COVER SHEET

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SEC Registration Number

FRUITAS HOLDINGS, INC.

(Company's Full Name)

NO. 60 CORDILLERA ST.

BRGY. DONA JOSEFA QUEZON CITY

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

RUSHELL A. SALVADOR
Contact Person

+(632) 8731-8886
Company Telephone Number

DEFINITIVE INFORMATION STATEMENT

FORM TYPE

1 2	3 1
Month	Day

Fiscal Year

0 7	2 7
Month	Day

Annual Meeting

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

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

Please take notice that the 2021 Annual Stockholders' Meeting ("ASM") of Fruitas Holdings, Inc. (the "Company") will be held on 27 July 2021 (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 01 December 2020
4. Approval of amendment to Article II of the Articles of Incorporation to add to Secondary Purposes
5. 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
6. Presentation of the President's Report
7. Management Report and Approval of Audited Financial Statements for the year 2020
8. Election of the members of the Board of Directors, including the Independent Directors, for the year 2021
9. Appointment of External Auditors
10. Other Matters
11. Adjournment

The Minutes of the 2020 ASM is available for examination on the website of the Company at www.fruitasholdings.com.

The record date shall be on 29 June 2021 for the purpose of determining the list of stockholders of the Corporation who are entitled to vote in the 2021 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 2021 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 23 July 2021. 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 20 July 2021. The proxies shall be validated by 22 July 2021. 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 30, 2021.

For the Board of Directors,

MARVIN C. YU
Corporate Secretary

PROXY FORM

FRUITAS HOLDINGS, INC.
2021 Annual Stockholders' Meeting

Fruitas
Holdings, Inc.

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 27 July 2021 at 2:00pm.

2021 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 20 July 2021.

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
   [x] 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:
   27 July 2021, 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
   06 July 2021 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 [**x**] No [ ]

Name of Stock Exchange:	**Philippine Stock 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:	27 July 2021
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 2021 Annual Stockholders' Meeting. Successfully registered stockholders of record as of 29 June 2021, 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 06 July 2021. This Information Statement may likewise be accessed by the Registrant's stockholders beginning 06 July 2021 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/er 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.

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: 29 June 2021

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 2021

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, 2021	Filipino	2,118,073,286	99.27%

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, 2021:

	Stockholder's Name	Common Shares	Percentage
1	Lush Properties Inc.	1,226,000,000	57.46%
2	Lester C. Yu	123,116,000	5.77%

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 May 31, 2021

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]	123,117,000 – Direct 1,226,000,010 – Indirect	Filipino	63.23%
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.

(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.

[2] The indirect shares of Mr. Lester C. Yu of 1,226,000,010 includes 1,226,000,000 shares owned by Lush Properties Inc.(57.48% to FRUIT'S total outstanding share and 97% owned by Mr. Yu) and 10 shares owned by Ms. Janet Yu (Mr. Yu's mother).

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 2020 is as follows:

Directors	No. of Meetings Attended/No. of Meetings as Director	Percent Present
Roger M. Guadalquiver	11/11	100%
Lester C. Yu	11/11	100%
Calvin F. Chua	11/11	100%
Madelene T. Sayson*	2/2	100%
Irene O. Chua**	4/4	100%
Dennis T. Beng Hui	11/11	100%
Bambi Maureen E. Donato	11/11	100%
Shirlely O. Tan	11/11	100%

*Note: Madelene T. Sayson was elected to be a member of the Registrant's Board of Directors during the Annual Stockholders' Meeting on 01 December 2020. She was able to attend the Dec. 1 and 26, 2020 Board of Directors Meetings.

**Note: Ms. Irene O. Chua died and ceased to be part of the Registrant's Board of Directors on July 2020. She was able to attend the Feb. 1, 2020, Mar. 7, 2020, May 30, 2020, and June 29, 2020 Board of Directors Meetings.

The current Board of Directors was formed on 01 December 2020 during the 2020 Annual Stockholders' Meeting. The meetings of the Board of Directors in 2020 discussed about following matters:

Date	Matters Discussed
Feb. 1, 2020	Acquisition of 100% shares of SoyKingdom, Inc. by the Registrant
Mar. 7, 2020	Acquisition of 100% shares of Cocodelivery, Inc. by the Registrant
May 30, 2020	Re-allocation of Initial Public Offering proceeds. P470 million allocated for store network improvement, P147 million will be sub-allocated to the 2020 store network expansion and store improvement program. Allocation of P40 million for commissary expansion will be used to cover the upgrade of the Negril Trading commissaries. Re-allocation of P25 million from expansion of food park business will be re-allocated to the Group's debt.
June 29, 2020	Presentation, approval, and filing of 2019 Annual Report and Sustainability Report and 1st Quarter Report for the year 2020; Equity Infusion by Fruitas Holdings, Inc. of P120 million into Fruitasgroup Inc. and P20 million into Negril Trading Inc.
Aug. 13, 2020	Presentation, approval, and filing of 2nd quarter report for the year 2020.
Aug. 24, 2020	Appointment of Mr. Juneil Dominic P. Torio as CFO & Treasurer and also shall continue to hold the position of Investor Relations Officer.
Sept. 12, 2020	Reallocation of Use of Proceeds: Additional P20 million for commissary expansion and P145 million for acquisition of FRUIT's new head office at Sta. Mesa Manila for a total of P165 million reallocated; Subscription of 40,000 common shares of FGI at P400 per share. Subscription price is based on book value of 371 per share as of December 31, 2019.
Oct. 12, 2020	Finalizing the date of the Annual Stockholder' Meeting on Dec. 1, 2020 at 2:00 pm via Zoom platform with Record date set on Oct. 26, 2020, 5:00 pm

Nov. 7, 2020	Approval of the acquisition by Fruitas Holdings, Inc. of its new headquarters in Sta. Mesa Manila for P140 million; Selection of external auditor and discussion of audit scope for the year 2020; Discussion on risk exposure due to pandemic; Presentation, approval, and filing of 3rd quarter report for the year 2020; Nomination of Directors
Dec. 1, 2020	Results of the Annual Stockholders' Meeting and 2020 Organizational Meeting
Dec. 26, 2020	Removal of the restriction of using IPO proceeds allocated to acquisitions solely on foodservice targets; Grant of authority to management to evaluate fund raising options, including but not limited to notes, bonds, and preferred shares, to finance its medium-term plans; Approval of the designated official electronic mail address and mobile numbers of Fruitas Holdings, Inc.

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	78	Chairman	Filipino	Nominee
Lester C. Yu	46	Director, President, and Chief Executive Officer	Filipino	Nominee
Calvin F. Chua	41	Director and Chief Financial Adviser	Filipino	Nominee
Madelene T. Sayson	32	Director and Chief Operating Officer	Filipino	Nominee
Bambi Maureen E. Donato	45	Independent Director	Filipino	Nominee
Dennis T. Beng Hui	51	Independent Director	Filipino	Nominee
Shirley O. Tan	57	Independent Director	Filipino	Nominee

Executive Officers

Roselyn A. Legaspi	42	Managing Director – Visayas and Mindanao	Filipino	Non-nominee
Juneil Dominic P. Torio	29	Chief Financial Officer, Treasurer, and Investor Relations Officer	Filipino	Non-nominee
Marvin C. Yu	42	Corporate Secretary	Filipino	Non-nominee
Lerma C. Fajardo	33	Deputy Chief Financial Officer and Comptroller	Filipino	Non-nominee
Rushell A. Salvador	31	Vice-President – 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*, 78,** was appointed as the FHI's Chairman on Aug. 24, 2019. 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, 46, has been the President and Chief Executive Officer since its incorporation and served as the FHI's Chairman from Feb. 2015 to Aug. 2019. 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, Buko ni Fruitas, Inc., 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, 41, 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, 32, 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 and returned as a member of the Board of Directors on Dec. 2020. 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 Buko 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, 45, 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, 51, 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, 57, 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, 41, 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 Dominic P. Torio, 29, 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 strengthen the relationship of FHI to the various investment groups and individuals. Prior to joining FHI, he was a Manager in EXL Services Philippines where he started as a Management Trainee after 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, 42, has been FHI's Corporate Secretary since Aug. 24, 2019. 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, 33, 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. She holds a Bachelor of Science degree in Accountancy from Polytechnic University of the Philippines and is a Certified Public Accountant.

Rushell A. Salvador, 31, 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 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 of 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 ₱139.9 million as of December 31, 2020.

<u>Lease Agreements</u>

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 one 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.

<u>Franchise Agreements</u>

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 operates. There were no impairment losses recognized for the year ended in 2020.

A more detailed discussion of related party transactions can be found in Note 15 of the 2020 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 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.

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, Roselyn A. Legaspi, Madelene T. Sayson, Marvin C. Yu, Juneil Dominic P. Torio, and Irene O. Chua*	2020	₱4.9 million	₱0.4 million	₱5.3 million
	2019	₱5.2 million	₱0.4 million	₱5.6 million
	2018	₱20.4 million	₱1.7 million	₱22.1 million
All other officers as a group unnamed	2020	₱1.6 million	₱0.1 million	₱1.7 million
	2019			

	2018	₱4.3 million ₱1.6 million	₱0.4 million ₱0.1 million	₱4.7 million ₱1.7 million

*Note: Applicable to 2018 and 2019. Ms. Irene O. Chua died and ceased to be part of the Registrant's Management on July 2020.

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 2019 and 2020, 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 2019 and 2020, 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. 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 2015 to 2020.

(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	**2020**	**2019**	**2018**
Audit and Audit-Related Fees*	₱ 1.80	₱ 2.55	₱ 1.68
All Other Fees**	None	None	None
Total	₱ 1.80	₱ 2.55	₱ 1.68

* 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 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

The audited financial statements as of December 31, 2020, 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 27 July 2021:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on 01 December 2020.

   A Copy of the Minutes of the last year's Annual Meeting is hereto attached as **Annex "E"**

2. Approval/Ratification of the 31 December 2020 Reports and the Audited Financial Statements

3. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2020 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. Approval of amendment to Article Two of the Articles of Incorporation to add to Secondary Purposes

5. Election of the Members of the Board of Directors including three (3) Independent Directors to serve for 2021 to 2022.

6. Selection and appointment of External Auditors

Item 16. Matters Not Required to be Submitted

No action will be taken with respect to this item.

Item 17. Amendments of Charter, By-Laws and other Documents

The proposed amendment to Article Two of the Articles of Incorporation is to enable the Corporation to assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation. The amendment will give the Corporation's subsidiaries and affiliates, whose operations are integral to the success and core business of the Corporation, better access to sources of funding for their business needs when necessary and ultimately for the benefit of the Corporation.

This was approved by the Board of Directors on 07 June 2021 and will be subject to shareholders' approval during the 2021 ASM.

Article Two is proposed to be amended to add the following:

11. To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."

Item 18. Other Proposed Action

Please see Items 16 and 17 above.

Item 19. Voting Procedures

Guidelines for Participating via Remote Communication and Voting in Absentia

The 2021 ASM of Fruitas Holdings, Inc. (the "Company") will be held on 27 July 2021 (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 29 June 2021 for the purpose of determining the list of stockholders of the Corporation who are entitled to vote in the 2021 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@fruitasholdings.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 23, 2021. 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 20 July 2021. The proxies shall be validated by 22 July 2021. 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 2020, 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 30, 2021.

By:

Juneil 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, 2020 are incorporated herein in the accompanying Index to Financial Statements and Supplementary Schedules of the 2020 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, 2020, 2019 and 2018 in accordance with the Philippine Standards on Auditing.

Wilson P. Teo is the current audit partner and has served the Registrant from 2015 to 2020. 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 the Registrant nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of our Registrant. RT&Co. will not receive any direct or indirect interest in the Registrant or our securities (including options, warrants or rights thereto) pursuant to or in connection with the Registration 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	**2020**	**2019**	**2018**
Audit and Audit-Related Fees*	₱ 1.80	₱ 2.55	₱ 1.68
All Other Fees**	None	None	None
Total	₱ 1.80	₱ 2.55	₱ 1.68

* 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 2021 vs First Quarter ended 2020

Revenues
The Group generated revenues of ₱261.4 million for the three months ended March 31, 2021 a 30.13% or ₱112.7 million decline from the same period in 2020, which closed at ₱374.1 million. The decline was still driven by the impact of the COVID-19 pandemic. The Group continues to strategically open and re-open stores patterned to the easing of quarantine restrictions.

Cost of Sales
Cost of sales for the three months ended March 31, 2021 closed at ₱102.7 million, 31.44% or ₱47.1 million decline from the same period in 2020 which closed at ₱149.8 million. The decline is attributable mainly to the reduction of revenues, although the Group was able to improve its gross profit margin to 60.7% for the first three months of 2021 versus the 60.0% in the same period in 2020.

Operating Expenses
The Group's operating expenses settled at ₱178.9 million at the close of the first three months of 2021, a 12.7% or a ₱25.5 million decline from the same period in 2020 which settled at ₱201.4 million. The decline was attributed to the reduced business volume in 2021 and cost containment measures undertaken by the Group.

