COVER SHEET

CS201412229

ALVIERA COUNTRY CLUB, INC.

(Company's Name)

Alviera Country Club, Brgy. Hacienda Dolores, Porac, Pampanga

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

Ma. Luisa D. Chiong
Contact Person

908-3852
Company Telephone Number

12 31
Month Day
Fiscal Year

17-A

09 30
Month Day
Annual Meeting

Secondary License Type, If applicable

CFD
Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowing

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks: pls. Use black ink for scanning purposes

SEC Number: CS201412229
File Number: ___________

ALVIERA COUNTRY CLUB, INC.

(Company's Full Name)

Alviera Country Club, Brgy. Hacienda Dolores,
Porac, Pampanga

(Company Address)

(632) 908-3852

(Telephone Number)

December 31, 2020

(Year Ending)

Annual Report – SEC Form 17-A

(Form Type)

-

(Amendments)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended: **December 31, 2020**

2. SEC identification number: **CS201412229**

3. BIR Identification No. **008-805-693-000**

4. Exact name of issuer as specified in its charter: **ALVIERA COUNTRY CLUB, INC.**

5. Province, Country or other jurisdiction of incorporation or organization:
   PORAC, PAMPANGA

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

7. Address of principal office and Postal Code: **Alviera Country Club, Brgy. Hacienda Dolores, Porac, Pampanga, 2008**

8. Issuer's telephone number, including area code **(632) 908-3852**

9. Former name, former address and former fiscal year, if changed since last report: **N/A**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Class A Shares, no par value	**3,700**
Class B Shares, no par value	**2,600**
Class C Shares, no par value	**300**
Class D Shares, no par value	**200**

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

    Yes [ ] No **[x]**

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

    ____________________ ____________________

12. Indicate by check mark whether the registrant:
    (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

    Yes **[x]** No [ ]

    (b) has been subject to such filing requirements for the past ninety (90) days.

    Yes **[x]** No [ ]

13. Aggregate market value of the voting stock held by non-affiliates:

    Not applicable

APPLICABLE ONLY TO ISSUERS INVOLVED IN INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

    Yes [ ] No [ ] **Not applicable**

DOCUMENTS INCORPORATED BY REFERENCE

15. Briefly describe documents incorporated by reference and identify the part of SEC Form 17-A into which the document is incorporated:

    2020 Audited Financial Statements (incorporated as reference for Items 7 & 12 of SEC Form 17-A)

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PART I – BUSINESS

Item 1. Business

Form and Date of Organization

The Club was organized as a stock, non-profit corporation and was duly registered with the Securities and Exchange Commission (SEC) on July 9, 2014. The Club has no predecessors. As of December 31, 2020, the Club has no subsidiaries. The Club started its commercial operations last March 28, 2019 and has its official Grand Launch on July 31, 2019.

The Club is not involved in any bankruptcy, receivership or similar proceedings. Neither is the Club involved in any material reclassification, merger consolidation or purchase or sale of significant amount of assets not in the ordinary course of business.

Description of Business

Services to be offered

The Club was incorporated for the purpose of maintaining, operating, managing and carrying on the business of a sports and leisure club and its facilities in the Municipality of Porac, Province of Pampanga for the amusement, entertainment, recreational and athletic activities, on a non-profit basis, of its members.

Sales Mix

Revenues will be derived from monthly dues, use of sports facilities, sales of food and beverages, and other revenue-generating activities related to the operations of the Club. However, since it will be operated on a non-profit basis, no part of its net income shall inure to the benefit of any shareholder. Assessments, fees and dues collected from its shareholders shall be for the sole purpose of meeting the operational and maintenance expenses of the Club.

Plan of Distribution

To undertake the distribution of its shares to the public, Nuevocentro, Inc. (NCI), the Parent Company, has engaged the services of GG&A Club Shares Brokers, Inc. ("GG&A"), an accredited broker of the SEC, as its selling agent to promote, market, and sell the shares at such prices specified by NCI given yearly increases until the maximum of such prices, and on the standard terms and conditions of quotation or sale specified by NCI. The brokers shall also ensure completion of necessary reservation and booking documents of all buyers, including all forms required by the SEC. There is no relationship between the Issuer-registrant and GG&A.

Status of Property Development

As of December 31, 2020, Makati Development Corporation is 100% complete for the property development of the Club.

On July 31, 2019 the Club has its official Grand Launch and started to use the property for its normal operation.

Competition

The leisure market has proven to be of interest among numerous land development companies due to the extensive promotion of the industry, escalation of the market segment seeking vacation destinations, and increase in interest in the natural environment and tourism. Several clubs are considered competitors since they are well-known throughout the industry.

Belle Corporation's Tagaytay Highlands International Golf Club offers an array of various experiences for the entire family. The club complements the vacation residential development already set-up along the sprawling hills of Tagaytay. Individual shares are priced at ₱650,000 and the corresponding monthly dues are ₱5,000. The primary attraction of the club is the golf course.

Timberland Sports and Nature Club by Filinvest Development Corporation is another development that is located in mountains and nature setting. The club offers nature treks and various sports with modern facilities. Membership in such club costs ₱560,000 and the monthly dues are ₱2,500. In addition, membership can only be acquired by referrals and invitations.

Pico de Loro Beach and Country Club is a project of SM Investments Corporation which tries to provide a tropical destination that is also eco-friendly. The club envisions the promotion of eco-tourism in the Philippines. Shares of the club are currently priced at ₱450,000 and the monthly dues are ₱3,900.

Punta Fuego is a LandCo Pacific Corporation development that provides an exclusive resort that takes advantage of its strategic location by the sea. It has a number of sports and relaxation facilities that provide services for its members. Club Punta Fuego shares are priced at ₱1,000,000 and the monthly dues amount to ₱3,600.

The abovementioned developers are just a few of the competitors across the Philippines, but two major competitors that must be considered because of their proximity to the project are the Subic Bay Yacht Club and Club Morocco.

Subic Bay Yacht Club ("SBYC") is a membership club that offers berthing facilities for different types of seagoing vessels. It frequently hosts events such as regattas and other boat races. It has a clubhouse with dining facilities. SBYC was launched in April 1997 with an offering of 3,000 shares. Market data provides that as of 2004, 1,600 shares have been sold at the selling price of ₱120,000.00 per share and a transfer fee of ₱250,000.00, or a total cost of ₱370,000.00. Their current selling price per share is at ₱250,000.00. The membership club promotes its innovative design that creates the perfect ambience targeting the upper market. The segment targeted by the club includes primarily watersportsmen and businessmen with their families.

Club Morocco is a development by Sta. Lucia Realty and Development Corporation that offers residential lots in a beach resort setting. It has water views and offers activities such as swimming, sailing and fishing. It has a hotel with 24-twin sharing rooms, 4 suites, coffee shops, restaurants, a gym, boutiques, a lake-type pool and game rooms.

The Club intends to set itself apart from the foregoing clubs and other leisure clubs in the country by providing a unique interactive experience for its members in the context of a natural setting by making accessible in-nature facilities to be separately developed by NCI. It will also offer a wide variety of nature-based activities that the other clubs do not make available. The competitive advantage of the Club is also in its setting that provides a dramatic landscape of foothills, forest and the sea. The expertise and track record of NCI, through Ayala Land Inc. (ALI), in the field of real estate development further guarantees a high-quality development the value of which will appreciate over time.

<u>Key suppliers</u>

The Club energy and power is being provided primarily by Pampanga Electric Cooperative ("PELCO") which will also provide primary power to the entire Alviera development. The Club engage Manila Water Philippines Ventures Inc. as provider for water supply. The Club main provider of manpower is Asiapro Multi-Purpose Cooperative while for security guards is Jarton Security Agency Inc. The Club engaged to various suppliers in Metro Manila and Pampanga for food and beverage.

Customer base

The Club will rely heavily on a solid membership base and frequent usage. Continuous sales of the shares supported by promotion will be primary initiatives.

The business of the Club is not dependent upon a single customer or a few customers, the loss of any or more of which would not have a material adverse effect on the Club. As to date, there is no customer that will account for twenty percent (20%) of the Club's revenues.

Related Party Transactions

The Club has engaged MDC as the Club's general contractor and contracted Ayalaland Club Management, Inc (ACMI) up to July 2019 as the operations manager. Manila Water Philippines Ventures Inc., which provides water supply to the Club, and the aforementioned companies are affiliates of the Ayala Land, Inc. (ALI), the Club's Ultimate Parent Company.

Intercompany transactions with NCI may include noninterest bearing advances to fulfill the Club's operational financing requirements.

Intangible Assets

The Club has no patents, trademarks, copyrights, franchises or royalty agreements.

Legal and Regulatory Matters

As of the date of this report, the Club is not a party to any litigation which would have any material or adverse effect upon its business or financial condition. The Gross Parcel owned by the Club is not the subject of any legal proceedings.

On August 23, 2014, the Department of Environment and Natural Resources ("DENR") issued the Environmental Compliance Certificate ("ECC") for the Alviera development where the project is located. Among the conditions under which the ECC was granted is the establishment of the following:

1. A Multipartite Monitoring Team ("MMT") composed of local government units concerned, NGO/PO, DENR Region 3, Environmental Management Bureau Region 3, and the project proponent. There is already an existing Multipartite Monitoring Team for Alviera that can take on this task.

2. A continuing Information, Education, and Communication ("IEC") Program to explain publicly its Environmental Impact Statement ("EIS").

The foregoing conditions are intended to ensure that the development and operation of Alviera and the Club do not violate existing environmental laws.

A development permit which covers the entire Alviera development has also been obtained. The development permit was approved and issued by the office of the Municipal Mayor. The Barangay resolution was approved on June 10, 2014.

The Gross Parcel is part of a parcel of land covered by an Exclusion/Exemption Order issued by the Department of Agrarian Reform ("DAR") and Memorandum dated May 28, 1998 and June 4, 2003, respectively, which excluded and exempted the said parcel of land from the coverage of the Comprehensive Agrarian Reform Program.

NCI does not foresee any existing or probable government regulation which may in any way hinder the development and operation of the Club.

Amount Spent on Development Activities

The amount spent as of December 31, 2020 for development activities totaled ₱816.29 million. No additions were made subsequent to the completion of construction in 2019.

Human Resource

As of December 31, 2020, the Club employed 12 full-time employees and 43 contractual workers. Consultants may also be hired for concerns that require expertise. Employment base is expected to increase once members' patronage of the Club increases, requiring more manpower resource, and/or once the need arises.

Risk Factors and Risk Management Strategies

Real Estate Appreciation/Depreciation

The investment in the shares of the Club is an indirect investment in real property such that the usual risks associated with property ownership should be considered. These include natural calamities, adverse changes in political and economic conditions, environmental laws or applicable Philippine regulations, which may affect property values and could result in real estate appreciation or depreciation in the future.

Market Valuation

While the shares are transferrable after five (5) years from the date of commencement of commercial operations of the Club, it is not anticipated that an organized trading market for the purchase and sale of such shares will develop in the near future. Prospective buyers who intend to invest purely for potential capital gains should consider that the shares are not publicly traded and market valuation may not be readily available.

Economic and Political Factors

The depreciation of the Philippine Peso will directly affect the estimated construction and development costs for the project, which includes the costs of imported construction materials and service fees of foreign consultants. Any escalation in development costs for the Club may affect the price at which the shares will be offered for sale after the initial offer. Any political or economic instability in the future may have a negative effect on the price.

In the event that the shares are not sold within the projected timetable because of economic and political factors that may decrease the selling price of the shares, NCI will continue to provide financial support or cause the Club to loan from third parties such amounts as may be necessary to support the Club's operations.

Competitive Business Condition

The Club is expected to encounter competition from existing sports, golf and country clubs which are located in Central Luzon and in other regions. The competition with these clubs is expected to be based on operating history, secondary price of available shares, amenities and facilities, and location and accessibility.

The Club has suitably differentiated itself from the competition through its unique offerings. No other leisure development in the area, whether existing or currently being developed, offers proprietary shares in a club with both sports and country club facilities situated in a mixed-use township development amidst mountain nature setting. The Club's design, surroundings and available nature-based activities will set it apart from competition.

Mitigation Plan for the Above Risks

NCI shall implement measures to ensure that investors' investments in the shares shall be protected even during downturns and changes in business condition.

To ensure that the marketability of the shares, NCI has been promoting the Club not as a stand-alone development but as part of the mixed-use township development project, Alviera. The Club is also being aggressively marketed together with the selling of residential lots and houses, as well as commercial and industrial lots, in Alviera. NCI is also using ALI's wide network of internal and external sales force to market the Club. As the residents, investors and locators reside in Alviera, it is expected that the demand for the shares will continuously increase alongside the development and completion of each of Alviera's communities, resulting in the appreciation of the value of the shares.

To ensure that quality of the Club remains up to standards, the Club employed a 12 full-time employees to oversee and manage the Club operations. NCI remains the majority shareholder of the Club.

Item 2. Properties

Description and Location of the Site

The Club will form part of Alviera, the new master planned development by ALI, consisting of approximately 1,800 hectares (as of date of this report), located in Porac, Pampanga. Alviera will house BPO buildings, retail centers, universities, a technology and business park, a country club, recreational amenities and a full range of residential options.

The site of the Club is approximately a 56,241-square meter property bounded by the Alviera town center in the north, overlooking the Porac ridges in the south, and Subic-Clark Toll Expressway in the west.

Principal Properties

The facilities and amenities of the Club was constructed on a 56,241-square meter parcel of land located in Porac, Pampanga covered by Transfer Certificate of Title No. 042-2015001973 issued by the Registry of Deeds for San Fernando, Pampanga in the name of Alviera Country Club, Inc. The parcel, also known herein as the Gross Parcel, is owned by the Club, the title to which was transferred and registered in the name of the Club on February 6, 2015.

The real property taxes on the Gross Parcel for the year 2020 have been paid to the Municipality of Porac.

The Gross Parcel is free from any lien or encumbrance and is not the subject of any legal proceedings.

The Club does not intend to acquire principal properties (such as real estate, plant and equipment, mines and patents) in the next 12 months unless an operational event will demand for its need.

Item 3. Legal Proceedings

As of December 31, 20120, the Club, is not involved in any litigation regarding an event that they considered material.

Item 4. Submission of Matters to a Vote of Security Holders

Except for the matters taken up during the Annual Meeting of Stockholders, there was no other matter submitted to a vote of security holders during the period covered by this report.

PART II – SECURITIES OF THE REGISTRANT

Item 5. Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

The Club's shares are not publicly traded and there are no organized trading market for the purchase and sale of such shares as to date.

Stockholders

The Club has an authorized capital stock of 6,800, no par shares. The details of the number of authorized and outstanding shares of the Club as of December 31, 2020 follow:

	Authorized	Outstanding
Class A	3,700	3,700
Class B	2,600	2,600
Class C	300	300
Class D	200	200
	6,800	6,800

Upon the incorporation of the Club, NCI invested the amount of ₱133.0 million in cash consideration for the issuance of club shares, at its initial issue price of ₱76,000 per share. On October 3, 2017, the Club's Board of Directors (BOD) approved the conversion of NCI's advances amounting to ₱196.99 million in exchange of 2,592 Class A shares. The SEC approved the confirmation of valuation of advances on August 10, 2018.

