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**SUNCITY GROUP HOLDINGS LIMITED**

**太陽城集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1383)**

**Overseas Regulatory Announcement:  
by an overseas listed subsidiary**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Suntrust Resort Holdings, Inc. (formerly known as Suntrust Home Developers, Inc.), an overseas listed subsidiary of Suncity Group Holdings Limited listed on The Philippine Stock Exchange, Inc. (“PSE”), has published its quarterly report for the three months ended 30 June 2022 (the “**2nd Quarterly Report**”) on the website of PSE on 15 August 2022. For details, please refer to the attached 2nd Quarterly Report.

By order of the Board  
**Suncity Group Holdings Limited**  
**Chiu King Yan**  
*Company Secretary*

Hong Kong, 15 August 2022

*As at the date of this announcement, the executive Directors are Mr. Lo Kai Bong, Mr. Au Chung On John and Mr. Manuel Assis Da Silva; and the independent non-executive Directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.*

1 0 6 8 3  
S.E.C. Registration Number

S U N T R U S T R E S O R T  
H O L D I N G S , I N C .

(Company's Full Name)

2 6 T H F L R . A L L I A N C E G L O B A L  
T O W E R . 3 6 T H S T . C O R . 1 1 T H  
A V E N U E U P T O W N B O N I F A C I O  
T A G U I G C I T Y . M E T R O M A N I L A

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

NELILEEN S. BAXA  
Contact Person

(632) 8894-6300  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

S E C F O R M 1 7 - Q  
FORM TYPE

10 Last Tuesday  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.  
Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

# SUNTRUST RESORT HOLDINGS, INC.

26<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> Street corner 11<sup>th</sup> Avenue, Uptown Bonifacio  
Bonifacio Global City, Taguig City  
1634 Metro Manila  
Tel: (632) 894-6300

## 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: **30 June 2022**
2. Commission identification number: **10683**
3. BIR Tax Identification No.: **000-141-166**
4. Exact name of issuer as specified in its charter **SUNTRUST RESORT HOLDINGS, INC.**
5. Province, country or other jurisdiction of incorporation or organization **Metro Manila, Philippines**
6. Industry Classification Code:  (SEC Use Only)
7. Address of issuer's principal office **26<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street corner 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City,** Postal Code **1634**
8. Issuer's telephone number, including area code **(632) 8 894-6300**
9. Former name, former address and former fiscal year, if changed since last report  
**SUNTRUST HOME DEVELOPERS, INC.**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class

Number of shares of common  
stock outstanding and amount  
of debt outstanding

**Common Stock, P1.00 par value**

**7,250,000,000**

11. Are any or all of the securities listed on a Stock Exchange?

Yes [ X ] No [ ]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

**Philippine Stock Exchange**

**Common Shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 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 ninety (90) days.

Yes  No

## **PART I--FINANCIAL INFORMATION**

### **Item 1. Financial Statements.**

1. Consolidated Statements of Financial Position (Exhibit 1)
2. Consolidated Statements of Income (Exhibit 2)
3. Consolidated Statements of Comprehensive Income (Exhibit 3)
4. Consolidated Statements of Changes in Equity (Exhibit 4)
5. Consolidated Statements of Cash Flows (Exhibit 5)

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

Please see Exhibit 7

### **Item 3. Aging of Accounts Receivable**

Please see Exhibit 8

### **Item 4. Schedule of Financial Soundness Indicators**

Please see Exhibit 9

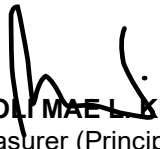
## **PART II--OTHER INFORMATION**

The Company is not in possession of any information which may, at its option, be reported under this item and which would otherwise be required to be filed in a report on SEC Form 17-C.

## 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.

**SUNTRUST RESORT HOLDINGS, INC.**  
Issuer

By:  **NEOL MAE L. KHO**  
Treasurer (Principal Financial Officer  
and Duly Authorized Officer)  
August 12, 2022

**EXHIBIT 1**

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**JUNE 30, 2022**  
*(With Corresponding Figures as of December 31, 2021)*  
*(Amounts in Philippine Pesos)*

<b>A S S E T S</b>	Notes	Unaudited June 30, 2022	Audited December 31, 2021
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		<b>P 3,798,269,215</b>	P 6,154,842,856
Prepayments and other current assets	6	<u>860,736,379</u>	<u>673,992,735</u>
Total Current Assets		<u>4,659,005,594</u>	<u>6,828,835,591</u>
<b>NON-CURRENT ASSETS</b>			
Prepayments and deposits for property and equipment	6	1,430,457,628	1,320,975,774
Property and equipment - net	5	11,717,896,913	8,854,531,816
Right-of-use assets - net	12	<u>12,468,324,674</u>	<u>13,681,077,372</u>
Total Non-current Assets		<u>25,616,679,215</u>	<u>23,856,584,962</u>
<b>TOTAL ASSETS</b>		<b>P <u>30,275,684,809</u></b>	<b>P <u>30,685,420,553</u></b>
<b>LIABILITIES AND EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables		<b>P 624,314,854</b>	P 791,998,618
Due to related parties	7	245,172,981	552,744,754
Loan from a related party	7	-	6,092,880,000
Lease liabilities	12	<u>-</u>	<u>22,261,174</u>
Total Current Liabilities		<u>869,487,835</u>	<u>7,459,884,546</u>
<b>NON-CURRENT LIABILITIES</b>			
Convertible bonds payable	8	14,526,213,855	8,929,584,003
Lease liabilities	12	5,910,425,386	6,173,242,668
Other payables		<u>352,128,674</u>	<u>233,873,773</u>
Total Non-current Liabilities		<u>20,788,767,915</u>	<u>15,336,700,444</u>
Total Liabilities		<u>21,658,255,750</u>	<u>22,796,584,990</u>
<b>EQUITY</b>	11	<u>8,617,429,059</u>	<u>7,888,835,563</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>P <u>30,275,684,809</u></b>	<b>P <u>30,685,420,553</u></b>

*See Selected Explanatory Notes to Interim Condensed Consolidated Financial Statements.*

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021**  
*(Amounts in Philippine Pesos)*

<u>Notes</u>	<b>2022 Unaudited Apr 1 - Jun 30</b>	<b>2022 Unaudited Jan 1 - Jun 30</b>	<b>2021 Unaudited Apr 1 - Jun 30 As Restated - see Note 2</b>	<b>2021 Unaudited Jan 1 - Jun 30 As Restated - see Note 2</b>
<b>COSTS AND EXPENSES</b>				
	<b>P 227,098,588</b>	<b>P 410,973,250</b>	P 25,958,256	P 67,622,585
	27,942,792	37,732,999	27,332,100	47,641,282
9	-	-	353,655	583,879
	<u>105,482</u>	<u>783,344</u>	<u>23,850,349</u>	<u>24,257,084</u>
	<u>255,146,862</u>	<u>449,489,593</u>	<u>77,494,360</u>	<u>140,104,830</u>
<b>OTHER INCOME (LOSS)</b>				
	3,549	8,434	89,053	189,683
1	-	-	3,236,142	3,236,142
	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 3,236,142 )</u>
	<u>3,549</u>	<u>8,434</u>	<u>3,325,195</u>	<u>189,683</u>
<b>NET LOSS</b>	<b>( P 255,143,313 )</b>	<b>( P 449,481,159 )</b>	<b>( P 74,169,165 )</b>	<b>( P 139,915,147 )</b>
<b>Loss Per Share –</b>				
10	<b>( P 0.0352 )</b>	<b>( P 0.0620 )</b>	<b>( P 0.0102 )</b>	<b>( P 0.0193 )</b>