Income Tax Expense/ Benefits
The Group recognized ₱ 6.0 million income tax benefit in the first quarter of 2021, compared to the ₱6.2 million provision for income tax in the same period in 2020. Benefits from income tax for the three months of 2021 was primarily due to the taxable losses in the period.

Net income/ loss
Net loss for the three months ended March 31, 2021 closed at ₱15.5 million compared to the same period of the prior year of ₱14.5 million net income driven by the decrease in revenue despite the improvement in gross profit margin and reduction in operating expenses.

Financial Condition as of MARCH 31, 2021 versus DECEMBER 31, 2020

FRUIT had consolidated total assets of ₱1.52 billion as of March 31, 2021, a slight decrease from the total assets of ₱1.54 billion last December 2020.

Cash and cash equivalents

As of end March 2021, cash and cash equivalents totaled ₱279.6 million, down from ₱350.8 million as of end-2020 primarily as a result of continued restrictions of operations during the quarantine period. 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 ₱117.7 million as of March 31, 2021 compared to ₱104.4 million as of end-2020, an increase of 12.8% from the same period.

Inventories

As of March 31, 2021, inventories increased to ₱37.0 million from ₱35.0 million as of end-2020. The increase was attributed to the Group's initiative to continue opening and re-opening stores.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at ₱240.4 million as of March 31, 2021. Acquisition of property and equipment for the first three months of the year reached ₱27.9 million, which was invested in the building of new stores and improvements in the corporate office and commissary.

Trade and other payables

Trade and other payables decreased by 12.7% for the three months ending March 2021 to ₱48.5 million driven by the payment of trade payables for the purchase of inventories towards the end of 2020.

Notes payable

As of March 31, 2021, the Group's notes payable stood at ₱136.8 million, as deleveraging continued into the first quarter of 2021.

Equity

As of March 31, 2021, the Company's consolidated equity slightly decreased to ₱1.22 billion from ₱1.24 billion as of end-2020.

Cash Flow Summary

Net cash used in operating activities amounted to ₱37.4 million for the first three months of 2021.

Net cash used in investing activities was ₱25.7 million for the three months of 2021, driven by CAPEX.

Net cash used in financing activities was ₱8.2 million for the three months of 2021, as the Group paid down some notes payable and due to the roll forward of lease liabilities.

	Interim Three Months Ended March 31, 2021	Interim Three Months Ended March 31, 2020
Revenue Growth	(30.1%)	(11.5%)
Gross Profit Margin	60.7%	60.0%
Net Income/ Loss (₱ million)	(5.9%)	3.9%
	As of March 31, 2021	**As of December 31, 2020**
Current Ratio	3.36	3.41
Debt to Equity Ratio	0.24	0.25

REVIEW OF YEAR END 2020 VS YEAR END 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.

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

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

Consolidated net cash used by operating activities amounted to Php 94.7 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 306.4 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.

REVIEW OF YEAR END 2019 VS YEAR END 2018

FINANCIAL CONDITION

As of December 31, 2019 vs. December 31, 2018

FRUIT had consolidated total assets of Php 1,796.4 million as of December 31, 2019, an increase of 98.6% versus total assets of Php 904.4 million as of end-2018.

As of end 2019, cash and cash equivalents totalled Php 853.3 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 was at Php 83.6 million as of year-end 2019 compared to Php 55.6 million in 2018, an increase of 48% due to higher third party trade receivables.

As of December 31, 2019, inventories decreased from Php 49.9 million to Php 52.0 million in 2018, a decrease of 4.1% due to improved management of inventory levels.

Consolidated net property, plant, and equipment stood at Php 222.8 million as of year-end 2019, 21.9% higher than December 31, 2018 which stands at Php 182.7 million. The increase over this period was due to continued store network expansion

Accounts payable and other current liabilities increased by 20.70% for the full-year 2019 to Php 136.0 million, driven primarily by the increase in nontrade payables.

As of December 31, 2019, the Registrant’s total interest-bearing debt stood at ₱ 195.7 million. Short-term loans amounting to Php 118.1 million was used to partially fund working capital requirements.

Total long-term loans payable stood at Php 77.6 million, which was primarily used prior to the Registrant’s IPO in 2019 for the capital expenditures for the commissaries and head office.

For the twelve months ending December 31, 2019, the Registrant's total capital stock stood at Php 213.4 million, a 33.4% increase from the total capital stock of Php 160 million as of December 31, 2018.

REVIEW OF YEAR END 2018 VS YEAR END 2017

FINANCIAL CONDITION

Year Ended December 31, 2018 compared to year ended December 31, 2017

Our total assets stood at ₽904.4 million as of December 31, 2018, higher by 24.0% than the total assets of ₽729.2 million as of December 31, 2017.

Cash and cash equivalents stood at ₽260.5 million as of December 31, 2018, lower by 11.5% than the amount of ₽294.4 million as of December 31, 2017. The decrease was due to net cash outflows from investing activities of ₽187.8 million outpacing combined net cash inflows from operating activities and financing activities of ₽153.9 million in 2018.

Trade and other receivables stood at ₽55.6 Million as of December 31, 2018, higher by 189.7% than the trade and other receivables of ₽19.2 million as of December 31, 2017. The increase during this period was due to higher volume of sales to franchisees.

Merchandise inventory stood at ₽52.0 million as of December 31, 2018, higher by 33.5% than the total merchandise inventory of ₽39.0 million as of December 31, 2017. The increase from 2017 to 2018 was due to the store network expansion of the Group.

Property and equipment stood at ₽182.7 million in 2018, higher by 116.4% than the property and equipment in 2017, of ₽84.5 million. The increase from 2017 to 2018 was due to the store improvement program implemented during the year.

Trade and other payables stood at ₽112.7 million in 2018, higher by 132.8% than the trade and other payables in 2017, of ₽48.4 million. The increase in trade and other payables from 2017 to 2018 was due to the increased level of purchases for the period.

Mortgage payable stood at ₽5.96 million in 2018, a 34.54% increase from 2017, where mortgage payable stood at ₽4.43 Million. The increase in mortgage payable is due to additional vehicles acquired.

Notes Payable in 2018 stood at ₽311.1 million, a slight decrease of 0.2% from 2017 when the outstanding balance stood at ₽311.8 million. The Notes Payable were sourced from local commercial banks, to finance its working capital requirements.

Capital stock stood at ₽160 million as of December 31, 2018, unchanged from ₽160 million in 2017.

Total equity stood at ₽373.7 million in 2018, which was an increase of 15.2% from 2017, where total equity was at ₽318.9 million. Total equity increased from 2017 to 2018 due to addition of net income of ₽100.3 million for the period, which was reduced by the declaration of ₽45.5 million of dividends.

Events After 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.

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 the world is experiencing, 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 Registrant of food and beverage kiosk operators with 24 active brands across its portfolio. As of December 31, 2019, it has a total of 1,068 stores across the Philippines. The Group serves Philippine consumers daily with fresh fruit shakes and juices, lemonade, coolers, milk tea, desserts, meat-filled pastries, 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 2019, FHI has more than 1,000 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,* 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 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 kiosk format enables the Group to be flexible and expand faster. 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 1,579.2 million, Php 1,945.2 million, Php 891.8 million for the years ended December 31, 2018, 2019, and 2020 respectively, and net income (loss) of Php 100.3 million, Php 120.7 million, and (Php 48.1) 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.

(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 *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 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	2021			2020		
	High	Low	Close	High	Low	Close
1st	1.80	1.31	1.43	2.07	0.90	1.17
2nd	1.49	1.31	1.40	1.53	1.13	1.31
3rd				1.35	1.08	1.20
4th				1.88	1.14	1.70

The market capitalization of the Company's common shares as of end 2020, based on the closing price of Php 1.70 per share was Php 3,627,256,000. The market capitalization of the Company's common shares as of June 30, 2021, based on the closing price of Php 1.40 per share was Php 2,987,152,000.

Price Information as of the Latest Practicable Trading Date

Trading Date	High	Low	Close
30 June 2021	1.40	1.38	1.40

Stockholders

The number of shareholders of record as of May 31, 2021, was 20. The shareholders as of the same date are as follows:

Name of Shareholder	Number of Shares	% Ownership
PCD Nominee Corp. (Filipino)	2,118,073,286	99.27%
PCD Nominee Corp. (Non-Filipino)	12,953,706	0.61%
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, 2021:

	Stockholder's Name	Common Shares	Percentage
1	Lush Properties Inc.	1,226,000,000	57.46%
2	Lester C. Yu	123,116,000	5.77%

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

Dividends

Last August 7, 2020, 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 27, 2020. Cash dividends were paid on September 18, 2020. The amount of Php 21,336,800.00 represents the total cash declared and paid for in 2020.

There are no outstanding dividends payable as at December 31, 2020.

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 12, 2021

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, Phlippines Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Attention : ***Ms. Janet A. Encarnacion***
Head, Disclosure Department

Subject : **Fruitas Holdings Inc. 2020 SEC Form 17-A Annual Report**

Dear Director Felizmenio and Ms. Encarnacion:

We hereby submit the SEC Form 17-A Annual Report for the year ended 31December 2020 with the following exhibits:

1. 2019 Audited Financial Statement
2. List of reports on SEC Form 17-C
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

Hotlines: +632.8330.2889 | +63.939.101.0101 Luzon / +63.947.101.0101 Vis Min
Fruitas HQ: 60 Cordillera St. corner E. Rodriguez Sr. Ave., Brgy. Doña Josefa, Quezon City 1113, Philippines
www.FruitasHoldings.com

COVER SHEET

CS201503014
SEC Registration Number

FRUITAS HOLDINGS, INC.

(Company's Full Name)

NO. 60 CORDILLERA ST.
BRGY. DONA JOSEFA QUEZON CITY
(Business Address: No., Street City / Town / Province)

RUSHELL A. SALVADOR
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM 17-A

1 2	3 1			
Month	Day	FORM TYPE	Month	Day
Fiscal Year			Annual Meeting	

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

Remarks: Please use BLACK ink for scanning purposes

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, 2020**

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

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 [x]   No [ ]

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

Yes [x]   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 March 31, 2021

Total Number of Outstanding Shares	2,133,680,000
Less: Outstanding Shares held by Affiliates	1,359,795,010
Shares held by Non-Affiliates	773,884,990
Closing price as of March 31, 2021	Php 1.43
Aggregate Market Value of Voting Stock held by Non-Affiliate	Php 1,106,655,535.70
Level of Public Float based on information available as of Mar. 31, 2021	36.27%

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 [x]

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) 2020 Consolidated Financial Statements of Fruitas Holdings, Inc. and its Subsidiaries 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

Fruitas Holdings, Inc. (“FHI”) serves as the holding company of food and beverage kiosk operators with over 25 active brands across its portfolio. As of December 31, 2020, it has established around 1,000 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 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 around 1,000 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,* 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 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 kiosk format enables the Group to be flexible and expand faster. 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 1,579.2 million, Php 1,945.2 million, Php 891.8 million for the years ended December 31, 2018, 2019, and 2020 respectively, and net income (loss) of Php 100.3 million, Php 120.7 million, and (Php 48.1) 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.

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-magnitured 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
Offices		
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
Commissaries		
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
Warehouses		
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
Foodparks		
150 Maginhawa St, Quezon City	600 sq. m.	Leased
55 Cordillera St, Quezon City	1,646 sq. m.	Sub-leased
Properties for future use		
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

The market capitalization of the Company's common shares as of end 2020, based on the closing price of Php 1.70 per share was Php 3,627,256,000. The market capitalization of the Company's common shares as of March 31, 2021, based on the closing price of Php 1.43 per share was Php 3,051,162,400.

b) Holders

Total shares outstanding as of December 31, 2020, is 2,133,680,000 with a par value of P1.00

The number of shareholders of record as of March 31, 2020, was 20. The shareholders as of the same date are as follows:

Name of Shareholder	Number of Shares	% Ownership
PCD Nominee Corp. (Filipino)	2,117,748,286	99.25%
PCD Nominee Corp. (Non-Filipino)	13,278,706	0.622%
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 7, 2020, 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 27, 2020. Cash dividends were paid on September 18, 2020. The amount of Php 21,336,800.00 represents the total cash declared and paid for in 2020.

There are no outstanding dividends payable as at December 31, 2020.

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, 2020.

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 20 Results of Operations

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.

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.

Gross Profit

Consolidated gross profit amounted to Php 535.4 million for the full year 2020, decreasing by 52.7% from Php 1,131.3 million in the previous year. This yielded a gross profit margin of 60.0% as the Company executed inventory-buying strategies, implemented price increases, and rationalized manpower requirements.

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

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

Consolidated net cash used by operating activities amounted to Php 94.7 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 306.4 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 2019, 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 thousands)	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

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, 2020, 2019 and 2018 in accordance with the Philippine Standards on Auditing.

