

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

E	V	E	R		G	O	T	E	S	C	O		R	E	S	O	U	R	C	E	S		A	N	D			
H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U	B	S	I	D	I	A	R	Y

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

E	v	e	r		G	o	t	e	s	c	o		C	o	r	p	o	r	a	t	e		C	e	n	t	e	r	,
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M	a	n	i	l	a																								

Form Type

A	A	F	S
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Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A	
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COMPANY INFORMATION

Company's Email Address

egrhi@evermall.com.ph

Company's Telephone Number

+632 8735 - 6901

Mobile Number

N/A

No. of Stockholders

5,616

Annual Meeting (Month / Day)

August 29

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Cynthia T. Dizon

Email Address

ctdizon@evermall.com.ph

Telephone Number/s

+632 8735-6901

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

Manila Real Residences, 1129 Natividad Almeda Lopez Street, Ermita, Manila

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

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



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Ever Gotesco Resources and Holdings, Inc.
Ever Gotesco Corporate Center
1958 Claro M. Recto Avenue, Manila

Opinion

We have audited the consolidated financial statements of Ever Gotesco Resources and Holdings, Inc. (the Company) and its subsidiary (collectively, the Group), which comprise the consolidated balance sheets 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 their consolidated financial performance and their 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements, which indicates that the Group was impleaded to the civil case between the Bangko Sentral ng Pilipinas (BSP) for the collection of its advances to the now defunct Orient Commercial Banking Corporation, an affiliate, where a notice of garnishment of mall lease payments was issued in 2010 against the Group and certain affiliates, officers, and employees. In 2017, the Group ceased its mall operations and is currently without commercial operations. The Group's deficit amounted to ₱4.68 billion and ₱4.92 billion as at December 31, 2020 and 2019, respectively. In addition, its total current liabilities exceeded its total current assets by ₱1.28 billion and ₱1.50 billion as of December 31, 2020 and 2019, respectively. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.



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.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

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.

Impairment Testing of Receivables from Related Parties

As of December 31, 2020, the carrying value of receivables from related parties amounted to ₱1.60 billion, net of allowance for ECL of ₱2.81 billion, representing 99% of the consolidated total assets and is material to our audit. These related party receivables are considered in default and credit-impaired. The Group's assessment of the impairment of receivables from related parties is significant to our audit as it involves the exercise of significant management judgment and estimation. Key areas of judgment include determining the timing and amount of expected net recoveries from defaulted accounts.

Refer to Notes 2 and 3 to the consolidated financial statements for the relevant accounting policies and discussion of significant judgments and to Notes 4 and 12 for the detailed disclosures on related party receivables.

Audit response

We obtained management's assessment in determining whether additional provision for impairment losses is necessary on the remaining net receivables from related parties. We evaluated the realizable amount used in the measurement of allowance for impairment losses, including credit enhancement arising from the collateral on the receivables from related parties. We reviewed the real estate mortgage agreement and the appraisal report supporting the collateral on the receivables. We evaluated the competence, capabilities and qualifications of the external appraiser by considering their qualifications, experience and reporting responsibilities. We compared the market value of the comparable properties against the published zonal values of the real estate properties. In addition, we reviewed the adequacy of the disclosures in the financial statements.



Provisions and Contingencies

As discussed in Notes 1 and 8 to the consolidated financial statements, the Group is involved in certain legal, contractual and regulatory proceedings and other possible claims. This matter is significant to our audit because the determination of whether any provision should be recognized and the estimation of the potential liability resulting from these claims requires significant judgment by management. The inherent uncertainty over the outcome of these matters is brought about by the differences in the interpretation and implementation of laws and regulations. As of December 31, 2020, total provisions recognized by the Group amounted to ₱29.18 million.

The disclosures on management's judgment on assessment of contingent liabilities and estimation of provisions and amounts recognized are respectively included in Notes 3 and 8 to the consolidated financial statements.

Audit response

We inquired with management the status of the claims and obtained opinions of the external legal counsel. We involved our internal specialist in the evaluation of management's assessment on whether any provision for these contingencies should be recognized, and the estimation of such amount. We evaluated the position of the Group by considering the relevant laws, rulings and jurisprudence.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Philippine Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report 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 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 PFRSSs, 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.

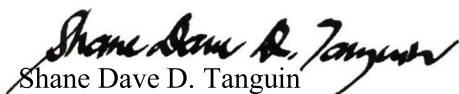
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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
Shane Dave D. Tanguin.

SYCIP GORRES VELAYO & CO.



Shane Dave D. Tanguin

Partner

CPA Certificate No. 0115818

SEC Accreditation No. 1732-A (Group A),

January 8, 2019, valid until January 7, 2022

Tax Identification No. 242-153-393

BIR Accreditation No. 08-001998-139-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8534371, January 4, 2021, Makati City

June 16, 2021



EVER GOTESCO RESOURCES AND HOLDINGS, INC AND SUBSIDIARY

1958 C.M. Recto Avenue, Quiapo, Manila

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


The management of **EVER GOTESCO RESOURCES AND HOLDINGS, INC AND SUBSIDIARY**, is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the year ended December 31, 2020, 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 to do so.

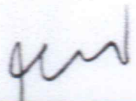
The Board of Directors is responsible for overseeing the Company's financial reporting process.

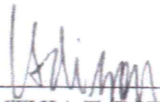
The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders.

Sycip Gores 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, has expressed its opinion on the fairness of presentation upon completion of such audit.


JOSE C. GO
Chairman


JOEL T. GO
President


EVELYN C. GO
Treasurer


CYNTHIA T. DIXON
AVP- Controller

APR 15 2021

Signed this _____ day of _____

SUBSCRIBED AND SWORN TO BEFORE
ME THIS **APR 15 2021**
AT MANILA, PHILIPPINES

DOC. NO. 297
PAGE NO. 60
BOOK NO. 18
SERIES OF 2021

ATTY. JOHN EDWARD TRINIDAD ANG

Notary Public for the City of Manila-Valid 12/31/2021
Notarial Commission No. 2020-033
2F Midland Plaza Hotel, Adriatico St., Ermita, Mla.
IBP No. 134850/ Dec. 14, 2020 / Pasig City
PTR No. 9821951 / Jan. 4, 2021 at Manila
Roll No. 68731 MCLE Compliance No. VI-0067186-Jan.24,2019