Subsequently, on December 21, 2018, NCI subscribed to the Club's remaining authorized capital stock comprising of 83 Class A shares, 1,950 Class B shares, 225 Class C shares and 200 Class D shares at an issue price of ₱254,985 per share. 25% of the total subscription price was paid by NCI on December 28, 2018. Remaining subscription receivable amounted to ₱470.06 million was fully collected as of December 31, 2020.

The following were the shareholders of the Club as to date:

Name	Nationality	No. and Class of Shares Subscribed					Amount of Capital Stock Subscribed (₱)	% of Total
		A	B	C	D	Total		
Nuevocentro, Inc.	Filipino	3,689	2,493	294	200	6,676	947,321,130	98.18%
Leonardo L. Leonio	Filipino	1	-	-	-	1	76,000	0.01%
Bernard Vincent O. Dy	Filipino	1	-	-	-	1	76,000	0.01%
Arturo G. Corpuz	Filipino	1	-	-	-	1	76,000	0.01%
Anna Ma. Margarita B. Dy	Filipino	1	-	-	-	1	76,000	0.01%
Augusto D. Bengzon	Filipino	1	-	-	-	1	76,000	0.01%
Clarissa Teresita L. Asuncion	Filipino	1	-	-	-	1	76,000	0.01%
Carlo Leonardo N. Leonio	Filipino	1	-	-	-	1	76,000	0.01%

Maria Cristina Carmen M. Zuluaga	Filipino	1	-	-	-	1	76,000	0.01%
Lawrence Conrad N. Leonio	Filipino	1	-	-	-	1	76,000	0.01%
Jose P. De Jesus	Filipino	1	-	-	-	1	76,000	0.01%
Oscar S. Reyes	Filipino	1	-	-	-	1	76,000	0.01%
Others (107 stockholders)		-	107	6	-	113	8,588,000	1.66%
Total		**3,700**	**2,600**	**300**	**200**	**6,800**	**956,745,130**	**100%**

Dividends

Being a non-profit organization, no profit shall inure to the exclusive benefit of any of its shareholders; hence, no dividends shall be declared in their favor. However, upon the dissolution or liquidation of the Club, shareholders shall be entitled to a pro-rata share of the assets of the Club at the time of its dissolution or liquidation.

Recent Sales of Unregistered or Exempt Securities

The Club has not sold any unregistered or exempt securities. Neither has it reacquired any securities, issued new securities, issued securities in exchange for property, services, or other securities, or issued new securities resulting from the modification of outstanding securities.

PART III – FINANCIAL INFORMATION

Item 6. Management's Discussion and Analysis and Plan of Operation

Plan of Operation

The Club started its commercial operations last March 28, 2019 and has its official Grand Launch last July 31, 2019 and started to operate under its normal operation. Members started to pay their monthly dues after the Grand Launch as they can already use the club facilities and amenities. Any increase in dues will be reported to the SEC within thirty (30) days from the approval of the Board of Directors. The Members will be notified of such increase. Notices on the dues will also be posted on bulletin boards located in conspicuous areas for the benefits of secondary markets.

Revenues are derived from monthly dues, sale of food and beverages, and from usage of sports facilities and equipment. Since the Club operated on a non-profit basis, no part of its net income will inure to the benefit of its shareholders. Assessments, fees and dues collected from Members shall be for the sole purposes of meeting the operational and maintenance expenses of the Club.

Funding for operating requirements will be generated from the Club's revenue streams and from advances from NCI, when necessary. Future funding requirements are expected to be heavily sourced through revenue generation.

The Club currently has no plans of conducting any product research and development. It also does not expect to purchase or sell any plant and significant equipment.

As discussed in Part I under Human Resource, the Club already employed full-time employees and contractual workers as of date and will expect to increase manpower when the need arises.

Management's Discussion and Analysis

Financial Condition

Current assets of the Club amounted to ₱15.3 million and ₱126.26 million as of December 31, 2020 and 2019, respectively, resulting to a current ratio of 0.18:1 and 2.11:1. NCI will provide the necessary operating financial support to the Club when necessary. Future operating requirements of the Club are expected to be sourced from revenue generating activities.

In 2020 and 2019, the Club received advances from NCI amounting to ₱ 30.1 million and ₱10.0 million, respectively.

The Club has not availed of any long-term debt financing from its related parties or external sources. Accordingly, the Club has no existing contingencies, material commitments for capital expenditures, guarantees and other off-balance sheet transactions as of December 31, 2020.

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until May 15, 2020, unless earlier lifted or extended. On May 16, 2020, the Inter-Agency Task Force (IATF) of Emerging Infectious Disease Resolution No. 35 place high-risk local government units (LGUs) (i.e. Metro Manila, Laguna, and Cebu City) under modified enhanced community quarantine (MECQ) from May 16 to May 31, 2020 while the rest of the country would be under general community quarantine. On June 1, 2020, the government placed the country under general community quarantine (GCQ). On June 15, 2020, the President has ordered an extension of GCQ for Metro Manila and twenty-four (24) other provinces from Luzon, Visayas and Mindanao until June 30, 2020. He then placed Cebu City back to ECQ starting June 16, 2020 while the rest of the country has been downgraded to modified general community quarantine (MGCQ). These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Club considers the outbreak to have a material impact on its 2020 financial results and even periods thereafter

Review of operations 2020 vs. 2019

The Club incurred a net loss after tax of ₱47.97 million for the year 2020, 11% higher than the reported net loss after tax of ₱43.12 million in 2019.

Revenue
The club generated revenue amounted to ₱21.38 million, 66% higher than the revenue realized on 2019 amounting to P12.86 million, which mainly pertains to monthly dues, sale of food and beverage and usage of sports facilities and equipment.

Expenses
Total expenses in 2020 amounted to ₱69.34 million, 24% higher than the ₱55.85 million expenses incurred in 2019. Details of movements in expenses are discussed below under "Material changes in the Financial Statements".

Capital Expenditure
The Club spent a total of ₱816.29 million for project and capital expenditures of the Club since inception. All of the capital expenditures were spent on construction and fit-out of the Country Club. For 2020, the Club purchased its system software used in the operations amounting to P 2.55 Million.

Accrued expenses and other payables
Accrued expenses and other payables amounted to ₱85.30 million and ₱59.84 million as of December 31, 2020 and 2019, respectively, breakdown of which are provided in Notes 9 and 12 of the financial statements, as attached.

Review of operations 2019 vs. 2018

The Club incurred a net loss after tax of ₱43.12 million for the year 2019, 982% higher than the reported net loss after tax of ₱ 3.98 million in 2018. The significant increase is mainly driven by the commencement of the Club's commercial operations.

Revenue
As the Club started it normal commercial operations, it generated revenue amounted to ₱12.86 million which mainly pertains to monthly dues, sale of food and beverage and usage of sports facilities and equipment.

Expenses
Total expenses in 2019 amounted to ₱53.14 million, 1213% higher than the ₱4.05 million expenses incurred in 2018. Details of movements in expenses are discussed below under "Material changes in the Financial Statements".

Capital Expenditure
The Club spent a total of ₱816.29 million for project and capital expenditures of the Club since inception. All of the capital expenditures were spent on construction and fit-out of the Country Club.

Accrued expenses and other payables

Accrued expenses and other payables amounted to ₱59.84 million and ₱520.14 million as of December 31, 2019 and 2018, respectively, breakdown of which are provided in Notes 9 and 12 of the financial statements, as attached.

Review of operations 2018 vs. 2017

In its preoperating stage, the Club posted a net loss after tax of ₱3.98 million for the year 2018, 314% higher than the reported net loss after tax of ₱0.96 million in 2017. The Club's revenues, which pertains solely to interest income received from cash in bank, amounted to ₱77,294, 83% higher year-on-year. The increase in revenue is mainly due to higher average cash balance in 2018.

Expenses
Total expenses in 2018 amounted to ₱4.03 million, 306% higher than the ₱0.99 million expenses incurred in 2017. Expenses mainly drove the increase in the reported net loss after tax of the Club. Details of movements in expenses are discussed below under "Material changes in the Financial Statements".

Capital Expenditure
The Club capitalized a total of ₱271.83 million for project and capital expenditure in 2018, higher than the ₱250.74 million capitalized in 2017. Construction in Progress amounted to ₱752.43 million and ₱480.60 million as of December 31, 2018 and 2017, respectively, details of which are provided in Notes 5 and 9 of the financial statements, as attached.

Accrued expenses and other payables
Accrued expenses and other payables amounted to ₱519.64 million and ₱430.57 million as of December 31, 2018 and 2017, respectively, breakdown of which are provided in Notes 6 and 9 of the financial statements, as attached.

Key Financial Performance Indicators

The table below sets forth the comparative performance indicators of the Club:

	December 31, 2020	December 31, 2019	December 31, 2018
Current ratio[1]	0.18:1	2.11:1	0.31:1
Debt to Equity ratio[2]	0.11:1	0.08:1	0.58:1
Return on Assets[3]	(5.08%)	(4.46%)	(0.27%)
Return on Equity[4]	(5.65%)	(4.80%)	(0.42%)

[1] *Current assets / current liabilities*
[2] *Total debt / Total stockholders' equity*
[3] *Net loss/ Total assets*
[4] *Net loss/ Total stockholders' equity*

Ratios for Solvency and Interest Coverage are not applicable to the Club since it has no outstanding debt and interest expense as of December 31, 2020, 2019, and 2018.

Material changes (+/- 5% or more) in the financial statements

Income Statement items – 2020 versus 2019

66% increase in Revenues and 104% increase in Cost of Sales
Material changes in the income statement is mainly attributable with 21% increase in number of members from 353 in 2019 to 427 in 2020 and foot traffic increase of 49% from 8,472 in 2019 to 12,587 in 2020.

Revenues were generated from the ff. outlets:

- Specialty restaurant and café
- Events/banquets
- Sports facilities and courts
- Leisure and recreational facilities (spa, game rooms, theater)
- Membership dues

he corresponding increase in revenues, particularly with the F&B and Banquet at 32%, caused the increase in cost of sales.

94% decrease in interest income
Interest income decreased significantly due to lower average cash balance on bank deposits, mainly due to sudden change in operations as result of the pandemic.

21% increase in Direct Operating Expenses

The following expenses mainly attributed to the increase:

- *126% increase in Depreciation*
  Depreciation for the Club's building was recognized for the full year in 2020 in comparison with the 6-month depreciation in 2019 when the building was fully constructed. Yearly depreciation recognized on a straight-line basis amounted to ₱20.41 million. Full year depreciation of the Club's other furniture and fixtures also contributed in the increase by ₱1.27 million.

- *19% increase in Utilities*
  As the Club's facilities were operated and maintained for the full year 2020, semi-fixed expenses incurred for electricity and water utilities also increased. ₱1.20 million increment was noted for 2020.

Increase on above expenses were tempered by below decreases from other operating expenses:

- *14% decrease in Contracted Services and Manpower Complement*
  To cope up with the limitations imposed by the community quarantine protocols which resulted to temporary disruption of operations in 2020, operation manpower complement was reduced to key operating functions only.

- *60% decrease in Supplies*
  The Club put up an effort to maintain the procurement of supplies at a minimum level to limit wastage during the temporary disruption of operations.

14% increase in General and Administrative Expenses

The following expenses mainly attributed to the increase:

- *25% increase in Salaries and Employee Benefits*
  The increase is due to the completion of intended employee headcount in 2020 to give support with the increase in number of membership and foot traffic.

- *53% increase in Professional Fees*
  This consist of Monthly Retainers fee paid to the Club's legal counsel, including the payment for the preparation of legal documents. One-off legal fee billing for the 2020 Annual Stockholders' Meeting was incurred resulting to the increase in addition to the yearly increase in the Club's audit fee.

- *45% increase in Taxes and Licenses*
  This consist of payment of Business Permits as well as the payment of Real Property Taxes for the year 2020. The increase in business tax is aligned with the increase/recognition of revenue in 2019 as the assessor's basis for the Club's tax in 2020.

95% decrease in Provision for Income Tax
Gross profit generated by the Club for the year was subjected to 2% Minimum Corporate Income Tax (MCIT). In 2020, the Club set-up a cost allocation mechanism of its operating expenses (e.g. utilities) in order to appropriately track those directly attributable to its operations. This allocation resulted to the decrease in provisioning for MCIT.

Income Statement items – 2019 versus 2018

100% increase in Gross Profit and 950% increase in other expenses
Material changes in the income statement is mainly attributable to the commencement of commercial operations. Gross profit was generated from the ff. outlets:

- Specialty restaurant and café
- Events/banquets
- Sports facilities and courts
- Leisure and recreational facilities (spa, game rooms, theater)
- Membership dues

Other expenses incurred in the normal commercial operations of the Club refers to employee meals, rentals, postal and communication expenses.

258% increase in interest income
Interest income increased significantly due to higher average cash balance on bank deposits. Collection of subscription receivable from NCI resulted to a higher available cash in bank balance.

100% increase in Salaries and Employee Benefits
Prior to the commencement of commercial operations, general and administrative functions were provided by NCI at no cost to the Club. The Club only employed its own manpower on March 2019.

This resulted to the material increase in salaries and employee benefits in 2019 in which full manpower complement was in place.

89% decrease in taxes and licenses
Decrease in taxes and licenses is mainly due to documentary stamp taxes paid in 2018 from the conversion of NCI's advances to equity.

43% decrease in professional fees
Aside from audit services rendered to the Club for 2019 and 2018, legal fees were incurred from services rendered by an external legal counsel to the Club in 2019.

100% decrease in marketing expenses
Marketing expenses decreased significantly in 2019 due to the performance of the Club's events along with NCI's marketing activities for a more cost-efficient marketing strategy.

695% increase in Provision for Income Tax
Gross profit generated by the Club for the year was subjected to 2% Minimum Corporate Income Tax (MCIT). Provision for 2018 only refers to final tax on interest income earned.

100% increase in Other Income Statement accounts
Increase in other income statement accounts in 2019 is due to the commencement of commercial operations.

Income Statement items – 2018 vs 2017

83% increase in interest income
Interest income increased significantly due to higher average cash balance on bank deposits. The additional advances and subscription made by NCI resulted to a higher available cash in bank balance.

3,367% increase in taxes and licenses
Increase in taxes and licenses is mainly due to documentary stamp taxes paid for the additional advances received from NCI and the conversion of NCI's advances to equity.

286% increase in professional fees
Aside from audit services rendered to the Club for 2018 and 2017, legal fees were incurred from services rendered by an external legal counsel to the Club in 2018.

56% decrease in marketing expenses
Marketing expenses, 57% of the Club's 2017 expenses, decreased significantly in 2018 due to the performance of the Club's events along with NCI's marketing activities for a more cost-efficient marketing strategy.

100% decrease in representation expenses and transportation expenses
The decrease in representation and transportation expenses is correlated to the decrease in marketing expenses, where the Club opted to conduct its marketing and promotions along with NCI.

299% increase in other expenses
Other expenses incurred in 2018 is relatively higher than those incurred in 2017 due to fees paid for SEC reportorial requirements.

Balance Sheet items – 2020 versus 2019

75% decrease in cash
Significant cash disbursements were made in 2020 for operating activities and limited collections due to the quarantine period during the pandemic.

