

COVER SHEET

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SEC Registration Number

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

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(Company's Full Name)

N O . 6 0 C O R D I L L E R A S T .

B R G Y . D O N A J O S E F A Q U E Z O N C I T Y

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

RUSHELL A. SALVADOR

Contact Person

+(632) 8731-8886

Company Telephone Number

DEFINITIVE INFORMATION STATEMENT

1 2 3 1

Month Day
Fiscal Year

FORM TYPE

0 7 2 5

Month Day
Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept Requiring this Doc

[Empty box]

Amended Articles Number / Section

Total Amount of Borrowings

[Empty box]

Total No. of Stockholders

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid]

File Number

LCU

[Empty grid]

Document ID

Cashier

STAMPS

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING
OF
FRUITAS HOLDINGS, INC.**

Please take notice that the 2023 Annual Stockholders' Meeting ("ASM") of Frutas Holdings, Inc. (the "Company") will be held on 25 July 2023 (Tuesday) at 2:00 pm via remote communication. The virtual ASM is necessitated by the COVID-19 pandemic situation during which physical gatherings are highly discouraged.

The Agenda for the ASM shall be as follows:

1. Call to order
2. Certification of service of notice and presence of quorum
3. Reading and approval of the minutes of the last Annual Meeting of Stockholders held on 25 July 2022
4. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting
5. Presentation of the President's Report
6. Management Report and Approval of Audited Financial Statements for the year 2022
7. Election of the members of the Board of Directors, including the Independent Directors, for the year 2023
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

The Minutes of the 2022 ASM is available for examination on the website of the Company at www.fruitasholdings.com.

The record date shall be on 22 June 2023 for the purpose of determining the list of stockholders of the Corporation who are entitled to vote in the 2023 ASM. The Company will allow attendance by stockholders only by remote communication and voting *in absentia*, subject to validation procedures, though the directors will be in the principal office of the Company.

Stockholders who will participate in the 2023 ASM by remote communication should send an e-mail indicating their intent to participate to IPO.Compliance@fruitasholdings.com. They will then be sent a link to a registration form requiring certain information and documentation. Upon their successful accomplishment of the registration form, they will receive an e-mail invitation with a complete guide on how to join the ASM and how to cast votes *in absentia*. Registration and voting must be accomplished by 21 July 2023. Proxies, in the form provided by the Company, however, must be scanned and emailed to the Company's Corporate Secretary at IPO.Compliance@fruitasholdings.com not later than 18 July 2023. The proxies shall be validated by 20 July 2023. The Corporate Secretary's decision shall be final and binding on the shareholders, and those not settled during the proxy validation shall be deemed waived and may no longer be raised. **WE ARE NOT, HOWEVER, SOLICITING PROXIES.**

For any registration concerns, please contact IPO.Compliance@fruitasholdings.com. Please refer to the *Definitive Information Statement* ("DIS") on the guidelines on attendance by remote communication and voting *in absentia*. The DIS is posted on the website of the Company at www.fruitasholdings.com. Only stockholders who have successfully registered within the prescribed period, together with the stockholders who voted *in absentia* and by proxy, will be included in the determination of quorum.

Stockholders may send their questions about the ASM and the Company to IPO.Compliance@fruitasholdings.com.

Pursuant to SEC Notice dated March 16, 2021, the Stockholders may examine the Definitive Information Statement, Management Report, and SEC Form 17A at the Company's website and through the PSE Edge Portal.

There will be an audio and video recording of the ASM. All votes cast shall be validated by the Stock and Transfer Agent, BDO Unibank, Inc.

Quezon City, Philippines, June 23, 2023.

For the Board of Directors,


MARVIN C. YU
Corporate Secretary



PROXY FORM

FRUITAS HOLDINGS, INC.
2023 Annual Stockholders' Meeting

I/We hereby name and appoint _____ or in his /her absence, the CHAIRMAN of the meeting, as my/our proxy at the Annual Stockholders' Meeting of FRUITAS HOLDINGS, INC. ("FHI") to be held via remote communication using the Zoom Video Communications platform on 25 July 2023 at 2:00pm.

2022 Annual Stockholders' Meeting

Place: _____

Date: _____

Witness: _____

Number of shares held: _____

Signature of Stockholder/s over Printed Name/s

Please scan the completed and signed proxy form and e-mail the scanned copy to the Corporate Secretary at IPO.Compliance@fruitasholdings.com not later than 18 July 2023.

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: **FRUITAS HOLDINGS, INC.**

3. Province, country or other jurisdiction of incorporation or organization: **Quezon City,
Philippines**

4. SEC Identification Number: **CS201503014**

5. BIR Tax Identification Code: **008-961-476**

6. Address of principal office: **No. 60 Cordillera St., Brgy. Doña Josefa, Quezon City,
Philippines**

1113

Postal
Code

7. Registrant's telephone number, including area code: **(632) 8243-1741**

8. Date, time and place of the meeting of security holders:
**25 July 2023, 02:00 p.m., virtual meeting via remote communication using the
Zoom platform (with the presiding officer and executive directors physically
present in the principal office)**

9. Approximate date on which the Information Statement is first to be sent or given to
security holders
04 July 2023 or earlier

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

Title of Each Class

Number of Shares of Common Stock
Outstanding

Common stock

2,133,680,000 shares

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

Yes []

No []

Name of Stock

Philippine Stock

Exchange:

Exchange

Class of securities listed:

**Common
Shares**

WE ARE NOT ASKING YOU FOR A PROXY, AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

Date: 25 July 2023

Time: 02:00 pm

Place: **Virtual meeting via remote communication using the Zoom platform (with the presiding officer and executive directors physically present in the principal office)**

Principal Office: 60 Cordillera St., Brgy. Doña Josefa, Quezon City

The presiding officer and executive directors will be physically present in the Registrant's registered principal office at 60 Cordillera St., Brgy. Doña Josefa, Quezon City for the 2023 Annual Stockholders' Meeting. Successfully registered stockholders of record as of 22 June 2023, the Record Date, may join the meeting through the Zoom platform. The Registrant will provide the necessary details of the meeting once the stockholder of record has successfully completed pre-registration requirements.

This Information Statement shall be sent with the Notice of the Annual Stockholders' Meeting and other related documents to the stockholders, in accordance with the Registrant's By-Laws, by or before 04 July 2023. This Information Statement may likewise be accessed by the Registrant's stockholders beginning 08 June 2023 at the Registrant's website, www.fruitasholdings.com.

Item 2. Dissenters' Right of Appraisal

Pursuant to Section 80, Title X, of the Revised Corporation Code of the Philippines ("Corporation Code"), any stockholder of the Registrant shall have the right to dissent and demand payment of the fair value of his/her shares only in the following instances:

- (1) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of

- authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets;
 - (3) In case of merger or consolidation; and
 - (4) In case of investments in another corporation, business or purpose.

The appraisal right, when available, may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the Registrant within thirty (30) days after the date on which the vote was taken, for payment of the fair value of his/her shares, provided that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action in order to avail himself/herself of the appraisal right. If the proposed corporate action is implemented or effected, the Registrant shall pay to such stockholder, upon surrender of his/her certificate/s of stock representing his/her shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Registrant cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two (2) thus chosen. The findings of the majority of appraisers shall be final, and their award shall be paid by the Registrant within thirty (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 and that upon payment by the Registrant of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Registrant.

No item in the agenda will trigger the exercise of appraisal rights by dissenting shareholders.

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

None of the following has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office:

- (1) Each person who has been a director or officer of the Registrant at any time since the beginning of the last fiscal year;
- (2) Each nominee for election as a director of the Registrant; and
- (3) Each associate of any of the foregoing persons.

No director has informed the Registrant in writing that he/she intends to oppose any action to be taken at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) Number of shares outstanding of the class/es entitled to vote and number of votes of said class/es of shares: Common shares: **2,133,680,000 shares**
- (b) Record Date: **22 June 2023**

Under Section 7, Article II of the Registrant's By-Laws, each stockholder shall, at every meeting of the stockholders be entitled to one (1) vote, in person or by proxy, for each share, of capital stock held by such stockholder.

Section 3, Article III of the By-Laws further provides that at each meeting of the stockholders for the election of directors at which a quorum is present, the directors shall be elected by cumulative vote with each share having a number of votes equal to the number of the directors to be elected. The persons receiving the highest number of votes shall be the directors.

Section 8, Article II of the By-Laws, meanwhile, provides that the instrument appointing a proxy shall be in writing, signed under the hand of the appointer or his attorney-in-fact duly authorized in writing or, if the appointer is a corporation, either under the seal of the corporation or under the hand of an officer or attorney-in-fact duly authorized by the corporation. Any corporation that is a stockholder may also by resolution of its directors or other governing body authorize such person as it thinks fit to act as its attorney-in-fact at any and all meetings of stockholders, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporate stockholders that he represents as that which the corporation could have itself exercised if present. A proxy need not be a stockholder, unless otherwise provided in the proxy, and it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. All proxies must be in the hands of the Secretary or Assistant Secretary at least five (5) business days before the time set for the meeting. A stockholder shall not be allowed to designate two (2) or more proxies for any meeting unless the designation is in the alternative.

(1) Security Ownership of Certain Record and Beneficial Owners (of more than 5% of the Registrant's voting securities) as of 31 May 2023

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of class
Common Shares	PCD Nominee Corp. / The Enterprise Center, Ayala Avenue Corner Paseo de Roxas, Makati City / Stockholder of Record	Please see BDO Report as of May 31, 2023	Filipino	2,020,124,086	94.68%

The following are non-certificated shareholders and part of PCD Nominee Corp. (Filipino) which hold significant shares of the Registrant (more than 5%) as of 31 May 2023:

	Stockholder's Name	Common Shares	Percentage
1	Lush Properties Inc.	1,127,500,000 ¹	52.84%
2	Lester C. Yu	126,117,000	5.91%

Apart from the stockholders listed above, no other stockholders own at least 5% of the Registrants shares under PCD Nominee Corp.

(2) Security Ownership of Management as of 31 May 2023

Title of Class	Name of Beneficial Owner	Amount and nature of beneficial ownership	Citizenship	Percent of class
Common Shares	Lester C. Yu – Director, President and Chief Executive Officer ²	126,117,000 – Direct 1,127,500,010 – Indirect	Filipino	58.75%
Common Shares	Rogelio M. Guadalquiver - Chairman	500,000 – Direct	Filipino	0.02%
Common Shares	Calvin F. Chua – Director and Chief Financial Adviser	4,150,000 – Direct 59,000 – Indirect	Filipino	0.20%
Common Shares	Madelene T. Sayson – Director and Chief Operating Officer	1,500,000 – Direct	Filipino	0.07%
Common Shares	Bambi Maureen E. Donato – Independent Director	10,000 – Direct	Filipino	0.00%
Common Shares	Shirley Tan – Independent Director	10,000 – Direct 90,000 – Indirect	Filipino	0.00%
Common Shares	Dennis Beng Hui – Independent Director	10,000 – Direct	Filipino	0.00%
Common Shares	Roselyn A. Legaspi – Managing Director – Visayas and Mindanao	3,319,000 – Direct	Filipino	0.16%
Common Shares	Marvin C. Yu – Corporate Secretary	1,030,000 – Direct	Filipino	0.05%

Except as indicated in the above table, none of the above-listed officers and management indirectly own shares of the Registrant. Except as aforementioned, no other officers of the Registrant hold, directly or indirectly, shares in the Registrant.

¹ The 1,127,500,000 shares of Lush Properties Inc. include 1,027,500,000 lodged shares and 100,000,000 certificated shares.

² The indirect shares of Mr. Lester C. Yu, consisting of 1,127,500,010 shares, includes 1,127,500,000 shares owned by Lush Properties Inc.(52.84% to the Registrant's total outstanding share and 97% owned by Mr. Yu) and 10 shares owned by Ms. Janet Yu (Mr. Yu's mother).

(3) Voting Trust Holders of 5% or more

The Registrant is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Registrant.

(4) Description of Any Arrangement which may Result in a Change in Control of Registrant/Any Change of Control Since the Beginning of the Last Fiscal Year

No change in control of the Registrant has occurred since the beginning of its last fiscal year. The Registrant is likewise unaware of any arrangement which may result in a change of control.

Item 5. Directors and Executive Officers of the Registrant

The record of attendance of the directors at the meetings of the Board of Directors (the "Board") held in 2022 is as follows:

Directors	No. of Meetings Attended/No. of Meetings as Director	Percent Present
Roger M. Guadalquiver	7/7	100%
Lester C. Yu	7/7	100%
Calvin F. Chua	7/7	100%
Madelene T. Sayson	7/7	100%
Dennis T. Beng Hui	7/7	100%
Bambi Maureen E. Donato	7/7	100%
Shirley O. Tan	7/7	100%

The current Board of Directors was formed on 25 July 2022 during the 2022 Annual Stockholders' Meeting. The meetings of the Board of Directors in 2022 discussed the following matters:

Date	Matters Discussed
April 9, 2022	Approval of the 2021 AFS Consolidated and separate FS and 1Q2022 Disbursement of Proceeds and Progress Report
May 28, 2022	Approval of the Annual Corporate Governance Report for the year 2021
May 30, 2022	Postponement of the Annual Stockholders' Meeting from June 13, 2022 to July 25, 2022 and setting of record date to July 4, 2022
June 4, 2022	Approval to enter to escrow agreement with PNB Trust Banking Group and authorization for Lester C. Yu and Marvin C. Yu as company representatives
June 18, 2022	Approval to open First Metro Securities account in relation to BALAI's IPO
July 25, 2022	Annual Stockholders' Meeting and Annual Organization Meeting 2022 – Ratification and management Approvals for the year, approval of management report and appointment of external auditor
October 28, 2022	Approval to increase the allocation of IPO proceeds to "Acquisition opportunities and introduction of new concepts" from Php135 million to Php 153.66 million sourced from the following: 1. The additional net proceeds resulting from lower offer expenses compared to initial estimate;

	<p>2. Unused portion of the proceeds previously allocated to acquisition of property; and</p> <p>3. A portion of the proceeds initially allocated to commissary expansion</p> <p>Approval of certain amendments to the Articles of Incorporation of Soykingdom Inc., including among others, the increase in authorized capital stock of Soykingdom Inc.</p> <p>Approval on the subscription of FRUIT to 37,050,000 common shares of Soykingdom Inc. at Php 1.70 per share.</p>
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The Management Committee members and other officers, unless removed by the Board, shall serve as such until their successors are elected or appointed.

The Board of Directors fulfilled its responsibilities by providing ample guidance to the Group through the pandemic. Currently, the Registrant is completing the metrics for performance appraisal of its Directors; this will also include attendance.

(A)(1) Information on directors, executive officers and nominees

The following are the names, ages and citizenship of all directors, including independent directors, executive officers and all persons nominated or chosen to become such:

Directors

Name	Age	Position	Citizenship	Directorship
Rogelio M. Guadalquiver	80	Chairman	Filipino	Nominee
Lester C. Yu	48	Director, President, and Chief Executive Officer	Filipino	Nominee
Calvin F. Chua	43	Director and Chief Financial Adviser	Filipino	Nominee
Madelene T. Sayson	34	Director and Chief Operating Officer	Filipino	Nominee
Bambi Maureen E. Donato	46	Independent Director	Filipino	Nominee
Dennis T. Beng Hui	53	Independent Director	Filipino	Nominee
Shirley O. Tan	59	Independent Director	Filipino	Nominee

Executive Officers

Roselyn A. Legaspi	44	Managing Director – Visayas and Mindanao	Filipino	Non-nominee
Juneil Dominic P. Torio	31	Chief Financial Officer, Treasurer, and Investor Relations Officer	Filipino	Non-nominee
Marvin C. Yu	43	Corporate Secretary	Filipino	Non-nominee
Jerma C. Fajardo	36	Deputy Chief Financial Officer and Comptroller	Filipino	Non-nominee
Rushell A. Salvador	33	Compliance Officer	Filipino	Non-nominee

The following states the positions and offices held or to be held by the directors and executive officers, the period which said director has served of his 1-year term under the By-Laws of the Registrant, the directors' and executive officers' business experience for the last 5 years and their other directorship/s in reporting companies:

Rogelio M. Guadalquiver, 80, was appointed as the Chairman of FHI in August 24, 2019 and was also appointed as the Chairman of Balai ni Fruitas Inc. in December 21, 2021. He is also currently a Director of Philippine Deposit Insurance Corporation. Rogelio was the Chairman and Chief Executive Officer of CG & Co. from 2000 to 2018. Prior to joining CG & Co., he was a senior partner of SGV & Co., a member practice firm of Ernst & Young where he was heavily involved in both domestic and global audit practices. He also specialized in initial public offerings, industry research studies, corporate restructuring, business process re-engineering, business risk management, and financial and tax management consulting. Mr. Guadalquiver is a Certified Public Accountant and holds a Master's in Management degree from the Asian Institute of Management and a Bachelor of Science in Commerce degree from University of San Jose-Recoletos.

Lester C. Yu, 48, has been our President and Chief Executive Officer since its incorporation and served as the FHI's Chairman from Feb. 2015 to Aug. 2019. He has also been appointed as President and CEO of Balai ni Fruitas Inc. in 2021. Mr. Lester Yu started his career with their family business, Janette Jewelry in 1989. Before founding the Group, he entered the banking industry and served as the youngest Branch Manager for Westmont Bank. He is responsible for the growth of the Group from a single store to more than 900 stores nationwide. Under his leadership, the Group has successfully introduced several well-known brands and has made strategic acquisitions such as Negril Trading, which houses the De Original Jamaican Pattie Shop and Juice Bar brand and Sabroso Lechon. Mr. Yu is also the Chairman and President of Ralproperties, Inc., One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Themangofarm Corp., Fruitasgroup Incorporated, Lush Enterprises Corp., Bamazeh Incorporated, Lush Coolers, Inc., La Petite Parisienne, Inc., Dough Matters, Inc., Lush Harvest Manufacturing Inc., Toyoda Technik Corporation, and Cocodelivery Incorporated. He holds a Master's of Business Administration degree from the University of the Philippines and a degree in Industrial Management Engineering from De La Salle University.

Calvin F. Chua, 43, was elected as Director and Chief Financial Adviser on Aug. 24, 2019. He has served as a consultant of the Fruitas Group since May 2017. He is also currently an Executive Director and Treasurer of AlphaPrimus Advisors Inc. He was part of the Corporate Finance team of ING Bank N.V., Manila Branch, most recently as Consultant up to June 2019 and Director up to July 2015. During his stint at ING Bank, he advised on mergers and acquisitions and capital-raising activities of various Philippine clients across several sectors. He holds a Bachelor of Science degree in Management Engineering and a Bachelor of Arts degree in Economics (Honors Program) from Ateneo de Manila University.

Madelene T. Sayson, 34, was elected as our Chief Operating Officer on Jan. 2018 and has been with the Group since 2009. She also served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Sayson is also the Chairman and President of Gyuma Fragrance Inc. She is the Corporate Secretary and Director of One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Bamazeh Incorporated, Dough Matters, Inc., Sure Jobs Academy, Inc., and Toyoda Technik Corporation Ms. Sayson is also the Vice President and Director of Themangofarm Corp. and La Petite Parisienne, Inc. She is a Director in Balai ni Fruitas Inc.

and the Treasurer and Director of Lush Coolers, Inc. She holds a Bachelor of Science degree in Accountancy from Garcia College of Technology.

Bambi Maureen E. Donato, 46, was elected as our Independent Director on Aug. 24, 2019. Bambi is currently the Program and Marketing Manager for the Inquirer Academy, a member of the Inquirer Group of Companies. Prior to working with Inquirer Academy, she was Regional Marketing Manager of SUBSTOGO Corporation, Marketing Manager of Silverworks and was a Marketing Manager for Yellow Cab Food Corporation. She was also involved with Couples for Christ Global Mission Foundation Inc. as a SFC International Council and Missions Head during the early stages of her career. Ms. Donato holds a Master's in Business Administration from De La Salle University and a Bachelor of Science in Management from Ateneo de Manila University.

Dennis T. Beng Hui, 52, was elected as our Independent Director on Aug. 24, 2019. Mr. Beng Hui is the Founder and current Managing Director of Technopoly Inc., a consulting REGISTRANT which uses Lean Thinking and Six Sigma to improve business performance. Technopoly has served various clients across several sectors, including the foodservices sector. He taught at De La Salle University, Department of Industrial Engineering, for more than 15 years until 2017. He holds a Master's of Science degree in Industrial Engineering and a Bachelor of Science degree in Industrial Management Engineering minor in Mechanical Engineering from De La Salle University. He is also a PhD candidate in Industrial Engineering at De La Salle University. He is a Certified ASEAN Engineer (ASEAN, 2013) and a Certified Professional Industrial Engineer (Philippine Institute of Industrial Engineers, 2010).

Shirley O'Yek Tan, 59, was elected as our Independent Director on Aug. 24, 2019. She is currently the Corporate Treasurer of Bank of Makati, one of the top 10 Thrift Banks in the Philippines, and sits as a member of the Senior Management Committees of said bank. Her responsibilities include planning and formulating policies to protect the financial well-being of the Bank, as well as managing the overall operations of the Corporate Treasury sector to ensure that strategic plans are implemented and financial targets are met. Shirley graduated from University of Santo Tomas with a Bachelor of Science in Commerce, major in Accounting and is a Certified Public Accountant.

Roselyn A. Legaspi, 44, was appointed as our Managing Director – Visayas & Mindanao on Aug. 2019 and is responsible for the overall operations of FHI for the said regions. She has been with the Fruitas Group since 2002 and has served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Legaspi is also the Vice President and Director of Negril Trading, Inc., Bamazeh Inc., Lush Properties Incorporated, Ralproperties Inc., and Sure Jobs Academy Inc. She is also a Director for Gyuma Fragrance Inc., Lush Harvest Manufacturing Inc., Themangofarm Corp., La Petite Parisienne, Inc., and Lush Enterprises Corp. Also, Ms. Legaspi is the Treasurer of Fruitasgroup Incorporated and Buko ni Fruitas, Inc. She obtained her Bachelor of Science degree in Accountancy in 1999 and also passed her Civil Service Exams in 1997. She is currently taking up her Master's in Business Administration degree at the University of San Carlos, Cebu City.

Juneil P. Torio, 31, has been the Investor Relations Officer since July 2019 and was appointed as the Chief Financial Officer and Treasurer on August 2020. He is responsible for the financial health of the Registrant and all interactions with investors and financial institutions through creating programs which strengthens relationship of FHI to the various investment groups and individuals. On December 2021, he was appointed as the Investor Relations Officer of Balai ni Fruitas Inc. Prior to joining FHI, he was a Manager in EXL Services Philippines where he started as a Management Trainee post his graduate studies. In 2013, he

started his career as Management Trainee/Special Projects Officer in the Commercial Centers Division of Robinsons Land Corporation. He holds a Master's degree in Business Administration from the Asian Institute of Management and a Bachelor of Arts degree in Management Economics from the Ateneo de Manila University.

Marvin C. Yu, 43, has been FHI's Corporate Secretary since Aug. 24, 2019. On December 2021, he was appointed as the Corporate Secretary of Buko ni Fruitas Inc. He has more than 15 years of experience in the technical and engineering field. He was a Consultant in the SMC Telco Project, Master Planning Network Coverage Senior Manager for the Sun Cellular 2G and 3G Project, and RF Network Planning, Design and Optimization Engineer for Smart Communications Inc. Mr. Marvin Yu holds a Bachelor of Science degree in Electronics and Communications Engineering from De La Salle University and an Electronics and Communications Engineering Board Passer.

Lerma C. Fajardo, 36, has been the Group's Deputy Chief Financial Officer and Comptroller since 2018. She has over 10 years of experience in accounting and finance, previously working as an Assistant Manager for Extramind Global Outsourcing Group, Inc. Ms. Fajardo also serves as the Comptroller of FHI's subsidiary, Balai ni Fruitas Inc. since December 2021. She holds a Bachelor of Science degree in Accountancy from Polytechnic University of the Philippines and is a Certified Public Accountant.

Rushell A. Salvador, 33, was appointed as our Vice President - Compliance Officer on July 2019. She has been with the Group as Profit and Loss Accounting Manager since May 2016. Prior to joining the Group, Ms. Salvador held different Finance and Accounting positions in Polyserve Philippines, Inc. and HR Network Inc. before being a consultant of Jardine Schindler Elevator Corporation from June 2014 to February 2015. She holds a Bachelor of Science in Accountancy from Polytechnic University of the Philippines, Sta. Mesa, Manila and is a Certified Public Accountant.

All the incumbent Directors above have one (1) year term of office. All the current directors have been nominated for re-election to the Board of Directors

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' because of a disagreement with the registrant on any matter relating to the Registrant's operations, policies or practices.

The Registrant does not believe that any of the descriptions provided for or by the directors is incorrect or incomplete.

(A)(2) Significant Employees

The Registrant has no other significant employee other than its Executive Officers. While the Registrant values the contribution of each of its executive and non-executive employees, the Registrant believes there is no non-executive employee that the resignation or loss of whom would have a material adverse impact on the business of the Registrant. Other than standard employment contracts, there are no special arrangements with non-executive employees of the Registrant.

(A)(3) Family Relationships

Mr. Lester C. Yu and Mr. Marvin C. Yu are brothers. Except for said relationship, none of the aforementioned Directors or Executive Officers are related to the others by consanguinity or affinity within the fourth civil degree.

(A)(4) Involvement in Certain Legal Proceedings

None of the directors, executive officers or nominees for election have been involved in any bankruptcy proceeding, nor have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment, or decree of a court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, or found in action by any court or administrative bodies to have violated a securities or commodities law, for the past five (5) years up to the latest date.

As of the date of this report, the Registrant is not a party to any litigation or arbitration proceedings of material importance, which could be expected to have a material adverse effect on the Registrant or on the results of its operations. No litigation or claim of material importance is known to be pending or threatened against the Registrant or any of its properties.

Certain Relationships and Related Transactions

Due from Related Parties

The Registrant's group of companies has outstanding non-interest-bearing amounts due from related parties amounting to a total of ₱123.9 million as of December 31, 2022.

Lease Agreements

Group as Lessee - Short-term Lease

The Group entered into several lease agreements with third parties for its store spaces. Said leases are for varying periods of up to 1 year and renewable annually. The lease contracts for the stores require payment of monthly rental based on a certain percentage of gross sales, a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

Group as Lessor

Starting from 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year.

Franchise Agreements

The Group has granted its franchisees the right to operate outlets under various brands for varying periods and subject to the terms and conditions specified in the franchise agreements.

The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee's unit, signage, promotional materials and equipment.

In 2017, the Group obtained the rights to the lease of 216 outlets from related parties.

Rental deposits and advance rentals on leases were transferred to the Group through an assignment of lease agreements.

Terms and Conditions of Transactions with Related Parties

Outstanding balances are unsecured, non-interest-bearing and due, demandable and to be settled in cash. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operate. There were no impairment losses recognized for the year ended in 2022.

A more detailed discussion of related party transactions can be found in Note 16 of the 2022 Consolidated Financial Statement of the Registrant.

Related Party Transaction Policy

The Company enters into transactions with affiliates and other related parties on an arm’s length basis. Aligned with this thrust, the Company, in dealing with affiliates and other related parties, ensures above-board transactions and fairness and equity among all parties.

The Company exerts efforts to obtain the most beneficial terms and conditions for the Company, taking into consideration various factors including pricing and quality.

For this purpose, the Company determines the prevailing and applicable price in the market. In the process, it also gathers quotes and/or proposals from other parties engaged in similar or the same undertaking. Based on these, a comparable summary is presented to ascertain a fair price for the applicable related party transaction.

Moving forward, the related party transaction committee shall review all related party transactions of the Company.

Further information on the Company’s related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies can be found in the notes to the Company’s financial statements.

Item 6. Compensation of Directors and Executive Officers

(1) Summary Compensation Table

Name	Year	Salary	Bonuses	Total
Total Compensation of the 5 most highly compensated executive officers namely: Lester C. Yu, Madelene T. Sayson, Marvin C. Yu, Juneil Dominic P. Torio, Rushell A. Salvador	2022	₱6.4 million	₱0.6 million	₱7.0 million
	2021	₱5.3 million	₱0.4 million	₱5.7 million
	2020	₱5.3 million	₱0.4 million	₱5.7 million

All other officers as a group unnamed	2022	₱0.6 million	₱0.1 million	₱0.7 million
	2021	₱1.6 million	₱0.1 million	₱1.7 million
	2020	₱1.6 million	₱0.1 million	₱4.7 million

The total annual compensation paid to the above-named officers and directors was paid in cash.

The annual compensation includes the basic salary and 13th month bonus.

(2) Standard Arrangements

There are no standard arrangements pursuant to which any director of the Registrant was compensated, or is to be compensated, directly or indirectly by the Registrant, during 2021 and 2022, for any service provided as a director. Directors do not receive a *per diem* amount.

(3) Any Other Arrangement

There are no other arrangements pursuant to which any director of the Registrant was compensated, or is to be compensated, directly or indirectly by the Registrant, during 2021 and 2022, for any service provided as a director.

(4) Contracts between Registrant and Executive Officers

a. Employment Contract

There is a standard employment contract between the Registrant and the named executive officers, but the same does not provide for a standard arrangement pursuant to which the executive officers are compensated. Their compensation is based on several special meetings of directors where executive compensation was discussed and held before the initial public offering of the Registrant in November 2019.

b. Compensatory Plan or Arrangement

There is a standard employment contract between the Registrant and the named executive officers, but the same does not provide for a standard arrangement pursuant to which the executive officers are compensated. Their compensation is based on several special meetings of directors where executive compensation was discussed and held before the initial public offering of the Registrant in November 2019.

c. Warrants and options held by the executive officers and directors

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

d. Per diems

Directors and officers do not receive a *per diem*.

Item 7. Independent Public Accountants

- (a) The principal accountant and external auditor of the Registrant is Reyes Tacandong & Co. (“RT & Co.”) with Mr. Wilson Teo as partner-in-charge for the years 2016 to 2021 while Mr. Cedric M. Caterio took over the role in 2022. The same accounting firm is being recommended for re-election at the annual stockholders’ meeting.
- (b) Representatives of RT & Co. for the current year are not expected to participate at the annual stockholders’ meeting. They will be given the opportunity to make a statement if they desire to do so and respond to appropriate questions after the meeting, if necessary.

Pursuant to the General Requirements of SRC Rule 68, par. 3 (Qualifications and Report of Independent Auditors), the Registrant has engaged RT & Co. as external auditor, with Mr. Wilson Teo as the partner-in-charge, for the audit years 2016 to 2021, and with Mr. Cedric M. Caterio as the partner in charge, for the audit year 2022.

- (c) Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

Reyes Tacandong & Co. has not resigned from, been dismissed from or ceased service to the Registrant, The Registrant has not had any material disagreements on accounting and financial disclosures with said accountant/external auditor.

There are no disagreements with auditors, represented by Mr. Wilson Teo, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Registrant and its subsidiaries.

- (d) Audit and Audit-Related Fees

The following table sets out the aggregate fees billed for the current year and each of the last three years for professional services rendered by RT&Co. to our Registrant, excluding fees directly related to the Offer.

In ₱ Millions	2022	2021	2020
Audit and Audit-Related Fees*	₱ 2.05	₱ 2.20	₱ 1.80
Out-of-pocket Expense	₱ 0.21	₱ 0.22	₱ 0.18
All Other Fees**	None	None	None
Total	₱ 2.26	₱ 2.42	₱ 1.98

- * Audit and Audit-Related Fees. This category includes the audit of annual financial statements and interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years. This is exclusive of out-of-pocket expenses incidental to the independent auditors’ work, the amounts of which do not exceed 10% of the agreed-upon engagement fees.

** All Other Fees. This category includes other services rendered by RT&Co. such as internal audit, or special audit if any.

(e) Tax Fees

Except as provided above, the Registrant did not pay any tax fees and other fees to its external auditors.

Item 11. Financial and Other Information

Audit Committee's Approval Policies and Procedures

In relation to the audit of our annual financial statements, our Corporate Governance Manual, which was approved by the Board of Directors on Aug. 24, 2019, provides that the audit committee shall, among other activities, (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of our Registrant, (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors, and (iii) ensure the compliance of our Registrant with acceptable auditing and accounting standards and regulations.

The Audit Committee shall be composed of at least four (4) voting members who are members of the Group's Board, at least three of which are non-executive directors, including the independent directors. The Chairman of this Committee should be an independent director.

The key functions of the Audit Committee are assisting the Group's Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations; providing oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks, including receipt or information on risk exposures and risk management activities; providing oversight over the Internal Audit Department and External Auditors; monitoring and evaluating the adequacy and effectiveness of our Registrant's internal control system; reviewing the quarterly and annual financial statements before their submission to our Registrant's Board; and overseeing the implementation of risk management.

The Audit Committee is composed of the following members, the chairman of which is an independent director:

Name	Position
Dennis T. Beng Hui	Chairman
Shirley O. Tan	Member
Madelene T. Sayson	Member
Rogelio M. Guadalquiver	Member

The audited financial statements as of December 31, 2022, Management's Discussion and Analysis, Market Price of Shares Dividends and other data related to the Registrant's financial information are in the Registrant's Annual Report attached to this Information Statement as Annex A.

Item 15. Action with Respect to Reports

The following are included in the agenda for approval by the stockholders on the Annual Meeting of the Stockholders to be held on 25 July 2023:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on 25 July 2022.

A Copy of the Minutes of the last year's Annual Meeting is hereto attached as Annex B.

2. Approval/Ratification of the 31 December 2022 Reports and the Audited Financial Statements
3. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2022 until the date of the meeting, as set forth in the Minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the SEC and the PSE.

These minutes cover the approval of the quarterly and annual reports of the Registrant filed with the SEC and the PSE; resignation/election of members of the Board of Directors; acting as surety for the loans of the subsidiaries and guarantee for the refinancing, additional and new issuance of corporate notes its parent Registrant and affiliates; appointment of authorized signatures for various transactions in the normal course of business of the Registrant as well as opening and closure of various investment and/or deposit accounts.

4. Election of the Members of the Board of Directors including three (3) Independent Directors to serve for 2023 to 2024.
5. Selection and appointment of External Auditors

The 2022 Annual Stockholders' meeting was conducted via remote access communications and the minutes of the meeting, which include the matters discussed, the results of the voting and the full list and names of stockholders who participated in the virtual 2022 Annual Stockholders' Meeting, were posted in the Company's website within twenty-four (24) hours from adjournment of the meeting. The Chairman had also opened the floor for clarifications and questions of which, there were no questions from the floor. In compliance with the rules of the SEC, the Definitive Information Statement disclosure of Frutas Holdings, Inc. ("FRUIT") was previously posted as an emergency disclosure submission in the PSE EDGE Portal on July 5, 2022 and posted on the Company's website and published in the Business Sections of The Manila Times and The Philippine Star last July 3 and 4, 2022, in print and online formats prior to the 2022 Annual Meeting. The DIS contains detailed discussions on the material information on the current stockholders, and their voting rights. The same information is found in this Information Statement on Item 1 (Voting Securities), Item 4 (Voting Securities and Principal Holders Thereof), and Item 18 (Voting Procedures).

Item 16. Matters Not Required to be Submitted

No action will be taken with respect to this item.

Item 17. Other Proposed Action

Please see Items 16.

Item 18. Voting Procedures

Guidelines for Participating via Remote Communication and Voting in Absentia

The 2023 ASM of Fruitash Holdings, Inc. (the "Company") will be held on 25 July 2023 (Tuesday) at 2:00 pm via remote communication. The virtual ASM is necessitated by the COVID-19 pandemic situation during which physical gatherings are highly discouraged.