**EVER GOTESCO RESOURCES AND HOLDINGS, INC.
AND SUBSIDIARY**

CONSOLIDATED BALANCE SHEETS

	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash	₱1,201,283	₱1,201,283
Receivables - current (Notes 1 and 4)	—	—
Other current assets	—	—
Total Current Assets	1,201,283	1,201,283
Noncurrent Assets		
Receivables - noncurrent (Notes 1 and 4)	1,600,341,152	1,578,244,811
Creditable withholding taxes (Note 5)	—	—
Other noncurrent assets (Note 6)	—	588,674
Total Noncurrent Assets	1,600,341,152	1,578,833,485
TOTAL ASSETS	₱1,601,542,435	₱1,580,034,768
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loan (Notes 1 and 7)	₱50,000,000	₱50,000,000
Accounts payable and other current liabilities (Notes 7, 8 and 12)	1,227,506,913	1,454,474,659
Total Current Liabilities	1,277,506,913	1,504,474,659
Equity		
Capital stock - ₱1 par value (Note 14)		
Authorized and issued - 5,000,000,000 shares (held by 5,616 and 5,629 equity holders in 2020 and 2019, respectively)	5,000,000,000	5,000,000,000
Deficit	(4,675,964,477)	(4,924,439,891)
Total Equity	324,035,523	75,560,109
TOTAL LIABILITIES AND EQUITY	₱1,601,542,435	₱1,580,034,768

See accompanying Notes to Consolidated Financial Statements.



**EVER GOTESCO RESOURCES AND HOLDINGS, INC.
AND SUBSIDIARY**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2020	2019	2018
EXPENSES AND OTHER CHARGES			
General and administrative expenses (Note 9)	(₱2,199,234)	(₱782,456,622)	(₱727,318,829)
Interest expense (Note 7)	(12,000,000)	(10,588,535)	(12,000,000)
Other income (charges) - net (Note 10)	262,674,648	(142,641,758)	(9,423,851)
INCOME (LOSS) BEFORE INCOME TAX	248,475,414	(935,686,915)	(748,742,680)
PROVISION FOR INCOME TAX (Note 11)			
Current	—	—	—
Deferred	—	—	—
	—	—	—
NET INCOME (LOSS) / TOTAL COMPREHENSIVE INCOME (LOSS)	₱248,475,414	(₱935,686,915)	(₱748,742,680)
Basic / Diluted Earnings (Loss) Per Share (Note 13)	₱0.050	(₱0.187)	(₱0.150)

See accompanying Notes to Consolidated Financial Statements.



**EVER GOTESCO RESOURCES AND HOLDINGS, INC.
AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018**

	Capital Stock (Note 14)	Deficit (Notes 2 and 15)	Total
BALANCES AT DECEMBER 31, 2017	₱5,000,000,000	(₱3,240,010,296)	₱1,759,989,704
Net loss / total comprehensive loss	–	(748,742,680)	(748,742,680)
BALANCES AT DECEMBER 31, 2018	5,000,000,000	(3,988,752,976)	1,011,247,024
Net loss / total comprehensive loss	–	(935,686,915)	(935,686,915)
BALANCES AT DECEMBER 31, 2019	5,000,000,000	(4,924,439,891)	75,560,109
Net income / total comprehensive income	–	248,475,414	248,475,4134
BALANCES AT DECEMBER 31, 2020	₱5,000,000,000	(₱4,675,964,477)	₱324,035,523

See accompanying Notes to Consolidated Financial Statements.



**EVER GOTESCO RESOURCES AND HOLDINGS, INC.
AND SUBSIDIARY**

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	₱248,475,414	(₱935,686,915)	(₱748,742,680)
Adjustments for:			
Interest expense (Notes 7 and 8)	12,000,000	10,588,535	12,000,000
Provision for (reversal of provision for) probable losses (Notes 8 and 10)	(242,470,830)	142,641,758	1,531,044
Provision for (reversal of) allowance for expected credit losses (Note 4)	(20,938,236)	775,862,288	720,124,110
Loss on write-off of various assets (Note 10)	734,418	—	11,879,253
Operating income (loss) before working capital changes	(2,199,234)	(6,594,334)	(3,208,273)
Decrease (increase) in:			
Receivables	(1,158,105)	(128,937)	(21,601,414)
Other current assets	—	427,534	15,442,890
Utilities deposits, garnished collections and advances to contractors	—	—	11,961,902
Other noncurrent assets (Note 6)	(145,744)	(588,674)	—
Increase (decrease) in accounts payable and other current liabilities	3,503,083	6,884,411	(2,605,196)
Cash generated used in operations	—	—	(10,091)
Income taxes paid, including creditable taxes withheld and final taxes	—	—	—
Net cash used in operating activities	—	—	(10,091)
CASH AT BEGINNING OF YEAR	1,201,283	1,201,283	1,211,374
CASH AT END OF YEAR	₱1,201,283	₱1,201,283	₱1,201,283

See accompanying Notes to Consolidated Financial Statements.



EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information, Authorization for Issue of the Consolidated Financial Statements, and Status of Operations

Corporate Information

Ever Gotesco Resources and Holdings, Inc. (the Company) and its wholly owned subsidiary, Gotesco Tyan Ming Development, Inc. (GTMDI), (together referred to hereafter as the “Group”) were incorporated in the Philippines primarily to engage in the business of building shopping malls and leasing out to commercial tenants. The Company and GTMDI were registered in the Philippine Securities and Exchange Commission (SEC) on September 27, 1994 and September 21, 1994, respectively.

The registered office address of the Company is Ever Gotesco Corporate Center, 1958 Claro M. Recto Avenue, Manila, while GTMDI’s registered office address is Ever Gotesco Ortigas Complex, Ortigas Avenue, Pasig City.

Authorization for Issue of the Consolidated Financial Statements

The consolidated financial statements of the Group as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020 were authorized for issue in accordance with a resolution of the Board of Directors (BOD) on June 16, 2021.

Status of Operations

In 2000, the Group was impleaded to the civil case between the Bangko Sentral ng Pilipinas (BSP), as plaintiff, and the now defunct Orient Commercial Banking Corporation (Orient Bank) and some of its officers and employees, as defendants. In 2003, the parties to the civil case entered into a compromise agreement, which was approved by the Regional Trial Court of Manila (RTC-Manila). Under the terms of the compromise agreement, the rentals and all other income and revenue of the malls, which include those of the companies that are owned and operated by the defendants, shall continue to guarantee the stipulated amortizations due from the defendants. The Group along with the other defendants submitted an amortization schedule to BSP which the latter rejected. BSP sought to impose upon the defendants its own amortization schedule which the Group believes is way beyond the defendants’ financial capacity. Despite several entreaties to come up with a compromise amortization schedule, no agreement has been reached. Thus, a deadlock in the negotiation ensued. RTC-Manila issued a Writ of Garnishment on lease rental receivables to the defendants.

