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
46,263 (as of 31 MAY 2020)	August 28, 2020	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, 2020

(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, 2020**
- 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	**6,243,382,344**
Peso retail bonds	**5,000,000,000**

Amount of Debt Outstanding
Php24,685,732,132 (1st Quarter 2020)

- 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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PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

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

	March 31, 2020	December 31, 2019
	Unaudited	**Audited**
ASSETS		
Cash & Cash Equivalents	**₱3,766**	₱5,706
Trade and other receivables	**5,275**	4,823
Contract assets	**6,522**	6,873
Real Estate Inventories	**11,994**	12,017
Advances to contractors	**1,527**	1,565
Other Assets	**2,172**	2,119
Total Current Assets	**31,256**	33,103
Investment Properties	**15,170**	14,412
Contract assets - net of current portion	**6,466**	6,278
Property & Equipment - net	**5,820**	5,618
Investment in Joint Venture and Associate	**3,026**	2,944
Investment in Equity Instruments	**42**	42
Deferred Tax Assets	**88**	46
Other Non-current Asset	**1,032**	1,063
Total Non-current Assets	**31,644**	30,403
TOTAL ASSETS	**₱62,900**	₱63,506
LIABILITIES & EQUITY		
Trade and Other Payables	**₱7,735**	₱7,488
Current Loans Payable	**7,109**	5,239
Current Installment Payable	**607**	600
Income Tax Payable	**-**	73
Total Current Liabilities	**15,451**	13,400
Non-current Loans Payable & Bonds Payable	**17,577**	20,497
Deferred Tax Liabilities	**1,701**	1,737
Accrued Pension Costs	**222**	211
Lease liability	**620**	606
Deposit & Other Liabilities	**2,353**	2,706
Total Non-Current Liabilities	**22,473**	25,757
Total Liabilities	**37,924**	39,157
Equity Attributable to Equity Holders of the Parent Company		
Capital Stock	**6,271**	6,271
Capital in excess of par value	**28**	28
Share Based Payment	**70**	70
Other comprehensive income	**17**	17
Other Equity Adjustments	**540**	540
Retained Earnings		
Appropriated	**9,000**	7,000
Unappropriated	**6,048**	7,394
	21,974	21,320
Less cost of treasury shares	**(185)**	(185)
Total Equity Attributable to Equity Holders of the Parent Company	**21,789**	21,135
Attributable to Non-controlling interests	**3,187**	3,214
Total Equity	**24,976**	24,349
TOTAL LIABILITIES & EQUITY	**₱62,900**	₱63,506

See accompanying Notes to Financial Statements

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in millions)

	2020 Unaudited January 1 to March 31	2019 As Restated* January 1 to March 31
REVENUES		
Sale of condominium units	**₱2,061**	₱2,331
Finance Revenue	**512**	455
Lease Income	**414**	440
Room Revenues	**41**	53
Cinema Revenues	**31**	53
Others	**158**	159
	3,217	3,491
EXPENSES		
Cost of real estate	**1,281**	1,483
General and administrative expense	**491**	482
Selling expenses	**186**	288
	1,957	2,253
INCOME BEFORE OTHER INCOME (EXPENSES)	**1,260**	1,239
OTHER INCOME (EXPENSES)		
Interest expenses	**(339)**	(320)
Share in net losses (income) of joint venture	**83**	72
Foreign exchange (gain) loss- net	**(1)**	2
	(257)	(246)
INCOME BEFORE INCOME TAX	**1,004**	992
PROVISION FOR INCOME TAX	**270**	268
NET INCOME	**734**	724
OTHER COMPREHENSIVE INCOME	**-**	-
TOTAL COMPREHENSIVE INCOME	**₱734**	₱724
Net Income Attributable to:		
Equity holders of the Parent Company	**654**	718
Non-controlling Interests	**80**	6
TOTAL	**734**	724
Total Comprehensive Income Attributable to:		
Equity holders of Rockwell Land Corporation	**654**	718
Non-controlling Interests	**80**	6
TOTAL	**734**	724
Basic/Diluted Earnings per Share (Note 8)	**0.11**	0.12

