



26 April 2024

Philippine Dealing & Exchange Corp.
29th Floor, BDO Equitable Tower,
8751 Paseo de Roxas,
Makati City 1226

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**
Head - Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.

Dear Atty. Selleza:

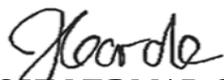
In compliance with PDEx Rule 7.9.3, we enclose a copy of Cebu Landmasters, Inc.'s ("CLI" or the "Company") disclosure filing to The Philippine Stock Exchange, Inc.

We trust that this submission meets your requirements. If you have questions and/or clarifications, please feel free to contact the undersigned. Thank you.

Very truly yours,

CEBU LANDMASTERS, INC.

By:


ATTY. JOHN EDMAR G. GARDE
Legal Counsel and Compliance Senior Manager

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter

CEBU LANDMASTERS, INC.

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

CEBU CITY, CEBU, PHILIPPINES

4. SEC Identification Number

CS200321240

5. BIR Tax Identification Code

227-599-320-000

6. Address of principal office

10TH FLOOR, PARK CENTRALE TOWER, JOSE MA. DEL MAR ST., CEBU I.T. PARK,
BRGY. APAS, CEBU CITY, PHILIPPINES

Postal Code

6000

7. Registrant's telephone number, including area code

(032) 231-4870

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

04 JUNE 2024, 9:30 A.M., Hybrid of remote through teleconferencing and/or
videoconferencing, and in-person in Citadines, Baseline Center, Juana Osmeña St.,
Cebu City 6000

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

May 14, 2024

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

N/A

Address and Telephone No.

N/A

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES	3,465,201,467
PREFERRED SHARES	4,280,340

13. Are any or all of registrant's securities listed on a Stock Exchange?

- Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE - COMMON SHARES AND PREFERRED SHARES



Cebu Landmasters, Inc.

CLI

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
*References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	Jun 4, 2024
Type (Annual or Special)	Annual
Time	9:30 AM
Venue	Hybrid of remote through teleconferencing and/or videoconferencing, and in-person in Citadines, Baseline Center, Juana Osmeña St., Cebu City
Record Date	Apr 23, 2024

Inclusive Dates of Closing of Stock Transfer Books

Start Date	Apr 24, 2024
End date	Apr 30, 2024

Other Relevant Information

If you are a CLI stockholder as of 23 April 2024 and intend to join this Annual Stockholders Meeting to be held on 04 June 2024, kindly send an email to corporate.secretary@cebulandmasters.com. Thank you.

Filed on behalf by:

Name	Atty. John Edmar Garde
Designation	Legal Counsel & Compliance Senior Manager

SEC Number: CS200321240

File Number: _____

CEBU LANDMASTERS, INC.

(Company's Full Name)

**10TH FLOOR, PARK CENTRALE TOWER
JOSE MA. DEL MAR ST., B2 L3
CEBU IT PARK, BRGY. APAS
CEBU CITY, PHILIPPINES 6000**

(Company Address)

(032) 231 - 4870

(Telephone Number)

December 31, 2023

(Fiscal Year Ended)

SEC Form 20-IS

Preliminary Information Statement

(Form Type)

(Amendments)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **CEBU LANDMASTERS, INC.**
3. **CEBU, PHILIPPINES**
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **CS200321240**
5. BIR Tax Identification Code: **227-599-320-000**
6. **10th Floor, Park Centrale Tower, Jose Ma. del Mar St.
B2 L3, Cebu IT Park, Brgy. Apas, Cebu City, Philippines**
 Address of principal office **6000**
Postal Code
7. Registrant's telephone number, including area code: **(032) 231-4870**
8. **04 June 2024, 9:30 A.M., hybrid of remote, through teleconferencing, videoconferencing,
and in-person in Citadines, Baseline Center, Juana Osmeña St., Cebu City 6000 Philippines**
 Date, time, and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent to security holders

29 April 2024 (Preliminary Information Statement)
14 May 2024 (Definitive Information Statement)
10. **In case of Proxy Solicitations:**

Name of Person Filing the Statement/Solicitor: NOT APPLICABLE

Address and Telephone No.: NOT APPLICABLE
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Number of Shares of Common Stock
Outstanding or Amount of Debt Outstanding

Title of Each Class	2023 (as of 31 December 2023)	2024 (as of 31 March 2024)	As of 23 April 2024 (Record Date)
Common Shares - Outstanding	3,465,201,467	3,465,201,467	3,465,201,467
Common Shares - Treasury	158,250,530	158,250,530	158,250,530
Series A Preferred Shares	Nil	Nil	4,280,340

12. Are any or all of the registrant's securities listed in a Stock Exchange?
 Yes No

 If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange – Common Shares
Philippine Stock Exchange – Preferred Shares

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**PART I.
INFORMATION REQUIRED IN INFORMATION STATEMENT**

A. GENERAL INFORMATION

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

DATE: 04 June 2024 (Tuesday)
TIME: 9:30 A.M.
VENUE: Hybrid of remote, through teleconferencing and/or videoconferencing, and in-person in Citadines, Baseline Center, Juana Osmeña St., Cebu City 6000 Philippines

Mailing Address of Principal Office:

10th Floor, Park Centrale Tower, Jose Ma. del Mar St., B2 L3, Cebu IT Park, Brgy. Apas, Cebu City,
Philippines 6000

The Information Statement, specifically the Preliminary Information Statement (SEC Form 20-IS) and its accompanying annexures, may be accessed by CLI stockholders on or before 29 April 2024 at the Company website (see link below). CLI undertakes to publish and upload copy of its Definitive Information Statement (SEC Form 20-ISA) and its accompanying annexures at the Company website no later than 14 May 2024, which is fifteen (15) business days before CLI's 2024 ASM, in compliance with the requirements of the Securities and Exchange Commission.

<https://cebulandmasters.com/investor-relations/stockholders-meeting>

Item 2. Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code of the Philippines (R.A. 11232), a stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

- (a) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code;
- (c) In case of merger or consolidation; and
- (d) Investment of funds in any other corporation or business or for any purpose other than the primary purpose for which the Corporation was organized.

There are no matters to be acted upon in this Regular Stockholders Meeting of Cebu Landmasters, Inc. ("CLI" or the "Company") that may give rise to the exercise of appraisal rights by stockholders in accordance with the afore-quoted provisions of the Revised Corporation Code.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) There exists no conflict-of-interest situation for any of the individual members of the CLI Board of Directors ("CLI Directors") that require disclosure under this item.
- (b) None of the CLI Directors is opposing any action to be taken by the Company in this Regular Stockholders' Meeting. CLI is not aware of any other party who has indicated an intention to oppose the motions set forth in the Agenda.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) **Number of Outstanding Shares as of 23 April 2024 (Record Date)**

Common Shares - Outstanding	3,465,201,467
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(Voting)	
Common Shares - Treasury (Non-Voting)	158,250,530
Series "A" Preferred Shares (Non-Voting)	4,280,340

(b) Record Date: 23 April 2024

Pursuant to the resolution of the CLI Board during its regular meeting held on 18 March 2024, all CLI shareholders entitled to vote as of Record Date (23 April 2024) are entitled to attend and vote at the Regular Stockholders' Meeting to be held on 04 June 2024.

(c) Manner of Voting

Each holder of CLI voting shares is entitled to one (1) vote for every outstanding common share in accordance with Section 7, Article III of CLI's By-laws as amended on 01 July 2016.

For the election of Board directors, holders of CLI shares entitled to vote as of the record date of 23 April 2024 may vote their shares by way of "cumulative voting for one candidate" or "cumulative voting by distribution", all in keeping with Sec. 23 of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines ("RCC", for brevity).

In "cumulative voting for one candidate", a holder of CLI stocks entitled to vote may lump and vote all of his/her cumulative shares for one candidate such that if he/she owns 1,000 voting shares and there are nine (9) directors standing for election, he/she may cast all of his/her 9,000 votes in favor of one candidate. In "cumulative voting by distribution", he/she may cast his/her 9,000 votes among two or more candidates equally or some other proportion at his/her discretion. The Company sets no condition precedent for the exercise of one voting method over the other since these options are provided for by law.

Consistent with Sec. 57 of the RCC, CLI stockholders may vote in person or by proxy in all meetings of stockholders.

Proxies shall be in writing, signed, and filed by the stockholder in any form authorized by CLI's By-laws and received by the Office of the Corporate Secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

As of this publication, voting through remote communication or in absentia is not yet authorized in the Company's By-laws or by the majority of the Board of Directors. However, stockholders or their proxies who wish to join this Regular Stockholders' Meeting remotely can send their ballots or proxy forms, where they can indicate their votes on every agenda item, to the Corporate Secretary on or before May 28, 2024 so that such votes can be counted prior to the meeting. Copies of the ballots and proxy forms are attached herewith as Annexures "B", "C", and "D".

As regards treasury shares, pursuant to Sec. 56 of the RCC, the same shall have no voting rights as long as they remain in the treasury.

The recently issued and listed Series "A" Preferred Shares have no voting rights except as specifically provided under the RCC. Hence, the holders and/or beneficial owners of Series "A" Preferred Shares are not eligible or entitled to vote for and elect the CLI Directors and/or vote for other agenda items in the Regular Stockholders Meeting.

(d) Security Ownership of Certain Record and Beneficial Owners

Below are the holders and/or beneficial owners of CLI shares of stock and which are entitled to vote as of Record Date (23 April 2024):

Class	Name, Address of Owner and	Name of Beneficial Owner and	Citizenship	No. of Issued and Outstanding Shares	Percentage to Total Issued and
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	Relationship with Issuer	Relationship with Record Owner			Outstanding Shares
Common	<p>AB Soberano Holdings Corp.</p> <p>Address: 2nd Street Villa San Lorenzo, Quijada Street, Guadalupe, Cebu City 6000</p> <p>Relationship with CLI: Parent Company</p>	<p>AB Soberano Holdings Corp.</p> <p>(Direct)</p>	Filipino	2,198,385,729	60.67%
Common	<p>AB Soberano Holdings Corp.</p> <p>Address: 2nd Street Villa San Lorenzo, Quijada Street, Guadalupe, Cebu City 6000</p> <p>Relationship with CLI: Parent Company</p>	<p>AB Soberano Holdings Corp.</p> <p>(Direct)</p>	Filipino	21,345,560	0.59%
Common	<p>AB Soberano Holdings Corp.</p> <p>Address: 2nd Street Villa San Lorenzo, Quijada Street, Guadalupe, Cebu City 6000</p> <p>Relationship with CLI: Parent Company</p>	<p>AB Soberano Holdings Corp.</p> <p>(Direct)</p>	Filipino	63,675,306	1.76%
Common	<p>AB Soberano Holdings Corp.</p> <p>Address: 2nd Street Villa San Lorenzo, Quijada Street, Guadalupe, Cebu City 6000</p> <p>Relationship with CLI: Parent Company</p>	<p>AB Soberano Holdings Corp.</p> <p>(Direct)</p>	Filipino	5,463,500	0.15%
Common	<p>PCD NOMINEE CORP. (FILIPINO)</p> <p>Address: PDS Group 29th Floor, BDO Equitable Tower, 8751 Paseo de</p>	<p>PCD participants acting for themselves or for their customers</p> <p>(Indirect)</p>	Filipino	1,242,864,983	34.30%

	Roxas, Makati City 1226 Relationship with CLI: None				
Common	PCD NOMINEE CORP. (NON-FILIPINO) Address: PDS Group 29th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City 1226 Relationship with CLI: None	PCD participants acting for themselves or for their customers (Indirect)	Others	42,752,352	1.18%
Common	Jose R. Soberano III (Direct) Address: #2 Villa San Lorenzo, Don Gervacio Quijada St., Guadalupe, Cebu City Relationship with CLI: Chairman of the Board, President, and CEO of CLI. He is nominated as Director for the election in the annual stockholders meeting.	Jose R. Soberano III (Direct)	Filipino	31,220,000	0.86%
Common	Jose Franco B. Soberano Address: #2 Villa San Lorenzo, Don Gervacio Quijada St., Guadalupe, Cebu City Relationship with CLI: Director, COO and Executive Vice-President of CLI. He is nominated as Director for the election in the annual stockholders meeting.	Jose Franco B. Soberano (Direct)	Filipino	7,247,500	0.20%

Common	<p>Janella Mae B. Soberano-Wu</p> <p>Address: #2 Villa San Lorenzo, Don Gervacio Quijada St., Guadalupe, Cebu City</p> <p>Relationship with CLI: Assistant Vice-President for Corporate Communications and Customer Relations</p>	<p>Janella Mae B. Soberano-Wu</p> <p>(Direct)</p>	Filipino	5,017,500	0.14%
Common	<p>Joanna Marie B. Soberano-Bergundthal</p> <p>Address: #2 Villa San Lorenzo, Don Gervacio Quijada St., Guadalupe, Cebu City</p> <p>Relationship with CLI: Director and Vice-President for Marketing of CLI. She is nominated as Director for the election in the annual stockholders meeting.</p>	<p>Joanna Marie B. Soberano-Bergundthal</p> <p>(Direct)</p>	Filipino	5,017,500	0.14%
Common	<p>Ma. Nona A. Velez</p> <p>Address: Cebu City</p> <p>Relationship with CLI: None</p>	<p>Ma. Nona A. Velez</p>	Filipino	300,000	0.01%
Common	<p>Myrna P. Villanueva</p> <p>Address: Pasay City</p> <p>Relationship with CLI: None</p>	<p>Myrna P. Villanueva</p> <p>(Direct)</p>	Filipino	39,300	0.00%
Common	<p>Milagros P. Villanueva</p> <p>Address: Pasay City</p>	<p>Milagros P. Villanueva</p> <p>(Direct)</p>	Filipino	22,300	0.00%

	Relationship with CLI: None				
Common	Marietta V. Cabreza Address: Imus City, Cavite Relationship with CLI: None	Marietta V. Cabreza (Direct)	Filipino	22,300	0.00%
Common	Lolita Siao-Ignacio Address: Muntinlupa City Relationship with CLI: None	Lolita Siao-Ignacio (Direct)	Filipino	22,300	0.00%
Common	Maria Lourdes M. Onozawa Address: Cebu City Relationship with CLI: None	Maria Lourdes M. Onozawa	Filipino	22,300	0.00%
Common	Myra P. Villanueva Address: Pasay City Relationship with CLI: None	Myra P. Villanueva (Direct)	Filipino	33,450	0.00%
Common	Owen Nathaniel S AU ITF: LI MARCUS AU Address: Bacolod City Relationship with CLI: None	Owen Nathaniel S AU ITF: LI MARCUS AU (Indirect)	Filipino	111	0.00%
Common	Jesus N. Alcordo Address: Muntinlupa City Relationship with CLI: Former Independent Director of CLI	Jesus N. Alcordo (Direct)	Filipino	2	0.00%
Common	Ma. Aurora D. Geotina-Garcia Address: 27 Sanson St., Corinthian Gardens, Quezon City	Ma. Aurora D. Geotina - Garcia (Direct)	Filipino	2	0.00%

	Relationship with CLI: Independent Director of CLI and nominated as such for the election in the annual stockholders meeting.				
Common	Rufino Luis T. Manotok Address: 133 Rizal St., Ayala Southvale Village, Bacoor, Cavite Relationship with CLI: Lead Independent Director of CLI and nominated as such for the election in the annual stockholders meeting.	Rufino Luis T. Manotok (Direct)	Filipino	2	0.00%
TOTAL				3,623,451,997	100%

In all stockholders' meetings, both regular and special, the Company shares held by AB Soberano Holdings Corp. are to be voted by JOSE FRANCO B. SOBERANO, who is one of its directors.

Meanwhile, there are two (2) companies under the PCD Nominee Corp. that hold at least five percent (5%) of CLI's shares as of this filing, namely Social Security System and BDO Securities Corporation. The Company has no information as to who would vote on their behalf since neither of them have sent their proxy forms to the Corporate Secretary as of this writing.

The recently issued and listed Series "A" Preferred Shares have no voting rights except as specifically provided under the Revised Corporation Code. Hence, the holders and/or beneficial owners of Series "A" Preferred Shares are not eligible or entitled to vote for and elect the CLI Directors and/or vote for other agenda items in the Regular Stockholders Meeting.

(e) Voting Trust Holders of 5% or More

To the best of the Company's knowledge, none of its security holders has created a voting trust for the purpose of conferring upon a trustee or trustees the right to vote and other rights pertaining to their shares as described and allowed under Sec. 58 of the RCC. As such, the other details required by this section are not applicable for purposes of this information statement.

(f) Change in Control of the Registrant since the Beginning of its last Fiscal Year

There is no change in control of the Registrant since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

(i) Information about Directors

At present, the Board consists of nine members, including three (3) independent directors in accordance with the requirements of the Securities Regulation Code and the SEC's Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, series of 2016). All of the Company's incumbent directors, including its independent directors, were re-elected at the Company's regular

stockholders' meeting held on 01 June 2023 and will continue to serve as such until the next annual stockholders meeting or until their successors have been duly elected and qualified.

Members of the Board of Directors

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Citizenship</u>	<u>Date of first appointment as CLI Director</u>
Jose R. Soberano III	68	Chairman of the Board, President, and Chief Executive Officer (CEO)	Filipino	September 2003
Ma. Rosario B. Soberano	65	Director, Treasurer and Executive Vice-President	Filipino	September 2003
Jose Franco B. Soberano	38	Director, Chief Operating Officer (COO), and Senior Executive Vice-President	Filipino	November 2010
Beauregard Grant L. Cheng	42	Director, Chief Financial Officer (CFO), and Executive Vice-President	Filipino	May 2019
Joanna Marie S. Bergundthal	36	Director, Senior Vice-President for Marketing and Asst. Treasurer	Filipino	February 2017
Rufino Luis T. Manotok	73	Lead Independent Director	Filipino	February 2017
Ma. Aurora D. Geotina-Garcia	71	Independent Director	Filipino	February 2017
Atty. Ma. Jasmine S. Oporto	64	Independent Director	Filipino	August 2018
Stephen A. Tan	67	Non-Executive Director	Filipino	May 2019

Jose R. Soberano III, 68, Filipino, has been the Company's Chairman, CEO, and President since its incorporation in September 2003. He obtained a Bachelor of Arts degree in Economics from the Ateneo De Manila University in 1976 and completed the Strategic Business Economics Program at the University of Asia and Pacific in 2000. In 2015, he completed the Advanced Management Development Program in Real Estate from the Harvard University Graduate School. He previously worked for the Ayala Group of Companies for over 23 years, including various stints in Ayala Investment, Bank of the Philippine Islands, and in Ayala Land, Inc. where he was appointed Senior Division Manager in 1997. He was Vice-President of Cebu Holdings, Inc., the pioneer Ayala Land subsidiary in Cebu City when he resigned in 2000 from Ayala. He served as President of the Rotary Club of Cebu in 2011, and President of the Chamber of Real Estate Builders Association-Cebu (CREBA-Cebu) in 2010. Mr. Jose R. Soberano III has more than 20 years of experience in managing and heading companies engaged in real estate development.

Other present directorships:

In addition to his directorships and key positions held in joint ventures and other entities within the CLI Group, all non-publicly listed entities, Jose R. Soberano III also holds the following directorships and positions in the following non-publicly listed entities ("Non-PLC"). He does not hold directorships in other publicly-listed companies.

Name of Entity	Classification	Position
Center for Technology and Enterprise Inc.	Non-PLC	Chairman of the Board
Sri Visayan Foundation Inc.	Non-PLC	President
Cebu Country Club, Inc.	Non-PLC	President
Sugbu Chinese Heritage Museum Foundation Inc.	Non-PLC	Director and Treasurer
University of San Carlos	Non-PLC	Director and Trustee

Ma. Rosario B. Soberano, 65, Filipino, has served as the Director, Treasurer, and Executive Vice-President of the Company since September 2003. She received a Bachelor of Science major in Accountancy degree in 1979 and graduated summa cum laude from St. Theresa's College in Cebu. She also obtained a Master's Degree in Business Administration from the University of the Philippines ("UP") - Cebu in 1983. She is a Certified Public Accountant and a licensed real estate broker duly registered with

the Professional Regulations Commission and Department of Human Settlements and Urban Development.

Other present directorships:

In addition to her directorships and key positions held in joint ventures and other entities within the CLI Group, all non-publicly listed entities, Ma. Rosario B. Soberano does not hold directorships in other entities outside the CLI Group.

Jose Franco B. Soberano, 38, Filipino, has served as Director and COO since November 2010. He received a degree in Bachelor of Science in Management, major in Legal Management and minor in Finance, from the Ateneo de Manila University in 2007. In 2012, he obtained a Master's Degree in Real Estate Development from Columbia University in New York City. Prior to joining the Company, he was a Project Manager at Hewlett-Packard Asia Pacific (HK) Ltd.

