

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
☐ Preliminary Information Statement ☒ Definitive Information Statement
2. Name of Registrant as specified in its charter **SHANG PROPERTIES, INC.**
3. Philippines
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: 145490
5. BIR Tax Identification Code: 000-144-386
6. Level 5, Administration Office, Shangri-La Plaza Mall
EDSA cor. Shaw Boulevard, Mandaluyong City 1550
Address of principal office Postal Code
7. Registrant's telephone number, including area code (632) 8370-2700
8. The annual meeting of Registrant's stockholders will be held on **28 JUNE 2023 at 10:00 A.M. at Edsa Shangri-La Manila, No. 1 Garden Way, Ortigas Center, Mandaluyong City and via video conference.**
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders:
06 JUNE 2023, which is fifteen (15) business days prior to the date of the Annual Stockholders' Meeting on 28 JUNE 2023.
10. No proxy solicitations will be made by Registrant.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	<u>4,764,056,287</u> ¹ common shares (* not included are the Registrant's 2,695 treasury shares)

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The Registrant's Common Shares are listed with the Philippine Stock Exchange.

¹ As of 15 May 2023 - Source: pse.com.ph/company-information-SHNG/

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

The annual meeting of Registrant's stockholders will be held on **28 JUNE 2023 at 10:00 A.M. at Edsa Shangri-La Manila, No. 1 Garden Way, Ortigas Center, Mandaluyong City and via video conference by using the link or the meeting ID and passcode below:**

<https://us02web.zoom.us/j/85955181184?pwd=SSs4SGJMWTMrSnFsMWMYeXFRNVpQQQT09>

Meeting ID: 859 5518 1184

Passcode: 816871

The approximate date on which the Information Statement is first to be sent and will be accessible at the Issuer's website at www.shangproperties.com, or be given to security holders, starting on **06 JUNE 2023, which is fifteen (15) business days prior to the date of the Annual Stockholders' Meeting on 28 JUNE 2023.**

Registrant's complete mailing address is as follows: **SHANG PROPERTIES, INC.**, Level 5, Administration Office, Shangri-La Plaza Mall, EDSA cor. Shaw Boulevard, Mandaluyong City 1550.

Item 2. Dissenters' Right of Appraisal

Any stockholder of the Issuer must have voted against any proposed corporate action to avail himself of the appraisal right and demand payment of the fair value of his shares as provided in the Revised Corporation Code of the Philippines. None of the stockholders on record voted against any proposed corporate action, thus, there is no matter scheduled to be taken up during the Annual Stockholder's Meeting which would give rise to the exercise of a stockholder's right of appraisal.

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand addressed to the Registrant for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: Provided, That the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the Registrant shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the Registrant's action by the stockholders, the withdrawing stockholder and the Registrant cannot agree on the fair value of the shares, it shall be determined and appraised and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Registrant, and the third by the two (2) thus chosen. The findings of the majority appraisers shall be final, and their award shall be paid by the Registrant within (30) days after such award is made: Provided, That no payment shall be made to any dissenting stockholder unless the Registrant has unrestricted retained earnings in its books to cover such payment: Provided, further, That upon payment by the Registrant of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the Registrant.²

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

No director or officer of the Registrant or nominee for election as director of Registrant, or associate of any of the foregoing has/have a substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the Annual Stockholders Meeting, other than election to office for some of such persons.

² Sec. 81 of the Revised Corporation Code

No director of the Registrant has informed the Registrant in writing or otherwise that he intends to oppose any action to be taken by the Registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Number of Shares Outstanding as of 30 April 2023.

The Top 20 stockholders of the Issuer as of 30 APRIL 2023 ³are:

Name of Stockholders	Number of Shares Held	Percent to Total Outstanding
1. Travel Aim Investment B.V	1,648,869,372	34.61%
2. Ideal Sites and Properties, Inc.	1,465,144,626	30.75%
3. PCD Nominee Corporation (PH)	1,001,808,140	21.03%
4. SM Development Corporation	189,550,548	3.98%
5. PCD Nominee Corporation (OA)	69,781,096	1.46%
6. KGMPP Holdings, Incorporated	52,925,445	1.11%
7. CCS Holdings, Incorporated	47,633,492	1.00%
8. Pecanola Company Limited	43,175,495	0.91%
9. Kuok Foundation Overseas Limited	37,023,839	0.78%
10. Kuok Brothers SND. BHD.	37,023,839	0.78%
11. GGC Holdings, Incorporated	26,224,322	0.55%
12. Kerry Holdings Limited	26,090,624	0.55%
13. Kuok (Singapore) Limited	24,848,214	0.52%
14. Kerry (1989) LTD.	12,424,107	0.26%
15. Kuok Traders (Hong Kong) LTD.	11,407,363	0.24%
16. Federal Homes, Inc.	4,808,478	0.10%
17. Luxhart Assets Limited	3,975,714	0.08%
18. Yan, Lucio W. Yan &/or Clara	3,142,857	0.07%
19. Antonio O. Cojuangco	3,026,964	0.06%
20. Emerick Jefferson Sy Go or Girlie Ng Go	1,779,062	0.04%

As of the date of submission of this Information Statement, the Registrant has **4,764,056,287** issued and outstanding common shares all with a par value of One Peso (₱1.00) per share. All shares have identical voting rights. Every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock as of record date. Every stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate his votes and give one candidate/nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit provided that the total number of votes cast by him shall not exceed the number of shares owned multiplied by the whole number of directors to be elected.

(b) The record date for the Registrant's Annual Stockholders' Meeting is 29 MAY 2023.

(c) Manner of Voting

Every stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate his votes and give one candidate/nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle

³ SPI Top 100 Report as of 31 March 2023

among as many candidates as he shall see fit provided that the total number of votes cast by him shall not exceed the number of shares owned multiplied by the whole number of directors to be elected.

There are no stated conditions precedent to the exercise of cumulative voting rights.

As of **30 APRIL 2023**, the total number of shareholders of Issuer's common shares is **5,141**⁴.

(d) Security Ownership of Certain Record and Beneficial Owners of More Than 5%

Following are the stockholders who are known to the Issuer to be directly or indirectly the record and/or beneficial owner of more than 5% of any class of the Issuer's voting shares as of **30 APRIL 2023**⁵.

Title of Class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Travel Aim Investment B.V. 25/F Kerry Centre 683 King's Road Quarry Bay, HK	Kerry Properties Limited ⁶	Foreign	1,648,869,372	34.61%
Common	Ideal Sites & Properties, Inc.	Ideal Sites & Properties, Inc. ⁷	Filipino	1,465,144,627	30.75%
Common	PCD Nominee Corporation	PCD participants ⁸	Filipino	1,012,913,413	21.26%

Travel Aim Investments B. V. is a wholly-owned subsidiary of Kerry Properties Limited. Kerry Properties Limited is a Bermuda company incorporated in 1996 and listed on the Hong Kong Stock Exchange. It is controlled by the Kuok Group, and was formed to hold the Hong Kong and Mainland China property investments and developments and infrastructure interests of the Kuok Group. In the Philippines, the interests of the Kuok Group are chaired by Mr. Edward Kuok who is also the Chairman and Director of the Issuer.

Ideal Sites and Properties, Inc. (Ideal) is the owner of record of 1,465,144,626 shares. These shares serve as underlying securities to the Philippine Deposit Receipts (PDRs) issued by Ideal. Ideal is a member of the Kuok Group of Companies. The votes for Ideal Sites and Properties, Inc., are to be cast by the said Company's appointed proxy, who is usually the Chairman of the Issuer's Annual Shareholders Meeting. The Annual Shareholders Meeting of the Issuer is usually chaired by Mr. Edward Kuok Khoon Loong, and in his absence, by Mr. Alfredo Ramos.

PCD Nominee Corporation is a wholly-owned subsidiary of the Philippine Depository & Trust Corp. (formerly Philippine Central Depository, Inc.) The PCD Nominee Corporation is the registered owner of the shares in the books of the Company's transfer agent in the Philippines. The beneficial owners of such shares are PCD's participants, who hold the shares on their behalf or on behalf of their clients and/or principals. PCD is a private company organized by the major institutions actively participating in the Philippine capital market.

Security Ownership of Management (as of 30 APRIL 2023)⁹

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Edward Kuok Khoon Loong	808,008 (<u>Direct</u>)	Malaysian	0.00%

⁴ SPI Board Lot Report as of 30 April 2023

⁵ SPI Public Ownership as of 30 April 2023

⁶ Travel Aim Investments B. V. is a wholly-owned subsidiary of Kerry Properties Limited.

⁷ Ideal Sites and Properties, Inc. (Ideal) is the owner of record of 1,465,144,626 shares. These shares serve as underlying securities to the Philippine Deposit Receipts (PDRs) issued by Ideal. Ideal is a member of the Kuok Group of Companies.

⁸ The PCD Nominee Corporation is the registered owner of the shares in the books of the Company's transfer agent in the Philippines.

⁹ SPI Public Ownership as of 30 April 2023

Common	Maureen Alexandra R. Padilla	1 (Direct)	Filipino	0.00%
Common	Antonio O. Cojuangco	3,026,964 (Direct)	Filipino	0.06%
Common	Maximo G. Licaucó III	1 (Direct)	Filipino	0.00%
Common	Benjamin Ivan S. Ramos	2 (Direct)	Filipino	0.00%
Common	Cynthia R. Del Castillo	1 (Direct)	Filipino	0.06%
Common	Karlo Marco P. Estavillo	5,000 (Direct)	Filipino	0.00%
Common	Dennis Au Hing Lun	1 (Direct)	Chinese	0.00%
Common	Wolfgang Krueger	1,440,000 (Direct)	Deutsch	0.00%
Common	Jose Juan Z. Jugo	1,000 (Direct)	Filipino	0.00%
Common	Federico G. Noel	1 (Direct)	Filipino	0.00%

As of the reporting of **SEC Form 20-IS for 2023**, the aggregate ownership of all directors and officers as a group unnamed is **5,280,978** shares or **0.1%** of the outstanding shares of Issuer.

VOTING TRUST / HOLDERS OF 5% OR MORE

None of the shareholders of Registrant have entered into a voting trust agreement, so that all questions relating to the same are irrelevant to the Registrant.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On 02 April 2014, the Issuer's wholly owned subsidiaries, Shang Global City Holdings, Inc., and Shang Fort Bonifacio Holdings, Inc., acquired Alphaland Development, Inc.'s Twenty Per Cent (20%) equity in Shang Global City Properties, Inc., and Fort Bonifacio Shangri-La Hotel, Inc.

On 02 September 2014, the SEC approved the merger between Shang Global City Properties, Inc., and Fort Bonifacio Shangri-La Hotel, Inc., with Shang Global City Properties, Inc., as the surviving entity.

On 09 November 2009, the Issuer entered into a Memorandum of Agreement with its subsidiary Shang Properties Realty Corporation ("SPRC") (formerly, The Shang Grand Tower Corporation), wherein Issuer agreed with SPRC to develop a portion of Issuer's Property located at Edsa cor. Shaw Blvd., Mandaluyong City, into another commercial/retail building ("Project") comprised of a shopping mall, parking facilities, and high-rise residential condominium building to be known as "One Shangri-La Place". Under the MOA, Issuer commits to transfer a portion of its Property where the Project will be constructed, and to contribute up to PHP TWO BILLION FIVE HUNDRED MILLION and 00/100 (PHP2,500,000,000.00) to partially fund the construction of the Project. SPRC, for its part, will put up the rest of the funding required for the construction of the Project. On 20 September 2013, Shang Properties Realty Corporation purchased the Property from Issuer.

On 31 March 2011, Issuer's subsidiary, Shang Property Developers, Inc. executed a Deed of Absolute Sale with Asian Plaza I Condominium Corporation and Asian Plaza, Inc. (both are Filipino corporations), for the purchase of the mixed use condominium project known as the Asian Plaza I and the parcel of land of which said project stands, for a consideration of PHP SIX HUNDRED FIFTEEN MILLION and 00/100 (PHP615,000,000.00). The Asian Plaza I is located at the corner of Gil Puyat Ave., Tordesillas St. and H. V. de la Costa St., Salcedo village, Makati City.

On 27 June 2011, Issuer purchased Hervey Asia Corporation 50 million common shares and 270 million preferred shares in Shangri-La Plaza Corporation ("SLPC") (representing 21.28% equity in SLPC), for a total consideration of P450,000,000.00. Said sale increased Issuer's equity in SLPC from 78.72% previously to 100%, making SLPC a wholly-owned subsidiary of Issuer. SLPC owns and operates the mall establishment known as the Shangri-La Plaza which is located in Mandaluyong City.

As noted above, on 02 September 2014, the SEC approved the merger between Shang Global City Properties, Inc., and Fort Bonifacio Shangri-La Hotel, Inc., with Shang Global City Properties, Inc., as the surviving entity. Other than this merger, Issuer's other subsidiaries have not undergone any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not classified as ordinary.

Portions of the Issuer's land where the Shangri-La Plaza Mall is located and the area known as the Internal Road are being leased to SLPC. The leases were renewed pursuant to agreements signed and executed between the parties dated 19 September 2017, which renewal shall expire on 06 January 2023. Rental income is calculated at 10% of SLPC's gross rental income net of prompt payment discount.

Issuer's subsidiary Shang Properties Realty Corporation and SLPC have in turn entered into an agreement whereby SLPC shall lease said mall facility from Issuer of a period of five (5) years commencing on September 2012, renewable upon mutual agreement of the Parties. Rental income is calculated at 12% of SLPC's annual rental income from mall operations. The lease has been renewed for another period which shall expire on 31 December 2022.

The Issuer leased a portion of its land to an affiliate, Edsa Shangri-La Hotel & Resort, Inc., where the latter's Edsa Shangri-La Hotel is located. The lease is for a period of twenty five (25) years commencing on 28 August 1992, renewable for another twenty five years at the option of the lessee. Rental income is computed on a fixed percentage of the Hotel's room, food and beverage, dry goods and other service payments. In an agreement dated 26 August 2007, the lease was renewed for another 25 years commencing on 28 August 2017 until 27 August 2042.

The Issuer, in an agreement dated 22 March 2018, entered into a Joint Venture Agreement with Robinsons Land Corporation (RLC) whereupon a new joint venture entity will be incorporated (JVC). Issuer and RLC shall own said JVC on a 50%-50% basis. The JVC shall build and develop a property situated at McKinley Parkway cor. 5th Avenue and 21st Drive at Bonifacio Global City, Taguig, Metro Manila. The proposed project is intended to be a mixed-use development to include residential condominium units and commercial retail outlets. The joint venture agreement between Issuer and RLC has been duly approved by the Philippine Competition Commission. The Parties project an investment of P10Billion for the project.

Business of Issuer

(A) Description of Issuer

(i) The Issuer is a property development, real estate management and investment holding company. It is publicly subscribed and was listed in the Philippine Stock Exchange in June 13, 1991. Its significant and active subsidiaries are as follows:

- Shangri-La Plaza Corporation (100% owned by Issuer);
- SPI Parking Services, Inc. (formerly EDSA Parking Services, Inc.) (100 % owned by Issuer); and
- Shang Properties Realty Corporation (formerly, The Shang Grand Tower Corporation (100 % owned by Issuer)
- EPHI Logistics Holdings, Inc. (60% owned by Issuer)
- Shang Global City Holdings, Inc. (100% owned by Issuer)
- Shang Fort Bonifacio Holdings, Inc. (100% owned by Issuer)
- Shang Property Management Services Corporation (formerly EPHI Project Management Services Corporation) (100% owned by Issuer)
- KSA Realty Corporation (70.04% owned by Issuer)
- Shang Property Developers, Inc. (100% owned by Issuer)
- Shang Global City Properties, Inc. (60% owned through the Issuer's wholly owned subsidiaries Shang Global City Holdings, Inc., and Shang Fort Bonifacio Holdings, Inc.)
- The Rise Development Company, Inc. (100% owned through Issuer's wholly owned subsidiary KPPI Realty Corporation)
- Shang Wack Wack Properties, Inc. (100% owned by Issuer)
- Classic Elite Holdings, Ltd. (100% owned by Issuer)
- SPI Property Holdings, Inc. (100% owned by the Issuer)
- SPI Property Developers, Inc. (100% owned by the Issuer)
- SPI Land Development Inc. (100% owned by the Issuer)
- Shang Robinsons Properties Inc. (50% owned by the Issuer)

Shangri-La Plaza Corporation was incorporated on 06 January 1993 to invest in, purchase, own, hold, lease and operate the Shangri-La Plaza Shopping Complex located at Mandaluyong City, Philippines. Its primary business is leasing. The Shangri-La Plaza Shopping Complex houses Rustan's department store, theater, cinema, restaurants, fast-food outlets, boutiques and specialty stores. Its tenants are leading international and local retailers such as Marks & Spencer, Escada, Hugo Boss, Rustan's, Zara, Debenham's, Armani, etc., which caters to the upscale market.

