COVER SHEET

PW-305

SEC Registration Number

KEPPEL PHILIPPINES PROPERTIES, INC. AND SUBSIDIARIES

(Company's Full Name)

18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City

(Business Address: No. Street City/Town/Province)

Pang Chan Fan	8584-6170
(Contact Person)	(Company Telephone Number)

03 31	17-Q	06 10
Month *Day* (Fiscal Year)	(Form Type)	*Month* *Day* (Annual Meeting)

N/A

(Secondary License Type, If Applicable)

CFD	N/A
Dept. Requiring this Doc.	Amended Articles Number/Section

Total Amount of Borrowings

1,211 as at 31 March 2022	–	–
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **March 31, 2022**

2. Commission identification number **PW305**

3. BIR Tax Identification No. **000-067-618 VAT**

4. **KEPPEL PHILIPPINES PROPERTIES, INC.**
Exact name of issuer as specified in its charter

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

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

7. **18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City**
Address of registrant's principal office — Postal Code

8. **(02) 8584-6170**
Registrant's telephone number, including area code

9. **Not applicable**
Former name, former address and former fiscal year, if changed since last report

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common	**293,828,900**
Debt Outstanding	**Nil**

11. Are any or all of the securities listed on the Philippine Stock Exchange?
Yes [/]   No [ ]

Name of stock exchange: **Philippine Stock Exchange**
Class of securities listed: **Common Stock**

12. Indicate by check mark whether the registrant:

a) Has filed all reports required to be filed by Section 17 of the Securities Regulation Code (SRC) and SRC Rule 17.1 thereunder or Sections 11 of the Revised Securities Act (RSA) and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes [/]   No [ ]

b) Has been subject to such filing requirements for the past 90 days.
Yes [/]   No [ ]

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Keppel Philippines Properties, Inc. and Subsidiaries

Interim Consolidated Statements of Financial Position
As at March 31, 2022
(With comparative figures as at December 31, 2021)
(All amounts in Philippine Peso)

	Notes	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
ASSETS			
Current assets			
Cash and cash equivalents		71,960,788	84,033,954
Receivables		17,781,861	9,362,549
Due from related parties	6	10,122,358	9,226,664
Prepayments and other current assets		29,793,700	29,547,319
Total current assets		129,658,707	132,170,486
Non-current assets			
Investments in associates and a joint venture	2	2,849,188,661	2,758,317,653
Financial assets at fair value through other comprehensive income	3	79,512,230	79,512,230
Property and equipment, net	4	1,227,011	2,196,405
Retirement benefits asset		535,102	535,102
Deferred income tax assets, net		429,620	89,990
Right-of-use asset, net	5	406,929	1,627,717
Refundable deposits		53,300	53,300
Total non-current assets		2,931,352,853	2,842,332,397
Total assets		3,061,011,560	2,974,502,883
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and other current liabilities		20,447,857	21,611,172
Due to related parties	6	23,937,890	23,999,969
Lease liability, current portion	5, 6	-	468,943
Total liabilities		44,385,747	46,080,084
Equity			
Share capital		356,104,000	356,104,000
Share premium		602,885,517	602,885,517
Treasury shares		(2,667,645)	(2,667,645)
Other reserves	9	1,394,661	1,394,661
Retained earnings		2,058,909,280	1,970,706,266
Total equity		3,016,625,813	2,928,422,799
Total liabilities and equity		3,061,011,560	2,974,502,883

The notes from pages 5 to 26 are an integral part of these interim consolidated financial statements.

Keppel Philippines Properties, Inc. and Subsidiaries

Interim Consolidated Statements of Comprehensive Income
For each of the three months ended March 31
(All amounts in Philippine Peso)

	Notes	2022 (Unaudited)	2021 (Unaudited)
Gross revenue			
Share in results of associated companies	2	90,871,008	12,389,105
Management consultancy and franchise fees	6	8,462,839	5,652,661
Interest income		74,417	77,919
Gross revenue		99,408,264	18,119,685
General and administrative expenses	7	(11,597,411)	(11,157,114)
Other income, net		612,707	862,795
Income before income tax		88,423,560	7,825,366
Income tax expense		(220,546)	(363,886)
Net income for the period		88,203,014	7,461,480
Other comprehensive income		-	-
Total comprehensive income for the period		88,203,014	7,461,480
Basic earnings per share	8	0.30	0.03

The notes from pages 5 to 26 are integral part of these interim consolidated financial statements.

Keppel Philippines Properties, Inc. and Subsidiaries

Interim Consolidated Statements of Changes in Equity
For each of the three months ended March 31
(All amounts in Philippine Peso)

	Share capital		Share	Treasury	Other reserves	Retained	
	Common	**Preferred**	**premium**	**Shares**	(Note 9)	**earnings**	**Total equity**
Balances at January 1, 2022	296,629,900	59,474,100	602,885,517	(2,667,645)	1,394,661	1,970,706,266	2,928,422,799
Total comprehensive income for the period	-	-	-	-	-	88,203,014	88,203,014
Balances at March 31, 2022	296,629,900	59,474,100	602,885,517	(2,667,645)	1,394,661	2,058,909,280	3,016,625,813
Balances at January 1, 2021	296,629,900	59,474,100	602,885,517	(2,667,645)	405,249	1,445,046,602	2,401,773,723
Total comprehensive income for the period	-	-	-	-	-	7,461,480	7,461,480
Balances at March 31, 2021	296,629,900	59,474,100	602,885,517	(2,667,645)	405,249	1,452,508,082	2,409,235,203

The notes on pages 5 to 26 are integral part of these interim consolidated financial statements.

Keppel Philippines Properties, Inc. and Subsidiaries

Interim Consolidated Statements of Cash Flows
For each of the three months ended March 31
(All amounts in Philippine Peso)

	Notes	2022 (Unaudited)	2021 (Unaudited)
Cash flows from operating activities			
Income before income tax		88,423,560	7,825,366
Adjustments for:			
Share in results of associated companies	2	(90,871,008)	(12,389,105)
Interest income		(74,417)	(77,919)
Gain on sale of property and equipment	4	(2,300)	-
Gain on reversal of liabilities		-	(293,184)
Depreciation and amortization expense	4,5,7	2,405,361	2,431,435
Unrealised foreign exchange loss		618,377	7,799
Interest expense on lease liability	5	3,048	104,602
Operating income (loss) before working capital changes		502,621	(2,391,006)
Increase (decrease) in:			
Receivables		(8,419,312)	(74,501)
Due from related parties		(895,694)	(2,564,724)
Prepayments and other current assets		(319,671)	(464,086)
Refundable deposits		-	44,538
Decrease in:			
Accounts payable and other current liabilities		(1,650,201)	(65,830)
Due to related parties		(680,456)	(122,655)
Net cash used in operations		(11,462,713)	(5,638,264)
Interest income received		74,417	85,671
Interest portion of lease liability paid	5	(3,048)	(104,602)
Income taxes paid		-	(358,499)
Net cash used in operating activities		(11,391,344)	(6,015,694)
Cash flows from investing activities			
Proceeds from sale of property and equipment	4	2,300	-
Acquisition of property and equipment	4	(215,179)	-
Net cash used in investing activities		(212,879)	-
Cash flows from financing activities			
Payments for the principal portion of lease liability	5	(468,943)	(1,243,936)
Net cash used in financing activities		(468,943)	(1,243,936)
Net decrease in cash and cash equivalents		(12,073,166)	(7,259,630)
Cash and cash equivalents at January 1		84,033,954	101,296,379
Cash and cash equivalents at March 31		71,960,788	94,036,749

The notes on pages 5 to 26 are integral part of these interim consolidated financial statements.

