COVER SHEET

SEC Registration Number

6 2 8 9 3

Company Name

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

Principal Office (No./Street/Barangay/City/Town/Province)

2F, 8 ROCKWELL, HIDALGO DRIVE ROCKWELL CENTER, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
20-IS		N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
ellena@rockwell.com.ph	7-793-0088	N/A

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
46,130 (as of 30 APRIL 2021)	June 30	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Ellen V. Almodiel	ellena@rockwell.com.ph	7-793-0088	N/A

Contact Person's Address

Ground Floor, East Podium, Joya Lofts & Towers, 28 Plaza Drive, Rockwell Center, Makati City 1200

Note: 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.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To: **All Stockholders of**
Rockwell Land Corporation

Please take notice that the annual meeting of Stockholder of **Rockwell Land Corporation** will be held via this link: https://2021asm.e-rockwell.com/ on **Wednesday, June 30, 2021** at **9:00 a.m.**, to discuss the following:

AGENDA

1. Call to Order
2. Proof of Required Notice
3. Determination of Quorum
4. Approval of the Minutes of the Annual Stockholders' Meeting held on August 28, 2020
5. Report of the Chairman & the President
6. Approval/Ratification of the December 2020 Reports and the Audited Financial Statements
7. Ratification of the Acts of the Board of Directors and Management
8. Election of Directors
9. Appointment of External Auditors
10. Other Matters

For purposes of this meeting, only stockholders of record as of April 15, 2021, are entitled to attend and vote in the said meeting. Copies of the minutes of Annual Stockholders' Meeting held on August 28, 2020 have been made available on the company website, https://www.e-rockwell.com/partner-with-us/company-disclosures/

Should you be unable to attend the meeting in person, you may appoint a Proxy by executing the appropriate form. MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND MANAGEMENT A PROXY. For validation, however, please send a valid proxy in writing to RCBC Stock Transfer Processing Station, Ground Floor, West Wing, GPL (Grepalife) Building, 221 Sen. Gil Puyat Avenue cor. Pasong Tamo St., Makati City, or through 2021asm@rockwell.com.ph or in digital/electronic form at https://2021asm.e-rockwell.com/ on or before June 21, 2021. Proxies shall be validated beginning on June 9, 2021 until June 21, 2021. Electronic copies of the Corporation's Information Statement. Management Report, SEC 17-A and other pertinent documents are available at its website at https://www.e-rockwell.com/ and have likewise been uploaded on the PSE's EDGE disclosure system.

Online voting and participation by remote communication will be available for all stockholders. Stockholders who wish to vote online and participate remote communication will be required to register not later than June 21, 2021. Stockholders who are not able to register as of June 21, 2021 can no longer avail of online voting. Instructions on Registration, Online Voting in Absentia and Participation by Remote Communication are set out in Annex A attached to this Notice and Agenda.

By Order of the Board of Directors

ENRIQUE I. QUIASON
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20

1. Check the appropriate box:

[ ] Preliminary Information Statement

[x] Definitive Information Statement

2. Name of Registrant as specified in its charter:

ROCKWELL LAND CORPORATION

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

MAKATI CITY, PHILIPPINES

4. **SEC Identification Number:** 62893

5. BIR Tax Identification Code: 004 710 062 000

6. Address of principal office:

2/F 8 Rockwell, Hidalgo Drive, Rockwell Center
Makati City, 1200

7. Registrant's telephone number, including area code: (632) 793 0888

8. Date, time and place of the meeting of security holders:

Date	:	30 June 2021
Time	:	9:00 am
Place	:	virtually via this link: https://2021asm.e-rockwell.com/

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

9 June 2021

10. Name of Person Filing the Statement: Rockwell Land Corporation
By: Enrique I. Quiason, Corporate Secretary

Address and Telephone No.: 2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City 1200/
Telephone No. 793-0088

11. Securities registered pursuant to Section 8 and 12 of the Securities Regulation Code (SRC):

a. Authorized Capital Stock:

Php 9,000,000,000 divided into 8,890,000,000 Common Shares, each with a par value of Php1.00 and 11,000,000,000 Preferred Shares, with a par value of Php 0.01

b. Number of Shares Outstanding as of 30 April 2021:

6,116,762,198 Common Shares with a par value of Php 1.00 per share
2,750,000,000 Preferred Shares with a par value of Php 0.01 per share

12. Are any or all of these securities listed on the Philippine Stock Exchange?

Yes [X] No [ ]

6,243,382,344 Common shares, including 126,620,146 Common Shares in treasury

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman will call to order the Annual Stockholders' Meeting.

2. Proof of Required Notice

The Corporate Secretary, Atty. Enrique I. Quiason, will be asked to certify that copies of the Notice and Agenda of the meeting, among others, were effectively served upon the stockholders entitled to the same, including the, dates of posting at the PSE's Edge system and the Corporation's website as well as of publication of the notice in the newspapers of general circulation. The Corporate Secretary will then certify whether or not, based on the number of shares present personally or represented by proxy, a quorum exists for a valid meeting. If necessary, he will also explain the rules for the orderly conduct of business at the meeting.

Pursuant to Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or in absentia, stockholders may access the online web portal https://2021asm.e-rockwell.com/, in order to register and vote on the matters at the meeting. A stockholder voting remotely or in absentia shall be deemed present for purposes of quorum. Please refer to Annex A to the Information Statement for a detailed listing of the requirements and procedures for Voting and Participation in the 2021 Rockwell ASM via remote communication or voting in absentia, as well as on how to join the livestream.

3. Determination of Quorum & Voting Procedures / Submission of Questions from the Stockholders

The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business. Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting through remote communication or in absentia by the stockholders and as further approved by the Board, the Corporation would have set up a designated website which may be accessed by the stockholders to register and vote on the matters at the meeting through remote communication or in absentia. Questions and comments may be submitted through a designated link or email during registration and up to a specified date. A stockholder who votes through remote communication or in absentia shall be deemed present for purposes of quorum.

The website platform shall state the proposed resolutions for consideration by the stockholders. Stockholders must register to signify their intention to participate in the meeting by remote communication to be included in the determination of quorum, together with stockholders who voted in absentia and by proxy.

Voting shall only be allowed for stockholders registered through the website platform or through the Chairman of the meeting as proxy. Detailed requirements and instructions pertaining to registration can be found on https://2021asm.e-rockwell.com/ and in Annex A to the Preliminary Information Statement.

For all items on the agenda for approval, the affirmative vote of at least a majority of the issued and outstanding stock entitled to vote and represented at the meeting will be required for approval. Each outstanding share of stock entitles the registered holder to one vote. The election of directors will be by plurality of votes and every stockholder shall be entitled to cumulate his votes. All votes received shall be tabulated by the Office of the Corporate Secretary and the results will be validated by Rizal Commercial

Banking Corporation (RCBC) Stock Transfer Processing Section, the company's stock transfer agent. The meeting proceedings will be recorded in audio and video format.

4. Approval of the Minutes of the Annual Stockholders' Meeting held on August 28, 2020

The minutes of the previous annual stockholders' meeting held on August 28, 2020 has been made available on the Company's website at https://www.e-rockwell.com/partner-with-us/company-disclosures/ A resolution on this item requires the approval of a majority of the votes of the stockholders present and eligible to vote. The minutes of the annual stockholders' meeting held on August 28, 2020 contain discussions of the following items:

- Approval of the Minutes of the Annual Stockholders' Meeting held on May 29, 2019
- Report of the President and Discussions of Questions from the Stockholders
- Approval of Audited Financial Statements for the Year Ended December 31, 2019;
- Election of the Directors
- Ratification and approval of the acts of Board, the Officers and Management for the fiscal year 2019;
- Appointment of External Auditors;
- Adjournment

5. Report of the Chairman and the President

The President and Chief Executive Officer will render the Report of Management on the company's performance in 2020, as reflected in the audited financial statements.

6. Approval/ Ratification of the Reports and Audited Financial Statements / Responses to the Questions Raised

The audited financial statements (AFS) as of December 31, 2020 will be presented for approval of the stockholders. The stockholders will be requested to approve the management reports and to ratify the board's approval of the Audited Financial Statements. At this point, the Chairman will ask if there are any questions that have been submitted by the stockholders and shall endeavor to have these responded to depending on the time available. A copy of the Annual Report will be available on the website.

7. Ratification of the Acts of the Board of Directors and of Management

This will cover all acts and resolutions adopted by the board of directors and management since January 1, 2020 until December 31, 2020. These cover matters entered into in the ordinary course of business, with those of significance having been covered by the proper disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange in accordance with applicable disclosure rules. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

8. Election of Directors

Pursuant to the Corporation's By-Laws, Manual of Corporate Governance, and applicable rules of the Securities and Exchange Commission, any stockholder, including minority stockholders, may submit nominations for the election of directors. The Corporate Governance Committee determines whether the nominees for the Board of Directors including the independent directors, have all the qualifications and none of the disqualifications for endorsement to the Board. As of May 19, 2021, the Corporate Governance Committee received nominations for directors and found such nominees to have all the qualifications and none of the disqualifications to serve as directors. The names of the nominees and their respective profiles, including directorships in listed companies, are duly indicated in the Information Statement. The election of directors will be done by plurality of votes using cumulative voting and voting by poll.

9. Appointment of External Auditors

The Audit Committee has recommended the re-appointment of SyCip, Gorres, Velayo & Co. as external auditors for the ensuing year. The profile of the firm is duly indicated in the Information Statement. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

10. Other Matters

Under SEC Memorandum Circular No. 14, Series of 2020, stockholders who alone, or together with other shareholders, hold at least five percent (5%) of the outstanding capital stock of the Company, shall have the right to include items on the agenda prior to the annual stockholders meeting.

The Company did not receive any such request to include items on the agenda in accordance with the Memorandum Circular before the filing of this Information Statement. Items added on the agenda pursuant to the Memorandum Circular after the filing of this Information Statement shall be filed under Other Business.

This section covers consideration of other business that may properly come before the meeting. The Chairman of the meeting will entertain other comments, questions, or proposals or points of clarification from the stockholders.

Upon confirmation by the Corporate Secretary that there are no other matters to be considered, the Chairman shall declare the meeting adjourned.

PROXY FORM

Date:

Item 1. **Identification**

This proxy will serve to nominate, constitute and appoint ___________________________, as my attorney and proxy, to represent me at the Annual Meeting of the Stockholders of the Corporation scheduled on June 30, 2021 at 9:00 a.m. virtually via this link: https://2021asm.e-rockwell.com/ and any adjournment(s) thereof, as fully and to all intents and purposes as I might or could if present and voting in person, hereby ratifying and confirming any and all action taken on matters which may properly come before such meeting or adjournment(s) thereof.

Item 2. **Instruction**

By affixing his/her signature on the space provided below, the undersigned stockholder hereby directs the said proxy to vote on the agenda items set forth below as he/she has expressly indicated by marking the same with an "X", failing which, his/her said proxy shall exercise full discretion in acting thereon. **If the undersigned stockholder fails to indicate his/her vote on the items specified below, this shall serve to authorize his/her proxy to exercise full discretion to act,**

Please be advised that proxies are validated by the Company's stock and transfer agent, Rizal Commercial Banking Corporation (RCBC). RCBC Stock Transfer Processing Section. The record date for the stockholders entitled to attend and to vote in the said meeting is **April 15, 2021**.

Item 3. **Revocability of Proxy**

This proxy shall be valid for the Annual Stockholders Meeting scheduled on June 30, 2021 or any adjournment thereof. It shall be for a maximum period of five (5) years, unless withdrawn by the undersigned stockholder by written notice duly filed with the Corporate Secretary. This proxy shall not be valid where the undersigned stockholder personally appears and registers in the stockholders meeting. The proxy may not be withdrawn if coupled with an interest.

Proposal	**Action**		
	FOR	**AGAINST**	**ABSTAIN**
1. Approval of Minutes of the Annual Stockholders' Meeting held on August 28, 2020			
2. Approval/ Ratification of the Reports and the Audited Financial Statements for the Year Ended December 31, 2020			
3. Ratification of the Acts of the Board and of Management			
4. Election of Directors			
Manuel M. Lopez			
Oscar M. Lopez			
Federico R. Lopez			
Benjamin R. Lopez			
Nestor J. Padilla			
Miguel Ernesto L. Lopez			
Francis Giles B. Puno			
Jose Valentin A. Pantangco, Jr.			
Oscar J. Hilado (Independent Director)			
Monico V. Jacob (Independent Director)			
Albert F. Del Rosario (Independent Director)			

5. Appointment of SyCip, Gorres, Velayo & Co. as External Auditors			
6. Consideration of such other business as may properly come before the meeting, including items added by the stockholders pursuant to Memorandum Circular No. 14, series of 2020.			

IN WITNESS WHEREOF, I have hereunto set my hand at ___________________, this _________________, 2021.

____
(Printed Name of Stockholder & Signature)

____
(Witness)

NOTE:
The Proxy should be received by 6:00 p.m. on or before June 21, 2021

(a) physically at the office of the Corporation's transfer agent at :

:

Rizal Commercial Banking Corporation (RCBC)
RCBC Stock Transfer Processing Section
Ground Floor West Wing, GPL (Grepalife) Building
221 Sen. Gil Puyat Avenue corner Pasong Tamo St.
Makati City, Metro Manila, Philippines
Attention: Antonio B. Madrid Jr
Tel: +632 8927566

or (b) via email sent 2021asm@rockwell.com.ph

or (c) in digital/electronic form at https://2021asm-e.rockwell.com/

Proxies shall be validated beginning on June 9, 2021 until June 21, 2021. The Proxy need not be notarized.

THIS PROXY FORM IS BEING PROVIDED AS A SAMPLE FOR USE BY THE STOCKHOLDERS SHOULD THEY WISH TO ACCOMPLISH THE SAME. IT IS NOT BEING SOLICITED ON BEHALF OF THE CORPORATION OR ITS MANAGEMENT. THE CORPORATION OR ITS MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE NOT BEING REQUESTED TO SEND MANAGEMENT A PROXY.

ROCKWELL LAND CORPORATION

INFORMATION REQUIRED IN INFORMATION STATEMENT

This information statement is dated 19 May 2021 and is being furnished to the stockholders of record of Rockwell Land Corporation ("Rockwell Land" or the "Company") as of 15 April 2021 in connection with the Annual Stockholders Meeting.

A. GENERAL INFORMATION

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

Date	:	30 June 2021
Time	:	9:00 am
Place	:	virtually via this link: https://2021asm.e-rockwell.com/

The principal office of the Company is at 2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City, Metro Manila, 1200.

Record Date:

15 April 2021

Approximate date of which the Information Statement is first to be sent to security holders:

09 June 2021

2. Right of Appraisal

A stockholder has a right to dissent and demand payment of the fair value of his share (i) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares or of authorizing preferences over the outstanding share or of extending or shortening the term of corporate existence; (ii) in case any sale, lease, mortgage or disposition of all or substantially all the corporate property or assets; (iii) in case of merger or consolidation; and (iv) Investing of funds in another business for the purposes other than the primary purpose.

If, at any time after this Information Statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. The value shall be determined as of the day prior to the date when the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. Upon payment, he must surrender his certificate of stock. No payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment. Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Corporation the certificate(s) of stock representing his shares for notation that the shares are dissenting shares.

There are no matters or proposed corporate actions which may give rise to a possible exercise by security holders of their appraisal rights under the Title X of the Revised Corporation Code of the Philippines.

RIGHT TO DIVIDENDS

In accordance with Article IX, Section 1 of the New By-Laws of the Corporation, the Board of Directors shall have power and authority to, among other things, fix and determine, and from time to time vary, the amount to be reserved, over and above its capital stock paid in, as working capital, to meet contingencies, to provide for the equalization of dividends and determine the use and disposition of the working capital and of any amounts so reserved, and to determine whether any what part of the net profits or surplus shall be declared and paid as dividends and fix the times for the declaration and payment of such dividends.

3. Interest of Certain Persons in or Opposition to Matters to be acted upon

(a) No director, officer, or nominee for election as director or associate of any of the foregoing has any substantial interest in any matter to be acted upon, other than election to office.

(b) No director has informed the Company that he intends to oppose any action to be taken at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

4. Voting Securities and Principal Holders Thereof

(a) The Company has 6,116,762,198 Common Shares issued and outstanding as of 15 April 2021. The Company also has 2,750,000,000 voting Preferred Shares issued and outstanding as of 15 April 2021. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.

(b) All stockholders of record as of 15 April 2021 are entitled to notice of and to vote at the Company's Stockholders" Meeting.

(c) Section 6 of the Company's By-Laws provides that except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of the Company, which vote may be given personally or by attorney or authorized in writing. The instrument authorizing as attorney or proxy to act as such shall be exhibited to the Secretary if he shall so request. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Law.

Security Ownership of Certain Record and Beneficial Owners and Management

(d) Security Ownership of Certain Record and Beneficial Owners as of 15 April 2021.

Title of Class	Name and Address of Record Owner and	Name of Beneficial Owner and Relationship with Record Owner	Citizen-ship	No. of Shares Held	% of Class	% of Out-standing Shares

	Relationship with Issuer					
Common Shares	6th Floor Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City 1604	First Philippine Holdings Corporation is the beneficial and record owner of the shares indicated Proxy – Federico R. Lopez, Chairman & CEO of FPH &/or Francis Giles B. Puno, President & COO of FPH	Filipino	5,296,015,375	86.58%	59.73%
Common Shares	PCD Nominee Corporation 37/F Enterprise Tower I, Ayala Ave., cor. Paseo de Roxas, Makati City Stockholder	PCD Nominee Corporation is the record owner but not the beneficial owner which are owned beneficially by the investing public	Filipino	550,098,786	8.99%	6.20%
Common Shares	PCD Nominee Corporation 37/F Enterprise Tower I, Ayala Ave., cor. Paseo de Roxas, Makati City Stockholder	PCD Nominee Corporation is the record owner but not the beneficial owner which are owned beneficially by the investing public	Foreign	98,163,898	1.60%	1.11%
Common Shares	Various	Various		172,484,139	2.82%	1.95%
TOTAL OUTSTANDING COMMON SHARES				6,116,762,198		
Voting Preferred Shares	6th Floor Rockwell Business Center Tower 3, Ortigas Avenue, Pasig City 1604	First Philippine Holdings Corporation is the beneficial and record owner of the shares indicated Proxy – Federico R. Lopez, Chairman & CEO of FPH &/or Francis Giles B. Puno, President & COO of FPH	Filipino	2,750,000,000	100.0%	31.01%
TOTAL OUTSTANDING PREFERRED SHARES				2,750,000,000	100.0%	
TOTAL OUTSTANDING SHARES				8,866,762,198		100%

Security Ownership of Management as of 15 April 2021.

To the best of the knowledge of the Company, the following are the shareholdings of the directors and officers:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
Common Shares	Manuel M. Lopez Chairman	2,959,173 (direct/indirect)	Filipino	0.0484%

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
Common Shares	Oscar M. Lopez Director	174,898 (direct/indirect)	Filipino	0.0029%
Common Shares	Federico R. Lopez Vice Chairman	1 (indirect)	Filipino	0.0000%
Common Shares	Nestor J. Padilla Director, President & CEO	21,150,001 (direct/indirect)	Filipino	0.3458%
Common Shares	Miguel Ernesto L. Lopez Director, Treasurer & Senior Vice President, Office Development	243,694 (direct/indirect)	Filipino	0.0040%
Common Shares	Francis Giles B. Puno Director	5,656 (direct)	Filipino	0.0001%
Common Shares	Jose Valentin A. Pantangco, Jr. Director	1 (direct)	Filipino	0.0000%
Common Shares	Benjamin R. Lopez Director	1 (direct)	Filipino	0.0000%
Common Shares	Oscar J. Hilado Independent Director	1 (direct)	Filipino	0.0000%
Common Shares	Monico V. Jacob Independent Director	2 (direct)	Filipino	0.0000%
Common Shares	Albert F. Del Rosario Independent Director	2,818 (direct)	Filipino	0.0000%
Common Shares	Enrique I. Quiason Corporate Secretary	3,575 (direct)	Filipino	0.0001%
N.A.	Esmeraldo C. Amistad Asst. Corporate Secretary	None	Filipino	N.A.
Common Shares	Valerie Jane L. Soliven Executive Vice-President & Chief Revenue Officer	28,000 (indirect)	Filipino	0.0005%
N.A.	Ellen V. Almodiel Executive Vice-President, Chief Finance and Compliance Officer	None	Filipino	N.A.
Common Shares	Ma. Lourdes L. Pineda Senior Vice-President, Business Development	141,272 (direct/indirect)	Filipino	0.0023%
N.A.	Davy T. Tan Senior Vice President, Business Development	None	Filipino	N.A.
Common Shares	Manuel L. Lopez, Jr. President of Rockwell Leisure Club. Inc. and Adviser to BOD	75,001 (direct/indirect)	Filipino	0.0012%
Common Shares	Estela Y. Dasmariñas Vice-President, Human Resources	1,882 (direct)	Filipino	0.0000%
N.A.	Jovie Jade L. Dy Vice President, Residential Sales	None	Filipino	N.A.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
N.A.	Christine T. Coqueiro Vice President, Retail Development	None	Filipino	N.A.
N.A.	Angela Marie B. Pagulayan Vice President, Hotel Development	None	Filipino	N.A.
N.A.	Jesse S. Tan Vice President, Office Development	None	Filipino	N.A.
Common Shares	Alexis Nikolai S. Diesmos Vice President, Project Development	13,000 (indirect)	Filipino	0.0002%
N.A.	Geraldine B. Brillantes Assistant Vice President and GM, Rockwell Leisure Club	None	Filipino	N.A.
N.A.	Rica L. Bajo Assistant Vice President, Finance and Accounting Chief Risk and Data Privacy Officer	None	Filipino	N.A.
N.A.	Romeo G. Del Mundo, Jr. Assistant Vice President, Internal Audit and Chief Audit Officer	None	Filipino	N.A.

Voting Trust

As of the date of this Information Statement, there are no persons holding more than 5% of the Common Shares of the Company under a voting trust or similar agreement. The original shareholders of Rockwell Land agreed that certain board resolutions of the Company shall be reached by consensus and mutual consent.

Change in Control

No change of control in the Company has occurred since the beginning of its last fiscal year.

The Company's amended articles of incorporation or amended by-laws do not contain provisions that would delay, defer or prevent a change in control of the Company. Under the Company's amended articles of incorporation and amended by-laws, holders of Preferred Shares are entitled to voting rights. Further, Preferred shares can only be transferred to (a) Philippine citizens and (b) to a corporation of which at least 60% of the total outstanding equity capital is beneficially owned by Philippine citizens and which is not in competition with the Manila Electric Company ("Meralco"), Lopez Holdings Corporation (formerly "Benpres Holdings Corporation"; "Lopez Holdings"), First Philippine Holdings Corporation ("FPH"), or any of their affiliates. The Preferred Shares constitute 31.01% of the Company's outstanding capital stock. As of 15 April 2021, FPH's combined ownership of the Company's Preferred Shares and Common Shares was 90.74% of the total outstanding voting capital stock.

5. DIRECTORS AND EXECUTIVE OFFICERS

The overall management and supervision of the Company is undertaken by the Board of Directors. There are 11 members of the Board of Directors. The regular directors were elected during the annual meeting of the stockholders held on 28 August 2020, to serve for a term of one year and until their successors are elected and qualified. The composition of the Company's Board of Directors is as follows:

Manuel M. Lopez
Oscar M. Lopez
Federico R. Lopez
Benjamin R. Lopez*
Nestor J. Padilla (Executive Director)
Miguel Ernesto L. Lopez (Executive Director)
Francis Giles B. Puno
Jose Valentin A. Pantangco, Jr.
Oscar J. Hilado (Independent Director)
Monico V. Jacob (Independent Director)
Albert F. Del Rosario (Independent Director)

*Elected as Director starting September 30, 2020

The Company's key executive officers are as follows:

Nestor J. Padilla	President & Chief Executive Officer
Miguel Ernesto L. Lopez	Treasurer and Senior Vice-President – Office Development
Valerie Jane Lopez-Soliven	Executive Vice-President and Chief Revenue Officer
Ellen V. Almodiel	Executive Vice-President, Chief Finance and Compliance Officer
Maria Lourdes Lacson-Pineda	Senior Vice-President – Business Development
Davy T. Tan	Senior Vice-President – Business Development
Manuel L. Lopez, Jr.	President of Rockwell Leisure Club. Inc. & Adviser to the Board of Directors
Estela Y. Dasmarinas	Vice-President - Human Resources
Angela Marie B. Pagulayan	Vice-President – Hotel & Leisure Development
Jovie Jade L. Dy	Vice-President – Residential Sales
Christine T. Coqueiro	Vice-President and GM- Retail Development
Jesse S. Tan	Vice-President – Office Development
Alexis Nikolai S. Diesmos	Vice-President- Project Development
Geraldine B. Brillantes	Assistant Vice-President and GM, Rockwell Leisure Club
Rica L. Bajo	Assistant Vice-President – Finance & Accounting & Chief Risk and Data Privacy Officer
Romeo G. Del Mundo, Jr.	Assistant Vice-President – Internal Audit & Chief Audit Officer
Enrique I. Quiason	Corporate Secretary
Esmeraldo C. Amistad	Assistant Corporate Secretary

The following discussion presents a brief description of the business experience of each of the Company's Directors and key executive officers for the last five years:

Manuel M. Lopez – 78, Filipino
Mr. Lopez has served as the Chairman of Rockwell Land since 1995. He is currently the Chairman and CEO of Lopez Holdings Corporation. Concurrently, he is the Chairman of the Board of Rockwell

Leisure Club, Sky Vision Corporation and Bayan Telecommunications Holdings Corporation. He is the Vice Chairman of Lopez Inc. He is a Director of ABS-CBN Corp., First Philippine Realty Corporation and Lopez Group Foundation. He is the President of Eugenio Lopez Foundation. He also served as Philippine Ambassador to Japan from 2011-2016, for which his exemplary works conferred him the rank of Grand Cross, Gold Distinction, Datu to the Order of Sikatuna by President Benigno Aquino. He served as the Chairman of the Board of MERALCO from July 2010 to June 2012 after his retirement as Chairman and CEO for nearly 10 years since 2001. Mr. Lopez holds a Bachelor of Science degree in Business Administration from the University of the East and attended the Program for Management Development at the Harvard Business School.

Oscar M. Lopez - 90, Filipino

Mr. Lopez has served as Vice-Chairman of Rockwell Land from 1995 to 2012 until he became Chairman Emeritus of FPH in June 2010. He is FPH's Chief Strategic Officer and Chairman of the Executive Committee and the Corporate Governance Committee. He is also currently the Chairman Emeritus of Lopez Holdings, Energy Development Corporation (EDC), First Gen Corporation, First Balfour, Inc., First Philippine Electric Corporation, First Philippine Industrial Corporation, First Philippine Realty Corp., and FPH Capital Resources, Inc. Prior to this, he was the Chairman of FPH from 1986 to 2010. Mr. Lopez is also the Chairman of ABS-CBN Holdings Corp and Director of ABS-CBN Corp. He chairs both the Eugenio Lopez Foundation and Lopez Group Foundation, Inc. He is a Director of Asian Eye Institute and ADTEL, Inc. He studied at the Harvard College and graduated cum laude (Bachelor of Arts) in 1951. He finished his Masters of Public Administration at the Littauer School of Public Administration, also at Harvard in 1955.

Federico R. Lopez – 59, Filipino

Mr. Lopez is the Vice-Chairman of Rockwell Land since August 2012. He is the Chairman and CEO of FPH, First Gen Corp., and Energy Development Corporation. He is also Chairman of the Board of First Balfour, First Philippine Industrial Park, Inc., First Philippine Electric Corporation, First Philec, Inc., FP Island Energy Corporation, First Philippine Realty Corporation, First Industrial Science and Technology School, Inc., Pi Energy Inc. and Pi Health, Inc. He is also a Director of ABS-CBN Corporation and Asian Eye Institute. He is a member of the following World President's Organization organizations: World President's Organization, Chief Executives Organization, ASEAN Business Club, Makati Business Club, Management Association of the Philippines, Philippine Chamber of Commerce and Industry, European Chamber of Commerce, and New York Philharmonic International Advisory Board. He is Chairman of the Board of Trustees of the Oscar M. Lopez Center for Climate Change Adaptation and Disaster Risk Management Foundation (OML Center) and the Sikat Solar Challenge Foundation. He is also a Trustee of the Philippine Forest Foundation, the World Wildlife Fund Philippines, and the Philippine Disasters Recovery Foundation. Mr. Lopez graduated with a Bachelor of Arts Degree with a Double Major in Economics & International Relations (Cum Laude) from the University of Pennsylvania in 1983.

Benjamin R. Lopez - 51, Filipino

Mr. Lopez was elected as a member of the Board last September 30, 2020. He had been a Director of Rockwell Land from 2006 to 2013 and held various posts in Business Development, Sales and Marketing and Project Development from 1995 to 2004. He is also currently a Vice President of FPH, Treasurer and Senior Executive Vice President of Lopez Inc. and president of INAEC Aviation Corporation. In addition, he is a member of the Board of Directors of various Lopez Group subsidiaries. He received an undergraduate degree from George Washington University and an MBA from the Asian Institute of Management.

Miguel Ernesto L. Lopez - 52, Filipino

Mr. Lopez has been a Director and Treasurer of Rockwell Land since 2009. He was the Senior Vice President and General Manager of Rockwell Integrated Property Services, Inc. (RIPSI) since 2012 until he started heading Office Development business of Rockwell Land in June 2016. He is also an Executive Vice President of Lopez Holdings Corporation. He is also a Director of Rockwell Leisure Club, Inc. and Rockwell Center Association, Inc. He is a member of the Board of Trustees of Eugenio Lopez Foundation, Inc. and an advisor to the Lopez Group Foundation Inc. He was previously part of the Board of Directors for Indra, Outsourced Telleserve Corporation, Meralco Millennium Foundation, Inc., Philippine Commercial Capital, Inc. (PCCI) and PCCI Securities Brokers, Inc. He held several executive and management positions at Meralco from 2002-2010. Prior to this, he was with Maynilad Water Services, Inc. as head of its Central Business Area. Mr. Lopez holds a Bachelor of Science degree in Business Administration from Menlo College of California, USA and attended the Executive Development Program of the Asian Institute of Management.

Nestor J. Padilla - 66, Filipino

Mr. Padilla has been a Director at Rockwell Land since 1997, and has been the President and Chief Executive Officer since 1995. He has also served as a Director in Rockwell Club and has served as a Trustee of the Rockwell Residential Towers Condominium Corporation. He was previously a Director of First Philippine Realty Corporation, First Batangas Hotel Corporation, First Philippine Industrial Park, Terraprime, Inc., FPIP Property Developers & Management Corporation, FPIP Utilities, Inc. and Grand Batangas Resort Development, Inc. Prior to 1995, he held the position of Chief Executive Officer in Lippo Land in Indonesia and was the Executive Director of Indo Ayala Leasing. Mr. Padilla holds a Bachelor of Science degree in Business Management from the Ateneo de Manila University.

Francis Giles B. Puno - 56, Filipino

Mr. Puno has been a Director of Rockwell Land since 2013. He was appointed Chief Finance Officer and Treasurer of FPH in October 2007 and was promoted to Executive Vice-President in September 2011. He is currently the President and COO of FPH and First Gen Corporation; and President of First Philippine Realty and Development Corp., First Philippine Industrial Park, Inc., FPH Capital Resources, Inc. and First Philippine Utilities Corp. He is the Chairman of the Board of First Philippine Development Corp and First Batangas Hotel Corporation. He is a director in the various subsidiaries and affiliates of FPH and First Gen including, among others, Energy Development Corporation, First Balfour Inc., First Philippine Electric Corporation and First Philec, Inc. Before joining FPH, he worked with The Chase Manhattan Bank as Vice President for Global Power and Environment Group. He has a Bachelor of Science degree in Business Management from the Ateneo de Manila University and a Master in Business Administration degree from Northwestern University's Kellogg Graduate School of Management in Chicago, Illinois.

Jose Valentin A. Pantangco Jr.- 49, Filipino

Mr. Pantangco has been a Director at Rockwell Land since 2018. He is also currently a Director of First Balfour, Inc., Terraprime, Inc., First Phil. Electric Corp., FPH Land Ventures, Inc., First Batangas Hotel Corp., First Industrial Township, Inc., First Industrial Township Water, Inc., First Phil. Development Corp., First Phil. Industrial Park, Inc., FPIP Property Developers & Management Corp., FPIP Utilities, Inc., First Phil. Realty Corp. and Grand Batangas Resort Development, Inc.. He also serves as President of First Sumiden Realty, Inc. Prior to joining FPH, he was Managing Director for Consultancy and Business Development of Changi Airports International from 2007 until 2016. From 2004 to 2006 he was Senior Associate at McKinsey and Company. He is a graduate of the Harvard Business School with a Masters in Business Administration degree (2004) and of the Ateneo de Manila University with a Bachelor of Arts degree in Economics (1994).

Oscar J. Hilado – 83, Filipino

Mr. Hilado has been an Independent Director of Rockwell Land since 2015. He is also an independent director of FPH from 1996 up to 2016. He is the Chairman of the Philippine Investment Management (PHINMA), Inc., PHINMA Corporation and PHINMA Property Holdings. He is currently Vice Chairman of Union Galvasteel Corporation. He is a director of various companies such as A. Soriano Corporation, Philex Mining Corporation, Smart Communications, Inc., Digital Telecommunications Phils., Inc. (DIGITEL), Roxas Holdings, Inc., Manila Cordage Company, United Pulp and Paper Company, Inc., Seven Seas Resorts & Leisure, Inc., Beacon Property Ventures, Inc. and several universities and colleges across the Philippines, to name a few. He graduated with Highest Honors and with a Gold Medal for General Excellence and a Bachelor of Science in Commerce Degree from De La Salle College (Bacolod). He pursued his Degree of Masters in Business Administration at the Harvard Graduate School of Business Administration from 1960-1962. Mr. Hilado is a Certified Public Accountant.

Monico V. Jacob - 76, Filipino

Mr. Jacob was elected as an independent director of Rockwell Land on April 6, 2016. He has been an independent director of Lopez Holdings Corporation (publicly listed) since 2013. He is currently the Chairman of Total Consolidated Asset Management, Philippine Life Financial Assurance, Inc. (PhilLife), Global Resource for Outsourced Workers, Inc., Rosehills Memorial Management Inc., and STI West Negros University. He is the CEO and Vice Chairman of STI Education Services Group and President of STI Education Systems Holdings, Inc. He is a director of Jollibee Foods Corp. and Phoenix Petroleum Philippines. Prior to his current positions, he was Chairman and CEO of Petron Corporation and Philippine National Oil Company (PNOC), was a General Manager of National Housing Authority (NHA) and also became a CEO of the Home Development Mutual Fund, popularly known as the PAG-IBIG Fund. He also became Chairman of Meralco Financial Services Corporation and Director of Meralco Industrial Engineering Services Corporation and Clark Electric Distribution Corp. He received his Bachelor of Laws degree from the Ateneo de Manila University in 1971.

Albert F. Del Rosario - 81, Filipino

Mr. Del Rosario was elected as an independent director of Rockwell Land on June 8, 2017. He served as Secretary of Foreign Affairs of the Philippines from February 2011 to March 2016 and as Philippine Ambassador to the United States of America from October 2001 to August 2006. Prior to entering public service, the Ambassador was on the Board of Directors of over 50 firms over four decades spanning insurance, banking, real estate, shipping, telecommunications, advertising, consumer products, retail, pharmaceutical and food industries. He is a Chairman of Philippine Stratbase Consultancy, Inc., Gotauco del Rosario Insurance Brokers, Inc., Stratbase ADR Institute, Inc., Citizens for Promoting Human Rights, Inc. and a director of Indra Philippines, Inc., PLDT Inc., Metro Pacific Investments Corporation, Metro Pacific Tollways Corporation, Two Rivers Pacific Holdings Corporation, Metro Pacific Resources, Inc., Metro Pacific Holdings, Inc., Metro Pacific Asset Holdings Inc., Philippine Telecommunications Investment Corporation, Enterprise Investment Holdings, Inc. and Asia Insurance (Phil.). He is a recipient of numerous awards and has been recognized for his valuable contributions to the Philippines and abroad, including but not limited to the following: the Order of Sikatuna, Rank of Datu, the Order of Lakandula with the Rank of Grand Cross (Bayani) for co-chairing the 2015 APEC Summit, the EDSA II Presidential Heroes Award in 2001 and the Philippine Army Award in 1991. He graduated from Xavier High School in New York and received his Bachelor of Science Degree in Economics from New York University. He is a recipient of an honorary Doctor of Laws degree (Honoris Causa) from New York's College of Mount Saint Vincent.

Valerie Jane L. Soliven – 52, Filipino

Ms. Soliven served the Company for 23 years and is currently the Executive Vice-President since October 2018 and Chief Revenue Officer since August 2017. She headed Rockwell’s Sales and Marketing team for 20 years. Before joining Rockwell Land, she worked at the Manila Garden Suites, EDSA Shangri-La Hotel and the Shangri-La Hotel in Singapore. Ms. Soliven, a licensed broker, holds a

Bachelor of Science degree in Hotel and Restaurant Administration from the University of the Philippines. She completed a Management Development Program from the Asian Institute of Management in 2006.

Ellen V. Almodiel - 47, Filipino

Ms. Almodiel is currently the Executive Vice President and Chief Finance & Compliance Officer. She has been the Chief Finance Officer since 2014. She was appointed as Chief Compliance Officer last June 2017. She started in Rockwell Land as Finance Manager in 2004 and briefly served as Manager of the Business Development Team. Prior to joining Rockwell Land, she was a Financial Analyst and later an Assistant to the Group Chief Finance Officer of the Alcantara Group of Companies and Finance Manager of NextStage, Inc., Ms. Almodiel, a Certified Public Accountant, holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines, where she graduated cum laude.

Maria Lourdes L. Pineda - 51, Filipino

Ms. Pineda has been with the Company for nearly 20 years and is currently Senior Vice-President of Business Development. She previously served as SVP for Rockwell Primaries Development Corporation, Vice-President for Retail and General Manager of the Power Plant Mall as well as Membership Relations Manager for Rockwell Club. Prior to joining Rockwell Land, she worked for four years at Jewelmer International, a French-Filipino company specializing on exquisite jewelry. Ms. Pineda holds a Bachelor of Science degree in Hotel and Restaurant Management from the University of the Philippines. She completed a Management Development Program from the Asian Institute of Management in 2006.

Davy T. Tan – 47, Filipino

Mr. Tan joined Rockwell Land in 2007 as Financial Analyst and Budget Manager and was promoted to Senior Vice-President for Business Development in 2017. Prior to joining Rockwell Land, he spent six years with Filinvest Alabang, Inc., a subsidiary of Filinvest Development Corporation, as Proof and Control Officer of the Festival Supermall and later as Finance Analyst. He was also an Accounting Officer at D.M. Consunji, Inc. and Junior Auditor at Punongbayan and Araullo. Mr. Tan, a Certified Public Accountant, holds a Bachelor of Science degree in Accountancy from the University of the East.

Manuel L. Lopez, Jr. - 53, Filipino

Mr. Lopez is currently the President of Rockwell Leisure Club, Inc. (RLCI) and Adviser to the Board of Rockwell Land starting 2017. He was a board member of RLCI since 2016 and has been a Director at Rockwell Land since 2011 until his resignation in 2017. He is the Chairman and CEO of Global Integrated Contact Facilities Inc. (GICF) and SLASHdotPH since 2015 and 2014, respectively. He serves as a Director of Lopez Inc., Philippine Trade Foundation, Inc., and an Executive Vice President of Benpres Insurance Agency Inc. He had served as a Director of ABSCBN Broadcasting Corporation, Central CATV, Inc. (Sky Cable), Philippine Commercial Capital Inc., among others. He was previously the Chairman and CEO of PacificHub Corporation for 10 years. Mr. Lopez holds a Bachelor of Science degree in Business Administration from De La Salle University.

Estela Y. Dasmariñas – 60, Filipino

Ms. Dasmarinas is currently Vice-President for Human Resources of the Company and its subsidiaries. Prior to joining Rockwell Land in 2000, she was Vice-President for Human Resources of AMA-DDB Needham Worldwide, Inc., a multinational advertising and communications organization. She was also Director for Human Resources of property development firm Metro Asia Resources Corporation and Manager for Human Resources of Mitsubishi Motor Corporation Philippines, Inc. Ms.

Dasmarinas holds a Bachelor of Science degree in Political Science and a Master of Arts degree in Industrial Relations specializing in Human Resource from the University of the Philippines.

Angela Marie B. Pagulayan –46, Filipino

Ms. Pagulayan is currently Vice President for Hotel and Leisure Development and has been with Rockwell Land Corporation for a total of 17 years, starting off her career in Customer Service. She has then held various positions in Sales and Marketing, Retail, Rockwell Club and Residential Leasing before becoming an Assistant Vice President for Hotel and Leisure. She is a graduate of De La Salle University with a Bachelor's Degree in Organizational Communication.

Jovie Jade L. Dy –35, Filipino

Ms. Dy is currently Vice President for Residential Sales. She has been with Rockwell Land Corporation for a total of 15 years. She joined Rockwell Land in 2005 as a Sales Executive. In 2007, she was tasked to lead her own team of sales executives and eventually was assigned as Project Sales Head for Grove in 2012 and later on for Proscenium in 2014. In 2016, she became Rockwell Land's Sales Head. Ms. Dy is a licensed real estate broker and holds a Bachelor of Science degree in Psychology from De La Salle University.

Christine T. Coqueiro –41, Filipino

Ms. Coqueiro is currently Vice President for Retail Development. She has been with Rockwell Land Corporation for a total of 11 years and in 2014 became the Assistant Vice President of Retail Development. Prior to joining Rockwell Land, she worked with Republic Apparel Retailers, Inc for 2 years, and 5 years with Chempak Enterprises. Ms. Coqueiro holds a Bachelor of Science degree in Business Administration Major in Business Management at De La Salle – College of Saint Benilde and is a member of the International Council of Shopping Centers.

Jesse S. Tan –39, Filipino

Mr. Tan is currently a Vice President for Office Development. He has been with the company for 13 years since he joined in April 2006. He started as a Finance and Accounting Supervisor and held various Finance positions until his promotion to Assistant Vice President in 2014. He joined the Office Development team in 2016. Prior to Rockwell Land, he was an Audit Supervisor in Isla Lipana & Co. from 2002-2004. Mr. Tan is a Certified Public Accountant and graduated cum laude with a degree of Bachelor of Science in Accountancy at Centro Escolar University.

Alexis Nikolai S. Diesmos –45, Filipino

Mr. Diesmos joined Rockwell Land in February 2006 as a Project Architect. He was also assigned to various residential and mixed-use projects as Construction and Project Manager. In July 2015, he was promoted to Assistant Vice President for Project Development. Prior to joining Rockwell Land, he was Project Architect in Cadiz International, Recio+Casas, Velor Construction and TAC Interiors. Mr. Diesmos is a licensed architect and graduated in University of Santo Tomas with a Bachelor's Degree in Architecture. He also finished a short course at the Philippine School of Interior Design major in Interior Design.

Geraldine B. Brillantes –41, Filipino

Ms. Brillantes has been with Rockwell Land for 17 years. She joined Rockwell Land in 2002, shortly after graduating from the University of the Philippines with a Bachelor's Degree in Tourism. She started in the Front Office of RIPSI, the property management arm of Rockwell Land. She was first promoted as a

Building Manager in 2007, assigned to several projects in the same capacity, until she headed the West Block of RIPSI in 2012. She was promoted to Assistant Vice President in the same year before she transferred as General Manager of Rockwell Leisure Club in 2013.

Rica L. Bajo –39, Filipino

Ms. Bajo is currently Assistant Vice President for Finance and Accounting and was appointed Chief Risk Officer and Data Privacy Officer in 2017. She has been with Rockwell Land for 12 years since she started in 2008 as Budget Planning Manager. She held various roles in finance, corporate planning, business development and investor relations until she was promoted to Assistant Vice President in 2014. Prior to Rockwell Land, she worked as financial analyst at GlaxoSmithKline Philippines, United Laboratories, Inc. (UNILAB) and as Senior Associate at Deutsche Knowledge Services (DKS). She is a Certified Public Accountant and a graduate of Bachelor of Science in Accountancy at De La Salle University.

Romeo G. Del Mundo, Jr. –45 Filipino

Mr. del Mundo is currently Assistant Vice President for Internal Audit since 2014 and appointed Chief Audit Officer in 2017. He started as Finance Manager in 2007 and was assigned to various business units and subsidiaries. He led the Internal Audit Team since 2013 and was promoted to Assistant Vice President in 2014. Prior to joining Rockwell Land, he worked for Citibank N.A., UNILAB, First Metro Investment Corp. and SGV & Co. Mr. del Mundo is a Certified Public Accountant and holds a Bachelor of Science in Commerce, major in Accountancy from the University of Santo Tomas.

Enrique I. Quiason - 60, Filipino

Mr. Quiason has been the Corporate Secretary at Rockwell Land since 1995. He is a Senior Partner of the Quiason Makalintal Barot Torres Ibarra Sison & Damaso Law Firm. He is also the Corporate Secretary of FPH, Lopez Holdings and ABS-CBN and various subsidiaries and affiliates of FPH and Lopez Holdings. Mr. Quiason, a Member of the Integrated Bar of the Philippines, graduated with a B.S. Business Economics (Cum Laude) degree in 1981 and with a Bachelor of Laws degree in 1985 from the University of the Philippines. He received his LL.M. in Securities Regulation from Georgetown University in 1991.

Esmeraldo C. Amistad - 54, Filipino

Mr. Amistad has been the Company’s Assistant Corporate Secretary since Sept. 2014. He is Vice President at First Philippine Holdings (FPH) since 2017 and has been with the company since 1997. He was appointed as Asst. Corporate Secretary and Asst. Compliance Officer of FPH in Sept. 2014. He is also the Corporate Secretary and Asst. Corporate Secretary of various FPH subsidiaries and affiliates. He holds a Bachelor of Arts in English (1987) and a Bachelor of Laws (1992) degree both from the University of the Philippines. He has completed the Managerial Leadership Program (2003) and attended the Executive Master’s in Business Administration both at the Asian Institute of Management (2011).

Significant Employees

The Board of Directors and members of the senior management of Rockwell Land have been an integral part of its success. Their knowledge, experience, business relationships and expertise greatly contribute to Rockwell Land’s operating efficiency and financial performance.

Rockwell Land maintains that it considers the collective efforts of the Board of Directors and all of the Company’s employees as instrumental to its overall success. The business of Rockwell Land is not dependent on any individual person. No employee is indispensable in the organization. Rockwell Land has institutionalized through documentation, its processes, procedures and training to ensure continuity and scalability of the business without relying on any particular employee.

Family Relationships

Other than the following family relationships, there are no other family relationships within the Board of Directors and executive officers of the Company:

- Chairman Manuel M. Lopez and Chairman Emeritus Oscar M. Lopez are brothers.
- Treasurer Miguel Ernesto L. Lopez and Manuel L. Lopez Jr. are brothers, sons of the Chairman Manuel M. Lopez and nephews of Chairman Emeritus Oscar M. Lopez.
- Vice-Chairman Federico R. Lopez and Benjamin R, Lopez are brothers, sons of Chairman Emeritus Oscar M. Lopez and nephew of Chairman Manuel M. Lopez.
- Eugenio Lopez III is the nephew of the Chairman, Manuel L. Lopez and Chairman Emeritus, Oscar M. Lopez.
- Vice-Chairman Federico R. Lopez and Benjamin R. Lopez, and Eugenio Lopez III, and Miguel Ernesto L. Lopez and Manuel L. Lopez, Jr. are cousins.
- Vice-Chairman Federico R. Lopez is the brother in law of Francis Giles B. Puno.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, there has been no occurrence during the past five years and as of the date of this information statement of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

- Any insolvency or bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the insolvency or within two (2) years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- Any final and executory order, judgment, or decree or any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and
- Any final and executory judgment by a domestic or foreign court or competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

Certain Relationships and Related Transactions

The Company, in the ordinary course of business, engages in transactions with Meralco and its subsidiaries, FPH, its subsidiaries and affiliates, and directors and officers and their close family members.

Except as disclosed in Note 28 of the Company's audited consolidated financial statements, there is no material transaction or proposed transaction to which the Company was or is to be a party, in which any of its directors or executive officers, or any individual owning, directly or indirectly, significant voting power of the Company, or any close family members or individuals, had or is to have a direct or indirect material interest.

Resignation of Directors Arising from Disagreement

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders of the Company because of disagreement with the Company on matters relating to the Company's operations, policies and practices.