SPI Parking Services, Inc. ("SPSI") was incorporated on 14 November 2001 to own and/or manage and operate carpark facilities including those surrounding the Shangri-La Plaza Shopping Complex, and to render such other services as may be related or incidental to the management and operation of said carpark facilities.

The Shang Properties Realty Corporation (formerly, The Shang Grand Tower Corporation) was incorporated on 20 August 2003 as a realty development company. It constructed The Shang Grand Tower, a high rise luxury condominium at the heart of the Makati Commercial Business District. It is also the owner and developer of The St. Francis - Shangri-La Place, a two-tower high rise residential condominium located in Ortigas, Mandaluyong City. It is also the owner and developer of One Shangri-La Place, a mixed use high rise development located at Edsa cor. Shaw Blvd., Mandaluyong City.

EPHI Logistics Holdings, Inc., was incorporated on 20 August 2002 as a holding company.

Shang Global City Holdings, Inc., was incorporated on 11 December 2007 as a holding company.

Shang Fort Bonifacio Holdings, Inc., was incorporated on 11 December 2007 as a holding company.

Shang Property Management Services Corporation was incorporated on 10 October 2006 for the purpose, among others, of acting as managing agents or administrators of Philippine corporations with respect to their business or properties.

KSA Realty Corporation was incorporated on 03 August 1990 as a realty development company. It owns The Enterprise Center, one of the most modern and luxurious office buildings in the country which is located at the heart of the Makati Central Business District. On 15 June 2016, the Issuer purchased from Ocmador Philippines, B.V., the latter's 241,580 common shares of stock of KSA Realty Corporation, bringing Issuer's stock ownership to 70.04%.

Shang Property Developers, Inc. which was incorporated on 17 December 2010 as a realty development company. It is the owner and developer of the Shang Salcedo Place, a residential condominium located in Sen. Gil Puyat Ave. cor. Tordesillas St., H.V. de la Costa St., Salcedo Village, Makati City. It is slated for completion in 2015.

Shang Global City Properties, Inc., was incorporated on 13 December 2007. By virtue of the SEC approved merger between Shang Global City Properties, Inc. and Fort Bonifacio Shangri-La Hotel, Inc., Shang Global City Properties, Inc., is now the owner and developer of the hotel and residential development known as Shangri-La at the Fort. The residential component of the development has commenced pre-selling.

The Rise Development Company, Inc., is in a joint venture with Vivelya Development Company, Inc., for the development of a mixed use development to be known as The Rise, located in Malugay St., San Antonio Village, Makati.

Shang Wack Wack Properties, Inc., was incorporated on 13 January 2016 as a realty development company.

Classic Elite Holdings, Ltd., a British Virgin Islands Company, and recently incorporated, is a holding company. It is a wholly owned non-resident foreign corporation through which Issuer may explore possible off-shore investment opportunities aligned with Issuer's business objectives/purposes.

Shang Robinsons Properties, Inc. is a joint venture with Robinsons Land Corporation for the development of a condominium projects known as the Aurelia, located in Bonifacio Global City, Taguig City.

SPI Property Holdings, Inc. was incorporated on 09 December 2019 as a holding company and a realty development company. It is currently developing a residential condominium project on its newly acquired property located along Canley Road, Pasig City.

SPI Property Developers, Inc. was incorporated on 09 December 2019 as a realty development company. It is developing a proposed office and service apartment project known as "Shang One Horizon" located at Shaw Boulevard, Mandaluyong City

SPI Land Development Inc. was incorporated on 09 December 2019 as a realty development company. It is currently undertaking the construction of a residential condominium development project located along Sgt. Esguerra Avenue corners Scout Bayoran Street and Scout Borromeo Street, within Barangay South Triangle, Diliman, Quezon City.

- (ii) Issuer's subsidiary, Shang Properties Realty Corporation (formerly, The Shang Grand Tower Corporation) and Shang Property Developers, Inc. sold units of the condominium development The St. Francis Shangri-La Place to non-resident Filipinos and foreigners, but not exceeding 40% of the total no. of units. It has been selling units of the One Shangri-La Place, its latest condominium development, but subject to the limitation that not more than 40% of the total number of units shall be sold to foreigners. Issuer's subsidiary Shang Property Developers Inc. has also started selling units to its residential condominium development, Shang Salcedo Place, sales for which are also subject to the 40% alien ownership limitation.
- (iii) This is not applicable to the Issuer. It is primarily a holding company and therefore has no direct distribution methods of products and services.
- (iv) Neither the Issuer nor its subsidiaries have new products or services which may be described as requested in this particular section.
- (v) Insofar as the Issuer's competitors are concerned, the Issuer's competitors are upper middle to high end real estate companies who are involved in property development such as Ayala Land and Megaworld. Issuer can and will be able to compete in the property development industry because of its strong financial position, international expertise and strong brand position. For the Shangri-La Plaza Corporation, its competitors are entities operating similar upscale malls such as Rockwell, Podium, and Greenbelt 3. The Shangri-La Plaza Corporation is not threatened by competition where it is the only truly upscale commercial complex in its geographic location, and where it is continuously upgrading its facilities in order to cater to its upscale market. SPSP's competitors are those entities who are into carpark management and operation. SPSP is in a healthy financial position and has the expertise to efficiently and viably operate its carpark facilities.
- (vi) This section on raw materials and suppliers is not applicable to the Issuer nor to its subsidiaries by reason of the nature of their businesses as herein described.
- (vii) Neither the Issuer nor its subsidiaries operations and businesses are dependent on a single customer, the loss of which would have a material adverse effect on the Issuer and its subsidiaries taken as a whole, by reason of the nature of their businesses as described herein.
- (viii) On transactions with and/or dependence on related parties:

With Issuer's subsidiaries:

a. With Shangri-La Plaza Corporation (SLPC)

i) Portions of the Issuer's land where the Shangri-La Plaza Mall is located and the area known as the Internal Road are being leased to SLPC. The leases were renewed pursuant to agreements signed and executed between the parties dated 19 September 2017, which renewal shall expire on 06 January 2023. Rental income is calculated at 10% of SLPC's gross rental income net of prompt payment discount.

ii) Issuer's subsidiary Shang Properties Realty Corporation and SLPC have in turn entered into an agreement whereby SLPC shall lease said mall facility from Issuer of a period of five (5) years commencing on September 2012, renewable upon mutual agreement of the Parties. Rental income is calculated at 12% of SLPC's annual rental income from mall operations. The lease has been renewed for another period which shall expire on 31 December 2022.

b. With SPI Parking Services, Inc. (SPSI)

On 16 January 2002, the Issuer entered into an agreement with SLPC and SPSI. Under the terms and conditions of the agreement, SPSI will be granted limited usufructuary rights over the Issuer's parking spaces for a consideration equivalent to a certain percentage of SPSI's gross income less direct and indirect expenses. The agreement has been renewed annually and subsists to date.

c. With Shang Properties Realty Corporation (formerly, The Shang Grand Tower Corporation)

On May 8, 2005, the Issuer entered into a Memorandum of Agreement ("MOA") with Shang Properties Realty Corporation ("SPRC") whereby Issuer, as registered owner of a parcel of land located along St. Francis Road cor. Internal Road, Shangri-La Complex, Mandaluyong City ("Property"), agreed with SPRC for the latter to develop the Property into a two-tower high rise residential condominium to be known as The St. Francis Shangri-La Place ("Project"). SPRC shall provide the funding for the Project which was completed in 2009.

The MOA, among others, provides that Issuer, as the owner of the Property, commits to transfer the same, free from all liens and encumbrances, in favor of the Condominium Corporation that will be incorporated upon the completion of the Project. Pending the transfer of the Property to the Condominium Corporation, Issuer shall allow the use of the Property for the construction of the Project, subject to the terms and conditions hereinafter stipulated. SPRC shall provide funding for the construction of the Project. It is the intention of the Parties to allocate the resulting units in the Project between them, with each party taking ownership and possession of its respective allocated units ("Allocated Units"), with full power and discretion on the disposition of the same, subject only the pertinent conditions hereunder contained. The allocation between the Parties of the Net Saleable Area shall be at the ratio of twenty percent (20%) to Issuer and eighty percent (80%) to SPRC subject to adjustment based on mutual agreement of the Parties. The actual designation of the Parties' respective Allocated Units shall be determined upon completion of the final plans and shall be incorporated in a supplemental agreement to be executed by the Parties. The Parties also agreed that Seventy Five (75) contiguous parking slots shall be allocated to the Issuer. The allocation of the remaining parking slots net of the 75 slots allocated to Issuer shall be eighty percent (80%) to SPRC and twenty percent (20%) to Issuer subject to adjustment based on mutual agreement of the Parties. The actual designation of the parking slots shall be determined upon completion of the final plans and shall be incorporated in a supplemental agreement to be executed by the Parties.

On 09 November 2009, the Issuer entered into a Memorandum of Agreement with its subsidiary Shang Properties Realty Corporation ("SPRC") (formerly, The Shang Grand Tower Corporation), wherein Issuer agreed with SPRC to develop a portion of Issuer's Property located at Edsa cor. Shaw Blvd., Mandaluyong City, into another commercial / retail building

(“Project”) comprised of a shopping mall, parking facilities, and high-rise residential condominium building to be known as “One Shangri-La Place”. This MOA was rescinded by the Parties on 20 September 2013, wherein SPRC purchased the land from Issuer to become both the landowner and developer of the Project.

With Issuer’s affiliates:

- a. Edsa Shangri-La Hotel & Resort, Inc.

The Issuer leased a portion of its land to an affiliate, Edsa Shangri-La Hotel & Resort, Inc., where the latter’s Edsa Shangri-La Hotel is located. The lease is for a period of twenty five (25) years commencing on 28 August 1992, renewable for another twenty five years at the option of the lessee. Rental income is computed on a fixed percentage of the Hotel’s room, food and beverage, dry goods and other service payments. In an agreement dated 26 August 2007, the lease was renewed for another 25 years commencing on 28 August 2017 until 27 August 2042.

- b. With other affiliates:

On 1 January 2001, the Issuer entered into a cost sharing agreement with SLPC and other related companies for the services rendered by the officers of the Company to its related companies. Other transactions with related companies substantially consist of reimbursement of expenses paid for by the Issuer in behalf of its affiliates and vice-versa.

Between Issuer’s Affiliates:

- a. Shang Property Management Services Corporation entered into a Memorandum of Agreement with KSA Realty Corporation, pursuant to which the former shall assist the latter in managing and administering the leasing operations of The Enterprise Center.
- b. Shang Property Management Services Corporation entered into a Memorandum of Agreement with The Enterprise Center Condominium Corporation pursuant to which the former shall assist the latter in managing and administering the condominium development known as The Enterprise Center, specifically with respect to the common areas thereof.
- c. Shang Property Management Services Corporation entered into a Memorandum of Agreement with The St. Francis Shangri-La Place Condominium Corporation pursuant to which the former shall assist the latter in managing and administering the condominium development known as The Enterprise Center, specifically with respect to the common areas thereof.
- d. SPI Parking Services, Inc. entered into a Memorandum of Agreement with KSA Realty Corporation, with conformity of The Enterprise Center Condominium Corporation, to administer, manage and operate the TEC Parking Slots as a pay parking facility under a mutually agreeable remuneration scheme.

As noted above, on 02 September 2014, the SEC approved the merger between Shang Global City Properties, Inc., and Fort Bonifacio Shangri-La Hotel, Inc., with Shang Global City Properties, Inc., as the surviving entity. Other than this merger, Issuer’s other subsidiaries have not undergone any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not classified as ordinary.

FOREIGN OWNERSHIP LEVEL AS OF 30 APRIL 2023¹⁰:

Security	Total Outstanding Shares	Shares Owned By Foreigners	Percent of Ownership
Common Shares	4,764,056,287	1,879,587,557	39.45%

¹⁰ SPI’s Report on Foreign Ownership as of 30 April 2023

Item 5. Directors and Executive Officers

CHANGES IN CONTROL

As regards changes in control, there are no pending or proposed changes which will affect the Registrant.

The Directors, Independent Directors and Executive Officers of the Registrant *with their business experience for the last five years* from this disclosure are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Director/ No. of Years</u>	<u>Age¹¹</u>	<u>Office Held</u>	<u>Directorship in other reporting (Listed) Companies</u>
Edward Kuok Khoon Loong ¹²	Malaysian	Yes /31 yrs.	70	Chairman	None
Maximo G. Licaucó III ¹³	Filipino	Yes/9 yrs & 5 mos.	72	Vice Chairman	None
Alfredo C. Ramos + ¹⁴	Filipino	Yes /33 yrs. 7 mos.	78		Anglo Philippine Holdings Corp., The Philodrill Corp., Vulcan and Industrial Mining and Development Corp., Penta Capital Holdings Corp., Philippine Seven Corp.
Alexandra Ramos-Padilla ¹⁵	Filipino	Yes/1 mo.	50		Philodrill Corporation, Anglo Philippines Holdings Corporation and United Paragon Corporation
Cynthia R. Del Castillo ¹⁶	Filipino	Yes /21yrs & 10 mos.	70		Sanitary Wares & Mfg. Corp.
Benjamin I. Ramos ¹⁷	Filipino	Yes /12 yrs. & 8 mos.	53		None
Wilfred Shan Chen Woo ¹⁸	Canadian	Yes/ 11 yrs.	65		None
Hing Lun Dennis, Au ¹⁹	Chinese	Yes/ 1 mo.	63		None
Antonio O. Cojuangco ²⁰	Filipino	Yes /14 yrs.	71		None
Jose Juan Z. Jugo ²¹	Filipino	Yes/2 yrs. & 4 mos.	51	Executive Vice President	None
Karlo Marco P. Estavillo ²²	Filipino	Yes/6 yrs. & 7 mos.	51	COO	None

¹¹ As of April 30, 2023

¹² Regular Director

¹³ Independent Director

¹⁴ He ceased to hold his office/ position by reason of his passing last 26 November 2022

¹⁵ She was elected as Regular Director to replace Mr. Alfredo Ramos who ceased to hold his office/ position by reason of his passing last 26 November 2022.

¹⁶ Regular Director

¹⁷ Independent Director

¹⁸ He resigned as member of the Board as of 22 March 2023.

¹⁹ Regular Director

²⁰ Independent Director

²¹ Regular Director

²² Regular Director

Wolfgang Krueger ²³	Deutsch	Yes/2 yrs. & 3 mos.	57	Executive Vice President	None
Rajeev Garg	Indian	(No)	48	VP Finance	None
Federico G. Noel, Jr.	Filipino	(No)	61	Corporate Secretary	None
Mabel P. Tacorda	Filipino	(No)	50	Chief Financial Officer	None

Edward Kuok Khoon Loong is the Chairman of the Company and also Vice Chairman of Kerry Holdings Limited. He has been with the Kuok Group since 1978. He has a Master's degree in Economics from the University of Wales in the United Kingdom.

(+) Alfredo C. Ramos is the Vice Chairman of the Company. He is the Chairman of the Board of Anglo Philippine Holdings, Inc., Anvil Publishing, Inc., Carmen Copper Corporation, NBS Express, Inc. and Atlas Consolidated Mining & Development Corporation and Aquatlas, Inc. He is the Chairman and President of Alakor Corporation, National Book Store, Inc., The Philodrill Corporation, Vulcan Industrial & Mining Corporation, United Paragon Mining Corporation and NBS Subic, Inc. He is also the President of Abacus Book & Card Corporation, MRT Holdings Corporation, Power Books, Inc., TMM Management, Inc. and Zenith Holdings Corporation. He is Vice Chairman of MRT Development Corporation and Shangri-La Plaza Corporation. He is also the Governor of National Book Development Board. (He ceased to hold his office/ position by reason of his passing last 26 November 2022)

Alexandra Ramos-Padilla was a former member of the Board of the Issuer from 2006 to 2013. She also sits in the Board of Directors of Philodrill Corporation, Anglo Philippines Holdings Corporation and United Paragon Corporation. She is currently Managing Director of National Bookstore, Inc. and President of Anvil Publishing. She graduated from Ateneo de Manila University major in Management Engineering and obtained her Master's in Business Administration from Northwestern University, Illinois, USA. (She was elected as member of the Board to replace Mr. Alfredo Ramos who ceased to hold his office/ position by reason of his passing last 26 November 2022.)

Wilfred Shan Chen Woo is the Executive Assistant to the Chairman of the Board. He is a member of the Institute of Chartered Accountants of British Columbia as well as a member of the Canadian Institute of Chartered Accountants since 1985. He graduated in 1982 from the University of British Columbia in Vancouver, Canada with a Bachelor's Degree in Commerce, majoring in Accounting and Management Information Systems. (He resigned as member of the Board as of 22 March 2023.)