Other present directorships:

In addition to his directorships and key positions held in joint ventures and other entities within the CLI Group, all non-publicly listed entities, Jose Franco B. Soberano also holds the following positions in other non-publicly listed entities ("Non-PLC"). He does not hold directorships in other publicly-listed companies.

Name of Entity	Classification	Position
Global Shapers – Cebu Hub <i>(an initiative of the World Economic Forum)</i>	Non-PLC	Founding Member
Sacred Heart School – Ateneo de Cebu Alumni Association	Non-PLC	President

Beauregard Grant L. Cheng, 42, Filipino, is the CFO and an Executive Director of CLI since May 2019. Before joining CLI, he was a Senior Deal Manager with a rank of Vice-President at BDO Capital & Investment Corporation. He led his project teams in managing various complex capital market transactions and advised companies in a broad array of industries on corporate restructuring and reorganization. Previously, he was a private banker based in Singapore handling accounts for high net worth individuals and institutions. He is a registered Chartered Financial Analyst ("CFA") Charter holder and is a member of the CFA Philippines Society. He earned his degree in Bachelor of Science in Manufacturing Engineering and Management as a Star Scholar from De La Salle University Manila and graduated Magna Cum Laude. He was awarded as one of the Top Ten Outstanding Students of the Philippines by the Philippine President. He earned his Masters of Science in Wealth Management with distinction from Singapore Management University and Swiss Finance Institute in Zurich. He was awarded as the 2022 ING-FINEX CFO of the Year, becoming its youngest recipient and the first awardee from a non-conglomerate organization. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or officers of CLI.

Other present directorships:

In addition to his directorships and key positions held in joint ventures and other entities within the CLI Group, all non-publicly listed entities, Beauregard Grant L. Cheng does not hold directorships in other entities outside the CLI Group.

Joanna Marie S. Bergundthal, 36, Filipino, has served as Director of the Company since February 2017, and joined the Company as Vice-President and Marketing Director in July 2016. She earned from the University of Asia and the Pacific both her Bachelor and Master of Arts in Communication, Major in Integrated Marketing Communication in 2008 and 2009, respectively. She was Top 1 of her Batch 2008. Prior to joining the Company, she was a Marketing Manager of the Global Team of Nestle based in Switzerland from June 2014 to August 2015 and was Marketing Project Manager based in Thailand from August 2015 to June 2016. In October 2013 to May 2014, she worked as a Marketing Manager of Nestle Philippines.

Other present directorships:

In addition to her directorships and key positions held in joint ventures and other entities within the CLI Group, all non-publicly listed entities, Joanna Marie S. Bergundthal does not hold directorships in other entities outside the CLI Group.

Rufino Luis T. Manotok, 73, Filipino, joined as one of the Company's Independent Directors in February 2017. He finished the Advanced Management Program of Harvard Business School in 1994. He earned his Master of Business Management degree from the Asian Institute of Management in 1973, and Bachelor of Arts, major in Economics from the Ateneo de Manila University in 1971. He was the Chairman and President of Ayala Automotive Holdings Corporation from 2009 to 2012. From 2007 to 2009, he was

Ayala Corporation's Senior Managing Director, CFO, and Chief Information Officer. He was Managing Director, heading the Strategic Planning Group of Ayala Corporation from 1998 to 2006. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors of the Company.

Other present directorships:

Name of Entity	Classification	Nature of Directorship
Philippine Savings Bank	Publicly-listed	Independent Director
Manila Medical Services, Inc. (Manila Doctors Hospital)	Non-PLC	Independent Director
Manarsa Holdings, Inc.	Non-PLC	Chairman of the Board
Manotok Bros., Inc.	Non-PLC	Executive Director

Ma. Aurora D. Geotina-Garcia, 71, Filipino, has been an Independent Director of CLI since February 2017. A Certified Public Accountant, she started her professional career at SGV & Co. (Ernst & Young Philippines), where she led the Firm's Global Corporate Finance Division. She is the Founding Chairperson and President of the Philippine Women's Economic Network, Chairperson of the Governing Council of the Philippine Business Coalition for Women Empowerment, and Chairperson of the NextGen Organization of Women Corporate Directors. She is also the first female Chairperson of the Bases Conversion and Development Authority (BCDA) (2015 - 2016), and was a Director of BCDA subsidiaries. She is currently the President of Mageo Consulting Inc., a company providing business advisory and corporate finance consulting services. She is also the Chairperson and Trustee of the Shareholders' Association of the Philippines, and a Fellow and immediate past Vice Chairperson of the Institute of Corporate Directors (ICD). Ms. Garcia received her Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines in 1973 and completed her Master of Business Administration from the same university in 1978. In 2012, she received the Distinguished Alumni Award from the University of the Philippines and was recognized as ASEAN Woman Entrepreneur at the ASEAN Business Awards in 2019. In March 2023, she received from the Philippines Board of Accountancy the Accountancy Centenary Award as one of 100 notable Certified Public Accountants in the country, in celebration of the Centenary of the Accounting Profession in the Philippines. She is not related within the fourth civil degree either by consanguinity or affinity to any of the directors of the Company.

Other present directorships:

Name of Entity	Classification	Nature of Directorship / Position
ENEX Energy Corp.	Publicly-listed	Lead Independent Director
Professional Services, Inc.	Non-PLC	Independent Director
Mageo Consulting Inc.	Non-PLC	President

Atty. Ma. Jasmine S. Oporto, 64, Filipino, joined the Board of Directors of CLI as an Independent Director in August 2018. She obtained her Juris Doctor degree from the UP College of Law, and Bachelor of Landscape Architecture (*cum laude*) from the UP College of Architecture. She is a member of both the Philippine and New York bar associations. She also attended the Comparative International and American Law Program of the Center for American and International Law. She is an experienced Chief Legal Officer, Chief Compliance Officer, and Corporate Secretary and has worked in said capacities with publicly listed companies, including Aboitiz Equity Ventures, Inc. and Aboitiz Power Corporation. She is also a certified Compliance & Risk Management Professional with the GRC Institute of Australia. In her legal practice, she has intensive experience in working with a wide network of external and in-house legal counsels for labor, commercial litigation, securities law, power industry regulation, land, infrastructure capital, and general corporate law. She is not related within the fourth civil degree either by consanguinity or affinity to any of the directors of the Company.

Other present directorships:

Atty. Ma. Jasmine S. Oporto has no other current and existing directorships in the Philippines (listed or non-listed).

Stephen A. Tan, 67, Filipino, has been a member of the CLI board as Non-Executive Director since May 2019. He is a Certified Public Accountant and a holder of an MBA, with distinction, from Katholieke Universiteit te Leuven in Belgium and a Bachelor of Science in Management Engineering from Ateneo de Manila University. He is also a Hubert H. Humphrey (Fulbright) Fellow in Agricultural Economics at the University of California, Davis. He earned his degree in Accounting from the University of San Carlos. Prior to retiring from CLI as CFO in May 2019, he has also served as CFO and Treasurer at various companies engaged in real estate development, construction, food, and shipbuilding, among others. For more than 30 years, he has been a part-time MBA professor in leading universities in Cebu City. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or officers of CLI.

Other present directorships:

Name of Entity	Classification	Nature of Directorship / Position
CLI-LITE Panglao Inc.	Non-PLC	Independent Director
Sacred Heart School – Ateneo de Cebu	Non-PLC	Board of Trustee
North Town Homes Homeowners' Association	Non-PLC	Director and Treasurer

(ii) **Nominees for Directors and Independent Directors**

The following are the nominees for CLI Directors, including CLI Independent Directors, for the 2024-2025 term who were all nominated by the Nominations Committee, composed of Dir. Jose R. Soberano III, Dir. Ma. Rosario B. Soberano, and Dir. Rufino Luis T. Manotok, the Chairperson of the Nominations Committee, in a regular meeting held on 01 March 2024. The Nomination Committee passed upon the qualifications of the nominees and ascertained that they do not possess any of the disqualifications. The nominated CLI Directors, including the nominated CLI Independent Directors, have signified their acceptance of the nominations.

Name	Age	Position	Citizenship
Jose R. Soberano III	68	Chairman of the Board	Filipino
Ma. Rosario B. Soberano	65	Director	Filipino
Jose Franco B. Soberano	38	Director	Filipino
Beauregard Grant L. Cheng	42	Director	Filipino
Joanna Marie S. Bergundthal	36	Director	Filipino
Rufino Luis T. Manotok	73	Lead Independent Director	Filipino
Ma. Aurora D. Geotina-Garcia	71	Independent Director	Filipino
Atty. Ma. Jasmine S. Oporto	64	Independent Director	Filipino
Stephen A. Tan	67	Non-Executive Director	Filipino

The nominated Independent Directors are independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out his or her responsibilities as a director in CLI. They do not own more than five (5%) of the outstanding shares of CLI and/or its subsidiaries and affiliates. They are not related to any director, officer, or shareholder owning at least 20% of the outstanding capital stock of CLI. They are likewise not acting as a nominee or representative of any director or substantial shareholder of CLI and/or any of its subsidiaries and affiliates pursuant to a Deed of Trust or under any contract or arrangement. They have not been employed in any executive capacity in CLI, any of its related companies, and/or by any of its substantial shareholders within the last two (2) years, or have not been retained, either personally or through his firm or any similar entity, as professional adviser, by CLI or any of its subsidiaries and affiliates, within the last two (2) years, and they have not engaged in any transaction with CLI and/or with any of its subsidiaries and affiliates, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted on an arm's length basis. Lastly, they all possess the qualifications of an independent director, and they suffer from none of the disqualifications as provided for under the Revised Corporation Code, the Securities Regulation Code, and its pertinent rules and regulations.

The nomination, pre-screening, and election of the Independent Directors were made in accordance with SRC Rule 38, as amended, Article IV, Section 3 of CLI's Amended By-laws, the Nomination Committee Charter, and its pertinent guidelines.

(iii) **Information about Key Executives and Officers**

Executive Officers

Name	Age	Position	Citizenship
Jose R. Soberano III	68	President and CEO	Filipino
Ma. Rosario B. Soberano	65	Treasurer and Executive Vice-President	Filipino

Jose Franco B. Soberano	38	COO and Senior Executive Vice-President	Filipino
Beauregard Grant L. Cheng	42	CFO and Executive Vice-President	Filipino
Joanna Marie S. Bergundthal	36	Senior Vice-President for Marketing and Asst. Treasurer	Filipino
Janella Mae S. Wu	32	Assistant Vice-President for Corporate Communications and Customer Relations	Filipino
Atty. Larri-Nil G. Veloso	45	First Vice-President for Legal and Asst. Corporate Secretary	Filipino
Marie Rose C. Yulo	55	First Vice-President for Sales	Filipino
Engr. Pedrito A. Capistrano, Jr.	60	First Vice-President for Engineering	Filipino
Sylvan John M. Monzon	48	First Vice-President for Business Development	Filipino
Mark Leo M. Chang	45	Vice-President for External Affairs	Filipino
Atty. Alan C. Fontanosa	61	Corporate Secretary	Filipino
Atty. John Edmar G. Garde	35	Compliance Officer	Filipino
Clarissa Mae A. Cabalda	34	Investor Relations Officer	Filipino
Marilou P. Plando	48	Chief Risk Officer	Filipino
Suzette Go	53	Data Protection Officer	Filipino

For the description of the business experience, educational background, and other directorships, as applicable, of Jose R. Soberano III, Ma. Rosario B. Soberano, Jose Franco B. Soberano, Beauregard Grant L. Cheng, and Joanna Marie S. Bergundthal, please refer to the description set out under the section “Information about Directors”.

Janella Mae S. Wu, 32, Filipino, joined the Company as Corporate Communications and Customer Relations Head in January 2020. She obtained her Bachelor of Arts in Integrated Marketing Communications degree from the University of Asia and the Pacific, Manila in 2013 and completed her Master of Science in Strategic Communications at Columbia University, New York in 2020. Prior to graduate school, she worked for the Company as Marketing Manager from 2017 to 2018 and United Laboratories (UNILAB) as Brand Manager from 2013 to 2017. She is the daughter of Jose R. Soberano III and Ma. Rosario Soberano.

Atty. Larri-Nil G. Veloso, 45, Filipino, is the First Vice-President for Legal and serves as the Company’s Assistant Corporate Secretary. An experienced practitioner in Corporate Law, he holds a Bachelor of Arts in Mass Communication from UP and earned his Bachelor of Laws from the University of Southern Philippines Foundation. While finishing law school, he worked for print and online newspapers, occupying various positions in progression from correspondent, staff reporter, copy editor, copywriter, junior editor, group editor, to managing editor. Prior to joining the Company, he was the Corporate Legal Counsel of InfoWeapons Corporation, an American-owned software company specializing in networking appliances, and later promoted as General Manager. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Marie Rose C. Yulo, 55, Filipino, is the Company’s First Vice-President for Sales. Prior to this, she was the Assistant Vice-President for both Sales and Marketing from March 2011 until August 2016 when the Company spun off its marketing unit as a separate department to provide focused attention to the equally challenging marketing and branding initiative of the Company. She also has significant experience in the areas of travel and tours, and banking. She completed her Bachelor of Science degree in Business Administration at the University of San Carlos and earned MBA units from the University of the Visayas. She is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Engr. Pedrito A. Capistrano Jr., 60, Filipino, is the First Vice-President for Engineering of the Company. He is a licensed engineer in the field of Civil Engineering and Geodetic Engineering. He has been working with the Company since August 2011 when he was hired as Project Manager. His more than 34 years of experience has established his solid foundation and credibility in the construction and allied fields. Some of the established companies he had worked for were Filinvest Land Inc., Robinsons Land Corporation, Cebu Industrial Park Developers, Inc., AboitizLand, Inc. and Aboitiz Construction Group, Inc. He finished his Bachelor of Science degree in Civil Engineering at Cebu Institute of Technology University in Cebu City and earned his Master of Science in Management Engineering from the University of the Visayas

also in Cebu City. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Sylvan John M. Monzon, 48, Filipino, is the First Vice-President for Business Development. Prior to joining CLI, he held various positions in the real estate industry for more than 20 years such as Project Development Assistant Supervisor of Cebu Holdings, Inc., Assistant Chief Operating Officer of Ortigas and Company Limited Partnership, and as Head of Business Development of Ortigas and Company Holdings Inc. He graduated with a Bachelor of Science degree in Business Management from the University of Asia and the Pacific in Pasig City, Philippines. He also earned a Certificate in Business Economics from the same university. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Mark Leo M. Chang, 45, Filipino, is the Company's Vice-President for External Affairs. He graduated with a degree in Bachelor of Laws (Juris Doctor) from the University of San Carlos (USC) School of Law, Cebu City in 2009 and Bachelor in Business Management from UP – Cebu in 1999. In 1998, he was awarded as one of The Outstanding Student Leaders of UP Cebu by the Junior Jaycees of UP Cebu Chapter. He previously worked as Senior Manager for External Affairs of Cebu Holdings, Inc., a subsidiary of Ayala Land, Inc. from February 2015 to July 2017 (including as Consultant) and as Senior Manager for Permits with Countryside Water Services under Filinvest Development Corporation from August 2017 to June 2018. He held the position of Presidential Staff Officer V functioning as Executive Assistant and Political Officer under the Office of the Presidential Political Adviser Sec. Ronaldo M. Llamas of the Office of the President from April 2011 to December 2014. He also worked as an Intern (Researcher) at Sycip Salazar Hernandez Gatmaitan Law Office - Cebu Branch from September 2005 to March 2007. He used to be the National President of the Association of Law Students of the Philippines, a federation of law student councils in the country, for Academic Year (AY) 2008-2009 and President of USC Lex Circle (Law Student Council) for 2 terms in AY 2006-2008. He is one of the founders of Roco for President Youth Movement and Aksyon Kabataan, a youth arm of Aksyon Demokratiko, the political party of the late Sen. Raul S. Roco in 1998. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Atty. Alan C. Fontanosa, 61, Filipino, is the Corporate Secretary of CLI. He is a partner at the law firm, SyCip Salazar Hernandez & Gatmaitan (“SyCip”). He is also the partner in charge of SyCip’s Cebu Office. He obtained his undergraduate and law degree from the University of San Carlos and was admitted to the Philippine Bar in 1988. He has extensive legal practice of over 33 years, including the areas of industrial relations and labor litigation, civil and land cases, corporate services and housekeeping, special projects, real estate transactions, sale/disposition of assets, and conducting/supervising due diligence investigation. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Atty. John Edmar G. Garde, 35, Filipino, is the Compliance Officer of CLI. Prior to joining CLI as Legal Counsel & Compliance Senior Manager, he served as Manager/Director in the Business Tax Services of SGV & Co. (Ernst & Young - Philippines) where he assisted domestic and multinational clients from various industries, including real estate, hospitality, business process outsourcing, manufacturing, semiconductor, export, and entities registered with Investment Promotion Agencies such as PEZA and BOI. His areas and fields of practice include taxation (tax advisory services; tax advocacy services; taxation law), investment promotions and incentives law, corporate law and services, and legal and corporate compliance. He graduated *cum laude* from the University of San Carlos with a degree in Bachelor of Science in Management Accounting. He also received his law degree from the same university. He is a Certified Compliance Officer, having garnered the highest rating and certificate of excellence during the 2021 Certification Course for Compliance Officers of the Center for Global Best Practices. He is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Clarissa Mae A. Cabalda, 34, Filipino, has been the Investor Relations Officer of CLI since April 2017. She is a Certified Public Accountant and a holder of Master of Arts in Economics. She obtained her undergraduate and Master’s degree from the University of San Carlos. Prior to joining CLI, she previously worked at AboitizLand for 3 years in Corporate Finance. She has also extensive working experience in finance from reputable companies such as SM Prime Holdings, Inc. and KFC Philippines. She is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Marilou P. Plando, 48, Filipino, is the Assistant Vice-President for Risk Management and Chief Risk Officer of CLI since 2021. Prior to joining CLI, she worked at Aboitiz Equity Ventures, Inc. as its Assistant Vice President - Legal Business Administrator from 2011 to 2016 then as its Assistant Vice President - Enterprise Risk Manager from 2016 to 2018. She also held the position of Regional Operations Director with the Julie’s Bakeshop Group from 2018 to 2021. She obtained her Bachelor of Science in Industrial Engineering from the University of San Jose Recoletos in 1997, and her Master’s in Business Administration from the Philippine Christian University in 2020. She is not related within the fourth civil degree either by consanguinity or affinity to any of the directors or fellow executive officers in the Company.

Suzette Go, 53, is the Data Protection Officer of CLI. Before joining CLI in November 2021, Ms. Go had experience as an Information Systems Manager, a Compliance Officer for Privacy, and an ISO Management Representative for the publicly listed company Cebu Holdings, Inc., which was a subsidiary of Ayala Land, Inc. At the beginning of her career, she was a Programmer for SM Multistores Corporation, the SM company handling the Department Stores business, and was a Junior Programmer for Philippine Nitto Systems, a Japanese software development company.

(iv) **Material Legal Proceedings**

To the best of the Company's knowledge, none of the foregoing directors and key executives is involved in legal proceedings that are material in evaluating their ability or integrity to hold their respective offices or positions.

More specifically, none of the current directors, executive officers, and nominees of the Company has been a general partner or executive officer of a company subject of a bankruptcy petition nor held such position during the bankruptcy proceedings or within two years prior to that time. Neither do any of them has been convicted by final judgment in any criminal proceeding or currently facing one, both domestic or foreign; nor the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking activities. Finally, none of the Company's directors and executive officers has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

The Company and its subsidiaries are likewise not a party to, nor any of the Company's properties are the subject of any pending material litigation, arbitration or other legal proceeding, and no litigation or claim of material importance is known to the management and the directors to be threatened against the Company, its subsidiaries or any of its properties.

(v) **Resignation of Directors**

None of the current set of directors has resigned.

(vi) **Significant Employees**

There is no Non-Executive Officer(s) within the Company that is/are expected to make significant contributions to the business.

(vii) **Family Relationships**

The executive officers and members of the Board of Directors of the Company are not related by consanguinity or by affinity among each other, except: Jose R. Soberano III (husband of Ma. Rosario B. Soberano), Ma. Rosario B. Soberano (wife of Jose R. Soberano III), Jose Franco B. Soberano, Janella Mae S. Wu, and Joanna Marie S. Bergundthal (children of Spouses Jose R. Soberano III and Ma. Rosario B. Soberano).

(viii) **Related-Party Transactions**

The Company and its subsidiaries (the "Group"), in their regular conduct of business, have entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, and development, management, underwriting, marketing, leasing and administrative service agreements. Sales and purchases of goods and services to and from related parties are made on an arm's length basis and at current market prices at the time of the transactions.

