50.1
Loto Pacific Leisure Corporation (LotoPac)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
Total Gaming Technologies, Inc. (TGTI)	Gaming	–	98.9	98.9	–	98.9	98.9	–	98.9	98.9
Falcon Resources Inc. (FRI)	Gaming	–	100.0	100.0	–	100.0	100.0	–	100.0	100.0
TGTI Services, Inc. (TGTISI)***	Gaming	–	–	–	–	–	–	–	100.0	100.0
Futurelab Interactive Corp.		–	59.5	59.5	–	–	–	–	–	–
Interest in a Joint Operation -										
PinoyLotto Technologies Corp. (PinoyLotto)	Gaming	–	50.0	50.0	–	50.0	50.0	–	50.0	50.0

**Percentage ownership of the intermediate parent company*
***Non-operating*
****Sold in 2022*

TGTISI. On June 9, 2022, POSC's Board of Directors (BOD) approved the transfer of all the rights, title and interests in TGTISI's shares to a third party for ₱1.0 million.

Approval of the Separate Financial Statements

The separate financial statements as at and for the years ended December 31, 2023 and 2022 were approved and authorized for issuance by the BOD on February 28, 2024.

2. **Summary of Material Accounting Policy Information**

Basis of Preparation and Statement of Compliance

The separate financial statements of the Company have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) as modified by the application of financial reporting relief issued and approved by the SEC. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) issued by the Philippine Financial and Sustainability Standards Council and adopted by the SEC, including SEC pronouncements.

The Company also prepares and issues consolidated financial statements for the same year as the separate financial statements. Users of these separate financial statements should read this together with the consolidated financial statements of the Company and its subsidiaries in order to obtain full information on the financial position, financial performance and cash flows of the Group as a whole. The consolidated financial statements can be obtained at the registered address of the Company or from the SEC.

On December 15, 2020, the SEC issued Memorandum Circular (MC) No. 34, Series of 2020, which further extends the deferral of application of the provision of Philippine Interpretations Committee (PIC) Question & Answer (Q&A) No. 2018-12 with respect to accounting for significant financing component and exclusion of land in the calculation of percentage of completion (POC) and IFRIC Agenda Discussion on over time transfers of construction goods under PAS 23, Borrowing Cost, for another period of three years or until 2023.

The Company opted to avail the relief in connection with the accounting for significant financing component. The impact of the application of such financial reporting relief is discussed in "Amendments to PFRS and PIC Issuances in Issue But Not Yet Effective or Adopted" section of the notes to the separate financial statements.

Measurement Bases

The separate financial statements are presented in Philippine Peso, the Company's functional currency. All amounts are rounded to the nearest thousands (₱'000) unless otherwise stated.

The separate financial statements of the Company have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and net pension asset which is measured at its fair value and the fair value of plan assets less present value of the defined benefit obligation, respectively.

Historical cost is generally based on the fair value of the consideration given in exchange of an asset and fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Notes 8, 10 and 30.

Adoption of Amendment to PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amendments to PFRS:

- Amendments to PAS 1, *Presentation of Financial Statements,* and PFRS Practice Statement 2, *Making Materiality Judgments - Disclosure Initiative - Accounting Policies* – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information.

- Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates* – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods.

- Amendments to PAS 12, *Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction* – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

- Amendments to PAS 1, *Classification of Liabilities as Current or Noncurrent* – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments.

The adoption of the amendments to PFRS did not materially affect the separate financial statements of the Company. Additional disclosures were included in the separate financial statements, as applicable.

Amendments to PFRS and PIC Issuances in Issue But Not Yet Effective or Adopted
Relevant amendments to PFRS and PIC issuances, which are not yet effective as at December 31, 2023 and have not been applied in preparing the separate financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2024:

- Amendments to PFRS 16, *Leases - Lease Liability in a Sale and Leaseback* – The amendments clarify that the liability that arises from a sale and leaseback transaction, that satisfies the requirements in PFRS 15, *Revenue from Contracts with Customers,* to be accounted for as a sale, is a lease liability to which PFRS 16 applies and give rise to a right-of-use asset. For the subsequent measurement, the seller-lessee shall determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee. Applying this subsequent measurement does not prevent the seller-lessee from recognizing any gain or loss relating to the partial or full termination of a lease. Any gain or loss relating to the partial or full termination of the lease does not relate to the right of use retained but to the right of use terminated. The amendments must be applied retrospectively. Earlier application is permitted.

- Amendments to PAS 1, *Noncurrent Liabilities with Covenants* – The amendments clarified that covenants to be complied with after the reporting date do not affect the classification of debt as current or noncurrent at the reporting date. Instead, the amendments require the entity to disclose information about these covenants in the notes to the financial statements. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - *Classification of Liabilities as Current or Noncurrent* for that period.

- PIC Q&A 2018-12-D, *PFRS 15, Implementing Issues Affecting the Real Estate Industry (as amended by PIC Q&A 2020-4)* – On December 15, 2020, the SEC issued SEC MC No. 34-2020 providing relief to the real estate industry by deferring the application of "assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (with an addendum in PIC Q&A 2020-04)" until December 31, 2023.

  The Company availed of the SEC relief with respect to accounting for significant financing component. Management assessed that the adoption of this PIC on January 1, 2024 will not have a significant impact considering that the Company's ongoing project was substantially completed in 2023.

- Amendments to PAS 7, *Statement of Cash Flows* and PFRS 7, *Financial Instrument: Disclosures - Supplier Finance Arrangements* – The amendments introduced new disclosure requirements to enable users of the financial statements assess the effects of supplier finance arrangements on the liabilities, cash flows and exposure to liquidity risk. The amendments also provide transitional relief on certain aspects, particularly on the disclosures of comparative information. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2025:

- Amendments to PAS 21, *The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability* – The amendments clarify when a currency is considered exchangeable into another currency and how an entity determines the exchange rate for currencies that lack exchangeability. The amendments also introduce new disclosure requirements to help users of financial statements assess the impact when a currency is not exchangeable. An entity does not apply the amendments retrospectively. Instead, an entity recognizes any effect of initially applying the amendments as an adjustment to the opening balance of retained earnings when the entity reports foreign currency transactions. When an entity uses a presentation currency other than its functional currency, it recognizes the cumulative amount of translation differences in equity. Earlier application is permitted.

Deferred effectivity -

- Amendments to PFRS 10, *Consolidated Financial Statements,* and PAS 28 - *Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* – The amendments address a conflicting provision under the two standards. It clarifies that a gain or loss shall be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing amendments to PFRS and PIC issuances is not expected to have any material effect on the separate financial statements of the Company. Additional disclosures will be included in the separate financial statements, as applicable.

Current versus Noncurrent Classification

The Company presents assets and liabilities in the separate statements of financial position based on current or noncurrent classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is classified as current when it is:

- Expected to be settled in its normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period; or,

- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classifications.

The Company classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the separate statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable is done using settlement date accounting.

Initial Recognition. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transactions price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Classification of Financial Instruments. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and, (c) financial assets at FVOCI. The classification of a financial asset largely depends on the Company's business model and on the purpose for which the financial instruments are acquired or incurred and whether these are quoted in an active market.

Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost.

As at December 31, 2023 and 2022, the Company does not have financial assets and liabilities at FVPL.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2023 and 2022, the Company's cash and cash equivalents, receivables, advances to subsidiaries and associates and refundable deposits and construction bond (presented as part of "Other noncurrent assets" account) are classified under this category.

Financial Assets at FVOCI. Equity securities which are not held for trading are irrevocably designated at initial recognition under the FVOCI category.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, financial assets at FVOCI are measured at fair value with unrealized gains or losses recognized in OCI and are included under "Other comprehensive income" account in the equity section of the separate statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. On disposal of these equity securities, any cumulative valuation gains or losses will be reclassified to retained earnings.

As at December 31, 2023 and 2022, the Company's investment in club shares and quoted and unquoted shares of stock are classified under this category.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

As at December 31, 2023 and 2022, the Company's loans payable, trade and other current liabilities (excluding withholding and output tax payable and customers' deposits), subscription payable, lease liabilities, long-term debt, and refundable deposits (presented as part of "Other noncurrent liabilities" account) are classified under this category.

Reclassification

The Company reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income (OCI).

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in OCI, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

Impairment of Financial Assets at Amortized Cost
The Company records an allowance for expected credit loss (ECL) on financial assets at amortized cost based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

The Company measures loss allowances at an amount equivalent to the 12-month ECL for financial assets on which credit risk has not increased significantly since initial recognition or that are determined to have low credit risk at reporting date. Otherwise, impairment loss will be based on lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at reporting date with the risk of a default occurring on the financial instrument on the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort. In addition, the Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in profit or loss to the extent that the carrying amount of the asset does not exceed its amortized cost at reversal date.

Trade Receivables. The Company has applied the simplified approach in measuring the ECL on trade receivables. Simplified approach requires that ECL should always be based on the lifetime ECL. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL at each reporting date.

The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Instruments Measured at Amortized Cost. For these financial assets, the Company applies the general approach in determining ECL. The Company recognizes an allowance based on either the 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition.

A financial asset is written off when there is no reasonable expectation of recovering the financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Derecognition of Financial Assets and Liabilities

Financial Assets. A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Company has transferred its right to receive cash flows from the asset and either: (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

Offsetting Financial Assets and Liabilities
Financial assets and liabilities are offset and the net amount is reported in the separate statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the separate statements of financial position.

Classification of Financial Instrument between Liability and Equity
A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or
- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Company does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Real Estate for Sale and Land Held for Future Development
Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realizable value (NRV).

Costs include:

- Cost of the land;
- Construction and development costs; and
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated specifically identifiable costs to complete and the estimated costs to sell. NRV in respect of land under development is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less an estimate of the time value of money to the date of completion.

Other Assets
This account mainly consists of creditable withholding taxes (CWT), excess of input value-added tax (VAT) over output VAT, advances to contractors and suppliers, prepaid expenses, supplies, advances for land acquisitions, and refundable deposits and construction bond (financial assets).

CWT. CWT represents the amount withheld by the Company's customers in relation to its income. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWT is stated at its net realizable amount.

VAT. Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of tax included. The net amount of tax recoverable from the taxation authority is included as part of "Other current assets" account in the separate statements of financial position.

Advances to Contractors and Suppliers. Advances to contractors and suppliers represent advance payments on goods and services to be incurred in connection with the Company's projects and operation. These are charged to expense or capitalized to projects in the separate statements of financial position, upon actual receipt of services or goods. These are considered as nonfinancial instruments as these will be applied against future billings from contractors and suppliers. Refundable advances to contractors and suppliers are classified as financial assets. Advances to contractors that will be applied as payments for construction of assets to be classified as inventories, are presented as part of "Other current assets" account in the separate statements of financial position. Advances to contractors that will be applied as payments for construction of assets to be classified as property and equipment and investment properties, are presented as part of "Other noncurrent assets" account in the separate statements of financial position.

Prepaid Expenses. Prepaid expenses are expenses not yet incurred but paid in advance. Prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepaid expenses that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

Supplies. Supplies are valued at the lower of cost and net realizable value. Cost is determined using the weighted average method and includes expenditures incurred in acquiring the supplies and bringing them to their existing location and condition. Net realizable value is the current replacement cost.

Advances for Land Acquisitions. Advances for land acquisitions are payments made for land properties in which ownership has not been transferred to the Company as at reporting date. These are recognized at initial transaction cost and any directly attributable cost, less any impairment loss.

Investment Properties

Investment properties comprise of land and building held by the Company to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount includes the cost of replacing part of existing investment properties at the time that cost is incurred and if the recognition criteria are met, and excludes the costs of day-to-day servicing of investment properties. Subsequent to initial recognition, investment properties, except land, are stated at cost less accumulated depreciation, amortization and accumulated impairment loss, if any. Land is stated at cost less accumulated impairment loss, if any.