The record date shall be 22 June 2023 for the purpose of determining the list of stockholders of the Corporation who are entitled to vote in the 2023 ASM. The Company will allow attendance by stockholders only by remote communication and voting in absentia, subject to validation procedures, though the directors will be in the principal office of the Company.

Stockholders who will participate in the ASM by remote communication should send an e-mail indicating their intent to participate to IPO.Compliance@fruitashholdings.com. They will then be sent a link to a registration form requiring certain information. The following documents must likewise be uploaded:

A. Individual stockholders

1. Copy of valid government ID of stockholder/proxy
2. If appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized)

B. Multiple stockholders or joint owners

1. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need not be notarized)
2. Copy of valid government IDs of all registered stockholders

C. Corporate stockholders

1. Secretary's Certificate or Board Resolution appointing and authorizing a representative
2. Proxy Form for authorized representative
3. Valid government ID of the authorized representative

D. Stockholders with shares under broker account

1. Certification from broker as to the number of shares owned by stockholder
2. Valid government ID of stockholder
3. If appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized)

The Company will then check and validate the entries uploaded by the stockholder.

Upon their successful accomplishment of the registration form and validation by the Company, they will receive an e-mail invitation with a complete guide on how to join the ASM and how to cast votes in absentia. Registration and voting must be accomplished by July 21, 2022. Only stockholders who have successfully registered within the prescribed period, together with the stockholders who voted in absentia and by proxy, will be included in the determination of quorum. Validity of votes cast by proxy will be subject to the validation of the proxies submitted.

Proxies, in the form provided by the Company, must be scanned and emailed to the Company's Corporate Secretary at IPO.Compliance@fruitasholdings.com not later than 18 July 2023. The proxies shall be validated by 20 July 2023. The Corporate Secretary's decision shall be final and binding on the shareholders, and those not settled during the proxy validation shall be deemed waived and may no longer be raised.

Manner of voting

In all items for approval, except in the election of directors, each share of stock entitles its registered owner to 1 vote.

For the purpose of electing directors, a stockholder may vote such number of his shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate 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 in the same principle among as many candidates as he shall see fit. Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

The matters to be acted upon by the stockholders as contained in the agenda, except the election of Directors, would require the affirmative vote of a majority of the shares of the Registrant's common stock represented and entitled to vote.

Stockholders who have successfully registered in accordance with the Guidelines for Participating via Remote Communication shall be provided via e-mail of the link to the voting portal. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Said stockholders shall access the voting portal by clicking the link sent by e-mail to the email-address of the stockholder provided to the Registrant.
2. Upon accessing the portal, the stockholders can proceed to vote on each agenda item.
 - a. A stockholder has the option to vote "Approve", "Disapprove", or "Abstain" on each agenda item for approval.
 - b. For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only. Accordingly, a stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
3. Once the stockholder has finalized his/her vote, he/she can proceed to submit his/her vote by clicking the "Submit" button.

Voting requirements

- (a) With respect to the election of directors, candidates who received the highest number of votes shall be declared elected.

- (b) With respect to the adoption of the Audited Financial Statements for the year ended 31 December 2022, the vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

Method of counting votes

The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.

PART III.

INFORMATION REQUIRED IN A PROXY FORM

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE REGISTRANT UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF SEC FORM 17-A FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED AS FOLLOWS:

**FRUITAS HOLDINGS, INC.
60 Cordillera St. corner E. Rodriguez Sr. Ave.
Brgy. Doña Josefa, Quezon City**

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth on this Report is true, complete and correct. This Report is signed in Quezon City on June 23, 2023.

By:


Junel Dominic P. Torio
CFO and Treasurer

MANAGEMENT REPORT

I. FINANCIAL STATEMENTS

The Financial Statements of the Registrant as of and for the year ended December 31, 2022 are incorporated herein in the accompanying Index to Financial Statements and Supplementary Schedules of the 2022 Annual Report in Annex A.

II. INFORMATION ON INDEPENDENT ACCOUNTANT

Our fiscal year begins on January 1 and ends on December 31. Reyes Tacandong & Co. ("RT&Co.") has audited our financial statements for the years ended December 31, 2022, 2021 and 2020 in accordance with the Philippine Standards on Auditing.

Wilson P. Teo has been the audit partner and served our Company from 2016 to 2021 while Cedric M. Caterio took over the role in 2022. We have not had any material disagreements on accounting and financial disclosures with our current external auditor for the same periods or any subsequent interim period. RT&Co. has neither shareholdings in our Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of our Company. RT&Co. will not receive any direct or indirect interest in our Company or our securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for the current year and each of the last three years for professional services rendered by RT&Co. to the Registrant, excluding fees directly related to the Offer.

In ₱ Millions	2022	2021	2020
Audit and Audit-Related Fees*	₱ 2.05	₱ 2.20	₱ 1.80
Out-of-pocket Expense	₱ 0.21	₱ 0.22	₱ 0.18
All Other Fees**	None	None	None
Total	₱ 2.26	₱ 2.42	₱ 1.98

* Audit and Audit-Related Fees. This category includes the audit of annual financial statements and interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years. This is exclusive of out-of-pocket expenses incidental to the independent auditors' work, the amounts of which do not exceed 10% of the agreed-upon engagement fees.

** All Other Fees. This category includes other services rendered by RT&Co. such as internal audit, or special audit if any.

III. AUDIT COMMITTEE'S APPROVAL AND PROCEDURES FOR THE SERVICES OF THE EXTERNAL AUDITOR

The scope, extent and nature of the services to be referred to, and/or rendered by the appointed external auditor of the Registrant has been unanimously approved by the audit

committee in a meeting duly called for the purpose, including the fees to be paid for the services thus rendered and/or referred. In relation to the audit of the Registrant's annual financial statements, the Registrant's Corporate Governance Manual provides that the audit committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Registrant; (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors; and (iii) ensure the compliance of the Registrant with acceptable auditing and accounting standards and regulations.

IV. MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which form part of this SEC Form Amended 17-A as "Annex A". The consolidated financial statements and notes thereto have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS).

Results of Operations for First Quarter ended 2023 vs First Quarter ended 2022

	1Q 2023	1Q 2022	Increase/ (Decrease)	% Change
Revenue	515,178,710.19	330,475,768.00	184,702,942.19	55.89%
Cost of sales	- 211,263,376.85	- 124,886,452.00	- 86,376,924.85	69.16%
Gross profit	303,915,333.34	205,589,316.00	98,326,017.34	47.83%
Operating expenses	- 275,108,999.00	- 193,365,440.00	- 81,743,559.00	42.27%
Income from operations	28,806,334.34	12,223,876.00	16,582,458.34	135.66%
Other income (expense)- net	- 4,455,784.00	- 3,369,130.00	- 1,086,654.00	32.25%
Income before income tax	24,350,550.34	8,854,746.00	15,495,804.34	175.00%
Income tax expense	5,187,143.27	2,464,206.00	2,722,937.27	110.50%
Net Income	19,163,407.07	6,390,540.00	12,772,867.07	199.87%

Revenues

The Group generated revenues of ₱515.2 million for the first three months of the year ended March 31, 2023, a 55.9% or ₱184.7 million increase from the same period in 2022, which closed at ₱330.5 million. The increase was driven by the continuous store network expansion and stronger performances of the outlets.

Cost of Sales

Cost of sales for the three months ended March 31, 2023 closed at ₱211.3 million, 69.2% or ₱86.4 million increase from the same period in 2022 which closed at ₱124.9 million. The increase is attributable mainly to the increase in revenues and the continuous rise of raw material prices due to inflation. The Company continues to implement efficient purchasing strategies and tactical price increases to mitigate the effects of inflationary pressures.

Operating Expenses

The Group's operating expenses settled at ₱275.1 million as of March 31, 2023, a 42.3 % or an ₱81.7 million increase from the same period in 2022 which settled at ₱193.4 million. The increase was mainly attributed to the increased business volume during the first three months of 2023 and expansion undertaken by the Group.

Income Tax Expense/ Benefits

From ₱2.5 million current income tax last 2022 to ₱5.2 million income tax for the same period in 2023. Income tax for the first quarter of 2023 was primarily due to the increase in revenues.

Net income/ loss

Net income for the period ending March 31, 2023 closed at ₱19.2 million compared to the same period of the prior year of ₱6.4 million, driven by the increase in revenues due to business expansion and leaner cost structure. The Group registered a 3.7% net income margin in first quarter 2023, almost doubling the 1.9% net income margin recorded in the same period in 2022.

Financial Condition as of MARCH 31, 2023 versus DECEMBER 31, 2022

			1Q vs 2022	
	As of March 31, 2023 (Unaudited)	As of December 31, 2022 (Audited)	Increase/ (Decrease)	% Change
ASSETS				
Current Assets				
Cash and cash equivalents	₱ 556,444,046	₱ 528,582,342	27,861,704.34	5.3%
Investments in FVPL	61,918,726	61,305,065	613,660.68	1.0%
Trade and other receivables	94,985,799	93,598,650	1,387,149.35	1.5%
Notes receivable			-	0.0%
Merchandise inventories	51,116,600	49,918,349	1,198,250.55	2.4%
Due from related parties	123,929,208	123,929,208	0.11	0.0%
Deposits and advance rentals	101,578,999	102,047,259	- 468,259.57	-0.5%
Other current assets	43,504,286	34,849,570	8,654,716.28	24.8%
Total Current Assets	1,033,477,665	994,230,443	39,247,221.74	3.9%
Noncurrent Assets				
Non-current portion of receivable	1,725,000	1,725,000	-	0.0%
Deferred input vat			-	0.0%
Property and equipment	399,861,284	360,001,089	39,860,195.12	11.1%
Intangible assets	218,244,681	215,038,690	3,205,990.98	1.5%
Investment property	168,173,850	168,173,850	-	0.0%
Advances for asset acquisition		54,000,000	- 54,000,000.00	-100.0%
Right-of-use (ROU) assets	100,911,685	113,480,249	- 12,568,564.00	-11.1%
Net deferred tax assets	52,733,398	52,733,398	-	0.0%
Total Noncurrent Assets	941,649,898	965,152,276	- 23,502,377.90	-2.4%
	₱ 1,975,127,563	₱ 1,959,382,719	15,744,843.84	0.8%

LIABILITIES AND EQUITY							
Current Liabilities							
Trade and other payables	₱	79,987,602	₱	81,725,913	-	1,738,310.80	-2.1%
Current portion of:							
Notes payable		211,000,000		205,000,000		6,000,000.00	2.9%
Mortgage payable				80,909	-	80,909.00	-100.0%
Lease liabilities		29,695,146		42,752,568	-	13,057,422.50	-30.5%
Due to related parties						-	
Dividends payable						-	
Income tax payable		5,966,030		831,880		5,134,150.22	617.2%
Total Current Liabilities		326,648,778		330,391,270	-	3,742,492.08	-1.1%
Noncurrent Liabilities							
Noncurrent portion of:							
Mortgage payable						-	
Lease liabilities		89,471,214		89,957,285	-	486,071.00	-0.5%
Security Deposits		771,128		771,128		-	0.0%
Retirement benefits liability		14,707,930		13,897,930		810,000.00	5.8%
Total Noncurrent Liabilities		104,950,272		104,626,343		323,929.00	0.3%
Total Liabilities		431,599,050		435,017,613	-	3,418,563.08	-0.8%
Equity							
Capital stock		213,368,000		213,368,000		-	0.0%
Additional paid-in capital		777,837,044		777,837,044		-	0.0%
Other equity reserves		195,207,311		195,207,311		-	0.0%
Retained earnings		255,446,157		236,282,749		19,163,408.00	8.1%
Other comprehensive loss		- 808,668		- 808,668		-	0.0%
Equity Attributable to Equity Holders of Parer		1,441,049,844		1,421,886,436		19,163,408.00	1.3%
Non-controlling interest		102,478,670		102,478,670		-	0.0%
Total Equity		1,543,528,514		1,524,365,106		19,163,408.00	1.3%
	₱	1,975,127,564	₱	1,959,382,719		15,744,844.92	0.8%

FRUIT had consolidated total assets of ₱1,982.9 million as of March 31,2023, a slight increase from the total assets from ₱1,959.4 million last December 2022.

Cash and cash equivalents

As of end March 2023, cash and cash equivalents totaled ₱567.4 million, increased from ₱528.6 million as of end-2022 primarily as a result of increased store operations. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash.

Trade and other receivables

Trade and other receivables were at ₱94.2 million as of March 31, 2022 compared to ₱93.3 million as of end-2021, an increase of 1.0% due to higher third party trade receivables.

Inventories

As of March 2023, inventories increased to ₱51.1 million from ₱50.0 million as of end-2022. The slight increase is primarily attributed to the increase in raw material prices.

Other Current assets

Other current assets stood at ₱40.3 million as of March 31, 2023 which was 15.67% higher than as of December 31, 2022, ₱34.8 million. The increase is due to increase in Prepayments which pertains to unamortized part of Business Permits.

Property, plant, and equipment

Consolidated net property and equipment stood at ₱400.0 million as of March 31, 2023. Acquisition of property and equipment for the first quarter of the year reached ₱70.9 million, which was invested in the building of new stores, additional transportation equipment, office and commissary improvements.

Trade and other payables

Trade and other payables increased by 7.4% for the three months ending March 31, 2023 to ₱87.8 million driven by the increase in purchases caused by higher business volume.

Notes payable

As of March 31, 2023, the Group's notes payable stood at ₱211.0 million, a 2.9% increase from ₱205.0 million in December 31, 2022 as the Group increase working capital requirements to support the on-going expansion of the store network.

Income tax payable

The increase in Income tax as of March 31, 2023 was due to the income tax effect of result of operation of the company for the first quarter of 2023.

Lease liabilities

Total lease liabilities comprising of current and non-current portion as of March 31, 2023 stood at ₱119.2 million lower than December 31, 2022 amount of ₱132.8 million. The decrease was due to amortization of the company's lease liability.

Equity

As of March 31, 2023, the Group's consolidated equity increased to ₱1,543.5 million from ₱1,524.4 million as of end-2022.

Cash Flow Summary

	1Q 2023	1Q 2022	Increase/ (Decrease)	% Change
Net cash generated from (used) in operating act	69,221,067.84	28,738,220.00	40,482,847.84	140.87%
Net cash generated from (used) in investing acti-	20,395,704.80 -	7,730,864.00 -	12,664,840.80	163.82%
Net cash generated from (used) in financing acti-	9,963,658.00 -	13,894,316.00	3,930,658.00	-28.29%

Net cash provided by operating activities amounted to ₱69.2 million for the first three months of 2023.

Net cash used for investing activities was ₱20.4 million during first three months of 2023, driven by CAPEX.

Net cash used for financing activities was ₱10.0 million for the first three months of 2023, mainly due to the roll forward of lease liabilities.

	Interim Three Months Ended March 31, 2023	Interim Three Months Ended March 31, 2022
Revenue Growth	55.9%	26.4%
Gross Profit Margin	59.0%	62.2%
Net Income/ Loss (₱ million)	19.2	6.4
	As of March 31, 2023	As of December 31, 2022
Current Ratio	3.0x	3.0x
Debt to Equity Ratio	28.5%	28.5%

REVIEW OF DECEMBER 2022 VS DECEMBER 2021

Key Highlights

FRUIT registered a consolidated net income of Php 82.4 million for the twelve months ending December 31, 2022. This yields a net income margin of 4.6%, a turnaround from the reported net loss of Php 16.3 million in 2021.

	2022	2021	Increase/ (Decrease)	% Change
Revenue	1,799,170,723.00	1,101,704,546.00	697,466,177.00	63.31%
Cost of sales	- 746,900,309.00	- 419,295,089.00	- 327,605,220.00	78.13%
Gross profit	1,052,270,414.00	682,409,457.00	369,860,957.00	54.20%
Operating expenses	- 922,690,887.00	- 725,392,612.00	- 197,298,275.00	27.20%
Income from operations	129,579,527.00	- 42,983,155.00	172,562,682.00	-401.47%
Other income (expense)- net	- 21,708,166.00	36,983,074.00	- 58,691,240.00	-158.70%
Income before income tax	107,871,361.00	6,000,081.00	113,871,442.00	-1897.83%
Income tax expense	25,511,620.00	10,324,127.00	15,187,493.00	147.11%
Net Income	82,359,741.00	- 16,324,208.00	98,683,949.00	-604.53%

Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenue from wholly-owned subsidiaries, reached Php 1,101.7 million, increasing by 23.5% from reported revenues of Php 891.8 million for the twelve months ending December 31, 2020.

Cost of Sales

For the year ending 2022, consolidated cost of sales increased by 78.1% from Php 419.3 million in 2021 to Php 746.9 million.

Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent, utilities, etc.

Gross Profit

Consolidated gross profit amounted to Php 1,052.3 million for the full year 2022, increasing by 54.2% from Php 682.4 million in the previous year. This yielded a gross profit margin of 58.5%, a slight decrease due to increasing raw material prices but the Company executed more efficient inventory-buying strategies, implemented price increases, rationalized manpower requirements and expanded product mix to limit the adverse effects.

Selling and Distribution Expenses

For the twelve months ending December 31, 2022, consolidated selling and distribution expenses totaled Php 784.2 million, representing a 43.6% cost-to-sales ratio. This is Php 175.4 million higher compared to Php 608.8 million during the same period in 2021

General and Administrative Expenses

For the twelve months ending December 31, 2022, consolidated general and administrative expenses totaled Php 138.5 million, representing a 7.7% cost-to-sales ratio. This is Php 21.9 million higher compared to Php 116.6 million during the same period in 2021.

Operating Income (Loss)

Consolidated operating income reached Php 107.9 million in 2022, a turnaround from an operating loss of Php 6.0 million in 2021. This was primarily driven by improvement of revenues from the improved same-store sales and expansion of the Group's store network.

Interest Expense

Interest expense of Php 24.7 million was recorded for the twelve months ending December 31, 2022.

Other Income

Consolidated other income totaled Php 2.3 million as of year-end 2022. This is composed mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

Net Income

For the year ending 2022, consolidated net income reached Php 82.4 million, yielding a net income margin of 4.6%. This is a complete turnaround from the 2020 and 2021 recorded net loss after tax of Php 48.1 million and Php 16.3 million, respectively.

Financial Condition for the year ended December 31, 2022 and December 31, 2021

			2022 vs 2021	
			Increase/ (Decrease)	% Change
	As of March 31, 2023 (Unaudited)	As of December 31, 2022 (Audited)		
ASSETS				
Current Assets				
Cash and cash equivalents	P 556,444,046	P 528,582,342	277,696,650	110.7%
Investments in FVPL	61,918,726	61,305,065	-6,240,260	-9.2%
Trade and other receivables	94,985,799	93,598,650	340,513	0.4%
Notes receivable			0	0.0%
Merchandise inventories	51,116,600	49,918,349	13,223,757	36.0%
Due from related parties	123,929,208	123,929,208	-3,499,030	-2.7%
Deposits and advance rentals	101,578,999	102,047,259	-2,730,171	-2.6%
Other current assets	43,504,286	34,849,570	355,182	1.0%
Total Current Assets	1,033,477,665	994,230,443	279,146,641	39.0%
Noncurrent Assets				
Non-current portion of receivable	1,725,000	1,725,000	1,725,000	0.0%
Deferred input vat			0	0.0%
Property and equipment	399,861,284	360,001,089	18,316,949	0.0%
Intangible assets	218,244,681	215,038,690	-782,366	0.0%
Investment property	168,173,850	168,173,850	737,250	0.0%
Advances for asset acquisition		54,000,000	54,000,000	0.0%
Right-of-use (ROU) assets	100,911,685	113,480,249	-18,226,557	0.0%
Net deferred tax assets	52,733,398	52,733,398	-16,949,475	0.0%
Total Noncurrent Assets	941,649,898	965,152,276	38,820,801	4.2%
	P 1,975,127,563	P 1,959,382,719	317,967,442	19.4%
LIABILITIES AND EQUITY				
Current Liabilities				
Trade and other payables	P 79,987,602	P 81,725,913	18,270,533	28.8%
Current portion of:			0	0.0%
Notes payable	211,000,000	205,000,000	20,419,500	11.1%
Mortgage payable		80,909	-1,642,459	-95.3%
Lease liabilities	29,695,146	42,752,568	-589,123	-1.4%
Due to related parties			0	0.0%
Dividends payable			0	0.0%
Income tax payable	5,966,030	831,880	-7,574,563	-90.1%
Total Current Liabilities	326,648,778	330,391,270	28,883,888	9.6%
Noncurrent Liabilities				
Noncurrent portion of:				
Mortgage payable	-		-80,909	-100.0%
Lease liabilities	89,471,214	89,957,285	-16,486,029	-15.5%
Security Deposits	771,128	771,128	128,329	20.0%
Retirement benefits liability	14,707,930	13,897,930	3,188,541	29.8%
Total Noncurrent Liabilities	104,950,272	104,626,343	-13,250,068	-11.2%
Total Liabilities	431,599,050	435,017,613	15,633,820	3.7%
Equity				
Capital stock	213,368,000	213,368,000	-	0.0%
Additional paid-in capital	777,837,044	777,837,044	-	0.0%
Other equity reserves	195,207,311	195,207,311	14,824,982	8.2%
Retained earnings	255,446,157	236,282,749	185,029,970	361.0%
Other comprehensive loss	- 808,668	- 808,668	-	0.0%
Equity Attributable to Equity Holders of Parer	1,441,049,844	1,421,886,436	199,854,952	16.4%
Non-controlling interest	102,478,670	102,478,670	102,478,670	0.0%
Total Equity	1,543,528,514	1,524,365,106	302,333,622	80.2%
	P 1,975,127,564	P 1,959,382,719	317,967,442	19.4%

FRUIT had consolidated total assets of Php 1,959.4 million as of December 31, 2022, an increase versus total assets of Php 1,641.4 million as of end-2021.

Cash and cash equivalents

As of end 2022, cash and cash equivalents totaled Php 528.6 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash.

Trade and other receivables

Trade and other receivables was at Php 93.6 million as of year-end 2022 compared to Php 93.3 million in 2021, an increase of 0.3% maintained by efficient third party trade receivables collection.

Inventories

As of December 31, 2022, inventories increased to Php 49.9 million from Php 36.7 million in 2021, an increase of 36.0% due to efficient management of inventory levels during the expansion of the Group's store network in 2022.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at Php 360.0 million as of year-end 2022. Acquisition of property and equipment for the year reached Php 120.7 million, which were invested in the building of new stores and improvements in the corporate office and commissary.

Investment Property

In 2020, the Company purchased a parcel of land with improvement located in Sta. Manila amounting to Php 127 million. The Company commissioned a third-party appraiser to reevaluate the property which valued the property amounting to Php 168.2 million in 2022.

Intangible assets

Intangible assets stood at Php 215.0 million for the period.

Accounts payable and other current liabilities

Accounts payable and other current liabilities increased by 9.6% for the full-year 2022 to Php 330.4 million, driven by the increases in the Trade and other payables, current portion of notes payables and lease liabilities, and income tax payable.

Loans payable

As of December 31, 2022, the Company's total interest-bearing debt stood at ₱ 205.1 million. The total amount were short-term loans used to partially fund working capital requirements.

Capital stock and Additional paid-in capital

For the twelve months ending December 31, 2022, the Company's total capital stock stood at Php 213.4 million and additional paid-in capital of Php 777.8 million.

Cash flows

	2022	2021	Increase/ (Decrease)	% Change
Net cash generated from (used) in operating act	271,050,511.00	108,609,326.00	162,441,185.00	149.56%
Net cash generated from (used) in investing acti -	200,955,246.00	220,555,278.00	19,600,032.00	-8.89%
Net cash generated from (used) in financing acti	207,601,385.00	12,007,498.00	195,593,887.00	1628.93%

Consolidated net cash provided from operating activities amounted to Php 271.1 million for the full-year 2022, 149.6% increase versus the previous year's Php 108.6 million. The increase is primarily attributable to the expansion of the store network during the year.

Consolidated net cash used in investing activities was Php 201.0 million. This is mainly due to capital expenditures for new store openings and other corporate investments.

Consolidated net cash provided by financial activities was Php 207.6 million in 2022, primarily arising from the issuance of shares during the Initial Public Offering of Balai ni Fruitas Inc.

All in all, net cash generated for the year totaled Php 277.7 million, leading to cash and cash equivalents balance of Php 528.6 million at year-end 2022.

Key Performance Indicators (KPIs)

	Audited Twelve Months Ended December 31, 2021	Audited Twelve Months Ended December 31, 2022
Revenue Growth	23.5%	63.3%
Gross Profit Margin	61.9%	58.5%
Net Income Margin	-1.5%	4.6%
EBITDA (Php thousands)	131	287
EBITDA Margin	11.9%	16.0%
Return on Average Assets	-1.0%	4.6%
Return on Average Equity	-1.3%	6.0%
Current Ratio	237.2%	300.9%
Debt to Equity Ratio	34.3%	28.5%

Gross Profit Margin is gross profit as a percentage of revenues

Net Income Margin is net income as a percentage of revenues

EBITDA is defined as earnings before interest, tax, depreciation and amortization

EBITDA margin is EBITDA as a percentage of revenues

Return on Average Assets is net income as a percentage of the average of the assets at year-end and assets at end of the immediately preceding year

Return on Average Equity is net income as a percentage of the average of the equity at year-end and equity at end of the immediately preceding year

Current Ratio is current assets divided by current liabilities

Debt to Equity Ratio is total liabilities over total equity

REVIEW OF DECEMBER 2021 VS DECEMBER 2020

Key Highlights

FRUIT registered a consolidated net loss of Php 16.3 million for the twelve months ending December 31, 2021. This yields a net loss margin of 1.5% however, an increase of 66.0% year-on-year compared to the reported net loss of Php 48.1 million in 2020.

	Dec-21	Dec-20	Increase/ (Decrease)	% Change
Revenue	1,101,705	891,847	209,858	23.53%
Cost of sales	- 419,295	- 356,479	62,816	17.62%
Gross profit	682,410	535,368	147,042	27.47%
Operating expenses	- 725,393	- 614,174	111,219	18.11%
Income from operations	- 42,983	- 78,806	35,823	45.46%
Other income (expense)-net	36,983	6,130	30,853	503.31%
Income before income tax	- 6,000	- 72,676	66,676	91.74%
Income tax expense	10,324	24,607	34,931	141.96%
Net income	- 16,324	- 48,069	31,745	66.04%

Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenue from wholly-owned subsidiaries, reached Php 1,101.7 million, increasing by 23.5% from reported revenues of Php 891.8 million for the twelve months ending December 31, 2020.

Cost of Sales

For the year ending 2021, consolidated cost of sales increased by 17.6% from Php 356.5 million in 2020 to Php 419.3 million.

Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent, utilities, etc.

Gross Profit

Consolidated gross profit amounted to Php 682.4 million for the full year 2021, increasing by 27.5% from Php 535.4 million in the previous year. This yielded a gross profit margin of 61.9% as the Company executed inventory-buying strategies, implemented price increases, rationalized manpower requirements and expanded product mix.

Selling and Distribution Expenses

For the twelve months ending December 31, 2021, consolidated selling and distribution expenses totaled Php 608.8 million, representing a 55.3% cost-to-sales ratio. This is Php 115.7 million higher compared to Php 493.0 million during the same period in 2020.

General and Administrative Expenses

For the twelve months ending December 31, 2021, consolidated general and administrative expenses totaled Php 116.6 million, representing a -10.6% cost-to-sales ratio. This is Php 4.5 million lower compared to Php 121.2 million during the same period in 2020.

Operating Income (Loss)

Consolidated operating loss reached Php 6.0 million in 2021, decreasing by 91.7% from Php 72.7 million in 2020. This was primarily driven by improvement of revenues from the opening and reopening of store operations, lower interest expenses, and higher gross profit margin.

Interest Expense

Interest expense of Php 16.0 million was recorded for the twelve months ending December 31, 2021.

Other Income

Consolidated other income totaled Php 12.9 million as of year-end 2021. This is composed mainly of Php 7.2 million interest income from investments. Other items included in other income are Php 2.3 million from rental concessions and Php 2.4 million from the termination of lessees.

Net Income

For the year ending 2021, consolidated net loss reached Php 16.3 million, yielding a net loss margin of 1.5%. This is an improvement of 66.0% versus the 2020 recorded net loss after tax of Php 48.1 million.

Financial Condition for the year ended December 31, 2021 and December 31, 2020

	Dec-21	Dec-20	Increase/ (Decrease)	% Change
ASSETS				
Current Assets				
Cash and cash equivalents	318,431	350,824	-32,393	-9.23%
Trade and other receivables	93,258	104,405	-11,147	-10.68%
Merchandise inventories	36,695	35,011	1,684	4.81%
Due from related parties	127,428	139,903	-12,475	-8.92%
Deposits and advance rentals	104,777	110,172	-5,395	-4.90%
Other current assets	34,494	37,935	-3,441	-9.07%
Total Current Assets	715,083	778,250	-63,167	-8.12%
Noncurrent Assets				
Deferred input vat	-	1,791	-1,791	-100.00%
Property and equipment	341,684	237,783	103,901	43.70%
Intangible assets	215,821	213,603	2,218	1.04%
Investment property	167,437	126,875	40,562	31.97%
Advances to contractors	-	35,087	-35,087	-100.00%
Right-of-use (ROU) assets	131,707	80,875	50,832	62.85%
Net deferred tax assets	69,683	69,778	-95	-0.14%
Total Noncurrent Assets	926,332	765,792	160,540	20.96%
	1,641,415	1,544,042	97,373	6.31%
LIABILITIES AND EQUITY				
Current Liabilities				
Trade and other payables	63,455	55,500	7,955	14.33%
Current portion of:	-	-	-	0.00%
Notes payable	184,581	138,923	45,658	32.87%
Mortgage payable	1,723	2,695	-972	-36.07%
Lease liabilities	43,342	21,102	22,240	105.39%
Income tax payable	8,406	10,079	-1,673	-16.60%
Total Current Liabilities	301,507	228,299	73,208	32.07%
Noncurrent Liabilities				
Noncurrent portion of:				
Mortgage payable	81	1,204	-1,123	-93.27%
Lease liabilities	106,443	68,120	38,323	56.26%
Security Deposits	643	-	643	0.00%
Retirement benefits liability	10,709	8,169	2,540	31.09%
Total Noncurrent Liabilities	117,876	77,493	40,383	52.11%
Total Liabilities	419,383	305,792	113,591	37.15%
Equity				
Capital stock	213,368	213,368	-	0.00%
Additional paid-in capital	777,837	777,837	-	0.00%
Retained earnings	180,382	196,707	-16,325	-8.30%
Other equity reserves	51,253	51,253	-	0.00%
Other comprehensive loss	-809	914	-1,723	-11.49%
Total Equity	1,222,031	1,238,251	-16,220	-1.31%
	1,641,415	1,544,042	97,371	6.31%

FRUIT had consolidated total assets of Php 1,641.4 million as of December 31, 2021, an increase versus total assets of Php 1,544.0 million as of end-2020.

Cash and cash equivalents

As of end 2021, cash and cash equivalents totaled Php 318.4 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash.

Trade and other receivables

Trade and other receivables was at Php 93.3 million as of year-end 2021 compared to Php 104.4 million in 2020, a decrease of 10.7% due to higher collection third party trade receivables.

Inventories

As of December 31, 2021, inventories decreased to Php 36.7 million from Php 35.0 million in 2020, an increase of 4.8% due to improved sales performance while ensuring an efficient management of inventory levels.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at Php 341.7 million as of year-end 2021. Acquisition of property and equipment for the year reached Php 200.8 million, which were invested in the building of new stores and improvements in the corporate office and commissary.

Investment Property

In 2020, the Company purchased a parcel of land with improvement located in Sta. Manila amounting to Php 127 million. The Company commissioned a third-party appraiser to reevaluate the property which valued the property amounting to Php 167.4 million in 2021.

Intangible assets

Intangible assets stood at Php 215.8 million for the period.

Accounts payable and other current liabilities

Accounts payable and other current liabilities increased by 32.1% for the full-year 2021 to Php 301.5 million, driven primarily by the increase in the current portion of notes payables and lease liabilities.

Mortgage payable

Total mortgage payable comprising of current and non-current portion as of December 31, 2021 stood at ₱1.804 million lower than December 31, 2020 amount of ₱3.899 million. The decrease was due to amortization of the said liability.

Lease liabilities

Total lease liabilities comprising of current and non-current portion as of December 31, 2021 stood at ₱149.8 million higher than December 31, 2020 amount of ₱89.2 million. The increase was due to qualification of new outlets of the company to PFRS 16.

Loans payable

As of December 31, 2021, the Company's total interest-bearing debt stood at ₱ 186.4 million. Short-term loans amounting to Php 186.3 million was used to partially fund working capital requirements.

Total long-term loans payable stood at Php 0.1 million, which was primarily used to acquire vehicles.

Capital stock and Additional paid-in capital

For the twelve months ending December 31, 2021, the Company's total capital stock stood at Php 213.4 million and additional paid-in capital of Php 777.8 million.

Cash flows

	Dec-21	Dec-20	Increase/ (Decrease)	% Change
Net cash generated from/ (used) in operating activities	112,362 -	94,462	206,824	-219%
Net cash generated from/ (used) in investing activities	- 156,762 -	306,692	149,930	-49%
Net cash generated from/ (used) in financing activities	12,007 -	101,337	113,344	-112%

Consolidated net cash generated from operating activities amounted to Php 112.4 million for the full-year 2021, 218.6% reversal versus the previous year's (Php 94.7) million. The increase is primarily attributable to the opening and reopening of store operations during the year.

Consolidated net cash used in investing activities was Php 156.8 million. This is mainly due to capital expenditures for new store openings and other corporate investments.

Consolidated net cash provided by financial activities was Php 12.0 million in 2021, primarily arising from interest payments and dividends which were partially offset by loan availments.

All in all, net cash used for the year totaled Php 32.4 million, leading to cash and cash equivalents balance of Php 318.4 million at year-end 2021.

Key Performance Indicators (KPIs)

	Audited Twelve Months Ended December 31, 2020	Audited Twelve Months Ended December 31, 2021
Revenue Growth	-54.2%	23.5%
Gross Profit Margin	60.0%	61.9%
Net Income Margin	-5.4%	-1.5%
EBITDA (Php thousands)	65	131
EBITDA Margin	7.3%	11.9%
Return on Average Assets	-2.9%	-1.0%
Return on Average Equity	-3.8%	-1.3%
Current Ratio	340.9%	237.2%
Debt to Equity Ratio	24.7%	34.3%

Gross Profit Margin is gross profit as a percentage of revenues

Net Income Margin is net income as a percentage of revenues

EBITDA is defined as earnings before interest, tax, depreciation and amortization

EBITDA margin is EBITDA as a percentage of revenues

Return on Average Assets is net income as a percentage of the average of the assets at year-end and assets at end of the immediately preceding year

Return on Average Equity is net income as a percentage of the average of the equity at year-end and equity at end of the immediately preceding year

Current Ratio is current assets divided by current liabilities

Debt to Equity Ratio is total liabilities over total equity

REVIEW OF DECEMBER 2020 VS DECEMBER 2019

Key Highlights

FRUIT registered a consolidated net loss of Php 48.1 million for the twelve months ending December 31, 2020. This yields a net loss margin of 5.4% and a decrease of 139.6% year-on-year compared to the reported net income of Php 121.5 million in 2019.