These transactions are governed and monitored under a board-approved related party transaction policy ("RPT Policy") that enforces proper disclosure, approval protocols, and tests of arm's length standards. CLI employees are also required to promptly disclose any business and family-related transactions with the Company to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

In keeping with CLI's RPT Policy and Transfer Pricing Policy, the Company declares that all its related party transactions (RPTs) in 2023 were conducted in a fair and at arm's length basis and on terms not more favorable than those made to unrelated third parties under similar circumstances.

Pursuant to CLI's RPT Policy, related party transactions involving an amount of at least Php 50,000,000.00 or its equivalent are submitted to the RPT Committee for review and pre-approval. CLI's RPT Committee is tasked to review and ensure that these RPTs are conducted at arms' length basis and on terms not more favorable than those made to unrelated third parties under similar circumstances, and

in all cases comply with the provisions under its Transfer Pricing Policy. RPTs approved by the RPT Committee were then endorsed to the CLI Board for subsequent approval and/or ratification.

The amounts of the RPTs and the discussions of the business purposes of the arrangement, identification of the related parties transaction business with CLI and the nature of their relationship, how transaction prices were determined by the parties, and any ongoing contractual or other commitments as a result of the arrangement, are also disclosed and discussed accordingly in CLI's FY2023 Audited Financial Statements.

Item 6. Compensation of Directors and Executive Officers

The table below lists the Company's President and CEO and the four most highly compensated senior officers:

Name	Position
Jose R. Soberano III	President and CEO
Ma. Rosario B. Soberano	Treasurer and Executive Vice-President
Jose Franco B. Soberano	COO and Senior Executive Vice-President
Beauregard Grant L. Cheng	CFO and Executive Vice-President
Joanna Marie S. Bergundthal	Senior Vice-President for Marketing and Asst. Treasurer

The table below summarizes the aggregate compensation of the Company's President and CEO and the four most highly compensated executive officers, and all other officers and directors as a group, for the years ended December 31, 2020, 2021, 2022, 2023, and the estimated amount for 2024.

	Year	Basic Compensation (in ₱)	Other Compensation (in ₱)
President and CEO and the four most highly compensated executive officers named above.....			
	(est.) 2024	58,593,353.00	17,706,265.00
	2023	53,483,939.64	20,715,507.99
	2022	51,846,963.70	16,170,904.95
	2021	40,973,625.00	19,965,000.00
	2020	37,248,750.00	18,150,000.00

Each of the executive officers named above executed an employment contract with the Company and is entitled to receive retirement benefits in accordance with the terms and conditions of the Company's retirement plan.

No bonuses have been declared for the Board of Directors for the last three years. For the ensuing year, the amount of bonuses to be received by the members of the Board of Directors has yet to be approved by it.

Meanwhile, the table below shows the aggregate compensation of all officers and directors as a group, excluding those of the President and the four most highly compensated executive officers:

	Year	Basic Compensation (in ₱)	Other Compensation (in ₱)
All officers and directors as a group excluding the President and four (4) most highly compensated executive officers			
	(est.) 2024	61,949,940.00	18,906,618.00
	2023	68,942,167.35	19,157,807.00

	2022	34,302,575.60	9,468,382.98
	2021	25,071,232.18	9,642,781.61
	2020	22,792,029.26	8,766,165.10

There is no plan or arrangement by which the above officers will receive from the Company any form of compensation in case of a change in control of the Company or change in the officers' responsibilities following such change in control.

There are no outstanding warrants or options held by the Company's chief executive officer, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountants

(a) The principal accountant and external auditor of the Company is Punongbayan & Araullo. During its meeting on 10 April 2024 the Company's Audit Committee recommended that Punongbayan & Araullo shall remain the external auditor for fiscal year 2024, subject to its formal appointment at the Regular Stockholders Meeting on 04 June 2024.

For the 2023-2024 term, the Audit Committee is composed of four (4) qualified non-executive directors, three (3) of whom, including the Chairperson, are independent directors. All the members of the Audit Committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance. The Chairperson of the Audit Committee, Director Ma. Aurora D. Geotina-Garcia, is not the Chairman / Chairperson of the CLI Board or of any other committee.

CLI's non-executive directors, including its independent directors, are paid per diem allowances for board and committee meetings attended. For a CLI Board meeting, the non-executive director / independent director is paid a per diem allowance of Php 40,000.00. For a committee meeting attended, the non-executive director / independent director is paid a per diem allowance of Php 30,000.00 (regular) or Php 15,000.00 (special). The other members of the Board who are executives and receiving salaries as such do not get additional per diem or compensation for their attendance in Board and/or committee meetings.

(b) The principal accountant and external auditor of the Company is Punongbayan & Araullo (P&A). Pursuant to CLI's Manual on Corporate Governance, and in compliance with law and pertinent regulations, the external auditor or the signing partner of the external auditing firm assigned to CLI is rotated or changed at least every five (5) years.

In compliance thereto, and commencing with the current audit of its FY2023 financial statements, the external auditor, Punongbayan & Araullo (P&A), assigned a new engagement and signing partner in the person of Mr. Renan A. Piamonte (CPA Reg. No. 0107805; Partner - No. 107805-SEC, until financial period 2023; Firm - No. 0002, until financial period 2024). Prior thereto, and for CLI's FY2021 and FY2022 financial statements, P&A's engagement and signing partner was Ms. Mailene Sigue-Bisnar. Before her, the P&A engagement and signing partner assigned to CLI was Mr. Christopher M. Ferarezza, who handled CLI's FY2020, FY2019, and FY2018 financial statements.

Pursuant thereto, CLI is compliant with the requirement of rotation of External Auditor.

(c) A representative of Punongbayan & Araullo is expected to be present at the regular stockholders meeting to respond to appropriate questions or make a statement if he/she desires to do so.

(d) Punongbayan & Araullo has been the principal accountant and external auditor of the Company and its subsidiaries during the three most recent fiscal years. The Company has had no material disagreements with it on any matter pertaining to accounting and financial disclosures.

The table below shows the fees paid by the Company for the services of Punongbayan & Araullo:

	2020	2021	2022	2023
Audit and Audit Related Fees	₱2,327,437.55	₱2,464,000.00	₱3,310,657.61	₱5,712,000.00
Non-audit fees	₱19,975.00	₱69,000.00	None	None
TOTAL	₱2,347,412.55	₱2,533,000.00	₱3,310,657.61	₱5,712,000.00

Item 8. Compensation Plans

There are no matters or actions to be taken up in the Regular Stockholders' Meeting on 04 June 2024 pertaining to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There are no matters or actions to be taken in the Regular Stockholders Meeting on 04 June 2024 pertaining to authorization or issuance of securities other than for Exchange.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up in the Regular Stockholders Meeting on 04 June 2024 pertaining to modification or exchange of securities.

Item 11. Financial and Other Information

(a) Required Information

(1) Financial Statements

Copies of the FY2023 Audited Consolidated Financial Statements of CLI and Subsidiaries, prepared in accordance with SRC Rule 68, as amended, as well as the SEC Form 17-A (Annual Report) of the Company may be downloaded from CLI's website or mailed to any security holder upon written request made to CLI Investors Relations Officer, Ms. Clarissa Mae A. Cabalda, who may be reached by e-mail at clarissa@cebulandmasters.com or at her office address, i.e., Upper Penthouse, Park Centrale Tower, J.M. del Mar St., Cebu I.T. Park, Apas, Cebu City 6000.

(2) Seasonal Aspect that has Material Effects on the Financial Statements

As of the reporting period, there is no seasonal aspect that may have material effects on the Financial Statements of the Company.

(3) Management's Discussion and Analysis and Plan of Operation

Please refer to Annex "F" for the complete management's discussion, analysis, and plan of operation of the Company.

(4) CLI's General Nature and Scope of Business

CLI was incorporated in the Philippines and registered with the Securities and Exchange Commission on September 26, 2003. The Company is presently engaged in real estate development, sale, and leasing. Its major projects include Asia Premier Residences, Midori Plains, Midori Residences, Park Centrale, Velmiro Heights, Base Line Center, Casa Mira Towers in Labangon, Guadalupe and Mandaue, Casa Mira Linao and Casa Mira South subdivisions, San Josemaria Villages, Mivesa Garden Residences, Mivela Garden Residences, Citadines Cebu City, Latitude Corporate Center, Astra Centre, and 38 Park Avenue, which are all located in Cebu. CLI also has projects in Bacolod, Bohol, Davao, Dumaguete, Cagayan de Oro, and Iloilo. Through joint ventures, the Company also owns several hotels, office condominiums in various cities, and a 23-hectare central business district in Davao City.

(5) Identity of Directors, Executive Officers, Business and Occupation

Please refer to the disclosure in Item 5 above.

(6) Market Price and Dividends

Market Information

CLI listed its common shares with the Philippine Stock Exchange on June 2, 2017.

Philippine Stock Exchange
Prices (in PHP/ share)

	High	Low	Close
2017			
Second Quarter (month of June only)	5.98	5.13	5.34
Third Quarter	5.51	4.58	5.07
Fourth Quarter	5.17	4.59	4.88
2018			
First Quarter	5.12	4.21	4.70
Second Quarter	5.06	4.48	4.58
Third Quarter	4.73	4.27	4.42
Fourth Quarter	4.59	3.60	4.14
2019			
First Quarter	4.29	4.19	4.20
Second Quarter	4.89	4.80	4.83
Third Quarter	4.75	4.70	4.74
Fourth Quarter	4.83	4.67	4.83
2020			
First Quarter	3.80	3.70	3.72
Second Quarter	5.10	4.35	4.69
Third Quarter	4.92	4.83	4.90
Fourth Quarter	5.05	4.99	5.05
2021 *price after stock dividends resulting in a price split			
First Quarter	2.65	2.60	2.64
Second Quarter	3.85	3.72	3.77
Third Quarter	3.00	2.89	2.95
Fourth Quarter	3.00	2.73	3.00
2022			
First Quarter	3.02	2.71	2.97
Second Quarter	3.06	2.48	2.50
Third Quarter	2.60	2.19	2.34
Fourth Quarter	2.80	2.20	2.80
2023			
First Quarter	2.68	2.60	2.63
Second Quarter	2.60	2.56	2.59
Third Quarter	2.66	2.64	2.65
Fourth Quarter	2.53	2.47	2.47
2024			
First Quarter	2.80	2.74	2.80

The market capitalization of CLI, based on the closing price of ₱2.69 per share as of April 23, 2024 (record date) is approximately ₱9,321,391,946.23. As of April 23, 2024, the number of persons holding CLI common shares is twenty-one (21).

Dividends Declared

CLI has declared the following cash and stock dividends.

Cash Dividends

On 18 March 2023, the Board of Directors declared a *regular* cash dividend of ₱0.15 per share and a *special* cash dividend of ₱0.03 per share for stockholders of record as of 30 April 2024 to be paid on 3 May 2024.

Year of Dividend Declaration	Rate of Dividend Declared per Share (in ₱)	Record Date	Amount Paid (in ₱)
2014	12.50	November 3, 2014	48,000,000
2015	7.19	February 28, 2015	42,000,000
2015	10.27	June 15, 2015	60,000,000
2015	8.56	October 15, 2015	50,000,000
2015	5.66	December 15, 2015	50,000,000
2016	2.26	March 31, 2016	20,000,000
2016	5.99	August 31, 2016	52,943,457
2016	4.32	September 15, 2016	38,150,000
2016	1.70	September 30, 2016	15,000,000
2016	0.74	November 21, 2016	650,000,000
2016	0.05	December 1, 2016	40,000,000
2016	0.03	December 1, 2016	40,000,000
2018	0.15	March 23, 2018	235,186,980
2019	0.20	March 26, 2019	332,590,000
2020	0.25	April 3, 2020	414,795,000
2021	0.25	April 16, 2021	388,749,900
2022	0.112 (Regular) 0.038 (Special)	April 22, 2022	519,780,220
2023	0.15 (Regular) 0.03 (Special)	April 18, 2023	623,736,264
2024	0.15 (Regular) 0.03 (Special)	April 17, 2024	623,736,264

Stock Dividends

Year of Dividend Declaration	Rate of Dividend Declared per Share (in ₱)	Record Date	No. of Shares
2014	0.5208	November 30, 2014	2,000,000
2015	0.3394	December 15, 2015	3,000,000
2021	1.23	June 18, 2021	1,909,451,997

Holdings

(i) Approximate number of holders of each class of common shares as of Record Date (23 April 2024):

Common Shares - Outstanding	3,465,201,467
Total number of stockholders (Common Shares)	21
No. of shares per board lot (Common Shares)	1,000

Total number of stockholders owning at least 1 board lot (Common Shares)	17
Common Shares - Treasury	158,250,530

(ii), (iii), and (iv) Details as to the Top 20 CLI shareholders, number of shares held, and percentage of total issued and outstanding shares as of Record Date (23 April 2024):

CLI Stockholder	No. of Shares Held	Percentage of Total Issued and Outstanding Shares
AB SOBERANO HOLDINGS CORP.	2,198,385,729	60.67%
PCD NOMINEE CORP. (FILIPINO)	1,242,864,983	34.30%
AB SOBERANO HOLDINGS CORPORATION	63,675,306	1.76%
PCD NOMINEE CORP. (NON-FILIPINO)	42,752,352	1.18%
JOSE R. SOBERANO III	31,220,000	0.86%
AB SOBERANO HOLDINGS CORP.	21,345,560	0.59%
JOSE FRANCO B. SOBERANO	7,247,500	0.20%
A B SOBERANO HOLDINGS CORP.	5,463,500	0.15%
JANELLA MAE SOBERANO-WU	5,017,500	0.14%
JOANNA MARIE S. BERGUNDTHAL	5,017,500	0.14%
MA. NONA A. VELEZ	300,000	0.01%
MYRNA P. VILLANUEVA	39,300	0.00%
MYRA P. VILLANUEVA	33,450	0.00%
MARIETTA V. CABREZA	22,300	0.00%
MARIA LOURDES M. ONOZAWA	22,300	0.00%
LOLITA SIAO-IGNACIO	22,300	0.00%
MILAGROS P. VILLANUEVA	22,300	0.00%
OWEN NATHANIEL S AU ITF: LI MARCUS AU	111	0.00%
JESUS N. ALCORDO	2	0.00%
MA. AURORA D. GEOTINA-GARCIA	2	0.00%

(7) Sale of Unregistered or Exempt securities

There are no unregistered or exempt securities as well as securities constituting an exempt transaction issued by the Company during the year 2023.

(8) Compliance with Leading Practices on Corporate Governance

The Company is committed to doing business in accordance with the highest professional standards, business conduct and ethics and all applicable laws, rules, and regulations in the Philippines. The Company, its directors, officers, and employees are dedicated to promote and adhere to the principles of good corporate governance by observing and maintaining its core business principles of accountability, integrity, fairness, and transparency.

Independent Directors

Philippine regulations require the Company to have at least three (3) independent directors in its Board of Directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher. The Company's Board of Directors is composed of nine members, five (5) of whom are regular directors, three (3) are independent directors, and one (1) non-executive director. The Company's independent directors are Atty. Ma. Jasmine S. Oporto, Rufino Luis T. Manotok, and Ma. Aurora D. Geotina-Garcia.

Under the SEC Revised Code of Corporate Governance, independent directors should always attend Board meetings. Unless otherwise provided in the by-laws, their absence shall not affect the quorum requirement. The By-Laws of the Company do not provide for such quorum requirement. However, pursuant to the Company's Manual of Corporate Governance to promote transparency, the Board requires the presence of at least one independent director in all its meetings.

Compliance Officer

During its organizational meeting held on 01 June 2023, the Board re-elected Atty. John Edmar G. Garde as CLI's Compliance Officer who shall be in charge of the compliance function. In keeping with SEC Memorandum Circular No. 19, series of 2016 and pertinent issuances, the CLI Compliance Officer is not a member of the Board and is different from the Corporate Secretary. He is primarily liable to the Company and its shareholders, and not to its Chairman or President, and shall have the following duties and responsibilities:

- a. Ensure proper onboarding of new directors (i.e., orientation on the Company's business, charter, Articles of Incorporation and By-laws, among others);
- b. Monitor, review, evaluate and ensure the compliance by the Company, its officers and directors with the relevant laws, the SEC Code of Corporate Governance, rules and regulations, and all governance issuances of regulatory agencies;
- c. Report the matter to the Board if violations are found and recommend the imposition of appropriate disciplinary action;
- d. Ensure the integrity and accuracy of all documentary submissions to regulators;
- e. Appear before the SEC when summoned in relation to compliance with the SEC Code of Corporate Governance;
- f. Collaborate with other departments to properly address compliance issues, which may be subject to investigation;
- g. Identify possible areas of compliance issues and work towards the resolution of the same;
- h. Ensure the attendance of board members and key officers to relevant trainings; and
- i. Perform such other duties and responsibilities as may be provided by the SEC.

Chief Audit Officer

The Chief Audit Officer, who will be appointed by the Board, directly reports functionally to the Audit Committee and administratively to the Chief Executive Officer. She oversees and is responsible for the internal audit activity of the Company, including that portion that is outsourced to a third-party service provider.

Resolving Stockholders' Disputes

It is the policy of CLI to resolve disputes or differences with stockholders, if and when such disputes or differences arise, through mutual consultation or negotiation, mediation, or arbitration.

Stockholders who have matters for discussion or concerns directly resulting in the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or (d) the Board.

Committees of the Board

The CLI Board has fully engaged and functioning board committees which support the effective performance of the Board's functions. CLI's principal board committees include the Audit Committee, Corporate Governance Committee, Related Party Transaction Committee, Risk Oversight Committee, Nomination Committee, and the Compensation and Benefits Committee. All established CLI Committees have their respective committee charters, which state in plain terms their respective purposes, memberships, structures, operations, reporting process, resources, and other relevant information.

A. Audit Committee

The Audit Committee is composed of at least three (3) board members, preferably with accounting and finance background, one of whom shall be an independent director and another should have related audit experience. The Chairman of this Committee is an independent director. She should be responsible for inculcating in the minds of the Board members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Audit Committee performs the following functions:

- a. Assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, internal and external audit process, and monitoring of compliance with applicable laws, rules and regulations;
- b. Recommends the approval the Internal Audit Charter ("IA Charter"), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;
- c. Through the Internal Audit ("IA") Department, monitors and evaluates the adequacy and effectiveness of the Company's internal control system, integrity of financial reporting, and security of physical and information assets;
- d. Oversees the Internal Audit Department, and recommends the appointment and/or grounds for approval of an internal audit head or Chief Audit Officer. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;
- e. Establishes and identifies the reporting line of the internal auditor to enable him to properly fulfill his duties and responsibilities. For this purpose, he should directly report to the Audit Committee;
- f. Reviews and monitors management's responsiveness to the internal auditor's findings and recommendations;
- g. Prior to the commencement of the audit, discusses with the external auditor the nature, scope and expenses of the audit, and ensures the proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- h. Evaluates and determines the non-audit work, if any, of the external auditor, and periodically reviews the non-audit fees paid to the external auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The committee should disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence;
- i. Reviews and approves the interim and annual financial statements before their submission to the Board;
- j. Reviews the disposition of the recommendations in the external auditor's management letter;
- k. Performs oversight functions over the Company's internal and external auditors and ensure the independence of internal and external auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions, taking into consideration relevant Philippine professional and regulatory requirements;
- l. Coordinates, monitors and facilitates compliance with laws, rules and regulations;
- m. Recommends to the Board the appointment, reappointment, removal and fees of the external auditor, duly accredited by the SEC, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders;
- n. Evaluates on an ongoing basis existing relation between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, the Related Party Registry is updated to capture subsequent changes in relationships with counterparties (from non-related to related and vice versa);

B. Risk Oversight Committee

This Committee is established to provide a venue for discussion of risk oversight issues for the purpose of fulfilling its corporate governance responsibilities through better integration and collaboration of risk oversight and audit management functions. The Committee shall have at least three (3) Directors, one (1) of whom shall be an independent director. The members of the Committee shall be elected annually by majority vote of the Board and shall hold office for a period of one (1) year from such election until their successors are duly elected or sooner removed as members of the Committee.