Depreciation and amortization is computed on the straight-line basis over the estimated useful lives of the depreciable assets. The depreciation and amortization periods for investment properties, based on the above policies, are as follows:

Asset Type	Number of Years
Building	17 to 40 years
Building improvements	15 years or the term of the lease, whichever is shorter

Transfers are made to or from investment property only when there is a change in use. Transfer between investment properties and owner occupied properties at cost model do not change the carrying amount of the property.

Investment properties are derecognized when either they have been disposed of or when the investment properties are permanently withdrawn from use and no further economic benefit is expected from its disposal. Any gain or loss on the retirement of disposal of an investment property is recognized in profit or loss in the year of retirement or disposal.

Property and Equipment

Property and equipment, except land, are stated at cost less accumulated depreciation, amortization and accumulated impairment losses, if any. Land is stated at cost less accumulated impairment loss, if any.

The initial cost of property and equipment consists of its purchase price, including import duties, nonrefundable taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met.

Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally charged to profit or loss in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional cost of property and equipment.

Each part of the property and equipment with a cost that is significant in relation to the total cost of the item is depreciated and amortized separately.

Depreciation and amortization is computed on the straight-line basis over the estimated useful lives of the depreciable assets. The depreciation and amortization periods for property and equipment, based on the above policies, are as follows:

Asset Type	Number of Years
Machinery and equipment	5 years
Condominium units and improvements	17 years
Office furniture, fixtures and equipment	3 to 5 years
Transportation equipment	4 to 5 years
Leasehold improvements	15 years or the term of the lease, whichever is shorter

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that the periods and method of depreciation is consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated assets are retained in the accounts until these are no longer in use.

Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost, less any impairment in value.

Subsidiaries are all entities controlled by the Company. The Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity, generally accompanied by a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

An associate is an entity in which the Company has significant influence and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence or control are similar to those necessary to determine control over subsidiaries.

The Company recognizes income from investments in subsidiaries and associates only to the extent that the Company receives distribution from accumulated profits from the subsidiaries and associates arising after the date of acquisition.

Impairment of Nonfinancial Assets

Nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such a reversal the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Capital Stock and Additional Paid-in Capital

Capital stock is measured at par value for all shares issued. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital.

Incremental costs directly attributable to the issuance of new capital stock are recognized as a deduction, net of tax, from the equity.

Treasury Stock
Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the separate statements of comprehensive income on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized as additional paid-in capital. Voting rights related to treasury shares are nullified for the Company and no dividends are allocated to them.

Other Reserves
Other reserves comprises of items of income and expenses that are not recognized in profit or loss for the year in accordance with PFRS. Other reserves of the Company pertains to cumulative unrealized marked to market gains (losses) on financial assets at FVOCI and cumulative remeasurement gains (losses) on pension asset, which are not to be reclassified to profit or loss in subsequent periods.

Retained Earnings
Retained earnings represent the cumulative balance of the Company's results of operations, net of dividends declared to date.

Revenue Recognition
Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Company performs its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company has generally concluded that it is the principal in its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized.

Lease Income. Lease income arising from operating leases on investment properties is accounted for on a straight-line basis over the terms of the lease. If the collection of the rentals is not probable, operating lease income is recognized only to the extent collectable.

Dividend Income. Revenue is recognized when the Company's right to receive the payment is established.

Sale of Real Estate. The Company derives its real estate revenue from sale of lots. Revenue from the sale of these real estate projects spread over time across the course of the development or construction since the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

In determining the transaction price, the Company considers the selling price of the real estate property and other fees and charges collected from the buyers that are not held on behalf of other parties without consideration of significant financing component under PFRS 15 as allowed by the SEC as discussed in Note 2 to the separate financial statements.

In measuring the progress of its performance obligation over time, the Company uses output method. The Company recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using performance completed to date. This is based on the monthly project accomplishment report prepared by the Company's engineers which integrates the surveys of performance to date of the construction.

Contract Balances

Receivables (Including Installment Receivables). A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). It also includes the difference between the considerations received from the customer and the transferred goods or services to a customer.

Contract Assets. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract Liabilities. A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

The contract liabilities also include payments received by the Company from the customers for which revenue recognition has not yet commenced and payments in excess of percentage of completion.

Revenue from Property Management. Revenue is recognized as services of providing utilities and maintenance are performed.

Income from Playing Rights (presented under "Other revenue" account). Revenue from sale of club shares and playing rights are recognized when the risks and rewards of ownership of the shares and playing rights have been passed to the buyer and the amount of revenue can be reliably measured.

Penalty (presented under "Other revenue" account). Penalty pertains to income from surcharges for buyers' default and late payments. Income is recognized when penalty is actually collected.

Income from Forfeitures (presented under "Other revenue" account). This represents income from forfeitures of the deposits and, to a certain extent, installments from customers in the event of a default and/or from cancellations of sales. Revenue is recognized upon approval of cancellation.

Interest Income. Interest income from trade receivables is recognized as the interest accrues using as the interest accrues using the effective interest rate method. Interest income from bank deposits is recognized as it accrues.

Other Income. Revenue is recognized when there is an incremental economic benefit, other than the usual business operations, that will flow to the Company and the amount of the revenue can be measured reliably.

Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Cost of Lease Income and Property Management. Cost of lease income and property management are recognized as expense when services are rendered.

Cost of Real Estate Sold. The Company recognizes costs relating to satisfied performance obligations as these are incurred. These include all direct materials and labor costs, and those indirect costs related to contract performance. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as cost of real estate sold while the portion allocable to the unsold area being recognized as part of real estate inventories. In addition, the Company recognizes as an asset, only to the costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

General and Administrative Expenses. General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets for a period of time, the Company assesses whether, throughout the period of use, it has both of the following:

a) the right to obtain substantially all of the economic benefits from the use of identified asset; and
b) the right to direct the use of the identified asset.

At the commencement date, the Company recognizes ROU assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value, in which case the lease payments associated with those leases are recognized as an expense in profit or loss on a straight-line basis. For leases with lease terms of 12 months or less but with an option to extend the lease, the management assesses whether there is reasonable certainty that the Company will extend the lease, by considering all relevant facts and circumstances that create an economic incentive for the lessee to extend or terminate the lease, to determine the appropriate lease term.

ROU Assets. At commencement date, the Company measures ROU assets at cost which is comprised of the following:

a) the amount of the initial measurement of lease liabilities;
b) any lease payments made at or before the commencement date less any lease incentives received;
c) any initial direct costs; and
d) an estimation of costs to be incurred by the Company in dismantling and removing the underlying asset, when applicable.

After the commencement date, the ROU assets are carried at cost less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of the related lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the ROU assets are depreciated over the shorter of the lease terms or the useful lives of the underlying assets as follows:

Asset Type	Number of Years
ROU on land and building*	16 years and 4 months
Air rights	14 years and 6 months
Office spaces	2 years

**presented as part of Investment Properties in the separate statements of financial position*

Lease Liabilities. At commencement date, the Company measures a lease liability at the present value of future lease payments using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability consist of the following:

a) fixed payments, including in-substance fixed payments;
b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
c) amounts expected to be payable by the lessee under residual value guarantees; and
d) the exercise price under a purchase option that the Company is reasonably certain to exercise; lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

A lease liability is subsequently measured at amortized cost. Interest on the lease liability and any variable lease payments not included in the measurement of lease liability are recognized in profit or loss unless these are capitalized as costs of another asset. Variable lease payments not included in the measurement of the lease liability are recognized in profit or loss when the event or condition that triggers those payments occurs.

Company as a Lessor. Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Rental income under operating leases are recognized on a straight-line basis over the lease terms.

Operating income is recognized if it is probable that the entity will collect the consideration. In evaluating whether collectability of the amount of consideration is probable, the Company considers the customer's ability and intention to pay. If the collection of the rentals is not probable, operating lease income is recognized only to the extent collectible.

Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rent income. Contingent rents are recognized as revenue in the period in which these are earned.

Lease Modification. Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease e.g., addition or termination of the right to use one or more underlying assets, or the extension or shortening of the contractual lease term.

In case of a lease modification, the Company accounts for any such modification by recognizing a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Employee Benefits

Short-term Benefits. The Company recognizes a liability net of amounts already paid and an expense for services rendered by employees during the accounting period. A liability is also recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Pension Costs. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, difference between interest income and return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognize related restructuring costs.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Company's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the separate financial statements do not differ materially from the amounts that would be determined at the reporting period.

Foreign Currency Denominated Transactions

Transactions denominated in foreign currencies are initially recorded in Philippine Peso using the exchange rate prevailing at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency using the rate of exchange prevailing at the reporting date. Foreign exchange differences between the rate at transaction date and settlement date or reporting date are credited to or charged against profit or loss. Nonmonetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the dates of initial transactions.

Income Taxes

Current Tax. Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax. Deferred tax is provided on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes except for:

- When it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; or

- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits (excess of minimum corporate income taxes or MCIT over regular corporate income taxes or RCIT) and unused tax losses (net operating loss carryover or NOLCO), only if it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are re-assessed at the end of each reporting period and are recognized to the extent that it has become probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of reporting period.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in profit or loss.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to offset the current tax assets against the current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Related Parties and Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions or a member of the key management personnel of the reporting entity. Parties are also considered to be related if they are subject to common control or common significant influence.

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties. Transactions between related parties are accounted for at arm’s length prices or on terms similar to those offered to non-related parties in an economically comparable market.

Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Company’s total assets, or ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Company’s total assets. Details of transactions entered into by the Company with related parties are reviewed in accordance with the Company’s related party transactions policy.

<u>Provisions</u>
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are made using the best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

<u>Contingencies</u>
Contingent liabilities are not recognized in the separate financial statements. These are disclosed in the notes to separate financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the separate financial statements but are disclosed when an inflow of economic benefits is probable.

<u>Events after the Reporting Date</u>
Post year-end events that provide additional information about the Company's financial position at reporting date (adjusting events) are reflected in the separate financial statements. Post year-end events that are not adjusting events are disclosed in the notes to separate financial statements when material.

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3. **Significant Judgment, Accounting Estimates and Assumptions**

The preparation of the separate financial statements in accordance with PFRS requires management to exercise judgment, make accounting estimates and use assumptions that affect amounts of assets, liabilities, income and expenses reported in the separate financial statements. The judgment, accounting estimates and assumptions used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the separate financial statements. While management believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

<u>Judgment</u>
In the process of applying the Company's accounting policies, management has made the following judgment, apart from those involving accounting estimations, which have the most significant effect on the amounts recognized in the separate financial statements.

Recognizing Revenue and Cost of Sale from Real Estate Sales:

- *Existence of a Contract*. The Company's primary document for a contract with a customer is a signed contract to sell, which contains all the criteria to qualify as contract with the customer under PFRS 15. In addition, part of the assessment process of the Company before revenue recognition is to assess the probability that the Company will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, the Company considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history of customer, age of receivables and contract assets and pricing of the property. Management regularly evaluates the historical cancellations if it would still support its current threshold of customers' equity before commencing revenue recognition.

- *Revenue Recognition Method and Measure of Progress*. The Company concluded that revenue for real estate sales is to be recognized over time because (a) the Company's performance does not create an asset with an alternative use and; (b) the Company has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Company's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date.

  The Company has determined that actual costs incurred over the total estimated development costs method used in measuring the progress of the performance obligation faithfully depicts the Company's performance in transferring control of real estate development to the customers.

- *Identifying Performance Obligation*. The Company has contracts to sell covering serviced lot. The Company concluded that there is one performance obligation in each of these contracts because, for serviced lot, the developer integrates the plots it sells with the associated infrastructure to be able to transfer the serviced land promised in the contract. Included also in this performance obligation is the Company's service to transfer the title of the real estate unit to the customer.