See accompanying Notes to Financial Statements

****Restatement to reflect impact of PFRS 15 & 16***

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, 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 Mar. 31, 2020 (Unaudited)	**6,271**	**28**	**17**	**540**	**70**	**9,000**	**6,048**	**(185)**	**21,789**	**3,294**	**24,976**
At December 31, 2018 (Audited)	**6,271**	**28**	**12**	**291**	**70**	**7,000**	**5,048**	**(185)**	**18,535**	**567**	**19,012**
Net income							**718**		**718**	**6**	**724**
Other comprehensive income (loss)							**-**		**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**718**		**718**	**6**	**724**
At Mar. 31, 2019 (Unaudited)	**6,271**	**28**	**12**	**291**	**70**	**7,000**	**6,485**	**(185)**	**19,253**	**573**	**19,826**

ROCKWELL LAND CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

(Amounts in millions)

	January 1 to March 31	
	2020 Unaudited	**2019 Audited**
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱1,004**	₱992
Adjustments for:		
Interest income	**(378)**	(358)
Depreciation and amortization	**195**	164
Interest expense	**339**	326
Share in net income of joint venture	**(83)**	(72)
Pension costs	**20**	13
Operating income before working capital changes	**1,096**	1,065
Decrease (increase) in:		
Trade and other receivables	**987**	3,105
Contract assets	**163**	(485)
Land and development costs	**(618)**	(439)
Advances to contractors	**52**	44
Other current assets	**(236)**	81
Increase (decrease) in:		
Trade and other payables	**(370)**	(2,022)
Net cash generated from operations	**1,074**	1,349
Income taxes paid	**(126)**	(419)
Interest paid	**(399)**	(312)
Net cash provided by (used in) operating activities	**549**	618
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of:		
Property and equipment	**(67)**	(163)
Investment properties	**(471)**	(37)
Interest received	**4**	35
Net cash used in investing activities	**(534)**	(165)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of:		
Bank loans	**(4,110)**	(1,550)
Installment Payable	**7**	7
Subsidiary's payment of dividends to NCI	**(32)**	-
Subsidiary's purchase of preferred shares from NCI	**(75)**	-
Availments of loans and borrowings	**3,000**	698
Increase in deposits and other liabilities	**(745)**	55
Net cash provided by (used in) financing activities	**(1,956)**	(790)
EFFECT OF EXCHANGE RATE CHANGES AND CASH EQUIVALENTS	**-**	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(1,940)**	(337)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**5,706**	2,055
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**₱3,766**	₱1,718

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.

Primaries Properties Sales Specialist Inc., a wholly owned subsidiary of the Company, was incorporated on November 2012 primarily to act as the sales and marketing arm of Rockwell Primaries.

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, 2020.

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, 2020, the Parent Company now holds 53.06% 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 76.23% 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.

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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, 2020
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%
Primaries Properties Sales Specialists Inc.	Marketing	100%
Rockwell Leisure Club Inc	Leisure club	76.23%
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	53.06%

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.

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 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.

4. Receivables / Payables

(Amounts in Millions)

Aging of Receivables as of March 31, 2020:

	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	₱4,197	₱117	₱152	₱13	₱312	₱4,791
Lease	234	19	5	1	3	262
Advances to officers and employees	57	-	-	-	-	57
Others	165	-	-	-	-	165
Total Receivable	**₱4,653**	**₱ 136**	**₱ 157**	**₱ 14**	**₱ 315**	**₱5,275**

Aging of Payables as of March 31, 2020:

	Due within 3 months	Due Between 3 to 12 months	Total
Trade and Other Payables	₱1,772	₱5,383	₱7,155
Security Deposit (Current Portion)	70	198	268
Retention Payable (Current Portion)	119	27	146
Deferred Lease Income (Current Portion)	100	67	167
Total Payable	**₱2,061**	**₱5,674**	**₱7,735**

5. Trade and Other Payables

(Amounts in Millions)