The Committee is authorized to deal with any activity within its charter, including the authority to secure the attendance of outsider experts with relevant experience and expertise as it deems necessary in the performance of its duties. Furthermore, the Committee shall represent the Board in discharging its responsibility relating to risk oversight matters. The Committee does not have decision-making authority, except in the circumstances described herein or to the extent that such authority is expressly delegated by the Board. Its functions include the following:

- a. Review and consider, at least once a year, the Corporation's risk management policy, with consideration of the strategic, operational, financial, legal and compliance, emerging, and project risks as well as any other form of risk as approved by the Board;
- b. Provide a forum to review exposures and strategies to mitigate risks with relevant senior officers and managers and make recommendations to the Board related to changes to the policy based on this review;
- c. Undertake a periodic review of the delegated authorization and control levels. Following consultation with the CEO, COO and CFO, make recommendations to the Board related to any changes in these levels seen to be appropriate based on this review;
- d. Review the Corporation's senior officers' and managers' proposed risk appetite and risk tolerance at least annually and if advisable, recommend it for Board approval;
- e. At least annually, review policies and procedures in consultation with individual business leaders and risk managers and recommend changes as appropriate;
- f. Monitor and review the Corporation's senior managers and officers' reports on the following:
 1. the Corporation's risk profile and identifying material risks associated with the Corporation's business and operations;
 2. emerging risk issues and trends;
 3. compliance with the risk appetite and risk tolerance limits and established policies and procedures; and
 4. overall adherence to the Corporation's defined risk appetite.
- g. Recommend to the Board external advisers when desired expertise for the specific need is not available internally; and
- h. Ensure the proper implementation of the risk oversight and management framework across the Corporation by identifying, evaluating and monitoring relevant issues to mitigate risk.

C. Related-Party Transactions Committee

The Related-Party Transactions Committee is constituted to promote transparency, fairness, and ensure that transactions of the Corporation are conducted at arm's-length basis and on terms not more favorable than those made to unrelated third parties under similar circumstances. For this purpose, the Committee shall review all transactions involving parties related to the Corporation if the same shall fall within the specific criteria set in writing and approved by the Board.

The Committee shall have three (3) members, one (1) of whom shall be an independent director. They shall hold office for a period of one (1) year from election until their successors are duly elected or sooner if removed as members of the Committee and/or the Board. A member of the Committee may be removed by a majority vote of the directors. Any vacancy in the Committee shall be filled by majority vote of the Board. The Committee may form and delegate authority to subcommittees as may be appropriate in accordance with relevant laws and regulations.

The Committee shall have the following functions:

- a. Recommend to the Board specific criteria under which related-party transactions ("RPTs") may be subject to review by the Committee prior to its approval by the Board;
- b. Propose to the Board policies related to conflicts of interest and recommend a system to identify, monitor, report, and conduct periodic review of RPTs;
- c. Evaluate all existing relations between and among businesses and counterparties of the Corporation to ensure all related parties are continuously identified, transactions are monitored, and subsequent changes in relationships (from non-related to related and vice versa) are captured;
- d. Evaluate all RPTs subject of review by the Committee to ensure no business resources of the Corporation are misappropriated or misapplied, and determine any potential reputational risks that may

arise from such transactions. In evaluating RPTs, the Committee shall consider, among others, the following:

1. The related party's relationship to the Corporation, its interest in the transaction and the benefits to the Corporation;
2. The material facts of the RPT such as the aggregate value of the transaction; and
3. The availability of other sources of comparable products, services, or terms and conditions from unrelated party/parties under similar circumstances;
- e. Ensure that appropriate disclosures are promptly made and/or information provided to regulators;
- f. Report to the Board on a regular basis status of RPTs subject of its review, the aggregate exposures to each related party as well as the total amount of exposures to all related parties.

D. Corporate Governance Committee

The Committee assists the Board in performing corporate governance responsibilities and ensures compliance with and proper observance of corporate governance principles and practices. The Committee shall have three (3) directors, at least two (2) of whom shall be independent directors. The members of the Committee shall be elected annually by majority vote of the Board and shall hold office for a period of one (1) year from such election until their successors are duly elected or sooner if removed as members of the Committee and/or the Board. A member of the Committee may be removed by a majority vote of the directors. Any vacancy in the Committee shall be filled by majority vote of the Board. The Committee may form and delegate authority to subcommittees as may be appropriate in accordance with relevant laws and regulations.

The Committee shall have the following functions:

- a. Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains relevant in light of material changes to the Corporation's size, complexity and business strategy, as well as its compliance with regulatory requirements of relevant government agencies such as but not limited to the Securities and Exchange Commission, Philippine Stock Exchange, Housing and Land Use Regulatory Board, Department of Environment and Natural Resources, and local government units;
- b. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct annual self-evaluation of its performance;
- c. Ensure that the results of the Board evaluation are shared, discussed and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d. Determine the nomination and election process for the Corporation's directors and establish and maintain a process to ensure that all candidates/nominees at the Annual Stockholders Meeting are qualified in accordance with the By-laws, Manual of Corporate Governance and relevant laws, rules and regulations, assessing whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibility to the Board and in light of the Corporation's business and risk profile; (2) maintain integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between Board members;
- e. Recommend continuing education/training programs for directors, assignment of tasks/projects to Board committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance;
- f. Review and evaluate the qualifications of all individuals to be appointed to such positions within the Corporation that require Board approval;
- g. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and providing oversight over remuneration of senior management and other key personnel, ensuring that the policy is consistent with the Corporation's culture, strategy, and the business environment in which it operates;
- h. Review the Corporation's human resources development or personnel handbook to strengthen provisions on conflict of interest and directives on promotion and career advancement;
- i. Other functions as may be delegated by the Board.

E. Nomination Committee

The Nomination Committee of the Board shall have at least three (3) members, one (1) of whom shall be an independent director. The Nomination Committee passes upon the qualifications of the nominees and ascertains that they do not possess any of the disqualifications.

The Nomination Committee reviews and evaluates the qualifications of all individuals nominated to the Board and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.

The nomination and election process also includes the review and evaluation of the qualifications of all persons nominated to the Board, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members.

Only a stockholder of record entitled to notice and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected as a director of the Company.

F. Compensation and Benefits Committee

The Compensation and Benefits Committee shall be composed of at least three (3) members, one (1) of whom must be an independent or non-executive director. It shall have the following duties and responsibilities:

- a. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and the business environment in which it operates;
- b. Design the amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company successfully; and
- c. Review the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met.

(9) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Punongbayan & Araullo has been the principal accountant and external auditor of the Company and its subsidiaries during the four most recent fiscal years. The Company has had no material disagreements with it on any matter pertaining to accounting and financial disclosures.

(10) Attendance of Principal Accountant and External Auditor in Annual Stockholders Meeting

A representative of Punongbayan & Araullo is expected to be present during the 2024 Regular Stockholders' Meeting to respond to appropriate questions or make a statement if he/she desires to do so.

(11) Requirements under Section 49 of the Revised Corporation Code of the Philippines

a. In the previous regular meeting, voting was done by sending proxy forms and ballots electronically to the Corporate Secretary. The identity of the shareholder and his or her shareholdings were validated, and thereafter tabulated electronically using Google Sheet.

b. Shareholders attending the virtual meeting were given the opportunity to ask questions after the presentation of the materials and the voting items.

None of the shareholders or their proxies present raised any other matters or asked questions after the presentation of the materials and the voting items.

c. In the previous regular meeting held on 1 June 2023, the stockholders discussed the amendment of the articles of incorporation for the creation of a new class of preferred shares through the reclassification of one (1) billion unissued common shares with a par value of One Philippine Peso (P1.00) per share to one (1) billion preferred shares with a par value of One Philippine Peso (P1.00) per share. The stockholders also ratified acts of the Board of Directors during its 2023-2024 term.

In the previous special meeting held on 14 February 2024, the stockholders approved the Company's public offering of up to 3 Million Series "A" Preferred Shares with an oversubscription option of up to Two

Million Series "A" Preferred Shares at an offer price of P1,000. Furthermore, the stockholders confirmed the delegation to the Board of Directors the power and authority to determine the manner of issuance, sale, and distribution of the Series "A" Preferred Shares and the terms and conditions of the offer, and the adoption and approval of the other resolutions of the Board of Directors during its meeting held on 8 January 2024.

d. The voting results of the regular meeting are as follows:

Agenda Item	Yes	No	Abstain
Approval of Previous Minutes	2,655,426,019	0	0
Approval of CFO's Report	2,655,426,019	0	0
Approval of COO's Report	2,655,426,019	0	0
Approval of Chairman's Report	2,655,426,019	0	0
Approval of Audited Financial Statements as of 31 Dec 2022	2,655,426,019	0	0
Creation of new class of preferred shares through the reclassification of P1B unissued common shares with a P1.00 par value per share to P1B preferred shares with P1.00 par value per share	2,655,426,019	0	0
Ratification of all acts of the Board of Directors during its 2022-2023 term	2,655,426,019	0	0
Election of the Board of Directors for the 2023-2024 term			
Jose R. Soberano III	2,655,426,019	0	0
Ma. Rosario B. Soberano	2,655,426,019	0	0
Jose Franco B. Soberano	2,655,426,019	0	0
Joanna Marie S. Bergundthal	2,655,426,019	0	0
Stephen A. Tan	2,655,426,019	0	0
Beauregard	2,655,426,019	0	0

Grant L. Cheng			
Rufino Luis T. Manotok	2,655,426,019	0	0
Ma. Aurora D. Geotina-Garcia	2,655,426,019	0	0
Atty. Ma. Jasmine S. Oporto	2,655,426,019	0	0

The results of the special meeting are as follows:

Agenda Item	Yes	No	Abstain
Approval of the Public Offering of up to 3 Million Series "A" Preferred Shares with an Oversubscription of up to 2 Million	2,643,966,418	19,000	0
Delegation of the Power and Authority to the Board of Directors to Determine the Manner of Issuance, Sale, and Distribution of the Series "A" Preferred Shares and the Terms and Conditions of the Offer	2,643,966,418	19,000	0
Ratification of Resolutions Passed by the Board during its special meeting on January 8, 2024	2,643,966,418	19,000	0

e. The following stockholders were present during the previous regular meeting:

NAME	Direct / Indirect Shareholding
Aries L. Cañete	Indirect
Lloyd Levirenz Flores	Indirect
Ethan Ronoel Salazar	Indirect
Julius Sanvictores	Indirect
Brian Christopher Bacungan	Indirect
Ma. Aurora D. Geotina-Garcia	Direct
Rufino Luis T. Manotok	Direct

NAME	Direct / Indirect Shareholding
Aries L. Cañete	Indirect
Lloyd Levirenz Flores	Indirect
Ethan Ronoel Salazar	Indirect
Julius Sanvictores	Indirect
Brian Christopher Bacungan	Indirect
Atty. Ma. Jasmine S. Oporto	Indirect
Stephen A. Tan	Indirect
Jose R. Soberano III	Direct and Indirect
Ma. Rosario B. Soberano	Indirect
Jose Franco B. Soberano	Direct and Indirect
Joanna Marie S. Bergundthal	Direct and Indirect
Atty. Larri-Nil G. Veloso	Indirect

The following stockholders were present during the special meeting:

NAME	Direct / Indirect Shareholding
Rogie Dela Cuesta - Fernandez	Indirect
Ma. Aurora D. Geotina-Garcia	Direct
Rufino Luis T. Manotok	Direct
Atty. Ma. Jasmine S. Oporto	Indirect
Stephen A. Tan	Indirect
Jose R. Soberano III	Direct and Indirect
Ma. Rosario B. Soberano	Indirect
Jose Franco B. Soberano	Direct and Indirect
Joanna Marie S. Bergundthal	Direct and Indirect
Atty. Larri-Nil G. Veloso	Indirect
Janella Mae S. Wu	Direct and Indirect
Clarissa Mae A. Cabalda	Indirect
Jose Gabriel B. Soberano	Indirect
Beauregard Grant L. Cheng	Direct and Indirect

Moreover, the following corporate officers who do not hold shares in the Company were present during the previous regular and special meetings:

NAME	Position
Atty. Alan C. Fontanosa	Corporate Secretary

f. In the previous meeting, no appraisals and performance report for the Board were presented.

g. No director has made self-dealings or related party transactions with the Company for the last three fiscal years, i.e., 2021, 2022, and 2023, and in the interim period in 2024.

h. Five (5) of the CLI Directors, namely Chairman Jose R. Soberano III, Dir. Ma. Rosario B. Soberano, Dir. Jose Franco B. Soberano, Dir. Beauregard Grant L. Cheng, and Dir. Joanna Marie S. Bergundthal are simultaneously the Top 5 Executives of the Company, whose compensation reports are disclosed under Item 6 above. The following non-executive directors have received their corresponding total compensation in 2023 pursuant to Item 7(a) above:

Non-Executive Directors	Total Compensation in 2023 (in ₱)
Rufino Luis T. Manotok	910,000.00
Ma. Aurora D. Geotina-Garcia	880,000.00
Atty. Ma. Jasmine S. Oporto	850,000.00
Stephen A. Tan	880,000.00

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up during the Regular Stockholders Meeting on 04 June 2024 pertaining to merger, consolidation, acquisition by sale, or liquidation of the Company.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up during the Regular Stockholders Meeting on 04 June 2024 pertaining to acquisition or disposition of any property by the Company.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up during the Regular Stockholders Meeting on 04 June 2024 pertaining to restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

- a) Approval of the Audited Financial Statements as of December 31, 2023;
- b) Ratification of all acts of the Board of Directors during its 2023-2024 term;
- c) Review and Approval of the Minutes of the Annual Stockholders Meeting held on 01 June 2023;
- d) Review and Approval of the Minutes of the Special Stockholders Meeting held on 14 February 2024; and
- e) Approval of the Amendment of the AOI to increase the number of CLI directors..

Item 16. Matters Not Required to be Submitted

None.

Item 17. Amendment of Charter, Bylaws or Other Documents

An amendment of Article VI of CLI's Articles of Incorporation ("AOI") will be submitted for the approval of the Company's stockholders during the Regular Meeting on 04 June 2024.

The proposed amendment was approved by the CLI Board during its regular meeting held on 18 March 2024.

The purpose of the amendment of AOI is to increase the number of CLI directors from nine (9) to eleven (11), and at least one-third (1/3) of whom shall be independent.

Item 18. Other Proposed Action

None.

Item 19. Voting Procedures

(a) Vote required

In accordance with Section 7, Article III of CLI's By-laws, as amended, any matter, question, or election submitted to a vote during stockholders meeting, except in cases where specified in the By-laws or where other provision is made by statute or in the Articles of Incorporation, in order to be carried, shall require the majority vote (50% plus 1) of the outstanding capital stock of stockholders present in person or by proxy, a quorum being present.

Based on the foregoing, and pursuant to Section 15 of the RCC, the proposed amendment of the Articles of Incorporation shall require the affirmative vote of stockholders representing at least two-thirds (2/3) of the total outstanding capital stock of the Company entitled to vote, present in person or by proxy.

All other items in the Agenda shall require the affirmative vote of a majority of the outstanding capital stock of the Company entitled to vote, present in person or by proxy.

(b) Manner of Voting

In all items for approval during the Regular Stockholders' Meeting, each holder of voting shares is entitled to one (1) vote for every outstanding common share.

Pursuant to Section 56 of the RCC, treasury shares shall have no voting right as long as they remain in the treasury. The recently issued and listed Series "A" Preferred Shares have no voting rights except as specifically provided under the RCC. Hence, the holders and/or beneficial owners of Series "A" Preferred Shares are not eligible or entitled to vote for and elect the CLI Directors and/or vote for other agenda items in the Regular Stockholders Meeting.

The Company sets no condition precedent for the exercise of one voting method over the other since these options are provided for by law.

Proxies shall be in writing, signed, and filed by the stockholder in any form authorized by CLI's By-laws and received by the Office of the Corporate Secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

As of this publication, voting through remote communication or in absentia is not yet authorized in the Company's By-laws or by the majority of the Board of Directors. However, stockholders or their proxies who wish to join this Regular Stockholders' Meeting remotely can send their ballots or proxy forms, where they can indicate their votes on every agenda item, to the Corporate Secretary on or before 28 May 2024 so that such votes can be counted prior to the meeting. A copy of the ballots and proxy forms are attached herewith as Annexures "B", "C", and "D".

(c) Method of Counting Votes

The accounting firm of Sta. Ana Rivera & Co. shall be responsible for the counting of votes and tabulation of results based on the number of shares entitled to vote owned by the stockholders who submitted their ballots or proxy forms on or before 28 May 2024 to CLI's Office of the Corporate Secretary.

All votes received shall be tabulated by the Sta. Ana Rivera & Co., with the assistance of CLI's Office of the Corporate Secretary and CLI's stock transfer agent. The Corporate Secretary shall report the partial results of voting during the meeting. The actual voting results shall be reflected in the minutes of the meeting.

(d) Items for Approval by Stockholders in the Regular Meeting

A copy of the Agenda enumerating the items for approval by stockholders at the Regular Stockholders' Meeting is attached herewith and made integral hereof as Annex "A".

PART II.
INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification

The Company is not soliciting any advanced votes by proxy on all matters intended for approval by stockholders at the Regular Stockholders Meeting on 04 June 2024. Please refer to Annex "A" for the items requiring such approval.

Item 2. Instruction

Pursuant to Section 7, Article III of the CLI By-laws, any security holder who cannot be physically present but entitled to vote at the Regular Stockholders' Meeting on 04 June 2024 may be represented by proxy who may vote his/her shares on any matter intended for approval by stockholders. Copies of the prescribed proxies for individual and corporate stockholders are attached herewith and made integral hereof as Annexures "B" and "C". Proxy forms sent in substantially the same form as the foregoing annexures are valid subject to validation by the Corporate Secretary or his assistant. The decision of the Corporate Secretary or his assistant on the validity of any proxy form shall be final and binding until set aside by a court of competent jurisdiction in keeping with paragraph 2, Section 8, Article III of the CLI By-laws.

All proxy forms must be delivered by post or email to the address below on or before 28 May 2024, which is likewise the date set for its verification:

Atty. Alan C. Fontanosa
Corporate Secretary
SYCIPLAW CEBU OFFICE
406 Keppel Center, Cardinal Rosales Ave.,
cor. Samar Loop, Cebu Business Park,
6000 Cebu City, Philippines
E-mail: acfontanosa@syciplaw.com
Phone: +6332 233.1211 to 13

If delivered by email, kindly use the following addresses:

corporate.secretary@cebulandmasters.com

Please refer to Item 19(b) above for the mechanics on how votes will be taken either in person or by proxy at the Regular Stockholders' Meeting on 04 June 2024.

Item 3. Revocability of Proxy

Pursuant to Section 8, Article III of the CLI By-laws, proxy forms are considered valid only for the meeting at which it has been presented to the Corporate Secretary or his assistant, unless otherwise provided, which shall in no case be valid and effective for a period longer than five years from the date of the proxy in keeping with the provision of SRC Rule 20.

Proxy forms filed may still be revoked by the stockholders either by an instrument in writing duly presented and recorded with the Corporate Secretary or his assistant prior to the scheduled meeting or by their personal presence on 04 June 2024.

Item 4. Persons Making the Solicitation

Not applicable for this Regular Stockholders' Meeting.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

(a) Solicitations Not Subject to paragraph (8) of SRC Rule 20

Not applicable. There are no solicitations of this nature during the Regular Stockholders' Meeting on 04 June 2024.

(b) Solicitations Subject to paragraph (8) of SRC Rule 20

Not applicable. There are no solicitations of this nature during the Regular Stockholders' Meeting on 04 June 2024.

**PART III.
SIGNATURE PAGE**

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

By:

ATTY. ALAN C. FONTANOSA
Corporate Secretary

ANNEX “A”

AGENDA

CLI Regular Stockholders’ Meeting

04 June 2024

9:30 A.M. – 11:00 A.M.

Venue: Hybrid of remote through teleconferencing and/or videoconferencing hosted in Citadines, Baseline Center, Juana Osmeña St., Cebu City 6000 Philippines, and in-person in Citadines, Baseline Center, Juana Osmeña St., Cebu City 6000 Philippines

9:00 – 9:30 A.M.	Registration	Secretariat
9:30 – 9:33 A.M.	Opening Prayer	Dir. Stephen A. Tan
9:33 – 9:34 A.M.	Call to Order	Chairman Jose R. Soberano III
9:34 – 9:36 A.M.	Certification of Notice and Quorum	Corporate Secretary
9:36 – 9:44 AM	Review and Approval of Previous Minutes Minutes of the Regular Stockholders Meeting held on 01 June 2023 Minutes of the Special Stockholders Meeting held on 14 February 2024	Shareholders
9:44 – 10:04 AM	New Business CFO’s Report	Dir. B. Grant L. Cheng
10:06 – 10:26 AM	COO’s Report	Dir. J. Franco B. Soberano
10:28 – 10:48 AM	Chairman’s Report	Dir. Jose R. Soberano III
10:50 – 10:55 AM	Approval of Audited Financial Statements as of December 31, 2023	Dir. B. Grant L. Cheng
10:57 – 11:02 AM	Ratification of all acts of the Board of Directors during its 2023-2024 term	Shareholders
11:02 – 11:10 AM	Election of Directors for the 2024-2025 Term	Dir. Rufino Luis T. Manotok
11:11 – 11:15 AM	Appointment of External Auditor for Fiscal Year 2024	Dir. B. Grant L. Cheng
11:16 – 11:20 AM	Approval of the Amendment of the AOI	Shareholders
11:21 – 11:29 AM	Other Matters	Chairman / Shareholders
11:30 AM	Adjournment	Chairman

ANNEX "B"

**PROXY FORM
(for individual stockholder)**

I/We, _____, Filipino/s, of legal age, (single / married / widow), and a resident of _____, do hereby constitute and appoint _____, who is also of legal age, Filipino, (single / married / widow), and a resident of _____, to represent me/us and vote _____ (_____) of my/our shares of the capital stock appearing in my/our name/s at the Annual Stockholders' Meeting of Cebu Landmasters, Inc. to be held on 04 June 2024.