	Dec-20	Dec-19	Increase/ (Decrease)	% Change
Revenue	891,847	1,945,185	- 1,053,338	-54.15%
Cost of sales	- 356,479	- 814,397	457,918	-56.23%
Gross profit	535,368	1,130,788	- 595,420	-52.66%
Operating expenses	- 614,174	- 954,271	340,097	-35.64%
Income from operations	78,806	176,517	- 255,323	144.64%
Other income (expense)-net	6,130	30,774	36,904	-119.92%
Income before income tax	72,676	145,743	- 218,419	149.87%
Income tax expense	- 24,607	- 24,215	48,822	201.62%
Net income	- 48,069	121,528	- 169,597	139.55%

Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenue from wholly-owned subsidiaries, reached Php 891.8 million, decreasing by 54.2% from reported revenues of Php 1,945.2 million for the twelve months ending December 31, 2019.

Cost of Sales

For the year ending 2020, consolidated cost of sales decreased by 56.2% from Php 813.9 million in 2019 to Php 356.5 million.

Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent, utilities, etc.

Selling and Distribution Expenses

For the twelve months ending December 31, 2020, consolidated selling and distribution expenses totalled Php 493 million, representing a 55.3% cost-to-sales ratio. This is Php 279.1 million lower compared to Php 772.1 million during the same period in 2019.

General and Administrative Expenses

For the twelve months ending December 31, 2020, consolidated general and administrative expenses totalled Php 121.2 million, representing a 13.6% cost-to-sales ratio. This is Php 61 million lower compared to Php 182.2 million during the same period in 2019.

Operating Income (Loss)

Consolidated operating loss reached Php 72.7 million in 2020, decreasing by 149.9% from Php 145.7 million in 2019. This was primarily driven by significant reduction of revenues from the temporary suspension of store operations.

Interest Expense

Interest expense of Php 20.7 million was recorded for the twelve months ending December 31, 2020. The Group further lowered down its short term loans through the additional allocation of Php 25 million from the use of proceeds.

Other Income

Consolidated other income totalled Php 26.8 million as of year-end 2019. This is composed mainly of Php 15.4 million interest income from investments. Other items included in other income are Php 7.4 million from rental concessions and Php 3.3 million from outlet's cash overages and fees charged to lessees.

Net Income

For the year ending 2020, consolidated net loss reached Php 48.1 million, yielding a net loss margin of 5.4%. This is a decrease of 139.6% versus the 2019 recorded net income after tax of Php 121.5 million.

FY20 Financial Condition

	Dec-20	Dec-19	Increase/ (Decrease)	% Change
ASSETS				
Current Assets				
Cash and cash equivalents	350,824	853,266	-502,442	-58.88%
Trade and other receivables	104,405	83,566	20,839	24.94%
Merchandise inventories	35,011	49,908	-14,897	-29.85%
Due from related parties	139,903	114,745	25,158	21.93%
Deposits and advance rentals	110,172	102,516	7,656	7.47%
Other current assets	37,935	13,686	24,249	177.18%
Total Current Assets	778,250	1,217,687	-439,437	-36.09%
Noncurrent Assets				
Deferred input vat	1,791	983	808	82.20%
Property and equipment	237,783	222,787	14,996	6.73%
Intangible assets	213,603	214,386	-783	-0.37%
Investment property	126,875	0	126,875	0.00%
Advances to contractors	35,087	0	35,087	0.00%
Right-of-use (ROU) assets	80,875	115,195	-34,320	-29.79%
Net deferred tax assets	69,778	25,376	44,402	174.98%
Total Noncurrent Assets	765,792	578,727	187,065	32.32%
	1,544,042	1,796,414	-252,372	-14.05%
LIABILITIES AND EQUITY				
Current Liabilities				
Trade and other payables	55,500	136,018	-80,518	-59.20%
Current portion of:	0	0	0	0.00%
Notes payable	138,923	115,834	23,089	19.93%
Mortgage payable	2,695	2,322	373	16.06%
Lease liabilities	21,102	27,981	-6,879	-24.58%
Due to related parties	0	664	-664	-100.00%
Dividends payable	0	0	0	0.00%
Income tax payable	10,079	26,733	-16,654	-62.30%
Total Current Liabilities	228,299	309,552	-81,253	-26.25%
Noncurrent Liabilities				
Noncurrent portion of:				
Notes payable	0	75,270	-75,270	-100.00%
Mortgage payable	1,204	2,349	-1,145	-48.74%
Lease liabilities	68,120	92,241	-24,121	-26.15%
Security Deposits	0	0	0	0.00%
Retirement benefits liability	8,169	5,407	2,762	51.08%
Total Noncurrent Liabilities	77,493	175,267	-97,774	-55.79%
Total Liabilities	305,792	484,819	-179,027	-36.93%
Equity				
Capital stock	213,368	213,368	0	0.00%
Additional paid-in capital	777,837	777,837	0	0.00%
Retained earnings	196,707	266,111	-69,404	-26.08%
Other equity reserves	51,253	55,193	-3,940	-7.14%
Other comprehensive loss	-914	-914	0	0.00%
Total Equity	1,238,251	1,311,595	-73,344	-5.59%
	1,544,042	1,796,414	-252,371	-14.05%

FRUIT had consolidated total assets of Php 1,544.0 million as of December 31, 2020, a decrease versus total assets of Php 1,796.4 million as of end-2019.

Cash and cash equivalents

As of end 2020, cash and cash equivalents totalled Php 350.8 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash.

Trade and other receivables

Trade and other receivables was at Php 104.4 million as of year-end 2020 compared to Php 83.6 million in 2019, an increase of 24.9% due to higher third party trade receivables.

Inventories

As of December 31, 2020, inventories decreased to Php 35.0 million from Php 49.9 million in 2018, a decrease of 29.9% due to improved management of inventory levels.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at Php 364.7 million as of year-end 2020. Acquisition of property and equipment for the year reached Php 98 million, which were invested in the building of new stores and improvements in the corporate office and commissary.

Investment Property

In 2020, the Company purchased a parcel of land with improvement located in Sta. Manila amounting to Php 127 million.

Intangible assets

Intangible assets stood at Php 213.6 million for the period.

Accounts payable and other current liabilities

Accounts payable and other current liabilities decreased by 59.2% for the full-year 2020 to Php 55.5 million, driven primarily by the increase in nontrade payables.

Loans payable

As of December 31, 2020, the Company's total interest-bearing debt stood at ₱ 142.8 million. Short-term loans amounting to Php 141.6 million was used to partially fund working capital requirements.

Total long-term loans payable stood at Php 1.2 million, which was primarily used to acquire vehicles.

Capital stock and Additional paid-in capital

For the twelve months ending December 31, 2020, the Company's total capital stock stood at Php 213.4 million and additional paid-in capital of Php 777.8 million.

Cash flows

	Dec-20	Dec-19	Increase/ (Decrease)	% Change
Net cash generated from/ (used) in operating activities	- 94,462	185,698	- 280,160	-151%
Net cash generated from/ (used) in investing activities	- 306,692	191,381	- 115,311	60%
Net cash generated from/ (used) in financing activities	- 101,337	599,302	- 700,639	-117%

Consolidated net cash used by operating activities amounted to Php 94.4 million for the full-year 2020, 151.0% lower versus the previous year's Php 185.7 million. The decrease is primarily attributable to the suspension of store operations during the different levels of community quarantine in 2020.

Consolidated net cash used in investing activities was Php 306.7 million. This is mainly due to capital expenditures for new store openings and other corporate investments.

Consolidated net cash used by financial activities was Php 101.3 million in 2020, primarily arising from interest payments and dividends which were partially offset by loan availments.

All in all, net cash used for the year totaled Php 502.4 million, leading to cash and cash equivalents balance of Php 350.8 million at year-end 2020.

Key Performance Indicators (KPIs)

	Audited Twelve Months Ended December 31, 2019	Audited Twelve Months Ended December 31, 2020
Revenue Growth	23.2%	-54.2%
Gross Profit Margin	58.1%	60.0%
Net Income Margin	6.2%	-5.4%
EBITDA (Php million)	292	65
EBITDA Margin	15.0%	7.3%
Return on Average Assets	9.0%	-2.9%
Return on Average Equity	14.3%	-3.8%
Current Ratio	393.3%	340.9%
Debt to Equity Ratio	37.0%	24.7%

Gross Profit Margin is gross profit as a percentage of revenues

Net Income Margin is net income as a percentage of revenues

EBITDA is defined as earnings before interest, tax, depreciation and amortization

EBITDA margin is EBITDA as a percentage of revenues

Return on Average Assets is net income as a percentage of the average of the assets at year-end and assets at end of the immediately preceding year

Return on Average Equity is net income as a percentage of the average of the equity at year-end and equity at end of the immediately preceding year

Current Ratio is current assets divided by current liabilities

Debt to Equity Ratio is total liabilities over total equity

COMMITMENTS AND CONTINGENCIES

There is no material commitment and contingency as of 31 December 2020 and as of 31 December 2019.

Events within the Reporting Period

Impact of COVID-19. In March 2020, the COVID-19 outbreak was declared to be a global pandemic by the World Health Organization and the Registrant's Group temporarily closed its Group-operated stores across the country beginning March 16, 2020. The Registrant expects these stores to remain closed until further notice. The Registrant plans to follow the guidance of local governments and health organizations to determine when it can reopen these stores. As the situation continues to evolve rapidly, the Registrant is not currently able to predict the timing of the reopening of all its stores but will be subject on a location-by-location basis.

As the community quarantine eases, the Registrant expects to see material improvement in sales as compared to sales while the country was subject to Enhanced Community Quarantine imposed. The Group has started to strategically re-open stores and around 70% of its total stores have reopened.

Despite the decrease of the Registrant Group's topline, management made sure to manage and rationalize expenses to maximize the bottom line. The Group took additional steps from March 2020 onwards to reduce discretionary spending and other expenditures, rolled out procedures to ensure continuous delivery of products using the newly acquired subsidiary, Cocodelivery Inc., and repurposed or upgrade some stores into delivery hubs, also known as Community Stores. The Registrant continues to monitor the situation closely and may implement further measures to provide additional flexibility and improve the Registrant's cash position and liquidity. We managed our payables through negotiating longer terms with suppliers and decreasing our rent expenses.

After-effects of the pandemic also caused disruption in the economy which includes increased interest rates, high inflation, poor performance of the capital markets, and more. These collective disruptions negatively affect the company's operations and financial condition. However, the company is able to maneuver itself through these uncertainties through successful execution of its strategies which include store expansion, disciplined acquisitions, and profitable investments.

The Registrant Group is still pushing through with its plans to expand more stores in strategic locations. The Registrant wants to position itself in high foot-traffic and logistically viable areas to ensure the sustainability of the store which may be located inside and outside of commercial centers. Aside from the current pandemic and its effects in the global and local economies, the Registrant sees no major risk on the business' operational and financial health and management believes that the Registrant's strong financial condition and ability to obtain short-term or long-term borrowings, the Registrant Group can continue in this more health-conscious environment.

Apart from the events discussed above or in this Management Report, there are no other known trends, events or uncertainties expected to have a material impact on liquidity/sales or events that will trigger direct or contingent financial obligation that is material to the Registrant, including any default or acceleration of an obligation. There is also no known cause for any material change from period to period of financial statements or any seasonal aspects that may have a material effect on the financial statements.

Likewise, the corporation has not entered into any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships with

unconsolidated entities or other persons during the reporting period nor made any material commitments for capital expenditures

IV. NATURE AND SCOPE OF BUSINESS

(A) Background

Fruitas Holdings, Inc. (“FHI”) serves as the holding company of food and beverage community store and kiosk operators with over 25 active brands across its portfolio. As of December 31, 2022, it has established more than 780 stores across the Philippines. The Group serves Philippine consumers daily with fresh fruit shakes and juices, lemonade, coolers, milk tea, desserts, meat-filled pastries, soya-based products, baked goods, and *lechon* (roasted pig), among other products.

FHI traces its roots from Lush Enterprises Corporation (“LEC”), which was incorporated by Mr. Lester Yu in 2000. LEC opened its first “*Fruitas Fresh from Babot’s Farm*” store in 2002 at SM Manila. Fast forward to current year, FHI has more than 780 stores across the Philippines generally located in prime commercial establishments and institutions. Since its establishment, FHI, its Subsidiaries, and other indirect subsidiaries Green Empire International Limited and Oceanic Limited (the “Group”), has expanded its brand portfolio to include *Buko Loco*, *Buko ni Fruitas*, *Juice Avenue*, *Johnn Lemon*, *Black Pearl*, *Tea Rex*, *De Original Jamaican Pattie Shop and Juice Bar*, *The Mango Farm*, *Babot’s Farm*, *Soy & Bean*, *Balai Pandesal*, and *Sabroso Lechon* to name a few. The Group continues to make its mark in the industry through the growth of its store network, expansion through acquisitions, and development of new business concepts and formats. In addition, FHI through one of its subsidiaries, Fruitasgroup Incorporated (“FGI”), operates 2 foodparks which are both situated in Quezon City, Philippines.

The Group’s main production facilities are strategically located in Metro Manila, Philippines for more efficient supply chain operations. The Group maintains its own logistics facilities to deliver various materials, supplies, and products to its stores.

The Group considers itself as one of the largest food and beverage community store and kiosk operators in the Philippines. The multiple brands across its portfolio allows it to serve a wide array of products to the local market. The Community store format allows the Group to sell multi-brand products in one roadside location while the kiosk format enables more flexibility and faster expansion. The Group believes its business model is highly scalable, as evidenced by its store network expansion in the past years.

The Group generated total revenues of Php 891.8 million, Php 1,101.7 million, Php 1,799.2 million for the years ended December 31, 2020, 2021, and 2022 respectively, and net income (loss) of Php (Php 48.1) million, (Php 16.3), and Php 82.4 million for the same periods.

On November 29, 2019, FRUIT reached another milestone by successfully listing on the Main Board of the Philippine Stock Exchange (PSE) with a total of 2,133,680,000 common shares at ₱1.68 per share.

During the first quarter of 2020, FHI acquired Soykingdom, Inc., manufacturer of soya-based products, and CocoDelivery Inc., a same-day delivery service provider of food and beverage. FHI expanded to 5 subsidiaries including the three kiosk operators namely Fruitasgroup Incorporated, Negril Trading Inc., and Buko Ni Fruitas Inc. In the third quarter of 2020, the Group launched cocodeliveryph.com to provide easier online access

to our products and started to open community stores to get closer to the communities of our customers. The Group also strengthened its presence online through social media channels such as Facebook, Instagram, and Viber communities.

2021 marked the entry of FHI to the baked goods industry through the acquisition of Balai Pandesal assets on June by one of its wholly-owned subsidiary, Balai Ni Fruitas Inc. The asset acquisition included initial inventories, technical know-how, equipment and vehicle, trademark, and franchise agreements for five (5) stores. The Balai ni Fruitas Inc. was able to grow the Balai Pandesal store network to 48 community stores as of the end of December 2022, which includes 43 company-owned and 6 franchised stores.

In June 2022, FHI, through its wholly-owned subsidiary, Soykingdom Inc., signed an agreement to acquire, Ling Nam. The Group completed the acquisition in 2023 which added the Ling Nam brand to its list of well-loved brands. Ling Nam restaurants are known for its “legacy brand” which was built since 1950’s. The restaurant is known for its delicious, quality and authentic Cantonese dishes such as noodles, congee, and other dim sum products. Ling Nam is also known for its signature Beef Wanton Noodles and other hot and tasty meals serve freshly cooked in its restaurants in Banawe, Quezon City, T. Alonzo, Manila, and San Juan. The Group acquired the trademark, recipes and other technical know-how, leasehold improvements, certain equipment, inventory, among others, from the stores located in San Juan City, Quezon City, and Manila City. The acquisition also includes a land and building located in Calocan City.

(B) Risks Relating to the Business

The business and operations of the Group are subject to a number of laws, rules and regulations governing the food and beverage kiosk industry in the Philippines. These laws and regulations impose requirements relating to food manufacturing and storage. In particular, the Group is subject to extensive regulation by the Food and Drug Administration (“FDA”) and local government units (“LGU”), and environmental regulators.

Food service businesses are affected by changes in consumer tastes, economic conditions and demographic trends. The timing of product launches, pricing and advertising efforts of competitors may also impact our sales. In the past, we have introduced new products which were unsuccessful and there can be no guarantee that we will be able to introduce new products or new menu items successfully in the future. If we cannot successfully introduce new products or new menu offerings, our business, financial condition and results of operations could be materially and adversely affected.

The food and beverage kiosk industry in the Philippines is highly competitive with relatively low barriers to entry. As such, there are many well-established food services that compete directly and indirectly with FHI. FHI’s competitors are located domestically. The domestic competitors in the meat-filled pastry category is *Yumpanada*. In the buko (coconut) category are *Louie’s Buko*, *Coconut Republic*, *Buko Express Pies & Sweets* and *Buko Juan*. In the fruit shakes category are *Fruit Magic*, *Big Chill* and *Thirsty*. In the juices and smoothies category are *Islands Juice*, *Pure Nectar*, *Jamba Juice*, *Fruitfull*, *Mooshi Green Bar* and *Tube Cane Juice*. In the coolers category is *Zagu*. In the fries category are *Potato Corner* and *Potato Giant*. In the Lemonade Category are *Simply Lemon* and *Lemon na Bai*. These competitors may not be the only ones in the industry, as there can be other major or minor players in each category. If the Registrant’s Group will not be able to compete with them, this

could lead to a decline to our businesses affecting our financial conditions and operations.

Our ability to perform on a day-to-day basis is dependent on the capacity and efficiency of our manpower and infrastructure. There may be material interruptions in manpower because of natural calamities or fortuitous events, such as our employees not being able to go to work because of a typhoon or our vehicles not being able to go to different areas because of floods which can affect our delivery schedule. Moreover, our future sales growth will depend on our ability to acquire or lease strategic land for increase of production capacity and will depend on our ability to acquire or maintain machines that will make production and distribution more efficient. Not being able to capably distribute our product and not being able to acquire or lease strategic land or machines will increase our costs, affecting our capacity to successfully operate daily.

We cannot guarantee that our internal controls and training will be fully effective in preventing all food safety issues at our stores, including any occurrences of foodborne illnesses such as salmonella, E. coli and hepatitis A. In addition, there is no guarantee that our franchised stores will maintain the high levels of internal controls and training we require at our owned stores. Furthermore, we and our franchisees rely on third-party vendors, making it difficult to monitor food safety compliance and increasing the risk that foodborne illness would affect multiple locations rather than a single store. Some foodborne illness incidents could be caused by third-party vendors and transporters outside of our control. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of foodborne illness in any of our stores or markets or related to food products we sell could negatively affect our store sales nationwide if highly publicized on national media outlets or through social media. This risk exists even if it were later determined illness was wrongly attributed to us or one of our stores. The occurrence of food safety or foodborne illness incident at one or more of our stores, or negative publicity or public speculation about an incident, could materially adversely affect our business, financial condition and results of operations.

V. MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

Market Information

The Registrant’s common shares are being traded at the Philippine Stock Exchange. The high and low sales prices for each quarter within the last three fiscal years as traded on the Philippine Stock Exchange are as follows:

Quarter	2023			2022		
	High	Low	Close	High	Low	Close
1st	1.35	1.13	1.29	1.30	1.10	1.12
2nd				1.16	0.99	1.08

3rd				1.22	0.95	0.95
4th				1.15	0.91	1.12

The market capitalization of the Company's common shares as of end 2022, based on the closing price of Php 1.12 per share was Php 2,389,721,600. The market capitalization of the Company's common shares as of May 31, 2023, based on the closing price of Php 1.23 per share was Php 2,624,426,400.

Price Information as of the Latest Practicable Trading Date

<u>Trading Date</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
31 May 2023	1.29	1.23	1.23

Stockholders

The number of shareholders of record as of May 31, 2023, was 21. The shareholders as of the same date are as follows:

Name of Shareholder	Number of Shares	% Ownership
PCD Nominee Corp. (Filipino)	2,020,124,086	94.68%
Lush Properties Incorporated	100,000,000	4.69%
PCD Nominee Corp. (Non-Filipino)	10,902,906	0.51%
Necisto U. Sytengco	2,500,000	0.117%
Myra P. Villanueva	59,000	0.003%
Milagros P. Villanueva	20,000	0.001%
Myrna P. Villanueva	20,000	0.001%
Myra P. Villanueva	11,000	0.001%
Marietta V. Cabreza	10,000	-
Irene O. Chua	10,000	-
Ma. Christmas R. Nolasco	10,000	-
Mylene C. Arnigo	5,000	-
Dennis T. Beng Hui	1,000	-
Calvin F. Chua	1,000	-
Vincent Ricardo Cuevas	1,000	-
Bambi Maureen E. Donato	1,000	-
Rogelio M. Guadalquiver	1,000	-
Madelene T. Sayson	1,000	-
Shirley O. Tan	1,000	-
Lester C. Yu	1,000	-
Gerardo L. Salgado	8	-

The following are non-certificated shareholders and part of PCD Nominee Corp. (Filipino) which hold significant shares of the Registrant (more than 5%) as of May 31, 2023:

	Stockholder's Name	Common Shares	Percentage
1	Lush Properties Inc.	1,127,500,000 ³	52.84%
2	Lester C. Yu	126,117,000	5.91%

³ The 1,127,500,000 shares of Lush Properties Inc. include 1,027,500,000 lodged shares and 100,000,000 certificated shares.

Apart from the stockholders listed above, no other stockholders own at least 5% of the Registrants shares under PCD Nominee Corp.

Dividends

Last August 5, 2022, the Company declared regular cash dividends amounting to Php0.01 per share or a total of Php 21,336,800.00 on all shares of common stock issued and outstanding to stockholders of record as of August 8, 2022. Cash dividends were paid on September 1, 2022. The amount of Php 21,336,800.00 represents the total cash declared and paid for in 2022.

Outstanding net dividends payable as of December 31, 2022 totaled to Php 22,743.07.

The Company did not declare dividends for the year 2021. There are no outstanding dividend payables as at December 31, 2021.

Dividend Policy

We have approved a dividend policy of distributing 30% of our net income after tax from the preceding year payable primarily in cash. However, the Board of Directors, in its discretion, may decide to declare dividends to be payable in property or share. Declaration of dividends is subject to the requirements of applicable laws and regulations, the terms and conditions of our outstanding loan facilities, and the absence of circumstances that may restrict the payment of such dividends, such as when we undertake major projects, expansions, and developments. Dividends must be approved by our Board of Directors and in the case of stock dividends, approved by 2/3 of the Registrant's total outstanding capital stock at a regular or special meeting called for the purpose, and may be declared only from our unrestricted retained earnings. The Registrant will conduct a periodic review of available unrestricted balance of retained earnings for purposes of earmarking surplus profit for future capital expenditures or for distributing the same as special cash or stock dividends. Our board of directors may, at any time, modify our dividend policy or declare special dividends, depending upon our capital expenditure plans and/or any terms of financing facilities entered into to fund our current and future operations and projects. We cannot assure you that we will pay any dividends in the future.

Record Date

Pursuant to existing Philippine SEC rules, cash dividends declared by a Registrant must have a record date not less than 10 nor more than 30 days from the date the cash dividends are declared. With respect to stock dividends, the record date is to be not less than 10 or more than 30 days from the date of shareholder approval, provided however, that the set record date is not to be less than 10 trading days from receipt by the PSE of the notice of declaration of stock dividend. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date is to be fixed by the Philippine SEC.

Recent Sale of Unregistered Securities

The following securities were issued as exempt from the registration requirements of the SRC and therefore have not been registered with the Philippine SEC.

- In November 2016, the Registrant sold its common shares at par value of Php1.00 per share to the following individuals and entity: Madelene Timbas-Sayson (150,000 shares); Marvin Yu (100,000 shares), and Lester Yu (7,000,000 shares).
- In February 2017, the Registrant sold its common shares at par value of Php1.00 per share to Melanie Legaspi (50,000 shares); and to Lush Properties Incorporated (12,700,000 shares).
- On 15 February 2017, the majority of the Board of Directors of the Registrant and its stockholders owning or representing at least two-thirds of the outstanding capital stock of the Registrant approved to change the par value of its common shares from Php1.00 to Php0.10 per share and reclassified Php 30 million of its authorized capital stock to 3,000,000,000 preferred shares with par value of Php0.01 per share. Thus, the number of common shares of the Registrant increased from 500,000,000 common shares at Php1.00 per share, to 4,700,000,000 common shares at Php0.10 per share. As a result of the lowering of the par value, the common shares of the following entities and individuals increased: Lush Properties Incorporated (from 38,700,000 common shares to 387,000,000 common shares); Ralproperties Inc. (from 10,000,000 common shares to 100,000,000 common shares); Lester C. Yu (from 17,250,000 common shares to 172,500,000 common shares); Jonathan G. Co (from 100,000 common shares to 1,000,000 common shares); Sherlyn U. Gonzales (from 250,000 common shares to 2,500,000 common shares); Roselyn A. Legaspi (from 300,000 common shares to 3,000,000 common shares); Madelene Timbas-Sayson (from 150,000 common shares to 1,500,000 common shares); Marvin C. Yu (from 100,000 common shares to 1,000,000 common shares); Melanie Legaspi (from 150,000 common shares to 1,500,000 common shares); Lush Enterprises Corporation (from 26,000,000 common shares to 260,000,000 common shares); FGI (from 26,000,000 common shares to 260,000,000 common shares); and BNF (from 26,000,000 common shares to 260,000,000 common shares).
- On 7 November 2017, the Registrant sold its common shares at par value of Php0.10 to the following entities and individuals: Next Merchant Holdings, Inc. (74,490,000 common shares); Highlands Sunrise Holdings Inc. (74,480,000 common shares); Calvin Chua (500,000 common shares); Rogelio Guadalquiver (500,000 common shares); Bambi Maureen Donato (10,000 common shares); Bernardino Ramos (10,000 common shares); and Shirley Tan (10,000 common shares).
- On 20 August 2019, the Registrant sold its common shares at par value of Php 0.10 to the following individuals: Dennis Beng Hui (10,000 commons shares); and Irene O. Chua (10,000 common shares).

Stock Options

None.

VI. COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

The Registrant's Board has adopted a Revised Manual on Corporate Governance. The Registrant's Revised Manual on Corporate Governance describes the terms and conditions

by which the Registrant intends to conduct sound corporate governance practices that are consistent with the relevant laws and regulations of the Republic of the Philippines, and which seek to enhance business transparency and build shareholder value.

Ultimate responsibility and oversight of the Registrant's adherence to superior corporate governance practices rests with the Board of Directors. As a policy matter, the Board will hold monthly meetings, at which any number of relevant corporate governance issues may be raised for discussion.

Practical oversight of the Registrant's corporate governance standards is exercised through the Board's Corporate Governance Committee.

The Registrant is committed to building a solid reputation for sound corporate governance practices, including a clear understanding by its Directors of the Registrant's strategic objectives, structures to ensure that such objectives are realized, systems to ensure the effective management of risks and the systems to ensure the Registrant's obligations are identified and discharged in all aspects of its business. Each January, the Registrant will issue a certification to the Philippines Securities and Exchange Commission and the Philippine Stock Exchange that it has fulfilled its corporate governance obligations.

As of the date of this report, there are no known material deviations from the Registrants Manual of Corporate governance. The Registrant is taking further steps to enhance adherence to principles and practices of good corporate governance.

ANNEX A



May 2, 2023

THE SECURITIES AND EXCHANGE COMMISSION
Markets and Securities Regulation Department
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

Attention : **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE
3rd Floor, Philippines Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Attention : **Ms. Alexandra D. Tom Wong.**
Officer-in-Charge, Disclosure Department

Subject : **Fruititas Holdings Inc. 2022 SEC Form 17-A Annual Report**

Dear Director Felizmenio and Ms. Wong:

We hereby submit the SEC Form 17-A Annual Report for the year ended 31 December 2022 with the following exhibits:

1. 2022 Audited Financial Statement
2. Top 100 Stockholders as of December 31, 2022
3. Sustainability Report

We trust that you will find everything to be in order.

Very Truly Yours,

Very Truly Yours,
FRUITAS HOLDINGS INC.

By:  Rushell A. Salvador
Compliance Officer

COVER SHEET

C S 2 0 1 5 0 3 0 1 4

SEC Registration Number

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

(Company's Full Name)

N O . 6 0 C O R D I L L E R A S T .

B R G Y . D O N A J O S E F A Q U E Z O N C I T Y

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

RUSHELL A. SALVADOR

Contact Person

+(632) 8731-8886

Company Telephone Number

SEC FORM 17A

2022 ANNUAL REPORT

1 2

Month Day
Fiscal Year

3 1

FORM TYPE
Annual Meeting

0 7

Month

2 5

Day

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

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

1. For the fiscal year ended **December 31, 2022**
2. SEC Identification Number **CS201503014**
3. BIR Tax Identification No. **008-961-476**
4. Exact name of issuer as specified in its charter **Fruitas Holdings, Inc.**
5. **Quezon City, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **60 Cordillera St. corner E. Rodriguez Sr. Ave, Brgy. Doña Josefa, Quezon City**
Address of principal office

1113

Postal Code

8. **(632) 8243-1741**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report.

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

Title of Each Class

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

Common Shares

2,133,680,000

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

Yes [x] No []

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

Philippine Stock Exchange

Common Share

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation
FRUIT_ANNUAL REPORT_2022
February 2001

Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes No

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

Yes No

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form.

As of December 31, 2022

Total Number of Outstanding Shares	2,133,680,000
Less: Outstanding Shares held by Affiliates	1,264,295,010
Shares held by Non-Affiliates	869,384,990
Closing price as of December 31, 2022	Php 1.12
Aggregate Market Value of Voting Stock held by Non-Affiliate	Php 973,711,188.80
Level of Public Float based on information available as of Dec. 31, 2022	40.75%

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

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

Yes No

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

(a) 2022 Consolidated Financial Statements of Fruitas Holdings, Inc. and its Subsidiaries and Fruitas Holdings, Inc. stand-alone 2022 Financial Statements attached as Annex A;

(b) List of Stockholders as Annex B;

(c) Sustainability Report as Annex C

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

a. Overview

Fruititas Holdings, Inc. (“FHI”) serves as the holding company of food and beverage community store and kiosk operators with over 25 active brands across its portfolio. As of December 31, 2022, it has established more than 780 stores across the Philippines. The Group serves Philippine consumers daily with fresh fruit shakes and juices, lemonade, coolers, milk tea, desserts, meat-filled pastries, soya-based products, baked goods, and *lechon* (roasted pig), among other products.

FHI traces its roots from Lush Enterprises Corporation (“LEC”), which was incorporated by Mr. Lester Yu in 2000. LEC opened its first “*Fruititas Fresh from Babot’s Farm*” store in 2002 at SM Manila. Fast forward to current year, FHI has more than 780 stores across the Philippines generally located in prime commercial establishments and institutions. Since its establishment, FHI, its Subsidiaries, and other indirect subsidiaries Green Empire International Limited and Oceanic Limited (the “Group”), has expanded its brand portfolio to include *Buko Loco*, *Buko ni Fruititas*, *Juice Avenue*, *Johnn Lemon*, *Black Pearl*, *Tea Rex*, *De Original Jamaican Pattie Shop and Juice Bar*, *The Mango Farm*, *Babot’s Farm*, *Soy & Bean*, *Balai Pandesal*, and *Sabroso Lechon* to name a few. The Group continues to make its mark in the industry through the growth of its store network, expansion through acquisitions, and development of new business concepts and formats. In addition, FHI through one of its subsidiaries, Fruititasgroup Incorporated (“FGI”), operates 2 foodparks which are both situated in Quezon City, Philippines.

The Group’s main production facilities are strategically located in Metro Manila, Philippines for more efficient supply chain operations. The Group maintains its own logistics facilities to deliver various materials, supplies, and products to its stores.

The Group considers itself as one of the largest food and beverage community store and kiosk operators in the Philippines. The multiple brands across its portfolio allows it to serve a wide array of products to the local market. The Community store format allows the Group to sell multi-brand products in one roadside location while the kiosk format enables more flexibility and faster expansion. The Group believes its business model is highly scalable, as evidenced by its store network expansion in the past years.

The Group generated total revenues of Php 891.8 million, Php 1,101.7 million, Php 1,799.2 million for the years ended December 31, 2020, 2021, and 2022 respectively, and net income (loss) of Php (Php 48.1) million, (Php 16.3), and Php 82.4 million for the same periods.

On November 29, 2019, FRUIT reached another milestone by successfully listing on the Main Board of the Philippine Stock Exchange (PSE) with a total of 2,133,680,000 common shares at ₱1.68 per share.

During the first quarter of 2020, FHI acquired Soykingdom, Inc., manufacturer of soya-based products, and CocoDelivery Inc., a same-day delivery service provider of food and beverage. FHI expanded to 5 subsidiaries including the three kiosk operators namely Fruititasgroup Incorporated, Negril Trading Inc., and Buko Ni Fruititas Inc. In the third quarter of 2020, the Group launched cocodeliveryph.com to provide easier online access to our products and started to open community stores to get closer to the communities of our customers. The Group also strengthened its presence online through social media channels such as Facebook, Instagram, and Viber communities.

2021 marked the entry of FHI to the baked goods industry through the acquisition of Balai Pandesal assets on June by one of its wholly-owned subsidiary, Balai Ni Fruitas Inc. The asset acquisition included initial inventories, technical know-how, equipment and vehicle, trademark, and franchise agreements for five (5) stores. The Balai ni Fruitas Inc. was able to grow the Balai Pandesal store network to 48 community stores as of the end of December 2022, which includes 43 company-owned and 6 franchised stores.

In June 2022, FHI, through its wholly-owned subsidiary, Soykingdom Inc., signed an agreement to acquire, Ling Nam. The Group completed the acquisition in 2023 which added the Ling Nam brand to its list of well-loved brands. Ling Nam restaurants are known for its “legacy brand” which was built since 1950’s. The restaurant is known for its delicious, quality and authentic Cantonese dishes such as noodles, congee, and other dim sum products. Ling Nam is also known for its signature Beef Wonton Noodles and other hot and tasty meals serve freshly cooked in its restaurants in Banawe, Quezon City, T. Alonzo, Manila, and San Juan. The Group acquired the trademark, recipes and other technical know-how, leasehold improvements, certain equipment, inventory, among others, from the stores located in San Juan City, Quezon City, and Manila City. The acquisition also includes a land and building located in Caloocan City.

b. Key Risks

The business and operations of the Group are subject to a number of laws, rules and regulations governing the food and beverage kiosk industry in the Philippines. These laws and regulations impose requirements relating to food manufacturing and storage. In particular, the Group is subject to extensive regulation by the Food and Drug Administration (“FDA”) and local government units (“LGU”), and environmental regulators.

Foodservice businesses are affected by changes in consumer tastes, economic conditions and demographic trends. The timing of product launches, pricing and advertising efforts of competitors may also impact our sales. In the past, we have introduced new products which were unsuccessful and there can be no guarantee that we will be able to introduce new products or new menu items successfully in the future. If we cannot successfully introduce new products or new menu offerings, our business, financial condition and results of operations could be materially and adversely affected.