(In the Notes, all amounts are shown in Philippine Peso, unless otherwise indicated)

Note 1 - Corporate information

Keppel Philippines Properties, Inc. (KPPI or the "Parent Company") was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 7, 1918 primarily to invest or acquire interest in, purchase, own or hold, directly or indirectly, shares of stocks and to undertake in property development activities through its associates and joint venture. The Parent Company's corporate life was extended for another fifty (50) years starting February 7, 1968. On May 5, 2017, the Parent Company's corporate life was further extended for another fifty (50) years from February 6, 2018.

The Parent Company is listed in the Philippine Stock Exchange (PSE) through an initial public offering (IPO) in 1989. There was no follow-on offering after the IPO. Its immediate parent company is Keppel Land Limited (KLL) and the ultimate Parent Company is Keppel Corporation Limited (KCL), both incorporated in Singapore. KCL is listed in the Singapore Exchange Securities Trading Limited.

As at March 31, 2022 and December 31, 2021, the top five shareholders of the Parent Company are the following:

Shareholders	Percentage of ownership
KLL	50%
Kepwealth, Inc.	17%
KCL	12%
Molten Pte Ltd	7%
Public*	14%

**8% direct ownership and 6% through PCD Nominee Corporation*

The Parent Company holds investments in associates and joint venture involved in property development and holding of investment properties (Note 2) and renders management consultancy services to its joint venture (Note 6).

As at March 31, 2022 and December 31, 2021, the Parent Company's subsidiaries, associates and joint venture, which were all incorporated in the Philippines are as follows:

	Percentage of ownership	Effective ownership interest	Nature of business
Subsidiaries			
CSRI Investment Corporation (CSRI)	100	100	Investment holding
Buena Homes, Inc. (BHI)	100	100	Investment holding
Associates			
Opon Realty and Development Corporation (ORDC)	40	40	Investment holding
Opon Ventures, Inc. (OVI)	40	64	Investment holding
Opon-KE Properties, Inc. (OKEP)	40	78	Investment holding
Joint venture			
SM Keppel Land, Inc. (SMKL)	40	48	Lease of mall and office spaces, cinema ticket sales and carpark operation

The Group's principal office address is 18th Floor, Units 1802B-1803, The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City.

Note 2 - Investments in associates and a joint venture

Details of investments in associates and joint venture are as follows:

	March 31, 2022	March 31, 2021	December 31, 2021
Cost			
At January 1 and at period/year end	653,989,443	653,989,443	653,989,443
Accumulated share in results of associated companies presented in profit or loss			
At January 1	2,103,985,191	1,548,338,406	1,548,338,406
Share in results of associated companies	90,871,008	12,389,105	555,646,785
At period/year end	2,194,856,199	1,560,727,511	2,103,985,191
Presented in other comprehensive income			
At January 1	343,019	(138,469)	(138,469)
Share in other comprehensive income	-	-	481,488
At period/year end	343,019	(138,469)	343,019
	2,849,188,661	2,214,578,485	2,758,317,653

The carrying values of the Group's investments in associates and joint venture and the related percentages of ownership are shown below:

	Percentage of ownership		Carrying amount	
	March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
Associates (a)				
OKEP (i)	40%	40%	218,874,940	214,710,604
OVI (ii)	40%	40%	100,691,046	95,970,703
ORDC (iii)	40%	40%	61,701,805	58,895,774
Joint venture (b)				
SMKL (i)	40%	40%	2,467,920,870	2,388,740,572
			2,849,188,661	2,758,317,653

The associates and joint venture were accounted for using the equity method. There were no dividends received from the associates and joint venture for the period ended March 31, 2022 and in year 2021. As at March 31, 2022 and December 31, 2021, there were no quoted prices for these investments.

The associates and joint venture were all incorporated and have their principal place of business in the Philippines.

(a) Associates

(i) OKEP

OKEP is 40%-owned by the Parent Company and 60%-owned by OVI. The Group has determined that it does not have control over OKEP in its operating and financing policies and capital decisions.

(ii) OVI

OVI is 40%-owned by the Parent Company and 60%-owned by ORDC. The Group has determined that it does not have control over OVI in its operating and financing policies and capital decisions.

(iii) ORDC

ORDC is 40%-owned by the Parent Company and 60%-owned by Keppel Philippines Marine Retirement Fund (KPMRF). Majority of the BOD members of ORDC are independent of the Parent Company and act in the interest of KPMRF. As such, the Group has determined that it does not have control over ORDC.

The primary purpose of OKEP, OVI and ORDC is to acquire by purchase, lease, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds.

(b) Joint Venture

(i) SMKL

SMKL's primary business activity is to operate and maintain office and shopping center spaces for rent, carpark operations and cinema ticket sales. SMKL is involved in a mixed-use development comprising of retail spaces in "The Podium Mall" and office spaces in "The Podium West Tower" that is located in Ortigas Center, Mandaluyong City.

Note 3 - Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income (FVOCI) as at March 31, 2022 and December 31, 2021 are presented below.

	Amount
Preferred equity securities (a)	79,287,230
Club shares (b)	225,000
	79,512,230

(a) Preferred equity securities

Preferred equity securities pertain to investments in redeemable preferred shares of OVI and OKEP which were acquired in 2012 at ten pesos (P10) per share. These investments are classified as financial assets at FVOCI as the characteristics of the investments do not give the Group significant influence over OVI and OKEP. These investments are carried at cost less impairment as they do not have a quoted market price in an active market and their fair values cannot be reliably measured.

The features and conditions of the redeemable preferred shares are as follows:

- Non-voting, except for the cases provided for under Section 6, Paragraph 6 of the Corporation Code of the Philippines.
- Entitled to preference in the distribution of dividends. After payment of such preferred dividends, the holders of such preferred shares shall be entitled to participate pro rata with holders of common shares in the remaining profits.
- Redeemable at the option of the issuer, in full or in part, within a period of ten (10) years from date of issuance, at a price to be determined by the Board of Directors (BOD).
- If not redeemed within the period of ten (10) years, the holder shall have the option to:
  (a) Convert the preferred shares to participating preferred shares; or
  (b) Hold the redeemable preferred shares for another five (5) years, after which the holder can choose to convert to either common shares or participating preferred shares.

Redeemable preferred shares of OVI and OKEP are redeemable at the option of the issuer within a call period of ten (10) years from February 29, 2012 and March 2, 2012, respectively. The Parent Company will continue to hold the redeemable preferred shares for another five (5) years.

(b) Club shares

The original cost in investment in the Club Filipino Inc. de Cebu shares amounted to P225,000 as at March 31, 2022 and December 31, 2021. No movement in the fair value gains on financial assets at FVOCI was recognized by the Parent Company for the three months ended March 31, 2022 and 2021.

Note 4 - Property and equipment, net

Details of property and equipment are as follows:

	Notes	Office equipment	Furniture and fixtures	Leasehold Improvements	Total
Cost					
At January 1, 2021		4,206,824	1,470,618	11,542,143	17,219,585
Additions		215,698	-	-	215,698
At December 31, 2021		4,422,522	1,470,618	11,542,143	17,435,283
Additions		215,179	-	-	215,179
Disposals		(163,311)	-	-	(163,311)
At March 31, 2022		4,474,390	1,470,618	11,542,143	17,487,151
Accumulated depreciation					
At January 1, 2021		3,099,125	899,637	6,412,302	10,411,064
Depreciation		847,809	132,624	3,847,381	4,827,814
At December 31, 2021		3,946,934	1,032,261	10,259,683	15,238,878
Depreciation	7	115,670	107,058	961,845	1,184,573
Disposal		(163,311)	-	-	(163,311)
At March 31, 2022		3,899,293	1,139,319	11,221,528	16,260,140
Net carrying amount					
At December 31, 2021		475,588	438,357	1,282,460	2,196,405
At March 31, 2022		575,097	331,299	320,615	1,227,011

Gain from disposal of property and equipment amounted to P2,300 and Nil for the period ended March 31, 2022 and 2021.