In the absence of my/our above proxy, please count my/our votes for the following items in the Agenda:

I. Review and Approval of Previous Minutes
A. Review and Approval of the Minutes of the Annual Stockholders Meeting on 01 June 2023
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
B. Review and Approval of the Minutes of the Special Stockholders Meeting on 14 February 2024
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
II. New Business
A. CFO's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
B. COO's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
C. Chairman's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
D. Approval of Audited Financial Statements as of December 31, 2023
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
E. Ratification of all acts of the Board of Directors during its 2023-2024 term <i>(The list of acts is available on the CLI website)</i>
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
F. Election of Directors for the 2024-2025 term
Jose R. Soberano III
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
Ma. Rosario B. Soberano
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
Jose Franco B. Soberano
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
Beauregard Grant L. Cheng
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
Joanna Marie S. Bergundthal
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____

Rufino Luis T. Manotok			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Ma. Aurora D. Geotina-Garcia			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Atty. Ma. Jasmine S. Oporto			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Stephen A. Tan			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
G. Appointment of External Auditor for Fiscal Year 2024			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
H. Approval of the Amendment of AOI			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
III. Other Matters			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
IV. Adjournment			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____

IN WITNESS WHEREOF, I/We have hereunto set my/our hand/s this _____ at the City of _____, Philippines.

STOCKHOLDER/S

Accepted by:

Name of Proxy

ACKNOWLEDGMENT

BEFORE ME, a notary public for and in the City/Province of _____, this _____ personally appeared the abovenamed parties with their government-issued IDs to wit:

Stockholder	_____	Valid Until: _____
Stockholder	_____	Valid Until: _____
Proxy	_____	Valid Until: _____

and by virtue thereof I sufficiently identified them to be the same persons who signed the above *Proxy Form*, consisting of two (2) pages including this *Acknowledgment* page, and they declared and acknowledged to me that they signed the said instrument for the purposes stated therein and that the same is their free and voluntary act and deed.

Witness my hand and seal on the date and place abovementioned.

Doc. No. : _____;
Page No.: _____;
Book No.: _____;
Series of 2024.

REMINDER: THIS PROXY FORM MUST BE RECEIVED BY THE CORPORATE SECRETARY OR HIS ASSISTANT ON OR BEFORE 28 MAY 2024 FOR ANY VOTES CONTAINED HEREIN TO BE COUNTED DURING THE REGULAR STOCKHOLDERS MEETING.

ANNEX "C"

**PROXY FORM
(for corporate stockholder)**

I, _____, Filipino, of legal age, with office address at _____, after being duly sworn in accordance with law, do hereby depose and state THAT:

1. I am the duly elected and incumbent Corporate Secretary of _____ (the "Corporation"), a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal address at _____;

2. According to corporate records, at the regular/special meeting of the Board of Directors of the Corporation held on _____, with prior notice given to all directors and duly called for the purpose at which a quorum was present, the following resolutions were duly approved:

"BE IT RESOLVED, as it is hereby RESOLVED –

1. That the Board authorize _____, to be the Corporation's authorized proxy to attend all meetings of the stockholders of Cebu Landmasters, Inc., whether regular or special, with full authority to vote the shares of the Corporation and to act upon all matters and resolutions that may come before or presented during the said meetings, in the name, place and stead of the Corporation;

2. RESOLVED FURTHER, that in the absence of the above authorized officer of the Corporation during the actual stockholders of Cebu Landmasters, Inc., the following shares of the Corporation shall be voted and counted for the following items in the Agenda:

I. Review and Approval of Previous Minutes
A. Review and Approval of the Minutes of the Annual Stockholders Meeting on 01 June 2023
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
B. Review and Approval of the Minutes of the Special Stockholders Meeting on 14 February 2024
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
II. New Business
A. CFO's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
B. COO's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
C. Chairman's Report
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
D. Approval of Audited Financial Statements as of December 31, 2023
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
E. Ratification of all acts of the Board of Directors during its 2023-2024 term <i>(The list of acts is available on the CLI website)</i>
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
F. Election of Directors for the 2024-2025 term
Jose R. Soberano III
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____
Ma. Rosario B. Soberano
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain No. of Shares Voted: _____

Jose Franco B. Soberano			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Beauregard Grant L. Cheng			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Joanna Marie S. Bergundthal			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Rufino Luis T. Manotok			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Ma. Aurora D. Geotina-Garcia			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Atty. Ma. Jasmine S. Oporto			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
Stephen A. Tan			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
G. Appointment of External Auditor for Fiscal Year 2024			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
H. Approval of Amendment of AOI			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
III. Other Matters			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____
IV. Adjournment			
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain	No. of Shares Voted: _____

3. I attest to the truth of the foregoing and issue this certification for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ in _____, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, abovenamed Affiant who presented to me his/her government-issued ID: _____ and by virtue thereof I sufficiently identified him/her to be the same person who signed the foregoing *Proxy Form* in my presence and swore as to said document that he/she understood the contents thereof and that the same is his/her free and voluntary act and deed as well as the corporation represented therein.

Witness my hand and seal on the date and place abovementioned.

Doc. No. : _____;
Page No.: _____;
Book No.: _____;

Series of 2024.

REMINDER: THIS PROXY FORM MUST BE RECEIVED BY THE CORPORATE SECRETARY OR HIS ASSISTANT ON OR BEFORE 28 MAY 2024 FOR ANY VOTES CONTAINED HEREIN TO BE COUNTED DURING THE REGULAR STOCKHOLDERS' MEETING.

ANNEX "D"

BALLOT

Name : _____
Principal's Name : _____ (if proxy)
Number of Shares : _____ (to be verified by CLI)

Agenda Items for Approval by Stockholder

Agenda Item	Vote	No. of Shares Voted <i>(indicate specific number or "ALL")</i>
Review and Approval of Previous Minutes <i>(Minutes of the Regular Stockholders' Meeting held on 01 June 2023)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
Review and Approval of Previous Minutes <i>(Minutes of the Special Stockholders' Meeting held on 14 February 2024)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
New Business		
A. CFO's Report	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
B. COO's Report	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
C. Chairman's Report	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
D. Approval of the Audited Financial Statements as of December 31, 2023	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
E. Ratification of all acts of the Board of Directors during its 2023-2024 term <i>(The list of acts is available on the CLI Website)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
F. Election of Directors for the 2024-2025 Term		
• Jose R. Soberano III	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
• Ma. Rosario B. Soberano	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
• Jose Franco B. Soberano	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
• Beauregard Grant L. Cheng	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	_____
• Joanna Marie S. Bergundthal	<input type="checkbox"/> Yes	_____

ANNEX “E”
NOTICE OF MEETING

Dear CLI Stockholders,

You are hereby notified that **CEBU LANDMASTERS, INC. (“CLI”)** will hold a Regular Stockholders’ Meeting on 04 June 2024 starting at 9:30 in the morning. The meeting will be held remotely through a hybrid of remote, through teleconferencing and/or videoconferencing, and in-person in Citadines, Baseline Center, Juana Osmeña St., Cebu City 6000 Philippines

If you intend to join, please ensure you remain a CLI stockholder as of 23 April 2024, the record date for the meeting. Also, on this day, you may start sending your proxy forms and ballots to the Secretariat, which will continue to receive them until 28 May 2024, the deadline for their validation.

You may download the Information Statements, agenda, proxy forms, ballots, and other related materials for the meeting from the company website at <https://cebulandmasters.com/investor-relations/stockholders-meeting>

We will endeavor to send you the Zoom log-in details and dial-in numbers for this meeting within a few days after validating your proxy forms and ballots sent either to corporate.secretary@cebulandmasters.com or my office address below.

Sincerely,

Atty. Alan C. Fontanosa (signed)

Corporate Secretary

SyCip Salazar Hernandez & Gatmaitan

406 Kepwealth Center

Cardinal Rosales Ave., cor. Samar Loop

Cebu Business Park

6000 Cebu City, Philippines

E-mail: acfontanosa@syciplaw.com or corporate.secretary@cebulandmasters.com

Phone: +6332 233.1211 to 13

ANNEX “F”

Management’s Discussion, Analysis and Plan of Operation

COMPANY MILESTONES FOR THE PERIOD ENDED DECEMBER 31, 2023

In 2023, CLI launched a total of ten projects valued at ₱18.7 billion in 2023. Part of the launch is the introduction of the Mirani brand addressing the needs of the lower-income segment, offering residences priced at around ₱1.90 million to ₱2.90 million. Another notable project launch is Mindara Residences in Davao with almost 546 of its units being sold out, amassing ₱2.50 billion in sales within the first week of its launch. CLI also introduced its first house and lot project in Davao, Casa Mira Homes Davao, which is now 95% sold out. Velmiro Heights – Consolacion Ph1, another CLI’s mid-market product located in Northern Cebu was launched last December 2023. Velmiro Heights Consolacion Ph1, will have 378 units composed of a series of single detached models with lot areas ranging from 100 to 197 sq.m. The project sold 93% within days of being introduced to the market, indicating strong demand for such a project. Other project launches include Casa Mira Towers Mandaue T1, Mandtra T2, CMT Palawan T4, CMT Bacolod T4 and Costa Mira Panglao T3. This substantial fresh inventory, coupled with the continued high demand for the established Casa Mira brand, propelled CLI to achieve a record-breaking sales of ₱20.6 billion, up by 14% versus the same period in 2022.

Davao projects accounted for the majority of the sales with 40% of the total sales, Cebu with 30%, Bohol with 12%, Bacolod with 9% and Palawan with 7% while Dumaguete, Iloilo, Ormoc, and CDO contributed the remainder of the total sales.

In terms of market segment, Casa Mira - Economic brand led the market with 45% of total sales, primarily from Casa Mira Davao, Casa Mira Danao, and Casa Mira Towers in Palawan and Bacolod. To date, CLI has already sold out 93% of its inventory across all projects in various phases of development.

The Company has invested ₱12.89 billion in capital projects as of December 2023, 81.7% of which went towards project development, and 6% spent for land acquisition, CLI is expanding in Mindanao by most recently purchasing 21 has. in General Santos City, increasing its landbank to 107 has. with a total value of ₱9.70 billion. With this acquisition, CLI is serving the region’s robust and consistent housing demand, being present in 16 key VisMin cities.

In October 2023, CLI entered into a partnership with NTTUDA, an international developer known for commercial properties, including office buildings, residences, and mixed-use developments in Southeast Asia. This JV is geared towards the development of premium-grade residential towers in the heart of Cebu City.

The Company expands its hospitality portfolio with the launch of The Pad and lyf Cebu in the final quarter of 2023. The opening of lyf Cebu with 159 rooms brings CLI’s operational hotel count to three, following the launch of The Pad Co-Living with 258 rooms and Citadines Cebu City in 2019 with 180 rooms. Like the latter, lyf Cebu City is also operated by international hospitality group The Ascott Limited. This strengthens CLI’s hospitality portfolio while signaling the company’s confidence in VisMin’s growing tourism sector.

In 2023, CLI also received various recognitions starting with the 5-Star BERDE Certification which was officially turned over by the Philippine Green Building Council, led by their CEO, Mr. Chris de la Cruz. Latitude Corporate Center is the FIRST 5-Star BERDE Certified Office Building in Cebu City, with its iconic design masterfully crafted for great businesses.

Furthermore, BCI Asia Philippines once again recognized the Company as one of the Top 10 Developers in the Philippines for 2023, making this the sixth year in a row that it has won. This acknowledgment reinforces the Company’s dedication to delivering creative and sustainable developments.

The 2023 Asia-Pacific Stevie Awards have also recognized CLI as one of the Bronze Stevie Winners for Innovative Achievement in Corporate Social Responsibility. This distinction represents the Company’s unwavering dedication to sustainability and exceptional efforts in improving the environment and society at large.

Lastly, on September 28, 2023, CLI was awarded 2 Golden Arrows by the Institute of Corporate Directors (“ICD”). Companies with exemplary corporate governance were honored in the 2023 ACGS and CGS Golden Arrow Recognition, carried out by the ICD at Okada Manila Hotel.

CLI's unwavering commitment to innovation and excellence underscores its continual strides towards becoming the premier developer in VisMin. Through dedicated efforts in refining strategies, embracing technological advancements, and fostering a culture of excellence, CLI remains resolutely positioned at the forefront of the region's development landscape. This dedication to surpassing benchmarks and setting new industry standards is ingrained in its ethos, driving its pursuit of becoming the unequivocal leader in the VisMin region's real estate development industry.

REVIEW ON THE COMPANY'S RESULTS OF OPERATION

January 1 to December 31, 2023 vs. January 1 to December 31, 2022

In 2023, CLI showcased a commendable financial performance, reporting a consolidated net income of ₱4.64 billion. This figure reflected a significant y-o-y increase of 29% from the previous period's ₱3.61 billion. Furthermore, the NIAT attributable to the parent company of CLI demonstrated a solid growth of 13%, reaching ₱3.58 billion compared to ₱3.17 billion in the same period last year. The notable earnings expansion can be attributed to the Company's robust performance across all revenue streams which led to CLI's consolidated revenue increasing by 20% to ₱18.82 billion from ₱15.66 billion the previous year. This is supported by higher construction progress and higher sales take-up. Using the weighted average of 3,465,201,467 shares, EPS was ₱1.03 for the year 2023 as compared with the same period last year of ₱0.92, a 12% increase.

REVENUES

Real estate sales

Real estate sales recorded a significant 20% y-o-y increase in revenue to ₱18.51 billion from ₱15.44 billion. Higher construction progress and more units that qualified for revenue recognition were the causes of the reported improvement.

In terms of location, Cebu still is the strongest contributor of revenue which accounted for 43% of its overall figure. Visayas (ex-Cebu) and Mindanao contributed 26% and 24%, respectively. The increase in share in revenue outside Cebu was driven by new projects such as East Village Residences, Casa Mira Towers Bacolod, Casa Mira Towers Palawan, and Costa Mira Beach Panglao.

Revenue per Market segment reported the following performance:

Premier Masters (Premier market) recorded revenue of ₱ 4.69 billion, an increase of 23% y-o-y from ₱3.83 billion mainly driven by the new revenue qualifications from Costa Mira Beachtown Mactan and Panglao, Calle 104, Citadines Paragon, and One Paragon Place.

Garden Series (Mid-market), likewise grew 35% y-o-y from ₱4.16 billion to ₱5.60 billion. The increase was steered by The East Village, the first residential project of CLI's Davao Global Township ("DGT") and Mandtra Residences in Cebu.

Casa Mira Series (Economic market) reported a stable revenue of ₱8.13 billion, driven by Casa Mira Towers Bacolod T1-T2, Casa Mira South Ph3A2, Casa Mira Homes Davao, Casa Mira Towers Guadalupe T3, Casa Mira Homes Ormoc, Casa Mira Homes Danao and Casa Mira Towers Palawan.

The Company expects to grow real estate revenue contribution from projects newly launched during the period.

Leasing

The company experienced a substantial growth in rental revenues, reaching ₱112.34 million, a notable 42% y-o-y surge from ₱79.27 million. This upturn was predominantly driven by a blend of augmented lease rates and the revenue influx from recently completed projects. Notably, for the year 2023, CLI has significantly expanded its GLA to 35,772 sq. m., marking a remarkable 19% increase from the previous quarter's 30,006 sq.m. This surge is attributed to the successful turnover of Banilad Highstreet and Drive-Thru spaces in DGT, currently boasting impressive lease rates of 72% and 100%, respectively. These developments stand as pivotal contributors to CLI's upward trajectory and burgeoning success in the market.

Hotel operations

The resurgence in the travel and leisure sector served as a powerful catalyst for CLI's hotel operations, resulting in a remarkable upsurge in revenue. Notably, the hotel operations soared to generate ₱138.55

million, a striking leap from ₱83.42 million during the same period in the previous year, marking a robust 66% growth. This impressive increase was primarily fueled by a surge in bookings and elevated room rates, particularly evident in Citadines Cebu City.

In the last quarter of 2023, the Company turned over a portion of rooms from The Pad and Baseline Lyf. This move significantly bolstered the hotel's keys, escalating from 180 to 338. The remaining hotel keys of The Pad and Baseline Lyf are scheduled for completion in the first quarter of 2024, promising a substantial increase in revenue for the hotel operations in the following year. Furthermore, with seven additional hotels currently under construction, CLI is strategically positioning itself to further capitalize on the burgeoning opportunities within the hospitality sector.

Property Management

This included the project management fee that CLI charges for being the project manager on JV projects and the property management fee for CLI Property Management (CLIPMI) services provided to CLI's completed projects. During the year, the parent company's project management revenue reached ₱172.90 million, these are fees charged to CLI's JV companies for managing the development of the project. On the other hand, property management fees increased by 7% to ₱59.22 million, from ₱55.47 million in the same period last year, reflecting an increase in managed projects by the property arm.

COST OF SALES AND SERVICES

In line with the growth in revenue performance, the Company's cost of sales for the year ended December 31, 2023, was reported at ₱9.64 billion, a 15% y-o-y increase from ₱8.37 billion.

OPERATING EXPENSES

Total operating expenses during the year amounted to ₱2.78 billion, an 18% y-o-y increase from ₱2.37 billion of the same period in 2022. The increase was mainly driven by commissions and incentives which grew by 30% to ₱742.53 million in line with the increase in revenue from real estate sales and robust sales performance during the period.

The Company carefully balanced its debt mix of 65% fixed and 35% floating rates. Due to this, CLI is able to maintain its competitive rate of 6.36% despite an increase in benchmark rates. The stated rate, while being higher than the previous year, is nonetheless competitive when compared to current capital raising rates charged in the sector.

On October 7, 2022, CLI issued its inaugural fixed rate bonds with a total issue size of ₱5.00 billion across the following tenors:

- Series A with a tenor of 3.5 years with a fixed rate of 6.4222%
- Series B with a tenor of 5.5 years with a fixed rate of 6.9884%
- Series C with a tenor of 7 years with a fixed rate of 7.3649%.

The foregoing bonds comprised the first tranche of CLI's ₱15.00 billion shelf program for bonds. The purpose of the 2022 bonds was to raise funds to extend the debt maturity of the company and lock in rates to address any interest rate risk brought about by the challenging macro environment.

NIAT ATTRIBUTABLE TO NCI

For the year ended December 31, 2023, NIAT attributable to NCI increased substantially to ₱1,067.18 million from ₱437.00 million for the same period in 2022. This growth is due to increasing contributions from new JV projects such as The East Village T1-T4 (YHEST) in Davao, Calle 104 T1-T2 (BL RAMOS) in Cebu, and Costa Mira Beachtown Panglao in Bohol.

REVIEW OF THE COMPANY'S FINANCIAL CONDITION

As of December 31, 2023 vs December 31, 2022

CLI's balance sheet remains strong and healthy to support construction and expansion plans. As of December 31, 2023, CLI reported total assets of ₱102.09 billion, an increase of 20% from ₱85.04 billion as of December 31, 2022 driven by progress in construction from sold units

ASSETS

36% decrease in Cash and Cash equivalents

Due to payments on loans such as Retail Bonds, Corporate Notes 1, and Project Term Loans as well as other payables to contractors and suppliers.

39% decrease in Receivables (including Non-Current Portion)

Declined from ₱3.68 billion to ₱2.25 billion due to collections from completed projects.

41% increase in Contract Assets (including Non-Current Portion)

Increased to ₱45.09 billion from ₱31.98 billion mainly from installment contracts on existing and newly launched projects during the year that continue to recognize real estate sales revenue as construction progresses.

2% increase in Real Estate Inventory

Increased to ₱18.69 billion from ₱18.31 billion mainly due to increased building cost, new land acquisitions, and higher construction progress of the Company's projects.

88% decrease in Deposit on Land for Future Development

Declined from ₱130.00 million to ₱15.00 million mainly due to the transfer to raw land inventory.

36% increase in Due from Related Parties

Increased to ₱48.60 million from ₱35.80 million due to transactions paid by CLI (Parent) on behalf of its related parties.