Wilson P.Teo is the current audit partner and has served our Company from 2015 to 2020. 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	**2020**	**2019**	**2018**
Audit and Audit-Related Fees[a]	₱ 1.80	₱ 2.55	₱ 1.68
All Other Fees[b]	None	None	None
Total	₱ 1.80	₱ 2.55	₱ 1.68

a. 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.
b. 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, 2020.

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, 2020:

Name	Age	Nationality	Position
Rogelio M. Guadalquiver	78	Filipino	Chairman
Lester C. Yu	46	Filipino	Director, President, and Chief Executive Officer
Madelene T. Sayson	32	Filipino	Director, Chief Operating Officer
Calvin F. Chua	41	Filipino	Director and Chief Financial Adviser
Bambi Maureen E. Donato	45	Filipino	Independent Director
Dennis T. Beng Hui	51	Filipino	Independent Director
Shirley O'Yek Tan	57	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*, 78,** was appointed as the FHI's Chairman on Aug. 24, 2019. 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, 46, has been our President and Chief Executive Officer since its incorporation and served as the FHI's Chairman from Feb. 2015 to Aug. 2019. 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, Buko ni Fruitas, Inc., 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, ***32***, 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 Buko 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, 41, 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*, 45,** 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, 51, 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*, 57,** 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, 2020:

Name	Age	Nationality	Position
Roselyn A. Legaspi	41	Filipino	Managing Director – Visayas and Mindanao
Juneil P. Torio	28	Filipino	Chief Financial Officer, Treasurer and, IRO
Lerma C. Fajardo	33	Filipino	Deputy Chief Financial Officer and Comptroller
Rushell A. Salvador	31	Filipino	Vice President - Compliance Officer
Marvin C. Yu	42	Filipino	Corporate Secretary

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

Roselyn A. Legaspi, 41*,* 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, 28, 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. 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*, *33, 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. She holds a Bachelor of Science degree in Accountancy from Polytechnic University of the Philippines and is a Certified Public Accountant.

Rushell A. Salvador, 31, 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, 42, has been FHI's Corporate Secretary since Aug. 24, 2019. 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. Mr. Jonathan Co is a brother of the mother of Mr. Lester C. Yu and Mr. Marvin C. Yu. 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:

Name	Position
Lester C. Yu	Director, President and Chief Executive Officer
Roselyn A. Legaspi	Managing Director – Visayas & Mindanao
Madelene T. Sayson	Chief Operating Officer
Juneil P. Torio	Chief Financial Officer, Treasurer, and IRO
Marvin C. Yu	Corporate Secretary

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, 2018, 2019, and 2020 (estimated):

Aggregate Compensation – Executive Officers (top five)	
Year	**Total (₱ million)**
2018	20.4
2019	5.3
2020	5.3

Aggregate Compensation – Directors and Executive Officers (excluding top five above)	
Year	**Total (₱ million)**
2018	1.6
2019	4.3
2020	1.6

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 2020 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 2020 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 March 31, 2021, 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 March 31, 2021 attached as Annex "C"	Filipino	2,117,748,286	99.25%

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	123,117,000	1,226,000,010	-
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, 2020, 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

There are no arrangements which may result in a change in control of the Registrant as of December 31, 2020.

[1] PCD Nominee Corp. includes 1,349,116,010 shares beneficially owned by Lester C. Yu representing 63.23% of outstanding shares (123,117,000 in his name, 1,226,000,000 shares owned by Lush Properties Inc., and 10 shares owned by Ms. Janet Yu, Mr. Yu's mother)

Item 12. Certain Relationships and Related Transactions

Due from Related Parties

The Group has outstanding noninterest-bearing amounts due from related parties amounting to ₱139.9 million as of December 31, 2020.

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 2020.

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, 2020:

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 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, and Three Frenchmen Creperie brands.	100%	Philippines
Buko ni Fruitas, Inc.	Operating company primarily housing the stores under the Buko ni Fruitas and House of Desserts brands.	100%	Philippines
Soykingdom, Inc.	Operating company primarily producing soya-based products for the Group.	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 6, 2020	Fruitas takes significant strides with its strategic initiatives
January 8, 2020	Acquisition of Assets of Heat Stroke Grill by Negril Trading Inc.
January 8, 2020	Acquisition of a property in Sasa, Davao City by Fruitasgroup Inc.
February 3, 2020	Fruitas celebrates 18th anniversary with 2 acquisitions
February 3, 2020	Fruitas Holdings Inc. acquires 100% shares outstanding of Soykingdom Inc.
February 3, 2020	Acquisition of Assets of Kuxina by Negril Trading Inc.
February 6, 2020	Statement of Changes in Beneficial Ownership of Securities of Roselyn Legaspi
February 13, 2020	A Fresh Start for Fruitas and Taal
February 13, 2020	Fruitas signs up another fresh endorser
March 4, 2020	Fruitas to introduce fresh store and grilled chicken concepts

March 9, 2020	Fruitas to acquire CocoDelivery and launch #8COCO (#82626) as main delivery hotline
March 9, 2020	Fruitas Holdings Inc. acquires 100% shares outstanding of Cocodelivery Inc.
March 16, 2020	Fruitas takes specific measures to combat COVID-19
March 19, 2020	Fruitas launches #1000BukoEVERYDAY campaign in response to COVID-19
April 6, 2020	Fruitas expands CocoDelivery service and continues assistance for COVID-19
April 13, 2020	Fruitas expands partnership with Pan de Manila
April 13, 2020	Postponement of Annual Stockholders' Meeting due to ECQ
April 22, 2020	Fruitas enters into fresh partnership with Bukidnon Milk Company
April 27, 2020	Fruitas reopens more stores and further ramps up delivery business
May 4, 2020	Fruitas reopens Le Village food park; active stores to hit 100
May 14, 2020	Fruitas to launch Porto's PERI-PERI Chicken
May 27, 2020	Fruitas announces plans to adapt to 'new normal'
May 28, 2020	Clarification on News Report by PDI: "Fruitas Doubling 2020 CAPEX Budget"
May 29, 2020	Clarification on News Report by PDI: "Fruitas Doubling 2020 CAPEX Budget"
June 5, 2020	Fruitas posts 34% core net income growth in 2019
June 11, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
June 16, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
June 30, 2020	Fruitas posts 41% net income growth in 1Q2020
June 30, 2020	Board of Approval of the Annual Reports, 1Q2020 reports, and capital infusion to Fruitas Holdings, Inc.'s subsidiaries
July 8, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 13, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 14, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 15, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 17, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 27, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
July 27, 2020	Report on Demise of Fruitas Holdings Inc. director
July 29, 2020	Fruitas to innovate and seize opportunities as more stores reopen
August 4, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
August 7, 2020	Declaration of Cash Dividends
August 17, 2020	Fruitas minimizes losses despite significant sales decline in first half of 2020
August 19, 2020	Appointment of Mr. Juneil P. Torio as Chief Financial Officer, Treasurer, and IRO
September 1, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
September 2, 2020	Fruitas moving out of the box amid COVID-19 headwinds
September 14, 2020	Fruitas invests in its future
September 17, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
September 18, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
October 12, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
October 12, 2020	Notice of Annual Stockholder's Meeting by Fruitas Holdings, Inc.
October 15, 2020	Preliminary Information Statement
November 3, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
November 6, 2020	Definitive Information Statement
November 9, 2020	Fruitas Holdings, Inc. acquires a parcel of lot with improvements in Sta. Mesa, Manila
November 13, 2020	Fruitas records 90% revenue increase quarter-on-quarter and positive EBITDA in 3Q2020; continues expansion and pivot of its business
November 23, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
November 24, 2020	Fruitas shakes things up with two new premium ice cream lines

December 2, 2020	Fruitas starts overseas expansion and re-accelerates domestic network development
December 2, 2020	Results of Annual Stockholders' Meeting
December 2, 2020	Results of Organizational Meeting of Board of Directors
December 10, 2020	Fruitas introduces Babot's Farm 100% Pure & Fresh Milk
December 16, 2020	Clarification on News Report by PDI: "Buying Fruit"
December 16, 2020	Statement of Changes in Beneficial Ownership of Securities of Lester C. Yu
December 28, 2020	Board approval on removal of the restriction of using the IPO proceeds allocated to acquisitions solely on foodservice targets, grant authority to management to evaluate fund raising options, designation of the official electronic mails and mobile numbers of the corporation
December 28, 2020	Fruitas achieves community store target and charts path for acquisitions

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 ________ on MAY 12 2021 ________, 20__.

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 MAY 12 2021 day 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

DOC. NO: 342
PAGE NO. 70
BOOK NO. XV
SERIES NO. 2021

ATTY MA. PERPETUA P. CABRERA
Notarial Commission expires on 31 Dec 2021
Notary Public
PTR No. 0883158; 1-04-21, Q.C.
IBP O.R. No. 140032; 1-04-21, Q.C.
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)

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

SEC Registration Number

C	S	2	0	1	5	0	3	0	1	4

C O M P A N Y   N A M E

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

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

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

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

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

Company's Email Address	Company's Telephone Number/s	Mobile Number
ipo.compliance@fruitasholdings.com	**(02) 8 243-1741**	**0967 7824 286**

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
124	**Every Second Monday of June**	**December 31**

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Madelene Timbas-Sayson	**madelene.sayson@fruitasholdings.com**	**(02) 8 243-1741**	**–**

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.*

BOA/PRC Accreditation No. 4782
October 4, 2018, valid until August 15, 2021
SEC Accreditation No. 0207-FR-3 (Group A)
August 29, 2019, valid until August 28, 2022

BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas
Makati City 1226 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

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. (a subsidiary of LUSH PROPERTIES, INC.) and Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, 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, 2020, 2019 and 2018, 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, 2020 and 2019, and their consolidated financial performance and their consolidated cash flows for the years ended December 31, 2020, 2019 and 2018, in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *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.

Emphasis of Matter - Novel Coronavirus (COVID-19) Pandemic

We draw attention to Note 1 to the consolidated financial statements, which describes how the COVID-19 pandemic, the government mandated lockdown and travel restrictions significantly affected the Group's business operations. The Group, however, believes that it can continue as a going concern under these prevailing conditions with the initiatives it adopted in improving its cash and liquidity position, managing costs and improving operational efficiencies. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the consolidated financial statements of the current year. These matters were addressed in the context of our audits 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.

Valuation of Intangible Assets and Assessment of the Recoverable Amounts of Investment Property, Property and Equipment, Right-of-Use (ROU) Assets and Deferred Tax Assets

The Group carries a significant amount of intangible assets, investment property, property and equipment, ROU assets, and deferred tax assets as at December 31, 2020 and 2019. The carrying amount of intangible assets, investment property, property and equipment, ROU assets, and deferred tax assets amounted to ₱213.6 million, ₱126.9 million, ₱237.8 million, ₱80.9 million and ₱69.8 million, respectively, as at December 31, 2020. These assets comprise 47% of the Group's total consolidated assets as at December 31, 2020. Further, the Group is significantly affected by the COVID-19 pandemic. Under PFRS, the Group is required to assess annually the intangible assets with indefinite useful lives for possible impairment and assess other nonfinancial assets for impairment when there are indicators of impairment. The impairment tests were significant to our audit because the assessment process requires significant judgments and assumptions involving expected future financial performance, which mainly include estimation of future cash flows that are highly dependent on management's strategies and business plans to mitigate the continuing impact of the COVID-19 pandemic.

We reviewed the cash flow projections considered in the impairment assessment by the Group's management. We assessed and tested the reasonableness and appropriateness of the assumptions, methodologies and other data used by comparing them 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 also assessed the appropriateness of its expected cash flow projections in a business environment that continues to be affected by the COVID-19 pandemic. For the recoverability of deferred tax assets, we also considered in our evaluation the extent and the timing when it is probable that the Group will have appropriate future taxable profit and the extent that tax planning opportunities available to the Group would create sufficient taxable profit, in consideration of the relevant taxation rules and regulations. 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 Notes 2, 3, 9, 10, 11 and 24 to the consolidated financial statements. No exceptions were noted.

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, 2020, 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, 2020 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 PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, these 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 PSAs, 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 audit.

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 Wilson P. Teo.

REYES TACANDONG & CO.