As at March 31, 2022 and December 31, 2021, the Group's management has assessed that there is no objective evidence that indicators of impairment exist.

Note 5 - Right-of-use asset, net and lease liability

The Group has the following operating lease contracts:

(a) Long-term lease agreements

(i) Office space

The Parent Company entered into an operating lease agreement for its office space located in The Podium West Tower. The lease term covers a period of three years from May 15, 2019 to May 14, 2022 and is renewable subject to the terms and conditions to be mutually agreed upon by both parties. The monthly base rental will be subject to an increase of five percent (5%) per annum on the first annual anniversary of the commencement date and every annual anniversary thereof.

The contract for the office space contains both lease and non-lease components. The Parent Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

For the period ended March 31, 2022, the Parent Company applied portion of its rental deposit to its rental resulting to incurrence of expense amounting to P943,983 (Note 7).

(ii) Parking space

The Parent Company entered into an operating lease agreement for its parking space located in The Podium West Tower. The lease term is from January 1, 2020 to May 14, 2022 and is renewable subject to the terms and conditions to be mutually agreed upon by both parties. The monthly base rental will be subject to an increase of five percent (5%) per annum on the first annual anniversary of the commencement date and every annual anniversary thereof.

Total rent expense for the parking space charged to operations amounted to P16,538 and P54,075 for the period ended March 31, 2022 and 2021, respectively. This rent expense is presented as part of "Rental" in the "General and administrative expenses" (Note 7).

(b) *Short-term lease agreements*

The Parent Company also entered into operating lease agreements for its officers' housing. Total rent expense charged to operations, that is presented as part of "Salaries and employee benefits" in the "General and administrative expenses" (Note 7), amounted to P0.5 million and P0.8 million for the period ended March 31, 2022 and 2021, respectively.

These lease agreements were considered as short-term and low value lease under PFRS 16, "Leases" as the lease term is less than 12 months.

Security deposits and advance rentals for long-term and short-term leases are presented in the statements of financial position as follows:

	March 31, 2022	December 31, 2021
Prepayments and other current assets	720,108	2,055,998
Refundable deposits	45,500	53,300
	765,608	2,109,298

The lease terms are negotiated either on a collective or individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The carrying amount of the right-of-use asset are as follow:

	Note	Amount
Cost		
At March 31, 2022 and December 31, 2021		14,649,459
Accumulated amortization		
At January 1, 2021		8,138,588
Amortization		4,883,154
At December 31, 2021		13,021,742
Amortization	7	1,220,788
At March 31, 2022		14,242,530
Net carrying amount		
At December 31, 2021		1,627,717
At March 31, 2022		406,929

There were no additions to the right-of-use asset for the period ended March 31, 2022 and December 31, 2021.

The following are the amounts recognized in the interim consolidated statements of comprehensive income.

		March 31, 2022	March 31, 2021
Amortization of right-of-use assets (included in general and administrative expenses)	7	1,220,788	1,220,788
Interest expense on lease liability (included in other income, net)		3,048	104,602
		1,223,836	1,325,390

Movements in the lease liability are as follows:

	March 31, 2022	December 31, 2021
Lease liability		
At January 1	468,943	5,777,076
Payments	(468,943)	(5,308,133)
At period/year end	-	468,943
Lease liability		
Current	-	468,943
Non-current	-	-
	-	468,943

Discount rate

The lease payments for office space are discounted using the Parent Company's incremental borrowing rate, being the rate that the Parent Company would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions is at 7.8% for the period ended March 31, 2022 and December 31, 2021.

Extension and termination options

The extension and termination options are not included in the lease term of office space and officers' housing. These options are exercisable only upon mutual agreement of the Parent Company and the lessor.

Note 6 - Related party disclosures

In the normal course of business, the Group transacts with companies which are considered related parties under PAS 24, *Related Party Disclosures*. The significant related party transactions for the three months ended March 31 and outstanding balances as at March 31, 2022 and December 31, 2021 are as follows:

	2022		2021		
Related party	Transaction amount (3 months)	Outstanding receivable (payable)	Transaction amount (3 months)	Outstanding receivable (payable)	Terms and conditions
Due from related parties:					
Operating advances (a)					
Associates					
OKEP	119,508	4,188,244	15,512	4,068,736	Non-interest-bearing, unsecured, collectible in cash upon demand
OVI	119,507	2,934,076	15,561	2,814,569	
ORDC	174,358	245,646	15,511	71,288	
Joint venture					
SMKL	482,321	2,754,392	1,661,743	2,272,071	Non-interest-bearing, unsecured, 30 to 60 days, collectible in cash
		10,122,358		9,226,664	
Receivables					
Joint venture					
SMKL					
Management fee (b)	6,044,885	11,963,632	4,037,615	6,100,094	Non-interest-bearing, unsecured, 30 to 60 days, collectible in cash
Franchise fee (b)	2,417,954	4,925,027	1,615,046	2,700,509	
		16,888,659		8,800,603	

Related party	2022 Transaction amount (3 months)	2022 Outstanding receivable (payable)	2021 Transaction amount (3 months)	2021 Outstanding receivable (payable)	Terms and conditions
Due to related parties:					
Operating advances (c)					
Entities under common control					
KL(RI)	-	-	-	(680,456)	Non-interest-bearing, unsecured, 30 to 60 days, payable in cash
Management fee (d)					
Entities under common control					
SMPM	-	(23,937,890)	-	(23,319,513)	Non-interest-bearing, unsecured, 30 to 60 days, payable in cash
		(23,937,890)		(23,999,969)	
Lease liability (e)					
Joint Venture					
SMKL	471,991	-	1,348,539	(468,943)	Non-interest-bearing, unsecured, 30 to 60 days, payable in cash
		-		(468,943)	

(a) These operating advances represents expenses incurred in the normal operations that were paid by the Parent Company on behalf of the Group's associates and joint venture. These are recharged at cost.

(b) The Parent Company provides management, advisory and consultancy services to SMKL. The amount of management fee charged by the Parent Company to SMKL amounted to P6.0 million and P4.0 million for the period ended March 31, 2022 and 2021, respectively. The amount of franchise fee charged amounted to P2.4 million and P1.6 million for the period ended March 31, 2022 and 2021, respectively. Management fee and franchise fee are charged at 2.5% and 1%, respectively, of SMKL's annual net revenues. Outstanding due from SMKL for management and franchise fees amounted to P16.9 million and P8.8 million as at March 31, 2022 and December 31, 2021, respectively.

(c) Keppel Land (Regional Investments) Pte. Ltd. (KL(RI)), an entity under common control, provide support services to the Group. Operating advances for the expenses incurred by the Group from KL(RI) are recharged at cost.

(d) Straits Mansfield Property Marketing Pte, Ltd. (SMPM), an entity under common control, provides consultancy, advisory and support services to the Parent Company and SMKL. SMPM charge consultancy fees based on the time spent by SMPM personnel in rendering services to the Parent Company. Outstanding payables to SMPM related to the consultancy fees amounted to P23.9 million and P23.3 million as at March 31, 2022 and December 31, 2021.

(e) In 2019, the Parent Company entered into an operating lease agreement with SMKL for its office space located in The Podium West Tower. The lease term covers a period of three years from May 15, 2019 to May 14, 2022 and is renewable subject to terms and conditions to be mutually agreed upon by both parties. Total payments related to this lease agreement amounted to P0.5 million and P1.3 million for the period ended March 31, 2022 and 2021, respectively.