52% increase in Prepayments and Other Current Assets

Increased to ₱6.43 billion from ₱4.24 billion due to advances to subcontractors and suppliers on newly awarded projects. Prior year figure was restated due to reclassification of certain deferred commissions as part of Prepayments and Other Current Assets to Other Non-current Assets account due to its expected recognition as expense in the succeeding years

50% increase in Property and Equipment

Increased to ₱7.24 billion from ₱4.81 billion due to the construction of new offices and branches to support CLI's expanding developments.

3% decrease in Right of Use Asset

Declined from ₱1.17 billion to ₱1.13 billion due to amortization of high-value leasehold rights.

3% increase in Investment Properties

Increased to ₱18.33 billion from ₱17.75 billion attributed to ongoing construction of recurring income generating projects such as Masters Tower, Abaca Resort, Astra Corporate Center, and DGT.

30% increase in Other Non-Current Assets

Increased from ₱1,377 million to ₱1,789.96 million due to increase in advances to contractors.

LIABILITIES

18% increase in Interest-Bearing Loans and Borrowings (including Non-Current Portion) Increased to ₱47.14 billion from ₱39.99 billion due to new availments from project term loans.

21% Increase in Trade Payables (including Non-Current Portion)

Increased to ₱22.97 billion from ₱19.04 billion due to accruals made on unbilled costs to match with revenue recognized.

25% decrease in Contract Liabilities

Decreased from ₱598.36 million to ₱449.34 million due to an increase in collections from buyers coming from new project launches that are ahead of the stage of completion.

39% decrease in Income Tax Payable

Decreased to ₱2.21 million from ₱3.65 million due to the accrual of income tax due for the period.

42% increase in Deferred Tax Liabilities - Net

Increased to ₱4.32 billion from ₱3.03 billion due to additional recognized tax liability on taxable temporary differences.

EQUITY

22% increase in Parent Company's Retained Earnings

Increased to ₱16.45 billion from ₱13.50 billion due to the Net income recognized during the period.

2022 COMPANY MILESTONES

CLI is the leading real estate developer in Visayas and Mindanao currently located in 16 key cities.

In 2022, CLI continued to launch projects to strengthen its market leadership in Visayas and Mindanao.

During the same year, it unveiled more of its mid and premier series as the economy gradually reopens. Sixteen projects were successfully launched and substantially sold out driving up the Company's reservations sales namely:

- a. Astra Corporate Center
- b. Casa Mira Dumaguete Ph2
- c. The East Village T1
- d. The East Village T2
- e. The East Village T3
- f. Velmiro Bohol Expansion Ph2
- g. Casa Mira South 4B.2
- h. The East Village T4
- i. DGT Lots Only
- j. Casa Mira Towers Palawan Ph1 (T1-T2)
- k. Ramos Tower at Calle 104
- l. The Ranudo Tower at Calle 104
- m. Casa Mira Homes | Danao
- n. Costa Mira Bohol
- o. Casa Mira Towers Bacolod T3
- p. Casa Mira Towers Palawan T3

CLI recorded a 14% hike in reservation sales y-o-y to ₱18.80 billion driven by a robust VisMin market. A high 73% of total sales were from newly launched developments with the rest coming from persistent demand for on-going projects.

The Company launched close to 5,000 units in 16 projects worth ₱28.40 billion in 2022 and were 74% sold by the end of the year. Sales velocity of these launches hit peak levels with most developments fully taken up within days.

CLI started the year with strong reservation sales by selling out all three towers of the first residential development in DGT in four days, generating a record ₱4.07 billion in sales. This validates DGT as the most anticipated premier township in Davao.

The first among many launches in 2022, the East Village at DGT is the first residential development in the township with over 2,000 residential unit offerings spread across the 6-tower vertical village. The newly launched and sold-out three towers with a total of 1,087 units are scheduled for completion in Q3 2026.

Part of DGT's Phase 1 is the ₱700.00 million lifestyle mall called the DGT City Center that will be a landmark destination presenting an array of retail, restaurant and entertainment choices. It will feature dynamic, al fresco spaces, and lush indoor gardens offering worry-free strolling and shopping. To complement this is the ₱200.00 million DGT Cultural Center with showrooms, museum spaces, a theater, and function room which can hold up to 250 people.

In May 2022, CLI accelerated its expansion to Eastern Visayas with the launch of Casa Mira Homes Ormoc, a 685-unit subdivision project on a 9-ha. property. Casa Mira Homes Ormoc, to be completed in 2023, is the 11th Casa Mira development in VisMin.

On June 20, 2022, CLI disclosed the approval of its Board of Directors of the offer and issuance of peso-denominated fixed rate bonds with a principal amount of up to ₱5.00 billion and an oversubscription option of up to ₱3.00 billion (the "**Bonds**"). The Bonds are part of the up to ₱15.00 billion fixed rate bonds to be applied by the Company for shelf registration.

CLI intended to use the proceeds from the Bonds to support its growth plans, primarily by investing in markets where CLI's initial foray has exceeded expectations and continuing its strategic land banking activities.

Also in June 2022, during its 2022 Annual Stockholders Meeting, the Company set out its expansion plans, among the focal points are three townships now under development. On the road to creating a critical mass of residents is the 22-ha. DGT sold out in four days the first three towers of its first residential project The East Village at DGT. This prompted the launch of the fourth tower. Planning and development are likewise underway on the 14.3-ha. property in Cagayan de Oro acquired from Xavier University and envisioned to be a mixed-use university town. Reclamation works have also begun on the 100-ha. Minglanilla Techno Business Park in Cebu which is envisioned to be a regional growth center.

As part of the Company's commitment to provide quality and sustainable in-city vertical socialized housing, CLI turned over on June 29, 2022 the ₱115.00 million medium-rise building donated for the people of Cebu City. After less than 12 months of construction, 100 informal settler families now have a decent shelter. Walk-Up Sugbo 1 is a joint collaboration between CLI, the Cebu City Government, and the DHSUD and is designed to provide quality transition housing for informal settlers living in danger zones. It is the first of its kind of socialized housing development in VisMin and is one of the most generously appointed socialized housing buildings in the country.

At the same time, CLI, together with the Mandaue City Government and the DHSUD, signed an agreement and broke ground on the ₱100.00 million Tipolo Residences Building 4, a mid-rise socialized housing for the informal settlers and 2019 fire victims of Barangay Tipolo. Ninety identified beneficiaries joined the momentous occasion and shared their excitement for their future homes.

On July 19, 2022, Philippine Rating Services Corporation ("**PhilRatings**") assigned an Issue Credit Rating of PRS Aa plus, with a Stable Outlook, for CLI's proposed bond issuance. This is the initial tranche of the Company's new three-year Shelf Registration program amounting to ₱15.00 billion.

PhilRatings has also upgraded the Issue Credit Rating for CLI's outstanding Series A to C Corporate Notes worth ₱5.00 billion to PRS Aa plus, with a Stable Outlook, from PRS Aa.

On July 23, 2022, DGT was formally inaugurated, completing site development in just two years. After only two years of site development, YHEST Realty Development Corp., a JV between CLI and the Yuson, Huang, and Tan families of the prominent Villa-Abrile clan of Davao, officially inaugurated the 23-ha. DGT is envisioned to be Mindanao's most sustainable central business district. It also started to offer 27 township commercial lots for sale after completing the utilities and road networks of the property. The commercial lots for sale have a total area of 47,194 sq.m. and lot sizes range from 1,054 sq.m. to 3,446 sq.m.

DGT Phase 1 includes the township's first residential development The East Village at DGT, a commercial area and lifestyle mall DGT City Center (opening early 2024), and DGT Cultural Center (opening 2024).

In August 2022, the Company purchased a 17-ha. expansion site in Butuan City. This acquisition brought up the Company's total landbank to 116 has.

In September 2022, CLI sold out Calle 104, a two-tower upscale residential project in record three days. The sales of the ₱2.40 billion for Calle 104, which straddles Ramos and Ranudo Streets, is a popular address of prominent families in Cebu. The high-end project in Cebu is CLI's eighth launch in 2022 across VisMin. Calle 104 is a JV project of CLI and Borromeo Brothers Estate, Inc. under Cebu BL Ramos Ventures Inc. The upscale mixed-use development designed by Casas + Architects to be completed in Q4 2026 has two distinct towers connected by a retail podium with a gross floor area of 5,000 sq.m. of lifestyle options including restaurants, clothing, and essentials. A 2,300 sq.m. supermarket is located in the basement for the convenience of residents.

On September 22, 2022, CLI finalized the issue size of its maiden fixed rate Bonds offering, with an aggregate principal amount of ₱5.00 billion across three tenors. This initial issuance is the first from CLI's shelf registration of a ₱15.00 billion debt securities program to be utilized within three years. In a strong show of confidence in CLI, the Company's maiden retail bonds received strong demand from both institutional and retail investors, even as CLI priced at the lowest end of the initial spread range. Interest rates have been set for the 3.5Y Series A at 6.4222%, for the 5.5Y Series B at 6.9884%, and for the 7Y Series C at 7.3649%. The Company received its Permit to Sell from the SEC for its maiden retail bond Issuance on September 27, 2022.

On September 29, 2022, disclosed that in its first foray in Palawan, CLI sold in less than one week 85% of the first phase of an economic housing project in Puerto Princesa. Projected gross revenues from this seven-tower development is pegged at ₱6.00 billion, with phase one set for completion in Q4 2025. The

first venture in Palawan was a success. It showed that there is indeed a broader market for the bestselling housing brand Casa Mira beyond VisMin, and that the CLI is gaining traction in new areas of expansion.

On October 7, 2022, CLI successfully listed its first fixed-rate bond offering at the PDEX. BPI Capital and Chinabank Capital have been appointed as joint issue managers, joint lead underwriters, and joint bookrunners. PNB Capital, RCBC Capital, and SB Capital Investment Corporation are co-lead underwriters.

CLI dominated the 10th PropertyGuru PPA bagging 12 accolades including the Best Developer (Visayas) and Best Developer (Mindanao) awards presented in an exclusive gala event. CLI was also given Special Recognition in ESG and in Sustainable Design and Construction.

List of Winners:

- Abaca Resort Mactan, Best Resort Development
- Costa Mira Beachtown Mactan, Best Waterfront Condo Development
- The East Village, Best Condo Development (Mindanao) and Best Condo Architectural Design
- Sofitel Cebu City, Best Hotel Architectural Design
- Terranza Residences, Best Condo Development (Visayas)

Highly Recommended:

- Astra Centre, Best Mixed-Use Development
- Sofitel Cebu City, Best Hotel Development

CLI, together with the Cebu City Government, officially opened a new F. Ramos Extension access road to vehicular traffic starting October 19, 2022.

The 200-meter F. Ramos Ext. access road provides a direct link between MP Yap and Llorente streets and provides an alternative access to and from Juana Osmena St. via Base Line Drive. This will help improve traffic flow and provide the community with an easier route to business establishments and lifestyle destinations around the area.

On October 28, 2022, CLI introduced a new immersive mountain resort in Balamban, Cebu. CLI further expands its growing leisure and hospitality portfolio with the 21 ha MagsPeak Mountain Resort and Villas. The 21-ha mountain estate in Magsaysay Peak in Balamban, Cebu, with an elevation of 800 meters is a JV between CLI and MagsPeak composed of Cebuano businessman and fellow Camanoans, Bob Gothong, Segundino Selma Jr., Richard Ray King, and Douglas Gacasan. It is designed to create a holistic mountain experience for Cebu with an outdoor, religious, and hospitality component, built with sustainability at its core. MagsPeak's offers a unique hospitality experience managed by CLI's Hospitality arm, CLI Hotels & Resorts. Opening in 2025, the resort comprises 13 exclusive mountain villas and 20 hotel rooms highlighting views of the Balamban mountain landscape and the western Cebu seascape. Guest stays will further be enhanced with a clubhouse, heated infinity pools, and a farm-to table restaurant. With sustainability integral to its development, MagsPeak showcases eco-friendly initiatives and outdoor programs such as hiking trails, camping facilities, and other child-friendly activities surrounded by nature.

With the Company's stellar performance and proven execution capability to adapt to the new normal surpassing pre-pandemic growth and income levels, the Board deemed it fit to declare a regular and special cash dividend of ₱0.15 and ₱0.03 per share on March 20, 2023 with a total estimated amount of ₱623.00 million, a 21% increase from the ₱520.00 million paid to stockholders last year. The recently declared dividends had a record date of April 18, 2023 and were paid on April 28, 2023.

REVIEW ON THE COMPANY'S RESULTS OF OPERATION

FY 2022 vs FY 2021

CLI recorded Normalized Net income to parent shareholders of ₱3.17 billion, an increase of 21% from ₱2.61 billion in 2021, the remainder after tax adjustments for the year were factored out. This generated an EPS of ₱0.92, a decrease of 12% y-o-y from ₱1.04 EPS in 2021. The significant increase is driven by the strong topline growth and fast economic recovery in the region.

REVENUES

CLI's topline grew significantly by 40% to ₱15.66 billion from 2021's ₱11.16 billion driven by significant construction accomplishments coupled by robust sales and collections, which have further resulted in a ₱29.00 billion or 17% increase in unrecognized revenue for future recognition.

Real estate sales

Revenue from the sale of real estate recorded a 40% growth y-o-y to ₱15.44 billion from ₱11.00 billion in 2021. The high growth was driven by significant construction progress and more accounts qualifying for revenue recognition from continued collections. By the end of the year, construction was in full swing across all project sites in 16 key cities in VisMin with catch-up measures in place to compensate for delays caused by quarantine restrictions.

Casa Mira accounted for the largest share of revenues at 47%, followed by the Garden series with 27%, and Premier Masters with 24%. The mix of revenue recorded during the year was brought about by the strong Casa Mira sales during the height of the pandemic in 2020. In terms of location, CLI's operations in Cebu remain outstanding, representing 42% of the total revenues, with Davao following at 19%, Iloilo at 12%, and CDO contributing 10%.

Premier Masters (Premier market), at ₱3.80 billion, increased by 47% y-o-y from ₱2.60 billion driven by the new revenue qualifications and accomplishments from Terranza residences in Iloilo and Costa Mira Beach in Mactan.

Garden Series (Mid-market), at ₱4.20 billion, higher by 30% y-o-y from ₱3.20 billion, the biggest contributor was The East Village, the first residential project of CLI's DGT.

Casa Mira Series (Economic market), at ₱7.36 billion, grew by 43% y-o-y from ₱5.16 billion, driven by Casa Mira Ormoc, Casa Mira Homes Dumaguete and Casa Mira LPU in Davao.

In Q4 2022, the Company recorded a total consolidated revenue of ₱4.69 billion, a 34% increase versus the ₱3.50 billion in Q4 2021 and is also 34% higher quarter on quarter ("q-o-q") from the ₱3.51 billion that was reported on Q3 2022. The strong performance during the fourth quarter was driven by the increase in real estate revenue due as construction is now in full swing in the various development sites of the company.

Hotel operations

Launched on September 14, 2019, Citadines Cebu City posted ₱83.42 million for the period ending December 31, 2022. Hotel revenue grew significantly by 71% with the reopening of local and international borders, reviving trade, and tourism.

Leasing

CLI's rental revenues improved by 7% posting ₱79.28 million in 2022 from ₱74.27 million in 2021. Growth driven by increased lease contracts and new tenants in the newly completed Latitude Corporate Center. GLA decreased to 29,085 sq.m. from 29,133 sq.m due to conversion to office space (CLI's office expansion). As of December 31, 2022, rental occupancy rate is at 48%, an increase from 41% as of December 31, 2021.

Property Management

Revenue from property management fees is at ₱55.47 million, a 29% y-o-y increase from ₱42.97 million mainly from continuous turn-over of completed projects during the year — Casa Mira South Phase 1 and 2, Casa Mira Coast, Velmiro Uptown CDO, and Casa Mira Bacolod.

COST OF SALES AND SERVICES

The Company's cost of sales for the period ended December 31, 2022 amounted to ₱8.37 billion, an increase of 40% from ₱5.97 billion in line with the increase in revenue.

OPERATING EXPENSES

Total operating expenses during the year amounted to ₱2.37 billion, a 21% y-o-y increase from ₱1.95 billion mainly due to the increase in accounted commissions and incentives to ₱847.16 million caused by the implementation of PFRS 15, which required the accrual of the said commissions and incentives.

Salaries and employee benefits also grew by 20% to ₱532.69 million which aligns with the increase in the Group's manpower to 801 employees from 691 employees to support CLI's expansions across VisMin. During the year, the Company also spent ₱122.00 million in costs attributable to the purchase of the 17 hectares expansion site in Butuan.

INTEREST EXPENSE

During the year, borrowing costs amounted to ₱811.68 million with a higher average borrowing rate of 6.07%, an increase from the cost of borrowing reported in 2021 of 4.77%. The borrowing cost represents the interest on bank loans and corporate notes to fund the Company's project developments that are recognized as period costs and expenses.

REVIEW OF THE COMPANY'S FINANCIAL CONDITION

As of December 31, 2022 vs December 31, 2021

CLI's balance sheet remained solid and healthy to support construction and expansion plans. As of December 31, 2022, CLI's consolidated assets stood at ₱85.04 billion, a 28% y-o-y growth from ₱66.65 billion driven by the increase in contract assets, real estate inventories, and investment properties.

ASSETS

31% increase in Cash and Cash equivalents

Increased to ₱1.45 billion from ₱1.10 billion largely due to collections and higher take-outs deposited under Short-term placements.

39% decrease in Accounts receivable (including Non-Current Portion)

Decreased to ₱3.68 billion from ₱6.01 billion mainly due to collections from completed projects.

58% increase in Contract Assets (including Non-Current Portion)

Increased to ₱31.98 billion from ₱20.29 billion mainly from installment contracts on existing and newly launched projects during the year that continue to recognize real estate sales revenue as construction progresses.

2% decrease in Real Estate Inventory

Slightly decreased to ₱18.31 billion from ₱18.71 billion due to decreased land development cost and raw land.

100% increase in Deposits on Land for Future Development (including Non-Current Portion) Increased to ₱130.00 million and none from 2021 since fully paid land purchases were reclassified to raw land inventory amounting to ₱1.08 billion.

38% decrease in Due from Related Parties

Transactions paid by the Parent Company on behalf of its related parties decreased to ₱35.80 million from ₱57.43 million mainly from collections on subsidiary and affiliate businesses.

3% increase in Prepayments and Other Current Assets

Increased to ₱4.24 billion from ₱4.11 billion coming from downpayments and advances to suppliers and subcontractors; prepaid commissions, and related input VAT on construction materials purchased.

1% decrease in Investments in Associates

Decreased to ₱133.56 million from ₱135.06 million mainly from the additional investment in Magspeak in 2021 amounting to ₱24.25 million. In 2022, only ₱8.00 million additional investment to ICOM.

426% increase in Property and Equipment – Net

Increased to ₱4.81 billion from ₱915.67 million mainly from the reclassification of investment property.

34% increase in Investment Properties – Net

Increased to ₱17.75 billion from ₱13.24 billion attributed to ongoing construction of investment properties, which include hospitality and commercial assets.

1% increase in Right-of-Use Asset and 10% increase in Lease Liabilities

Right-of-use asset and lease liability increased to ₱1.17 billion and ₱1.15 billion, respectively, with recognition of the high-value leasehold rights acquired on the 43-year land lease for Cebu Business Park Office and Patria during the year.

LIABILITIES

25% increase in Interest-Bearing Loans and Borrowings (including Non-Current Portion)

Increased to ₱39.99 billion from ₱32.02 billion mainly from new bank loans availed including proceeds from bonds issuance.

49% increase in Trade and other payables (including non-current portion)

Increased to ₱19.04 billion from ₱12.82 billion mainly represent accrued cost of sales to match revenue recognition, outstanding obligations to owners of parcels of land acquired, subcontractors, and suppliers of construction materials.

48% increase in Deferred Tax Liabilities

Increased to ₱3.03 billion from ₱2.05 billion due to additional recognized tax liability on taxable temporary differences.

EQUITY

0% increase in Additional Paid-In Capital

Increase of ₱2.00 million due to the exercise of ESOP, the Company issued 3,349,470 common shares with a par value of ₱1.00 or ₱3,349,470 to its qualified employees out of its treasury shares and recognized an additional paid-in capital amounting to ₱18.32 million from the transaction.

2% decrease in Treasury Shares

Decreased to ₱732.66 million from ₱748.17 million. In 2022, the Parent Company issued to its qualified officers 3,349,470 common shares out of its treasury shares in relation to the ESOP.

3% Increase in Revaluation Reserves

Increased to ₱13.91 million from ₱13.48 million due to increase in estimated loss on remeasurement of post-employment defined benefit obligation.

6% increase in NCI

Increased to ₱7.51 billion from ₱7.09 billion significantly from increased share in net profit in 2022 by ₱379.07 million.

2021 COMPANY MILESTONES

The Company is the leading real estate developer in Visayas and Mindanao, currently located in 16 key cities.