- *Recognition of Revenue and Cost of Sale of Real Estate*. Selecting an appropriate revenue recognition method for a particular sale transaction requires certain judgments based on sufficiency of cumulative payments by the buyer, completion of development and existence of a binding sales agreement between the Company and the buyer. The completion of development is determined based on actual costs incurred over the total estimated development costs reconciled with the Company engineer's judgment and estimates on the physical portion of contract work done if the development cost is beyond preliminary stage.

  The Company's cost of real estate sold in 2023 and 2022 are disclosed in Note 20 to the separate financial statements.

Accounting for Leases

- *Determining Lease Term of Contracts with Renewal – Company as a Lessee.* The Company has several lease contracts that include extension and termination options. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset). As at December 31, 2023 and 2022, the Company did not include any extension or termination options in the lease term of its existing lease agreements.

- *Estimating the Incremental Borrowing Rate.* The Company uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. It also requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

  The Company's lease liabilities as at December 31, 2023 and 2022 are disclosed in Note 26 to the separate financial statements.

- *Operating Lease – as a Lessor.* The Company, as a lessor, has accounted for the lease agreements for its land and building under an operating lease. The Company has determined that it has not transferred the significant risks and rewards of ownership of the leased properties to the lessee because of the following factors:

  a) the lessee will not acquire ownership of the leased properties upon termination of the lease;

  b) the lessee was not given an option to purchase the assets at a price that is sufficiently lower than the fair value at the date of the option;

  c) the lease term is not a major part of the economic life of the asset; and

  d) the present value of the minimum lease payments is not substantially all of the fair value of the leased asset.

The Company's lease income earned from lease of land and building as at December 31, 2023 and 2022 are disclosed in Notes 8 and 26 to the separate financial statements.

Assessing the Collectability of Lease Income. The Company assesses whether it is probable that it will collect the consideration to which it will be entitled in accordance with the lease agreement. In evaluating whether collectability of an amount of consideration is probable, the Company considers any lease modifications and the customer's ability and intention to pay the amount of consideration. The amount of consideration to which the Company will be entitled may also be less than the consideration stated in the contract because the parties may agree on a concession. The Company assesses the collectability of these contracts at the inception and reassesses if there is an indication of a significant change in facts and circumstances.

The Company, as a lessor, agreed to a concession for 2023 and 2022 rentals, wherein the minimum guaranteed rental payments were reduced and additional variable lease payments will be made subject to certain conditions. Accordingly, the rental income was recognized up to the extent collectible.

The Company's rental income as at December 31, 2023 and 2022 are disclosed in Notes 8 and 26 to the separate financial Statements.

Determining the Classification of Financial Instruments. The Company exercises judgments in classifying a financial instrument on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the separate statements of financial position.

Determining the Fair Value of Financial Instruments. PFRS requires certain financial assets and liabilities to be carried at fair value, which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Company utilized different valuation methodologies. Any changes in fair value of these financial assets would affect profit and loss and equity.

The fair value of the Company's financial assets and liabilities are disclosed in Note 30 to the separate financial statements.

Accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the financial reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Determining Impairment of Receivables, Installment Receivables and Advances to Subsidiaries and Associates. The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selected inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Allowance for ECL on receivables as at December 31, 2023 and 2022 are disclosed in Note 5 to the separate financial statements.

Allowance for ECL on advances to subsidiaries and associates as at December 31, 2023 and 2022 are disclosed in Note 9 to the separate financial statements. There was no provision for ECL in 2023 and 2022.

The aggregate carrying values of receivables, installment receivables and advances to subsidiaries and associates as at December 31, 2023 and 2022 are disclosed in Notes 5 and 9 to the separate financial statements.

Determining NRV of Real Estate for Sale, Land Held for Future Development and Supplies. Real estate for sale, land held for future development and supplies are stated at lower of cost and NRV. The Company writes down the carrying value of real estate for sale, land held for future development and supplies whenever the NRV becomes lower than cost due to changes in estimated selling prices less cost to sell. The carrying value is reviewed at least annually for any decline in value.

No provision for write-down of real estate for sale, land held for future development and supplies was recognized in 2023 and 2022. The carrying values of real estate for sale, land held for future development and supplies carried at lower of cost and NRV as at December 31, 2023 and 2022 are disclosed in Notes 6 and 7 to the separate financial statements.

Estimating the Useful Lives of Depreciable Investment Properties, Property and Equipment and ROU Assets. The Company estimates the useful lives of the depreciable investment properties, property and equipment and ROU assets based on the period over which these assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets. In addition, estimation of the useful lives is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

There were no changes in the estimated useful lives of depreciable investment properties, property and equipment and ROU assets in 2023 and 2022. The aggregate carrying amount of depreciable investment properties, property and equipment and ROU assets are disclosed in Notes 8, 11 and 26 to the separate financial statements.

Determining Impairment of Nonfinancial Assets. The Company assesses whether there are any indicators of impairment for all nonfinancial assets at each reporting date. Right-of-use assets, investments in subsidiaries and associates, investment properties and property and equipment are reviewed for impairment when there are indicators that the carrying amounts may not be recoverable. Determining the value in use of these nonfinancial assets, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Company to make estimates and assumptions that can materially affect the separate financial statements.

The Company did not recognize provision for impairment loss in its nonfinancial assets in 2023 and 2022.

The carrying values of nonfinancial assets as at December 31, 2023 and 2022 are as follows:

		(In Thousands)	
	Note	**2023**	2022
Investment properties	8	**₱23,568,608**	₱23,095,048
Investments in subsidiaries and associates	9	**10,041,940**	10,041,940
Right-of-use assets	26	**63,753**	75,431
Property and equipment	11	**81,410**	73,411
Other current assets	7	**2,059,827**	3,521,561
Other noncurrent assets*	12	**93,244**	114,956

** excluding refundable deposits and construction bond*

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The amount of deferred income tax assets that are recognized is based upon the likely timing and level of future taxable profits together with future tax planning strategies to which the deferred tax assets can be utilized.

Recognized deferred tax assets of the Company as at December 31, 2023 and 2022 are disclosed in Note 25 to the financial statements. Unrecognized deferred tax assets as at December 31, 2023 and 2022 are disclosed in Note 25 to the financial statements. Management believes that it is not probable that sufficient taxable income will be available to allow all these deferred tax assets to be utilized.

Evaluating Contingencies. The Company recognizes provision for possible claims when it is determined that an unfavorable outcome is probable and the amount of the claim can be reasonably estimated. The determination of reserves required, if any, is based on analysis of such individual issue, often with the assistance of outside legal counsel.

4. Cash and Cash Equivalents

This account consists of:

	(In Thousands)	
	2023	2022
Cash on hand and in banks	**₱94,572**	₱83,205
Cash equivalents	**69,506**	8,775
	₱164,078	₱91,980

Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short-term investments which are made for varying periods of up to three months depending on the immediate cash requirements of the Company and earn interest at the respective short-term investment rates.

Interest income earned from cash in banks and cash equivalents amounted to ₱10.8 million and ₱0.7 million in 2023 and 2022, respectively.

5. Receivables and Installment Receivables

This account consists of:

		(In Thousands)	
	Note	**2023**	2022
Trade receivables:			
Leases	26	**₱2,847,521**	₱3,106,354
Real estate sales and current portion of installment receivables		**1,540,884**	1,740,042
Property management		**45,858**	53,612
Others		**101,295**	92,744
		4,535,558	4,992,752
Less allowance for ECL		**155,913**	177,113
		4,379,645	4,815,639
Less installment receivables - noncurrent portion		**1,053,079**	1,197,151
		₱3,326,566	₱3,618,488

Trade receivables from leases and property management are on a 30 to 60 days credit term.

Trade receivables from real estate sales are noninterest-bearing and are generally collected in installment within 3 to 5 years.

Other receivables are noninterest-bearing and generally have 30 to 90 days term.

The movements and balances of allowance for ECL are as follows:

		(In Thousands)	
	Note	**2023**	2022
Balance at beginning of year		**₱177,113**	₱177,113
Reversal of Allowance for ECL	22	**(21,200)**	–
Balance at end of year		**₱155,913**	₱177,113

Movement of unamortized discount on trade receivables from real estate sales are as follows:

		(In Thousands)	
	Note	**2023**	2022
Trade receivables at POC		**₱1,707,452**	₱1,955,954
Less discount on trade receivables:			
Balance at beginning of year		**215,912**	172,559
Discount recognized during the year		**49,227**	148,404
Amortization during the year	18	**(98,571)**	(105,051)
Balance at end of year		**166,568**	215,912
		₱1,540,884	₱1,740,042

The fair value of the receivables was obtained by discounting future cash flows using applicable interest rates ranging from 3.63% to 21.22% in 2023 and 3.88% to 15.97%in 2022.

6. Land Held for Future Development and Real Estate for Sale

Land Held for Future Development

A summary of the movement in land held for development in 2023 and 2022 is set out below:

	(In Thousands)	
	2023	2022
Balance at beginning of year	**₱3,025,976**	₱3,021,120
Additional costs during the year	**9,983**	4,856
Balance at end of year	**₱3,035,959**	₱3,025,976

Land held for future development consists of properties in Tagaytay City, Batangas and Cavite. It includes certain parcels of land with a carrying value amounting to ₱911.1 million and ₱909.9 million as at December 31, 2023 and 2022, respectively which are already in the Company's possession but are not yet fully paid pending the transfer of certificates of title to the Company. Outstanding payable related to the acquisition shown under "Trade and other current liabilities" account in the separate statements of financial position amounted to ₱144.9 million and ₱145.2 million as at December 31, 2023 and 2022, respectively (see Note 13).

Real Estate for Sale
A summary of the movement in real estate for sale is set out below:

	Note	2023 (In Thousands)	2022
Balance at beginning of year		**₱163,189**	₱351,120
Cost of real estate sold	20	**(142,002)**	(443,407)
Repossession		**20,085**	160,955
Development costs incurred		**114,384**	94,521
Balance at end of year		**₱155,656**	₱163,189

As at December 31, 2023 and 2022, the cost of land held for future development and real estate for sale were lower than its net realizable value. There was no provision for impairment losses recognized in 2023 and 2022.

Loss on repossessions amounted ₱3.2 million in 2023 and gain on repossessions amounted to ₱46.7 million in 2022 (see Note 18).

7. **Other Current Assets**

This account consists of:

	2023 (In Thousands)	2022
CWT	**₱973,432**	₱853,364
Input VAT	**558,518**	592,019
Advances to contractors and suppliers	**346,289**	348,386
Prepaid expenses	**196,779**	213,437
Advances to officers and employees	**4,313**	3,915
Supplies	**3,266**	4,281
Advances for land acquisitions	**–**	1,528,929
	2,082,597	3,544,331
Less allowance for impairment losses	**22,770**	22,770
	₱2,059,827	₱3,521,561

CWT pertains to the withholding tax related to the real estate sold and services rendered by the Company.

Advances to contractors and suppliers are noninterest-bearing and are to be applied against future billings.

Prepaid expenses include prepayments for insurance, commission and subscription.

Advances to officers and employees pertain to cash advances which are noninterest bearing and are subject to liquidation.

Supplies pertain to inventories used for daily operations such as oil, fuel and other supply inventories.

Advances for land acquisitions pertain to downpayments made by the Company for its purchase of land. In 2023, the advances for land acquisitions were reclassified to “Investment properties” account.

No provision for impairment losses was recognized in 2023 and 2022.