Transactions related to key management personnel of the Group for the three months ended March 31 are as follows:

	2022	2021
Salaries and other short-term employee benefits	2,947,839	4,291,977
Bonuses and allowances	976,665	1,162,905
	3,924,504	5,454,882

There were neither share-based compensation, termination benefits nor other long-term benefits given to key management personnel as at and for the periods ended March 31, 2022 and 2021. There were no outstanding balances with key management personnel as at March 31, 2022 and 2021.

Details of related party transactions for the three months ended March 31 and outstanding balances as at March 31, 2022 and December 31, 2021 that were eliminated during consolidation are as follows:

	2022		2021		
Subsidiary	Transaction amount (3 months)	Outstanding balance	Transaction amount (3 months)	Outstanding balance	Terms and conditions
Due from subsidiaries					
BHI	66,483	213,423	26,814	82,587	Non-interest-bearing, unsecured,
CSRI	(14,781)	134,474	9,188	28,340	collectible in cash upon demand
		347,897		110,927	
Due to a subsidiary					
BHI	-	59,701,493	-	59,701,493	Non-interest-bearing, unsecured, payable in cash upon demand

Note 7 - General and administrative expenses

General and administrative expenses for the three months ended March 31 are as follows:

	Notes	2022	2021
Salaries and employee benefits		5,505,424	6,926,533
Depreciation and amortization	4, 5	2,405,361	2,431,435
Rental	5	1,067,217	96,107
Professional fees		741,886	561,400
Utilities		449,909	121,271
Taxes and licenses		417,434	195,097
Membership and dues		404,153	421,243
Insurance		169,976	154,602
Representation and entertainment		138,327	-
Repairs and maintenance		101,150	35,885
Transportation and travel		43,108	15,858
Bank and other charges		12,538	12,192
Office supplies		5,673	20,179
Others		135,255	165,312
		11,597,411	11,157,114

Other expenses consist of storage costs, photocopy charges and notarial fees.

Note 8 - Earnings per share

Earnings per share for the three months ended March 31 are as follows:

	2022	2021
Net income	88,203,014	7,461,480
Divided by: Weighted average number of common shares issued and outstanding	293,828,900	293,828,900
Basic and diluted earnings per share	0.30	0.03

The Group has no potential shares that will have a dilutive effect on income per share.

The weighted average number of shares outstanding as at March 31, 2022 and 2021 is computed as follows:

Issued shares	296,629,900
Treasury shares	(2,801,000)
Weighted average number of shares outstanding	293,828,900

Note 9 - Other reserves

Other reserves pertain to items of other comprehensive income that will not be reclassified to profit or loss. These include actuarial gain on defined benefit plan, net of tax, amounting to P1.1 million and P0.5 million as at March 31, 2022 and 2021, respectively, and share in actuarial gain (loss) of a joint venture amounting to a gain of P0.3 million and a loss of P0.1 million as at March 31, 2022 and 2021, respectively.

Note 10 - Segment information

The Group has only one segment as it derives its revenues primarily from management consultancy services rendered to its associates.

Significant information on the reportable segment as at March 31, 2022 and December 31, 2021, and for the period ended March 31, 2022 and 2021 are as follows:

	2022	2021
As at March 31, 2022 and December 31, 2021		
Operating assets	3,061,011,560	2,974,502,883
Operating liabilities	44,385,747	46,080,084
For the three months ended March 31		
Gross revenue	99,408,264	18,119,685
Other income, net	612,707	862,795
General and administrative expenses	(11,597,411)	(11,157,114)
Segment net income	88,423,560	7,825,366

All revenues are from domestic entities incorporated in the Philippines, hence, the Group did not present geographical information required by PFRS 8, *Operating Segments*.

There is no need to present reconciliation since the Group's operating assets, operating liabilities, revenue, other income, net, expenses and segment net income pertains to a single operating segment.

Note 11 - Financial risk and capital management

11.1 Financial risk management

The Group's principal financial assets and financial liabilities comprise cash and cash equivalents, financial assets at FVOCI, due to and from related parties and refundable deposits. The Group has various other financial assets and financial liabilities such as receivables, accounts payable and other current liabilities and lease liability, which arise from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk, and liquidity risk. The Group's BOD and management review and agree on the policies for managing each of these risks as summarized below:

(a) Foreign currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Group's exposure to foreign currency arises from consultancy fees due to SMPM and payables to KL(RI) as at March 31, 2022 and December 31, 2021.

The Group's foreign currency-denominated monetary liabilities in Singaporean dollars (SGD) are as follows:

	March 31, 2022	December 31, 2021
Due to related parties	631,960	650,401
Exchange rates	37.88	36.90
PHP equivalent	23,938,645	23,999,797

The Group manages its foreign currency exposure risk by matching receipts and payments in each individual currency. Foreign currency is converted into relevant domestic currency as and when the management deems necessary.

The following table demonstrates the sensitivity to a reasonably possible change of 2.65% (2021 - 0.66%) in the Philippine Peso exchange rate, with all other variables held constant, of the Group's income before tax. There is no impact on the Group's equity other than those already affecting the net income.

	Net income before tax increase (decrease) 2022	Net income before tax increase (decrease) 2021
PHP against SGD		
- strengthened	634,354	97,858
- weakened	(634,354)	(97,858)

In March 31, 2022 and 2021, the Group used the average change in the quarterly closing rates in determining the reasonable possible change in foreign exchange rates.

(b) Credit risk

Credit risk arises when the counterparty to a financial asset of the Group is unable to fulfill its obligation at the time the obligation becomes due. Credit risk arises from the Group's financial assets, which comprise cash and cash equivalents, receivables, due from related parties and refundable deposits. As at March 31, 2022 and December 31, 2021, the carrying values of the Group's financial instruments represent maximum exposure to credit risk at reporting date.

There are no financial assets and liabilities that are offset and reported as net amount in the interim consolidated statement of financial position. There were no amounts subject to an enforceable master netting arrangement or similar agreement as at March 31, 2022 and December 31, 2021.

The Group transacts mostly with related parties, thus, there is no requirement for collateral. There are no significant concentrations of credit risk. The Group's due from related parties are approximately ninety-seven percent (97%) of total receivables as at March 31, 2022 and December 31, 2021, respectively.

A default on a financial asset is when the counterparty fails to make contractual payments within 60 days or when they fall due.

Below are the Group's financial assets classified under three categories which reflect their credit risk as at March 31, 2022 and December 31, 2021:

		Stage 1 - Performing	Stage 2 - Underperforming	Stage 3 – Non-performing	Total
March 31, 2022					
Cash and cash equivalents*	(i)	71,885,788	-	-	71,885,788
Receivables	(ii)	17,781,861	-	2,666,664	20,448,525
Due from related parties	(ii)	10,122,358	-	-	10,122,358
Refundable deposits**	(iii)	801,408	-	-	801,408
		100,591,415	-	2,666,664	103,258,079
December 31, 2021					
Cash and cash equivalents*	(i)	83,958,954	-	-	83,958,954
Receivables	(ii)	9,362,549	-	2,666,664	12,029,213
Due from related parties	(ii)	9,226,664	-	-	9,226,664
Refundable deposits**	(iii)	1,745,391	-	-	1,745,391
		104,293,558	-	2,666,664	106,960,222

**Cash and cash equivalents exclude cash on hand.*
***Refundable deposits include the current portion of refundable deposits presented under prepayments and other current assets amounting to P0.7 million and P1.7 million as at March 31, 2022 and December 31, 2021, respectively.*

The above assets were classified by the Group based on changes in credit quality under three-stage model for impairment. Stage 1 pertains to assets of the Group that is not credit-impaired on initial recognition. Stage 2 pertains to assets of the Group with significant increase in credit risk but not yet deemed to be credit-impaired. Financial assets that are credit-impaired are classified under to Stage 3.