*See Selected Explanatory Notes to Interim Condensed Consolidated Financial Statements.*

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021**  
*(Amounts in Philippine Pesos)*

	2022 Unaudited Apr 1 - Jun 30	2022 Unaudited Jan 1 - Jun 30	2021 Unaudited Apr 1 - Jun 30 As Restated - see Note 2	2021 Unaudited Jan 1 - Jun 30 As Restated - see Note 2
<b>NET LOSS</b>	( P 255,143,313 )	( P 449,481,159 )	( P 74,169,165 )	( P 140,104,830 )
<b>OTHER COMPREHENSIVE INCOME</b>				
Item that will be reclassified subsequently to profit or loss				
Exchange difference on translating foreign operations	<u>15,855,889</u>	<u>18,935,581</u>	<u>19,303,810</u>	<u>25,022,049</u>
<b>TOTAL COMPREHENSIVE LOSS</b>	<u>( P 239,287,424 )</u>	<u>( P 430,545,578 )</u>	<u>( P 54,865,355 )</u>	<u>( P 115,082,781 )</u>

*See Selected Explanatory Notes to Interim Condensed Consolidated Financial Statements.*



**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021**  
*(Amounts in Philippine Pesos)*

	<u>Capital Stock</u>	<u>Convertible Bonds Equity Reserve</u>	<u>Exchange Reserve</u>	<u>Revaluation Reserve</u>	<u>Deficit</u>	<u>Total Equity</u>
Balance at January 1, 2022 (Audited)	P 5,862,500,010	P 4,592,867,070	P 70,984,578	P -	( P 2,637,516,095 )	P 7,888,835,563
Total comprehensive income (loss) for the period	-	-	18,935,581	-	( 449,481,159 )	( 430,545,578 )
Recognition of conversion option (see Note 8)	-	1,159,139,074	-	-	-	1,159,139,074
				<b>P</b>		
Balance at June 30, 2022 (Unaudited)	<b><u>P 5,862,500,010</u></b>	<b><u>P 5,752,006,144</u></b>	<b><u>P 89,920,159</u></b>	<b><u>-</u></b>	<b><u>( P 3,086,997,254 )</u></b>	<b><u>P 8,617,429,059</u></b>
Balance at January 1, 2021 (Audited)	P 5,862,500,010	P 4,592,867,070	P 4,336,876	P 460,033	( P 2,133,098,044 )	P 8,327,065,945
Total comprehensive income (loss) for the period						
As previously reported	-	-	25,022,049	-	( 659,299,680 )	( 634,277,631 )
Restatement (see Note 2)	-	-	-	-	519,384,533	519,384,533
As restated	-	-	25,022,049	-	( 139,915,147 )	( 114,893,098 )
Reclassification of equity in other comprehensive income of an associate	-	-	-	( 460,033 )	460,033	-
	-	-	25,022,049	( 460,033 )	( 139,455,114 )	( 114,893,098 )
Balance at June 30, 2021 (Unaudited)	<b><u>P 5,862,500,010</u></b>	<b><u>P 4,592,867,070</u></b>	<b><u>P 29,358,925</u></b>	<b><u>-</u></b>	<b><u>( P 2,272,553,158 )</u></b>	<b><u>P 8,212,172,847</u></b>

*See Selected Explanatory Notes to Interim Condensed Consolidated Financial Statements.*

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021**  
*(Amounts in Philippine Pesos)*

	Notes	Unaudited June 30, 2022	Unaudited June 30, 2021 As Restated – (see Note 2)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		( P 448,697,815 )	( P 115,658,063 )
Adjustments for:			
Foreign exchange loss - net		693,946,032	65,837,169
Depreciation and amortization	5, 11	580,918	11,483,000
Gain on termination of lease	12	( 134,153 )	-
Finance income		-	( 189,683 )
Finance costs		-	583,883
Gain on sale of investment in an associate	1	-	( 3,236,142 )
Equity in net loss of an associate		-	3,236,142
Operating income (loss) before working capital changes		245,694,982	( 37,943,694 )
Increase in prepayments and other current assets		( 149,211,012 )	( 394,556,325 )
Decrease in due from related parties		19,739,247	27,382,014
Decrease in accrued expenses and other payables		( 739,779,432 )	( 23,366,808 )
Cash used in operations		( 623,556,215 )	( 428,484,813 )
Interest received		728,858	4,294,264
Cash paid for taxes		( 783,344 )	( 844,194 )
Net Cash Used in Operating Activities		( 623,610,701 )	( 425,034,743 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of property and equipment - net		( 976,881,610 )	( 1,645,314,174 )
Additions to prepayments and deposits for property and equipment		( 77,221,564 )	( 899,416,842 )
Proceeds from sale of investment in an associate	1	-	153,728,294
Net Cash Used in Investing Activities		( 1,054,103,174 )	( 2,391,002,722 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Interest paid		( 714,971,383 )	-
Decrease in due to related parties		-	( 58,378,962 )
Proceeds from loan from a related party	7	-	5,738,640,000
Payments of lease liabilities (including interest)	11	-	( 10,928,610 )
Net Cash From (Used in) Financing Activities		( 714,971,383 )	5,669,332,428
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		( 2,392,685,258 )	2,853,294,963
<b>EFFECTS ON FOREIGN EXCHANGE RATE CHANGES</b>		36,111,617	86,168,923
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>		<u>6,154,842,856</u>	<u>5,877,616,276</u>
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>		<u>P 3,798,269,215</u>	<u>P 8,817,080,162</u>

**Supplemental Information on Non-cash Investing and Financing Activities:**

- 1) In 2022, the Group has set-off its loan from a related party against the proceeds of the convertible bonds issued (see Note 7).
- 2) The Group acquired property and equipment amounting to P2,868.34 million, P505.89 million of which remain unpaid as of June 30, 2022 (see Note 5).
- 3) In 2022 and 2021, the Group capitalized depreciation of right-of-use assets and borrowing costs in relation to the construction of the Main Hotel Casino (see Note 5).
- 4) In 2022, management revised its estimated commencement of operations of the Main Hotel Casino which resulted to the remeasurement of its lease liabilities and right-of-use assets (see Note 12).

*See Selected Explanatory Notes to Interim Condensed Consolidated Financial Statements.*

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
*(Formerly Suntrust Home Developers, Inc.)*  
*(A Subsidiary of Fortune Noble Limited)*  
**NOTES TO INTERIM CONDENSED CONSOLIDATED**  
**FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021**  
**(UNAUDITED)**  
*(Amounts in Philippine Pesos)*

**1. CORPORATE INFORMATION**

***1.1 Company Background***

Suntrust Resort Holdings, Inc., formerly known as Suntrust Home Developers, Inc., (Parent Company or Suntrust) was incorporated in the Philippines on January 18, 1956 (extended for another 50 years starting January 18, 2006) to primarily engage in real estate development. The Parent Company is a publicly listed entity in the Philippines. On October 25, 2019 and December 17, 2019, respectively, the Board of Directors (BOD) and stockholders approved the amendment of the Parent Company's primary and secondary purposes, as presented in the Articles of Incorporation, to allow the Company to focus on tourism-related businesses. This change was subsequently approved by the Philippine Securities and Exchange Commission (SEC) on June 17, 2020. Further amendments were made in 2021 to increase the authorized capital stock and change the corporate name to align with the business objectives (see Note 1.3).