8. Investment Properties

This account consists of:

	(In Thousands)				
	2023				
	Land	**Building**	**ROU - Building Improvements**	**ROU Land**	**Total**
Cost					
Balances at beginning of year	**₱1,724,824**	**₱18,434,220**	**₱2,509,013**	**₱6,964,513**	**₱29,632,570**
Additions	**1,617,853**	**–**	**–**	**–**	**1,617,853**
Balances at end of year	**3,342,677**	**18,434,220**	**2,509,013**	**6,964,513**	**31,250,423**
Accumulated Depreciation and Amortization					
Balances at beginning of year	**–**	**4,014,042**	**1,109,145**	**1,414,335**	**6,537,522**
Depreciation and amortization	**–**	**403,153**	**215,390**	**525,750**	**1,144,293**
Balances at end of year	**–**	**4,417,195**	**1,324,535**	**1,940,085**	**7,681,815**
Net Carrying Amounts	**₱3,342,677**	**₱14,017,025**	**₱1,184,478**	**₱5,024,428**	**₱23,568,608**

	(In Thousands)				
	2022				
	Land	Building	ROU - Building Improvements	ROU Land	Total
Cost					
Balances at beginning and end of year	₱1,724,824	₱18,434,220	₱2,509,013	₱6,964,513	₱29,632,570
Accumulated Depreciation and Amortization					
Balances at beginning of year	–	3,631,677	887,958	885,701	5,405,336
Depreciation and amortization	–	382,365	221,187	528,634	1,132,186
Balances at end of year	–	4,014,042	1,109,145	1,414,335	6,537,522
Net Carrying Amounts	₱1,724,824	₱14,420,178	₱1,399,868	₱5,550,178	₱23,095,048

The fair value of investment properties as at December 31, 2023 and 2022, are higher than its carrying value as determined by management and an independent appraiser who holds a recognized and relevant professional qualification (see Note 30). The valuation of investment properties was based on income approach for the building and sales comparison approach for the land. The fair value represents the amount at which an asset can be exchanged in an orderly transaction between market participants at the measurement date, in accordance with International Valuation Standards as set out by the International Valuation Standards Committee and management's assessment.

In determining the fair value of the investment properties, management and the independent appraisers considered the neighborhood data, community facilities and utilities, land data, sales prices of similar or substitute properties and the highest and best use of investment properties. The Company assessed that the highest and best use of its properties does not differ from their current use.

Lease income generated from investment properties amounted to ₱1,988.8 million and ₱2,054.3 million in 2023 and 2022, respectively. Direct cost related to the investment properties amounted to ₱1,348.7 million and ₱1,337.7 million in 2023 and 2022, respectively (see Note 19).

Depreciation and amortization consist of the following:

		(In Thousands)	
	Note	**2023**	2022
Investment properties	19	**₱1,144,293**	₱1,132,186
Property and equipment	11	**19,663**	13,633
ROU assets	26	**11,678**	12,595
		₱1,175,634	₱1,158,414

Depreciation and amortization are allocated as follows:

		(In Thousands)	
	Note	**2023**	2022
Cost of lease income	19	**₱1,144,293**	₱1,132,186
Cost of services for property management	21	**17,590**	10,549
General and administrative expenses	22	**13,751**	15,679
		₱1,175,634	₱1,158,414

9. Investments in and Advances to Subsidiaries and Associates

This account consists of:

	(In Thousands)	
	2023	2022
Investments in subsidiaries and associates		
Cost	**₱15,207,040**	₱15,207,040
Allowance for impairment in value	**5,165,100**	5,165,100
	10,041,940	10,041,940
Advances to subsidiaries and associates		
Advances	**2,217,326**	2,221,049
Allowance for doubtful accounts	**2,009,841**	2,009,841
	207,485	211,208
	₱10,249,425	₱10,253,148

The Company has an outstanding balance of subscription payable pertaining to these investments amounting to ₱477.4 million as at December 31, 2023 and 2022.

Investment in PLC. PLC, a publicly listed company whose shares are traded in the PSE, is involved in the investment in gaming-related business.

Investment in PLAI. PLAI, a subsidiary through PLC, and the Company are grantees by the Philippine Amusement and Gaming Corporation (PAGCOR) of a license to operate integrated resorts, including casinos in the vicinity of Entertainment City. PLAI's license runs concurrent with PAGCOR's congressional franchise, set to expire in 2033, renewable for another 25 years by the Philippine Congress.

Investment in POSC. POSC, a subsidiary through PLC, is engaged in the development, design and management of online computer systems, terminals and software for gaming industry. POSC's shares of stock are listed in the PSE. On June 21, 2021, POSC together with PGMC and ILTS, incorporated PinoyLotto, a joint venture corporation. PinoyLotto was awarded with the five year-lease of the customized PCSO Lottery System, with a contract price of ₱5,800.0 million.

Investment in APC. APC is an associate engaged in renewable energy resource exploration, development and utilization. The fair values of investment in shares of stock of APC, which is publicly listed in the PSE, amounted to ₱822.5 million and ₱721.0 million as at December 31, 2023 and 2022, respectively. Fair values are determined by reference to quoted market price at the close of business as at reporting date.

Condensed financial information of APC prepared on the historical basis of accounting are as follows:

	(In Thousands)	
	2023	2022
Total current assets	**₱27,468**	₱19,630
Total noncurrent assets	**241,521**	240,001
Total current liabilities	**111,662**	108,831
Total noncurrent liabilities	**3,948**	3,481
Total equity	**153,379**	147,319
Revenue	**13,663**	506
Net income (loss)	**5,034**	(888)
Total comprehensive income (loss)	**6,060**	(358)
Other comprehensive income	**1,027**	530

Sources of dividend income earned by the Company in 2023 and 2022 are as follows:

		(In Thousands)	
	Note	**2023**	2022
Investment in a subsidiary -			
PLC		**₱1,256,222**	₱1,251,222
Financial assets at FVOCI:	10		
SM Prime Holdings, Inc.		**14,646**	5,994
SM Investments Corporation		**366**	306
		₱1,271,234	₱1,257,522

10. Financial Assets at Fair Value Through OCI

These accounts pertain to investments in equity instruments classified as financial assets at FVOCI as at December 31, 2023 and 2022, respectively.

These accounts consist of:

	(In Thousands)	
	2023	2022
Club shares	**₱7,789,400**	₱6,393,100
Shares of stock:		
Quoted	**2,075,690**	2,237,726
Unquoted	**115,970**	115,970
	₱9,981,060	₱8,746,796

The movements of financial assets at FVOCI in 2023 and 2022 are as follows:

	(In Thousands)	
	2023	2022
Cost		
Balance at beginning of year	**₱3,622,636**	₱3,640,760
Additions	**9,958**	19,257
Disposals	**(5,703)**	(37,381)
Balance at end of year	**3,626,891**	3,622,636
Cumulative unrealized mark to market gain on financial assets at FVOCI		
Balance at beginning of year	**5,124,160**	3,132,466
Unrealized gain during the year	**1,231,765**	2,010,279
Realized gain on disposal during the year	**(1,756)**	(18,585)
Balance at end of year	**6,354,169**	5,124,160
	₱9,981,060	₱8,746,796

The fair values of these securities are based on the quoted prices on the last market day of the year. The Company determines the cost of investments sold using specific identification method.

Dividend income earned from financial assets at FVOCI amounted to ₱15.0 million and ₱6.3 million in 2023 and 2022, respectively (see Note 9).

Realized gain from sale of financial assets at FVOCI amounting to ₱1.8 million and ₱18.6 million in 2023 and 2022, respectively, were reclassified from "Other reserves" account to "Retained earnings" account in the separate statements of financial position.

11. **Property and Equipment**

The movements of this account are as follows:

		(In Thousands)					
		2023					
	Note	**Machinery and Equipment**	**Condominium Units and Improvements**	**Office Furniture, Fixtures and Equipment**	**Transportation Equipment**	**Land and Leasehold Improvements**	**Total**
Cost							
Balances at beginning of year		**₱339,088**	**₱248,955**	**₱103,853**	**₱45,865**	**₱252,980**	**₱990,741**
Additions		**22,232**	**4,814**	**39**	**577**	**–**	**27,662**
Balances at end of year		**361,320**	**253,769**	**103,892**	**46,442**	**252,980**	**1,018,403**
Accumulated Depreciation and Impairment							
Balances at beginning of year		**278,753**	**243,765**	**99,696**	**42,391**	**252,725**	**917,330**
Depreciation and amortization	8	**14,174**	**1,440**	**1,091**	**2,895**	**63**	**19,663**
Balances at end of year		**292,927**	**245,205**	**100,787**	**45,286**	**252,788**	**936,993**
Net Carrying Amounts		**₱68,393**	**₱8,564**	**₱3,105**	**₱1,156**	**₱192**	**₱81,410**

		(In Thousands)					
		2022					
	Note	Machinery and Equipment	Condominium Units and Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Land and Leasehold Improvements	Total
Cost							
Balances at beginning of year		₱322,498	₱245,361	₱101,467	₱45,865	₱252,980	₱968,171
Additions		16,590	3,594	2,386	–	–	22,570
Balances at end of year		339,088	248,955	103,853	45,865	252,980	990,741
Accumulated Depreciation and Impairment							
Balances at beginning of year		270,253	242,828	97,868	40,149	252,599	903,697
Depreciation and amortization	8	8,500	937	1,828	2,242	126	13,633
Balances at end of year		278,753	243,765	99,696	42,391	252,725	917,330
Net Carrying Amounts		₱60,335	₱5,190	₱4,157	₱3,474	₱255	₱73,411

Allowance for impairment loss on property and equipment amounted to ₱186.3 million as at December 31, 2023 and 2022.

12. **Other Noncurrent Assets**

This account consists of:

		(In Thousands)	
	Note	**2023**	2022
Refundable deposits and construction bond	26	**₱93,115**	₱88,435
Deferred input VAT		**55,698**	75,650
Others		**37,546**	39,306
		₱186,359	₱203,391

Refundable deposits are subject to adjustments every year if rent rates increase and shall be returned to the Company without interest.

Deferred input VAT pertains to noncurrent portion of unamortized input VAT on purchases of capital goods.

Others include mainly the deferred charges from the recognition of refundable deposits at present values which are amortized annually (see Note 15).

13. Trade and Other Current Liabilities

This account consists of:

	Note	(In Thousands) 2023	2022
Trade		**₱181,008**	₱176,938
Accrued expenses		**237,099**	271,139
Withholding and output tax payable		**212,923**	243,351
Payables pertaining to land acquisitions	6	**144,863**	145,157
Customers' deposits and contract liabilities		**78,444**	59,753
Payable to related parties	28	**60,666**	61,965
Others		**2,631**	2,671
		₱917,634	₱960,974

Trade payables are non-interest bearing with an average term of 90 days.

Accrued expenses pertain to accruals for land transfer fees, professional fees, selling, interest, salaries, communication, rent and utilities and other expenses which are normally settled with an average term of 30 to 90 days.

Withholding and output tax payable are normally settled within the month following the end of the reporting period.

Payables pertaining to land acquisitions represent unpaid purchase price of land acquired from various land owners (see Note 6). These are noninterest-bearing and are due and demandable.

Customers' deposits and contract liabilities pertain to collections received from buyers for projects with pending recognition of sale.

14. Loans Payable

Loans payable represents unsecured peso-denominated loans obtained from local banks and a related party with interest of 3.95% to 6.88% and 2.30% to 5.65% in 2023 and 2022, respectively. Loans payable have historically been renewed or rolled over. Loans payable to banks are short-term loans from omnibus credit line with a term of up to 360 days. Loans payable to a related party are due on demand with average interest rates computed based on prevailing bank rates.

The carrying amount of outstanding loans payable follows:

	Note	(In Thousands) 2023	2022
Loans payable to a related party	28	**₱2,100,000**	₱3,705,925
Loans payable to banks		**1,300,017**	450,017
		₱3,400,017	₱4,155,942

Interest expense on loans payable charged to operations amounted to ₱233.3 million and ₱155.6 million in 2023 and 2022, respectively (see Note 23).

15. **Other Noncurrent Liabilities**

This account consists of the following:

	(In Thousands)	
	2023	2022
Refundable deposits	**₱237,225**	₱225,583
Deferred lease income	**138,139**	150,590
	₱375,364	₱376,173

Deferred lease income is recognized initially as the difference between the principal amount and present value of refundable deposits at the lease inception date and subsequently amortized on a straight-line basis over the lease term.