The Group has policies that limit the amount of credit exposure with financial institutions. The Group also maintains its deposits with reputable banks and financial institutions. For banks and financial institutions, only independently rated parties with good, if not the highest credit ratings, are accepted such as universal and commercial banks as defined by the Philippine Banking System. All cash in banks of the Group are with universal banks as at March 31, 2022 and December 31, 2021.

The Group applies PFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for trade receivables presented under receivables and due from related parties. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The loss allowance as at March 31, 2022 and December 31, 2021 was determined as follows:

	Stage 1 - Performing	Stage 2 - Underperforming	Stage 3 - Non-performing	Total
March 31, 2022				
Expected loss rate	0.00%	0.00%	100.00%	
Receivables	17,781,861	-	2,666,664	20,448,525
Loss allowance	-	-	2,666,664	2,666,664
December 31, 2021				
Expected loss rate	0.00%	0.00%	100.00%	
Receivables	9,362,549	-	2,666,664	12,029,213
Loss allowance	-	-	2,666,664	2,666,664

The Group's receivable amounting to P2.7 million as at March 31, 2022 and December 31, 2021 is determined to be impaired and was provided with allowance for doubtful accounts in 2017.

(i) Cash in bank

The Group has policies that limit the amount of credit exposure with financial institutions and only maintains its deposits with a reputable financial institution with good, if not the highest credit ratings. All cash in banks of the Group are with a universal bank as at March 31, 2022 and December 31, 2021.

The remaining cash in the interim consolidated statement of financial position pertains to cash on hand which is not subject to credit risk.

(ii) Receivables

Receivables from related parties

The credit exposure of the Group on receivables from related parties is considered to be low as these parties have no history of default and have a strong credit history. Additionally, credit risk is minimized since the related parties are paying on normal credit terms based on contracts.

The maximum credit risk exposure is equal to the carrying amount as at March 31, 2022 and December 31, 2021.

Receivables from third parties

The credit quality of receivables that are neither past due nor impaired and impaired can be assessed by reference to historical information about counterparty default rates.

None of the financial assets that are fully performing has been renegotiated.

(iii) Refundable deposits

Refundable deposits consist primarily of amounts related to the Group's lease agreements. Refundable deposits are reported at their carrying amounts which are assumed to approximate their fair values. There is no significant credit exposure on refundable deposits since these are recoverable at the end of the lease term.

(c) Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash and short-term deposits. The Group also monitors its risk to shortage of funds through monthly evaluation of the projected and actual cash flow information.

The table below summarizes the maturity profile of the Group's non-derivative financial liabilities based on contractual undiscounted payments:

	On demand	Less than 3 months	More than 3 months to 1 year	More than 1 year	Total
March 31, 2022					
Accounts payable and other current liabilities*	553,981	6,257,668	-	-	6,811,649
Due to related parties	23,937,890	-	-	-	23,937,890
	24,491,871	6,257,668	-	-	30,749,539
December 31, 2021					
Accounts payable and other current liabilities*	553,981	7,842,782	-	-	8,396,763
Due to related parties	23,999,969	-	-	-	23,999,969
Lease liability**	-	471,991	-	-	471,991
	24,553,950	8,314,773	-	-	32,868,723

**Accounts payable and other current liabilities exclude taxes payable.*
***Lease liability includes future interest payments.*

11.2 Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The Group monitors capital using percentage of debt to equity, which is total liabilities divided by total equity net of treasury shares. The Group's policy is to maintain the percentage of debt to equity ratio below 100%. The Group includes, within total debt, accounts payable and other current liabilities, amounts due to related parties and lease liability.

The Group's objective is to ensure that there are no known events that may trigger direct or contingent financial obligation that is material to the Group, including default or acceleration of an obligation.

There are no changes in the Group's objectives, policies and processes for managing capital from the previous period.

The percentages of debt to equity are as follows:

	March 31, 2022	December 31, 2021
Liabilities	44,385,747	46,080,084
Equity	3,016,625,813	2,928,422,799
Percentage of debt to equity	1.47%	1.57%

As part of the reforms of the PSE to expand capital market and improve transparency among listed firms, the PSE requires listed entities to maintain a minimum of ten percent (10%) of their issued and outstanding shares, exclusive of any treasury shares, held by the public. The Parent Company has fully complied with this requirement.

11.3 Fair value estimation

Due to the short-term nature of the Group's financial instruments, their fair values approximate their carrying amounts as at March 31, 2022 and December 31, 2021, except for financial assets at FVOCI.

The financial assets pertaining to investment in preferred equity shares and unquoted club shares are valued at FVOCI. The management has assessed that the cost less any impairment, if any, is the best estimate for fair value as these do not have a quoted market price in an active market and the Group has performed assessment to determine that cost represents the best estimate of fair value.

An increase in the net asset values of the investees will result to increase in the fair value of the investment in preferred shares. Any fair value gain or loss on these investments is not material to the interim consolidated financial statements.

<u>Fair value hierarchy</u>

The valuation of the financial assets at FVOCI is categorized as Level 3 measurement.

During the reporting period ended March 31, 2022 and December 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

<u>Note 12 - Summary of significant accounting policies</u>

12.1 Basis of preparation

The interim consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards ("PFRS"). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards ("PAS"), and interpretations of the Philippine Interpretations Committee ("PIC"), Standing Interpretations Committee ("SIC") and International Financial Reporting Interpretations Committee ("IFRIC") which have been approved by the Financial Reporting Standards Council ("FRSC") and adopted by the SEC.

The interim consolidated financial statements have been prepared under the historical cost convention, except for the financial assets at FVOCI and plan assets of defined benefit pension plan measured at fair value.

<u>Changes in accounting policy and disclosures</u>

Amendments and improvements to existing standards and interpretations adopted by the Group

A number of new standards, amendments to existing standards and interpretations are effective for annual periods after January 1, 2022. None of these standards are expected to have a significant impact on the interim consolidated financial statements of the Group.

12.2 Consolidation

The interim consolidated financial statements include the accounts of the Parent Company and its subsidiaries as at March 31, 2022 and December 31, 2021 and for each of the period ended March 31, 2022 and 2021. Subsidiaries are all entities over which the Group has control. Subsidiaries are fully consolidated from the date of acquisition or incorporation, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company, using consistent accounting policies. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Parent Company's accounting policies.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the interim consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company since the subsidiaries are wholly-owned by the Parent Company.

All intra-group balances, transactions and unrealized gains and losses resulting from intra-group transactions are eliminated in full.

Assessment of control

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee;
- Exposure, or rights, to variable returns from involvement with the investee; and
- The ability to use power over the investee to affect the amount of the investor's returns

The Group re-assesses whether or not it controls the investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

12.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognizes a financial instrument in the consolidated statement of financial position, when, and only when, it becomes a party to the contractual provisions of the instrument.

Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories: fair value through profit or loss (FVPL), fair value through other comprehensive income (FVOCI) and amortized cost. The Group did not hold financial assets under the category financial assets at FVPL as at March 31, 2022 and December 31, 2021.

(i) Amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Group's financial assets measured at amortized cost comprise cash and cash equivalents, receivables, due from related parties and refundable deposits in the consolidated statement of financial position.

(ii) Fair value through other comprehensive income

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Group's financial assets measured at FVOCI represent unquoted preferred shares of related parties and unquoted investments in club shares. These are classified as "Financial assets at fair value through other comprehensive income" in the consolidated statement of financial position.