Nominees for Election of Directors

The Company received nominations for the following as members of the Board of Directors for the ensuing year (2021-2022):

Manuel M. Lopez
Oscar M. Lopez
Federico R. Lopez
Benjamin R. Lopez
Nestor J. Padilla
Miguel Ernesto L. Lopez
Francis Giles B. Puno
Jose Valentin A. Pantangco, Jr.
Oscar J. Hilado (Independent Director)
Monico V. Jacob (Independent Director)
Albert F. Del Rosario (Independent Director)

Independent Directors of the Board

Messrs. Hilado, Jacob and Del Rosario are nominated as independent directors. The Company's three independent directors have at least one (1) share of the stock of the Company each in their respective names, are all college graduates and possess integrity, probity and assiduousness. They are persons who, apart from their fees as directors of the Company, are independent of management and free from any business or other relationship which could, or could reasonably, be perceived to materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors of the Company. Messrs. Hilado, Jacob and Del Rosario: (i) are not directors or officers or substantial stockholders of the Company or its related companies or any of its substantial shareholders (other than as independent directors of any of the foregoing); (ii) are not relatives of any director, officer or substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iii) are not acting as nominees or representatives of a substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iv) have not been employed in any executive capacity by the Company, or any of its related companies or by any of its substantial shareholders within the last five (5) years; (v) are not retained as professional advisers by the Company, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through their firms; and (vi) have not engaged and do not engage in any transaction with the Company or with any of its related companies or with any of its substantial shareholders, whether by themselves or with other persons or through a firm of which they are partners or companies of which they are directors or substantial shareholders, other than transactions which are conducted at arm's length and are immaterial or insignificant. They do not possess any of the disqualifications enumerated under Article 3E of the Revised Code of Corporate Governance and SEC Memorandum Circular No. 6, Series of 2009.

All the directors, excluding the independent directors, were nominated by FPH. The independent directors were nominated by Ms. Perla R. Catahan who has no relationship with the nominees nor the Company.

The independent directors are independent of management and free from any business or other relationship with Rockwell Land Corporation.

Corporate Governance Committee

The Board created a Corporate Governance Committee (which acts as the nominations committee) who reviews the qualifications of all persons nominated to the Board and other appointments that require Board approval and assesses the effectiveness of the Board's processes and procedures in the election or replacement of directors. The Chairman of the Corporate Governance Committee is Mr. Manuel M. Lopez, and its other members are Messrs. Oscar M. Lopez, Francis Giles B. Puno and Oscar J. Hilado. The Corporate Governance Committee passed upon the qualifications of the directors.

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of the stockholders of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices.

6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The Company's amended by-laws provide that the Board of Directors shall not receive any salary for their services as director other than an honorarium not exceeding P15,000.00 for their attendance in each regular or special meeting of the Board of Directors, or Executive Committee but this provision shall not preclude any director from serving the Company in any other capacity and receiving compensation therefore.

The Company's amended by-laws also provide that the Board of Directors, officers and employees may participate in the unrestricted profits or earnings from the operations of the Company, after taxes, to be distributed in the manner, amounts and proportions as the Board of Directors may determine.

Summary of Compensation Table (Annual Compensation)

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other annual compensation
CEO + 4 most highly compensated executive officers Almodiel, Ellen V. (EVP, Chief Finance and Compliance Officer) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Padilla, Nestor J. (President and Chief Executive Officer) Pineda, Ma. Lourdes L. (SVP, Business Development) Soliven, Valerie Jane L. (EVP and Chief Revenue Officer)	2019	P65.4 million	P5.6 million	P 891.9 thousand

All other Officers and Directors	2019	P 28.6 million	P2.6 million	P4.1 million
CEO + 4 most highly compensated executive officers Almodiel, Ellen V. (EVP, Chief Finance and Compliance Officer) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Padilla, Nestor J. (President and Chief Executive Officer) Soliven, Valerie Jane L. (EVP and Chief Revenue Officer) Tan, Davy T. (SVP, Business/Project Development)	2020	P58.7 million	P5.5 million	P2.0 million
All other Officers and Directors	2020	P 27.6 million	P2.6 million	P12.4 million
CEO + 4 most highly compensated executive officers Almodiel, Ellen V. (EVP, Chief Finance and Compliance Officer) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Padilla, Nestor J. (President and Chief Executive Officer) Soliven, Valerie Jane L. (EVP and Chief Revenue Officer) Tan, Davy T. (SVP, Business/Project Development)	2021 (estimate)	P68.1 million	P6.1 million	P 2.2 million
All other Officers and Directors	2021 (estimate)	P 32.0 million	P2.9 million	P13.9 million

**In alphabetical order*

Employment Contracts between the Company and Executive Officers

There are no existing employment contracts with executive officers. There are no arrangements for compensation to be received from the Company in the event of a resignation, retirement or termination of the executive officer's employment or a change of control of the Company.

Options Outstanding

On 2 May 2012 and 3 August 2012, the BOD and the stockholders, respectively, approved the implementation of the ESOP to be offered to all regular employees of the Parent Company including employees seconded to other affiliates or other individuals that the Board of Administrators may decide to include. The aggregate number of ESOP shares that may be issued shall not at any time exceed 3% of the issued capital stock of the Company on a fully diluted basis. The maximum numbers of shares a participant is entitled to shall be determined as a multiple of the gross basic monthly salary based on rank and performance for the year preceding the award. The option is exercisable anytime within the Option Term once vested. On 6 December2012, the SEC confirmed that the issuance of the shares under the ESOP is exempt from the registration requirements of the SRC. The ESOP was implemented in 3 January 2013.

The outstanding options as of 31 December 2020 are as follows:

Name	No. of Shares	Date of Grant	Exercise Price	Market Price at the Date of Grant
CEO + 4 most highly compensated executive officers* Almodiel, Ellen V. (EVP, Chief Finance and Compliance Officer) Lopez, Miguel Ernesto L. (Treasurer and SVP, Office Development) Padilla, Nestor J. (President and Chief Executive Officer) Soliven, Valerie Jane L. (EVP and Chief Revenue Officer) Tan, Davy T. (SVP, Business/Project Development)	31,880,000	Various	P1.46	various
All Other Officers & directors	10,686,000	Various	P1.46	various
Total	42,566,000			

**Alphabetically arranged*

Other Arrangements

Except as described above, there are no other arrangements pursuant to which any of the Company's directors and officers are compensated, or are to be compensated, directly or indirectly.

7. Independent Public Accountants

The external auditor of the Company is the accounting firm of SyCip, Gorres, and Velayo and Company (SGV & Co.). The accounting firm of SGV & Co. has been the Company's Independent Public Accountants for the last 5 years. There was no event in the past 5 years where SGV & Co. and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Company has engaged SGV & Co., with Mr. Gaile A. Macapinlac as the engagement partner, for the audit of the Company's book in 2018. The Company has complied with SRC Rule 68, paragraph 3(b)(iv) re: five year rotation requirement for the signing partner.

SGV & Co. is being recommended for re-election at the scheduled Annual Stockholders' Meeting on 30 June 2021.

Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholder's Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Audit and Audit-Related Fees

The following table sets out the aggregate fees billed for each of the last three fiscal years for professional services rendered by SGV & Co.

Year ended 31 December	2018	2019	2020
Audit and Audit-related fees (net of -VAT)	Php 4.0 million	Php 4.5 million	Php 4.5 million
Audit and Audit-related fees (net of -VAT) – with subsidiaries	Php 5.9 million	Php 7.3 million	Php 7.5 million

The Audit Committee is composed of Mr. Oscar J. Hilado as Chairman and with Messrs. Francis Giles B. Puno and Monico V. Jacob as members.

8. Compensation Plans

There are no matters or actions to be taken up in the meeting with respect to any compensation plan.

C. ISSUANCE AND EXCHANGE OF SECURITIES

9. Authorization or Issuance of Securities other than for Exchange

No action is to be taken with respect to the authorization or issuance of securities other than for exchange.

10. Modification or Exchange of Securities

No action is to be taken with respect to the modification or exchange of the Company's securities

11. Financial and other information

The Company's consolidated financial statements were prepared in accordance with the Philippine Financial Reporting Standards and were audited by SGV & Co., in accordance with Philippine Standards on Auditing.

The Management Discussion and Analysis of the Financial Condition and Results of Operation for the last three fiscal years required under Part IV (c) of Rule 48 are attached as **Annex C** in the Information Statement.

The Statement of Management's Responsibility for Financial Statements as of 31 December 2020 as well as the Audited Financial Statements prepared in accordance with SRC rule 68, as amended, and Rule 68.1 are attached hereto as **Annex D** in the Information Statement.

The financial statements for 1st quarter ended March 31, 2021 is attached hereto as Annex G in the Information Statement. It was submitted to the SEC last May 15, 2021 and is also currently available in the company website and PSE disclosure system.

12. Mergers, Consolidations, Acquisitions and Similar Measures

No action is to be taken with respect to the acquisition or disposition of any property.

13. Acquisition or Disposition of Property

No action is to be taken with respect to the acquisition or disposition of any property

14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

D. Other Matters

15. Action with Respect to Reports

The following will be submitted for approval by the stockholders on the Annual Meeting of the Stockholders to be held on 30 June 2021:

(a) Approval of the Minutes of the Annual Stockholders' Meeting held on 28 August 2020

(b) Approval/Ratification of the 31 December 2020 Reports and the Audited Financial Statements

16. Matters not required to be submitted

No action is to be taken with respect to any matter that is not required to be submitted to a vote of security holders.

17. Amendment of Charter, Bylaws or Other Documents

No action is to be taken with respect to Amendment of Charter, Bylaws or Other Documents to a vote of security holders.

18. Other Proposed Action

(a) Ratification of the Acts of the Board of Directors, of the Executive Committee and of Management for the period covering 1 January 2020 through 31 December 2020 adopted in the ordinary course of business.

The resolutions of the Board were duly adopted in the normal course of trade or business and involve –

i) Approval of contracts, projects, investments, and other acts which have been covered by disclosures to the PSE and the SEC;

ii) Treasury matters, including borrowings, opening of accounts and bank transactions; and

iii) Housekeeping matters, including the appointment of signatories and amendments thereof.

(b) Election of the members of the Board, including the independent directors, for the ensuing year.

(c) Election of the external auditor and fixing its remuneration.

19. Voting Procedures

(a) Vote Required For Approval: Approval of the aforementioned motions or all other matters submitted to a vote would require the affirmative vote of a majority of the shares of the Corporation's common stock present and/or represented and entitled to vote. For the election of directors, there must be present, either in person or by representative authorized to act by written proxy, the owners of the majority of the outstanding capital stock. Out of a quorum, the eleven (11) nominees getting the highest votes shall be elected as directors of the Corporation.

(b) Method by Which Votes Will Be Counted: The manner of voting is non-cumulative, except as to the election of directors. On the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate such shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. In all items for approval, each voting share of stock entitles its registered owner as of the Record Date to one vote. In light of the Covid-19 pandemic, stockholders will only be allowed to vote by appointing either a proxy or designating the Chairman of the meeting as such or electronically in absentia. Proxies shall be in writing, in digital. or electronic form, signed and/or filed, by the stockholders, in the form provided in this Information Statement or as appearing in the link provided, and shall be received by the Corporate Secretary on or before June 21, 2021. Scanned copies of the proxy form may be accepted, but the Corporation reserves the right to require the submission of the originals for authentication. A stockholder may vote electronically in absentia using the online web address: https://2021asm.e-rockwell.com/, subject to validation procedures. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum. All votes will be counted and tabulated by the inspector of proxies and ballots, as supervised by the Corporate Secretary of the Corporation and the results will be validated by an independent third party. All votes shall be counted under the supervision and control of the Corporate Secretary or Asst. Corporate Secretary with the assistance of third parties. necessary.

(c) Pursuant to Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or in absentia, stockholders may access the online web portal https://2021asm.e-rockwell.com/ in order to register and vote on the matters at the meeting. A stockholder voting remotely or in absentia shall be deemed present for purposes of quorum. Please refer to Annex A for a detailed listing of the requirements and procedures for Voting and Participation in the 2021 Rockwell ASM via remote communication or voting in absentia, as well as on how to join the livestream.

20. Corporate Governance

Rockwell Land adopted its Manual on Corporate Governance (the "Manual) on 2 May 2012. An amended report was published last 31 July 2014 and 31 May 2017, respectively. The Company, its directors, officers, and employees complied with the leading practices and principles on good governance as embodied in the Manual of Corporate Governance.

In December 2017, the SEC mandated all companies to submit an Integrated Annual Corporate Governance Repot (I-ACGR) by 31 May of each year in lieu of several reports required in the past years. The company undertakes to submit I-ACGR and upload in the company website and PSE disclosure system.

Apart from the mandated Manual, Rockwell has also adopted a Corporate Code of Discipline. The Code embodies the principles and guidelines for the conduct of the business of the company and in dealing with its stakeholders.

Pursuant to the Manual of Corporate Governance, the Board has formed committees: Audit, Corporate Governance, Risk Oversight and Related Party Transactions Committees.

Rockwell also has an Internal Audit Group ("IAG") composed of Certified Public Accountants. The AIG reports to the Board through the Audit Committee. The IAG provides assurance and consulting functions for Rockwell in the areas of internal control, corporate governance, and risk management. It conducts its internal audit activities in accordance with eh International Standards for Professional Practice of Internal Auditing (ISPPIA) under the Internal Professional Practices Framework.

It bears mention that the Audit Committee is chaired by an independent director. The Corporate Governance and Risk Oversight Committee are composed of four members of the board, at least one of which is an independent director.

The appointments of Rockwell's Chief Compliance, Chief Risk, Chief Revenue, Chief Audit, and Data Privacy Officers in June and August 2017 further increases governance for the protection of the rights of all the stakeholders of the company.

Rockwell has sought to keep communications open with its stockholders and encourages them to participate in the meeting of shareholders either in person or by proxy. Shareholders are free to write to the Corporate Governance Committee should they have recommendations and/or nominations for the board of directorship.

21. Brief description of the general nature and scope of the business of the registrant and its subsidiaries

Rockwell Land is a premier property developer for residential and commercial projects that cater to the high-end and upper-mid markets in Metro Manila. It is primarily engaged in the residential development of high-rise condominiums as well as in retail and office leasing. It entered Hotel and Leisure in 2013 with the Aruga Serviced Apartments, as well as expanded in cities outside of the National Capital Region with a mid-rise residential development in Lahug City, Cebu.

The Company was incorporated on 11 August 1975 as First Philippine Realty and Development Corporation. On 23 February1995, the name was amended to Rockwell Land Corporation. On 27 September1996, the SEC approved the increase in capital stock of the Company from P1.0 million to P6.0 billion with three major shareholders subscribing to the increase, namely: Manila Electric Company (Meralco), First Philippine Holdings Corporation (FPH) and Benpres Holdings Corporation (now Lopez Holdings Corporation or LPZ). Simultaneously with the increase, the Company also amended its articles of incorporation to increase in capital stock and the increase in number of directors from 5 to 11. On 4 May2000, the SEC approved the articles of merger of the Company with Hubbard Realty Holdings Inc., Farragut Realty Holdings Inc., McPherson Square, Inc., and Foggy Bottom, Inc., with the Company as the surviving entity. In July 2008, the SEC approved the Company's increase in authorized capital stock from P6.0 billion divided into 6,000,000,000 Common Shares with P1.00 par value each to P9.0 billion divided into 8,890,000,000 Common Shares with the same par value and 11,000,000,000 Preferred Shares with a P0.01 par value each with existing shareholders subscribing to the increase in capital. In August 2009, LPZ sold its share in the Company to FPH therefore leaving the Company with only two (2) major shareholders, namely Meralco and FPH.

On 28 February 2012, the SEC approved the amendment to the First Article of the Articles of Incorporation of the Company changing its name from “Rockwell Land Corporation” to: “ROCKWELL LAND CORPORATION doing business under the name and style of Powerplant Mall; Powerplant Cinemas; and Edades Serviced Apartments”.

On 27 February 2012, the Board of Directors of Meralco approved the declaration of its 51% ownership in the Company as property dividend in favor of common stockholders of record as of 23 March 2012, except for foreign common shareholders who were paid the cash equivalent of the property dividend. Consequently, the Company became a public company having more than 200 shareholders. The property dividend was paid on 11 May 2012 wherein FPH received property dividends from Meralco in the form of 125,079,016 common shares of the Company. On the same date, the Company acquired 126,620,146 common shares from Meralco, representing the foreign shareholders’ entitlement from the property dividend distribution, at ₱1.4637 per share. The Company was listed in the Philippine Stock Exchange (PSE) on 11 May 2012.

On 28 June 2012 and 27 July2012, FPH purchased additional shares of the Company from Beacon Electric Asset Holdings, Inc. and San Miguel Corporation, respectively.

As of 15 April 2021, FPH owns 90.74% of the Company’s common and preferred shares.

Subsidiaries and Affiliates

Rockwell Integrated Property Services, Inc. (RIPSI), a wholly owned subsidiary of the Company, was incorporated in February 19, 1999 to establish, own, manage, operate and carry on the business of maintaining and cleaning buildings and other facilities. To date, RIPSI manages twenty (20) 5 properties. These properties consist of the various Rockwell residential condominium buildings located in the Rockwell Center in Makati City, The Grove in Pasig City, East Bay Residences in Muntinlupa, and 32 Sanson in Cebu City, as well as the townhouse and midrise developments of Alvendia in San Juan, and 205 Santolan and 53 Benitez in Quezon City.

Rockwell Primaries Development Corporation (“Primaries”, formerly Rockwell Homes Inc., and Primaries Development Corporation) a wholly owned subsidiary of the Company, was incorporated in September 2012 to primarily cater to the broader market under a second brand “Rockwell Primaries”. The subsidiary envisions itself to be the preferred developer in terms of providing exceptional and quality living at a more affordable price. Primaries commenced operations in mid2013 with the launch of its first project, 53 Benitez, located in Quezon City. Its second project, The Vantage at Kapitolyo in Pasig City, was launched in 2015. 53 Benitez was completed in 2016 and The Vantage by 2021.

Stonewell Development Corporation Inc., a wholly owned subsidiary of the Company, was also incorporated in September 2012 to develop socialized and economic housing projects for the Parent Company.

Primaries Properties Sales Specialist Inc. (PPSSI), a wholly owned subsidiary, was incorporated in November 2012 primarily to as act the sales and marketing arm of Primaries. Operations were discontinued in 2017.

Rockwell Hotels & Leisure Management Corporation (Rockwell Hotels), a wholly owned subsidiary of the Company, was incorporated in June 20, 2013 for the management of hotel and resort operations.

It currently manages the operations of Aruga Serviced Apartments at the Edades Tower and Garden Villas, Makati City.

Retailscapes Inc., a wholly owned subsidiary of the Company, was incorporated in November 2014 to develop and operate pocket retail projects of the Company. Its first project, the Santolan Town Plaza was launched with the opening of the cinemas and some retail stores last December 2017.

Rockwell Primaries South Development Corporation (Rockwell Primaries South), formerly ATR KimEng Land, Inc., which was 60% owned by Rockwell Primaries Development Corporation (Rockwell Primaries) and 40% owned by ATR Holdings, Inc. and Dragon Eagle International Limited. Last July 29, 2019, the Parties entered into a Share Sale and Purchase Agreement wherein Rockwell Primaries bought the 40% shared owned by ATR Holdings, Inc and Dragon Eagle International. Rockwell Primaries South will complete the development of the undeveloped portion (61,787 square meters) of the Tribecca Private Residences located along the East Service Road in Muntinlupa City. The new development was launched in October 2016 as East Bay Residences, with The Fordham, the first of the five towers to be developed.

Rockwell MFA Corporation (Rockwell MFA) is a joint venture between the Company and by Mitsui Fudosan (Asia) Pte. Ltd. (Mitsui) through SEAI Metro Manila One, Inc., which was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on August 22, 2017. The Company owns 80% of the business. It's first project, The Arton West, was launched in July 2017.

Rockwell Carmelray Development Corporation (Rockwell Carmelray), formerly Carmelray Property Holdings Inc., is a joint venture between the Company and by the Yulo family's Carmelray Property Holdings and San Ramon Holdings, which was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on July 5, 2018. On August 8, 2018, the Company purchased 14.7% interest in RCDC, equivalent to 450,000 common shares. On November 20, 2019, it subscribed to an additional 240.9 million Class A redeemable preferred shares, representing 37.6% of the total issued and outstanding shares of RCDC. As a result, the Company owns 52.16% of the business as of December 2019. The first phase of the project, Rockwell South was launched last September 2019.

On November 10, 2020, the Company subscribed to 40% of the outstanding capital stock of Rockwell Nepo Development Corporation (Rockwell Nepo), formerly Nepwell Property Management Inc. Rockwell Nepo is a joint venture between the Company and T.G.N Realty Corporation, which was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 20, 2019. The JV company is set to develop the 3.6 hectares of land in Angeles City, Pampanga into a mixed-use development with residential, commercial and retail components.

The Company also has ownership in Rockwell Leisure Club Inc. (RLCI), owning 1,491 ordinary shares and 53% of 1,500 proprietary shares. Overall share of Rockwell Land to RLCI is at 76.4% by the end of 2020. RLCI is a non-profit premier leisure club created to complement Rockwell Land's exclusive lifestyle concept. Opened in December 1999, the Rockwell Club offers its resident members and proprietary shareholders a first-class social, sports and recreational facility within the Rockwell Center

The financial statements of these wholly-owned subsidiaries were consolidated in the Company's attached Audited Financial Statements.

22. Market Price and Dividends

(1) Market Information

(a) The registrant's common equity is being traded at the Philippine Stock Exchange under the ticker "ROCK".

(b) STOCK PRICES

	Common	
	High	Low
2019		
First Quarter	2.17	1.95
Second Quarter	2.23	1.94
Third Quarter...............................	2.52	2.09
Fourth Quarter	2.37	2.03
2020		
First Quarter..................................	2.18	1.44
Second Quarter…………………...	1.68	1.40
Third Quarter.......………………..	1.68	1.30
Fourth Quarter……………..........	1.79	1.42
2021		
First Quarter..................................	1.64	1.40

ROCK closed at P1.58 per share as of April 15, 2021.

23. Holders

(a) There are 46,130 Common Stockholders as of 15 April 2021.
(b) Top 20 Stockholders of Common Shares as of 15 April 2021.

	NAME	NO. OF SHARES	% TO TOTAL
1	FIRST PHILIPPINE HOLDINGS CORPORATION	5,296,015,375.00	86.58%
2	PCD NOMINEE CORPORATION (FILIPINO)	550,098,786	8.99%
3	PCD NOMINEE CORPORATION (FOREIGN)	98,163,898	1.60%
4	MANTES CORPORATION	32,373,508	0.53%
5	PADILLA,NESTOR J.	15,000,001	0.25%
6	YAN, LUCIO W.	1,136,324	0.02%
7	CHENG, CHARLOTTE CUA	886,422	0.01%
8	AVESCO MARKETING CORPORATION	801,574	0.01%
9	B. P. INSURANCE AGENCY, INC.	792,139	0.01%
10	MAKATI SUPERMARKET CORPORATION	677,238	0.01%
11	CROSLO HOLDINGS CORPORATION	584,297	0.01%
12	LAARNI NIEMAN ENRIQUEZ	552,943	0.01%
13	CARLOS, JOSE IGNACIO A.	455,667	0.01%
14	TAN, LOZANO A.	422,730	0.01%
15	FLORDELIZA,VIRGILIO CACHERO	398,550	0.01%
16	AQUINO,ANTONINO T.,&/OR EVELINA S. AQUINO	377,231	0.01%
17	BP INSURANCE AGENCY, INC.	328,969	0.01%
18	FORESIGHT REALTY & DEVELOPMENT CORPORATION	305,353	0.00%
19	GALLINERO, TEODORO OLIVARES	266,331	0.00%

20	ONG, TIONG	255,969	0.00%

Stockholders of Preferred Shares as of 15 April 2015:

Name	No. of Shares Held	% to Total
First Philippine Holdings Corporation	2,750,000,000	100%

Equity Ownership of Foreigners on a per class basis as of 15 April 2021:

Type of Share	Number of Foreign Shares	Foreign Ownership Level
Common Shares	98,252,360	1.61%
Preferred Shares		0%

24. Dividends

(a) Dividend History

Year	Common	Preferred
2020	₱ 0.0483 per share	₱ 0.0006 per share
2019	₱ 0.0831 per share	₱ 0.0006 per share
2018	₱ 0.0683 per share	₱ 0.0006 per share

(b) Dividend Policy

Subject to the preferential dividend right of the Preferred Shares, each holder of a Common Share is entitled to such dividends.

The Board of Directors during the organizational meeting on 29 May 2013 have adopted a dividend policy of declaring as dividends 20% of prior year's Net Income after Tax (NIAT).

The Company's amended by-laws provide that the Board of Directors shall have the power and authority to fix and determine and from time to time vary, the amount to be reserved as working capital, to meet contingencies, to provide for the utilization of dividends and/or for other purposes, to such extent, in such manner and upon such terms as the Board of Directors shall deem expedient in order to determine the part of the nets profits or surplus which shall be declared and paid as dividends; and generally to fix and determine the use and disposition of any net profits or surplus.

The Preferred Shares currently outstanding will earn a cumulative dividend of 6% per annum. The Preferred Shares do not participate in dividends declared in relation to Common Shares.

(c) Restriction on the Payment of Dividends

(1) Notes Facility Agreement

Under the Fixed Rate Corporate Notes Facility Agreement dated 27 November 2012 among Rockwell Land, First Metro Investment Corporation and PNB Capital & Investment Corporation as Joint Lead Arrangers, Metropolitan Bank & Trust Company – Trust Banking Group as Facility Agent and the Philippine National Bank – Trust Banking Group as the Paying Agents (the "Notes Facility Agreement"), the Company, without the written consent of the Majority Noteholders (as this term is defined in the Notes Facility Agreement), shall not declare, pay or distribute dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due is in arrears or such declaration, payment or distribution shall result in a violation of the Current Ratio (as this term is defined in the Notes Facility Agreement) of 1:1 and the consolidated Debt-to-Equity Ratio (as this term is defined in the Notes Facility Agreement) not exceeding 2.0x.

(2) Term Loan Agreements

Under the Term Loan Agreements dated 25 May 2016 and 19 December 2019 between Rockwell Land and Philippine National Bank (the "Loan Agreement"), the Company, without the written consent of the Bank, shall not declare, pay or distribute dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due is in arrears or such declaration, payment or distribution shall result in a violation of the Current Ratio (as this term is defined in the Loan Agreement) of 1:1 and the consolidated Debt-to-Equity Ratio (as this term is defined in the Loan Agreement) not exceeding 2.0x.

Under the Term Loan Agreement dated 18 November 2019 between Rockwell Land and Metropolitan Bank & Trust Company (the "Term Loan Agreement"), the Company, without the written consent of the Bank, shall not declare, pay or distribute dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due is in arrears or such declaration, payment or distribution shall result in a violation of the Current Ratio (as this term is defined in the Loan Agreement) of 1:1 and the consolidated Debt-to-Equity Ratio (as this term is defined in the Loan Agreement) not exceeding 2.0x.

Under the Term Loan Agreement dated 20 January 2020 between Rockwell Land and BDO Unibank Inc (the "Term Loan Agreement"), the Company, without the written consent of the Bank, shall not declare, pay or distribute dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due is in arrears or such declaration, payment or distribution shall result in a violation of the Current Ratio (as this term is defined in the Loan Agreement) of 1:1 and the consolidated Debt-to-Equity Ratio (as this term is defined in the Loan Agreement) not exceeding 2.0x.

25. Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

(a) Recent Sales of Unregistered Securities

There were no sales of unregistered securities during the past three years.

(b) Exempt Transactions and Securities

There were no exempt transactions and securities issued during the past three years.

CERTIFICATION

Upon written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of the Company's Annual Report or SEC Form 17-A free of charge. Any written request for a copy shall be addressed to the following:

Ellen V. Almodiel, Executive Vice-President, Chief Finance and Compliance Officer
Rockwell Land Corporation
8 Rockwell
Rockwell Center, Makati City 1200

At the discretion of management, a charge may be made for exhibits, provided that such charge is limited to reasonable expenses incurred by the Company in furnishing such exhibits.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 02 June 2021.

By:

____
Enrique I. Quiason
Corporate Secretary

ROCKWELL LAND CORPORATION

ANNEX

A.	Registration and Validation Procedures for the 2021 ASM	Attached
B.	Certification on the Qualifications and Disqualifications of Independent Directors	Attached
C.	Management Discussion and Analysis of Financial Condition and Results of Operations from 2018-2020	Attached
D.	Statement of Management's Responsibility for Financial Statements as of 31 December 2020 as well as the Audited Financial Statements	Attached
E.	Supplementary Information on the Audited Financial Statements	Attached
F.	Report of the Audit Committee	Attached
G.	SEC Form 17-Q for the first quarter of 2021	Attached

Annex A
Registration and Validation Procedures for the 2021 Annual Stockholders Meeting (Virtual)

Registration and Validation Procedures for the Virtual ASM:

Note: In line with the Covid-19 pandemic Rockwell Land Corporation is restricting all communications thru the online and designated email address(es) provided. Please be guided accordingly.

1. Validation of stockholders will be from June 9, 2021 to June 21, 2021.

2. Stockholders who will execute a proxy must submit their duly executed proxy thru this link https://2021asm.e-rockwell.com/ on or before June 21, 2021, validation of proxies is scheduled on June 21, 2021.

   Note: For corporate stockholders, a secretary's certificate on the authorized signatory to execute the proxy is required to be submitted. Scanned copies of the secretary's certificate may be uploaded, but the Corporation reserves the right to require the submission of the originals for authentication.

3. Stockholders who intend to participate in the virtual ASM must register thru this link https://2021asm.e-rockwell.com/for validation starting on June 9, 2021 until June 21, 2021 and submit the following documents:

   For certificated stockholders:
   A. Individual Shareholder
   1. Name
   2. Address
   3. Email address
   4. Contact number
   5. Scanned copy of 1 valid government ID or 2 secondary valid government ID

   B. Corporation
   1. Company Name
   2. Name of authorized representative
   3. Address
   4. Email address
   5. Contact number
   6. Secretary Certificate on List of Authorized Signatories
   7. Proxy form indicating the authorized representative to act on behalf of the Corporation (duly signed by Corp signatory/ies)
   8. Scanned copy of valid ID of authorized representative and Corporate authorized signatory who signed the authorization letter

   For stockholders whose shares are lodged with brokers:
   1. Broker's Name
   2. Name of authorized representative
   2. Address
   3. Email address
   4. Contact number
   5. Broker's Certificate on List of Authorized Signatories
   6. Proxy form indicating the authorized representative to act on behalf of the Broker (duly signed by broker signatory/ies)
   7. Scanned copy of valid ID of authorized representative and Broker authorized signatory who signed the authorization letter

   Separate Registration for Shareholder in Scripless or Electronic Form:
   1. Beneficial Shareholder Form
   2. Name of authorized representative

3. Address
4. Email address
5. Contact number
6. Broker's Certificate on List of Authorized Signatories
7. Proxy form from a PDTC Participant (either broker or Custodian Bank or Trust Entities or Financial Institution) on the Beneficial Shareholder Name and number of shares as of record date (duly signed by PDTC participant authorized signatory/ies)
8. Scanned copy of valid ID 1 primary valid government ID or 2 secondary valid government ID (we will provide a list of acceptable primary and secondary ID on a separate email)

Note: the above documents will be subject to review for purposes of validation and we may require additional documents as needed.

4. Validated stockholders and proxies will get a confirmation thru email and will be provided with a link to the virtual ASM and the link to cast their vote on or before June 21, 2021.

5. Validated stockholders and proxies may cast their vote through the designated link until June 23, 2021.

6. For the determination of the quorum, all shares represented by duly validated proxies will be counted as "shares represented by proxies" and shares of validated stockholders present at the virtual ASM will be counted as "shares present in person". The Corporate Secretary shall announce all the results during the meeting proper subject to final tabulation.

7. For the tabulation of votes, all validated proxies and ballots submitted on or before June 21, 2021, will be tabulated by the Office of the Corporate Secretary and validated by Rizal Commercial Banking Corporation (RCBC) Stock Transfer Processing Section.

8. Questions and comments may be submitted during registration and until 6:00 p.m. June 29, 2021.

Annex B

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR J. HILADO**, Filipino, of legal age and a resident of 112 Mariposa Loop, Cubao, Quezon City, Philippines, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of ROCKWELL LAND CORPORATION and have been its independent director since May 27, 2015.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
PHINMA Inc.	Chairman	Aug 2005 - Present
PHINMA Corp.	Chairman	Dec 2003 – Present
Phinma Property Holdings Corp.	Chairman	April 1999 - Present
Union Galvasteel Corporation	Vice Chairman	March 2017 – Present
A. Soriano Corporation	Independent Director	April 1998 – Present
Philex Mining Corporation	Independent Director	December 2009 – Present
Digital Telecommunications Phils., Inc. (DIGITEL)	Independent Director	May 6, 2013 – Present
Smart Communications, Inc.	Independent Director	May 6, 2013 - Present
Roxas Holdings, Inc.	Independent Director	March 2, 2016 - Present
United Pulp & Paper Co., Inc.	Director	December 1969 – Present
Beacon Property Ventures, Inc.	Director	December 1994 – Present
Manila Cordage Company	Director	1986 – Present
Pueblo de Oro Devt. Corp.	Director	Feb 1996 – Present
Seven Seas Resorts and Leisure, Inc.	Director	1996 – Present
Araullo University	Director	April 2004 – Present
Cagayan de Oro College	Director	June 2005 – Present
University of Iloilo, Inc.	Director	August 17, 2009 – Present
University of Pangasinan, Inc.	Director	August 17, 2009 – Present
Southwestern University	Director	June 20, 2016
St. Jude College, Manila	Director	January 20, 2018 - Present

Republican College	Director	March 16, 2020 -Present
Rizal College of Laguna	Director	October 6, 2020 - Present
Phinma Solar Energy Corp.	Director	July 3, 2017 - Present
Phil. Cement Corporation	Director	September 22, 2017 - Present
Phinma Hospitality, Inc.	Director	July 15, 2011 - Present
Phinma Microtel Hotels, Inc	Director	July 2011 - Present
Phinma Education Holdings, Inc.	Director	March 2016 – Present
Cebu Light Industrial Park, Inc.	Director	Feb 1996 – Present

3. I possess all the Qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.

4. I am related to the following director/officer/substantial shareholder of(covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NOT APPLICABLE		

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

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL, OR AGENCY INVOLVED	STATUS
NOT APPLICABLE		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in ROCKWELL LAND CORPORATION, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules. – **NOT APPLICABLE**

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

8. I shall inform the Corporate Secretary of ROCKWELL LAND CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this ____ day of APR 2 9 2021 2021 at Makati City.

Affiant

SUBSCRIBED AND SWORN to before me this ____ day of APR 2 9 2021 2021 at Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. P795921A issued at DFA NCR East on July 16, 2018.

Doc. No. 369 ;
Page No. 75 ;
Book No. XIX ;
Series of 2021.

MA. FE CAROLYN GO-PINOY
Notary Public for Makati City
Appointment No. M-330 until 6.30.2021
Roll of Attorneys No. 39698
IBP Lifetime No. 014554 Zambasulta
PTR No 8589037 2.5.2021 Makati City
MCLE Compliance No. VI-0025366
8 Rockwell Hidalgo Drive, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MONICO V. JACOB**, Filipino, of legal age, with address at the 7th Floor, STI Holdings Center, 6764 Ayala Avenue, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of ROCKWELL LAND CORPORATION and have been its independent director since April 6, 2016.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
STI Education Services Group, Inc.	Vice-Chairman and CEO	2016 – Present
Rosehills Memorial Management, Inc.	Chairman	2014 – Present
Phil. Life Financial Assurance, Inc.	Chairman	2013 – Present
STI-West Negros University Corp.	Chairman	2013 – Present
Lopez Holdings, Inc.	Independent Director	2013 – Present
Asian Terminals, Inc.	Director	2009 – Present
Total Consolidated Asset Mgmt., Inc.	Chairman	1999 – Present
Phoenix Petroleum Philippines, Inc.	Director	2009 – Present
STI Education Systems Holdings, Inc.	President and CEO	2010 – Present
Global Resource for Outsourced Workers, Inc.	Chairman	2001 – Present
GROW-Vite	Chairman	2012 – Present
iAcademy	Director	2003 – Present
PhilhealthCare, Inc.	Director	2013 – Present
Maestro Holdings, Inc.	Director	2007 – Present
PhilPlans First, Inc.	Director	2017 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.

4. I am related to the following director/officer/substantial shareholder of (name of company) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR / OFFICER / SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OR RELATIONSHIP
NOT APPLICABLE		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding in Court.

OFFENSE CHARGED / INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NOT APPLICABLE		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in ROCKWELL LAND CORPORATION, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules. ***NOT APPLICABLE***

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

8. I shall inform the Corporate Secretary of ROCKWELL LAND CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 21st day of April 2021 in Makati City.

Affiant

APR 29 2021

SUBSCRIBED AND SWORN to before me this ____ day of April 2021 at Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. P6179864B issued at DFA Manila on January 26, 2021.

Doc. No. 368;
Page No. 75;
Book No. XIX;
Series of 2021.

MA. FE CAROLYN GO-PINOY
Notary Public for Makati City
Appointment No. M-330 until 6.30.2021
Roll of Attorneys No. 39698
IBP Lifetime No. 014554 Zambasulta
PTR No 8589087 2.5.2021 Makati City
MCLE Compliance No. VI-0025366
8 Rockwell Hidalgo Drive, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALBERT F. DEL ROSARIO,** Filipino, of legal age, with office address at 15th Floor, Chatham House, 116 Valero corner Rufino Street, Salcedo Village, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of ROCKWELL LAND CORPORATION and was elected as independent director since June 8, 2017.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Listed Companies		
PLDT Inc.	Director	July 11, 2016 – present
Metro Pacific Investments Corporation	Director	May 4, 2016 – present
Non- Listed Companies		
Philippine Stratbase Consultancy, Inc.	Chairman	March 23, 2016 – present
Gotuaco del Rosario Insurance Brokers, Inc.	Director	April 10, 2017 – present
Stratbase ADR Institute, Inc.	Chairman	April 1, 2016 – present
Citizens for Promoting Human Rights, Inc.	Chairman	June 28, 2018 - present
Indra Philippines, Inc.	Director	April 28, 2016 – present
Metro Pacific Tollways Corporation	Director	April 21, 2016 – present
Two Rivers Pacific Holdings Corporation	Director	June 30, 2016 – present
Metro Pacific Resources, Inc.	Director	June 30, 2016 – present
Metro Pacific Holdings, Inc.	Director	June 30, 2016 – present
Metro Pacific Asset Holdings, Inc.	Director	June 30, 2016 – present
Philippine Telecommunications Investment Corporation	Director	June 30, 2016 – present
Enterprise Investments Holdings, Inc.	Director	June 30, 2016 – present
Asia Insurance (Phil.) Corp.	Director	June 24, 2016 – present
Carols P. Romulo Foundation for Peace & Development	Trustee	June 10, 2016 – present
Philippine Cancer Society, Inc.	Trustee	May 22, 2017 – present
Metrobank Foundation, Inc.	Advisory Board	May 9, 2017 – present
CSIS Southeast Asia Program	Trustee	September 1, 2016 – present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.

4. To the best of my knowledge, I am not related to any director/officer/substantial shareholder of ROCKWELL LAND CORPORATION or any of its subsidiaries and affiliates.

5. I disclose that I am subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL, OR AGENCY INVOLVED	STATUS
PLEASE SEE ATTACHED PENDING CASE		

6. I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.

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

8. I shall inform the Corporate Secretary of ROCKWELL LAND CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this **28th** day **April 2021** at Makati City.

Affiant

SUBSCRIBED AND SWORN to before me this APR 29 2021 day of ______ 2021 at Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. P5903317B issued at DFA Manila on Dec. 7, 2020.

Doc. No. 360 ;
Page No. 73 ;
Book No. XIX ;
Series of 2021.

MA. FE CAROLYN GO-PINOY
Notary Public for Makati City
Appointment No. M-330 until 6.30.2021
Roll of Attorneys No. 39698
IBP Lifetime No. 014554 Zambasulta
PTR No 8589037 2.5.2021 Makati City
MCLE Compliance No. VI-0025366
8 Rockwell Hidalgo Drive, Makati City

MATERIAL PENDING LEGAL PROCEEDINGS

1. Messrs. Napoleon L. Nazareno, Elmer D. Nitura, Albert F. Del Rosario and other directors and officers of the former PDCP Bank (PDCP), and some officers of the Bangko Sentral ng Pilipinas (BSP) and Development Bank of the Philippines (DBP) (the "Respondents") were charged in a complaint docketed as I.S. No. 2004-631 filed by Chung Hing Wong/Unisteel/Unisco Metals, Inc. (the "Complainants") with the Department of Justice (DOJ), for alleged syndicated estafa, estafa thru falsification of documents, other deceits, malversation and robbery. In the complaint-affidavit, the Complainants alleged that the officers and directors of PDCP deceived the Complainants to secure a loan from PDCP through misrepresentation and with the sinister purpose of taking over the Complainants' corporation. The complaint was referred to the Ombudsman (OMB) by the DOJ considering that some of the Respondents are public officers and the offenses charged were committed in the performance of their official functions.

   In the OMB's Review and Recommendation dated November 28, 2008, the OMB approved the DOJ Resolution dated September 7, 2007 DISMISSING the complaint and referred the case back to the DOJ for appropriate action.

   The Complainants filed separate Motions for Reconsideration before the DOJ and OMB. On December 16, 2009, the DOJ issued a Resolution denying the Complainants' Motion for Reconsideration for lack of merit. In response, the Complainants filed a Petition for Review with the Secretary of Justice on March 2, 2010. Messrs. Nazareno, Nitura, Del Rosario and the other Respondents filed their respective Comments to the petition. On October 9, 2014, the Secretary of Justice issued a Resolution denying the Petition for Review. In response, Complainants filed a Motion for Reconsideration which remains pending to date with the Office of the Secretary of Justice.

   OMB Proceedings

   With respect to the Complainants' Motion for Reconsideration with the OMB, the latter issued an Order dated December 4, 2009 denying the same and affirming its Review and Recommendation of November 28, 2008. In response, the Complainants filed a Petition for Certiorari with the Court of Appeals (CA). In a Resolution dated July 26, 2010, the CA dismissed the petition for lack of jurisdiction. Likewise, the Complainants' Motion for Reconsideration was denied by the CA in a Resolution on January 10, 2011.

   Subsequently, the Complainants filed a Petition for Review with the Supreme Court (SC) questioning the Decision of the CA. In a Resolution dated March 28, 2011, the SC denied the Complainants' Petition for Review for failure to show any reversible error in the challenged Decision of the CA. The Complainants filed a Motion for Clarification. In a Resolution dated August 24, 2011, the SC treated the motion as a Motion for Reconsideration of the dismissal of the Petition and denied the same. The said Resolution of the SC became FINAL AND EXECUTORY based on the Entry of Judgment dated October 26, 2011. The Complainants however still filed a Motion for Clarification and Motion to Refer Case to the Supreme Court en Banc. In a Resolution dated October 10, 2012, the SC ordered the said motion expunged from the records of the case as the petition has already been denied with FINALITY and an ENTRY OF JUDGMENT and Letter of Transmittal already sent to the CA as early as October 26, 2011.

ROCKWELL LAND

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) **S.S.**

SECRETARY'S CERTIFICATE

I, **ENRIQUE I. QUIASON**, Filipino, of legal age, the duly elected and incumbent Corporate Secretary of **ROCKWELL LAND CORPORATION** (the "Corporation") a corporation duly organized and existing under laws of the Republic of the Philippines, DO HEREBY CERTIFY, That:

I am familiar with the facts herein certified and duly authorized to certify the same;

None of the Directors and Independent Directors are elected Public Servants;

To the best of the Corporation's knowledge, information and belief, none of the Directors and Independent Directors and/or Officers of the Corporation are appointed and/or employees in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this **1st** day of June 2021.

ENRIQUE I. QUIASON
Affiant

SUBSCRIBED AND SWORN to before me this on the date and place first above written. Affiant exhibited to me his Competent Evidence of Identity ("CEI") as follows:

Name	*Details of CEI*	*Issued at*	*Issued On*
Enrique I. Quiason	P9908505A	DFA NCR EAST	12 December 2018

Doc. No. 345;
Page No. 70;
Book No. XX;
Series of 2021.

MA. FE CAROLYN GO-PINOY
Notary Public for Makati City
Appointment No. M-330 until 6.30.2021
Roll of Attorneys No. 39698
IBP Lifetime No. 014554 Zambasulta
PTR No 8589087 2.5.2021 Makati City
MCLE Compliance No. VI-0025366
8 Rockwell Hidalgo Drive, Makati City

ANNEX C

MANAGEMENT DISCUSSION and ANALYSIS of FINANCIAL CONDITION and RESULTS of OPERATIONS

The following management's discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the Company's audited consolidated financial statements, including the related notes thereto, annexed to this Annual Report.

INTRODUCTION

Rockwell Land Corporation's consolidated net income after tax (NIAT) in 2020 amounted to ₱1.3 billion, a drop of 58% from last year's ₱3.0 billion . As a percentage to revenues, net income was 12% for 2020, 19% for 2019 and 16% for 2018.

Total revenues dropped to ₱10.7 billion in 2020, 32% lower than 2019 revenues of ₱15.7 billion. Residential development accounted for 82% of the total revenues in 2020 and in 2019, lower than 86% in 2018 due to a higher contribution from commercial revenues. The contribution of Hotel Operations is at 1%, lower than last year's 2%.

Earnings before interest, taxes, depreciation and amortization (EBITDA) in 2020 amounted to ₱3.8 billion representing 36% of total revenues. EBITDA from Residential Development dropped by 23% annually from 2018 mainly attributable to lower sales bookings and project accomplishment due to the community quarantine imposed starting March 16, 2020. On the other hand, Commercial Development accelerated by 5% from ₱1.5B to ₱1.6B in 2 years due to additional leasable spaces of 90,000 sqm, offset by the rental concessions given to retail establishments from the start of imposition of the community quarantine. Hotel Operations' registered a ₱33 million loss from operations due to the effect of COVID 19 in the sector. Costs and expenses under hotel operations include shelter in place expenses incurred by the Company for its employees.

Residential development, Commercial development and Hotel operations contributed 58%, 43% and (1%) to total EBITDA in 2020, respectively.

The ratio of cost of real estate to total revenues slightly increased to 51% coming from 49% in 2019 and 52% in 2018. This is due to lower revenues and additional costs incurred brought about by the pandemic and quarantine imposed in 2020.

Besides the recent acquisitions, the Company is not aware of any event that could materially affect the statement of comprehensive income reported in this Annual Report except for the impact to the financial statements of the full adoption of the PFRS 15 which took effect starting January 2018 and PFRS 16 which took effect starting January 2019.

By the end of 2020 debt level was at ₱24.8 billion while the net-debt-to-equity ratio stands at 0.87. The debt is composed of the outstanding balances of ₱5.0 billion from bond issuance in November 2013 and P30.6 billion term and CTS loans drawn from 2017-2020. About P3.1B or 13% of the total debt has a floating interest rate. Below is a table showing the key performance indicators of the Company for 2018-2020.

EBITDA (P)	3.8 billion	6.0 billion	5.4 billion
Current Ratio (x)	2.37	2.47	2.17
Net DE Ratio (x)	0.87	0.82	1.16
Asset to Equity Ratio (x)	2.49	2.61	2.97
Interest coverage ratio (x)	3.29	4.17	4.62
ROA	2.01%	5.00%	4.91%
ROE	5.12%	13.85%	14.26%
EPS (P)	0.18	0.48	0.42

Notes:
(1) EBITDA [Net Income + (Interest Expense, Provision for Income Tax, Depreciation & Amortization)]
(2) Current ratio [Current assets/Current liabilities]
(3) Net debt to equity ratio [(Total Interest bearing debt)-(Cash and cash equivalents) / Total Equity]
(4) Assets to Equity Ratio [Total Assets/Total Equity]
(5) Interest coverage ratio [EBITDA/ Total interest payments]
(6) ROA [Net Income/Average Total Assets]
(7) ROE [Net Income/ Average Total Equity]
(8) EPS [Net Income/number of common shares outstanding]

<u>Review of 2020 versus 2019</u>

The following section provides information on the results of operations and financial condition for the periods 2018-2020.

The following table shows the breakdown of the revenues by business segment for the periods 2018-2020.

	2020	% to Total	2019	% to Total	2018	% to Total
Residential Development (1)	8,816	82%	12,938	82%	13,411	86%
Commercial Development (2)	1,844	17%	2,482	16%	1,990	13%
Hotel Operations(3)	77	1%	289	2%	283	2%
Total Consolidated Revenues	**10,737**	**100%**	**15,709**	**100%**	**15,684**	**100%**
Share in Net Income (Losses) in JV and associate (4)	*339*		*323*		*271*	

Notes:
1. *Revenues from this segment consist of the following projects in the years indicated: The Grove (2018 to 2020), The Proscenium Towers (2018 to 2020), 53 Benitez (2018 to 2019),32 Sanson (2018 to 2020), Vantage (2018-2020), Edades Suites (2018-2020), Stonewell (2018-2020), The Arton West (2018-2020), The Arton North (2018-2020), Aruga Resort and Residences -Mactan (2018-2020), Fordham (2018-2020), Rockwell South (2020).*

2. *Revenues from this segment include leasing income, cinema revenues and revenue from sale of office units from 8 Rockwell and Proscenium projects. The amounts exclude revenues from RBC. Under the Accounting policy for a jointly controlled entity, results of operations of RBC are not consolidated line by line.*
3. *Revenues from Hotel Operations come from the operations of Aruga Serviced Apartments in Edades Tower (2018-2020).*
4. *These amounts represent the Company's share in the net income after tax of RBC (2018-2020) and RCDC (2019).*

Below is another table showing the breakdown of revenues by type of revenue for the periods 2018-2020.