16. **Long-term Debt**

This account consists of the following:

	(In Thousands)	
	2023	2022
Loans	**₱4,055,000**	₱4,870,000
Current portion of long-term debt	**(2,029,000)**	(29,000)
Noncurrent long-term debt	**₱2,026,000**	₱4,841,000

BDO Unibank, Inc. (BDO)
On March 6, 2018, the Company availed of ₱3,000.0 million facility for the purpose of refinancing its short-term loans with other banks and other general funding requirements. The loan is payable at the end of its seven-year term, unsecured and bears an interest rate of 6.25% to 7.00% in 2023 and 3.25% to 4.25% in 2022.

The outstanding balance of the loan amounted to ₱600.0 million and ₱1,400.0 million as at December 31, 2023 and 2022, respectively.

China Banking Corporation (Chinabank)
The Company availed of ₱3,500.0 million facility for the purpose of financing capital expenditures, refinancing existing debt obligations and other general corporate purposes. These are unsecured and payable within three to five years with an annual fixed interest rate of 3.95% to 4.75%.

The outstanding balance of these loans amounted to ₱3,455.0 million and ₱3,470.0 million as at December 31, 2023 and 2022, respectively.

Covenants
The loan agreements provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. During the term of the loan, the Company should comply with the minimum current ratio of 1.0x and 2.0x for BDO and Chinabank, respectively, and maximum debt to equity ratio of 2.0x and 1.0x for BDO and Chinabank, respectively. As at December 31, 2023 and 2022, the Company is in compliance with the terms of its loan covenants.

Repayment Schedule

The repayment schedules of long-term debt are as follows:

	(In Thousands)	
	2023	2022
Within one year	**₱2,029,000**	₱29,000
More than one year but not more than five years	**2,026,000**	4,841,000
	₱4,055,000	₱4,870,000

Interest expense on the loans from long-term debt amounted to ₱219.3 million and ₱204.9 million in 2023 and 2022, respectively (see Note 23).

17. Equity

Preferred Stock

As at December 31, 2023 and 2022, the Company has not issued any preferred stock out of the authorized 6,000,000,000 shares with a ₱1 par value. Under the provisions of the Company's articles of incorporation, the rights and features of the preferred stock shall be determined through a resolution of the BOD prior to issuance.

Common Stock

As at December 31, 2023 and 2022, the authorized common stock of the Company is 14,000,000,000 shares with a ₱1 par value.

The following summarizes the information on the Company's registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized Shares	Number of Shares Issued	Issue/ Offer Price
August 20, 1973	6,000,000,000	6,000,000,000	₱0.01
March 19, 1976	2,000,000,000	464,900,000	0.01
December 7, 1990	–	920,000,000	0.01
1990	–	833,500,000	0.01
October 19, 1990	(7,000,000,000)	(8,136,216,000)	1.00
June 18, 1991	–	3,381,840	1.00
1991	–	47,435,860	1.00
1992	–	11,005,500	1.00
December 7, 1993	–	473,550,000	1.00
1993	–	95,573,400	1.00
January 24, 1994	–	100,000,000	1.00
August 3, 1994	–	2,057,948	7.00
August 3, 1994	–	960,375	10.00
February 14, 1995	1,000,000,000	–	1.00
June 6, 1995	–	138,257,863	1.00
March 8, 1995	–	312,068,408	1.00
March 17, 1995	2,000,000,000	–	1.00
March 28, 1995	–	627,068,412	1.00
July 5, 1995	–	78,060,262	1.00
September 1, 1995	–	100,000,000	1.00
March 1, 1995	–	94,857,072	1.00

(Forward)

Date of SEC Approval	Authorized Shares	Number of Shares Issued	Issue/ Offer Price
September 13, 1995	–	103,423,030	₱1.00
1995	–	123,990,631	1.00
1996	–	386,225,990	1.00
February 21, 1997	10,000,000,000	–	1.00
1997	–	57,493,686	1.00
1998	–	36,325,586	1.00
March 19, 1999	–	16,600,000	1.00
April 26, 1999	–	450,000,000	1.00
April 27, 1999	–	300,000,000	1.00
1999	–	306,109,896	1.00
2000	–	2,266,666	1.00
2001	–	2,402,003,117	1.00
April 14, 2011	–	2,700,000,000	1.95
July 18, 2011	–	119,869,990	3.00
July 18, 2011	–	1,388,613,267	3.00
October 6, 2015	–	1,617,058	1.00
	14,000,000,000	10,560,999,857	

Movements in the number of issued, treasury and outstanding shares of the Company are as follows:

	2023	2022
Issued shares		
Balance at beginning and end of year	**10,560,999,857**	10,560,999,857
Treasury shares		
Balance at beginning of year	**864,535,560**	797,873,560
Reissuance	**–**	(1,000)
Purchase	**–**	66,663,000
Balance at end of year	**864,535,560**	864,535,560
Outstanding shares	**9,696,464,297**	9,696,464,297

<u>Retained Earnings</u>

The Company's retained earnings available for dividend declaration, computed based on the regulatory requirements of SEC, amounted to ₱5,204.5 million and ₱2,750.0 million as at December 31, 2023 and 2022, respectively.

<u>Dividends</u>

On February 28, 2023, the Company's BOD approved the declaration of cash dividends of ₱0.06 per share amounting to ₱581.8 million to shareholders of record as of March 15, 2023. The total dividends are inclusive of dividends payable to subsidiaries which hold Company shares amounting to ₱15.1 million.

18. **Other Revenue**

This account consists of:

		(In Thousands)	
	Note	**2023**	2022
Amortization of discount on trade receivables	5	**₱98,571**	₱105,051
Service fee	28	**54,000**	54,000
Income from forfeitures		**12,541**	37,677
Income from playing rights		**11,696**	1,161
Administrative fees and other charges		**4,972**	3,092
Gain (loss) on repossession	6	**(3,206)**	46,691
Penalty		**2,875**	3,297
Others		**6,555**	13,698
		₱188,004	₱264,667

Income from forfeitures represent deposits, and to a certain extent, installment payments from customers forfeited in the event of default and/or cancellations of real estate sales.

Penalty pertains to income from surcharges for buyers' default and late payments. Income is recognized when penalty is actually collected.

Others pertain to revenues from sale of scrap supplies and various administrative fees, such as utilities charges and payroll processing fees, during the year.

19. **Cost of Lease Income**

This account consists of:

		(In Thousands)	
	Note	**2023**	2022
Depreciation and amortization	8	**₱1,144,293**	₱1,132,186
Taxes		**171,587**	171,587
Insurance		**21,321**	25,650
Maintenance		**11,544**	8,243
		₱1,348,745	₱1,337,666

20. **Cost of Real Estate Sold**

The cost of real estate sold amounted to ₱142.0 million and ₱443.4 million in 2023 and 2022, respectively (see Note 6).

21. Cost of Services for Property Management

This account consists of:

	Note	(In Thousands) 2023	2022
Power and maintenance		**₱82,387**	₱69,264
Water services		**70,086**	59,799
Depreciation and amortization	8	**17,590**	10,549
		₱170,063	₱139,612

22. General and Administrative Expenses

This account consists of:

	Note	(In Thousands) 2023	2022
Security, janitorial and service fees		**₱113,652**	₱151,093
Taxes and licenses		**79,948**	37,221
Personnel costs		**68,172**	62,111
Professional fees		**28,469**	33,291
Reversal of ECL	5	**(21,200)**	–
Listing, filing and registration fees		**20,827**	2,899
Representation and entertainment		**20,810**	21,419
Depreciation and amortization	8	**13,751**	15,679
Subscription fees		**7,398**	9,549
Transportation and travel		**6,408**	5,759
Repairs and maintenance		**6,301**	6,266
Rental	26	**5,259**	4,800
Utilities		**4,481**	4,429
Marketing and advertising		**2,680**	656
Insurance		**1,831**	1,972
Communication		**692**	696
Office supplies		**510**	628
Selling expenses		**439**	25,423
Others		**929**	782
		₱361,357	₱384,673

23. Interest Expense

The sources of the Company's interest expense are as follows:

	Note	(In Thousands) 2023	2022
Lease liabilities	26	**₱259,932**	₱272,715
Loans payable	14	**233,323**	155,607
Long-term debt	16	**219,334**	204,891
Others		**12,061**	8,242
		₱724,650	₱641,455

24. **Other Income (Expenses)**

This account consists of:

	(In Thousands)	
	2023	2022
Bank charges and termination fees	**(₱3,454)**	₱–
Net foreign exchange gain	**48**	172
	(₱3,406)	₱172

25. **Income Taxes**

The provision for current income tax pertains to MCIT in 2023 and 2022, respectively.

The components of the net deferred tax liabilities of the Company are as follows:

	(In Thousands)	
	2023	2022
Deferred tax assets:		
Lease liabilities	**₱1,460,236**	₱1,561,064
Discount on trade receivables	**41,462**	53,798
Accretion of refundable deposits	**8,843**	9,331
Unamortized past service costs	**999**	1,319
Doubtful accounts	**650**	5,950
NOLCO	**–**	72,860
	1,512,190	1,704,322
Deferred tax liabilities:		
Excess of carrying amount of investment property over construction costs	**(1,609,736)**	(1,644,594)
Right-of-use assets	**(1,303,240)**	(1,414,187)
Difference between straight line accounting for lease income and contractual cash flows	**(683,117)**	(744,700)
Excess revenue per POC over cash collections	**(313,939)**	(318,948)
Unaccreted discount on refundable deposits	**(38,906)**	(41,817)
Deferred income on real estate sales	**(16,039)**	(16,841)
Deferred lease expense	**(9,626)**	(9,908)
Unrealized foreign exchange gain - net	**(130)**	(126)
Pension asset	**(101)**	(101)
	(3,974,834)	(4,191,222)
Net deferred tax liabilities	**(₱2,462,644)**	(₱2,486,900)

The components of deferred tax are presented as follows:

	(In Thousands)	
	2023	2022
In profit or loss	**(₱2,462,953)**	(₱2,485,671)
In other comprehensive income	**309**	(1,229)
	(₱2,462,644)	(₱2,486,900)

The components of the Company's unrecognized deferred tax assets as at December 31, 2023 and 2022 for which deferred tax assets were not recognized follows:

	(In Thousands)	
	2023	2022
Allowances for:		
Doubtful accounts	**₱546,481**	₱546,481
Probable losses	**3,733**	3,733
NOLCO	**153,886**	170,255
Excess MCIT over RCIT	**36,523**	18,733
	₱740,623	₱739,202

The above deferred tax assets as at December 31, 2023 and 2022 are not recognized in the books since management believes that it is not probable that taxable income will be available against which the deferred tax assets can be utilized.

The details of the Company's unused NOLCO which can be claimed as deduction from future taxable income during the stated validity are as follows:

	(In Thousands)				
Year Incurred	Beginning Balance	Incurred	Utilized	Ending Balance	Valid Until
2021	₱681,018	₱–	(₱65,477)	₱615,541	2026
2020	291,443	–	(291,443)	–	2025
	₱972,461	₱–	(₱356,920)	₱615,541	

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 to implement Section 4 of the Republic Act No. 11494 (Bayanihan to Recover as One Act) allowing the net operating loss of a business or enterprise incurred for the taxable years 2020 and 2021 to be carried over as a deduction from gross income for the next five (5) consecutive taxable years following the year of such loss.

The details of the Company's MCIT which can be claimed as deduction against income tax liability during the stated validity are as follows:

	(In Thousands)				
Year Incurred	Beginning Balance	Incurred	Utilized	Ending Balance	Valid Until
2023	₱–	₱17,790	₱–	₱17,790	2026
2022	17,195	–	–	17,195	2025
2021	1,538	–	–	1,538	2024
	₱18,733	₱17,790	₱–	₱36,523	

The reconciliation between the income tax expense computed at statutory tax rate and the income tax expense (benefit) shown in the separate statements of comprehensive income is as follows:

	(In Thousands)	
	2023	2022
Income tax at statutory tax rate	**₱311,587**	₱426,247
Income tax effects of:		
Nontaxable income	**(317,809)**	(314,381)
Changes in unrecognized deferred tax assets	**1,421**	17,195
Interest income subjected to final tax	**(2,712)**	(182)
Nondeductible expenses	**2,585**	72
	(₱4,928)	₱128,951

26. **Lease Commitments**

Company as Lessee

The Company entered into a lease agreement for a parcel of land situated in Aseana Business Park, Parañaque City for a period until July 31, 2033. The lease rates are based on a fixed amount, subject to escalation. The contract may be renewed or extended upon such terms and conditions that are mutually acceptable to the parties.