(b) Recognition and measurement

(i) Initial recognition and measurement

The measurement at initial recognition did not change on adoption of PFRS 9.

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

(ii) Subsequent measurement

Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/losses together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of total comprehensive income.

Equity investments

The Group subsequently measures all equity investments at fair value through profit or loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Group's policy is to designate equity investments as FVOCI when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognized in OCI and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

(c) Impairment

The Group applied the simplified approach permitted by PFRS 9, which requires expected lifetime losses to be recognized from initial recognition of receivables and due from related parties. Impairment testing of receivables and due from related parties.

Equity investments

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For equity investments, a significant or prolonged decline in the fair value of security below its cost is also evidence that the assets are impaired.

If any such evidence exists the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss - is removed from equity and recognized in profit or loss. Impairment losses recognized in the profit or loss on equity instruments are not reversed through profit or loss.

(d) Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Financial liabilities

(a) Classification

The classification and measurement of financial liabilities under PFRS 9 remains the same as in PAS 39 except where an entity has chosen to measure a financial liability at fair value through profit or loss. For such liabilities, changes in fair value related to changes in own credit risk are presented separately in other comprehensive income. The Group did not measure its financial liabilities at fair value through profit or loss as at March 31, 2022 and December 31, 2021.

The Group classifies its financial liabilities in the following categories: financial liabilities at fair value through profit or loss (including financial liabilities held for trading and those that designated at fair value); and other financial liabilities. The Group's financial liabilities are limited to other financial liabilities at amortized cost.

Financial liabilities at amortized cost pertains to issued financial instruments that are not classified as at fair value through profit or loss and contain contract obligations to deliver cash or another financial asset to the holder or to settle the obligation other than the exchange of a fixed amount of cash. These are included in current liabilities, except for maturities greater than twelve (12) months after the reporting period which are classified as non-current liabilities.

The Group's trade and other payables (excluding payable to government agencies), and due to related parties are classified under other financial liabilities at amortized cost.

(b) Recognition and derecognition

Financial liabilities not carried at fair value through profit or loss are initially recognized at fair value plus transaction costs. Financial liabilities are derecognized when extinguished, i.e., when the obligation is discharged or is cancelled, expires, or paid.

(c) Measurement

Other financial liabilities are carried at amortized cost using the effective interest method.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty. As at March 31, 2022 and December 31, 2021, there were no offsetting of financial assets and liabilities.

12.4 Investments in associates and a joint venture

Associates are entities in which the Group has significant influence, and which are neither subsidiaries nor joint ventures of the Group. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

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

Investments in associates and joint venture are accounted for using the equity method of accounting from the date from which the entity becomes an associate and a joint venture. The difference between the cost of the investments and the Group's share of the net fair value of the investee's identifiable assets and liabilities is treated as a "Fair value adjustment" and included in the carrying amount of the investment.

Under the equity method, the investments in associates and joint venture are carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate, less dividends declared and impairment in value. If the Group's share of losses of an associate and joint venture equals or exceeds its interest in the associate, the Group discontinues recognizing its share of further losses. The interest in an associate and joint venture is the carrying amount of the investment in the associate and joint venture under the equity method together with any long-term interests that, in substance, form part of the investor's net investment in the associate and joint venture. After application of the equity method, the Group determines whether it is necessary to recognize any impairment loss with respect to the Group's net investments in the associates and joint venture. The consolidated statement of comprehensive income reflects the Group's share in the results of operations of the associates. This is included in the "Share of results of associated companies" account in the consolidated statement of comprehensive income. After the Group's interest is reduced to zero, additional losses are provided to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any change and discloses this, when applicable, in the consolidated statement of changes in equity.

The reporting dates of the associates, joint venture and the Group are identical and the accounting policies of the associates and joint venture conform to those used by the Group for like transactions and events in similar circumstances.

Unrealized gains arising from intercompany transactions with its associates and joint venture are eliminated to the extent of the Group's interest in the associate and joint venture. Unrealized losses are eliminated similarly but only to the extent that there is no evidence of impairment of the asset transferred.

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

12.5 Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. The interest expense is recognized in the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

(i) Measurement of lease liabilities

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Group's leases, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held for entities which do not have recent third-party financing, and
- makes adjustments specific to the lease (i.e. term, currency and security).

Lease payments are allocated between principal and interest expense. The interest expense is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(ii) Measurement of right-of-use assets

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

(iii) Extension and termination options

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is revised only if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

(iv) Residual value guarantees

The Group provides residual value guarantees for some lease contracts. The Group initially estimates and recognizes amounts expected to be payable under residual value guarantees as part of the lease liability.

(v) Short-term leases and leases of low-value assets

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the profit or loss. Short-term leases are leases with a lease term of 12 months or less.

12.6 Events after the reporting period

Post period-end events that provide additional information about the Group's position at reporting date (adjusting events) are reflected in the interim consolidated financial statements. Post period-end events that are not adjusting events are disclosed in the interim consolidated financial statements when material.

Note 13 - Coronavirus disease (COVID-19) assessment

During the first quarter of 2020, COVID-19 spread throughout the world, creating an unprecedented pandemic. As a response, the Philippines Government declared a nationwide community quarantine to mitigate the spread of COVID-19.

COVID-19 pandemic affected the economy significantly since year 2020 but with the significant progress in the country's vaccine rollout and confidence in the public, the Group is optimistic about outlook of its operations.

- *Demand* for office spaces is expected to remain robust as it was in the past despite the pandemic. With the easing of restrictions due to the pandemic, more office workers are expected to return to the office from their work from home arrangements. Hence, existing tenants are likely to renew their lease with SMKL and new tenants are expected to come in. Demand for retail spaces is also expected to rebound with increased foot traffic resulting from the easing of quarantine restrictions and increased mobility.

- *Rent* rates for office and retail spaces are expected to improve to pre-pandemic level aligned with the expected improvement in the economy.

The Group believes that liquidity risk is low and have therefore no reason to assume that the situation at the level of the Group warrants disclosure of a specific material going concern uncertainty for the Group in preparing the March 31, 2022 consolidated financial statements.

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

RESULTS OF OPERATIONS
The Group holds investments in associates and joint venture involved in property development and holding of investment properties. It derives its revenue from rendering management consultancy services to its associates.

Three months ended March 31, 2022 as compared to the same period in 2021

TOTAL GROSS REVENUE is higher by ₱81.3 million from ₱18.1 million in 2021 to ₱99.4 million in 2022. This change is attributable to the following:

- Changes in **SHARE IN RESULTS OF ASSOCIATED COMPANIES** from period to period are dependent upon the results of the operations of the associated companies. For the period ended March 31, 2022, the Group reported a share in results of associated companies' net income amounting to ₱90.9 million and ₱12.4 million in 2021 due to higher rental revenue from increased occupancy rate in SMKL's property, The Podium Complex.
- Increase in **MANAGEMENT CONSULTANCY AND FRANCHISE FEES** by ₱2.8 million from ₱5.7 million in 2021 to ₱8.5 million in 2022 due to increase in SMKL's net rental revenue derived from The Podium complex operations.

GENERAL AND ADMINISTRATIVE EXPENSES increased by ₱0.4 million from ₱11.2 million in 2021 to ₱11.6 million in 2022 mainly due to rental expense incurred in 2022.

OTHER INCOME, NET decreased by ₱0.3 million from ₱0.9 million in 2021 to ₱0.6 million in 2022 due to gain from reversal of long outstanding accruals in 2021.

As a result, net income for the period ended March 31, 2022 amounted to ₱88.2 million and ₱7.5 million in 2021.