	2020	% to Total	2019	% to Total	2018	% to Total
Residential Sales[(1)]	8,550	80%	12,504	80%	13,099	84%
Office Sales[(2)]	370	3%	2	0%	42	0%
Commercial Leasing	1,150	11%	1,845	12%	1,499	10%
Room Revenues	55	1%	221	1%	220	1%
Others[(3)]	612	5%	1,137	7%	824	5%
Total Consolidated Revenues	**10,737**	**100%**	**15,709**	**100%**	**15,684**	**100%**

Notes:

1. *Pertains only to sales of condominium units (at present value) and related interest income.*
2. *Pertains to sale of office units (at present value) and related interest income.*
3. *Includes income from Cinema, parking and other income.*

Business Segments

The details of the individual performance of each business segment, in terms of revenues and EBITDA, are as follows:

Residential Development contributed 82% of the total revenues of 2020. Total revenues reported from the sale of condominium units, including accretion of interest income, amounted to ₱8.8 billion. The 32% decrease in this segment's revenue was mainly due to lower project accomplishment and sales bookings from the impact of the pandemic and the quarantine imposed starting March 16, 2020. EBITDA from this segment amounted to ₱2.2 billion, which represents 58% of the total EBITDA of ₱3.8 billion.

Reservation sales reached ₱7.8 billion, including asset sales, 53% lower than last year's ₱16.7 billion, due to the quarantine restrictions and deferred launches of new projects.

Commercial Development revenues amounted to ₱1.8 billion, lower by 26% than last year. Leasing Income, which accounts for bulk of the segment revenues, dropped from ₱1.8 billion to ₱1.2 billion due mainly to the concessions given to the establishments across all Retail properties. Overall, contribution from the Commercial segment improved from 16% to 17% of total revenues. This excludes the share in the joint venture (RBC) as this is reported as "Share in Net Losses (Income) of JV" under Other Income (Expenses) and not consolidated line by line in the consolidated financial statements.

The details of the performances per source of revenue stream are explained as follows:

- Revenues from Retail operations amounted to ₱624.6 million and accounted for 6% of total consolidated revenues. The reduction of 55% vs. last year's revenues of ₱1.4 billion, is mainly driven by the concessions given to the establishments starting March 16, 2020..

- Cinema Operations amounted to ₱31.0 million and comprised 0.3% of the total revenues.

- Office Leasing accelerated to ₱817.0 million from ₱602.9 million last year due to higher rates. The Rockwell-Meralco BPO Venture, generated gross revenues of ₱782.7 million, which grew by 6% from last year's ₱738.9 million from the annual rent escalation. At its 70% share, the Company generated revenues of ₱547.9.0 million and a share in net income of ₱338.8 million. To reiterate, only the ₱338.8 million share in net income of RBC is reflected in the Company's consolidated statements of comprehensive income as "Share in Net Losses (Income) of JV".

The Commercial segment's EBITDA amounted to ₱1.4 billion excluding Office Sale, comprised of Retail and Office at 28% and 72%, respectively. EBITDA decreased by 24% from last year's ₱2.2 billion due to concessions and contributed 43% to the total EBITDA.

Hotel Operations contributed 1% of the total consolidated revenues for 2020. Revenues decreased from ₱289.9 to ₱76.8 million. Hotel Operations' registered a ₱33 million loss from operations, from EBITDA of ₱76.8 million in 2019 due to the effect of COVID 19 in the sector. Costs and expenses under hotel operations include shelter in place expenses incurred by the company for its employees

Costs and Expenses

Cost of real estate amounted to ₱5.4 billion in 2020, 29% lower than the ₱7.7 billion that was recorded in 2019 following the decrease in residential revenues.

General and administrative expenses (G&A) amounted to ₱2.0 billion which represents 18% of the total revenues. The level of expenses declined by 5% vs. last year's ₱2.1 billion. This is mainly attributable to lower direct operating costs of cinema and serviced apartments and lower occupancy and admin costs, offset by provisions for doubtful account.

Interest Expense amounted to ₱1.3 billion, which is 7% lower than last year's ₱1.4 billion. Interest incurred decreased as loan balance decreased from ₱25.8 to ₱24.8 billion and lower average interest rate per annum from 5.4% in 2019 vs 4.5% in 2020.

Share in Net Income of JV and associate recorded at ₱338.8 million, a 5% growth from last year of ₱322.7 million due to higher share in RBC Ortigas. At 70% share in JV, the gross revenues increased by 6% to ₱547.9 million due to higher rental rate. The share in net income is reported net of taxes and represents the Company's share in the operations generated by RBC.

Provision for Income Tax

Provision for income tax amounted to ₱412.5 million, which is 60% lower than last year's provision of ₱1,018.9 million. The effective tax rate for 2020 is 23.4% lower than 2019's 27.0% and lower than the statutory tax rate of 30.0% due to the Company's share in the income of RBC, which is no longer subject to income tax.

Project and capital expenditures

The Company spent a total of ₱7.2 billion for project and capital expenditures in 2020. Bulk of the expenditures pertained to development costs of Proscenium, The Arton, Aruga Resort and Residences – Mactan and costs to acquire certain properties.

FINANCIAL CONDITION

Total Assets as of December 31, 2020 amounted to ₱61.9 billion, lower by 2% from last year's ₱63.5 billion mainly due to lower cash balance due to prepayment of loans.

Total Liabilities as of December 31, 2020 amounted to ₱37.1 billion, lower than 2019's ₱39.2 billion. The decrease in liabilities was mainly from lower loan balance and full payment of installment payable in 2020.

Total Equity as of December 31, 2020 amounted to ₱24.9 billion. The 2% growth is mainly attributable to the ₱1.3 billion Net Income offset by dividends payment in 2020.

Current ratio as of December 31, 2020 is 2.37x from 2.47x the previous year while Net debt to equity ratio increased to 0.87x in 2020 from 0.82x in 2019.

Causes for any material changes (+/- 5% or more) in the financial statements

<u>Statement of Comprehensive Income Items</u> – 2020 vs. 2019

33% decrease in Sale of condominium units
Mainly due to lower bookings and completion of residential projects

38% decrease in Lease income
Due to rental concessions given to commercial establishments starting from the quarantine period.

75% decrease in Room revenue
Due to lower average occupancy during the quarantine period.

89% decrease in Cinema revenue
Due to lower ticket sales and theater closure starting from the quarantine period.

33% decrease in Other revenues
Mainly driven by lower revenues from subsidiary and lower carpark income.

29% decrease in Cost of Real Estate
Primarily due to lower cost recognition following lower sales booking and lower project completion

5% decrease in General and Administrative Expenses
Due to lower direct operating costs of cinema and service apartments and lower occupancy and admin costs, offset by provisions for doubtful account.

45% decrease in Selling Expenses
Primarily due to lower sales commission and marketing related expenses across all projects.

7% decrease in Interest Expense
Due to lower loan balance and lower average interest rate

5% increase in Share in Net Income of Joint Venture and Associate
Attributable to higher rental rates of RBC and lower operating costs

100% decrease in Gain on bargain purchase
Due to higher fair values of the identifiable net assets of RCDC than the consideration given in 2019.

100% decrease in Gain on remeasurement of previously-held interest
Due to higher fair values of the identifiable net assets of RCDC than the book value of the initial investment in 2019.

100% increase in Loss on Prepayment of Loan
Due to payment of prepayment penalty for refinanced loans

100% increase in Loss on Bond Redemption
Due to payment of 1% premium to bondholders bought back in 2020

100% increase in Loss on Loan Modification
Due to catch up of amortization of loan transaction cost prepaid in 2020
42% decrease in Other Comprehensive Loss
Mainly due to lower remeasurement loss on employee benefits following the lower discount rate in 2020 vs. 2019.

Balance Sheet items – 2020 vs. 2019

44% decrease in Cash and Cash Equivalents
Primarily due to net repayment of loans.

9% increase in Real Estate Inventories
Primarily due to reclassification from Investment Properties and PPE for Office and Serviced Apartment, respectively and additional acquisitions.

6% increase in Other Current Asset
Due to higher creditable withholding taxes and input VAT.

6% decrease in Property and equipment
Mainly due to reclassification of Edades SA to Real Estate Inventory.

24% decrease in Investment in equity instruments at FVOCI
Due to fair value remeasurement.

66% increase in Deferred Tax Asset
Mainly due to losses incurred by Retailscapes Inc.

30% decrease in Other Noncurrent Asset
Due to recoupment of advances related to One Proscenium, and reclassification to Other Current Asset of deferred input VAT related to the Installment payable paid in 2020.

100% decrease in Installment Payable
Due to full payment of the remaining payable in 2020.

100% increase in Subscription Payabale
Due to subscription to Rockwell Nepwell Development Corporation

8% decrease in Deferred Tax Liabilities
Due to lower accrual in prepaid commissions resulting from lower sales booking.

39% increase in Pension liability
Mainly due to remeasurement loss on plan assets for the year 2020.

34% decrease in Deposits and other liabilities
Primarily due to reclassification of collections from preselling to receivables and excess collections over recognized revenue (current liability) for Mactan and Arton North

15% decrease in Other comprehensive income
Due to lower market value of investments.

5% increase in Retained Earnings
Due to net income after tax of ₱1.1 billion for 2020 offset by dividends amounting to ₱297.1 million.

7% decrease in Non-controlling interests
Primarily due to redemption of non controlling shares of RCDC and dividend payments to the minority shareholders .

Review of 2019 versus 2018

The following section provides information on the results of operations and financial condition for the periods 2017-2019.

The following table shows the breakdown of the revenues by business segment for the periods 2017-2019.

	2019	% to Total	2018	% to Total	2017	% to Total
Residential Development [1]	12,938	82%	13,411	86%	12,567	88%
Commercial Development [2]	2,482	16%	1,990	13%	1,424	10%
Hotel Operations[3]	289	2%	283	2%	313	2%
Total Consolidated Revenues	**15,709**	**100%**	**15,684**	**100%**	**14,303**	**100%**
Share in Net Income (Losses) in JV [4]	*323*		*271*		*265*	

Notes:

1. *Revenues from this segment consist of the following projects in the years indicated: The Grove (2017 to 2019), The Proscenium Towers (2017 to 2019), 53 Benitez (2017 to 2019),32 Sanson (2017 to 2019), Vantage (2017-2019), Edades Suites (2017-2019), Stonewell (2017-2019), The Arton West (2017-2019, The Arton North (2018-2019), Aruga Resort and Residences -Mactan*
2. *Revenues from this segment include leasing income, cinema revenues and revenue from sale of office units from 8 Rockwell and Proscenium projects. The amounts exclude revenues from RBC. Under the Accounting policy for a jointly controlled entity, results of operations of RBC are not consolidated line by line.*
3. *Revenues from Hotel Operations come from the operations of Aruga Serviced Apartments in Edades Tower (2017-2019) and The Grove (2017).*
4. *These amounts represent the Company's share in the net income after tax of RBC.*

Below is another table showing the breakdown of revenues by type of revenue for the periods 2017-2019.

	2019	% to Total	2018	% to Total	2017	% to Total
Residential Sales[1]	12,504	80%	13,099	84%	12,184	85%
Office Sales[2]	2	0%	42	0%	74	1%
Commercial Leasing	1,845	12%	1,499	10%	1,007	7%
Room Revenues	221	1%	220	1%	286	2%
Others[3]	1,137	7%	824	5%	753	5%
Total Consolidated Revenues	**15,709**	**100%**	**15,684**	**100%**	**14,303**	**100%**

Notes:

1. *Pertains only to sales of condominium units (at present value) and related interest income.*
2. *Pertains to sale of office units (at present value) and related interest income.*
3. *Includes income from Cinema, parking and other income.*

Business Segments

The details of the individual performance of each business segment, in terms of revenues and EBITDA, are as follows:

Residential Development contributed 82% of the total revenues of 2019. Total revenues reported from the sale of condominium units, including accretion of interest income, amounted to P12.9 billion. The 4% decrease in this segment's revenue was mainly due to lower project accomplishment of Proscenium and The Vantage (substantial completion in 2018). EBITDA from this segment amounted to P3.8 billion, which represents 63% of the total EBITDA of P6.0 billion.

Reservation sales reached P16.7 billion, 12% higher than last year's P14.9 billion, driven by Rockwell South and Nara Residences, which were both launched in 2019.

Commercial Development revenues amounted to P2.5 billion, higher by 25% than last year. Leasing Income, which accounts for bulk of the segment revenues, grew from P1.5 billion to P1.8 billion due mainly from the Mall Expansion, Santolan Town Plaza and RBC Sheridan. Overall, contribution from the Commercial segment improved from 13% to 16% of total revenues. This excludes the share in the joint venture (RBC) as this is reported as "Share in Net Losses (Income) of JV" under Other Income (Expenses) and not consolidated line by line in the consolidated financial statements.

The details of the performances per source of revenue stream are explained as follows:

- Revenues from Retail operations amounted to ₽1.4 billion and accounted for 9% of total consolidated revenues. This increased by 19% vs. last year's revenues of ₽1.2 billion, mainly driven by the increased occupancy of the expansion of the Power Plant Mall, RBC, Sheridan and Santolan Town Plaza in 2019.

- Cinema Operations amounted to ₽278.4 million and comprised 2% of the total revenues.

- Office Leasing accelerated to ₽602.9 million from ₽451.2 million last year due to increased occupancy from RBC Sheridan, Santolan Town Plaza and 8 Rockwell. The Rockwell-Meralco BPO Venture, generated gross revenues of ₽738.6 million, which grew by 5% from last year's ₽701.2 million from the annual rent escalation. At its 70% share, the Company generated revenues of ₽517.0 million and a share in net income of RBC is reflected in the Company's consolidated statements of comprehensive income as "Share in Net Losses (Income) of JV".

The Commercial segment's EBITDA amounted to P2.2 billion, comprised of Retail and Office at 53% and 47%, respectively. EBITDA increased by 45% from last year's P1.5 billion due to higher occupancy in retail and office spaces and contributed 36% to the total EBITDA.

Hotel Operations contributed 2% of the total consolidated revenues for 2019. Revenues increased from P283.5 to P289.9 million and EBITDA grew by 42% to P105.0 million.

Costs and Expenses

Cost of real estate amounted to P7.7 billion in 2019, 5% lower than the P8.1 billion that was recorded in 2018 following the decrease in residential revenues.

General and administrative expenses (G&A) amounted to P2.1 billion which represents 13% of the total revenues. The level of expenses declined by 2% vs. last year's P2.2 billion. This is mainly attributable to lower expenses incurred from taxes due to due to lower business taxes resulting from lower collections.

Interest Expense amounted to P1.4 billion, which is 17% higher than last year's P1.2 billion. Interest incurred increased as loan balance increase from P24.3 billion to P25.8 billion at a higher interest rate per annum of 5.6% vs. 2017's 5.4%. This is partially offset with the capitalization of interest on borrowing costs on construction costs spent to date for commercial and hotel developments.

Share in Net Losses (Income) of JV and associate recorded at P322.7 million, a 19% growth from last year of P270.6 million due to higher share in RBC Ortigas and new contribution from RCDC. At 70% share in JV, the gross revenues increased by 5% to P517.0 million due to higher rental rate. At 14.7% share in associate, the profit or loss/total comprehensive income of the associate for the period ended November 20, 2019 amounted to P14.9 million. The share in net income is reported net of taxes and represents the Company's share in the operations generated by RBC and RCDC.

Provision for Income Tax

Provision for income tax amounted to P1,018.9 million, which is 6% higher than last year's provision of P965.7 million. The effective tax rate for 2019 is 25.3% lower than 2018's 27.3% and lower than the statutory tax rate of 30.0% due to the Company's share in the income of RBC and RCDC, which is no longer subject to income tax.

Project and capital expenditures

The Company spent a total of P11.1 billion for project and capital expenditures in 2019. Bulk of the expenditures pertained to development costs of Proscenium, Aruga Hotel in Makati, Aruga Resort and Residences – Mactan and costs to acquire certain properties.

FINANCIAL CONDITION

Total Assets as of December 31, 2019 amounted to P63.5 billion, which grew by 12% from last year's P56.7 billion mainly due to completed and ongoing construction of residential development projects, Aruga Hotel in Makati and several investment properties, as well as recognition of Trade receivables following the completion progress of ongoing residential projects.

Total Liabilities as of December 31, 2019 amounted to P39.2 billion, higher than 2018's P37.6 billion. The increase in liabilities was mainly from loans availed to fund construction of both residential and commercial projects.

Total Equity as of December 31, 2019 amounted to P24.3 billion. The 28% growth is mainly attributable to the P3.0 billion Net Income and the P2.8 billion non-controlling interests of RCDC in 2019.

Current ratio as of December 31, 2019 is 2.47x from 2.17x the previous year while Net debt to equity ratio decreased to 0.82 in 2019 from 1.16x in 2018.

Causes for any material changes (+/- 5% or more) in the financial statements

<u>Statement of Comprehensive Income Items</u> – 2019 vs. 2018

5% decrease in Sale of condominium units
Mainly driven by lower project completion of Proscenium and the Vantage projects.

23% increase in Lease income
Due to increased occupancy from the PPM expansion, RBC Sheridan and Santolan Town Plaza.
50% increase in Other revenues
Primarily due to higher carpark income and gain from sale of an office unit.

5% decrease in Cost of Real Estate

Primarily due lower construction completion from Proscenium and Vantage.

10% increase in Selling Expenses
Primarily due to higher commissions for Rockwell South and Arton projects.

17% increase in Interest Expense
Mainly due to higher loan balance and interest rate per annum.

19% increase in Share in Net Income of Joint Venture and Associate
Attributable to higher rental rates of RBC Ortigas and first-time recognition of share in net income of associate (RCDC).

100% increase in Gain on bargain purchase
Due to higher fair values of the identifiable net assets of RCDC than the consideration given.

100% increase in Gain on remeasurement of previously held interest
Due to higher fair values of the identifiable net assets of RCDC than the book value of the initial investment.

105% decrease in Foreign Exchange Gain
Due to the impact of weaker Peso on the US dollar collections.

18,567% increase in Other Comprehensive Loss
Mainly due to the remeasurement loss on employee benefits following the lower discount rate in 2019 vs. 2018.

<u>Balance Sheet items – 2019 vs. 2018</u>

178% increase in Cash and Cash Equivalents
Primarily due to collections of upon turnover dues from Proscenium and 32 Sanson-Buri and proceeds from loan borrowings.

12% decrease in Receivables and contract assets (Current and Non-current)
Mainly due to collections of upon turnover dues from Proscenium and 32 Sanson-Buri.

15% increase in Real Estate Inventories
Due to ongoing construction and acquisitions.

10% decrease in Advances to Contractors
Due to recoupment of advances of Proscenium Sakura, Lincoln and Kirov, and 32 Sanson-Buri in 2019.

64% increase in Other Current Assets
Due to higher creditable withholding taxes, prepaid costs and input VAT.

15% increase in Investment properties
Due to recognition of right-of-use assets, driven by change in accounting standards of PFRS 16 on leases amounting to P524.5 million and investment properties in progress for One Proscenium.

44% increase in Property and equipment
Mainly due to increase in construction in progress for Aruga Hotel.

12% decrease in Investment in Joint Venture and Associate
Mainly due to dividend distribution from joint venture and reversal of investment in associate after acquiring controlling interests in RCDC which is now accounted as investment in subsidiary and fully consolidated with Parent FS.

78% increase in Investment in equity instruments at FVOCI
Due to additional equity instruments and fair value remeasurement.

83% decrease in Deferred Tax Asset
The decrease is primarily due to decrease NOLCO of subsidiaries and the restatement of 2018 balances for PFRS adjustments.

85% increase in Other Noncurrent Asset
Due to increase in Advances to Contractors related to One Proscenium and Aruga Hotel, and due from related parties.

17% decrease in Trade and other payables
Mainly due to decrease in accrued project costs and deposits from preselling.

6% increase in Interest Bearing Loan and Borrowings (Current + Non current)
Due to higher loan drawdown of P8.6B, mostly at term loan and CTS financing agreement versus repayment.

5% increase in Installment Payable – net of current portion (Current + Non current)
Due to accretion of interest expense.

17% increase in Deferred Tax Liabilities
Due to increase in revenue recognition from Proscenium Residences, Lorraine and The Vantage.

100% increase in Lease liability
Mainly refers to lease payments discounted over the lease term for Santolan Town Plaza and RBC Sheridan, driven by the change in accounting standards of PFRS 16 on leases.

118% increase in Pension liability
Mainly due to remeasurement loss on plan assets for the year 2019.

26% increase in Deposits and other liabilities
Primarily due to the increase in deposits from preselling.

44% increase in Other comprehensive income
Due to market appreciation of investments.

22% increase in Retained Earnings
Due to net income after tax of P3.0 billion for 2019 net of dividends amounting to P504.9 million and impact on the adoption of IFRIC interpretation on capitalized borrowing costs and PFRS 16 on leases amounting to P65.8 million.

466% increase in Non-controlling interests
Primarily due to recognition of non-controlling interests of RCDC.

<u>Review of 2018 versus 2017</u>

The following table shows the breakdown of the revenues by business segment for the periods 2017-2018.

	2018	% to Total	2017	% to Total
Residential Development [(1)]	13,411	86%	12,567	88%
Commercial Development [(2)]	1,990	13%	1,424	10%
Hotel Operations[(3)]	283	2%	313	2%
Total Consolidated Revenues	**15,684**	**100%**	**14,303**	**100%**
Share in Net Income (Losses) in JV [(4)]	*271*		*265*	

Notes:

1. *Revenues from this segment consist of the following projects in the years indicated: The Grove (2015 to 2018), The Proscenium Towers (2015 to 2018), 53 Benitez (2015 to 2017),32 Sanson (2015 to 2018), Vantage (2016-2018), Edades Suites (2016-2018), Stonewell (2016-2018), The Arton West (2017-2018),Aruga Resort and Residences -Mactan (2018).*
2. *Revenues from this segment include leasing income, cinema revenues and revenue from sale of office units from 8 Rockwell and Proscenium projects. The amounts exclude revenues from RBC. Under the Accounting policy for a jointly controlled entity, results of operations of RBC are not consolidated line by line.*
3. *Revenues from Hotel Operations come from the operations of Aruga Serviced Apartments in Edades Tower and The Grove (2016-2017).*
4. *These amounts represent the Company's share in the net income after tax of RBC.*

Below is another table showing the breakdown of revenues by type of revenue for the periods 2017-2018.

	2018	% to Total	2017	% to Total
Residential Sales[(1)]	13,099	84%	12,184	85%
Office Sales[(2)]	42	0%	74	1%
Commercial Leasing	1,499	10%	1,007	7%
Room Revenues	220	1%	286	2%
Others[(3)]	824	5%	753	5%
Total Consolidated Revenues	**15,684**	**100%**	**14,303**	**100%**

Notes:

1. *Pertains only to sales of condominium units (at present value) and related interest income.*
2. *Pertains to sale of office units (at present value) and related interest income.*
3. *Includes income from Cinema, parking and other income.*

Business Segments

The details of the individual performance of each business segment, in terms of revenues and EBITDA, are as follows:

Residential Development contributed 86% of the total revenues of 2018. Total revenues reported from the sale of condominium units, including accretion of interest income, amounted to ₱13.4 billion. The 7% increase in this segment's revenue was largely influenced by higher construction accomplishment for Edades Suites and Rockwell Primaries' The Vantage as well as higher bookings of 32 Sanson, Grove and Vantage. EBITDA from this segment amounted to ₱3.8 billion, which represents 71% of the total EBITDA of ₱5.4 billion.

Reservation sales reached ₱14.9 billion, 30% higher than last year's ₱11.6 billion, driven by Proscenium, Arton and Aruga Resort & Residences - Mactan, which was launched in 2018.

Commercial Development revenues amounted to ₱2.0 billion, higher by 40% than last year. Leasing Income, which accounts for bulk of the segment revenues, grew from ₱1.0 billion to ₱1.5 billion due mainly from the mall expansion and RBC Sheridan. Overall, contribution from the Commercial segment improved from 10% to 13% of total revenues. This excludes the share in the joint venture (RBC) as this is reported as "Share in Net Losses (Income) of JV" under Other Income (Expenses) and not consolidated line by line in the consolidated financial statements.

The details of the performances per source of revenue stream are explained as follows:

- Revenues from Retail operations amounted to ₱1.2 billion and accounted for 7% of total consolidated revenues. This increased by 26% vs. last year's revenues of ₱909.5 million, mainly driven by the opening of the expansion of the Power Plant Mall in 2018 which added 5,600 sqm of leasable area.

- Cinema Operations amounted to ₱277.7 million and comprised 2% of the total revenues due to opening of six (6) new cinemas.

- Office Leasing accelerated to ₱451.0 million from ₱198.8 million last year due to increased occupancy from RBC Sheridan and 8 Rockwell.

- Office Leasing, operated under the Rockwell-Meralco BPO Venture, generated gross revenues of ₱701.4 million, which grew by 2% from last year's ₱689.0 million from the annual rent escalation. At its 70% share, the Company generated revenues of ₱491.0 million and a share in net income of ₱270.6 million. To reiterate, only the ₱270.6 million share in net income of RBC is reflected in the Company's consolidated statements of comprehensive income as "Share in Net Losses (Income) of JV".

The Commercial segment's EBITDA amounted to ₱1.5 billion, comprised of Retail and Office at 62% and 38%, respectively. EBITDA increased by 26% from last year's ₱1.2 billion due to the additional leasable spaces from new projects in retail and office.

Hotel Operations contributed 2% of the total consolidated revenues for 2018. Revenues declined from ₱312.7 to ₱283.5 million but resulted only to a 2% drop in EBITDA from ₱75.4 million to ₱73.7 million in 2018 due to lower operating expenses with the discontinue Aruga at The Grove.

Costs and Expenses

Cost of real estate amounted to ₱8.1 billion in 2018, almost flat with ₱8.2 billion that was recorded in 2017 due to lower cost incurred.

General and administrative expenses (G&A) amounted to ₱2.2 billion which represents 14% of the total revenues. The level of expenses grew by 19% vs. last year's ₱1.8 billion. This is mainly attributable to additional expenses incurred from taxes due to higher collections in 2017; higher manpower costs, depreciation expenses and occupancy and administrative costs with the opening of new projects, RBC Sheridan in July 2017 and the Power Plant Mall Expansion and Santolan Town Plaza both opened in early 2018.

Interest Expense amounted to ₱1,161.9 million, which is 62% higher than 2017's ₱718.0 million. Interest incurred increased as loan balance increased from ₱20.0 billion to ₱24.3 billion at a higher interest rate per annum of 5.4% vs. 2017's 5.3%.

Share in Net Losses (Income) of JV recorded at ₱270.6 million, a 2% growth from last year of ₱264.7 million. At 70% share, the gross revenues increased by 2% to ₱491.0 million due to higher rental rate. The share in net income is reported net of taxes and represents the Company's share in the operations generated by RBC.

Provision for Income Tax

Provision for income tax amounted to ₱965.7 million, which is 16% higher than last year's provision of ₱834.5 million. The effective tax rate for 2018 is 27.3%, slightly lower than 2017's 27.8% and still lower than the statutory tax rate of 30.0% due to the Company's share in the income of RBC, which is no longer subject to income tax.

Project and capital expenditures

The Company spent a total of ₱12.7 billion for project and capital expenditures in 2018. Bulk of the expenditures pertained to development costs of Proscenium, Aruga Hotel in Makati, Aruga Resort and Residences – Mactan and final payments for new retail and office projects in 2018.

FINANCIAL CONDITION

Total Assets as of December 31, 2018 amounted to ₱56.7 billion, which grew by 19% from last year's ₱47.8 billion mainly due to completed and ongoing construction of residential development projects, Aurga Hotel in Makati and several investmet properties, as well as recognition of Trade receivables following the completion progress of ongoing residential projects (Edades Suites and The Vantage).

Total Liabilities as of December 31, 2018 amounted to ₱37.6 billion, higher than 2017's ₱30.8 billion. The increase in liabilities was mainly from loans availed to fund construction of both residential and commercial projects.

Total Equity as of December 31, 2018 amounted to ₱19.1 billion. The 13% acceleration is mainly attributable to the ₱2.6 billion Net Income in 2018.

Current ratio as of December 31, 2018 is 2.17x from 2.85x of the previous year while Net debt to equity ratio increased to 1.16x in 2018 from 1.02x in 2017.

Causes for any material changes (+/- 5% or more) in the financial statements

<u>Statement of Comprehensive Income Items</u> – 2018 vs. 2017

5% increase in Sale of condominium units
Mainly driven by higher sales bookings of 32 Sanson, Grove and the Vantage projects and higher construction completion from Edades Suites and Vantage

49% increase in Lease income
Due to increased leasable area from the mall expansion and RBC Sheridan.

20% increase in Interest Income
Mainly due to higher interest income accretion from sales bookings at The Arton, Vantage and Aruga Resort and Residences – Mactan, which launched 276 units in October 2018.

31% increase in Cinema revenues
Primarily due to additional seating capacity from six (6) new cinemas

23% decrease in Room revenues
Due the discontinuance of Aruga at the Grove serviced apartments

19% increase in General and Administrative Expenses
Due to increase in expenses from higher taxes due to higher collection in 2017 and higher operating expense (manpower, occupancy and administrative expenses) and depreciation of the newly launched retail and office projects.

10% increase in Selling Expenses
Primarily due to higher sales commission and marketing expenses, driven by change in accounting standards of PFRS 15 amounting to P132 million, which were previously classified as prepaid selling expenses which are amortized over the construction period. Under the new standard, marketing expenses are now classified as period costs.

62% increase in Interest Expense
Mainly due to higher loan balance and interest rate per annum.

338% increase in Foreign Exchange Gain
Due to the impact of weaker Peso on the US dollar collections

102% decrease in Other Comprehensive Income
Mainly due to the remeasurement loss on employee benefits following a drop in stock market performance in 2018 vs. 2017.

<u>Balance Sheet items – 2018 vs. 2017</u>

20% decrease in Cash and Cash Equivalents
Primarily due to construction activities for ongoing residential, commercial and hotel projects.

45% increase in Receivables and contract assets
Mainly due to higher cumulative sales bookings and higher construction completion

13% increase in Real Estate Inventories
Mainly due to ongoing construction completion

24% decrease in Advances to Contractors
Due to ongoing construction completion of Proscenium’s Kirov and Sakura which are nearly complete

16% decrease in Other Current Assets
Due to lower deferred selling expenses.

37% increase in Property and equipment
Mainly due to increase in construction in progress for Aruga Hotel.

17% increase in Joint Venture and Associate
Mainly due to new JV Agreement with Carmelray Property Holdings Inc.

19% increase in Investment in equity instruments at FVOCI/ Available-for-sale investments
Due to fair value remeasurement.

39,199% increase in Deferred Tax Asset
The increase is primarily due to NOLCO coming from Subsidiaries.

171% increase in Noncurrent Asset
Due to change in accounting treatment for Advances to Contractors related to Commercial Projects, which classifies advances on Investment Properties and PPE as long-term.

11% increase in Trade and Other Payables
Mainly attributable to increase in deferred output VAT.

22% increase in Interest Bearing Loan and Borrowings (Current + Non current)
Due to loan drawdown of ₱7.2B, mostly at short-term and CTS financing agreement

5% increase in Installment Payable – net of current portion
Due to accretion of interest expense.

104% increase in Deferred Tax Liabilities
Due to increase in revenue recognition from Edades Suites, Proscenium Residences and Vantage.

5% decrease in Pension liability
Mainly due to remeasurement gain on plan assets for the year 2018.

53% increase in Deposits and other liabilities
Primarily due to the increase deposits in preselling for The Arton by Rockwell, and higher Security deposits resulting from higher occupancy from the mall expansion, RBC Sheridan and Santolan Town Plaza.

36% increase in Other comprehensive income
Due to market appreciation of investments.

Annex D

C O V E R   S H E E T
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

6	2	8	9	3

COMPANY NAME

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

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

2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AACFS	CRMD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
IR@rockwell.com.ph	7-793-0088	N/A
No. of Stockholders	**Annual Meeting (Month / Day)**	**Fiscal Year (Month / Day)**
46,339	May 29	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Ellen V. Almodiel	ellena@rockwell.com.ph	7-793-0088	N/A

CONTACT PERSON's ADDRESS

Ground Floor, East Podium, Joya Lofts & Towers,
28 Plaza Drive, Rockwell Center, Makati City 1200

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*

ROCKWELL LAND

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **ROCKWELL LAND CORPORATION AND SUBSIDIARIES** is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

MANUEL M. LOPEZ	**NESTOR J. PADILLA**	**ELLEN V. ALMODIEL**
Chairman of the Board	Chief Executive Officer	Chief Financial Officer

Signed this 6th day of April 2021.

SUBSCRIBED AND SWORN to before me this day 6th April 2021 at Makati City, affiant exhibiting to me his/her Passport as follows:

NAME	**PASSPORT NO.**	**DATE ISSUED**	**PLACE ISSUED**
Manuel M. Lopez	P1793181B	30 May 2019	DFA Manila
Nestor J. Padilla	P3279524A	03 June 2017	DFA NCR Central
Ellen V. Almodiel	P2373847B	29 June 2019	DFA NCR East

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Page No. 35 ;
Book No. XIX ;
Series of 2021.

MA. FE CAROLYN GO-PINOY
Notary Public for Makati City
Appointment No. M-330 until 6.30.2021
Roll of Attorneys No. 39698
IBP Lifetime No. 014554 Zambasulta
PTR No 8539087 2.5.2021 Makati City
MCLE Compliance No. VI-0025366
8 Rockwell Hidalgo Drive, Makati City

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Rockwell Land Corporation
2F 8 Rockwell
Hidalgo Drive, Rockwell Center
Makati City

Opinion

We have audited the consolidated financial statements of Rockwell Land Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2020 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's 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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Real Estate Revenue and Cost Recognition

The Group's revenue recognition process, policies and procedures are significant to our audit because these involve application of significant judgment and estimation in the following areas: (1) assessment of the probability that the entity will collect the consideration from the buyer; (2) determination of the transaction price; (3) application of the output method as the measure of progress in determining real estate revenue; (4) determination of the actual costs incurred as cost of real estate sold; and (5) recognition of cost to obtain a contract.

In evaluating whether collectability of the amount of consideration is probable, the Group considers the significance of the buyer's initial payments in relation to the total contract price (or buyer's equity). Collectability is also assessed by considering factors such as past history with the buyer, age and pricing of the property. Management regularly evaluates the historical sales cancellations and back-outs, after considering the impact of the coronavirus pandemic, if it would still support its current threshold of buyers' equity before commencing revenue recognition.

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.

In measuring the progress of its performance obligation over time, the Group uses the output method. This method measures progress based on physical proportion of work done on the real estate project which requires technical determination by the Group's specialists (project engineers). This is based on the weekly project accomplishment report prepared by the project inspector as approved by the project engineer which integrates the surveys of performance to date of the construction activities for both sub-contracted and those that are fulfilled by the Group itself.

In determining the actual costs incurred to be recognized as cost of real estate sold, the Group estimates costs incurred on materials, labor and overhead which have not yet been billed by the contractors.

The Group identifies sales commission after contract inception as the cost of obtaining the contract. For contracts which qualified for revenue recognition, the Group capitalizes the total sales commission due to sales agent as cost to obtain contract and recognizes the related commission payable. The Group uses the percentage of completion method (POC) in amortizing sales commission consistent with the Group's revenue recognition policy.

The disclosures related to the real estate revenue and cost are included in Notes 5, 21 and 23 to the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's revenue recognition process.

For the buyers' equity, we evaluated management's basis of the buyer's equity by comparing this to the historical analysis of sales cancellations from buyers with accumulated payments above the collection threshold. We also considered the impact of the coronavirus pandemic to the level of cancellations during the year. We traced the analysis to supporting documents such as request for cancellation form and notice of cancellation.

For the determination of the transaction price, we obtained an understanding of the nature of other fees charged to the buyers. For selected contracts, we agreed the amounts excluded from the transaction price against the expected amounts required to be remitted to the government based on existing tax rules and regulations (e.g., documentary stamp taxes, transfer taxes and real property taxes).

For the application of the output method, in determining real estate revenue, we obtained an understanding of the Group's processes for determining the POC. We obtained the certified POC reports prepared by the project engineers and assessed their competence and objectivity by reference to their qualifications, experience and reporting responsibilities. For selected projects, we conducted ocular inspections, made relevant inquiries, including inquiries on how the coronavirus pandemic affected the POC during the period, and obtained the supporting details of POC reports showing the completion of the major activities of the project construction.

For the cost of real estate sold, we obtained an understanding of the Group's cost accumulation process and performed tests of the relevant controls. For selected projects, we traced costs accumulated, including those incurred but not yet billed costs, to supporting documents such as progress billings and progress payment certificates.

For the recognition of cost to obtain a contract, we obtained an understanding of the sales commission process. For selected contracts, we agreed the basis for calculating the sales commission capitalized and portion recognized in profit or loss, particularly (a) the percentage of commission due against contracts with sales agents, (b) the total commissionable amount (e.g., net contract price) against the related contract to sell, and, (c) the POC against the POC used in recognizing the related revenue from real estate sales.

Accounting for Lease Concessions

In 2020, the Group granted various lease concessions such as lease payment holidays or lease reduction to the lessees of its commercial spaces as a response to the laws and regulations issued by the government mandating the granting of certain lease concession during the coronavirus pandemic. The Group evaluated that the lease concessions do not qualify as lease modification and accounted for these in the form of negative variable rent which the Group recorded when the "event or condition" that triggers it occurs (e.g., when the concession is given) regardless of the period to which the concession pertains. The Group's accounting of lease concession under PFRS 16 is significant to our audit because the Group has high volume of lease concessions granted during the period; the recorded amounts are material to the consolidated financial statements; and accounting for lease concession involves application of significant judgment and estimation in determining whether the lease concession will be accounted for as lease modification.

The disclosures related to the lease concession granted by the Group are included in Notes 5 and 11 to the consolidated financial statements.

Audit Response

We obtained an understanding of the type, extent and periods covered of the various lease concessions granted by the Group, including the determination of the population of the lease contracts covered by the lease concession granted by the Group during the period.

We tested the population of lease agreements by comparing the number of locations per operations report against tenant contracts master list used by the Group.

On a test basis, we inspected the communications of the Group in connection with the lease concessions granted to the lessees and traced these contractual terms and conditions to the calculation of the financial impact of lease concession prepared by the management. We test computed the lease concession impact prepared by management on a sample basis.

We obtained management assessment, and a legal opinion from the Group's external legal counsel supporting the assessment that the lease concession granted does not qualify as a lease modification. We involved our internal specialist in evaluating the legal basis supporting the management assessment and legal position.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020 are expected to be made available to us after the date of this auditor's 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 audits, or otherwise appears to be materially misstated.

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

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

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

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

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

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

  If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's 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 audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to 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 auditor's 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 auditor's report is Gaile A. Macapinlac.

SYCIP GORRES VELAYO & CO.

Gaile A. Macapinlac

Gaile A. Macapinlac
Partner
CPA Certificate No. 98838
SEC Accreditation No. 1621-AR-1 (Group A),
November 11, 2019, valid until November 10, 2022
Tax Identification No. 205-947-572
BIR Accreditation No. 08-001998-126-2019,
November 27, 2019, valid until November 26, 2022
PTR No. 8534318, January 4, 2021, Makati City

March 26, 2021

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands)

	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 30 and 31)	**₱3,205,022**	₱5,705,862
Trade and other receivables (Notes 8, 16, 21, 30 and 31)	**4,109,970**	4,822,557
Contract assets (Notes 8, 21 and 30)	**12,081,855**	6,873,196
Real estate inventories (Notes 9 and 29)	**13,154,505**	12,017,060
Advances to contractors (Note 9)	**1,570,714**	1,565,150
Other current assets (Notes 10, 30 and 31)	**2,251,349**	2,118,503
Total Current Assets	**36,373,415**	33,102,328
Noncurrent Assets		
Investment properties (Notes 11 and 16)	**14,485,925**	14,412,263
Property and equipment (Notes 12 and 16)	**5,282,747**	5,618,342
Investments in joint venture and associate (Note 13)	**2,829,216**	2,943,581
Contract assets - net of current portion (Notes 8, 21 and 30)	**2,117,064**	6,278,211
Investment in equity instruments at FVOCI (Notes 14, 30 and 31)	**31,748**	41,519
Deferred tax assets - net (Note 26)	**75,903**	45,862
Other noncurrent assets (Notes 11, 12, 23, 28, 30 and 31)	**739,024**	1,062,750
Total Noncurrent Assets	**25,561,627**	30,402,528
	₱61,935,042	₱63,504,856
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Notes 9, 15, 18, 21, 25, 30 and 31)	**₱7,327,802**	₱7,488,329
Current portion of interest-bearing loans and borrowings (Notes 8, 11, 12, 16, 30 and 31)	**7,354,635**	5,238,844
Subscription payable (Note 13)	**684,150**	–
Installment payable (Note 17)	**–**	599,975
Income tax payable	**–**	73,111
Total Current Liabilities	**15,366,587**	13,400,259
Noncurrent Liabilities		
Interest-bearing loans and borrowings - net of current portion (Notes 8, 11, 12, 16, 30 and 31)	**17,403,380**	20,496,901
Deferred tax liabilities - net (Note 26)	**1,601,118**	1,735,851
Lease liabilities - net of current portion (Notes 15, 29, 30 and 31)	**620,768**	605,952
Pension liability - net (Note 25)	**294,931**	211,465
Deposits and other liabilities (Notes 15, 18, 25, 30 and 31)	**1,786,490**	2,705,634
Total Noncurrent Liabilities	**21,706,687**	25,755,803
Total Liabilities	**37,073,274**	39,156,062

(Forward)

	December 31	
	2020	2019
Equity Attributable to Equity Holders of the Parent Company		
Capital stock (Notes 19 and 20)	**₱6,270,882**	₱6,270,882
Additional paid-in capital	**28,350**	28,350
Other comprehensive income (Note 14)	**14,219**	16,719
Other equity adjustments (Note 20)	**540,323**	540,323
Share-based payments (Note 19)	**69,700**	69,700
Retained earnings (Note 20):		
Appropriated	**9,700,000**	7,000,000
Unappropriated	**5,419,654**	7,393,978
	22,043,128	21,319,952
Less cost of treasury shares (Notes 1 and 20)	**185,334**	185,334
Total Equity Attributable to Equity Holders of the Parent Company	**21,857,794**	21,134,618
Non-controlling interests (Note 6)	**3,003,974**	3,214,176
Total Equity	**24,861,768**	24,348,794
	₱61,935,042	₱63,504,856

See accompanying Notes to Consolidated Financial Statements.

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands, Except Earnings Per Share Value)

	Years Ended December 31		
	2020	2019	2018
REVENUE			
Revenue from sale of real estate (Note 21)	**₱7,213,096**	₱10,825,267	₱11,360,387
Interest income (Notes 7, 8 and 22)	**1,740,785**	1,720,776	1,781,008
Lease income (Note 11)	**1,149,868**	1,845,204	1,499,103
Room revenue (Notes 12 and 21)	**55,321**	221,326	220,194
Cinema revenue (Note 21)	**30,888**	278,410	277,697
Others (Notes 13 and 21)	**547,378**	818,483	545,906
	10,737,336	15,709,466	15,684,295
EXPENSES			
Cost of real estate (Notes 9, 11 and 23)	**5,447,788**	7,722,698	8,143,738
General and administrative expenses (Notes 11, 12, 13, 23, 24 and 25)	**2,016,268**	2,112,637	2,155,287
Selling expenses (Notes 23 and 24)	**587,931**	1,063,192	964,918
	8,051,987	10,898,527	11,263,943
INCOME BEFORE OTHER INCOME (EXPENSES) AND INCOME TAX	**2,685,349**	4,810,939	4,420,352
OTHER INCOME (EXPENSES)			
Interest expense (Notes 16, 23 and 29)	**(1,267,976)**	(1,357,301)	(1,161,879)
Share in net income of joint venture and associate (Note 13)	**338,811**	322,737	270,595
Loss on:			
Prepayment of loan (Note 16)	**(35,579)**	–	–
Loan modification (Note 16)	**(19,596)**	–	–
Bond redemption (Note 16)	**(18,528)**	–	–
Foreign exchange gain (loss) - net	**(9,000)**	(162)	3,273
Gain on:			
Bargain purchase (Note 6)	**–**	191,069	–
Remeasurement of previously held interest (Note 6)	**–**	58,509	–
	(1,011,868)	(785,148)	(888,011)
INCOME BEFORE INCOME TAX	**1,673,481**	4,025,791	3,532,341
PROVISION FOR INCOME TAX (Note 26)	**412,504**	1,018,942	965,720
NET INCOME	**1,260,977**	3,006,849	2,566,621
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:			
Remeasurement loss on employee benefits (Note 25)	**(79,986)**	(147,877)	(5,204)
Net gain (loss) on equity instruments designated at FVOCI (Note 14)	**(2,500)**	6,211	3,650
Income tax effect	**23,996**	40,680	1,013
	(58,490)	(100,986)	(541)
TOTAL COMPREHENSIVE INCOME	**₱1,202,487**	₱2,905,863	₱2,566,080
Net Income Attributable To			
Equity holders of the Parent Company	**₱1,078,756**	₱2,956,553	₱2,571,417
Non-controlling interests	**182,221**	50,296	(4,796)
	₱1,260,977	₱3,006,849	₱2,566,621
Total Comprehensive Income Attributable To			
Equity holders of the Parent Company	**₱1,020,266**	₱2,855,900	₱2,570,876
Non-controlling interests	**182,221**	49,963	(4,796)
	₱1,202,487	₱2,905,863	₱2,566,080
Earnings Per Share Attributable to Equity Holders of the Parent Company (Note 32)			
Basic	**₱0.1761**	₱0.4831	₱0.4201
Diluted	**₱0.1760**	₱0.4819	₱0.4193

See accompanying Notes to Consolidated Financial Statements.

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018

(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent Company										
						Retained Earnings (Note 20)					
	Capital Stock (Notes 19 and 20)	**Additional Paid-in Capital**	**Other Comprehensive Income** (Note 14)	**Other Equity Adjustments** (Note 20)	**Share-based Payments** (Note 19)	**Appropriated**	**Unappropriated**	**Treasury Shares** (Notes 1 and 20)	**Total**	**Non-controlling Interests** (Note 6)	**Total Equity**
Balance at December 31, 2019	**₱6,270,882**	**₱28,350**	**₱16,719**	**₱540,323**	**₱69,700**	**₱7,000,000**	**₱7,393,978**	**(₱185,334)**	**₱21,134,618**	**₱3,214,176**	**₱24,348,794**
Net income	–	–	–	–	–	–	**1,078,756**	–	**1,078,756**	**182,221**	**1,260,977**
Other comprehensive loss (Notes 14 and 25)	–	–	**(2,500)**	–	–	–	**(55,990)**	–	**(58,490)**	–	**(58,490)**
Total comprehensive income	–	–	**(2,500)**	–	–	–	**1,022,766**	–	**1,020,266**	**182,221**	**1,202,487**
Appropriation (Note 20)	–	–	–	–	–	**2,700,000**	**(2,700,000)**	–	–	–	–
Cash dividends (Note 20)	–	–	–	–	–	–	**(297,090)**	–	**(297,090)**	–	**(297,090)**
Subsidiary's redemption of preferred shares from non-controlling interests (Note 6)	–	–	–	–	–	–	–	–	–	**(258,322)**	**(258,322)**
Subsidiary's payment of dividends to non-controlling interests (Note 6)	–	–	–	–	–	–	–	–	–	**(134,101)**	**(134,101)**
Balance at December 31, 2020	**₱6,270,882**	**₱28,350**	**₱14,219**	**₱540,323**	**₱69,700**	**₱9,700,000**	**₱5,419,654**	**(₱185,334)**	**₱21,857,794**	**₱3,003,974**	**₱24,861,768**
Balance at December 31, 2018	₱6,270,882	₱28,350	₱11,618	₱291,162	₱69,700	₱7,000,000	₱5,048,125	(₱185,334)	₱18,534,503	₱567,420	₱19,101,923
Net income	–	–	–	–	–	–	2,956,553	–	2,956,553	50,296	3,006,849
Other comprehensive loss (Notes 14 and 25)	–	–	5,101	–	–	–	(105,754)	–	(100,653)	(333)	(100,986)
Total comprehensive income	–	–	5,101	–	–	–	2,850,799	–	2,855,900	49,963	2,905,863
Cash dividends (Note 20)	–	–	–	–	–	–	(504,946)	–	(504,946)	–	(504,946)
Non-controlling interests arising from acquisition of a subsidiary (Note 6)	–	–	–	–	–	–	–	–	–	2,845,954	2,845,954
Acquisition of non-controlling interests (Note 6)	–	–	–	249,161	–	–	–	–	249,161	(249,161)	–
Balance at December 31, 2019	₱6,270,882	₱28,350	₱16,719	₱540,323	₱69,700	₱7,000,000	₱7,393,978	(₱185,334)	₱21,134,618	₱3,214,176	₱24,348,794

	Equity Attributable to Equity Holders of the Parent Company										
	Capital Stock (Notes 19 and 20)	Additional Paid-in Capital	Other Comprehensive Income (Note 14)	Other Equity Adjustments (Note 20)	Share-based Payments (Note 19)	Retained Earnings (Notes 3 and 20) Appropriated	Retained Earnings (Notes 3 and 20) Unappropriated	Treasury Shares (Notes 1 and 20)	Total	Non-controlling Interests (Note 6)	Total Equity
Balance at December 31, 2017	₱6,270,882	₱28,350	₱8,516	₱291,162	₱69,700	₱5,000,000	₱4,869,949	(₱185,334)	₱16,353,225	₱572,216	₱16,925,441
Net income	–	–	–	–	–	–	2,571,417	–	2,571,417	(4,796)	2,566,621
Other comprehensive loss (Notes 14 and 25)	–	–	3,102	–	–	–	(3,643)	–	(541)	–	(541)
Total comprehensive income	–	–	3,102	–	–	–	2,567,774	–	2,570,876	(4,796)	2,566,080
Appropriation, net of reversal (Note 20)	–	–	–	–	–	2,000,000	(2,000,000)	–	–	–	–
Cash dividends (Note 20)	–	–	–	–	–	–	(419,425)	–	(419,425)	–	(419,425)
Balance at December 31, 2018	₱6,270,882	₱28,350	₱11,618	₱291,162	₱69,700	₱7,000,000	₱5,018,298	(₱185,334)	₱18,504,676	₱567,420	₱19,072,096

See accompanying Notes to Consolidated Financial Statements.