In line with the change in business plans to enter into tourism-related businesses, a co-development agreement (CDA) was entered into by the Parent Company and Westside City Resorts World, Inc. (Westside), a related party under common ownership to continue the latter's development, construction, operation and management of casino and related businesses. Subject to the completion of commitments from both sides, which were satisfied in December 2020, the Parent Company paid USD200 million for the initial cost of construction of a 5-star hotel and casino complex (Main Hotel Casino). The payment has been initially treated as refundable deposit until the completion of commitments from both entities at which time the amount was allocated between construction in progress (CIP) and right-of-use asset (ROUA).

Megaworld Corporation (Megaworld), also a publicly listed company in the Philippines, used to be the Parent Company's major stockholder with 42% direct ownership interest in the Parent Company until the acquisition by Fortune Noble Limited (Fortune Noble) in 2019 of an aggregate of 1,147,500,000 shares of the Parent Company representing 51% interest over the latter. Accordingly, Fortune Noble became the parent company of Suntrust and its subsidiaries (the Group). Fortune Noble is incorporated in the British Virgin Islands and is a subsidiary of Suncity Group Holdings Limited (the intermediate parent company or Suncity Group), a publicly listed company in Hong Kong. Major Success Group Limited, a company incorporated in the British Virgin Islands (the "BVI") is the ultimate holding company of Suncity Group.

The principal activity of the Company is investment holding. Suncity Group and its subsidiaries are principally engaged in (i) through Suntrust and its subsidiaries, the development and operation of an integrated resort in the Philippines; (ii) through Summit Ascent Holdings Limited and its subsidiaries, the operation of the hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in the People’s Republic of China.

The Parent Company’s registered office, which is also its principal place of business, is located at 26th Floor, Alliance Global Tower, 36th Street corner 11th Avenue, Uptown Bonifacio, Taguig City.

The registered office and principal place of business of Fortune Noble is at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands. Suncity Group’s registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is at Unit 1705, 17/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. Major Success Group Limited’s registered office and principal place of business is located at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.

Suntrust holds ownership interests in the following subsidiaries and associate (Group):

	Explanatory Notes	Effective Percentage of Ownership	
		June 2022	December 2021
<b>Subsidiaries:</b>			
SWC Project Management Limited	(a)	100%	100%
WC Project Management Limited	(b)	100%	100%
Suncity WC Hotel Inc.	(c)	100%	100%
<b>Associate:</b>			
First Oceanic Property Management, Inc. (FOPM)	(d)	-	-

Explanatory Notes:

- (a) Incorporated in Hong Kong on January 20, 2020 to engage in provision of project management services.
- (b) Incorporated in Macau on February 17, 2020 to engage in provision of project management services.
- (c) Incorporated in the Philippines on January 4, 2021 to engage in the business of establishing, constructing, operating, managing, and/or maintaining hotels, health and wellness shops, cinema, car parks, entertainment centers, amusement centers and other tourism-related facilities and all its incidental and allied facilities and services, and to own (other than land), hold, lease or sublease any real and personal property, which may be necessary or convenient for the conduct of its businesses.
- (d) Incorporated in the Philippines on January 31, 1990 to engage primarily in the management of real estate properties. In 2021, Suntrust has disposed of its ownership interest in FOPM.

## 1.2 Sale of Investment in an Associate

On March 25, 2021, an agreement for sale and purchase (FOPM SP Agreement) was entered into between the Parent Company and Asian E-Commerce, Inc. (Asian E-Commerce), which is 50%-owned by a non-controlling shareholder of Suntrust. Pursuant to the FOPM SP Agreement, the Parent Company agreed to sell and Asian E-Commerce agreed to purchase the Parent Company’s remaining 24.27% equity interest in FOPM and its subsidiary, Citylink Coach Services, Inc. (Citylink, together with FOPM as FOPM Group) at a consideration of P153.7 million.

On April 16, 2021, the Parent Company and Asian E-Commerce executed the relevant deed of absolute sale of shares in relation to the Parent Company’s 24.27% equity interest in FOPM. The sale of shares in FOPM resulted to the derecognition of the Group’s investment in an associate for FOPM Group. Total gain on sale of investment in an associate amounted to P3.2 million.

### ***1.3 Amendments to the Parent Company's Articles of Incorporation and By-Laws***

On September 1, 2021, the Parent Company's Board of Directors approved the amendment to the Articles of Incorporation to increase the Parent Company's authorized capital stock from P23,000,000,000 divided into 23,000,000,000 common shares to P50,000,000,000 divided into 50,000,000,000 common shares.

On September 6, 2021, the Parent Company's Board of Directors also approved the amendment to the Articles of Incorporation and By-Laws to change the Parent Company's corporate name to "Suntrust Resort Holdings, Inc.". On October 26, 2021, the Parent Company's shareholders approved the aforementioned amendments to the Parent's Articles of Incorporation and By-Laws. On June 8, 2022, the SEC has approved the aforementioned amendments to the Parent Company's Articles of Incorporation and By-Laws.

### ***1.4 Continuing Impact of COVID-19 Pandemic on Group's Business***

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020. The measures taken by the government to contain the virus have affected economic conditions. However, the Group's business operations have been affected minimally as its hotel and casino are still in the preliminary construction activities. As of June 30, 2022, the construction work of pile cap, ground floor, Levels 1 and 2 have been completed while the construction works of the basement of the Main Hotel Casino is still in progress. Management aims to commence the operation of the Main Hotel Casino in 2024.

## **2. BASIS OF PREPARATION OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The significant accounting policies that have been used in the preparation of these interim condensed consolidated financial statements are summarized below and in the succeeding pages. The policies have been consistently applied to all periods presented, unless otherwise stated.

### ***2.1 Basis of Preparation of Interim Condensed Consolidated Financial Statements***

These interim condensed consolidated financial statements for the six months ended June 30, 2022 and 2021 have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. They do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the audited consolidated financial statements of the Group as at and for the year ended December 31, 2021.

The preparation of interim condensed consolidated financial statements in accordance with Philippine Financial Reporting Standards (PFRS) requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

These interim condensed consolidated financial statements are presented in Philippine peso, the functional and presentation currency of the Group and all values represent absolute amounts except when otherwise indicated.

## 2.2. Adoption of Amended PFRS

A number of amended standards became applicable for the current reporting period. However, the Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

## 2.3. Reclassification of Accounts

The Group made a prior period adjustment which resulted in retrospective restatements of certain amounts as of and for the six months ended June 30, 2021 in the interim consolidated statement of financial position, interim consolidated statement of income, interim consolidated statement of equity and interim consolidated statement of cash flows.

Based on the management's assessment, the borrowings related to the construction of the Group's Main Hotel Casino are considered as specific borrowings. Accordingly, the Group capitalized the related interest expense of P519.4 million, net of interest income of P4.1 million, for the six months ended June 30, 2021.

The effects of the restatements as of and for the six months ended June 30, 2021 are as follows:

	<u>Interim consolidated statement of financial position</u>		
	<u>As Previously Reported</u>	<u>Effects of Restatements</u>	<u>As Restated</u>
<i>Changes in total non-current assets –</i>			
Property and equipment - net	P 4,937,457,865	<u>P 519,384,533</u>	P 5,456,842,398
<i>Changes in equity –</i>			
Deficit	(P 2,791,937,691)	<u>P 519,384,533</u>	(P 2,272,553,158)
	<u>Interim consolidated statement of income</u>		
	<u>As Previously Reported</u>	<u>Effects of Restatements</u>	<u>As Restated</u>
<i>Changes in statement of income:</i>			
Finance costs	P 524,072,993	(P 523,489,114)	P 583,879
Finance income	P 4,294,264	<u>(4,104,581)</u>	P 189,683
Impact in net loss		<u>(P 519,384,533)</u>	

The restatements presented above did not affect the interim consolidated statement of cash flows, as such restatements have nil net impact to the cash flows from operating activities.