The trade and other payables as of March 31, 2020 is broken down as follows:

Accrued expenses	1,991
Deferred Output VAT	1,725
Trade	1,335
Accrued project costs	774
Contract liabilities:	
Excess of collections over recognized receivables	912
Deposits from pre-selling of condominium units	125
Advance payments from members and customers	18
Accrued interest expenses	170
Current portion of:	
Security deposits	268
Deferred lease income	167
Retention Payable	146
Lease liabilities	22
Others	82
Total	**₱7,735**

6. Interest-bearing Loans & Borrowings
(Amounts in Millions)

This account consists of:

	March 31, 2020	December 31, 2019
Current		
Bonds payable	**₱**5000	₱-
Corporate notes	**-**	1,528
Term loan	1,189	1,201
Notes/ CTS loans payable	952	1,777
Short Term Loans	-	750
	7,141	5,256
Less unamortized loan transaction costs	32	17
Total Current Interest – bearing Loans & Borrowings	**₱7,109**	**₱5,239**
Noncurrent		
Term loan	**₱**14,490	**₱**11,909
Notes/ CTS loans payable	3,139	3,642
Bonds payable	-	5,000
	17,629	20,551
Less unamortized loan transaction costs	52	54
Total Noncurrent Interest – bearing Loans & Borrowings	**₱17,577**	**₱20,497**
Total Interest-bearing Loans & Borrowings	**₱24,686**	**₱25,736**

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, 2020				
	Within 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Fixed Rate					
Interest-bearing loans and borrowings	₱6,974	₱4,243	₱2,201	₱9,121	₱22,539
Floating Rate					
Interest-bearing loans and borrowings	164	190	269	1,608	2,231
Total	₱7,138	₱4,433	₱2,470	₱10,729	₱24,770

Amounts (gross of unamortized cost)	December 31, 2019				
	Within 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Fixed Rate					
Interest-bearing loans and borrowings	₱5,090	₱8,720	₱2,312	₱7,412	₱23,534
Floating Rate					
Interest-bearing loans and borrowings	164	164	269	1,676	2,273
Total	₱5,254	₱8,884	₱2,581	₱9,088	₱25,807

Issuances, Repurchases and Repayments of Debt and Equity Securities January-March 2020

Issuances of Debt and Equity Securities / New Financing through Loans

Nature	Amount (in mm)
Term Loans	₱ 3,000
Total	**₱ 3,000**

Repayment of Debt and Equity Securities

Nature	Amount (in mm)
Corporate notes	₱ 1,528
CTS Financing	1,528
Short-term Loans	750
Term Loans	304
Total	**₱ 4,110**

P5.0 Billion Fixed Rate Bonds due on 2021

(In pesos)	**ESTIMATED PER PROSPECTUS**	**ACTUAL**
Issue Amount	₱5,000,000,000	₱5,000,000,000
Less: Expenses		
Documentary Stamp Tax	25,000,000	25,000,000
Underwriting Fee	15,000,000	15,000,000
Professional Expenses & Agency Fees	9,725,000	6,522,471
SEC Registration Fee and Legal Research Fee	1,830,625	1,830,625
Listing Application Fee	100,000	100,000
Out of Pocket Expenses (printing & publication)	935,000	173,450
Total Expenses	52,590,625	₱48,626,546
Net Proceeds	₱4,947,409,375	₱4,951,373,454

Balance of Proceeds as of March 31, 2020

Rockwell Land Corporation raised from the Bonds gross proceeds of ₱5.0 billion. After issue-related expenses, actual net proceeds amounted to ₱4.95 billion. Net proceeds were used to partially fund residential and commercial projects. Balance as of March 31, 2020 amounted to nil.

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.

Business Segments

The following tables present revenue, and costs and expenses information regarding the Group's residential and commercial development business segments.