The food and beverage kiosk industry in the Philippines is highly competitive with relatively low barriers to entry. As such, there are many well-established foodservices that compete directly and indirectly with us. Our competitors are located domestically. The domestic competitors in the Meat-filled pastry category is *Yumpanada*; in the Buko (Coconut) category are *Louie’s Buko*, *Coconut Republic*, *Buko Express Pies & Sweets* and *Buko Juan*; in the Fruit Shakes category are *Fruit Magic*, *Big Chill* and *Thirsty*; in the Juices and Smoothies category are *Islands Juice*, *Pure Nectar*, *Jamba Juice*, *Fruitfull*, *Mooshi Green Bar* and *Tubo Cane Juice*; in the Coolers category is *Zagu*; in the Fries category are *Potato Corner* and *Potato Giant*; in the Lemonade Category are *Simply Lemon* and *Lemon na Bai*. These competitors may not be the only ones in the industry as there can be other major or minor players in each category. If our Group will not be able to compete with them, this could lead to a decline to our businesses affecting our financial conditions and operations.

Our ability to perform on a day-to-day basis is dependent on the capacity and efficiency of our manpower and infrastructure. There may be material interruptions in manpower because of natural calamities or fortuitous events like our employees not being able to go to work because of a typhoon or our vehicles not being able to go to different areas because of floods which can affect our delivery schedule. Moreover, our future sales growth will depend on our ability to acquire or lease strategic land for increase of production capacity and will depend on our ability to acquire or maintain machines that will make production and distribution more efficient. Not being able to capably distribute our product

and not being able to acquire or lease strategic land or machines will increase our costs, affecting our capacity to successfully operate daily.

We cannot guarantee that our internal controls and training will be fully effective in preventing all food safety issues at our stores, including any occurrences of foodborne illnesses such as salmonella, E. coli and hepatitis A. In addition, there is no guarantee that our franchised stores will maintain the high levels of internal controls and training we require at our owned stores. Furthermore, we and our franchisees rely on third-party vendors, making it difficult to monitor food safety compliance and increasing the risk that foodborne illness would affect multiple locations rather than a single store. Some foodborne illness incidents could be caused by third-party vendors and transporters outside of our control. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of foodborne illness in any of our stores or markets or related to food products we sell could negatively affect our store sales nationwide if highly publicized on national media outlets or through social media. This risk exists even if it were later determined illness was wrongly attributed to us or one of our stores. The occurrence of food safety or foodborne illness incident at one or more of our stores, or negative publicity or public speculation about an incident, could materially adversely affect our business, financial condition and results of operations.

The Philippines has experienced a number of major natural catastrophes including typhoons, floods, volcanic eruptions, and earthquakes. In 2017 alone, two (2) major earthquakes struck off the Philippines with a 6.8-magnituded earthquake affecting the Southern region of Mindanao in April and a 6.5-magnitude earthquake affecting Eastern Visayas in July. In October 2013, a 7.2-magnitude earthquake also affected Cebu and the island of Bohol, and in 2013, Super Typhoon Haiyan (called Yolanda in the Philippines) caused destruction, devastation, and casualties of unprecedented levels in Tacloban city, certain parts of Samar, and certain parts of Cebu, all of which are located in the Visayas, the southern part of the Philippines. In January 2020, the Taal volcano erupted and caused destruction in some parts of Batangas and Cavite. The COVID-19 pandemic has also been plaguing the public safety of the whole country. There can be no assurance that the occurrence of such catastrophes or outbreaks will not materially disrupt our operations. We could experience substantial property loss as a result of any such catastrophe and might not be able to rebuild or restore operations in a timely fashion. Our property insurance may not cover all cases of loss of material property. Any such accident could have a material adverse effect on our business, financial condition, and results of operations.

Item 2. Properties

Our key properties are summarized as follows:

Location	Area	Status
<u>Offices</u>		
60 Cordillera, Quezon City	1,464 sq. m.	Leased
Tisa, Cebu City*	538 sq. m.	Owned**
68 Data, Quezon City	420 sq. m.	Leased
1 Ubay, Quezon City	500 sq. m. (approximate)	Leased
<u>Commissaries</u>		
70 Brixton Hills, Quezon City	1,046 sq. m.	Leased
72 Brixton Hills, Quezon City	750 sq. m.	Leased
KJ Street, Kamias, Quezon City	1,928 sq. m.	Leased
Altura, Manila (NTI)	958 sq. m.	Leased
Altura, Manila (NTI)	1,031 sq. m.	Leased
<u>Warehouses</u>		
Labangon, Cebu City	1,500 sq. m. (approximate)	Leased

120 Kapiligan, Quezon City	1,000 sq. m (approximate)	Leased
Sasa, Davao City	240 sq. m.	Owned**
56 Banawe, Quezon City	1,000 sq. m (approximate)	Leased
<u>Foodparks</u>		
150 Maginhawa St, Quezon City	600 sq. m.	Leased
55 Cordillera St, Quezon City	1,646 sq. m.	Sub-leased
<u>Properties for future use</u>		
71 Brixton Hills, Quezon City	750 sq. m.	leased
Tisa, Cebu City	457 sq. m.	Owned**
Catwayan, Carles, Iloilo	6,128 sq. m.	Owned**
Sta. Mesa, Manila	909.5 sq. m.	Owned***

* Also the site for House of Fruitas in Cebu

** Titles are still in the process of being transferred to FGI's name

***Titles are still in the process of being transferred to FHI's name

For our retail establishments, we lease spaces from various entities across the Philippines. The site for the Le Village Lifestyle Park is sub-leased by FGI from One Fifty Food Place, Inc., a company which is 99.8% owned by Mr. Lester Yu.

Item 3. Legal Proceedings

As of the date, neither the Group nor any of its properties is engaged in or a subject of any material litigation, claims or arbitration either as plaintiff or defendant, which could be expected to have a material effect on our financial position and we are not aware of any facts likely to give rise to any proceedings which would materially and adversely affect our business or operations.

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

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

PART II - OPERATIONAL AND FINANCIAL INFORMATION

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

a.) Market Information

The Company's common shares are traded in the Main Board of the Philippine Stock Exchange, Inc. ("PSE"). The common shares were listed on November 29, 2019.

The following table shows the high and low prices (in pesos per common share) of the Company's shares in the PSE for each month from date of listing:

Period	High	Low
November 2019	2.45	1.71
December 2019	1.80	1.03
January 2020	1.87	1.33
February 2020	2.07	1.55
March 2020	1.72	0.90
April 2020	1.53	1.13
May 2020	1.48	1.17

June 2020	1.39	1.25
July 2020	1.35	1.15
August 2020	1.27	1.08
September 2020	1.32	1.13
October 2020	1.29	1.14
November 2020	1.62	1.25
December 2020	1.88	1.50
January 2021	1.80	1.40
February 2021	1.64	1.41
March 2021	1.53	1.31
April 2021	1.45	1.35
May 2021	1.47	1.31
June 2021	1.49	1.36
July 2021	1.40	1.20
August 2021	1.30	1.15
September 2021	1.34	1.20
October 2021	1.43	1.28
November 2021	1.35	1.20
December 2021	1.25	1.21
January 2022	1.28	1.13
February 2022	1.30	1.16
March 2022	1.22	1.10
April 2022	1.14	1.04
May 2022	1.12	0.99
June 2022	1.18	1.04
July 2022	1.10	0.99
August 2022	1.20	1.01
September 2022	1.22	0.95
October 2022	1.05	0.91
November 2022	1.03	0.95
December 2022	1.15	0.98

The market capitalization of the Company's common shares as of end 2022, based on the closing price of Php 1.12 per share was Php 2,389,721,600.

b) Holders

Total shares outstanding as of December 31, 2022, is 2,133,680,000 with a par value of P0.10. The shareholders as of the same date are as follows:

Name of Shareholder	Number of Shares	% Ownership
PCD Nominee Corp. (Filipino)	2,018,959,086	94.623%
Lush Properties Incorporated	100,000,000	4.687%
PCD Nominee Corp. (Non-Filipino)	12,067,906	0.566%
Necisto U. Sytengco	2,500,000	0.117%
Myra P. Villanueva	59,000	0.003%
Milagros P. Villanueva	20,000	0.001%
Myrna P. Villanueva	20,000	0.001%
Myra P. Villanueva	11,000	0.001%
Marietta V. Cabreza	10,000	-

Irene O. Chua	10,000	-
Ma. Christmas R. Nolasco	10,000	-
Mylene C. Arnigo	5,000	-
Dennis T. Beng Hui	1,000	-
Calvin F. Chua	1,000	-
Vincent Ricardo Cuevas	1,000	-
Bambi Maureen E. Donato	1,000	-
Rogelio M. Guadalquiver	1,000	-
Madelene T. Sayson	1,000	-
Shirley O. Tan	1,000	-
Lester C. Yu	1,000	-
Gerardo L. Salgado	8	-

c) Dividends

Last August 5, 2022, the Company declared regular cash dividends amounting to Php0.01 per share or a total of Php 21,336,800.00 on all shares of common stock issued and outstanding to stockholders of record as of August 8, 2022. Cash dividends were paid on September 1, 2022. The amount of Php 21,336,800.00 represents the total cash declared and paid for in 2022.

There are no outstanding dividends payable as at December 31, 2022.

d) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

The Company did not issue any stocks to its employees as of December 31, 2022.

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

The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which form part of this SEC Form Amended 17-A as "Annex B". The consolidated financial statements and notes thereto have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS).

FY 22 Results of Operations

Key Highlights

FRUIT registered a consolidated net income of Php 82.4 million for the twelve months ending December 31, 2022. This yields a net income margin of 4.6%, a turnaround from the reported net loss of Php 16.3 million in 2021.

Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenue from wholly-owned subsidiaries, reached Php 1,799.2 million, increasing by 63.5% from reported revenues of Php 1,101.7 million for the twelve months ending December 31, 2021.

Cost of Sales

For the year ending 2022, consolidated cost of sales increased by 78.1% from Php 419.3 million in 2021 to Php 746.9 million.

Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent, utilities, etc.

Gross Profit

Consolidated gross profit amounted to Php 1,052.3 million for the full year 2022, increasing by 54.2% from Php 682.4 million in the previous year. This yielded a gross profit margin of 58.5%, a slight decrease due to increasing raw material prices but the Company executed more efficient inventory-buying strategies, implemented price increases, rationalized manpower requirements and expanded product mix to limit the adverse effects.

Selling and Distribution Expenses

For the twelve months ending December 31, 2022, consolidated selling and distribution expenses totaled Php 784.2 million, representing a 43.6% cost-to-sales ratio. This is Php 175.4 million higher compared to Php 608.8 million during the same period in 2021.

General and Administrative Expenses

For the twelve months ending December 31, 2022, consolidated general and administrative expenses totaled Php 138.5 million, representing a 7.7% cost-to-sales ratio. This is Php 21.9 million higher compared to Php 116.6 million during the same period in 2021.

Operating Income (Loss)

Consolidated operating income reached Php 107.9 million in 2022, a turnaround from an operating loss of Php 6.0 million in 2021. This was primarily driven by improvement of revenues from the improved same-store sales and expansion of the Group's store network.

Interest Expense

Interest expense of Php 24.7 million was recorded for the twelve months ending December 31, 2022.

Other Income

Consolidated other income totaled Php 2.3 million as of year-end 2022. This is composed mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

Net Income

For the year ending 2022, consolidated net income reached Php 82.4 million, yielding a net income margin of 4.6%. This is a complete turnaround from the 2020 and 2021 recorded net loss after tax of Php 48.1 million and Php 16.3 million, respectively.

FY22 Financial Condition

FRUIT had consolidated total assets of Php 1,959.4 million as of December 31, 2022, an increase versus total assets of Php 1,641.4 million as of end-2021.

Cash and cash equivalents

As of end 2022, cash and cash equivalents totaled Php 528.6 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash.

Trade and other receivables

Trade and other receivables was at Php 93.6 million as of year-end 2022 compared to Php 93.3 million in 2021, an increase of 0.3% maintained by efficient third party trade receivables collection.

Inventories

As of December 31, 2022, inventories increased to Php 49.9 million from Php 36.7 million in 2021, an increase of 36.0% due to efficient management of inventory levels during the expansion of the Group's store network in 2022.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at Php 360.0 million as of year-end 2022. Acquisition of property and equipment for the year reached Php 120.7 million, which were invested in the building of new stores and improvements in the corporate office and commissary.

Investment Property

In 2020, the Company purchased a parcel of land with improvement located in Sta. Manila amounting to Php 127 million. The Company commissioned a third-party appraiser to reevaluate the property which valued the property amounting to Php 168.2 million in 2022.

Intangible assets

Intangible assets stood at Php 215.0 million for the period.

Accounts payable and other current liabilities

Accounts payable and other current liabilities increased by 9.6% for the full-year 2022 to Php 330.4 million, driven by the increases in the Trade and other payables, current portion of notes payables and lease liabilities, and income tax payable.

Loans payable

As of December 31, 2022, the Company's total interest-bearing debt stood at ₱ 205.1 million. The total amount were short-term loans used to partially fund working capital requirements.

Capital stock and Additional paid-in capital

For the twelve months ending December 31, 2022, the Company's total capital stock stood at Php 213.4 million and additional paid-in capital of Php 777.8 million.

Cash flows

Consolidated net cash provided from operating activities amounted to Php 271.1 million for the full-year 2022, 149.6% increase versus the previous year's Php 108.6 million. The increase is primarily attributable to the expansion of the store network during the year.

Consolidated net cash used in investing activities was Php 201.0 million. This is mainly due to capital expenditures for new store openings and other corporate investments.

Consolidated net cash provided by financial activities was Php 207.6 million in 2022, primarily arising from the issuance of shares during the Initial Public Offering of Balai ni Fruitas Inc.

All in all, net cash generated for the year totaled Php 277.7 million, leading to cash and cash equivalents balance of Php 528.6 million at year-end 2022.

Key Performance Indicators (KPIs)

	Audited Twelve Months Ended December 31, 2021	Audited Twelve Months Ended December 31, 2022
Revenue Growth	23.5%	63.3%
Gross Profit Margin	61.9%	58.5%
Net Income Margin	-1.5%	4.6%
EBITDA (Php thousands)	131	287
EBITDA Margin	11.9%	16.0%
Return on Average Assets	-1.0%	4.6%
Return on Average Equity	-1.3%	6.0%
Current Ratio	237.2%	300.9%
Debt to Equity Ratio	34.3%	28.5%

Gross Profit Margin is gross profit as a percentage of revenues

Net Income Margin is net income as a percentage of revenues

EBITDA is defined as earnings before interest, tax, depreciation and amortization

EBITDA margin is EBITDA as a percentage of revenues

Return on Average Assets is net income as a percentage of the average of the assets at year-end and assets at end of the immediately preceding year

Return on Average Equity is net income as a percentage of the average of the equity at year-end and equity at end of the immediately preceding year

Current Ratio is current assets divided by current liabilities

Debt to Equity Ratio is total liabilities over total equity

Item 7. Financial Statements

The Company's financial statements and notes thereto form part of this SEC Form as "Annex B".

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

a.) External Auditor

Our fiscal year begins on January 1 and ends on December 31. Reyes Tacandong & Co. ("RT&Co.") has audited our financial statements for the years ended December 31, 2022, 2021 and 2020 in accordance with the Philippine Standards on Auditing.

Wilson P.Teo has been the audit partner and served our Company from 2016 to 2021 while Cedric M. Caterio took over the role in 2022. We have not had any material disagreements on accounting and financial disclosures with our current external auditor for the same periods or any subsequent interim period. RT&Co. has neither shareholdings in our Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of our Company. RT&Co. will not receive any direct or indirect interest in our Company or our securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

b.) Audit Fees

The following table sets out the aggregate fees billed for the current year and each of the last three years for professional services rendered by RT&Co. to our Company, excluding fees directly related to the Offer.

In ₱ Millions	2022	2021	2020
Audit and Audit-Related Fees ^a	₱ 2.05	₱ 2.20	₱ 1.80
All Other Fees ^b	None	None	None
Total	₱ 2.05	₱ 2.20	₱ 1.80

- Audit and Audit-Related Fees. This category includes the audit of annual financial statements and interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years. This is exclusive of out-of-pocket expenses incidental to the independent auditors' work, the amounts of which do not exceed 10% of the agreed-upon engagement fees.
- All Other Fees. This category includes other services rendered by RT&Co. such as internal audit, or special audit if any.

c.) Audit Committee and Policies

In relation to the audit of our annual financial statements, our Corporate Governance Manual, which was approved by the Board of Directors on Aug. 24, 2019, provides that the audit committee shall, among other activities, (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of our Company, (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors, and (iii) ensure the compliance of our Company with acceptable auditing and accounting standards and regulations.

The Audit Committee shall be composed of at least four (4) voting members who are members of the Group's Board, at least three of which are non-executive directors, including the independent directors. The Chairman of this Committee should be an independent director.

The key functions of the Audit Committee are assisting the Group's Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations; providing oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks, including receipt or information on risk exposures and risk management activities; providing oversight over the Internal Audit Department and External Auditors; monitoring and evaluating the adequacy and effectiveness of our Company's internal control system; reviewing the quarterly and annual financial statements before their submission to our Company's Board; and overseeing the implementation of risk management and related party strategies and policies.

The Audit Committee is composed of the following members, the chairman of which is an independent director:

Name	Position
Dennis T. Beng Hui	Chairman
Shirley O. Tan	Member
Madelene T. Sayson	Member
Rogelio M. Guadalquiver	Member

d.) Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

There were no disagreements with Accountants on Accounting and Financial Disclosure or Changes in Accounting Policies for the period ended December 31, 2022.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

a.) Directors, Including Independent Directors, and Executive Officers

The overall management and supervision of the Company is undertaken by the Company's Board of Directors. The Company's executive officers and management team cooperate with its Board by preparing appropriate information and documents concerning the Company's business operations, financial condition and results of operations for its review. Pursuant to the Company's amended articles of incorporation, the Company's board of directors shall consist of nine members, of whom three are independent directors.

The table below sets forth each member of the board of directors as of December 31, 2022:

Name	Age	Nationality	Position
Rogelio M. Guadalquiver	80	Filipino	Chairman
Lester C. Yu	48	Filipino	Director, President, and Chief Executive Officer
Madelene T. Sayson	34	Filipino	Director, Chief Operating Officer
Calvin F. Chua	43	Filipino	Director and Chief Financial Adviser
Bambi Maureen E. Donato	46	Filipino	Independent Director
Dennis T. Beng Hui	52	Filipino	Independent Director
Shirley O'Yek Tan	59	Filipino	Independent Director

The business experiences for the last five years of members of our board of directors are set forth below.

Rogelio M. Guadalquiver, 80, was appointed as the Chairman of FHI in August 24, 2019 and was also appointed as the Chairman of Balai ni Fruitas Inc. in December 21, 2021. He is also currently a Director of Philippine Deposit Insurance Corporation. Rogelio was the Chairman and Chief Executive Officer of CG & Co. from 2000 to 2018. Prior to joining CG & Co., he was a senior partner of SGV & Co., a member practice firm of Ernst & Young where he was heavily involved in both domestic and global audit practices. He also specialized in initial public offerings, industry research studies, corporate restructuring, business process re-engineering, business risk management, and financial and tax management consulting. Mr. Guadalquiver is a Certified Public Accountant and holds a Master's in Management degree from the Asian Institute of Management and a Bachelor of Science in Commerce degree from University of San Jose-Recoletos.

Lester C. Yu, 48, has been our President and Chief Executive Officer since its incorporation and served as the FHI's Chairman from Feb. 2015 to Aug. 2019. He has also been appointed as President and CEO of Balai ni Fruitas Inc. in 2021. Mr. Lester Yu started his career with their family business, Janette Jewelry in 1989. Before founding the Group, he entered the banking industry and served as the youngest Branch Manager for Westmont Bank. He is responsible for the growth of the Group from a single store to more than 900 stores nationwide. Under his leadership, the Group has successfully introduced several well-known brands and has made strategic acquisitions such as Negril Trading, which houses the De Original Jamaican Pattie Shop and Juice Bar brand and Sabroso Lechon. Mr. Yu is also the Chairman and President of Ralproperties, Inc., One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Themangofarm Corp., Fruitasgroup Incorporated, Lush Enterprises Corp., Bamazeh Incorporated, Lush Coolers, Inc., La Petite Parisienne, Inc., Dough Matters, Inc., Lush Harvest Manufacturing Inc., Toyoda Technik Corporation, and Cocodelivery Incorporated. He holds a Master's of Business Administration degree from the University of the Philippines and a degree in Industrial Management Engineering from De La Salle University.

Madelene T. Sayson, 34, was elected as our Chief Operating Officer on Jan. 2018 and has been with the Group since 2009. She also served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Sayson is also the Chairman and President of Gyuma Fragrance Inc. She is the Corporate Secretary and Director of One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Bamazeh Incorporated, Dough Matters, Inc., Sure Jobs Academy, Inc., and Toyoda Technik Corporation. Ms. Sayson is also the Vice President and Director of Themangofarm Corp. and La Petite Parisienne, Inc. She is a Director in Balai ni Fruitas Inc. and the Treasurer and Director of Lush Coolers, Inc. She holds a Bachelor of Science degree in Accountancy from Garcia College of Technology.

Calvin F. Chua, 43, was elected as Director and Chief Financial Adviser on Aug. 24, 2019. He has served as a consultant of the Fruitas Group since May 2017. He is also currently an Executive Director and Treasurer of AlphaPrimus Advisors Inc. He was part of the Corporate Finance team of ING Bank N.V., Manila Branch, most recently as Consultant up to June 2019 and Director up to July 2015. During his stint at ING Bank, he advised on mergers and acquisitions and capital-raising activities of various Philippine clients across several sectors. He holds a Bachelor of Science degree in Management Engineering and a Bachelor of Arts degree in Economics (Honors Program) from Ateneo de Manila University.

Bambi Maureen E. Donato, 46, was elected as our Independent Director on Aug. 24, 2019. Bambi is currently the Program and Marketing Manager for the Inquirer Academy, a member of the Inquirer Group of Companies. Prior to working with Inquirer Academy, she was Regional Marketing Manager of SUBSTOGO Corporation, Marketing Manager of Silverworks and was a Marketing Manager for Yellow Cab Food Corporation. She was also involved with Couples for Christ Global Mission Foundation Inc. as a SFC International Council and Missions Head during the early stages of her career. Ms. Donato holds a Master's in Business Administration from De La Salle University and a Bachelor of Science in Management from Ateneo de Manila University.

Dennis T. Beng Hui, 52, was elected as our Independent Director on Aug. 24, 2019. Mr. Beng Hui is the Founder and current Managing Director of Technopoly Inc., a consulting company which uses Lean Thinking and Six Sigma to improve business performance. Technopoly has served various clients across several sectors, including the foodservices sector. He taught at De La Salle University, Department of Industrial Engineering, for more than 15 years until 2017. He holds a Master's of Science degree in Industrial Engineering and a Bachelor of Science degree in Industrial Management Engineering minor in Mechanical Engineering from De La Salle University. He is also a PhD candidate in Industrial Engineering at De La Salle University. He is a Certified ASEAN Engineer (ASEAN, 2013) and a Certified Professional Industrial Engineer (Philippine Institute of Industrial Engineers, 2010).

Shirley O'Yek Tan, 59, was elected as our Independent Director on Aug. 24, 2019. She is currently the Corporate Treasurer of Bank of Makati, one of the top 10 Thrift Banks in the Philippines, and sits as a

member of the Senior Management Committees of said bank. Her responsibilities include planning and formulating policies to protect the financial well-being of the Bank, as well as managing the overall operations of the Corporate Treasury sector to ensure that strategic plans are implemented and financial targets are met. Shirley graduated from University of Santo Tomas with a Bachelor of Science in Commerce, major in Accounting and is a Certified Public Accountant.

The table below sets forth the key executive and corporate officers as of December 31, 2022:

Name	Age	Nationality	Position
Roselyn A. Legaspi	44	Filipino	Managing Director – Visayas and Mindanao
Juneil P. Torio	30	Filipino	Chief Financial Officer, Treasurer, and IRO
Lerma C. Fajardo	35	Filipino	Deputy Chief Financial Officer and Comptroller
Rushell A. Salvador	33	Filipino	Vice President - Compliance Officer
Marvin C. Yu	44	Filipino	Corporate Secretary

The business experience for the last five years of key executive and officers are set forth below.

Roselyn A. Legaspi, 44, was appointed as our Managing Director – Visayas & Mindanao on Aug. 2019 and is responsible for the overall operations of FHI for the said regions. She has been with the Fruitas Group since 2002 and has served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Legaspi is also the Vice President and Director of Negril Trading, Inc., Bamazeh Inc., Lush Properties Incorporated, Ralproperties Inc., and Sure Jobs Academy Inc. She is also a Director for Gyuma Fragrance Inc., Lush Harvest Manufacturing Inc., Themangofarm Corp., La Petite Parisienne, Inc., and Lush Enterprises Corp. Also, Ms. Legaspi is the Treasurer of Fruitasgroup Incorporated and Buko ni Fruitas, Inc. She obtained her Bachelor of Science degree in Accountancy in 1999 and also passed her Civil Service Exams in 1997. She is currently taking up her Master’s in Business Administration degree at the University of San Carlos, Cebu City.

Juneil P. Torio, 30, has been the Investor Relations Officer since July 2019 and was appointed as the Chief Financial Officer and Treasurer on August 2020. He is responsible for the financial health of the Registrant and all interactions with investors and financial institutions through creating programs which strengthens relationship of FHI to the various investment groups and individuals. On December 2021, he was appointed as the Investor Relations Officer of Balai ni Fruitas Inc. Prior to joining FHI, he was a Manager in EXL Services Philippines where he started as a Management Trainee post his graduate studies. In 2013, he started his career as Management Trainee/Special Projects Officer in the Commercial Centers Division of Robinsons Land Corporation. He holds a Master’s degree in Business Administration from the Asian Institute of Management and a Bachelor of Arts degree in Management Economics from the Ateneo de Manila University.

Lerma C. Fajardo, 35, has been the Group’s Deputy Chief Financial Officer and Comptroller since 2018. She has over 10 years of experience in accounting and finance, previously working as an Assistant Manager for Extramind Global Outsourcing Group, Inc. Ms. Fajardo also serves as the Comptroller of FHI’s subsidiary, Balai ni Fruitas Inc. since December 2021. She holds a Bachelor of Science degree in Accountancy from Polytechnic University of the Philippines and is a Certified Public Accountant.

Rushell A. Salvador, 33, was appointed as our Vice President - Compliance Officer on July 2019. She has been with the Group as Profit and Loss Accounting Manager since May 2016. Prior to joining the Group, Ms. Salvador held different Finance and Accounting positions in Polyserve Philippines, Inc. and HR Network Inc. before being a consultant of Jardine Schindler Elevator Corporation from June 2014 to February 2015. She holds a Bachelor of Science in Accountancy from Polytechnic University of the Philippines, Sta. Mesa, Manila and is a Certified Public Accountant.

Marvin C. Yu, 44, has been FHI's Corporate Secretary since Aug. 24, 2019. On December 2021, he was appointed as the Corporate Secretary of Buko ni Fruitas Inc. He has more than 15 years of experience in the technical and engineering field. He was a Consultant in the SMC Telco Project, Master Planning Network Coverage Senior Manager for the Sun Cellular 2G and 3G Project, and RF Network Planning, Design and Optimization Engineer for Smart Communications Inc. Mr. Marvin Yu holds a Bachelor of Science degree in Electronics and Communications Engineering from De La Salle University and an Electronics and Communications Engineering Board Passer.

b.) Family Relationships

Mr. Lester C. Yu and Mr. Marvin C. Yu are brothers. Aside from the foregoing, there are no family relationships between any Directors and any members of the Group 's senior management.

c.) Involvement in Certain Legal Proceedings

None of the directors and officers have been involved in any bankruptcy proceeding, nor have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment, or decree of competent jurisdiction, permanent or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, or found in action by any court or administrative bodies to have violated a securities of commodities law, for the past five (5) years up to the latest date.

As of date of this report, the Company is not a party to any litigation or arbitration proceedings of material importance, which could be expected to have a material adverse effect on the Company or on the results of its operations. No litigation or claim of material importance is known to be pending or threatened against the Company or any of its properties.

Item 10. Executive Compensation

a.) General

The levels of remuneration of the Company should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

No director should participate in deciding on his remuneration.

The Company may, in exceptional cases, e.g., when the Company is under receivership or rehabilitation, regulate the payment of the compensation, allowances, fees and fringe benefits to its directors and officers.

b.) Summary Compensation Table

The following table sets forth our most highly compensated executive officers, including Fruitas Holdings, Inc. Chief Executive Officer, for the year ending December 31, 2020:

<u>Name</u>	<u>Position</u>
Lester C. Yu	Director, President and Chief Executive Officer
Madelene T. Sayson	Director and Chief Operating Officer
Juneil P. Torio	Chief Financial Officer, Treasurer, and IRO
Marvin C. Yu	Corporate Secretary
Rushell A. Salvador	Vice President – Compliance Officer

The following table identifies and summarizes the aggregate compensation of our President and CEO and the four most highly compensated executive officers, as well as the aggregate compensation paid to all other officers and Directors as a group, for the years ended December 31, 2020, 2021, and 2022 (estimated):

Aggregate Compensation – Executive Officers (top five)	
Year	Total (P million)
2020	5.3
2021	5.3
2022	6.4

Aggregate Compensation – Directors and Executive Officers (excluding top five above)	
Year	Total (P million)
2020	1.6
2021	1.6
2022	0.6

Standard Arrangements

Other than payment of reasonable per diem as may be determined by the Board for every meeting, there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation or special assignments for 2022 up to the present.

Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly for 2022 up to the present for any service provided as a director.

Warrants and Options

As of the date of this annual report, there are no outstanding warrants or options held by the President, the CEO, the named executive officers, and all officers and directors as a group.

Item 11. Security Ownership of Certain Beneficial Owners and Management

a.) Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2022, the following were owners of more than 5% of the Company's outstanding shares:

Title of Class	Name. Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	% to Total Outstanding
Common	PCD Nominee Corp. ¹ / The Enterprise Center, Ayala Avenue Corner Paseo de Roxas, Makati City / Stockholder of Record	Please see BDO Report as of December 31, 2022 attached as Annex "C"	Filipino	2,018,959,086	94.623%

b.) Security Ownership of the Board of Directors and Senior Management

Title of Class	Name of Beneficial Owner	Citizenship	Number of Direct Shares	Number of Indirect Shares	% of Capital Stock
Common	Lester C. Yu	Filipino	126,117,000	1,127,500,010	-
Common	Rogelio M. Guadalquiver	Filipino	500,000	-	-
Common	Calvin F. Chua	Filipino	4,150,000	59,000	-
Common	Bambi Maureen E. Donato	Filipino	10,000	-	-
Common	Shirley O'Yek Tan	Filipino	10,000	90,000	-
Common	Dennis Beng Hui	Filipino	10,000	-	-
Common	Roselyn A. Legaspi	Filipino	3,319,000	-	-
Common	Madelene T. Sayson	Filipino	1,500,000	-	-
Common	Marvin C. Yu	Filipino	1,030,000	-	-
		Total	133,646,000	1,226,149,010	-

c.) Voting Trust Holder of 5% or more

As of December 31, 2022, there are no persons holding more than 5.0% of a class of shares under a voting trust or similar agreement.

d.) Changes in Control

¹ PCD Nominee Corp. includes 1,253,617,010 shares beneficially owned by Lester C. Yu representing 58.75% of outstanding shares (126,117,000 in his name, 1,127,500,000 shares owned by Lush Properties Inc., and 10 shares owned by Ms. Janet Yu, Mr. Yu's mother)

There are no arrangements which may result in a change in control of the Registrant as of December 31, 2022.

Item 12. Certain Relationships and Related Transactions

Due from Related Parties

The Group has outstanding noninterest-bearing amounts due from related parties amounting to ₱123.9 million as of December 31, 2022.

Lease Agreements

Group as Lessee - Short-term Lease

The Group entered into several lease agreements with third parties for its store spaces for varying periods of up to one year and renewable annually. The lease contracts for the stores provide for a monthly rental based on a certain percentage of gross sales and a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

Leases - Group as Lessor

Starting from 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year.

Franchise Agreements

The Group has granted its franchisees the right to operate outlets under various brands for acquired periods and subject to the terms and conditions specified in the franchise agreements.

The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee's unit, signage, promotional materials and equipment.

In 2017, the Group obtained the rights to the lease of 216 outlets from related parties.

Rental deposits and advance rentals on leases were transferred to the Group through an assignment of lease agreements.

Terms and Conditions of Transactions with Related Parties

Outstanding balances are unsecured, noninterest-bearing and due, demandable and to be settled in cash. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operates. There were no impairment losses recognized for the year ended in 2022.

Related Party Transaction Policy

The Company enters into transactions with affiliates and other related parties on an arm's length basis. Aligned with this thrust, the Company, in dealing with affiliates and other related parties, ensures above-board transactions and fairness and equity among all parties.

The Company exerts efforts to obtain the most beneficial terms and conditions for the Company, taking into consideration various factors including pricing and quality.

For this purpose, the Company determines the prevailing and applicable price in the market. In the process, it also gathers quotes and/or proposals from other parties engaged in similar or the same undertaking. Based on these, a comparable summary is presented to ascertain a fair price for the applicable related party transaction.

Moving forward, the related party transaction committee shall review all related party transactions of the Company.

Further information on the Company's related part transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies can be found in the notes to the Company's financial statements.