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31		
	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱1,673,481**	₱4,025,791	₱3,532,341
Adjustments for:			
Interest income (Notes 7, 8 and 22)	**(1,740,785)**	(1,720,776)	(1,781,008)
Interest expense (Notes 3, 16, 23 and 29)	**1,267,976**	1,357,301	1,161,879
Depreciation and amortization (Notes 11, 12 and 23)	**807,639**	902,091	658,585
Share in net income of joint venture (Note 14)	**(338,811)**	(322,737)	(270,595)
Provision for disallowance of claim for refund (Note 23)	**95,600**	–	–
Loss on:			
Prepayments of loan (Note 16)	**35,579**	–	–
Loan modification (Note 16)	**19,596**	–	–
Bond redemption (Note 16)	**18,528**	–	–
Unrealized foreign exchange loss (gain) - net	**9,000**	162	(3,273)
Pension expense, net of contributions (Note 25)	**3,480**	(33,412)	(10,838)
Gain on:			
Bargain purchase (Note 6)	**–**	(191,069)	–
Remeasurement of previously held interest (Note 6)	**–**	(58,509)	–
Operating income before working capital changes	**1,851,283**	3,958,842	3,287,091
Decrease (increase) in:			
Trade and other receivables	**2,396,957**	1,505,950	11,600,909
Contract assets	**(1,047,512)**	3,042,187	(16,193,594)
Real estate inventories	**156,055**	638,493	(736,993)
Advances to contractors	**(5,564)**	175,713	555,996
Other current assets	**(53,570)**	(716,527)	29,883
Increase (decrease) in:			
Trade and other payables	**737,351**	(1,727,315)	936,493
Deposits and other liabilities	**(923,275)**	533,894	715,767
Net cash generated from operations	**3,111,725**	7,411,237	195,552
Income taxes paid	**(674,385)**	(571,287)	(715,213)
Interest received	**55,870**	69,211	6,604
Net cash provided by (used in) operating activities	**2,493,210**	6,909,161	(513,057)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of:			
Investment properties (Note 11)	**(541,689)**	(1,775,871)	(793,453)
Property and equipment (Note 12)	**(1,292,422)**	(1,257,713)	(1,342,164)
Investment in associate (Note 13)	**(72,000)**	–	(450,000)
Subsidiary, net of cash received (Note 6)	–	478,384	–
Non-controlling interests in a subsidiary (Note 6)	–	(208,000)	–
Dividends received (Note 13)	**333,850**	271,661	244,336
Decrease (increase) in other noncurrent assets	**148,850**	(91,511)	(361,667)
Net cash used in investing activities	**(1,423,411)**	(2,583,050)	(2,702,948)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from availments of loans and borrowings (Note 16)	**9,910,000**	6,071,382	7,237,600
Payments of:			
Interest-bearing loans and borrowings (Note 16)	**(10,864,188)**	(4,558,725)	(2,918,976)
Installment payable (Note 17)	**(655,799)**	–	–
Dividends (Note 20)	**(292,522)**	(499,367)	(415,100)
Debt issue cost (Note 16)	**(68,425)**	(40,546)	(38,516)
Lease liabilities (Notes 15 and 29)	**(35,472)**	(33,520)	–
Interest paid	**(1,162,810)**	(1,448,315)	(1,159,738)
Subsidiary's redemption of preferred shares from non-controlling interests (Note 6)	**(258,322)**	–	–
Subsidiary's payment of dividends to non-controlling interests (Note 6)	**(134,101)**	–	–
Advances to non-controlling interest holder (Note 28)	**–**	(400,000)	–
Subsidiary's issuance of shares to non-controlling interest	**–**	233,524	–
Net cash provided by (used in) financing activities	**(3,561,639)**	(675,567)	2,705,270

(Forward)

	Years Ended December 31		
	2020	2019	2018
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(9,000)**	(162)	3,273
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(2,500,840)**	3,650,382	(507,462)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**5,705,862**	2,055,480	2,562,942
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	**₱3,205,022**	₱5,705,862	₱2,055,480

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Except Number of Shares, Earnings Per Share Value and Unless Otherwise Specified)

1. Corporate Information

Rockwell Land Corporation (Rockwell Land or the Parent Company) is incorporated in the Philippines and is engaged in real estate development and sale or lease of condominium and commercial units and lots. The Parent Company's corporate life is 50 years and can be extended for another 50 years on or within five years before the expiration of its term.

Rockwell Land became a public company in 2012 following the declaration of 51% ownership by Manila Electric Company (Meralco) as property dividend in favor of common stockholders, except for foreign common shareholders who were paid the cash equivalent of the property dividend (see Note 20).

As at December 31, 2020 and 2019, First Philippine Holdings Corporation (FPHC) owns 86.58% of Rockwell Land and the rest by the public. Lopez, Inc. is the ultimate parent company.

The Parent Company's principal office address is 2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City.

The accompanying consolidated financial statements were approved and authorized for issue by the Board of Directors (BOD) on March 26, 2021.

2. Basis of Preparation and Statement of Compliance

Basis of Preparation
The accompanying consolidated financial statements have been prepared on a historical cost basis, except for investment in equity instruments at FVOCI which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional and presentation currency and all values are rounded to the nearest thousands, except when otherwise indicated.

Statement of Compliance
The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS), which include the availment of the reliefs granted by the Securities and Exchange Commission (SEC) under Memorandum Circular Nos. 14-2018 and 3-2019, to defer the implementation of the following accounting pronouncements until December 31, 2020. These accounting pronouncements address the issues of PFRS 15, *Revenue from Contracts with Customers,* affecting the real estate industry.

Deferral of the following provisions of Philippine Interpretations Committee (PIC) Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry

a. Assessing if the transaction price includes a significant financing component (as amended by PIC Q&A 2020-04);
b. Treatment of land in the determination of the percentage-of-completion (POC);
c. Treatment of uninstalled materials in the determination of the POC (as amended by PIC Q&A 2020-02); and
d. Accounting for Common Usage Service Area (CUSA) charges

Deferral of the adoption of PIC Q&A 2018-14: Accounting for Cancellation of Real Estate Sales (as amended by PIC Q&A 2020-05)

In December 2020, the SEC issued MC No. 34-2020, allowing the further deferral of the adoption of provisions (a) and (b) above of PIC Q&A 2018-12 for another other (three) 3 years or until December 31, 2023.

The details and the impact of the adoption of the above financial reporting reliefs are discussed in Note 3.

PFRS also includes Philippine Accounting Standards (PAS), including Philippine Interpretations based on equivalent interpretations of International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of Rockwell Land and its subsidiaries (collectively referred to as the "Group"). Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Parent Company controls an investee if, and only if, the Parent Company has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

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 reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. 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, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Parent Company's accounting policies. All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions among members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resulting gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

Non-controlling interests represent the portion of profit or loss and net assets in the subsidiaries not held by the Parent Company and are presented in the profit or loss and within equity in the consolidated statements of financial position, separately from equity attributable to equity holders of the Parent Company.

The consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries:

		Percentage of Ownership		
Subsidiaries	**Nature of Business**	**2020**	2019	2018
Rockwell Integrated Property Services, Inc.	Service provider	**100.0**	100.0	100.0
Rockwell Primaries Development Corporation (Rockwell Primaries)	Real estate development	**100.0**	100.0	100.0
Stonewell Property Development Corporation	Real estate development	**100.0**	100.0	100.0
Primaries Properties Sales Specialists Inc.	Marketing	**100.0**	100.0	100.0
Rockwell Hotels & Leisure Management Corp.	Hotel management	**100.0**	100.0	100.0
Rockwell Leisure Club, Inc. (Rockwell Club)	Leisure club	**76.4**	76.4	76.4
Retailscapes Inc. (Retailscapes)	Commercial development	**100.0**	100.0	100.0
Rockwell Primaries South Development Corporation (Rockwell Primaries South) (through Rockwell Primaries)	Real estate development	**100.0**	100.0	60.0
Rockwell MFA Corp. (Rock MFA)	Real estate development	**80.0**	80.0	80.0
Rockwell Carmelray Development Corporation (RCDC, formerly Carmelray Property Holdings, Inc.)*	Real estate development	**54.9**	52.3	14.7

**Incorporated in July 2018; Became a subsidiary in December 2019*

All subsidiaries are incorporated in the Philippines.

The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using consistent accounting policies.

3. Changes in Accounting Policies and Disclosures

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new accounting pronouncements effective as at January 1, 2020. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Adoption of these new pronouncements did not have an impact on the Group's consolidated financial statements unless otherwise indicated.

- Amendments to PFRS 3, *Definition of a Business*

  The amendments to PFRS 3 clarify that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments may impact future periods should the Group enter into any business combinations.

- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments, Interest Rate Benchmark Reform*

  The amendments to PFRS 9 provide a number of reliefs, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

  These amendments are not applicable to the Group.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, *Definition of Material*

  The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

  The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

- Conceptual Framework for Financial Reporting issued on March 29, 2018

  The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the standard-setters in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

  The revised Conceptual Framework includes new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions*

  The amendments provide relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2021; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendments are effective for annual reporting periods beginning on or after June 1, 2020. Early adoption is permitted.

The Group adopted the amendments beginning January 1, 2020. The amendments did not have an impact to the Group's consolidated financial statements as the Group was not granted rent concessions as a lessee. The amendments do not have an impact for leases where the Group is the lessor.

Standards Issued but not yet Effective
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on the consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2021

- Amendments to PFRS 9, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*
  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively, however, the Group is not required to restate prior periods.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately.

  At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16 , *Plant and Equipment: Proceeds before Intended Use*

  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022.

  The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

  - Amendments to PFRS 9, *Financial Instruments*, *Fees in the '10 per cent' test for derecognition of financial liabilities*

    The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

  The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

  An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively.

- PFRS 17, *Insurance Contracts*

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

  The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required. Early 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 the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

- *Deferral of Certain Provisions of PIC Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry (as amended by PIC Q&As 2020-02 and 2020-04)*

  On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some PFRS 15 implementation issues affecting the real estate industry. On October 25, 2018 and February 8, 2019, the Philippine Securities and Exchange Commission (SEC) issued SEC MC No. 14-2018 and SEC MC No. 3-2019, respectively, providing relief to the real estate industry by deferring the application of certain provisions of this PIC Q&A for a period of three years until December 31, 2020. On December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020 which further extended the deferral of certain provisions of this PIC Q&A until December 31, 2023. A summary of the PIC Q&A provisions covered by the SEC deferral and the related deferral period follows:

		Deferral Period
a.	Assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (as amended by PIC Q&A 2020-04)	Until December 31, 2023
b.	Treatment of land in the determination of the POC discussed in PIC Q&A 2018-12-E	Until December 31, 2023
c.	Treatment of uninstalled materials in the determination of the POC discussed in PIC Q&A 2018-12-E (as amended by PIC Q&A 2020-02)	Until December 31, 2020
d.	Accounting for CUSA Charges discussed in PIC Q&A No. 2018-12-H	Until December 31, 2020

In November 2020, the PIC issued the following Q&As which provide additional guidance on the real estate industry issues covered by the above SEC deferrals:

- PIC Q&A 2020-04, which provides additional guidance on determining whether the transaction price includes a significant financing component
- PIC Q&A 2020-02, which provides additional guidance on determining which uninstalled materials should not be included in calculating the POC

After the deferral period, real estate companies would have to adopt PIC Q&A No. 2018-12 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

The Group availed of the SEC reliefs to defer the above specific provisions of PIC Q&A No. 2018-12. Had these provisions been adopted, the Group assessed that the impact would have been as follows:

a. The mismatch between the POC of the real estate projects and right to an amount of consideration based on the schedule of payments provided for in the contract to sell might constitute a significant financing component. In case of the presence of significant financing component, the guidance should have been applied retrospectively and would have resulted in restatement of prior year financial statements. Adoption of this guidance would have impacted interest income, interest expense, revenue from real estate sales, installment contracts receivable or contract asset, provision for deferred income tax, deferred tax asset or liability for all years presented, and the opening balance of retained earnings. The Group has yet to assess if the mismatch constitutes a significant financing component for its contracts to sell.
b. The exclusion of uninstalled materials in the determination of POC would have reduced the percentage of completion of real estate projects. Adoption of this guidance would have reduced revenue from real estate sales, cost of sales and installment contracts receivable or contract asset; increased real estate inventories and would have impacted deferred tax asset or liability and provision for deferred income tax for all years presented, and the opening balance of retained earnings.
c. Had the Group accounted for the revenue from air-conditioning services, CUSA and handling services as principal, this would have resulted in the gross presentation of the related revenue, costs and expenses. Currently, the related revenue is presented net of costs and expenses. There is no impact on opening retained earnings, income and expense and the related balance sheet accounts.

The above would have impacted the cash flows from operations and cash flows from financing activities for all years presented.

- *Deferral of PIC Q&A 2018-14, Accounting for Cancellation of Real Estate Sales (as amended by PIC Q&A 2020-05)*

  On June 27, 2018, PIC Q&A 2018-14 was issued providing guidance on accounting for cancellation of real estate sales. Under SEC MC No. 3-2019, the adoption of PIC Q&A No. 2018-14 was deferred until December 31, 2020. After the deferral period, real estate companies will adopt PIC Q&A No. 2018-14 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

  On November 11, 2020, PIC Q&A 2020-05 was issued which supersedes PIC Q&A 2018-14. This PIC Q&A adds a new approach where the cancellation is accounted for as a modification of the contract (i.e., from non-cancellable to being cancellable). Under this approach, revenues and related costs previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost. PIC Q&A 2020-05 will have to be applied prospectively from approval date of the Financial Reporting Standards Council which was November 11, 2020.

The Group availed of the SEC relief to defer the adoption of this PIC Q&A until December 31, 2020. Currently, the Group records the repossessed inventory at cost. The Group is still evaluating the approach to be availed among the existing options. Had the relief not been adopted and the current practice would be different from the approach to be implemented, this could have impacted the recording of revenue, cost of sales, valuation of repossessed inventory and gain or loss from repossession in 2020.

As prescribed by SEC MC No. 34-2020, for financial reporting periods beginning on or after January 1, 2021, the availment of the above deferral will impact the Group's financial reporting during the period of deferral as follows:

a. The financial statements are not considered to be in accordance with PFRS and should specify in the "*Basis of Preparation of the Financial Statements*" section of the financial statements that the accounting framework is:

   PFRS, as modified by the application of the following financial reporting reliefs issued and approved by the Securities and Exchange Commission in response to the COVID-19 pandemic: (enumerate reliefs availed of)".

b. The auditor's report will:
   i. reflect in the Opinion paragraph that the financial statements are prepared in accordance with the compliance framework described in the notes to the financial statements; and
   ii. include an Emphasis of Matter paragraph to draw attention to the basis of accounting that has been used in the preparation of the financial statements.

Upon full adoption of the above deferred guidance, the accounting policies will have to be applied using full retrospective approach following the guidance under PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors.*

4. Summary of Significant Accounting Policies

Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PFRS 9, *Financial Instruments*, is measured at fair value with the changes in fair value recognized in the statement of profit or loss in accordance with PFRS 9. Other contingent consideration that is not within the scope of PFRS 9 is measured at fair value at each reporting date with changes in fair value recognized in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

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 that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for business combination can be determined only provisionally by the end of the period by which the combination is effected because the fair values to be assigned to the acquiree's identifiable assets and liabilities can be determined only provisionally, the Group accounts for the combination using provisional values. Adjustments to those provisional values as a result of completing the initial accounting shall be made within twelve (12) months from the acquisition date. The carrying amount of an identifiable asset, liability or contingent liability that is recognized as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date. Goodwill or any gain recognized shall be adjusted from the acquisition date by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable asset, liability or contingent liability being recognized or adjusted.

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification.

An asset is current when:

- It is expected to be realized or intended to be sold or consumed in the normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within 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 current when:

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

The Group classifies all other liabilities as noncurrent. Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Fair Value Measurement
The Group measures financial instruments at fair value at each financial reporting date. The fair value information of certain financial and nonfinancial assets and liabilities are also required to be disclosed in the consolidated financial statement.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statement are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

The Group uses the following hierarchy for determining and disclosing the fair value of assets and liabilities by valuation technique:

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

For assets and liabilities that are recognized in the consolidated financial statement on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Day 1 Profit. Where the transaction price 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 difference between the transaction price and fair value (a Day 1 profit) is recognized in the consolidated statement of comprehensive income unless it qualifies for recognition as some other type of asset. In cases where unobservable data is used, the difference between the transaction price and model value is only recognized in the consolidated statement of comprehensive income 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 profit amount. The Group has determined that the discounted cash flow analysis using credit-adjusted Philippine Dealing and Exchange Corporation (PDEx) interest rates is appropriate in determining the fair value of retention payable, with the Day 1 profit treated as a reduction from “Land and development costs” as these are directly related to project development.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash with original maturity of three months or less from date of acquisition and are subject to an insignificant risk of change in value.

Financial Instruments
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

- *Initial Recognition and Measurement*

  Financial assets are classified, at initial recognition, and subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

  The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or which the Group has applied the practical expedient are measured at transaction price determined under PFRS 15. Refer to the accounting policy in section *“Revenue”*.

  In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are SPPI on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

- *Subsequent Measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss (FVPL)

The Group has no financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments) and financial assets at FVPL as at December 31, 2020 and 2019.

- *Financial Assets at Amortized Cost (Debt Instruments).* This category is most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

  - The financial asset is held within a business model with the objective 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 using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in the consolidated statement of comprehensive income when the asset is derecognized, modified or impaired.

  The Group's financial assets at amortized cost includes cash and cash equivalents, trade and other receivables, restricted cash and refundable deposits as at December 31, 2020 and 2019.

- *Financial Assets Designated at Fair Value through OCI (Equity Instruments).* Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

  Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

  The Group elected to classify irrevocably its quoted and unquoted equity securities under this category as at December 31, 2020 and 2019.

- *Impairment of Financial Assets*

PFRS 9 introduces the single, forward-looking "expected loss" impairment model, replacing the "incurred loss" impairment model under PAS 39.

The Group recognizes expected credit losses (ECL) for the following financial assets that are not measured at FVTPL:

- debt instruments that are measured at amortized cost;
- loan commitments; and
- financial guarantee contracts.

ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial assets migrate through the following three stages based on the change in credit quality since initial recognition:

Stage 1: 12-month ECL
For credit exposures where there have not been significant increases in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of lifetime ECLs that represent the ECLs that result from default events that are possible within the 12-months after the reporting date are recognized.

Stage 2: Lifetime ECL – not credit-impaired
For credit exposures where there have been significant increases in credit risk since initial recognition on an individual or collective basis but are not credit-impaired, lifetime ECLs representing the ECLs that result from all possible default events over the expected life of the financial asset are recognized.

Stage 3: Lifetime ECL – credit-impaired
Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

Loss Allowance
Loss allowances are recognized based on 12-month ECL for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The loss allowance recognized in the period is impacted by a variety of factors, as described below:

- Transfers between Stage 1 and Stage 2 and 3 due to the financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and lifetime ECL.
- Additional allowances for new financial instruments recognized during the period, as well as releases for financial instruments derecognized in the period;
- Impact on the measurement of ECL due to changes in PDs, LGDs and EADs in the period, arising from regular refreshing of inputs to models;
- Impacts on the measurement of ECL due to changes made to models and assumptions;
- Discount unwind within ECL due to passage of time, as ECL is measured on a present value basis;
- Financial assets derecognized during the period and write-offs of allowances related to assets that were written off during the period.

The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Determining the Stage for Impairment
At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

General Approach. Under the general approach, at each reporting date, the Group recognizes a loss allowance based on either 12-month ECLs or Lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instrument since initial recognition. The changes in the loss allowance balance are recognized in profit or loss as an impairment gain or loss. The Group has leveraged on available market data for cash and cash equivalents to calculate the ECL.

Simplified Approach. For receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs 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 debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are over 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 cash flows in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

- *Initial Recognition and Measurement*

  Financial liabilities are classified at initial recognition as financial liabilities at FVPL, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

  All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

  The Group's financial liabilities include trade and other payables (excluding statutory payables), lease liabilities, interest-bearing loans and borrowings, installment payable, retention payable, security deposits and subscription payable as at December 31, 2020 and 2019.

- *Subsequent Measurement*

  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the consolidated statement of comprehensive income when the liabilities are derecognized as well as through the EIR amortization process.

<u>Derecognition of Financial Instruments</u>
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 Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or

- the Group has transferred its right to receive cash flows from the asset and either: (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.

Where the Group has transferred its right to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Exchange or Modification of Financial Liabilities
The Group considers both qualitative and quantitative factors in assessing whether a modification of financial liabilities is substantial or not. The terms are considered substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the present value of the remaining cash flows of the original financial liability. However, under certain circumstances, modification or exchange of a financial liability may still be considered substantial, even where the

present value of the cash flows under the new terms is less than 10% different from the present value of the remaining cash flows of the original financial liability. There may be situations where the modification of the financial liability is so fundamental that immediate derecognition of the original financial liability is appropriate (e.g., restructuring a financial liability to include an embedded equity component).

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the fair value of the new liability is recognized in profit or loss in the consolidated statement of comprehensive income.

When the exchange or modification of the existing financial liability is not considered as substantial, the Group recalculates the gross carrying amount of the financial liability as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR and recognizes a modification gain or loss in profit or loss.

If modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognized as part of the gain or loss on the extinguishment. If the modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the financial instrument and are amortized over the remaining term of the modified financial instrument.

Classification of Financial Instruments Between Liability and Equity

A financial instrument is classified as a liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity; or
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; 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 Group 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. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts; and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Real Estate Inventories
Real estate inventories consist of condominium units, residential house and lots for sale and development. These are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation. These are held as inventory and are measured at the lower of cost and net realizable value (NRV).

Cost includes:
- Land cost
- Amounts paid to contractors for construction and development
- Planning and design costs, costs of site preparation, professional fees for legal services, 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 specifically identifiable estimated costs of completion and the estimated costs of sale. The carrying amount of inventories is reduced through the use of allowance account and the amount of loss is charged to profit or loss.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs. The total costs are allocated pro-rata based on the relative size of the property sold.

Advances to Contractors
Advances to contractors represent advance payments on services to be incurred in connection with the Group's operations. These are capitalized to projects under "Real estate inventories", "Investment properties" and "Property and equipment" accounts in the consolidated statement of financial position upon actual receipt of services. These are considered as nonfinancial instruments as these will be applied against future billings from contractors normally within one year.

Investment Properties
Investment properties represent land, building, structures and improvements of the mall (the "Power Plant"), 8 Rockwell, other structures held for lease within the Rockwell Center, The Grove, Santolan Town Plaza, 53 Benitez, RBC Sheridan, East Bay Retail Row, The Vantage Gallery, The Arton Strip and land held for appreciation. These, except land, are measured initially at cost, including transaction costs, less accumulated depreciation and any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property. Land is carried at cost (initial purchase price and other costs directly attributable in bringing such assets to its working condition) less any impairment in value. Depreciation is calculated on a straight-line basis over the estimated useful lives of investment properties, except for land. Investment properties are estimated to have a useful life of 5 to 35 years.

Effective January 1, 2019, it is the Group's policy to classify right-of-use assets as part of investment properties. Prior to that date, all of the Group's leases are accounted for as operating leases in accordance with PAS 17, hence, not recorded in the consolidated statement of financial position. The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets of 35 years. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of comprehensive income in the period of derecognition.

The investment properties' estimated useful lives and depreciation method are reviewed at each financial year end, and adjusted prospectively if appropriate, at each financial year-end to ensure that the periods and method of depreciation are consistent with the expected pattern of economic benefits from the items of investment properties.

When each major inspection is performed, its cost is recognized in the carrying amount of the investment property as a replacement if the recognition criteria are satisfied.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. These transfers are recorded using the carrying amount of the investment property at the date of change in use.

Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Investment properties in progress pertain to projects under construction and are stated at cost which includes cost of construction and other direct costs. Investment properties in progress are not depreciated until such time that the relevant assets are completed and become available for operational use.

Property Acquisition
When property is acquired, through corporate acquisitions or otherwise, management considers the substance of the assets and activities of the acquired entity in determining whether the acquisition represents an acquisition of a business.

When such an acquisition is not judged to be an acquisition of a business, it is not treated as a business combination. Rather, the cost to acquire the entity is allocated between the identifiable assets and liabilities of the entity based on their relative fair values at the acquisition date. Accordingly, no goodwill or additional deferred tax arises.

Investment in Joint Venture and Associate
Investment in joint venture and associate is accounted for under the equity method of accounting. An associate is an entity over which the Group has significant influence or the power to participate in the financial and operating policy decisions of the investee, but has no control or joint control over those policies. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

Under the equity method, investment in joint venture and associate is carried in the consolidated statement of financial position at cost adjusted for post-acquisition changes in the Group's share in net assets of the joint venture and associate. Goodwill relating to a joint venture or an associate is included in the carrying amount of the investment and is neither nor individually tested for impairment. The consolidated statement of comprehensive income reflects the share on the financial performance of the joint venture and associate. Distributions received from joint venture reduce the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Where there has been a change recognized directly in the equity of the associate, the Group recognizes its share in any changes and discloses this, when applicable, in the consolidated statement of changes in equity.

The joint venture and associate is prepared for the same reporting year as the Parent Company, using consistent accounting policies. Unrealized intercompany profits arising from the transactions with the joint venture and associate are eliminated to the extent of the interest in the joint venture and associate.

Upon loss of joint control or significant influence over the joint venture or associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the former jointly controlled entity or associate upon loss of joint control or significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss in the consolidated statement of comprehensive income.

Property and Equipment

Property and equipment, except land, is stated at cost, excluding the costs of day-to-day servicing, net of accumulated depreciation and/or impairment in value, if any. Such cost includes the cost of replacing part of such property and equipment, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the consolidated statement of comprehensive income as incurred.

Land is carried at cost (initial purchase price and other costs directly attributable in bringing such assets to its working condition) less any impairment in value.

Depreciation and amortization is calculated for each significant item or part of an item of property and equipment on a straight-line basis over the following estimated useful lives:

Buildings and improvements	15-40 years
Office furniture and other equipment	1-10 years
Transportation equipment	3-5 years

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged to current operations.

An item of property and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of comprehensive income in the year the asset is derecognized.

The assets' residual values, estimated useful lives and depreciation and amortization method are reviewed at each financial year end, and adjusted prospectively if appropriate.

When each major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied.

Construction in progress pertains to serviced apartments under construction and is stated at cost which includes cost of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are completed and become available for operational use. Upon completion, it will be depreciated over a period of 5 to 25 years.

Impairment of Nonfinancial Assets
The Group assesses at each reporting date whether there is an indication that a nonfinancial asset (e.g., investment properties, investment in joint venture and associate and property and equipment) may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates 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. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU 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. In determining fair value less cost to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's CGU to which the individual assets are allocated. Those budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired 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. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amounts, nor 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 the consolidated statement of comprehensive income.

Revenue from Contract with Customers
The Group primarily derives its real estate revenue from the sale of vertical and horizontal real estate projects. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the provisioning of water, electricity,

air-conditioning and common use service area in its mall retail spaces and office leasing activities, wherein it is acting as agent.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 5 to the consolidated financial statements.

Real estate sales. The Group derives its real estate revenue from the sale of lots, house and lot and condominium units. Revenue from the sale of these real estate projects under pre-completion stage are recognized over time during the construction period (or percentage of completion) since based on the terms and conditions of its contract with the buyers, 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 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 survey of performance completed to date/ milestones reached/ time elapsed. This is based on the monthly project accomplishment report prepared by the project inspector as approved by the project manager which integrates the surveys of performance to date of the construction activities for both sub-contracted and those that are fulfilled by the developer itself.

Estimated development costs of the real estate project include costs of land, land development, building costs, professional fees, depreciation of equipment directly used in the construction, payments for permits and licenses. Revisions in estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts, form part of total project costs on a prospective basis and is allocated between cost of real estate sold and real estate inventories.

Any excess of progress of work over the right to an amount of consideration that is unconditional, recognized as installment contract receivables under "Trade and other receivables" account, is included in the "Contract assets" account in the asset section of the consolidated statement of financial position.

Any excess of collections over the total of recognized installment contract receivables is included in the contract liabilities under "Trade and other payables" account in the liabilities section of the consolidated statement of financial position.

Room Revenue. Room revenue is recognized when services are performed. Deposits received from customers in advance on rooms or other services are recorded as liabilities until services are provided to the customers.

Cinema, Mall and Other Revenues. Revenue is recognized when services are rendered.

Membership Dues (presented under Other Revenue). Membership dues are recognized as revenue in the applicable membership period. Membership dues received in advance are recorded as part of "Trade and other payables - others" under the current liabilities section of the consolidated statement of financial position.

Income from Recreational Facilities (presented under Other Revenue). Revenue is recognized as the services are provided to or the rights are used by the members.

Room, cinema, mall and other revenues, membership dues and income from recreational facilities are recognized at a point in time.

Cost of real estate sales
The Group recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets such as land and connection fees. These include costs of land, land development costs, building costs, professional fees, depreciation, permits and licenses and capitalized borrowing costs. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales 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 costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

Contract Balances

Trade Receivables. Trade receivable represents the Group'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).

Contract Assets. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group 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 Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group 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 Group performs under the contract.

The contract liabilities also include payments received by the Group from the customers for which revenue recognition has not yet commenced.

Costs to Obtain Contract. The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them. The Group has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the "Real estate costs and expenses" account in the consolidated statement of income.

Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

Contract Fulfillment Assets. Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Group firstly considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15.

If other standards are not applicable to contract fulfillment costs, the Group applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of this criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

The Group's contract fulfillment assets pertain to connection fees and land acquisition costs.

Amortization, Derecognition and Impairment of Contract Fulfillment Assets and Capitalized Costs to Obtain a Contract.

The Group amortizes contract fulfillment assets and capitalized costs to obtain a contract to cost of sales over the expected construction period using percentage of completion following the pattern of real estate revenue recognition. The amortization is included under cost of real estate.

A contract fulfillment asset or capitalized costs to obtain a contract is derecognized either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

At each reporting date, the Group determines whether there is an indication that contract fulfillment asset or cost to obtain a contract maybe impaired. If such indication exists, the Group makes an estimate by comparing the carrying amount of the assets to the remaining amount of consideration that the Group expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Group uses the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price will be removed for the impairment test.

Where the relevant costs or specific performance obligations are demonstrating marginal profitability or other indicators of impairment, judgment is required in ascertaining whether or not the future economic benefits from these contracts are sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific performance indicators that could trigger variable consideration, or service credits. Where a contract is anticipated to make a loss, there judgments are also relevant in determining whether or not an onerous contract provision is required and how this is to be measured.

<u>Interest Income</u>
Revenue is recognized using the effective interest, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Unearned discount is recognized as income over the terms of the related financial assets at amortized cost (i.e., loans and receivables) using the effective interest method and is shown as deduction to the related financial assets.

<u>Leases</u>
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.

Group as a Lessor prior to and upon Adoption of PFRS 16

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. 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 rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Lease income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms or based on the terms of the lease, as applicable.

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 (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).

The Group shall account for a modification to an operating lease as 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. If a change in lease payments does not meet the definition of a lease modification, that change would generally be accounted for as a negative variable lease payment. In the case of an operating lease, a lessor recognizes the effect of the rent concession by recognizing lower income from leases.

Group as a Lessee upon Adoption of PFRS 16

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Lease Liabilities. At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term Leases and Leases with Low-value Assets. The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Group as a Lessee Prior to Adoption of PFRS 16

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. 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 lease income. Operating lease payments are recognized as expense in the consolidated statement of comprehensive income or capitalized in the consolidated statement of financial position (in case of leases directly related to construction) on a straight-line basis over the lease term.

Equity

When the Parent Company issues its par value shares, the proceeds shall be credited to the "Capital stock" account in the consolidated statement of financial position to the extent of the par value, with any excess being reflected as "Additional paid-in-capital" account in the consolidated statement of financial position. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax.

Other equity adjustments represent the difference between the fair value of the consideration and the book value of the shares sold of the non-controlling interests.

Retained earnings represent the Group's accumulated earnings, net of dividends declared. This includes the accumulated equity in undistributed earnings of the consolidated subsidiaries which are not available for dividends until declared by the subsidiaries.

Treasury Shares

Acquisitions of treasury shares are recorded at cost. Own equity instruments which are reacquired are deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issuance or the cancellation of the Parent Company's own equity instruments.

Share-based Payment Transactions

Employees (including directors) of the Parent Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled Transactions. The cost of equity-settled transactions with employees is measured by reference to the fair value of the stock options at the date the option is granted. The fair value is determined using Binomial Pricing Model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than the conditions linked to the price of the shares of the Parent Company ("market conditions"), if applicable.

The cost of equity-settled transactions is recognized in profit or loss with a corresponding increase in "Share-based payments" account in equity, over the period in which the performance and/or service conditions are fulfilled.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Parent Company's best estimate of the number of equity instruments that will ultimately vest at that date. The cost of share-based payment is recognized in the consolidated statement of comprehensive income as part of "Personnel expenses" account under "General and administrative expenses" account.

No expense is recognized for awards that do not ultimately vest.

When the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

When an equity-settled award is cancelled with payment, it is treated as if it vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

<u>Pension Costs and Other Employee Benefits</u>
The Group has a funded, noncontributory defined benefit pension plan covering all regular and permanent employees. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

Defined Benefit Plans. 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 (if any), 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.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit obligation or asset
- Remeasurements of net defined benefit obligation or asset

Service costs which include current service costs, past service costs and gains or losses on nonroutine settlements are recognized as part of general and administrative and selling expenses in the consolidated statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit obligation or asset is the change during the period in the net defined benefit obligation 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 obligation or asset is recognized under general and administrative expenses in the consolidated statement of comprehensive income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit obligation) 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. Remeasurements recognized in other comprehensive income are closed to retained earnings at the end of every reporting period.

Plan assets are assets that are held by a long-term employee benefit fund. 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).

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.

Employee Leave Entitlement. Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before 12 months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period. Employee entitlements beyond 12 months are recognized as part of the noncurrent portion of other employee benefits liability.

Income Tax

Current Income Tax. Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the financial reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of comprehensive income.

Deferred Tax. Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the financial reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of unused net operating loss carryover (NOLCO) and excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused NOLCO and excess of MCIT over RCIT can be utilized. Deferred tax assets and liabilities, however, are not recognized when the deductible and taxable temporary differences arise 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 nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the financial reporting date.

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Deferred tax on share-based payments is recognized directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Value-added Tax (VAT)
Revenues, expenses and assets are recognized net of the amount of VAT except: where the VAT incurred on a purchase of assets or services is not recoverable from the tax authority, in which case the sales 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 VAT included.

The net amount of VAT recoverable from and payable to the tax authority is included as part of "Other current assets" and "Trade and other payables" accounts in the consolidated statement of financial position. Deferred output VAT, however, is shown separately under "Trade and other payables" account in the consolidated statement of financial position.

Deferred input VAT relating to the unpaid portion of the acquisition cost of the asset expected to be settled beyond the succeeding year is recognized under "Other noncurrent assets" account in the consolidated statement of financial position.

Foreign Currency-Denominated Transactions
The consolidated financial statement are presented in Philippine peso, which is the Group's functional and presentation currency. Transactions in foreign currencies are initially recorded at the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the financial reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Borrowing Costs
Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets (included in "Property and equipment" and "Investment properties" accounts in the consolidated statement of financial position). Capitalization ceases when pre-selling of real estate inventories under construction commences. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest capitalized is calculated using the Group's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment of those borrowings.

The capitalization of finance costs is suspended if there are prolonged periods when development activity is interrupted. Interest is also capitalized on the purchase cost of a site of property acquired specifically for redevelopment but only where activities necessary to prepare the asset for redevelopment are in progress.

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 the economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects a provision to be reimbursed, such as under an insurance contract, the

reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statement. They are disclosed in the notes to consolidated financial statement unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statement but are disclosed in notes to the consolidated financial statement when an inflow of economic benefits is probable.

Events after the Reporting Period
Post-year-end events that provide additional information about the Group's financial position at the financial reporting date (adjusting events) are reflected in the consolidated financial statement. Post-year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statement when material.

Basic/Diluted Earnings Per Share
Basic earnings per share is calculated by dividing the net income attributable to equity holders of the Parent Company by the weighted average number of common shares issued and outstanding.

Diluted earnings per share attributable to equity holders of the Parent Company is calculated in the same manner assuming that, the weighted average number of common shares outstanding is adjusted for potential common shares from the assumed exercise of convertible stock options. Outstanding convertible stock options will have a dilutive effect only when the average market price of the underlying common shares during the year exceeds the exercise price of the option. Where the outstanding convertible stock options have no dilutive effect, diluted earnings per share is the same as basic earnings per share attributable to equity holders of the Parent Company.

Segment Reporting
The Group's operating businesses are organized and managed separately into three business activities. Such business segments are the bases upon which the Group reports its operating segment information. The Group operates in one geographical area where it derives its revenue. Financial information on segment reporting is presented in Note 33.

5. **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the accompanying consolidated financial statements requires management to make judgments, estimates and assumptions that affect amounts reported in the consolidated financial statements and related notes at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset and liability affected in future periods.

Judgments
In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determination of Business Models. The Group determines its business model at the level that best reflects how it manages groupings of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed; and
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Definition of Default and Credit-impaired Financial Assets. The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

- *Quantitative criteria*

  Installment contracts receivable
  - For individual customers – upon issuance of Final Notice of Cancellation ("FNOC") when monthly payments are 90 days past due
  - For corporate customers – when monthly payments are 30 days past due, and upon issuance of FNOC.

- *Qualitative criteria*

  The customer meets unlikeliness to pay criteria, which indicates the customer is in significant financial difficulty. These are instances where:

  a. The customer is experiencing financial difficulty or is insolvent
  b. The customer is in breach of financial covenant(s)
  c. An active market for that financial assets has disappeared because of financial difficulties
  d. Concessions have been granted by the Group, for economic or contractual reasons relating to the customer's financial difficulty
  e. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) throughout the Group's expected loss calculation.

Significant Increase in Credit Risk. The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative changes in PDs and qualitative factors.

The Group's cash and cash equivalents and accounts receivable are graded in the top investment category by globally recognized credit rating agencies such as S&P, Moody's and Fitch and, therefore, are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from these credit rating agencies both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs

Using its expert credit judgment and, where possible, relevant historical experience, the Group may determine that an exposure has undergone a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not other otherwise be fully reflected in its quantitative analysis on a timely basis.

The Group monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews to confirm that:

- the criteria are capable of identifying significant increase in credit risk before an exposure is in default;
- the criteria do not align with the point in time when an asset falls below an investment grade; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

Existence of a Contract. The Group's primary document for a contract with a customer is a signed contract to sell. It has determined, however, that in cases wherein contract to sell are not signed by both parties, the combination of its other signed documentation such as reservation agreement, official receipts, quotations sheets and other documents, would contain 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 customer, age and pricing of the property. Management regularly evaluates the historical cancellations and back-outs, after considering the impact of coronavirus pandemic, if it would still support its current threshold of customers' equity before commencing revenue recognition. Management assessed that the historical cancellations and back-outs, despite the pandemic, still supports the Group's current threshold of customers' equity.

Revenue Recognition Method, Measure of Progress and Timing of Revenue Recognition. 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 to payment 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 Group's performance in transferring control of real estate development to the customers.

The Group concluded that rooms, cinema and other revenues are to be recognized at a point in time because the Group has a right to payment for the service once the customer obtains the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset in exchange.

Revenue from sale of real estate recognized over time amounted to ₱7,213.1 million, ₱10,825.3 million and ₱11,360.4 million in 2020, 2019 and 2018, respectively, while room, cinema and other revenues recognized at a point in time amounted to ₱633.6 million, ₱1,318.2 million and ₱1,043.8 million in 2020, 2019 and 2018, respectively (see Note 21).

Identifying Performance Obligation. The Group has contracts to sell covering the sale of lots, house and lots, condominium unit and parking lot. The Group concluded that there is one performance obligation in these contracts because, the developer has the obligation to deliver the condominium unit and parking lot duly constructed in a specific lot and fully integrated into the serviced land in accordance with the approved plan. Included also in this performance obligation is the Group's service is to transfer the title of the real estate unit to the customer.

Operating Lease Commitments (Group as a Lessor). The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties, which are leased out under operating lease arrangements.

Lease income earned from investment properties amounted to ₱1,149.9 million, ₱1,845.2 million and ₱1,499.1 million in 2020, 2019 and 2018, respectively (see Note 11).

Determining whether Lease Concessions are Lease Modifications. As a consequence of the COVID-19 pandemic, the Group provided certain rent concessions to its tenants in the form of rent-free periods and discounts from March to December 31, 2020. Management, in consultation with its external legal counsel, assessed that the grant of rent concession does not qualify as an amendment to the lease contract. The waiver of rent is pursuant to the provision in the lease contract. Accordingly, management recorded the negative variable lease payment at the time the concession was given (see Note 11).

Interest in a Joint Venture. Management has assessed that it has joint control in its joint venture agreement with Meralco and both parties have rights to the net assets of the arrangement. Under the Joint Venture Agreement, each party's share in any proceeds, profits, losses, and other economic value derived under the Joint Venture as well as any economic benefits and losses derived from the utilization of the access ways and open spaces of the joint venture property shall be proportional to the respective financial contributions made by each party (see Note 13).

Interest in an Associate. The Parent Company owns 40% of NepWell Property Management, Inc. as at December 31, 2020. The contractual arrangement relative to the JV Agreement with T.G.N. Realty Corporation does not give two or more of those parties joint control over the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. However, considering the percentage shareholdings of each party to the JVA and the agreement on quorum and voting, multiple combinations of parties could collectively control the arrangement. the Parent Company's management has assessed that it has significant influence in its JVA with T.G.N. Realty Corporation shareholders as the Parent Company has representation in the BOD of the investee company, participation in the policy-making processes and provision of essential technical information as the sole project developer and marketing and sales agent (see Note 13).

Contingencies. The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe these proceedings will have a material effect on the financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 29). No provision for contingencies was recognized in 2020, 2019 and 2018.

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. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Purchase Price Allocation in Business Combinations. The Group accounts for the acquired businesses using the acquisition method which requires extensive use of accounting judgments and estimates to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities and contingent liabilities, if any, at the acquisition date. Any difference in the purchase price and the fair values of the net assets acquired is recorded as either goodwill, a separate account in the consolidated statement of financial position, or gain on bargain purchase in the consolidated statement of comprehensive income. Thus, the numerous judgments made in estimating the fair value to be assigned to the acquiree's assets and liabilities can materially affect the Group's financial position and performance.

The Group's acquisition of a subsidiary has resulted in recognition of gain on bargain purchase amounting to ₱191.1 million for the year ended December 31, 2019 (see Note 6).

Revenue Recognition Method and Measure of Progress. The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue. This is generally driven by the buyer's commitment to pay and percentage of completion.

The Group's revenue from sale of real estate is recognized using the percentage-of-completion method. This is measured principally on the basis of the estimated completion of a physical proportion of the contract work. In view of the continuing community quarantines and restricted mobility, the progress of the Group's performance obligation is adversely affected which resulted to lower percentage of completion in 2020.

The Group has set a certain percentage of collection over the total selling price in demonstrating the buyer's commitment to pay. The percentage is representative of the buyer's substantial investment that gives the buyer a stake in the project sufficient that the risk of loss through default motivates the buyer to honor its obligation to the Group.

Revenue from sale of real estate recognized over time amounted to ₱7,213.1 million, ₱10,825.3 million and ₱11,360.4 million in 2020, 2019 and 2018, respectively.

Measurement of Expected Credit Losses. ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:

- *Financial assets that are not credit-impaired at the reporting date:* as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive.

- *Financial assets that are credit-impaired at the reporting date:* as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate.

Except for installment contracts receivable, the Group uses low credit risk operational simplification to identify whether the credit risk of financial assets has significantly increased.

Inputs, Assumptions and Estimation Techniques. The ECL is measured on either a 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Loss Given Default (LGD), and Exposure at Default (EAD), defined as follows:

- *Probability of default*

  The PD represents the likelihood of a customer defaulting on its financial obligation, either over the next 12 months, or over the remaining life of the obligation. PD estimates are estimates at a certain date, which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. These statistical models are based on internally compiled data comprising both quantitative and qualitative factors. Where it is available, market data may also be used to derive the PD for large corporate counterparties. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated PD. PDs are estimated considering the contractual maturities of exposures and estimated prepayment rates.

  The 12-months and lifetime PD represent the expected point-in-time probability of a default over the next 12 months and remaining lifetime of the financial instrument, respectively, based on conditions existing at the balance sheet date and future economic conditions that affect credit risk.

- *Loss given default*

  Loss Given Default represents the Group's expectation of the extent of loss on a defaulted exposure, taking into account the mitigating effect of collateral, its expected value when realized and the time value of money. LGD varies by type of counterparty, type of seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

- *Exposure at default*

  EAD is based on the amounts the Group expects to be owed at the time of default, over the next 12 months or over the remaining lifetime. For example, for a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

  The ECL is determined by projecting the PD, LGD, and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or the customer's borrowing rates.

  The lifetime PD is developed by applying a maturity profile to the current 12-month PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio. This is supported by historical analysis.

  The 12-month and lifetime EADs are determined based on the contractual repayments owed by the customer. Early repayment/refinance assumptions, when allowed, are also incorporated into the calculation.

  The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by project and by completion status.

The COVID-19 pandemic did not have a significant impact on the collectability of the Group's trade receivables in 2020. Considering the evolving nature of this pandemic, the Group will continue to monitor the situation. Uncertainties in market trends and economic conditions may persist due to the COVID-19 pandemic, which may impact actual results and differ materially from the estimates of ECL.

General Approach for Cash and Cash Equivalents. The Group recognizes a loss allowance based on either 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instrument since initial recognition. The changes in the loss allowance balance are recognized in profit or loss as an impairment gain or loss. The Group uses external credit rating approach to calculate ECL for cash and cash equivalents, accounts receivable and receivable from ultimate parent. This approach leverages on available market data (i.e., S&P and Moody's and Fitch credit ratings for default rates). S&P, Moody's, Fitch and Reuters are reliable market data sources that provide default and recovery rate data. This information is widely used by investors and stakeholders in decision-making in terms of investment, credit activities, etc.

Simplified Approach for Installment Contracts Receivable. The Group uses vintage analysis to calculate ECLs for installment contracts receivable. The PD rates using vintage analysis are based on default counts of contract issuances in a given period for groupings of various customer segments that have similar loss patterns (i.e., individual, and corporate).

The vintage analysis is initially based on the Group's historical observed default rates. The Group will calibrate the matrices to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., CPI) are expected to deteriorate over the next year which can lead to an increased number of defaults in the real estate sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the relationship between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

Incorporation of Forward-looking Information. The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL.

The Group considers a range of relevant forward-looking macro-economic assumptions for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of ECLs. Based on the Group's evaluation and assessment and after taking into consideration external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies, monetary authorities and selected private-sector and academic institutions.

The base case represents a most-likely outcome and is aligned with information used by the Group for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Group has identified and documented key drivers of credit risk and credit losses of each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

Predicted relationship between the key indicators and default and loss rates on various portfolios of financial assets have been developed based on analyzing historical data over the past one year and three months. The methodologies and assumptions including any forecasts of future economic conditions are reviewed regularly.

The Group has not identified any uncertain event that it has assessed to be relevant to the risk of default occurring but where it is not able to estimate the impact on ECL due to lack of reasonable and supportable information.

Grouping of Instruments for Losses Measured on Collective Basis. For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogenous. In performing this grouping, there must be sufficient information for the Group to be statistically credible. Where sufficient information is not available internally, the Group has considered benchmarking internal/external supplementary data to use for modelling purposes.

The Group grouped its installment contracts receivable for collective measurement into (i) individuals and (ii) corporate customers. No impairment losses were recognized for installment contracts receivable, recognized as trade receivables, in 2020 and 2019.

Exposures that have not deteriorated significantly since origination, or where the deterioration remains within the Group's investment grade criteria are considered to have a low credit risk. The provision for credit losses for these financial assets is based on a 12-month ECL. The low credit risk exemption has been applied on debt investments that meet the investment grade criteria of the Group in accordance with externally available ratings.