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In preparing the interim condensed consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. The judgments, estimates and assumptions applied in the interim condensed consolidated financial statements, including the key sources of estimation uncertainty, were the same as those applied in the Group's last annual consolidated financial statements as of and for the year ended December 31, 2021.

### 4. SEGMENT REPORTING

#### *4.1. Business Segments*

The Group's operating businesses are organized and managed separately according to the services provided, with each segment representing a unit that offers different services and serves different markets. For management purposes, the Group is organized into two major business segments, namely property management and rental, and in 2020, tourism-related business following the change in the primary purpose of the Parent Company. These are also the basis of the Group in reporting to its board of directors for its strategic decision-making activities.

- (a) Tourism-related business – is the development and operation of the Main Hotel Casino.
- (b) Property Management and Rental – was the operation, control of (usually on behalf of an owner) and oversight of commercial, industrial or residential real estate as used in its most broad terms. It also consisted of rental from leasing activity of Parent Company and transportation services of Citylink.

The segment results also include the equity share in net earnings of an associate operating in the same industry. This segment had been ceased since April 1, 2021.

#### *4.2. Segment Assets and Liabilities*

Segment assets include all operating assets used by a segment and consist principally of operating cash and cash equivalents, prepayments and other current assets, ROUA, property and equipment, and prepayments and deposits for property and equipment. Segment liabilities include all operating liabilities and consist principally of lease liabilities, loan from a related party, convertible bonds payable, trade and other payables, retention payable and due to related parties.

The business segment information of the Group as of and for the periods ended June 30, 2022 and 2021 are as follows:

	Tourism- related Business	Property Management and Rental	Total
<b><u>Period ended June 30, 2022 (Unaudited)</u></b>			
Finance income	P 8,434	P -	P 8,434
Expenses	( 37,732,999 )	-	( 37,732,999 )
Foreign exchange loss	( 410,973,250 )	-	( 410,973,250 )
Loss before tax	( 448,697,815 )	-	( 448,697,815 )
Tax expense	( 783,344 )	-	( 783,344 )
<b>Net loss</b>	<b>( P 449,481,159 )</b>	<b>P -</b>	<b>( P 449,481,159 )</b>
<b><u>As at June 30, 2022 (Unaudited)</u></b>			
Segment assets	<b><u>P 30,275,684,809</u></b>	<b><u>P -</u></b>	<b><u>P30,275,684,809</u></b>
Segment liabilities	<b><u>P 21,658,255,750</u></b>	<b><u>P -</u></b>	<b><u>P21,658,255,750</u></b>
<b><u>Period ended June 30, 2021 (Unaudited)</u></b>			
<b><u>[As Restated – (see Note 2.3)]</u></b>			
Income:			
Finance income	P 189,683	P -	P 189,683
Gain on sale of investment in an associate	-	3,236,142	3,236,142
	189,683	3,236,142	3,425,825
Expenses	( 47,641,282 )	-	( 47,641,282 )
Equity in net loss of an associate	-	( 3,236,142 )	( 3,236,142 )
Foreign exchange loss - net	( 67,622,585 )	-	( 67,622,585 )
Finance costs	( 583,879 )	-	( 583,879 )
Loss before tax	( 115,658,063 )	-	( 115,658,063 )
Tax expense	( 24,257,084 )	-	( 24,257,084 )
<b>Net loss</b>	<b>( P 139,915,147 )</b>	<b>P -</b>	<b>( P 139,915,147 )</b>
<b><u>As at June 30, 2021 (Unaudited)</u></b>			
<b><u>[As Restated – (see Note 2.3)]</u></b>			
Segment assets	<b><u>P 29,869,242,773</u></b>	<b><u>P -</u></b>	<b><u>P29,869,242,773</u></b>
Segment liabilities	<b><u>P 21,657,069,926</u></b>	<b><u>P -</u></b>	<b><u>P21,657,069,926</u></b>
<b><u>As at December 31, 2021 (Audited)</u></b>			
Segment assets	<b><u>P 30,685,420,553</u></b>	<b><u>P -</u></b>	<b><u>P30,685,420,553</u></b>
Segment liabilities	<b><u>P 22,796,584,990</u></b>	<b><u>P -</u></b>	<b><u>P22,796,584,990</u></b>



## 5. PROPERTY AND EQUIPMENT

Details of property and equipment as at June 30, 2022 (unaudited) and December 31, 2021 (audited) are as follows:

	<u>Office and Communication Equipment</u>	<u>Furniture and Fixtures</u>	<u>Leasehold Improvements</u>	<u>Construction in Progress</u>	<u>Total</u>
Cost:					
Balance at January 1, 2022	P 3,899,096	P 2,331,496	P 1,812,748	P 8,849,557,574	P8,857,600,914
Additions during the period	134,464	-	-	2,868,208,610	2,868,343,074
Disposals during the period	( 3,915,636)	( 2,341,388)	( 1,820,436)	-	( 8,077,460)
Exchange difference	16,540	9,892	7,688	-	34,120
Balance at June 30, 2022	<b><u>P 134,464</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P11,717,766,184</u></b>	<b><u>P11,717,900,648</u></b>
Accumulated Depreciation:					
Balance at January 1, 2022	P 1,839,265	P 322,503	P 907,330	P -	P 3,069,098
Depreciation during the period	324,791	126,044	130,083	-	580,918
Disposal during the period	( 2,168,125)	( 449,915)	( 1,041,262)	-	( 3,659,302)
Exchange difference	7,804	1,368	3,849	-	13,021
Balance at June 30, 2022	<b><u>P 3,735</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 3,735</u></b>
Net book values					
<b>June 30, 2022 (Unaudited)</b>	<b><u>P 130,729</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P11,717,766,184</u></b>	<b><u>P11,717,896,913</u></b>
December 31, 2021 (Audited)	P 2,059,831	P 2,008,993	P 905,418	P 8,849,557,574	P 8,854,531,816

Total borrowing costs and depreciation of ROUA capitalized as CIP for the period ended June 30, 2022 amounted to P988.7 million, net of P1.4 million interest income (2021 - P673.6 million, net of P4.1 million interest income) and P363.2 million (2021 - P386.51 million), respectively.

The capitalization rate used was based on effective interest rates ranging from 6% to 14% in 2022 and 2021.

## 6. PREPAYMENTS AND OTHER ASSETS

The composition of this account is as follows:

	<u>June 30, 2022 (Unaudited)</u>	<u>December 31, 2021 (Audited)</u>
Current:		
Input value-added tax (VAT)	<b>P 705,059,443</b>	P 534,326,972
Prepaid insurance	<b>79,099,270</b>	53,660,892
Deferred input VAT	<b>55,391,969</b>	68,767,858
Refundable deposits	<b>21,028,686</b>	16,670,149
Tax credits	<b>1,190</b>	1,190
Others	<b>155,821</b>	565,674
	<b><u>860,736,379</u></b>	<u>673,992,735</u>
Non-current:		
Deposits for property and equipment	<b>1,375,144,446</b>	1,254,445,986
Prepaid insurance and other costs	<b>55,313,182</b>	66,529,788
	<b><u>1,430,457,628</u></b>	<u>1,320,975,774</u>
	<b><u>P 2,291,194,007</u></b>	<u>P 1,994,968,509</u>

Deposit for property and equipment includes advances to contractors and suppliers in relation to the construction of the Main Hotel Casino.