	March 31, 2020 (Unaudited)			
	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 income-net	(1)	–	–	(1)
EBITDA	**1,044**	**482**	**12**	**1,537**
Depreciation and amortization				(195)
Interest expense				(339)
Provision for income tax				(270)
Minority Share				(80)
Parent Net Income				**₱ 654**

	March 31, 2019 (As restated)			
	Residential Development	Commercial Development	Hotel	Total
Revenue	**₱ 2,865**	**₱ 562**	**₱64**	**₱ 3,491**
Costs and expenses	(1,873)	(167)	(48)	(2,088)
Share in net income of joint venture	–	72	–	72
Other income-net	2	–	–	2
EBITDA	**994**	**467**	**16**	**1,477**
Depreciation and amortization				(165)
Interest expense				(320)
Provision for income tax				(268)
Minority Share				(6)
Parent Net Income				**₱ 718**

The following tables present assets and liabilities information regarding the Group's residential and commercial development business segments as of March 31, 2020 and December 31, 2019:

	March 31, 2020 (Unaudited)			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Assets and liabilities:				
Segment Assets	₱ 37,580	₱ 840	₱ 464	₱ 38,884
Investment Properties	–	15,170	–	15,170
Investment in Joint Venture and Associate	–	3,026	–	3,026
Property & equipment	3,332	1,808	680	5,820
Total assets	**₱ 40,912**	**₱ 20,844**	**₱ 1,144**	**₱ 62,900**
Segment liabilities	**₱ 31,966**	**₱ 4,131**	**₱ 126**	**₱ 36,223**
Deferred tax liabilities -net	1,701	–	–	1,701
Total liabilities	**₱ 33,667**	**₱ 4,131**	**₱ 126**	**₱ 37,924**

	December 31, 2019 (Audited)			
	Residential Development	**Commercial Development**	**Hotel**	**Total**
Assets and liabilities:				
Segment Assets	₱ 39,567	₱ 528	₱ 436	₱ 40,531
Investment Properties	–	14,412	–	14,412
Investment in Joint Venture and Associate	–	2,944	–	2,944
Property & equipment	3,105	1,828	685	5,618
Total assets	**₱ 42,672**	**₱ 19,712**	**₱ 1,121**	**₱ 63,505**
Segment liabilities	**₱ 33,187**	**₱ 4,119**	**₱ 114**	**₱ 37,420**
Deferred tax liabilities -net	1,736	–	–	1,736
Total liabilities	**₱ 34,923**	**₱ 4,119**	**₱ 114**	**₱ 39,156**

8. Earnings per Share Attributable to Equity Holders of the Parent Company

(Amounts in millions, except for number of common shares)

	March 31, 2020	March 31, 2019 (as restated)
Net income attributable to equity holders of the Parent Company	**₱653.7**	₱718.3
Dividends on preferred shares	**(0.4)**	(0.4)
Net income attributable to common shares (a)	**₱653.3**	₱717.9
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	**9,013,541**	12,565,705
Weighted average common shares – diluted (c)	**6,125,775,739**	6,129,327,903
Per share amounts:		
Basic (a/b)	**₱0.11**	₱0.12
Diluted (a/c)	**0.11**	0.12

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, 2020 and December 31, 2019. There are no material unrecognized financial assets and liabilities as of March 31, 2020 and December 31, 2019.

	March 31, 2020				
	Carrying Value	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Assets					
Investment Properties	**₱15,170**	**₱27,228**	**₱–**	**₱1,823**	**₱25,405**
Due to related parties	**400**	**357**			
Investment in equity instruments at FVOCI	**42**	**42**	**38**	**–**	**3**
	₱15,612	**₱27,627**	**₱ 38**	**₱1,823**	**₱25,408**

	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Liabilities					
Interest-bearing loans & borrowings (including noncurrent portion)	**₱24,683**	**₱25,983**	**₱–**	**₱–**	**₱25,983**
Installment payable	**607**	**649**	**–**	**–**	**649**
Retention payable (including noncurrent portion)	**1,320**	**1,355**	**–**	**–**	**1,355**
Security deposits (including noncurrent portion)	**452**	**430**	**–**	**–**	**430**
	₱27,065	**₱28,417**	**₱–**	**₱–**	**₱28,417**