Fair Value of Financial Assets and Financial Liabilities. Entities are required to disclose for each class of financial assets and liabilities the fair value of that class of assets and liabilities in a way that permits it to be compared with the corresponding carrying amount in the consolidated statements of financial position, which requires the use of accounting judgment and estimates. While significant components of fair value measurement are determined using verifiable objective evidence (i.e., foreign exchange rates and interest rates), the timing and amount of changes in fair value would differ with the valuation methodology used. Any change in the fair value of these financial assets and liabilities would affect the disclosures made by management. The fair values of the Group's financial assets and liabilities are set out in Note 31.

Evaluation of Net Realizable Value of Real Estate Inventories. Real estate inventories are carried at the lower of cost or NRV. The carrying value of real estate inventories are adjusted when the NRV becomes lower than cost due to changes in estimated selling prices less cost to sell. Real estate inventories, stated at cost, amounted to ₱13,154.5 million and ₱12,017.1 million as at December 31, 2020 and 2019, respectively (see Note 9).

Estimating Useful Lives of Investment Properties and Property and Equipment. The useful life of each of the Group's investment properties and property and equipment is estimated based on the period over which the asset is expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful life of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the asset. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A reduction in the estimated useful life of any items of property and equipment, and investment properties would increase the recorded depreciation expense and decrease investment properties and property and equipment accounts.

There were no changes in the estimated useful lives of investment properties and property and equipment in 2020, 2019 and 2018.

Investment properties, net of accumulated depreciation, (excluding land and investment properties in progress) amounted to ₱10,941.1 million and ₱11,414.2 million as at December 31, 2020 and 2019, respectively (see Note 11).

Property and equipment, net of accumulated depreciation and amortization, (excluding land and construction in progress) amounted to ₱1,710.5 million and ₱2,013.0 million as at December 31, 2020 and 2019, respectively (see Note 12).

Impairment of Nonfinancial Assets. PFRS requires that an impairment review be performed when certain impairment indicators are present. 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.

Determining the recoverable amounts of investment properties, investment in joint venture and associate and property and equipment, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the use of estimates and assumptions that can materially affect the consolidated financial statements. Future events could indicate that investment properties, investment in joint venture and property and equipment are impaired. Any resulting impairment loss could have a material adverse impact on the financial position and results of operations of the Group.

The preparation of estimated future cash flows involves significant judgment and estimations. While the Group believes that its assumptions are appropriate and reasonable, significant changes in these assumptions may materially affect its assessment of recoverable values and may lead to future additional impairment charges under PFRS.

Noncurrent assets that are subject to impairment testing when impairment indicators are present are as follows:

	2020	2019
Investment properties (see Note 11)	**₱14,485,925**	₱14,412,263
Property and equipment (see Note 12)	**5,282,747**	5,618,342
Investments in joint venture and associate (see Note 13)	**2,829,216**	2,943,581

The fair value of the investment properties amounted to ₱26.4 billion and ₱27.2 billion as at December 31, 2020 and 2019, respectively (see Note 11).

The Group has considered the impact of the COVID-19 pandemic and assessed that the Group's nonfinancial assets are not impaired. As at December 31, 2020 and 2019, no other impairment indicators were identified for the Group's nonfinancial assets.

No impairment loss was recognized in 2020, 2019 and 2018.

Deferred Tax Assets. Management uses judgment in reviewing the carrying amount of deferred tax assets. The carrying amount of deferred tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of such deferred tax assets to be utilized. However, there is no assurance that sufficient taxable profit will be generated to allow all or part of the deferred tax assets to be utilized.

Deferred tax assets recognized in the consolidated statements of financial position amounted to ₱75.9 million and ₱45.9 million as at December 31, 2020 and 2019, respectively. Unrecognized deferred tax assets amounted to ₱41.4 million and ₱49.4 million as at December 31, 2020 and 2019, respectively (see Note 26).

Pension Costs and Other Employee Benefits. The determination of the Group's obligation and cost of pension and other employee benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 24 and include, among others, discount rate and expected rate of salary increase. Due to the complexity of the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

Pension liability and other employee benefits amounted to ₱294.9 million and ₱287.9 million as at December 31, 2020 and 2019, respectively. Since there is no minimum funding requirement, the resulting net asset or net liability recognized in the consolidated statements of financial position was determined as the lower of the surplus of the plan and the present value of the future service cost to the Group (see Note 25).

6. **Business Combination and Non-controlling Interests**

a. RCDC

On August 8, 2018, the Parent Company entered into a Joint Venture Agreement with San Ramon Holdings, Inc., CVY Property Holdings, Inc. and various individuals (collectively “Carmelray shareholders”) to develop the residential project in Canlubang, Laguna called “Rockwell South at Carmelray”. Pursuant to the Agreement, RCDC was designated by the Parent Company and the Carmelray shareholders to handle the development of “Rockwell South at Carmelray” project. As at December 31, 2018, the Parent Company held 14.7% interest in RCDC, equivalent to 450,000 common shares (eventually converted into 44.1 million Class A redeemable preferred shares and 900,000 common shares on May 27, 2019), and was accounted for as an investment in associate (see Note 13).

On November 20, 2019, the Parent Company subscribed to an additional 240.9 million Class A redeemable preferred shares, representing 37.6% of the total issued and outstanding shares of RCDC, for a total purchase price of ₱2,409.0 million, subject to SEC approval of RCDC’s increase in authorized capital stock. On December 18, 2019, the SEC approval has been obtained and RCDC became Rockwell Land’s subsidiary.

As a result, the Parent Company’s ownership interest in RCDC increased from 14.7% to 52.3% and the transaction was accounted for as a business combination using the acquisition method. Accordingly, the Parent Company’s previously held interest of 14.7% was remeasured at acquisition date resulting in recognition of gain on remeasurement of ₱58.5 million in the 2019 consolidated statement of comprehensive income.

The identifiable net assets included in the December 31, 2019 consolidated statement of financial position were based on a provisional assessment of their fair value while the Group sought an independent valuation for the real estate inventories of RCDC.

The receivables and contract assets have not been impaired and it is expected that the full contractual amounts can be collected.

The non-controlling interests were recognized as a proportion of the fair value of the identifiable net assets acquired.

As the final purchase price allocation resulted to immaterial adjustments to the provisional amounts recognized as at December 31, 2019, no restatement has been made in the consolidated financial statements as at and for the year ended December 31, 2019.

Accordingly, the final fair values and the corresponding carrying amounts of the identifiable assets and liabilities of RCDC at acquisition date follows:

	Fair Value	Carrying Value
Cash and cash equivalents	₱1,080,634	₱1,080,634
Receivables and contract assets	2,215,644	2,215,644
Real estate inventories	3,120,964	2,543,464
Other current assets	126,271	126,271
Trade and other payables	440,701	440,701
Deferred tax liability (asset) - net	133,410	(39,840)
Net assets	5,969,402	5,565,152
Non-controlling interests (47.7% of fair value of net assets acquired)	(2,845,954)	
Fair value of previously held interest	(523,379)	
Gain on bargain purchase	(191,069)	
Consideration transferred	₱2,409,000	

RCDC did not contribute any revenues and net income to the 2019 consolidated revenues and consolidated net income of the Group. If the acquisition had taken place at the beginning of the year, RCDC's contributions to the 2019 consolidated revenue and consolidated net income would have been ₱363.3 million and ₱151.8 million, respectively. Transaction costs incurred for the acquisition amounted to ₱24.1 million which were recorded as part of "Taxes and licenses" included under "General and administrative expenses" account in the 2019 consolidated statement of comprehensive income (see Note 23).

The gain on bargain purchase was the result of the higher increase in the fair value of RCDC's real estate inventories as compared to the consideration transferred by the Parent Company.

RCDC's summarized financial information follows:

	2020	2019
Current assets	**₱5,745,401**	₱5,564,259
Noncurrent assets	**709,404**	441,594
Current liabilities	**588,581**	441,933
Noncurrent liabilities	**215,639**	2,048
Revenues	**1,986,981**	363,287
Total comprehensive income	**736,301**	97,818

	2020	2019
Cash flows:		
Operating	**247,129**	(205,225)
Financing	**(647,587)**	835,774

In 2020, RCDC redeemed preferred shares of non-controlling interest holder and paid dividends to non-controlling interest holder amounting to ₱258.3 million and ₱134.1 million, respectively. Non-controlling interest in RCDC amounted to ₱2,622.0 million and ₱2,846.0 million as at December 31, 2020 and 2019, respectively.

b. Rock MFA

On July 14, 2017, the Parent Company entered into a Joint Venture Agreement with Mitsui Fudosan (Asia) Pte. Ltd. (Mitsui) to develop the residential component of its project in Quezon City called “The Arton by Rockwell”. In accordance with the Agreement, Rock MFA was incorporated on August 22, 2017 by the Parent Company and Mitsui through SEAI Metro Manila One, Inc. (MFAP) to handle the development of “The Arton by Rockwell”. As at December 31, 2020 and 2019, the Parent Company owns 80% interest in Rock MFA.

Non-controlling interest in Rock MFA amounted to ₱312.7 million, ₱292.6 million and ₱287.5 million as at December 31, 2020, 2019 and 2018, respectively.

c. Rockwell Primaries South

On December 22, 2014, Rockwell Primaries entered into a Memorandum of Agreement with ATR Holdings, Inc. and Dragon Eagle International Limited for the joint and collective investment in and acquisition of all of the outstanding common shares of Maybank ATR Kim Eng Capital Partners, Inc. (Maybank ATR) in Rockwell Primaries South, the developer of East Bay Residences (East Bay) project. Rockwell Primaries acquired 1,860,000 common shares, equivalent to 60% ownership interest, through a Deed of Absolute Sale for a consideration of ₱591.1 million (initial consideration of ₱561.6 million plus payment of indemnity premium of ₱29.5 million). Initial payment representing 25% of the purchase price was made at closing date and the remaining 75% is payable over five years with 5% interest per annum (see Notes 5 and 9). The note payable was paid in full in 2019 (see Note 16).

On July 29, 2019, Rockwell Primaries, ATR Holdings, Inc. and Dragon Eagle International Limited entered into a Share Sale and Purchase Agreement wherein Rockwell Primaries will purchase the 1,240,000 common shares held by ATR Holdings, Inc. and Dragon Eagle International Limited, equivalent to 40% ownership interest, for a total consideration of ₱208.0 million. As a result, Rockwell Primaries South became a wholly owned subsidiary of Rockwell Primaries effective July 2019 and non-controlling interests was reduced by ₱249.2 million, representing the carrying value of non-controlling interests as of the date of additional acquisition, with a credit of ₱249.2 million to other equity adjustment. The total consideration was paid in full in 2019.

Non-controlling interest in Rockwell Primaries South amounted to ₱260.3 million as at December 31, 2018.

7. Cash and Cash Equivalents

This account consists of:

	2020	2019
Cash on hand and in banks	**₱1,367,806**	₱1,574,009
Short-term investments	**1,837,216**	4,131,853
	₱3,205,022	₱5,705,862

Cash in banks earn interest at the respective bank deposit rates. Short-term investments consist of peso and dollar-denominated placements 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 short-term investments amounted to ₱10.9 million, ₱26.0 million and ₱5.0 million in 2020, 2019 and 2018 respectively (see Note 22).

8. Trade and Other Receivables and Contract Assets

Trade and other receivables consist of:

	2020	2019
Trade receivables from:		
Sale of real estate (see Note 21)	**₱3,465,017**	₱4,367,513
Lease	**443,608**	234,784
Advances to officers and employees (see Note 28)	**53,720**	44,736
Others	**164,617**	179,086
	4,126,962	4,826,119
Less: Allowance for doubtful accounts	**(16,992)**	(3,562)
	₱4,109,970	₱4,822,557

Trade receivables from sale of real estate lots consist of installment contract receivables from real estate customers. Installment contract receivables are collectible in equal monthly installments with terms typically up to five years for high-rise projects and up to three years for horizontal projects. These are noninterest-bearing and are carried at amortized cost. The fair value at initial recognition is derived using discounted cash flow model.

As of December 31, contract assets consist of:

	2020	2019
Current	**₱12,081,855**	₱6,873,196
Noncurrent	**2,117,064**	6,278,211
	₱14,198,919	₱13,151,407

In 2020 and 2019, the Group entered into loan financing agreements with financial institutions whereby the Group assigned its installment contracts receivables on a with recourse basis. These receivables are used as collateral to secure the corresponding loans payable obtained. The Group still retains the assigned receivables in the trade receivables account and recognizes the proceeds from the loan availment as loans payable. As at December 31, 2020, the carrying value of installment contracts receivables and contract assets, and the corresponding loans payable amounted to ₱2,179.7 and ₱3,077.7 million, respectively (see Note 16). As at December 31, 2019, the carrying value of installment contracts receivables and contract assets, and the corresponding loans payable amounted to ₱4,657.9 million and ₱5,420.1 million, respectively (see Note 16).

Contract assets represent excess of recognized revenues from contracts with real estate customers determined based on percentage of completion against amounts billed to customers. As at December 31, 2020, the movement in contract assets comprises the reclassifications to installment contracts receivables from sale of real estate, and unbilled revenues recognized for the year amounting to ₱3,465.0 million and ₱14,198.9 million. As at December 31, 2019, the movement in contract assets comprises of the reclassifications to installment contracts receivables from sale of real estate, and unbilled revenues recognized for the year amounting to ₱4,367.5 million and ₱13,151.4 million, respectively (see Note 21).

Interest income earned from sale of real estate amounted to ₱1.7 billion, ₱1.7 billion and ₱1.8 billion in 2020, 2019 and 2018, respectively (see Note 22). Unamortized unearned interest on these receivables and contract assets amounted to ₱2.82 billion and ₱2.47 billion as at December 31, 2020 and 2019, respectively.

Movements of unearned interest on trade receivables from sale of real estate and contract assets follow:

	2020	2019
Trade receivables/contract assets at nominal amount	**₱20,485,639**	₱19,993,913
Less unearned interest:		
Balance at beginning of year	**2,474,993**	3,146,404
Unearned interest	**2,033,522**	980,621
Amortization (see Note 22)	**(1,686,812)**	(1,652,032)
Balance at end of year	**2,821,703**	2,474,993
Trade receivables/contract assets at discounted amount	**₱17,663,936**	₱17,518,920

Trade receivables from lease represent short-term receivables from the "Power Plant" Mall tenants and from other commercial establishments on properties held for lease within the Rockwell Center, The Grove, The Rockwell Business Center (RBC) Sheridan, Santolan Town Plaza, 53 Benitez, The Arton Strip, The Vantage Gallery and East Bay Retail Row which are normally collectible within 30 days from billing date.

Advances to officers and employees mainly representing cash advances to be used for operations are noninterest-bearing and will be liquidated within one year.

Other receivables mainly consist of claims from contractors and receivable from various third parties. These are noninterest-bearing and are due and demandable.

The movements of the allowance for doubtful accounts, determined on a collective basis using ECL model (trade receivables) and specific identification (other receivables), follows:

	2020		2019	
	Trade Receivables from Lease	**Others**	Trade Receivables from Lease	Others
Balance at beginning of year	**₱1,549**	**₱2,013**	₱1,549	₱2,013
Provisions (Note 23)	**3,564**	**9,866**	–	–
Balance at end of year	**₱5,113**	**₱11,879**	₱1,549	₱2,013

9. Real Estate Inventories

This account consists of:

	2020	2019
Land and development costs:		
Rockwell South	**₱2,608,858**	₱3,120,964
The Arton	**1,512,428**	1,579,418
East Bay Residences (see Note 6)	**1,133,197**	1,167,581
Mactan	**890,888**	826,461
Proscenium (see Note 17)	**673,620**	1,023,308
Terreno South	**567,270**	357,725
Bacolod	**429,583**	361,249
Stonewell	**194,369**	178,393
32 Sanson	**140,561**	212,393
The Vantage	**120,367**	128,776
Edades Suites	**203**	7,638
Land held for future development and other developments costs	**3,695,916**	2,753,229
Condominium units for sale	**1,187,245**	299,925
	₱13,154,505	₱12,017,060

The rollforward analysis of this account follows:

	2020	2019
At January 1	**₱12,017,060**	₱10,486,706
Cost of real estate sold (shown as part of "Cost of real estate" account in the consolidated statements of comprehensive income)	**(4,991,811)**	(7,327,049)
Construction/development costs incurred (see Note 29)	**4,172,083**	5,440,607
Land acquired	**663,673**	1,247,949
Transfers from (to) property and equipment (see Note 12)	**1,293,500**	(952,117)
Effect of business combination (see Note 6)	–	3,120,964
Balance at end of year	**₱13,154,505**	₱12,017,060

Details related to on-going projects as at December 31 are as follows:

Project	Structure and Location	Expected Completion Date	Construction Stage*	Estimated Cost to Complete **2020**	Estimated Cost to Complete 2019
The Arton:					
West	Highrise condominium, Quezon City	2022	Superstructure	**₱951,617**	₱1,544,990
North	Highrise condominium, Quezon City	2023	Superstructure	**2,040,006**	2,126,939
East Bay Residences:					
Fordham	Midrise condominium, Muntinlupa City	2022	Superstructure	**287,970**	650,217
Larsen	Midrise condominium, Muntinlupa City	2025	Site development	**1,403,234**	1,179,575
Rockwell South:					
Cluster 1	Residential lots, Laguna	2022	Land development	**973,764**	1,115,713
Cluster 2	Residential lots, Laguna	2022	Site development	**334,476**	425,320
Proscenium:					
Lorraine	Highrise condominium, Rockwell Center	2020	Superstructure	–	305,938
Residences	Highrise condominium, Rockwell Center	2021	Superstructure	**1,418,664**	2,188,780
32 Sanson Solihiya	Midrise condominium, Cebu City	2021	Superstructure	**121,195**	293,803

(Forward)

Project	Structure and Location	Expected Completion Date	Construction Stage*	Estimated Cost to Complete **2020**	2019
The Vantage					
West	Highrise condominium, Pasig City	2021	Superstructure	**₱152,939**	₱262,477
East	Highrise condominium, Pasig City	2021	Superstructure	**253,735**	285,559
Stonewell:					
Acacia	Residential house and lots, Batangas	2020	Superstructure	**–**	3,513
Mahogany	Residential house and lots, Batangas	2022	Superstructure	**104,117**	165,441
Royal Palms	Residential house and lots, Batangas	2022	Superstructure	**134,387**	214,323
Edades Suites	Highrise condominium, Rockwell Center	2021	Superstructure	**455,087**	360,586
Terreno South					
Phase 1	Residential lots, Batangas	2021	Land development	**68,694**	37,260
Phase 2	Residential lots, Batangas	2022	Land development	**148,301**	–
Aruga Residences	Highrise condominium, Mactan	2024	Superstructure	**3,706,053**	–
				₱12,554,239	₱11,160,434

**Construction stage as at December 31, 2020.*

As at December 31, 2020 and 2019, land held for future development and other development costs mainly pertain to land acquisitions in Manila and certain provinces.

As at December 31, 2020, condominium units for sale primarily pertain to unsold units of recently completed projects such as Proscenium Kirov, Lorraine and Podiums, The Grove and Edades Serviced Apartments which are now available for sale. As at December 31, 2019, condominium units for sale primarily pertain to unsold completed units of Proscenium Kirov, Lincoln, and Sakura; and The Grove.

As at December 31, 2020 and 2019, advances to contractors, shown separately in the consolidated statements of financial position, mainly pertain to advances related to the development of various projects.

The cost of real estate inventories (i.e., land and development costs and condominium units for sale) consists of the costs of land and direct development costs incurred in connection to its development.

10. Other Current Assets

This account consists of:

	2020	2019
Creditable withholding tax	**₱955,989**	₱774,761
Input VAT	**701,486**	586,681
Prepaid costs (see Notes 17 and 21)	**449,805**	608,855
Refundable deposits	**71,506**	73,594
Supplies	**20,793**	16,230
Restricted cash	**15,416**	15,416
Others	**36,354**	42,966
	₱2,251,349	₱2,118,503

Prepaid costs primarily pertain to costs to obtain a contract which consist of sales commission pertaining to real estate sold capitalized as deferred selling expense (see Note 21).

Refundable deposits mainly consist of security deposits and advance rent in accordance with lease agreement.

Restricted cash represents funds in escrow intended for the payment of land acquired in 2019. In January 2021, said escrow has been released to the seller.

11. Investment Properties

The rollforward analysis of this account follows:

	2020				
	Land	**Buildings and Improvements**	**Right-of-use Assets**	**Investment Properties in Progress**	**Total**
At January 1, 2020, net of accumulated depreciation and amortization	**₱2,777,154**	**₱10,905,029**	**₱509,218**	**₱220,862**	**₱14,412,263**
Additions to construction (see Note 29)	–	**–**	**–**	**546,784**	**546,784**
Depreciation and amortization (see Note 23)	–	**(457,854)**	**(15,268)**	**–**	**(473,122)**
At December 31, 2020, net of accumulated depreciation and amortization	**₱2,777,154**	**₱10,447,175**	**₱493,950**	**₱767,646**	**₱14,485,925**

	2020				
	Land	**Buildings and Improvements**	**Right-of-use Assets**	**Investment Properties in Progress**	**Total**
At January 1, 2020:					
Cost	**₱2,777,154**	**₱13,932,141**	**₱524,486**	**₱220,862**	**₱17,454,643**
Accumulated depreciation and amortization	**–**	**(3,027,112)**	**(15,268)**	**–**	**(3,042,380)**
Net carrying amount	**₱2,777,154**	**₱10,905,029**	**₱509,218**	**₱220,862**	**₱14,412,263**
At December 31, 2020:					
Cost	**₱2,777,154**	**₱13,932,141**	**₱524,486**	**₱767,646**	**₱18,001,427**
Accumulated depreciation and amortization	**–**	**(3,484,966)**	**(30,536)**	**–**	**(3,515,502)**
Net carrying amount	**₱2,777,154**	**₱10,447,175**	**₱493,950**	**₱767,646**	**₱14,485,925**

	2019				
	Land	Buildings and Improvements	Right-of-use Assets	Investment Properties in Progress	Total
At January 1, 2019, net of accumulated depreciation and amortization	₱2,622,994	₱9,747,215	₱524,486	₱146,848	₱13,041,543
Additions:					
Land acquisition	154,160	–	–	–	154,160
Construction costs (see Note 29)	–	1,448,511	–	178,966	1,627,477
Reclassification	–	104,952	–	(104,952)	–
Depreciation and amortization (see Note 23)	–	(395,649)	(15,268)	–	(410,917)
At December 31, 2019, net of accumulated depreciation and amortization	₱2,777,154	₱10,905,029	₱509,218	₱220,862	₱14,412,263

	2019				
	Land	Buildings and Improvements	Right-of-use Assets	Investment Properties in Progress	Total
At January 1, 2019:					
Cost	₱2,622,994	₱12,378,678	₱524,486	₱146,848	₱15,673,006
Accumulated depreciation and amortization	–	(2,631,463)	–	–	(2,631,463)
Net carrying amount	₱2,622,994	₱9,747,215	₱524,486	₱146,848	₱13,041,543
At December 31, 2019:					
Cost	₱2,777,154	₱13,932,141	₱524,486	₱220,862	₱17,454,643
Accumulated depreciation and amortization	–	(3,027,112)	(15,268)	–	(3,042,380)
Net carrying amount	₱2,777,154	₱10,905,029	₱509,218	₱220,862	₱14,412,263

Investment properties are carried at cost. Investment properties consist of the "Power Plant" Mall (₱3.5 billion as at December 31, 2020 and 2019), other investment properties held for lease within the Rockwell Center, The Grove, Santolan Town Plaza, 53 Benitez, RBC Sheridan, East Bay Retail Row and The Arton Strip (₱10.7 billion and ₱9.6 billion as at December 31, 2020 and 2019, respectively) and land held for appreciation (₱771.5 million and ₱954.8 million as at December 31, 2020 and 2019, respectively).

Investment properties in progress include costs incurred for the construction of One Proscenium and Rockwell Performing Arts Theater in 2020 and One Proscenium in 2019. General borrowing costs capitalized as part of investment properties amounted to ₱33.8 million and ₱9.6 million in 2020 and 2019, respectively (see Note 16). Average capitalization rates used for all ongoing projects are 5.37% and 5.54% in 2020 and 2019, respectively.

Accretion of interest expense on installment payable, capitalized as part of construction costs, amounted to ₱0.9 million and ₱3.0 million in 2020 and 2019, respectively (see Note 17).

Amortization of discount on retention payable, capitalized as part of construction costs, amounted to ₱4.1 million and ₱2.8 million in 2020 and 2019, respectively (see Note 18).

As at December 31, 2020 and 2019, advances to contractors, included under "Other noncurrent assets" account in the consolidated statements of financial position, amounting to ₱299.1 million and ₱349.9 million, respectively, primarily pertain to advances related to the development of "Mactan Hotel", "Aruga Makati" "One Proscenium" projects and "Mall Expansion" and "One Proscenium" projects.

Lease income earned from investment properties amounted to ₱1,149.9 million, ₱1,845.2 million and ₱1,499.1 million in 2020, 2019 and 2018, respectively. Direct operating expenses incurred amounted to ₱555.7 million, ₱633.6 million and ₱596.8 million in 2020, 2019 and 2018, respectively.

As a consequence of the COVID-19 pandemic, the Group provided certain rent concessions to its tenants of commercial spaces in the form of lease payment holidays and lease reduction from March to December 31, 2020. The Group accounted for the rent concessions as not a lease modification. The rent concessions resulted to reduction in rental income in 2020 amounting to ₱512.0 million.

The aggregate fair value of the Group's Power Plant Mall and Mall Expansion amounted to ₱12.5 billion and ₱13.0 billion as at December 31, 2020 and 2019, respectively. The aggregate fair value of other investment properties held for lease within the Rockwell Center, The Grove, RBC Sheridan, 8 Rockwell, Santolan Town Plaza,, East Bay Retail Row, The Arton Strip, The Vantage Gallery and land held for appreciation amounted to ₱13.9 billion and ₱14.2 billion as at December 31, 2020 and 2019, respectively.

The fair value as at December 31, 2020 and 2019 was determined by independent professionally qualified appraisers. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable willing seller in an arm's length transaction at the date of valuation.

The fair value of the mall and investment properties held for lease within the Rockwell Center, The Grove, RBC Sheridan,8 Rockwell, Santolan Town Plaza, East Bay Retail Row, The Vantage Gallery and The Arton Strip was arrived at through the use of the "Income Approach," particularly the "Discounted Cash Flow Analysis" which is a financial modelling technique based on explicit assumptions regarding the prospective cash flow to a property. This analysis involves the projection of a series of periodic cash flows to an operating property. To this projected cash flow series, an appropriate discount rate is applied to establish an indication of the present value of the income stream associated with the property being valued. In an operating property, periodic cash flow is typically estimated as gross revenue less operating expenses and other outgoings. The series of periodic net operating incomes, along with an estimate of the terminal value, anticipated at the end of the projection period, is then discounted at the discount rate, being a cost of capital or a rate of return used to convert a monetary sum, payable or receivable in the future, into present value. This is included under Level 3 in the fair value hierarchy (see Note 31).

The fair value of land held for appreciation and land component of assets under construction was arrived at through the use of the “Market Data Approach.” “Market Data Approach” is based on the assumption that no prudent purchaser will buy more than what it will cost him to acquire an equally desirable substitute parcel or site. This approach is primarily based on sales and listings, which are adjusted for time of sale, location, and general characteristics of comparable lots in the neighborhood where the subject lot is situated. This is included under Level 2 in the fair value hierarchy (see Note 31).

The fair value of assets recently completed and undergoing construction was arrived at through the use of the “Cost Approach”. “Cost Approach” is based on the amount required to replace the service capacity of an asset (frequently referred to as current replacement cost). This approach is applied by estimating the amount that currently would be required to construct a substitute software asset of comparable utility. This is included under Level 3 in the fair value hierarchy (see Note 31).

12. Property and Equipment

The rollforward analysis of this account follows:

	2020					
	Land	**Buildings and Improvements**	**Office Furniture and Other Equipment**	**Transportation Equipment**	**Construction in Progress**	**Total**
Cost						
At January 1	**₱1,232,168**	**₱2,470,985**	**₱1,921,266**	**₱368,501**	**₱2,497,494**	**₱8,490,414**
Additions	**–**	**–**	**60,593**	**3,605**	**1,228,224**	**1,292,422**
Transfers to real estate inventories (see Note 9)	**(717,136)**	**(698,503)**	**–**	**–**	**–**	**(1,415,639)**
At December 31	**515,032**	**1,772,482**	**1,981,859**	**372,106**	**3,725,718**	**8,367,197**
Accumulated Depreciation and Amortization						
At January 1	**–**	**1,021,824**	**1,558,478**	**291,770**	**–**	**2,872,072**
Depreciation and amortization (see Note 22)	**–**	**156,634**	**151,209**	**26,674**	**–**	**334,517**
Transfers to real estate inventories	**–**	**(122,139)**	**–**	**–**	**–**	**(122,139)**
At December 31	**–**	**1,056,319**	**1,709,687**	**318,444**	**–**	**3,084,450**
Net Book Value at December 31	**₱515,032**	**₱716,163**	**₱272,172**	**₱53,662**	**₱3,725,718**	**₱5,282,747**

	2019					
	Land	Buildings and Improvements	Office Furniture and Other Equipment	Transportation Equipment	Construction in Progress	Total
Cost						
At January 1	₱280,051	₱2,470,985	₱1,763,092	₱323,428	₱1,467,384	₱6,304,940
Additions	–	–	170,692	56,911	1,030,110	1,257,713
Transfers from real estate inventories (see Note 9)	952,117	–	–	–	–	952,117
Disposals	–	–	(12,518)	(11,838)	–	(24,356)
At December 31	1,232,168	2,470,985	1,921,266	368,501	2,497,494	8,490,414
Accumulated Depreciation and Amortization						
At January 1	–	807,805	1,351,733	245,716	–	2,405,254
Depreciation and amortization (see Note 22)	–	214,019	219,263	57,892	–	491,174
Disposals	–	–	(12,518)	(11,838)	–	(24,356)
At December 31	–	1,021,824	1,558,478	291,770	–	2,872,072
Net Book Value at December 31	₱1,232,168	₱1,449,161	₱362,788	₱76,731	₱2,497,494	₱5,618,342

Construction in progress pertains to the ongoing construction of Aruga Makati, Aruga Mactan and Rockwell Performing Arts Theater.

Borrowing costs capitalized as part of property and equipment amounted to ₱105.9 million and ₱71.9 million in 2020 and 2019, respectively (see Note 16). Average capitalization rates used are 5.37% and 5.54% in 2020 and 2019, respectively.

As at December 31, 2020 and 2019, advances to contractors, included under "Other noncurrent assets" account in the consolidated statements of financial position, amounting to ₱299.0 million and ₱235.9 million, respectively, primarily pertain to advances related to the development of "Aruga Makati", "Mactan Hotel" and "One Proscenium" projects; and "Mall Expansion and "One Proscenium" project, respectively.

13. Investments in Joint Venture and Associate

This account consists of:

	2020	2019
Investment in:		
Joint venture	**₱2,073,066**	₱2,943,581
Associate	**756,150**	–
	₱2,829,216	₱2,943,581

Investment in Joint Venture

On March 25, 2008, the Parent Company entered into a 25-year JV Agreement with Meralco to form an unincorporated and registered JV (70% for the Parent Company and 30% for Meralco), referred to as "unincorporated JV." Under the JV Agreement, the parties agreed to pool their allocated areas in the first two towers of the BPO Building, including the right to use the land, and to operate and manage the combined properties for lease or any similar arrangements to third parties under a common property management and administration. Consequently, the Parent Company's contribution to the unincorporated JV is presented as "Investment in joint venture" account in the consolidated statements of financial position. The unincorporated JV started commercial operations in July 2009.

In accordance with the terms of the JV Agreement, the Parent Company acts as the Property Manager of the unincorporated JV. Management fees recognized by the Parent Company, which is shown as part of "Others" account in the consolidated statements of comprehensive income, amounted to ₱8.0 million, ₱8.3 million and ₱11.4 million in 2020, 2019 and 2018, respectively (see Note 28). The unincorporated JV will be managed and operated in accordance with the terms of the JV Agreement and with the Property Management Plan provided for in the JV Agreement. The principal place of business of the unincorporated JV is at Meralco Compound, Ortigas Center, Pasig City.

On November 25, 2009, Meralco and the Parent Company agreed to revise the sharing of earnings before depreciation and amortization to 80% for the Parent Company and 20% for Meralco until 2014 or until certain operational indicators are reached, whichever comes first. Sharing of depreciation and amortization is proportionate to their contribution.

On December 6, 2013, Meralco and the Parent Company entered into a Supplemental Agreement to the JV Agreement to include their respective additional rights and obligations, including the development and construction of the third tower of the BPO Building. Under the Supplemental Agreement, Meralco shall contribute the corresponding use of the land where the third BPO Building will be constructed while the Parent Company shall provide the additional funds necessary to cover the construction costs. Construction of the third tower was completed in December 2014.

The joint venture's statements of financial position include the following:

	2020	2019
Current assets	**₱1,011,256**	₱1,076,008
Noncurrent assets	**2,644,733**	3,712,320
Current liabilities	**378,849**	382,044
Noncurrent liabilities	**315,617**	201,168
Cash and cash equivalents	**672,994**	827,326
Current financial liabilities (excluding trade and other payables and provisions)	**108,517**	91,367
Noncurrent financial liabilities (excluding trade and other payables and provisions)	**191,916**	190,027

The joint venture's statements of comprehensive income include the following:

	2020	2019	2018
Revenue	**₱782,659**	₱738,588	₱704,283
General and administrative expenses	**(9,025)***	4,278	31,247
Depreciation and amortization expense	**175,609**	184,499	175,609
Interest income	**9,827**	19,788	10,675
Provision for income tax	**141,886**	129,789	123,565
Total comprehensive income/net income	**484,016**	439,810	384,537

**Excess of collections on reimbursable charges over general and administrative expenses incurred.*

The carrying value of the Parent Company's investment in joint venture consists of:

	2020	2019
Cost	**₱2,536,691**	₱2,536,691
Return of investment*	**(875,476)**	–
	1,661,215	2,536,691
Accumulated share in net income:		
Balance at beginning of year	**406,890**	370,684
Share in net income**	**338,811**	307,867
Dividend distribution	**(333,850)**	(271,661)
Balance at end of year	**411,851**	406,890
Carrying value	**₱2,073,066**	₱2,943,581

**Represents excess cash of the joint venture distributed as return of capital as agreed by the joint venture partners.*
***Shown as part of "Share in net income of joint venture and associate" account in the consolidated statements of comprehensive income.*

In 2020, the Parent Company and Meralco have agreed that effective January 1, 2020, all income sharing distribution in excess of the JV's retained earnings shall be treated as return of capital. Consequently, accumulated distributions as at December 31, 2019 initially recorded as due to a related party under "Trade and other payables" account was adjusted against Investment in JV as a return of capital (see Note 15).

Below is the reconciliation of the summarized financial information of the unincorporated JV to the carrying amount of the Parent Company's investment therein:

	2020	2019
Net assets of the unincorporated JV	**₱2,961,523**	₱4,205,116
Interest of the Parent Company in the net asset of the unincorporated JV	**70%**	70%
Carrying amount of investment in joint venture	**₱2,073,066**	₱2,943,581

As at December 31, 2020 and 2019, the unincorporated JV has no commitments and contingencies.

Investment in Associate

a. NepWell Property Management, Inc.

   On August 17, 2020, the Parent Company entered into a Joint Venture Agreement with T.G.N. Realty Corporation to develop parcels of land in Pampanga, through NepWell Property Management Inc. (NPMI). The final shareholdings shall be 40%-60% between Rockwell Land and T.G.N. Realty Corporation, respectively.

   On November 6, 2020, the Parent Company subscribed to 746,698,125 redeemable preference shares and 9,451,878 common shares of NPMI, equivalent to 40% of NPMI's outstanding capital stock, for a total consideration of ₱756.2 million. As at December 31, 2020, the Parent Company made partial payment of the subscription price amounting to ₱72.0 million and accounted for such investment as an associate.

   The purchase price allocation resulted to recognition of NPMI's assets and liabilities at fair value, with land as the primary asset, and embedded goodwill amounting to ₱51.0 million.

   The Parent Company's share in the profit or loss/total comprehensive income of the NPMI in 2020 is not material to the consolidated financial statements.

b. RCDC

   On August 8, 2018, the Parent Company entered into a JV Agreement with Carmelray shareholders, through RCDC (formerly Carmelray Property Holdings, Inc.) (JV Co.), a newly incorporated entity, to jointly develop lots, house and lots, townhouses, and midrise condominium in Calamba, Laguna.

   As at December 31, 2018, Rockwell Land contributed ₱450.0 million to the JV Co. in exchange for 450,000 common shares (eventually converted into 44.1 million Class A redeemable preferred shares and 900,000 common shares on May 27, 2019) for a total ownership of 14.7%. An escrow account was initially established for the purpose of the contribution (see Note 10).

   The Parent Company and Carmelray shareholders will eventually own 70% and 30% of JV Co., respectively. The shareholding of the shareholders shall be adjusted to approximate the actual capital contribution in the JV Co.

The Parent Company assessed that it has significant influence over the JV Co. as at December 31, 2018 and accounted for its investment as an associate.

On November 20, 2019, the Parent Company infused ₱602.3 million in RCDC for subscription to an additional 240,900,000 Class A redeemable preferred shares at an aggregate amount of ₱2,409.0 million, subject to SEC approval of RCDC's increase in authorized capital stock. On December 18, 2019, the SEC approval has been obtained and RCDC became Rockwell Land's subsidiary. Accordingly, the investment in associate was reclassified to investment in subsidiary and the additional subscription was accounted for as a business combination (see Note 6).

The Parent Company's share in the profit or loss/total comprehensive income of the associate in 2019 prior to additional subscription amounting to ₱14.9 million is presented as part of the "Share in net income of joint venture and associate" account in the 2019 consolidated statement of comprehensive income. The Parent Company's share in the profit or loss/total comprehensive income of RCDC in 2018 is not material to the consolidated financial statements.

14. **Investment in Equity Instruments at FVOCI**

As at December 31, this account consists of:

	2020	2019
Quoted	**₱28,460**	₱38,211
Unquoted	**3,288**	3,308
	₱31,748	₱41,519

Quoted Equity Shares
This primarily consists of investment in Manila Polo Club shares. Movement in the balance follows:

	2020	2019
Balance at beginning of year	**₱38,211**	₱20,000
Disposal	**(7,251)**	−
Acquisition	−	12,000
Unrealized gain (loss) on fair value adjustments	**(2,500)**	6,211
Balance at end of year	**₱28,460**	₱38,211

Unquoted Equity Shares
Unquoted equity securities consist of investments in Meralco preferred shares which were issued to the Parent Company when Meralco meters were connected and will only be disposed of upon termination of service. These shares have no quoted market price and any fair value gain or loss on these investments is not material to the consolidated financial statements. As at financial reporting date, the Parent Company has no plans of disposing these unquoted equity securities.

15. **Trade and Other Payables**

This account consists of:

	2020	2019
Trade	**₱1,177,575**	₱735,805
Accrued expenses:		
Project costs	**758,056**	968,235
Taxes and licenses	**484,385**	654,162
Selling, marketing and promotions	**293,577**	303,877
Interest	**119,137**	176,345
Utilities	**67,452**	80,635
Repairs and maintenance	**31,064**	49,240
Producers’ share	**11,295**	31,248
Others (see Notes 18 and 25)	**231,413**	105,750
Deferred output VAT	**1,475,268**	1,765,746
Contract liabilities:		
Excess of collections over recognized receivables (see Notes 18 and 21)	**986,081**	940,957
Deposits from pre-selling of condominium units (see Notes 18 and 21)	**19,937**	220,999
Advance payments from members and customers (see Note 21)	**10,951**	12,812
Current portions of:		
Security deposits (see Note 18)	**249,734**	262,024
Retention payable (see Note 18)	**891,079**	201,252
Deferred lease income (see Note 18)	**158,430**	162,882
Lease liabilities (see Note 29)	**30,242**	31,807
Output VAT	**185,342**	214,634
Due to related party (see Notes 13 and 28)	**–**	488,808
Others	**146,784**	81,111
	₱7,327,802	₱7,488,329

Trade payables and accrued project costs are noninterest-bearing and are normally settled on a 30-day term.

Accrued taxes mainly consist of transfer fees payable and taxes payable other than income tax.

Accrued expenses are normally settled within 12 months.

Deposits from pre-selling of condominium units represent cash received from buyers of certain projects with pending recognition of revenue. The current portion of these deposits are expected to be applied against receivable from sale of condominium units the following year (see Notes 9 and 21).

Advance payments from members and customers mainly include membership dues received but are not yet due as at reporting period.

16. Interest-bearing Loans and Borrowings

This account consists of:

	Effective Interest Rate	2020	2019
Current			
Bonds payable	5.25% fixed	**₱3,313,400**	₱–
CTS loans	5.7%, 5.6%, 5.5%, 5.6%, 5.3%, 6.6%, 6.7%, 5.4%	**2,638,417**	1,777,449
Term loan	5.6%, 4.7%, 2.7% floating, 6.1%, 5.7%, 4.5%, 5.5%, 5.8%, 5.2%, 4.5% floating, 3.6%, 3.1%, 3.9%,	**627,923**	1,202,259
Short-term loans	3.0%, 2.8%	**800,000**	750,000
Corporate notes	5.1%, 4.8%, 4.7% fixed	–	1,528,000
		7,379,740	5,257,708
Less unamortized loan transaction costs		**25,105**	18,864
		₱7,354,635	₱5,238,844
Noncurrent			
Term loan	5.6%, 4.7%, 2.7% floating, 6.1%, 5.7%, 4.5%, 5.5%, 5.8%, 5.2%, 4.5%	**₱17,039,371**	₱11,912,238
CTS loans	5.7%, 5.6%, 5.5%, 5.6%, 5.3%, 6.6%, 6.7%, 5.4%	**439,282**	3,642,635
Bonds payable	5.3% fixed	–	5,000,000
		17,478,653	20,554,873
Less unamortized loan transaction costs		**75,273**	57,972
		₱17,403,380	₱20,496,901

Bonds Payable

On November 15, 2013, the Parent Company issued ₱5.0 billion unsecured fixed rate retail peso bonds. The bonds have a term of seven (7) years and one (1) quarter from the issue date, with fixed interest rate equivalent to 5.0932% per annum. Interest on the bonds is payable quarterly in arrears commencing on February 15, 2014.

The bonds were offered to the public at face value and were issued in scripless form, with the Philippine Depository & Trust Corporation maintaining the Electronic Registry of Bondholders, as the Registrar of the Bonds. On issue date, the bonds were listed in Philippine Dealing & Exchange Corporation to facilitate secondary trading.

The bonds shall be redeemed at par (or 100% of face value) on February 15, 2021, its maturity date, unless the Parent Company exercises its early redemption option in accordance with certain conditions. The embedded early redemption is clearly and closely related to the host debt contract; thus, not required to be bifurcated and accounted for separately from the host contract.

In June 2020, the Parent Company underwent a Consent Solicitation exercise for the amendment of its Bond Trust Indenture to remove the Debt Service Coverage Ratio (DSCR) requirement and to provide an option to Consenting bondholders to sell their bonds to the Parent Company.

Consenting bondholders who did not opt to sell their bonds received an incentive fee of ₱1.25 for each ₱1,000 of the principal amount of the bonds while Consenting bondholders who opted to sell their bonds back to the Company received proceeds equivalent to 101% of the outstanding principal amount of the bonds and any accrued interest on the payment date.

The Parent Company was able to purchase bonds with a total principal amount of ₱1,686.6 million. The Group incurred transaction costs related to the buyback of bonds such as broker's commission and PDTC fees.

Accordingly, management accounted for the buyback of bonds as extinguishment of debt, derecognizing the carrying value of the bonds and recognizing a loss on bond redemption amounting to ₱18.5 million in the 2020 consolidated statement of comprehensive income. The Company likewise recognized the incentive fee paid to consenting bondholders as part of other expense under general and administrative expense amounting to ₱2.9 million.

The outstanding balance of the bonds payable, net of unamortized loan transaction costs, amounted to ₱3,312.7 million and ₱4,991.1 million as of December 31, 2020 and 2019, respectively.

Contracts to Sell (CTS) Loan Financing

In 2020 and 2019, the Group entered into loan financing agreements with financial institutions to fund the ongoing construction of its projects whereby the Group assigned its installment contracts receivables under its CTS on a with recourse basis. These receivables are used as collateral to secure the corresponding loans obtained (see Note 8).

The CTS loans bear fixed interest rates ranging from 5.0% to 6.0%. Principal payments on the loan amounting to ₱2,457.2 million and ₱1,060.8 million were made in 2020 and 2019, respectively.

Schedule of drawdowns are set out below:

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Payments	Amount (in billions)
1	March 2018	3 years	June 2018	12	₱0.54
2	March 2018	2 years	Mar 2019	2	0.57
3	March 2018	2 years	Mar 2018	22	0.32
4	April 2018	3 years	Jul 2018	12	0.29
5	April 2018	2 years	Apr 2019	2	0.43
6	May 2018	3 years	Jun 2018	36	0.53
7	June 2018	3 years	Jul 2018	36	0.47
8	July 2018	3 years	Oct 2018	12	0.16
9	August 2018	3 years	Sep 2018	40	0.22
10	August 2018	3 years	–	Lumpsum	0.42
11	August 2018	3 years	Sep 2018	36	0.36
12	September 2018	3 years	–	Lumpsum	0.21
13	October 2018	3 years	–	Lumpsum	0.33
14	March 2019	3 years	Apr 2019	39	0.50
15	June 2019	3 years	Jul 2019	39	0.42
16	June 2019	3 years	Jul 2019	29	0.56
17	September 2019	2 years	–	Lumpsum	0.28
18	September 2019	2 years	–	Lumpsum	0.12
19	September 2019	2 years	–	Lumpsum	0.12
					₱6.85

The outstanding balance of the CTS loans, net of unamortized loan transaction costs, amounted to ₱3,070.9 million and ₱5,350.2 million as of December 31, 2020 and 2019, respectively.

Term Loan

PNB. On May 25, 2016 and December 19, 2019, the Parent Company entered into credit facilities with PNB each amounting to ₱5.0 billion, for a total of ₱10.0 billion. The Parent Company will pay 70% of the loan amounts quarterly over the term of the loans and the balance upon maturity. Details of drawdowns are as follows:

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Quarterly Payments	Amount (in billions)
1	May 2016	10 years	August 2018	32	₱1.0
2	August 2017	7 years	August 2019	20	1.0
3	September 2017	7 years	September 2019	20	1.0
4	October 2017	7 years	October 2019	20	1.0
5	December 2017	7 years	December 2019	20	1.0
6	December 2019	7 years	December 2021	20	1.0
7	January 2020	7 years	April 2022	20	1.0
8	December 2020	7 years	March 2023	20	1.0
					₱8.0

As at December 31, 2020, the total undrawn amount from the credit facilities with PNB amounted to ₱2.0 billion.

MBTC. On November 18, 2019, the Parent Company entered into a credit facility with MBTC amounting to ₱5.0 billion. The Parent Company will pay 50% of the loan amount quarterly over the term of the loan and the balance upon maturity.

Schedule of drawdowns are shown below.

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Quarter Payments	Amount (in billions)
1	November 2019	7 years	February 2022	20	₱2.0
2	December 2019	7 years	February 2022	20	1.0
3	March 2020	7 years	June 2022	20	1.0
4	August 2020	7 years	November 2022	20	1.0
					₱5.0

As at December 31, 2020, the credit facility with MBTC has been fully utilized.

On June 14, 2016, the Parent Company entered into a credit facility with MBTC amounting to ₱4.0 billion. The Parent Company will pay 70% of the loan amount quarterly over the term of the loan and the balance upon maturity. Schedule of drawdowns are shown below.

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Quarter Payments	Amount (in billions)
1	June 2016	7 years	September 2018	20	₱1.0
2	June 2016	10 years	September 2018	32	1.0
3	September 2016	7 years	December 2018	20	0.5
4	June 2017	10 years	September 2018	32	1.0
5	October 2017	10 years	September 2018	32	0.5
					₱4.0

On June 14, 2016, Retailscapes entered into a credit facility with MBTC amounting to ₱1.0 billion to finance the development of Santolan Town Plaza. Retailscapes will pay 70% of the loan amount quarterly over the term of the loan and the balance upon maturity.

Schedule of drawdowns are shown below.

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Quarterly Payments	Amount (in billions)
1	June 2016	10 years	September 2018	32	₱0.5
2	May 2017	10 years	September 2018	32	0.5
					₱1.0

BDO. On January 20, 2020, the Parent Company entered into a credit facility with BDO amounting to ₱10.0 billion. The Parent Company will pay 48% of the loan amount quarterly over the term of the loan and the balance upon maturity.

Schedule of drawdowns are shown below.

Drawdown	Drawdown Date	Maturity	Start of Principal Payment	No. of Quarter Payments	Amount (in billions)
1	February 2020	10 years	May 2022	32	₱1.0
2	April 2020	10 years	July 2022	32	1.0
3	July 2020	10 years	October 2022	32	2.0
4	September 2020	10 years	December 2022	32	1.0
					₱5.0

As at December 31, 2020, the total undrawn amount from the credit facilities with BDO amounted to ₱5.0 billion.