In 2021, CLI continued to launch projects to strengthen its market leadership in Visayas and Mindanao. During the year, it has unveiled more of its mid and premier series as the economy gradually reopens. Ten projects were successfully launched and substantially sold out driving up the Company's reservation sales namely:

- a. Velmiro Heights CDO
- b. Casa Mira Tower Guadalupe Tower 3 in Cebu
- c. Mandtra residences Tower 1 in Cebu
- d. Casa Mira Ormoc
- e. Terranza residences in Iloilo
- f. Casa Mira South Phase 4A in Cebu
- g. Casa Mira South Phase 4B in Cebu
- h. Mandtra Residences Tower 3 in Cebu
- i. Costa Mira Beachtown Mactan Cebu
- j. Casa Mira Towers Bacolod

CLI recorded reservation sales of ₱16.52 billion for 2021, 16% more than 2020's ₱14.25 billion due to sustained demand for housing in its key markets by launching 3,865 units in 10 projects worth ₱18.00 billion, more than the eight projects launched in 2020 worth ₱11.50 billion.

CLI launched Masters Tower Cebu on February 19, 2021, with a target completion date of 2025. The project will include prime office and retail space as well as the Queen City of the South's first five-star luxury hotel. The Sofitel Cebu City will be managed by Accor, a global hotel company with headquarters in France. The construction, which is expected to cost ₱4.00 billion, would be built by EEI Corporation on a 2,840 sq.m. plot in Cebu Business Park, the city's preeminent central business area.

In March 2021, CLI signed a new ₱360.00 million JV focused on filling a rapidly rising demand for coliving spaces that deliver affordable, safe transient housing in Cebu for young professionals and

students seeking quick access to strategic business centers. Named SPE, the partnership will kick off with a 7,500 sq.m. prime property along Banilad Road and is walking distance to the Cebu IT Park where many BPO firms are located. With renewed BPO interest in Cebu, areas like Banilad surrounding the BPO hubs have become highly in-demand. The mixed-use development will have retail spaces, over 300 dormitory rooms, and a self-storage facility. The project is to be completed by 2023 and primarily targets young professionals and students returning to work and schools, respectively.

In April 2021, CLI broke ground for Patria de Cebu, a new mixed-use development offering 21,000 sq.m. of gross floor area and a 182-room Mercure Hotel at the heart of downtown Cebu City's heritage trail. Patria de Cebu's redevelopment will offer 4,320 sq.m. of food, dining and entertainment spaces and 4,400 sq.m. of office space. The balance will be taken up by Mercure Cebu Downtown set to open in 2025 to be operated by French multinational chain Accor, a world leading hospitality group.

CLI's collaboration with the Archdiocese of Cebu covers the development and operation of the mixed-use project for 40 years.

In May 2021, CLI continued its partnership with BPI Investment Management, Inc.'s managed money market funds by entering into another notes facility agreement worth ₱3.00 billion. The facility was arranged by BPI Capital, which also arranged the initial ₱2.00 billion facility issued last October 2019.

CLI received PRA approval in June 2021 to reclaim and develop the 100-ha. Minglanilla techno business hub in Cebu. Following that, CLI increased its ownership share from 20% to 78% in order to streamline CLI's operations as the development's developer and project manager. During the year, PRA issued a Notice to Proceed for the reclamation. In October 2021, CLI broke ground to begin its development.

In July 2021, CLI revealed its very first resort development – the ₱2.50 billion Abaca Resort Mactan. The 125-room all-suite accommodation will feature stunning panoramic ocean views and will rise 17 stories high on a 4,500 sq.m. property formerly occupied by the multi-awarded Abaca Boutique Resort in Punta Engaño, Lapu-Lapu City, a tourism growth center. CLI purchased the property in 2019 and has signed up with The Abaca Group to continue operating the hotel and providing luxury experiences tailored for local and global tourists when it reopens. To design the resort, CLI tapped internationally renowned architectural firm Büro Ole Scheeren whose projects have won numerous global awards.

On July 14, 2021, CLI distributed 1,909,451,997 new common shares as stock dividends, or 123 new shares for every 100 existing shares. This resulted in an increase in outstanding common shares to 3,461,851,997.

In August 2021, CLI signed a Memorandum of Agreement to acquire 14.3 has of Xavier University – Ateneo de Cagayan's Manresa Property in uptown Cagayan de Oro. CLI's acquisition, named Manresa Town, will be developed with condominiums, dormitories, retail, and commercial spaces that will be an integral part to the master planned township of Xavier University Cagayan de Oro. Proceeds that Xavier University will be receiving will be used to develop the new Xavier University Masterson Campus, which at 21 will be three times larger in area than the current campus. Provisions in the agreement prepared by Xavier University and endorsed by Jesuit leaderships in the Philippines and in Rome were approved by the Vatican after a thorough two-year review process. The new 21-ha Xavier University Masterson Campus is envisioned to catalyze development in Northern Mindanao with a Sustainable and New Normal-ready Campus Masterplan. The masterplan of the Xavier University Masterson Campus will blend seamlessly with the adjacent Manresa Town to be developed by CLI, a 14.3-ha mixed-use university town that provides Xavier University students convenient and safe residential options, easy access to commercial establishments and future-ready offices.

In December 2021, CLI and Borrromeo Brothers Estate Inc. inaugurated the ₱1.20 billion 4-Star BERDE-certified commercial tower Latitude Corporate Center, increasing CLI's office GLA to over 29,000 sq.m. from 14,000 sq.m. y-o-y. The hybrid office building standing 24-storeys high with designated spaces for BPO offices (eighth – 12th floors), Enterprise offices (14th – 16th floors), Executive offices (17th-24th floors) and a retail concept (first and second floors) is strategically located in Cebu Business Park and is among the tallest buildings in the business district. The development was awarded early in 2023 with a four-star accreditation under the BERDE rating system, a testament to its sustainable design tailor fit to world class standards.

During the ninth PropertyGuru PPA, CLI was awarded as the Best Developer for Visayas and Mindanao along with nine other special awards from its portfolio of innovative, and market-resonant projects spread across the archipelago, such as Casa Mira Towers Mandaue, DGT, MesaVirre Garden Residences, One Paragon Place, Patria de Cebu, Radisson Red, and Velmiro Uptown CDO.

With the Company's stellar performance and proven execution capability to adapt to the new normal translating to a resumption of pre-pandemic growth and income levels, the Board deemed it fit to declare a regular and special cash dividend of ₱0.112 and ₱0.038 per share on March 15, 2022 with a

total estimated amount ₱519.20 million, a 33.6% increase from the ₱388.75 million paid to stockholders last year. The recently declared dividends had a record date of April 22, 2022 and were paid on May 17, 2022.

REVIEW OF THE COMPANY'S RESULTS OF OPERATION

FY 2021 vs. FY 2020

CLI recorded net income to parent shareholders of ₱2.61 billion, an increase of 42% from ₱1.85 billion in 2020. The significant increase was driven by the strong topline growth and one-time tax adjustment amounting to ₱293.50 million brought about by the implementation of CREATE Act.

As a result of the application of CREATE Act, lowering RCIT rate of 25% starting July 1, 2020, the current income tax expense and income tax payable, as presented in the 2020 annual income tax return of the Parent Company and the subsidiaries, was lower by ₱11.81 million than the amount presented in the 2020 AFS and such amount was charged to 2021 profit or loss.

In 2021, the recognized net deferred tax liabilities as of December 31, 2020 was re-measured to 25%. This resulted in a decline in the recognized deferred tax liabilities in 2020 by ₱280.80 million and such was recognized in the 2021 profit or loss and in other comprehensive income.

EPS in 2021 was ₱1.04 computed as net income attributable to CLI shareholders amounting to ₱2.61 billion divided by weighted average number of shares of 2,507,833,165, while EPS in 2020 was ₱1.15 computed as net income ₱1.85 billion divided by weighted average number of shares of 1,605,279,067.

CLI distributed stock dividends in July 2021 of 123 shares per 100 shares or 123%.

REVENUES

CLI's topline grew by 35% to ₱11.16 billion from 2020's ₱8.30 billion driven by significant construction accomplishments coupled by robust sales and collections, which have further resulted in a ₱25.00 billion or 23% increase in unrecognized revenue for future recognition.

Real estate sales

Revenue from the sale of real estate recorded a 35% growth y-o-y to ₱11.00 billion from ₱8.15 billion in 2020. The high growth was driven by significant construction progress and more accounts qualifying for revenue recognition from continued collections. By the end of the year, construction was in full swing across all project sites in 16 key cities in VisMin with catch-up measures in place to compensate for delays caused by quarantine restrictions.

Casa Mira accounted for 44% of revenues, followed by the Garden series with 30% and Premier Masters with 24%. The mix of revenue recorded during the year was brought about by the strong Casa Mira sales during the height of the pandemic in 2020. In terms of location, CLI's operations in Cebu represent 55% of the total revenues, followed by CDO with 11% with Davao and Iloilo both contributing 10%.

Premier Masters (Premier market), at ₱2.60 billion, increased by 17% y-o-y from ₱2.20 billion driven by the new revenue qualifications and accomplishments from Terranza residences in Iloilo.

Garden Series (Mid-market), at ₱3.20 billion, higher by 7% y-o-y from ₱3.00 billion, driven by Mandra Residences, Velmiro Plains Bacolod, and Velmiro Heights CDO.

Casa Mira Series (Economic market), at ₱5.16 billion, grew by 93% y-o-y from ₱2.67 billion, mainly from newly launched projects during the year: Casa Mira LPU in Davao and Casa Mira Iloilo.

In Q4 2021, the Company recorded a total consolidated revenue of ₱3.50 billion, a 35% increase versus the ₱2.60 billion in Q4 2020 and is 39% higher q-o-q from the ₱2.50 billion that was reported on Q3 2021. The strong performance during the fourth quarter was driven by the increase in real estate revenue due as construction is now in full swing in the various development sites of the Company.

Hotel operations

Launched on September 14, 2019, Citadines Cebu City posted revenues of ₱48.68 million for the period ending December 31, 2021. The hotel revenues were driven from BPO companies that housed their employees during the lockdown.

Leasing

The Company offered rental concessions and holidays to support local businesses during lockdown, increasing its rental revenue by 34% y-o-y to ₱74.27 million from ₱55.24 million. GLA doubled to 29,000 sq.m. from 14,536 sq.m. due to the turnover of Latitude Corporate Center.

Property Management

Revenue from property management fees is at ₱42.97 million, a slight increase from ₱42.59 million mainly from continuous turn-over of completed projects during the year – Casa Mira South Phase 1 and 2, MesaVerte Residences, and Mivesa Garden Residences Phase 3.

COST OF SALES AND SERVICES

The Company's cost of sales for the period ended December 31, 2021 amounted to ₱5.97 billion, an increase of 39% from ₱4.28 billion in line with the increase in revenue.

OPERATING EXPENSES

Total operating expenses during the year amounted to ₱1.95 billion, a 54% y-o-y increase from ₱1.27 billion mainly due to the increase in accounted commissions and incentives to ₱725.00 million caused by the implementation of PFRS 15, which required the accrual of the said commissions and incentives.

Salaries and employee benefits also grew by 22% to ₱450.64 million which aligns with the increase in the Group's manpower to 691 employees from 574 employees to support CLI's expansions across VisMin. During the year, the Company also spent ₱100.00 million in costs attributable to the purchase of the 14.3 has that will be integrated into the Xavier University Masterson Campus.

INTEREST EXPENSE

During the year, borrowing costs amounted to ₱571.47 million with a lower average borrowing rate of 4.75%, an improvement from the cost of borrowing reported in 2020 of 4.96%. The borrowing cost represents the interest on bank loans and corporate notes to fund the Company's project developments that are recognized as period costs and expenses.

OTHER INCOME/EXPENSE

The Company's other operating income likewise increased to ₱257.23 million from ₱68.60 million due to water revenue from the CLI's managed projects and an increase of administrative fees charged to the customers. Moreover, there is also a ₱129.00 million provision for loss on typhoon due to the recent Typhoon ODETTE that affected some of the projects of the company. This caused a substantial increase in the other gains and losses of the company during 2021.

NIAT ATTRIBUTABLE TO NCI

For the period ended December 31, 2021, NIAT attributable to NCI stood at ₱57.93 million, 75% y-o-y decline from ₱229.61 million, due to the minimal incremental sales and percentage of completion ("POC") on existing JV projects due to the completion and ongoing turn-over of Mivesa Garden Residences Phase 3 (MGR) and Latitude Corporate Center (BLCBP); and as MesaTierra Garden Residences (YES Inc.).

REVIEW OF THE COMPANY'S FINANCIAL CONDITION

As of December 31, 2021 vs. December 31, 2020

CLI's balance sheet remained solid and healthy to support construction and expansion plans. As of December 31, 2021, CLI's consolidated assets stood at ₱66.65 billion, a 33% y-o-y growth to ₱66.65 billion from ₱50.09 billion driven by the increase in contract assets, real estate inventories, and investment properties.

ASSETS

37% increase in Cash and Cash Equivalents

Increased to ₱1.10 billion from ₱797.18 million largely due to collections and higher take-outs deposited under short-term placements.

2% decrease in Accounts Receivable (including Non-Current Portion)

Decreased to ₱6.01 billion from ₱6.14 billion mainly due to collections from completed projects.

46% increase in Contract Assets (including Non-Current Portion)

Increased to ₱20.29 billion from ₱13.86 billion mainly from installment contracts on existing and newly launched projects during the year that continue to recognize real estate sales revenue as construction progresses.

100% decrease in Deposits on Land for Future Development (including Non-Current Portion)

Balance zeroed out from ₱699.77 million as fully paid land purchases were reclassified to raw land inventory amounting to ₱1.08 billion. Additional deposits on land for the year amount to ₱376.33 million.

40% increase in Real Estate Inventory

Increased to ₱18.71 billion from ₱13.40 billion driven by inventory on newly projects launched during the year, inventory on projects under construction becoming more valuable as building progress is achieved, and reclassification of investment properties worth a total of ₱1.85 billion to real estate inventories as well as fully paid raw land worth ₱1.08 billion from deposits on land to real estate inventories.

162% increase in Due from Related Parties

Transactions paid by the Company on behalf of its related parties increased to ₱57.43 million from ₱21.95 million mainly from cash advances to subsidiary and affiliate businesses.

36% increase in Prepayments and Other Current Assets

Increased to ₱4.114 billion from ₱3.02 billion coming from downpayments and advances to suppliers and subcontractors; prepaid commissions and related input VAT on construction materials purchased

4% increase in Investment in Associates

Increased to ₱135.06 million from ₱129.85 million mainly from investment to ICOM and Magspeak during the year amounting to ₱110.82 million and ₱24.25 million respectively.

42% increase in Property and Equipment – Net

Increased to ₱ 915.67 million from ₱643.39 million with the construction of new offices and branches to support CLI's expanding developments.

21% increase in Right-of-Use Asset

Right-of-use assets increased due to the recognition of the high-value leasehold rights acquired on the 43-year land lease for Cebu Business Park Office and Patria during the year.

31% increase in Investment Properties – Net

Increased to ₱13.24 billion from ₱10.09 billion attributed to ongoing construction of the Company's investment properties, which include its hospitality and commercial assets.

7% decrease in Other Non-Current Assets – Net

Decrease in this account is attributed to the recoupment on the advances and down payments made by the company to its contractors after progress construction have been made on the corresponding projects.

LIABILITIES

35% increase in Interest-Bearing Loans and Borrowings (including Non-Current Portion)

Increased to ₱32.02 billion from ₱23.79 billion mainly from the ₱11.48 billion new bank loans during the year.

71% increase in Trade and Other Payables (including Non-Current Portion)

Increased to ₱12.82 billion from ₱7.48 billion mainly represent accrued cost of sales to match revenue recognition, outstanding obligations to owners of parcels of land acquired, subcontractors, and suppliers of construction materials.

13% increase in Contract Liabilities

Increased to ₱604.25 million from ₱532.65 million due to increase in collections from buyers with units that have a relatively lower stage of progress completion versus the amount paid.

54% decrease in Customer deposits

Due to the lower amount of advance reservation fees that were not recognized during the same period.

35% Increase in Lease Liabilities

Due to a new 22-year lease contract entered by the company in Banilad Cebu City for Banilad high street project.

93% decrease in Income Tax Payable

After the income tax set up for the prior period was paid.

665% increase in Post employment defined benefit obligation Due to the additional funds set aside for the plan.

21% increase in Deferred Tax Liabilities – Net

Increased to ₱2.05 billion from ₱1.69 billion due to additional recognized tax liability on taxable temporary differences.

EQUITY

111% increase in Capital Stock

Due to the declaration of stock dividends amounting to 1,909,451,997 common shares with a par value of ₱1.00 or ₱1.90 billion as approved by the PSE on July 6, 2021.

2% increase in Treasury Shares

From the Board-approved buyback program in 2020, CLI reacquired 2,599,600 shares of its common stock in 2021 for ₱15.32 million and presented them as Treasury Stock in the consolidated statement of financial position.

5% increase in Revaluation reserves

Increased to ₱13.48 million from ₱12.88 million due to increase in estimated loss on remeasurement of post-employment defined benefit obligation.

5% increase in Retained Earnings

Attributable to the net income recognized during the period.

3% increase in NCI

Increased to ₱7.09 billion from ₱6.90 billion significantly from additional paid-in capital during the year to CLI-LITE amount to ₱252.73 million. Also, MGR declared total cash dividends of ₱160.00 million of which ₱88.00 million is payable to non-controlling shareholders.

FY 2020 vs. FY 2019

For the period ending December 31, 2020, the Company's NIAT was at ₱1.85 billion, a slight decline of 8% y-o-y from ₱2.01 billion. The decline in the Company's bottom line numbers was due to the stringent lockdown measures imposed by the government during the period. This translates to an EPS of ₱1.15.

CLI bounced back and posted a strong financial growth as restrictions eased during the second half of 2020. The Company's consolidated NIAT during the second half of the year was at ₱1.16 billion, 26% higher as compared to the first half. CLI's NIAT during the second half of 2020, on the other hand, was at ₱1.05 billion, 33% higher than the first half.

REVENUES

For the period ending December 31, 2020, CLI generated consolidated revenue of ₱8.30 billion, a slight decline of 2% y-o-y from ₱8.50 billion. In the fourth quarter of the period, consolidated revenue registered at ₱2.59 billion, 18% growth from ₱2.20 billion in the third quarter of 2020, as travel restrictions ease and as operations and construction recuperate.

Real estate sales

Revenue from sale of real estate reached ₱8.15 billion, a 3% y-o-y slight decline from ₱8.39 billion in 2019, driven by Garden Series (36%), followed by Casa Mira Series (32%) and Premier Masters (27%). In the same period of 2019, Garden Series generated 37% of the total revenues, followed by Casa Mira (30%) and Premier Masters (30%). In terms of location, CLI's presence in Cebu remains strong,

representing 52% of the total revenues, followed by CDO (16%) and Bacolod (11%), for both periods ending December 31, 2020.

Premier Masters (Premier market), at ₱2.22 billion, declined by 13% y-o-y from ₱2.54 billion, with the construction slowdown of 38 Park Avenue due to the pandemic.

Garden Series (Mid-market), at ₱2.99 billion, slightly declined by 6% y-o-y from ₱3.12 billion, driven by Mivela Garden Residences, Velmiro Plains Bacolod, and the recently launched, Velmiro Greens Bohol.

Casa Mira Series (Economic market), at ₱2.67 billion, grew by 6% y-o-y from ₱2.51 billion, mainly from newly launched projects during the year: Casa Mira Iloilo and Casa Mira South Phase 3B.

During the second half of 2020, CLI posted a 38% growth as compared to the first half. The robust growth was driven by the easement of quarantine across VisMin sites increasing construction efficiency to 90% from 70% in the second quarter. Collections on the other hand has also improved with more accounts qualifying for revenue recognition in the last two quarters.

Hotel operations

Launched on September 14, 2019, Citadines Cebu City posted ₱54.56 million for the period ending December 31, 2020. With hotel revenues driven from BPO companies that housed their employees during the lockdown.

Leasing

The Company offered rental concessions and holidays to support local businesses during lockdown decreasing its rental revenue by 13% y-o-y to ₱55.24 million from ₱63.16 million. GLA increases by 2% y-o-y to 14,536 sq.m. from 14,296 sq.m. with the completion of retail spaces in residential projects. As of December 31, 2020, rental occupancy rate is at 79%, a minor decline from 82% as of December 31, 2019.

Property Management

Revenue from property management fees is at ₱42.59 million, 16% y-o-y increase from ₱36.84 million mainly from continuous turn-over of completed projects during the year – Casa Mira South Phase 1 and 2, MesaVerte Residences, and Mivesa Garden Residences Phase 3.