## 7. RELATED PARTY TRANSACTIONS

The Group's transactions with related parties, which include stockholders, related parties under common ownership, ultimate parent company, and the Group's key management, are described below.

	Amount of Transactions		Receivable (Payable)	
	June 30, 2022 (Unaudited)	June 30, 2021 (Unaudited)	June 30, 2022 (Unaudited)	December 31, 2021 (Audited)
<b>Stockholders:</b>				
Issuance of convertible bonds	P -	P -	(P 5,045,495,347)	(P 4,786,155,481)
Shareholder's interest	-	-	( 93,706,314)	( 93,706,314)
Payment of excess proceeds	-	( 18,741,962)	-	-
Payment for investment property	-	( 27,382,014)	-	-
Interest on convertible bonds	259,339,866	-	-	-
<b>Related Parties Under Common Ownership:</b>				
Issuance of convertible bonds	6,400,000,000	-	( 9,480,718,508)	( 4,143,428,522)
Loan from a related party	6,353,400,000	-	-	( 6,092,880,000)
Payment for excess proceeds	-	( 39,637,000)	-	-
Interest on loan from a related party	259,667,284	41,955,958	-	-
Interest on convertible bonds	340,226,393	168,000,000	( 151,466,667)	( 451,486,243)
Payment of interest on convertible bonds	336,000,000	-	-	( 336,000,000)
Outsourced services	-	-	-	( 5,699,123)
Transfer of assets	19,739,247	-	-	-
<b>Key Management Personnel:</b>				
Compensation	20,236,365	-	-	-

Unless other stated, the outstanding balance of the Group's transactions with its related parties are unsecured, non-interest-bearing and payable or collectible on demand.

### 7.1 Subscription Receivable

In 2019, the Parent Company's stockholders subscribed to additional shares of the Parent Company amounting to P5,000.0 million, of which P1,250.0 million was paid to the Parent Company representing 25% of the subscription. In 2020, the Parent Company received an amount of P2,550.0 million in relation to the subscription.

The Subscription Receivable account is offset against Capital Stock account shown in the interim condensed consolidated statements of changes in equity.

### 7.2 Shareholder's Loan Agreement with Fortune Noble

On July 23, 2020, the Parent Company entered into a shareholder's loan agreement with Fortune Noble for P7,300.0 million to support the construction and development of the Main Hotel Casino. On December 30, 2020, the outstanding loan balance pursuant to the shareholder's loan agreement amounting to P5,400.7 million was set-off against the proceeds of the issuance of the convertible bonds. As at December 31, 2020, the shareholder's loan has been effectively fully paid.

Interest payable in connection with the loan amounting to P93.7 million which remained unpaid as of June 30, 2022 is presented as part of Due to related parties account in the interim condensed consolidated statement of financial position.

### ***7.3 Loan agreement with Summit Ascent Investments Limited (SA Investments)***

On February 23, 2021, the Parent Company, as borrower, entered into a Loan Agreement for the principal sum of up to USD120.0 million at the interest rate of 6.00% per annum, payable three months after the date of drawing, with SA Investments. On May 18, 2021, the Parent Company drew the entire principal sum of USD120.0 million. The loan has been renewed on a monthly basis and the maturity date has been extended up to July 18, 2022.

On September 20, 2021, the Parent Company and SA Investments entered into a Convertible Bond Subscription Agreement (CB Subscription Agreement), where the Parent Company agreed to issue to SA Investments and SA Investments agreed to subscribe to the Convertible Bond (CB) in the principal sum of up to a maximum of up to P6,400.0 million (Loan Indebtedness).

The proceeds of the CB will set off the amount of the Loan Indebtedness, plus the accrued interest up to the expected completion date of the CB Subscription Agreement which is on or before July 31, 2022 or such later date as agreed by the Parent Company and SA Investments. The issuance of the CB under the CB Subscription Agreement equivalent to the Loan Indebtedness shall be subject to the completion of certain conditions precedent under the CB Subscription Agreement.

On June 10, 2022, the Parent Company issued the CB upon completion of all conditions precedent (see Note 8). As at June 30, 2022, the shareholder's loan has been effectively fully paid including the balance of the accrued interest in excess of the maximum amount of CB approved for issuance amounting to USD6.8 million.

## **8. CONVERTIBLE BONDS PAYABLE**

On May 29, 2020, the Parent Company entered into a subscription agreement with Fortune Noble for the issuance of zero-coupon convertible bonds at a total subscription price of P7,300.0 million (Fortune Noble - P7.3B CB). The convertible bonds were issued on December 30, 2020 and is convertible into 6,636,363,636 shares at the conversion price of P1.10 per share, subject to anti-dilutive adjustments.

On June 1, 2020, the Parent Company also entered into a subscription agreement with Summit Ascent Investments Limited (SA Investments) for the issuance of 6.0% convertible bonds at a total subscription price of P5,600.0 million (SA Investments - P5.6B CB). The convertible bonds were issued on December 30, 2020 and is convertible into 3,111,111,111 shares at the conversion price of P1.80 per share, subject to anti-dilutive adjustments.

Both convertible bonds are payable up to 2025, which may subject to agreement by Fortune Noble and SA Investments, upon request of the Parent Company, be extended up to 2030.

On September 20, 2021, the Parent Company also entered into a subscription agreement with SA Investments for the issuance of 6.0% convertible bond at a total subscription price of P6,400.0 million (SA Investments - P6.4B CB). The convertible bond was issued on June 10, 2022 and is convertible into 3,878,787,878 shares at the conversion price of P1.65 per share (see Note 7). The convertible bond is payable up to 2025, which may subject to agreement by SA Investments, upon request of the Parent Company, be extended up to 2028.

The fair values at initial recognition and the carrying amounts of the financial liability components, calculated based on the fair value of the principal less any directly attributable transaction costs, at June 30, 2022 and December 31, 2021 are presented below:

	<b>Fortune Noble - P7.3B CB</b>	<b>SA Investments - P5.6B CB</b>	<b>SA Investments - P6.4B CB</b>	<b>Total</b>
Face value of the bonds issued in 2020	P 7,300,000,000	P 5,600,000,000	P -	P 12,900,000,000
Bond issue costs	( 62,123,000)	( 47,656,000)	-	( 109,779,000)
Net proceeds	7,237,877,000	5,552,344,000	-	12,790,221,000
Amount classified as equity	( 2,931,095,999)	( 1,661,771,071)	-	( 4,592,867,070)
Carrying amount of liability at December 31, 2020 (Audited)	4,306,781,001	3,890,572,929	-	8,197,353,930
Amortized interest for the year ended December 31, 2021	<u>479,374,480</u>	<u>252,855,593</u>	-	<u>732,230,073</u>
Carrying amount of liability at December 31, 2021 (Audited)	4,786,155,481	4,143,428,522	-	8,929,584,003
Face value of the bonds issued in 2022	-	-	6,400,000,000	6,400,000,000
Bond issue costs	-	-	( 54,464,000)	( 54,464,000)
Amount classified as equity	-	-	( 1,159,139,074)	( 1,159,139,074)
Amortized interest for the period ended June 30, 2022	<u>259,339,866</u>	<u>134,519,453</u>	<u>16,373,607</u>	<u>410,232,926</u>
<b>Carrying amount of liability at June 30, 2022 (Unaudited)</b>	<b><u>P 5,045,495,347</u></b>	<b><u>P 4,277,947,975</u></b>	<b><u>P 5,202,770,533</u></b>	<b><u>P 14,526,213,855</u></b>

For the period ended June 30, 2022, the Parent Company accrued P189.3 million interest related to SA Investments - P5.6B CB and SA Investments - P6.4B CB and included as part of Due to related parties in the interim condensed consolidated statement of financial position.