74% increase in Other Current Assets
The increase is due to the Adjusting entries made for 2019 for the OCA Creditable Withholding Tax.

88% increase in accrued and other payables
The significant increase pertains to payment by NCI as advances made to the Club and to MDC for the construction of Club facilities.

81% increase in deficit
Increase is due to additional operating expenses incurred during the commencement of operation on 2020 as discussed in "Income Statement items – 2020 versus 2019"

Balance Sheet items – 2018 versus 2017

94% increase in cash
Increase in cash is due primarily to advances made by NCI in 2018 amounting to ₱221.00 million and additional investment in shares amounting to ₱156.69.

36% increase in construction in progress
Capitalized construction in progress amounted to ₱271.83 million and ₱250.74 million for the year ended December 31, 2018 and 2017, respectively. Total construction in progress as of December 31, 2018 and 2017 amounted to ₱752.43 million and ₱480.60 million, respectively.

41% increase in input value-added-taxes
Increase in input value-added taxes is directly related to increase in construction in progress.

30% decrease in advances to contractors
With the ongoing construction of the Club, advances to contractors amounting to ₱4.12 million was recouped in 2018, resulting to a net outstanding advances to contractors amounting to ₱13.65 million.

100% increase in other noncurrent assets
Increase in other noncurrent assets is due to bill deposits made to PELCO in 2018.

17% increase in accrued and other payables
In order to finance the Club's ongoing construction, NCI extended advances to the Club amounting to ₱221.0 million. Increase is also attributable to construction services rendered to the Club which has not been settled as of year-end.

39% increase in retention payable
Increase is directly attributable to the continuous construction and development of the Club.

86% increase in capital stock
Increase in capital stock is attributable to additional investment made by NCI through the ff. modes:

- Conversion of advances amounting to ₱196.99 million in exchange of 2,592 Class A shares
- Subscription to the remaining authorized capital stock comprising of 83 Class A shares, 1,950 Class B shares, 225 Class C shares and 200 Class D shares at an issue price of ₱254,985 per share

24% increase in deficit
Increase is due to additional pre-operating expenses incurred in 2018 as discussed in "Income Statement items – 2018 versus 2017".

Item 7. Financial Statements

The 2020 financial statements of the Club are incorporated herein in the accompanying Index to Exhibits.

Item 8. Information on Independent Accountant and Other Related Matters

Independent Public Accountants and Audit Fees

In 2020, audit services were sourced from SyCip, Gorres, Velayo & Company (SGV & Co.). Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Club has engaged SGV & Co. as external auditor, with Mr. Jose Pepito Zabat III as In-charge for the year 2020 and Mr. Carlo Paolo V. Manalang for the years 2019 and 2018. Corresponding audit fees accrued and paid to SGV & Co. amounted to ₱190,000, ₱185,000 and ₱53,045 for the years ended December 31, 2020, 2019 and 2018, respectively.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Club has engaged the services of SGV & Co. during the years 2020, 2019 and 2018. There were no disagreements with the SGV & Co. on any matter of accounting and financial disclosure.

PART IV – MANAGEMENT AND CERTAIN SECURITY HOLDERS

Items 9. Directors and Executive Officers (As of Dec 31, 2020)

Incorporators and Board of Directors

The incorporators of the Club are as follows:

Bernard Vincent O. Dy
Anna Ma. Margarita B. Dy
Arturo G. Corpuz
Augusto D. Bengzon
Leonardo L. Leonio
Clarissa Teresita L. Asuncion
Carlo Leonardo N. Leonio

As of the date of this report, the members of the Board of Directors of the Club are as follows:

Director	Nationality	Term of Office
Bernard Vincent O. Dy	Filipino	Since 9 July 2014
Anna Ma. Margarita B. Dy	Filipino	Since 9 July 2014
Arturo G. Corpuz	Filipino	Since 9 July 2014
Augusto D. Bengzon	Filipino	Since 9 July 2014
Lawrence Conrad N. Leonio	Filipino	Since 11 February 2015
Leonardo L. Leonio	Filipino	Since 9 July 2014
Clarissa Teresita L. Asuncion	Filipino	Since 9 July 2014
Carlo Leonardo N. Leonio	Filipino	Since 9 July 2014
Maria Cristina Carmen M. Zuluaga	Filipino	Since 25 November 2020
Oscar S. Reyes	Filipino	Since 11 February 2015
Jose P. De Jesus	Filipino	Since 3 October 2017

Independent Directors

The Club has elected Mr. Oscar S. Reyes and Mr. Jose P. De Jesus as independent directors, in compliance with the requirements of the SRC.

Executive Officers

The executive officers of the Club as of the date of this report are as follows:

Position	Officer	Term of Office
Chairman	Bernard Vincent O. Dy	Since 25 November 2020
Vice-Chairman	Leonardo L. Leonio	Since 25 November 2020
President	Anna Ma. Margarita B. Dy	Since 17 July 2014
Treasurer	Clarissa Teresita L. Asuncion	Since 17 July 2014
General Manager (Development)	John Marcial R. Estacio	Since 17 July 2014
General Manager	Johann V. Ramirez	Since January 2020
Comptroller, Chief Finance Officer	Ma. Luisa D. Chiong	Since 29 March 2017
Compliance Officer		Since 20 November 2017
Assistant Treasurer	Regina F. Magbitang	Since 3 October 2017
Corporate Secretary	Anna Liza M. Ang Co	Since 31 January 2019
Assistant Corporate Secretary	Reinerr John A. Nuestro	Since 25 November 2020

Comprehensive Background

The following describes the relevant business experience of the Club's directors and officers as of the date of this report, for the past five (5) years:

Chairman: *Bernard Vincent O. Dy,* Filipino, 57, has been a director of the Club since 9 July 2014 and its Chairman since 17 July 2014. He has been the President & Chief Executive Officer of Ayala Land, Inc. (ALI) since 7 April 2014. Prior to this post, he was the Head of the Residential Business and Corporate Marketing and Sales of ALI. He is the Chairman of Prime Orion Philippines, Inc. and a director of Cebu Holdings, Inc. and Cebu Property Ventures and Development Corporation, all being publicly-listed companies. His other significant positions include: Chairman of Ayala Property Management Corporation, Makati Development Corporation, Ayala Land International Sales, Inc., Amicassa Process Solutions, Inc., Amaia Land Corporation, Avida Land Corp., Alveo Land Corp., AyalaLand Commercial Reit, Inc., Lagdigan Land Corporation, Bellavita Land Corporation, Avencosouth Corp., Ayagold Retailers, Inc., Station Square East Commercial Corporation, Aviana Development Corp., Cagayan De Oro Gateway Corp., BGSouth Properties, Inc., BGNorth Properties, Inc., BGWest Properties, Inc., Portico Land Corp., Nuevocentro, Inc,, Philippine Integrated Energy Solutions, Inc., SIAL Specialty Retailers, Inc., and SIAL CVS Retailers, Inc.; Vice Chairman of Ayala Greenfield Development Corporation; Chairman and President of Serendra, Inc.; and Director and President of Bonifacio Land Corporation, Emerging City Holdings, Inc., Columbus Holdings, Inc. Berkshires Holdings, Inc., Fort Bonifacio Development Corporation, Aurora Properties Incorporated, Vesta Property Holdings, Inc., Ceci Realty Inc., Alabang Commercial Corporation, Accendo Commercial Corp., Hero Foundation Incorporated, Bonifacio Art Foundation; Director of Whiteknight Holdings, Inc., AyalaLand Medical Facilities Leasing, Inc., Alveo-Federal Land Communities, Inc., ALI Eton Property Development Corporation; Trustee of Ayala Foundation, Inc.; and Member of Ayala Group Club, Inc. In 2015, he was inducted as member of the Advisory Council of the National Advisory Group for the Police Transformation Development of the Philippine National Police. He earned a degree of B.B.A

Accountancy from the University of Notre Dame in 1985 and took his Master's Degree in Business Administration in 1989 and Masters in International Relations in 1997 both at the University of Chicago.

Vice-Chairman: ***Leonardo L. Leonio,*** Filipino, 73, has been a Director and Vice Chairman since 20 July 2016. He was first elected as director of the Club on July 2014. He is the Chairman of the Board and Director of Leonio Land Holdings, Inc., Petrolift Holdings Inc., LLL Holdings Inc., Circle Corporate Inc., and Petrolift Inc. and its subsidiaries: Transoil Corporation, Seatrans Corporation, Oceanlink Tankers Incorporated, Marinelink Tankers Corporation, Translift Ship Management Inc., Equasis Logistics Incorporated and Marinelift Shipyard and Repair Inc. He is a Director of LNL Archipelago Minerals Inc. since 2012. He was a founding member of the Philippine Petroleum Sea Transport Corporation (PHILPESTA), the first association of petroleum tankering companies in the Philippines. He attended Bachelor of Science in Business Administration at the University of the Philippines.

President: ***Anna Ma. Margarita B. Dy,*** Filipino, 52, has been a director of the Club since 9 July 2014 and its President since 17 July 2014. She has been a Senior Vice President of ALI since January 1, 2015 and a member of its Management Committee since August 2008. She is Head of ALI's Strategic Landbank Management Group (SLMG). She is the Chairman of publicly listed companies namely, Cebu Holdings, Inc. and Cebu Property Ventures and Development Corporation. Her other significant positions include: Director and Executive Vice President of Fort Bonifacio Development Corporation; Director and President of Nuevocentro, Inc.; Director of Aurora Properties, Inc., Vesta Properties Holdings, Inc., CECI Realty, Inc., AyalaLand Medical Facilities Leasing, Inc., and Next Urban Alliance Development Corp; and a Governor of MACEA. Prior to joining ALI, she was Vice President of Benpres Holdings Corporation. She also served as ALI's Senior Vice President for Corporate Planning from 2005 to 2008. She graduated magna cum laude from Ateneo De Manila University with BS of Arts Degree in Economics Honors Program. She earned her Master's degree in Economics from London School of Economics and Political Science UK 1991 and MBA at Harvard Graduate School of Business Administration in Boston.

Treasurer: ***Clarissa Teresita L. Asuncion,*** Filipino, 53, was re-elected as a Director and the Treasurer of the Club on July 2016. She first assumed these positions on July 2014. She is the Treasurer and a Director of Petrolift Inc. and its subsidiaries: Transoil Corporation, Seatrans Corporation, Oceanlink Tankers Incorporated, Marinelink Tankers Corporation, Translift Ship Management, Inc., Marinelift Shipyard and Repair Inc., Equasis Logistics Incorporated. She is also the Treasurer and a Director of Petrolift Holdings Inc.; President and Director of Leonio Land Holdings, Inc.; Treasurer and Managing Director of LLL Holdings Inc.; and Director of LNL Archipelago Minerals Incorporated; and Vice Chairman, Treasurer and Director of Circle Corporate Inc. She served as Treasurer and Director of Leonio Land Holdings from 2012 to 2015 and of LNL Archipelago Minerals Incorporated from 2012 to 2014. She graduated with a degree in Business Administration from the University of the Philippines and finished her Master's in Business Administration from Asian Institute of Management where she graduated with distinction.

Director: ***Carlo Leonardo N. Leonio***, Filipino, 50, was re-elected as Director of the Club on July 2016. He first assumed this position on July 2014. He is the President and a Director of Petrolift Inc. & its subsidiaries: Transoil Corporation, Seatrans Corporation, Oceanlink Tankers Incorporated, Marinelink Tankers Corporation, Translift Ship Management Inc., Marinelift Shipyard and Repair Inc., Equasis Logistics Incorporated. He is also the President and Director of Petrolift Holdings, Inc. and Director of Leonio Land Holdings, Inc., LLL Holdings Inc., LNL Archipelago Minerals Inc. and EVP & Director of Circle Corporate Inc. He attended Executive Master's Program in Asian Institute of Management.

Director: ***Augusto D. Bengzon***, Filipino, 58, has been a director of the Club since July 2014. He joined ALI in December 2004 and currently serves as Vice President, Chief Finance Officer, Treasurer, Chief Information Officer, & Chief Compliance Officer. His other significant positions include: Treasurer of publicly listed companies, namely, Cebu Holdings, Inc., and Cebu Property Ventures and Development Corporation; Director of Prime Orion Philipines, Inc, also a publicly listed company, Anvaya Cove Golf & Sports Club, Inc., AyalaLand Commercial Reit, Inc., Makati Development Corporation, Nuevocentro, Inc., and Alinet.com, Inc.; Director and Treasurer of Aurora Properties Inc., Ayala Property Management Corporation, Ceci Realty Inc., Next Urban Alliance Development Corp., Philippine Integrated Energy Solutions, Inc. and Vesta Property Holdings, Inc.; Treasurer of ALI Eton Property Development Corporation, Amaia Land Corp., Avida Land Corp., Bellavita Land Corp., Hero Foundation Inc., and Roxas Land Corporation; and Assistant Treasurer of Ayala Greenfield Golf & Leisure Club, Inc.. Prior to joining ALI, he was Vice President and Credit Officer in Global Relationship Banking at Citibank N.A. where he spent sixteen years in various line management roles covering Treasury, Portfolio Management, Structuring, Debt Syndication and Relationship Management. He received his Bachelor of Science degree in Business Management from the Ateneo de Manila University and is a graduate of the Philippine Trust Institute. He was granted a full scholarship at the Asian Institute of Management where he received his Master's in Business Management degree.

Director: *Arturo G. Corpuz*, Filipino, 65, has been a director of the Club since 9 July 2014. He is a Director of ALI since April 2016. He served as a member of the Management Committee of ALI from 2008 to December 31, 2016. He headed the Urban and Regional Planning Division and the Central Land Acquisition Unit of ALI. He is also a Director of Aurora Properties, Inc., Vesta Properties Holdings, Inc., Ceci Realty, Inc., Nuevocentro, Inc., and Next Urban Alliance Development Corp.. He is a former President of the Philippine Economic Society and a Fellow of the Foundation for Economic Freedom and the Philippine Institute of Environmental Planning. He was also Trustee of Makati Parking Authority from 2014 to 2016 and a Member of Bonifacio Global City Estate Association from 2005 to 2015. Mr. Corpuz received his baccalaureate degree in Architecture from the University of the Philippines in 1977 and his masteral and doctoral degrees in urban and regional planning from Cornell University in 1984 and 1989.

Director: *Maria Cristina Carmen M. Zuluaga*, Filipino, 49, is a Nominee to the Board of Directors. She is an Assistant Vice President of Ayala Land Estates, Inc. ("ALEI") and Nuevocentro, Inc., and a member of the Management Committee of ALEI. She is also the Head of the Estates Development Group of both companies. As the head of Estates Development Group, she is responsible for the development and delivery of estates and facilities services across the group. She has substantial experience in the real estate industry. She has been exposed to project development, sales and operations and to almost all types of products. She has spent all her professional life in Landco Pacific Corporation ("Landco"). She started in 1992 in Project Development, rose from the ranks and became the President and CEO in 2018 until its closing-out stages. From January 2019 to October 2019, she performed consultant duties exclusively for Landco. She graduated from De La Salle University with a degree of BS Industrial Engineering minor in Mechanical Engineering in 1992."