WILSON P. TEO
Partner
CPA Certificate No. 92765
Tax Identification No. 191-520-944-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 92765-SEC Group A
Issued January 28, 2020
Valid for Financial Periods 2019 to 2023
BIR Accreditation No. 08-005144-014-2020
Valid until January 1, 2023
PTR No. 8534283
Issued January 5, 2021, Makati City

April 10, 2021
Makati City, Metro Manila

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2020	2019
ASSETS			
Current Assets			
Cash and cash equivalents	5	**₱350,824,146**	₱853,266,354
Trade and other receivables	6	**104,404,733**	83,566,374
Due from related parties	15	**139,903,014**	114,745,318
Merchandise inventories	7	**35,011,152**	49,907,654
Deposits and advance rentals	23	**110,171,602**	102,516,218
Other current assets	8	**37,934,520**	13,685,549
Total Current Assets		**778,249,167**	1,217,687,467
Noncurrent Assets			
Unamortized input value-added tax (VAT)		**1,791,459**	982,788
Investment property	9	**126,875,050**	–
Property and equipment	10	**237,782,743**	222,786,889
Right-of-use (ROU) assets	23	**80,874,880**	115,194,610
Advances to contractors	10	**35,086,878**	–
Intangible assets	11	**213,603,422**	214,385,788
Net deferred tax assets	24	**69,777,537**	25,375,831
Total Noncurrent Assets		**765,791,969**	578,725,906
		₱1,544,041,136	₱1,796,413,373
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	12	**₱55,499,779**	₱136,017,618
Current portion of:			
Notes payable	13	**138,922,678**	115,834,240
Mortgage payable	14	**2,695,005**	2,321,815
Lease liabilities	23	**21,101,793**	27,980,841
Due to related parties	15	**–**	663,821
Income tax payable		**10,079,093**	26,732,814
Total Current Liabilities		**228,298,348**	309,551,149

(Forward)

	Note	**2020**	2019
		December 31	
Noncurrent Liabilities			
Noncurrent portion of:			
Notes payable	13	**₱–**	₱75,269,897
Mortgage payable	14	**1,204,446**	2,348,845
Lease liabilities	23	**68,119,511**	92,241,490
Retirement benefits liability	16	**8,168,926**	5,407,430
Total Noncurrent Liabilities		**77,492,883**	175,267,662
Total Liabilities		**305,791,231**	484,818,811
Equity			
Capital stock	17	**213,368,000**	213,368,000
Additional paid-in capital	17	**777,837,044**	777,837,044
Retained earnings		**196,706,537**	266,111,391
Other equity reserves	4	**51,252,779**	55,192,582
Other comprehensive loss	16	**(914,455)**	(914,455)
Total Equity		**1,238,249,905**	1,311,594,562
		₱1,544,041,136	₱1,796,413,373

See accompanying Notes to Consolidated Financial Statements.

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	**Years Ended December 31**		
		2020	2019	2018
REVENUE	18	**₱891,847,222**	₱1,945,184,563	₱1,579,205,736
DIRECT COSTS	19	**(356,478,659)**	(814,396,877)	(665,367,430)
GROSS PROFIT		**535,368,563**	1,130,787,686	913,838,306
SELLING AND DISTRIBUTION EXPENSES	20	**(493,018,940)**	(772,051,259)	(635,395,313)
GENERAL AND ADMINISTRATIVE EXPENSES	21	**(121,155,301)**	(182,220,088)	(131,451,739)
INTEREST EXPENSE	13	**(20,658,602)**	(38,664,963)	(16,065,157)
OTHER INCOME – Net	22	**26,788,920**	7,890,994	2,556,365
GAIN FROM BARGAIN PURCHASE	4	**–**	–	6,436,907
INCOME (LOSS) BEFORE INCOME TAX		**(72,675,360)**	145,742,370	139,919,369
PROVISION FOR (BENEFIT FROM) INCOME TAX	24			
Current		**19,794,400**	44,884,664	43,339,450
Deferred		**(44,401,706)**	(20,669,486)	(3,723,588)
		(24,607,306)	24,215,178	39,615,862
NET INCOME (LOSS)		**(48,068,054)**	121,527,192	100,303,507
OTHER COMPREHENSIVE LOSS				
Item not to be reclassified to profit or loss				
Remeasurement loss on retirement benefits liability (net of deferred income tax)	16	**–**	(868,167)	–
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO THE PARENT COMPANY		**(₱48,068,054)**	₱120,659,025	₱100,303,507
Basic and Diluted Earnings (Loss) per Share	25	**(₱0.0225)**	₱0.0739	₱0.0627

See accompanying Notes to Consolidated Financial Statements.

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31					
		Number of Shares			Amount		
	Note	**2020**	2019	2018	**2020**	2019	2018
Capital Stock	17						
Balance at beginning of year		**2,133,680,000**	1,600,000,000	1,600,000,000	**₱213,368,000**	₱160,000,000	₱160,000,000
Issuances		**–**	533,680,000	–	**–**	53,368,000	–
Balance at end of year		**2,133,680,000**	2,133,680,000	1,600,000,000	**213,368,000**	213,368,000	160,000,000
Additional Paid-in Capital	17						
Balance at beginning of year					**777,837,044**	–	–
Issuances					**–**	777,837,044	–
Balance at end of year					**777,837,044**	777,837,044	–
Retained Earnings							
Balance at beginning of year					**266,111,391**	158,584,199	103,781,012
Net income (loss)					**(48,068,054)**	121,527,192	100,303,507
Cash dividends	17				**(21,336,800)**	(14,000,000)	(45,500,320)
Balance at end of year					**196,706,537**	266,111,391	158,584,199

(Forward)

	Note	Years Ended December 31		
		Amount		
		2020	2019	2018
Other Equity Reserves	4			
Balance at beginning of year		**55,192,582**	55,192,582	55,192,582
Acquisition of a subsidiary		**(3,939,803)**	–	–
Balance at end of year		**51,252,779**	55,192,582	55,192,582
Other Comprehensive Loss	16			
Balance at beginning of year		**(914,455)**	(46,288)	(46,288)
Remeasurement loss on net retirement benefits liability, net of deferred tax		**–**	(868,167)	–
Balance at end of year		**(914,455)**	(914,455)	(46,288)
		₱1,238,249,905	₱1,311,594,562	₱373,730,493

See accompanying Notes to Consolidated Financial Statements.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31		
		2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax		**(₱72,675,360)**	₱145,742,370	₱139,919,369
Adjustments for:				
Depreciation and amortization	10	**118,487,665**	101,893,210	53,426,092
Interest expense	13	**20,658,602**	38,664,963	16,065,157
Interest income	5	**(15,407,074)**	(1,877,693)	(1,195,358)
Gain from:				
Rental concessions	23	**(7,362,437)**	–	–
Termination of lease	23	**(630,978)**	–	–
Retirement benefits cost	16	**2,761,496**	1,937,327	527,753
Unrealized foreign exchange loss (gain)	22	**(48,726)**	850,409	–
Gain from bargain purchase	4	**–**	–	(6,436,907)
Operating income before working capital changes		**45,783,188**	287,210,586	202,306,106
Decrease (increase) in:				
Trade and other receivables		**(21,730,709)**	(27,928,117)	(36,430,695)
Merchandise inventories		**14,454,012**	2,117,021	(13,058,745)
Deposits and advance rentals		**(7,655,384)**	(17,766,992)	(19,533,376)
Other current assets		**(9,879,476)**	(8,578,692)	(4,440,945)
Unamortized input VAT		**(808,671)**	1,396,598	(2,379,386)
Financial assets carried at fair value through profit or loss (FVPL)		**–**	–	11,236,373
Increase (decrease) in trade and other payables		**(85,212,824)**	23,335,622	64,281,550
Net cash generated from (used for) operations		**(65,049,864)**	259,786,026	201,980,882
Income taxes paid		**(35,555,770)**	(47,779,442)	(48,518,634)
Interest received		**15,407,074**	1,877,693	1,195,358
Interest paid		**(9,263,087)**	(28,186,315)	(16,065,157)
Net cash flows from operating activities		**(94,461,647)**	185,697,962	138,592,449
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of:				
Investment property	9	**(126,875,050)**	–	–
Property and equipment	10	**(97,702,315)**	(116,452,712)	(146,439,570)
A subsidiary, net of cash acquired	4	**(6,869,893)**	–	–
Intangible assets	11	**–**	(754,017)	(7,909,304)
Advances to contractors	10	**(35,086,878)**	–	–
Advances to related parties	15	**(25,157,696)**	(260,477,832)	(40,571,161)
Input VAT on the acquisition of land	9	**(15,000,000)**	–	–
Collections from related parties	15	**–**	186,303,675	7,082,438
Net cash flows from investing activities		**(306,691,832)**	(191,380,886)	(187,837,597)

(Forward)

	Note	Years Ended December 31 **2020**	2019	2018
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of:				
Notes payable	13	**(₱87,681,459)**	(₱307,536,378)	(₱247,135,896)
Lease liabilities	23	**(26,384,166)**	(29,449,542)	–
Cash dividends	17	**(21,336,800)**	(59,500,320)	–
Mortgage payable	14	**(2,939,209)**	(2,854,748)	(2,451,949)
Due to related parties	15	**(663,821)**	(96,783,725)	(1,254,719)
Proceeds from:				
Issuance of promissory notes	13	**35,500,000**	187,326,411	246,700,000
Availment of mortgage loan	14	**2,168,000**	1,564,000	3,987,769
Issuance of shares, net of share issue costs	17	**–**	831,205,044	–
Advances from related parties	15	**–**	75,331,166	15,462,843
Net cash flows from financing activities		**(101,337,455)**	599,301,908	15,308,048
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**48,726**	(850,409)	–
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**(502,442,208)**	592,768,575	(33,937,100)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**853,266,354**	260,497,779	294,434,879
CASH AND CASH EQUIVALENTS AT END OF YEAR		**₱350,824,146**	₱853,266,354	₱260,497,779

SUPPLEMENTARY INFORMATION ON NONCASH ACTIVITIES				
Derecognition of:				
ROU assets		**(₱8,018,962)**	₱–	₱–
Lease liabilities		**(8,649,940)**	–	–
Recognition of:				
ROU assets	23	**–**	140,003,225	–
Lease liabilities	23	**–**	139,193,225	–
Reclassification of advances to suppliers to property and equipment	10	**–**	–	3,896,000

COMPONENTS OF CASH AND CASH EQUIVALENTS	5			
Cash on hand		**₱3,830,184**	₱2,394,334	₱1,460,954
Cash in banks		**148,853,555**	249,451,631	225,069,804
Short-term placements		**198,140,407**	601,420,389	33,967,021
		₱350,824,146	₱853,266,354	₱260,497,779

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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. *(doing business under the name and style of De Original Jamaican Pattie Shop & Juice Bar)* (NTI)	June 20, 1990
Buko ni Fruitas Inc. (BNFI)	May 17, 2005
Fruitasgroup Incorporated *(doing business under the name and style of Bukoloco, Fruitasicecandy and 7,107 Halo Halo Islands)* (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, 2020, 2019 and 2018 are presented below.

Subsidiaries	Principal Activities	Principal Place of Business	Percentage of Ownership
Direct:			
NTI	Production, processing and distribution of goods	Philippines	100%
BNFI	Trading of goods	Philippines	100%
FGI	Trading of goods	Philippines	100%
SKI*	Trading of goods	Philippines	100%
CDI*	Trading of goods	Philippines	100%
Indirect:			
GEIL	Holding company	British Virgin Islands	100%
OLL	Holding company	Samoan Islands	100%

** acquired in 2020*

Changes in Ownership Structure

FHI. In 2020 and 2019, the Parent Company is 57.39% and 58.98%-owned, respectively, 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 a total consideration of ₱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).

In December 2019, NTI acquired the assets of *Heat Stroke Grill* (HSG) from a sole proprietor for a total consideration of ₱368,000 (see Note 4).

In July 2018, NTI acquired the assets and the brand name *Sabroso Lechon* from Sabroso Lechon Inc. (SLI). The acquisition was completed following the fulfillment of the closing conditions of the Contract to Sell and the Deed of Assignment of the registered trademark and the payment of the related consideration amounting to ₱28.3 million (see Note 4).

BNFI. In December 2019, the Parent Company subscribed to additional 60,000 shares at ₱300.00 for a total consideration of ₱18.0 million.

FGI. In November 2019, the Parent Company subscribed to additional 200,000 common shares and 80,000 preferred shares of FGI at ₱400.00 and ₱1,000.00 per share, respectively, for a total consideration of ₱160.0 million.

In October 2017, FGI's BOD and the stockholders approved the increase in authorized capital stock from ₱5.0 million divided into 500,000 common shares at ₱100.00 par value to ₱100.0 million divided into 1,000,000 common shares with the same par value. Out of the total increase, the Parent Company subscribed to 400,000 common shares at par and paid ₱82.0 million and recorded under "Deposit for stock subscription" account in the statements of financial position as at December 31, 2018. On December 13, 2019, the SEC approved the increase in authorized capital stock. Accordingly, deposits for stock subscription amounting to ₱82.0 million were converted into 400,000 shares at par value and the difference amounting to ₱42.0 million was recognized as APIC.

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

Impact of the Coronavirus (COVID-19) Pandemic

In March 2020, the World Health Organization (WHO) declared the COVID-19 outbreak as a global pandemic resulting to a nationwide lockdown and travel restrictions. There were stores that were temporarily closed and some permanently closed during the community quarantine periods. Pursuant to the directives of the WHO, the Department of Health and the local government, the Group implemented activities and programs to preserve the health of its employees and support the prevention of the contagion. Because of the prevailing condition, the revenue of the Group significantly declined in 2020 resulting in net loss in 2020.