In July 2010, a Notice of Garnishment on lease rental receivables was issued by the RTC-Manila against the Company, its subsidiary, officers, employees and certain affiliates. The Notice of Garnishment directed the various tenants that all lease payments to the defendants or funds in the possession of various mall tenants payable to the defendants are henceforth considered in the Custody of the Court and the various mall tenants should not deliver, pay or transfer, or otherwise dispose or encumber such rental or lease payments to the defendants or to any other person except to the Ex-Officio Sheriff of Manila or his/her Deputy under penalty of the law.

The Company and its subsidiary, along with the other defendants assailed the Order of RTC-Manila granting the Writ of Execution before the Court of Appeals via a Petition for Certiorari. After the submission of the pertinent pleadings by the parties, the petition was submitted for resolution which is still pending as of June 16, 2021.



The Notice of Garnishment impaired collection effort on lease rental receivables and added to the Company's and its subsidiary's cash flow problems. The Garnishment Notice exempted the Company's and its subsidiary's collections of tenants' utility dues and other assessments.

Collections on lease receivables under the custody of the Court classified as "Other noncurrent assets" in the consolidated balance sheets amounted to ₱42.88 million which were fully provided with allowance as of December 31, 2020 and 2019, respectively (see Note 6).

The Company was the previous owner and mall operator of Ever Gotesco Commonwealth Center (EGCC), a commercial complex. On March 31, 2018, the absolute ownership of EGCC was transferred to the lessor of the land where the said commercial complex of the Company is located without the need of any further act on the part of the Company after the expiration of the lease contract. Moreover, the lease agreement between the Company and the lessor of the land where the EGCC was located expired on March 31, 2018. Because of the transfer of ownership of EGCC on expiration of the lease agreement, the Company ceased its mall operations, resulting to transfer of its administrative function and employees to another affiliate (see Note 12).

GTMDI ceased its mall and cinema operations in June 2015.

The Group's deficit amounted to ₱4.68 billion and ₱4.92 billion as of December 31, 2020 and 2019, respectively. In addition, the Group's current liabilities exceeded its current assets by ₱1,276.31 million and ₱1,503.27 million as of December 31, 2020 and 2019, respectively.

These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, that the Group may not be able to realize its assets and discharge its liabilities in the normal course of business. To address these uncertainties, the major stockholders and a certain related party undertake and confirm that it will continue to provide and maintain financial support and assistance as may be needed to continue the business activities of the Group. In the near term, the Group plans to focus on businesses which would be resilient even during unforeseen events like the ongoing Corona Virus Disease 2019 (COVID-19) pandemic. Industries catering to basic necessities such as agri-business would be prioritized. Joint ventures would be explored. Alongside the shift in the nature of the business would be the strengthening of its balance sheet. The Group will explore innovative solutions to improve its assets composition to allow it to move to other industries and generate revenues. This twin strategy is envisioned to start before the end of the year and should result in steady income by the second semester of 2022 and beyond. Management is intent in turning around the Group to improve the shareholders' value.

With the volatility in the global setting, the Group shall likewise be in the lookout for other opportunities that will ride with the upswing in demand once the country goes back to the pre-pandemic economic growth trajectory.

The past several years had been uncertain for the Group when it was impleaded to the civil case between BSP and Orient Bank. There have been efforts to settle the same but the progression has been tied to the actions of the principal parties involved, something that is beyond the control of the Group. The Group plans to take a proactive approach in finding a solution to this legal matter by first semester of 2021.



The consolidated financial statements have been prepared assuming that the Group will continue as a going concern. The Group's continuing financial difficulties and the uncertainties over the ultimate outcome of the legal cases involving the Group indicate a material uncertainty on the Group's ability to continue operating as a going concern and therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business. The outcome of these uncertainties cannot be determined at the present time. The effects of these uncertainties will be reported in the consolidated financial statements as they become known and estimable.

2. Summary of Significant Accounting and Financial Reporting Policies

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis and are presented in Philippine peso (Peso), which is the Group's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

Statement of Compliance

The financial statements are prepared in accordance with Philippine Financial Reporting Standards (PFRSs). The term PFRSs includes all applicable PFRSs, Philippine Accounting Standards (PAS) and interpretations issued by the Philippine Interpretations Committee and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Philippine Financial Reporting Standards Council (FRSC) and adopted by the Philippine SEC.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as of December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020.

Subsidiaries are all entities over which the Company or its subsidiary has control. Specifically, the Group controls an investee if and only if the Group 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 Group has less than a majority of the voting or similar rights of an investee, the Group 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 Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins from the date of acquisition, being the date on which control is transferred to the Group and continue to be consolidated until the date that such control ceases. 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 Group gains control until the date the Group ceases to control the subsidiary.



A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the parent company loses control over its subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any noncontrolling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in Other Comprehensive Income (OCI) to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments, where necessary, are made to ensure consistency with the policies adopted by the Group.

The financial statements of the subsidiary are prepared for the same balance sheet date as the Company.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated but are considered as an impairment indicator of the assets transferred.

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial periods. The adoption of the following new and revised Philippine Financial Reporting Standards (PFRS) did not have any material effect on the consolidated financial statements of the Group, unless otherwise indicated. Additional disclosures have been included in the notes to consolidated financial statements, as applicable.

Effective beginning on or after January 1, 2020

- Amendments to PFRS 3, *Definition of a Business*
- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments, Interest Rate Benchmark Reform*
- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*
- Conceptual Framework for Financial Reporting issued on March 29, 2018
- Amendments to PFRS 16, *COVID-19-related Rent Concessions*

Standards Issued but Not Yet Adopted

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2021. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

Effective beginning or after January 1, 2021

- Amendments to PFRS 9, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform - Phase 2*



Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts - Costs of Fulfilling a Contract*
- *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*
 - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*
 - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

Effective beginning on or after January 1, 2023

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- PFRS 17, *Insurance Contracts*

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*

Significant Accounting Policies

The significant accounting policies that have been used in the preparation of the consolidated financial statements are summarized below. These accounting policies have been consistently applied to all the years presented, unless otherwise stated.

Financial Instruments

Initial recognition and measurement

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

Financial assets are classified, at initial recognition, and subsequently measured at amortized cost, FVTOCI and FVTPL.

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 FVTPL, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or FVTOCI, 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.



Subsequent measurement

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

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVTOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVTOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Group has no financial assets at FVTOCI with recycling of cumulative gains and losses (debt instruments), financial assets designated at FVTOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments) and financial assets at FVTPL.

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 SPPI 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 profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash, trade receivables and other receivables as of December 31, 2020 and 2019.

Impairment of financial assets

The Group recognizes an allowance for ECL for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade and other receivables, ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

The Group considers trade receivables in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.



Other financial liabilities

Other financial liabilities pertain to financial liabilities that are not held for trading and are not designated at FVTPL upon the inception of the liability. These include liabilities arising from operating (e.g., trade and other payables) and financing (e.g., short and long-term borrowings) activities.