Au Hing Lun, Dennis aged 63 has been the Deputy Chief Executive Officer and an Executive Director of Kerry Properties Limited ("KPL") since May 2022. He is also a member of the KPL's Executive Committee and Finance Committee. He has over 35 years of experience in accounting, finance, consultancy, business development and general management spanning across manufacturing, technology and real estate industries. Mr Au worked for the tax division of Arthur Andersen & Co. and later on Andersen Consulting (now known as Accenture plc), providing advisory on tax, IT system design and integration projects for governments and multinational companies. Mr. Au is a fellow member of the Association of Chartered Certified Accountants. He holds a Master of Business Administration degree from the University of Hong Kong and a Bachelor of Science degree from Dalhousie University in Canada. (He replaced Wilfred Shan Chen Woo who resigned as a member of the Board as of 22 March 2023 and serve as such for the remainder of Mr. Woo's term until his successor is duly elected and qualified)

Cynthia Roxas Del Castillo is a Senior Partner and a member of the Executive Board at Romulo, Mabanta, Buenaventura, Sayoc & de los Angeles and has been with the firm for over 30 years. She holds an LL.B from Ateneo, graduated Valedictorian in 1976 and placed 11th in the 1976 Bar Examinations. She was a former Dean of the Ateneo de Manila University's Law School and the first woman to hold the said position. She currently serves as Corporate Secretary and Director of other various Philippine corporations.

Benjamin S. Ramos is the President of Powerbooks since 2009 and is the Special Assistant to the Vice President at National Book Store. He was previously the President of Tokyo, Tokyo, Inc., the largest Japanese fast food chain in the Philippines from 1990 to 2008 and has an MBA from the Stanford Graduate School of Business.

²³ Regular Director

Maximo G. Licaucó III is the President of Filstar Distributors Corporation (Licensee of Hallmark Cards and exclusive distributor of BIC Products). He was previously an Area Vice President of National Book Store, Inc. where he spent 34 years in the retail business. He graduated at the Ateneo De Manila University with Bachelor of Arts Degree major in Economics.

Antonio O. Cojuangco is the Chairman of Ballet Philippines, CAP Life Insurance Corporation, Cinemalaya Foundation, Mantrade Development Corporation, Nabasan Subic Development Corporation, Radio Veritas, Tanghalang Pilipino and Directories Philippines Corporation. He is the President of Calatagan Bay Realty, Chairman and President of Calatagan Golf Club, Inc. and Canlubang Golf and Country Club.

Karlo Marco P. Estavillo served as General Manager of San Miguel Properties, Inc., and a member of the Board of Directors of United Coconut Planters Bank, Cocolife, and UCPB General Insurance, Inc. He received a Bachelor of Laws Degree from the University of the Philippines College of Law and Bachelor of Science in Business Management from the Ateneo de Manila University.

Jose Juan Z. Jugo joined the Issuer last June 2019 as Executive Vice President. From 2017 to 2019, he was the President and CEO of MCT Bhd, a publicly listed full line property developer based in Selangor, Malaysia and owned 67% by Ayala Land, Inc. From 2000 to 2017, he was in the management team of Ayala Land, Inc. (ALI) where from 2013 to 2017, he was a Vice President of the company. From 2011 to 2017, he served as the Managing Director of Ayala Land Premier, the luxury arm of the company. He graduated from De La Salle University, Manila in 1994. Right after earning his undergraduate degree, he pursued and finished his post graduate studies in Marketing and Commercial Management under scholarship in ESEM, in Madrid, Spain.

Wolfgang Krueger was the Regional Executive Vice President for Shangri-La International Hotels Limited and looked after all the Shangri-La Hotels in the Philippines. He joined Shangri-La Group in 2003 and has been with the group for over 18 years.

Rajeev Garg is the Vice President Finance of the Issuer. He has been with the Kuok Group for a total of 14 years covering various functions including Finance in Shangri-La Dubai, Aberdeen Marina Club, Hong Kong, two (2) Shangri-La Development Projects in Sri Lanka and another development project in Colombo before moving to Issuer.

He holds a Bachelor's Degree in Accounting and Accounting Certificate from the Institute of Chartered Accountants of India and PG Diploma in Management.

Mabel P. Tacorda is the Chief Financial Officer of the Issuer effective 01 January 2023. Ms. Tacorda has been with the Issuer for almost 14 years prior to being promoted as CFO. She started with the Issuer as an Accounting Manager, then became Senior Accounting Manager, Group Accounting Manager, Assistant Financial Controller, Group Financial Controller and recently appointed as the Chief Financial Officer. Her career started in Audit with SGV & CO. in 1994 and left the firm as an Associate Director in 2004. She also worked as an Audit Analyst – Business Risk from 2006 to 2009. She graduated Bachelor of Science in Accountancy from the University of St. La Salle, *cum laude*, accredited Financial Analyst by the American Academy of Financial Management, passed the Certifying Examination of the Institute of Internal Auditors as a Certified Internal Auditor and a Certified Public Accountant.

Federico G. Noel, Jr. is the General Counsel and the Corporate Secretary of the Company. He is also the Corporate Secretary, General Counsel and a member of the Board of Directors of the other Kuok Group companies in the Philippines including the Shangri-La Plaza Corporation and the Shangri-La Hotels. He graduated from the Ateneo Law School in 1991 with a Juris Doctor degree.

Messrs. Maximo G. Licaucó III, Antonio O. Cojuangco, and Benjamin S. Ramos were elected independent directors. All of the foregoing independent directors have no relationship with Ideal Sites and Properties, Inc., either as directors or officers.

The Directors of the Company are elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

(2) Significant Employees

Issuer does not have an employee who is not an executive officer who is expected to make a significant contribution to the business of Issuer. There are also no key personnel on whom the business of the Issuer is highly dependent such as to merit any special arrangement.

(3) Family Relationships

Mr. Benjamin Ramos is the nephew of Mr. Alfredo Ramos. Mr. Maximo G. Licauco III is the brother-in-law of Mr. Alfredo Ramos. Ms. Maureen Alexandra R. Padilla is the daughter of Mr. Alfredo Ramos and cousin of Mr. Benjamin Ramos.

Other than those mentioned, there are no other family relationships up to the fourth civil degrees either by consanguinity or affinity among the Directors, Executive Officers or persons nominated.

(4) Involvement in Certain Legal Proceedings

- (A) None of the directors or executive officers of the Issuer has had any bankruptcy petition filed by or against any business of which such director or executive officer was a general partner or executive officer either at the time of bankruptcy or within two years to that time;
- (B) None of the directors or executive officers of the Issuer has had any conviction by final judgment in a criminal proceedings, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (C) None of the directors or executive officers of the Issuer has been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities;
- (D) None of the directors or executive officers of the Issuer has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.
- (E) None of the directors has resigned or declined to stand for re-election since the date of the last annual meeting of security holders because of disagreement with the registrant on any matter relating to the Registrant's operations, policies, or practices.

Nomination of Regular (Non-independent) and Independent Directors

Pursuant to the SEC approved Amended by-Laws of the Registrant wherein new provisions on the nomination and election of the regular and independent members of the Board of Directors were added in compliance with the SRC and SEC Rules and Regulations, the Registrant duly published in a newspaper of general circulation the Notice to Stockholders calling for nominations for regular and independent members of the Registrant's Board of Directors who shall be elected during the Annual Stockholders Meeting on 28 June 2023 (published on 26 April 2023 in The Manila Times). Pursuant to the nominations received by the Corporate Secretary of the Issuer, the following names have been forwarded to the Corporate Governance Committee / Nomination Committee for nomination to the Board of Directors during the Annual Stockholders Meeting:

Edward Kuok Khoon Loong
Maureen Alexandra R. Padilla

Cynthia R. Del Castillo
Karlo Marco P. Estavillo
Antonio O. Cojuangco
Maximo G. Licauco III
Au Hing Lun, Dennis
Wolfgang Krueger
Benjamin C. Ramos
Jose Juan Z. Jugo

Messrs. Maximo G. Licauco III, Benjamin C. Ramos, and Antonio O. Cojuangco nominated themselves to be voted upon as independent members of the Board during the Annual Stockholders' Meeting on **28 June 2023**.

The specific wordings of Article III, Section 2 of the Issuer's Amended By-Laws setting out the following guidelines and procedures for the nomination and election of the Issuer's regular and independent directors are as follows:

Section 2(a). Election of Independent Directors and their qualification. - Pursuant to the provisions of the Securities Regulation Code and the pertinent regulations of the Securities and Exchange Commission, the Corporation's Board of Directors shall have at least two (2) independent directors or such number of independent directors as corresponds to at least twenty (20%) of the Corporation's board size, whichever is lesser. The independent directors shall be elected in the same manner as the other members of the Board of Directors as provided in these By-Laws.

Section 2(b). Qualification and Disqualification of Independent Director – Any stockholder having at least one (1) share registered in his name may be elected Independent Director, provided, however, that no person shall qualify or be eligible for nomination or election as Independent Director if he is engaged in any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

(i) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation (other than one in which the corporation owns at least 40% of the capital stock) engaged in the business which the Board of Directors, by at least three-fourths vote, determines to be competitive or antagonistic to that of the Corporation; or

(ii) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board of Directors, by at least two-thirds (2/3) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or

(iii) If the Board of Directors, in the exercise of its judgment in good faith, determine by at least two-thirds (2/3) vote that he is the nominee of any person set forth in (i) or (ii) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account such factors as business and family relationship.

For the proper implementation of this provision, all nominations for the election of Independent Directors shall follow the procedure described below."

Section 2 (c). The Board of Directors shall constitute, from among themselves, a Nomination Committee. The Nomination Committee shall have at least three (3) members, one of whom is an independent director. It shall promulgate the guidelines or criteria to govern the conduct of the nominations for both regular and independent directors, which shall include the following:

- (i) The nomination of regular and independent directors shall be conducted by the Nomination Committee prior to a stockholders' meeting. All nominations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominee.
- (ii) The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for regular and independent director/s.
- (iii) After the nomination, the Nomination Committee shall prepare a Final List of Candidates for regular and independent directors which shall contain all the following information about all the nominees:
 - Names, ages, and citizenship of all nominees;
 - Positions and offices that each nominee has held, or will hold if known;
 - Term of office and the period during which the nominee has served as director;
 - Business experience during the past five (5) years;
 - Other directorships held in SEC reporting companies, naming each company;
 - Family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons chosen by the company to become directors or executive officers;
 - Involvement in legal proceedings, i.e., a description of any of the following events that occurred during the past five (5) years up to the latest date that are material to an evaluation of the ability of integrity of any director, any nominee for election as director, executive officer, underwriter or control person of the company:
 - Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
 - Any conviction by final judgment, including the nature of the offense, in a criminal proceedings, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
 - Being subject to any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
 - Being found by a domestic or foreign 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 securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.
 - Disclosure if owning directly or indirectly as record and/or beneficial owner of any class of the company's voting securities;
 - Disclosure of owning voting trust of more than 5% of the company's securities; and
 - Any such other information as may be required to be disclosed by the Securities and Exchange Commission although not expressly provided for above.

The Corporate Governance Committee / Nomination Committee is chaired by Mr. Edward Kuok Khoon Loong, while the Committee Members are Ms. Cynthia N. Del Castillo and Antonio O. Cojuangco.

Involvement in Certain Legal Proceedings

There are no material pending legal proceedings of the Issuer or any of its subsidiaries or affiliates is a party as of date. The cases it has been reporting in the past years have been resolved by the Supreme Court with finality in Issuer's favor.

Information on Cases, Judgments, Decrees, etc., Against Registrant's Directors and Executive Officers or any of its Subsidiaries

None of the directors, executive officers of the Registrant or any of its subsidiaries have had any bankruptcy petition filed by or against any business of which such director or executive officer was a general partner or

executive officer either at the time of bankruptcy or within five (5) years up to the latest date; None of the directors or executive officers of the Registrant has had any conviction by final judgment in a criminal proceedings, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses; None of the directors or executive officers of the Registrant has been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and None of the directors or executive officers of the Registrant has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

As to the disclosures required in Item 1 of Part IV, Paragraph (D), there are no disclosable transactions as regards the requested disclosures in this item given that Registrant has no transaction or proposed transactions to which Registrant was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest: (i) any director or executive officer of the Registrant; (ii) any nominee for election as a director; (iii) any security holder named in response to Part IV, paragraph I, or (IV) any member of the immediate family of the persons aforementioned.

The information above is true during the past five (5) years up to the latest date.

Parents of Registrant

Travel Aim Investments B.V. is a wholly-owned subsidiary of Kerry Properties Limited (KPL). KPL is a Bermuda Company incorporated in 1996 and listed on the Hong Kong Stock Exchange. The Company was formed to hold the Hong Kong and Mainland China property investments and developments and infrastructure interests of the Kuok Group. KPL has the power to vote the shares of Travel Aim.

Ideal Sites and Properties Inc. is a Philippine company incorporated in 1989. It is affiliated with the Kuok Group and was formed to primarily engage in property development and investments. Shang Properties, Inc., and Oro Group Ventures, Inc. are the major shareholders of Ideal.

National Bookstore, Inc., is a closed Philippine company which owns the Philippines' biggest chain of bookstores. The Ramos family controls National Bookstore and has the power to vote its shares.

Resignation of Director Since the Last Annual Shareholders' Meeting

Mr. Wilfred Shan Chen Woo formally tendered his retirement as Director of the Issuer effective 22 March 2023.

Proxy Solicitations

No proxy solicitations will be made by the Registrant.

Item 6. Compensation of Directors and Executive Officers

The following is a summary of the aggregate compensation paid or accrued during the last two (2) fiscal years, i.e. **2021 and 2022 and to be paid in the ensuing fiscal year 2023** to the Company's Chief Executive Officer and four (4) other most highly compensated executive officers who are individually named, and to all other officers and directors of the Company as a group:

OFFICERS/DIRECTOR	FISCAL YEAR	AGGREGATE COMPENSATION (in ₱)		
		Basic	Bonus	Total
	2023	89,164,054.20	14,647,893.79	103,811,947.99
<u>Wolfgang Krueger</u>				

<u>Jose Juan Z. Jugo</u>				
<u>Rajeev Garg</u>				
<u>Federico G. Noel, Jr.</u>				
<u>Karlo Marco P. Estavillo</u>				
<u>Mabel P. Tacorda</u>				
	<u>2022</u>	65,400,783.50	11,336,978.13	76,737,761.63
Wolfgang Krueger				
Jose Juan Z. Jugo				
Rajeev Garg				
Federico G. Noel Jr.				
Karlo Marco P. Estavillo				
	<u>2021</u>	62,928,573.50	9,584,814.18	72,513,387.68
Wolfgang Krueger				
Jose Juan Z. Jugo				
Rajeev Garg				
Federico G. Noel, Jr.				
Karlo Marco P. Estavillo				

The figures reported in Item 6 (Compensation of Directors and Executive Officers) comprise the aggregate compensation of all the officers of SPI. SPI has a lean organization and has no other officers except as indicated in the table in Item 6. With respect to SPI's Directors, as SPI has consistently disclosed these part years, the members of the Board of the Issuer do not receive any form of other annual compensation, whether in the form of per diem, options, or other similar forms of compensation.

(2) Description of Any Standard Arrangement

Section 13 of the Issuer's By-Laws provides that the By-Laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent, or otherwise and receiving compensation therefor.

(3) Description of Material Terms of Any Other Arrangement

There has been no other arrangement regarding the remuneration of the Issuer's officers and directors.

(4) Description of the Terms and Conditions of each of the following:

a) Employment Contract between the Registrant and Named Executive Officers

Letters of appointment were issued to the officers of the Issuer stating their respective job description.

b) Compensatory Plan or Arrangement

The Issuer has no other existing compensatory plan other than the one mentioned in the By-Laws.

c) Information on all outstanding Warrants or Options held by Directors, Officers (in tabular form)

None of the Directors/ Officers held an outstanding warrants or options.

(5) If Price or Stock Warrants or Options are Adjusted or Amended

There has been no Stock Warrants or Options available for the Issuer's Officers.

Item 7. Independent Public Accountants

The Registrant has had no disagreements with its Accountants Isla Lipana & Co. (Price WaterHouse Coopers Philippines). The representatives of said Accountants will be present during the annual stockholders' meeting,

and shall have the opportunity to make a statement if they desire to do so. They shall also be available to respond to appropriate questions.

The Registrant is compliant with the SRC rule 68, as amended, par 3(b)(iv), and has observed the rotation of signing partners for its Independent Public Accountants, Isla Lipana & Co. (Price WaterHouse Coopers Philippines). With respect to Isla Lipana & Co, the signing partner starting FY 2021 is Zaldy Aguirre. Isla Lipana & Co is a SEC-accredited external auditing firm, is valid to audit 2020 to 2024 financial statements and will be recommended for re-appointment as External Auditor for the year 2023-2024 during the Annual Stockholders' Meeting on 28 June 2023.

AUDIT COMMITTEE

Pursuant to the provisions of Registrant's Manual of Corporate Governance, the Registrant has an Audit Committee which is chaired by Benjamin I. Ramos who is an independent director. The members of the Committee are Maximo Licauco III and Cynthia del Castillo.

