

09 July 2025

**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*

**Securities and Exchange Commission**

The SEC Headquarters, 7907 Makati Avenue  
Salcedo Village, Bel-Air, Makati City 1209

Attention: **Atty. Oliver O. Leonardo**  
*Director - Markets and Securities Regulation Department*

**Dear Mesdames and Gentlemen:**

In compliance with PDEX Rule 7.9.3 and the Implementing Rules and Regulations of the Securities and Regulation Code, 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



The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



## Cebu Landmasters, Inc. CLI

**PSE Disclosure Form 4-29 - Disbursement of Proceeds and Progress Report**  
**References: Memorandum No. 626 - 2007 dated December 20, 2007**  
**Section 4.4 of the Revised Disclosure Rules**

- Annual Report  
 Quarterly Report  
 Others -

### Subject of the Disclosure

Quarterly Disbursement of Proceeds and Progress Report of Cebu Landmasters, Inc. (CLI)

### Background/Description of the Disclosure

Notice is hereby given to The Philippine Stock Exchange, Inc. ("PSE" or the "Exchange"), the Philippine Dealing & Exchange Corporation ("PDEX"), the Securities and Exchange Commission ("SEC"), and the public that the leading VisMin developer Cebu Landmasters, Inc. ("CLI" or the "Company") submits its Quarterly Progress Report on the application and disbursement of proceeds of CLI's Series A-1 and Series A-2 Preferred Shares for the quarter ended June 30, 2025.

For more details and information, please refer to the attached file.

### Other Relevant Information

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### Filed on behalf by:

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

July 09, 2025

**The Philippine Stock Exchange, Inc.**  
6th Floor, PSE Tower, 28th Street corner  
5th Avenue, Bonifacio Global City  
Taguig City

Attention: **Atty. Johanne Daniel M. Negre**  
*Officer-in-Charge, Disclosure Department*

**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*

**Securities and Exchange Commission**  
The SEC Headquarters, 7907 Makati Ave.  
Salcedo Village, Bel-Air  
Makati City 1209

Attention: **Atty. Oliver O. Leonardo**  
*Director, Markets and Securities Regulation Department*

**Dear Mesdames and Gentlemen:**

We are submitting the following attachments in compliance with The Philippine Stock Exchange ("PSE" or the "Exchange") requirement in connection with the application and disbursement of the Company's Series A-1 and Series A-2 Preferred Shares (the "Offer") proceeds.

1. Progress Report on the application of proceeds for the quarter ended June 30, 2025; and
2. Certification of Punongbayan & Araullo ("P&A") on the accuracy of information provided by Cebu Landmasters, Inc. ("CLI" or the "Company") in relation to the Progress Report.

We hope you find everything in order.

Very truly yours,

  
**BEAUREGARD GRANT L. CHENG**  
Chief Financial Officer

July 09, 2025

**The Philippine Stock Exchange, Inc.**  
6th Floor, PSE Tower, 28th Street corner  
5th Avenue, Bonifacio Global City  
Taguig City

Attention: **Atty. Johanne Daniel M. Negre**  
*Officer-in-Charge, Disclosure Department*

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

Attention: **Atty. Suzy Claire R. Selleza**  
*Head - Issuer Compliance and Disclosure Department*

**Securities and Exchange Commission**  
The SEC Headquarters, 7907 Makati Ave.  
Salcedo Village, Bel-Air  
Makati City 1209

Attention: **Atty. Oliver O. Leonardo**  
*Director, Markets and Securities Regulation Department*

**Subject:** Quarterly Progress Report on the application and disbursement of the Company's Series A-1 and Series A-2 Preferred Shares (the "Offer") proceeds with External Auditor Certification

**Dear Mesdames and Gentlemen:**

In relation to the follow-on public offering of Series A-1 and Series A-2 Preferred Shares of Cebu Landmasters, Inc. ("CLI" or the "Company") on April 12, 2024, and in compliance with regulatory requirements, we submit herewith CLI's quarterly progress report on the application and disbursement of proceeds for the quarter ended June 30, 2025.