In 2020, SSS granted lease concession to the Company by deferring the lease payments due from December 2020 to May 2021 totaling ₱100.0 million, which will be paid in 2022 onwards. The Company applied the practical expedient under amendment to PFRS 16, the revised timing of lease payments was not accounted for as a lease modification.

The Company and Belle Bay City, through its Board of Liquidators, entered into a Memorandum of Agreement granting the Company an absolute and exclusive right to build and use "air rights" a bridge way over a particular lot owned by Belle Bay City. The agreement shall be a period of 50 years or upon termination of the Company's business operation on the bridge way whichever comes earlier. The air rights shall be used to connect City of Dreams Manila Phase 1 and Phase 2. Rental payments are subject to escalation as stated in the agreement.

The Company has a lease agreement with SM Prime Holdings, Inc. covering its office space. The lease term is five years, with option to renew subject to mutually agreed upon terms and conditions. Rent is payable within 30 days upon receipt of the billing. On August 1, 2022, the operating lease agreement was renewed for another five years ending on July 31, 2027.

The Company also has certain leases with lease terms of 12 months or less. The Company applies the "short-term lease" recognition exemptions for these leases. Rent expense related to short-term leases amounted to ₱5.3 million and ₱4.8 million in 2023 and 2022, respectively (see Note 22).

The rollforward analysis of ROU assets is follows:

	Note	(In Thousands) 2023 Air Rights	Office Spaces	Total
Cost				
Balance at beginning and end of year		**₱53,673**	**₱39,887**	**₱93,560**
Accumulated Amortization				
Balance at beginning of year		**14,804**	**3,325**	**18,129**
Amortization	8	**3,701**	**7,977**	**11,678**
Balance at end of year		**18,505**	**11,302**	**29,807**
Carrying Amounts		**₱35,168**	**₱28,585**	**₱63,753**

	Note	(In Thousands) 2022 Air Rights	Office Spaces	Total
Cost				
Balance at beginning of year		₱53,673	₱28,290	₱81,963
Additions		–	39,887	39,887
Termination of lease		–	(28,290)	(28,290)
Balance at end of year		53,673	39,887	93,560
Accumulated Amortization				
Balance at beginning of year		11,103	22,721	33,824
Amortization	8	3,701	8,894	12,595
Termination of lease		–	(28,290)	(28,290)
Balance at end of year		14,804	3,325	18,129
Carrying Amounts		₱38,869	₱36,562	₱75,431

The following are the amounts recognized in the separate statements of comprehensive income:

	Note	(In Thousands) 2023	2022
Interest expense on lease liabilities	23	**₱259,932**	₱272,715
Amortization of ROU assets	8	**11,678**	12,595
Rent expense relating to short-term leases	22	**5,259**	4,800
		₱276,869	₱290,110

The rollforward analysis of lease liabilities follows:

		(In Thousands) 2023	2022
Balance at beginning of year		**₱6,244,257**	₱6,535,221
Payments		**(663,178)**	(603,566)
Interest expense	23	**259,932**	272,715
Additions		**–**	39,887
Balance at end of year		**5,841,011**	6,244,257
Current portion of lease liabilities		**392,651**	401,350
Lease liabilities - net of current portion		**₱5,448,360**	₱5,842,907

Shown below is the maturity analysis of the undiscounted lease payments:

	(In Thousands)	
	2023	2022
Within 1 year	**₱662,441**	₱663,179
After 1 year but not more than 5 years	**2,812,192**	2,738,526
More than 5 years	**3,729,598**	4,465,705

Refundable Deposits

The Company paid deposits as security to various leases amounting to ₱93.1 million and ₱88.4 million as at December 31, 2023 and 2022, respectively (see Note 12). These are refundable at the end of the lease term. The deposits are initially recognized at their present values and subsequently carried at amortized cost using effective interest method.

Company as Lessor

On October 25, 2012, the Company, as a lessor, entered into a lease agreement with Melco for the lease of land and building structures to be used in the City of Dreams Manila project (“the Project”). The lease period is co-terminus with the operating agreement between the Company and Melco which is effective on March 13, 2013 until the expiration of the License on July 11, 2033.

In 2021, the Company and Melco agreed to amend its lease contract whereby the 2021 rental payments were changed to include minimum guaranteed rental payments and an additional lease payment subject to certain conditions such as operating capacity and lifting of some restrictions. In 2022, the Company and Melco further agreed to amend its lease contract wherein the minimum guaranteed lease payments were reduced and additional variable lease payments will be made subject to certain conditions. Total rental payments for 2023 and 2022 amounted to ₱1,988.8 million and ₱2,054.3 million, respectively, and the subsequent rental payments will consist of a fixed base rent and a variable rent based on the percentage ratio of actual against target gross gaming revenues of City of Dreams Manila.

In 2023 and 2022, the Company recognized lease income to the extent collectible. The Company recognized lease income on the lease of land and building to Melco amounting to ₱1,988.8 million and ₱2,054.3 million in 2023 and 2022, respectively.

As at December 31, 2023 and 2022, the minimum lease payments to be received by the Company on the lease on the land and building are as follows:

	(In Thousands)	
	2023	2022
Within one year	**₱2,324,505**	₱2,235,101
In more than one year and not more than five years	**10,265,763**	9,870,926
In more than five years	**13,939,490**	16,658,787
	₱26,529,758	₱28,764,814

The Company carried receivables relating to these leases under the “Receivables” account in the separate statements of financial position amounting to ₱2,847.5 million and ₱3,106.4 million as at December 31, 2023 and 2022, respectively (see Note 5).

Costs incurred for these leases, which consists of taxes, property insurance and other costs, are presented under “Cost of lease income” account in the separate statements of comprehensive income (see Note 19).

27. **Pension Asset**

The Company has a funded, noncontributory defined benefit pension plan covering all regular and permanent employees. The benefits are based on employees' projected salaries and number of years of service. Costs are determined in accordance with the actuarial study, the latest of which is dated December 31, 2023.

The following tables summarize the components of pension costs recognized in the separate statements of comprehensive income and the pension asset and retirement liability recognized in the separate statements of financial position.

Changes in the retirement benefits of the Company in 2023 are as follows:

	(In Thousands)		
	Present Value of Defined Benefit Obligation	**Fair Value of Plan Assets**	**Pension Asset (Liability)**
Balance at beginning of year	**(₱77,880)**	**₱82,388**	**₱4,508**
Net retirement income (costs) in profit or loss:			
Current service cost	**(4,227)**	**–**	**(4,227)**
Net interest	**(5,553)**	**5,648**	**95**
	(9,780)	**5,648**	**(4,132)**
Benefits paid	**10,481**	**(10,481)**	**–**
Contributions	**–**	**4,135**	**4,135**
Remeasurement loss recognized in OCI:			
Actuarial changes arising from changes in financial assumptions	**(1,773)**	**–**	**(1,773)**
Actuarial changes due to changes in demographic assumptions	**(212)**	**–**	**(212)**
Actuarial changes due to experience	**(2,870)**	**–**	**(2,870)**
Actual return excluding interest income	**–**	**(1,298)**	**(1,298)**
	(4,855)	**(1,298)**	**(6,153)**
Balance at end of year	**(₱82,034)**	**₱80,392**	**(₱1,642)**

Changes in the retirement benefits of the Company in 2022 are as follows:

	(In Thousands)		
	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Pension Asset (Liability)
Balance at beginning of year	(₱85,171)	₱102,555	₱17,384
Net retirement income (costs) in profit or loss:			
Current service cost	(4,493)		(4,493)
Net interest	(4,250)	4,583	333
	(8,743)	4,583	(4,160)
Benefits paid	21,367	(21,367)	–
Remeasurement loss recognized in OCI:			
Actuarial changes arising from changes in financial assumptions	(1,098)	–	(1,098)
Actuarial changes due to changes in demographic assumptions	(221)	–	(221)
Actuarial changes due to experience	(4,014)	–	(4,014)
Actual return excluding interest income	–	(3,383)	(3,383)
	(5,333)	(3,383)	(8,716)
Balance at end of year	(₱77,880)	₱82,388	₱4,508

The accumulated remeasurement gains (losses) recognized in other comprehensive income as at December 31, 2023 and 2022 are as follows:

	2023		
	Accumulated Remeasurement Gain (Loss)	**Deferred Tax (see Note 25)**	**Net**
Balance at beginning of year	**₱4,915**	**₱1,229**	**₱3,686**
Remeasurement loss	**(6,153)**	**(1,538)**	**(4,615)**
Balance at end of year	**(₱1,238)**	**(₱309)**	**(₱929)**

	2022		
	Accumulated Remeasurement Gain (Loss)	Deferred Tax (see Note 25)	Net
Balance at beginning of year	₱13,631	₱3,408	₱10,223
Remeasurement loss	(8,716)	(2,179)	(6,537)
Balance at end of year	₱4,915	₱1,229	₱3,686

The major categories of plan assets as a percentage of the fair value of total obligation as at December 31 are as follows:

	(In Thousands)	
	2023	2022
Cash and cash equivalents	**38%**	19%
Debt instruments - government bonds	**27%**	49%
Unit investment trust funds	**27%**	24%
Mutual fund	**6%**	6%
Others	**2%**	2%
	100%	100%

The Company's plan assets is administered by a Trustee. The Company and the retirement plan have no specific matching strategies between the retirement plan assets and define benefit asset or obligation under the retirement plan.

The principal assumptions used to determine retirement plan assets as at December 31 are as follows:

	2023	2022
Discount rates	**6%**	7%
Future salary increases	**8%**	8%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2023 and 2022 assuming if all other assumptions were held constant:

	2023		2022	
	Increase (Decrease)	**Increase (Decrease) in Defined Benefit Obligation (In thousands)**	Increase (Decrease)	Increase (Decrease) in Defined Benefit Obligation (In thousands)
Discount rate	**2.2%**	**(₱1,769)**	1.8%	(₱1,364)
	(2.0%)	**1,646**	(1.3%)	1,271
Salary increase rate	**2.1%**	**1,719**	1.7%	1,339
	(2.0%)	**(1,632)**	(1.6%)	(1,272)

The average duration of the Company's defined benefit obligation is 2.1 years in 2023. The Company does not expect to contribute to the plan assets in 2024.

The maturity analysis of the undiscounted benefit payments follows:

	(In Thousands)	
	2023	2022
Within 1 year	**₱65,177**	₱66,409
More than 1 year to 5 years	**18,158**	13,372
More than 5 years to 10 years	**23,069**	18,806

28. **Related Party Transactions**

In the ordinary course of business, the Company has transactions with related parties which consist mainly of reimbursable expenses and extension or availment of noninterest-bearing advances. The outstanding balances at year-end are payable on demand. There have been no guarantees provided or received for any related party receivables or payables. Related party transactions are generally settled in cash. Related party transactions amounting to 10% or higher of the Company's separate total assets are subject to the approval of the BOD.