Shareholder Loan. On June 5, 2018, Rockwell MFA entered into a shareholder loan agreement with the Parent Company and Mitsui, through SEAI Metro Manila One, Inc., for the purpose of funding "The Arton by Rockwell" project.

As at December 31, 2020 and 2019, the loan proceeds received by Rockwell MFA from SEAI Metro Manila One, Inc. amounted to ₱215.6 million and ₱105.6 million, respectively.

The loan bears an interest rate equal to the base rate plus the applicable spread of 150 bps. The base rate may be any benchmark rate relevant to the currency and term of the loan. The outstanding loan drawdowns in 2018 and 2019 shall be payable in lumpsum on December 31, 2022 while the loan drawdowns in 2020 shall be payable on December 31, 2023.

In 2020, the Group opted to pre-terminate or accelerate payment of certain Term and CTS loans resulting to loan modification upon notice of pre-termination to the banks. Based on the Group's assessment, these modifications in the contractual cash flows are not substantial and therefore do not result in the derecognition of the affected financial liabilities. As a result, the Group recognized a loss on loans modification in the 2020 consolidated statement of comprehensive income amounting to ₱19.6 million.

Consequently, the Parent Company made acceleration payment to PNB of the loan principal amounting to ₱3,557.9 million, subject to 1% penalty resulting to a loss on prepayment of loan amounting to ₱35.6 million.

The outstanding balance of the term loans, net of unamortized loan transaction costs, amounted to ₱17,574.4 million and ₱13,066.5 million as of December 31, 2020 and 2019, respectively.

Short-term Loans
In 2020 and 2019, the Parent Company obtained short-term loans from various financial institutions bearing interest rates ranging from 3.00% to 5.75% with terms of four to six months and ranging from 3.5% to 6.1% with terms of two months up to one year, respectively. As at December 31, 2020 and 2019, outstanding short-term loans amounted to ₱0.8 billion and ₱0.7 billion, respectively.

Corporate Notes
On November 27, 2012, the Parent Company entered into a Fixed Rate Corporate Notes Facility Agreement (“the Notes”) with First Metro Investment Corporation (FMIC), PNB Capital and Investment Corporation, Metropolitan Bank and Trust Company (MBTC) - Trust Banking Group, and Philippine National Bank (PNB) - Trust Banking Group for the ₱10.0 billion Notes for the purpose of refinancing the existing ₱4.0 billion fixed rate corporate notes and to finance the Parent Company’s capital expenditures and land acquisitions.

Details of the drawdown is as follows:

Drawdown	Drawdown Date	Amount (in billions)
1	January 7, 2013	₱4.0
2	March 7, 2013	2.0
3	May 2013	1.0
4	July 26, 2013	1.5
5	August 27, 2013	1.5
		₱10.0

Interest is fixed up to maturity at 75 to 90 bps over the seven-year or ten-year PDST-F, grossed-up for gross receipts tax. The Notes contain a negative pledge.

The Notes are payable in 22 quarterly payments which started in October 2014. A portion of Tranche 2 amounting to ₱1.2 billion is paid annually at 1% of the principal amount from the issue date for six (6) years while the remaining 94% of the principal amount is paid in 2020.

The outstanding balance of the Notes, net of unamortized loan transaction costs, amounted to nil and ₱1,527.9 million as of December 31, 2020 and 2019, respectively.

Notes Payable
On December 22, 2014, Rockwell Primaries issued promissory notes to Maybank ATRKE Capital for the remaining unpaid balance of the acquisition cost of 60% interest in Rockwell Primaries South amounting to ₱421.2 million (see Note 6). Said notes are payable over five years and bear interest of 5% per annum and are not secured by collateral.

In 2019 and 2018, Rockwell Primaries made principal payments on the loan amounting to ₱92.7 million and ₱88.3 million, respectively. In 2019 and 2018, interest expense incurred and paid amounted to ₱4.6 million and ₱9.0 million, respectively (see Note 23). The note payable was paid in full in 2019.

On December 23, 2014, Rockwell Primaries South obtained a loan from Maybank ATRKE Capital in the aggregate principal amount of ₱112.7 million to pay off its obligations to a third party pursuant to the termination of the existing Joint Venture Agreement. Said notes are payable over five years and bear interest of 5% per annum and are not secured by collateral.

In 2019 and 2018, Rockwell Primaries South made principal payments on the loan amounting to ₱24.7 million and ₱88.2 million, respectively. In 2019 and 2018, interest expense incurred and paid amounted to ₱1.2 million and ₱9.0 million, respectively (see Note 23). The note payable was paid in full in 2019.

Loan Transaction Costs. As at December 31, 2020 and 2019, loan transaction costs consisting of documentary stamp tax and underwriting fees on the corporate notes and bonds were capitalized and presented as a deduction from the related loan balance.

The movement in the balance of the capitalized loan transaction costs are as follows:

	2020	2019
Balance at beginning of year	**₱76,836**	₱73,108
Additions	**68,425**	40,546
Amortization (see Note 23)	**(44,883)**	(36,818)
Balance at end of year	**₱100,378**	₱76,836

Interest expense. Interest expense on interest-bearing loans and borrowings amounted to ₱1,105.6 million, ₱1,238.1 million and ₱1,081.2 million in 2020, 2019 and 2018, respectively (see Note 23). Interest expense capitalized as part of investment properties amounted to ₱33.8 million and ₱9.6 million in 2020 and 2019, respectively (see Note 11). Interest expense capitalized as part of property and equipment amounted to ₱105.9 million and ₱71.9 million in 2020 and 2019, respectively (see Note 13).

Principal Repayments. The principal repayments of all loans and borrowings based on existing terms are scheduled as follows:

Year	Amount
2021	₱7,379,740
2022	1,949,732
2023	1,756,677
2024	5,176,093
2025 and onwards	8,596,151
	₱24,858,393

Covenants. The loan contains, among others, covenants regarding incurring additional long-term debt and paying out dividends, to the extent that such will result in a breach of the required debt-to-equity ratio, current ratio and debt service covenant ratio (only for 2019). As at December 31, 2020 and 2019, the Group has complied with these covenants (see Note 30).

17. Installment Payable

In November 2011, the Parent Company entered into a Deed of Sale with Futura Realty, Inc. for the purchase of land for development adjacent to the Rockwell Center. This is the location where the "Proscenium" Project of the Parent Company is being constructed (see Note 9).

Under the Deed of Sale, the Parent Company will pay for the cost of the property in installment until 2015 and a one-time payment in 2020. As at December 31, 2020 and 2019, the remaining undiscounted installment payable due amounted to nil and ₱655.8 million, respectively.

The installment payable and the corresponding land held for development were recorded at present value using the discount rate of 8%. Accretion of interest expense on installment payable, capitalized as part of investment properties in the consolidated statements of financial position, amounted to ₱0.9 million and ₱3.0 million in 2020 and 2019, respectively (see Note 11). Accretion of interest expense amounting to ₱54.9 million and ₱25.2 million, ₱23.9 million in 2020, 2019 and 2018, respectively, was recognized as part of the "Interest expense" account in the consolidated statements of comprehensive income (see Note 23).

Installment payable is secured by Stand-By Letters of Credit (SBLC) from MBTC and FMIC totaling ₱2.4 billion until 2020. These SBLC provides for a cross default provision wherein the SBLC shall automatically be due and payable in the event the Parent Company's other obligation is not paid when due or a default in any other agreement shall have occurred, entitling the holder of the obligation to cause such obligation to become due prior to its stated maturity. As at December 31, 2020 and 2019, the Parent Company has not drawn from the facility.

As at December 31, 2020 and 2019, the carrying value of the installment payable amounted to nil and ₱600.0 million, respectively.

18. Deposits and Other Liabilities

This account consists of:

	2020	2019
Retention payable - net of current portion of ₱891.1 million in 2020 and ₱201.3 million in 2019 (see Note 15)	**₱540,965**	₱1,116,538
Security deposits - net of current portion of ₱249.7 million in 2020 and ₱262.0 million in 2019 (see Note 15)	**327,703**	305,681
Deferred lease income - net of current portion of ₱158.4 million in 2020 and ₱162.9 million in 2019 (see Note 15)	**159,430**	156,509
Contract liabilities:		
Deposits from pre-selling of condominium units - net of current portion of ₱19.9 million in 2020 and ₱221.0 million in 2019 (see Notes 15 and 21)	**56,492**	928,261
Excess of collections over recognized receivables - net of current portion of ₱986.1 million in 2020 and ₱941.0 million in 2019 (see Notes 15 and 21)	**563,179**	21,505
Condominium and utility deposits	**128,450**	130,769
Others (see Notes 15 and 25)	**10,271**	46,371
	₱1,786,490	₱2,705,634

Retention payable is the portion of the amount billed by contractors that is being withheld as security in case the Parent Company incurs costs during the defects and liability period, which is one year after a project's completion. This is subsequently released to the contractors after the said period.

As discussed in Note 4, the Group uses discounted cash flow analysis to measure the fair value of retention payable. The resulting difference between the transaction price and fair value at initial recognition is recognized in the consolidated statements of financial position as a reduction from "Real estate inventories". The retention payable is carried at amortized cost using effective interest method. The amortization of discount on retention payable is expensed as part of the "Interest expense" account in the consolidated statements of comprehensive income (see Note 23).

The following table shows a reconciliation of unamortized discount on retention payable as at year-end.

	2020	2019
Balance at beginning of year	**₱27,991**	₱19,675
Additions	**7,768**	24,434
Amortization (see Notes 11 and 23)	**(18,039)**	(16,118)
Balance at end of year	**₱17,720**	₱27,991

Security deposits mainly consist of the four months deposits paid by mall tenants at the beginning of the lease term, to be refunded at the end of the contract.

Deferred lease income pertains to two months advance rent included in the initial billing to mall tenants, which shall be applied to the monthly rental at the end of the lease term.

19. Share-based Payment Plans

The Parent Company has an Employee Stock Option Plan (ESOP) that was approved by the BOD and stockholders on May 2, 2012 and August 3, 2012, respectively. The ESOP is offered to all regular employees of the Parent Company including employees seconded to other affiliates or other individuals that the Board of Administrators may decide to include. The aggregate number of ESOP shares that may be issued shall not at any time exceed 3% of the issued capital stock or 192,630,881 common shares of the Parent Company on a fully diluted basis and may be issued upon the exercise by the eligible participants of the stock option plans. The maximum numbers of shares a participant is entitled to shall be determined as a multiple of the gross basic monthly salary based on rank and performance for the year preceding the award. The option is exercisable anytime within the Option Term once vested. The ESOP was approved by the SEC on December 6, 2012 and was communicated to the employees on January 3, 2013.

The terms of the ESOP include, among others, a limit as to the number of shares a qualified regular employee of the Parent Company including employees seconded to other affiliates or other individuals that the Board of Administrators may decide to include may purchase. Options are expected to be granted annually over a period of 5 years. Options granted are vested after one year. All qualified participants are given until 10th year of the grant date to exercise the stock option.

The primary terms of the grants follow:

Grant date	January 3, 2013
Number of options granted	63,918,000
Offer price per share	1.46
Option value per share	1.43

The fair value of equity-settled share options granted is estimated as at the date of grant using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the option grants:

Expected volatility (%)	36.94
Exercise price (₱)	1.46
Spot price (₱)	2.52
Risk-free interest rate (%)	4.19
Term to maturity (years)	10.0
Dividend yield (%)	1.91

The expected volatility reflects the average historical volatility of peer companies based on a lookback period consistent with the term to maturity of the option. This may likewise not necessarily be the actual volatility outcome. The effects of expected early exercise, including the impact of the vesting period and blackout periods, are captured in the binomial model. No other features of the option grants were incorporated into the measurement of the fair value of the options.

On April 25, 2019, the Parent Company's BOD approved the extension of plan expiry date of ESOP shares from December 31, 2022 to December 31, 2025.

There were no share options granted or exercised in 2020, 2019 and 2018.

As at December 31, 2020 and 2019, the outstanding ESOP shares are as follows:

	2020	2019
Number of grants	**63,918,000**	63,918,000
Cancellations	**(3,799,000)**	(3,510,000)
Exercised	**(15,000,000)**	(15,000,000)
Remaining shares	**45,119,000**	45,408,000

As at December 31, 2020 and 2019, total share-based payment transactions, net of applicable tax, amounting to ₱69.7 million are presented as "Share-based payments" account under the equity section of the consolidated statements of financial position.

20. **Equity**

a. Capital Stock

As at December 31, 2020 and 2019, capital stock consists of:

	Number of Shares	Amount
Authorized		
Common - ₱1 par value	8,890,000,000	₱8,890,000
Preferred - ₱0.01 par value	11,000,000,000	110,000
	19,890,000,000	₱9,000,000

	Number of Shares	Amount
Issued		
Common - ₱1 par value	6,243,382,344	₱6,243,382
Preferred - ₱0.01 par value	2,750,000,000	27,500
	8,993,382,344	₱6,270,882

The preferred shares are of equal rank, preference and priority with the common shares and are identical in all respects regardless of series, except as to the issue value which may be specified by the BOD from time to time. It has voting rights and are non-participating in any other or further dividends beyond that specifically on such preferred shares. Each preferred share shall not be convertible to common shares. Other features of the preferred shares shall be at the discretion of the BOD at the time of such issuance. All preferred shares currently outstanding earn 6% cumulative dividend per annum. On January 31, 2012, the Parent Company fully redeemed these preferred shares at par value, including dividends in arrears of ₱4.1 million. On February 28, 2012, the BOD authorized the reissuance of these preferred shares at a later date. On April 10, 2012, the Parent Company issued to FPHC all preferred shares at par value.

Below is the track record of issuance of the Parent Company's common stock:

Date of SEC Approval	Authorized Capital Stock	New Subscriptions/ Issuances	Issue/ Offer Price
May 2012, listing by way of introduction	8,890,000,000	6,228,382,344	₱1.46
Exercise of ESOP shares (see Note 19)	–	15,000,000	
	8,890,000,000	6,243,382,344	

As of December 31, 2020, and 2019, the Parent Company has total shareholders of 46,195 and 46,339, respectively, on record. For this purpose, public shares held under PCD Nominee are counted as two (one for PCD Nominee - Filipino and another for PCD Nominee - Foreign).

b. Other Equity Adjustments

This account represents the difference between the consideration received from the sale of the proprietary shares and the carrying value of the related interest amounting to ₱540.3 million as at December 31, 2020 and 2019.

c. Treasury Shares

In May 2012, Rockwell Land acquired 126,620,146 common shares from Meralco, representing the foreign shareholders' entitlement from property dividend distribution made by Meralco, at ₱1.4637 per share (see Note 1).

d. Retained Earnings

As at December 31, 2020 and 2019, the unappropriated consolidated retained earnings include undistributed net earnings of subsidiaries amounting to ₱915.52 million and ₱865.8 million, respectively. Such undistributed net earnings are not currently available for dividend distribution unless declared by the BOD of the subsidiaries. Retained earnings are further restricted to the extent of the cost of treasury shares.

On February 3, 2020, the Parent Company's BOD approved the appropriation of retained earnings amounting to ₱9.0 billion (after reversal of ₱7.0 billion appropriation) out of the total retained earnings as of December 31, 2019 to partially fund capital expenditure of the Parent Company from 2020 to 2021.

On March 12, 2020, RPDC's BOD approved the appropriation of its retained earnings amounting to ₱700.0 million out of its total retained earnings as of December 31, 2019 to partially fund capital expenditure of RPDC.

In 2018, the Parent Company's BOD approved the appropriation of retained earnings amounting to ₱7.0 billion (after reversal of ₱5.0 billion appropriation) for capital expenditures and asset acquisitions to be implemented in the next 2 years.

As at December 31, 2020 and 2019, appropriated retained earnings amounted to ₱9.7 billion and ₱7.0 billion, respectively.

e. Dividends

On September 30, 2020, the Parent Company's BOD approved the declaration of a regular cash dividend of ₱0.0483 per share to all common shareholders of record as at October 15, 2020 amounting to ₱295.4 million and 6% per annum cumulative cash dividend from July 1, 2019 to June 30, 2020 to all preferred shareholders amounting to ₱1.7 million. Payments of cash dividends for common shares were made on November 10, 2020.

On July 19, 2019, the Parent Company's BOD approved the declaration of a regular cash dividend of ₱0.0831 per share to all common shareholders of record as at August 2, 2019 amounting to ₱503.3 million and 6% per annum cumulative cash dividend from July 1, 2018 to June 30, 2019 to all preferred shareholders amounting to ₱1.7 million. Payments of cash dividends for common shares were made on August 29, 2019.

On July 19, 2018, the Parent Company's BOD approved the declaration of a regular cash dividend of ₱0.0683 per share to all common shareholders of record as at August 3, 2018 amounting to ₱417.7 million and 6% per annum cumulative cash dividend from July 1, 2017 to June 30, 2018 to all preferred shareholders amounting to ₱1.7 million. Payments of cash dividends for common shares were made on August 17, 2018.

As at December 31, 2020 and 2019, unpaid cumulative dividends on preferred shares amounted to ₱0.8 million for each year.

21. **Revenue from Contracts with Customers**

Disaggregated Revenue Information

The Group derives revenue from the transfer of goods and services over time and at a point in time, in different product types and in geographical locations within the Philippines.

The Group's disaggregation of revenue from contracts with customers by primary geographical market and major products/service lines and the reconciliation of the disaggregated revenue with the Group's three strategic divisions are presented below (excluding interest and lease income):

	2020		
	Residential Development	**Commercial Development**	**Hotel**
Primary geographical markets			
National Capital Region	**₱4,285,338**	**₱400,904**	**₱55,321**
Cebu	**1,048,644**	**–**	**–**
Laguna	**1,746,959**	**–**	**–**
Batangas	**309,517**	**–**	**–**
	₱7,390,458	**₱400,904**	**₱55,321**
Major product/service lines			
Sale of high-end residential condominium units	**₱4,786,604**	**₱–**	**₱–**
Sale of residential lots	**1,817,180**	**–**	**–**
Sale of affordable housing units	**239,296**	**–**	**–**
Sale of office spaces	**–**	**370,016**	**–**
Room revenue	**–**	**–**	**55,321**
Cinema revenue	**–**	**30,888**	**–**
Others	**547,378**	**–**	**–**
	₱7,390,458	**₱400,904**	**₱55,321**
Timing of revenue recognition			
Transferred over time	**₱6,843,080**	**₱370,016**	**₱–**
Transferred at a point in time	**547,378**	**30,888**	**55,321**
	₱7,390,458	**₱400,904**	**₱55,321**

	2019		
	Residential Development	Commercial Development	Hotel
Primary geographical markets			
National Capital Region	₱10,098,400	₱585,981	₱221,326
Cebu	729,233	–	–
Laguna	318,302	–	–
Batangas	190,244	–	–
	₱11,336,179	₱585,981	₱221,326
Major product/service lines			
Sale of high-end residential condominium units	₱10,009,150	₱–	₱–
Sale of residential lots	393,337	–	–
Sale of affordable housing units	115,209	–	–
Sale of office spaces	–	307,571	–
Room revenue	–	–	221,326
Cinema revenue	–	278,410	–
Others	818,483	–	–
	₱11,336,179	₱585,981	₱221,326
Timing of revenue recognition			
Transferred over time	₱10,517,696	₱307,571	₱–
Transferred at a point in time	818,483	278,410	221,326
	₱11,336,179	₱585,981	₱221,326

	2018		
	Residential Development	Commercial Development	Hotel
Primary geographical markets			
National Capital Region	₱11,047,210	₱319,726	₱220,194
Cebu	690,794	–	–
Batangas	126,260	–	–
	₱11,864,264	₱319,726	₱220,194
Major product/service lines			
Sale of high-end residential condominium units	₱11,192,098	₱–	₱–
Sale of affordable housing units	126,260	–	–
Sale of office spaces	–	42,029	–
Room revenue	–	–	220,194
Cinema revenue	–	277,697	–
Others	545,906	–	–
	₱11,864,264	₱319,726	₱220,194
Timing of revenue recognition			
Transferred over time	₱11,318,358	₱42,029	₱–
Transferred at a point in time	545,906	277,697	220,194
	₱11,864,264	₱319,726	₱220,194

Contract Balances

The table below shows the contract balances arising from revenue from contracts with customers as at December 31.

	2020	2019
Trade receivables* (see Note 8)	**₱3,465,017**	₱4,367,513
Contract assets (see Note 8)	**14,198,919**	13,151,407
Deposits from pre-selling of condominium units** (see Notes 15 and 18)	**76,429**	1,149,260
Excess of collections over recognized receivables** (see Note 15 and 18)	**1,549,260**	962,462
Advances payments from members and customers** (see Note 15)	**10,951**	12,812

**Included under "Trade and other receivables" account*
***Included under "Trade and other payables" and "Deposits and other liabilities" accounts*

Trade receivables consist of installment contract receivables from sale of condominium units, house and lot and residential lots. Installment contracts receivables arising from real estate sales are collectible in equal monthly installments with various terms up to a maximum of five years. These are recognized at amortized cost using the effective interest method. The corresponding titles to the residential units sold under this arrangement are transferred to the customers only upon full payment of the contract price. The movement in installment contracts receivables is mainly due to billings to customers during the year. Trade receivables arising from room revenue, cinema revenue and other service income are noninterest-bearing and are generally on terms of 30 days.

Contract assets represent the right to consideration that was already delivered by the Group in excess of the amount recognized as installment contracts receivable. This is reclassified as installment contracts receivable when the monthly amortization of the customer is already due for collection. In 2020 and 2019, the movement in contract assets is mainly due to revenue recognized relative to the increase in percentage of completion of certain projects and the collection of outstanding receivables of completed residential condominium units.

No allowance for expected credit losses related to trade receivables from sale of real estate and contract assets was recognized as at December 31, 2020 and 2019.

Contract liabilities consist of deposits from pre-selling of condominium units (i.e., collections from real estate customers which have not reached the equity threshold to qualify for revenue recognition, excess of collections over recognized receivables (i.e., excess of collections over the goods and services transferred by Group based on percentage of completion) and advance payments from members and customers (membership dues received but are not yet due as at reporting period). In 2020, the movement in contract liabilities is mainly due to additional deposits received from pre-selling of condominium units in the "Nara Residences" project, excess of collections over revenue recognized of certain projects and the collection of outstanding receivables of completed residential condominium units of certain projects. In 2019, the movement in contract liabilities is mainly due to additional deposits received from pre-selling of condominium units in the "Mactan" project, excess of collections over revenue recognized of certain projects and the collection of outstanding receivables of completed residential condominium units of certain projects.

Revenue recognized from amounts included in contract liabilities at the beginning of 2020 and 2019 amounted to ₱8,115.9 million and ₱11,741.2 million, respectively.

Performance Obligations
Information about the Group's performance obligations are summarized below:

Real estate sales
The Group entered into contracts to sell with one identified performance obligation which is the sale of the real estate unit together with the services to transfer the title to the buyer upon full payment of contract price. The amount of consideration indicated in the contract to sell is fixed and has no variable consideration. The sale of real estate unit may cover either the (i) house and lot; (ii) condominium unit and parking lot; and (iii) residential lot, and the Group concluded that there is one performance obligation in each of these contracts. The Group recognizes revenue from the sale of these real estate projects under pre-completed contract over time during the course of the construction.

Payment commences upon signing of the contract to sell and the consideration is payable in cash or under various financing schemes entered with the customer. The financing scheme would include payment of 5% or 10% of the contract price spread over a period of one year at a fixed monthly payment with the remaining balance payable (a) in full at the end of the period either through cash or external financing; or (b) through in-house financing which ranges from two (2) to five (5) years with fixed monthly payment. The amount due for collection under the amortization schedule for each of the customer does not necessarily coincide with the progress of construction, which results to either a contract asset or contract liability.

After the delivery of the completed real estate unit, the Group provides one year warranty to repair minor defects on the delivered serviced lot and house and condominium unit. This is assessed by the Group as a quality assurance warranty and not treated as a separate performance obligation.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially satisfied) as at December 31 follows:

	2020	2019
Within one year	**₱7,134,401**	₱8,651,715
More than one year	**10,704,240**	16,874,651
	₱17,838,641	₱25,526,366

The remaining performance obligations expected to be recognized within one year and in more than one year relate to the continuous development of the Group's real estate projects. The Group's condominium units and house and lots are expected to be completed within three to four years from start of construction while residential lots are expected to be completed within two years from start of construction.

Room, cinema and other revenues
The performance obligation is satisfied as the related services are rendered.

Costs to Obtain Contract and Contract Fulfillment Assets
The Group pays sales commission to its brokers and sales agents for each contract that they obtain from real estate customers. This sales commission is considered incremental costs of obtaining the contract and has been capitalized in accordance with PFRS 15 since the Group expects that sales commission is recoverable.

As at December 31, 2020 and 2019, sales commission pertaining to real estate sold capitalized as deferred selling expense as part of "Prepaid costs" included under "Other current assets" in the consolidated statements of financial position amounted to ₱211.5 million and ₱526.8 million, respectively (see Note 10). For the year ended December 31, 2020 and 2019, the amortization related to incremental costs to obtain a contract recorded under "Selling expenses" account in the consolidated statements of comprehensive income amounted to ₱176.1 million and ₱497.1 million, respectively (see Note 23). No impairment loss was recognized in the consolidated statements of comprehensive income for the year ended December 31, 2020 and 2019 related to the Group's incremental costs to obtain a contract.

The Group considers land as contract fulfillment asset. Additions to land is disclosed in Note 9 to the consolidated financial statements. No impairment on contract fulfillment asset was recognized for the year ended December 31, 2020 and 2019.

In preparing the consolidated financial statements, the Group undertook a comprehensive review of its major contracts to identify indicators of impairment of contract fulfilment assets. The Group determined whether or not the contract fulfilment assets were impaired by comparing the carrying amount of the asset to the remaining amount of consideration that the Group expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Group used the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price were removed for the impairment test.

In line with the Group's accounting policy, as set out in Note 4, if a contract or specific performance obligation exhibited marginal profitability or other indicators of impairment, judgment was applied to ascertain whether or not the future economic benefits from these contracts were sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific key performance indicators that could trigger variable consideration, or service credits.

22. Interest Income

This account consists of:

	2020	2019	2018
Interest income from:			
Amortization of unearned interest (see Note 8)	**₱1,686,812**	₱1,652,032	₱1,769,431
Cash and cash equivalents (see Note 7)	**10,860**	25,995	5,000
Penalty charges	**42,031**	40,453	1,794
In-house financing	**1,082**	2,296	4,783
	₱1,740,785	₱1,720,776	₱1,781,008

23. Expenses

Depreciation and Amortization
Depreciation and amortization expense included in the consolidated statements of comprehensive income is as follows:

	2020	2019	2018
Included in:			
Cost of real estate (see Note 11)	**₱455,977**	₱395,649	₱374,662
General and administrative expenses (see Notes 11 and 12)	**351,662**	506,442	283,923
	₱807,639	₱902,091	₱658,585

General and Administrative Expenses
General and administrative expenses pertain to the following businesses:

	2020	2019	2018
Real estate	**₱1,861,233**	₱1,718,710	₱1,745,684
Hotel	**97,085**	137,872	148,619
Cinema	**57,950**	256,055	260,984
	₱2,016,268	₱2,112,637	₱2,155,287

a. Real Estate

	2020	2019	2018
Personnel (see Notes 24 and 25)	**₱447,401**	₱348,241	₱416,804
Taxes and licenses (see Note 6)	**414,858**	393,022	455,060
Depreciation and amortization (see Notes 11 and 12)	**317,801**	463,016	237,644
Repairs and maintenance	**98,779**	101,705	97,621
Provision for disallowance of claim for refund	**95,600**	–	14,400
Dues and subscriptions	**60,647**	57,522	48,564

(Forward)

	2020	2019	2018
Entertainment, amusement and recreation	**₱57,027**	₱62,775	₱60,241
Professional fees	**54,879**	62,027	61,741
Utilities	**53,517**	57,478	54,660
Contracted services	**36,535**	45,499	53,512
Fuel and oil	**30,286**	32,629	36,993
Marketing and promotions	**22,677**	29,603	29,256
Insurance	**21,033**	16,595	18,804
Security services	**19,936**	15,728	17,913
Bank charges	**13,727**	6,774	11,388
Provision for doubtful accounts (see Note 8)	**13,430**	–	–
Office supplies	**9,819**	7,393	7,315
Transportation and travel	**6,001**	4,938	4,016
Rental expense	–	–	64,019
Others	**87,280**	13,765	55,733
	₱1,861,233	₱1,718,710	₱1,745,684

The Group recognized provision for disallowance of claim for input VAT refund amounting to ₱95.6 million and ₱14.4 million in 2020 and 2018, respectively. As at December 31, 2020 and 2019, input VAT being claimed for refund, recognized under "Other noncurrent assets" in the consolidated statements of financial position, amounted to ₱13.0 million and ₱108.6 million, respectively.

b. Hotel

	2020	2019	2018
Personnel (see Notes 24 and 25)	**₱19,264**	₱24,034	₱26,002
Depreciation and amortization (see Note 12)	**16,915**	22,598	24,802
Rental expense	**11,203**	10,673	10,012
Utilities	**11,023**	18,977	19,293
Dues and subscription	**8,155**	8,246	8,205
Contracted services	**6,771**	9,146	11,231
Taxes and licenses	**6,439**	7,057	6,108
Accommodations	**3,880**	14,276	15,564
Insurance	**3,292**	1,289	1,377
Supplies	**1,882**	4,847	4,706
Security services	**3,907**	4,458	4,280
Others	**4,354**	12,271	17,039
	₱97,085	₱137,872	₱148,619

c. Cinema

	2020	2019	2018
Depreciation and amortization (see Note 12)	**₱16,946**	₱20,828	₱21,477
Producer's Share	**14,303**	107,238	108,314
Utilities	**12,052**	51,789	52,569
Snack bar	**6,203**	23,040	25,390
Personnel (see Notes 24 and 25)	**3,708**	23,492	26,279
Amusement tax	**2,040**	19,105	18,774
Others	**2,698**	10,563	8,181
	₱57,950	₱256,055	₱260,984

Selling expenses
Selling expenses are comprised of:

	2020	2019	2018
Marketing and promotions	**₱260,936**	₱365,339	₱382,630
Commissions and amortization of prepaid costs (see Notes 4 and 10)	**176,089**	497,104	413,587
Personnel (see Notes 24 and 25)	**78,607**	111,376	112,190
Entertainment, amusement and recreation	**23,484**	21,367	22,867
Utilities	**13,809**	13,958	5,283
Contracted services	**7,781**	14,583	12,093
Usufruct	**2,767**	4,176	3,404
Others	**24,458**	35,289	12,864
	₱587,931	₱1,063,192	₱964,918

Interest Expense
Interest expense is comprised of:

	2020	2019	2018
Interest expense on interest-bearing loans and borrowings (see Note 16)	**₱1,105,602**	₱1,238,145	₱1,081,233
Interest expense on lease liabilities (see Note 29)	**48,723**	43,759	–
Amortization of:			
Loan transaction costs (see Note 16)	**44,883**	36,818	37,942
Discount on installment payable (see Note 17)	**54,860**	25,220	23,936
Discount on retention payable (see Note 18)	**13,908**	13,359	18,768
	₱1,267,976	₱1,357,301	₱1,161,879

24. **Personnel Expenses**

Personnel expenses included in general and administrative expenses and selling expenses are comprised of:

	2020	2019	2018
Salaries and wages and other employee benefits (see Notes 23 and 25)	**₱472,082**	₱455,344	₱526,386
Pension costs (see Notes 23 and 25)	**76,897**	51,799	54,889
	₱548,979	₱507,143	₱581,275

25. **Pension Costs and Other Employee Benefits**

a. Pension Costs

The Group has a funded, noncontributory defined benefit pension plan covering all qualified and permanent employees.

Under the existing regulatory framework, Republic Act 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan. The Group's retirement plan meets the minimum retirement benefit specified under Republic Act 7541.

The following tables summarize the components of the net pension costs recognized in the consolidated statements of comprehensive income and the fund status and amounts recognized in the consolidated statements of financial position for the plan:

<u>Net Pension Costs</u>

	2020	2019	2018
Current service cost	**₱68,764**	₱48,065	₱49,995
Interest cost	**8,133**	3,734	4,894
Net pension cost	**₱76,897**	₱51,799	₱54,889

<u>Net Pension Liability</u>

	2020	2019
Present value of benefit obligation	**₱684,883**	₱869,851
Fair value of plan assets	**(389,952)**	(658,386)
Net pension liability	**₱294,931**	₱211,465

The changes in the present value of benefit obligation are as follows:

	2020	2019
Defined benefit obligation at beginning of year	**₱869,851**	₱625,760
Current service cost	**68,764**	48,065
Interest cost	**34,720**	34,435
Actuarial loss (gain) in other comprehensive income/loss due to:		
Experience adjustments	**(71,451)**	(22,303)
Change in assumptions	**88,650**	187,746
Benefits paid	**(305,651)**	(3,852)
Defined benefit obligation at end of year	**₱684,883**	₱869,851

The changes in the fair values of plan assets of the Group are as follows:

	2020	2019
Fair values of plan assets at beginning of year	**₱658,386**	₱528,760
Interest income included in net interest cost	**26,587**	30,701
Actual contributions	**73,417**	85,211
Gain (loss) on return on plan assets in other comprehensive income/loss	**(62,787)**	17,566
Benefits paid	**(305,651)**	(3,852)
Fair values of plan assets at end of year	**₱389,952**	₱658,386

The Group expects to contribute ₱60.9 million to its pension plan in 2021.

The major categories of plan assets as percentage of the fair value of total plan assets are as follows:

	2020	2019
Investments in:		
Government securities	**39.18%**	41.60%
Loans and debt instruments	**2.50%**	2.42%
Other securities	**58.32%**	55.98%
	100.00%	100.00%

The principal assumptions used as at December 31, 2020 and 2019 in determining pension cost obligation for the Group's plans are as follows:

	2020	2019
Discount rate	**4.00%-4.18%**	5.05%-5.19%
Future salary rate increases	**10.00%**	10.00%

The plan assets of the Group are maintained by the trustee banks, BDO Unibank, Inc. (BDO) and MBTC.

As at December 31, the carrying values of the plan approximate their fair values:

	2020	2019
Cash in banks:		
MBTC	**₱3,653**	₱6,148
BDO	**6**	724
Receivables - net of payables:		
MBTC	**3,536**	12,544
BDO	**443**	371
Investments held for trading:		
MBTC	**216,335**	433,114
BDO	**165,979**	205,485
	₱389,952	₱658,386

Cash in banks are composed of current account, savings deposits and special savings deposits.

Receivables - net of payables are composed of loans receivables, interest receivables and accrued trust fees.

Investments held for trading are investments in government securities, corporate bonds and stocks.

i. Government securities' maturities range from 1 to 20 years with interest rates ranging from 3.00% to 10.125%.
ii. The Corporate bonds are certificates of indebtedness issued by top and usually listed corporations exhibiting sound financial performance and enjoying good credit from reputable/accredited agencies. Maturity dates range from 1 to 5 years with interest rates ranging from 4.41% to 7.06%.
iii. Investment in stocks represents equity securities of companies listed in the PSE.

The Retirement Plan has investment in shares of stock of the Parent Company amounting to ₱63.4 million and ₱73.8 million as at December 31, 2020 and 2019, respectively.

The Group's retirement fund is exposed to a short term risk since 42% of it is in equities. On the long term, should there be any major corrections in the local equities market, the correction should have a positive impact of the fund since historically the equities market have always out-performed the fixed income market in the long term.

There are no outstanding balances arising from transactions between the Retirement Plan and the Group as at December 31, 2020 and 2019. Except as stated above, there were no other transactions entered into during the year by the Retirement Plan relating to the Group.

In 2020, the sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at the end of the reporting period, assuming all other assumptions were held constant:

	2020		2019	
	Increase (Decrease) in Basis Points	Increase (Decrease) in Defined Benefit Obligation	Increase (Decrease) in Basis Points	Increase (Decrease) in Defined Benefit Obligation
Discount rate	**+100**	**(₱93,212)**	+100	(₱74,947)
	-100	**114,817**	-100	91,698
Future salary increases	**+100**	**110,299**	+100	91,527
	-100	**(91,972)**	-100	(77,054)

The Group does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31:

Year	**2020**	2019
Less than 1 year	**₱39,019**	₱305,126
More than 1 year to 5 years	**48,442**	84,215
More than 5 years to 10 years	**307,745**	332,902
More than 10 years to 15 years	**323,515**	322,127
More than 15 years to 20 years	**583,922**	569,939
More than 20 years	**3,452,626**	3,848,183

b. Other Employee Benefits

Other employee benefits consist of accumulated employee vacation and sick leave benefit amounting to ₱13.2 million and ₱12.1 million in 2020 and 2019, respectively (see Notes 23 and 24).

The present value of the defined benefit obligation of other employee benefits amounted to ₱98.6 million and ₱85.7 million as at December 31, 2020 and 2019, respectively (see Notes 15 and 18).

26. **Income Taxes**

The components of provision for income tax for the years ended December 31 follow:

	2020	2019	2018
Current	**₱601,274**	₱644,398	₱715,213
Deferred	**(188,770)**	374,544	250,507
	₱412,504	₱1,018,942	₱965,720

The provision for income current tax represents the regular corporate income tax (RCIT)/minimum corporate income tax (MCIT) of the Parent Company and certain subsidiaries.

For income tax purposes on sale of real estate, full revenue recognition is applied when greater than 25% of the selling price has been collected in the year of sale, otherwise, the installment method is applied.

The components of the Group's deferred tax assets and liabilities shown in the consolidated statements of financial position are as follows:

	2020	2019
Deferred tax liabilities:		
Unrealized gain on real estate	**₱2,429,411**	₱2,071,777
Excess of fair value over carrying value of asset acquired in a business combination	**169,831**	173,250
Deferred selling expense	**29,488**	75,010
Capitalized interest	**71,223**	74,340

(Forward)

	2020	2019
Unrealized gain on available-for-sale investments	**₱2,516**	₱2,890
Collections after the ITH period on low-cost housing project (Stonewell)	–	2,896
Unrealized foreign exchange gain and others	–	1,833
	2,702,469	2,401,996
Deferred tax assets:		
Capitalized interest	**715,936**	362,590
Deferred lease income	**84,154**	82,825
Unfunded pension costs	**93,494**	62,168
NOLCO	**72,351**	43,358
Lease liabilities, net of right-of-use assets	**47,976**	38,724
Unrealized loss on real estate	**40,664**	36,391
Other employee benefits	**29,789**	25,721
Unamortized past service cost	**20,106**	23,682
Share-based payment	**22,574**	22,574
Collections after the ITH period on low-cost housing project (Stonewell)	**15,846**	–
MCIT	**12,901**	9,803
Allowance for doubtful accounts and others	**20,912**	4,143
Unrealized foreign exchange loss and others	**551**	28
	1,177,254	712,007
	₱1,525,215	₱1,689,989

The above components of deferred tax assets and liabilities are presented in the consolidated statements of financial position as follows:

	2020	2019
Deferred tax assets - net	**₱75,903**	₱45,862
Deferred tax liabilities - net	**(1,601,118)**	(1,735,851)
	(₱1,525,215)	(₱1,689,989)

The details of the subsidiaries' deductible temporary differences, NOLCO and MCIT for which no deferred tax assets are recognized since management believes that there are no sufficient taxable profits against which the deferred tax assets can be utilized are as follows:

	2020	2019
NOLCO	**₱33,519**	₱25,596
Lease liability	**5,935**	–
Advances from members	**1,860**	15,286
MCIT	**71**	1,502
Unfunded pension costs	–	6,271
Allowance for doubtful accounts	–	731
	₱41,385	₱49,386

As at December 31, 2020, MCIT of subsidiaries which can be claimed as deduction from regular taxable income due as follows:

Year Paid	Expiry Year	Amount
2018	2021	₱3,248
2019	2022	5,988
2020	2025	3,736
		₱12,972

MCIT amounting to ₱1.5 million, ₱1.2 million and ₱1.2 million expired in 2020, 2019 and 2018, respectively.

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

As at December 31, 2020, NOLCO of certain subsidiaries can be carried forward and claimed as deduction against regular taxable income as follows:

Year Incurred	Expiry Date	Amount
2018	2021	₱92,619
2019	2022	24,001
2020	2025	154,579
		₱271,199

The reconciliation of the statutory income tax rate to effective income tax rate as shown in the consolidated statements of comprehensive income is summarized as follows:

	2020	2019	2018
Statutory income tax rate	**30.0%**	30.0%	30.0%
Additions to (deductions from) income tax resulting from:			
Share in net income of joint venture and associate	**(5.92%)**	(2.41%)	(2.3%)
Nontaxable income and others	**(0.7%)**	(0.6%)	(0.4%)
Effective income tax rate	**23.38%**	26.99%	27.30%

Revenue Memorandum Circular (RMC) No. 35-2012

On August 3, 2012, RMC No. 35-2012 was issued to clarify the taxability of clubs organized and operated exclusively for pleasure, creation and non-profit purposes.

In accordance with this RMC, Rockwell Club pays output VAT under protest starting August 3, 2012 and income tax effective January 1, 2013.

On August 13, 2019, the Supreme Court declared that membership fees, assessment dues and fees of similar nature collected by recreational clubs, which are organized and operated exclusively for pleasure, recreation and other nonprofit purposes, are not necessarily subject to income tax as well VAT. Accordingly, Rockwell Club ceased paying output VAT and income tax from its membership dues prospectively starting from August 2019.

27. Registration with the Board of Investments

On June 6, 2013, the Board of Investments approved the Parent Company's registration as new operator of Tourist Accommodation Facility for its Edades Serviced Apartments in accordance with the provisions of Omnibus Investments Code of 1987 with entitlement to Income Tax Holiday (ITH) of four years reckoning on February 2014.

On May 27, 2014, the BOI approved the amendments of specific terms and conditions under the Certificate of Registration particularly the registered capacity to cover 94 serviced apartment units and the corresponding change in projections.

Commercial operations of Edades Serviced Apartments started on July 1, 2014. ITH incentive enjoyed by the Parent Company amounted to ₱1.2 million and ₱18.4 million in 2020 and 2019, respectively (see Note 26).

On January 8, 2015, the Parent Company requested for amendments of investment and project timetable and sales revenue projection under the above mentioned BOI certification due to unforeseen circumstances affecting the construction and changes from projected launch. The request was approved on April 13, 2015.

On June 24, 2015, request for status upgrade of said BOI registration from Non-pioneer to Pioneer status was made. The Parent Company's request for status upgrade for its Edades Serviced Apartments, under BOI Certificate of Registration No 2013-121, was approved on November 4, 2015. Consequently, the ITH period was also amended from 4 years (February 2014-January 2016) to 6 years (February 2014-January 2020).

28. Related Party Transactions

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

The following table summarizes these significant transactions with related parties:

Related Parties	Relationship	Nature of Transaction	Period	Transaction Amount	Amounts Owed from (to) Related Parties	Terms	Conditions
Rockwell - Meralco BPO	Joint venture	Advances (see Note 15)	**2020**	**(₱785,980)**	**₱–**	90-day; noninterest-bearing	Unsecured
			2019	(123,043)	(488,808)		
			2018	84,196	(611,851)		
		Management fee (see Note 13)	**2020**	**6,633**	**28,992**	On demand; non-interest-bearing	Unsecured, no impairment
			2019	6,765	–		
			2018	11,387	19,589		
SEAI Metro Manila One, Inc.	Non-controlling shareholder	Loan payable (see Note 16):				Payable on December 31, 2022; interest-bearing	Unsecured
		Principal	**2020**	**110,000**	**(215,600)**		
			2019	64,600	(105,600)		
			2018	41,000	(41,000)		
		Interest	**2020**	**8,113**	**–**		
			2019	5,024	–		
			2018	1,446	–		
Carmelray shareholders	Non-controlling shareholders	Advances (included under "Other noncurrent assets" account in the consolidated statement of financial position)	**2020**	**–**	**400,000**	3 years from the launch of the Phase 1 of the "Rockwell South" project; noninterest-bearing	Unsecured
			2019	400,000	400,000		

(Forward)

Related Parties	Relationship	Nature of Transaction	Period	Transaction Amount	Amounts Owed from (to) Related Parties	Terms	Conditions
Advances to officers and employees		Advances (see Note 8)	**2020**	**₱8,984**	**₱53,720**	30-day; noninterest-bearing	Unsecured; no impairment
			2019	3,894	44,736		
			2018	(19,268)	43,067		

Other transactions with related parties pertain to the Project Development and JV Agreement with Meralco (see Note 15).

Terms and Conditions of Transactions with Related Parties
Purchases from related parties are made at normal market prices. Outstanding balances at year-end are unsecured, interest-free, settlement occurs in cash and collectible/payable on demand. There have been no guarantees provided for or received for any related party receivables or payables. For the years ended December 31, 2020, 2019 and 2018, the Group has not made any provision for doubtful accounts relating to amounts owed by related parties. This assessment is undertaken at each financial year through examination of the financial position of the related party and the market in which the related party operates.

Compensation of Key Management Personnel of the Group

	2020	2019	2018
Short-term employee benefits	**₱94,429**	₱102,213	₱93,283
Post-employment pension and other benefits (Note 25)	**49,714**	37,927	37,551
Total compensation attributable to key management personnel	**₱144,143**	₱140,140	₱130,834

29. **Commitments and Contingencies**

Lease Commitments
The Group has entered into agreements for the lease of land to be used for various commercial projects. These noncancelable leases have remaining terms of twenty-one years and are automatically renewable for additional ten to twenty-five years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.
The Group also has certain leases of machinery and equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Below are the amounts recognized in the consolidated statements of comprehensive income:

	2020	2019
Depreciation expense of right-of-use assets included in investment properties (see Notes 11 and 23)	**₱15,268**	₱15,268
Interest expense on lease liabilities (see Note 23)	**48,723**	43,759
Expenses relating to short-term leases and low-value assets (included under "General and administrative expenses" account) (see Note 23)	**11,203**	10,673
	₱75,194	₱69,700

The rollforward analysis of lease liabilities follows:

	2020	2019
At January 1	**₱637,759**	₱627,520
Interest expense (see Note 23)	**48,723**	43,759
Payments	**(35,472)**	(33,520)
As at December 31	**651,010**	637,759
Less current portion (see Note 15)	**30,242**	31,807
Noncurrent portion	**₱620,768**	₱605,952

Future minimum undiscounted lease payments are as follows:

Year	2020	2019
Within one year	**₱36,398**	₱35,482
Year 2	**37,661**	36,398
Year 3	**38,986**	37,661
Year 4	**40,379**	38,986
Year 5 and beyond	**1,996,478**	2,036,857
	₱2,149,902	₱2,185,384

Capital Commitment

The Group entered into contracts covering construction works related to various projects with different contractors and suppliers. The contract sum awarded amounted to ₱15.5 billion, inclusive of all pertinent local and national taxes, overhead and cost of labor and materials and all cost necessary for the proper execution of works. As at December 31, 2020 and 2019, ₱13.7 billion and ₱11.5 billion, respectively, has been incurred.

Contingencies

The Group is contingently liable for lawsuits or claims filed by third parties, which are either pending decision by the courts or under negotiations, the outcomes of which are not presently determinable. It is the opinion of management and its outside legal counsel that it is possible, but not probable that the lawsuits and claims will be settled. Accordingly, no provision for any liability has been made in the consolidated financial statements.

30. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, investment in equity instruments at FVOCI, and interest-bearing loans and borrowings. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables, refundable deposits, trade and other payables, installment payable, retention payable and security deposits which arise directly from its operations.

The main risks arising from the Group's financial instruments are cash flow interest rate risk, credit risk and liquidity risk. The BOD reviews and approves the policies for managing each of these risks and they are summarized below.

Cash Flow Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flows of financial instruments will fluctuate because of the changes in market interest rates. The Group's exposure to the risk for changes in market interest rates relates primarily to the Group's interest-bearing loans and borrowings.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. As at December 31, 2020 and 2019, approximately 95% of the Group's borrowings are at a fixed rate of interest.

The following tables set out the principal amounts, by maturity, of the Group's interest-bearing financial instruments.

	2020				
	Within 1 Year	**1–2 Years**	**2–3 Years**	**More than 3 Years**	**Total**
Fixed Rate					
Interest-bearing loans and borrowings	**₱7,215,590**	**₱1,785,532**	**₱1,592,427**	**₱13,155,794**	**₱23,749,343**
Floating Rate					
Interest-bearing loans and borrowings	**164,150**	**164,200**	**164,250**	**616,450**	**1,109,050**
Short-term investments	**1,837,216**	**–**	**–**	**–**	**1,837,216**

	2019				
	Within 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Fixed Rate					
Interest-bearing loans and borrowings	₱5,093,308	₱8,720,405	₱2,416,758	₱8,309,060	₱24,539,531
Floating Rate					
Interest-bearing loans and borrowings	164,000	164,150	164,200	780,700	1,273,050
Short-term investments	4,131,853	–	–	–	4,131,853

Interest on financial instruments is fixed until the maturity of the instrument. The other financial instruments of the Group that are not included in the above tables are noninterest-bearing and are therefore not subject to interest rate risk.