COST OF SALES

The Company's cost of sales for the period ended December 31, 2020 was at ₱4.28 billion, from ₱4.30 billion in line with the slim decrease in revenue.

OPERATING EXPENSES

Total operating expenses during the period amounted to ₱1.27 billion, 11% y-o-y increase from ₱1.15 billion mainly from an increase in commissions and incentives to ₱429.73 million with the implementation of PFRS 15. Salaries and employee benefits also grew by 18% to ₱367.04 million due to an increase in the Group's manpower to 574 employees from 475 employees to support CLI's expansions across VisMin. Despite the digitalization of the Company's sales and marketing, other operating expenses likewise increased as the Company implemented and heightened safety and health protocols in the workplace.

INTEREST EXPENSE

During the year, borrowing costs amounted to ₱460.13 million with average borrowing rate of 4.96% representing the costs on bank loans and corporate notes to fund the Company's project developments. This includes the ₱8.00 billion corporate notes issued during the year.

OTHER INCOME/ EXPENSE

The company's other operating income likewise increased to ₱68.60 million from ₱53.13 million due an increase in administrative fees charged to the customers. During the year, the company has also recognized a decline in other gains and losses from ₱120.12 million to ₱38.00 million due to the booked forex loss on the settlement of payables denominated in foreign currency.

NIAT ATTRIBUTABLE TO NCI

For the period ended December 31, 2020, NIAT attributable to NCI stood at ₱229.61 million, 46% y-o-y decline from ₱425.65 million, due to the minimal incremental sales and POC on existing JV projects due to the completion and ongoing turn-over of Mivesa Garden Residences Phase 3 (MGR) and Latitude Corporate Center (BLCBP).

As of December 31, 2020 vs. December 31, 2019

CLI's balance sheet remained solid and healthy to support construction and expansion plans. As of December 31, 2020, CLI's consolidated assets reported a 31% y-o-y growth to ₱50.09 billion from ₱38.28 billion driven by the increase in contract assets and investment properties.

ASSETS

13% decrease in Cash and Cash Equivalents

Decreased to ₱797.18 million from ₱917.17 million due to additional safety and health equipment, rapid testing, and donations to aid the Company's customers, employees, and community during COVID.

5% increase in Accounts Receivable (including Non-Current Portion)

Increased to ₱6.14 billion from ₱5.88 billion mainly due to reclassification of customer's outstanding receivable on fully completed units in Mivesa Garden Residences, Latitude, and Villa Casita North from contract assets to accounts receivable.

56% increase in Contract Assets (including Non-Current Portion)

Increased to ₱13.86 billion from ₱8.89 billion mainly from installment contracts on existing and newly launched projects during the year that continue to recognize real estate sales revenue as construction progresses.

46% decrease in Deposits on Land for Future Development (including Non-Current Portion)

Decreased to ₱699.77 million from ₱1.29 billion as fully paid land purchases were reclassified to raw land inventory. Additional deposits on land for the year amount to ₱868.10 million.

42% increase in Real Estate Inventory

Increased to ₱13.40 billion from ₱9.45 billion driven by unsold inventory on newly projects launched during the year and ₱1.46 billion fully paid raw land reclassified from deposits on land to real estate inventory.

121% increase in Due from Related Parties

Transactions paid by CLI on behalf of its related parties increased to ₱21.95 million from ₱9.95 million mainly from cash advances to shareholders, entities under common ownership, and associates.

33% increase in Prepayments and Other Current Assets

Increased to ₱3.02 billion from ₱2.27 billion coming from advances to suppliers and subcontractors; prepaid commissions and related input VAT on construction materials purchased.

693% increase in Investment in Associates

Increased to ₱129.85 million from ₱16.38 million mainly from investment to ICOM during the year amounting to ₱96.40 million.

81% increase in Property and Equipment – Net

Increased to ₱643.39 million from ₱355.12 million with the construction of new offices and branches to support CLI's expanding developments.

444% increase in Right-of-Use Asset and 495% increase in Lease Liabilities

Right-of-use asset and lease liability increased to ₱950.90 million and ₱834.73 million, respectively, with recognition of the high-value leasehold rights acquired on the 43-year land lease for Cebu Business Park Office during the year.

13% increase in Investment Properties – Net

Increased to ₱10.09 billion from ₱8.90 billion attributed to ongoing construction on recurring income projects and businesses.

162% increase in Other Non-Current Assets

Increase in this account is attributed to the advances and down payments made by the company to its contractors for the construction packages made for the company's projects.

LIABILITIES

41% increase in Interest-Bearing Loans and Borrowings (including Non-Current Portion)

Increased to ₱23.79 billion from ₱16.85 billion mainly from the ₱8.00 billion Corporate Notes issued during the year.

29% increase in Trade and Other Payables (including Non-Current Portion)

Increased to ₱7.48 billion from ₱5.78 billion representing outstanding obligations to subcontractors and suppliers of construction materials.

27% increase in Contract Liabilities

Increased to ₱532.65 million from ₱418.97 million due to increase in collections from buyers with units that have a relatively lower stage of progress completion versus the amount paid.

495% Increase in Lease Liabilities

Due to new lease contracts of the company which are 1) 43-year lease contract entered by the company for a property in Cebu Business Park to develop Masters tower project and 2) 40-year lease contract entered by CLI with the Archdiocese of Cebu for a property in Colon, Cebu called Patria de Cebu.

50% increase in Deferred Tax Liabilities

Increased to ₱1.69 billion from ₱1.12 billion due to additional recognized tax liability on taxable temporary differences.

EQUITY

196% increase in Treasury Shares

On March 27, 2020, the Board of Directors of CLI approved an additional ₱500.00 million stock buyback program to support CLI's stock price and take advantage of the current low valuation for the next two years. Treasury shares purchased during the period amount to ₱485.66 million.

96% increase in Revaluation Reserves

Increased to ₱12.88 million from ₱6.59 million due to an increase in estimated loss on remeasurement of post-employment defined benefit obligation.

31% increase in Retained Earnings

Due to the Net income recognized during the period.

14% increase in NCI

Increased to ₱6.90 billion from ₱6.06 billion due to the additional paid-in capital during the year to fund JVs, CHDI, Cebu BL Ramos Ventures, and GGTT.

FY 2019 vs. FY 2018

CLI posted a consolidated NIAT growth of 12%, from ₱2.17 billion to ₱2.44 billion. CLI's NIAT likewise increased to ₱2.01 billion, solid earnings growth of 17% y-o-y as compared to the ₱1.67 billion in 2018. The favorable result is driven from the construction progress of the following ongoing projects: MesaVirre Garden Residences in Bacolod, Velmiro Uptown in CDO, 38 Park Avenue and Casa Mira South in Cebu, and MesaTierra Garden Residences in Davao.

For 2019, CLI registered an EPS of ₱1.21 per share, a notable 23% increase from the ₱0.98 EPS in 2018.

REVENUES

For the period ending December 31, 2019, total consolidated revenues reached ₱8.50 billion, 26% higher than from ₱6.76 billion reported y-o-y. The growth was mainly driven by its Garden Series, a mid-market segment, representing 37% of revenue, 30% for Premier Masters, a high-end segment, and 30% for Casa Mira, an economic housing segment. In 2018, Garden series represented 45% of the total revenue, 28% from Casa Mira Series and 19% from Premier Masters.

In 2019, 38 Park Avenue, a high-end segment project in Cebu, posted the highest revenue growth in 2019, followed by Casa Mira South, an economic housing project, and MesaVirre Garden Residences and Velmiro Uptown CDO, both mid-market projects.

In terms of location, the CLI's real estate revenue presence in Cebu remains strong representing 56% of the total revenues, followed by CDO's revenue of 14% and Bacolod of 12%. In 2018, Cebu's real estate revenue generated 64% of the total revenues, while Davao and CDO posted significant contributions of

12% and 11%, respectively. The Company expects to grow the revenue contribution of its expansion areas such as Iloilo, Davao, Bohol, and Puerto Princesa in 2020.

The rental revenue grew by 10% y-o-y to ₱63.16 million from ₱57.48 million. This was attributable to the Company's 60% increase in GLA to 14,296 sq.m. with the recent turnover of Base Line Retail (5,216 sq.m. GLA), Base Line HQ (1,721 sq.m. GLA) and Casa Mira Towers Labangon (1,124 sq.m. GLA) in Cebu.

COST OF SALES

CLI reported a total cost of sales of ₱4.30 billion in 2019, a 37% y-o-y increase from the prior year of ₱3.14 billion. The increase was in line with the growth of the Company's revenue.

OPERATING EXPENSES

Total operating expenses for the year amounted to ₱1.15 billion, a 28% increase from ₱893.89 million in 2018 to support the Company's expansion. The increase was primarily attributed to higher commissions and incentives and transfer taxes which resulted from the stronger sales performance as 13 projects were launched during the year. Salaries and employee benefits posted 40% growth due to increased manpower to support the CLI's increase in operations.

INTEREST EXPENSES

Borrowing costs, both booked as cost of real estate sale and outright expense, for the year decreased from ₱176.95 million to ₱169.53 million due to interest cost savings during 2019. Total interest cost capitalized as real estate inventory amounted to ₱802.55 million, from ₱242.24 million y-o-y, as more debt was availed in 2019 to support the Company's planned capital expenditures including land banking initiative and project development. This included the ₱2.00 billion corporate notes issued in 2019 and ₱5.00 billion corporate notes issued in 2018.

OTHER INCOME/ EXPENSE

The Company's other operating income likewise increased to ₱53.13 million from ₱33.50 million due to an increase in administrative fees charged to the customers. During the year, the company has also recognized an increase in other gains and losses from loss of ₱26.00 million to a gain of ₱120.00 million due to the booked forex gain on the settlement of payables denominated in foreign currency.

Furthermore, the company has recognized an increase in tax expense of 69% from ₱439.00 million to ₱743.56 million attributable to the increase in taxable net income.

As of December 31, 2019 vs December 31, 2018

CLI's balance sheet continues to be solidly positioned to support the Company's growth plans. As of December 31, 2019, the Company reported ₱38.28 billion in total assets, a 51% growth from ₱25.43 billion as of December 31, 2018. This is driven by the increased volume of customer receivables due to increase in real estate reservation sales and revenue.

ASSETS

3% decrease in Cash and Cash Equivalents

Declined to ₱917.17 million from ₱949.16 million due to increase in cash outflows for purchase of land and payment to project suppliers and contractors during the year.

45% increase in Receivables (including Non-Current Portion)

Increased to ₱5.88 billion from ₱4.04 billion is in line with increase in real estate reservation sales and revenues as construction progress of the units sold are moved to receivables accounts.

63% increase in Contract Assets (including Non-Current Portion)

Increased to ₱8.89 billion from ₱5.44 billion is in line with increase in real estate reservation sales and revenues as progress in construction of sold units. Contract assets are yet to be due once projects are fully completed.

27% decrease in Deposit on Land for Future Development (including Non-Current Portion) Decreased to ₱1.29 billion from ₱1.75 billion due to increased project developments during 2019.

51% increase in Real Estate Inventory

This refers to the cost of land and development costs of real estate properties that are being developed, and those that are already available for sale. The increase to ₱9.45 billion from ₱6.26 billion is due to progress in construction of ongoing projects.

53% decrease in Due from Related Parties Transactions paid by CLI on behalf of its subsidiaries and affiliates decreased to ₱9.95 million from ₱21.15 million as of December 31, 2018.

162% increase in Prepayments and Other Current Assets

Increased to ₱2.27 billion from ₱864.14 million is due to prepayments and input VAT to owner supplied materials to support 38 projects in construction in 2019 versus 24 projects in 2018.

46% increase in Investments in Associates

Increased to ₱16.38 million from ₱11.21 million significantly due to incorporation of new JVs and affiliates, such as CHDI, YHESPH, and TWDC, during the year.

9% increase in Property and Equipment – Net

Increased to ₱355.12 billion from ₱326.00 billion is attributable to office expansion of the company to support the increasing manpower and operations.

100% increase in Right-of-Use Asset

Recognition of right-of-use assets from the leasehold rights acquired on leased units classified as finance lease due to implementation of PFRS 16, *Leases*, starting January 1, 2019.

56% increase in Investment Properties – Net

Increased to ₱8.90 billion from ₱5.70 billion is attributable to the ongoing construction progress of properties held to earn rental income and/or for capital appreciation.

100% increase in Fair Value of Plan Assets – net

Recognition of plan assets – net of liability due to plan contributions exceeding the present value of retirement obligation.

99% increase in Other Non-Current Assets – Net

Increased to ₱128.87 million from ₱64.66 million due to additional purchase of computer software and long-term deposits with suppliers.

LIABILITIES

58% increase in Interest Bearing Loans (including Non-Current Portion)

Increased to ₱16.85 billion from ₱10.64 billion due to new loan availments made during the year to fund the Company's ongoing projects in construction.

141% increase in Trade and Other Payables (including Non-Current Portion)

Increased to ₱5.78 billion from ₱2.40 billion due to increase in payables and accruals to various suppliers and contractors arising from the increased volume of projects in construction.

9% decrease in Contract Liabilities

Decreased to ₱418.97 million from ₱458.00 million due to increase in progress completion of units relative to the amount paid by buyers.

347% increase in Customer Deposit

Due to the increase in collections from buyers where the revenue criteria for sales recognition have not been met. Increased to ₱191.04 million from ₱43.00 million is in line with increase in reservation sales and project launches during the year.

68% increase in Income Tax Payable Increased to ₱29.73 million from ₱17.73 million due to the higher taxable income.

100% decrease in Post Employment Defined Benefit Obligation Due to availment of the benefit.

109% increase in Deferred Tax Liabilities – Net

Increased to ₱1.12 billion from ₱537.04 million due to increase in recognized tax liability on taxable temporary difference in net income.

EQUITY

16% increase in Treasury Shares

Increased to ₱247.19 million from ₱212.46 million due to the 8.32 million shares repurchased during the year in relation to its share buy-back program.

47% decrease in Revaluation Reserve

Decreased to ₱6.59 million from ₱12.43 million due to the other comprehensive income remeasurements of post-employment defined benefit plans. This is in line with the decrease in postemployment defined benefit liabilities.

57% increase in Retained Earnings

Increased to ₱4.62 billion from ₱2.94 billion due to the accumulation of earnings for the year after reducing the ₱332.59 million dividends paid in 2019.

15% increase in NCI

Increased to ₱6.06 billion from ₱5.28 billion is significantly due to incorporation of new JVs and affiliates investments during the year.

KEY VARIABLE AND OTHER QUALITATIVE AND QUANTITATIVE FACTORS

Known Trends, Events, or Uncertainties (Material Impact on Liquidity and on Sales)

None.

Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation

None.

All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

None.

Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures.

The Company's target capital expenditures for the year amounts to ₱13.5 billion. For FY 2023, a total of ₱13Bn was spent, with the majority, or 82% for project development..

Any significant elements of Income or Loss

None.

Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item

None.

Seasonal Aspects that have Material Effect on the Financial Statement

None.

KEY PERFORMANCE INDICATORS

CLI uses a range of financial and operational KPIs to help measure and manage its performance. These KPIs reflect the Company's continuous focus on efficiency, cost control and profitability across all its operations.

Management considers the following as KPIs:

	2019	2020	2021	2022	2023
Gross Profit Margin ¹	49%	48%	46%	47%	49%
Net Income Margin ²	29%	25%	24%	23%	25%

EBITDA ³	₱3.38 billion	₱3.29 billion	₱3.71 billion	₱5.63 billion	₱ 8.03 billion
EBITDA Margin ⁴	40%	40%	33%	36%	43%
Interest Coverage Ratio ⁵	6.52	4.69	3.94	5.23	4.34
Return on Average Assets ⁶	8%	5%	5%	5%	5%
Return on Average Equity (Parent) ⁷	29%	23%	27%	26%	24%
Return on Average Equity (Consolidated) ⁷	19%	14%	16%	19%	20%
Current Ratio ⁸	2.56	2.41	1.67	1.61	1.55
Net Debt-to-Equity Ratio ⁹	1.16	1.48	1.72	1.84	1.79
Debt-to-Equity Ratio ¹⁰	1.23	1.53	1.79	1.90	1.83

1. *Gross Profit Margin is gross profit as a percentage of revenues.*
2. *Net Income Margin is consolidated net income as a percentage of revenues.*
3. *EBITDA is defined as earnings before interest, tax, depreciation, and amortization from continuing operations, and before exceptional items. Please see table below for EBITDA calculation.*
4. *EBITDA margin is EBITDA as a percentage of revenues based on the EBITDA calculation below.*
5. *Interest Coverage ratio is the sum of EBITDA, cash, and cash equivalents divided by interest incurred. For purposes of the covenants, the ratio shall be computed using 12-months trailing EBITDA plus cash balance over interest due for the next year.*
6. *Return on Average Assets is net income as a percentage of the average assets as at year-end and assets as at end of the immediately preceding year.*
7. *Return on Average Equity is net income as a percentage of the average of the equity as at year-end and equity as at end of the immediately preceding year.*
8. *Current Ratio is current assets divided by current liabilities.*
9. *Net Debt-to-Equity Ratio is interest-bearing debt (loans, borrowings and bonds payable) less cash and cash equivalents over total consolidated equity.*
10. *Debt-to-Equity Ratio is interest-bearing debts (loans, borrowings and bonds payable) divided by total consolidated equity.*
11. *Return on Assets is net income* as a percentage of assets.*

Below is the reconciliation of “Consolidated Net Income” to “EBITDA”.

	December 31, 2023			
	2023	2022	2021	2020
Consolidated net income	4,643,019,638	3,607,891,146	2,670,871,617	2,075,727,321
Interest expense	1,639,922,780	693,032,860	488,104,403	396,768,272
Tax expense	1,556,175,019	1,159,713,237	432,719,044	715,853,587
Depreciation and amortization	186,911,153	170,626,662	121,798,863	104,119,622
EBITDA	8,026,028,590	5,631,263,905	3,713,493,927	3,292,468,802

The Company’s Gross Profit Margin is dependent on the mix of revenue during the period. For the year 2023, CLI’s Gross Profit Margin up to 49%, this is due to the higher contribution of premier projects which generated higher margins (63%) compared to only 43% in 2022. Additionally, recurring projects posted lesser revenue contributions during the year, these projects have Gross Profit Margins with over 50% to 60%. Meanwhile, Net Income Margin remains healthy at 25%.

For the year ended December 31, 2023, all other ratios remain healthy with Return on Assets at 5% and Return on Equity (Parent) at 24%. Net Debt to Equity ratio improved to 1.79x from 1.84x because of capital infusions attributed to JV projects. The Company's current ratio projects ample liquidity at 1.55x. Management together with key officers continue to effectively handle their respective operations and financial requirements despite the pandemic. As a result, CLI's financial position remains liquid and strong.

KPIS; CERTAIN FINANCIAL RATIOS

The existing notes facility agreements to which CLI is a party require that it should comply with certain financial ratios, with testing to be done on an annual basis and using CLI's year-end audited consolidated financial statements. The table below reflects the covenants under such notes facility agreements.

Financial Ratios (Consolidated)	Relevant Definitions	Required Ratios under Notes Facility Agreement	2019	2020	2021	2022	2023
Debt to Equity Ratio	Debt-to-Equity Ratio means the result obtained by dividing (i) the amount of interest-bearing debt (loans, borrowings and bonds payable) of the Issuer by (ii) the total Equity of the Issuer, in each case as appearing in the latest consolidated audited balance sheet of the Issuer.	A maximum ratio of 2.5:1	1.23	1.53	1.79	1.90	1.83
Current Ratio	Current ratio is computed by dividing (i) Total Current Assets over (ii) Current Liabilities.	A minimum ratio of 1:1	2.56	2.41	1.67	1.61	1.55
Interest Coverage Ratio	Interest coverage ratio is computed by dividing the sum of EBITDA, cash, and cash equivalents, by interest incurred during the period. For purposes of the covenants, the ratio shall be computed using 12-months trailing EBITDA plus cash balance over interest due for the next year.	A minimum ratio of 3:1	6.57	4.69	3.94	5.23	4.34

FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of CLI and Subsidiaries as of and for the period ending December 31, 2023 are incorporated in the accompanying *Index to Exhibits*.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company has engaged the services of Punongbayan and Araullo (P&A) Grant Thornton. There were no disagreements with the firm on any matter of accounting and financial disclosure.

THE MANAGEMENT OF CLI HEREBY UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON SOLICITED A COPY OF ITS ANNUAL REPORT OR SEC FORM 17-A UPON WRITTEN REQUEST TO ITS INVESTOR RELATIONS OFFICER, MS. CLARISSA MAE A. CABALDA, WHO MAY BE REACHED AT HER OFFICIAL EMAIL ADDRESS AS INDICATED IN PAGE 21 HEREOF.