Details of related party transactions are as follows:

Related Party	Relationship	Transaction		Transaction Amounts (In Thousands)	Outstanding Balance (In Thousands)	Terms	Condition (In Thousands)
Advances to subsidiaries and associates (see Note 9):							
Belle Bay Plaza	Subsidiary	Reimbursable Expenses	**2023**	**₱13**	**₱1,624,647**	Noninterest-bearing, due on demand	Unsecured, partially provided amounting to ₱1,624,558 as at December 31, 2023 and 2022
			2022	₱13	₱1,624,634		
BIHI	Subsidiary	Reimbursable expenses	**2023**	**19**	**251,611**	Noninterest-bearing, due and demandable	Unsecured, partially provided amounting to ₱251,569 as at December 31, 2023 and 2022
			2022	14	251,592		
BGRHI	Subsidiary	Reimbursable expenses	**2023**	**467**	**138,461**	Noninterest-bearing, due and demandable	Unsecured, partially provided amounting to ₱2,647 as at December 31, 2023 and 2022
			2022	352	137,994		

(Forward)

				(In Thousands)			(In Thousands)
Related Party	Relationship	Transaction		Transaction Amounts	Outstanding Balance	Terms	Condition
APC	Associate	Advances to	**2023**	**₱–**	**₱79,979**	Noninterest-bearing,	Unsecured, partially
		associate	2022	₱–	₱79,979	due and demandable	provided amounting
							to ₱79,452 as at
							December 31, 2023
							and 2022
Parallax	Subsidiary	Reimbursable	**2023**	**37**	**43,187**	Noninterest-bearing,	Unsecured, partially
		expenses	2022	18	43,150	due and demandable	provided amounting
							to ₱750 as at
							December 31, 2023
							and 2022
Belle Jai Alai	Associate	Advances to	**2023**	–	**29,398**	Noninterest-bearing,	Unsecured,
		associate	2022	–	29,398	due and demandable	fully provided in
							2023 and 2022
SLW	Subsidiary	Reimbursable	**2023**	**24**	**28,483**	Noninterest-bearing,	Unsecured,
		expenses	2022	24	28,459	due and demandable	no impairment
PLC	Subsidiary	Reimbursable	**2023**	–	**74**	Noninterest-bearing,	Unsecured,
		expenses	2022	–	3,294	due on demand	no impairment
PLAI	Subsidiary	Reimbursable	**2023**	**–**	**836**	Noninterest-bearing,	Unsecured,
		expenses	2022	–	843	due and demandable	no impairment
POSC	Subsidiary	Reimbursable	**2023**	**–**	**–**	Noninterest-bearing,	Unsecured,
		expenses	2022	–	53	due and demandable	no impairment
Others	Subsidiaries and	Advances to	**2023**	**–**	**20,650**	Noninterest-bearing,	Unsecured, partially
	associates	subsidiaries and	2022	–	21,653	due and demandable	provided amounting
		associates					to ₱21,404 as at
							December 31, 2023
							and 2022
			2023		**2,217,326**		
			2022		2,221,049		
		Less allowance for	**2023**		**2,009,841**		
		doubtful accounts	2022		2,009,841		
			2023		**₱207,485**		
			2022		₱211,208		
Payable to related parties (see Note 13):							
Belle Jai Alai	Associate	Advances to	**2023**	**₱–**	**₱60,666**	Noninterest-bearing,	Unsecured
		associate	2022	₱–	₱60,753	due and demandable	
Others	Subsidiaries and	Advances to	**2023**		**–**	Noninterest-bearing,	Unsecured
	associates	subsidiaries and	2022	–	1,212	due and demandable	
		associates					
			2023		**₱60,666**		
			2022		₱61,965		
Loans payable -							
PLC (see Note 14)	Subsidiary	Loans payable	**2023**	**(₱1,605,925)**	**₱2,100,000**	3.3% to 6.4%, due on	Unsecured
			2022	₱–	₱3,705,925	demand	
Others:							
PLC	Subsidiary	Interest expense on	**2023**	**₱199,415**	**₱–**	Noninterest-bearing,	Unsecured
		loans payable	2022	₱125,333	₱–	30 days	
PLC	Subsidiary	Dividend income	**2023**	**1,251,222**	**–**	Noninterest-bearing,	Unsecured
		(see Note 9)	2022	1,251,222	–	due within 1 year	
PLC	Subsidiary	Service fees	**2023**	**54,000**	**–**	Noninterest-bearing,	Unsecured
			2022	54,000	–	30 days	
SM Prime Holdings,	With common	Lease	**2023**	**13,947**	**–**	Noninterest-bearing,	Unsecured
Inc.	stockholders		2022	16,068	–	30 days	
		Dividend income	**2023**	**14,646**	**–**	Noninterest-bearing,	Unsecured
			2022	5,994	–	due within 1 year	
Highlands Prime,	With common	Service fees	**2023**	**37,697**		Noninterest-bearing,	Unsecured
Inc. (HPI)	stockholders		2022	77,140	–	30 days	
SM Investments	Stockholder	Service fees	**2023**	**66,000**	**–**	Noninterest-bearing,	Unsecured
Corporation			2022	66,000	–	30 days	
		Dividend income	**2023**	**366**	**–**	Noninterest-bearing,	Unsecured
			2022	305	–	due within 1 year	
Directors and	Key management	Salaries and wages	**2023**	**31,104**		Not applicable	Unsecured
officers	personnel		2022	54,986	–		
		Long-term employee	**2023**	**1,682**		Not applicable	Unsecured
		benefits	2022	2,413	–		
		Professional fees	**2023**	**20,245**		Not applicable	Unsecured
			2022	18,142	–		

Allowance provided on advances to subsidiaries and associates charged to "Investments in and advances to subsidiaries and associates" account amounted to ₱2,009.8 million as at December 31, 2023 and 2022, respectively (see Note 9).

Transactions with other related parties are as follows:

- In 2021, the Company entered into a renewable one-year marketing and sales support agreement with HPI. Service fees charged by HPI to the Company amounted to ₱37.7 million and ₱77.1 million in 2023 and 2022, respectively, which are recognized under "General and administrative expenses" in the separate statements of comprehensive income.

- In 2018, the Company entered into a service agreement with PLC wherein the Company shall provide sufficient personnel and other resources for accounting and administrative functions. Service fees charged by the Company to PLC amounted to ₱54.0 million in 2023 and 2022, which are recognized under "Other revenue" in the separate statements of comprehensive income (see Note 18).

- In 2018, the Company entered into a renewable one-year professional service agreement with SM Investments Corporation (SMIC). Service fees charged by SMIC to the Company amounted to ₱66.0 million in 2023 and 2022, which are recognized under "General and administrative expenses" in the separate statements of comprehensive income.

29. Significant Contracts and Commitments

Investment Commitment with PAGCOR

The Company and its casino operator is required to have an "Investment Commitment" based on PAGCOR guidelines of US$1.0 billion, of which US$650.0 million shall be invested upon the opening of the casino and the other US$350.0 million shall be invested within a period of three (3) years from the commencement of the casino operations. The Investment Commitment should comprise of the value of land used for the projects and the construction costs of various facilities and infrastructure within the site of the project. As at December 31, 2023 and 2022, the Company and its co-licensees have complied with the Investment Commitment.

Cooperation Agreement with Melco

On October 25, 2012, the Company together with PLAI ("Philippine Parties"), formally entered into a Cooperation Agreement with Melco which governs their cooperation in the development and operation of the City of Dreams Manila. The Cooperation Agreement places the Company as a co-licensee and the owner of the site's land and buildings, while Melco will be a co-licensee and operator of all the facilities within the resort complex.

Operating Agreement with Melco

On March 13, 2013, the Company, together with PLAI, entered into an Operating Agreement with MPHIL Holdings No. 2 Corporation, MPHIL Holdings No.1 Corporation and Melco. Under the terms of the Operating Agreement, Melco was appointed as the exclusive operator and manager of the casino development Project. The Operating Agreement shall be in full force and effect for the period of the PAGCOR License, unless terminated earlier in accordance with the agreements among the parties.

30. **Financial Assets and Financial Liabilities**

Financial Risk Management Objectives and Policies

The Company's principal financial liabilities are composed of trade and other current liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents, receivables and installment receivables. The Company also holds financial assets at FVOCI, deposits, refundable deposits and construction bonds, guarantee deposits, loans payable, long-term debt, lease liability, and obligations under finance lease.

The main risks arising from the Company's financial assets and financial liabilities are interest rate risk, equity price risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks and these are summarized below.

Interest Rate Risk. Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial assets and financial liabilities. The Company's exposure to interest rate risk relates primarily to the Company's long-term debt which are subject to cash flow interest rate risk.

The Company's policy is to manage its interest cost by limiting its borrowings and entering only into borrowings at fixed and variable interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates with other variables held constant of the Company's income before income tax:

	(In Thousands)	
	2023	2022
Increase (decrease) in basis points		
100	**(₱183,294)**	(₱2,049)
(100)	**183,294**	2,049

Equity Price Risk. Equity price risk is the risk that the fair value of quoted investments held for trading and financial assets at FVOCI in listed equities decreases as a result of changes in the value of individual stock. The Company's exposure to equity price risk relates primarily to the Company's financial assets at FVOCI. The Company monitors the equity investments based on market expectations. Significant movements within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the BOD.

The following table demonstrates the sensitivity to a reasonably possible change in equity price, with all other variables held constant, of the Company's other comprehensive income:

	(In Thousands)	
	2023	2022
Increase (decrease) in share price		
5%	**₱500,917**	**₱437,340**
(5%)	**(500,917)**	**(437,340)**

Credit Risk. Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company does not offer credit terms without the specific approval of the management. There is no significant concentration of credit risk.

In the Company's real estate business, title to the property is transferred only upon full payment of the purchase price. There are also provisions in the sales contract which allow forfeiture of installments/deposits made by the customer in favor of the Company and retain ownership of the property. The Company has the right to sell, assign or transfer to third party and any interest under sales contract, including its related receivables from the customers. The Company's primary target customers are high-income individuals and top corporations, in the Philippines and overseas. These measures minimize the credit risk exposure or any margin loss from possible default in the payments of installments.

Trade receivables from sale of real estate units are secured with pre-completed property units. The legal title and ownership of these units will only be transferred to the customers upon full payment of the contract price. Receivables from sale of club shares are secured by the shares held by the Company. For other receivables, since the Company trades only with recognized third parties, there is no requirement for collateral.

With respect to credit risk arising from the financial assets of the Company, which comprise of cash and cash equivalents, receivables, advances to subsidiaries and associates, financial assets at FVOCI, deposits, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these financial assets.

The table below shows the Company's aging analysis of financial assets.

	(In Thousands)						
	2023						
	Neither Past Due nor Impaired	**Past Due but not Impaired**					
		Less than 30 Days	**31 to 60 Days**	**61 to 90 Days**	**Over 90 Days**	**Impaired**	**Total**
Cash and cash equivalents*	**₱163,973**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱163,973**
Receivables	**4,238,214**	**4,188**	**8,764**	**1,183**	**127,296**	**155,913**	**4,535,558**
Advances to subsidiaries and associates**	**207,485**	**–**	**–**	**–**	**–**	**2,009,841**	**2,217,326**
Deposits***	**93,115**	**–**	**–**	**–**	**–**	**–**	**93,115**
	₱4,702,787	**₱4,188**	**₱8,764**	**₱1,183**	**₱127,296**	**₱2,165,754**	**₱7,009,972**

**Excluding cash on hand amounting to ₱0.1 million.*
***Presented under "Investments in and advances to subsidiaries and associates" account in the separate statements of financial position.*
****Presented under "Other noncurrent assets" account in the separate statements of financial position.*

	(In Thousands)						
	2022						
	Neither Past Due nor Impaired	Past Due but not Impaired					
		Less than 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Impaired	Total
Cash and cash equivalents*	₱91,875	₱–	₱–	₱–	₱–	₱–	₱91,875
Receivables	4,614,652	4,019	2,399	1,550	193,019	177,113	4,992,752
Advances to subsidiaries and associates**	211,208	–	–	–	–	2,009,841	2,221,049
Deposits***	88,435	–	–	–	–	–	88,435
	₱5,006,170	₱4,019	₱2,399	₱1,550	₱193,019	₱2,186,954	₱7,394,111

**Excluding cash on hand amounting to ₱0.1 million.*
***Presented under "Investments in and advances to subsidiaries and associates" account in the separate statements of financial position.*
****Presented under "Other noncurrent assets" account in the separate statements of financial position.*

Financial assets are considered past due when collections are not received on due date.