FINANCIAL CONDITION
As of March 31, 2022 as compared to as of December 31, 2021

TOTAL ASSETS increased by ₱86.0 million to ₱3,061.0 million as of March 31, 2022 from ₱2,975.0 million as of December 31, 2021. The significant changes in account balances during the period are as follows:

- **CASH AND CASH EQUIVALENTS** decreased by ₱12.1 million due to the net cash used in operating, investing and financing activities mainly on general and administrative expenses, and lease payments for the period ended March 31, 2022.

- **RECEIVABLES** increased by ₱8.4 million mainly due to uncollected management and franchise fee from the Group's joint venture, SMKL.

- **DUE FROM RELATED PARTIES** increased by ₱0.9 million due to the operating advances incurred in the first quarter of 2022 on behalf of the Group's associates and joint venture.

- **INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE** increased by ₱90.9 million due to the positive share in results of associated companies for the period ended March 31, 2022.

- **PROPERTY AND EQUIPMENT, NET** decreased by ₱1.0 million mainly due to the depreciation recognized for the three months ended March 31, 2022, partially offset by acquisition of office equipment amounting to ₱ 0.2 million.

- **RIGHT-OF-USE ASSET, NET** decreased by ₱1.2 million due to the amortization recognized for the three months ended March 31, 2022.

- **DEFERRED INCOME TAX ASSETS, NET** increased by ₱0.3 million mainly from lower accruals for employee bonuses for the period ended March 31, 2022.

TOTAL LIABILITIES decreased by ₱1.7 million from ₱46.1 million as of December 31, 2021 to ₱44.4 million as of March 31, 2022 mainly due to lower accrual for employee costs and reduction in lease liability from office rental payments for the first quarter of 2022.

TOTAL EQUITY increased by ₱88.2 million from ₱2,928.4 million as of December 31, 2021 to ₱3,016.6 million as of March 31, 2022 due to the net income recognized for the period ended March 31, 2022.

KEY PERFORMANCE INDICATORS

	For the quarter ended March 31		For the year ended December 31
	2022 (Unaudited)	**2021 (Unaudited)**	**2021 (Audited)**
Return on assets [1]	2.92%	0.30%	19.28%
Earnings per share [2]	₱0.30	₱0.03	₱1.79
Net tangible asset value per share [3]	₱8.24	₱6.18	₱7.94
Working capital ratio [4]	2.92:1	2.34:1	2.87:1
Debt-to-equity ratio [5]	0.01:1	0.03:1	0.02:1

[1] *Net income divided by Average total assets*

[2] *Net income divided by No. of common stock outstanding*

[3] *Total assets less liabilities, preferred shares and related share premium divided by No. of common stock outstanding*

[4] *Total current assets divided by current liabilities*

[5] *Total liabilities divided by total equity*

TRENDS, EVENTS OR UNCERTAINTIES THAT HAVE HAD OR THAT ARE REASONABLY EXPECTED TO AFFECT REVENUES OR INCOMES

a) As at March 31, 2022:

   - There are no known material commitments for capital expenditures.
   - There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net revenues or income from continuing operations.
   - There are no significant elements of income or loss that did not arise from the Group's continuing operations.
   - There are no seasonal aspects that had a material impact on the results of operations of the Group.

b) There are no events nor any default or acceleration of an obligation that will trigger direct or contingent financial obligation that is material to the Group.

c) There are no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d) The Group is not a party to certain lawsuits or claims arising from the ordinary course of business. The Philippines real estate industry is cyclical and is sensitive to changes in general economic conditions. COVID-19 pandemic affected the economy significantly since year 2020 but with the significant progress in the country's vaccine rollout and confidence in the public, the Group is cautiously optimistic about the outlook of its operations.

   - *Demand* for office spaces is expected to remain robust as it was in the past despite the pandemic. With the easing of restrictions due to the pandemic, more office workers are expected to return to the office from their work from home arrangements. Hence, existing tenants are likely to renew their lease with the Company and new tenants are expected to come in. Demand for retail spaces is also expected to rebound with increased foot traffic resulting from the easing of quarantine restrictions and increased mobility.

   - *Rent rates* for office and retail spaces are expected to improve to pre-pandemic level aligned with the expected improvement in the economy.

PART II. OTHER INFORMATION

There are no additional material information to be disclosed which were not previously reported under SEC Form 17-C.

Keppel Philippines Properties, Inc.

Aging of Receivables
As at March 31, 2022
(All amounts in Philippine Peso)

	Neither past due nor impaired	Past due but not impaired				Impaired	Total
		< 30 days	31-90 days	91-120 days	> 120 days		
Type of Account Receivable							
Non-Trade Receivables							
Non-trade	-	-	-	-	-	2,666,664	2,666,664
Accrued income	9,718,205	2,238,535	4,989,865	-	-	--	16,946,605
Receivables from employees	79,500	-	-	-	-	-	79,500
Accrued interest receivables	15,612	-	-	-	-	-	15,612
Others	740,144	-	-	-	-	-	740,144
Sub-total	10,553,461	2,238,535	4,989,865	-	-	2,666,664	20,448,525
Less: Allowance for doubtful accounts	-	-	-	-	-	(2,666,664)	(2,666,664)
Net Receivables	**10,553,461**	**2,238,535**	**4,989,865**	**-**	**-**	**-**	**17,781,861**

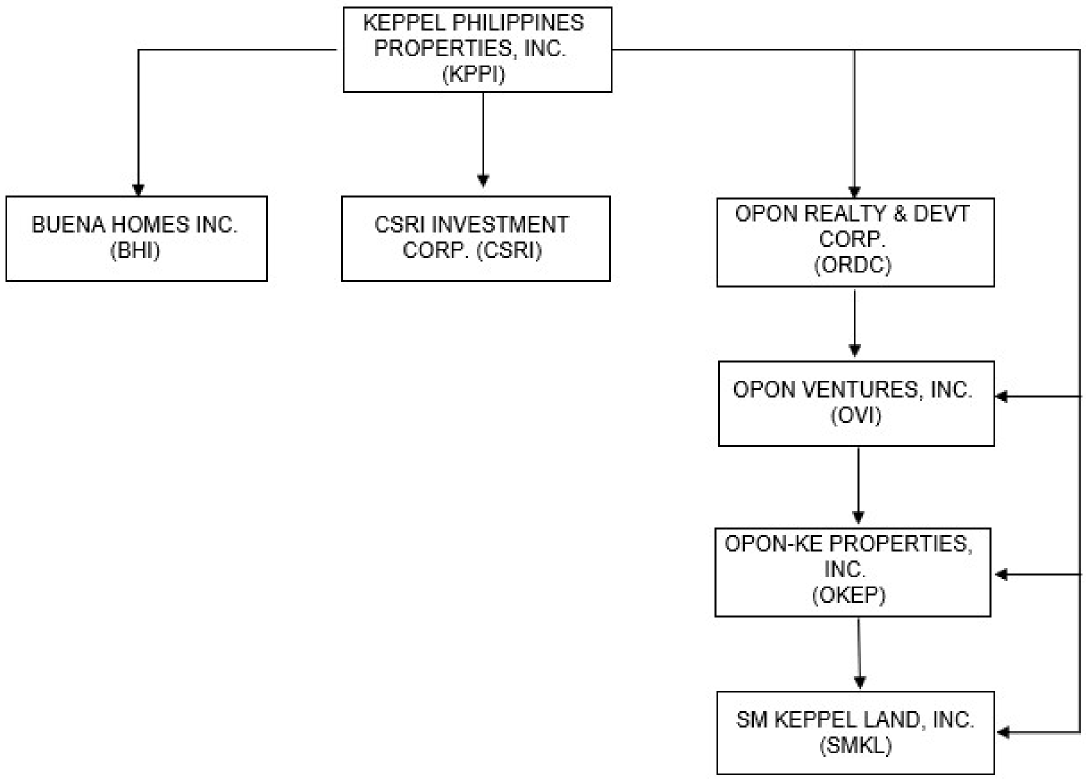
Account Receivable Description

Type of Receivables	Nature/Description	Collection Period
Non-trade	Installment collection on the sale of investment property	Past due account
Accrued income	Management consultancy and franchise fees revenue	Within 30 days
Receivables from employees	Staff loans	Regularly settled through deduction from payroll
Accrued interest receivable	Interest on money market placements	Collectible upon maturity within 30-60 days
Others		

KEPPEL PHILIPPINES PROPERTIES, INC.