	December 31, 2019				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Assets					
Investment Properties	₱14,412	₱27,228	₱–	₱7,240	₱19,988
Due to related parties	400	357	–	–	357
Investment in equity instruments at FVOCI	42	42	38	–	3
	₱14,854	₱27,627	₱ 38	₱7,240	₱20,348

	Carrying Value	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Liabilities					
Interest-bearing loans & borrowings (including noncurrent portion)	₱25,736	₱25,966	₱–	₱–	₱25,966
Installment payable	600	642	–	–	642
Retention payable (including noncurrent portion)	1,351	1,356	–	–	1,356
Security deposits (including noncurrent portion)	446	430	–	–	430
	₱28,135	₱28,394	₱–	₱–	₱28,394

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 3.1% to 5.1% as at March 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 from 3.1% to 5.1% as at March 31, 2020 and 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 from 3.1% to 5.1% as at March 31, 2020 and 3.1% to 5.2% as at December 31, 2019.

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**	
	2020	**2019 (as restated)**
ROA (*)	4.7%	5.1%
ROE (*)	11.9%	14.8%
	As of March 31, 2020	**As of December 31, 2019**
Current ratio *(x)*	2.02	2.47
Debt to equity ratio *(x)*	0.99	1.06
Net debt to equity Ratio *(x)*	0.84	0.82
Asset to equity ratio *(x)*	2.52	2.61
Interest coverage ratio *(x)*	3.85	4.70

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 2020 and 2019 (as restated)

Rockwell Land Corporation ("the Group") registered Php3,217 million in consolidated revenues, lower by 8% from last year's Php3,491 million. Residential development accounted for 82% of the total revenues in 2020, same as last year.

To make the financial statement comparable, the Q1 2019 figures were restated to reflect the impact of PFRS 15 mainly on Cost of Sales and Interest Expense and PFRS 16 on Rent Expense, Depreciation and Interest Expense.

Total EBITDA reached Php1,537 million, slightly higher than last year's Php1,476 million driven by Residential development. Overall EBITDA margin registered at 48% of total revenues, which is higher compared to last year's 42% mainly due to lower costs incurred for the quarter following the 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 5% to the Company's total EBITDA.

Residential development, commercial development and hotel contributed 68%, 31% and 1% to the total EBITDA, respectively.

Consolidated net income after tax registered at Php734 million, slightly up from last year's Php724 million. NIAT to Parent for the quarter is Php654 million, 9% lower from same period last year of Php718 million.

Business Segments

Residential Development generated Php2,647 million, contributing 82% 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 Php1,044 million, 5% higher than the same period last year at Php993 million mainly attributable to lower cost incurred for residential projects.

Commercial Development revenues amounted to Php519 million, 8% lower than 2019's Php562 million primarily due to concessions given to establishments in relation to the Enhanced Community Quarantine (ECQ) starting March 16, 2020. This segment contributed 16% of 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 was significantly affected by the implementation of ECQ with revenue amounted to Php 292 million 6% lower from same period last year. Cinema Operations which were also affected by the lockdown, generated Php31 million in revenues which is 1% to total revenue for the year. Cinema operations include Cinema ticket and snackbar sales and other cinema revenues. Office Operations generated Php197 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 Php481 million, slightly higher by 3% from the same period last year. This includes the share in net income in the joint venture amounting to Php83 million, contributing 17% to the segment's EBITDA.

Hotel Operations, also affected by EQC, contributed 2% of the total revenues. Its revenues amounted to Php51 million, while EDITBA is at Php12 million.

Costs and Expenses

Cost of real estate and selling amounted to Php1,467 million. The cost of real estate and selling to total revenue ratio is at 46%, lower than last year's 51%, mainly due to lower project completion of Proscenium & The Vantage.

General and administrative expenses (G&A) amounted to Php491 million, almost at par with the same period last year.

Interest Expense amounted to Php339 million, higher by 6% than last year's Php320 million. The increase was mainly due to higher loan balance.