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost using the effective interest method; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss over the term of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting year.

Trade and other payables are recognized in the year in which the related money, goods or services are received or when a legally enforceable claim against the Group is established. These are measured at amortized cost, which is normally equal to the nominal amount.

Other financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium (or discount) and any directly attributable transaction costs. Classified as other financial liabilities are accounts payable and other current liabilities (excluding statutory payables and deferred income) and bank loans.

Derecognition of financial assets and liabilities

Financial assets. A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired; or
- 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 rights 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 rights 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.

Financial liabilities

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

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, and the difference in the respective carrying amounts is recognized in profit or loss.



Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated balance sheet 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 asset and settle the liability 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.

Fair Value Measurement

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 by 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 statements are categorized within the fair value hierarchy, described as follows, based on the lowest level of input that is significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by reassessing categorization (based on the lowest level of input that is significant to the fair value measurement as a whole) at each balance sheet date.

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.



Creditable Withholding Tax

Creditable withholding tax represents the amount withheld from income payments and is deducted from income tax payable on the same year the revenue was recognized. Unused creditable withholding taxes can be carried forward to the ensuing years. The balance of creditable withholding tax is reviewed at each balance sheet date to determine if an objective evidence exists that amounts are no longer recoverable and reduced to the amount the Group expects to recover.

Value-added tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated balance sheet. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated balance sheet to the extent of the recoverable amount.

Other Comprehensive Income (OCI)

OCI comprises items of income and expense that are not recognized in profit or loss for the year in accordance with PFRSs. Other comprehensive income pertaining to remeasurements on the Group's defined benefit plans is recognized under "Remeasurement gain (loss) on retirement benefits" account in the consolidated balance sheet. Other items are closed directly to retained earnings (deficit).

Expenses and Other Charges

General and administrative expenses include costs of administering the business, which are recognized as incurred.

Borrowing Costs

Borrowing costs are expensed as incurred.

Income Taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax

Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income 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 sufficient future taxable profits will be available against which the deductible temporary differences and carry forward benefits of unused NOLCO and excess of MCIT over RCIT can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that sufficient future taxable profits will allow the deferred income tax assets to be recovered.



Deferred income tax assets and deferred income tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Deferred income tax relating to items recognized directly in equity is recognized directly in equity and not in profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Provisions and Contingencies

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and the amount of obligation can be reliably estimated.

Contingent liabilities are not recognized in the consolidated financial statements but disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Capital Stock

The proceeds from the issuance of ordinary or common shares are presented in equity as capital stock to the extent of the par value of the issued and outstanding shares and any excess of the proceeds over the par value of shares issued, less any incremental costs directly attributable to the issuance, net of tax, is presented in equity as "Additional paid-in capital".

Retained Earnings (Deficit)

Retained Earnings (Deficit) represent the cumulative balance of periodic total comprehensive income or loss, dividend distributions, correction of prior year's errors, effect of changes in accounting policy and other capital adjustments. A "deficit" is not an asset but a deduction from equity.

Basic/Diluted Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) for the year by the weighted average number of shares outstanding during the year.

Diluted earnings (loss) per share is calculated by dividing the income (loss) for the year attributable to stockholders by the weighted average number of shares outstanding during the year, excluding treasury shares and adjusted for the effects of all potential dilutive shares, if any.

In determining both the basic and diluted earnings (loss) per share, the effect of stock dividends, if any, is accounted for retroactively.

Segment Information

Until March 31, 2018, the Group was engaged in building shopping malls and leasing out to commercial tenants and considers such as its primary activity and only business segment. Management monitors the operating results of the Group for the purpose of making decisions about resource allocation and performance assessment.



Events After the Balance Sheet Date

Events after the balance sheet date that provide additional information about the Group's financial position at the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Events after the balance sheet date that are not adjusting events are disclosed when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRSs requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgments, estimates and assumptions are based on management's evaluation of relevant facts and circumstances that are believed to be reasonable at the balance sheet date. Actual results could differ from such estimates used.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements.

Use of the going concern assumption

The use of the going concern assumption involves management making judgments, at a particular point in time, about the future outcome of events or conditions that are inherently uncertain. The underlying assumption in the preparation of financial statements is that the Group has neither the intention nor the need to liquidate. Management takes into account a whole range of factors which include, but are not limited to the creditors not demanding for payment of the amounts owed to them and the financial support from related parties. As discussed in Note 1, management still prepares the consolidated financial statements on a going concern basis as management has future plans regarding the Group.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimation of allowance for ECL

The Group recognizes ECL in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognized for the amount of the receivable not covered by the value of the credit enhancement such as collateral on the receivables.

The Group estimates the allowance for ECL by considering the related parties' financial position and performance and cash flows based on their latest financial statements and credit enhancements. Related party accounts were specifically identified to be doubtful of collection based on the related parties' equity position, ability to generate cash flows and availability of assets to settle their obligations. As of December 31, 2020 and 2019, the allowance for ECL on receivables from related parties amounted to ₱2.81 billion and 2.83 billion, respectively (see Notes 4 and 12).



Recognition of deferred income tax assets

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. The Group did not recognize deferred income tax assets on future deductible temporary differences as of December 31, 2020 and 2019 (see Note 11).

Provisions and contingencies

The Group provides for present obligations (legal or constructive) where it is probable that there will be an outflow of resources embodying economic benefits that will be required to settle the said obligations. An estimate of the provision is based on known information at the balance sheet date, net of any estimated amount that may be reimbursed to the Group. The amount of provision is being reassessed at least on an annual basis to consider new relevant information. Provisions amounted to ₱29.18 million and ₱271.65 million as of December 31, 2020 and 2019 (see Note 8).

4. Receivables

	2020	2019
Trade receivable from related parties (Note 12)	₱1,182,879,139	₱1,182,879,139
Others:		
Related parties (Note 12)	3,225,141,917	3,223,983,812
Third parties	2,442,185	2,442,185
	4,410,463,241	4,409,305,136
Less allowance for expected credit losses	2,810,122,089	2,831,060,325
	₱1,600,341,152	₱1,578,244,811
Current	₱—	₱—
Noncurrent	1,600,341,152	1,578,244,811
	₱1,600,341,152	₱1,578,244,811

Receivables are non-interest bearing and are payable upon demand.