Director: *Lawrence Conrad N. Leonio*, Filipino, 52, was re-elected as Director of the Club on July 2016. He first assumed this position on February 2015. He is the Chief Executive Officer (CEO) and a Director of Marinelift Shipyard and Repair, Inc. and Petrolift Inc. and the Managing Director of its subsidiaries: Transoil Corporation, Seatrans Corporation, Oceanlink Tankers Incorporated, Marinelink Tankers Corporation, Translift Ship Management Inc. and Equasis Logistics Incorporated. He is also the CEO and a Director of Petrolift Holdings Inc. and LLL Holdings Inc.; Director of Leonio Land Holdings, Inc.; and Managing Director of Circle Corporate Inc. He served as CEO & Director of LNL Archipelago Minerals Inc. from 2012 to 2014, a Director in 2015, and Chairman, President and Director in 2016 to present. He was also the President and Director of Circle Corporate Inc from 2012 to 2015. He graduated with a degree of B.S. Management from De La Salle University. He also completed a Professional Shipping Course at the Norwegian Shipping Academy in Oslo, Norway and holds an MBA degree major in Entrepreneurship at Olin Graduate School of Business at Babson College Massachusetts, USA.

Director: ***Mr. Jose P. De Jesus***, Filipino, 86, was elected as an Independent Director of the Club since October 3, 2017. He is the Chairman of Clark Development Corporation, Converge ICT Solutions Inc., and Metroworks ICT Construction, Inc. He was the President and Chief Operating Officer of MERALCO (2009 to 2010); Secretary of the Department of Transportation and Communications from 2010 to 2011; President and Chief Executive Officer of the Manila North Tollways Corporation (2000 to 2008); Executive Vice President of the Philippine Long Distance Telephone Company from 1993 to 1999; and Secretary of the Department of Public Works and Highways (1990 to 1993). He is a director of Petron Corporation, Citra Metro Manila Tollways Corporation, Private Infra Development Corporation, and South Luzon Tollway Corporation. He is a Trustee of the Holy Angel University and Kapampangan Development Foundation. Mr. de Jesus graduated with a degree in AB Economics and Master of Arts in Social Psychology from the Ateneo de Manila University (ADMU). He was *Lux in Domino* (Most Outstanding Alumnus) awardee of ADMU in July 2012. He finished Graduate Studies in Human Development from the University of Chicago.

Director: ***Oscar S. Reyes,*** Filipino, 75, has been an Independent Director of the Club since February 2015. He holds the following positions in publicly listed companies (PLCs): CEO, Director, and President of Manila Electric Company (Meralco); Director of Pepsi Cola Products Philippines, Inc.; Independent Director of Bank of the Philippine Islands, Manila Water Company, Inc., Basic Energy Corporation and Cosco Capital Inc. He is the Chairman of the Board of Redondo Peninsula Energy, Inc., Meralco Industrial Engineering Services, Inc., Meralco Energy, Inc., MRail, Inc., MSpectrum, Inc., Atimonan One Energy, Inc., CIS Bayad Center, Inc., and PacificLight Power Pte, Ltd. He is a Director of Meralco PowerGen Corporation, Republic Surety & Insurance Company Inc., Sun Life Financial Plans, Inc., Sun Life Prosperity Funds, Grepalife Mutual Funds., Petrolift Corporation, PLTD Communications and Energy Ventures, Inc., Eramen Minerals, Inc., Meralco Powergen Corporation, Clark Electric Development Corporation. He is a member of the Advisory Board of Philippine Long Distance Telephone Company and a member of board committees of various companies. He is a member of the Vice-Chairman and member of the Board of Trustees of One Meralco Foundation, Inc. and a member of the Board of Trustee of Pilipinas Shell Foundation, Inc., SGV Foundation, Inc. and El Nido Foundation, Inc. He is also a member of various professional organizations. He served as Country Chairman of the Shell Companies in the Philippines, President of Pilipinas Shell Petroleum Corporation and Managing Director of Shell Philippines Exploration B.V. He holds a Bachelor of Arts degree, cum laude, in Economics from the Ateneo de Manila University and finished post-graduate studies at the Ateneo Graduate School of Business Administration, Waterloo Lutheran University, Canada and the Harvard Business School, Boston, USA.

General Manager (Development): ***John Marcial R. Estacio,*** Filipino, 45, has been the General Manager of the Club since 17 July 2014. He is an Assistant Vice President in ALI. He is a Director of Soltea Commercial Corp., Amorsedia Development Corporation, HLC Development Corporation, Buendia Landholdings, Inc., and Crans Montana Property Holdings Corporation. He is the General Manager of the NUVALI companies, namely, Aurora Properties, Inc., Vesta Property Holdings, Inc., and Ceci Realty, Inc.; He is also the General Manager of Nuevocentro, Inc. He holds a Bachelor of Science degree in Accountancy at the San Beda College and an MBA in the Asian Institute of Management, Schulich School of Business, York University.

General Manager: ***Johann V. Ramirez,*** Filipino, 52, is the General Manager of the Club. He previously connected with Globe Telecom as Retail Area Head for 15 years and with Taal Vista as an Executive Assistant Manager. He holds a Bachelor of Science degree in Business Administration at the International Academy of Management and Economics.

Corporate Secretary: ***Anna Liza M. Ang-Co***, Filipino, 52, is the current Corporate Secretary of the Corporation. She is a Senior Partner of Co Ferrer Ang-Co & Gonzales Law Offices, a full-service

Philippine law firm specializing in corporate law, taxation, estate planning and settlement, corporate rehabilitation, and real estate transactions. She is also a Director, Rehabilitation Receiver, and Corporate Secretary of other Philippine corporations. She graduated with a degree of Bachelor of Science in Computer Science from the Ateneo de Manila University in 1990 and earned her Law degree from the University of the Philippines in 1994.

Assistant Corporate Secretary: *Reinerr John A. Nuestro,* Filipino, 31, is the current Assistant Corporate Secretary of the Corporation. He is an Associate of Co Ferrer Ang-Co & Gonzales Law Offices, a full-service Philippine law firm specializing in corporate law, taxation, estate planning and settlement, corporate rehabilitation, and real estate transactions. He graduated with a Bachelor of Arts degree in Psychology, cum laude, from the University of the Philippines in 2010 and earned his Juris Doctor degree from the same university in 2017.

Chief Finance Officer, Comptroller and Compliance Officer: *Ma. Luisa D. Chiong*, Filipino, 49, is the Comptroller and Chief Finance Officer of the Club since 29 March 2017 and Compliance Officer since 20 November 2017. She is currently a Vice President and the Controller of Ayala Land, Inc. Prior to this role, she was the Chief Finance Officer and Compliance Officer of Cebu Holdings, Inc., a publicly listed company, and Chief Finance Officer of the Estates Group from 2017 to 2020. Her other significant positions include: Director of Cebu Leisure Company, Inc. and Central Block Developers, Inc.; Director and Treasurer of Asian I-Office Properties, Inc., North Point Estate Association, Inc. and Vertis North Estate Association, Inc.; Director, Treasurer & Chief Finance Officer of Adauge Commercial Corporation; Director & Chief Finance Officer of ALInet.com, Inc.; Treasurer and a member of the Board of Trustees of Lakeside Evozone Association, Inc.; Trustee, Treasurer of Altaraza Town Center Estate Association, Inc. and Arca South Estate Association Inc.; Treasurer and Chief Finance Officer of Accendo Commercial Corp., Cagayan de Oro Gateway Corp. and Taft Punta Engano Property, Inc.; Chief Finance Officer of Aurora Properties Incorporated, Aviana Development Corp., CECI Realty Inc. and Vesta Property Holdings, Inc.; and the Comptroller of Nuevocentro, Inc. She completed the academic requirements for a Master in Business Administration degree from De La Salle University in 1998 and obtained her Bachelor of Science in Commerce Major in Accounting degree from the same university in 1991. She is a Certified Public Accountant, garnering 5th place in the May 1992 CPA Board Examinations and is a member of the Philippine Institute of Certified Public Accountants (PICPA).

Assistant Treasurer: *Regina F. Magbitang*, *Filipino,* 49, married, and a Certified Public Accountant. She is the Chief Financial Officer of Petrolift, Inc. She is the Treasurer of LLL Holdings, Inc. (2017); Leonio Land Holdings, Inc. from 2015 to 2017; and LNL Archipelago Minerals, Inc. from 2014 to 2017. She is also the President of Corporate Circle, Inc. from 2016 to 2017. She worked as an Auditor in Joaquin Cunanan/Price Waterhouse Coopers before joining the Leonio Group of Companies as Financial Analyst and assumed higher positions as Accounting Supervisor, Treasury Officer, Finance Manager, Assistant General Manager for Corporate Services, General Manager for Shipping, and General Manager for Shared Services and Comptroller. She graduated with a degree of BS Accountancy with magna cum laude honors at St. Scholastica's College and Masters in Business Administration at the Graduate School of De La Salle University.

Significant Employees

As of December 31, 2020, the Club already employed 12 full-time employees and 43 contractual workers. Consultants may also be hired for concerns that require expertise. Employment base is expected to increase once members' patronage of the Club increases, requiring more manpower resource, and/or once the need arises.

Family Relationships

Leonardo L. Leonio is the father of Clarissa T. Leonio Asuncion, Lawrence N. Leonio and Carlo N. Leonio.

Involvement in Legal Proceedings (over the past 5 years)

For the past five (5) years immediately preceding the date of this report, none of the directors and officers has been involved in any material pending legal proceedings in any court or administrative agency of the Government. In particular, none of the directors and officers have been involved in any bankruptcy petition nor in any conviction by final judgment in a criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses. None of the directors and officers became the subject of any order, judgment or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities. None of the directors and officers were found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC 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.

Items 10. Executive Compensation

No remuneration shall be paid by the Club, directly or indirectly, to the directors of the Club. The President of the Club shall not receive any remuneration or compensation from the Club.

Items 11. Security Ownership of Certain Beneficial Owners and Management

The security ownership of certain record and beneficial owners of more than 5% of common shares as of the date of this report is as follows:

Title of Class	Name and Address of Record Owner and Relationship to the Issuer	Name of Beneficial Owner & Relationship w/ Record Owner	Citizenship	No. of Shares Held	%
Class A (Founders')	Nuevocentro, Inc. (NCI) 31/F Tower One & Exchange Plaza, Ayala Avenue, Makati *Parent company of the Issuer	NCI is both beneficial and record owner.	Filipino	3,689	99.70%
Class B	NCI (same address) *Parent company of the Issuer	NCI is both beneficial and record owner.	Filipino	2,493	95.88%
Class C	NCI (same address) *Parent company of the Issuer	NCI is both beneficial and record owner.	Filipino	294	98.00%
Class D	NCI (same address) *Parent company of the Issuer	NCI is both beneficial and record owner.	Filipino	200	100%

The Board of Directors of NCI has the power to decide how NCI's shares in the Club are to be voted. The following are the members of the Board of Directors of NCI as of the date of this report: Bernard Vincent O. Dy, Anna Ma. Margarita B. Dy, Leonardo L. Leonio, Clarissa Teresita L. Asuncion, Arturo G. Corpuz, Augusto D. Bengzon, Antonino T. Aquino, Carlo Leonardo N. Leonio, and Lawrence Conrad N. Leonio.

None of the directors, executive officers, and members of their immediate family owns ten percent (10%) or more of total outstanding shares in the Club.

Security Ownership of Management

The following table sets forth the current share ownership of the directors and officers of the Club:

Title of Class	Name of Record Owner	Amount and Nature of Beneficial Ownership	Citizenship	%
Class A (Founders')	Bernard Vincent O. Dy	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Anna Ma. Margarita B. Dy	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Arturo G. Corpuz	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Augusto D. Bengzon	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Maria Cristina Carmen M. Zuluaga	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Lawrence Conrad N. Leonio	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Leonardo L. Leonio	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Clarissa Teresita L. Asuncion	1 (Qualifying Share)	Filipino	0.01%
Class A (Founders')	Carlo Leonardo N. Leonio	1 (Qualifying Share)	Filipino	0.01%
N/A	Oscar S. Reyes	-	Filipino	0.00%
N/A	Jose P. De Jesus	-	Filipino	0.00%
N/A	John Marcial R. Estacio	-	Filipino	0.00%
N/A	Johann V. Ramirez	-	Filipino	0.00%
N/A	Ma. Luisa D. Chiong	-	Filipino	0.00%
N/A	Regina F. Magbitang	-	Filipino	0.00%
N/A	Anna Liza M. Ang Co	-	Filipino	0.00%
N/A	Reinerr John A. Nuestro	-	Filipino	0.00%

All shares held by the directors of the Club, except the independent directors, are qualifying shares, with NCI as the beneficial owner.

None of the members of the Club's directors and management owns 2.0% or more of the outstanding capital stock of the Club. Further, the Club has no commitment to its directors and officers with respect to the issuance of shares of any class.

Changes in Control

There are no arrangements which may result in a change in control of the Club.

Items 12. Certain Relationships and Related Transactions

The Club, in their regular conduct of business, has entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase of real estate properties, construction contracts, and development, management and administrative service agreements. Purchases of services from related parties are made on an arm's length basis and at current market prices at the time of the transactions.

None of the directors, executive officers, and members of their immediate family owns ten percent (10%) or more of total outstanding shares in the Club.

No transactions shall be entered into by the Club in which any director, executive officer, nominee for election as director, security holder in the Club, or immediate family member of any of the foregoing, shall have a direct or indirect material interest.

The total outstanding capital stock of the Club is owned 98.18% by NCI. The breakdown of the shareholdings in the Club per class of shares is shown in greater detail under the section *Financial Information* (under the heading *Security Ownership of Certain Beneficial and Record Shareholders*).

PART V – CORPORATE GOVERNANCE

Item 13. Compliance with Leading Practice on Corporate Governance

The machinery for corporate governance of the Club is principally contained in the Articles of Incorporation and By-Laws and their amendments. These constitutive documents lay down, among others, the basic structure of governance, minimum qualifications of directors, and the principal duties of the Board of Directors and officers of the Corporation.

The Club shall adopt a Manual of Corporate Governance substantially in the form attached hereto as part of the *Exhibits* in accordance with the Securities Regulation Code. The function of the Manual of Corporate Governance is to supplement and complement the Club's Articles of Incorporation and By-Laws by setting forth principles of good and transparent governance.

The Board of Directors, Management, officers and employees of the Club commit themselves to the principles and best practices of governance contained in the Manual of Corporate Governance as a guide in the attainment of its corporate goals. The Club shall make a continuing effort to create awareness of good corporate governance within the organization.

New initiatives are regularly pursued to develop and adopt corporate governance best practices and to build the right corporate culture across the organization.

There has been no significant deviation from the Club's Manual of Corporate Governance.

The Manual was amended to conform with the Code of Corporate Governance for Public Companies and Registered Issuers issued by the SEC through SEC MC No. 24, series of 2019. The amendments were approved by the Board of Directors on 26 June 2020. The Amended Manual was signed by then Chairman Mr. Leonardo L. Leonio and was filed with the SEC on 10 July 2020. Subsequently, after filing, the SEC issued SEC MC No. 20, series of 2020 which required that the amended Manual be signed by both Chairman and Compliance Officer.

After the election of Mr. Bernard Vincent O. Dy as Chairman at the ASM, and Ms. Malou as Compliance Officer at the Organizational Board, both held on 25 November 2020, their signatures were secured and the Amended Manual was refiled with the SEC with both their signatures on 18 December 2020.