Share in Net Income (Losses) in JV realized share in net income of RBC amounting to Php83 million, an 15% growth from last year's income of Php72 million due to higher revenues and better operational efficiency. At its 70% share, the Company generated total revenues of Php136 million and share in net income of Php83 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 Php2.4 billion (gross of VAT) for project and capital expenditures for the three months of 2020. Bulk of the expenditures pertained to land acquisition and development costs, mainly that of Proscenium and Mactan Project.

Financial Condition

The Group's total assets as of March 31, 2020 amounted to Php62.9 billion, lower by 1% from 2019's year-end amount of Php63.5 billion. On the other hand, total liabilities amounted to Php37.9 billion, also lower than 2019's Php39.2 billion. The decrease in total assets and liabilities were mainly from payment of loans due for the quarter.

Current ratio as of March 31, 2020 decrease to 2.02x from 2.47x as of end 2019. Net debt to equity ratio is at 0.84x as of March 31, 2020, higher than 2019's yearend ratio of 0.82x.

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

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

12% decrease in Sale of Condominium Units
Mainly due to lower construction accomplishment of Proscenium and The Vantage.

13% increase in Finance Revenue
Mainly due to higher accretion of interest income from discounting of receivable for residential projects.

6% decrease in Lease Income
Due to rental concessions given to commercial establishments under ECQ.

23% decrease in Room Revenue
Due to lower average occupancy mainly during ECQ period.

43% decrease in Cinema
Due to lower ticket sales and theater closure during ECQ period.

14% decrease in Cost of Real Estate
Primarily due to lower construction cost incurred from Proscenium, Edades Suites & The Grove.

36% decrease in Selling Expenses
Primarily due to lower sales commission and marketing related expenses from Proscenium.

6% increase in Interest Expense
Primarily due to additional drawdowns in the 2nd half of 2019.

149% decrease in Foreign Exchange Gain
Due to lower collections denominated in in U.S. dollars.

<u>Statement of Financial Position items – March 31, 2020 vs. December 31, 2019</u>

34% decrease in Cash and Cash Equivalents
Primarily due to repayment of loans.

9% increase in Trade and other receivables - net
Primarily due to receivable recognition following project completion.

5% decrease in Contract asset
Primarily due to reclassification from contract asset to trade & other receivables.

5% increase in Investment Properties
Due to construction progress of One Proscenium.

5% decrease in Other Noncurrent assets
Due to reclassification of Advances to Suppliers related to Commercial Projects

91% increase in Deferred Tax Assets
Mainly due to higher taxable gross profit from Rockwell South project.

5% increase in Pension Liability
Due to additional expenses recognized.

13% decrease in Deposits and Other Liabilities
Primarily due to increase in customer deposits and retention payable.

5% increase in Retained Earnings
Due to net income attributable to parent of P654 million for the first three months of 2020.

Key Performance Indicators

As indicated	**For the three months ended March 31**	
	2020	**2019**
ROA (*)	4.7%	5.1%
ROE (*)	11.9%	14.8%
	As of March 31, 2020	**As of December 31, 2019**
Current ratio *(x)*	2.02	2.47
Debt to equity ratio *(x)*	0.99	1.06
Net debt to equity Ratio *(x)*	0.84	0.82
Asset to equity ratio *(x)*	2.52	2.61
Interest coverage ratio *(x)*	3.85	4.70