(B) Information of Independent Accountant and other related matters

a. External Audit Fees and Services

The table below sets forth the aggregate fees billed to the Company for each of the last two (2) years for professional services rendered by Isla Lipana & Co.:

	2021	2022
Audit Fees	4,458,250	4,393,050
Tax Consultancy Fees	-	-
	4,458,250	4,393,050

No other service was provided by external auditors to the Company for the fiscal years 2021 and 2022.

b. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Furnish the information required by Part III, Paragraph (B) of "Annex C, as amended"

- (1) If during the two most recent fiscal years or any subsequent interim period, the independent accountant has resigned, was dismissed or otherwise ceased performing services, state the name of the previous accountant and the date of resignation, dismissal or cessation of performing services.

Not Applicable.

- (2) Describe if there were any disagreements with the former accountant on any matter of accounting and financial disclosure.

The Group's external auditor for the last 2 years is Isla Lipana & Co. There were no disagreements with Isla Lipana & Co. on any accounting and financial disclosure matters.

- (3) File as an exhibit to the report the letter from the former accountant addressed to the Commission stating whether it agrees with the statements made by the company and, if not, stating the respects in which it does not agree.

Not Applicable

Item 8. Compensation Plans

No actions will be taken by Registrant during the Annual Stockholders Meeting as regards any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the registrant will participate, any pension or retirement plan in which any such person will participate, or the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities. The members of the board are not paid per diem for their attendance to board meetings.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

The merger of Registrant and Kuok Philippine Properties, Inc. ("KPPI"), with the Registrant as the surviving entity, and KPPI as the absorbed entity, was duly approved by the SEC on 25 July 2007. Pursuant to the Plan of Merger of Registrant and KPPI, as approved by the Board of Directors of Registrant, all KPPI shareholders as of the date of approval by the Securities and Exchange Commission of the Merger ("Record Date"), were entitled to exchange every seven (7) of their KPPI shares with one (1) share of the Registrant. Fractional shares (shares less than 7) held by the qualified KPPI shareholders were paid by the Registrant in cash. The shares of the Registrant which was issued to the KPPI shareholders was taken from out of an increase in the Authorized Capital Stock of the Registrant from ₱6,000,000,000 (representing 6,000,000,000 common shares at ₱1.00 par value per share) to ₱8,000,000,000 (representing 8,000,000,000 common shares at ₱1.00 par value per share), which increase in the Authorized Capital Stock has been duly approved by the SEC. All shares issued to KPPI shareholders have been duly listed with the Philippine Stock Exchange.

Only common shares were issued which shall enjoy the same rights (dividend, voting, and other rights) as those common shares of the Registrant already issued and outstanding. No preferred shares will be issued on account of the increase in the Authorized Capital Stock.

As regards dividends, the dividend policy of the Registrant is as set forth in Article VIII of its By-Laws which states that dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all shareholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with existing laws.

The pre-emptive rights of all common shareholders of the Registrant (old and new) are denied in Article Seventh of the Articles of Incorporation of Registrant, which states that "No holder of shares of the Corporation shall have, as such holder, any pre-emptive right to acquire, purchase, or subscribe to any share of the capital stock of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation as originally filed, or by any amendment thereof, or out of the shares of the capital stock of the Corporation acquired by it after the issuance thereof."

There are no provisions in the By-Laws of Registrant that would delay, defer, or prevent a change in control of the Registrant.

No dividends in arrears or defaults in principal interest

The Registrant has no dividends in arrears or defaults in principal or interest in respect of any of their respective securities.

Cash Dividends Declared By The Issuer During The Two Most Recent Years

Cash Dividends

2023

- During the regular meeting of the Issuer's Board held on 22 March 2023, the Board approved the declaration of P0.15500 per share cash dividend to all shareholders of record as of 11 April 2023 to be

taken from the unrestricted retained earnings as reflected in the audited financial statements of the Issuer as of 31 December 2022 to be paid on or before 21 April 2023.

2022

- During the regular meeting of the Issuer's Board held on 31 August 2022, the Board approved the declaration of P0.095000 per share cash dividend to all shareholders of record as of 15 September 2022 to be taken from the unrestricted retained earnings as reflected in the audited financial statements of the Issuer as of 30 June 2022 to be paid on or before 27 September 2022
- During the regular meeting of the Issuer's Board held on 24 March 2022, the Board approved the declaration of P0.07 per share cash dividend to all shareholders of record as of 08 April 2022 to be taken from the unrestricted retained earnings as reflected in the audited financial statements of the Issuer as of 31 December 2021 to be paid on or before 20 April 2022.

2021

- During the regular meeting of the Issuer's Board held on 25 March 2021, the Board approved the declaration of ₱0.08 per share cash dividend to all shareholders of record as of 09 April 2021 to be taken from the unrestricted retained earnings as reflected in the audited financial statements of the Issuer as of 31 December 2020 to be paid on or before 16 April 2021.
- During the regular meeting of the Issuer's Board held on 10 September 2021, the Board approved the declaration of ₱0.04400 per share cash dividend to all shareholders of record as of 24 September 2021, to be taken from the unrestricted retained earnings as reflected in the unaudited financial statements of the Issuer as of 30 June 2021, to be paid on or before 30 September 2021.

Item 10. Modification/ Exchange of Securities

There has no outstanding securities to be modified and no securities to be issued in exchange for outstanding securities.

The Issuer has no plans of applying for registration of new or reclassified securities in the Philippine Stock Exchange and/ or in any other exchange.

Item 11. Financial and Other Information

The Management's Discussion, Analysis, Market Price of Shares and Dividends, and the Audited Financial Statements as of 31 December 2022 are all attached herein for reference.

Item 12. Merger, Consolidation, Acquisition & Similar Matters

A. There is no proposed merger, consolidation, acquisition, sale or transfer of all or any substantial part of the Issuer's assets and/ or liquidation or dissolution of the Registrant and similar matters that are included in the agenda of the meeting.

B. Not applicable as there is no proposed sale/ merger and/ or transaction entered into by the Registrant.

C. Not applicable.

Item 13. Acquisition or Disposition of Property

There is no act of acquisition or disposition of property by the Issuer.

Item 14. Restatement of Accounts

None

Item 15. Action with respect to Reports

The agenda during the annual stockholders' meeting, the shareholders shall be requested to:

- (i) approve the minutes of the Annual Stockholders' Meeting held on **22 JUNE 2022** which minutes reflect the following: call to order, proof of notice of meeting, certification of quorum, approval of minutes of the previous annual stockholders' meeting, approval of the Management's report of operations for **2022**, ratification of the acts of the Board of Directors, election of directors, appointment of the firm of Isla Lipana & Co. (Price WaterHouse Coopers Philippines) as the Registrant's External Auditors, and adjournment.
- (ii) ratify the acts of Management and the Board of Directors since the Annual Stockholders' Meeting held **22 JUNE 2022** up to the date of this year's Annual Stockholders' Meeting. The items covered with respect to this general ratification are the acts of Board of Directors in the ordinary course of business, with those acts of significance having been subject of prior disclosures to the SEC.
- (iii) approve and ratify the Registrant's Audited Financial Statements as of **31 December 2022**, elect the Board of Directors for the year **2023-2024**, elect the Registrant's external auditors.
- (iv) approve the appointment of the Issuer's External Auditors Isla Lipana & Co. (Price WaterHouse Coopers Philippines) for the fiscal year **2023-2024**.

The Minutes of the 2022 Stockholders' Meeting is uploaded on the Registrant's website five (5) days from the date of the Meeting and may be viewed at www.shangproperties.com.

The Minutes contain the following information:

- (1) A description of the voting and vote tabulation procedures used in the previous meeting
- (2) A description of the opportunity given to the stockholders to ask questions and a record of the questions asked and answers given;
- (3) The matters discussed and resolutions reached;
- (4) A record of the voting results for each agenda item; and
- (5) A list of the directors, officers and stockholders who attended the meeting.

The dividend policy of the Registrant is as set forth in Article VIII of its By-Laws which states that dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all shareholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with existing laws.

The pre-emptive rights of all common shareholders of the Registrant (old and new) are denied in Article Seventh of the Articles of Incorporation of Registrant, which states that "No holder of shares of the Corporation shall have, as such holder, any pre-emptive right to acquire, purchase, or subscribe to any share of the capital stock of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation as originally filed, or by any amendment thereof, or out of the shares of the capital stock of the Corporation acquired by it after the issuance thereof."

There are no provisions in the By-Laws of Registrant that would delay, defer, or prevent a change in control of the Registrant.

Other than the above, no other action shall be taken during the annual stockholders' meeting.

Item 16. Matters Not Required to be Submitted

All matters or actions to be taken up in the meeting will require the vote of the stockholders as of the record date.

Item 17. Amendment of Charter, By-Laws or Other Documents

No recent amendment of Charter, By-Laws, or other documents.

Item 18. Other Proposed Action

None

Item 19. Voting Procedures

The vote of at least a majority of the stockholders who participates through remote communication or by proxy and entitled to vote, a quorum being present, shall be required for approval or election. The votes shall be taken and counted viva voce, by the secretary of the Meeting through video conference.

Item 20. Participation of Shareholders by Remote Communication

The stockholders may participate in stockholders' meetings either (a) in person, (b) by proxy, or (c) by remote communication (e.g., by teleconference, by videoconference, by computer conferencing, by audio conferencing) or by other alternative modes of communication.

At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact or, by remote communication or in absentia provided that in the election of directors, stockholders may vote through remote communication or in absentia notwithstanding the absence of an authorization from the Board of Directors. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary.

All proxies must be in the hands of the Secretary not later than ten (10) days before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary at least three (3) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the Secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.

Stockholders may email questions or comments prior to or during the meeting at spi.asm@shangproperties.com.

Item 21. Acceptance of Stockholder Proposals on Agenda Item

Stockholders of record as of **29 May 2023** owning at least 5% of the total outstanding capital stock of the Corporation may submit proposals on items for inclusion in the Agenda on or before **29 May 2023**.

CORPORATE GOVERNANCE MANUAL

In August 2002, the Board of Directors of the Issuer adopted its Corporate Governance Manual which it submitted to the Securities and Exchange Commission. The Manual includes provisions on:

- Compliance System
- Duties and responsibilities of Compliance Officer
- Plan for Compliance including the general responsibilities and qualifications of:
 - Board of Directors
 - Board Committees
 - Corporate Secretary
 - External Auditor
 - Internal Auditor
- Communication Process
- Training Process
- Reportorial/Disclosure System
- Monitoring Assessment

On 03 August 2005, the Board of Directors of Issuer approved the amendment of Issuer's Manual of Corporate Governance such as to add thereto provisions for the creation of a nomination committee for both regular and independent directors of Issuer, in compliance with the relevant provision of the Securities and Regulation Code.

On 17 August 2009, the Issuer's Board of Directors approved further revisions to the Issuer's Manual on Corporate Governance such as to render the same compliant with SEC Memorandum Circular No. 6, Series of 2009.

On 24 June 2014, this Issuer's Board of Directors approved the latest revisions to the Corporation's Manual on Corporate Governance in compliance with the SEC Memorandum Circular No. 9, Series of 2014.

During its meeting held on 15 March 2017, the Board approved the Issuer's 2017 Manual of Corporate Governance pursuant to Sec Memo Circular No. 19, Series of 2016.

Internal Control

In performing their duties, the Registrant's Board of Directors also acknowledge their responsibility for the Registrant's system of internal financial control. The system is designed with a view to provide reasonable assurance against any material misstatement or loss. This aims to ensure that assets of the Registrant are safeguarded, proper accounting records are maintained and that the financial information used within the business and for publication is reliable. The control system also includes clearly drawn lines of accountability and delegation of authority and comprehensive reporting and analysis against approved annual budgets.

Regular reports are also be prepared for the Board to ensure that Directors are supplied with all the information they require in timely and appropriate manner.

Audit Committee

Pursuant to its Corporate Governance Manual, the Board created an Audit Committee in August 2002. The membership in said committee is compliant with the composition set forth in the Issuer's Manual of Corporate Governance. The Committee acts in an advisory capacity and makes recommendation to the Board. It also review the findings and plans of the internal and external auditors of the Registrant and liaises, on behalf of the Board, with the auditors. The Committee meets regularly to review audit reports, status of the Registrant's audits, internal controls, interim and final financial statements prior to recommending them to the Board for approval.

The Audit Committee is scheduled to meet at least three times a year. The Committee is chaired by Benjamin S. Ramos. Its members are Maximo G. Licauco III, and Cynthia R. Del Castillo.

Corporate Governance Committee (Subsumed the functions of the Nomination Committee)

Pursuant to its Corporate Governance Manual, the Board created a Corporate Governance Committee which absorbed all the functions of the Nomination Committee. The Corporate Governance Committee / Nomination Committee is chaired by Mr. Edward Kuok Khoo Loong, while the Committee Members are Ms. Cynthia R. Del Castillo and Antonio O. Cojuangco. The procedure for the nomination of regular and independent directors is detailed in the Issuer's amended Manual on Corporate Governance as well as in Issuer's amended By-Laws.

Nomination of Independent Director/s

The screening of nominations for independent directors shall be conducted by the Corporate Governance Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominee.

The Corporate Governance Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

DISCLOSURE OF THE LEVEL OF PUBLIC OWNERSHIP OF THE ISSUER (PER PSE MEMO NO. 2010-0505, DATED 28 OCTOBER 2010)

In compliance with PSE Memorandum No. 2010-0505 which requires the disclosure of the level of public ownership of the Issuer, as of 31 MARCH 2023, is 34.52%²⁴ of the Issuer's total issued and outstanding shares is publicly owned in accordance with the PSE's guidelines for the computation of public ownership.

MARKET INFORMATION AND DIVIDENDS

- (a) The shares of the Issuer are listed and traded on the Philippine Stock Exchange. The high and low sales prices for each quarter within the last two (2) fiscal years of the Issuer's shares are as follows:

Year	High	Low
2022		
First Quarter	₱2.62	₱2.50
Second Quarter	₱2.61	₱2.45
Third Quarter	₱2.62	₱2.45
Fourth Quarter	₱2.60	₱2.41
2021		
First Quarter	₱2.87	₱2.50
Second Quarter	₱2.78	₱2.53
Third Quarter	₱2.71	₱2.55
Fourth Quarter	₱2.71	₱2.54

The high and low of Issuer's shares for the period **01 January 2023 to 31 March 2023** are as follows:

High: ₱2.75
Low: ₱2.50

The closing price for the Issuer's shares on **15 May 2023** is **₱2.75**

The high and low of Issuer's shares for **15 May 2023** are as follows:

High: ₱2.75
Low: ₱2.72

- (b) Describe any restriction that limits the ability to pay dividends on common equity or that are likely to do so in the future.

Apart from the restrictions imposed by statutes and regulations, there are none internal to the Issuer which hamper or may hamper any declaration of dividends by the Issuer, and for as long as said declarations can be supported by the Issuer's financial position.

STOCK DIVIDENDS

No stock dividends were declared by the Issuer during the last 2 fiscal years.

RECENT SALE OF SECURITIES

No recent sale from the time of the last annual stockholders meeting of any unregistered or exempt securities of the Registrants as well as no recent issuance of securities constituting an exempt transaction.

²⁴ SPI Public Ownership Report as of 31 March 2023 Source: <https://www.shangproperties.com/>

CORPORATE GOVERNANCE

(a) The Board establishes an effective performance management framework through annual performance evaluation of the Registrant using set standards for evaluation.

The Company's President, senior officers, and employees are subjected to a yearly performance evaluation through the Company's Performance Evaluation Development System (PEDS). With the PEDS, specific objective are set (i.e., output/deliverables to be accomplished are determined; the standards to measure the attainment of end results is established; specific actions to accomplish the end results are identified. He is rated by the Board of Directors on the basis of each of the specific functions and responsibilities of his office as indicated in a formal evaluation form). The CEO's/President's performance for the year is then appraised and assessed against these performance measures and targets.

(b) Aside from other policies of the Registrant, the Registrant's Manual on Corporate Governance also provides measures to fully comply with the adopted leading practices on good governance.

The Issuer recognizes that a key part of governance is its open and effective engagement with its shareholders and stakeholders, so that measures are in place to assure open channels of communications. Thus, shareholders can raise comments on the performance and future directions of the Company during the annual stockholders meetings; annual results are distributed to the stockholders and disclosed to the public; the Company's website features various information and announcements about the Company and its operations, directions, disclosures, and financial strength, as well as encourages feedback from shareholders and the public alike. For significant announcements of the Company, after proper disclosures would have been made to the regulators (SEC and PSE), briefings or press releases are distributed to the media in order to reach a wider audience. Significant announcements of the Company are passed upon the Executive Committee and by the Board of Directors. Internally, the Company ensures that the relevant responsibility centers in respect of investor relations are abreast of their respective mandates.

(c) There were no deviations by the Registrant from its Manual on Corporate Governance and full compliance therewith has been made since the adoption of the Manual.

(d) The Registrant's internal control system is reviewed on an annual basis based on the Company's annual audit plan to enhance and ensure that principles and practices are in accordance with the Manual on Corporate Governance.