PART VI – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits – See accompanying Index to Exhibits

The following exhibit is incorporated by reference in this report:

2020 Audited Financial Statements

The other exhibits, as indicated in the Index to Exhibits are either not applicable to the Club or require no answer.

(b) Reports on SEC Form 17-C

The following current reports have been submitted by the Club in 2020:

1. 17-C on the postponement of the Annual Stockholders' Meeting to November 25, 2020, filed on 2 October 2020
2. 17-C on the result of the Annual Stockholders' Meeting, filed on 27 November 2020 as follows:
   I. Approval of the Minutes of the 2019 Annual Stockholders' Meeting held on 8 November 2019

   II. Ratification of All Acts, Contracts, Investments, and Resolutions of the Board of Directors and Acts of Management since the last Annual Stockholders' Meeting

   III. Approval of the President's Report

   IV. Approval of the 2019 Audited Financial Statements

   V. Election of Directors

   The following were elected as directors of the Corporation for a term of one (1) year or until their successors have been elected and qualified:

   Clarissa Teresita L. Asuncion
   Augusto D. Bengzon
   Arturo G. Corpuz
   Anna Ma. Margarita B. Dy
   Bernard Vincent 0. Dy
   Jose P. De Jesus
   Carlo Leonardo N. Leonio
   Lawrence Conrad N. Leonio
   Leonardo L. Leonio
   Oscar S. Reyes
   Ma. Cristina Carmen M. Zuluaga

   With Oscar S. Reyes and Jose P. De Jesus being elected as independent directors.

   Ma. Cristina Carmen M. Zutuaga replaces Gilbert Enrique M. Berba, effective upon her own qualification as a Director. She is an Assistant Vice President of Ayala Land Estates, Inc. ("ALEI")and Nuevocentro, Inc., and a member of the Management Committee of ALEI. She is also the Head of the Estates Development Group of both companies. As the head of Estates DevelopmentGroup, she is responsible for the development and delivery of estates and facilities services across the group. She has substantial experience in the real estate industry. She has been exposed to project development, sales and operations and to almost alt types of products. She has spent all her professional life in Landco Pacific Corporation ("Landco"). She started in 1992 in Project Development, rose from the ranks and became the President and CEO in 2018 until itsclosing-out stages. From January 2019 to October 2019, she performed consultant duties exclusively for Landco. She graduated from De La Salle University with a degree of BS IndustrialEngineering minor in Mechanical Engineering in 1992.

VI. Appointment of SyCip Gorres Velayo b Co. (SGV), with Mr. Jose Pepito Zabat III from the SGV Clark Servicing Office as Partner-in-Charge, as the External Auditor for the Year 2020, and Fixingof their Remuneration

(c) Reports under SEC Form 17-C filed

None.

(d) Material events subsequent to the end of the reporting period that have not been reflected in the financial statements of the reporting period.

There were no material financial impact that needs to be recognized for the financial statements as of December 31, 2020.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in QUEZON CITY on JUN 01 2021

By:

Anna Ma. Margarita B. Dy
President

Anna Liza M. Ang Co
Corporate Secretary

Ma. Luisa D. Chiong
Chief Finance Officer and Comptroller

Johann V. Ramirez
General Manager

SUBSCRIBED AND SWORN to before me this JUN 01 2021 affiants exhibiting to me their respective valid and legal ID, as follows:

Name	Competent Evidence of Identity	Date and Place of Issue
Anna Ma. Margarita B. Dy	PP# P1039762A	November 30, 2016/Manila
Anna Liza M. Ang Co	Driver's Licence No. C05-86-018630	February 1, 2019/Manila
Ma. Luisa D. Chiong	PP# P6354499B	February 22, 2021/Manila
Johann V. Ramirez	Driver's License No. N04-86-032546	May 1, 2019/Zambales

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-124 1-12-19 until 12-31-2020
Commission Extended until June 30, 2021
as per SC ENBANC B.M No. 3795 12/1/2020
IBP O.R. No. 132134 MD 2021 & IBP O.R. No. 133076 MD 2022
PTR O.R. No. 0695112 D 1/4/21 / Roll No. 33832 / TIN# 129-871-009
MCLE No. VI-0029583 valid from 12/16/19 valid until 04/14/22 Quezon City
Address: 31-F Harvard St. Cubao, Q.C.

Doc. No. 9
Page No. 3
Book No. 179
Series of 2021.

ALVIERA COUNTRY CLUB, INC.
INDEX TO EXHIBITS
FORM 17-A – Item 7

2020 Financial Statements	Attached
Additional Exhibits	n.a

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n.a. Not applicable or require no answer

Gmail SLMG Tax <slmgtax@gmail.com>

Your BIR AFS eSubmission uploads were received

eafs@bir.gov.ph <eafs@bir.gov.ph>
To: SLMGTAX@gmail.com
Cc: MARTIN.AVNER@alvieracountryclub.com

Tue, Jun 1, 2021 at 7:43 PM

Hi ALVIERA COUNTRY CLUB, INC.,

Valid files

- EAFS008805693OTHTY122020.pdf
- EAFS008805693TCRTY122020-02.pdf
- EAFS008805693AFSTY122020.pdf
- EAFS008805693ITRTY122020.pdf
- EAFS008805693TCRTY122020-01.pdf
- EAFS008805693RPTTY122020.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-3SWVT2VT0CJ5L9LAFQY11T2MZ0QTY22NPX**
Submission Date/Time: **Jun 01, 2021 07:43 PM**
Company TIN: **008-805-693**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.

ALVIERA COUNTRY CLUB, INC.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Alviera Country Club, Inc.** (the Company) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2020, 2019 and 2018, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Sycip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the Company in accordance with the Philippine Standards on Auditing, and its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

Bernard Vincent O. Dy
Chairman

Anna Bautista-Dy

Anna Ma. Margarita B. Dy
President

Clarissa Teresita L. Asuncion
Treasurer

Ma. Luisa D. Chiong
Chief Finance Officer, Comptroller and Compliance Officer

Signed this 1st day of June 2021

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF QUEZON CITY)SS.

I certify that on JUN 01 2021, before me, a notary public duly authorized in the city named above to take acknowledgements, personally appeared:

Name	Competent Evidence of Identity	Date and Place of Issue
Bernard Vincent O. Dy	Passport no. P1039762A	November 30, 2016 / Manila
Anna Ma. Margarita B. Dy	Passport no. EC8377126	July 23, 2016 / Manila
Clarissa Teresita L. Asuncion	Passport no. P6330816A	March 8, 2018 / NCR South
Ma. Luisa D. Chiong	Passport no. P6354499B	February 22, 2021 / NCR East

who made themselves known to me and to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free and voluntary act and deed and that of the juridical person herein presented.

The instrument refers to a Statement of Management's Responsibility for Financial Statements, consisting of two (2) pages including this page on which acknowledgement is written, signed by the parties and their instrumental witnesses on each and every page thereof.

WITNESS MY HAND AND SEAL on the date and the place first above written.

Doc no. 8 ;
Page no. 3 ;
Book no. 179;
Series of 2021.

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-124 1-12-19 until 12-31-2020
Commission Extended until June 30, 2021
as per SC ENBANC B.M No. 3795 12/1/2020
IBP O.R. No. 132134 MD 2021 & IBP O.R. No. 133076 MD 2022
PTR O.R. No. 0695112 D 1/4/21 / Roll No. 33832 / TIN# 129-871-009
MCLE No. VI-0029583 valid from 12/16/19 valid until 04/14/22 Quezon City
Address: 31-F Harvard St. Cubao, Q.C.

C O V E R   S H E E T
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	2	0	1	4	1	2	2	2	9

C O M P A N Y   N A M E

ALVIERA COUNTRY CLUB, INC.

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

Alviera Country Club, Brgy. Hacienda Dolores, Porac, Pampanga

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	CRMD	N/A

C O M P A N Y   I N F O R M A T I O N

Club's Email Address	Club's Telephone Number	Mobile Number
N/A	02 (817-6971) to 95	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
119	September 30	12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ma. Luisa D. Chiong	chiong.malou@ayalaland.com.ph	7908-3720	N/A

CONTACT PERSON's ADDRESS

4th Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City

NOTE1 : *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

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

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Alviera Country Club, Inc.
Alviera Country Club, Brgy. Hacienda Dolores
Porac, Pampanga

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Alviera Country Club, Inc. (the Club), which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2020, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Club as at December 31, 2020 and 2019, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2020 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Club in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter: Effects of the COVID-19 Pandemic

We draw attention to Note 1 to the financial statements, which discusses the impact of the COVID-19 Pandemic and that its consequences have significantly reduced travel, and demand for recreational activities and, food and beverage outlets, leading to significant decline in revenues which have impacted the Club's business, operations, and financial results. As stated in Note 1, the severity and duration of the impact of the COVID-19 Pandemic remains uncertain as mobility, travel and social distancing restrictions are still in place. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020 are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Club's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Club or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Club's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Club's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Club's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Club to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on the Supplementary Information Required Under Revenue Regulations No. 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations No. 15-2010 in Note 20 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Alviera Country Club, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
CPA Certificate No. 85501
Accreditation No. 85501-SEC (Group A)
Valid to cover audit of 2020 to 2024
financial statements of SEC covered institutions
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-060-2020,
December 3, 2020, valid until December 2, 2023
PTR No. 8534388, January 4, 2021, Makati City

May 31, 2021

ALVIERA COUNTRY CLUB, INC.
STATEMENTS OF FINANCIAL POSITION

	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash in bank (Notes 4, 11 and 13)	**₱6,138,795**	₱11,421,415
Accounts and other receivables (Notes 5, 11 and 13)	**7,491,892**	5,577,716
Inventories (Note 6)	**1,648,675**	2,022,623
Creditable withholding taxes	**17,424**	11,332
Total Current Assets	**15,296,786**	19,033,086
Noncurrent Assets		
Property and equipment (Note 7)	**815,644,403**	836,709,870
Advances to contractors	**1,728,221**	1,728,221
Input value-added tax	**110,424,931**	108,499,117
Other noncurrent assets	**1,269,785**	1,269,785
Total Noncurrent Assets	**929,067,340**	948,206,993
TOTAL ASSETS	**₱944,364,126**	₱967,240,079
LIABILITIES AND EQUITY		
Current Liability		
Accounts and other payables (Notes 8, 11 and 13)	**₱85,244,754**	₱59,838,701
Noncurrent Liability		
Retention payable (Note 11)	**9,747,389**	10,057,889
Total Liabilities	**94,992,143**	69,896,590
Equity		
Capital stock (Note 9)	**956,745,130**	956,745,130
Deficit	**(107,373,147)**	(59,401,641)
Total Equity	**849,371,983**	897,343,489
TOTAL LIABILITIES AND EQUITY	**₱944,364,126**	₱967,240,079

See accompanying Notes to Financial Statements

ALVIERA COUNTRY CLUB, INC.
STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2020	2019	2018
REVENUES			
Membership dues (Note 12)	**₱12,231,606**	₱4,941,000	₱–
Sale of goods (Note 12)	**8,490,267**	6,419,259	–
Service income (Note 12)	**637,292**	717,195	–
Other income (Note 12)	–	505,975	–
Interest income (Notes 4 and 12)	**17,220**	276,812	77,294
	21,376,385	12,860,241	77,294
EXPENSES			
Cost of sales and services (Notes 6 and 12)	**6,353,819**	3,224,660	–
Direct operating expenses (Note 12)	**52,632,487**	43,359,499	339,773
General administrative expenses (Note 12)	**10,355,375**	9,269,257	3,707,000
	69,341,681	55,853,416	4,046,773
LOSS BEFORE INCOME TAX	**47,965,296**	42,993,175	3,969,479
PROVISION FOR INCOME TAX (Notes 4, 10 and 11)	**6,210**	122,845	15,459
NET LOSS	**47,971,506**	43,116,020	3,984,938
OTHER COMPREHENSIVE INCOME	**–**	–	–
TOTAL COMPREHENSIVE LOSS	**₱47,971,506**	₱43,116,020	₱3,984,938

See accompanying Notes to Financial Statements

ALVIERA COUNTRY CLUB, INC.
STATEMENTS OF CHANGES IN EQUITY

	Years Ended December 31		
	2020	2019	2018
PAID-IN CAPITAL (Note 9)			
Common stock, no par value			
Class A - 1,025 shares	**₱77,900,000**	₱77,900,000	₱77,900,000
Class B - 650 shares	**49,400,000**	49,400,000	49,400,000
Class C - 75 shares	**5,700,000**	5,700,000	5,700,000
Balance at beginning of year	**133,000,000**	133,000,000	133,000,000
Issued and subscribed			
Class A - 3,700 shares	**218,155,755**	218,155,755	218,155,755
Class B - 2,600 shares	**497,220,750**	497,220,750	497,220,750
Class C - 300 shares	**57,371,625**	57,371,625	57,371,625
Class D - 200 shares	**50,997,000**	50,997,000	50,997,000
	823,745,130	823,745,130	823,745,130
	956,745,130	956,745,130	956,745,130
Subscription receivable (Note 9)			
Balance at beginning of year	–	(470,064,848)	–
Subscription of shares	–	–	(470,064,848)
Collection of subscription receivable	–	470,064,848	–
Balance at end of year	–	–	(470,064,848)
	956,745,130	956,745,130	486,680,282
DEFICIT			
Balance at beginning of year	**(59,401,641)**	(16,285,621)	(12,300,683)
Net loss	**(47,971,506)**	(43,116,020)	(3,984,938)
Balance at end of year	**(107,373,147)**	(59,401,641)	(16,285,621)
	₱849,371,983	₱897,343,489	₱470,394,661

See accompanying Notes to Financial Statements

ALVIERA COUNTRY CLUB, INC.
STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2020	2019	2018
OPERATING ACTIVITIES			
Loss before income tax	**(₱47,965,296)**	(₱42,993,175)	(₱3,969,479)
Adjustment for:			
Depreciation expense (Note 7)	**23,619,729**	10,443,781	–
Interest income (Note 4)	**(17,220)**	(276,812)	(77,294)
Loss before changes in working capital	**(24,362,787)**	(32,826,206)	(4,046,773)
Decrease (increase) in:			
Accounts and other receivables	**(1,914,176)**	(4,492,184)	–
Inventories	**373,948**	(2,022,623)	–
Advances to contractors	–	11,916,799	4,116,092
Other current assets	**(6,092)**	(107,234,807)	–
Input value-added tax	**(1,925,814)**	76,305,944	(31,774,834)
Other noncurrent assets	–	–	(1,269,785)
Increase (decrease) in:			
Accounts and other payables	**2,333,744**	(195,301,799)	977,560
Cash generated from (used in) operations	**(25,501,177)**	(253,654,876)	(31,997,740)
Interest received	**17,220**	276,812	77,294
Final tax paid	**(6,210)**	(122,845)	(15,459)
Net cash flows generated from (used in) operating activities	**(25,490,167)**	(253,500,909)	(31,935,905)
INVESTING ACTIVITIES			
Additions to:			
Property and equipment (Note 7)	**(2,554,262)**	(79,862,045)	(207,673,360)
Decrease (increase) in:			
Retention payable	**(310,500)**	(18,327,842)	11,139,539
Net cash flows used in investing activities	**(2,864,762)**	(98,189,887)	(196,533,821)
FINANCING ACTIVITIES			
Proceeds from subscription of shares (Note 9)	–	470,064,848	156,688,282
Advances from the parent company (Note 11)	**30,100,131**	10,000,000	221,000,000
Payment of advances from parent company (Note 11)	**(7,027,822)**	(275,000,000)	–
Net cash flows from financing activities	**23,072,309**	205,064,848	377,688,282
NET INCREASE (DECREASE) IN CASH IN BANK	**(5,282,620)**	(146,625,948)	149,218,556
CASH IN BANK AT BEGINNING OF YEAR	**11,421,415**	158,047,363	8,828,807
CASH IN BANK AT END OF YEAR (Note 4)	**₱6,138,795**	₱11,421,415	₱158,047,363

See accompanying Notes to Financial Statements

1. **Corporate Information**

Alviera Country Club, Inc. (the Club) was registered with the Securities and Exchange Commission (SEC) on July 9, 2014. It was established primarily to construct, maintain, manage and carry on the business of a sports and leisure club and its facilities in the Municipality of Porac, Pampanga, for the amusement, entertainment, recreational and athletic activities, on a non-profit basis, of its members. The Club is a subsidiary of Nuevocentro, Inc (NCI). NCI's parent is Ayala Land, Inc. (ALI). ALI's parent is Ayala Corporation (AC). AC is a publicly-listed Company. Both ALI and AC are incorporated in the Republic of the Philippines.