Movements in and details of the allowance for expected credit losses in 2020, 2019 and 2018 are as follows:

	Receivables from		Other receivables from		Total
	Related parties	Third parties	Related parties	Third parties	
December 31, 2017	₱284,329,766	₱—	₱1,438,102,720	₱4,719,113	₱1,727,151,599
Addition (Notes 10 and 12)	—	—	720,124,110	—	720,124,110
Reversal (Notes 10 and 12)	—	—	(19,282,132)	—	(19,282,132)
Write-off	(260,597,982)	—	(108,895,805)	(3,301,753)	(372,795,540)
December 31, 2018	23,731,784	—	2,030,048,893	1,417,360	2,055,198,037
Addition (Notes 10 and 12)	75,757,453	—	700,104,835	—	775,862,288
December 31, 2019	99,489,237	—	2,730,153,728	1,417,360	2,831,060,325
Reversal (Notes 10 and 12)	—	—	(20,938,236)	—	(20,938,236)
December 31, 2020	₱99,489,237	₱—	₱2,709,215,492	₱1,417,360	₱2,810,122,089

In 2019, the Group reclassified portion of its receivables from current to noncurrent as the Group expects to collect the said receivables from the counterparties beyond one year. The excess of the carrying amount over the fair value based on the discounted cash flows at the end of five years of the noncurrent portion of receivables amounting to ₱340.96 million were recognized as allowance for expected credit losses. No accretion income was recognized on the difference between the carrying amount and the fair value in 2020 and 2019.



In 2020, the Group reversed provision for allowance for expected credit losses recognized in 2019 amounting to ₱20.94 million.

5. Creditable Withholding Taxes

	2020	2019
Creditable withholding taxes (CWTs)	₱46,391,788	₱46,391,788
Less allowance for probable losses	46,391,788	46,391,788
	₱—	₱—

6. Other Noncurrent Assets

	2020	2019
Garnished collections (Note 1)	₱42,641,386	₱42,641,386
Others	234,211	822,885
	42,875,597	43,464,271
Less allowance for probable loss	42,875,597	42,875,597
	₱—	₱588,674

Allowance for probable loss is provided for garnished collections and others.

Input VAT included as part of “Others” amounting to ₱0.73 million were written off in 2020 (nil in 2019) (see Note 10).

7. Bank Loan

This represents a short-term loan by the Company from a lender bank amounting to ₱50.0 million which became due in December 1997 but was extended up to March 1998. However, such loan obligation was not settled on maturity date. The Company negotiated with the lender bank for restructuring of the loan but it did not prosper. In July 1999, the lender bank filed a civil case against the Company, demanding immediate payment of the principal and the corresponding default charges. In November 1999, the Company’s lawyers filed their reply and submitted to the Regional Trial Court of Makati (RTC-Makati) among others, the ongoing negotiations for the settlement of the obligations, and hence, countered that the lender bank be ordered to sit down with the Company for the amicable settlement of the case. In November 2000, the RTC-Makati considered the Company’s submission that it is ready to go into negotiation for the settlement of the case. The outcome of this civil case is not yet known. Pending final decision of the case, the default charges were not recognized in the consolidated financial statements since management believes that such charges are subject to negotiation and the final outcome of the case cannot be presently determined. The Company continues its negotiations for a solution that is acceptable to the lender bank.

The Group accrued the related interest expense amounting to ₱12.00 million and ₱10.6 million in 2020 and 2019, respectively, as part of “Accrued expenses” account included in “Accounts payable and other liabilities” in the consolidated balance sheets, which is based on the interest rate of 24% for both years and is part of noncash activities (see Note 8).



8. Accounts Payable and Other Current Liabilities

	2020	2019
Trade	₱38,840,520	₱39,147,820
Accrued expenses (Note 7)	276,359,856	264,022,400
Deferred output VAT	289,168,716	289,168,716
Payables to related parties (Note 12)	551,216,786	547,747,686
Provisions (Note 10)	29,179,070	271,649,900
Retention payable to contractors and suppliers	40,507,222	40,507,222
Others	2,234,743	2,230,915
	₱1,227,506,913	₱1,454,474,659

Accrued expenses mostly pertain to the accrued interest on bank loan amounting to ₱276.00 million and ₱264.00 million as of December 31, 2020 and 2019, respectively (see Note 7).

The Group is currently involved in certain legal, contractual and regulatory proceedings and other possible claims that require the recognition of provisions for related probable claims against the Group. Management and its legal counsel reassess its estimates on an annual basis to consider new relevant information. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed as it may prejudice the Group's position and negotiation strategies with respect to these matters.

Movements in and details of provisions follow:

	2020	2019
Balance at beginning of year	₱271,649,900	₱129,008,142
Provision (Note 10)	—	181,615,153
Reversal	(242,470,830)	(38,973,395)
Balance at end of year	₱29,179,070	₱271,649,900

9. General and Administrative Expenses

	2020	2019	2018
Professional fees	₱695,000	₱662,857	₱973,970
Salaries, wages and employee benefits	497,559	548,429	447,821
Independent director's per diem	390,000	255,000	330,000
Taxes and licenses	293,683	975,984	4,622,787
Transportation and communication	11,920	245,852	240,122
Provision for expected credit losses (Notes 4 and 12)	—	775,862,288	720,124,110
Others	311,072	3,906,212	580,019
	₱2,199,234	₱782,456,622	₱727,318,829

Others include, among others, outside services expenses.



10. Other Income (Charges)

	2020	2019	2018
Reversal of provision for (provision for) probable losses (Note 8)	₱242,470,830	(₱142,641,758)	₱1,531,044
Reversal of allowance for expected credit losses (Note 4)	20,938,236	—	—
Loss on write-off of various assets	(734,418)	—	(11,879,253)
Others	—	—	924,358
	₱262,674,648	(₱142,641,758)	(₱9,423,851)

11. Income Taxes

- The Group's provision for current income tax pertains to RCIT (nil in 2020, 2019 and 2018).
- Deferred income tax assets have not been recognized on the following items as management believes that it is more likely that the Group will not be able to realize the deductible temporary differences in the future.

	2020	2019
Allowance for impairment losses:		
Receivables	₱2,810,122,089	₱2,831,060,325
Garnished collections	42,641,386	42,641,386
Other noncurrent assets	234,211	234,211
Accrued interest on bank loans*	276,000,000	264,000,000
NOLCO	7,613,127	6,628,217

*Not deducted from taxable income

- The reconciliation of the benefit from income tax computed at the statutory income tax rate to the provision for income tax shown in the consolidated statements of comprehensive income is as follows:

	2020	2019	2018
Provision for (benefit from) income tax at statutory income tax rate	₱74,542,625	(₱280,706,074)	(₱224,622,804)
Adjustments resulting from:			
Nondeductible provision for (nontaxable gain on reversal of provision) for probable losses	(72,741,250)	42,792,527	—
Nondeductible expenses	153,779	1,111,563	10,009,798
Movements in deductible temporary differences for which no deferred income tax assets were recognized	(1,955,154)	236,801,984	214,613,006
Provision for income tax	₱—	₱—	₱—