PART II.

INFORMATION REQUIRED IN A PROXY FORM

Part II and its required disclosures are not relevant to the Registrant since Registrant will not be requesting or soliciting proxies.

UNDERTAKING

REGISTRANT UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON SOLICITED, ON THE WRITTEN REQUEST OF ANY SUCH PERSON, A COPY OF THE REGISTRANT'S ANNUAL REPORT ON SEC FORM 17-A, AND SHALL INDICATE THE NAME AND ADDRESS OF THE PERSON TO WHOM SUCH WRITTEN REQUEST IS TO BE DIRECTED. AT THE DISCRETION OF MANAGEMENT, A CHARGE MAY BE MADE FOR EXHIBITS, PROVIDED SUCH CHARGE IS LIMITED TO REASONABLE EXPENSES INCURRED BY THE REGISTRANT IN FURNISHING SUCH EXHIBITS.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong this **7th day of JUNE 2023**.

By:

SHANG PROPERTIES, INC.

FEDERICO G. NOEL, JR. (SGD)

Corporate Secretary

MANAGEMENT REPORT

Management's Discussion and Analysis (MD & A) or Plan of Operation

Furnish the information required by Part III, Paragraph (A) of "Annex C, as amended" for the most recent fiscal year and for the immediately preceding fiscal year.

(A) Management's Discussion and Analysis (MD&A) or Plan of Operation

(1) Plan of Operation – N/A (SPI has revenue in each of the last two fiscal years)

(2) Management's Discussion and Analysis

(a) Full Fiscal Years

Key Performance Indicators

		31-Dec		% Change
		2022	2021	
Turnover	(Php M)	7,861	4,574	71.86%
Profit Attributable to shareholders	(Php M)	3,635	2,124	71.11%
Earnings per share	(Php Ctv)	0.763	0.446	71.11%
Net Asset Value per share	(Php)	8.434	7.834	7.65%
Price Earnings Ratio	(Times)	3.328	5.851	-43.13%

		31-Dec		% Change
		2021	2020	
Turnover	(Php M)	4,574	6,220	-26.46%
Profit Attributable to shareholders	(Php M)	2,124	1,470	44.49%
Earnings per share	(Php Ctv)	0.446	0.309	44.49%
Net Asset Value per share	(Php)	7.834	7.502	4.43%
Price Earnings Ratio	(Times)	5.851	8.779	-33.35%

		31-Dec		%
		2020	2019	Change
Turnover	(Php M)	6,220	11,362	-45.26%
Profit Attributable to shareholders	(Php M)	1,470	3,056	-51.90%
Earnings per share	(Php Ctv)	0.309	0.642	-51.90%
Net Asset Value per share	(Php)	7.502	7.353	2.02%
Price Earnings Ratio	(Times)	8.779	4.984	76.14%

- Turnover consists of revenue from condominium sales, rental and cinema, and hotel operations. Shang Properties' gross revenue increased by ₱3.287B to ₱7.861B in 2022 from ₱4.574B in 2021. Sales of residential condominium units of ₱2.851B accounted for 36% of the Group's turnover in 2022. Revenue from rental and cinema operations amounted to ₱2.165B or 28% of turnover in 2022, higher by ₱345M from last year's ₱1.820B. Hotel operations of Shangri-La at the Fort contributed revenue amounting to ₱2.845B or 36% of turnover in 2022, higher by ₱2.043B from last year's ₱802M.
- Profit attributable to shareholders pertains to net income from operations of the Group, net of minority shareholders' share. It increased by ₱1.510B or 71.11% compared with last year.
- Earnings per share of ₱0.763 were higher by 71.11% from last year's ₱0.446.
- Net Asset value per share is calculated by dividing the total net asset of the company (Total asset – Total liabilities) by the number of shares outstanding.
- Net asset value per share increased by 7.65% mainly due to increase in Investment in Associates for because of the SPI's share in net income of the associate company and additional Investment Properties due to land acquisition and ongoing development.
- Price Earnings ratio is a valuation of the company's current share price compared to earnings per share and calculated by dividing the market value per share by the earnings per share. Price earnings ratio is lower by 43.13% at 3.328 times this year from 5.851 times last year. The Group' year-end share price in 2022 is ₱ 2.54 from ₱ 2.61 in 2021.

Results of Operations

Calendar Year 2022 Compared to Calendar Year 2021

	For the Period Ended December 31		Horizontal Analysis		Vertical Analysis	
<i>In Php Millions</i>	2022	2021	Increase (Decrease)		2022	2021
REVENUES						
Condominium sales	2,851	1,951	900	46%	60%	97%
Rental and cinema	2,165	1,820	345	19%	46%	91%
Hotel operations	2,845	802	2,043	255%	60%	40%
	7,861	4,574	3,287	72%	166%	228%
COST OF SALES AND SERVICES						
Condominium sales	1,227	958	269	28%	26%	48%
Rental and cinema	174	81	93	114%	4%	4%
Hotel operations	1,729	1,526	204	13%	37%	76%
	3,130	2,565	565	22%	66%	128%
GROSS INCOME	4,731	2,009	2,722	135%	100%	100%
OPERATING EXPENSES						
General and administrative	1,514	1,121	393	35%	32%	56%
Taxes, licenses and fees	167	183	(16)	-9%	4%	9%
Depreciation	32	39	(7)	-18%	1%	2%
Insurance	14	8	5	61%	0%	0%
	1,726	1,351	375	28%	36%	67%
OTHER INCOME						
Finance income, net	124	75	49	66%	3%	4%
Foreign exchange gains-net	15	5	10	222%	0%	0%
Other income - net	101	181	(81)	-45%	2%	9%
	239	260	(22)	-8%	5%	13%
INCOME BEFORE SHARE IN PROFIT (LOSS) OF ASSOCIATED COMPANIES						
	3,244	918	2,326	99%	69%	46%
SHARE IN NET INCOME OF ASSOCIATES AND A JOINT VENTURE	1,422	405	1,017	100%	30%	20%
INCOME BEFORE INCOME TAX	4,666	1,323	3,343	253%	99%	66%
Provision for income tax	(677)	868	(1,545)	-178%	-14%	43%
NET INCOME	3,988	2,190	1,798	82%	84%	109%
Net Income Attributable to:						
Equity holders of the Parent Company	3,634	2,124	1,510	71%	77%	106%
Non-controlling interests	354	66	287	434%	7%	3%
	3,988	2,190	1,798	82%	84%	109%
BASIC AND DILUTED EARNINGS PER SHARE						
	0.763	0.446	0.32	71%		

Shang Properties' consolidated net income attributable to shareholders for the year ended December 31, 2022 amounted to ₱3.634, ₱1.510B higher than the ₱2.124B posted in the same period last year.

Increase in Turnover by ₱3.287B or 71.86% to ₱7.861B in 2022 from ₱4.574B in 2021, mainly due to higher revenue from condominium sales, rental and cinema and hotel operations of Shangri-La at the Fort.

2. Increase in condominium sales by ₱900M is mainly due to higher percentage of completion used to recognize revenue for the year and also higher number of units sold compared with last year.
3. Increase in revenue from rental and cinema by ₱345M mainly due to higher rental yield of Shangri-La Plaza Mall. Occupancy of the Mall also slight improved compared with last year.
4. Increase in revenue from hotel operations by ₱2.043B is mainly due to higher occupancy of the Shangri-La at the Fort Hotel caused by the easing up of restrictions regarding entry of foreign travelers in the Philippines. Average daily rate of the Hotel also significantly increased as more business and leisure stays were booked, as opposed to quarantine-related bookings in 2021.

Cost of sales and services of the Group amounted to ₱3.188B, higher by ₱623M compared with last year's ₱2.565B due to the following:

1. Increase in cost of condominium sales by ₱269M due to the corresponding increase in revenue across all projects.
2. Increase in cost of rental and cinema by ₱93M mainly due to higher common area expenses, particularly cost of electricity, brought about by higher occupancy rate and increased operations of the Mall as a result of the easing up of COVID-19 restrictions which increased foot traffic in the Mall.
3. Increase in cost of hotel services by ₱261M due to higher occupancy compared to same period last year.

Operating expenses of the Group amounted to ₱1.68B higher by ₱328M or 24.25% from last year's ₱1.35B mainly due to the net effect of the following:

1. Higher professional fees by ₱124M due to higher service fees paid by Shangri-La at the Fort for credit card transactions of guests due to increase in value of the credit card transactions and also due to professional fee relating to current and new projects.
2. Higher advertising costs by ₱74M because of marketing initiatives regarding corporate branding as well as to promote all the ongoing projects and the hotel.
3. Increase in cost of systems and license maintenance by ₱66M mainly due to various automation initiatives and systems upgrade, particularly for Shangri-La at the Fort Hotel.
4. Higher amount donated to various feeding programs and typhoon relief operations by ₱30M.
5. Higher cost of electricity by ₱19M due to increase in electricity rates per kwhr.
6. Higher condominium dues by ₱18M, paid to the Condominium Corporation of The Enterprise Center, the Group's office building which is being leased out. The Group pays for vacant spaces and occupancy rate of the building decreased in 2022.

Other income decreased by ₱22M mainly due to lower income from forfeited security deposits of tenants compared with 2021.

Decrease in interest expense and bank charges by ₱11M mainly due to full payment of the long term debt of Shang Properties Inc. Most of the outstanding borrowings of the Group are related to property development so the interest expenses are mostly capitalized.

Provision for income tax is higher by ₱1.545B mainly due to increase in taxable income and also because of adjustments due to CREATE Law which effectively reduced provision for income tax in 2021.

Calendar Year 2021 Compared to Calendar Year 2020

In Php Millions	For the Period Ended December 31		Horizontal Analysis		Vertical Analysis	
	2021	2020	Increase	(Decrease)	2021	2020
REVENUES						
Condominium sales	1,951	3,010	(1,059)	-35%	97%	116%
Rental and cinema	1,820	2,129	(309)	-14%	91%	82%
Hotel operations	802	1,082	(279)	-26%	40%	42%
	4,574	6,220	(1,647)	-26%	228%	241%
COST OF SALES AND SERVICES						
Condominium sales	958	1,685	(727)	-43%	48%	65%
Rental and cinema	81	100	(19)	-19%	4%	4%
Hotel operations	1,526	1,851	(326)	-18%	76%	72%
	2,565	3,637	(1,072)	-29%	128%	141%
GROSS INCOME	2,009	2,584	(575)	-22%	100%	100%
OPERATING EXPENSES						
General and administrative	1,121	1,270	(149)	-12%	56%	49%
Taxes, licenses and fees	183	183	(0)	0%	9%	7%
Depreciation	39	38	1	2%	2%	1%
Insurance	8	7	1	19%	0%	0%
	1,351	1,499	(147)	-10%	67%	58%
OTHER INCOME						
Finance income, net	75	243	(169)	-69%	4%	9%
Foreign exchange gains (losses) -net	5	(4)	8	-221%	0%	0%
Other income - net	181	316	(134)	-43%	9%	12%
	260	555	(295)	-53%	13%	21%
INCOME BEFORE SHARE IN PROFIT (LOSS) OF ASSOCIATED COMPANIES	918	1,640	(722)	-66%	46%	63%
SHARE IN NET INCOME OF ASSOCIATES AND A JOINT VENTURE	405	186	219	100%	20%	7%
INCOME BEFORE INCOME TAX	1,323	1,826	(503)	-28%	66%	71%
Income tax benefit (expense)	868	(404)	1,272	-315%	43%	-16%
NET INCOME	2,190	1,422	769	54%	109%	55%
Net Income Attributable to:						
Equity holders of the Parent Company	2,124	1,470	654	44%	106%	57%
Non-controlling interests	66	(48)	115	-237%	3%	-2%
	2,190	1,422	769	54%	109%	55%
BASIC AND DILUTED EARNINGS PER SHARE	0.446	0.309	0.14	44%		

Shang Properties' consolidated net income attributable to shareholders for the year ended December 31, 2021 amounted to ₱2.124B, ₱654M higher than the ₱1.470B posted in the same period last year.

Decrease in Turnover by ₱1.646B or 26.47% to ₱4.574B in 2021 from ₱6.220B in 2020, mainly due to lower revenue from condominium sales, rental and cinema and hotel operations of Shangri-La at the Fort.

- Decrease in condominium sales by ₱1.059B is mainly due to decrease in the number of units sold across all projects of the Group as well as slowdown in construction which lead to low percentage of completion used to recognize revenue for the year, mainly due to the COVID 19 pandemic.
- Decrease in revenue from rental and cinema by ₱309M mainly due to lower occupancy rate of both office leasing at The Enterprise Center and mall operations of Shangri-La Plaza. The government-imposed lockdowns in 2021 restricted operations of certain tenants which eventually lead to business closures and lease cancellations.
- Decrease in revenue from hotel operations by ₱279M is mainly due to lower occupancy of the Shangri-La at the Fort Hotel caused by the ongoing travel bans and government-imposed community quarantines. Hotel bookings in 2021 were mainly quarantine-related stays which yielded lower average daily rates.

Cost of sales and services of the Group amounted to ₱2.565B, lower by ₱1.072B compared with last year's ₱3.637B due to the following:

4. Decrease in cost of condominium sales by ₱727M mainly due to lower sales across all projects.
5. Decrease in cost of rental and cinema by ₱19M mainly due to lower common area expenses brought about by reduced operations of the Mall as a result of government-imposed restrictions in the operations of certain commercial establishments.
6. Decrease in cost of hotel services by ₱326M due to lower occupancy compared to same period last year.

Operating expenses of the Group amounted to ₱1.351B lower by ₱148M or 9.87% from last year's ₱1.499 mainly due to the net effect of the following:

1. Higher staff cost by ₱51M due to annual salary adjustments and additional manpower hired during the year.
2. Decrease in taxes and licenses by ₱179K mainly due to lower annual business permits paid by the Group because of lower revenue.
3. Increase in depreciation and amortization by ₱697K due to additional office improvements made and other equipment purchased by the Group in 2021 and started depreciating within the year.
4. Increase in insurance expense by ₱1.3M mainly due to Terrorism and Sabotage insurance acquired by TRDCI for Assembly Ground.
5. Decrease in other general and administrative expenses by ₱149M is mainly due to the provision recognized in 2020 for restructuring and contingencies of Shangri-La at the Fort. The same expense was not incurred in 2021.

Other income decreased by ₱314M mainly due to lower interest income on discounting of installment contracts receivable as well as lower miscellaneous income.

Decrease in interest expense and bank charges by ₱20M mainly due to lower interest rate on bank loans of Shang Properties Inc.

Provision for income tax is lower by ₱1.272B mainly due to reduction of income tax rate upon the effectivity of CREATE Law.

Calendar Year 2020 Compared to Calendar Year 2019

	For the Period Ended		Horizontal		Vertical	
	December 31		Analysis		Analysis	
<i>In Php Millions</i>	2020	2019	Increase (Decrease)		2020	2019
REVENUES						
Condominium sales	3,010	4,428	(1,418)	-32%	116%	84%
Rental and cinema	2,129	3,353	(1,224)	-37%	82%	63%
Hotel operations	1,082	3,580	(2,498)	-70%	42%	68%
	6,220	11,362	(5,141)	-45%	241%	215%
COST OF SALES AND SERVICES						
Condominium sales	1,685	2,697	(1,012)	-38%	65%	51%
Rental and cinema	100	169	(69)	-41%	4%	3%
Hotel operations	1,851	3,213	(1,361)	-42%	72%	61%
	3,637	6,079	(2,442)	-40%	141%	115%
GROSS INCOME	2,584	5,283	(2,699)	-51%	100%	100%
OPERATING EXPENSES						
General and administrative	1,270	991	279	28%	49%	19%
Taxes, licenses and fees	183	209	(27)	-13%	7%	4%
Depreciation	38	34	5	14%	1%	1%
Insurance	7	18	(11)	-60%	0%	0%
	1,499	1,252	247	20%	58%	24%
OTHER INCOME						
Finance income (loss), net	243	(55)	298	-544%	9%	-1%
Foreign exchange gains (losses) -net	(4)	(8)	4	-52%	0%	0%
Other income - net	316	407	(91)	-22%	12%	8%
	555	344	211	61%	21%	7%
INCOME BEFORE SHARE IN PROFIT (LOSS) OF ASSOCIATED COMPANIES						
	1,640	4,375	(2,735)	-10%	63%	83%
SHARE IN NET INCOME OF ASSOCIATES AND A JOINT VENTURE	186	101	84	100%	7%	2%
INCOME BEFORE INCOME TAX	1,826	4,477	(2,651)	-59%	71%	85%
Income tax benefit (expense)	(404)	(1,055)	651	-62%	-16%	-20%
NET INCOME	1,422	3,422	(2,000)	-58%	55%	65%

Shang Properties' consolidated net income attributable to shareholders for the year ended December 31, 2020 amounted to ₱1.470B, P1.586B lower than the ₱3.056B posted in the same period last year.