It is not practicable to estimate the potential impact of the prevailing COVID-19 pandemic on the Group's operations after the reporting date. The country's economic recovery is dependent on measures adopted by the national government such as quarantine, travel restrictions and any economic stimulus that may be provided.

The Group implemented initiatives to improve its cash position and liquidity, which include reducing discretionary spending, delaying capital expenditures, rolled out procedures to ensure continuous delivery of their products using their newly acquired subsidiary, CDI, repurpose or upgrade some stores into delivery hubs, and also cost management measures and improving efficiencies across all areas of operations. Management believes that these initiatives can overcome the impact of the COVID-19 pandemic. It is projecting a turnaround with positive results of the Group's operations in the coming years.

Accordingly, the financial statements were prepared on the going concern basis.

Authorization for Issuance

The consolidated financial statements were approved and authorized for issuance by the BOD on April 10, 2021.

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 accordance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations on International Financial Reporting Interpretations Committee (IFRIC).

Bases of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis; 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 Note 28 to the consolidated financial statements.

Adoption of Amended PFRSs

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRSs.

Effective January 1, 2020:

- Amendments to References to the Conceptual Framework in PFRSs - The amendments include a new chapter on measurement; guidance on reporting financial performance; improved definitions and guidance-in particular the definition of a liability; and clarifications in important areas, such as the roles of stewardship, prudence and measurements uncertainty in financial reporting. The amendments should be applied retrospectively unless retrospective application would be impracticable or involve undue cost or effort.

- Amendments to PFRS 3 - *Definition of a Business* – This amendment provides a new definition of a “business” which emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others. To be considered a business, ‘an integrated set of activities and assets’ must now include ‘an input and a substantive process that together significantly contribute to the ability to create an output’. The distinction is important because an acquirer may recognize goodwill (or a bargain purchase) when acquiring a business but not a group of assets. An optional simplified assessment (the concentration test) has been introduced to help companies determine whether an acquisition is of a business or a group of assets.

- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material* - The amendments clarify the definition of "material" and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRSs. Based on the new definition, an information is "material" if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Effective June 1, 2020 –

- Amendments to PFRS 16, *Leases - COVID-19 Related Rent Concessions* – The amendments provide practical relief to lessees for accounting for rent concessions arising due to the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under PFRS 16, if the change were not a lease modification.

  Due to the impact of the COVID-19 pandemic, the Group received rent concessions from lessors for leases related to its store outlets. The Group adopted the earlier application of the amendments to PFRS 16 and, accordingly, applied the practical expedient to all COVID-19-related rent concessions that meet all of the following criteria:

  a. the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

  b. any reduction in lease payments affects only payments originally due on or before June 30, 2021; and

  c. there is no substantive change to other terms and conditions of the lease.

  By applying the practical expedient, the Group is no longer required to remeasure the lease liabilities to reflect the revised consideration using a revised discount rate. Instead, the effect of the change in the lease liabilities is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs. The gain from rent concessions that was recognized in profit or loss in 2020 amounted to ₱7.4 million (see Note 23).

Under prevailing circumstances, the adoption of the foregoing amended PFRSs did not have any material effect on the consolidated financial statements of the Company, except for the adoption of the amendments to PFRS 16, *Leases - COVID-19-Related Rent Concessions*. Additional disclosures were included in the consolidated financial statements, as applicable.

<u>Amended PFRSs Issued But Not Yet Effective</u>

Relevant amended PFRSs, which are not yet effective as at December 31, 2020 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2022:

- Amendments to PAS 16, *Property, Plant and Equipment* - Proceeds Before Intended Use - the amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The sales proceeds, together with the costs of production associated with the sales are recognized in profit or loss.

- Amendments to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* - Onerous Contracts: Costs of Fulfilling a Contract - the amendments clarify that the costs of fulfilling a contract comprise both the incremental costs (e.g., direct labor and materials); and an allocation of other direct costs (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

- Annual Improvements to PFRS 2018 to 2020 Cycle:

  - Amendments to PFRS 9, *Financial Instruments* - Fees Included in the 10 percent Test for Derecognition of Financial Liabilities - The amendment clarifies that for the purpose of performing the 10 percent test for derecognition of financial liabilities, in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

  - Amendments 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.

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

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current* – 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.

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

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.

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.

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 statement 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 statement 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 statement 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, except for those designated at FVPL, includes transaction cost.

"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, 2020 and 2019, the Group has no financial instruments classified as financial assets at FVPL and FVOCI and 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, 2020 and 2019, the Group's cash and cash equivalents, trade and other 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 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, 2020 and 2019, the Group's trade and other payables (except statutory payable), notes payable, mortgage payable, lease liabilities and due to related parties 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.

Impairment

The Group records an allowance for expected credit loss (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.

Trade and Other Receivables. For trade and other receivables, the Group has applied the simplified approach in measuring ECL.

Simplified approach requires that ECL should always be based on the lifetime ECL. The Group 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 and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Assets at Amortized Cost. For these debt instruments, the Group has applied the general approach in measuring ECL.

Under the general approach, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result 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 statement 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 statement 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 statement 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 statement 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.

<u>Merchandise Inventories</u>
Merchandise inventories are carried at the lower of cost and net realizable value (NRV). 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.

Other Current Assets

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 impairment in value, if any. These are charged to appropriate asset or expense account upon receipt from suppliers.

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.

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.

Creditable 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 “Creditable input VAT” or “Output VAT” presented as part of “Statutory payable” under “Trade and other payables” in the consolidated statement of financial position.

Deferred Input VAT. Deferred input VAT represents the amount of input VAT on accruals and trade payables. Deferred input VAT that is expected to be realized within 12 months after the financial reporting period is classified as current. Otherwise, it is classified as noncurrent asset.

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

Unamortized input VAT on capital goods is classified as current asset if it is expected to be claimed against output VAT no more than 12 months after the reporting date. Otherwise, it is classified as noncurrent asset.

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.

Advances to Contractors

Advances to contractors are recognized whenever the Group pays in advance for its purchase of various assets and services. These are measured at transaction price less any impairment in value and are reclassified to the corresponding asset account when the goods or services for which the advances were made are received or rendered.

Investment Property

Investment property, which pertains to a parcel of land, is held either to earn rental or for capital appreciation or both, but not for sale in the ordinary course of business or for administrative purposes.

The investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, the investment property is stated at cost less impairment in value, if any.

An item of investment property is derecognized when either it has been disposed of or when it is 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 property are recognized in profit or loss in the year of retirement or disposal.

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

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 warehouse 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. This will be recognized as warehouse 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:

Asset Type	Number of Years
Leasehold improvements	3 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.

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 net income, 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 accumulated 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 dilutive potential common shares into common shares.

The Parent Company has no dilutive potential common shares.

Revenue Recognition

Revenue

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

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

Other Income

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

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, 2020 and 2019, 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, 2020 and 2019, 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, 2020 and 2019, 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

a. Accounting policies prior to January 1, 2019

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Leases where the lessor transfers substantially all the risks and rewards of ownership of the asset are classified as finance leases, otherwise, operating leases.

At the commencement of the lease, finance leases should be recorded as an asset and a liability at the lower of the fair value of the asset and the present value of the minimum lease payments. Lease payments should be apportioned between the interest expense and the reduction of the outstanding liability.

The depreciation policy for assets held under finance leases should be consistent with that for owned assets. If there is no reasonable certainty that the lessee will obtain ownership at the end of the lease, the asset should be depreciated over the shorter of the lease term or the life of the asset.

The Group as a Lessee. Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

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.

b. Accounting policies beginning January 1, 2019

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 assets 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 ten 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 or changes in lease payments in which the practical expedient on COVID-19 related rent concessions is applied.

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 of each entity 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 statement 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 2020, 2019 and 2018.

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. In particular, the COVID-19 pandemic and the resulting adverse effects to the global economic conditions, as well as to the Group's operations, may impact future estimates including, but not limited to, the allowance for ECL, NRV of merchandise inventories, fair value measurements, impairment of nonfinancial assets, recognition of deferred tax assets, actuarial losses on retirement benefit plans and discount rate assumptions.

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 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 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 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.

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 fee, 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 property or property and equipment:

- Investment property which pertains to land which is not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but is 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 property and property and equipment are disclosed in Notes 9 and 10, 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 2020, 2019, and 2018 is disclosed in Note 23.

Classifying Lease Commitments prior to January 1, 2019 - Group as a Lessee. The Group has entered into lease agreements with various lessors for its outlets spaces and warehouse. The Group has determined that the arrangements are operating leases as the risks and rewards of ownership are retained by the lessor.

Rental expense in 2018 is disclosed in Note 23.

Classifying Lease Commitments beginning January 1, 2019 - 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, 2020 and 2019 is disclosed in Note 23.

Assessing the ECL of Trade and Other 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 and other receivables is disclosed in Note 27 to the consolidated financial statements.

The carrying amounts of the Group's trade and other receivables as at December 31, 2020 and 2019 is disclosed in Note 6.

Assessing 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 2020, 2019 and 2018. 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	**2020**	2019
Cash and cash equivalents	5	**₱350,824,146**	₱853,266,354
Due from related parties	15	**139,903,014**	114,745,318
Construction bond	8	**2,857,541**	2,485,841

Estimating 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 are disclosed in Note 23. Rental expense incurred on short-term leases in 2020 and 2019 is disclosed in Note 23.

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 impairment loss was recognized in 2020, 2019, and 2018. The carrying amount of merchandise inventories as at December 31, 2020 and 2019 is disclosed in Note 7.

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. In 2018, the useful life of certain item of intangible assets was shortened from four years to one year, which resulted in additional amortization of ₱1.2 million. There were no changes in the estimated useful lives in 2020 and 2019.

The carrying amounts of property and equipment, intangible assets and ROU assets as at December 31, 2020 and 2019 are disclosed in Notes 10, 11 and 23, 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, 2020 and 2019 are greater than the corresponding carrying amounts of the CGUs as at the same dates.

No impairment loss was recognized in 2020, 2019 and 2018. The carrying amount of brand names as at December 31, 2020 and 2019 is disclosed in Note 11.

Assessing 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 2020, 2019 and 2018. The carrying amounts of deposits and advance rentals, other current assets (except construction bond), property and equipment, software license, ROU assets and unamortized input VAT aggregated ₱593.2 million and ₱455.7 million as at December 31, 2020 and 2019, respectively.

Estimating 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, 2020 and 2019 is disclosed in Note 16.

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, 2020 and 2019 are disclosed in Note 24.

4. Accounting for Business Acquisition and Group Reorganization

Business Acquisition

As discussed in Note 1, the Parent Company acquired the net assets of SKI for a total consideration of ₱8.6 million in February 2020. Provisional fair values of the net assets acquired are as follows:

	Note	Amount
Cash		₱2,394,378
Inventories		442,490
Other current assets		88,889
Property and equipment	10	5,724,812
Trade and other payables		(50,569)
Fair values of net assets		8,600,000
Total consideration		8,600,000
Difference		₱–

Kxn Kuxina Food Corporation (Kuxina). On February 1, 2020, the Company 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 Company. The assets acquired aggregated ₱1.0 million.

Heat Stroke Grill (HSG). In December 2019, the Company acquired the assets including recipes and marketing collateral of HSG from a sole proprietor for a total consideration of ₱368,000. These resulted to a business combination due to acquisition of the significant inputs, processes and outputs of HSG. The carrying amounts of the assets acquired approximate the fair values as at acquisition date. Hence, no goodwill nor gain from bargain purchase was recognized.

SLI. In July 2018, NTI acquired the assets of SLI and the brand name *Sabroso Lechon* for ₱28.3 million. The valuation of the net assets of SLI was completed in 2019 resulting to additional fair valuation adjustments to the acquiree's brand name by ₱6.4 million. Consequently, the business combination resulted in a gain from bargain purchase, as the fair values of the assets acquired exceeded the total consideration by ₱6.4 million.

The following are the final fair values of the identifiable assets acquired and the resulting gain as at acquisition date:

	Note	Amount
Leasehold improvements	10	₱21,835,900
Brand name	11	11,188,398
Transportation equipment	10	1,010,083
Security deposit		720,000
Fair values of identifiable assets		34,754,381
Total consideration		28,317,474
Gain from bargain purchase		₱6,436,907

The Group believes it was able to acquire the assets of SLI for less than the fair values because previous management had limited resources and capability to expand.

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 amounted to ₱55.2 million recognized as part of "Other equity reserves" as at December 31, 2019 and 2018.

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:

	Note	Amount
Cash		₱460,714
Other current assets		44,714
Property and equipment	10	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)

5. Cash and Cash Equivalents

This account consists of:

	2020	2019
Cash on hand	**₱3,830,184**	₱2,394,334
Cash in banks	**148,853,555**	249,451,631
Short-term placements	**198,140,407**	601,420,389
	₱350,824,146	₱853,266,354

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 earns interest at the prevailing short-term placement rates.