- d. 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 of December 31, 2020 and 2019, the Group has incurred NOLCO before taxable year 2020 which can be claimed as deduction from the regular taxable income for the next three consecutive taxable years, as follows:

Year Incurred	Valid Until	NOLCO	
		Amount	Tax effect
2019	2022	₱2,889,184	₱866,755
2018	2021	2,534,709	760,413
		₱5,423,893	₱1,627,168

As of December 31, 2020, the Branch has incurred NOLCO in taxable year 2020 which can be claimed as deduction from the regular taxable income for the next five consecutive taxable years pursuant to the Bayanihan to Recover As One Act and for which no deferred income tax asset was recognized, as follows:

Year Incurred	Valid Until	NOLCO	
		Amount	Tax effect
2020	2025	₱2,189,234	₱656,770

Following are the movements in NOLCO:

	2020	2019
Beginning of year	₱6,628,217	₱3,739,032
Additions	2,189,234	2,889,185
Expired	(1,204,324)	—
End of year	₱7,613,127	₱6,628,217

- e. President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (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 ₱5 million and with total assets not exceeding ₱100 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, 2011 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 regular corporate income tax rate of 25% effective July 1, 2020.

- Based on the provisions of Revenue Regulations (RR) No. 5-2021 dated April 8, 2021 issued by the BIR, the prorated CIT rate of the Company for CY2020 is 27.5%. The reduced amounts will be reflected in the Group's 2020 annual income tax return. However, for financial reporting purposes, the changes will only be recognized in the 2021 financial statements. The revised rate will not have an effect in the Group since it has incurred NOLCO amounting to ₱2.20 million as of December 31, 2020.

12. Related Party Transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Group, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Group and close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely its legal form. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely its legal form.

In the ordinary course of business, the Group has related party transactions and balances as follows:

	2020			
	Amount/ Volume	Outstanding Receivable (Payable)	Terms	Condition
<i>Stockholder</i>				
Advances to	₱—	₱571,738,488	Payable on demand; non-interest bearing	Unsecured; partially impaired
Advances from	—	(76,923,077)	- do -	
<i>Associated companies*</i>				
Rent	—	1,182,879,139	Payable on demand; non-interest bearing	Unsecured
Advances to	1,158,105	2,653,403,429	- do -	Unsecured; partially impaired
Payable to	(3,469,100)	(474,293,709)	- do -	Unsecured



2019				
	Amount/ Volume	Outstanding Receivable (Payable)	Terms	Condition
<i>Stockholder</i>				
Advances to	P=	P571,738,488	Payable on demand; non-interest bearing	Unsecured; partially impaired
Advances from	–	(76,923,077)	- do -	
<i>Associated companies*</i>				
Rent	–	1,182,879,139	Payable on demand; non-interest bearing	Unsecured
Advances to	128,937	2,652,245,324	- do -	Unsecured; partially impaired
Payable to	(6,876,105)	(470,824,609)	- do -	Unsecured

- The Group granted non-interest-bearing advances to entities that are under common control and to its stockholder. As of December 31, 2020 and 2019, these advances have no payment terms and are considered payable on demand and to be settled in cash.
- Movements in and details of the allowance for expected credit losses relating to receivables from related parties follow:

	2020	2019
Beginning balance	P2,829,642,965	P2,053,780,677
Addition (Note 9)	–	775,862,288
Reversal (Note 10)	(20,938,236)	–
Ending balance	P2,808,704,729	P2,829,642,965

- The Group has non-interest-bearing payables to entities that are under common control and are to be settled in cash. Payables to related parties, included as part of “Accounts payable and other liabilities” in the consolidated balances sheets amounted to P551.22 million and P547.75 million as of December 31, 2020 and 2019, respectively (see Note 8).
- The Group’s remaining related party transactions pertain to the payment of expenses of entities under common control on behalf of the Group from 2018 to 2020.
- In 2018, the Company transferred its employees and their related retirement benefit liability, property and equipment, and computer software to an affiliate which assumed the mall operations due to the cessation of its mall operations.
- Pricewise, Inc. (PWI) assumed the liability of Primeworld Management Services, Inc. to the Group, amounting to P1,443.57 million, as of December 31, 2020. As collateral for the debt assumption, PWI executed a real estate mortgage over certain land properties in favor of the Group. The Group engaged a Philippine SEC-registered independent appraiser to estimate the value of the real estate used as the collateral using the Sales Comparison Approach. As at December 31, 2020, the appraised value of the real estate properties used as collateral amounted to P2.5 billion. No provision for impairment losses was recognized on the receivable from PWI as of December 31, 2020.
- The Group’s key management personnel, which consists of Board of Directors, did not receive compensation from the Group in 2020, 2019 and 2018.



13. Basic/Diluted Earnings (Loss) per Share

Basic/Diluted earnings (loss) per share amounts are calculated as follows:

	2020	2019	2018
Net income (loss)	₱248,475,414	(₱935,686,915)	(₱748,742,680)
Weighted average number of shares	5,000,000,000	5,000,000,000	5,000,000,000
Basic/diluted earnings (loss) per share	₱0.050	(₱0.187)	(₱0.150)

The Group does not have potential dilutive shares as of December 31, 2020, 2019 and 2018. Therefore, the basic and diluted earnings (loss) per share are the same as of those dates.

14. Equity

The Philippine SEC authorized the offering/sale of the Company's 5.0 billion common shares with par value of ₱1.0 each on September 16, 1996. The Company's common shares were held by 5,616 and 5,629 shareholders as of December 31, 2020 and 2019, respectively.

15. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains sufficient working capital for its operations and safeguard the entity's ability to continue as a going concern, continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies or processes for the years ended December 31, 2020 and 2019.

The following table summarizes the total capital as of December 31 considered by the Group:

	2020	2019
Capital stock	₱5,000,000,000	₱5,000,000,000
Deficit	(4,675,964,477)	(4,924,439,891)
	₱324,035,523	₱75,560,109

16. Financial Instruments and Financial Risk Management Objectives and Policies

Financial Instruments

Cash, receivables, bank loans and accounts payable and other liabilities

The carrying amounts of cash, receivables, bank loans and accounts payable and other liabilities approximate their fair values due to the short-term maturities of these financial instruments.

The Company has no other assets measured at fair value or which fair value has been disclosed using the Level 1 and 2 valuation hierarchy. There were no transfers between the different hierarchy levels in 2020 and 2019.



Financial Risk Management Objectives and Policies

The Group's principal financial instruments consist of cash, receivables and bank loans. The Group has various other financial assets and financial liabilities such as accounts payable and other current liabilities and customers' deposits which arise directly from its operations.

Financial risk management by the Group is governed by policies and guidelines approved by the BOD. Group policies and guidelines cover liquidity risk and credit risk. The objective of financial risk management is to contain, where appropriate, exposures in these financial risks to limit any negative impact on the Group's results of operations and financial position.