Decrease in Turnover by ₱5.141B or 45.26% to ₱6.221B in 2020 from ₱11.362B in 2019, mainly due to lower revenue from condominium sales, rental and cinema and hotel operations of Shangri-La at the Fort.

1. Decrease in condominium sales by ₱1.418B is mainly due to decrease in the number of units sold across all projects of the Group mainly due to the COVID 19 pandemic.
2. Decrease in revenue from rental and cinema by ₱1.224B mainly due to lower occupancy rate of both office leasing at The Enterprise Center and mall operations of Shangri-La Plaza.
3. Decrease in revenue from hotel operations by P2.498B is mainly due to lower occupancy of the Shangri-La at the Fort Hotel caused by the ongoing travel bans and government-imposed community quarantines.

Cost of sales and services of the Group amounted to ₱3.637B, lower by ₱2.442B compared with last year's ₱6.079B due to the following:

1. Decrease in cost of condominium sales by ₱1.012B mainly due to lower sales across all projects.
2. Decrease in cost of rental and cinema by ₱69M mainly due to lower common area expenses brought about by reduced operations of the Mall as a result of government-imposed restrictions in the operations of certain commercial establishments.
3. Decrease in cost of hotel services by ₱1.361B due to lower occupancy compared to same period last year.

Operating expenses of the Group amounted to P1.499B higher by ₱247M or 19.72% from last year's ₱1.252B mainly due to the net effect of the following:

1. Higher staff cost by ₱54M due to annual salary adjustments and increase in number of employees of the Group.
2. Decrease in taxes and licenses by ₱27M mainly due to lower real property tax paid by the Group, brought about by the ongoing turnover of units at The Rise project.
3. Increase in depreciation and amortization by ₱5M due to additional office improvements made and other equipment for the year.
4. Decrease in insurance expense by ₱11M is mainly due to lower property insurance as a result of the Group's bidding and negotiation process.
5. Increase in other general and administrative expenses by ₱226M mainly due to donations made by the Group to various Covid 19 and typhoon relief operations and provision for restructuring and contingencies of Shangri-La at the Fort.

Other income increased by ₱78M mainly due to higher interest income on discounting of installment contracts receivable as well as income on interest-bearing advances to a joint venture.

Decrease in interest expense and bank charges by ₱133M mainly due to lower interest rate on bank loans of Shangri-La at the Fort and Shang Properties Inc. and also lower loan balance due to principal payments during the year.

Provision for income tax is lower by ₱651M mainly due to lower taxable income generated during the year.

Financial Condition

Calendar Year 2022 Compared to Calendar Year 2021

	As of December 31		Horizontal Analysis		Vertical Analysis	
<i>In Php Millions</i>	2022	2021	Increase (Decrease)		2022	2021
ASSETS						
Current Assets						
Cash and cash equivalents	1,319	1,376	(58)	-4%	2%	2%
Financial assets at fair value through profit or loss	31	31	1	2%	0%	0%
Receivables-net	5,554	4,381	1,173	27%	8%	7%
Properties held for sale	4,435	3,665	770	21%	7%	6%
Prepaid and other current assets	2,259	1,947	312	16%	3%	3%
Total Current Assets	13,598	11,400	2,198	19%	20%	18%
Non-Current Assets						
Investment in and advances to associates and a joint venture	5,748	4,318	1,430	33%	8%	7%
Investment properties	35,984	35,385	599	2%	53%	55%
Financial assets at fair value through other comprehensive income	812	797	16	2%	1%	1%
Property and equipment - net	10,574	10,814	(240)	-2%	16%	17%
Goodwill	270	270	-	0%	0%	0%
Deferred income tax assets	495	616	(121)	-20%	1%	1%
Other noncurrent assets	149	177	(28)	-16%	0%	0%
Total Non-Current Assets	54,032	52,376	1,655	3%	80%	82%
Total Assets	67,630	63,777	3,853	6%	100%	100%
LIABILITIES & STOCKHOLDERS' EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	5,059	4,774	285	6%	7%	7%
Current portion of:						
Installment payable	-	48	(48)	-100%	0%	0%
Bank loans	8,007	6,610	1,396	21%	12%	10%
Deposits from tenants	698	845	(148)	-17%	1%	1%
Deferred lease income	2	19	(17)	-89%	0%	0%
Income tax payable	42	55	(13)	-24%	0%	0%
Dividends payable	61	62	(1)	-1%	0%	0%
Total Current Liabilities	13,868	12,413	1,455	12%	21%	19%
Non-Current Liabilities						
Retirement benefit liability	84	65	19	30%	0%	0%
Bank loans- net of current portion	300	1,096	(796)	-73%	0%	2%
Deferred income tax liabilities, net	7,095	6,879	216	3%	10%	11%
Advance rentals, net of current portion	-	157	(157)	-100%	0%	0%
Deposit from tenants, net of current portion	308	194	114	59%	0%	0%
Deferred lease income, net of current portion	40	36	4	13%	0%	0%
Total Non-Current Liabilities	7,826	8,425	(599)	-7%	12%	13%
Total Liabilities	21,694	20,838	856	4%	32%	33%
Stockholders' Equity						
Share capital	4,764	4,764	-	0%	7%	7%
Share premium	834	834	-	0%	1%	1%
Treasury shares	(7)	(7)	-	0%	0%	0%
Equity reserves	(141)	(141)			0%	0%
Other comprehensive income	274	269	6	2%	0%	0%
Retained earnings	34,436	31,588	2,849	9%	51%	50%
Non-controlling interest	5,775	5,632	143	3%	9%	9%
Total equity	45,936	42,939	2,997	7%	68%	67%
Total Liabilities and Equity	67,630	63,777	3,853	6%	100%	100%

Total assets of the Group as of December 31, 2022 amounted to ₱67.630B, increased by ₱3.853B from the total assets of ₱63.777B on December 31, 2021. The following are the significant movements in the assets:

- Decrease in cash and cash equivalents by ₱58M mainly due to usage in operations and additions to properties held for sale through property development.
- Decrease in financial assets at fair value through profit or loss by ₱3M due to loss on fair value adjustment recognized during the year.

- Increase in properties held for sale by ₱770M mainly due to ongoing project development and acquisition cost of land which will also be used for project development.
- Net increase in investment in and advances to an associate and a joint venture is mainly due to the Group's 50% share in net income of Shang Robinsons Properties, Inc. which is a joint venture with Robinson's Land Corporation (RLC).
- Increase in investment properties by ₱599M is mainly due to the development cost of a commercial project.
- Decrease in property, plant and equipment by ₱240M is mainly due to periodic depreciation.
- Decrease in deferred income tax assets by ₱121M is mainly due to income recognition of SGCP's NOLCO for the period.

The net decrease in total liabilities by ₱856M from ₱20.838B in 2021 to ₱21.694B in 2022 mainly due to the following:

- The net increase in Accounts Payable by ₱376M is mainly due to increase in advanced rent of Shangri-La Plaza Mall as well as higher payable to government agencies due to higher expenses during the last quarter of 2022.
- Increase in bank loans by ₱600M mainly due to new availments of short-term loans during the year amounting to ₱3.256B which is partially offset by payment of long-term debt and short-term loans of the Shangri-La at the Fort Hotel of ₱2.865B.
- Decrease in deferred lease income by ₱17M and Deposit from Tenants by ₱148M is mainly due to lower deposits from The Enterprise Center (TEC) and Shangri-La Plaza.
- Decrease in income tax payable by ₱13M mainly due to quarterly payments and applicable creditable withholding taxes.
 - Increase in accrued employee benefits by ₱19M mainly due to accrual of retirement benefits.

In Php Millions	As of December 31		Horizontal Analysis		Vertical Analysis	
	2021	2020	Increase	(Decrease)	2021	2020
ASSETS						
Current Assets						
Cash and cash equivalents	1,376	1,550	(173)	-11%	2%	2%
Financial assets at fair value through profit or loss	31	34	(3)	-8%	0%	0%
Receivables-net	4,381	4,996	(616)	-12%	7%	8%
Properties held for sale	3,665	3,413	252	7%	6%	5%
Prepaid and other current assets	1,947	1,663	284	17%	3%	3%
Total Current Assets	11,400	11,656	(256)	-2%	18%	18%
Non-Current Assets						
Investment in and advances to associates and a joint venture	4,318	2,318	2,000	86%	7%	4%
Investment properties	35,385	34,914	471	1%	55%	55%
Financial assets at fair value through other comprehensive income	797	798	(1)	0%	1%	1%
Property and equipment - net	10,814	11,685	(871)	-7%	17%	18%
Goodwill	270	270	-	0%	0%	0%
Deferred income tax assets	616	465	151	32%	1%	1%
Other noncurrent assets	177	1,065	(888)	-83%	0%	2%
Total Non-Current Assets	52,376	51,514	863	2%	82%	82%
Total Assets	63,777	63,170	607	1%	100%	100%
LIABILITIES & STOCKHOLDERS' EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	4,774	5,684	(910)	-16%	7%	9%
Current portion of:						
Installment payable	48	143	(95)	-66%	0%	0%
Bank loans	6,610	4,283	2,327	54%	10%	7%
Deposits from tenants	845	615	231	38%	1%	1%
Deferred lease income	19	41	(22)	-54%	0%	0%
Income tax payable	55	124	(70)	-56%	0%	0%
Dividends payable	62	74	(12)	-16%	0%	0%
Total Current Liabilities	12,413	10,964	1,448	13%	19%	17%
Non-Current Liabilities						
Retirement benefit liability	65	90	(25)	-28%	0%	0%
Bank loans- net of current portion	1,096	1,596	(500)	-31%	2%	3%
Deferred income tax liabilities, net	6,879	8,018	(1,140)	-14%	11%	13%
Advance rentals, net of current portion	157	233	(76)	-33%	0%	0%
Deposit from tenants, net of current portion	194	540	(347)	-64%	0%	1%
Deferred lease income, net of current portion	36	54	(18)	-34%	0%	0%
Total Non-Current Liabilities	8,425	10,531	(2,106)	-20%	13%	17%
Total Liabilities	20,838	21,496	(658)	-3%	33%	34%
Stockholders' Equity						
Share capital	4,764	4,764	-	0%	7%	8%
Share premium	834	834	(0)	0%	1%	1%
Treasury shares	(7)	(7)	-	0%	0%	0%
Equity reserves	(141)	(141)	-	0%	0%	0%
Other comprehensive income	269	220	49	22%	0%	0%
Retained earnings	31,588	30,054	1,534	5%	50%	48%
Non-controlling interest	5,632	5,950	(318)	-5%	9%	9%
Total equity	42,939	41,674	1,265	3%	67%	66%
Total Liabilities and Equity	63,777	63,170	607	1%	100%	100%

Total assets of the Group amounted to ₱63.777B, increased by ₱607M from the total assets of ₱63.170B on December 31, 2020. The following are the significant movements in the assets:

- Decrease in cash and cash equivalents by ₱173M mainly due to usage in operations and additions to investment properties and capital expenditures.
- Decrease in financial assets at fair value through profit or loss by ₱3M due to loss on fair value adjustment recognized during the year.
- Decrease in trade and other receivables by ₱616M mainly due to lower Installment Contracts Receivable from Condominium sales because of collection of outstanding balances of units that were turned over during the year.

- Increase in properties held for sale by ₱252M mainly due to acquisition cost of land which will be used for project development.
- Net increase in investment in and advances to an associate and a joint venture is mainly due to additional advances during the year and the Group's 50% share in net income of Shang Robinsons Properties, Inc. which is a joint venture with Robinson's Land Corporation (RLC).
- Increase in investment properties by ₱471M is mainly due to the development cost of a commercial project.
- The decrease in the Financial Assets at Fair Value through other comprehensive income by ₱600K is mainly due to the fair valuation of unlisted shares of stock being held by the Group as investment.
- Decrease in property, plant and equipment by ₱871M is mainly due to periodic depreciation.
- Increase in deferred income tax assets by ₱151M is mainly due to income recognition of SGCP's NOLCO for the period.
- Decrease in other noncurrent assets by ₱888M is mainly due to reclassification of previously recorded deposits made by SPI for future project developments to investment in and advances to an associate and a joint venture.

The net decrease in total liabilities by ₱ 658M from ₱21.496B in 2020 to ₱20.838B in 2021 mainly due to the following:

- The Net Decrease in Accounts Payable by ₱910M is mainly due to lower trade and retention payables, accrued expenses and advances from condominium unit buyers.
- Net decrease in installment payable by ₱95M is mainly due to quarterly payments during the year.
- Increase in bank loans mainly due to new availments of short-term loans during the year amounting to ₱1.826B.
- Decrease in deferred lease income by ₱41M and Deposit from Tenants by ₱116M is mainly due to lower deposits from The Enterprise Center (TEC) and Shangri-La Plaza.
- Decrease in income tax payable by ₱70M mainly due to decrease in taxable income for the year and lower tax rate.
- Decrease in dividends payable by ₱12M due lower unclaimed dividend checks paid to shareholders during the year.
- Decrease in deferred income tax liabilities by ₱1.139B is mainly due to adjustments to lower tax rate due to CREATE Law.

In Php Millions	As of December 31		Horizontal Analysis		Vertical Analysis	
	2020	2019	Increase (Decrease)		2020	2019
ASSETS						
Current Assets						
Cash and cash equivalents	1,550	2,640	(1,090)	-41%	2%	4%
Financial assets at fair value through profit or loss	34	36	(3)	-7%	0%	0%
Receivables-net	4,996	5,219	(223)	-4%	8%	8%
Properties held for sale	3,413	2,876	537	19%	5%	5%
Prepaid and other current assets	1,663	1,314	349	27%	3%	2%
Total Current Assets	11,656	12,086	(430)	-4%	18%	19%
Non-Current Assets						
Investment in and advances to associates and a joint venture	2,318	2,122	196	9%	4%	3%
Investment properties	34,914	32,903	2,010	6%	55%	52%
Real estate development projects	-	1,488	(1,488)	-100%	0%	2%
Financial assets at fair value through other comprehensive income	798	804	(6)	-1%	1%	1%
Property and equipment - net	11,685	12,811	(1,127)	-9%	18%	20%
Goodwill	270	270	-	0%	0%	0%
Deferred income tax assets	465	227	238	105%	1%	0%
Other noncurrent assets	1,065	643	422	66%	2%	1%
Total Non-Current Assets	51,514	51,268	246	0%	82%	81%
Total Assets	63,170	63,354	(184)	0%	100%	100%
LIABILITIES & STOCKHOLDERS' EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	5,684	6,169	(485)	-8%	9%	10%
Current portion of:						
Installment payable	143	444	(301)	-68%	0%	1%
Bank loans	4,283	3,553	730	21%	7%	6%
Deposits from tenants	615	392	223	57%	1%	1%
Deferred lease income	41	45	(4)	-9%	0%	0%
Income tax payable	124	251	(126)	-50%	0%	0%
Dividends payable	74	48	26	56%	0%	0%
Total Current Liabilities	10,964	10,902	62	1%	17%	17%
Non-Current Liabilities						
Retirement benefit liability	90	55	35	63%	0%	0%
Bank loans- net of current portion	1,596	2,375	(778)	-33%	3%	4%
Deferred income tax liabilities, net	8,018	7,865	153	2%	13%	12%
Advance rentals, net of current portion	233	112	121	108%	0%	0%
Deposit from tenants, net of current portion	540	727	(187)	-26%	1%	1%
Deferred lease income, net of current portion	54	47	7	14%	0%	0%
Total Non-Current Liabilities	10,531	11,181	(650)	-6%	17%	18%
Total Liabilities	21,496	22,083	(588)	-3%	34%	35%
Stockholders' Equity						
Share capital	4,764	4,764	-	0%	8%	8%
Share premium	834	834	0	0%	1%	1%
Treasury shares	(7)	(7)	-	0%	0%	0%
Equity reserves	(141)	(141)	-	0%	0%	0%
Other comprehensive income	220	236	(17)	-7%	0%	0%
Retained earnings	30,054	29,329	725	2%	48%	46%
Non-controlling interest	5,950	6,254	(304)	-5%	9%	10%
Total equity	41,674	41,270	404	1%	66%	65%
Total Liabilities and Equity	63,170	63,354	(184)	0%	100%	100%

Total assets of the Group amounted to P63.170B, decreased by ₱184M from the total assets of ₱63.354B in December 31, 2019. The following are the significant movements in the assets:

- Decrease in cash and cash equivalents by ₱1.090B mainly due to payment of bank loans and cash dividends.
- Decrease in financial assets at fair value through profit or loss by ₱3M due to loss on fair value adjustment recognized during the year.
- Increase in trade and other receivables by ₱777M mainly due to reclassification of receivables from related parties from Advances to a Joint Venture.