On July 17, 2014, the Board of Directors (BOD) approved the application for the registration and licensing with the SEC of the Club's 2,900 shares, consisting of 2,600 Class B no par value shares and 300 class C no par value shares, to be offered to the public. The SEC issued the Certificate of Permit to Offer securities for Sale on May 6, 2015.

The Club is exempt from payment of income tax on income received from social, recreational, and athletic activities on a nonprofit basis provided that no part of the Club's income shall inure to the benefit of any of its members, trustees and officers. Under Section 30 (E) of the Tax Reform Act of 1997, an organization organized for recreational, sports and athletic activities shall be exempt from payment of income tax on income received from aforementioned activities.

On August 3, 2012, the Bureau of Internal Revenue (BIR) has issued Revenue Memorandum Circular (RMC) No. 35-2012 clarifying that clubs organized and operated exclusively for pleasure, recreation and other non-profit purposes are subject to income tax and value-added tax (VAT) on their income from whatever source, including but not limited to membership fees, assessment dues, rental income, and service fees.

On August 13, 2019, the Supreme Court (SC) declared that membership fees, assessment dues, and fees of similar nature collected by Clubs which are organized and operated exclusively for pleasure, recreation, and other nonprofit purposes do not constitute as: (a) "the income of recreational clubs from whatever source" that are "subject to income tax"; and (b) part of the "gross receipts of recreational clubs" that are "subject to VAT". Starting October 1, 2020, the Club did not collect the related output VAT for membership fees and fees of similar nature.

The Club started its commercial operations last March 28, 2019 and has its official Grand Launch on July 31, 2019.

The Club's registered office address and principal place of business is at Alviera Country Club, Brgy. Hacienda Dolores, Porac, Pampanga.

The accompanying financial statements were authorized for issuance by the BOD on May 31, 2021.

Status of Operations
On March 11, 2020, the World Health Organization declared COVID-19 as a global pandemic. In a move to contain the pandemic, the Philippine Government has taken measures in order to contain the effect of COVID-19, including the issuance of a Memorandum directive to impose stringent social distancing measures in National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six months and imposed an Enhanced Community Quarantine throughout the entire

island of Luzon. Subsequently, additional issuances and community quarantine modifications have been imposed. To date, Pampanga is still under Modified General Community Quarantine.

During the course of the community quarantine in the country, the Department of Trade (DOT) and Inter-Agency Task Force (IATF) allowed certain outdoor non-contact sports and other forms of exercise such as but not limited to walking, jogging, running, biking, golf, swimming, tennis, badminton, equestrian, range shooting, diving, and skateboarding, are allowed. Provided, that the minimum public health standards such as the wearing of masks and the maintenance of social distancing protocols, and no sharing of equipment where applicable, are observed. Provided, further, that operations of the clubhouses or similar establishments, if any, shall be limited to basic operations and restaurants and cafés therein are hereby allowed to operate at thirty percent (30%) venue capacity provided that it allows for social distancing protocols and that such establishments are compliant with the proper protocols prescribed by the Department of Trade and Industry (DTI).

These measures resulted in mobility, border and travel restrictions, which negatively impacted the Club's operations, causing temporary closure of restaurants and events, driving down hospitality, travel and tourism for business and leisure, and temporary employment adjustment such as flexible working arrangements. These further deteriorated the Club's performance including increase in net loss, deficit and decline in cash flows.

The Club incurred net loss of ₱47,971,506 in 2020 and deficit of ₱107,373,147 as of December 31, 2020. To address such deficiency, the Club is continuously implementing strategies to address the impact of the pandemic to the business and to help improve the operational results for the coming year. Further, the Club's parent is committed to provide the necessary financial support for the Club's working capital requirements to meet its liabilities and other possible obligation and responsibilities in order for it to continue its business operations as a going concern.

2. Basis of Preparation

Basis of Preparation
The financial statements of the Club have been prepared using the historical cost basis and are presented in Philippine Peso (₱), the Club's functional currency. All amounts are rounded to the nearest peso unless otherwise indicated.

Statement of Compliance
The financial statements of the Club have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).

Changes in Accounting Policies and Disclosures
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new accounting pronouncements starting January 1, 2020. Unless otherwise indicated, the adoption did not have any significant impact on the financial statements.

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

Standards Issued but not yet Effective
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Club does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Club intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2021

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

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*
- *Annual Improvements to PFRSs* 2018-2020 Cycle
    - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*
    - Amendments to PFRS 9, *Financial Instruments*, *Fees in the '10 per cent' test for derecognition of financial liabilities*
    - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

Effective beginning on or after January 1, 2023

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

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

Current versus Noncurrent Classification
The Club presents assets and liabilities in the statement of financial position based on a current and noncurrent classification.

An asset is current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or,
- Cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or,

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

Fair Value Measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Club.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Club uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Club determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Club has determined classes of assets on the basis of the nature, characteristics and risks of the asset and the level of the fair value hierarchy as explained above.

Cash in bank
Cash in bank is stated at face amount and earns interest at the prevailing bank deposit rate.

<u>Financial Instruments</u>
Date of recognition
The Club recognizes a financial asset or a financial liability in the statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

Financial assets
Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Club's business model for managing them. The Club initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Financial assets that do not contain a significant financing component or for which the Club has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Club's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:
- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

As of December 31, 2020, and 2019, the Club's financial assets pertain to financial assets at amortized cost (debt instruments).

Financial assets at amortized cost (debt instruments)
This category is the most relevant to the Club. The Club measures financial assets at amortized cost if both of the following conditions are met:
- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Club's financial assets at amortized cost includes "Cash in bank" and "Accounts and other receivables".

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statements of financial position) when:

- The rights to receive cash flows from the asset have expired, or,
- The Club has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Club has transferred substantially all the risks and rewards of the asset, or (b) the Club has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Club has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Club continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Club also recognized an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Club has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Club could be required to repay.

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

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

The Club determines whether to apply the general approach or the simplified approach when calculating the provision for ECL. Under the general approach, at each reporting date, the Club recognizes a loss allowance based on either 12-month ECLs or Lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instrument since initial recognition. Under the simplified approach, the changes in credit risk are not tracked and loss allowances are measured at amounts equal to lifetime ECL.

For cash in bank, the Club applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Club's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Club uses the ratings from Standard and Poor's (S&P), Moody's and Fitch to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

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

Determining the stage for impairment
At each reporting date, the Club assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Club considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Club's financial liabilities include "Accounts and other payables" (other than "Taxes payable" which is covered by other accounting standard) and "Security deposits".

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Other financial liabilities
After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statements of comprehensive income.

This category generally applies to accounts and other payables, contract liabilities and payables to related parties.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in statements of comprehensive income.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to set off the recognized amounts and there is an intention to settle on a net basis, to realize the asset and settle the liability simultaneously.

Inventories
Inventories consist of food and beverage. Inventories are valued at the lower of cost and net realizable value (NRV). Cost is determined using weighted average method. NRV of food and beverage is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale. In determining NRV, the Club consider any adjustment necessary for spoilage, breakage and obsolescence.

Value-added Tax (VAT)
Revenue, expenses and assets are recognized, net of the amount of VAT, if applicable.

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

Advances to Contractors
Advances to contractors pertain to the down payments paid by the Club to its contractors. These are carried at cost less impairment, if any, and are recouped upon every progress billing payment depending on the percentage of accomplishment.

Land
Land consists of properties for future development and is carried at cost less any impairment in value. The initial cost of land comprises its purchase price and any directly attributable costs of bringing the land to the condition necessary for its intended use.

Construction in Progress
Construction in progress (CIP) is carried at cost and consists of accumulated construction costs and any directly attributable costs of bringing the property to its working condition and location for its intended use.

CIP is transferred to the related property and equipment account when the construction and related activities are complete. The cost is subsequently amortized over the estimated useful life of the property and equipment.

Property and Equipment
Property and equipment, except land, are carried at cost less accumulated depreciation, amortization and any impairment losses. Land held for use in operations is carried at cost less any impairment losses.

The initial cost of property and equipment consists of its purchase price including import duties and any directly attributable costs of bringing the property and equipment to its working condition and location for its intended use. Cost also includes the cost of replacing part of such property and equipment when the recognition criteria are met.

Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance are recognized in profit or loss in the year the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

Depreciation are computed on a straight-line basis over the estimated useful lives of the property and equipment. The estimated useful lives of the property and equipment are as follows:

Asset Type	Number of Years
Building	40
Facilities, furniture, fixtures and equipment	3 to 5
Transportation equipment	3 to 5

The Club determines depreciation for each significant part of an item of property and equipment.

The estimated useful lives and method of depreciation are reviewed and adjusted, if appropriate, at each financial year end to ensure that the years and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Fully depreciated property and equipment are retained in the books until these are no longer in use.

Impairment of Nonfinancial Assets
The Club assesses at each reporting date whether there is an indication that a nonfinancial asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Club makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If any such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. If such is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Equity

Capital stock

Capital stock is measured at par value for all shares issued. When the Club issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

When the shares are sold at premium, the difference between the proceeds and stated value is credited to "Additional paid-in capital" account. Direct costs incurred related to the issuance of new shares are chargeable to equity account, net of related tax benefits.

Deficit

Deficit represents accumulated losses of the Club.

Revenue Recognition

The Club's revenue from contracts with customers primarily consist of membership dues, service income and sale of goods. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Club expects to be entitled in exchange for those goods or services. The Club has generally concluded that it is the principal in its revenue arrangements.

The following are the Club's performance obligations:

Membership dues

Revenue from membership dues is recognized over the time the members are provided access to the Club's room accommodation, golf course, sports complex, game rooms, restaurants and other amenities. Transaction price is determined to be the BOD-approved rate for monthly membership dues. Each monthly membership dues are considered as a single performance obligation, therefore it is not necessary to allocate the transaction price. Any advance payments are recorded under "Contract liabilities" account in the statements of financial position.

Service income

Service income includes revenue from providing room accommodation, guest fees and income from the use of the Club's facilities and amenities such as golf course, sports complex, game rooms and other Club amenities. Revenue is recognized over the time the services are rendered and/or facilities and amenities are used.

Sale of goods
Revenue from sale of food and beverages and merchandise are recognized when control of the goods is transferred to the customers, generally when goods are delivered to and accepted by the customers.

Interest income
Interest income is recognized as it accrues using the effective interest method.

Other income
Other income is recognized when incurred.

Expense Recognition
Expense is recognized when decrease in future economic benefits related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Income Tax
Current tax
Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those enacted or substantively enacted as at the end of the reporting period.

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

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences and unused NOLCO can be utilized.

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

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

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

Uncertainty over income tax treatments
The Club assesses at the end of each reporting period whether it has any uncertain tax treatments by reviewing the assumptions about the examination of tax treatments by the taxation authority, determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and considering changes in relevant facts and circumstances. The Club then evaluates how likely is it that a certain tax treatment will be accepted by the taxation authority. If it is probable that the taxation authority will accept a certain tax treatment, the Club concludes that it has no uncertain tax treatment

and will measure tax amounts in line with the income tax filings. If it is not probable that the taxation authority will accept a certain tax treatment, the Club measures tax amounts based on the 'most likely amount' method (better predicts uncertainty if the possible outcomes are binary or are concentrated on one value) or 'expected value' method (better predicts uncertainty if there is a range of possible outcomes that are neither binary nor concentrated on one value). The Club presents uncertain tax liabilities as part of current tax liabilities or deferred tax liabilities.

Provisions
Provisions are recognized when the Club has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Club expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

Events After the End of the Reporting Period
Post year-end events up to the date when the financial statements are authorized for issue that provide additional information about the Club's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are non-adjusting events are disclosed in the financial statements when material.

3. Significant Accounting Judgements and Estimates

The preparation of the financial statements in compliance with PFRS requires the Club to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The estimates and assumptions used are based on management's evaluation of relevant facts and circumstances as of the date of the financial statements. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments
In the process of applying the Club's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effects on the amounts recognized in the financial statements:

Identification of contract with customers under PFRS 15
The Club applies PFRS 15 guidance to a portfolio of contracts with similar characteristics as the Club reasonably expects that the effects on the financial statements if applying this guidance to the portfolio would not differ materially from applying this guidance to the individual contracts within that portfolio. Hence, the Club viewed each transaction receipt as one contract.

Identifying performance obligations
The Club identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Club's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract.

Determining whether the Club is acting as a principal or agent
The Club assesses its revenue arrangements against specific criteria to determine if it's acting as principal or agent. The following criteria indicate whether the Club is acting as a principal or an agent:

- The Club has the primary responsibility for providing services to the customer;
- The Club has latitude in establishing price, either directly or indirectly, for example by providing additional services; and,
- The Club bears the customer's credit risk for the amount receivable from the customer.

The Club has concluded that generally, it is acting as a principal in its revenue arrangements.

Determination of taxable profit, tax bases, unused tax losses, unused tax credits and tax rates
The Club has assessed whether it has any uncertain tax treatments. The Club applies significant judgement in identifying uncertainties over its income tax treatments. The Club assessed whether the Interpretation had an impact on its financial statements. The Club determined, based on its tax assessment, in consultation with its tax counsel, that it has no uncertain tax treatments. Accordingly, the interpretation did not have significant impact on the financial statements.

<u>Estimates</u>
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

Estimating allowance for expected credit losses (ECL)
For the Club's receivables from related parties, evaluation includes the review of the credit risk of the borrower through a review of qualitative and quantitative information. Factors being considered includes significant changes in the business, financial and economic conditions, regulatory and economic environment to which the borrower operates, among others.

No expected credit loss was recognized in 2020. See Note 9 for the related balances.