The details of the disbursements are as follows:

Use of Proceeds	As of April 12, 2024	Application of Offering Proceeds as of March 31, 2025	Application of Offering Proceeds for the Quarter Ended June 30, 2025	As of June 30, 2025
Total proceeds (4,280,340 shares at P1,000 per share)	P 4,280,340,000	P -	P -	P 4,280,340,000
Less: Estimated offer-related expenses				
Underwriting fees	22,550,250	-	-	22,550,250
Professional and accounting fees	8,557,600	-	-	8,557,600
PSE filing fee	5,600,000	-	-	5,600,000
Issue management fee	4,505,621	-	-	4,505,621
SEC registration fee	1,830,625	-	-	1,830,625
Receiving agent	817,600	-	-	817,600
Trading participants fee	574,738	-	-	574,738
PDTC lodgement fee	123,114	-	-	123,114
Documentary stamp tax	42,803	-	-	42,803
Insurance commission fee	10,100	-	-	10,100
SEC listing fee	5,127	-	-	5,127
Miscellaneous expenses	424,958	-	-	424,958
<b>Total</b>	<b>45,042,536</b>	<b>-</b>	<b>-</b>	<b>45,042,536</b>

<b>Estimated Net Offer Proceeds</b>	4,235,297,464	-	-	4,235,297,464
<b>General corporate expenses</b>	872,289,375	872,289,375	-	-
<b>Project development expenses</b>	3,363,008,089	1,583,597,537	1,029,647,270	749,763,282
<b>TOTALS</b>	P 4,235,297,464	P 2,455,886,911	P 1,029,647,270	P 749,763,282

In compliance with the conditions of the Securities and Exchange Commission's Notice of Approval for the public offering, the undersigned hereby certifies the foregoing as true and correct based on available records. Likewise enclosed is the certification from CLI's external auditor, Punongbayan & Araullo, in connection with the Report.

We trust that you find everything in order.

Very truly yours,

  
**BEAUREGARD GRANT L. CHENG**  
Chief Financial Officer

# Report of Independent Auditors on Factual Findings

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**Punongbayan & Araullo**  
20<sup>th</sup> Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 8988 2288

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**The Board of Directors and Stockholders**  
**Cebu Landmasters, Inc.**  
**(A Subsidiary of A B Soberano Holdings Corp.)**  
10th Floor, Park Centrale Tower  
Jose Ma. Del Mar St., B2 L3  
Cebu I.T. Park, Brgy., Apas  
Cebu City

We have performed the procedures agreed with you and enumerated below with respect to the attached Quarterly Progress Report (the Report) as of and for the quarter ended June 30, 2025 on the application of proceeds from the follow-on public offering of Series A-1 and Series A-2 Preferred Shares (the Public Offering) of Cebu Landmasters, Inc. (the Company) on April 12, 2024. The procedures were performed solely to enable the Company to comply with the requirement of the Philippine Securities and Exchange Commission (SEC) to submit the Report accompanied by an external auditor's report. Our engagement was undertaken, and our report is issued in accordance with Philippine Standard on Related Services 4400 (Revised), *Agreed-Upon Procedures Engagement*, applicable to agreed-upon procedures engagements.

## Agreed-upon Procedures

The procedures we performed are as follows:

1. Obtained and checked the mathematical accuracy of the following:
  - a) The Report;
  - b) Schedule of planned application of proceeds from the Offering;
  - c) Trial balance as of and for the quarter ended June 30, 2025 (the Trial Balance); and,
  - d) Detailed schedule of the utilization of proceeds as of and for the quarter ended June 30, 2025.

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**Certified Public Accountants**

Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd.

Offices in Cavite, Cebu, Davao  
BOA/ PRC Cert of Reg. No. 0002  
SEC Accreditation No. 0002

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2. Compared the schedule of planned application of the proceeds with the Use of Proceeds section of the Prospectus. Inquired with the Company's management of the reason for any difference, if any, and request a copy of the approval by the Board of Directors (BOD) and the SEC, as appropriate, i.e., if it involved reallocation or change in the use of proceeds.
3. Compared the disbursements from the net proceeds shown in the Report with the schedule of planned application of proceeds from the Public Offering and investigated any difference or excess of disbursements over the planned application of proceeds.
4. Performed the following procedures on the schedules obtained:
  - a) Agreed related totals to the Trial Balance; and,
  - b) Assessed reasonableness of the movements in the designated cash in bank ledgers with the list of disbursements in the Report.
5. Traced to and examined supporting documents, including approval documents, of significant disbursements in the detailed schedule of utilization of proceeds and traced the total amount of disbursements per category to the Report.

#### Results of the Performance of Agreed-Upon Procedures

1. With respect to item 1, we noted no exceptions on the mathematical accuracy of the Report and schedules.
2. With respect to item 2, we noted that the planned application of proceeds differs with the Use of Proceeds section of the Prospectus because the oversubscription option was not fully exercised. A comparison of the planned and actual net proceeds from the Public Offering is shown below.