## 9. FINANCE COSTS

The details of this account for the period ended June 30, 2022 and 2021 are as follows:

	<b>Period ended June 30, 2022 (Unaudited)</b>	Period ended June 30, 2021 (Unaudited) As Restated – (see Note 2.3)
Interests on convertible bonds payable	<b>P 599,566,259</b>	P 517,422,750
Interest on loan from related parties	<b>259,667,284</b>	41,955,958
Interest on lease liabilities	<b>111,487,358</b>	114,805,117
Other borrowing costs	<u><b>19,301,915</b></u>	-
	<b>990,022,816</b>	674,183,825
Interest capitalized for qualifying assets	<u><b>( 990,022,816)</b></u>	<u>( 673,599,946)</u>
	<b><u>P -</u></b>	<b><u>P 583,879</u></b>

## 10. LOSS PER SHARE

Loss per share amounts were computed as follows:

	<b>Period ended June 30, 2022 (Unaudited)</b>	Period ended June 30, 2021 (Unaudited) As Restated – (see Note 2.3)
Net loss	(P 449,481,159)	(P 139,915,147)
Divided by the weighted average number of outstanding shares	<u>7,250,000,000</u>	<u>7,250,000,000</u>
Basic and diluted loss per share	<u>(P 0.0620)</u>	<u>(P 0.0193)</u>

For the period ended June 30, 2022, the computation of diluted loss per share did not assume the conversion of the outstanding convertible bonds of the Parent Company since the conversion of the outstanding convertible bonds would result in decrease in diluted loss per share.

## 11. EQUITY

The details of this account as of June 30, 2022 and December 31, 2021 are as follows:

	<b>June 30, 2022 (Unaudited)</b>	December 31, 2021 (Audited)
Capital stock	P 5,862,500,010	P 5,862,500,010
Convertible bonds equity reserve	5,752,006,144	4,592,867,070
Exchange reserve	89,920,159	70,984,578
Deficit	<u>(3,086,997,254)</u>	<u>(2,637,516,095)</u>
	<u>P 8,617,429,059</u>	<u>P 7,888,835,563</u>

## 12. COMMITMENTS AND CONTINGENCIES

### *12.1 Co-Development and Lease Agreements with a Related Party Under Common Ownership*

In 2019, the Parent Company entered into a CDA with a related party under common ownership, with respect to the development of a hotel and casino. Under this agreement, the Parent Company is to raise funds of not less than USD300.0 million within 5 months (as further extended to December 31, 2020 by five supplemental agreements to the CDA), USD200.0 million (P9,853.7 million) of which is payment for the initial cost of the project. As of December 31, 2020, the Parent Company was able to raise the funds as required. The USD200.0 million initial cost of the construction of the Main Hotel Casino has been fully paid and was allocated to ROUA and CIP in the amounts of P8,811.0 million and P1,042.7 million, respectively.

On February 21, 2020, and in relation to the CDA, the Parent Company entered into a lease agreement with a related party under common ownership, over three parcels of land. The lease agreement provides for an original term of until August 19, 2039 (19 years) and is renewable automatically for another 25 years subject to applicable laws and upon agreement by both parties.

The related annual rental is set at USD10.6 million which is payable starting from the latter of the first day of commencement of the operation of the Main Hotel Casino and the fulfilment of the conditions precedent or such other dates as may mutually agreed upon by both parties. In June 2022, management remeasured its lease liabilities and made a corresponding adjustment to its ROUA amounting to Php825.2 million to reflect the change in the timing of the estimated date of operations of the Main Hotel Casino, consistent to the original provisions of the lease agreement.

In 2021, the Group entered into certain lease agreements for two rental offices. However, in 2022 these were terminated; no penalties were incurred on such lease termination.

The carrying amount of the Group's ROUA as at June 30, 2022 and December 31, 2021 and movements during the periods are shown below.

	<b>Period ended June 30, 2022 (Unaudited)</b>	Year ended December 31, 2021 (Audited)
Balance at beginning of period/year	<b>P 13,681,077,372</b>	P 14,429,698,406
Remeasurement	<b>( 825,199,087)</b>	-
Lease terminated during the period/year	<b>( 24,398,523)</b>	-
Depreciation capitalized as part of construction in progress	<b>( 363,155,088)</b>	( 773,019,558)
Additions during the period/year	-	50,633,904
Depreciation charged to profit or loss	-	( 26,235,380)
	<b><u>P 12,468,324,674</u></b>	<b><u>P 13,681,077,372</u></b>

The carrying amount of the Group's lease liabilities as at June 30, 2022 and December 31, 2021 and movements during the periods are shown below.

	<b>Period ended June 30, 2022 (Unaudited)</b>	Year ended December 31, 2021 (Audited)
Balance at beginning of period/year	<b>P 6,195,503,842</b>	P 5,618,666,948
Remeasurement	<b>( 825,199,087)</b>	-
Exchange difference	<b>452,902,268</b>	317,155,095
Interest during the period/year	<b>111,487,358</b>	237,294,382
Leases terminated during the period/year	<b>( 24,268,995)</b>	-
Leases entered during the period/year	-	49,601,473
Payment during the period/year	-	( 27,214,056)
	<b><u>P 5,910,425,386</u></b>	<b><u>P 6,195,503,842</u></b>

Such liabilities are presented in the interim condensed consolidated statements of financial position as at June 30, 2022 and December 31, 2021 as follows:

	<b>June 30, 2022 (Unaudited)</b>	December 31, 2021 (Audited)
Current	<b>P -</b>	P 22,261,174
Non-current	<b><u>5,910,425,386</u></b>	<u>6,173,242,668</u>
	<b><u>P 5,910,425,386</u></b>	<b><u>P 6,195,503,842</u></b>

### ***12.2 Operation and Management Agreement with a Related Party Under Common Ownership***

On May 4, 2020, the Parent Company entered into an Operation and Management Agreement with a related party under common ownership whereby the Parent Company shall operate and manage the Main Hotel Casino which is expected to commence operation in 2024. The agreement is effective upon the execution date of May 4, 2020 until July 11, 2033 and may be extended or renewed as mutually agreed upon by both parties.

### ***12.3 Capital Commitments***

As of June 30, 2022, the Group has commitments of about Php21,976.5 million (December 31, 2021 - P23,383.0 million) for the construction of the Main Hotel Casino.

### ***12.4 Others***

The Group has other commitments and contingencies that may arise in the normal course of the Group's operations which have not been reflected in the interim condensed consolidated financial statements. Management is of the opinion that losses, if any, from these other commitments will not have material effects on the Group's interim condensed consolidated financial statements.

## **13. RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's risk management is coordinated with the BOD and focuses on actively securing the Group's short-to medium-term cash flows by minimizing the exposure to financial markets.

Exposure to foreign currency interest rate, credit and liquidity risk arise in the ordinary course of the Group's business activities. The main objective of the Group's risk management is to identify, monitor, and minimize those risks and to provide cost with a degree of certainty.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks to which the Group is exposed to are described in the below and in the succeeding pages.