PART IV – EXHIBITS AND SCHEDULES

Fruitas Holdings, Inc. has five (5) subsidiaries as of December 31, 2022:

Subsidiary	Business	% Ownership	Country of Residence
Fruitasgroup, Inc.	Operating company primarily housing the stores under Fruitas, Buko Loco, Black Pearl, Johnn Lemon, Juice Avenue, Tea Rex, The Mango Farm, Shou, Friends Fries, 7,107 Halo Halo Islands, Fruitas Ice Candy, and Cindy's Candy Cloud, Munifico, and The Pub, Soy & Bean, Babot's Farm brands, among others. It also operates the Le Village and Uno Cinquenta Lifestyle Parks.	100%	Philippines
Negril Trading, Inc.	Operating company primarily housing the stores under the De Original Jamaican Pattie Shop and Juice Bar, Sabroso Lechon, Three Frenchmen Creperie brands, among others.	100%	Philippines
Balai ni Fruitas, Inc.	Operating company primarily housing the stores under the Balai Pandesal, Buko ni Fruitas, and House of Desserts brands.	75%	Philippines
Soykingdom, Inc.	Operating company primarily manufacturing soya-based products for Group and houses the Ling Nam brand	100%	Philippines
CocoDelivery, Inc.	Operating company primarily executing same-day delivery service for the Group.	100%	Philippines

(b) Reports on SEC Form 17-C

Date	Subject of Report
January 04, 2022	Report in Number of Shareholders as of December 31, 2021
January 05, 2022	Foreign Ownership Report as of December 31, 2021
January 05, 2022	Public Ownership Report for the quarter ended December 31, 2021
January 11, 2022	List of Top 100 Stockholders for the quarter ended December 31, 2021

January 14, 2022	Disbursement of Proceeds and Progress Report for the quarter ended December 31, 2021
January 14, 2022	Director's Attendance in Board Meetings Held for the year 2021
January 31, 2022	Disbursement of Proceeds and Progress Report for the year ended December 31, 2021
February 04, 2022	Report in Number of Shareholders as of January 31, 2022
February 04, 2022	Foreign Ownership Report as of January 31, 2022
February 21, 2022	Clarification and Confirmation of News Report to the news article entitled "Balai ni Fruitas files for P309-million IPO." In the said article by BusinessWorld Online posted on February 18, 2022
March 03, 2022	Report in Number of Shareholders as of February 28, 2022
March 03, 2022	Foreign Ownership Report as of February 28, 2022
April 07, 2022	Report in Number of Shareholders as of March 31, 2022
April 07, 2022	Foreign Ownership Report as of March 31, 2022
April 08, 2022	List of Top 100 Stockholders as of March 31, 2022
April 20, 2022	Disbursement of Proceeds and Progress Report for the quarter ended March 31, 2022
May 05, 2022	Report in Number of Shareholders as of April 30, 2022
May 05, 2022	Foreign Ownership Report as of April 30, 2022
May 23, 2022	Fruitas finishes 2021 with strong quarter and continues momentum into 1Q2022 Records 26% sales growth year-on-year, expands gross margins to posts profits
May 30, 2022	Postponement of Annual Stockholders' Meeting 2022
May 31, 2022	Notice of Annual Stockholders' Meeting 2022
June 06, 2022	Report in Number of Shareholders as of May 31, 2022
June 06, 2022	Foreign Ownership Report as of May 31, 2022
July 01, 2022	FRUIT's wholly owned subsidiary, Soykingdom Inc. enters into agreement to acquire 72-year old Legacy Brand, Ling Nam
July 25, 2022	The Board of Directors of Fruitas Holdings Inc. approved today, July 25, 2022 the declaration of cash dividend of One Centavo (Php 0.01) per share to all stockholders of record as of August 8, 2022 payable on September 1, 2022. The cash dividends shall be paid from the Unrestricted Retained Earnings as of December 31, 2021.
July 04, 2022	Balai ni Fruitas Baking for the Future
July 08, 2022	Public Ownership Report for the quarter ended June 30, 2022
July 08, 2022	List of Top 100 Stockholders for the quarter ended June 30, 2022
July 15, 2022	Disbursement of Proceeds and Progress Report for the quarter ended June 30, 2022
July 25, 2022	Results of the 2022 Annual Stockholders' Meeting
July 25, 2022	Results of Organizational Meeting of Board of Directors
July 05, 2022	Report in Number of Shareholders as of June 30, 2022
July 06, 2022	Foreign Ownership Report as of June 30, 2022
August 03, 2022	Report in Number of Shareholders as of July 31, 2022
August 03, 2022	Foreign Ownership Report as of July 31, 2022
August 15, 2022	Fruitas reports best quarter since listing – delivers Php168 million of shareholder value in 2Q2022 2Q2022 net income of Php23 million is 3.3x 2Q2021 net income Fruitas records Php145 million in incremental equity reserves from BALAI listing
September 01, 2022	Fruitas aggressively pursues optimized distribution and announces cloud kitchen venture
September 05, 2022	Report in Number of Shareholders as of August 31, 2022
September 05, 2022	Foreign Ownership Report as of August 31, 2022

September 19, 2022	List of Stockholders as of record date who are entitled to participate in the Annual Stockholders Meeting of Fruitas Holdings Inc.
October 05, 2022	Report in Number of Shareholders as of September 30, 2022
October 05, 2022	Foreign Ownership Report as of September 30, 2022
October 11, 2022	Public Ownership Report for the quarter ended September 30, 2022
October 13, 2022	List of Top 100 Stockholders for the quarter ended September 30, 2022
October 14, 2022	Disbursement of Proceeds and Progress Report for the Quarter ending September 30, 2022
October 28, 2022	Board of Directors' Approval- reallocation of proceeds, SKI amendment of AOI and Subscription thereto
November 07, 2022	Report in Number of Shareholders as of October 31, 2022
November 07, 2022	Foreign Ownership Report as of October 31, 2022
November 14, 2022	FRUIT almost doubles revenues for 3Q2022 versus 3Q2021; 9M2022 net income surges to Php43 million
December 05, 2022	Report in Number of Shareholders as of November 30, 2022
December 05, 2022	Foreign Ownership Report as of November 30, 2022

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Manila on APR 25 2023, 2023.

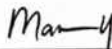
By:



LESTER C. YU
President and CEO



JUNEIL P. TORIO
CFO and Treasurer



MARVIN C. YU
Corporate Secretary



LERMA C. FAJARDO
Deputy CFO and Comptroller

SUBSCRIBED AND SWORN to before me this APR 25 2023 of _____ 20__ affiant(s) exhibiting to me their Tax Identification No., as follows:

NAMES

TIN NOS.

Lester C. Yu	191309944000
Juneil P. Torio	284239227000
Marvin C. Yu	214877469000
Lerma C. Fajardo	257881618000

February 2001
DOC. NO. 407
PAGE NO. 87
BOOK NO. VII
SERIES NO. 1017

ATTY. MA. PERLITA P. CABRERA

Notarial Commission until DEC. 31, 2023
Adm. Matter No. NP-049(2022-2023)
PTR. No.: 2296394; 01/03/2023 - QC
IBP. No.: 259076; 01/03/2023 - QC 22
Attorney's Roll No. 11773

MCLE Compliance No VII-00902



SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila Philippines
Tel: (632) 818-0921 Fax: (632) 818-5293 Email: mis@sec.gov.ph



The following document has been received:

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Receipt Date and Time: April 17, 2023 07:53:22 PM

Company Information

SEC Registration No.: CS201503014

Company Name: FRUITAS HOLDINGS, INC.

Industry Classification: H55210

Company Type: Stock Corporation

Document Information

Document ID: OST10417202381018857

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2022

Submission Type: Annual

Remarks: None

Acceptance of this document is subject to review of forms and contents



Compliance Department Tax Section <compliancetax.fhi@gmail.com>

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eafs@bir.gov.ph <eafs@bir.gov.ph>
To: COMPLIANCETAX.FHI@gmail.com
Cc: COMPLIANCETAX.FHI@gmail.com

17 April 2023 at 16:30

Hi FRUITAS HOLDINGS, INC.,

Valid files

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- EAFS008961476AFSTY122022.pdf
- EAFS008961476RPTTY122022.pdf
- EAFS008961476TCRTY122022-01.pdf

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- <None>

Transaction Code: **AFS-0-KKGALF70787B978LM1Y3MXW2095AEJA6L**
Submission Date/Time: **Apr 17, 2023 04:30 PM**
Company TIN: **008-961-476**

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COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

F	R	U	I	T	A	S		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U	B	S	I	D	I	A	R	I	E	S
(A		S	U	B	S	I	D	I	A	R	Y		O	F		L	U	S	H		P	R	O	P	E	R	T	I	E	S	,		I	N	C	.)

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

N	O	.		6	0			C	O	R	D	I	L	L	E	R	A		S	T	.	,		B	R	G	Y	.		D	O	N	A		J	O	S	E	F	
a	,		Q	U	E	Z	O	N		C	I	T	Y	,		1	1	1	3																					

Form Type

A	A	C	F	S
---	---	---	---	---

Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

ipo.compliance@fruitasholdings.com

Company's Telephone Number/s

(02) 8 243-1741

Mobile Number

0967 7824 286

No. of Stockholders

122

Annual Meeting (Month / Day)

Every Second Monday of June

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Ms. Madelene Timbas-Sayson

Email Address

madelene.sayson@fruitasholdings.com

Telephone Number/s

(02) 8 243-1741

Mobile Number

-

CONTACT PERSON'S ADDRESS

No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

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



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
No. 60 Cordillera St., Brgy. Dona Josefa
Quezon City, 1113

Opinion

We have audited the consolidated financial statements of FRUITAS HOLDINGS, INC. AND SUBSIDIARIES (a subsidiary of LUSH PROPERTIES, INC.) (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020, and notes to consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2022, 2021 and 2020, in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment Assessment of Intangible Assets

The Group carries intangible assets with carrying amount of ₱215.0 million, which represents 11% of the total consolidated assets as at December 31, 2022. The Group is required to test annually the amount of intangible assets with indefinite useful lives for impairment and assess those intangible assets with definite useful lives for any indicator of impairment. The impairment tests were significant to our audit because the assessment process requires significant judgments and assumptions involving expected future financial performance.



We reviewed the cash flow projections included in the annual impairment tests. We assessed and tested the assumptions, methodologies and other data used by comparing these to external and historical data and by analyzing sensitivities in the Group's valuation model. We evaluated cash generating units whether a reasonably possible change in assumptions could cause the carrying amount to exceed its recoverable amount, and assessed the historical accuracy of management's estimates. Based on the procedures performed, we considered management's key assumptions to be within a reasonable range. We also assessed the adequacy of the disclosures in Note 12 to the consolidated financial statements.

Valuation of Investment Properties Measured at Fair Value

The fair values of the Group's investment properties amounted to ₱168.2 million comprising 8% of the Group's consolidated assets as at December 31, 2022. The net gain from change in fair value of investment properties recognized in the consolidated statements of comprehensive income amounted to ₱737,250 in 2022. The Group engaged the services of an independent firm of appraisers to determine the appraised values of the investment properties.

We considered the valuation of the investment properties measured at fair value as a key audit matter because the determination of the respective values and the selection of appropriate valuation methodology thereof involve significant judgment and estimation. Our audit procedures included, among others, an understanding of the valuation process of the investment properties, evaluation of the appraisal reports prepared by the independent firm of appraisers that support the fair value determination, and review of the underlying assumptions and calculation of the valuation adjustment. We also evaluated the professional qualifications and objectivity of the independent firm of appraisers. Moreover, we reviewed the adequacy of the related disclosures in Note 10 to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022 are expected to be made available to us after the date of this auditors' report.

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

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

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

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



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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

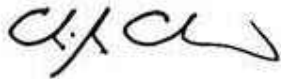
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Cedric M. Caterio.

REYES TACANDONG & CO.



CEDRIC M. CATERIO

Partner

CPA Certificate No. 87322

Tax Identification No. 102-083-647-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 87322-SEC Group A

Issued April 20, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 19-005765-001-2022

Valid until December 13, 2025

PTR No. 9564563

Issued January 3, 2023, Makati City

April 13, 2023

Makati City, Metro Manila

FRUITAS HOLDINGS INC.

60 Cordillera St. Brgy Dona Josefa Quezon City, Philippines
Tel: (63.2)8-330-3188; Mobile No. +63928.361.6345
Email: ipo.compliance@fruitasholdings.com; compliance@fruitasholdings.com; compliance@fruitasholdings.com

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

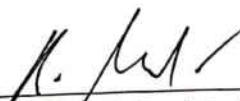
The Management of **Fruitash Holdings Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein for the years ended **December 31, 2022 and 2021**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


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

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

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

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


Signature: 
Rogelio M. Guadalquiver
Chairman of the Board

Signature: 
Lester C. Yu
President and Chief Executive Officer

Signature: 
Juneil Dominic P. Torio
Chief Financial Officer and Treasurer

SUBSCRIBED AND SWORN TO
BEFORE ME THIS APR 20 2023
AFFIANT EXHIBITING TO ME
WITH VALID I.D. NO. _____

Signed this 13th day of April 2023


ATTY. MA. PERLA P. CABRERA
Notarial Commission until DEC. 31, 2023
Adm. Matter No. NP-049(2022-2023)
PTR. No.: 2296394; 01/03/2023 - QC
IBP. No.: 259076; 01/03/2023 - QC
Attorney's Roll No.: 11573
MCLE Compliance No VII-00902'

DOC. NO. 178
PAGE NO. 3
BOOK NO. XVII
SERIES NO. 2023

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2022	2021
ASSETS			
Current Assets			
Cash and cash equivalents	5	₱528,582,342	₱250,885,692
Financial assets at fair value through profit or loss (FVPL)	6	61,305,065	67,545,325
Trade receivables	7	93,598,650	93,258,137
Due from related parties	16	123,929,208	127,428,238
Merchandise inventories	8	49,918,349	36,694,592
Deposits and advance rentals	24	102,047,259	104,777,430
Other current assets	9	34,849,570	34,494,388
Total Current Assets		994,230,443	715,083,802
Noncurrent Assets			
Financial assets at fair value through other comprehensive income (FVOCI)	6	1,725,000	–
Investment properties	10	168,173,850	167,436,600
Property and equipment	11	360,001,089	341,684,140
Advances for asset acquisition	24	54,000,000	–
Right-of-use (ROU) assets	24	113,480,249	131,706,806
Intangible assets	12	215,038,690	215,821,056
Net deferred tax assets	25	52,733,398	69,682,873
Total Noncurrent Assets		965,152,276	926,331,475
		₱1,959,382,719	₱1,641,415,277
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	13	₱81,725,913	₱63,455,380
Notes payable	14	205,000,000	184,580,500
Current portion of:			
Mortgage payable	15	80,909	1,723,368
Lease liabilities	24	42,752,568	43,341,691
Income tax payable		831,880	8,406,443
Total Current Liabilities		330,391,270	301,507,382
Noncurrent Liabilities			
Noncurrent portion of:			
Lease liabilities	24	89,957,285	106,443,314
Mortgage payable	15	–	80,909
Security deposits	24	771,128	642,799
Retirement benefits liability	17	13,897,930	10,709,389
Total Noncurrent Liabilities		104,626,343	117,876,411
Total Liabilities		435,017,613	419,383,793

(Forward)

		December 31	
	Note	2022	2021
Equity			
Capital stock	18	₱213,368,000	₱213,368,000
Additional paid-in capital	18	777,837,044	777,837,044
Retained earnings	18	236,282,749	180,382,329
Other equity reserves	4	195,207,311	51,252,779
Other comprehensive loss	17	(808,668)	(808,668)
Equity Attributable to Equity Holders of the Parent Company		1,421,886,436	1,222,031,484
Non-controlling interests		102,478,670	–
Total Equity		1,524,365,106	1,222,031,484
		₱1,959,382,719	₱1,641,415,277

See accompanying Notes to Consolidated Financial Statements.

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31		
		2022	2021	2020
REVENUE	19	₱1,799,170,723	₱1,101,704,546	₱891,847,222
DIRECT COSTS	20	(746,900,309)	(419,295,089)	(356,478,659)
GROSS PROFIT		1,052,270,414	682,409,457	535,368,563
SELLING AND DISTRIBUTION EXPENSES	21	(784,153,252)	(608,755,475)	(493,018,940)
GENERAL AND ADMINISTRATIVE EXPENSES	22	(138,537,635)	(116,637,137)	(121,155,301)
GAIN FROM CHANGE IN FAIR VALUE OF				
INVESTMENT PROPERTIES	10	737,250	40,061,550	–
INTEREST EXPENSE	14	(24,727,470)	(16,013,614)	(20,658,602)
OTHER INCOME - Net	23	2,282,054	12,935,138	26,788,920
INCOME (LOSS) BEFORE INCOME TAX		107,871,361	(6,000,081)	(72,675,360)
PROVISION FOR (BENEFIT FROM) INCOME TAX	25			
Current		13,757,149	10,351,816	19,794,400
Deferred		11,754,471	(27,689)	(44,401,706)
		25,511,620	10,324,127	(24,607,306)
NET INCOME (LOSS)		82,359,741	(16,324,208)	(48,068,054)
OTHER COMPREHENSIVE INCOME				
<i>Item not to be reclassified to profit or loss</i>				
Remeasurement gain on retirement benefits liability (net of deferred tax)	17	–	105,787	–
TOTAL COMPREHENSIVE INCOME (LOSS)		₱82,359,741	(₱16,218,421)	(₱48,068,054)
Net income (loss) attributable to:				
Equity holders of the Parent Company		₱77,237,220	(₱16,324,208)	(₱48,068,054)
Non-controlling interests		5,122,521	–	–
		₱82,359,741	(₱16,324,208)	(₱48,068,054)
Total comprehensive income (loss) attributable to:				
Equity holders of the Parent Company		₱77,237,220	(₱16,218,421)	(₱48,068,054)
Non-controlling interests		5,122,521	–	–
		₱82,359,741	(₱16,218,421)	(₱48,068,054)
Basic and Diluted Earnings (Loss) per Share	26	₱0.0362	(₱0.0077)	(₱0.0225)

See accompanying Notes to Consolidated Financial Statements.

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Note	Years Ended December 31		
		2022	2021	2020
Capital Stock - ₱0.10 par value	18			
Authorized - 4,700,000,000 shares				
Issued and outstanding - 2,133,680,000 shares		₱213,368,000	₱213,368,000	₱213,368,000
Additional Paid-in Capital	18	777,837,044	777,837,044	777,837,044
Retained Earnings	18			
Balance at beginning of year		180,382,329	196,706,537	266,111,391
Net income (loss)		77,237,220	(16,324,208)	(48,068,054)
Cash dividends		(21,336,800)	–	(21,336,800)
Balance at end of year		236,282,749	180,382,329	196,706,537
Other Equity Reserves	4			
Balance at beginning of year		51,252,779	51,252,779	55,192,582
Equity transaction resulting from the listing of a subsidiary		160,207,074	–	–
Acquisition of non-controlling interest		(16,252,542)	–	–
Acquisition of a subsidiary		–	–	(3,939,803)
Balance at end of year		195,207,311	51,252,779	51,252,779
Other Comprehensive Loss	17			
Balance at beginning of year		(808,668)	(914,455)	(914,455)
Remeasurement gain on retirement benefits liability, net of deferred tax		–	171,105	–
Effect of change in tax rate		–	(65,318)	–
Balance at end of year		(808,668)	(808,668)	(914,455)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY		1,421,886,436	1,222,031,484	1,238,249,905
NON-CONTROLLING INTERESTS				
Share of non-controlling interest from listing of a subsidiary	4	107,603,607	–	–
Total comprehensive income attributable to non-controlling interests		5,122,521	–	–
Acquisition of non-controlling interest		(10,247,458)	–	–
Balance at end of year		102,478,670	–	–
		₱1,524,365,106	₱1,222,031,484	₱1,238,249,905

See accompanying Notes to Consolidated Financial Statements.

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax		₱107,871,361	(₱6,000,081)	(₱72,675,360)
Adjustments for:				
Depreciation and amortization	11	152,252,355	139,821,038	118,487,665
Interest expense	14	24,727,470	16,013,614	20,658,602
Fair value loss (gain) on:				
Financial assets at FVPL	6	7,778,172	(3,752,282)	–
Investment properties	10	(737,250)	(40,061,550)	–
Interest income	5	(6,402,780)	(3,442,423)	(15,407,074)
Retirement benefits cost	17	3,188,541	2,768,603	2,761,496
Gain from:				
Rent concessions	24	(1,851,786)	(2,283,799)	(7,362,437)
Termination of lease	24	(299,365)	(2,434,473)	(630,978)
Provision for ECL	22	–	–	4,657,995
Unrealized foreign exchange gain	23	–	–	(48,726)
Operating income before working capital changes		286,526,718	100,628,647	50,441,183
Decrease (increase) in:				
Trade receivables		(340,513)	11,146,596	(26,388,704)
Merchandise inventories		(13,223,757)	(1,683,440)	14,454,012
Deposits and advance rentals		4,011,599	1,972,306	(7,655,384)
Other current assets		665,075	4,460,389	(9,879,476)
Deferred input VAT		–	1,791,459	(808,671)
Increase (decrease) in:				
Trade and other payables		18,270,533	7,955,601	(85,212,824)
Security deposits		128,329	642,799	–
Net cash generated from (used for) operations		296,037,984	126,914,357	(65,049,864)
Income taxes paid		(17,156,965)	(13,044,723)	(35,555,770)
Interest paid		(14,233,288)	(8,702,731)	(9,263,087)
Interest received		6,402,780	3,442,423	15,407,074
Net cash provided by (used in) operating activities		271,050,511	108,609,326	(94,461,647)
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of:				
Property and equipment	11	(120,691,364)	(165,737,011)	(97,702,315)
Non-controlling interests	4	(26,500,000)	–	–
Financial assets at FVOCI	6	(1,725,000)	–	–
Financial assets at FVPL	6	(1,537,912)	(63,793,043)	–
A subsidiary, net of cash acquired	4	–	–	(6,869,893)
Investment properties	10	–	(500,000)	(126,875,050)
Intangible assets	12	–	(3,000,000)	–
Advances for asset acquisition	24	(54,000,000)	–	–
Collections from related parties		3,499,030	12,474,776	–
Advances to related parties		–	–	(25,157,696)
Advances to contractors	11	–	–	(35,086,878)
Input VAT on the acquisition of land	10	–	–	(15,000,000)
Net cash used in investing activities		(200,955,246)	(220,555,278)	(306,691,832)

(Forward)

		Years Ended December 31		
	Note	2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Issuance of shares to non-controlling interest	4	₱267,810,681	₱–	₱–
Issuance of promissory notes	14	40,000,000	79,580,500	35,500,000
Availment of mortgage loan	15	–	–	2,168,000
Payments of:				
Lease liabilities	24	(57,568,628)	(31,555,150)	(26,384,166)
Cash dividends	18	(21,336,800)	–	(21,336,800)
Notes payable	14	(19,580,500)	(33,922,678)	(87,681,459)
Mortgage payable	15	(1,723,368)	(2,095,174)	(2,939,209)
Due to related parties		–	–	(663,821)
Net cash provided by (used in) financing activities		207,601,385	12,007,498	(101,337,455)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS				
		–	–	48,726
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
		277,696,650	(99,938,454)	(502,442,208)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR				
		250,885,692	350,824,146	853,266,354
CASH AND CASH EQUIVALENTS AT END OF YEAR				
		₱528,582,342	₱250,885,692	₱350,824,146
SUPPLEMENTARY INFORMATION ON NONCASH ACTIVITIES				
Derecognition of:				
ROU assets	24	(₱21,531,698)	(₱9,174,626)	(₱8,018,962)
Lease liabilities	24	(8,527,645)	(11,609,099)	(8,649,940)
Recognition of:				
Lease liabilities	24	40,378,725	98,700,866	–
ROU assets	24	39,097,297	102,122,732	–
Reclassification of advances to contractors to property and equipment	11	–	35,086,878	–
COMPONENTS OF CASH AND CASH EQUIVALENTS				
	5			
Cash on hand		₱4,306,465	₱1,864,311	₱3,830,184
Cash in banks		403,229,661	248,521,381	148,853,555
Short-term placements		121,046,216	500,000	198,140,407
		₱528,582,342	₱250,885,692	₱350,824,146

See accompanying Notes to Consolidated Financial Statements.

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2022 AND 2021 AND FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

1. Corporate Information

FRUITAS HOLDINGS, INC. (herein referred to as FHI or the “Parent Company”) and its subsidiaries, collectively referred to as the “Group”, were incorporated in the Philippines [except for Green Empire International Limited (GEIL) and Oceanic Luck Limited (OLL)] and registered with the Securities and Exchange Commission (SEC) on the following dates:

Name of Companies	Date of Incorporation
Parent Company	February 18, 2015
Subsidiaries with direct ownership:	
Negril Trading, Inc. (<i>doing business under the name and style of De Original Jamaican Pattie Shop & Juice Bar</i>) (NTI)	June 20, 1990
Balai Ni Fruitas, Inc. (<i>formerly: Buko ni Fruitas Inc.</i>) (BNFI)	May 17, 2005
Fruitasgroup Incorporated (<i>doing business under the name and style of Bukoloco, Fruitasicecandy and 7,107 Halo Halo Islands</i>) (FGI)	July 13, 2010
SoyKingdom, Inc. (SKI)	August 28, 2006
CocoDelivery, Inc. (CDI)	September 6, 2018
Subsidiaries with indirect ownership:	
Green Empire International Limited (GEIL)*	May 10, 2017
Oceanic Luck Limited (OLL)**	April 25, 2016
*ownership through FGI	
**ownership through GEIL	

The Parent Company is engaged in investment activities. On November 29, 2019, the common shares of the Parent Company were listed and traded in the Philippine Stock Exchange (PSE) through an initial public offering (IPO) under the trading name “FRUIT”.

The principal activities and percentage of ownership of the Parent Company’s subsidiaries as at December 31, 2022, 2021 and 2020 are presented below.

Subsidiaries	Principal Activities	Principal Place of Business	Percentage of Ownership (%)		
			2022	2021	2020
Direct:					
NTI	Production, processing and distribution of goods	Philippines	100	100	100
FGI	Trading of goods	Philippines	100	100	100
SKI	Trading of goods	Philippines	100	100	–
CDI	Trading of goods	Philippines	100	100	–
BNFI	Trading of goods	Philippines	74.92	100	100
Indirect:					
GEIL	Holding company	British Virgin Islands	100	100	100
OLL	Holding company	Samoa Islands	100	100	100

Changes in Ownership Structure

FHI. As at December 31, 2022 and 2021, the Parent Company is 52.84% and 57.53%, respectively, owned by LUSH PROPERTIES, INC. (LPI or the Ultimate Parent), a company incorporated and domiciled in the Philippines. LPI is engaged in leasing/real estate activities.

NTI. In June 2020, the Parent Company subscribed to additional 63,430 common shares at ₱255.00 per share or for ₱16.2 million.

In February 2020, NTI acquired the rights, title and interest to the assets of two stores of Kxn Kuxina Food Corporation (“Kuxina”), operating under the names and styles of Kuxina Ihaw Na! and Kuxina Filipino Fusion. Kuxina serves Filipino food dishes complementing the current brands of the Group. The assets acquired aggregated ₱1.0 million (see Note 4).

BNFI. In June 2021, BNFI acquired the assets and the brand name *Balai Pandesal* from Balai Pandesal Corporation (BPC). The acquisition was completed following the execution of the Deed of Absolute Sale and the Deed of Assignment of the registered trademark and the payment of ₱11.2 million. The Group accounted for the acquisition of the assets of Balai as an acquisition of a business since it has acquired an integrated set of business processes in addition to the group of assets acquired (see Note 4).

On December 27, 2021, the stockholder and the BOD of BNFI authorized the share offering of BNFI common shares with the PSE. This was approved by the SEC and PSE on May 24, 2022 and May 26, 2022, respectively. On June 30, 2022, 325.0 million common shares were approved listed on PSE. On the same date, the Parent Company sold 87.5 million shares as secondary offering. And in November 2022, the Parent Company reacquired 37.5 million shares. As a result of the listing of BNFI’s common shares, the Parent Company’s equity interest decreased from 100% to 74.92% in 2022 (see Note 4).

FGI. In November 2019, FGI’s BOD and stockholders approved another increase in FGI’s authorized capital stock from ₱100.0 million divided into 1,000,000 shares at ₱100.00 par value a share to ₱125.0 million divided into 1,230,000 common shares at ₱100.00 par value a share and 200,000 redeemable preferred shares at ₱10.00 par value a share. In relation to the increase, the Parent Company subscribed to additional 200,000 common shares and 80,000 preferred shares of FGI at ₱400.00 and ₱1,000.00 a share, respectively, for ₱160.0 million.

In 2020, the Parent Company subscribed to additional 40,000 common shares at ₱400.00 a share or for ₱16.0 million. On February 2, 2021, the SEC approved the increase in authorized capital stock of FGI to ₱125.0 million.

SKI. In February 2020, the Parent Company acquired 100% of the outstanding shares of SKI for ₱8.6 million. SKI, a domestic company, is engaged in the retail of soy-bean related products.

CDI. In March 2020, the Parent Company acquired 100% of the outstanding shares of CDI for ₱1.1 million. CDI, a domestic company, is engaged in distribution of fresh coconut water.

Authorization for Issuance

The consolidated financial statements as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 were approved and authorized for issuance by the BOD on April 13, 2023, and was reviewed and recommended for approval by the Audit Committee on the same date.

2. Summary of Significant Accounting and Reporting Policies

The significant accounting policies used in the presentation of the consolidated financial statements have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation and Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). This financial reporting framework includes PFRSs, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council (formerly Financial Reporting Standards Council) and adopted by the SEC, including SEC pronouncements.

Bases of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis except for financial assets at fair value through profit or loss (FVPL), financial assets at fair value through other comprehensive income (FVOCI), investment properties which are measured at fair value and retirement benefits and lease liabilities measured at present value and are presented in Philippine Peso (Peso), the Group's functional currency. All amounts are rounded to the nearest Peso, unless otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group uses observable market data to the extent possible when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Notes 10 and 29 to the consolidated financial statements.

Adoption of Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS effective January 1, 2022:

- Amendments to PFRS 3, *Reference to Conceptual Framework* – The amendments will replace the reference of PFRS 3 from the 1989 Framework to the current 2018 Conceptual Framework. The amendments include an exception that specifies that, for some types of liabilities and contingent liabilities, an entity applying PFRS 3 should refer to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, or IFRIC 21, *Levies*, instead of the Conceptual Framework. The requirement will ensure that the liabilities recognized in a business combination will remain the same as those recognized applying the current requirements in PFRS 3. The amendments also clarified that an acquirer shall not recognize contingent assets acquired in a business combination. The amendments should be applied prospectively.
- Amendment to PFRS 16, *Leases - COVID-19-Related Rent Concessions beyond June 30, 2021* – In 2020, PFRS 16 was amended to provide practical expedient to lessees from applying the requirements on lease modifications for eligible rent concessions that is a direct consequence of COVID-19 pandemic. A lessee may elect not to assess whether eligible rent concessions from a lessor is a lease modification. A lessee that makes this election account for any change in lease payments resulting from the COVID-19 related rent concession the same way it would account for a change that is not a lease modification, e.g., as a variable lease payment. This amendment is effective for annual reporting periods beginning on or after June 1, 2020, with earlier application permitted, and covers eligible rent concessions until June 30, 2021.

Due to continuing impact of the pandemic, another amendment to PFRS 16 was issued in 2021, which allows lessees to extend the application of the practical expedient regarding COVID-19-related rent concessions to reduction in lease payments that are due on or before June 30, 2022. The 2021 amendment is mandatory for entities that elected to apply the previous amendment. Accordingly, the Group has applied the amendment in the current year financial statements.

In 2022, 2021 and 2020, the Group received rent concessions from various lessors and recognized “Gain from rent concessions” amounting to ₱1.9 million, ₱2.3 million and ₱7.4 million, respectively (see Note 23).

- Amendments to PAS 16, *Property, Plant and Equipment - Proceeds Before Intended Use* – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. The amendments must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when an entity first applied the amendments.
- Amendments to PAS 37, *Onerous Contracts - Cost of Fulfilling a Contract* – The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling a contract comprises both the incremental costs of fulfilling that contract and an allocation of costs directly related to contract activities. The amendments apply to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as applicable. Accordingly, the comparatives are not restated. Earlier application is permitted.

- Annual Improvements to PFRS 2018 to 2020 Cycle:
 - Amendment to PFRS 9, *Financial Instruments - Fees in the '10 percent' Test for Derecognition of Financial Liabilities* – The amendment clarifies which fees an entity shall include when it applies the '10 percent' test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf. The amendment applies to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applied the amendment.
 - Amendment to PFRS 16, *Leases - Lease Incentives* – The amendment removes from the Illustrative Example 13 the illustration of the reimbursement of leasehold improvements by the lessor. The objective of the amendment is to avoid any potential confusion regarding the treatment of lease incentives because of how the requirements for lease incentives are illustrated.

The adoption of the amended PFRS did not materially affect the consolidated financial statements of the Group. Additional disclosures were included in the consolidated financial statements, as necessary.

Amended PFRS in Issue But Not Yet Effective or Adopted

Relevant amended PFRS, which are not yet effective as at December 31, 2022 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2023:

- Amendments to PAS 1, *Presentation of Financial Statements*, and PFRS Practice Statement 2, *Making Materiality Judgments – Disclosure Initiative – Accounting Policies* - The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information. The amendments should be applied prospectively. Earlier application is permitted.

- Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates* – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods. Earlier application is permitted.
- Amendments to PAS 12, *Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction* – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments should be applied on a modified retrospective basis. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2024-

- Amendments to PAS 1, *Presentation of Financial Statements - Classification of Liabilities as Current or Noncurrent* – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity’s right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management’s intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - *Noncurrent Liabilities with Covenants* for that period.

Under prevailing circumstances, the adoption of the foregoing amended PFRS is not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the consolidated financial statements, as applicable.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries.

Subsidiaries

A subsidiary is an entity that is controlled by the Parent Company. A subsidiary is consolidated from the date when control is transferred to the Parent Company directly or through a holding company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its investment with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is deconsolidated from the date when control ceases.

The financial statements of the subsidiaries are prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits, dividends and unrealized profits and losses, are eliminated in full.

Non-controlling interests

Non-controlling interests represent the portion of net results and net assets not held by the Parent Company. They are presented in the consolidated statements of financial position within equity, apart from equity attributable to equity holders of the Parent Company and are separately disclosed in the consolidated statements of comprehensive income. Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in ownership interest of a subsidiary, without a change in control, is accounted for as an equity transaction.

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any non-controlling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Parent Company's share of components previously recognized in other comprehensive income in relation to that subsidiary on same basis as would be required if the Parent Company had directly disposed of the related assets and liabilities.

A change in the ownership interest of a subsidiary, without a change in control, is accounted for as an equity transaction. Upon the loss of control, the Group derecognizes the assets (including goodwill) and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Gain or loss arising from the loss of control is recognized in profit or loss. If the Group retains an interest in the previous subsidiary, then such interest is measured at fair value at the date control is lost. Subsequently, it is accounted for as an equity-accounted investee or as financial assets at FVOCI depending on the level of interest retained.

Non-controlling Interests. Non-controlling interests represent the portion of profit or loss and net assets not held by the Group, presented within equity in the consolidated statements of financial position, separately from equity attributable to equity holders of the Parent Company. Non-controlling interests represent the interests of minority shareholders of BNFI.

Business Combination

Business combination is accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. Acquisition-related costs incurred are expensed and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date, including the separation of embedded derivatives in host contracts by the acquiree, if any.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PFRS 9 either in the consolidated statements of comprehensive income or as a change to other comprehensive income. If the contingent consideration is not within the scope of PFRS 9, it is measured in accordance with appropriate PFRS. Contingent consideration that is classified as equity is not remeasured until it is finally settled and accounted for within equity.

If necessary information, such as the fair value of assets and liabilities acquired, is not available by the end of the reporting period in which the business combination occurs, provisional amounts are used for a period not exceeding one year from the date of acquisition or the measurement period. During this period, provisional amounts recognized for a business combination may be retrospectively adjusted if relevant information has been obtained or becomes available.

The Group also considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business if it acquires an integrated set of business processes in addition to the group of assets acquired.

A gain from bargain purchase is generated when the fair value of the net assets acquired by the Group exceeds the acquisition price, and is recognized in the consolidated statements of comprehensive income in the year of acquisition.

Business combination arising from transfers of interest involving entities under common control is accounted for using book values. Any difference between the purchase price and the net assets of acquired entity is presented separately within equity on consolidation. Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities. The acquiree's assets and liabilities are recognized at book values and results of operations are included in the consolidated financial statements as at the date of business combination.

Financial Assets and Liabilities

Recognition and Measurement

Date of Recognition. The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments is at fair value plus transaction costs, unless it is carried at fair value through profit or loss (FVPL), in which case transaction costs are immediately expensed.

“Day 1” Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a *“Day 1”* difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes *“Day 1”* difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the *“Day 1”* difference.

Classification

The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at fair value through other comprehensive income (FVOCI). Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Group’s business model and its contractual cash flow characteristics.

As at December 31, 2022 and 2021, the Group has no financial instruments classified as financial liabilities at FVPL.

Financial Assets at Amortized Cost. Financial assets shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2022 and 2021, the Group’s cash and cash equivalents, trade receivables, due from related parties and construction bond (presented under *“Other current assets”*) are classified under this category.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from dates of placement and which is subject to an insignificant risk of change in value.