Past due accounts which pertain to trade receivables from sale of real estate units and club shares are recoverable since the legal title and ownership of the real estate units and club shares will only be transferred to the customers upon full payment of the contract price.

Credit Quality of Financial Assets
The financial assets are grouped according to stage whose description is explained as follows:

Stage 1 - those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.

Stage 2 - those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date

Stage 3 - those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The credit quality of the Company's financial assets are as follows:

	(In Thousands)			
	2023			
	ECL Staging			
	Stage 1	**Stage 2**	**Stage 3**	
	12-month ECL	**Lifetime ECL**	**ECL Credit Impaired**	**Total**
Financial Assets at Amortized Cost				
Cash and cash equivalents*	**₱163,973**	**₱–**	**₱–**	**₱163,973**
Receivables	**4,203,339**	**176,306**	**155,913**	**4,535,558**
Advances to subsidiaries and associates**	**207,485**	**–**	**2,009,841**	**2,217,326**
Deposits***	**93,115**	**–**	**–**	**93,115**
Gross Carrying Amount	**₱4,667,912**	**₱176,306**	**₱2,165,754**	**₱7,009,972**

**Excluding cash on hand amounting to ₱0.1 million.*
***Presented under "Investments in and advances to subsidiaries and associates" account in the separate statements of financial position.*
****Presented under "Other noncurrent assets" account in the separate statements of financial position.*

	(In Thousands)			
	2022			
	ECL Staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	ECL Credit Impaired	Total
Financial Assets at Amortized Cost				
Cash and cash equivalents*	₱91,875	₱–	₱–	₱91,875
Receivables	4,614,652	200,987	177,113	4,992,752
Advances to subsidiaries and associates**	211,208	–	2,009,841	2,221,049
Deposits***	88,435	–	–	88,435
Gross Carrying Amount	₱5,006,170	₱200,987	₱2,186,954	₱7,394,111

**Excluding cash on hand amounting to ₱0.1 million.*
***Presented under "Investments in and advances to subsidiaries and associates" account in the separate statements of financial position.*
****Presented under "Other noncurrent assets" account in the separate statements of financial position.*

Liquidity Risk. Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information. The Company considers obtaining borrowings as the need arises.

The following table summarizes the maturity profile of the Company's financial liabilities as at December 31, 2023 and 2022 based on contractual undiscounted cash flows.

	(In Thousands)					
	2023					
	On Demand	Less than 6 Months	6 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years	Total
Financial Liabilities						
Loans payable*	**₱2,100,000**	**₱1,307,746**	**₱–**	**₱–**	**₱–**	**₱3,407,746**
Trade and other current liabilities**	**626,267**	**–**	**–**	**–**	**–**	**626,267**
Subscription payable	**477,366**	**–**	**–**	**–**	**–**	**477,366**
Long-term debt*	**–**	**2,065,127**	**85,875**	**2,137,103**	**–**	**4,288,105**
Lease liability	**–**	**334,796**	**327,645**	**2,076,085**	**4,465,705**	**7,204,231**
Refundable deposit***	**–**	**–**	**–**	**–**	**237,225**	**237,225**
	₱3,203,633	**₱3,707,669**	**₱413,520**	**₱4,213,188**	**₱4,702,930**	**₱16,240,940**

**Including future interest payments.*
***Excluding withholding and output tax payable, customers' deposit and contract liabilities*
****Presented under "Other noncurrent liabilities" account in the separate statements of financial position.*

	(In Thousands)					
	2022					
	On Demand	Less than 6 Months	6 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years	Total
Financial Liabilities						
Loans payable*	₱3,705,925	₱558,055	₱104,692	₱–	₱–	₱4,368,672
Trade and other current liabilities**	657,870	–	–	–	–	657,870
Subscription payable	477,366	–	–	–	–	477,366
Long-term debt*	–	99,894	134,998	5,113,224	–	5,348,116
Lease liability	–	331,590	331,589	1,369,263	5,834,968	7,867,410
Refundable deposit***	–	–	–	–	150,590	150,590
	₱4,841,161	₱989,539	₱571,279	₱6,482,487	₱5,985,558	₱18,870,024

**Including future interest payments.*
***Excluding withholding and output tax payable, customers' deposit and contract liabilities*
****Presented under "Other noncurrent liabilities" account in the separate statements of financial position.*

The Company expects to settle its maturing obligations on long-term debt from its rental income on land and building and expected profits from real estate development operations.

Capital Management

The primary objective of the Company's capital management is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. There were no changes made in the objectives, policies or processes in 2023 and 2022.

The Company considers the following as its capital:

	(In Thousands)	
	2023	2022
Common stock	**₱10,561,000**	₱10,561,000
Additional paid-in capital	**5,503,731**	5,503,731
Treasury stock	**(2,565,359)**	(2,565,359)
Retained earnings	**16,542,490**	15,871,248
	₱30,041,862	₱29,370,620

The Company is required to maintain debt-to-equity ratios in accordance with its loan agreements (see Note 16) and its license issued by the PAGCOR (see Note 9). As at December 31, 2023 and 2022, the Company was compliant with the requirements.

Fair Value of Assets and Financial Liabilities

Set out below is a comparison by category and by class of carrying values and fair values of the Company's assets and financial liabilities:

	(In Thousands)				
	2023				
	Carrying Value	**Fair Value**	**Quoted (Unadjusted) Prices in Active Markets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets					
Assets measured at fair value -					
Financial assets at FVOCI	**₱9,981,060**	**₱9,981,060**	**₱9,865,090**	**₱–**	**₱115,970**
Assets for which fair value is disclosed -					
Investment properties	**23,568,608**	**41,782,462**	**–**	**–**	**41,782,462**
Liabilities					
Liabilities for which fair values are disclosed:					
Refundable deposits	**237,225**	**237,225**	**–**	**237,225**	**–**
Long-term debt	**4,055,000**	**4,235,913**	**–**	**–**	**4,235,913**

	(In Thousands)				
	2022				
	Carrying Value	Fair Value	Quoted (Unadjusted) Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets					
Assets measured at fair value -					
Financial assets at FVOCI	₱8,746,796	₱8,746,796	₱8,630,826	₱–	₱115,970
Assets for which fair value is disclosed -					
Investment properties	23,095,048	41,782,462	–	–	41,782,462
Liabilities					
Liabilities for which fair values are disclosed:					
Refundable deposits	225,583	225,583	–	225,583	–
Long-term debt	4,870,000	4,695,311	–	–	4,695,311

The Company has no financial liabilities measured at fair value as at December 31, 2023 and 2022. There were no transfers between fair value measurements in 2023 and 2022.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and financial liabilities:

Cash and Cash Equivalents, Receivables, Trade and Other Current Liabilities, Loans Payable. The carrying values of these financial instruments approximate their fair values due to the relatively short-term maturities of these financial assets and financial liabilities.

Financial Assets at FVOCI. The fair values of financial assets at FVOCI in quoted equity shares are based on quoted prices in the PSE or those shares whose prices are readily available from brokers or other regulatory agency as at reporting date. There are no quoted market prices for the unlisted shares and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Advances to Subsidiaries and Associates, Deposits and Refundable Deposits. The carrying amounts of advances to subsidiaries and associates, deposits and refundable deposits approximate their fair values due to unavailability of information as to the repayment date that would provide a reasonable basis for fair value measurement.

Long-term Debt. The fair value long-term loans payable is determined by discounting the obligations' expected future cash flows using the discount rate of 4.75% to 7.13% in 2023 and 5.21% to 6.47% in 2022.

31. Supplemental Disclosure of Cash Flow Information

Changes in Liabilities Arising from Financing Activities

	(In Thousands)				
	2023				
	Balance at beginning of year	**Cash flows**	**Interest expense**	**Dividends Declared**	**Balance at end of year**
Lease liability	**₱6,244,257**	**(₱663,178)**	**₱259,932**	**₱–**	**₱5,841,011**
Loans payable	**4,155,942**	**(755,925)**	**–**	**–**	**3,400,017**
Long-term debt	**4,870,000**	**(815,000)**	**–**	**–**	**4,055,000**
Interest payable	**19,055**	**(465,588)**	**464,718**	**–**	**18,185**
Dividends payable	**–**	**(581,788)**	**–**	**581,788**	**–**
	₱15,289,254	**(₱3,281,479)**	**₱724,650**	**₱581,788**	**₱13,314,213**

	(In Thousands)				
	2022				
	Balance at beginning of year	Cash flows	Interest expense	Noncash recognition and derecognition of lease liability	Balance at end of year
Lease liability	₱6,535,221	(₱603,566)	₱272,715	₱39,887	₱6,244,257
Loans payable	5,700,942	(1,545,000)	–	–	4,155,942
Long-term debt	4,885,000	(15,000)	–	–	4,870,000
Interest payable	19,196	(368,881)	368,740	–	19,055
	₱17,140,359	(₱2,532,447)	₱641,455	₱39,887	₱15,289,254

BOA/PRC Accreditation No. 4782
August 16, 2021, valid until April 13, 2024
SEC Registration No. PP201007009

BDO Towers Valero
8741 Paseo de Roxas
Makati City
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULE FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors
Belle Corporation
5th Floor, Tower A, Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex
CPB-1A, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the separate financial statements of Belle Corporation (the Company) as at and for the years ended December 31, 2023 and 2022, and have issued our report thereon dated February 28, 2024. Our audits were made for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The accompanying Supplementary Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration as at December 31, 2023 is the responsibility of the Company's management. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not part of the basic separate financial statements. The information in this schedule has been subjected to the auditing procedures applied in our audit of the basic separate financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic separate financial statements taken as a whole.

REYES TACANDONG & CO.

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until April 13, 2024
BIR Accreditation No. 08-005144-004-2022
Valid until October 16, 2025
PTR No. 10072407
Issued January 2, 2024, Makati City

February 28, 2024
Makati City, Metro Manila

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2023

BELLE CORPORATION

Address: 5th Floor, Tower A, Two E-Com Center,
Palm Coast Avenue, Mall of Asia Complex, CPB-1A, Pasay City

		Amount (In thousands)
Unappropriated retained earnings, beginning of reporting period		₱4,157,643
Add: Category A: Items that are directly credited to unappropriated retained earnings		
Reversal of retained earnings appropriation/s	–	
Effect of restatements or prior-period adjustments	–	
Others:		
Realized gain on club shares transferred to Retained Earnings	1,756	1,756
		4,159,399
Less: Category B: Items that are directly debited to unappropriated retained earnings		
Dividend declaration during the reporting period	(581,788)	
Difference between straight line accounting for lease income and contractual cash flows	182,371	
Excess of carrying amount of investment property over construction cost, net of tax	104,574	
Accretion of Security deposit, net of tax	8,732	(286,111)
Unappropriated retained earnings, beginning of reporting period as adjusted		3,873,288
Add/less: Net income for the current year		1,251,274
		5,124,562
Add/less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	192,132	192,132
Total retained earnings, end of the reporting period available for dividend		₱5,316,694

BOA/PRC Accreditation No. 4782
August 16, 2021, valid until April 13, 2024
SEC Registration No. PP201007009

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1226 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING WITH THE
BUREAU OF INTERNAL REVENUE

The Stockholders and the Board of Directors
Belle Corporation
5th Floor, Tower A, Two E-Com Center
Palm Coast Avenue, Mall of Asia Complex
CPB-1A, Pasay City

We have audited the accompanying separate financial statements of Belle Corporation (the Company) as at and for the years ended December 31, 2023 and 2022, on which we have rendered our report dated February 28, 2024.

In compliance with Revenue Regulations V-20, we are stating that no partner of our Firm is related by consanguinity or affinity to the president, manager or principal stockholders of the Company.

REYES TACANDONG & CO.

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
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