### ***13.1 Foreign Currency Risk***

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise from the Group's foreign currency-denominated cash, due to related parties, trade and other payables and lease liabilities which are primarily denominated in U.S. Dollar (USD), and Hong Kong Dollar (HKD).

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign currency denominated financial assets and financial liabilities, translated into Philippine pesos at the closing rate as of June 30, 2022, are as follows:

	<u>USD</u>	<u>Php Equivalent</u>	<u>HKD</u>	<u>Php Equivalent</u>
Financial assets	\$ 65,490,310	P 3,603,342,347	\$ 1,694,937	P 11,884,898
Financial liabilities	( 107,421,264)	( 5,910,425,367)	-	-
	<u>(\$ 41,930,954)</u>	<u>(P 2,307,083,020)</u>	<u>\$ 1,694,937</u>	<u>P 11,884,900</u>

The sensitivity of the loss before tax for the period with regard to the Group's financial assets and the USD – Philippine peso exchange rate assumes a +/- 8.83% change in exchange rate while the HKD – Philippine peso exchange rate assumes a +/- 8.90% change for the period ended June 30, 2022. These percentages have been determined based on the average market volatility in exchange rates in the previous year, respectively, estimated at 99% level of confidence. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting periods.

If the Philippine peso had strengthened against the USD, with all other variables held constant, consolidated loss before tax would have decreased by P203.8 million. If the Philippine peso had strengthened against the HKD, with all other variables held constant, consolidated loss before tax would have increased by P1.1 million.

However, if the Philippine peso had weakened against the USD and HKD by the same percentages, consolidated net loss would have changed at the opposite direction by the same amounts.

Exposures to foreign exchange rates vary during the year depending on the volume of foreign currency denominated transactions. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

### **13.2 Interest Rate Risk**

As at June 30, 2022 and December 31, 2021, the Group is exposed to changes in market interest rates through its cash and cash equivalents which are subject to variable interest rates. All other financial assets and financial liabilities have fixed rates or are non-interest bearing. Management believes that the impact of the fluctuations in interest rates would not materially impact the Group's consolidated financial statements since the interest rates have shown insignificant changes during the years.

### **13.3 Credit Risk**

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Group. The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The credit risk for cash and cash equivalents and refundable deposits are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.



### 13.4 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a six months and one-year period are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash are invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

The table below summarizes the maturity profile of the Group's financial liabilities as at June 30, 2022 and December 31, 2021 reflecting the gross cash flows, which may differ from the carrying values of the liabilities at the end of reporting periods.

	<u>Current</u>		<u>Non-current</u>
	<u>Within 6 Months</u>	<u>6 to 12 Months</u>	<u>1 to 5 Years</u>
<b>June 30, 2022 (Unaudited)</b>			
Trade and other payables	P 610,482,005	P -	P 352,128,674
Due to related parties	245,172,981	-	-
Lease liabilities	-	-	8,554,000,000
Convertible bonds payable	-	-	21,796,000,000
	<b><u>P 855,654,986</u></b>	<b><u>P -</u></b>	<b><u>P 30,702,128,674</u></b>
<b>December 31, 2021 (Audited)</b>			
Trade and other payables	P 697,965,918	P -	P 233,873,773
Due to related parties	552,744,754	-	-
Loan from a related party	-	6,318,331,726	-
Lease liabilities	-	-	7,894,000,000
Convertible bonds payable	-	-	14,244,000,000
	<b><u>P 1,250,710,672</u></b>	<b><u>P 6,318,331,726</u></b>	<b><u>P 22,371,873,773</u></b>

The Group's convertible bonds presented above assumed that the holders did not execute the conversion option. If the bonds were converted, there would be no cash outflow upon maturity of the bonds.

## 14. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND LIABILITIES

### 14.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below and in the succeeding page.

	<u>June 30, 2022 (Unaudited)</u>		<u>December 31, 2021 (Audited)</u>	
	<u>Carrying Values</u>	<u>Fair Values</u>	<u>Carrying Values</u>	<u>Fair Values</u>
<b>Financial Assets</b>				
Financial assets at amortized cost:				
Cash and cash equivalents	P 3,798,269,215	P 3,798,269,215	P 6,154,842,856	P 6,154,842,856
Refundable deposits	<u>21,028,686</u>	<u>21,028,686</u>	<u>16,670,149</u>	<u>16,670,149</u>
	<b><u>P 3,819,297,901</u></b>	<b><u>P 3,819,297,901</u></b>	<b><u>P 6,171,513,005</u></b>	<b><u>P 6,171,513,005</u></b>

	June 30, 2022 (Unaudited)		December 31, 2021 (Audited)	
	Carrying Values	Fair Values	Carrying Values	Fair Values
<b>Financial Liabilities</b>				
Financial liabilities at amortized cost:				
Trade and other payables	P 962,610,679	P 962,610,679	P 931,839,691	P 931,839,691
Due to related parties	245,172,981	245,172,981	552,744,754	552,744,754
Loan from a related party	-	-	6,092,880,000	6,092,880,000
Lease liabilities	5,910,425,386	5,910,425,386	6,195,503,842	6,195,503,842
Convertible bonds payable	14,526,213,855	15,486,892,005	8,929,584,003	10,461,950,963
	<b>P 21,644,422,901</b>	<b>P 22,605,101,051</b>	<b>P 22,702,552,290</b>	<b>P 24,234,919,250</b>

## 14.2 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

## 15. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders in the future.

The Group also monitors capital on the basis of the carrying amount of equity as presented on the consolidated statements of financial position. It sets the amount of capital in proportion to its overall financing structure, i.e., equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

**MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

**RESULTS OF OPERATIONS**

*Review of June 30, 2022 versus June 30, 2021*

On June 8, 2022, the SEC approved the change in the Parent Company's corporate name to Suntrust Resort Holdings, Inc.

On January 4, 2021, the SEC approved the incorporation of Suncity WC Hotel Inc. (WC Hotel), a new wholly owned subsidiary in the Philippines. The subsidiary will be engaged in the business of establishing, constructing, operating, managing, and/or maintaining hotels, health and wellness shops, cinema, car parks, entertainment centers, amusement centers and other tourism-related facilities and all its incidental and allied facilities and services, and to own (other than land), hold, lease or sublease any real and personal property, which may be necessary or convenient for the conduct of its businesses. As of June 30, 2022, WC Hotel is still in pre-operating stage and has not commenced commercial operations.

The Group made a prior period adjustment which resulted in retrospective restatements of certain amounts as of and for the six months ended June 30, 2022 in its interim consolidated statement of financial position, interim consolidated statement of income, interim consolidated statement of equity and interim consolidated statement of cash flows. The Group capitalized interest expense of Php988.66 million, net of interest income of Php1.36 million, for the six months ended June 30, 2022.

Below are the major changes on the Group's results of operation:

The Group's total finance income exhibited a decrease of Php0.18 million or 94.74% from Php0.19 million in 2021 to Php0.01 million in 2022 of the same period.

Operating expenses exhibited a decrease of Php9.91 million or 20.80% from Php47.64 million in 2021 to Php37.73 million in 2022 of the same period.

Interest expense during the current period is nil while interest expense is Php0.58 million in 2021 of the same period.

Foreign exchange loss during the period amounted to Php410.97 million while foreign exchange loss is Php67.62 million in 2021 of the same period.

The Group's net loss exhibited an increase of Php309.56 million or 221.24% from Php139.92 million in 2021 to Php449.48 million in 2022 of the same period.