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

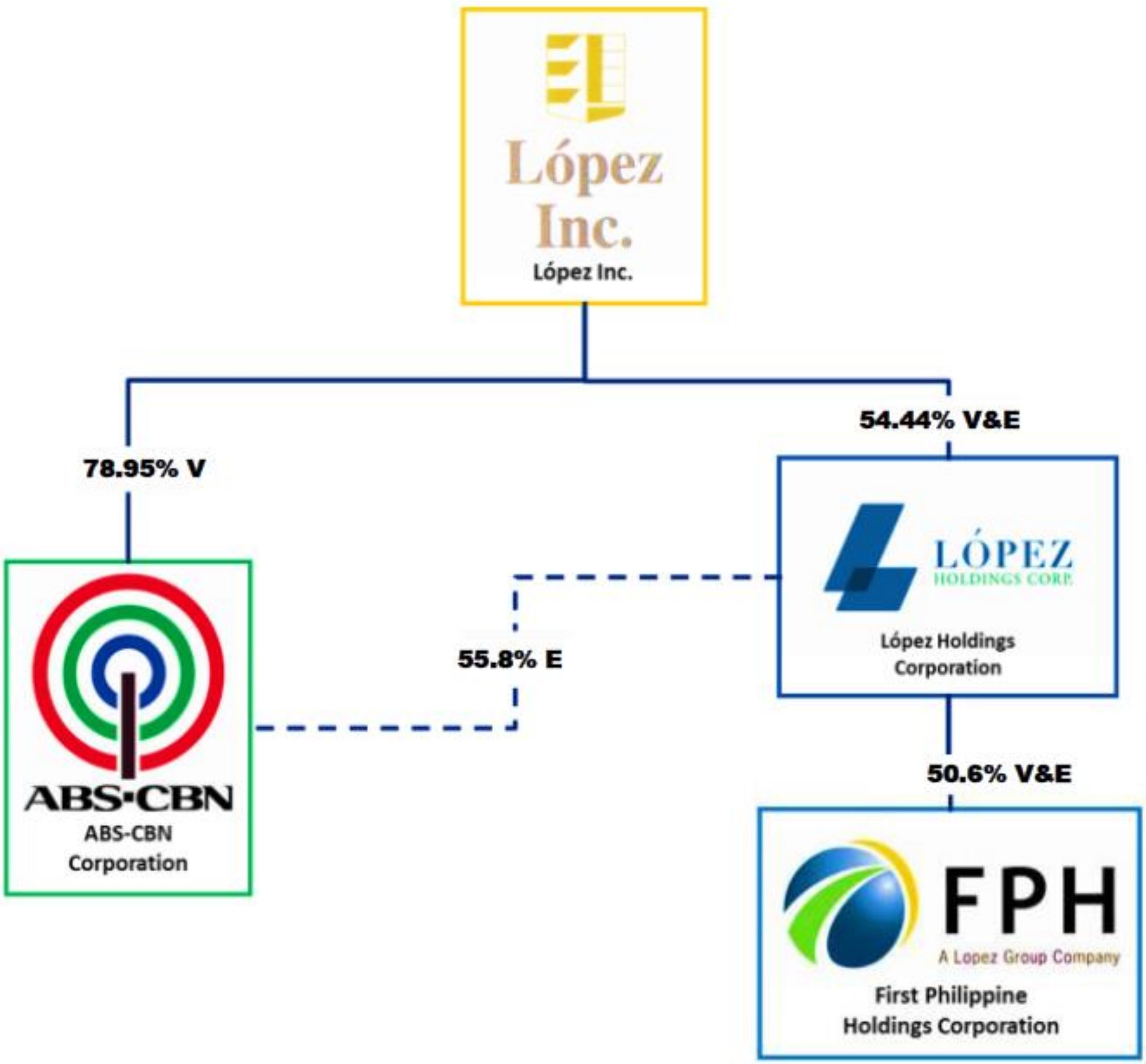
1. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.	None .
2. The effect of changes in the composition of the issuer during the interim period, including business combinations, acquisitions or disposal of subsidiaries 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, 2020 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	Eugenio L. Lopez III	Director	1	0.00%
7	Miguel Ernesto L. Lopez	Shareholder and Director	243,694	0.00%
8	Francis Giles B. Puno	Shareholder and Director	5,656	0.00%
9	Oscar J. Hilado	Director	1	0.00%
10	Monico V. Jacob	Director	2	0.00%
11	Albert E. Del Rosario	Director	2,818	0.00%
12	Jose Valentin A. Pantangco, Jr.	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	Alexis Diesmos	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	Others (Public)	Shareholder	796,035,848	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, 2020