Liquidity risk

The Group seeks to manage its liquid funds through cash planning. The Group uses historical figures and experiences as well as forecasts of its collections and disbursements in the management of its funds. The Group negotiates for extension of credit terms from its creditors for more manageable repayment terms.

The following tables summarize the maturities of the Group's financial liabilities based on contractual undiscounted payments and the estimated maturities of financial assets used to manage liquidity risk:

	2020			Total
	On demand	One year or less	More than one year	
Bank loans:				
Principal	₱50,000,000	₱—	₱—	₱50,000,000
Interest	276,000,000	—	—	276,000,000
Accounts payable and other current liabilities:				
Trade	38,840,520	—	—	38,840,520
Accrued expenses*	359,856	—	—	359,856
Payable to related party	551,216,786	—	—	551,216,786
	₱916,417,162	₱—	₱—	₱916,417,162
Cash	₱1,201,283	₱—	₱—	₱1,201,283
Receivables**	—	—	1,600,341,152	1,600,341,152
	₱1,201,283	₱—	₱1,600,341,152	₱1,601,542,435

*Excludes accrued interest on bank loans amounting to ₱276.0 million.

**The Company expects to collect these receivables beyond one year.

	2019			Total
	On demand	One year or less	More than one year	
Bank loans:				
Principal	₱50,000,000	₱—	₱—	₱50,000,000
Interest	264,000,000	—	—	264,000,000
Accounts payable and other current liabilities:				
Trade	39,147,820	—	—	39,147,820
Accrued expenses*	22,400	—	—	22,400
Payable to related party	547,747,686	—	—	547,747,686
	₱900,917,906	₱—	₱—	₱900,917,906
Cash	₱1,201,283	₱—	₱—	₱1,201,283
Receivables**	—	—	1,578,244,811	1,578,244,811
	₱1,201,283	₱—	₱1,578,244,811	₱1,579,446,094

*Excludes accrued interest on bank loans amounting to ₱264.0 million.

**The Company expects to collect these receivables beyond one year.



Credit risk

The Group deals with recognized creditworthy tenants. It is the Group's policy that all tenants who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis to minimize the Group's exposure to bad debts. The Group also limits the advances granted to related parties into manageable levels and exerts effort to collect from these related parties. Creditworthiness of the tenants and related parties is reassessed at least once or twice a year to determine sufficiency of any allowance for probable losses to be provided. The maximum credit risk exposure on receivables is equivalent to the carrying amounts of receivables from tenants and related parties.

The Group's policy is to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk.

Out of the total trade receivables as of December 31, 2020 and 2019, 99%, comes from the Group's related parties. Except for receivables from some affiliates under common control, which are provided with allowances, the collectability of receivables from related parties are probable since these related parties have net income and positive cash flows. The Group manages the concentration risk by extending advances to related parties engaged in different industries such as department stores, supermarket, school, hospital, resorts and golf courses.

The maximum exposure to credit risk for the Group's loans and receivables, without taking into account any collateral and other credit enhancements, is equal to their carrying amounts.

For cash in banks, the Company applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Company's policy to measure ECL 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 Company uses the ratings from the external credit rating agencies to determine whether the debt instrument has significantly increased in credit risk and estimate ECL.

The following tables summarize the credit quality per class of the Group's financial assets:

December 31, 2020						
	Neither past due nor impaired			Past due but not impaired	ECL	Total
	High grade	Standard Grade	Substandard Grade			
Cash in bank*	₱10,014	₱-	₱-	₱-	₱-	₱10,014
Receivables	-	-	-	1,600,341,152	2,810,122,089	4,410,463,241
	₱10,014	₱-	₱-	₱1,600,341,152	₱2,810,122,089	₱4,410,473,255

*Excludes cash on hand amounting to ₱1,191,269.

December 31, 2019						
	Neither past due nor impaired			Past due but not impaired	ECL	Total
	High grade	Standard Grade	Substandard Grade			
Cash in bank*	₱10,014	₱-	₱-	₱-	₱-	₱10,014
Receivables	-	-	-	1,578,244,811	2,831,060,325	4,409,305,136
	₱10,014	₱-	₱-	₱1,578,244,811	₱2,831,060,325	₱4,409,315,150

*Excludes cash on hand amounting to ₱1,191,269.

The Group classifies loans and receivables as high or standard grade. "High grade" receivables pertain to those receivables from tenants who consistently pay before the maturity date. "Standard grade" includes receivables that are collected on their due dates even without collection effort made by the Group. "Substandard grade" includes receivables which are collected on their due dates provided that the Group made a persistent effort to collect them. Past due but not impaired receivables include those



that have not been paid during their respective due dates but are still assessed as collectible by the Group's management. Meanwhile, ECL pertains to those with the least likelihood of collection even after rigorous collection efforts made by the Group. Impaired receivables have been provided with allowance depending on the management's assessment of their collectability. In assessing collectability, management considers deposits and advances held by the Group as well as the experience from previous transactions with the tenants.

Cash in bank are classified as "High grade" since these are deposited and invested with reputable bank and can be withdrawn anytime.

The aging per class of financial assets and the expected credit losses as of December 31, 2020 and 2019 are as follows:

As of December 31, 2020:

	Financial Assets			Total
	12-Month ECL	Lifetime ECL Not Credit Impaired	Lifetime ECL Credit Impaired	
Amortized Cost				
Cash in banks	₱1,201,283	₱—	₱—	₱1,201,283
Receivables	—	1,600,341,152	2,810,122,089	4,410,463,241
	₱1,201,283	₱1,600,341,152	₱2,810,122,089	₱4,411,664,524

As of December 31, 2019:

	Financial Assets			Total
	12-Month ECL	Lifetime ECL Not Credit Impaired	Lifetime ECL Credit Impaired	
Amortized Cost				
Cash in banks	₱1,201,283	₱—	₱—	₱1,201,283
Receivables	—	1,578,244,811	2,831,060,325	4,409,305,136
	₱1,201,283	₱1,578,244,811	₱2,831,060,325	₱4,410,506,419

In assessing impairment, the Group considers the inability to collect from the counterparty based on the contractual terms of the receivables. Receivables included in the specific assessment are the non-moving accounts and receivables from related parties.

17. Operating Segments

The Group is engaged in building shopping malls and leasing out to commercial tenants and considers such as its primary activity and only business segment until March 2017. The Group had only one geographical segment as all of its assets are located in the Philippines. The Group operated and derived principally all of its revenue from domestic operations until March 2017. Thus, geographical business information is not required.

No segment information as of and for the year ended December 31, 2020, 2019 and 2018 were presented since the Group has no operations during those years.