Estimating net realizable value (NRV) of inventories
Inventories are presented at the lower of cost or NRV. Estimation of NRV is based on the most reliable evidence available at the time the estimates are made of the amount the inventories are expected to be realized. A review of the items of inventories is performed at the end of each reporting period to reflect the accurate valuation of inventories in the financial statements.

The carrying values of inventories amounted to ₱1.65 million and ₱2.02 million as at December 31, 2020 and 2019, respectively. No provision, allowance and write-off for inventory obsolescence was recognized in 2020 and 2019 (see Note 6).

Evaluating asset impairment

The Club reviews property and equipment, and other nonfinancial current and noncurrent asset for impairment in value. This includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, obsolescence or physical damage of an asset, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends, taking into consideration the impact of coronavirus pandemic.

Internal and external sources of information are reviewed at each statement of financial position date to identify indications that the Club's nonfinancial asset may be impaired, or an impairment loss previously recognized no longer exists or may be decreased. If any such indication exists, the recoverable amount of the nonfinancial asset is estimated.

As described in the accounting policy, the Club estimates the recoverable amount as the higher of the fair value less cost of disposal and value-in-use. In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Club is required to make estimates and assumptions that may affect other current and noncurrent assets, and property and equipment. An impairment loss would be recognized whenever evidence exists that the carrying value is not recoverable. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

As a consequence of the coronavirus pandemic, the Club's operations was severely affected by the mandatory quarantine periods, community lockdowns, restrictions on mobility and domestic and international travels, events cancellations, social distancing guidance and fear of spread, driving down hospitality, travel and tourism for business and leisure leading to sharp increase in gross operating loss and capital deficiency. Management has considered the significant underperformance relative to expected historical or projected future operating results and COVID-19 impact as indicators for impairment of its property and equipment. Accordingly, property and equipment has been subjected to impairment testing.

No impairment losses were recognized for the Club's nonfinancial assets. As at December 31, 2020 and 2019, the carrying values of the nonfinancial assets follow:

	2020	2019
Property and equipment (Note 7)	**₱815,644,403**	₱836,709,870
Other current assets	**18,115**	11,332
Other noncurrent assets	**1,269,785**	1,269,785

Recognizing deferred tax assets

The Club reviews the carrying amounts of deferred taxes at each reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Club will generate sufficient taxable profits to allow all or part of the deferred tax assets to be utilized. The Club looks at its projected performance in assessing the sufficiency of future taxable profit. The Club's unrecognized deferred tax assets amounted to ₱27.01 million and ₱14.82 million as of December 31, 2020 and 2019, respectively.

Further details on deferred tax assets are provided in Note 10.

4. Cash

This account consists of:

	2020	2019
Cash in bank	**₱6,088,795**	₱11,371,415
Petty cash fund	**50,000**	50,000
	₱6,138,795	₱11,421,415

Cash in bank refers to savings account maintained by the Club with a local bank (see note 11). Interest income earned from cash in bank amounted to ₱17,220, ₱276,812, and ₱77,294 in 2020, 2019, and 2018 respectively (see Note 11). Corresponding final tax in 2020, 2019 and 2018 amounted to ₱3,444, ₱55,362, and ₱15,459, respectively.

5. Accounts and Other Receivables

This account consists of:

	2020	2019
Trade receivables	**₱4,407,645**	₱2,654,729
Due from related parties (Note 11)	**2,810,487**	2,810,487
Receivable from employees	**273,760**	112,500
	₱7,491,892	₱5,577,716

Trade receivables pertain to unpaid charges from members for sales generated by the Club's restaurant, and sports and recreation facilities. These are collectible and billed to member within one month from consumption and usage.

Receivable from related parties pertains to usage of the Club's facilities.

Receivable from employees represent advances for travel and other expenses arising in the ordinary course of business. These are non-interest bearing and are recoverable through expense liquidation within one month from grant date.

6. Inventories

Inventories amounting to ₱1.65 million and ₱2.02 million in 2020 and 2019, respectively, mainly consist of food and beverage. Inventories are stated at cost, which is lower than their net realizable value.

Cost of food and beverages charged to operations amounted to ₱5.24 million and ₱2.67 million in 2020 and 2019, respectively (see Note 12).

7. Property, Plant and Equipment

Movements in this account are as follows:

2020

	Land (Note 11)	Building	Facilities, Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost					
Balance at beginning of the year	**₱14,429,178**	**₱816,289,920**	**₱12,632,012**	**₱3,802,541**	**₱847,153,651**
Additions	**–**	**–**	**2,554,262**	**–**	**2,554,262**
Balance at end of period	**14,429,178**	**816,289,920**	**15,186,274**	**3,802,541**	**849,707,913**
Accumulated Depreciation					
Balance at beginning of period	**–**	**8,503,020**	**1,370,380**	**570,381**	**10,443,781**
Depreciation (Note 12)	**–**	**20,412,658**	**2,446,563**	**760,508**	**23,619,729**
Balance at end of year	**–**	**28,915,678**	**3,816,943**	**1,330,889**	**34,063,510**
Net Book Value	**₱14,429,178**	**₱787,374,242**	**₱11,369,331**	**₱2,471,652**	**₱815,644,403**

2019

	Construction in Progress	Land	Building	Facilities, Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost						
Balance at beginning of the year	₱752,862,428	₱14,429,178	₱–	₱–	₱–	₱767,291,606
Additions	63,427,492	–	–	12,632,012	3,802,541	79,862,045
Transfers	(816,289,920)	–	816,289,920	–	–	–
Balance at end of year	–	14,429,178	816,289,920	12,632,012	3,802,541	847,153,651
Accumulated Depreciation						
Balance at beginning of year	–	–	–	–	–	–
Depreciation (Note 12)	–	–	8,503,020	1,370,380	570,381	10,443,781
Balance at end of year	–	–	8,503,020	1,370,380	570,381	10,443,781
Net Book Value	₱–	₱14,429,178	₱807,786,900	₱11,261,632	₱3,232,160	₱836,709,870

8. Accounts and Other Payables

This account consists of:

	2020	2019
Accounts payable	**6,070,163**	10,361,341
Accrued expenses	**5,653,125**	5,647,289
Contract liability	**6,707,362**	3,383,621
Due to related parties (Note 11)	**64,962,628**	40,296,786
Payables to government agencies	**1,851,476**	149,664
	₱85,244,754	₱59,838,701

Due to related parties largely pertains to advances received from NCI amounting ₱62.3 million and ₱39.23 million as of December 31, 2020 and 2019, respectively. This account also includes outstanding balance due to ALI for its advances made to the Club amounting to ₱1.25 million and ₱0.88 million as of December 31, 2020 and 2019, respectively (see Note 11).

Contract liability pertains to payments received from member for future consumption of Club's services and facilities, monthly membership dues received by the Club in advance, deposits from members and guests for booked functions and events.

Accounts payable pertains to other construction services and purchase of inventories. These are noninterest-bearing and are settled within one year.

Accrued expenses pertain to professional fees and contracted services incurred by the Club.

Payables to government agencies pertains to withholding taxes payable to Bureau of Internal Revenue (BIR) and statutory employee remittances to other government agencies.

9. Equity

The Club has an authorized capital stock of 6,800, no par shares. The details of the number of authorized and issued shares of the Club as of December 31, 2020 and 2019 follow:

	2020		2019	
	Authorized	**Issued and Subscribed**	Authorized	Issued and Subscribed
Class A	3,700	3,700	3,700	3,700
Class B	2,600	2,600	2,600	2,600
Class C	300	300	300	300
Class D	200	200	200	200
	6,800	6,800	6,800	6,800

Class A shares
Class A shares shall be held by an individual, corporation, partnership or association, irrespective of nationality or citizenship. Class A shares are issued to the original subscribers of the Club and shall have the status of Founders' Shares with all the rights and privileges a subscribed to Founders' shares. Founders' shares are subjected to the rights and restrictions within a period of five (5) years from date of incorporation: (a) has sole and exclusive right to nominate persons who shall serve as director of the Club; (b) are prohibited from selling and transferring founders' share to third persons; (c) usage without the need for activation fee; and (d) application and qualification of its nominee for membership to the Club.

Class B shares
Class B shares shall be held by an individual, corporation, partnership or association, irrespective of nationality or citizenship. Each Class B shares shall be entitled to one (1) usage right which shall be exercised by the holder thereof or its nominee in the manner set forth in the By-laws of the Club.

Holders of Class B shares shall not enjoy preemptive rights to (a) subscribe to any or all original issuance of Class A shares, Class C shares, and Class D shares of the Club, and (b) to any sale, assignment or transfer of any class of treasury shares.

Class C shares
Class C shares shall be held by a corporation, partnership or association, irrespective of nationality or citizenship. Each Class C shares shall be entitled to two (2) usage rights which shall be exercised by the holder thereof or its nominee in the manner set forth in the By-laws of the Club.

Holders of Class C shares shall not enjoy preemptive rights to (a) subscribe to any or all original issuance of Class A shares, Class B shares, and Class D shares of the Club, and (b) to any sale, assignment or transfer of any class of treasury shares.

Class D shares
Class D shares shall be held by an individual, corporation, partnership or association, irrespective of nationality or citizenship. Each Class D shares shall be entitled to one (1) usage right which shall be exercised by the holder thereof or its nominee in the manner set forth in the By-laws of the Club.

Holders of Class B shares shall not enjoy preemptive rights to (a) subscribe to any or all original issuance of Class A shares, Class B shares, and Class C shares of the Club, and (b) to any sale, assignment or transfer of any class of treasury shares.

In view of the issuance of Founders' shares, the voting rights pertaining to Class B, C and D shares shall be suspended for the period commencing from the date of incorporation of the Club up to and including the date prior to the fifth anniversary of such date of incorporation. Upon the expiry of such five (5)-year period, the Class A shares shall automatically lose their character as Founders' Shares and the holder thereof shall be deemed to be a holder of a regular Class A share, whereby the voting rights of all the other classes of shares in the Club.

Upon the incorporation of the Club, NCI, invested cash amounting to ₱133.00 million for the issuance of club shares, at its initial issue price of ₱76,000 per share. Furthermore, NCI paid for the documentary stamp tax related to the Club's incorporation amounting ₱0.66 million.

NCI is authorized to offer the club shares to the public by way of secondary offering. As of December 31, 2020 and 2019, NCI sold 3.52% and 6.51% of its total shares from the Club. Ownership of these shares are transferred once all payments are fully paid.

On August 10, 2018, the SEC approved the confirmation of valuation of advances from NCI amounting ₱196.99 million in exchange for 2,592 Class A shares.

On October 4, 2018, the BOD approved the subscription of NCI to the Club's remaining authorized capital stock comprising of 83 Class A shares, 1,950 Class B shares, 225 Class C shares and 200 Class D shares at an issue price of ₱254,985 per share. In 2018, NCI made payment for its subscription amounting to ₱156.69 million and the outstanding balance amounting to ₱470.06 million in 2019.

Capital Management
Cash in bank is maintained at a level that will enable the Club to fund its general and administrative expenses as well as to have additional funds to support future expansion and growth in its business operations. The Club manages its capital structure and makes adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2020 and 2019.

The Club's primary source of capital is its capital stock amounting to ₱956.75 million as of December 31, 2020 and 2019.

The Club is not subject to any externally imposed capital requirement.

10. Income Tax

The provision for income tax consists of:

	2020	2019	2018
Current	**₱2,766**	₱67,483	₱–
Final	**3,444**	55,362	15,459
Provision for income tax	**₱6,210**	₱122,845	₱15,459

Provision for income tax pertains to statutory tax and final tax on interest income from cash in bank (see Note 4).

The reconciliation between the statutory and the effective income tax rates follows:

	2020	2019	2018
Benefit from income tax computed at statutory income tax rate	**(₱14,389,588)**	(₱12,897,952)	(₱1,190,844)
Tax effects of:			
Movement in unrecognized deferred tax assets	**14,394,520**	12,697,880	1,144,456
Nondeductible expenses	**3,000**	350,598	69,576
Interest income already subjected to final tax	**(1,722)**	(27,681)	(7,729)
Provision for income tax	**₱6,210**	₱122,845	₱15,459

The components of unrecognized deferred tax assets follow:

	2020	2019
NOLCO	**₱84,823,896**	₱42,529,837
Accrued expenses	**5,122,735**	6,793,775
MCIT	**70,249**	67,483
	₱90,016,880	₱49,391,095

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of “Bayanihan to Recover As One Act” which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five consecutive taxable years immediately following the year of such loss.

As of December 31, 2020, the Club has incurred NOLCO before taxable year 2020 which can be claimed as deduction from the regular taxable income for the next three consecutive taxable years, as follows:

Year Incurred	Amount	Used	Expired	Balance	Expiry Year
2019	₱38,159,096	₱–	₱–	₱38,159,096	2022
2018	3,815,019	–	–	3,815,019	2021
2017	555,725	–	(555,725)	–	2020
	₱42,529,840	₱–	₱555,725	₱41,974,115	

As of December 31, 2020, the Club has incurred NOLCO in taxable year 2020 which can be claimed as deduction from the regular taxable income for the next five consecutive taxable years pursuant to the Bayanihan to Recover As One Act, as follows:

Year Incurred	Amount	Expired	Balance	Expiry Year
2020	₱42,849,781	₱–	₱–	₱42,849,781

The details of the Club's MCIT follows:

Year Incurred	Amount	Used	Expired	Balance	Expiry Year
2020	₱2,766	₱–	₱–	₱2,766	2023
2019	67,483	–	–	67,483	2022
	₱70,249	₱–	₱–	₱70,249	

"Corporate Recovery and Tax Incentives for Enterprises Act" or "CREATE" Bill
President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Club:

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding ₱5 million and with total assets not exceeding ₱100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.

- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2021 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Club would have been subjected to lower MCIT of 1% effective July 1, 2020.

- Based on the provisions of Revenue Regulations (RR) No. 5-2021 dated April 8, 2021 issued by the BIR, the prorated MCIT rate of the Club for 2020 is 1.5%. This will result in lower provision for current income tax for the year ended December 31, 2020 and lower income tax payable as of December 31, 2020, amounting to ₱692. The reduced amounts will be reflected in the Club's 2020 annual income tax return. However, for financial reporting purposes, the changes will only be recognized in the 2021 financial statements.

- This will result in lower deferred tax asset as of December 31, 2020 by ₱1,016,267. This reduction will be recognized in the 2021 financial statements.

11. **Related Party Transactions**

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

Terms and Conditions of Transactions with Related Parties
In the ordinary course of business, the Club has transactions with related parties. There have been no guarantees provided or received for any related party receivables or payables. These accounts are due based on normal credit terms, non-interest bearing and are generally unsecured except for advances to contractors, which is subject to recoupment over the term of the construction.

Impairment assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates.

Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties.