## FINANCIAL CONDITION

*As of June 30, 2022 and December 31, 2021*

The Group's total resources amounted to Php30,275.68 million in 2022 from Php30,685.42 million in 2021. The Group manages its liquidity needs by carefully monitoring scheduled payments for financial liabilities as well as its cash outflows due in a day-to-day business.

Current assets decreased by Php2,169.83 million or 31.77% from Php6,828.84 million in 2021 to Php4,659.01 million in 2022. Cash and cash equivalents decreased by Php2,356.57 million or 38.29% from Php6,154.84 million in 2021 to Php3,798.27 million in 2022. Prepayments and other current assets increased by Php186.75 million or 27.71% from Php673.99 million in 2021 to Php860.74 million in 2022.

Non-current assets increased by Php1,760.10 million or 7.38% from Php23,856.58 million in 2021 to Php25,616.68 million in 2022. Prepayments and deposits for property and equipment increased by Php109.48 million or 8.29% from Php1,320.98 in 2021 to Php1,430.46 in 2022. Property and equipment increased by Php2,863.37 million or 32.34% from Php8,854.53 million in 2021 to Php11,717.90 million in 2022. Right-of-use assets decreased by Php1,212.76 million or 8.86% from Php13,681.08 million in 2021 to Php12,468.32 million in 2022.

The Group's total liabilities amounted to Php21,658.26 million in 2022 from Php22,796.58 million in 2021 or a decrease of Php1,138.32 million or 4.99%.

Current liabilities decreased by Php6,590.39 million or 88.34% from Php7,459.88 million in 2021 to Php869.49 million in 2022. Trade and other payables exhibited a decrease of Php167.69 million or 21.17% from Php792.00 million in 2021 to Php624.31 million in 2022. Due to related parties decreased by Php307.57 million or 55.64% from Php552.74 million in 2020 to Php245.17 million in 2022. Loan from a related party during the current period is nil because of loan set-off resulted to issuance of convertible bonds while Php6,092.88 million in 2021 of the same period.

Convertible bonds payable increased by Php5,596.63 million or 62.68% from Php8,929.58 million in 2021 to Php14,526.21 million in 2022. Lease liability exhibited a decrease of Php285.08 million or 4.60% from Php6,195.50 million in 2021 to Php5,910.43 million in 2022. Other Payables exhibited an increase of Php118.26 million or 50.57% from Php233.87 million in 2021 to Php352.13 million in 2022.

Equity increased by Php728.59 million or 9.24% from Php7,888.84 million in 2021 to Php8,617.43 million in 2022.

**Material Changes in the Financial Statements Items:**  
***Increase/Decrease of 5% or more versus December 31, 2021***

**Statements of Financial Position**

*38.29% decrease in cash and cash equivalents*

Due to payment of operating expenses and construction costs in relation to the construction of the Main Hotel Casino and repayment of liabilities to related parties.

*27.71% increase in prepayments and other current assets*

Due to prepaid expenses and input value-added taxes recognized in relation to construction costs of the Main Hotel Casino.

*8.29% increase in deposits for property and equipment*

Due to additional advances to suppliers and contractors in relation to the construction of the Main Hotel Casino.

*32.34% increase in property and equipment*

Due to the capitalized construction costs as construction in progress in relation to the construction of the Main Hotel Casino.

*8.86% decrease in right-of-use asset*

Due to the adjustment equivalent to the remeasurement of the lease liability incidental to the change in the commencement date of casino operations from May 2023 to December 2024.

*21.17% decrease in trade and other payables*

Due to decrease in unpaid construction related invoices as of June 30, 2022.

*55.64% decrease in due to related parties*

Due to the payment of the accrued interest from a loan availed from a related party.

*100% decrease in loan from a related party*

Settled through the off-setting arrangement upon issuance of a convertible bond.

*62.68% increase in convertible bonds*

Due to the issuance of new convertible bond to settle the loan from related party.

*50.57% increase in other payables*

Due to additional retention payable from billings in relation to the construction of the Main Hotel Casino.

***Increase/Decrease of 5% or more versus June 30, 2021***

**Statements of Income**

*507.76% increase in foreign exchange loss*

Mainly due to translation adjustment to foreign denominated financial liabilities such as loan from a related party, lease liability and due to related parties.

20.80% decrease in operating expenses

Due to the decrease of employee headcount in a subsidiary during the period.

100% decrease in equity in interest expense

Due to the capitalization of the interest incurred from short-term borrowings, lease liability, and convertible bonds.

96.78% decrease in tax expense

This was a result of the disposal of the Group's investment in an associate in 2021. No similar transaction in 2022.

94.74% decrease in equity in interest income

Due to the offsetting of the interest income to the interest expense to be capitalized as construction in progress in relation to the construction of the Main Hotel Casino.

## KEY PERFORMANCE INDICATORS

Presented below are the top five (5) key performance indicators of the Group:

	June 30, 2022	December 31, 2021
Current Ratio *1	5.36 : 1.00	0.92 : 1.00
Quick Ratio *2	4.37 : 1.00	0.83 : 1.00
Debt to Equity Ratio *3	2.51 : 1.00	2.89 : 1.00

	June 30, 2022	June 30, 2021 As Restated
Return on Assets *4	-1.47%	- see Note 2 -0.54%
Return on Equity *5	-5.45%	-1.75%

\*1 – *Current Assets / Current Liabilities*

\*2 – *Cash and Cash Equivalents and Short-term Investments / Current Liabilities*

\*3 – *Total Liabilities / Equity*

\*4 – *Net Profit (Loss) / Average Total Assets*

\*5 – *Net Profit (Loss) / Average Equity*

There are no other significant changes in the Group's financial position (5% or more) and condition that will warrant a more detailed discussion. Further, there are no material events and uncertainties known to management that would impact or change reported financial information and condition on the Group.

There are no known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Group's liquidity in any material way.

There are no other known events that will trigger direct or contingent financial obligation that is currently considered material to the Group, including any default or acceleration of an obligation.

The Group does not anticipate having any cash flow or liquidity problems. The Group is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments. The Group has material commitments for capital expenditures amounting to approximately Php21,976.5 million as of June 30, 2022 in relation to the construction of the Main Hotel Casino.

There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

The Group has no unusual nature of transactions or events that affects assets, liabilities, equity, net income or cash flows.

There are no other material issuances, repurchases or repayments of debt and equity securities.

There are no seasonal aspects that had a material effect on the financial condition or results of operations of the Group.

There are no other material events subsequent to the end of the period that have not been reflected in the financial statements for the period.

There are no other changes in estimates of amount reported in periods of the current financial year or changes in estimates of amounts reported in prior financial years.





**EXHIBIT 9**

**SUNTRUST RESORT HOLDINGS, INC. AND SUBSIDIARIES**  
**ANNEX 68-E - SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**  
**June 30, 2022 and December 31, 2021**

<b>Ratio</b>	<b>Formula</b>	<b>June 30, 2022</b>	<b>December 31, 2021</b>
Current ratio	Current assets / Current liabilities	5.36	0.92
Acid test ratio	Quick assets / Current liabilities (Quick assets include current assets less other current assets)	4.37	0.83
Solvency ratio	Total liabilities / Total assets	0.72	0.74
Debt-to-equity ratio	Total liabilities / Total stockholders' equity	2.51	2.89
Asset-to-equity ratio	Total assets / Total stockholders' equity	3.51	3.89
Interest rate coverage ratio	EBIT / Total interest	n/a	n/a
Return on equity	Net loss / Average total equity	-0.05	-0.06
Return on assets	Net loss / Average total assets	-0.01	-0.02
Net profit margin	Net loss / Total revenues	-	-