Interest income earned amounted to ₱15.4 million, ₱1.9 million and ₱1.2 million in 2020, 2019 and 2018, respectively (see Note 22).

6. Trade and Other Receivables

This account consists of:

	2020	2019
Trade	**₱109,396,236**	₱83,210,054
Others	**–**	689,828
	109,396,236	83,899,882
Less allowance for doubtful accounts	**4,991,503**	333,508
	₱104,404,733	₱83,566,374

Movements in the allowance for doubtful accounts are as follows:

	Note	**2020**	2019
Balance at beginning of year		**₱333,508**	₱333,508
Provision for doubtful accounts	21	**4,657,995**	–
Balance at end of year		**₱4,991,503**	₱333,508

Trade receivables represent mainly outstanding receivables from franchisees. These are unsecured, noninterest-bearing and are normally collected on a 30-day term.

7. Merchandise Inventories

This account consists of:

	2020	2019
Food and beverages	**₱17,988,646**	₱28,746,503
Store supplies and others	**17,022,506**	21,161,151
	₱35,011,152	₱49,907,654

The Group's merchandise inventories are carried at cost, which is lower than its NRV. No inventory losses were recognized in 2020, 2019 and 2018.

Cost of merchandise inventories charged to "Direct costs" amounted to ₱305.7 million, ₱726.9 million and ₱590.1million in 2020, 2019 and 2018, respectively (see Note 19).

8. Other Current Assets

This account consists of:

	2020	2019
Input VAT:		
Creditable	**₱14,511,131**	₱767,437
Current portion of unamortized	**706,385**	1,241,420
Deferred	**–**	444,435
Advances to officers and employees	**10,698,888**	3,849,829
Spare parts, materials and supplies	**6,635,883**	–
Construction bond	**2,857,541**	2,485,841
Prepayments	**1,410,531**	3,912,261
Advances to suppliers	**729,455**	713,556
CWTs	**240,415**	110,067
Others	**144,291**	160,703
	₱37,934,520	₱13,685,549

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.

Prepayments mainly consist of insurance, taxes and licenses and advertising.

Advances to suppliers were payments for goods pending delivery as at year-end.

9. Investment Property

On November 7, 2020, the Group purchased a parcel of land located in Sta. Mesa, Manila amounting to ₱126.9 million. The parcel of land will be held to earn rental.

Input VAT related to the purchased land amounted to ₱15.0 million.

Fair value of the investment property was not determined as at December 31, 2020. The management believes that the carrying amount of the investment property approximates its fair value given that the property has just been recently purchased.

No income was generated from the property, nor were direct expenses incurred in 2020.

10. **Property and Equipment**

The composition of and movements in this account follows:

	2020						
	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**	**₱3,212,152**	**₱124,174,868**	**₱33,316,198**	**₱19,559,312**	**₱178,319,732**	**₱391,182,262**
Additions	**–**	**32,071,476**	**16,017,851**	**5,499,325**	**4,962,358**	**39,151,305**	**97,702,315**
Effect of business combination	**–**	**–**	**9,837,915**	**112,946**	**105,118**	**948,511**	**11,004,490**
Balance at end of year	**32,600,000**	**35,283,628**	**150,030,634**	**38,928,469**	**24,626,788**	**218,419,548**	**499,889,067**
Accumulated Depreciation and Amortization							
Balance at beginning of year	**–**	**–**	**64,189,898**	**9,229,773**	**7,840,103**	**87,135,599**	**168,395,373**
Depreciation and amortization	**–**	**–**	**26,345,452**	**5,479,137**	**7,330,550**	**52,249,392**	**91,404,531**
Effect of business combination	**–**	**–**	**1,349,903**	**106,905**	**37,799**	**811,813**	**2,306,420**
Balance at end of year	**–**	**–**	**91,885,253**	**14,815,815**	**15,208,452**	**140,196,804**	**262,106,324**
Carrying Amount	**₱32,600,000**	**₱35,283,628**	**₱58,145,381**	**₱24,112,654**	**₱9,418,336**	**₱78,222,744**	**₱237,782,743**

	2019						
	Land	CIP	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Store Furniture, Fixtures and Equipment	Total
Cost							
Balance at beginning of year	₱13,000,000	₱–	₱108,386,609	₱21,215,577	₱11,735,524	₱120,391,840	₱274,729,550
Additions	19,600,000	3,212,152	15,788,259	12,100,621	7,823,788	57,927,892	116,452,712
Balance at end of year	32,600,000	3,212,152	124,174,868	33,316,198	19,559,312	178,319,732	391,182,262
Accumulated Depreciation and Amortization							
Balance at beginning of year	₱–	₱–	₱38,904,290	₱5,276,016	₱3,751,520	₱44,056,032	₱91,987,858
Depreciation and amortization	–	–	25,285,608	3,953,757	4,088,583	43,079,567	76,407,515
Balance at end of year	–	–	64,189,898	9,229,773	7,840,103	87,135,599	168,395,373
Carrying Amount	₱32,600,000	₱3,212,152	₱59,984,970	₱24,086,425	₱11,719,209	₱91,184,133	₱222,786,889

In 2019, the Group purchased parcels of land amounting to ₱19.6 million to be used for the expansion of operations in Visayas and Mindanao.

CIP represents a warehouse under construction. The estimated cost to complete amounted to ₱9.3 million as at December 31, 2020.

In 2020, the Group made advances to contractors aggregating ₱35.1 million for the construction of a new commissary and acquisition of store furniture and fixtures. As at December 31, 2020, the construction has not yet started.

The cost of fully depreciated and amortized property and equipment that are still in use by the Group amounted to ₱91.7 million and ₱37.4 million as at December 31, 2020 and 2019, respectively.

Transportation equipment with carrying amount of ₱5.3 million and ₱8.2 million as at December 31, 2020 and 2019, respectively, are held as security for the Group's mortgage payable (see Note 14).

Depreciation and amortization are summarized as follows:

	Note	**2020**	2019	2018
Property and equipment		**₱91,404,531**	₱76,407,515	₱52,053,515
ROU assets	23	**26,300,768**	24,808,615	–
Intangible assets	11	**782,366**	677,080	1,372,577
		₱118,487,665	₱101,893,210	₱53,426,092

Depreciation and amortization are charged to the following:

	Note	**2020**	2019	2018
Selling and distribution expenses	20	**₱86,334,564**	₱64,878,345	₱49,830,421
Direct costs	19	**15,296,270**	17,449,482	1,793,406
General and administrative expenses	21	**16,856,831**	19,565,383	1,802,265
		₱118,487,665	₱101,893,210	₱53,426,092

11. **Intangible Assets**

This account consists of:

		2020		
	Note	**Brand Names**	**Software License**	**Total**
Cost				
Balance at beginning and end of year		**₱211,348,448**	**₱5,193,830**	**₱216,542,278**
Accumulated Amortization				
Balance at beginning of year		**–**	**2,156,490**	**2,156,490**
Amortization	10	**–**	**782,366**	**782,366**
Balance at end of year		**–**	**2,938,856**	**2,938,856**
Carrying Amount		**₱211,348,448**	**₱2,254,974**	**₱213,603,422**

		2019		
	Note	Brand Names	Software License	Total
Cost				
Balance at beginning of year		₱211,348,448	₱4,439,813	₱215,788,261
Additions		–	754,017	754,017
Balance at end of year		211,348,448	5,193,830	216,542,278
Accumulated Amortization				
Balance at beginning of year		–	1,479,410	1,479,410
Amortization	10	–	677,080	677,080
Balance at end of year		–	2,156,490	2,156,490
Carrying Amount		₱211,348,448	₱3,037,340	₱214,385,788

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 also recognized brand name amounting to ₱11.2 million following the completion of the acquisition of *Sabroso Lechon* brand from SLI (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 ranges from 15.6% to 17.6% in 2020 and 2019. The recoverable amount of each CGU, calculated using value in use, exceeded the carrying amount of the CGU as at December 31, 2020 and 2019.

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.

Software License

In 2018, the useful life of certain intangible asset was shortened from the useful life of four years to one year based on management review of the operational efficiency of the intangible asset resulting to an additional amortization of ₱1.2 million.

12. Trade and Other Payables

This account consists of:

	Note	**2020**	2019
Trade		**₱32,553,614**	₱51,003,414
Accrued expenses:			
Salaries and wages		**7,108,375**	7,348,914
Rental		**6,578,449**	17,780,157
Professional fees	17	**–**	35,307,684
Others		**1,193,188**	3,497,523
Statutory payable		**8,066,153**	21,079,926
		₱55,499,779	₱136,017,618

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 60-day term.

Accrued expenses consist mainly of professional fees, rentals and unpaid salaries 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.

13. Notes Payable

In 2020 and 2019, the Group issued promissory notes to local commercial banks for working capital requirements at interest rates ranging from 4.25% to 9.50% per annum. The notes are payable in equal installments until 2021.

In 2018, the Group issued short-term promissory notes to local commercial banks to finance its working capital requirements aggregating ₱246.7 million. The notes bear interest at rates ranging from 3.13% to 5.50% per annum and interest is payable on a monthly basis. In 2019, the outstanding balances of the notes were rolled over under similar terms.

Movements in this account follow:

	2020	2019
Balance at beginning of year	**₱191,104,137**	₱311,314,104
Issuances	**35,500,000**	187,326,411
Payments	**(87,681,459)**	(307,536,378)
Balance at end of year	**138,922,678**	191,104,137
Less current portion	**138,922,678**	115,834,240
Noncurrent portion	**₱–**	₱75,269,897

Interest charged to operations is as follows:

	Note	**2020**	2019	2018
Lease liabilities	23	**₱11,395,516**	₱10,478,648	₱–
Notes payable		**8,793,472**	27,611,875	15,622,564
Mortgage payable	14	**469,614**	574,440	442,593
		₱20,658,602	₱38,664,963	₱16,065,157

14. **Mortgage Payable**

The Group obtained loans from local commercial banks to finance its acquisition of transportation equipment.

Movements in this account follow:

	2020	2019
Balance at beginning of year	**₱4,670,660**	₱5,961,408
Availments	**2,168,000**	1,564,000
Payments	**(2,939,209)**	(2,854,748)
Balance at end of year	**3,899,451**	4,670,660
Less current portion	**2,695,005**	2,321,815
Noncurrent portion	**₱1,204,446**	₱2,348,845

The loans are payable in monthly installments up to May 2023 with effective interests ranging from 7.35% to 14.56% per annum. Interest expense amounted to ₱469,614 and ₱574,440 in 2020 and 2019, respectively (see Note 13).

The loans are secured by a chattel mortgage on the transportation equipment with a total carrying amount of ₱5.3 million and ₱8.2 million as at December 31, 2020 and 2019, respectively (see Note 10).

The schedule of maturities of mortgage payable is as follows:

	Amount
2021	₱2,695,005
2022	1,095,526
2023	98,920
	₱3,889,451

15. **Related Party Transactions**

The Group, in the normal course of business, has transactions with its related parties as follows:

Related Parties	Nature of Transactions	Amount of Transactions **2020**	Amount of Transactions 2019	Outstanding Balance **2020**	Outstanding Balance 2019
Due from Related Parties					
Entities Under Common Management	Advances	**₱25,157,696**	₱260,477,832		
	Collections	**–**	(186,303,675)	**₱139,903,014**	₱114,745,318
Due to Related Parties					
Stockholders	Payments	**(₱349,837)**	(₱18,659,472)		
	Advances	**–**	–	**₱–**	₱349,837
Entities Under Common Management	Payments	**(313,984)**	(78,124,253)		
	Advances	**–**	75,331,166	**–**	313,984
				₱–	₱663,821

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 operates. There were no impairment losses recognized in 2020, 2019 and 2018.

Intercompany transactions eliminated in consolidation pertain to due to/from related parties, intercompany revenue and dividend income. Total due to/from related parties eliminated amounted to ₱204.5 million and ₱134.7 million as at December 31, 2020 and 2019, respectively. Intercompany revenue eliminated amounted to ₱55.5 million, ₱138.5 million and ₱103.4 million in 2020, 2019 and 2018, respectively. Dividend income of the Parent Company amounted to ₱21.0 million, ₱65.0 million and ₱20.0 million in 2020, 2019 and 2018, respectively.

Compensation of Key Management Personnel

Compensation of key management personnel, consisting of management fees, salaries and short-term benefits, amounted to ₱14.6 million, ₱25.1 million and ₱26.5 million in 2020, 2019 and 2018, respectively.

16. 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 Group did not obtain an updated actuarial valuation in 2020 because management has assessed that the effect on the consolidated financial statements of the difference between the retirement benefits cost recognized by the Group and that resulting from an updated actuarial valuation is not significant. The latest actuarial valuation report was obtained in 2019.