18. Continuing COVID-19 Pandemic

On March 11, 2020, the World Health Organization has declared the novel coronavirus (COVID-19) outbreak a global pandemic. In the Philippines, 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. Various stages of quarantine were imposed since then, which restricted various economic activities. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

These measures have caused disruptions to businesses, global supply chain, and economic activities, and its impact continues to evolve.

The scale and duration of these developments remain uncertain as at the report date. The outbreak could have a material impact on the consolidated financial results for the rest of 2021 and even periods thereafter. Considering the evolving nature of the pandemic, the Group will continue to monitor the situation.

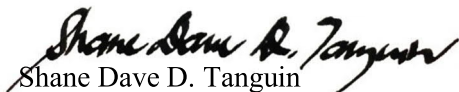


INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Ever Gotesco Resources and Holdings, Inc.
Ever Gotesco Corporate Center
1958 Claro M. Recto Avenue, Manila

We have audited in accordance with Philippine Standards on Auditing the consolidated financial statements of Ever Gotesco Resources and Holdings, Inc. and its subsidiary (the Group) 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 June 16, 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 Group'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.



Shane Dave D. Tanguin
Partner

CPA Certificate No. 0115818
SEC Accreditation No. 1732-A (Group A),
January 8, 2019, valid until January 7, 2022
Tax Identification No. 242-153-393
BIR Accreditation No. 08-001998-139-2018,
December 17, 2018, valid until December 16, 2021
PTR No. 8534371, January 4, 2021, Makati City

June 16, 2021

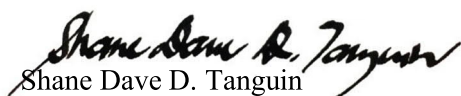


INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Ever Gotesco Resources and Holdings, Inc.
Ever Gotesco Corporate Center
1958 Claro M. Recto Avenue, Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ever Gotesco Resources and Holdings, Inc. and its subsidiary (the Group) as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020, and have issued our report thereon dated June 16, 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 Group'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 PFRS. The components of these financial soundness indicators have been traced to the Group'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.



Shane Dave D. Tanguin

Partner

CPA Certificate No. 0115818

SEC Accreditation No. 1732-A (Group A),

January 8, 2019, valid until January 7, 2022

Tax Identification No. 242-153-393

BIR Accreditation No. 08-001998-139-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8534371, January 4, 2021, Makati City

June 16, 2021



EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY
Index to Consolidated Financial Statements
As at and For the Year Ended December 31, 2020

	Description	Page
Schedule I		
A	Financial Assets	N/A
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	1
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	N/A
D	Long-Term Debt	N/A
E	Indebtedness to Related Parties	N/A
F	Guarantees of Securities of Other Issuers	N/A
G	Capital Stock	2
Schedule II	Financial Soundness Indicators	3
Schedule III	Corporate Structure	4
Schedule IV	Reconciliation of Retained Earnings Available for Dividend Declaration (Part 1, 4C, Annex 68-C)	5

SCHEDULE I-B

EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY
AMOUNTS RECEIVABLE FROM DIRECTORS, RELATED PARTIES, OFFICERS, EMPLOYEES,
AND PRINCIPAL STOCKHOLDERS
(OTHER THAN RELATED PARTIES)
DECEMBER 31, 2020
AMOUNTS IN THOUSANDS

	Balance at beginning of year	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Balance at end of year
Directors	₱571,738,488	₱—	₱—	₱—	₱—	₱571,738,488	₱571,738,488

SCHEDULE I-G

EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY

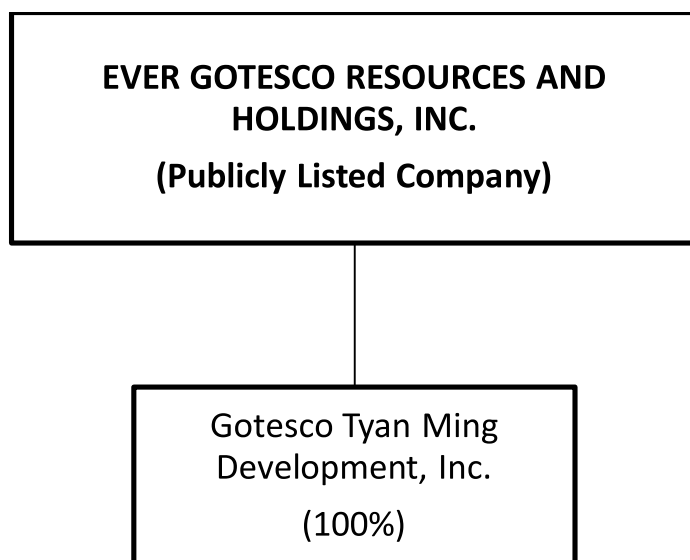
CAPITAL STOCK
DECEMBER 31, 2020
AMOUNTS IN THOUSANDS

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related consolidated statement of financial position caption	Number of shares reserved for options, warrants, conversion, and other rights	Number of shares held by related parties	Directors and officers	Others
Common stock - "Class A" at ₱1 par value	5,000,000	5,000,000	–	1,174,235	521,493	3,304,272

SCHEDULE II
EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY
FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2020

Ratio	Formula	December 31		
		2020	2019	2018
Current ratio	$\frac{\text{Total current assets}}{\text{Total current liabilities}}$	0.0009	0.0008	1.1260
Acid test ratio	$\frac{\text{Cash} + \text{current receivables}}{\text{Total current liabilities}}$	0.0009	0.0008	1.1260
Solvency ratio	$\frac{\text{Net income after tax}}{\text{Total liabilities}}$	0.19	-0.62	-0.56
Debt-to-equity ratio	$\frac{\text{Accounts payable and other liabilities} + \text{bank loan}}{\text{Total equity}}$	3.94	19.91	1.33
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	4.94	20.91	2.33
Interest rate coverage ratio	$\frac{\text{Net income} + \text{depreciation expense} + \text{Interest expense}}{\text{Interest expense}}$	-19.71	89.37	63.40
Return on equity	$\frac{\text{Net income after tax}}{\text{Stockholder's equity}}$	0.77	-12.38	-0.74
Basic/Diluted earnings per share	$\frac{\text{Net income after tax}}{\text{Outstanding shares}}$	0.05	-0.19	-0.15

SCHEDULE III
EVER GOTESCO RESOURCES AND HOLDINGS, INC. AND SUBSIDIARY
CORPORATE STRUCTURE
DECEMBER 31, 2020



SCHEDULE IV
EVER-GOTESCO RESOURCES AND HOLDINGS, INC.

SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
DECEMBER 31, 2020

Deficit, January 1, 2020	(P4,924,439,891)
Add net income actually earned during the year	248,475,414
Deficit, December 31, 2020	(P4,675,964,477)