- Increase in properties held for sale by ₱537M mainly due to acquisition cost of land which will be used for project development.
- Net increase in investment in and advances to an associate and a joint venture is mainly due to additional advances during the year and the Group's 50% share in net income of Shang Robinsons Properties, Inc. which is a joint venture with Robinson's Land Corporation (RLC).
- Increase in investment properties by ₱2.010B is mainly due to the reclassification to investment property of cost of completed retail portion of The Rise and development cost of a commercial project previously part of Real Estate Development Projects. Increase is also due to cost of Aurelia units purchased by the Group and additional improvements of SLPC Building.
- The decrease in the Financial Assets at Fair Value through other comprehensive income by ₱6M is mainly due to the fair valuation of unlisted shares of stock being held by the Group as investment.
- Decrease in property, plant and equipment by ₱1.127B is mainly due to periodic depreciation.
- Increase in deferred income tax assets by ₱238M is mainly due to income recognition of SGCP's NOLCO for the period.
- Increase in other noncurrent assets by ₱422M is mainly due to deposits made by SPI for future project developments.

The net decrease in total liabilities by ₱588M from ₱22.083B in 2019 to ₱21.496B in 2020 mainly due to the following:

- The Net Decrease in Accounts Payable by ₱485M is mainly due to lower reservation and retention payables.
- Net decrease in installment payable by ₱301M is due to quarterly payments during the year.
- Decrease in bank loans mainly due to net repayments amounting to ₱49M.
- Increase in deferred lease income by ₱3M is mainly due to higher deposits from The Enterprise Center (TEC) and Shangri-La Plaza.
- Decrease in income tax payable by ₱126M mainly due to lower taxable income for the year.
- Increase in dividends payable by ₱27M due to unclaimed dividend checks paid to shareholders during the year.
- Increase in deferred income tax liabilities by ₱153M is mainly due to the recognition of higher percentage of completion of The Rise condominium project.

Statement of Cash Flows

Net cash provided by operating activities in 2021 amounted to ₱354M. The cash inflows in 2021, 2020 and 2019 includes collection of revenue from various condominium projects, rental revenue from mall operation of the Shangri-La Plaza and leasing operations of TEC, and hotel operations of Shangri-La at the Fort. Net cash provided by operating activities in 2020 and 2019 amounted to ₱1.028B and ₱4.118B, respectively.

Net cash used in investing activities in 2021 amounted to ₱568.4M mainly used in advances to the joint venture with Robinsons Land Corp, acquisition of investment properties and property, plant and equipment amounting to ₱5.4M, ₱457.7M and ₱126.7M respectively. Net cash used in investing activities in 2020 amounted to ₱1.398B was mainly used in deposit for future project amounting to

₱465.9M. Net cash used in investing activities in 2019 amounted to ₱2.366B mainly used in the joint venture with Robinsons Land Corp, acquisition of investment properties and deposit for future project amounting to ₱1.020B, ₱1.109B and ₱172M respectively.

Net cash inflow in financing activities in 2021 amounted to ₱742.2M mainly from new short-term loan proceeds for the year. In 2020 and 2019, net cash used in financing activities amounted to ₱1.133B and ₱1.539B respectively, mainly used in payments of bank loans, interest and cash dividends.

(b) Interim Periods

Key Performance Indicators

		31-Mar		% Change
		2023	2022	
Turnover	(Php M)	2,311.4	1,447.5	59.68%
Profit Attributable to shareholders	(Php M)	1,141.8	476.3	139.72%
Earnings per share	(Php Ctv)	0.240	0.100	139.72%
Net Asset Value per share	(Php)	8.673	8.434	2.84%
Price Earnings Ratio	(Times)	0.453	0.472	-4.04%

- Turnover consists of sales of residential condominium units, revenue from rental and cinema and hotel operations. For the three (3) months ended March 31, 2023, Shang Properties' revenue increased by P863.9 million (M) to P2.3 billion (B) from P1.4B revenue during the same period in 2022. Sales of residential condominium units accounted for P675.5M or 29% of the total revenue and is higher by P17.04M from P658.4M in the same period last year. Revenue from leasing operations amounted to P615.8M or 27% of the total revenue and is higher by P149M from P466.7M in the same period last year. Shangri-La at the Fort's hotel operations contributed revenue amounting to P1.02B or 44% of the total revenue and is higher by P697.9M from P322.3M in the same period last year.
- Profit attributable to shareholders that pertains to net income from operations after tax amounted to P1.1B, higher by P665.5M or 139.72% compared with the same period last year.
- Earnings per share of P0.240 in 2023 is higher by 139.72% compared with the first three quarters of 2022.
- Net asset value per share is calculated by dividing the total net asset of the Group (Total assets – Total liabilities and equity attributable to non-controlling interest) by the number of shares outstanding. Net asset value per share increased by 2.84% mainly due to ongoing development of the Group's projects as well as additional investment properties and installment receivables arising from sales of condominium units and parking slots.
- Debt to equity measures the exposure of creditors to that of the stockholders. It gives an indication of how leveraged the Group is. It is determined by dividing total debt by stockholder's equity. The Group's financial position remains solid with debt to equity ratio of 0.45:1 as of March 31, 2023 and 0.47:1 as of March 31, 2022.

Results of Operation

In Php Millions	For the Period Ended March 31		Horizontal Analysis		Vertical Analysis	
	2023	2022	Increase (Decrease)		2023	2022
REVENUES						
Condominium sales	675	658	17	3%	44%	74%
Rental and cinema	616	467	149	32%	41%	52%
Hotel operations	1,020	322	698	217%	67%	36%
	2,311	1,447	864	60%	152%	162%
COST OF SALES AND SERVICES						
Condominium sales	285	283	1	0%	19%	32%
Rental and cinema	26	19	7	37%	2%	2%
Hotel operations	482	254	229	90%	32%	28%
	793	556	237	43%	52%	62%
GROSS INCOME	1,519	891	627	70%	100%	100%
OPERATING EXPENSES						
General and administrative	382	343	39	11%	25%	38%
Taxes, licenses and fees	67	73	(7)	-9%	4%	8%
Depreciation	8	7	1	10%	1%	1%
Insurance	6	4	2	38%	0%	0%
	463	428	35	8%	30%	48%
OTHER INCOME						
Finance income, net	(4)	2	(6)	-306%	0%	0%
Foreign exchange gains-net	(4)	3	(7)	-238%	0%	0%
Other income - net	91	31	59	189%	6%	4%
	83	36	46	127%	5%	4%
INCOME BEFORE SHARE IN PROFIT (LOSS) OF ASSOCIATED COMPANIES						
	1,139	500	639	189%	75%	56%
SHARE IN NET INCOME OF ASSOCIATES AND A JOINT VENTURE						
	412	107	305	100%	27%	12%
INCOME BEFORE INCOME TAX						
	1,551	607	944	156%	102%	68%
Provision for income tax	(261)	(83)	(178)	215%	-17%	-9%
NET INCOME						
	1,290	524	766	146%	85%	59%
Net Income Attributable to:						
Equity holders of the Parent Company	1,142	476	666	140%	75%	53%
Non-controlling interests	148	48	100	211%	10%	5%
	1,290	524	766	146%	85%	59%
BASIC AND DILUTED EARNINGS PER SHARE						
	0.240	0.100	0.14	140%		

Consolidated net income for the period ended March 31, 2023 amounted to ₱1.141M which is higher by 139.72% from last year's ₱476.3M.

Turnover increased by ₱863.9M to ₱2.3B in 2023 from ₱1.4B in 2022, mainly due to net effect of the following:

- Increase in revenue from condominium sales by ₱17M mainly due to higher number of units sold during the first three quarters of the year.
- Increase in revenue from rental and cinema by ₱149M mainly due to higher occupancy rate of the mall operations of Shangri-La Plaza.
- Increase in revenue from hotel operations by ₱697.9M mainly due to higher occupancy during the first quarter of the year compared to the same period last year.

Total Cost of Sales and Services of the Group amounted to ₱792.7M, higher by ₱236.6M compared with last year's ₱556M. This was mainly due to the following:

- Increase in cost of condominium sales due to higher number of units were sold during the first quarter of the year.
- Increase in cost of rental and cinema by ₱6.9M is mainly due to higher share in common expenses from mall operations during the first quarter of 2023.
- Increase in cost of hotel operations by ₱228.7M due to higher occupancy which increased the cost for both the rooms and food and beverage outlets of the hotel.

Total Operating Expenses of the Group amounted to ₱462.6M, higher by ₱34.6M compared with last year's ₱428M. This was mainly due to the net effect of the following:

- Increase in general and administrative expense by ₱38.9M is mainly due Advertising Expenses incurred by the parent & SGCPI.
- Decrease in taxes and licenses due to documentary stamp tax on bank loans as no new loans were obtained during the first quarter of 2023. In the same period last year, additional loans of ₱870.0M was availed by the Group.
- Increase in depreciation by ₱714.8K due to capital purchases of other equipment in 2022 which we started depreciation in 2023.
- Increase in insurance by ₱1.6M mainly due to Terrorism and Sabotage insurance acquired by TRDCI for Assembly Grounds.

Other Income increased by ₱27.6M mainly due to forfeited payments of cancelled units in The Rise.

Financial Condition

	Unaudited March 31 2023	Audited December 31 2022	Horizontal Analysis Increase (Decrease)		Vertical Analysis 2023 2022	
In Php Millions						
ASSETS						
Current Assets						
Cash and cash equivalents	1,105	1,319	(214)	-16%	2%	2%
Financial assets at fair value through profit or loss	31	31	(0)	0%	0%	0%
Receivables-net	5,890	5,554	336	6%	9%	8%
Properties held for sale	4,710	4,435	275	6%	7%	7%
Prepaid and other current assets	2,261	2,259	2	0%	3%	3%
Total Current Assets	13,998	13,598	400	3%	20%	20%
Non-Current Assets						
Investment in and advances to associates and a joint venture	6,163	5,748	415	7%	9%	8%
Investment properties	36,225	35,984	241	1%	53%	53%
Financial assets at fair value through other comprehensive income	812	812	(0)	0%	1%	1%
Property and equipment - net	10,499	10,574	(75)	-1%	15%	16%
Goodwill	270	270	-	0%	0%	0%
Deferred income tax assets	415	495	(80)	-16%	1%	1%
Other noncurrent assets	154	149	5	4%	0%	0%
Total Non-Current Assets	54,538	54,032	507	1%	80%	80%
Total Assets	68,536	67,630	906	1%	100%	100%
LIABILITIES & STOCKHOLDERS' EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	4,893	5,059	(165)	-3%	7%	7%
Current portion of:						
Bank loans	7,987	8,007	(19)	0%	12%	12%
Deposits from tenants	666	698	(31)	-4%	1%	1%
Deferred lease income	2	2	(0)	0%	0%	0%
Income tax payable	117	42	75	180%	0%	0%
Dividends payable	61	61	(0)	0%	0%	0%
Total Current Liabilities	13,727	13,868	(141)	-1%	20%	21%
Non-Current Liabilities						
Retirement benefit liability	85	84	1	1%	0%	0%
Bank loans- net of current portion	-	300	(300)	-100%	0%	0%
Deferred income tax liabilities, net	7,156	7,095	61	1%	10%	10%
Deposit from tenants, net of current portion	365	308	57	19%	1%	0%
Deferred lease income, net of current portion	40	40	0	0%	0%	0%
Total Non-Current Liabilities	7,646	7,826	(180)	-2%	11%	12%
Total Liabilities	21,373	21,694	(320)	-1%	31%	32%
Stockholders' Equity						
Share capital	4,764	4,764	-	0%	7%	7%
Share premium	834	834	-	0%	1%	1%
Treasury shares	(7)	(7)	-	0%	0%	0%
Equity reserves	(141)	(141)			0%	0%
Other comprehensive income	274	274	(1)	0%	0%	0%
Retained earnings	35,578	34,436	1,142	3%	52%	51%
Non-controlling interest	5,860	5,775	85	1%	9%	9%
Total equity	47,163	45,936	1,226	3%	69%	68%
Total Liabilities and Equity	68,536	67,630	906	1%	100%	100%

Total assets of the Group as of March 31, 2023 amounted to P68.5B, an increase of P906M from total assets of P67.6B in December 31, 2022. Following are significant movements in assets during the first three quarters of the year:

- Cash and Cash Equivalents decreased by P213.5M mainly due to payment of the Group's bank loans and operating expenses.
- Financial Assets at Fair Value Through Profit or Loss decreased by P62.7K mainly due to decrease in value of listed shares owned by the Group.
- Receivables increased by P336.2M mainly due to higher sales of the condominium units of Shang Residences Wack Wack and revenue from hotel operations.
- Properties Held for Sale increased by P262.7M mainly due to partial payment of the land purchased for future project.

- Input Tax and Other Current Assets increased mainly due to down payments made to contractors of Shang Residences Wack Wack & Shang One Horizon projects during the first quarter of the year. These will be recouped from future progress billings. Also, included are annual prepaid expenses paid at the beginning of the year and will be amortized monthly.
- Investments in and advances to associates and a Joint Venture increased by ₱414.9M mainly due to the parent's share in Net Income of Shang Robinsons Properties, Inc. for the period ended March 31, 2023.
- Investment Properties increased by ₱253.3M mainly due to Construction costs incurred for Shang One Horizon project.
- Deferred Income Tax Assets decreased by ₱79.7M mainly due to utilization of Shang Global City Properties Inc.'s NOLCO during the first quarter of 2023.
- Other Noncurrent Assets increased by ₱5.4M mainly due to higher refundable deposit for the period.
- Current ratio is 1.02:1 as of March 31, 2023 from 0.98:1 as of December 31, 2022.

Total liabilities decreased by P320.4M from P21.7B in 2022 to P21.4B in 2023 mainly due to the net effect of the following:

- Decrease in bank loans by P318.8M is mainly due to payment of the bank loans of Shang Global City Properties Inc.
- Decrease in Accounts Payable by P168.6M is mainly due to payments made to suppliers during the first three quarters of the year.
- Increase in income tax payable by P75M is mainly due to income tax due for the first quarter of 2023.
- Increase in accrued employee benefits by P1.2M is mainly due to the accruals for the first three months of 2023.
- Increase in Deposit from Tenants by P26M is mainly due to deposit made by tenants of the retail portion of Shangri-La at the Fort Hotel under Shang Global City Properties Inc. during the first quarter of 2023.
- Deferred Income Tax Liabilities increased by P61.4M mainly due to the net effects of the difference in accounting method used by Shang Residences Wack Wack and The Rise Makati projects.

Information required by Part III, Paragraph (A) (2) (b) of "Annex C" of SRC Rule 2 (Applicable to all fiscal and interim periods in this report)

- (i) There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.
- (ii) There are no known events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of obligation.

- (iii) There are no off balance sheet material transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- (iv) There are no material commitments for capital expenditures.
- (v) There are no known trends, events or uncertainties that have had or that are reasonably expected to have material favorable or unfavorable impact on net sales or revenues or income from continuing operations.
- (vi) There are no significant elements of income or loss that did not arise from the Registrant's continuing operations.
- (vii) Causes of material changes from period to period of FS including vertical and horizontal analysis of material item. Please see discussion under financial condition.
- (viii) There are no seasonal aspects that had a material effect on the financial statements.

Furnish the information required by Part III, Paragraph (B) of "Annex C, as amended"

- (1) If during the two most recent fiscal years or any subsequent interim period, the independent accountant has resigned, was dismissed or otherwise ceased performing services, state the name of the previous accountant and the date of resignation, dismissal or cessation of performing services.

Not Applicable

- (2) Describe if there were any disagreements with the former accountant on any matter of accounting and financial disclosure.

The Group's external auditor for the last 2 years is Isla Lipana & Co. There was no disagreement/s with Isla Lipana & Co. on any accounting and financial disclosure matters.

- (3) File as an exhibit to the report the letter from the former accountant addressed to the Commission stating whether it agrees with the statements made by the company and, if not, stating the respects in which it does not agree.