	2020 Effect on income before income tax increase (decrease)	
Change in basis points	**+100 basis points**	**-100 basis points**
Floating rate borrowings	**(10,326)**	**10,326**

	2019 Effect on income before income tax increase (decrease)	
Change in basis points	+100 basis points	-100 basis points
Floating rate borrowings	(11,853)	11,853

Credit Risk

Credit risk is the risk that a counterparty will meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risks from its operating activities (primarily from trade receivables and loans) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group trades only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Default or delinquency on the part of buyers of condominium units are being monitored on an ongoing basis to enable the Group to determine the appropriate action, usually cancelling the sale and holding the units open for sale. Lease receivables are closely monitored based on aging of the accounts. Accounts determined to be uncollectible are recommended for write off. With regard to the other financial assets of the Group, these are also monitored regularly with the result that the Group's exposure to bad debts is not significant.

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

The table below summarizes the maximum exposure to credit risk of each class of financial assets.

	2020		
	Gross Maximum Exposure	**Net Exposure**	**Financial Effect of Collateral or Credit Enhancement**
Cash and cash equivalents*	**₱3,203,371**	**₱3,187,840**	**₱15,531**
Trade receivables from:			
Sale of real estate	**3,465,017**	**250,211**	**3,214,806**
Lease	**443,608**	**5,113**	**438,495**
Advances to officers and employees	**53,720**	**53,720**	**–**
Other receivables	**164,617**	**164,617**	**–**
Refundable deposits**	**71,506**	**71,506**	**–**
Restricted cash**	**15,416**	**14,916**	**500**
	₱7,417,255	**₱3,747,923**	**₱3,669,332**

	2019		
	Gross Maximum Exposure	Net Exposure	Financial Effect of Collateral or Credit Enhancement
Cash and cash equivalents*	₱5,703,879	₱5,686,546	₱17,333
Trade receivables from:			
Sale of real estate	4,367,513	190,740	4,176,773
Lease	234,784	–	234,784
Advances to officers and employees	44,736	44,736	–
Other receivables	179,086	179,086	–
Refundable deposits**	73,594	73,594	–
Restricted cash**	15,416	14,916	500
Due from related parties***	400,000	400,000	–
	₱11,019,008	₱6,589,618	₱4,429,390

**Excluding cash on hand amounting to ₱1,651 and ₱1,983 as at December 31, 2020 and 2019, respectively.*
***Presented as part of "Other current assets" account in the consolidated statements of financial position.*
****Presented as part of "Other noncurrent assets" account in the consolidated statements of financial position.*

There are no significant concentrations of credit risk because the Group trades with various third parties.

The tables below show the credit quality by class of financial asset based on the Group's credit rating system.

	2020		
	A Rating	**B Rating**	**Total**
Cash and cash equivalents	**₱3,205,022**	**₱–**	**₱3,205,022**
Trade receivables from:			
Sale of real estate	**3,116,090**	**348,927**	**3,465,017**
Lease	**229,286**	**214,322**	**443,608**
Advances to officers and employees	**53,720**	**–**	**53,720**
Other receivables	**152,738**	**11,879**	**164,617**
Refundable deposits	**71,506**	**–**	**71,506**
Restricted cash	**15,416**	**–**	**15,416**
	₱6,843,778	**₱575,128**	**₱7,418,906**

	2019		
	A Rating	B Rating	Total
Cash and cash equivalents	₱5,705,862	₱–	₱5,705,862
Trade receivables from:			
Sale of real estate	3,817,321	550,192	4,367,513
Lease	191,026	43,758	234,784
Advances to officers and employees	44,736	–	44,736
Other receivables	177,073	2,013	179,086
Refundable deposits	73,594	–	73,594
Restricted cash	15,416	–	15,416
Due from related parties	400,000	–	400,000
	₱10,425,028	₱595,963	₱11,020,991

For trade receivables from sale of real estate, customers who have no history of delayed payment are classified as having a credit rating of "A" while customers who have history of delayed payment but is currently updated are given a credit rating of "B".

Trade receivables from lease are classified as having a credit rating of "A" when tenants pay within the discount period and "B" when tenants pay on or before due date.

As at December 31, 2020 and 2019, the analyses of the age of financial assets are as follows:

	2020						
	Current	**Less than 30 Days**	**31 to 60 Days**	**61 to 90 Days**	**More than 90 Days**	**Impaired Financial Assets**	**Total**
Cash and cash equivalents	**₱3,205,022**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱3,205,022**
Trade receivables from:							
Sale of real estate	**3,214,806**	**23,422**	**41,663**	**32,929**	**152,197**	–	**3,465,017**
Lease	**308,100**	**48,938**	**31,252**	**20,533**	**29,672**	**5,113**	**443,608**
Advances to officers and employees	**53,720**	–	–	–	–	–	**53,720**
Other receivables	**152,738**	–	–	–	–	**11,879**	**164,617**
Refundable deposits	**27,546**	**3,223**	**36,495**	**53**	**4,189**	–	**71,506**
Due from related parties	–	–	–	–	–	–	–
	₱6,961,932	**₱75,583**	**₱109,410**	**₱53,515**	**₱186,058**	**₱16,992**	**₱7,403,490**

	2019						
	Current	Less than 30 Days	31 to 60 Days	61 to 90 Days	More than 90 Days	Impaired Financial Assets	Total
Cash and cash equivalents	₱5,705,862	₱–	₱–	₱–	₱–	₱–	₱5,705,862
Trade receivables from:							
Sale of real estate	4,208,977	37,571	15,771	13,442	91,752	–	4,367,513
Lease	202,107	21,597	6,821	1,389	2,870	–	234,784
Advances to officers and employees	44,736	–	–	–	–	–	44,736
Other receivables	177,073	–	–	–	–	2,013	179,086
Refundable deposits	29,634	3,223	36,495	53	4,189	–	73,594
Due from related parties	–	–	–	–	400,000	–	400,000
	₱10,368,389	₱62,391	₱59,087	₱14,884	₱498,811	₱2,013	₱11,005,575

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 and club shares are recoverable since the legal title and ownership of the real estate and club shares will only be transferred to the customers upon full payment of the contract price. In case of cancellation, the real estate and club shares become available for sale. The fair value of the real estate amounted to ₱50.7 billion and ₱56.7 billion as at December 31, 2020 and 2019, respectively. The fair value of the club shares amounted to ₱0.2 million as at December 31, 2020 and 2019.

Past due accounts pertaining to lease are recoverable because security deposits and advance rent paid by the tenants are sufficient to cover the balance in case of default or delinquency of tenants.

The changes in the gross carrying amount of receivables and unbilled revenue from sale of real estate and the impact of COVID-19 pandemic in 2020 did not materially affect the allowance for ECLs.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets in 2020 and 2019:

	2020		
	Trade receivables from sale of real estate and lease		
	High-end	**Affordable**	**Lease**
Expected credit loss rate	**0.0%**	**0.0%**	**1.2%**
Estimated total gross carrying amount at default	**₱17,394,062**	**₱269,874**	**₱443,608**

	2019		
	Trade receivables from sale of real estate and lease		
	High-end	Affordable	Lease
Expected credit loss rate	0.0%	0.0%	0.0%
Estimated total gross carrying amount at default	₱17,403,711	₱115,209	₱234,784

Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. As at December 31, 2020 and 2019, 30% and 20% of the Group's debt will mature in less than one year as at December 31, 2020 and 2019, respectively.

The liquidity risk of the Group arises from their financial liabilities. The tables below summarized the maturity profile of the Group's financial liabilities at December 31, 2020 and 2019 based on contractual undiscounted payments.

	2020				
	On Demand	**Due Within 3 Months**	**Due Between 3 and 12 Months**	**Due After 12 Months**	**Total**
Trade and other payables*	**₱–**	**₱2,354,410**	**₱2,610,977**	**₱–**	**₱4,965,387**
Interest-bearing loans and borrowings					
Principal	–	**4,929,985**	**2,449,755**	**17,478,653**	**24,858,393**
Interest**	–	**4,530,883**	**797,744**	**2,280,424**	**7,609,051**
Installment payable	–	–	–	–	–
Lease liabilities	–	**8,728**	**27,670**	**2,113,504**	**2,149,902**
Retention payable***	–	–	**891,079**	**540,965**	**1,432,044**
Security deposits***	–	–	**249,734**	**327,703**	**577,437**
	₱–	**₱11,824,006**	**₱7,026,959**	**₱22,741,249**	**₱41,592,214**

	2019				
	On Demand	Due Within 3 Months	Due Between 3 and 12 Months	Due After 12 Months	Total
Trade and other payables*	₱–	₱2,192,848	₱3,423,808	₱–	₱5,616,656
Interest-bearing loans and borrowings					
Principal	–	2,129,631	3,128,077	20,554,873	25,812,581
Interest**	–	4,704,799	828,365	2,367,957	7,901,121
Installment payable	–	–	655,799	–	655,799
Lease liabilities	–	8,871	26,611	2,149,902	2,185,384
Retention payable***	–	–	201,252	1,116,538	1,317,790
Security deposits***	–	–	262,024	305,681	567,705
	₱–	₱9,036,149	₱8,525,936	₱26,494,951	₱44,057,036

**Excluding the current portion of retention payable and security deposits, lease liability, deposits from pre-selling of condominium units and excess of collections over recognized receivables and other statutory payables.*
***Future interest payments.*
****Presented as part of "Trade and other payables" and "Deposits and other liabilities" accounts in the consolidated statements of financial position.*

Maturity Profile of Financial Assets and Contract Assets Held for Liquidity Purposes

The table below shows the maturity profile of the Group's financial assets and contract assets based on contractual undiscounted cash flows as at December 31:

	2020					
	On Demand	**Within 30 Days**	**31 to 60 Days**	**61 to 90 Days**	**Over 90 Days**	**Total**
Cash and cash equivalents	**₱1,367,806**	**₱1,837,216**	**₱–**	**₱–**	**₱–**	**₱3,205,022**
Trade receivables from:						
Sale of real estate	–	**3,369,048**	**12,512**	**10,664**	**72,793**	**3,465,017**
Lease	**308,100**	**48,938**	**31,252**	**20,533**	**34,785**	**443,608**
Contract assets	–	**1,719,166**	**418,824**	**258,234**	**20,571,948**	**22,968,171**
Investment in equity instruments at FVOCI	–	–	–	–	**31,748**	**31,748**
Due from related parties	–	–	–	–	–	–
	₱1,675,906	**₱6,974,368**	**₱462,588**	**₱289,431**	**₱20,711,274**	**₱30,113,566**

	2019					
	On Demand	Within 30 Days	31 to 60 Days	61 to 90 Days	Over 90 Days	Total
Cash and cash equivalents	₱1,574,009	₱4,131,853	₱–	₱–	₱–	₱5,705,862
Trade receivables from:						
Sale of real estate	–	4,246,548	15,771	13,442	91,752	4,367,513
Lease	202,107	21,597	6,821	1,389	2,870	234,784
Contract assets	–	1,592,350	387,929	239,185	19,054,443	21,273,907
Investment in equity instruments at FVOCI	–	–	–	–	41,519	41,519
Due from related parties	–	–	–	–	400,000	400,000
	₱1,776,116	₱9,992,348	₱410,521	₱254,016	₱19,590,584	₱32,023,585

As at December 31, 2020, the COVID-19 pandemic has no significant impact on the Group's liquidity risk.

Capital Management Policy

The primary objective of the Gryeup's capital management is to maximize shareholder value by maintaining a healthy balance between debt and equity (capital) financing in support of its business requirements.

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 or issue new shares. No changes were made in the objectives, policies or processes during the years ended December 31, 2020 and 2019.

The Group monitors its capital adequacy using the net debt-to-equity ratio, which is interest-bearing loans and borrowings less cash and cash equivalents divided by equity. The Group's policy is to limit the net debt-to-equity ratio to 1.0x.

The Group is required to maintain debt-to-equity ratio as set forth in the Fixed Rate Corporate Notes Facility Agreement and Bonds. The Agreement provides for a higher debt to equity ratio than the internal limit set by the Group (see Note 16).

	2020	2019
Interest-bearing loans and borrowings	**₱24,758,015**	₱25,735,745
Less cash and cash equivalents	**3,205,022**	5,705,862
Net debt	**21,552,993**	20,029,883
Equity	**24,861,768**	24,348,794
Net debt-to-equity ratio	**0.87**	0.82

31. Fair Value Measurement

Set out below is a comparison by class of carrying values and fair values of the Group's assets and liabilities for which fair values are determined for measurement and/or disclosure as at December 31, 2020 and 2019.

	2020				
	Carrying Value	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Assets					
Investment properties	**₱14,485,925**	**₱26,432,916**	**₱–**	**₱1,734,916**	**₱24,698,000**
Due from related parties	**400,000**	**377,626**	**–**	**–**	**377,626**
Investment in equity instruments at FVOCI	**31,748**	**31,748**	**28,460**	**–**	**3,288**
	₱14,917,673	**₱26,842,290**	**₱28,460**	**₱1,734,916**	**₱25,078,914**

(Forward)

	2020				
	Carrying Value	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Liabilities					
Interest-bearing loans and borrowings					
(including noncurrent portion)	**₱24,758,015**	**₱25,931,512**	**₱–**	**₱–**	**₱25,931,512**
Retention payable (including noncurrent portion)	**1,432,044**	**1,366,475**	**–**	**–**	**1,366,475**
Security deposits (including noncurrent portion)	**577,437**	**562,801**	**–**	**–**	**562,801**
	₱26,767,496	**₱27,860,788**	**₱–**	**₱–**	**₱27,860,788**

	2019				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets					
Investment properties	₱14,419,708	₱27,228,446	₱–	₱7,240,446	₱19,988,000
Due from related parties	400,000	357,420	–	–	357,420
Investment in equity instruments at FVOCI	41,519	41,519	38,211	–	3,308
	₱14,861,227	₱27,627,385	₱38,211	₱7,240,446	₱20,348,728
Liabilities					
Interest-bearing loans and borrowings					
(including noncurrent portion)	₱25,735,745	₱25,963,041	₱–	₱–	₱25,963,041
Installment payable	599,975	641,611	–	–	641,611
Retention payable (including noncurrent portion)	1,317,790	1,332,057	–	–	1,332,057
Security deposits (including noncurrent portion)	567,705	588,088	–	–	588,088
	₱28,221,215	₱28,524,797	₱–	₱–	₱28,524,797

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Trade Receivables from Sale of Real Estate, Trade Receivables from Lease, Other Receivables, Restricted Cash, Refundable Deposits and Trade and Other Payables. Due to the short-term nature of transactions, the carrying values of these instruments approximate the fair values as at financial reporting period.

Investments in Equity Securities. The fair values of quoted equity securities were determined by reference to published two-way quotes of brokers as at financial reporting date. Unquoted equity securities for which no other reliable basis for fair value measurement is available were valued at cost as the difference between the carrying value and fair value of these unquoted equity securities is not material to the consolidated financial statements.

Due from Related Parties. The fair value was calculated by discounting the expected future cash flows at prevailing credit adjusted BVAL interest rate of 3.82% as at December 31, 2019.

Interest-bearing Loans and Borrowings. The fair values of fixed rate loans were calculated by discounting the expected future cash flows at prevailing credit adjusted BVAL interest rates ranging 0.99% to 3.95% as at December 31, 2020 and 3.1% to 5.2% as at December 31, 2019.

Installment Payable. The fair value of installment payable were calculated by discounting the expected cash flows at prevailing credit adjusted BVAL interest rates ranging 3.1% to 5.2% as at December 31, 2019.

Retention Payable and Security Deposits. The fair values were calculated by discounting the expected future cash flows at prevailing credit adjusted BVAL interest rates ranging 0.99% to 3.95% as at December 31, 2020 and 3.1% to 5.2% as at December 31, 2019.

For the years ended December 31, 2020 and 2019, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

32. Basic/Diluted Earnings Per Share Computation

	2020	2019	2018
	(In Thousands, Except Numbers of Shares and Per Share Data)		
Net income attributable to equity holders of the Parent Company	**1,078,756**	₱2,956,553	₱2,571,417
Dividends on preferred shares	**(1,650)**	(1,650)	(1,650)
Net income attributable to common shares (a)	**1,077,106**	2,954,903	2,569,767
Common shares at beginning of year	**6,116,762,198**	6,116,762,198	6,116,762,198
Weighted average number of common shares - basic (b)	**6,116,762,198**	6,116,762,198	6,116,762,198
Dilutive potential common shares under the ESOP	**3,492,624**	14,626,489	12,158,791
Weighted average number of common shares - diluted (c)	**6,120,254,822**	6,131,388,687	6,128,920,989
Per share amounts:			
Basic (a/b)	**₱0.1761**	₱0.4831	₱0.4201
Diluted (a/c)	**₱0.1760**	₱0.4819	₱0.4193

33. Segment Information

PFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker.

For management purposes, the Group's operating segments is determined to be business segments as the risks and rates of return are affected predominantly by differences in the products and services produced. The operating businesses 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 manages its operations under the following business segments:

- *Residential Development* is engaged in the development, selling, and property management of all residential projects of the Group. It also includes the operations of the Rockwell Club.

- *Commercial Development* is engaged in the sale, leasing and other related operations in the course of the management of commercial buildings or spaces used for retail and office leasing, including cinema operations.

- *Hotel* segment is engaged in leasing of serviced apartments and management of hotel and resort operations. Its hotel portfolio includes serviced apartments located in Edades Towers and Garden Villas, and The Grove and Joya Lofts and Towers until 2017 where its operations were discontinued.

The Group does not have any customers which constitutes 10% or more of the Group's revenue.

Management monitors the operating results of each business unit separately for the purpose of making decisions about resource allocation and performance assessment. Performance is evaluated based on net income for the year and earnings before interest, taxes and depreciation and amortization, or *EBITDA*. Net income for the year is measured consistent with consolidated net income in the consolidated financial statements. *EBITDA* is measured as net income excluding depreciation and amortization, interest expense and provision for income tax. *EBITDA* is a non-GAAP measure.

The Group centrally manages cash and its financing requirements, income taxes and resource allocation. Resource allocation are measured against profitability among potential investments and made in view of the Group's existing business portfolio.

The President, the Group's chief operating decision maker, monitors operating results of its business segments separately for the purpose of performance assessment and making recommendations to the Board about resource allocation. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit and loss in the consolidated financial statements.

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.

Business Segments

The following tables present information regarding the Group's residential development and commercial development and hotel business segments:

	2020			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Revenue	**₱8,816,221**	**₱1,844,288**	**₱76,827**	**₱10,737,336**
Costs and expenses	**(6,579,210)**	**(555,120)**	**(110,018)**	**(7,244,348)**
Share in net income of joint venture and associate	**–**	**338,811**	**–**	**338,811**
Other income - net	**(9,082)**	**102**	**(20)**	**(9,000)**
EBITDA	**2,227,929**	**1,628,081**	**(33,211)**	**3,822,799**
Depreciation and amortization				**(807,639)**
Interest expense				**(1,267,976)**
Loss on prepayments of loan				**(35,579)**
Loss on loan modification				**(19,596)**
Loss on bond redemption				**(18,528)**
Provision for income tax				**(412,504)**
Consolidated net income				**₱1,260,977**
Assets and Liabilities				
Segment assets	**₱33,223,263**	**₱5,785,438**	**₱252,550**	**₱39,261,251**
Investment properties	**2,780,649**	**11,705,276**	**–**	**14,485,925**
Investment in joint venture and associate	**–**	**2,829,216**	**–**	**2,829,216**
Deferred tax assets - net	**75,903**	**–**	**–**	**75,903**
Property and equipment	**2,914,214**	**2,338,562**	**29,971**	**5,282,747**
Total assets	**₱38,994,029**	**₱22,658,492**	**₱282,521**	**₱61,935,042**
Segment liabilities	**₱31,676,865**	**₱3,696,262**	**₱99,029**	**₱35,472,156**
Deferred tax liabilities -net	**1,601,118**	**–**	**–**	**1,601,118**
Total liabilities	**₱33,277,983**	**₱3,696,262**	**₱99,029**	**₱37,073,274**

	2019			
	Residential Development	Commercial Development	Hotel	Total
Revenue	₱12,937,628	₱2,481,952	₱289,886	₱15,709,466
Costs and expenses	(9,177,936)	(633,610)	(184,890)	(9,996,436)
Share in net income of joint venture and associate	14,870	307,867	–	322,737
Other income - net	33	(184)	(11)	(162)
EBITDA	3,774,595	2,156,025	104,985	6,035,605

(Forward)

	2019			
	Residential Development	Commercial Development	Hotel	Total
Depreciation and amortization	₱	₱	₱	(₱902,091)
Interest expense				(1,357,301)
Gain on bargain purchase				191,069
Gain on remeasurement				58,509
Provision for income tax				(1,018,942)
Consolidated net income				₱3,006,849
Assets and Liabilities				
Segment assets	₱39,520,849	₱527,822	₱436,137	₱40,484,808
Investment properties	–	14,412,263	–	14,412,263
Investment in joint venture and associate	–	2,943,581	–	2,943,581
Deferred tax assets - net	45,862	–	–	45,862
Property and equipment	3,105,179	1,827,784	685,379	5,618,342
Total assets	₱42,671,890	₱19,711,450	₱1,121,516	₱63,504,856
Segment liabilities	₱33,675,553	₱3,630,357	₱114,301	₱37,420,211
Deferred tax liabilities -net	1,735,851	–	–	1,735,851
Total liabilities	₱35,411,404	₱3,630,357	₱114,301	₱39,156,062

	2018			
	Residential Development	Commercial Development	Hotel	Total
Revenue	₱13,411,276	₱1,989,530	₱283,489	₱15,684,295
Costs and expenses	(9,620,666)	(774,885)	(209,807)	(10,605,358)
Share in net income of joint venture and associate	–	270,595	–	270,595
Other income - net	3,175	77	21	3,273
EBITDA	3,793,785	1,485,317	73,703	5,352,805
Depreciation and amortization				(658,585)
Interest expense				(1,161,879)
Provision for income tax				(965,720)
Consolidated net income				₱2,566,621

34. Supplemental Disclosure of Cash Flow Information

a. The changes in the Group’s liabilities arising from financing activities are as follows:

	January 1, 2020	**Cash Flows**	**Reclassification from Noncurrent to Current**	**Interest Expense/Discount Amortization**	**December 31, 2020**
Current portion of interest-bearing loans and borrowings	**₱5,238,844**	**(₱5,238,844)**	**₱7,354,635**	**₱–**	**₱7,354,635**
Interest-bearing loans and borrowings - net of current portion	**20,496,901**	**4,216,231**	**(7,354,635)**	**44,883**	**17,403,380**
Lease liabilities	**637,759**	**(35,472)**	**–**	**48,723**	**651,010**
Installment payable	**599,975**	**(655,799)**	**–**	**55,824**	**–**
Total liabilities from financing activities	**₱26,973,479**	**(₱1,713,884)**	**₱–**	**₱149,430**	**₱25,409,025**

	January 1, 2019	Cash Flows	Reclassification from Noncurrent to Current	Interest Expense/Discount Amortization	December 31, 2019
Current portion of interest-bearing loans and borrowings	₱5,173,729	(₱5,173,729)	₱5,238,844	₱–	₱5,238,844
Interest-bearing loans and borrowings - net of current portion	19,053,087	6,645,840	(5,238,844)	36,818	20,496,901
Lease liabilities	627,520	(33,520)	–	43,759	637,759
Installment payable	571,748	–	–	28,227	599,975
Total liabilities from financing activities	₱25,426,084	₱1,438,591	₱–	₱108,804	₱26,973,479

	January 1, 2018	Cash Flows	Reclassification from Noncurrent to Current	Interest Expense/Discount Amortization	December 31, 2018
Current portion of interest-bearing loans and borrowings	₱2,020,014	(₱2,020,014)	₱5,173,729	₱–	₱5,173,729
Interest-bearing loans and borrowings - net of current portion	17,888,752	6,336,834	(5,173,729)	37,942	19,053,087
Installment payable	544,957	–	–	26,791	571,748
Total liabilities from financing activities	₱20,453,723	₱4,280,108	₱–	₱64,733	₱24,798,564

b. The Group's material non-cash investing activities include the investment in an associate with unpaid subscription amounting to ₱684.2 million as at December 31, 2020 and the return of investment in a joint venture previously recorded as advances to partners amounting to ₱875.5 million (see Note 13).

35. Events After the Reporting Period

Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

President Rodrigo Duterte signed into law on March 26, 2021 the CREATE Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Company:

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding Php5 million and with total assets not exceeding Php100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.

- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.

- Imposition of improperly accumulated earnings tax (IAET) is repealed.

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2021 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Group would have been subjected to lower RCIT rate of 25% or MCIT rate of 1% effective July 1, 2020.

- This will result in lower provision for current income tax for the year ended December 31, 2020 and lower income tax payable as of December 31, 2020, which will be reflected in the Group's 2020 annual income tax return but will only be recognized for financial reporting purposes in its 2021 consolidated financial statements. Pending clarification from the tax authorities on how the taxable income for the period beginning July 1, 2020 will be computed, the Group has not quantified the impact of the lower corporate income tax rate on the 2020 current income tax.

- This will result in lower net deferred tax assets and liabilities as at December 31, 2020 and provision for deferred tax for the year then ended by ₱450.8 million, ₱196.2 million and ₱83.7 million, respectively. These reductions will be recognized in the 2021 consolidated financial statements.

36. **Other Matter**

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine (ECQ) throughout the island of Luzon until April 12, 2020, which was subsequently extended to May 15, 2020. Upon lifting of the ECQ on May 16, 2020, the modified ECQ has been implemented until May 31, 2020 and general community quarantine (GCQ) until June 30, 2020. On August 3, 2020, the Office of the President issued a Memorandum declaring MECQ for NCR and selected provinces, starting August 4, 2020 until August 18, 2020. On August 19, 2020, NCR was placed under general community quarantine until August 31, 2020, which was subsequently extended until March 28, 2021. On March 26, 2021, NCR and selected provinces were placed under ECQ from March 29, 2021 until April 2, 2021. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Group considers the events surrounding the outbreak on its financial position and performance as of and for the year ended December 31, 2020. Considering the evolving nature of this outbreak, the Group will continue to monitor the situation.

ROCKWELL LAND CORPORATION

INDEX TO SUPPLEMENTARY SCHEDULES
Form 17-A, Item 7

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Rockwell Land Corporation
2F 8 Rockwell
Hidalgo Drive, Rockwell Center
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Rockwell Land Corporation and its subsidiaries as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020, included in this Form 17-A and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Gaile A. Macapinlac

Gaile A. Macapinlac
Partner
CPA Certificate No. 98838
SEC Accreditation No. 1621-AR-1 (Group A),
November 11, 2019, valid until November 10, 2022
Tax Identification No. 205-947-572
BIR Accreditation No. 08-001998-126-2019,
November 27, 2019, valid until November 26, 2022
PTR No. 8534318, January 4, 2021, Makati City

March 26, 2021

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Rockwell Land Corporation
2F 8 Rockwell
Hidalgo Drive, Rockwell Center
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Rockwell Land Corporation and its subsidiaries as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020, included in this Form 17-A, and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These 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. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Company's consolidated financial statements as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Gaile A. Macapinlac

Gaile A. Macapinlac
Partner
CPA Certificate No. 98838
SEC Accreditation No. 1621-AR-1 (Group A),
November 11, 2019, valid until November 10, 2022
Tax Identification No. 205-947-572
BIR Accreditation No. 08-001998-126-2019,
November 27, 2019, valid until November 26, 2022
PTR No. 8534318, January 4, 2021, Makati City

March 26, 2021

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE A – FINANCIAL ASSETS
December 31, 2020

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds or Notes	Amount shown in the Statement of Financial Position	Income Received or Accrued
Cash and cash equivalents	N/A	₱3,205,022,224	₱10,859,966
Trade receivables	N/A	3,908,624,865	N/A
Advances to officers and employees	N/A	53,719,678	N/A
Other receivables	N/A	164,617,321	N/A
Refundable deposits	N/A	71,505,812	N/A
Restricted Cash	N/A	15,416,000	N/A
Total		**₱7,418,905,901**	**₱10,859,966**

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE B – AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
December 31, 2020

Name and Designation of Debtor	Beginning balance	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Balance at End of Period
AR Officers & Directors	₱126,061,937	₱34,841,993	(₱104,597,180)	₱–	₱5,041,190	₱51,265,560	₱56,306,751
Employees	244,893,068	197,419,715	(221,320,414)	–	28,586,668	192,405,701	220,992,368
TOTAL	**₱370,955,005**	**₱232,261,708**	**(₱325,917,594)**	**₱–**	**₱33,627,858**	**₱243,671,261**	**₱277,299,119**

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE C – AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS
December 31, 2020

Name and Designation of Debtor	Beginning balance	Additions	Amounts Collected	Current	Non-Current	Ending balance
Rockwell Leisure Club Inc.	₱9,350,929	₱6,399,185	(₱9,334,250)	₱6,415,863	₱–	₱6,415,863
Rockwell Integrated Property Services, Inc.	23,445,906	34,494,292	(37,789,300)	20,150,898	–	20,150,898
Rockwell Primaries Development Corporation	2,617,181,494	566,115,885	(144,385,769)	3,038,911,610	-	3,038,911,610
Stonewell Property Development Corporation	1,669,328	605,764	–	2,275,092	–	2,275,092
Primaries Properties Sales Specialists Inc.	7,571,355	–	(5,815,265)	1,756,090	–	1,756,090
Rockwell Hotels & Leisure Management Corp	30,925,971	6,812,865	(15,043,233)	22,695,603	–	22,695,603
Retailscapes, Inc.	597,117,176	145,493,563	–	442,610,739	300,000,000	742,610,739
Rockwell MFA Corp.	486,938,242	604,175,720	(209,956,895)	18,757,067	862,400,000	881,157,067
Rockwell Carmelray Development Corp	73,874,255	393,803,690	(311,319,602)	156,358,343	–	156,358,343

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE D – LONG TERM DEBT
As of December 31, 2020

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Current Portion of Long-Term Debt	Long-Term Debt (net of Current Portion)	Average Interest Rate	No. of Periodic Installments	Maturity Date
Philippine Peso, 7-year & 1 quarter fixed-rate retail peso bonds due on 2021	₱3,313,400,000	₱3,313,400,000	₱–	5.09%	1	02/15/2021
Philippine Peso, 90-day fixed-rate notes due 2021	1,000,000,000	1,000,000,000	–	3.0%	1	2/8/2021 3/31/2021
Philippine Peso, 2-year fixed-rate notes due 2021	861,853,601	861,853,601	–	5.0-6.25%	9 2 1	6/14/2021 6/30/2021 9/20/2021
Philippine Peso, 3-year fixed-rate notes due 2021	623,061,851	623,061,851	–	4.0%	1 6	5/31/2021 6/29/2021
Philippine Peso, 3-year fixed-rate notes due 2021	925,245,166	925,245,166	–	4.0-5.0%	8 8 1 10	8/22/2021 8/30/2021 9/27/2021 10/12/2021
Philippine Peso, 3-year fixed-rate notes due 2022	327,165,757	94,518,795	232,646,962	4.0%	18	6/15/2022
Philippine Peso, 4-year fixed-rate notes due 2022	340,373,238	133,737,842	206,635,396	4.0%	21	9/20/2022
Philippine Peso, 3.5-4.5-year fixed-rate notes due 2022	110,000,000	–	110,000,000	6.46-7.15%	1	12/31/2022
Philippine Peso, 7-year fixed-rate notes due 2023	632,000,000	147,500,000	484,500,000	4.44%	10	6/17/2023
Philippine Peso, 7-year fixed-rate notes due 2023	334,400,000	73,700,000	260,700,000	2.95%	11	9/28/2023

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Current Portion of Long-Term Debt	Long-Term Debt (net of Current Portion)	Average Interest Rate	No. of Periodic Installments	Maturity Date
Philippine Peso, 3-3.5-year fixed-rate notes due 2023	105,600,000	–	105,600,000	3.6-3.8%	1	12/31/2023
Philippine Peso, 10-year floating-rate notes due 2026	774,600,000	90,400,000	684,200,000	2.95%	22	6/17/2026
Philippine Peso, 10-year fixed-rate notes due 2026	2,710,693,548	316,322,581	2,394,370,967	5.56-6.24%	22	5/31/2026 6/17/2026 6/17/2026 6/17/2026 7/17/2026
Philippine Peso, 7-year floating-rate notes due 2026	1,000,000,000	–	1,000,000,000	2.99%	20	11/20/2026
Philippine Peso, 7-year fixed-rate notes due 2026	2,000,000,000	–	2,000,000,000	5.55%	20	11/20/2026
Philippine Peso, 7-year fixed-rate notes due 2027	8,000,000,000	–	8,000,000,000	2.99-5.68%	20 33 33 33 20 20 23	1/20/2027 2/24/2027 4/15/2027 7/7/2027 8/28/2027 12/7/2027 12/27/2027
Philippine Peso, 7-year floating-rate notes due 2027	1,000,000,000	–	1,000,000,000	2.99%	20	3/31/2027
Philippine Peso, 10-year fixed-rate notes due 2030	1,000,000,000	-	1,000,000,000	3.75%	37	9/28/2030

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE E – INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)
December 31, 2020

Name of Related Party	Beginning balance	Ending balance
N/A	N/A	N/A

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE F – GUARANTEES OF SECURITIES OF OTHER ISSUERS
December 31, 2020

Name of Issuing Entity of Securities Guaranteed by the Company for which this Statement is filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed & Outstanding	Amount owed by Person for which Statement is filed	Nature of Guarantee
N/A	N/A	N/A	N/A	N/A

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE G – CAPITAL STOCK
December 31, 2020

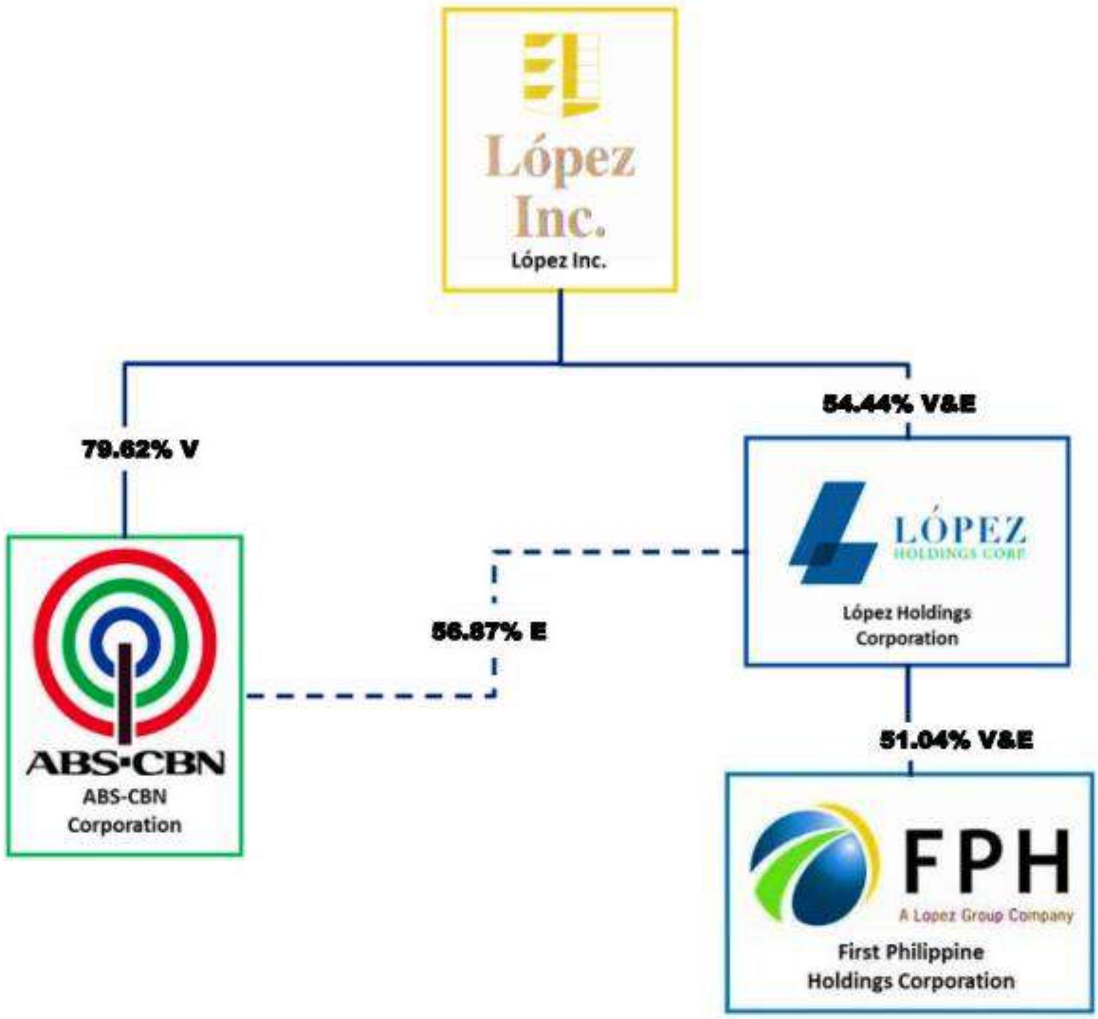
				Number of Shares Held By		
Title of Issue	**Number of Shares Authorized**	**Number of Shares Issued and Outstanding**	**Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights**	**Related Parties**	**Directors, Officers and Employees**	**Others**
Common Shares	8,890,000,000	6,116,762,198(a)	45,119,000	5,296,015,375	24,723,975	796,022,848
Preferred Shares	11,000,000,000	2,750,000,000	–	2,750,000,000	–	–

[(a)] *Net of treasury shares of 126,620,146*

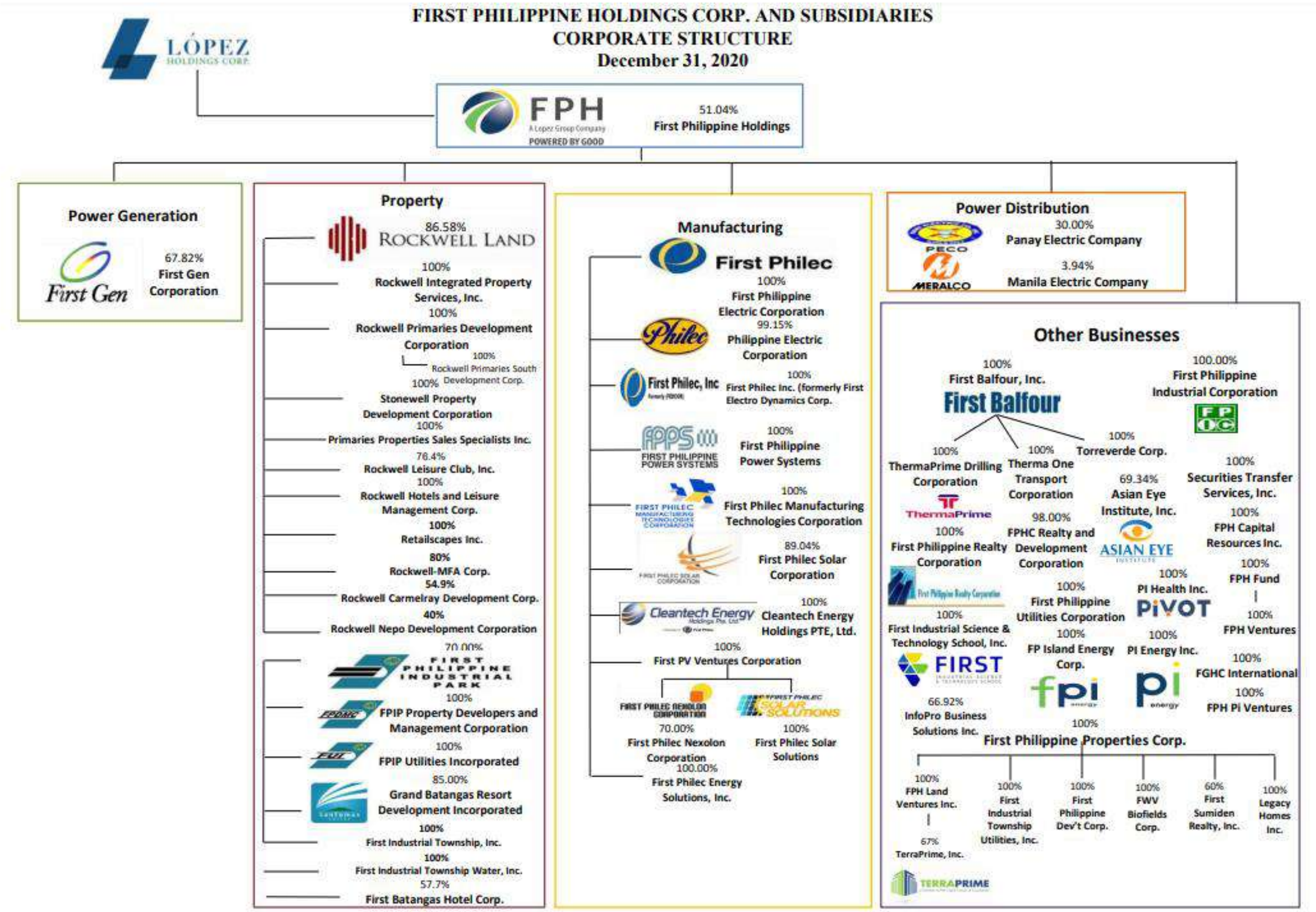
ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE H – RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
December 31, 2020
Amount in thousands

	Amount
Unappropriated retained earnings, beginning	₱6,559,382
Adjustments: *(see adjustments in previous years' reconciliation)*	(96,685)
Unappropriated retained earnings, as adjusted to available for dividend distribution, beginning	6,462,697
Add:	
Net income during the year closed to retained earnings	997,828
Less:	
Dividend declaration	297,090
Appropriation, net of reversal	2,000,000
Unappropriated retained earnings available for dividend, as adjusted, ending	₱5,163,435

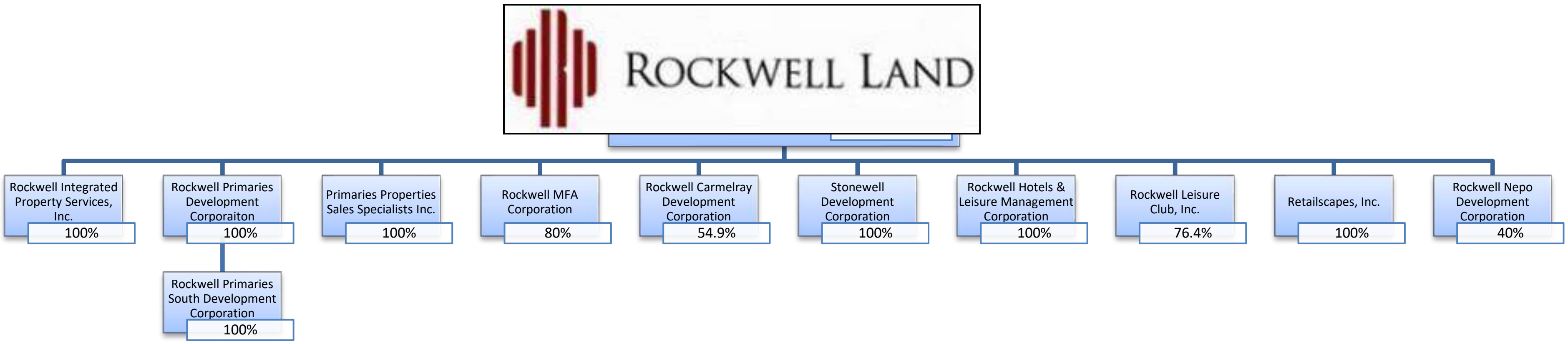
ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE I - MAP OF RELATIONSHIPS OF COMPANIES WITHIN THE GROUP(A)
December 31, 2020



ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE I – MAP OF RELATIONSHIPS OF COMPANIES WITHIN THE GROUP (B)
December 31, 2020



ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE I – MAP OF RELATIONSHIPS OF COMPANIES WITHIN THE GROUP (C)
December 31, 2020



ROCKWELL LAND CORPORATION AND SUBSIDIARIES
SCHEDULE J – Schedule of Financial Soundness Indicators
December 31, 2020

KPI	2020	2019	2018
EBITDA (P)[1]	3.8 billion	6.0 billion	5.4 billion
Current Ratio (x)[2]	2.37	2.47	2.17
Net DE Ratio (x)[3]	0.87	0.82	1.16
Asset to Equity Ratio (x)[4]	2.49	2.61	2.97
Interest coverage ratio (x)[5]	3.29	4.17	4.62
ROA[6]	2.01%	5.00%	4.91%
ROE[7]	5.12%	13.85%	14.26%
EPS (P)[8]	0.18	0.48	0.42

Notes:
(1) EBITDA [Net Income + (Interest Expense, Provision for Income Tax, Depreciation & Amortization)]
(2) Current ratio [Current assets/Current liabilities]
(3) Net debt to equity ratio [(Total Interest bearing debt)-(Cash and cash equivalents) / Total Equity]
(4) Assets to Equity Ratio [Total Assets/Total Equity]
(5) Interest coverage ratio [EBITDA/ Total interest payments]
(6) ROA [Net Income/Average Total Assets]
(7) ROE [Net Income/ Average Total Equity]
(8) EPS [Net Income/number of common shares outstanding]

ROCKWELL LAND

Annex F

Report of the Audit Committee
(For the year ended December 31, 2020)

The Audit Committee's roles and responsibilities are defined in the Corporate Governance Manual of Rockwell Land Corporation and the Audit Committee Charter. We assist the Board of Directors in fulfilling its oversight responsibility to the shareholders relating to: a) Integrity of financial statements and the financial reporting process; b) Appointment, re-appointment, remuneration, qualifications, independence and performance of independent auditor; c) Effectiveness of internal control system; d) Review of the sufficiency and effectiveness of the risk management process; and e) Oversight on Internal Audit function. We confirm that:

1) An Independent Director chairs the Audit Committee. Two (2) out of the three (3) members of the Audit Committee are independent directors;
2) We had five (5) Committee meetings during the year, four (4) regular virtual meetings and one (1) special committee meeting which is in-person
3) We have reviewed and approved the 2020 Internal Audit Plan, including its scope, resources and the subsequent changes thereto;
4) We have reviewed and discussed the reports of the Internal Auditors, ensuring that management is taking appropriate corrective actions in a timely manner, including addressing internal controls and compliance issues;
5) We have discussed and approved the overall scope and audit plan of SGV & Co. for the audit of 2020 Financial Statements. We have also discussed the results of their audits and their assessment of Rockwell Land's internal control and the overall quality of the financial reporting process;
6) We have reviewed and discussed the quarterly unaudited financial statements and year-end audited financial statements of Rockwell Land with the Management and SGV & Co.;
   These activities were performed in the following context:

   - The management has the primary responsibility for the financial statements and the financial reporting process; and
   - That SGV & Co. is responsible for expressing an opinion on the conformity of Rockwell Land's consolidated financial statements with the Philippine Financial Reporting Standards.

7) For the year ended December 31, 2020, Rockwell Land has engaged its independent auditor, SGV & Co. to do other audit related and non-audit services aside from the conduct of year-end financial audit. Such engagements were presented to and reviewed by the Audit Committee and concluded that the nature and scope are not incompatible with their role as independent auditor and the related fees are not significant to impair their independence;
8) We have reviewed the report on regulatory compliance and ensured that appropriate timely actions are taken and requirements are complied with;
9) We have reviewed and approved the Management Representation letter for the year ended December 31, 2020 before submission to our external auditor.

Based on the reviews and discussions undertaken, and subject to the limitations on our roles and responsibilities referred to above, the Audit Committee recommends to the Board of Directors that the audited financial statements be included in the Annual Report for the year ended December 31, 2020 for filing with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). We are also recommending to the Board of Directors the re-appointment of SGV & Co., as Rockwell Land Corporation's independent auditor for 2021 based on the review of its performance and qualifications.

March 19, 2021

OSCAR J. HILADO Chairman	MONICO V. JACOB Member	FRANCIS GILES B. PUNO Member

Annex G

COVER SHEET

SEC Registration Number

6 2 8 9 3

Company Name

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

Principal Office (No./Street/Barangay/City/Town/Province)

2F, 8 ROCKWELL, HIDALGO DRIVE ROCKWELL CENTER, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
17-Q		N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
ellena@rockwell.com.ph	7-793-0088	N/A

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
46,130 (as of 30 APRIL 2021)	June 30	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Ellen V. Almodiel	ellena@rockwell.com.ph	7-793-0088	N/A

Contact Person's Address

Ground Floor, East Podium, Joya Lofts & Towers, 28 Plaza Drive, Rockwell Center, Makati City 1200

Note: 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.