The table below summarizes the components of retirement benefits expense recognized in the consolidated statements of comprehensive income (see Note 21).

	2020	2019	2018
Current service cost	**₱2,489,854**	₱1,759,025	₱429,177
Interest cost	**271,642**	125,180	98,576
Increase in transitional liability	**–**	53,122	–
	₱2,761,496	₱1,937,327	₱527,753

Movements in the retirement benefits liability follow:

	2020	2019
Balance at beginning of year	**₱5,407,430**	₱2,229,865
Current service cost	**2,489,854**	1,759,025
Interest cost	**271,642**	125,180
Actuarial loss	**–**	1,240,238
Increase in transitional liability	**–**	53,122
Balance at end of year	**₱8,168,926**	₱5,407,430

The principal assumptions used in determining the Group's retirement benefits liability in 2020 and 2019 are as follows:

Discount rate	5.1%
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 2020.

	Effect on Retirement Benefits Liability	
	Discount Rate	Salary Projected Rate
+1%	(₱921,979)	₱1,254,060
-1%	1,210,409	(920,853)

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, 2020 and 2019 is 26 years and 27 years, respectively.

The cumulative remeasurement loss recognized in other comprehensive income as at December 31, 2020 and 2019 amounted to ₱914,955, net of deferred tax asset of ₱372,071.

The table below shows the maturity profile of the undiscounted benefit payments:

	2020	2019
Less than one year	**₱1,043,201**	₱661,230
One year to less than five years	**806,330**	1,470,520
Five years to less than ten years	**1,235,976**	1,235,976
Ten years to less than fifteen years	**4,066,636**	6,643,124
Fifteen years to less than twenty years	**9,636,323**	10,283,899
Twenty years and above	**275,731,481**	276,003,847

17. **Equity**

Capital Stock

This account consists of:

	Number of Shares			Amount		
	2020	2019	2018	**2020**	2019	2018
Authorized Capital Stock						
Common - ₱0.10 par value						
Balance at beginning of year	**4,700,000,000**	4,700,000,000	5,000,000,000	**₱470,000,000**	₱470,000,000	₱500,000,000
Reclassification to preferred stock	**–**	–	(300,000,000)	**–**	–	(30,000,000)
Balance at 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 of year	**3,000,000,000**	3,000,000,000	–	**30,000,000**	30,000,000	–
Reclassification from common stock	**–**	–	3,000,000,000	**–**	–	30,000,000
Balance at 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 of year	**2,133,680,000**	1,600,000,000	1,600,000,000	**₱213,368,000**	₱160,000,000	₱160,000,000
Issuances	**–**	533,680,000	–	**–**	53,368,000	–
Balance at end of year	**2,133,680,000**	2,133,680,000	1,600,000,000	**213,368,000**	213,368,000	160,000,000
				₱213,368,000	₱213,368,000	₱160,000,000

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 August 24, 2019, the stockholders and the BOD authorized the Parent Company’s Public Offering of its common shares with the PSE. This was approved by the SEC and the PSE on October 17, 2019 and October 23, 2019, respectively. On November 29, 2019, the Parent Company’s 533,660,000 common shares were officially listed on the PSE with an Oversubscription Option of up to 68,340,000 common shares at an offer price of ₱1.68 a share.

The Offer Period was from November 18, 2019 to November 22, 2019. The trading of the shares commenced on November 29, 2019.

Preferred Shares

The 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. Details are as follows:

Proceeds in excess of par value	₱843,182,800
IPO expenses	65,345,756
Additional paid-in capital	₱777,837,044

In 2019, IPO expenses were charged as follows:

Additional paid-in capital	₱65,345,756
General and administrative expenses	6,891,892
Input VAT	975,843
Deferred input VAT	444,435
	₱73,657,926

IPO expenses include professional, listing, underwriting and advertising fees. Of the total IPO expenses, ₱35.3 million was accrued as at December 31, 2019 (see Note 12).

Retained Earnings
The Parent Company's BOD and stockholders declared the following cash dividends:

			Amounts Paid	
Date of Declaration	Stockholders of Record	Date of Payment	Per Share	Total
August 27, 2020	**August 27, 2020**	**September 18, 2020**	**₱.01**	**₱21,336,800**
June 27, 2019	June 27, 2019	June 27, 2019	0.00875	14,000,000
December 27, 2018	December 27, 2018	March 31, 2019	₱0.0284	₱45,500,320

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:

	2020	2019
Total debt	**₱305,791,231**	₱484,818,811
Total equity	**1,238,249,905**	1,311,594,562
Debt-to-equity ratio	**0.25:1**	0.37:1

Pursuant to the PSE's rules on minimum public ownership, at least 10% of the issued and outstanding shares of a listed company must be owned and held by the public. The public ownership is about 36.36% and 20.00% as at December 31, 2020 and 2019, respectively.

The total number of shareholders of the Company as at December 31, 2020 and 2019 is 124 and 131, respectively.

18. **Revenue**

This account consists of:

	Note	**2020**	2019	2018
Net sales		**₱872,989,411**	₱1,904,664,106	₱1,533,709,139
Franchise fees	23	**13,204,275**	32,956,171	36,055,210
Rental income	23	**5,653,536**	7,564,286	9,441,387
		₱891,847,222	₱1,945,184,563	₱1,579,205,736

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	**2020**	2019	2018
Sale of goods:				
Luzon		**₱663,801,125**	₱1,534,613,722	₱1,267,576,409
Visayas		**163,309,752**	273,436,992	189,588,562
Mindanao		**45,878,534**	96,613,392	76,544,168
		872,989,411	1,904,664,106	1,533,709,139
Franchise fees	23	**13,204,275**	32,956,171	36,055,210
		₱886,193,686	₱1,937,620,277	₱1,569,764,349

19. **Direct Costs**

This account consists of:

	Note	**2020**	2019	2018
Direct materials used	7	**₱305,734,523**	₱726,901,305	₱590,119,121
Salaries, wages and other employee benefits		**30,967,806**	62,214,295	54,426,242
Depreciation and amortization	10	**15,296,270**	17,449,482	1,793,406
Taxes and licenses		**2,362,716**	1,834,302	1,703,580
Utilities		**2,117,344**	5,997,493	5,554,421
Rental	23	**–**	–	11,770,660
		₱356,478,659	₱814,396,877	₱665,367,430

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.

20. **Selling and Distribution Expenses**

This account consists of:

	Note	**2020**	2019	2018
Salaries, wages and other employees' benefits		**₱179,729,298**	₱258,421,846	₱216,572,517
Rental	23	**112,862,133**	256,316,266	211,686,714
Depreciation and amortization	10	**86,334,564**	64,878,345	49,830,421
Utilities		**33,538,578**	53,976,937	41,418,652
Outside services		**25,477,660**	49,105,262	48,357,966
Advertisement		**17,651,552**	22,698,253	7,248,047
Transportation and travel		**13,953,403**	23,742,565	15,421,832
Repairs and maintenance		**8,410,853**	11,888,628	15,404,542
Distribution supplies		**3,291,136**	15,162,433	14,750,705
Management fees		**4,636,880**	6,490,665	–
Insurance		**2,236,662**	2,993,768	1,534,864
Training and development		**1,839,061**	3,277,597	2,081,264
Others		**3,057,160**	3,098,694	11,087,789
		₱493,018,940	₱772,051,259	₱635,395,313

Salaries, wages and other employees' benefits include government contributions and other allowances.

Outside services pertain to salaries of service crews from agencies.

21. **General and Administrative Expenses**

This account consists of:

	Note	**2020**	2019	2018
Taxes and licenses		**₱31,316,074**	₱39,969,877	₱20,484,457
Salaries, wages and other employees' benefits		**29,871,308**	58,264,834	65,597,885
Depreciation and amortization	10	**16,856,831**	19,565,383	1,802,265
Professional fees		**7,853,681**	22,045,256	6,374,823
Outside Services		**6,834,353**	–	–
Representation		**5,916,663**	6,368,030	4,211,521
Provision for doubtful account	6	**4,657,995**	–	–
Retirement benefits	16	**2,761,496**	1,937,327	527,753
Office supplies		**2,695,335**	7,062,008	3,462,367
Utilities		**2,530,105**	5,969,141	–
Rental	23	**1,462,885**	2,239,229	5,033,819
Management fees		**309,204**	5,599,091	22,262,857
IPO expenses		**–**	6,891,892	–
Reorganization costs		**–**	–	221,599
Others		**8,089,371**	6,308,020	1,472,393
		₱121,155,301	₱182,220,088	₱131,451,739

22. **Other Income** - Net

This account consists of:

	Note	**2020**	2019	2018
Interest income	5	**₱15,407,074**	₱1,877,693	₱1,195,358
Gain on:				
Rental concessions	23	**7,362,437**	–	–
Derecognition of ROU assets and lease liabilities	23	**630,978**	–	–
Unrealized foreign exchange gain (loss)		**48,726**	(850,409)	–
Others		**3,339,705**	6,863,710	1,361,007
		₱26,788,920	₱7,890,994	₱2,556,365

Others consist mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

23. **Significant 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.

Details of rental deposits and advance rentals on lease contracts are as follows:

	2020	2019
Rental deposits	**₱99,462,827**	₱93,358,862
Advance rentals	**10,708,775**	9,157,356
	₱110,171,602	₱102,516,218

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	**2020**	2019	2018
Selling and distribution expenses	20	**₱112,862,133**	₱256,316,266	₱211,686,714
General and administrative expenses	21	**1,462,885**	2,239,229	5,033,819
Direct costs	19	**–**	–	11,770,660
		₱114,325,018	₱258,555,495	₱228,491,193

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 follows:

		2020		
	Note	**Outlets Spaces**	**Land and Building**	**Total**
Cost				
Balance at beginning of year		**₱53,733,063**	**₱86,270,162**	**₱140,003,225**
Termination of lease		**(6,078,219)**	**(5,529,518)**	**(11,607,737)**
Balance at end of year		**47,654,844**	**80,740,644**	**128,395,488**
Accumulated Amortization				
Balance at beginning of year		**10,427,361**	**14,381,254**	**24,808,615**
Amortization	10	**11,305,432**	**14,995,336**	**26,300,768**
Termination of lease		**(1,653,444)**	**(1,935,331)**	**(3,588,775)**
Balance at end of year		**20,079,349**	**27,441,259**	**47,520,608**
Carrying Amount		**₱27,575,495**	**₱53,299,385**	**₱80,874,880**

		2019		
	Note	Outlets Spaces	Land and Building	Total
Cost				
Balance at beginning of year		₱46,459,204	₱66,967,516	₱113,426,720
Additions		7,273,859	19,302,646	26,576,505
Balance at end of year		53,733,063	86,270,162	140,003,225
Accumulated Amortization				
Amortization	10	(10,427,361)	(14,381,254)	(24,808,615)
Carrying Amount		₱43,305,702	₱71,888,908	₱115,194,610

The balance of and movements in lease liabilities follows:

		2020		
	Note	**Outlets Spaces**	**Land and Building**	**Total**
Balance at beginning of year		**₱46,430,167**	**₱73,792,164**	**₱120,222,331**
Rental payments		**(8,781,096)**	**(17,603,070)**	**(26,384,166)**
Termination of lease		**(4,725,046)**	**(3,924,894)**	**(8,649,940)**
Interest	13	**4,052,651**	**7,342,865**	**11,395,516**
Gain from rent concessions		**(5,505,499)**	**(1,856,938)**	**(7,362,437)**
Balance at end of year		**31,471,177**	**57,750,127**	**89,221,304**
Less current portion		**8,382,389**	**12,719,404**	**21,101,793**
Noncurrent portion		**₱23,088,788**	**₱45,030,723**	**₱68,119,511**

	Note	2019 Outlets Spaces	Land and Building	Total
Balance at beginning of year		₱46,459,204	₱66,967,516	₱113,426,720
Additions		7,273,859	18,492,646	25,766,505
Rental payments		(11,051,535)	(18,398,007)	(29,449,542)
Interest	13	3,748,639	6,730,009	10,478,648
Balance at end of year		46,430,167	73,792,164	120,222,331
Less current portion		11,245,073	16,735,768	27,980,841
Noncurrent portion		₱35,185,094	₱57,056,396	₱92,241,490

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 follows:

	Note	**2020**	2019
Rental expense - short-term lease		**₱114,325,018**	₱258,555,495
Depreciation and amortization of ROU assets	10	**26,300,768**	24,808,615
Interest expense on lease liabilities	13	**11,395,516**	10,478,648
Gain from rent concessions		**(7,362,437)**	–
Gain from termination of lease		**(630,978)**	–
		₱144,027,887	₱293,842,758

Lease commitments for short-term leases amounted to ₱69.7 million and ₱115.6 million as at December 31, 2020 and 2019, respectively.