SUBSIDIARIES AND ASSOCIATES

AS AT MARCH 31, 2022



Subsidiaries	Percentage of Ownership	Nature of Business
Buena Homes, Inc. (BHI)	100%	Investment holding
CSRI Investment Corporation (CSRI)	100%	Investment holding

Associates	Percentage of Ownership	Nature of Business
Opon Realty and Development Corp. (ORDC)	40%	Investment holding
Opon Ventures, Inc.(OVI)	40%	Investment holding
Opon-KE Properties, Inc. (OKEP)	40%	Investment holding
SM-Keppel Land, Inc. (SMKL)	40%	Property holding and development

Keppel Philippines Properties, Inc.

Financial Ratios
(All amounts in Philippine Peso)

	March 31, 2022 (Unaudited)	March 31, 2021 (Unaudited)	December 31, 2021 (Audited)
Liquidity/current ratio [1]	2.92:1	2.34:1	2.87:1
Acid test ratio [2]	2.25:1	1.99:1	2.23:1
Solvency ratio [3]	2.04:1	0.13:1	11.62:1
Debt-to-equity ratio [4]	0.01:1	0.03:1	0.02:1
Asset-to-equity ratio [5]	1.01:1	1.03:1	1.02:1
Interest Rate Coverage Ratio [6]	N/A	N/A	N/A
Return on equity [7]	2.97%	0.31%	19.72%
Return on assets [8]	2.92%	0.30%	19.28%
Net profit margin [9]	88.73%	41.18%	90.22%
Earnings per share [10]	₱0.30	₱0.03	₱1.79

[1] *Total current assets divided by total current liabilities*

[2] *Quick assets (total current assets less prepayments and other current assets) divided by total current liabilities*

[3] *Net income before depreciation and amortization divided by total liabilities*

[4] *Total liabilities divided by total equity*

[5] *Total assets divided by total equity*

[6] *Net loss before interest expense and tax divided by interest expense*

[7] *Net loss after tax divided by average total equity*

[8] *Net loss after tax divided by average total assets*

[9] *Net income after tax divided by gross revenue*

[10] *Net loss after tax divided by no. of common stock outstanding*

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule A
Financial Assets
As at March 31, 2022
(All amounts in Philippine Peso)

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the statements of financial position	Income received and accrued
Financial assets at fair value through other comprehensive income			
Opon Ventures, Inc.	4,800,000	48,000,000	-
Opon-KE Properties, Inc.	3,128,722	31,287,230	-
Club Filipino Inc. de Cebu	12	225,000	-
Total financial assets at fair value through other comprehensive income		79,512,230	-
Cash and cash equivalents		71,960,788	74,417
Trade and other receivables		17,781,861	-
Due from related parties		10,122,358	-
Refundable deposits*		801,408	-
Total financial assets		180,178,645	74,417

**Refundable deposits include the current portion of refundable deposits presented under prepayments and other current assets amounting to P0.7 million as at March 31, 2022.*

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule B
Amounts Receivable from Directors, Officers, Employees,
Related Parties and Principal Stockholders (Other than Related Parties)
As at March 31, 2022
(All amounts in Philippine Peso)

Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected, liquidated or reclassified	Amounts written off	Current	Non-current	Balance at end of year
Opon-KE Properties, Inc.	4,068,736	119,508	-	-	4,188,244	-	4,188,244
Opon Ventures, Inc.	2,814,569	119,507	-	-	2,934,076	-	2,934,076
Opon Realty and Development Corporation	71,288	174,358	-	-	245,646	-	245,646
SM Keppel Land, Inc.	11,072,674	8,570,377	-	-	19,643,051	-	19,643,051
Employees	66,575	37,800	(24,875)	-	79,500	-	79,500

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule C
Amounts Receivable from Related Parties which are Eliminated
During the Consolidation of Financial Statements
As at March 31, 2022
(All amounts in Philippine Peso)

Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected	Amounts provided for/ written off	Current	Non-current	Balance at end of year
Buena Homes, Inc.	82,587	130,836	-	-	213,423	-	213,423
CSRI Investment Corporation	28,340	106,134	-	-	134,474	-	134,474
Total	110,927	236,970	-	-	347,897	-	347,897

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule D
Long Term Debt
As at March 31, 2022
(All amounts in Philippine Peso)

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet
Not Applicable			

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule E
Indebtedness to Related Parties
As at March 31, 2022
(All amounts in Philippine Peso)

Name of related party	Balance at beginning of period	Balance at end of period
Straits Mansfield Property Marketing Pte Ltd	23,319,513	23,937,890

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule F
Guarantees of Securities of Other Issuers
As at March 31, 2022
(All amounts in Philippine Peso)

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
		Not Applicable		

Keppel Philippines Properties, Inc. and Subsidiaries

Schedule G
Capital Stock
As at March 31, 2022

The details of authorized and paid-up capital stock are as follows:

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by affiliates	Directors, officers and employees	Others
Common shares of stock	375,000,000	296,629,900	-	-	-	-
Treasury stock		(2,801,000)	-	-	-	-
Outstanding common stock		293,828,900	-	235,181,970	11,006	58,635,924
Preferred stock	135,700,000	59,474,100	-	59,474,100	-	-
Total		353,303,000	-	294,656,070	11,006	58,635,924

Keppel Philippines Properties, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration
As at March 31, 2022
(All amounts in Philippine Peso)

Unappropriated Retained Earnings, *beginning of the year*		1,970,706,266
Adjustments: Accumulated share in results of associated companies		(2,103,985,191)
Unappropriated Retained Earnings, *as adjusted to available for dividend distribution (deficit), beginning of the year*		(133,278,925)
Add: **Net income actually earned/realized during the period**		
Net income during the period closed to retained earnings	88,203,014	
Less: **Non-actual/realized income net of tax:**		
Equity in net income of an associate/joint venture	(90,871,008)	
Unrealized foreign exchange gain (after tax) except those attributable to cash and cash equivalents	-	
Unrealized actuarial gain	-	
Fair value adjustment (mark-to-market gains)	-	
Fair value adjustment of investment property resulting to gain	-	
Adjustment due to deviation from PFRS - gain	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-	
Sub-total	(90,871,008)	
Add: **Non-actual losses**		
Depreciation on revaluation increment (after tax)	-	
Adjustment due to deviation from PFRS - loss	-	
Loss on fair value adjustment of investment property (after tax)	-	
Subtotal	-	
Net loss actually incurred during the year		(2,667,994)
Add (Less):		
Dividend declarations during the year		-
Appropriations of retained earnings during the year		-
Reversals of appropriations		-
Effects of prior period adjustments		-
Treasury shares		(2,667,645)
Subtotal		(2,667,645)
Total retained earnings available, end of the year available for dividend (deficit)		**(138,614,564)**

SIGNATURES

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

Issuer	:	Keppel Philippines Properties, Inc.
Signature and Title	:	**Ng Kwang Keng Samuel Henry** President **Pang Chan Fan** Treasurer
Date	:	May 13, 2022