The following table shows the related party transactions included in the financial statements:

		Volume		**Outstanding balance**			
	Nature	**2020**	2019	**2020**	2019	**Terms**	**Conditions**
NCI	Advances from Parent Company	**₱23,072,309**	(₱262,978,179)	**₱62,304,080**	₱39,231,771	Due and demandable Non-interest bearing	Unsecured
	Advances to Parent Company	**–**	983,175	**2,068,707**	2,068,707	Due and demandable Non-interest bearing	Unsecured
MDC	Advances from related party	–	(205,756,900)	–	–	Due and demandable Non-interest bearing	Unsecured
	Advances to contractor	–	10,951,353	–	–	Recouped every progress billing payment Non-interest bearing	Unsecured
	Retention payable	**(310,500)**	(23,090,002)	**9,747,389**	10,057,889	Collectible after the expiration of the warranty period of the project Non-interest bearing	Unsecured

(Forward)

	Nature	Volume 2020	Volume 2019	Outstanding balance 2020	Outstanding balance 2019	Terms	Conditions
ALVEO	Advances from related party	**₱81,537**	₱–	**₱81,537**	₱–	Due and demandable Non-interest bearing	Unsecured
ALI	Advances from related party	**363,715**	601,662	**1,247,591**	883,876	Due and demandable Non-interest bearing	Unsecured
	Advances to related party	–	741,780	**741,780**	741,780	Due and demandable Non-interest bearing	Unsecured
Ayala Property Management Corp. (APMC)	Advances from related party	**12,179**	12,400	**24,579**	12,400	Due and demandable Non-interest bearing	Unsecured
Manila Water Ventures Philippines Ventures Inc.	Utilities expense	**1,072,271**	141,641	**1,213,912**	141,641	Due and demandable Non-interest bearing	Unsecured
Globe Telecom Inc.	Communication expense	**37,290**	27,098	**64,388**	27,098	Due and demandable Non-interest bearing	Unsecured
Anvaya Cove Golf & Sports Club, Inc.	Advances from related party	**26,541**	–	**26,541**	–	Due and demandable Non-interest bearing	Unsecured

The following describes the nature of the transactions of the Club with related parties as of December 31, 2020 and 2019:

a. The Club acquired 5.62 hectares of land in Porac, Pampanga in 2014 from its Parent company, NCI, for the future construction site of the Club's premises. The Club recognized the property as "Land" at its purchase price plus directly attributable taxes amounting to ₱14.06 million and ₱0.37 million, respectively (see Note 7).

b. In various dates in 2020, NCI made advances amounting to ₱62.3 million and ₱39.23 million as of December 31, 2020 and December 31, 2019, respectively, to the Club for the payment of pre-operation and development costs.

c. As of December 31, 2020, the retention payable to MDC, a related party under common control amounted to ₱9.74 million.

d. Receivable from ALI pertains to its consumption and usage of the Club's facilities with charges amounting to ₱0.74 million as of December 31, 2020.

e. As of December 31, 2020 and 2019, the Club maintains its cash in bank account with BPI, an associate of ALI, amounting to ₱6.08 million and ₱11.37 million, respectively. Interest income earned from cash in bank amounted to ₱17,220, ₱276,812, and ₱77,294 in 2020, 2019 and 2018, respectively. Corresponding final tax in 2020, 2019 and 2018 amounted to ₱3,444, ₱55,362, and ₱15,459, respectively (see Note 4).

f. Payable to MDC pertains to service rendered for the construction of Club facilities. The Club made payments for the total billed and unbilled balance due to MDC in 2019.

12. **Revenue and Cost of Sales**

This account consists of:

	2020	2019
Membership dues	**₱12,231,606**	₱4,941,000
Sale of goods	**8,490,267**	6,419,259
Service income:		
Guest fees	**424,834**	326,196
Sports and complex revenue	**179,379**	265,776
Spa	**33,079**	125,223
Other Income	–	505,975
Interest Income	**17,220**	276,812
	₱21,376,385	₱12,860,241

Sales of goods pertains to consumption of food and beverage in the Club's restaurant.

Membership dues pertains to maintenance fee paid by its members on a monthly basis.

Other income mostly pertains to usage of the Clubs sports and recreational facilities.

Cost of sales and services for the year ended December 31 consist of:

	2020	2019
Cost of goods (Note 6)	**₱5,239,375**	₱2,669,383
Cost of services	**1,114,444**	555,277
	₱6,353,819	₱3,224,660

Direct operating expenses consist of:

	2020	2019	2018
Depreciation expense (Note 7)	**₱23,619,729**	₱10,443,781	₱–
Contracted services	**14,134,403**	16,491,299	–
Utilities expense	**7,504,467**	6,302,708	–
Supplies	**2,396,684**	5,984,626	–
Transportation and travel	**756,216**	572,031	–
Repairs and maintenance	**361,228**	581,698	–
Salaries and wages	**199,091**	–	–
Marketing	**181,493**	–	302,273
Professional fees	**175,850**	–	–
Representation	**100,801**	1,230,369	–
Insurance expense	**49,192**	556,862	–
Other expenses	**3,153,333**	1,196,125	37,500
	₱52,632,487	₱43,359,499	₱339,773

Contracted services mostly pertain to services rendered by the Club's staff and security personnel.

Utilities expense pertains to electricity and water consumption.

Supplies mostly pertain to kitchen tools, cleaning and housekeeping materials, and pool chemicals.

Representation pertains to expenses incurred as complimentary to customers or suppliers.

Repairs and maintenance pertain to expenses incurred for the upkeep of properties of the Club.

Transportation and travel pertain to fares, toll fees, fuel and accommodation incurred during official business trip of the employees.

Other expenses mostly pertain to cost of spoilage and daily meals given to employees.

General administrative expenses consist of:

	2020	2019	2018
Salaries and other benefits	**₱9,376,028**	₱7,520,277	₱–
Taxes and licenses	**448,399**	302,675	2,879,878
Professional fees	**403,902**	380,075	662,268
Supplies	**44,065**	294,072	–
Other financing charges	**82,981**	6,225	–
Contracted Services	–	631,007	–
Other expenses	–	134,926	164,854
	₱10,355,375	₱9,269,257	₱3,707,000

Salaries and other benefits pertain to salaries and mandatory government benefits to direct employees of the Club.

Professional fees pertain to incurred legal fees and audit.

Taxes and licenses pertain to payment of real property taxes and permits of the Club.

Supplies pertains to office supplies used for administrative purposes.

Other expenses mainly pertain to miscellaneous fees.

13. **Financial Assets and Financial Liabilities**

Fair Value Information

The carrying values of the Club's cash, accounts and other receivables, receivables from related party, accounts and other payables, contract liabilities and payables to related parties approximate their fair values due to the short-term nature of transactions involving these financial instruments.

Fair Value Hierarchy

As of December 31, 2020, and 2019, the Club has no financial asset and liability carried at fair value.

Financial Risk Management Objectives and Policies

The Club's principal financial instruments are of the nature of loans and receivables and other financial liabilities. The main purpose of the Club's financial instruments is to fund operational and capital expenditures.

The main risk arising from the use of the financial instruments are credit risk and liquidity risk.

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The investment of the Club's cash resources is managed so as to minimize risk while seeking to enhance yield. The Club's holding of cash in bank exposes the Club to credit risk of the counterparty if the counterparty is unwilling or unable to fulfill its obligations, and the Club consequently suffers financial loss. Credit risk management involves entering into financial instruments only with counterparties with acceptable credit standing.

Bank limits are established on the basis of liquidity, capital adequacy and financial stability. Given the high credit standing of its accredited counterparty banks, management does not expect any of these financial institutions to fail in meeting their obligations.

The Club transacts only with related parties. Receivables from related parties are monitored on an on-going basis bringing the Club's exposure to bad debts to a minimum level.

The maximum exposure to credit risk for the Club's financial assets as at December 31 are as follows:

	2020	2019
Cash and cash equivalents (Note 4)	**₱6,088,795**	₱11,371,415
Trade and other receivables, gross (Note 5)	**7,491,892**	5,577,716
	₱13,580,687	₱16,949,131

These financial assets are considered as high grade and are classified as neither past due nor impaired.

The credit quality of the financial assets was determined as follows:

Cash in bank - graded based on the nature of the counterparty. The Club has cash on hand amounting to ₱50,000 as at December 31, 2020 and 2019 which is not exposed to credit risk.

Accounts and other receivables - the Club is exposed to credit risk from its operating activities, primarily on its trade receivables. To manage credit risks, the Club maintains defined credit policies and monitors its exposure to credit risks on a continuous basis.

The Club's trade receivables generally pertain to membership dues and club charges. The Club bills and collects from members on a monthly basis. The Club assesses long-outstanding member's receivable account periodically as to future collectability. Club shares of members with long-outstanding balances are placed to public auction for bidding at the management's own terms and minimum pricing to ensure that outstanding balances are delinquent members are recovered.

Receivable from related party - high grade pertains to receivables with no default in payment. The Club transacts only with related parties and recognized creditworthy third parties. Receivable balances are monitored on an on-going basis bringing the Club's exposure to bad debts to a minimum level. The maximum exposure to credit risk from these financial assets arise from the default of the counterparty with a maximum exposure equal to their carrying amounts.

Liquidity risk
Liquidity risk is defined by the Club as the risk of losses arising from funding difficulties due to deterioration in market conditions and/or the financial position of the Club that make it difficult for the Club to raise the necessary funds or that forces the Club to raise funds at significantly higher interest rates than usual.

The Club manages liquidity risk by maintaining a balance between continuity of funding and flexibility. The Club maintains a level of cash deemed sufficient to finance its operations. As part of its liquidity risk management, the Club regularly evaluates its projected and actual cash flows.

The table below analyzes the Club's financial assets and liabilities as at December 31, 2020 and 2019. The amounts disclosed in the table are the contractual undiscounted cash flows which are equal to their carrying balances, as the impact of discounting is not significant.

	Due and demandable	**Within three months**	**More than three months**	**Total**
December 31, 2020				
Financial Assets				
Cash (Note 4)	**₱6,088,795**	**₱–**	**₱–**	**₱6,088,795**
Accounts and other receivables (Note 5)	**7,491,892**	**–**	**–**	**7,491,892**
Total Financial Assets	**₱13,580,687**	**₱–**	**₱–**	**₱13,580,687**
Financial Liabilities				
Accounts and other payables (Note 8)	**₱83,393,278**	**₱–**	**₱–**	**₱83,393,278**
Liquidity Position (Gap)	**(₱69,812,591)**	**₱–**	**₱–**	**(₱69,812,591)**

	Due and demandable	Within three months	More than three months	Total
December 31, 2019				
Financial Assets				
Cash (Note 4)	₱11,371,415	₱–	₱–	₱11,371,415
Accounts and other receivables (Note 5)	5,577,716	–	–	5,577,716
Total Financial Assets	₱16,949,131	₱–	₱–	₱16,949,131
Financial Liabilities				
Accounts and other payables (Note 8)	₱59,689,037	₱–	₱–	₱59,689,037
Liquidity Position (Gap)	(₱42,739,906)	₱–	₱–	(₱42,739,906)

Accounts and other payable exclude taxes payable to government agencies and statutory liabilities aggregating to ₱1,851,476 as at December 31, 2020 and ₱149,664 as at December 31, 2019 which are considered as non-financial liabilities.

As of December 31, 2020, and 2019, the Club's financial liabilities are all due and demandable.

14. Notes to Statements of Cash Flows

A reconciliation of the movement in the Club's financing activities for the year ended is presented below:

2020

	January 1, 2020	Cash flows	Expense incurred paid by Parent Company	December 31, 2020
Advances from Parent Company (Note 11)	**₱39,231,771**	**₱23,072,309**	**₱–**	**₱62,304,080**

2019

	January 1, 2019	Cash flows	Expense incurred paid by Parent Company	December 31, 2019
Advances from Parent Company (Note 11)	₱302,209,950	(₱265,000,000)	₱2,021,821	₱39,231,771

15. Supplementary Tax Information Under Revenue Regulations No. 15-2010

The Club reported and/or paid the following types of taxes for 2020:

VAT
Net Sales/Receipt and Output VAT declared in the Club's VAT returns for the year 2020:

	Net Sales/Receipts	Output VAT
Taxable sales:		
Sale of services	₱10,017,378	₱1,202,085
Sale of goods	₱8,490,267	₱1,018,832
Total	₱18,507,645	₱2,220,917

Sale of services subject to VAT pertains to gross receipts/collections on revenues from guest fees, spa services and rental of recreational equipment. On the other hand, sale of goods pertains to gross receipts/collections on revenues from sale of food, beverage and merchandise.

The Club has exempt sales amounting to ₱2,851,520 pursuant to Supreme Court (SC) Ruling G.R. No. 228539 [*Association of Non-Profit Clubs, Inc. (ANCP) vs. Bureau of Internal Revenue (BIR)*] dated August 13, 2019.

Input VAT
The amount of VAT Input taxes claimed broken down into:

Beginning of the year	₱107,223,475
Current year's purchases:	
I. Goods other than for resale or manufacture	1,348,070
II. Services lodged under other accounts	577,744
Balance at the end of the year	₱109,149,289

Withholding Taxes

Details of withholding taxes for the year are as follows:

	2020
Withholding taxes on compensation	₱858,068
Current year's purchases:	24,825,996

Taxes and Licenses
Amounts paid in 2020 are shown below:

Real property taxes	₱359,942
Penalties on late filing	10,000
Permits and clearances	78,457
	₱448,399

Documentary Stamp Tax (DST)
The Club has no transaction subject to DST during 2020.

Taxes on Importation
The Club has not made any importations during 2020.
Excise Tax
The Club has no transaction subject to excise tax.

Tax Cases
The Club does not have tax assessments which are either pending decision by the court or are being contested. In addition, the Club does not have any pending tax cases outside the administration of the BIR.

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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and Board of Directors
Alviera Country Club, Inc.
Alviera Country Club, Brgy. Hacienda Dolores
Porac, Pampanga

We have audited in accordance with Philippine Standards on Auditing the financial statements of Alviera Country Club, Inc. (the Club) as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020 and have issued our report thereon dated May 31, 2021. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedules required under Annex 68-J of the Revised Securities Regulation Code (SRC) Rule 68 are the responsibility of the Club's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
CPA Certificate No. 85501
Accreditation No. 85501-SEC (Group A)
Valid to cover audit of 2020 to 2024
financial statements of SEC covered institutions
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-060-2020,
December 3, 2020, valid until December 2, 2023
PTR No. 8534388, January 4, 2021, Makati City

May 31, 2021

ALVIERA COUNTRY CLUB, INC.
SUPPLEMENTARY SCHEDULES REQUIRED UNDER ANNEX 68-J
OF THE REVISED SRC RULE 68
As at December 31, 2020

Table of Contents

N/A - Not applicable

SCHEDULE A

ALVIERA COUNTRY CLUB, INC.

FINANCIAL ASSETS
AS AT DECEMBER 31, 2020

Description	Number of Shares or Principal Amount of Bonds	Amount Shown in the Statement of Financial Position	Income Received and Accrued
Cash in Bank			
Bank of the Philippine Island (BPI)	–	₱6,088,795	₱12,619
Trade and Other Receivables			
Trade receivables	–	4,407,645	–
Receivable from related party	–	2,810,487	–
Receivable from employees	–	273,760	–
		₱13,580,687	₱12,619

SCHEDULE H

ALVIERA COUNTRY CLUB, INC.

CAPITAL STOCK
AS AT DECEMBER 31, 2020

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion, and other Rights	Number of Shares held by Related Parties	Directors and Officers	Others
Class A	3,700	3,700	–	3,689	11	–
Class B	2,600	2,600	–	2,493	–	107
Class C	300	300	–	294	–	6
Class D	200	200	–	200	–	–
	6,800	6,800	–	6,676	11	113