	<u>Planned Net Proceeds</u>		
	<u>No Exercise of Oversubscription Option</u>	<u>Full Exercise of Oversubscription Option</u>	<u>Actual Net Proceeds from the Offering</u>
Gross proceeds	P 3,000,000,000	P 5,000,000,000	P 4,280,340,000
Initial public offering expenses	( <u>27,710,625</u> )	( <u>36,730,625</u> )	( <u>45,042,536</u> )
Net proceeds	<b><u>P 2,972,289,375</u></b>	<b><u>P 4,963,269,375</u></b>	<b><u>P 4,235,297,464</u></b>

On September 4, 2024, the Company's BOD approved the reallocation of the unutilized proceeds from the Public Offering. The breakdown of the reallocation is shown below.

		<u>Initial Allocation of Offering Proceeds</u>	<u>Reallocation</u>	<u>Revised Allocaton of Offering Proceeds</u>
House and lot projects:				
Casa Mira Homes Butuan	P	750,000,000	( P 745,860,000 )	P 4,140,000
Velmiro Heights Consolacion		750,000,000	( 303,733,643 )	446,266,357
Casa Mira Homes Davao		440,584,217	( 352,140,976 )	88,443,241
Velmiro Heights Davao		381,839,655	( 76,224,921 )	305,614,734
Mirani Steps Danao		600,000,000	( 583,580,194 )	16,419,806
Condominium Projects:				
Casa Mira Towers Palawan		440,584,217	( 384,280,266 )	56,303,951
High-end Condo in Cebu IT Park		-	381,650,000	381,650,000
Mid-market Condo in Midtown Cebu		-	155,000,000	155,000,000
Lot Acquisition		-	1,909,170,000	1,909,170,000
General Corporate Expenses		<u>872,289,375</u>	<u>-</u>	<u>872,289,375</u>
<b>TOTAL</b>		<b><u>P 4,235,297,464</u></b>	<b><u>-</u></b>	<b><u>P 4,235,297,464</u></b>

3. With respect to item 3, we present below the summary of breakdown and application of the Offering Proceeds for the period April 1, 2025 to June 30, 2025 based on the information we obtained from the Company.

	<u>Revised Allocaton of Offering Proceeds</u>	<u>Unused Offering Proceeds as of March 31, 2025</u>	<u>Application of Offering Proceeds during the Quarter</u>	<u>Unused Offering Proceeds as of June 30, 2025</u>
House and lot projects:				
Casa Mira Homes Butuan	P 4,140,000	P -	P -	P -
Velmiro Heights Consolacion	446,266,357	355,506,197	23,614,423	331,891,774
Casa Mira Homes Davao	88,443,241	-	-	-
Velmiro Heights Davao	305,614,734	305,614,734	22,743,226	282,871,508
Mirani Steps Danao	16,419,806	-	-	-
Condominium Projects:				
Casa Mira Towers Palawan	56,303,951	-	-	-
High-end Condo in Cebu IT Park	381,650,000	-	-	-
Mid-market Condo in Midtown Cebu	155,000,000	155,000,000	20,000,000	135,000,000
Lot Acquisition	1,909,170,000	963,289,621	963,289,621	-
General Corporate Expenses	<u>872,289,375</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<b><u>P 4,235,297,464</u></b>	<b><u>P 1,779,410,552</u></b>	<b><u>P 1,029,647,270</u></b>	<b><u>P 749,763,282</u></b>

4. With respect to item 4, we have:
- agreed related totals to the Trial Balance, no exceptions were noted, and;
  - assessed the reasonableness of the movements in the designated cash in bank ledgers. We noted no exceptions.
5. The disbursement made for the quarter relates to the acquisition of land and project development expenses. With respect to these, we traced the disbursements to the related approved payment vouchers, acknowledgement receipts and deposit slips. We noted no exceptions.

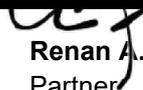
Because the foregoing procedures do not constitute either an audit or review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standard on Review Engagements (PSRE), respectively, we do not express an assurance on the use of the Offering proceeds based on the said standards. Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, respectively, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the information and items specified above and does not extend to any financial statements of the Company, taken as a whole.

## **PUNONGBAYAN & ARAULLO**



By:  **Renan A. Piamonte**  
Partner

CPA Reg. No. 0107805  
TIN 221-843-037  
PTR No. 10465913, January 2, 2025, Makati City  
BIR AN 08-002511-037-2022 (until Oct. 13, 2025)  
BOA/PRC Cert. of Reg. No. 0002/P-010 (until Aug. 27, 2027)

July 9, 2025