Not Applicable

Information of Independent Accountant and other related matters

a. External Audit Fees and Services

The table below sets forth the aggregate fees billed to the Company for each of the last two (2) years for professional services rendered by Isla Lipana & Co.:

	2021	2022
Audit Fees	4,458,250	4,393,050
Tax Consultancy Fees	-	-
	4,458,250	4,393,050

No other service was provided by external auditors to the Company for the fiscal years 2021 and 2020.

b. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Consolidated Audited Financial Statements

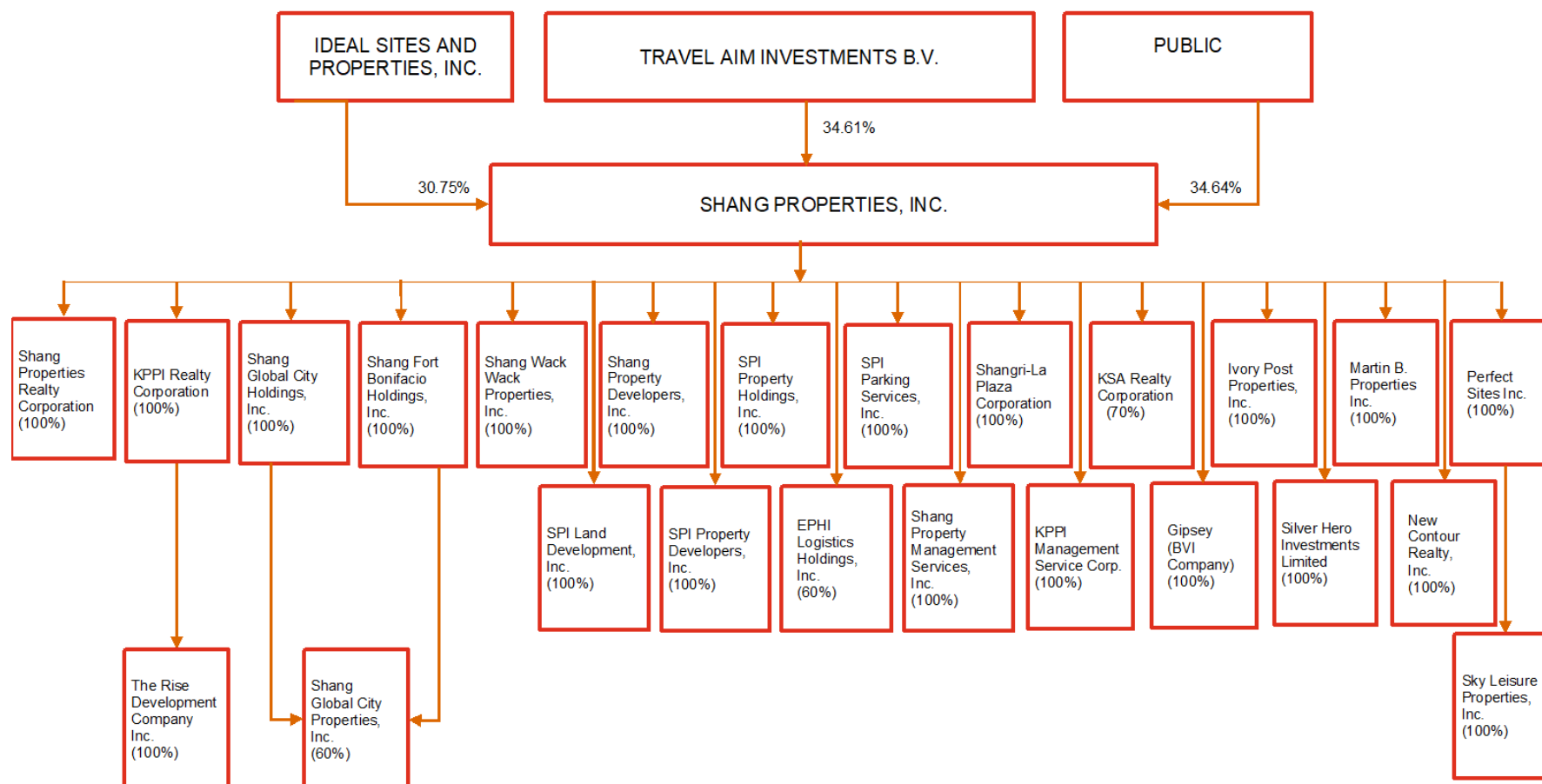
The Consolidated Audited Financial Statements of the Group for 2022 are incorporated in the accompanying Exhibits and Schedules.

Statements Required by Rule 68 Securities Regulation Code (SRC)**Other Required Disclosures**

- A.) The attached interim financial reports were prepared in accordance with Philippine Financial Reporting Standard. The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2022.
- B.) Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations, there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the interim period.

Shang Properties, Inc. and Subsidiaries

Map of the Group of Companies within which the Reporting Entity Belongs
as of December 31, 2022



Shang Properties, Inc. and Subsidiaries

Financial Soundness Indicators
As at December 31, 2022, 2021 and 2020

Ratio	Formula	2022	2021	2020
A. Current and Liquidity Ratios				
1. Current ratio	Total current assets	13,610,336,972	0.98	0.92
	Divided by: Total current liabilities	13,867,912,141		1.06
	Current ratio	0.98		
2. Acid test ratio	Total current assets	13,610,336,972	0.82	0.76
	Less: Prepaid taxes and other current assets	2,259,295,838		0.91
	Quick assets	11,351,041,134		
	Divided by: Total current liabilities	13,867,912,141		
	Acid test ratio	0.82		
B. Solvency ratio				
	Net income	3,988,161,580	0.20	0.15
	Add: Depreciation*	387,958,563		0.12
	Net income before depreciation	4,376,120,143		
	Divided by: Total liabilities	21,693,728,544		
	Solvency ratio	0.20		
C. Debt to equity ratio				
	Total liabilities	21,693,728,544	0.47	0.49
	Divided by: Total equity	45,936,189,609		0.52
	Debt to equity ratio	0.47		
D. Asset to equity ratio				
	Total assets	67,629,918,153	1.47	1.49
	Divided by: Total equity	45,936,189,609		1.52
	Asset to equity ratio	1.47		
E. Debt ratio				
	Total liabilities	21,693,728,544	0.32	0.33
	Divided by: Total assets	67,629,918,153		0.34
	Debt ratio	0.32		

Ratio	Formula	2022	2021	2020
F. Profitability ratios				
1. Return on assets (%)	$\frac{\text{Net income}}{\text{Divided by: Total assets}}$ $\frac{3,988,161,580}{67,629,918,153}$ Return on assets (%)	5.90	3.43	2.25
2. Return on equity (%)	$\frac{\text{Net income}}{\text{Divided by: Total equity}}$ $\frac{3,988,161,580}{45,936,189,609}$ Return on equity (%)	8.68	5.10	3.41
3. Net profit margin	$\frac{\text{Net income}}{\text{Divided by: Total revenues}}$ $\frac{3,988,161,580}{7,860,859,149}$ Net profit margin (%)	50.73	47.89	22.85
G. Earnings per share (EPS) attributable to equity holders of Parent				
	$\frac{\text{Net income after minority interest}}{\text{Divided by: Total shares outstanding}}$ $\frac{3,634,480,086}{4,761,918,337}$ EPS attributable to equity holders of Parent	0.76	0.45	0.31
H. Book value per share (BPS) attributable to equity holders of Parent				
	$\frac{\text{Total equity after minority interest}}{\text{Divided by: Total shares outstanding}}$ $\frac{40,161,262,510}{4,761,918,337}$ BPS attributable to equity holders of Parent	8.43	7.83	7.50

Shang Properties, Inc. and Subsidiaries

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

Description of each issue	Number of shares	Amount shown in the Consolidated Statement of Financial Position	Value based on market quotations at statement date	Income (loss) received and accrued
Cash and cash equivalents*		1,318,603,295	1,318,603,295	7,062,745
Trade and other receivables**		5,553,712,185	5,553,712,185	92,398,578
Financial assets at fair value through profit or loss***		31,393,069	31,393,069	577,095
Refundable deposits****		136,604,521	136,604,521	-
Financial assets at fair value through other comprehensive income*****				
Quoted shares	8	47,050,000	47,050,000	-
Unquoted shares	298,516	765,418,496	765,418,496	15,500,000
		812,468,496	812,468,496	15,500,000
		7,852,781,566	7,852,781,566	115,538,417

* See Note 3 to the Consolidated Financial Statements.

** See Note 5 to the Consolidated Financial Statements.

*** See Note 4 to the Consolidated Financial Statements.

**** See Notes 7 and 14 to the Consolidated Financial Statements.

***** See Note 11 to the Consolidated Financial Statements.

Shang Properties, Inc. and Subsidiaries

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

Name and designation of debtor	Balance at beginning of period	Additions	Deduction		Current	Non-current	Balance at end of period
			Amount collected	Amount written-off			
Classic Elite Holdings Limited	1,144,187,554				-	1,144,187,554	1,144,187,554
One Shangri-la Place Condominium Corp	53,445,509	13,637,298	(10,497,070)	-	13,471,788	43,113,949	56,585,737
Shang salcedo Place Condo. Corp.	66,649,671	10,773,407	(21,763)	-	50,312,345	27,088,969	77,401,314
EDSA Shangri-la Hotel & Resorts, Inc.	18,450,381	84,701,128	(69,052,460)	-	1,307,160	32,791,889	34,099,049
Makati Shangri-la Hotel	12,294,051	7,406,206	(7,850,427)	-	3,331,539	8,518,290	11,849,830
The St. Francis Shangri-la Place Condo. Corp	38,685,089	15,758,640	(6,435,451)	-	16,664,258	31,344,020	48,008,277
The Shang Grand Tower Condo. Corp.	21,330,518	7,329,396	(1,059,042)	-	7,903,491	19,697,381	27,600,873
Ideal Sites Property Inc.	7,013,348	3,039			3,039	7,013,348	7,016,388
Mactan Shangri-la Hotel	27,664,040	16,206,844	(4,001,663)	-	12,534,766	27,334,456	39,869,222
The Enterprise Centre Condo. Corp.	15,569,489	40,819,832	(22,348,229)	-	31,224,321	2,816,772	34,041,093
Shang Robinsons Properties, Inc.	198,018,968	154,300,644	(669,504)	-	148,025,525	203,624,583	351,650,108
Others	146,852,162	83,779,863	(78,736,630)	-	38,408,663	113,486,732	151,895,395
	1,750,160,780	434,716,298	(200,672,239)	-	323,186,896	1,661,017,944	1,984,204,839

See Notes 5 and 27 to the Consolidated Financial Statements.

Shang Properties, Inc. and Subsidiaries

Schedule C - Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements

As at December 31, 2022

(All amounts in Philippine Peso)

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not Current	Balance at end of period
							11,076,825,28
Shang Properties, Inc.	8,773,599,769	2,735,856,713	(432,631,202)	-	2,326,540,772	8,750,284,508	1
Shangri-la Plaza Corp.	40,340,225	488,560,511	(26,789,666)	-	460,422,010	41,689,059	502,111,069
Shang Property management Services, Inc.	42,881,676	46,716,059	(15,454,281)	-	46,613,234	27,530,220	74,143,454
Shang Properties Realty Corporation	179,172,965	155,685,574	(165,817,768)	-	92,574,657	76,466,114	169,040,772
SPI Parking Services, Inc.	2,143	4,035	(4,728)	-	1,450	-	1,450
KSA Realty Corporation	1,026,699	18,114,916	(17,406,057)	-	1,735,558	-	1,735,558
Shang Property Developers, Inc.	2,368,032,904	927,000	(95,000,000)	-	2,273,959,904	-	2,273,959,904
Silver Hero from SPDI	2,317,500,000	-	-	-	-	2,317,500,000	2,317,500,000
The Rise Development Company, Inc.	224,478,691	50,263,342	(16,951,291)	-	36,844,020	220,946,722	257,790,742
New Contour Realty Inc.	4,023,361	2,508	-	-	5,111	4,020,758	4,025,869
Shang Global City Properties, Inc.	942,306	1,690,118	(1,664,654)	-	967,769	-	967,769
Shang Wack Wack Properties, Inc.	54,696,437	13,886,195	(13,339,622)	-	55,243,009	-	55,243,009
Perfect Sites Inc.	116,108,696	11,000,000	-	-	11,000,000	116,108,696	127,108,696
KPPI Realty Corporation	3,612	-	-	-	-	3,612	3,612
SPI LDI	-	1,318,847	-	-	1,318,847	-	1,318,847
SPI PDI	-	6,634,275	-	-	6,634,275	-	6,634,275
SPI PHI	-	162,416	-	-	162,416	-	162,416
	14,122,809,48						16,868,572,72
	4	3,530,822,508	(785,059,270)		5,314,023,033	11,554,549,690	3

See Note 27 to the Consolidated Financial Statements.

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

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption “Current portion of long-term debt” in related Statement of Financial Position	Amount shown under caption “Long-term debt” in related Statement of Financial Position
10-year loan with interest based on the higher between the PHP BVAL rate plus spread of 0.75% per annum and the Bangko Sentral ng Pilipinas (BSP) overnight borrowing rate minus spread of 0.95% per annum	1,096,192,468	796,519,593	299,672,875
12-month loan with fixed interest rate of 3.00% per annum	5,000,000,000	5,000,000,000	-
	6,096,192,468	5,796,519,593	299,672,875

Shang Properties, Inc. and Subsidiaries

Schedule E - Indebtedness to Related Parties

As at December 31, 2022

(All amounts in Philippine Peso)

Name of related party	Balance at beginning of period	Balance at end of period
Shangri-La International Hotel Management Limited	34,820,808	94,279,579
St. Francis Shangri-La place Condo. Corp.	316,967	316,967
The Enterprise Center condo. Corp	12,807,215	12,678,637
Others	77,693,756	91,137,547
	125,638,746	198,412,730

See Notes 15 and 27 to the Consolidated Financial Statements.

Shang Properties, Inc. and Subsidiaries

Schedule F - Guarantees of Securities of Other Issuers

As at December 31, 2022

(All amounts in Philippine Peso)

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

Shang Properties, Inc. and Subsidiaries

Schedule G - Share Capital As at December 31, 2022 (All amounts in Philippine Peso)

Title of issue	Number of shares authorized	Number of Shares issued and outstanding as shown under related Statement of Financial Position	Number of shares reserved for options, warrants, conversions, and other rights	Number of shares held by related parties	Number of shares held by Directors, officers, and employees	Others
Issued shares:						
Common shares	8,000,000,000	4,764,058,982	-	-	-	-
Outstanding shares:						
Common shares	-	4,764,056,287	-	3,114,013,999	4,053,136	1,645,989,152
Total	-	4,764,056,287	-	3,114,012,999	4,053,136	1,645,989,152

See Note 18 to the Consolidated Financial Statements.

Shang Properties, Inc.

Reconciliation of Retained Earnings Available for Dividend Declaration

As at December 31, 2022

(All amounts in Philippine Peso)

Unappropriated Retained Earnings beginning		19,859,180,162
Fair value adjustment of investment properties in prior years, net of tax		(9,868,058,867)
Equity in net income of associate/joint venture in prior years, net of tax		(504,270,033)
Fair value adjustment in prior years, net of tax		134,606
Treasury shares		(6,850,064)
Unappropriated Retained Earnings, as adjusted to available for dividend declaration, beginning of the year		9,480,135,804
Net income based on the face of audited financial statements	2,721,933,606	
Less: Non-actual/unrealized income net of tax	-	
Equity in net income of associate/joint venture	-	
Unrealized foreign exchange gain - net (except those attributable to cash and cash equivalents)	-	
Unrealized actuarial gain	-	
Fair value adjustment	(261,576)	
Fair value adjustment of investment property resulting to gain	-	
Adjustment due to deviation from PFRS/GAAP – gain	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted under the PFRS	-	
Add: Non-actual losses		
Depreciation on revaluation increment (after tax)	-	
Fair value adjustment	-	
Adjustment due to deviation from PFRS/GAAP – loss	-	
Loss on fair value adjustment of investment property (after tax)	-	
Net income actually earned during the period	2,721,672,030	2,721,672,030
Add (Less):		
Realized remeasurement loss during the year		
Dividends declarations during the year		(785,616,768)
Appropriations of retained earnings		-
Reversal of appropriateness		-
Other reserves from restatement due to PAS19 Revised		-
Treasury shares		-
TOTAL RETAINED EARNINGS, END OF THE YEAR AVAILABLE FOR DIVIDEND		11,416,191,066

DISCLOSURE REQUIREMENT UNDER SEC. 49 OF THE REVISED CORPORATION CODE	
a) The minutes of the most recent regular meeting	Subject to the approval, confirmation, and ratification of the stockholders in the Annual Stockholders Meeting in 2023, it can be seen at www.shangproperties.com .
b) Material information on the current stockholders and their voting rights	https://www.shangproperties.com/app/uploads/2023/05/PSE-Disc.-17-10-4.30.23.pdf
c) A detailed, descriptive, balanced and comprehensible assessment of the corporation's performance, which shall include information on any material change in the corporation's business, strategy, and other affairs	https://www.shangproperties.com/app/uploads/2023/04/SEC-Form-17-A-for-FY-2022-Part-1.pdf
d) Financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation's internal control risk management systems, and a statement of all external audit and non-audit fees	https://www.shangproperties.com/app/uploads/2023/04/SEC-Form-17-A-for-FY-2022-Part-1.pdf
e) An explanation of the dividend policy and the fact of payment of dividends or the reasons of nonpayment thereof	Page 21 of the Definitive Information Statement
f) Director or trustee profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations	Page 12 of the Definitive Information Statement
g) A direct or attendance report, indicating the attendance of each director at each of the meetings of the board and its committees and in regular or special stockholder meetings	page 30 of the 2022 Annual Report
h) Appraisals and performance reports for the board and the criteria and procedure for assessment	https://www.shangproperties.com/about-us/corporate-governance/
i) A director compensation report prepared in accordance with this Code and the rules the Commission may prescribe	page 3 of the Definitive Information Statement
j) Director disclosures on self-dealings and related party transactions	page 5 of the Definitive Information Statement
k) The profiles of directors nominated or seeking election or reelection	page 13 of the Definitive Information Statement