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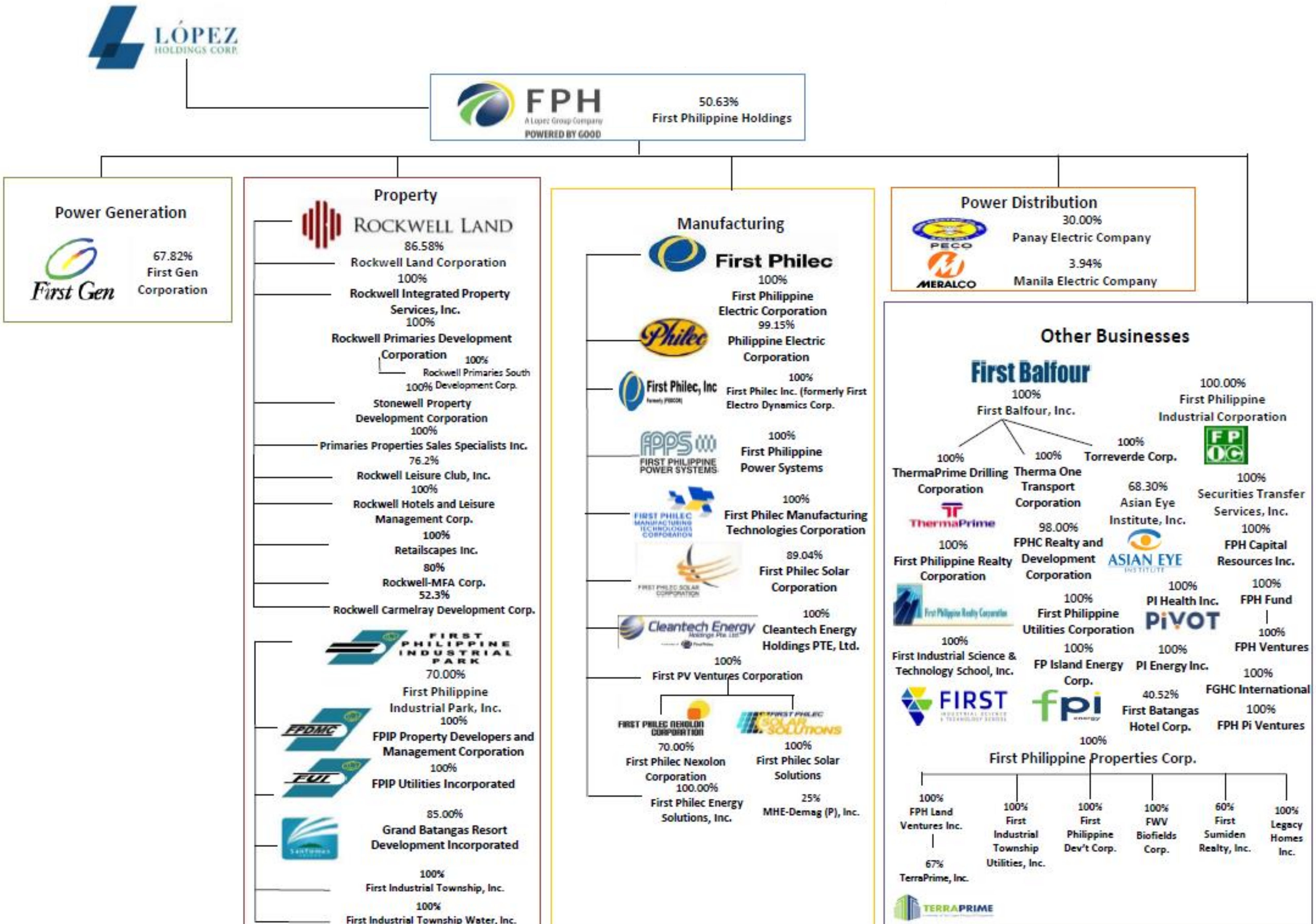

ROCKWELL LAND

- 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.
- 76.23% Rockwell Leisure Club, Inc.
- 100% Retailscapes Inc.
- 80% Rockwell MFA Corporation
- 53.06% Rockwell Carmelray 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: June 30, 2020