SEC Number:
File Number:

ROCKWELL LAND CORPORATION

(Company's Full Name)

2nd Floor 8 Rockwell, Hidalgo Drive,
Rockwell Center, Makati City 1200

(Company's Address)

(632) 793-0088

(Telephone Number)

March 31, 2021

(Quarter Ending)

SEC Form 17-Q Quarterly Report

(Form Type)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-QA

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

- For the quarterly period ended **March 31, 2021**
- Commission Identification Number **62893**
- BIR Tax Identification Number **004-710-062-000**
- Exact name of issuer as specified in its charter: **ROCKWELL LAND CORPORATION**
- Province, country or other jurisdiction of incorporation or organization: **Philippines**
- Industry Classification Code: _____________ (SEC Use Only)
- Address of issuer's principal office and postal code:
  2F , 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City 1200
    - Issuer's telephone number, including area code: **(632) 793-0088**
- Former name, former address, former fiscal year, if changes since last report:
  The Garage at Rockwell Center, Estrella St. Makati City 1200
- Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each class	Number of shares issued and outstanding
Common shares	**6,116,762,198**

Amount of Debt Outstanding
PhP24,947,922,333(1st Quarter 2021)

- Are any or all of the securities listed on a Stock Exchange?
  Yes [**X**]No [ ]

Stock Exchange: **Philippine Stock Exchange**
Securities Listed: **Common shares**

- Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes **[X]**No **[ ]**

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

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Item 1. Financial Statements

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Millions)

	March 31, 2021	December 31, 2020
	Unaudited	**Audited**
ASSETS		
Current Assets		
Cash and cash equivalents	**₱2,700**	₱3,205
Trade and other receivables	**4,711**	4,110
Contract asset	**12,597**	12,082
Real estate inventories	**13,601**	13,155
Advances to contractors	**1,632**	1,571
Other current assets	**2,217**	2,251
Total Current Assets	**37,458**	36,374
Noncurrent Assets		
Investment properties – net	**14,509**	14,486
Property and equipment – net	**5,318**	5,283
Investment in joint venture and associate	**2,864**	2,829
Contract asset – net of current portion	**1,330**	2,117
Investment in equity instruments at FVOCI	**32**	32
Deferred tax assets	**76**	76
Other noncurrent assets	**714**	739
Total Noncurrent Assets	**24,843**	25,562
Total Assets	**₱62,301**	₱61,936
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables	**₱7,242**	₱7,328
Current portion of interest-bearing loans and borrowings	**5,686**	7,355
Subscription Payable	**684**	684
Total Current Liabilities	**13,613**	15,367
Noncurrent Liabilities		
Interest-bearing loans and borrowings - net of current portion	**19,262**	17,403
Deferred tax liabilities	**1,544**	1,602
Lease liability	**630**	621
Pension liability - net	**320**	295
Deposits and other liabilities	**1,728**	1,786
Total Noncurrent Liabilities	**23,484**	21,707
Total Liabilities	**₱37,097**	**₱**37,073
Equity Attributable to Equity Holders of the Parent Company		
Capital stock	**6,271**	6,271
Additional paid-in capital	**28**	28
Other comprehensive income	**14**	14
Other equity adjustments	**540**	540
Share-based payments	**70**	70
Retained earnings		
Appropriated	**9,700**	9,700
Unappropriated	**5,941**	5,420
	22,564	22,040
Less cost of treasury shares	**(185)**	(185)
Total Equity Attributable to Equity Holders of the Parent Company	**22,379**	21,858
Non-controlling interests	**2,825**	3,004
Total Equity	**₱25,204**	₱24,862
Total Liabilities and Equity	**₱62,301**	₱61,936

See accompanying Notes to Financial Statements

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amount in Millions)

	2021 Unaudited Jan. 1 to Mar. 31	2020 Unaudited Jan. 1 to Mar. 31
REVENUE		
Sale of condominium units	₱2,305	₱2,061
Interest income	397	512
Lease income	310	414
Room revenue	14	41
Others	134	189
	3,161	3,217
EXPENSES		
Cost of real estate	1,548	1,281
General and administrative expenses	382	491
Selling expenses	199	186
	2,128	1,957
INCOME BEFORE OTHER INCOME (EXPENSES)	1,033	1,260
OTHER INCOME (EXPENSES)		
Interest expense	(275)	(339)
Share in net income of joint venture	89	83
Foreign exchange loss (gain) - net	(0)	(1)
	(185)	(257)
INCOME BEFORE INCOME TAX	847	1,004
PROVISION FOR INCOME TAX	200	270
NET INCOME	647	734
OTHER COMPREHENSIVE INCOME	–	–
TOTAL COMPREHENSIVE INCOME	647	734
Net Income Attributable to:		
Equity holders of the Parent Company	521	654
Non-controlling Interests	126	80
TOTAL	647	734
Total Comprehensive Income Attributable to:		
Equity holders of Rockwell Land Corporation	521	654
Non-controlling Interests	126	80
TOTAL	647	734
Basic/Diluted Earnings per Share (Note 8)	0.09	0.11

See accompanying Notes to Financial Statements.

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in Millions)

	Equity Attributable to Equity Holders of the Parent Company										
	Capital Stock	Additional Paid-in Capital	Other comprehensive income	Other Equity Adjustments	Share-based Payments Plan	Retained Earnings		Treasury Shares	Total	Equity Attributable to Non-Controlling Interests	Total Equity
						Appropriated	Unappropriated				
At December 31, 2020 (Audited)	**6,271**	**28**	**14**	**540**	**70**	**9,700**	**5,420**	**(185)**	**21,858**	**3,004**	**24,862**
Net income							**521**		**521**	**126**	**647**
Other comprehensive income (loss)							**-**		**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**521**		**521**	**126**	**647**
Subsidiary's payment of dividends to NCI										**(66)**	**(66)**
Subsidiary's purchase of preferred shares from NCI										**(239)**	**(239)**
At March 31, 2021 (Unaudited)	**6,271**	**28**	**17**	**540**	**70**	**9,700**	**5,941**	**(185)**	**22,379**	**2,825**	**25,204**
At December 31, 2019 (Audited)	**6,271**	**28**	**17**	**540**	**70**	**7,000**	**7,394**	**(185)**	**21,135**	**3,214**	**24,349**
Net income							**654**		**654**	**80**	**734**
Other comprehensive income (loss)							**-**		**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**654**		**654**	**80**	**734**
Appropriations						**2,000**	**(2,000)**				
Subsidiary's payment of dividends to NCI										**(32)**	**(32)**
Subsidiary's purchase of preferred shares from NCI										**(75)**	**(75)**
At March 31, 2020 (Unaudited)	**6,271**	**28**	**17**	**540**	**70**	**9,000**	**6,048**	**(185)**	**21,789**	**3,187**	**24,976**

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

(Amounts in Millions)

	January 1 to March 31	
	2021 Unaudited	**2020 Unaudited**
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱847**	₱1,004
Adjustments for:		
Interest income	**(340)**	(378)
Depreciation and amortization	**174**	195
Interest expense	**259**	339
Share in net income of joint venture	**(89)**	(83)
Pension costs	**19**	20
Operating income before working capital changes	**871**	1,096
Decrease (increase) in:		
Trade and other receivables	**(891)**	987
Contract assets	**2,170**	163
Real estate inventories	**(970)**	(618)
Advances to contractors	**(62)**	52
Other current assets	**(415)**	(236)
Increase (decrease) in:		
Trade and other payables	**(303)**	(370)
Net cash generated from operations	**400**	1,074
Income taxes paid	**(98)**	(126)
Interest paid	**(340)**	(399)
Net cash provided by (used in) operating activities	**(38)**	549
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of:		
Property and equipment	**(108)**	(67)
Investment properties	**(148)**	(471)
Investment in joint venture	**54**	-
Interest received	**1**	4
Net cash used in investing activities	**(201)**	(534)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of:		
Bank loans	**(481)**	(4,110)
Bonds Payable	**(3,313)**	-
Installment Payable	**-**	7
Subsidiary's payment of dividends to non-controlling interest	**(66)**	(32)
Subsidiary's purchase of preferred shares from non-controlling interest	**(239)**	(75)
Availments of loans and borrowings	**3,682**	3,000
Increase in deposits and other liabilities	**152**	(745)
Net cash provided by (used in) financing activities	**(266)**	(1,956)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(505)**	(1,940)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**3,205**	5,706
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**₱2,700**	₱3,766

See accompanying Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Rockwell Land Corporation ("Rockwell Land" or "The Company is incorporated in the Philippines and is engaged in real estate development and sale or lease of condominium and commercial units and lots. The Company's corporate life is 50 years and can be extended for another 50 years on or within five years before the expiration of its term.

Effective April 18, 2017, the Parent Company's principal office address changed from The Garage at Rockwell, Estrella St., Rockwell Center, Makati City to 2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City.

As of January 1, 2012, Rockwell Land was owned by Manila Electric Company (Meralco) (51%) and First Philippine Holdings Corporation (FPH) (49%). On February 27, 2012, the Board of Directors (BOD) of Meralco approved the declaration of its 51% ownership in the Company as a property dividend in favor of common stockholders of record as of March 23, 2012, except for foreign common shareholders who will be paid the cash equivalent of the property dividend. Consequently, the Company became a public company having more than 200 shareholders. The property dividend was paid on May 11, 2012 wherein FPH received property dividends from Meralco in the form of 125,079,016 common shares of the Company. On the same date, the Company acquired 126,620,146 common shares from Meralco, representing the foreign shareholders' entitlement from the property dividend distribution, at ₱1.4637 per share. The Company was listed in the Philippine Stock Exchange (PSE) on May 11, 2012.

On June 28, 2012 and July 27, 2012, FPH purchased additional shares of the Company from Beacon Electric Asset Holdings, Inc. and San Miguel Corporation, respectively. As of March 31, 2020, FPH owns 86.58% of the Company.

Rockwell Integrated Property Services, Inc. (RIPSI), a wholly owned subsidiary of the Company, is incorporated in the Philippines to establish, own, manage, operate and carry on the business of maintaining and cleaning buildings and other facilities.

Rockwell Primaries Development Corporation ("Rockwell Primaries", formerly Primaries Development Corporation) a wholly owned subsidiary of the Company, was incorporated last September 2012 to primarily cater to the broader market under a 2nd brand "Primaries". The subsidiary envisions itself to be the preferred developer in terms of providing exceptional and quality living at a more affordable price. The Securities and Exchange Commission approved the change in name to Rockwell Primaries Development Corporation on July 3, 2014 and was subsequently registered in Bureau of Internal Revenue on July 15, 2014.

Stonewell Development Corporation Inc., a wholly owned subsidiary of the Company, was incorporated on September 2012 to develop socialized housing for the Parent Company.

Rockwell Performing Arts Theater Corporation, formerly Primaries Properties Sales Specialist Inc., a wholly owned subsidiary of the Company, was incorporated on November 2012 and amended in March 2019, primarily to constructing, establishing, operating and maintaining theaters and performance, conference, lecture, seminars and other forms of entertainment .

Rockwell Hotels & Leisure Management Corp. (Rockwell Hotels), a wholly owned subsidiary of the Company, was incorporated on June 2013 to manage and engage in the general business of hotel, resort, club, recreational center, apartment and other allied businesses.

Retailscapes Inc., a wholly owned subsidiary of the Company, was incorporated in November 2014 to develop and operate the pocket retail projects of the Company.

The Company entered into a Joint Venture Agreement with Mitsui Fudosan (Asia) Pte. Ltd. (Mitsui) to develop the residential component of its project in Quezon City called "the Arton by Rockwell". In accordance with the Agreement, Rockwell MFA Corp. (RMFA) was incorporated on August 2017 by the Company and Mitsui through SEAI Metro Manila One, Inc. (MFAP) to handle the development of the Project. The Company owns 80% interest of RMFA as at March 31, 2021.

In 2019, Rockwell Land Corporation (the Parent Company) acquired additional 37.6% interest in Rockwell Carmelray Development Corporation (RCDC) for an aggregate purchase price of ₱2,409.0 million. As of March 31, 2021, the Parent Company now holds 57.6% of the common and preferred shares of RCDC. The Parent Company accounted for its acquisition of RCDC as a business combination using the 'acquisition' method.

The Company also has 76.4% ownership in Rockwell Leisure Club Inc. (RLCI). RLCI is a non-profit premier leisure club created to complement Rockwell Land's exclusive lifestyle concept. Opened in December 1999, RLCI offers its resident members and proprietary shareholders a first-class social, sports and recreational facility within the Rockwell Center.

In November 10, 2020, the company subscribed to 40% of the outstanding capital stock of Rockwell Nepo Development Corporation (Rockwell Nepo), formerly Nepwell Property Management Inc. Rockwell Nepo is a joint venture between the Company and T.G.N. Realty Corporation, which was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 20, 2019. The JV company is set to develop the 3.6 hectares of land in Angeles City, Pampanga into a mixed-use development with residential, commercial and retail components.

2. Summary of Significant Accounting and Financial Reporting Policies

Basis of Preparation

The accompanying consolidated financial statements have been prepared on a historical cost basis, except for available-for-sale investments that have been measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional and presentation currency and all values are rounded to the nearest thousands, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS also includes Philippine Accounting Standards (PAS), including Interpretations issued by the Financial Reporting Standards Council (FRSC).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of Rockwell Land and its subsidiaries (collectively referred to as the "Group"). Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Parent Company controls an investee if, and only if, the Parent Company has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

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 reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. 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, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Parent Company's accounting policies. All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions among members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resulting gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

Non-controlling interests represent the portion of profit or loss and net assets in the subsidiaries not held by the Parent Company and are presented in the profit or loss and within equity in the consolidated statement of financial position, separately from equity attributable to equity holders of the Parent Company.

The consolidated financial statements comprise of the financial statements of Rockwell Land and the following subsidiaries that it controls.

Subsidiaries	Nature of Business	Percentage of Ownership as of March 31, 2021
Rockwell Integrated Property Services, Inc.	Service provider	100%
Rockwell Primaries Development Corporation (Rockwell Primaries)	Real estate development	100%
Stonewell Property Development Corporation	Real estate development	100%
Rockwell Performing Arts Theater Corporation (formerly Primaries Properties Sales Specialists Inc.)	Marketing	100%
Rockwell Leisure Club Inc	Leisure club	76.4%
Rockwell Hotels & Leisure Management Corp	Hotel management	100%
Retailscapes Inc.	Commercial Development	100%
Rockwell Primaries South Development Corporation (formerly ATR KimEng Land, Inc.)	Real Estate Development	100%
Rockwell MFA Corp. (Rock MFA)	Real Estate Development	80%
Rockwell Carmelray Development Corporation	Real Estate Development	57.6%
Rockwell Nepo Development Corporation	Real Estate Development	40%

All subsidiaries are incorporated in the Philippines.

The financial statements of the subsidiaries are prepared for the same reporting year as the Company using consistent accounting policies.

3. Changes in Accounting Policies and Disclosures

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new accounting pronouncements starting January 1, 2020. Adoption of these pronouncements did not have any significant impact on the Group's consolidated financial position or performance unless otherwise indicated.

- Adoption of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (IAS 23, Borrowing Cost) for the Real Estate Industry

  In March 2019, IFRIC published an Agenda Decision on whether borrowing costs can be capitalized on real estate inventories that are under construction and for which the related revenue is/will be recognized over time under par. 35(c) of PIFRS 15. IFRIC concluded that borrowing costs cannot be capitalized for such real estate inventories as they do not meet the definition of a qualifying asset under IAS 23 considering that these inventories are ready for their intended sale in their current condition.

  The IFRIC agenda decision would change the Group's current practice of capitalizing borrowing costs on real estate projects with pre-selling activities.

  On February 11, 2020, the Philippine SEC issued Memorandum Circular No. 4, Series of 2020, providing relief to the Real Estate Industry by deferring the implementation of the above IFRIC Agenda Decision until December 31, 2020. Effective January 1, 2021, the Real Estate Industry will adopt the IFRIC agenda decision and any subsequent amendments thereto retrospectively or as the SEC will later prescribe. A real estate company may opt not to avail of the deferral and instead comply in full with the requirements of the IFRIC agenda decision.

  For real estate companies that avail of the deferral, the SEC requires disclosure in the Notes to the Financial Statements of the accounting policies applied, a discussion of the deferral of the subject implementation issues, and a qualitative discussion of the impact in the financial statements had the IFRIC agenda decision been adopted.

  The Group did not avail of the relief provided by the SEC and instead adopted the IFRIC agenda decision retrospectively effective January 1, 2019. Accordingly, prior year consolidated financial statements have been restated to recognize as "Interest expense" and "Interest income" previously capitalized interest (net of interest income) as part of "Real estate inventories" account in 2018 and 2017.

- PFRS 16, *Leases*

  PFRS 16 supersedes PAS 17, Leases, Philippine Interpretation IFRIC 4, Determining whether an Arrangement contains a Lease, Philippine Interpretation SIC-15, Operating Leases-Incentives and Philippine Interpretation SIC-27, Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

  Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases. Therefore, PFRS 16 did not have an impact for leases where the Group is the lessor.

  The Group adopted PFRS 16 using the modified retrospective approach upon adoption of PFRS 16 in 2019 and elects to apply the standard to contracts that were previously identified as leases applying PAS 17 and Philippine Interpretation IFRIC-4. The Group will therefore not apply the standard to contracts that were not previously identified as containing a lease applying PAS 17 and Philippine Interpretation IFRIC-4.

Leases previously accounted for as operating leases
The Group recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for all leases were recognized based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognized. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company also applied the available practical expedients wherein it applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application.

- *Philippine Interpretation IFRIC-23, Uncertainty over Income Tax Treatments*

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, Income Taxes, and does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.
The interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

An entity must determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty should be followed.

The Group determined, based on its tax compliance review and assessment, and in consultation with its tax counsel, that it is probable that its tax treatments will be accepted by the taxation authorities. Accordingly, the interpretation did not have an impact on the consolidated financial statements of the Group.

- *Amendments to PFRS 9, Prepayment Features with Negative Compensation*

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are ‘solely payments of principal and interest on the principal amount outstanding’ (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

These amendments had no impact on the consolidated financial statements of the Group.

- *Amendments to PAS 19, Employee Benefits, Plan Amendment, Curtailment or Settlement*

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event

Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

The amendments had no impact on the consolidated financial statements of the Group as it did not have any plan amendments, curtailments, or settlements during the period.

- *Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures*

  The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.

  The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, Investments in Associates and Joint Ventures.

  These amendments had no impact on the consolidated financial statements as the Group does not have long-term interests in its associate and joint venture.

- *Annual Improvements to PFRSs 2015-2017 Cycle*

  Amendments to PFRS 3, Business Combinations, and PFRS 11, Joint Arrangements, Previously Held Interest in a Joint Operation

  The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

  A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

  An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after January 1, 2019, with early application permitted. These amendments had no impact on the consolidated financial statements of the Group as there is no transaction where joint control is obtained.

  Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity

  The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application is permitted. These amendments had no impact on the consolidated financial statements of the Group because dividends declared by the Group do not give rise to tax obligations under the current tax laws.

- *Amendments to PAS 23, Borrowing Costs, Borrowing Costs Eligible for Capitalization*

  The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

  An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted.
  Since the Group's current practice is in line with these amendments, they had no impact on the consolidated financial statements of the Group.

- *Amendments to PFRS 3, Definition of a Business*

  The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

  An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

  These amendments will apply on future business combinations of the Group.

- *Amendments to PAS 1, Presentation of Financial Statements, and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

  The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

  An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

<u>Standards Issued But Not Yet Effective</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2021

- *PFRS 17, Insurance Contracts*

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, Insurance Contracts. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required. Early 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 the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

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4. Receivables / Payables
(Amounts in Millions)

Aging of Receivables as of March 31, 2021:

	Neither Past Due or Impaired	Past Due but not Impaired				
		Less than 30 Days	31 to 60 Days	61 to 90 Days	More than 90 Days	Total
Sale of Condominium Units	₱3,590	₱26	₱22	₱19	₱262	₱3,919
Lease	319	57	37	17	28	458
Advances to officers and employees	57	-	-	-	-	57
Others	277	-	-	-	-	277
Total Receivable	**₱4,243**	**₱83**	**₱59**	**₱36**	**₱290**	**₱4,711**

Aging of Payables as of March 31, 2021:

	Due within 3 months	Due Between 3 to 12 months	Total
Trade and Other Payables	₱3,880	₱2,065	₱5,945
Security Deposit (Current Portion)	186	106	292
Retention Payable (Current Portion)	655	192	847
Deferred Lease Income (Current Portion)	103	55	158
Total Payable	**₱4,824**	**₱2,418**	**₱7,242**

5. Trade and Other Payables

(Amounts in Millions)

The trade and other payables as of March 31, 2021 is broken down as follows:

Trade	₱1,236
Deferred Output VAT	1,529
Accrued expense	2,391
Contract liabilities:	
Excess of collections over recognized receivables	475
Deposits from pre-selling of condominium units	19
Advance payments from members and customers	10
Current portion of:	
Security deposits	292
Retention payable	847
Deferred lease income	157
Lease liabilities	31
Others	255
Total	**₱7,242**

6. Interest-bearing Loans & Borrowings

(Amounts in Millions)

This account consists of:

	March 31, 2021	December 31, 2020
Current		
Bonds payable	₱-	₱3,313
Term loan	973	2,639
Notes/ CTS loans payable	2,139	628
Short Term Loans	2,600	800
	5,712	7,380
Less unamortized loan transaction costs	26	25
Total Current Interest – bearing Loans & Borrowings	**₱5,686**	**₱7,355**
Noncurrent		
Term loan	₱18,730	₱17,039
Notes/ CTS loans payable	605	439
	19,335	17,478
Less unamortized loan transaction costs	73	75
Total Noncurrent Interest – bearing Loans & Borrowings	**₱19,262**	**₱17,403**
Total Interest-bearing Loans & Borrowings	**₱24,948**	**₱24,758**

The following tables set out the principal amounts, by maturity, of the Group's interest-bearing financial instruments.

Amounts (gross of unamortized cost)	March 31, 2021				
	Within 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Fixed Rate					
Interest-bearing loans and borrowings	₱5,495	₱2,617	₱2,019	₱11,848	₱21,979
Floating Rate					
Interest-bearing loans and borrowings	217	525	319	2,007	3,068
Total	₱5,712	₱3,142	₱2,338	₱13,855	₱25,047

Amounts (gross of unamortized cost)	December 31, 2020				
	Within 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Fixed Rate					
Interest-bearing loans and borrowings	₱7,216	₱1,425	₱1,419	₱11,689	₱21,749
Floating Rate					
Interest-bearing loans and borrowings	164	525	338	2,082	3,109
Total	₱7,380	₱1,950	₱1,757	₱13,771	₱24,858

Issuances, Repurchases and Repayments of Debt and Equity Securities January-March 2021

Issuances of Debt and Equity Securities / New Financing through Loans

Nature	Amount (in mm)
Term Loans	₱ 1,732
Short term Loans	1,800
CTS Financing	150
Total	**₱ 3,682**

Repayment of Debt and Equity Securities

Nature	Amount (in mm)
Term Loans	₱ 157
CTS Financing	325
Bonds	3,313
Total	**₱ 3,795**

7. Segment Information

(Amounts in Millions)

PFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker.

For management purposes, the Group's operating segments is determined to be business segments as the risks and rates of return are affected predominantly by differences in the products and services produced. The operating businesses 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 manages its operations under the following business segments:

- *Residential Development* is engaged in the development, selling, and property management of all residential projects of the Group. It also includes the operations of the Rockwell Club.

- *Commercial Development* is engaged in the sale, leasing and other related operations in the course of the management of commercial buildings or spaces used for retail and office leasing, including cinema operations. Commercial buildings in its portfolio include the Power Plant Mall and 8 Rockwell in Makati City, Santolan Town Plaza in San Juan, Metro Manila, Rockwell Business Center (RBC) in Ortigas, Pasig and RBC Sheridan in Mandaluyong, Metro Manila. Other retail spaces are found at several of the high-rise condominiums developed by the Group.

- *Hotel segment* is engaged in leasing of serviced apartments and management of hotel and resort operations. Its hotel portfolio includes serviced apartments located in Edades Towers and Garden Villas.

The Group does not have any customers which constitutes 10% or more of the Company's revenue.

Management monitors the operating results of each business unit separately for the purpose of making decisions about resource allocation and performance assessment. Performance is evaluated based on net income for the year and earnings before interest, taxes and depreciation and amortization, or *EBITDA*. Net income for the year is measured consistent with consolidated net income in the consolidated financial statements. *EBITDA* is measured as net income excluding depreciation and amortization, interest expense and provision for income tax.

The Group centrally manages cash and its financing requirements, income taxes and resource allocation. Resource allocation are measured against profitability among potential investments and made in view of the Company's existing business portfolio.

The President, the Company's chief operating decision maker, monitors operating results of its business segments separately for the purpose of performance assessment and making recommendations to the Board about resource allocation. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit and loss in the consolidated statements.

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.

<u>Business Segments</u>

The following tables present revenue, and costs and expenses information regarding the Group's residential and commercial development business segments.

	March 31, 2021 (Unaudited)			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Revenue	**₱ 2,755**	**₱ 389**	**₱ 17**	**₱ 3,161**
Costs and expenses	(1,830)	(97)	(28)	(1,954)
Share in net income of joint venture	–	89	–	89
EBITDA	**925**	**382**	**(11)**	**1,296**
Depreciation and amortization				(174)
Interest expense				(274)
Provision for income tax				(200)
Share of minority				(126)
Consolidated Net Income				**₱ 521**

	March 31, 2020			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Revenue	**₱ 2,647**	**₱ 519**	**₱51**	**₱ 3,217**
Costs and expenses	(1,602)	(120)	(39)	(1,761)
Share in net income of joint venture	–	83	–	83
Other expense-net	(1)	–	–	(1)
EBITDA	**1,044**	**482**	**12**	**1,537**
Depreciation and amortization				(195)
Interest expense				(339)
Provision for income tax				(270)
Share of minority				(80)
Consolidated Net Income				**₱ 654**

The following tables present assets and liabilities information regarding the Group's residential and commercial development business segments as of March 31, 2021 and December 31, 2020:

	March 31, 2021 (Unaudited)			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Assets and liabilities:				
Segment Assets	₱ 33,683	₱ 5,660	₱ 267	₱ 39,610
Investment Properties	2,773	11,736	–	14,509
Investment in Joint Venture and Associate	–	2,864	–	2,864
Property & equipment	2,974	2,315	29	5,318
Total assets	**₱ 39,430**	**₱ 22,575**	**₱ 296**	**₱ 62,301**
Segment liabilities	**₱ 31,867**	**₱ 3,570**	**₱ 116**	**₱ 35,553**
Deferred tax liabilities -net	1,544	–	–	1,544
Total liabilities	**₱ 33,411**	**₱ 3,570**	**₱ 116**	**₱ 37,097**

	December 31, 2020 (Audited)			
	Residential Development	Commercial Development	Hotel	Total
Assets and liabilities:				
Segment Assets	₱ 33,223	₱ 5,785	₱ 253	₱ 39,261
Investment Properties	2,781	11,705	–	14,486
Investment in Joint Venture and Associate	–	2,829	–	2,829
Property & equipment	2,914	2,339	30	5,283
Total assets	**₱ 38,994**	**₱ 22,658**	**₱ 283**	**₱ 61,935**
Segment liabilities	₱ 31,677	₱ 3,696	₱ 99	₱ 35,472
Deferred tax liabilities -net	1,602	–	–	1,602
Total liabilities	**₱ 33,278**	**₱ 3,696**	**₱ 99**	**₱ 37,073**

8. Earnings per Share Attributable to Equity Holders of the Parent Company

(Amounts in millions, except for number of common shares)

	March 31, 2021	March 31, 2020
Net income attributable to equity holders of the Parent Company	₱521.0	₱653.7
Dividends on preferred shares	(0.4)	(0.4)
Net income attributable to common shares (a)	₱520.6	₱653.3
Common shares at beginning of year	6,116,762,198	6,116,762,198
Weighted average common shares – basic (b)	6,116,762,198	6,116,762,198
Dilutive potential common shares under the ESOP	1,696,264	9,077,271
Weighted average common shares – diluted (c)	6,118,458,462	6,125,839,49
Per share amounts:		
Basic (a/b)	₱0.09	₱0.11
Diluted (a/c)	0.09	0.11

9. Fair Value Measurement

(Amounts in millions)

Fair Values

Set out below is a comparison by class of the carrying values and fair values of all the Group’s financial instruments that are carried in the consolidated financial statements as of March 31, 2021 and December 31, 2020. There are no material unrecognized financial assets and liabilities as of March 31, 2021 and December 31, 2020.

	March 31, 2021				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets					
Investment Properties	**₱14,509**	**₱26,433**	**₱–**	**₱1,735**	**₱24,698**
Due to related parties	**307**	**290**			**290**
Investment in equity instruments at FVOCI	**32**	**32**	**28**	**–**	**3**
	₱14,848	**₱26,755**	**₱28**	**₱1,735**	**₱24,991**

	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Liabilities					
Interest-bearing loans & borrowings (including noncurrent portion)	**₱24,948**	**₱25,389**	**₱–**	**₱–**	**₱25,389**
Retention payable (including noncurrent portion)	**1,444**	**1,417**	**–**	**–**	**1,417**
Security deposits (including noncurrent portion)	**620**	**599**	**–**	**–**	**599**
	₱27,012	**₱27,405**	**₱–**	**₱–**	**₱27,405**

	December 31, 2020				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets					
Investment Properties	₱14,486	₱26,433	₱–	₱1,735	₱24,698
Due to related parties	400	378	–	–	378
Investment in equity instruments at FVOCI	32	32	28	–	3
	₱14,918	₱26,842	₱ 28	₱1,735	₱25,079

	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Liabilities					
Interest-bearing loans & borrowings (including noncurrent portion)	₱24,758	₱25,932	₱–	₱–	₱25,932
Retention payable (including noncurrent portion)	1,432	1,366	–	–	1,366
Security deposits (including noncurrent portion)	577	563	–	–	563
	₱26,767	₱27,861	₱–	₱–	₱27,861

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Trade Receivables from Lease, Advances to Officers and Employees, Other Receivables, Restricted Cash, Refundable Deposits and Trade and Other Payables. Due to the short-term nature of transactions, the carrying values of these instruments approximate the fair values as at financial reporting period.

Available-for-Sale Investments. The fair values of quoted equity securities were determined by reference to published two-way quotes of brokers as at financial reporting date. Unquoted equity securities for which no other reliable basis for fair value measurement is available, were valued at cost, net of impairment, if any.

Interest-bearing Loans and Borrowings. The fair values of fixed rate loans were calculated by discounting the expected future cash flows at prevailing credit adjusted BVAL interest rates ranging from 1.1% to 4.9% as at March 31, 2021 and 0.99% to 3.95% as at December 31, 2020

Retention Payable and Security Deposits. The fair values were calculated by discounting the expected future cash flows at prevailing credit adjusted BVAL interest rates ranging from 1.1% to 4.9% as at March 31, 2021 and 0.99% to 3.95% as at December 31, 2020.

Fair Value Hierarchy
The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

10. Significant Financial Ratios

The significant financial ratios are as follows:

As indicated	**For the three months ended March 31**	
	2021	**2020**
ROA (*)	4.2%	4.6%
ROE (*)	10.3%	11.9%
	As of March 31, 2021	**As of December 31, 2020**
Current ratio *(x)*	2.75	2.37
Debt to equity ratio *(x)*	0.99	1.00
Net debt to equity Ratio *(x)*	0.88	0.87
Asset to equity ratio *(x)*	2.47	2.49
Interest coverage ratio *(x)*	3.81	3.29

Notes:
(1) ROA [Net Income/Average Total Assets]
(2) ROE [Net Income/ Average Total Equity]
(3) Current ratio [Current assets/Current liabilities]
(4) Debt to equity ratio [Total interest bearing debt / Total Equity]
(5) Net debt to equity ratio [(Total Interest bearing debt)-(Cash and cash equivalents) / Total Equity]
(6) Asset to equity ratio [Total Assets/Total Equity]
(7) Interest coverage ratio [EBITDA/Interest Payments]
** ROA and ROE are annualized figures*

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

RESULTS OF OPERATIONS:

For the three months ended 31 March 2021 and 2020

Rockwell Land Corporation ("the Group") registered Php3,161 million in consolidated revenues, lower by 2% from last year's Php3,217 million. Residential development accounted for 87% of the total revenues in 2021, higher than last year's 82%.

Total EBITDA reached Php1,296 million, lower than last year's Php1,537 million driven by lower EBITDA from residential development and retail leasing segment. Overall EBITDA margin registered at 41% of total revenues, which is lower compared to last year's 48% mainly due to lower revenues. The total revenues used as basis for the EBITDA margin excludes gross revenues from the joint venture with Meralco as the latter is reported separately under "Share in Net Losses (Income) in JV". Share in net income in the joint venture contributes 7% to the Company's total EBITDA.

Residential development, commercial development and hotel contributed 71%, 29% and -1% to the total EBITDA, respectively.

Consolidated net income after tax registered at Php647 million, lower from last year's Php734 million. NIAT to Parent for the three months is Php521 million, 20% lower from same period last year of Php654 million.

Business Segments

Residential Development generated Php2,755 million, contributing 87% of the total revenues for the period. Bulk of the revenues came from the sale of condominium units, including accretion from interest income.

EBITDA from this segment amounted to Php925 million, 9% lower than the same period last year at Php1,044 million mainly attributable to lower sales booking.

Commercial Development revenues amounted to Php389 million, 25% lower than 2020's Php519 million primarily due to concessions given to establishments. This segment contributed 12% to total revenues excluding the share in the joint venture with Meralco for the Rockwell Business Center in Ortigas, Pasig City.

Retail Operations which includes retail leasing, interest income and other mall revenues is continuously affected by the implementation of quarantine with revenue amounting to Php 186 million 42% lower from same period last year. Office Operations generated Php203 million which is equivalent to 6% of the total revenues. Office operations include office leasing, sale of office and other office revenues.

The segment's EBITDA amounted to Php382 million, 21% lower from the same period last year. This includes the share in net income in the joint venture amounting to Php89 million, contributing 23% to the segment's EBITDA.

Hotel Operations, also affected by quarantine, contributed 1% of the total revenues. Its revenues amounted to Php17 million and costs and expenses at Php28 million which includes housing costs for the Company's employees. Resulting EBITDA is at negative Php11 million.

Costs and Expenses

Cost of real estate and selling amounted to Php1,747 million. The cost of real estate and selling to total revenue ratio is at 55%, higher than 2020's 46%.

General and administrative expenses (G&A) amounted to Php382 million, 22% lower than last year mainly due to lower manpower costs, direct operating costs of cinema and serviced apartments and lower occupancy and admin costs.

Interest Expense amounted to Php275 million, lower by 19% than last year's Php339 million. The decrease was mainly due to lower average interest rate.

Share in Net Income (Losses) in JV realized share in net income of RBC amounting to Php89 million, 8% growth from last year's income of Php83 million due to higher revenues. At its 70% share, the Company generated total revenues of Php143 million and share in net income of Php89 million. The share in net income is reported net of taxes and represents the Company's share in the operations generated by RBC.

Project and capital expenditures

The Group spent a total of Php1.8 billion (gross of VAT) for project and capital expenditures for the three months of 2021. Bulk of the expenditures pertained to land acquisition and development costs, mainly that of Proscenium and Mactan projects.

Financial Condition

The Group's total assets as of March 31, 2021 amounted to Php62.3 billion, higher by 1% from 2020's year-end amount of Php61.9 billion. On the other hand, total liabilities amounted to Php37.1 billion, almost the same as 2020's Php37.1 billion. The increase in total assets were mainly from higher receivables from new sales.

Current ratio as of March 31, 2021 increase to 2.75x from 2.37x as of end 2020. Net debt to equity ratio is at 0.88x as of March 31, 2021, higher than 2020's yearend ratio of 0.87x.

Causes for any material changes (+/- 5% or more) in the financial statements

Statement of Comprehensive Income Items – Three Months 2021 vs. Three Months 2020

12% increase in Sale of Condominium Units
Mainly due to start of revenue recognition of Terreno South Ph2, Arton North, Mactan Residential Ph1 and Rockwell South Cluster 2 in the latter part of 2020.

22% decrease in Finance Revenue
Mainly due to due to sell out and completion of Proscenium and The Vantage.

25% decrease in Lease Income
Due to rental concessions given to commercial establishments during the quarantine period.

66% decrease in Room Revenue
Due to lower average occupancy.

29% decrease in Other Revenues
Mainly driven by lower cinema revenues and carpark income.

21% increase in Cost of Real Estate
Primarily due to start of cost recognition of various projects.

22% decrease in General and Administrative Expenses
Due to lower manpower costs, direct operating costs of cinema and service apartments and lower occupancy and admin costs.

7% increase in Selling Expenses
Primarily due to start of amortization of prepaid commissions for projects which started revenue and cost recognition.

19% decrease in Interest Expense
Primarily due to lower average interest rate.

8% increase in Share in Net Income of JV
Due to higher revenues from higher average rental rates

Statement of Financial Position items – March 31, 2021 vs. December 31, 2020

16% decrease in Cash and Cash Equivalents
Primarily due to net repayment of loans and payments for development costs of projects

15% increase in Trade and other receivables - net
Primarily due to receivable recognition following project completion.

23% decrease in Current portion of interest-bearing loans and borrowings
Due to full payment of the bonds payable in the first quarter.

11% increase in Interest-bearing loans and borrowings – net of current portion
Mainly due to availment of new loans.

8% increase in Pension Liability
Due to additional expenses recognized.

6% decrease in Non-controlling interests
Due to subsidiary's preferred shares redemption offset by share in net income of minority shareholders.

Key Performance Indicators

As indicated	**For the three months ended March 31**	
	2021	**2020**
ROA (*)	4.2%	4.6%
ROE (*)	10.3%	11.9%
	As of March 31, 2021	**As of December 31, 2020**
Current ratio *(x)*	2.75	2.37
Debt to equity ratio *(x)*	0.99	1.00
Net debt to equity Ratio *(x)*	0.88	0.87
Asset to equity ratio *(x)*	2.47	2.49
Interest coverage ratio *(x)*	3.81	3.29

Notes:
(1) ROA [Net Income/Average Total Assets]
(2) ROE [Net Income/ Average Total Equity]
(3) Current ratio [Current assets/Current liabilities]
(4) Debt to equity ratio [Total interest bearing debt / Total Equity]
(5) Net debt to equity ratio [(Total Interest bearing debt)-(Cash and cash equivalents) / Total Equity]
(6) Asset to equity ratio [Total Assets/Total Equity]
(7) Interest coverage ratio [EBITDA/Interest Payments]
** ROA and ROE are annualized figures*

PART II – OTHER INFORMATION

Item 3. Other Notes and Disclosures

1. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.	None
2. The effect of changes in the composition of the issuer during the interim period, including business combinations, acquisitions or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.	None

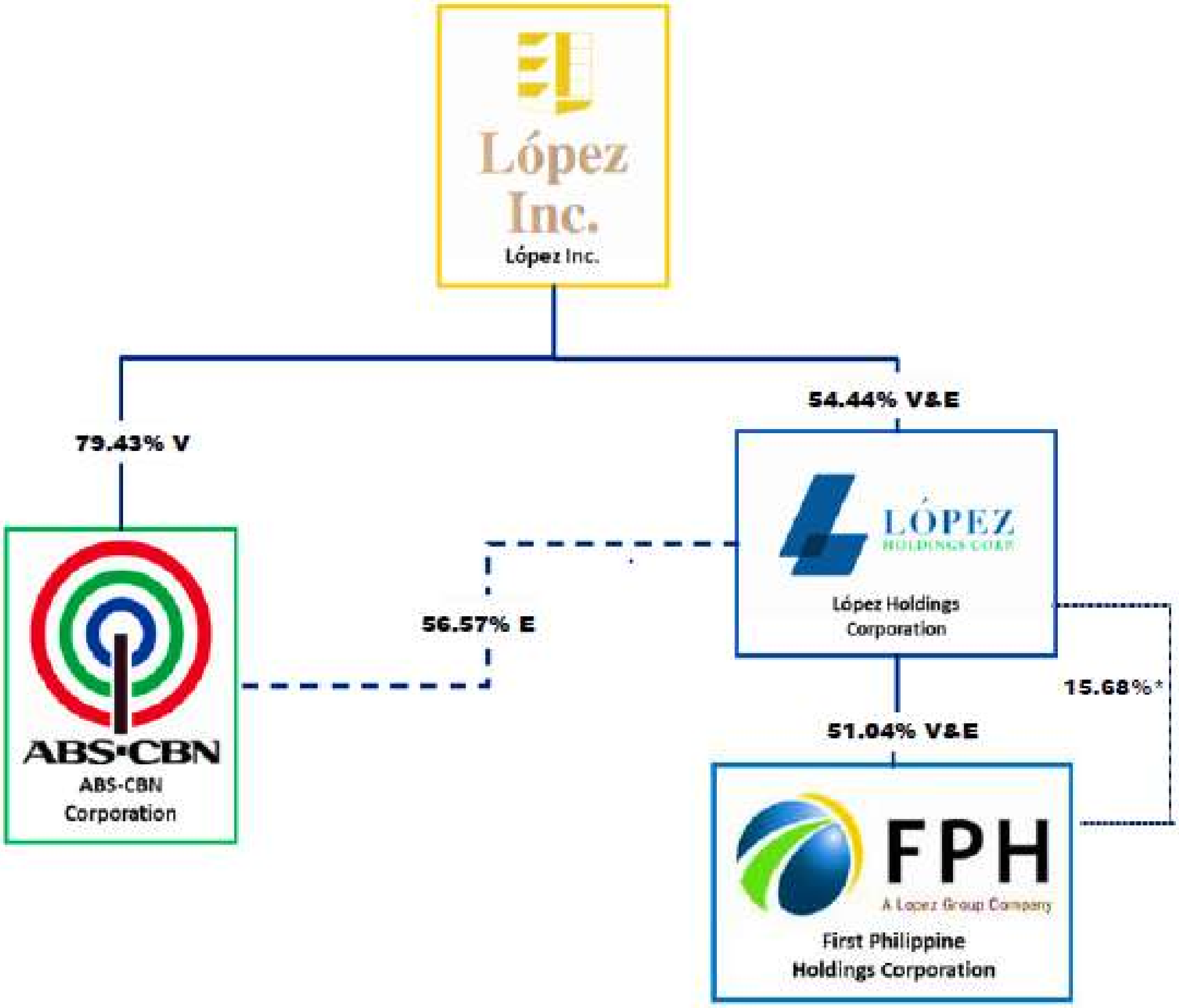
3. Changes in contingent liabilities or contingent assets since the last annual balance sheet date.	None
4. Existence of material contingencies and any other events or transactions that are material to an understanding of the current interim period.	None
5. Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.	None
6. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.	None
7. 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.	None
8. Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures.	None
9. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.	None
10. Any significant elements of income or loss that did not arise from the registrant's continuing operations.	None
11. Any seasonal aspects that had a material effect on the financial condition or results of operations.	None
12. Disclosure not made under SEC Form 17-C.	None

Annex A -

The stockholders, directors and officers of the Company, their respective number of Common Shares and the corresponding percentage of these Common Shares as of March 31, 2021 are as follows:

Name of Stockholder		Relationship	No. of Shares	% of Total Outstanding Shares
1	First Philippine Holdings Corporation	Shareholder	5,296,015,375	86.58%
2	Manuel M. Lopez	Shareholder and Director	2,959,173	0.05%
3	Oscar M. Lopez	Shareholder and Director	174,898	0.00%
4	Federico R. Lopez	Director	1	0.00%
5	Nestor J. Padilla	Shareholder and Director	21,150,001	0.35%
6	Miguel Ernesto L. Lopez	Shareholder and Director	243,694	0.00%
7	Francis Giles B. Puno	Shareholder and Director	5,656	0.00%
8	Oscar J. Hilado	Director	1	0.00%
9	Monico V. Jacob	Director	2	0.00%
10	Albert F. Del Rosario	Director	2,818	0.00%
11	Jose Valentin A. Pantangco, Jr.	Director	1	0.00%
12	Benjamin R. Lopez	Director	1	0.00%
13	Valerie Jane L. Soliven	Officer	28,000	0.00%
14	Maria Lourdes L. Pineda	Shareholder and Officer	141,272	0.00%
15	Ellen V. Almodiel	Officer	0	0.00%
16	Davy T. Tan	Officer	0	0.00%
17	Manuel L. Lopez Jr.	Officer	0	0.00%
18	Estela Y. Dasmariñas	Shareholder and Officer	1,882	0.00%
19	Angela Marie B. Pagulayan	Officer	0	0.00%
20	Jesse S. Tan	Officer	0	0.00%
21	Christine T. Coqueiro	Officer	0	0.00%
22	Jovie Jade Lim-Dy	Officer	0	0.00%
23	Geraldine B. Brillantes	Officer	0	0.00%
24	Rica L. Bajo	Officer	0	0.00%
25	Romeo G. Del Mundo, Jr.	Officer	0	0.00%
26	Enrique I. Quiason	Officer	3,575	0.00%
27	Esmeraldo C. Amistad	Officer	0	0.00%
28	Alexis Nikolai S. Diesmos	Officer	13,000	0.00%
29	Others (Public)	Shareholder	796,022,848	13.01%
		6,116,762,198	**100.00%**	

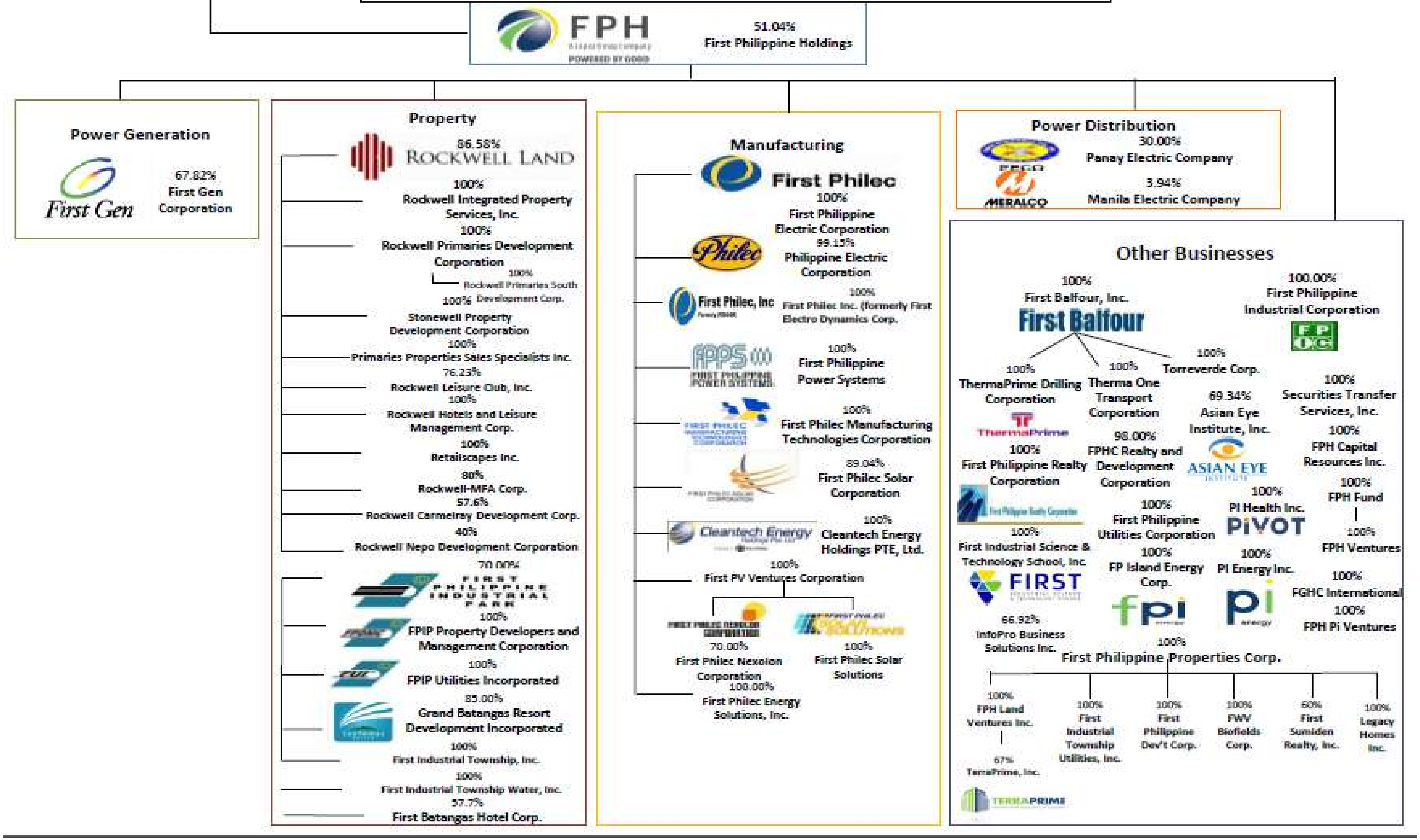
ROCKWELL LAND CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF COMPANIES WITHIN THE GROUP
As of March 31, 2021



**FPH's stake in LPZ is 15.68% as a result of the Tender Offer*

LÓPEZ
HOLDINGS CORP.

ROCKWELL LAND CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF COMPANIES WITHIN THE GROUP
As of March 31, 2021



ROCKWELL LAND

- 100% Rockwell Integrated Property Services Inc.
- 100% Rockwell Primaries Development Corp.
  - 100% Rockwell Primaries South Development Corporation
- 100% Stonewell Property Development Corp.
- 100% Primaries Properties Sales Specialists Inc.
- 100% Rockwell Hotels & Leisure Management Corp.
- 76.4% Rockwell Leisure Club, Inc.
- 100% Retailscapes Inc.
- 80% Rockwell MFA Corporation
- 57.6% Rockwell Carmelray Development Corp
- 40% Rockwell Nepo Development Corp

SIGNATURE

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

Issuer: **ROCKWELL LAND CORPORATION**

By:

Ellen V. Almodiel
Executive Vice President, Chief Finance and Compliance Officer

Date: May 14, 2021