Financial Assets at FVPL. Financial assets that do not meet the criteria for being measured at amortized cost or FVOCI are classified under this category. Specifically, financial assets at FVPL include financial assets that are (a) held for trading, (b) designated upon initial recognition at FVPL, or (c) mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if these are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless these are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are measured at fair value at each reporting date, with any fair value gains or losses recognized in profit or loss to the extent these are not part of a designated hedging relationship. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the "Gain (loss) on change in fair value at FVPL" under "Other income (loss)" account in the separate statements of comprehensive income.

The Company's investments in Unit Investment Trust Funds (UITFs) which are held for trading are included in this category.

Financial Assets at FVOCI. For debt instruments that meet the contractual cash flow characteristic and are not designated at FVPL under the fair value option, the financial assets shall be measured at FVOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and selling the financial assets; and,
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For equity instruments, the Group may irrevocably designate the financial asset to be measured at FVOCI in case the above conditions are not met.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, interest income (calculated using the effective interest rate method), foreign currency gains or losses and impairment losses of debt instruments measured at FVOCI are recognized directly in profit or loss. When the financial asset is derecognized, the cumulative gains or losses previously recognized in other comprehensive income are reclassified from equity to profit or loss as a reclassification adjustment.

Dividends from equity instruments held at FVOCI are recognized in profit or loss when the right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Foreign currency gains or losses and unrealized gains or losses from equity instruments are recognized in other comprehensive income and presented in the equity section of the separate statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods.

As at December 31, 2022, the Company has classified its investments in club shares as financial assets at FVOCI.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

As at December 31, 2022 and 2021, the Group's trade and other payables (except statutory payable), notes payable, mortgage payable, lease liabilities, security deposits are classified under this category.

Reclassification

The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income.

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at FVOCI, its fair value at the reclassification date becomes its new gross carrying amount. Meanwhile, for a financial asset reclassified out of the financial assets at FVOCI category to financial assets at FVPL, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment at the reclassification date.

Impairment

The Group records an allowance for expected credit losses (ECL) based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, the Company has applied the simplified approach and has calculated ECL based on the lifetime ECL. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets at amortized cost, the Group has applied the general approach and ECL computation is based on the 12-month ECL, which pertains to the portion of lifetime ECL that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

Derecognition

Financial Assets. A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired;
- the Group retains the right to receive cash flows from the financial asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or
- the Group has transferred its right to receive cash flows from the financial asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Group’s continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Group could be required to repay.

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

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Group could raise debt with similar terms and conditions in the market. The difference between the carrying amount of the original liability and fair value of the new liability is recognized in the consolidated statements of comprehensive income.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated statements of financial position.

Classification of Financial Instrument between Liability and Equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Merchandise Inventories

Merchandise inventories are carried at the lower of cost and net realizable value (NRV). The cost of merchandise inventories includes all costs of purchase and other costs incurred to bring the merchandise inventories to their present location and condition. The NRV of merchandise inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale. Cost is determined using first-in, first-out method.

At each reporting date, merchandise inventories are assessed for impairment. If merchandise inventories are impaired, the carrying amount is reduced to its NRV. Impairment loss is recognized immediately in profit or loss.

When merchandise inventories are sold, the carrying amount of those merchandise inventories is recognized to profit or loss in the year when the related revenue is recognized.

Deposits and Advance Rentals

Deposits and advance rentals represent payments for security, utilities and other deposits made in relation to the lease agreements entered into by the Group. These are carried at face amounts and will generally be applied as lease payments toward the end of the lease terms. Deposits and advances expected to be realized for no more than 12 months after the financial reporting period are classified as current assets. Otherwise, these are classified as noncurrent assets.

Other Current Assets

Advances to Officers and Employees. Advances to officers and employees pertain to advances made by the Group to officers and employees to fund for working capital expenditures. These are subject to liquidation and are measured at transaction price less impairment in value, if any. These are charged to appropriate asset or expense account upon liquidation.

Spare Parts, Materials and Supplies. Spare parts, materials and supplies are initially recorded as assets and measured at transaction amounts. Subsequently, these are recognized in profit or loss as these are consumed in operations or expired.

Creditable Withholding Taxes (CWTs). CWTs are deducted from income tax payable in the same year the revenue was recognized and are carried forward to the succeeding year when in excess of income tax payable. CWTs are stated at face amount less impairment in value, if any.

Input VAT. Revenue, expenses and assets are generally recognized net of the amount of VAT. This is measured at face amount less impairment in value, if any. The net amount of VAT recoverable from or payable to the taxation authority is presented as “Input VAT” or “Output VAT” presented as part of “Statutory payable” under “Trade and other payables” in the consolidated statements of financial position.

Advances to Suppliers. Advances to suppliers are recognized whenever the Group pays in advance for its purchase of goods and supplies. The advances to suppliers are measured at transaction price less any impairment in value and recognized to corresponding asset or expense account when the goods or services for which the advances were made are received.

Deferred Input VAT. Deferred input VAT represents the unamortized amount of input VAT on capital goods and input VAT on the unpaid portion of availed services.

In accordance with Revenue Regulations (RR) No. 16-2005, input VAT on purchases or imports of the Group of capital goods (depreciable assets for income tax purposes) made prior to January 1, 2022 with an aggregate acquisition cost (exclusive of VAT) in each of the calendar month exceeding 1.0 million made is claimed as credit against output VAT over 60 months or the estimated useful lives of capital goods, whichever is shorter.

Deferred input VAT that is expected to be realized within 12 months after the financial reporting period is classified as current asset. Otherwise, it is classified as noncurrent asset.

Where the aggregate acquisition cost (exclusive of VAT) of the existing or finished depreciable capital goods purchased or imported during any calendar month does not exceed 1.0 million or if the purchase was made on or after January 1, 2022, the total input VAT will be allowable as credit against output VAT in the month of acquisition.

Prepayments. Prepayments are expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and included in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the financial reporting period are classified as current assets. Otherwise, these are classified as noncurrent assets.

Investment Properties

Investment properties represent a parcel of land, land improvements, and building and building improvements, which are held to earn rental and are not for sale in the ordinary course of business or for administrative purposes.

The investment properties are initially measured at cost. Cost comprises its purchase price, after deducting discounts and rebates, and other directly attributable costs to its working condition and location for its intended use. Subsequent to initial recognition, investment properties are stated at fair value. Any gain or loss resulting from a change in the fair value of the investment properties is recognized in profit or loss as “Gain from change in fair value of investment properties” presented in the consolidated statements of comprehensive income. Fair value is determined by independent appraisers with sufficient experience with respect to both the location and the nature of the investment properties.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by the end of owner-occupation or commencement of an operating lease to another party or ending of the construction or development. Transfers are made from investment properties when, and only when, there is a change in use, evidenced by the commencement of owner-occupation or commencement of development with a view to sell.

Investment properties are derecognized when either these have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment properties are recognized in profit or loss in the year of retirement or disposal.

For tax purposes, the Group's investment properties are carried at cost less accumulated depreciation computed on a straight-line basis over the estimated useful lives of the investment properties:

<u>Asset Type</u>	<u>Useful Life (in years)</u>
Land improvements	5
Building and building improvements	5 - 20

Property and Equipment

Property and equipment, except land and construction-in-progress (CIP), are stated at cost less accumulated depreciation and amortization and any impairment in value. Land is stated at cost less impairment in value, if any.

Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

CIP represents structures under construction and is stated at cost. Cost includes costs of construction, labor and other direct costs. CIP is not depreciated until such time that the relevant assets are ready for use. CIP will be reclassified to the appropriate items of property and equipment upon completion of the construction.

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

<u>Asset Type</u>	<u>Number of Years</u>
Leasehold improvements	5 years or term of lease, whichever is shorter
Transportation equipment	5-10
Office furniture, fixtures and equipment	2-5
Store furniture, fixtures and equipment	2-5

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits for the use of property and equipment.

Fully depreciated and amortized assets are retained in the accounts until these are no longer in use.

When property and equipment are sold or retired, their cost, accumulated depreciation and amortization and any allowance for impairment in value are eliminated and any resulting gain or loss is included in profit or loss.

Advances for Asset Acquisition

Advances for asset acquisition are recognized whenever the Company pays in advance for its purchase of assets. The advances are measured at transaction amount less any impairment in value and will be reclassified to proper asset account upon completeness of the turnover of assets to the Company.

Intangible Assets

Intangible assets are identifiable non-monetary assets of the Group without physical substance held for use in operations, the production of goods or services and for rental to others. This account includes the following:

Brand Names. The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible asset is carried at cost less any accumulated impairment losses.

The Group assessed the useful life of brand names to be indefinite. Based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash inflows for the Group.

Brand names with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level. Such intangibles are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

The Relief-from-Royalty method was used in the valuation of the brands. Under this method, the value of an intangible asset is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the intangible asset from a third party. The hypothetical royalty payments over the life of the intangible asset are adjusted for tax and discounted to present value at the valuation date. Conceptually, the method may also be viewed as a discounted cash flow method applied to the cash flow that the owner of the intangible asset could receive through licensing the intangible asset to third parties.

Software License. Software license is measured initially at cost, which is the amount of the purchase consideration. Following initial recognition, software license is carried at cost less accumulated amortization and any accumulated impairment losses. The Group's software license has a term of five years and is amortized over such period using the straight-line method.

The useful life and amortization method for software license are reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the software is accounted for by changing the useful life and amortization method, as appropriate, and treated as a change in accounting estimates. The amortization expense on software is recognized in the profit or loss.

Gains or losses arising from the disposal of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

Impairment of Nonfinancial Assets

The carrying amounts of nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Brand names with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. When the carrying amounts exceed the estimated recoverable amounts, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of the fair value less cost to sell or value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an orderly transaction between market participants less the cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, that increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such reversal, the depreciation and amortization charges are adjusted in future years to allocate the asset's revised carrying amount, on a systematic basis over its remaining useful life.

Operating Segments

The Group operates using different brand names on which operating results are regularly monitored by the chief operating decision-maker (CODM) for the purpose of making decisions regarding resource allocation and performance assessment. The CODM has been identified as the Chief Executive Officer of the Group. However, as permitted by PFRS 8, *Operating Segments*, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- the nature of products and services;
- the nature of production processes;
- the type or class of customer for the products and services; and
- the methods used to distribute their products and services.

Equity

Common Stock. Common stock represents the par value of issued common shares. Unpaid subscriptions are recognized as a reduction from subscribed capital.

Preferred Stock. Preferred shares are voting, cumulative, nonparticipating and nonconvertible and nonredeemable.

Additional Paid-in Capital. Additional paid-in capital represents the excess of proceeds or fair value of consideration received over par value.

Retained Earnings. Retained earnings represent the cumulative balance of the results of operations, net of any dividend declaration.

Dividend Distribution. Dividends are recognized as a liability and deducted from equity when declared by the BOD and the shareholders of the Group. Dividends for the year that are declared after the reporting date are dealt with as an event after the reporting date.

Other Equity Reserves. Other equity reserves consist of the difference between the equity of the subsidiaries attributable to the Parent Company's interest and the purchase price.

Other Comprehensive Loss. This pertains to the cumulative remeasurement gain or loss on the Group's retirement benefits liability arising from experience adjustments and changes in financial assumptions. Remeasurements of retirement benefits liability, and the corresponding deferred tax component, are recognized immediately in other comprehensive loss and are included in equity. These are not reclassified to profit or loss in subsequent periods.

Earnings (Loss) per Share

Basic earnings (loss) per share is calculated by dividing the net income by the weighted average number of common shares outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted earnings (loss) per share is computed by adjusting the weighted average number of common shares outstanding to assume conversion of all the potentially dilutive common shares into common shares.

The Parent Company has no potentially dilutive common shares.

Revenue Recognition

Revenue

The Group generates revenue primarily from sale of goods and franchise revenues.

Revenue from Contracts with Customers. Revenue from contracts with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

The following specific recognition criteria must also be met before revenue is recognized.

Net Sales. Revenue is recognized, net of sales discounts, at a point in time when the control over the goods has transferred to the customers, which is normally upon delivery to and acceptance of the goods by the buyer.

Franchise Revenues. Revenue from franchisees includes continuing royalty and initial franchise revenues. Royalty fees are recognized in the period earned. Initial franchise revenues are recognized upon opening of a store when the Group has performed substantially all of the performance obligations required under the franchise agreement.

Rental Income. Rental income is recognized on a straight-line basis over the lease term.

Service Fees. Service fees are recognized when the related delivery services are rendered.

Other Sources of Income

Interest Income. Interest income is recognized as it accrues, net of final tax, using the effective interest method.

Other Income. Income from other sources is recognized when earned during the period.

Contract Balances

Receivables. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract Assets. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays a consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

As at December 31, 2022 and 2021, the Group does not have outstanding contract assets.

Contract Liabilities. A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays a consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made by the customer or when the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract. Contract liabilities also include payments received by the Group from the customers for which revenue recognition has not yet commenced and payments in excess of revenue recognized based on percentage of completion.

As at December 31, 2022 and 2021, the Group does not have outstanding contract liabilities.

Cost to Obtain a Contract. The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them. Otherwise, these are treated as expense.

Contract Fulfillment Asset. Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Group first considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15,

Revenue from Contracts with Customers. If other standards are not applicable to contract fulfillment costs, the Group applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of these criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

As at December 31, 2022 and 2021, the Group does not have contract fulfillment assets.

Cost and Expense Recognition

Costs and expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Direct Costs. Direct costs are costs directly related to the production and sale of goods and are recognized as expense when the related goods are sold or the related services are rendered.

Selling and Distribution Expenses. Selling and distribution expenses constitute costs of selling and distribution of the goods to customers that are not qualified as cost of sales. These are recognized in profit or loss in the period when these are incurred.

General and Administrative Expenses. General and administrative expenses constitute costs of administering the business. These are recognized in profit or loss in the period when these are incurred.

Interest Expense. Interest expense includes interest expense and other finance costs. This is recognized in profit or loss using the effective interest method.

Retirement Benefits

The Group has an unfunded, noncontributory defined benefit plan covering all qualified employees. The retirement benefits cost is determined using the projected unit credit method, which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Group recognizes current service costs and interest expense on the retirement benefits liability in profit or loss.

The Group determines the interest expense on retirement benefits liability by applying the discount rate to the retirement benefits liability at the beginning of the year, taking into account any changes in the liability during the period as a result of benefit payments.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding interest cost on defined benefits liability) are recognized immediately in consolidated OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The retirement benefits liability recognized by the Group is the present value of the defined benefits obligation. This is determined by discounting the estimated future cash outflows using risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related retirement benefits liability.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting date.

Leases

The Group assesses whether the contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group assesses whether, throughout the period of use, it has both of the following:

- i. the right to obtain substantially all of the economic benefits from the use of the identified asset; and
- ii. the right to direct the use of the identified asset.

If the Group has the right to control the use of an identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term.

The Group also assesses whether a contract contains a lease for each potential separate lease component.

The Group as a Lessee. At the commencement date, the Group recognizes ROU assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value in which case the lease payments associated with those leases are recognized as an expense on a straight-line basis.

ROU Assets. At commencement date, the Group measures ROU assets at cost. The cost comprises:

- i. the amount of the initial measurement of lease liabilities;
- ii. any lease payments made at or before the commencement date less any lease incentives received;
- iii. any initial direct costs; and
- iv. an estimation of costs to be incurred by the Group in dismantling and removing the underlying asset, when applicable.

The ROU assets are recognized at the present value of the liability at the commencement date of the lease, adding any directly attributable costs. After the commencement date, the ROU assets are carried at cost less any accumulated amortization and accumulated impairment losses, and adjusted for any remeasurement of the related lease liabilities. The ROU assets are amortized over the shorter of the lease terms or the useful lives of the underlying assets ranging from three to eight years.

Lease Liabilities. At commencement date, the Group measures a lease liability at the present value of future lease payments using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability comprise the following:

- i. fixed payments, including in-substance fixed payments;
- ii. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- iii. amounts expected to be payable by the lessee under residual value guarantees; and
- iv. the exercise price under a purchase option that the Group is reasonably certain to exercise; lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

A lease liability is subsequently measured at amortized cost. Interest on the lease liability and any variable lease payments not included in the measurement of lease liability are recognized in profit or loss unless these are capitalized as costs of another asset. Variable lease payments not included in the measurement of the lease liability are recognized in profit or loss when the event or condition that triggers those payments occurs.

If there is a change in the lease term or if there is a change in the assessment of an option to purchase the underlying asset, the lease liability is remeasured using a revised discount rate considering the revised lease payments on the basis of the revised lease term or reflecting the change in amounts payable under the purchase option. The lease liability is also remeasured using the revised lease payments if there is a change in the amounts expected to be payable under a residual value guarantee or a change in future lease payments resulting from a change in an index or a rate used to determine those payments.

For income tax reporting purposes, payments under operating lease agreements are treated as deductible expense in accordance with the terms of the lease agreements.

The Group as a Lessor. Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which these are earned.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted as at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

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

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

Deferred tax is recognized in profit or loss except to the extent that it relates to items directly recognized in OCI.

Offsetting. Current tax assets and current tax liabilities are offset, or deferred tax assets and deferred tax liabilities are offset if, and only if, an enforceable right exists to set off the amounts and it can be demonstrated without undue cost or effort that the Group plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Foreign Currency Translation

The functional currency of the entities of the Group is Peso except for GEIL and OLL, with functional currency in the United States (US) dollar (\$). Each entity in the Group determines its own functional currency and items included in the consolidated financial statements are measured using that functional currency. Transactions in foreign currencies are initially recorded using the prevailing exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at the reporting date. All differences are taken to the consolidated statements of comprehensive income. For income tax reporting purposes, foreign exchange gains or losses are treated as taxable income or deductible expenses in the year such are realized.

The assets and liabilities of GEIL and OLL are translated into Peso at the rate of exchange ruling at the reporting date and income and expenses are translated to Peso at monthly average exchange rates. The exchange differences arising on the translation are taken directly to OCI. There are no exchange differences recognized in 2022, 2021 and 2020.

Related Party Relationships and Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals who, owning directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties, regardless of whether a price is charged.

Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Group's total assets or, ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Group's total assets. Details of transactions entered into by the Group with related parties are reviewed by independent directors in accordance with the Group's related party transactions policy.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies

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

Events after the Reporting Period

Events after the reporting date that provide additional information about the Group's consolidated financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Significant Accounting Judgments and Estimates

The preparation of the Group's consolidated financial statements requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date.

While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Changes in accounting estimates are recognized in the period in which the estimate is revised if the change affects only that period or in the period of the change and future periods if the revision affects both current and future periods.

The following are the significant judgments and estimates made by the Group:

Determining the Functional Currency. The functional currency of the companies in the Group has been determined to be Peso except for certain subsidiaries whose functional currency is the US dollar. Peso is the currency that mainly influences the sale of goods and the costs of sales.

Assessing the Group Reorganization. Group reorganization involving entities under common control is outside the scope of PFRS 3 and there is no other specific PFRS guidance. Accordingly, management used its judgment to develop an accounting policy that is relevant and reliable, in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

The management assessed that the substance of the group reorganization does not constitute “purchase” of companies but pooling or merging of the assets and liabilities of the Group. Hence, the most relevant and reliable accounting policy adopted by the Group is the pooling of interests method of accounting.

The Group elected a policy to not restate the financial information in the consolidated financial statements for periods prior to the reorganization of the entities under common control. The acquisition by the Parent Company of the subsidiaries was considered as a group reorganization of entities under common control is disclosed in Note 4.

Accounting for the Business Acquisition. At the time of acquisition, the Group considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business combination if it acquires an integrated set of business processes in addition to the group of assets acquired.

The Group accounts for acquired businesses using the acquisition method of accounting, which requires that the assets acquired and the liabilities assumed are recognized at the date of acquisition based on their respective fair values.

The application of the acquisition method requires certain estimates and assumptions concerning the determination of the fair values of acquired intangible assets and property and equipment, as well as liabilities assumed at the acquisition date. Moreover, the useful lives of the acquired intangible assets and property and equipment have to be determined. Accordingly, for significant acquisitions, the Group obtains assistance from valuation specialists. The valuations are based on information available at the acquisition date. The Group’s acquisitions have resulted in the recognition of intangible assets with indefinite lives is disclosed in Note 4.

Classifying Operating Segments. The Group is organized into operating segments based on brand names but the Group has aggregated the brand names into a single operating segment as allowed under PFRS 8 due to their similar characteristics. This is evidenced by a consistent range of gross margin across all brand outlets as well as uniformity in sales increase and trending for all outlets, regardless of the brand name. Moreover, all brands have the following business characteristics:

- (a) Similar nature of products/services offered and methods to distribute products and provide services;
- (b) Similar class of target customers; and
- (c) Primary place of operations is in the Philippines.

Classifying Financial Instruments. The Group exercises judgment in classifying a financial instrument, or its component parts, on initial recognition as either a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the statements of financial position.

Identifying the Performance Obligations and Timing of Satisfaction of Revenues. The Group enters into contracts with its customers to sell goods where revenue from company-owned outlets and sale of goods are recognized. The Group determined that all the goods prior to transfer to its respective customers are in its full ownership. The Group concluded that it transfers control over its goods and services, at a point in time, upon receipt of the goods and services by the customer.

For revenue from franchise revenue, the performance obligation under the franchise agreement is the delivery of materials and store equipment necessary to operate the franchise store, as this is deemed to be the time that the franchisee obtains control of the promised goods and therefore the benefits of unimpeded access.

Classifying a Property. The Group determines whether a property is classified as investment properties or property and equipment:

- Investment properties which pertain to parcels of land which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and for capital appreciation.
- Property and equipment are tangible items that are held for use in the delivering or supply of goods or services and are expected to be used for more than one period. These are properties which are owner-occupied and are substantially for use of the Group or in the operations.

Properties classified as investment properties and property and equipment are disclosed in Notes 10 and 11, respectively.

Classifying Lease Commitments - Group as a Lessor. The Group entered into a sublease agreement of food park spaces. The Group determined, based on the evaluation of terms and conditions of agreement, that the lessor retains all the significant risks and rewards of ownership of the food park spaces. Thus, the agreement is accounted for as an operating lease.

Rental income in 2022, 2021 and 2020 is disclosed in Note 24.

Classifying Lease Commitments - Group as a Lessee. The Group has entered into commercial property leases for its stores. For the Group's non-cancellable lease, the Group recognizes ROU assets and lease liabilities measured at the present value of lease payments to be made over the lease term using the Group's incremental borrowing rate. The Group availed exemption for leases with term of 12 months or less. Accordingly, lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

ROU assets and lease liabilities as at December 31, 2022 and 2021 is disclosed in Note 24.

Assessing the ECL of Trade Receivables. The Group estimates ECL using a provision matrix. Depending on the diversity of its debtor's base, the Group uses its historical credit loss experience adjusted for forward-looking factors, as appropriate. The information about the ECL assessment on the Group's trade receivables is disclosed in Note 27 to the consolidated financial statements.

The carrying amounts of the Group's trade receivables as at December 31, 2022 and 2021 is disclosed in Note 7.

Assessing the ECL on Other Financial Assets at Amortized Cost. The Group determines the allowance for ECL using a general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12-months unless there has been a significant increase in credit risk since initial recognition in which case ECL are provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- Actual or expected external and internal credit rating downgrade;
- Existing or forecasted adverse changes in business, financial or economic conditions; and
- Actual or expected significant adverse changes in the operating results of the borrower.

The Group also considers financial assets that are more than 30 days past due to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant risk in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

No provision for ECL on other financial assets at amortized cost was recognized in 2022, 2021 and 2020. The transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults.

The carrying amounts of other financial assets at amortized cost are as follows:

Asset Type	Note	2022	2021
Cash and cash equivalents	5	₱528,582,342	₱250,885,692
Due from related parties	16	123,929,208	127,428,238
Construction bond	9	3,185,750	3,159,846

Estimating the Fair Value of Financial Instruments. When the fair values of financial assets and financial liabilities recorded in the statements of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the earnings method. The inputs to this method are based on future maintainable earnings and price earnings ratio, but where these are not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

The fair value of the Group's financial assets at FVPL amounted to ₱61.3 million and ₱67.5 million as at December 31, 2022 and 2021, respectively. Unrealized gain (loss) on changes in fair value of financial assets at FVPL amounted to (₱7.8 million) and ₱3.8 million in 2022 and 2021, respectively. The financial assets at FVPL amounting to ₱1.7 million as at December 31, 2022 are to be held indefinitely and will be sold in response to liquidity requirements; hence, the Group classified it as financial assets at FVOCI (see Note 6).

Estimating the ROU Assets and Lease Liabilities. The Group's ROU assets and lease liabilities are initially measured at the present value of lease payments. In determining the appropriate discount rate, the Group considered readily available interest rate implicit in the lease agreements, interest rate on its borrowings and the term of each lease commitment. The Group determined that the incremental borrowing rate is readily available and presents the appropriate financing cost in leasing the underlying assets. The incremental borrowing rate is the rate that would cause the present value of the lease payments and unguaranteed residual to equal the sum of the fair value of the underlying assets and initial direct costs incurred.

The carrying amounts of ROU assets and lease liabilities as at December 31, 2022 and 2021 are disclosed in Note 24. Rental expense incurred on short-term leases in 2022, 2021 and 2020 is disclosed in Note 24.

Assessing the Renewal Options of Lease Commitments. The Group's lease commitments contain renewal options exercisable by the Group prior the end of the non-cancelable contract period. Where practicable, the Group seeks to include the renewal options to provide operational flexibility. The Group assessed at lease commencement that it is not reasonably certain that the Group will exercise the renewal options. A reassessment is made whether it is reasonably certain to exercise the renewal options if there is a significant event or significant change in circumstances within its control.

Evaluating the NRV of Merchandise Inventories. The Group assesses at the end of each reporting period whether its merchandise inventories are impaired. Whenever the NRV becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes, the Group recognizes an impairment loss. A new assessment is made of the NRV in each subsequent period. When the circumstances that previously caused the merchandise inventories to be impaired no longer exist or when there is clear evidence of an increase in the NRV because of changed economic circumstances, the amount of the impairment loss is reversed (i.e., the reversal is limited to the amount of the original write-down) so that the new carrying amount is the lower of the cost and the NRV.

The cost of merchandise inventories is lower than its NRV. No inventory loss was recognized in 2022, 2021, and 2020. The carrying amount of merchandise inventories as at December 31, 2022 and 2021 is disclosed in Note 8.

Estimating the Fair Value of Investment Properties. Investment properties are measured at fair value. The Group works closely with external qualified appraisers who performed the valuation using appropriate valuation techniques. The appraiser used a valuation technique based on comparable market data adjusted as necessary to reflect the specific assets' location and condition and, estimated expected future cash flows, yields, occupancy rates, discount rates, replacement costs and remaining economic life. The valuation techniques and inputs used in the fair value measurement of investment properties are disclosed in Note 9.

For the purpose of fair value determination and disclosure, the Group determines the nature, characteristics and risks of the investment properties and the level of the fair value hierarchy.

Details of investment properties are disclosed in Note 10.

Estimating the Useful Lives of Property and Equipment (except Land and CIP), ROU Assets and Intangible Assets. The useful lives of these assets are estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of each asset are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by the changes in the factors mentioned above. A reduction in the estimated useful lives would increase the recorded operating expenses and decrease noncurrent assets. There were no changes in the estimated useful lives in 2022, 2021 and 2020.

The carrying amounts of property and equipment, intangible assets and ROU assets as at December 31, 2022 and 2021 are disclosed in Notes 11, 12 and 24, respectively.

Assessing the Impairment of Brand Names with Indefinite Useful Life. The Group tests annually whether any impairment in brand names is to be recognized in accordance with the related accounting policy in Note 2. The recoverable amounts of cash-generating units (CGUs) have been determined based on the higher of fair value less costs to sell and value in use calculations, which require the use of estimates. Based on the impairment testing conducted, the recoverable amounts of the CGUs calculated based on value in use as at December 31, 2022 and 2021 are greater than the corresponding carrying amounts of the CGUs as at the same dates.

No impairment loss was recognized in 2022, 2021 and 2020. The carrying amount of brand names as at December 31, 2022 and 2021 is disclosed in Note 12.

Assessing the Impairment of Other Nonfinancial Assets. The Group assesses impairment of its nonfinancial assets whenever events or changes in circumstances indicate that the carrying amounts of the assets or group of assets may not be recoverable. The relevant factors that the Group considers in deciding whether to perform an asset impairment review include, among others, the following:

- significant underperformance of a business in relation to expectations;
- significant negative industry or economic trends; and
- significant changes or planned changes in the use of the assets.

No impairment was recognized in 2022, 2021 and 2020. The carrying amounts of deposits and advance rentals, other current assets (except construction bond), investment properties, property and equipment, advances for asset acquisition, software license, ROU assets and deferred input VAT aggregated ₱776.17 million and ₱992.7 million as at December 31, 2022 and 2021, respectively.

Estimating the Retirement Benefits Liability. The determination of the obligation and costs of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 16 to the consolidated financial statements and include, among others, discount rates and salary increase rates. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the retirement obligation.

The retirement benefits and cumulative remeasurement losses on retirement benefits liability (net of deferred tax) recognized in equity as at December 31, 2022 and 2021 is disclosed in Note 17.

Assessing the Recognition of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized within the period allowed by the tax regulations. Recognition of deferred tax assets is determined based on forecasted taxable income of the Group. This forecast is based on the Group's past results and future expectations on revenue and expenses.

Deferred tax assets as at December 31, 2022 and 2021 are disclosed in Note 25.

4. Accounting for Business Acquisition and Group Reorganization

Business Acquisition

Balai. In June 2021, the Group acquired the assets and the brand name Balai Pandesal from BPC. The acquisition was completed following the execution of the Deed of Absolute Sale and the Deed of Assignment of the registered trademark and the payment of the related consideration amounting to ₱11.2 million. The Group accounted for the acquisition of the assets of Balai as an acquisition of a business since it has acquired an integrated set of business processes in addition to the group of assets acquired.

Fair values of the net assets acquired are as follows:

	Amount
Store equipment	₱6,449,000
Intangible assets	3,000,000
Transportation equipment	970,000
Merchandise inventories	801,000
Fair values of the net assets	11,220,000
Total consideration	11,220,000
Difference	₱-

The outstanding payable related to the acquisition amounted to ₱2.8 million as at December 31, 2021 (see Note 13). This was paid in 2022.

SKI. As discussed in Note 1, the Group acquired the net assets of SKI for a total consideration of ₱8.6 million in February 2020. Fair values of the net assets acquired are as follows:

	Amount
Cash	₱2,394,378
Inventories	442,490
Other current assets	88,889
Property and equipment	5,724,812
Trade and other payables	(50,569)
Fair values of net assets	8,600,000
Total consideration	8,600,000
Difference	₱-

Kuxina. On February 1, 2020, the Group acquired the rights, title and interest to the assets of the two owned-stores of Kuxina, operating under the names and styles of “Kuxina Ihaw Na!” and “Kuxina Filipino Fusion” and continuing the franchise agreements of eight other stores. Kuxina serves Filipino food dishes complementing the current brands of the Group. The assets acquired aggregated ₱1.0 million.

Group Reorganization

The acquisition by the Parent Company of the subsidiaries (FGI, BNFI, NTI) was considered as a group reorganization of entities under common control. Accordingly, the acquisition is accounted for based on the carrying amounts of the assets and liabilities of the subsidiaries. Accordingly, no goodwill was recognized. The effect of the pooling of interests amounting to ₱55.2 million was recognized as part of “Other equity reserves”.

As discussed in Note 1, the Parent Company acquired 100% of the outstanding shares of CDI for ₱1.1 million in March 2020. The Parent Company and CDI are entities under common control. Accordingly, the acquisition is accounted for based on the carrying amounts of the assets and liabilities of CDI.

The carrying amounts of the assets and liabilities of CDI as at acquisition date are as follows:

	Amount
Cash	₱460,714
Other current assets	44,714
Property and equipment	2,973,258
Accounts payable and other current liabilities	(1,757,301)
Advances from a related party	(4,536,203)
Net assets acquired	(2,814,818)
Amount paid by the Parent Company	1,124,985
Other equity reserve	(₱3,939,803)

Changes in ownership interest without a loss of control

As discussed in Note 1, the common shares of BNFI were listed in the PSE and 325.0 million new common shares were issued at an offer price of ₱0.70 a share. Expenses incurred during the listing process amounted to ₱23.7 million. This resulted to a decrease in ownership interest of the Parent Company from 100% to 78.26% and the effect is as follows:

Gross proceeds	₱227,500,000
Less expenses charged to APIC of BNFI	20,939,319
Net proceeds	206,560,681
Share of non-controlling interest	(84,779,540)
Other equity reserve	₱121,781,141

On the same day, the Parent Company disposed 87.5 million common shares of BNFI for a total consideration amounting to ₱61.3 million. Thus, further reducing the ownership interest to 72.41% and the effect is as follows:

Net proceeds	₱61,250,000
Share of non-controlling interest	(22,824,067)
Other equity reserve	₱38,425,933

And in November 2022, the Parent Company acquired 37.5 million common shares of BNFI through the PSE for a total consideration of ₱26.5 million. Accordingly, the acquisition increased the ownership interest to 74.92% and the effect is as follows:

Carrying amount of Non-controlling interest acquired	₱10,247,458
Acquisition costs	(26,500,000)
Other equity reserve	(₱16,252,542)

The decrease/increase in the Parent Company's ownership interest did not result in a loss of control. Accordingly, no gain or loss was recognized on the consolidated statements of comprehensive income.

5. Cash and Cash Equivalents

This account consists of:

	2022	2021
Cash on hand	₱4,306,465	₱1,864,311
Cash in banks	403,229,661	248,521,381
Short-term placements	121,046,216	500,000
	₱528,582,342	₱250,885,692

Cash in banks earn interest at the prevailing bank deposit rates.

Short-term placements are made for three months depending on the immediate cash requirement of the Group and earn interest at the prevailing short-term placement rates.

Interest income earned amounted to ₱6.4 million, ₱3.4 million, and ₱15.4 million in 2022, 2021 and 2020, respectively (see Note 23).

6. Financial Assets at FVPL and FVOCI

Financial Assets at FVPL

Investments in UITFs are held for trading. Hence, these have been classified as financial assets at FVPL.

Movements in investments at FVPL are as follows:

	Note	2022	2021
Balance at beginning of year		₱67,545,325	₱-
Additions		1,537,912	63,793,043
Unrealized gain (loss) on changes in fair value	23	(7,778,172)	3,752,282
Balance at end of year		₱61,305,065	₱67,545,325

Financial Assets at FVOCI

Financial asset at FVOCI pertains to the investment in club shares amounting to ₱1.7 million.

The Company designated its investment in club shares as financial asset at FVOCI because the Company intends to hold this investment for the long term and for strategic purposes. The Company has assessed that the cost of the recently acquired investment approximates its fair value as at December 31, 2022.

7. Trade Receivables

This account consists of:

	2022	2021
Trade	₱96,836,650	₱96,496,137
Less allowance for ECL	3,238,000	3,238,000
	₱93,598,650	₱93,258,137

Movements in the allowance for ECL are as follows:

	2022	2021
Balance at beginning of year	P3,238,000	P4,991,503
Write-off	-	(1,753,503)
Balance at end of year	P3,238,000	P3,238,000

Trade receivables represent mainly outstanding receivables from franchisees. These are unsecured, noninterest-bearing and are normally collected on a 30-day term.

8. Merchandise Inventories

This account consists of:

	2022	2021
Food and beverages	P30,359,215	P33,865,868
Store supplies and others	19,559,134	2,828,724
	P49,918,349	P36,694,592

The Group's merchandise inventories are carried at cost, which is lower than its NRV. No inventory losses were recognized in 2022, 2021 and 2020.

Cost of merchandise inventories charged to "Direct costs" amounted to P645.9 million, P330.6 million, and P305.7 million in 2022, 2021 and 2020, respectively (see Note 20).

9. Other Current Assets

This account consists of:

	2022	2021
Advances to officers and employees	P15,391,437	P11,295,829
Spare parts, materials and supplies	5,400,323	5,498,656
CWTs	4,824,852	1,252,925
Input VAT	3,995,299	11,964,591
Construction bond	3,185,750	3,159,846
Advances to suppliers	774,308	10,172
Prepayments	241,541	726,419
Others	1,036,060	585,950
	P34,849,570	P34,494,388

Advances to officers and employees pertain to cash advances and are settled through liquidation.

Construction bond is collectible once the improvement is completed and transferred by the Group to the lessor.

Advances to suppliers were payments for goods pending delivery as at year-end.

Prepayments mainly consist of insurance, taxes and licenses and advertising.

10. Investment Properties

The composition of and movements in this account are as follows:

	2022			Total
	Land	Land Improvements	Building and Building Improvements	
Cost				
Balance at beginning and end of year	₱95,393,047	₱577,500	₱31,404,503	₱127,375,050
Cumulative Fair Value Changes				
Balance at beginning of year	41,759,553	(115,500)	(1,582,503)	40,061,550
Gain (loss) from changes in fair value	1,364,250	(45,000)	(582,000)	737,250
Balances at end of year	43,123,803	(160,500)	(2,164,503)	40,798,800
Carrying Amount	₱138,516,850	₱417,000	₱29,240,000	₱168,173,850
	2021			
	Land	Land Improvements	Building and Building Improvements	Total
Cost				
Balance at beginning of year	₱95,393,047	₱577,500	₱30,904,503	₱126,875,050
Additions	–	–	500,000	500,000
Balances at end of year	95,393,047	577,500	31,404,503	127,375,050
Cumulative Fair Value Changes				
Gain (loss) from changes in fair value	41,759,553	(115,500)	(1,582,503)	40,061,550
Carrying Amount	₱137,152,600	₱462,000	₱29,822,000	₱167,436,600

In November 2020, the Group purchased a parcel of land with a building located in Sta. Mesa, Manila for ₱126.9 million. Related input VAT amounted to ₱15.0 million.

Fair Value

Land. The fair value of the Group's land is ₱138.5 million and ₱137.2 million as at December 31, 2022 and 2021, respectively. The fair value of the land was determined by an independent property appraiser in 2022 and 2021. The inputs used to determine the market value of the investment properties using the sales comparison approach include location characteristics, size, time element, quality and marketability. Accordingly, the fair value measurement used is classified as Level 3 in 2022 and 2021, respectively.

Land Improvements, Building and Building Improvements. The fair value of land improvements, building and building improvements is categorized under Level 3 using the cost approach wherein the appraised value was based on the cost of constructing an equivalent new structure less depreciation adjustments.

The fair value of the land improvements, building and building improvements was determined by an independent firm of appraisers as at December 31, 2022.

Description of key inputs to valuation on land follows:

Location	Significant unobservable Inputs	Range (weighted average)	
		2022	2021
Sampaloc District, City of Manila	Selling price per square meter	₱152,300/sq. m.	₱150,000/sq. m.
	Value adjustments	5% to 15%	5% to 15%

The significant unobservable inputs to fair valuation are as follows:

Price per square meter: Estimated value prevailing in the real estate market depending on the location, area, shape and time element.

Value adjustments: Adjustments are made to bring the comparative values in approximation to the investment properties taking into account external factors (market conditions, competitiveness, economic condition/demand/growth, time element) and internal factors (location, size/shape/terrain and development).

In valuing the land using sales comparison approach, records of recent sales and offerings of similar land are analyzed and comparisons were made for such factors as size, characteristic of the lot, location, quality and prospective use.

Sensitivity Analysis. Generally, significant increases (decreases) in useful life of assets (excluding land) would result in a significantly higher (lower) fair value measurement. Significant increases (decreases) in factors that contributed in the physical deterioration and all relevant forms of obsolescence in isolation would result in a significantly lower (higher) fair value measurement.

Amounts Recognized in Profit or Loss

Rental income amounted to ₱2.5 million and ₱2.0 million in 2022 and 2021, respectively. The related direct cost incurred pertains to real property taxes amounting to ₱213,492 and ₱213,842 in 2022 and 2021, respectively.

11. Property and Equipment

The composition of and movements in this account follows:

	2022						
	Land	CIP	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Store Furniture, Fixtures and Equipment	Total
Cost							
Balance at beginning of year	₱32,600,000	₱28,828,082	₱188,013,186	₱53,873,511	₱27,399,060	₱369,999,117	₱700,712,956
Additions	-	-	54,194,081	23,676,739	25,895,822	16,924,722	120,691,364
Reclassifications	-	(28,828,082)	19,315,141	-	-	9,512,941	-
Balance at end of year	32,600,000	-	261,522,408	77,550,250	53,294,882	396,436,780	821,404,320
Accumulated							
Depreciation and Amortization							
Balance at beginning of year	-	-	118,863,748	20,544,036	22,631,411	196,989,621	359,028,816
Depreciation and amortization	-	-	29,839,506	11,609,869	18,692,744	42,232,296	102,374,415
Balance at end of year	-	-	148,703,254	32,153,905	41,324,155	239,221,917	461,403,231
Carrying Amount	₱32,600,000	₱-	₱112,819,154	₱45,396,345	₱11,970,727	₱157,214,863	₱360,001,089

2021							
	Land	CIP	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Store Furniture, Fixtures and Equipment	Total
Cost							
Balance at beginning of year	₱32,600,000	₱35,283,628	₱150,030,634	₱38,928,469	₱24,626,788	₱218,419,548	₱499,889,067
Additions	-	24,187,841	32,007,092	14,945,042	2,772,272	126,911,642	200,823,889
Reclassifications	-	(30,643,387)	5,975,460	-	-	24,667,927	-
Balance at end of year	32,600,000	28,828,082	188,013,186	53,873,511	27,399,060	369,999,117	700,712,956
Accumulated							
Depreciation and Amortization							
Balance at beginning of year	-	-	91,885,253	14,815,815	15,208,452	140,196,804	262,106,324
Depreciation and amortization	-	-	26,978,495	5,728,221	7,422,959	56,792,817	96,922,492
Balance at end of year	-	-	118,863,748	20,544,036	22,631,411	196,989,621	359,028,816
Carrying Amount	₱32,600,000	₱28,828,082	₱69,149,438	₱33,329,475	₱4,767,649	₱173,009,496	₱341,684,140

CIP represents leasehold improvements of store spaces under construction and store furniture and fixtures. As at December 31, 2022, the estimated cost to complete is ₱2.3 million and to be expected to be completed within one year.

In 2020, the Company made advances to contractors aggregating ₱35.1 million for the construction of a new commissary. This was reclassified to property and equipment in 2021.

The cost of fully depreciated and amortized property and equipment that are still in use by the Group amounted to ₱264.4 million and ₱123.2 million as at December 31, 2022 and 2021, respectively.

Transportation equipment with carrying amount of ₱1.4 million and ₱2.5 million as at December 31, 2022 and 2021, respectively, are held as security for the Group's mortgage payable (see Note 15).

Depreciation and amortization are summarized as follows:

	Note	2022	2021	2020
Property and equipment		₱102,374,415	₱96,922,492	₱91,404,531
ROU assets	24	49,095,574	42,116,180	26,300,768
Intangible assets	12	782,366	782,366	782,366
		₱152,252,355	₱139,821,038	₱118,487,665

Depreciation and amortization are charged to the following:

	Note	2022	2021	2020
Selling and distribution expenses	21	₱102,973,602	₱104,750,292	₱86,334,564
Direct costs	20	26,897,492	24,808,009	15,296,270
General and administrative expenses	22	22,381,261	10,262,737	16,856,831
		₱152,252,355	₱139,821,038	₱118,487,665

12. Intangible Assets

This account consists of:

		2022		
		Brand Names	Software License	Total
	Note			
Cost				
Balance at beginning and end of year		₱214,348,448	₱5,193,830	₱219,542,278
Accumulated Amortization				
Balance at beginning of year		–	3,721,222	3,721,222
Amortization	11	–	782,366	782,366
Balance at end of year		–	4,503,588	4,503,588
Carrying Amount		₱214,348,448	₱690,242	₱215,038,690
		2021		
		Brand Names	Software License	Total
	Note			
Cost				
Balance at beginning of year		₱211,348,448	₱5,193,830	₱216,542,278
Additions		3,000,000	–	3,000,000
Balance at end of year		214,348,448	5,193,830	219,542,278
Accumulated Amortization				
Balance at beginning of year		–	2,938,856	2,938,856
Amortization	11	–	782,366	782,366
Balance at end of year		–	3,721,222	3,721,222
Carrying Amount		₱214,348,448	₱1,472,608	₱215,821,056

Brand Names

In August 2017, FGI subscribed to 1 share of GEIL for US\$1. In December 2017, FGI subscribed to an additional 40,000 shares for US\$4.0 million (equivalent to ₱200.2 million) at US\$100 per share. GEIL then acquired 100% of OLL. OLL holds the intellectual property rights to certain brands including *Fruitas*, *The Mango Farm*, *Shou*, *Black Pearl*, *Friends Fries* and *Juice Avenue*. The fair value of the net assets of GEIL and OLL is approximately equal to the consideration amounting to ₱200.2 million.

In 2018, the Group recognized a brand name amounting to ₱11.2 million following the completion of the acquisition of *Sabroso Lechon* brand from SLI.

In 2021, the Group also recognized a brand name amounting to ₱3.0 million following the acquisition of the *Balai Pandesal* brand from Balai (see Note 4).

The Relief-from-Royalty method was used in the valuation of the brands. Under this method, the value of brands is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the brands from a third party. The hypothetical royalty payments over the life of the brands are adjusted for tax and discounted to present value at the valuation date.

The fair values of the brand names were determined based on a valuation using cash flow projections (value-in-use) covering a five-year period based on long-range plans approved by management. Cash flows beyond the five-year period are extrapolated using a determined constant growth rate to arrive at its terminal value. The growth rates are consistent with the long-term average growth rate for the industry which ranges from 4% to 13%.

The Group used the weighted average cost of capital as the discount rate, which reflected management's estimate of the risk. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. The discount rates applied to after-tax cash flow projections is 12.0% to 11.5% in 2022 and 2021, respectively. The recoverable amount of each CGU, calculated using value in use, exceeded the carrying amount of the CGU as at December 31, 2022 and 2021.

Management believes that any reasonably possible change in the key assumptions on which the Group's recoverable amount is based would not result to the Group's carrying amount to exceed its recoverable amount.

Sensitivity Analysis. Generally, an increase (decrease) in the incremental after-tax cash flows will result in an increase (decrease) in the fair value of intangible assets. An increase (decrease) in discount rate will result in a decrease (increase) in the fair value of intangible assets.

13. Trade and Other Payables

This account consists of:

	Note	2022	2021
Trade		₱44,010,626	₱34,255,117
Nontrade	4	–	2,805,000
Accrued expenses:			
Rental		15,679,650	9,639,763
Others		5,773,979	4,216,438
Statutory payable		16,261,658	12,539,062
		₱81,725,913	₱63,455,380

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 60-day term.

Nontrade payable pertains to outstanding balance for the acquisition of inventories, equipment and intangible assets of Balai (see Note 4).

Accrued expenses consist mainly of rentals, unpaid salaries and professional fees which are noninterest-bearing and are normally settled in the next financial year.

Statutory payable pertains to obligations to government agencies such as SSS, HDMF, PHIC, output VAT and withholding taxes that are normally settled in the following month.

14. Notes Payable

Movements in this account are as follows:

	2022	2021
Balance at beginning of year	P184,580,500	P138,922,678
Availments	40,000,000	79,580,500
Payments	(19,580,500)	(33,922,678)
Balance at end of year	P205,000,000	P184,580,500

In 2022 and 2021, the Group availed 90 days promissory notes from local banks aggregating P40.0 million and P79.6 million, respectively, which bear annual stated interest at rates ranging from 4.75% to 7.78%. In 2022 and 2021, the Group rolled-over the long-term promissory notes amounting P110.0 million and P105.0 million maturing in various dates as at 2022 and 2021, respectively, to 90 days short-term promissory notes with same interest rates.

Interest charged to operations is as follows:

	Note	2022	2021	2020
Notes payable		P14,182,876	P8,377,967	P8,793,472
Lease liabilities	24	10,494,182	7,310,883	11,395,516
Mortgage payable	15	50,412	324,764	469,614
		P24,727,470	P16,013,614	P20,658,602

15. Mortgage Payable

The Group obtained loans from local commercial banks to finance its acquisition of transportation equipment.

Movements in this account are as follows:

	2022	2021
Balance at beginning of year	P1,804,277	P3,899,451
Payments	(1,723,368)	(2,095,174)
Balance at end of year	80,909	1,804,277
Less current portion	80,909	1,723,368
Noncurrent portion	P-	P80,909

The loans are payable in monthly installments up to May 2023 with effective interests ranging from 7.70% to 10.00% per annum. Interest expense amounted to P50,412, P324,764, and P469,614 in 2022, 2021 and 2020, respectively (see Note 14).

The loans are secured by a chattel mortgage on the transportation equipment with a total carrying amount of P1.4 million and P2.5 million as at December 31, 2022 and 2021, respectively (see Note 11).

16. Related Party Transactions

The Group, in the normal course of business, has advances with its related parties under common management for working capital amounting to ₱123.9 million and ₱127.4 million as at December 31, 2022 and 2021, respectively.

Terms and Conditions of Transactions with Related Parties

Outstanding balances are unsecured, noninterest-bearing and settled in cash upon demand. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operate. There were no impairment losses recognized in 2022, 2021 and 2020.

Compensation of Key Management Personnel

Compensation of key management personnel, consisting of management fees, salaries and short-term benefits, amounted to ₱22.7 million, ₱20.1 million, and ₱14.6 million in 2022, 2021, and 2020, respectively.

17. Retirement Benefits Liability

The Group's retirement plan is unfunded, noncontributory defined benefit plan with a single lump-sum payment covering retirement based on Republic Act No. 7641. The retirement benefits are based on years of service and compensation on the last year of employment as determined by an external actuary using the projected credit unit method.

The latest actuarial valuation of the plan was made in 2021 by an independent actuary. The Group did not obtain an actuarial valuation in 2022 because the management has assessed that the effect on the consolidated financial statements of the difference between the retirement benefits expense recognized by the Group and that resulting from actuarial valuation will not be significant.

The table below summarizes the components of retirement benefits expense recognized in the consolidated statements of comprehensive income (see Note 22).

	2022	2021	2020
Current service cost	₱2,663,431	₱2,344,902	₱2,489,854
Interest cost	525,110	423,701	271,642
	₱3,188,541	₱2,768,603	₱2,761,496

Movements in the retirement benefits liability are as follows:

	2022	2021
Balance at beginning of year	₱10,709,389	₱8,168,926
Current service cost	2,663,431	2,344,902
Interest cost	525,110	423,701
Actuarial gain	-	(228,140)
Balance at end of year	₱13,897,930	₱10,709,389

The principal assumptions used in determining the Group's retirement benefits liability as at December 31, 2022 and 2021 are as follows:

Discount rate	4.2%
Future salary increases	3.0%

The projected unit credit method was applied to all the benefits without using one-year term cost.

This sensitivity analysis shows the impact of changes in key actuarial assumptions in 2022.

	Effect on Retirement Benefits Liability	
	Discount Rate	Salary Projected Rate
+1%	(₱2,459,410)	₱3,253,929
-1%	3,193,870	(2,539,971)

Each sensitivity analysis on the significant actuarial assumptions was prepared by remeasuring the retirement benefits liability at the reporting date after adjusting one of the current assumptions according to the applicable sensitivity increment or decrement (based on changes in the relevant assumption that were reasonably possible at the valuation date) while all other assumptions remain unchanged.

The Group does not maintain a fund for its retirement liability. While funding is not a requirement of the law, there is a risk that the Group may not have the cash if several employees retire within the same year.

The average duration of the retirement benefits liability as at December 31, 2022 and 2021 is 25 years.

Remeasurement Loss

The cumulative remeasurement loss on retirement benefits liability recognized in other comprehensive income in the consolidated statements of financial position as at December 31, 2022 and 2021 are as follows:

	2022		
	Cumulative Remeasurement Loss	Deferred Tax	Net
	Balance at beginning and end of year	₱1,058,386	₱249,718
	2021		
	Cumulative Remeasurement Loss	Deferred Tax	Net
	Balance at beginning of year	₱1,286,526	₱372,071
Net remeasurement gain	(228,140)	(57,035)	(171,105)
Change in tax rate	–	(65,318)	65,318
Balance at end of year	₱1,058,386	₱249,718	₱808,668

The table below shows the maturity profile of the undiscounted benefit payments:

	2022	2021
Less than one year	₱618,046	₱1,240,843
One year to less than five years	817,138	1,342,423
Five years to less than ten years	997,538	1,705,084
Ten years to less than fifteen years	30,957,469	33,328,682
Fifteen years to less than twenty years	12,752,795	14,232,600
Twenty years and above	144,223,395	199,355,352

18. Equity

Capital Stock

This account consists of:

	Number of Shares			Amount		
	2022	2021	2020	2022	2021	2020
Authorized Capital Stock						
Common - ₱0.10 par value						
Balance at beginning and end of year	4,700,000,000	4,700,000,000	4,700,000,000	₱470,000,000	₱470,000,000	₱470,000,000
Preferred - ₱0.01 par value						
Balance at beginning and end of year	3,000,000,000	3,000,000,000	3,000,000,000	30,000,000	30,000,000	30,000,000
	7,700,000,000	7,700,000,000	7,700,000,000	₱500,000,000	₱500,000,000	₱500,000,000
Issued and Outstanding- Common						
Balance at beginning and end of year	2,133,680,000	2,133,680,000	2,133,680,000	₱213,368,000	₱213,368,000	₱213,368,000

Common Shares

On October 6, 2017, the SEC approved the application for 1:10 stock split resulting to a decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500,000,000 shares to 5,000,000,000 shares.

On February 26, 2018, the SEC approved the i) increase in the Parent Company's total authorized capital stock to ₱500.0 million divided into (a) 3,000,000,000 preferred shares at ₱0.01 par value a share, and (b) 4,700,000,000 common shares at ₱0.10 par value a share; and ii) reclassification of 3,000,000,000 common shares to preferred shares.

On November 29, 2019, the Parent Company's common shares were listed on the PSE. As at December 31, 2022, 2021 and 2020, 2,133,680,000 common shares are listed in the PSE.

Preferred Shares

The salient features of the preferred shares follow:

- guaranteed dividend yield of 2.5% per annum;
- voting, cumulative and non-participating; and,
- shall not be convertible into common share.

Additional Paid-in Capital

Additional paid-in capital represents the excess of the amounts received over the par value of the shares issued, net of directly attributable transaction costs on the Parent Company's IPO amounting to ₱777.8 million.

Retained Earnings

The Parent Company's BOD and stockholders declared cash dividends to stockholders of record on August 27, 2020 for ₱0.01 a share for a total of ₱21,336,800 which were paid on September 18, 2020.

In 2022, the Parent Company's BOD and stockholders declared cash dividends to stockholders of record on August 8, 2022 for ₱0.01 a share for a total of ₱21,336,800 which were paid on September 1, 2022.

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit standing and stable capital ratios in order to support its business and maximize shareholder value. The Group maintains its current capital structure and will make adjustments, if necessary, in order to generate a reasonable level of returns to stockholders over the long term. No changes were made in the objectives, policies or processes during the year.

The Group considers the equity presented in the consolidated statements of financial position as its core capital.

The Group manages its capital structure and makes adjustments when there are changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using debt-to-equity ratio, which is total debt divided by total equity.

The debt-to-equity ratios are as follows:

	2022	2021
Total debt	₱435,017,613	₱419,383,793
Total equity	1,524,365,106	1,222,031,484
Debt-to-equity ratio	0.29:1	0.34:1

Pursuant to the PSE's rules on minimum public ownership, at least 15.00% of the issued and outstanding shares of a listed company must be owned and held by the public. The public ownership is about 40.75% and 36.06% as at December 31, 2022 and 2021, respectively.

The total number of shareholders of the Parent Company as at December 31, 2022 and 2021 is 124.

19. Revenue

This account consists of:

	Note	2022	2021	2020
Net sales		₱1,776,861,676	₱1,091,889,656	₱872,989,411
Franchise revenues	24	17,716,102	6,317,356	13,204,275
Rental income	24	4,592,945	3,497,534	5,653,536
		₱1,799,170,723	₱1,101,704,546	₱891,847,222

The Group recognizes revenue from sales of goods and services upon delivery to customers or at a point in time when the Group has no more obligations that could affect the acceptance of goods by the customers.

Details of the Group's revenue based on geographical markets are as follows:

	Note	2022	2021	2020
Sale of goods:				
Luzon		₱1,588,719,009	₱938,929,935	₱663,801,125
Visayas		133,220,049	108,675,102	163,309,752
Mindanao		54,922,618	44,284,619	45,878,534
		1,776,861,676	1,091,889,656	872,989,411
Franchise revenues	24	17,716,102	6,317,356	13,204,275
Rental income	24	4,592,945	3,497,534	5,653,536
		₱1,799,170,723	₱1,101,704,546	₱891,847,222

20. Direct Costs

This account consists of:

	Note	2022	2021	2020
Direct materials used	8	₱645,855,662	₱330,556,331	₱305,734,523
Salaries, wages and other employee benefits		67,794,777	55,554,674	30,967,806
Depreciation and amortization	11	26,897,492	24,808,009	15,296,270
Utilities		5,082,064	6,681,221	2,117,344
Taxes and licenses		1,270,314	1,694,854	2,362,716
		₱746,900,309	₱419,295,089	₱356,478,659

Salaries, wages and other employee benefits pertain to outside services and salaries and wages of personnel performing tasks directly related to the production of merchandise inventories.

21. Selling and Distribution Expenses

This account consists of:

	Note	2022	2021	2020
Salaries, wages and other employees' benefits		₱286,413,147	₱217,833,569	₱179,729,298
Rental	24	177,238,124	130,912,489	112,862,133
Depreciation and amortization	11	102,973,602	104,750,292	86,334,564
Outside services		77,089,231	53,687,558	25,477,660
Utilities		45,994,899	34,368,288	33,538,578
Transportation and travel		28,270,982	18,451,413	13,953,403
Management fees		13,677,704	2,560,586	4,636,880
Repairs and maintenance		10,472,293	9,852,106	8,410,853
Advertisement		9,598,517	12,417,252	17,651,552
Training and development		3,967,599	2,075,959	1,839,061
Distribution supplies		3,922,959	2,261,474	3,291,136
Insurance		3,222,616	1,797,024	2,236,662
Others		21,311,579	17,787,465	3,057,160
		₱784,153,252	₱608,755,475	₱493,018,940

Salaries, wages and other employees' benefits include government contributions and other allowances.

Outside services pertain to salaries of service crews from agencies.

22. General and Administrative Expenses

This account consists of:

	Note	2022	2021	2020
Taxes and licenses		₱33,718,273	₱27,813,894	₱31,316,074
Salaries, wages and other employees' benefits		32,677,294	33,557,494	29,871,308
Depreciation and amortization	11	22,381,261	10,262,737	16,856,831
Professional fees		14,984,669	9,935,823	7,853,681
Representation		5,669,834	10,983,449	5,916,663
Rental	24	5,394,321	3,080,866	1,462,885
Office supplies		5,372,628	4,537,864	2,695,335
Outside services		5,259,343	2,140,265	6,834,353
Utilities		3,667,154	5,069,603	2,530,105
Retirement benefits cost	17	3,188,541	2,768,603	2,761,496
Management fees		1,923,287	1,905,404	309,204
Training		114,665	211,456	–
Provision for impairment loss	7	–	–	4,657,995
Others		4,186,365	4,369,679	8,089,371
		₱138,537,635	₱116,637,137	₱121,155,301

23. Other Income

This account consists of:

	Note	2022	2021	2020
Interest income	5	₱6,402,780	₱3,442,423	₱15,407,074
Gain (loss) from:				
Change in fair value of financial assets at FVPL	6	(7,778,172)	3,752,282	–
Rent concessions	24	1,851,786	2,283,799	7,362,437
Termination of lease	24	299,365	2,434,473	630,978
Unrealized foreign exchange gain		–	–	48,726
Others		1,506,295	1,022,161	3,339,705
		₱2,282,054	₱12,935,138	₱26,788,920

Others consist mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

24. Significant Agreements

Acquisition of Assets Agreement

In June 2022, the Group entered into an agreement with a third party to purchase the latter's assets. The acquisition is expected to be completed upon substantial fulfillment of the closing of the Contract to and upon full payment of the total consideration.

Advances paid by the Company amounted to ₱54.0 million as at December 31, 2022.

Group as Lessee - Short-term Lease

The Group entered into several lease agreements with third parties for its store spaces for varying periods of up to one year and renewable annually. The lease contracts for the stores provide for a monthly rental based on a certain percentage of gross sales and a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

Details of rental deposits and advance rentals on lease contracts are as follows:

	2022	2021
Rental deposits	₱93,653,547	₱95,625,840
Advance rentals	8,393,712	9,151,590
	₱102,047,259	₱104,777,430

The rental deposits will be applied against any unpaid rentals and other expenses related to the lease upon termination while the advance rentals will be utilized as rental payments for the last two to three months of the lease term.

Rental expense is charged to operations as follows:

	Note	2022	2021	2020
Selling and distribution expenses	21	₱177,238,124	₱130,912,489	₱112,862,133
General and administrative expenses	22	5,394,321	3,080,866	1,462,885
		₱182,632,445	₱133,993,355	₱114,325,018

Group as Lessee - Long-term Lease

The Group entered into noncancellable leases on outlets spaces, land and building with lease terms ranging from three to ten years subject to renewal. These leases have a fixed monthly rental subject to escalation clause.

The balance of and movements in ROU assets are as follows:

	Note	2022		Total
		Outlets Spaces	Land and Building	
Cost				
Balance at beginning of year		₱105,600,885	₱107,228,339	₱212,829,224
Additions		22,375,771	16,721,526	39,097,297
Retirement of lease		(3,904,675)	-	(3,904,675)
Termination of lease		(17,627,023)	-	(17,627,023)
Balance at end of year		106,444,958	123,949,865	230,394,823

		2022		
	Note	Outlets Spaces	Land and Building	Total
Accumulated Amortization				
Balance at beginning of year		35,279,796	45,842,622	81,122,418
Amortization	11	30,998,216	18,097,358	49,095,574
Retirement of lease		(3,904,675)	-	(3,904,675)
Termination of lease		(9,398,743)	-	(9,398,743)
Balance at end of year		52,974,594	63,939,980	116,914,574
Carrying Amount		₱53,470,364	₱60,009,885	₱113,480,249

		2021		
	Note	Outlets Spaces	Land and Building	Total
Cost				
Balance at beginning of year		₱47,654,844	₱80,740,644	₱128,395,488
Additions		73,174,837	28,947,895	102,122,732
Termination of lease		(15,228,796)	(2,460,200)	(17,688,996)
Balance at end of year		105,600,885	107,228,339	212,829,224
Accumulated Amortization				
Balance at beginning of year		20,079,349	27,441,259	47,520,608
Amortization	11	22,484,717	19,631,463	42,116,180
Termination of lease		(7,284,270)	(1,230,100)	(8,514,370)
Balance at end of year		35,279,796	45,842,622	81,122,418
Carrying Amount		₱70,321,089	₱61,385,717	₱131,706,806

The balance of and movements in lease liabilities are as follows:

		2022		
	Note	Outlets Spaces	Land and Building	Total
Balance at beginning of year		₱77,812,333	₱71,972,672	₱149,785,005
Additions		24,595,799	15,782,926	40,378,725
Rental payments		(32,844,660)	(24,723,968)	(57,568,628)
Termination of lease		(8,527,645)	-	(8,527,645)
Interest		4,950,487	5,543,695	10,494,182
Gain from rent concessions		(636,418)	(1,215,368)	(1,851,786)
Balance at end of year		65,349,896	67,359,957	132,709,853
Less current portion		19,278,317	23,474,251	42,752,568
Noncurrent portion		₱46,071,579	₱43,885,706	₱89,957,285

		2021		
	Note	Outlets Spaces	Land and Building	Total
Balance at beginning of year		₱31,471,177	₱57,750,127	₱89,221,304
Additions		69,752,971	28,947,895	98,700,866
Rental payments		(15,703,125)	(15,852,025)	(31,555,150)
Termination of lease		(10,530,269)	(1,078,830)	(11,609,099)
Interest		3,253,832	4,057,051	7,310,883
Gain from rent concessions		(432,253)	(1,851,546)	(2,283,799)
Balance at end of year		77,812,333	71,972,672	149,785,005
Less current portion		24,001,758	19,339,933	43,341,691
Noncurrent portion		₱53,810,575	₱52,632,739	₱106,443,314

The incremental borrowing rates applied to the lease liabilities range from 10.87% to 11.00%, depending on the lease term. ROU assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments.

The amounts recognized in profit or loss are as follows:

	Note	2022	2021	2020
Rental expense - short-term lease		₱182,632,445	₱133,993,355	₱114,325,018
Depreciation and amortization of ROU assets	11	49,095,574	42,116,180	26,300,768
Interest expense on lease liabilities		10,494,182	7,310,883	11,395,516
Gain from rent concessions		(1,851,786)	(2,283,799)	(7,362,437)
Gain from termination of lease		(299,365)	(2,434,473)	(630,978)
		₱240,071,050	₱178,702,146	₱144,027,887

Lease commitments for short-term leases amounted to ₱145.8 million and ₱88.1 million as at December 31, 2022 and 2021, respectively.

Lease with Variable Payments

The Group has lease contracts that contain variable lease payments based on generated revenue. These terms are negotiated by management for certain location with steady customer demand. Management's objective is to align the lease expense with revenue earned. The following provides information on the Group's variable lease payments, including the magnitude in relation to fixed payments:

2022			
	Fixed payments	Variable payments	Total
Fixed rent only	₱43,489,671	₱-	₱43,489,671
Variable rent with minimum payment	166,312,410	22,053,052	188,365,462
Variable rent only	-	8,345,940	8,345,940
	₱209,802,081	₱30,398,992	₱240,201,073

2021			
	Fixed payments	Variable payments	Total
Fixed rent only	₱39,093,970	₱-	₱39,093,970
Variable rent with minimum payment	85,044,830	35,626,959	120,671,789
Variable rent only	-	5,782,746	5,782,746
	₱124,138,800	₱41,409,705	₱165,548,505

A 5% increase in revenue would increase total variable lease payments by 5%.

Lease with Extension Options

The Group has several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgment in determining whether these extension options are reasonably certain to be exercised (see Note 3).

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not included in the lease term:

	2022	2021
Extension options expected not to be exercised:		
Not later than one year	₱144,417,510	₱175,503,958
More than one year but less than five years	148,772,024	216,839,514
	₱293,189,534	₱392,343,472

COVID-19-Related Rent Concessions - amendment to PFRS 16 Leases

In 2021 and 2020, many lessors provided rent concessions to the Group as a result of the COVID-19 pandemic. Rent concessions include rent holidays or rent reductions for a certain period of time. The Group elected not to assess whether a COVID-19 related rent concession from a lessor is a lease modification but has applied the practical expedient to all rent concessions that meet the conditions for the practical expedient.

Gain from rent concessions presented under “Other income” account in the 2022, 2021 and 2020 consolidated statements of comprehensive income amounted to ₱1.9 million, ₱2.3 million and ₱7.4 million, respectively (see Note 23).

Group as Lessor

In 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year.

In 2021, the Group leased out certain commercial spaces of its building to several parties under various noncancellable operating lease agreements with a term of one year to five years, renewable upon mutual agreement by the parties.

Security deposits amounting to ₱771,128 and ₱642,799 as at December 31, 2022 and 2021, respectively are noninterest-bearing and will be refunded at the end of the lease term.

Rental income amounted to ₱4.6 million, ₱3.5 million, and ₱5.7 million in 2022, 2021 and 2020, respectively (see Note 19).

Franchise Agreements

The Group has granted its franchisees the right to operate outlets under various brands for acquired periods and subject to the terms and conditions specified in the franchise agreements. The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee’s unit, signage, promotional materials and equipment. Franchise revenue recognized as part of “Revenue” in the consolidated statements of comprehensive income amounted to ₱17.7 million, ₱6.3 million, and ₱13.2 million in 2022, 2021 and 2020, respectively (see Note 19).

25. Income Taxes

The Group's provision for current income tax in 2022, 2021 and 2020 consists of regular corporate income tax (RCIT) and MCIT.

The presentation of expense (benefit) from income tax is as follows:

	2022	2021	2020
Through profit or loss	P11,754,471	(P27,689)	(P44,401,706)
Through other comprehensive income	-	122,353	-
	P11,754,471	P94,664	(P44,401,706)

The details of the Group's net deferred tax assets are as follows:

	2022	2021
Deferred tax assets:		
NOLCO	P50,168,923	P62,639,212
MCIT	5,164,615	10,089,324
Lease liabilities, net of ROU assets	4,234,292	3,946,440
Retirement benefits liability	3,474,483	2,677,349
Allowance for impairment loss	809,500	809,500
	63,851,813	80,161,825
Deferred tax liabilities:		
Gain from change in fair value of investment properties	10,199,700	10,015,388
Depreciation expense of investment properties for tax purposes	868,869	424,501
Prepayments	49,846	39,063
	11,118,415	10,478,952
	P52,733,398	P69,682,873

The deferred tax asset on NOLCO of subsidiary amounting to P467,233 and P645,735 as at December 31, 2022 and 2021, respectively, was not recognized as management has assessed that there will be no sufficient future taxable income against which the benefit of the deferred tax asset can be utilized within the period allowed by the tax regulations.

The details of the Group's NOLCO are as follows:

Year Incurred	Amount	Incurred	Applied/Expired	Balance	Expiry Date
2022	P-	P10,776,686	P-	P10,776,686	2025
2021	93,595,297	-	-	93,595,297	2026
2020	117,844,172	-	(18,462,058)	99,382,114	2025
2019	42,566,532	-	(42,566,532)	-	2022
	P254,006,001	P10,776,686	(P61,028,590)	P203,754,097	

The details of the Group's MCIT are as follows:

Year Incurred	Beginning	Incurred	Applied	Ending	Expiry Year
2022	₱-	₱2,195,214	₱-	₱2,195,214	2025
2021	4,670,624	-	(1,836,597)	2,834,027	2024
2020	5,418,700	-	(5,283,326)	135,374	2023
	₱10,089,324	₱2,195,214	(₱7,119,923)	₱5,164,615	

The reconciliation of income tax expense (benefit) computed at the statutory tax rate and the effective tax rate follows:

	2022	2021	2020
At statutory tax rate	₱29,045,494	(₱283,353)	(₱21,802,608)
Tax effects of:			
IPO expenses charged against APIC	(5,234,830)	-	-
Nondeductible expenses	2,337,959	3,237,331	1,638,057
Interest income already subjected to final tax	(878,617)	(1,611,619)	(4,622,122)
Expired NOLCO	420,116	-	-
Change in unrecognized deferred tax asset	(178,502)	88,218	179,367
Effect of change in tax rates	-	8,893,550	-
At effective tax rate	₱25,511,620	₱10,324,127	(₱24,607,306)

Under the Republic Act No. 11494, *Bayanihan to Recover As One Act*, and Revenue Regulations No. 25-2021, the Company is allowed to carry over its operating losses incurred for the taxable years 2020 and 2021 for the next five years immediately following the year of such loss.

On March 26, 2021, RA No. 11534 or the "Corporate Recovery and Tax Incentives for Enterprises ("CREATE") Act" (the "Act") was signed into law by the President of the Philippines. Under the Act, domestic corporations will be subject to 25% or 20% RCIT depending on the amount of total assets and total amount of taxable income. In addition, MCIT shall be computed at 1% of gross income for a period of three years. The changes in the income tax rates retrospectively became effective beginning July 1, 2020.

The income tax rates used in preparing the separate financial statements as at and for the year ended December 31, 2022, 2021, and 2020 were 25%, 25%, and 30% for RCIT and 1%, 1%, and 2% for MCIT, respectively.

The effect of the reduction in tax rates was recognized as part of the 2021 income tax expense, as required by PAS 12, *Income Taxes*. Details of adjustments are as follows:

	Current	Deferred	Total
Income tax expense	₱13,450,148	(₱12,019,571)	₱1,430,577
Effect of change in tax rate	(3,098,332)	11,991,882	8,893,550
Adjusted income tax expense	₱10,351,816	(₱27,689)	₱10,324,127

26. Earnings (Loss) per Share

Basic and diluted earnings (loss) per share are computed as follows:

	2022	2021	2020
Net income (loss) attributable to equity holders of the Parent Company	₱77,237,220	(₱16,324,208)	(₱48,068,054)
Divided by weighted average number of outstanding common shares	2,133,680,000	2,133,680,000	2,133,680,000
	₱0.0362	(₱0.0077)	(₱0.0225)

Diluted earnings (loss) per share equals the basic earnings (loss) per share as the Parent Company does not have any potentially dilutive common shares at the end of each of the periods presented.

27. Reconciliation of Liabilities Arising from Financing Activities

The tables below detail changes in the Group's liabilities arising from financing activities, including cash and noncash changes:

	2021	Effect of PFRS 16	Financing Cash Flows			2022
			Proceeds	Payments	Interest	
Notes payable	₱184,580,500	₱-	₱40,000,000	(₱33,628,385)	₱14,047,885	₱205,000,000
Mortgage payable	1,804,277	-	-	(1,908,771)	185,403	80,909
Lease liabilities	149,785,005	29,999,294	-	(57,568,628)	10,494,182	132,709,853
	₱336,169,782	₱29,999,294	₱40,000,000	(₱93,105,784)	₱24,727,470	₱337,790,762

	2020	Effect of PFRS 16	Financing Cash Flows			2021
			Proceeds	Payments	Interest	
Notes payable	₱138,922,678	₱-	₱79,580,500	(₱42,300,645)	₱8,377,967	₱184,580,500
Mortgage payable	3,899,451	-	-	(2,419,938)	324,764	1,804,277
Lease liabilities	89,221,304	84,807,968	-	(31,555,150)	7,310,883	149,785,005
	₱232,043,433	₱84,807,968	₱79,580,500	(₱76,275,733)	₱16,013,614	₱336,169,782

28. Financial Instruments Risk Management Objectives and Policies

The Group's financial instruments comprise cash and cash equivalents, financial assets at FVPL, trade receivables, due from related parties, construction bond, trade and other payables (excluding statutory payable), notes payable, mortgage payable, lease liabilities, and due to related parties. The main purpose of these financial liabilities is to finance the Group's operations.

The Group is exposed to credit risk, interest rate risk and liquidity risk. The Group's management oversees the management of these risks. The Group's BOD reviews and approves policies for managing each of these risks as summarized below.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its deposits with banks and financial institutions.

The table below shows the gross maximum exposure of the Group to credit risk before taking into consideration collateral and other credit enhancements:

	2022	2021
Cash and cash equivalents	₱528,582,342	₱250,885,692
Financial assets at FVPL	61,305,065	67,545,325
Financial assets at FVOCI	1,725,000	–
Trade receivables	93,598,650	93,258,137
Due from related parties	123,929,208	127,428,238
Construction bond *	3,185,750	3,159,846
	₱812,326,015	₱542,277,238

*Presented under “Other current asset” account

The Group deals only with reputable banks and customer to limit this risk. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, the Group assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the management. The compliance with credit limits by customers is regularly monitored by management.

The tables below show the credit quality of financial assets:

	2022					Total
	Neither Past Due nor Impaired		Past Due but Not Impaired	Impaired	Total	
	High Grade	Standard Grade				
Cash and cash equivalents	₱528,582,342	₱–	₱–	₱–	₱528,582,342	
Financial assets at FVPL	61,305,065	–	–	–	61,305,065	
Financial assets at FVOCI	1,725,000	–	–	–	1,725,000	
Trade receivables	–	90,360,650	–	3,238,000	93,598,650	
Due from related parties	–	123,929,208	–	–	123,929,208	
Construction bond	–	3,185,750	–	–	3,185,750	
	₱591,612,407	₱217,475,608	₱–	₱3,238,000	₱812,326,015	

	2021					Total
	Neither Past Due nor Impaired		Past Due but Not Impaired	Impaired	Total	
	High Grade	Standard Grade				
Cash and cash equivalents	₱250,885,692	₱–	₱–	₱–	₱250,885,692	
Financial assets at FVPL	67,545,325	–	–	–	67,545,325	
Trade receivables	–	93,258,137	–	3,238,000	96,496,137	
Due from related parties	–	127,428,238	–	–	127,428,238	
Construction bond	–	3,159,846	–	–	3,159,846	
	₱318,431,017	₱223,846,221	₱–	₱3,238,000	₱545,515,238	

The credit quality of such financial assets at amortized cost is managed by the Group using the internal credit quality ratings as follows:

- *High Grade.* Pertains to counterparty who is not expected by the Group to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions and companies. Credit quality was determined based on the credit standing of the counterparty.
- *Standard Grade.* Other financial assets not belonging to high grade financial assets are included in this category.

Impairment. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and other forms of credit insurance). The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Trade receivables arise mainly from transactions with its approved franchisees. Franchisees are subject to stringent financial, credit, and legal verification process. In addition, trade receivable balances are monitored on an on-going basis to ensure timely collections. Allowance for expected credit loss for trade receivables amounted to ₱3.2 million as at December 31, 2022 and 2021, respectively. Management assessed that the allowance is sufficient to cover the ECL of trade receivables of the Group.

The Group's franchise agreement provides that in case of breach of agreement which includes significant delay or non-payment of obligations, the franchise will be terminated and the Group will be given the rights to take-over the franchised outlets. Accordingly, this will allow the Group to have the earning rights over the outlets' assets and this credit enhancement allows the Group to reduce its exposure to credit risk.

For other financial assets at amortized cost which is mainly comprised of cash and cash equivalents, due from related parties, and construction bond, the PFRS 9 impairment requirements do not result in significant ECL. The following are considered in the assessment:

- Cash and cash equivalents are deposited with reputable counterparty banks that possess good credit ratings.
- For construction bond and due from related parties, the Group considered the available liquid assets of the related parties and financial capacity of the third party service provider to refund the construction bond once the construction contract is completed.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its note payable and mortgage payable. The Group obtains additional financing through bank borrowings. The Group's policy is to obtain the most favorable interest rates available.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's note payable and mortgage payable with variable interest rates as disclosed in Notes 14 and 15, respectively.

The management has assessed that any variation in the interest rate will not have a material impact on the net profit or loss of the Group.

Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments. It may result from either the inability to sell assets quickly at fair values or failure to collect from counterparty.

The Group's objective is to maintain a balance between continuity of funding and flexibility through bank borrowings and related party advances and aims to manage liquidity as follows:

- a. To ensure that adequate funding is available at all times;
- b. To meet commitments as they arise without incurring unnecessary costs; and
- c. To be able to assess funding when needed at the least possible cost.

The tables below summarize the maturity profile of the Group's financial liabilities based on undiscounted cash flows:

	2022					Total
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	
Trade and other payables*	P-	P65,464,255	P-	P-	P-	P65,464,255
Notes payable	-	205,000,000	-	-	-	205,000,000
Mortgage payable	-	80,909	-	-	-	80,909
Lease liabilities	-	19,629,695	19,629,695	17,730,953	86,386,643	143,376,986
Future interests	-	1,241,547	1,112,309	22,422	4,603,344	6,979,622
	P-	P291,416,406	P20,742,004	P17,753,375	P90,989,987	P420,901,772

* Excluding statutory payable.

	2021					Total
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	
Trade and other payables*	P-	P50,916,318	P-	P-	P-	P50,916,318
Notes payable	-	184,580,500	-	-	-	184,580,500
Mortgage payable	-	608,146	544,585	570,637	80,909	1,804,277
Lease liabilities	-	17,257,520	17,257,520	17,257,520	116,563,388	168,335,948
Future interests	-	724,660	622,969	15,818	930	1,364,377
	P-	P254,087,144	P18,425,074	P17,843,975	P116,645,227	P407,001,420

* Excluding statutory payable.

29. Fair Value Measurement

The table below presents the carrying amounts and fair values of the Group's financial instruments as follows:

	2022		2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets at Amortized Cost				
Cash and cash equivalents	₱528,582,342	₱528,582,342	₱250,885,692	₱250,885,692
Trade receivables	93,598,650	93,598,650	93,258,137	93,258,137
Due from related parties	123,929,208	123,929,208	127,428,238	127,428,238
Construction bond	3,185,750	3,185,750	3,159,846	3,159,846
Financial Assets at FVPL	61,305,065	61,305,065	67,545,325	67,545,325
Financial Assets at FVOCI	1,725,000	1,725,000	–	–
	₱812,326,015	₱812,326,015	₱542,277,238	₱542,277,238

	2022		2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities at Amortized Cost				
Trade and other payables*	₱65,464,255	₱65,464,255	₱50,916,318	₱50,916,318
Notes payable	205,000,000	205,000,000	184,580,500	184,580,500
Lease liabilities	132,709,853	132,709,853	149,785,005	148,676,995
Mortgage payable	80,909	80,909	1,723,368	1,723,368
	₱403,255,017	₱403,255,017	₱387,005,191	₱385,897,181

* Excluding statutory payable.

The following methods and assumptions were used to estimate the fair values of each class of financial instruments.

Cash and Cash Equivalents, Trade Receivables, Due from Related Parties, Construction Bond, Trade and Other Payables (Excluding Statutory Payable) and Notes Payable. The carrying amounts of these financial instruments approximate their fair values due to the relatively short-term maturity and on demand nature of these financial instruments.

Financial Assets at FVPL. The fair value of investments at FVPL classified as Level 1 was determined using the quoted market prices as published by the trust company.

Financial Assets at FVOCI. The fair value of investment in club shares designated as financial assets at FVOCI is classified under Level 3 of the fair value hierarchy.

Lease Liabilities and Mortgage Payable. Fair value is determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. These financial instruments are classified under Level 2 of the fair value hierarchy groups of the financial statements (significant observable inputs). The rate applied to mortgage payable range from 2.42% to 3.76%, while rates applied to lease liabilities range from 7.30% to 8.35%.

30. Operating Segment Information

For management purposes, the Group is organized into operating segments based on brand names. However, due to the similarity in the economic characteristics, such segments have been aggregated into a single operating segment for external reporting purposes.

Outlet stores sales reflected in the consolidated statements of comprehensive income are all from external customers and within the Philippines, which is the Group's domicile and primary place of operations. Additionally, the Group's noncurrent assets are also primarily acquired, located and used within the Philippines.

Outlet stores sales are attributable to revenue from the general public, which are generated through the Group's store outlets. Consequently, the Group has no concentrations of revenue from a single customer in 2022, 2021 and 2020.



**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors
FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
No. 60 Cordillera St., Brgy. Dona Josefa
Quezon City, 1113

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FRUITAS HOLDINGS, INC. (a subsidiary of LUSH PROPERTIES, INC.) and Subsidiaries (the "Group") as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, and have issued our report thereon dated April 4, 2023.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Supplementary Schedules are the responsibility of the Group's management. These supplementary schedules include the following:

- Supplementary Schedules as Required by Part II of the Revised Securities Regulation Code Rule 68 as at December 31, 2022
- Reconciliation of Retained Earnings Available for Dividend Declaration of the Parent Company as at December 31, 2022
- Schedule for Listed Companies with a Recent Offering of Securities to the Public as at December 31, 2022
- Conglomerate Map as at December 31, 2022

These schedules are presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic consolidated financial statements. The information in these supplementary schedules have been subjected to the auditing procedures applied in our audits of the basic consolidated financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

REYES TACANDONG & Co.

CEDRIC M. CATERIO

Partner

CPA Certificate No. 87322

Tax Identification No. 102-083-647-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 87322-SEC Group A

Issued April 20, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 19-005765-001-2022

Valid until December 13, 2025

PTR No. 9564563

Issued January 3, 2023, Makati City

April 13, 2023

Makati City, Metro Manila

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

SUPPLEMENTARY SCHEDULES AS REQUIRED BY PART II of THE REVISED SRC RULE 68
DECEMBER 31, 2022

<u>Schedule</u>	<u>Description</u>	<u>Page</u>
A	Financial Assets	<u>N/A</u>
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	<u>N/A</u>
C	Amounts Receivable from Related Parties which are Eliminated During the Consolidation of the Financial Statements	<u>1</u>
D	Long-Term Debt	<u>N/A</u>
E	Indebtedness to Related Parties (Long-term Loans from Related Companies)	<u>N/A</u>
F	Guarantees of Securities of Other Issuers	<u>N/A</u>
G	Capital Stock	<u>2</u>

N/A - Not applicable

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

**SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE
ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS
DECEMBER 31, 2022**

Name and designation of debtor	Balance at beginning of year	Additions	Ending Balance		Current	Not current	Balance at end of year
			Amounts collected	Amounts written off			
Due from related parties	₱452,573,673	₱78,947,614	₱-	₱-	₱531,521,287	₱-	₱531,521,287

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of LUSH PROPERTIES, INC.)

SCHEDULE G - CAPITAL STOCK
DECEMBER 31, 2022

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Number of shares held by related parties	Directors, officers and employees	Others
Common stock - ₱0.10 par value	4,700,000,000	2,133,680,000	—	—	1,264,205,400	869,474,600
Preferred stock - ₱0.01 par value	3,000,000	—	—	—	—	—

FRUITAS HOLDINGS, INC.
(A Subsidiary of LUSH PROPERTIES, INC.)

**SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION OF THE PARENT COMPANY
DECEMBER 31, 2022**

Unappropriated retained earnings at beginning of year as shown in the separate financial statements	₱269,151,612
Less -	
Cumulative fair value gain on investment properties at beginning of year	(40,061,550)
Accumulated depreciation of the investment properties for tax purposes at beginning of year	(1,698,003)
Deferred tax assets at the beginning of year	(10,376,285)
<hr/>	
Total unappropriated retained earnings, as adjusted at beginning of year	217,015,774
Cash dividend declared during the year	(21,336,800)
Net income during the year closed to retained earnings	76,468,377
Add/(Less):	
Movement in deferred tax assets	9,869,425
Depreciation expense of the investment properties for tax purposes	(1,777,472)
Fair value gain on investment properties during the year	(737,250)
<hr/>	
Total unappropriated retained earnings available for dividend declaration at end of year	₱279,502,054

Reconciliation:

Unappropriated retained earnings at end of year as shown in the separate financial statements	₱324,283,189
Less:	
Cumulative fair value changes on investment properties at end of year	(40,798,800)
Accumulated depreciation of the investment properties for tax purposes at end of year	(3,475,475)
Deferred tax assets at end of year	(506,860)
<hr/>	
Total unappropriated retained earnings available for dividend declaration at end of year	₱279,502,054

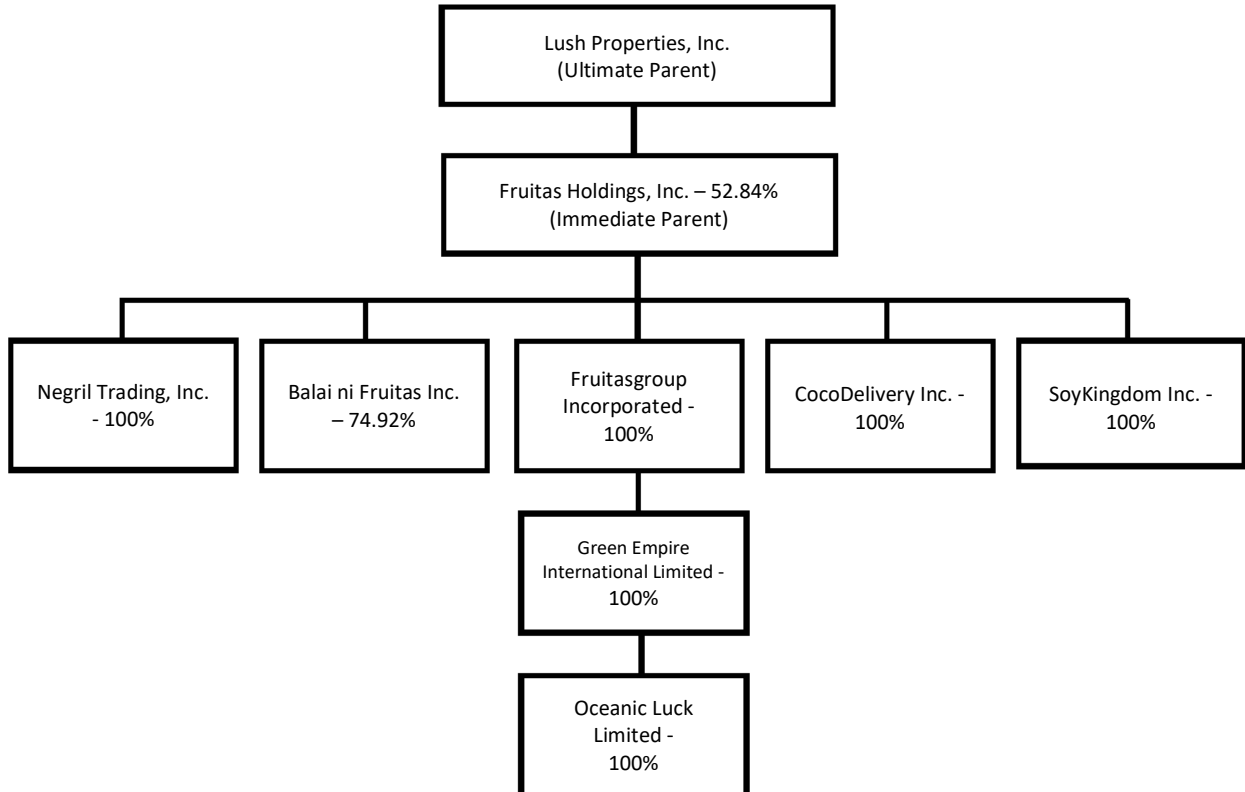
FRUITAS HOLDINGS, INC.
(A Subsidiary of LUSH PROPERTIES, INC.)

**SCHEDULE FOR LISTED COMPANIES WITH
A RECENT OFFERING OF SECURITIES TO THE PUBLIC
DECEMBER 31, 2022**

	Estimated	Actual
Gross Proceeds	₱896,548,800	₱896,548,800
Offer Expenses	(72,464,600)	(72,464,600)
Net Proceeds	824,084,200	824,084,200
Use of Proceeds		
Store network expansion and store improvement program	(158,048,800)	(153,645,647)
Debt repayment	(175,000,000)	(175,000,000)
Investment or advances to subsidiaries for working capital	(147,000,000)	(147,000,000)
Acquisition of head office of FHI	(142,375,050)	(142,375,050)
Acquisition opportunities and introduction of new concepts	(153,660,350)	(153,151,412)
Commissary expansion	(48,000,000)	(41,309,207)
	(824,084,200)	(812,481,316)
Unapplied Proceeds	₱-	₱11,602,884

FRUITAS HOLDINGS, INC.
(A Subsidiary of LUSH PROPERTIES, INC.)
AND SUBSIDIARIES

CONGLOMERATE MAP
DECEMBER 31, 2022





**INDEPENDENT AUDITORS' REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors
FRUITAS HOLDINGS, INC. AND SUBSIDIARIES
No. 60 Cordillera St., Brgy. Dona Josefa
Quezon City, 1113

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FRUITAS HOLDINGS, INC. and Subsidiaries (the "Group") as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, and have issued our report thereon dated April 13, 2023. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 and no material exceptions were noted.

REYES TACANDONG & Co.

CEDRIC M. CATERIO

Partner

CPA Certificate No. 87322

Tax Identification No. 102-083-647-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 87322-SEC Group A

Issued April 20, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 19-005765-001-2022

Valid until December 13, 2025

PTR No. 9564563

Issued January 3, 2023, Makati City

April 13, 2023

Makati City, Metro Manila

FRUITAS HOLDINGS, INC.
(A Subsidiary of LUSH PROPERTIES, INC.)
AND SUBSIDIARIES

FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2022

Below is a schedule showing financial soundness indicators of the Group as at and for the years ended December 31, 2022 and 2021.

	December 31	
	2022	2021
CURRENT/LIQUIDITY RATIO		
Current assets	₱994,230,443	₱715,083,802
Current liabilities	330,391,270	301,507,382
Current Ratio	3.01	2.37
ACID TEST RATIO		
Cash and cash equivalents	₱528,582,342	₱250,885,692
Financial assets at FVPL	61,305,065	67,545,325
Trade receivables	93,598,650	93,258,137
Due from related parties	123,929,208	127,428,238
Quick assets	807,415,265	539,117,392
Current liabilities	330,391,270	301,507,382
Acid Test Ratio	2.44	1.37
SOLVENCY RATIO		
Net income before depreciation and amortization	₱234,612,096	₱123,496,830
Total liabilities	435,017,613	419,383,793
Solvency Ratio	0.54	0.29
DEBT-TO-EQUITY RATIO		
Total liabilities	₱435,017,613	₱419,383,793
Total equity	1,524,365,106	1,222,031,394
Debt-to-Equity Ratio	0.29	0.34
ASSET-TO-EQUITY RATIO		
Total assets	₱1,959,382,719	₱1,641,415,277
Total equity	1,524,365,106	1,222,031,394
Asset-to-Equity Ratio	1.29	1.34
INTEREST-COVERAGE RATIO		
Earnings (loss) before interest and taxes	₱132,598,831	₱10,013,533
Interest expense	24,727,470	16,013,614
Interest-Coverage Ratio	5.36	0.63

(Forward)

	December 31	
	2022	2021
PROFITABILITY RATIO		
Net income (loss) attributable to equity holders of the Parent Company	₱77,237,220	(₱16,218,421)
Average equity	1,373,198,295	1,230,140,694
Return on Equity	0.06	(0.01)
RETURN ON ASSETS		
Net income (loss)	₱82,359,741	(₱16,324,208)
Average assets	1,800,398,998	1,592,728,206
Return on Assets	0.05	(0.01)
NET PROFIT MARGIN		
Net income (loss)	₱82,359,741	(₱16,324,208)
Revenue	1,799,170,723	1,101,704,546
Net Profit Margin	0.05	(0.01)

FRUITAS HOLDINGS INC.

60 Cordillera St. Brgy Dona Josefa Quezon City, Philippines

Tel: (63.2)8-330-3188; Mobile No. +63928.361.6345

Email: ipo.compliance@fruitasholdings.com; compliancetax.fhi@gmail.com

"STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ANNUAL INCOME TAX RETURN"

The Management of **Fruitash Holdings, Inc.** is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2022. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited to, the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the Management affirms that the attached audited financial statements for the year ended December 31, 2022 and the accompanying Annual Income Tax Return are in accordance with the books and records of Fruitash Holdings, Inc., complete, and correct in all material respects. Management likewise affirms that:

- (a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- (b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards (i.e. Philippine Financial Reporting Standards, or those applicable to Non-Publicly Accountable Entities) and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;
- (c) the Company has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

Signature: _____
Rogelio M. Guadalquiver
Chairman of the Board

Signature: _____
Lester Yu
President and Chief Executive Officer

Signature: _____
Juneil Dominic P. Torio
Chief Financial Officer and Treasurer

SUBSCRIBED AND SWORN TO
BEFORE ME THIS _____
APPOINT EXHIBITING
WITH VALID I.D. NO. _____

MAY 02 2023

ATTY. MA. PERLA P. CABRERA

Notarial Commission until DEC. 31, 2023

Adm. Matter No. NP-049(2022-2023)

PTR. No.: 2206394; 01/03/2023 - QC

IBP. No.: 259076; 01/03/2023 - QC

Attorney's Roll No.: 44773

MCLE Compliance No VII-009021

Signed this 13th day of April 2023

DOC. NO. _____
PAGE NO. _____
BOOK NO. _____
SERIES _____

ANNEX B

COVER SHEET

C S 2 0 1 5 0 3 0 1 4
SEC Registration Number

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

(Company's Full Name)

N O . 6 0 C O R D I L L E R A S T .
B R G Y . D O N A J O S E F A Q U E Z O N C I T Y
(Business Address: No., Street City / Town / Province)

RUSHELL A. SALVADOR
Contact Person

+(632) 8731-8886
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

SEC FORM 17-C
LIST OF TOP 100 STOCKHOLDERS-DEC 2022
FORM TYPE

0 7 2 5
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

January 9, 2023

THE SECURITIES AND EXCHANGE COMMISSION

Markets and Securities Regulation Department
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Attention : **Director Vicente Graciano P. Felizmenio, Jr.**
Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE

3rd Floor, Philippines Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Attention : **Ms. Alexandra D. Tom Wong**
Officer-in-Charge, Disclosure Department

Subject : **SEC FORM 17C- List of Top 100 stockholders as of
December 31, 2022**

Gentlemen:

We hereby submit the List of Top 100 Stockholders as of December 31, 2022 both certificated and shares lodged to PCD:

Number of Issued and Outstanding Common Shares	2,133,680,000
Number of Treasury Common Shares, if any	-
Number of Outstanding Common Shares	2,133,680,000
Number of Listed Common Shares	2,133,680,000
Number of Lodged Common Shares	2,031,026,992
PCD Nominee - Filipino	2,018,959,086
PCD Nominee - Non-Filipino	12,067,906
Number of Certificated Common Shares	102,653,008

Very Truly Yours,
FRUITAS HOLDINGS INC.

By:  Rushell A. Salvador
Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. January 9, 2023
Date of Report (Date of earliest event reported)
2. SEC Identification Number- CS201503014
3. BIR Tax Identification No.- 008-961-476-000
4. FRUITASHOLDINGS INC
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code
7. 60 CORDILLERA ST. COR. E. RODRIGUEZ SR. AVE. QUEZON CITY 1113
Address of principal office Postal Code:
8. (02)8243-1741
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>Common</u>	<u>2,133,680,000</u>

11. Indicate the item numbers reported herein: ITEM 9- OTHER EVENTS

We hereby submit the SEC form 17C for the List of Top 100 stockholders of Fruitas Holdings Inc. ("FRUIT") as of December 31, 2022. As of covered date, out of the 2,133,680,000 outstanding common shares of FRUIT, there are 102,653,008 certificated common shares and 2,031,026,992 lodged shares. While the lodged shares are composed of 2,018,959,086 PCD Nominee- Filipino and 12,067,906 PCD Nominee – Non-Filipino.

COMPANY NAME : FRUITAS HOLDINGS, INC.

LIST OF TOP 100 STOCKHOLDERS

As Of December 31, 2022

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & ISSUED SHARES (PARTIALLY PAID)	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
PCD NOMINEE CORP. (FILIPINO)	2,018,959,086	0	2,018,959,086	94.623
LUSH PROPERTIES INCORPORATED	100,000,000	0	100,000,000	4.687
PCD NOMINEE CORP. (NON-FILIPINO)	12,067,906	0	12,067,906	0.566
NECISTO UY SYTENGCO	2,500,000	0	2,500,000	0.117
MYRA P. VILLANUEVA	59,000	0	59,000	0.003
MILAGROS P. VILLANUEVA	20,000	0	20,000	0.001
MYRNA P. VILLANUEVA	20,000	0	20,000	0.001
MYRA P. VILLANUEVA	11,000	0	11,000	0.001
MARIETTA V. CABREZA	10,000	0	10,000	0.000
IRENE CHUA	10,000	0	10,000	0.000
MA. CHRISTMAS R. NOLASCO	10,000	0	10,000	0.000
MYLENE C. ARNIGO	5,000	0	5,000	0.000
DENNIS T. BENG HUI	1,000	0	1,000	0.000
CALVIN FENIX CHUA	1,000	0	1,000	0.000
VINCENT RICARDO CUEVAS	1,000	0	1,000	0.000
BAMBI MAUREEN ENRIQUEZ DONATO	1,000	0	1,000	0.000
ROGELIO MESINA GUADALQUIVER	1,000	0	1,000	0.000
MADELENE TIMBAS SAYSON	1,000	0	1,000	0.000
SHIRLEY O YEK TAN	1,000	0	1,000	0.000
LESTER C. YU	1,000	0	1,000	0.000
GERARDO L. SALGADO	8	0	8	0.000
GRAND TOTAL (21)	<u>2,133,680,000</u>	<u>0</u>	<u>2,133,680,000</u>	

TOP 100 STOCKHOLDERS
December 31, 2022

Company Code - FRUIT0000000

Business Date: December 31, 2022

BPNAME	HOLDINGS
UPCC SECURITIES CORP.	328,000
A & A SECURITIES, INC.	3,986,000
ABACUS SECURITIES CORPORATION	46,506,727
PHILSTOCKS FINANCIAL INC	151,314,830
A. T. DE CASTRO SECURITIES CORP.	17,000
ALPHA SECURITIES CORP.	908,000
BA SECURITIES, INC.	105,000
AP SECURITIES INCORPORATED	11,453,100
ANSALDO, GODINEZ & CO., INC.	81,126,000
AB CAPITAL SECURITIES, INC.	128,251,629
SB EQUITIES, INC.	3,520,000
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	174,000
ASIASEC EQUITIES, INC.	322,000
ASTRA SECURITIES CORPORATION	3,982,000
CHINA BANK SECURITIES CORPORATION	3,071,000
BELSON SECURITIES, INC.	1,336,000
JAKA SECURITIES CORP.	305,000
BPI SECURITIES CORPORATION	39,151,480
CAMPOS, LANUZA & COMPANY, INC.	8,000
CTS GLOBAL EQUITY GROUP, INC.	77,000
TRITON SECURITIES CORP.	1,189,000
IGC SECURITIES INC.	1,450,000
CUALOPING SECURITIES CORPORATION	92,000
DAVID GO SECURITIES CORP.	253,000
DIVERSIFIED SECURITIES, INC.	855,000
E. CHUA CHIACO SECURITIES, INC.	2,226,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,496,000
EQUITIWORLD SECURITIES, INC.	97,000
EVERGREEN STOCK BROKERAGE & SEC., INC.	905,000
FIRST ORIENT SECURITIES, INC.	110,000
FIRST INTEGRATED CAPITAL SECURITIES, INC.	50,000
F. YAP SECURITIES, INC.	1,704,490
AURORA SECURITIES, INC.	30,000
GLOBALINKS SECURITIES & STOCKS, INC.	1,534,000
JSG SECURITIES, INC.	785,000
GOLDSTAR SECURITIES, INC.	1,624,000
GUILD SECURITIES, INC.	17,000
HDI SECURITIES, INC.	1,055,000
I. B. GIMENEZ SECURITIES, INC.	633,000
INVESTORS SECURITIES, INC.	13,223,000
IMPERIAL, DE GUZMAN, ABALOS & CO., INC.	757,000
INTRA-INVEST SECURITIES, INC.	264,000
J.M. BARCELON & CO., INC.	28,000
VALUE QUEST SECURITIES CORPORATION	459,000
STRATEGIC EQUITIES CORP.	4,690,000
LITONJUA SECURITIES, INC.	160,000
LOPEZ, LOCSIN, LEDESMA & CO., INC.	73,000
LUCKY SECURITIES, INC.	3,569,000
LUYS SECURITIES COMPANY, INC.	1,120,000

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - FRUIT0000000

Business Date: December 31, 2022

BPNAME	HOLDINGS
MANDARIN SECURITIES CORPORATION	1,548,000
COL Financial Group, Inc.	120,360,166
DA MARKET SECURITIES, INC.	265,000
MERCANTILE SECURITIES CORP.	60,000
MERIDIAN SECURITIES, INC.	1,102,000
MDR SECURITIES, INC.	925,000
NEW WORLD SECURITIES CO., INC.	1,534,000
OPTIMUM SECURITIES CORPORATION	503,000
RCBC SECURITIES, INC.	3,741,000
PAN ASIA SECURITIES CORP.	1,181,000
PAPA SECURITIES CORPORATION	8,420,000
MAYBANK SECURITIES, INC.	1,518,000
PNB SECURITIES, INC.	5,972,000
PREMIUM SECURITIES, INC.	123,000
SALISBURY SECURITIES CORPORATION	2,038,000
QUALITY INVESTMENTS & SECURITIES CORPORATION	4,267,000
ALAKOR SECURITIES CORPORATION	25,000
R. COYIUTO SECURITIES, INC.	1,697,000
REGINA CAPITAL DEVELOPMENT CORPORATION	17,661,000
R. NUBLA SECURITIES, INC.	2,767,600
AAA SOUTHEAST EQUITIES, INCORPORATED	8,386,785
R. S. LIM & CO., INC.	130,000
RTG & COMPANY, INC.	491,000
S.J. ROXAS & CO., INC.	491,000
SECURITIES SPECIALISTS, INC.	731,000
FIDELITY SECURITIES, INC.	645,000
SUMMIT SECURITIES, INC.	8,372,091
STANDARD SECURITIES CORPORATION	1,248,000
TANSENGCO & CO., INC.	1,023,000
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	338,000
TOWER SECURITIES, INC.	2,474,010
APEX PHILIPPINES EQUITIES CORPORATION	75,000
LANDBANK SECURITIES, INC.	2,740,000
VENTURE SECURITIES, INC.	385,000
FIRST METRO SECURITIES BROKERAGE CORP.	1,211,604,332
WEALTH SECURITIES, INC.	1,439,000
WESTLINK GLOBAL EQUITIES, INC.	2,481,000
YAO & ZIALCITA, INC.	2,330,000
YU & COMPANY, INC.	610,000
BDO SECURITIES CORPORATION	48,109,926
EAGLE EQUITIES, INC.	1,660,000
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	120,000
SOLAR SECURITIES, INC.	345,000
G.D. TAN & COMPANY, INC.	2,200,000
PHILIPPINE EQUITY PARTNERS, INC.	11,926,000
UNICAPITAL SECURITIES INC.	7,242,926
SunSecurities, Inc.	6,073,000
TIMSON SECURITIES, INC.	1,745,000
STAR ALLIANCE SECURITIES CORP.	1,765,000
VC SECURITIES CORPORATION	6,000
CITIBANK N.A.	322,000

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - FRUIT0000000

Business Date: December 31, 2022

BPNAME	HOLDINGS
DEUTSCHE BANK MANILA-CLIENTS A/C	2,000,000
SOCIAL SECURITY SYSTEM	7,336,900
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	82,000
Total	2,031,026,992

If no written notice of any error or correction is received by PDTC within five (5) calendar days from receipt hereof, you shall be deemed to have accepted the accuracy and completeness of the details indicated in this report.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRUITAS HOLDINGS INC.

Issuer



RUSHELL A. SALVADOR
Compliance Officer

Date

09 January 2023