<u>Lease with Variable Payments</u>
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:

	2020 Fixed payments	**Variable payments**	**Total**
Fixed rent only	**₱45,281,605**	**₱–**	**₱45,281,605**
Variable rent with minimum payment	**63,630,809**	**35,135,799**	**98,766,608**
Variable rent only	**–**	**2,614,497**	**2,614,497**
	₱108,912,414	**₱37,750,296**	**₱146,662,710**

	2019		
	Fixed payments	Variable payments	Total
Fixed rent only	₱49,363,036	₱–	₱49,363,036
Variable rent with minimum payment	151,633,536	74,388,738	226,022,274
Variable rent only	–	6,350,697	6,350,697
	₱200,996,572	₱80,739,435	₱281,736,007

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:

Extension options expected not to be exercised:	**2020**	2019
Not later than one year	**₱191,063,375**	₱204,439,859
More than one year but less than five years	**182,607,938**	254,456,801
	₱373,671,313	₱458,896,660

COVID-19-Related Rent Concessions - amendment to PFRS 16 Leases

In 2020, many lessors have 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 2020 consolidated statement of comprehensive income amounted to ₱7.4 million.

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. Rental income amounted to ₱5.7 million, ₱7.6 million and ₱9.4 million in 2020, 2019 and 2018, respectively (see Note 18).

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 fees recognized as part of "Revenue" in the consolidated statements of comprehensive income amounted to ₱13.2 million, ₱33.0 million and ₱36.1 million in 2020, 2019 and 2018, respectively (see Note 18).

24. **Income Taxes**

The Group's provision for current income tax pertains to regular corporate income tax (RCIT) and MCIT.

The presentation of benefit from deferred income tax is as follows:

	2020	2019	2018
Through profit or loss	**₱44,401,706**	₱20,669,486	₱3,723,588
Through other comprehensive income	**–**	372,071	–
	₱44,401,706	₱21,041,557	₱3,723,588

The details of the Group's net deferred tax assets follow:

	2020	2019
Deferred tax assets:		
NOLCO	**₱55,240,858**	₱22,745,283
MCIT	**8,522,398**	318,505
Lease liabilities, net of ROU assets	**2,503,929**	1,508,317
Retirement benefits liability	**2,450,678**	1,622,229
Allowance for doubtful accounts	**1,497,451**	100,052
Unrealized foreign exchange loss	**–**	255,123
	70,215,314	26,549,509
Deferred tax liabilities:		
Prepayments	**423,159**	1,173,678
Unrealized foreign exchange gain	**14,618**	–
	437,777	1,173,678
	₱69,777,537	₱25,375,831

The deferred tax asset on NOLCO of subsidiary amounting to ₱809,541 and ₱630,174 as at December 31, 2020 and 2019, 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.

As mandated by Section 4 of Republic Act No. 11494 or the "Bayanihan to Recover as One Act" and as implemented under Revenue Regulations No. 25-2020, the net operating loss of a business enterprise incurred for the taxable years 2020 and 2021 can be carried over as a deduction from taxable income for the next five consecutive taxable years following the year of such loss.

The details of the Group's NOLCO are as follows:

Year Incurred	Amount	Incurred	Applied	Balance	Expiry Date
2020	₱–	₱117,156,137	₱–	₱117,156,137	2025
2019	66,789,824	–	–	66,789,824	2022
2018	9,689,565	–	(6,800,863)	2,888,702	2021
2017	1,438,801	–	(1,438,801)	–	2020
	₱77,918,190	₱117,156,137	(₱8,239,664)	₱186,834,663	

The details of the Group's MCIT are as follows:

Year Incurred	Amount	Incurred	Applied	Balance	Expiry Date
2020	₱–	₱8,203,893	₱–	₱8,203,893	2023
2019	318,505	–	–	318,505	2022
	₱318,505	₱8,203,893	₱–	₱8,522,398	

The reconciliation of income tax expense (benefit) computed at the statutory tax rate and the effective tax rate follows:

	2020	2019	2018
At statutory tax rate	**(₱21,802,608)**	₱43,722,711	₱41,975,811
Tax effects of:			
Interest income already subjected to final tax	**(4,622,122)**	(563,308)	(358,607)
Nondeductible expenses	**1,638,057**	432,750	818,529
Nontaxable income	**–**	–	(1,931,072)
Expired NOLCO	**–**	226,752	10,620
IPO expenses charged against APIC	**–**	(19,603,727)	–
Change in unrecognized deferred tax asset	**179,367**	–	(669,012)
Effect of consolidation	**–**	–	(230,407)
At effective tax rate	**(₱24,607,306)**	₱24,215,178	₱39,615,862

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 or 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 shall retrospectively become effective beginning July 1, 2020.

25. Earnings (Loss) per Share

Basic and diluted earnings (loss) per share are computed as follows:

	2020	2019	2018
Net income (loss) attributable to equity holders of the Parent Company	**(₱48,068,054)**	₱121,527,192	₱100,303,507
Divided by weighted average number of outstanding common shares	**2,133,680,000**	1,644,472,000	1,600,000,000
	(₱0.0225)	₱0.0739	₱0.0627

Diluted earnings (loss) per share equals the basic earnings (loss) per share as the Parent Company does not have any dilutive potential common shares at the end of each of the periods presented.

26. 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:

			Financing Cash Flows			
	2019	**Effect of PFRS 16**	**Proceeds**	**Payments**	**Interest**	**2020**
Notes payable	**₱191,104,137**	**₱–**	**₱35,500,000**	**(₱87,681,459)**	**₱–**	**₱138,922,678**
Mortgage payable	**4,670,660**	**–**	**2,168,000**	**(2,939,209)**	**–**	**3,899,451**
Lease liabilities	**120,222,331**	**(16,012,377)**	**–**	**(26,384,166)**	**11,395,516**	**89,221,304**
Due to related parties	**663,821**	**–**	**–**	**(663,821)**	**–**	**–**
	₱316,660,949	**(₱16,012,377)**	**₱37,668,000**	**(₱117,668,655)**	**₱11,395,516**	**₱232,043,433**

			Financing Cash Flows			
	2018	Effect of PFRS 16	Proceeds	Payments	Interest	2019
Notes payable	₱311,314,104	₱–	₱187,326,411	(₱307,536,378)	₱–	₱191,104,137
Lease liabilities	–	139,193,225	–	(29,449,542)	10,478,648	120,222,331
Mortgage payable	5,961,408	–	1,564,000	(2,854,748)	–	4,670,660
Due to related parties	22,116,380	–	75,331,166	(96,783,725)	–	663,821
	₱339,391,892	₱139,193,225	₱264,221,577	(₱436,624,393)	₱10,478,648	₱316,660,949

27. Financial Instruments Risk Management Objectives and Policies

The Group's financial instruments comprise cash and cash equivalents, trade and other receivables, due from related parties, construction bond, trade and other payables (excluding statutory payable), notes payable, mortgage payable, lease liabilities, due to related parties and dividends payable. 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:

	2020	2019
Cash and cash equivalents	**₱350,824,146**	₱853,266,354
Trade and other receivables	**104,404,733**	83,899,882
Due from related parties	**139,903,014**	114,745,318
Construction bond	**2,857,541**	2,485,841
	₱597,989,434	₱1,054,397,395

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:

	2020				
	Neither Past Due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but Not Impaired**	**Impaired**	**Total**
Cash and cash equivalents	**₱350,824,146**	**₱–**	**₱–**	**₱–**	**₱350,824,146**
Trade and other receivables	**–**	**104,404,733**	**–**	**4,991,503**	**109,396,236**
Due from related parties	**–**	**139,903,014**	**–**	**–**	**139,903,014**
Construction bond	**–**	**2,857,541**	**–**	**–**	**2,857,541**
	₱350,824,146	**₱247,165,288**	**₱–**	**₱4,991,503**	**₱602,980,937**

	2019				
	Neither Past Due nor Impaired				
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	Total
Cash and cash equivalents	₱853,266,354	₱–	₱–	₱–	₱853,266,354
Trade and other receivables	–	83,566,374	–	333,508	83,899,882
Due from related parties	–	114,745,318	–	–	114,745,318
Construction bond	–	2,485,841	–	–	2,485,841
	₱853,266,354	₱200,797,533	₱–	₱333,508	₱1,054,397,395

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 and other receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Trade and other 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 ₱5.0 million and ₱0.3 million as at December 31, 2020 and 2019, 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 and due from related parties, 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.

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 13 and 14, 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:

	2020					
	Payable on Demand	**1 to 120 Days**	**121 to 240 Days**	**241 to 360 Days**	**Over 360 Days**	**Total**
Trade and other payables*	**₱–**	**₱47,433,626**	**₱–**	**₱–**	**₱–**	**₱47,433,626**
Notes payable	**–**	**73,000,000**	**10,922,678**	**55,000,000**	**–**	**138,922,678**
Mortgage payable	**–**	**1,245,578**	**721,232**	**728,195**	**1,204,446**	**3,899,451**
Lease liabilities	**501,067**	**10,209,378**	**10,209,378**	**10,209,378**	**61,371,434**	**92,500,635**
Future interests	**–**	**1,135,307**	**219,448**	**37,761**	**43,200**	**1,435,716**
	₱501,067	**₱133,023,889**	**₱22,072,736**	**₱65,975,334**	**₱62,619,080**	**₱284,192,106**

** Except statutory payable.*

	2019					
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	Total
Trade and other payables*	₱–	₱114,937,692	₱–	₱–	₱–	₱114,937,692
Notes payable	–	24,137,404	73,582,321	18,114,515	75,269,897	191,104,137
Mortgage payable	–	956,006	752,095	613,714	2,348,845	4,670,660
Lease liabilities	–	11,341,629	11,655,486	11,562,845	107,024,299	141,584,259
Future interests	–	1,099,088	505,078	482,420	1,457,607	3,544,193
Due to related parties	663,281	–	–	–	–	663,281
	₱663,281	₱152,471,819	₱86,494,980	₱30,773,494	₱186,100,648	₱456,504,222

** Except statutory payable.*

28. Fair Value Measurement

The table below presents the carrying amounts and fair values of the Group's financial instruments as follows:

	2020		2019	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets at Amortized Cost				
Cash and cash equivalents	**₱350,824,146**	**₱350,824,146**	₱853,266,354	₱853,266,354
Trade and other receivables	**104,404,733**	**104,404,733**	83,566,374	83,566,374
Due from related parties	**139,903,014**	**139,903,014**	114,745,318	114,745,318
Construction bond	**2,857,541**	**2,857,541**	2,485,841	2,485,841
	₱597,989,434	**₱597,989,434**	₱1,054,063,887	₱1,054,063,887
Financial Liabilities at Amortized Cost				
Trade and other payables*	**₱47,661,005**	**₱47,661,005**	₱114,937,692	₱114,937,692
Notes payable	**138,922,678**	**138,922,678**	191,104,137	151,707,484
Lease liabilities	**89,221,304**	**90,412,634**	120,222,331	127,027,608
Mortgage payable	**3,899,451**	**3,899,451**	4,670,660	4,893,118
Due to related parties	**–**	**–**	663,821	663,821
	₱279,704,438	**₱280,895,768**	₱431,598,641	₱399,229,723

** Except 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 and Other Receivables, Due from Related Parties, Construction Bond, Trade and Other Payables (Except Statutory Payable), Due to Related Parties and Dividends Payable. The carrying amounts of these financial instruments approximate their fair values due to the relatively short-term maturity of these financial instruments.

Notes Payable, 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 notes and mortgage payable range from 2.42% to 3.76%, while rates applied to lease liabilities range from 7.30% to 8.35%.

29. **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 2020, 2019 and 2018.

BOA/PRC Accreditation No. 4782
October 4, 2018, valid until August 15, 2021
SEC Accreditation No. 0207-FR-3 (Group A)
August 29, 2019, valid until August 28, 2022

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REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY CONSOLIDATED FINANCIAL STATEMENTS FOR FILING WITH THE SECURITIES AND EXCHANGE COMMISSION

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

We have audited the consolidated financial statements of FRUITAS HOLDINGS, INC. (the "Parent Company" and subsidiary of LUSH PROPERTIES, INC.) and Subsidiaries as at December 31, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018, on which we have rendered our report dated April 10, 2021.

In compliance with the Revised Securities Regulation Code Rule 68, we are stating that the Parent Company has 124 stockholders and 131 stockholders owning one hundred (100) or more shares each as at December 31, 2020 and 2019, respectively.

REYES TACANDONG & CO.

WILSON P. TEO
Partner
CPA Certificate No. 92765
Tax Identification No. 191-520-944-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 92765-SEC Group A
Issued January 28, 2020
Valid for Financial Periods 2019 to 2023
BIR Accreditation No. 08-005144-014-2020
Valid until January 1, 2023
PTR No. 8534283
Issued January 5, 2021, Makati City

April 10, 2021
Makati City, Metro Manila

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, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018, and have issued our report thereon dated April 10, 2021.

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, 2020
- Reconciliation of Retained Earnings Available for Dividend Declaration as at December 31, 2020
- Schedule for Listed Companies with a Recent Offering of Securities to the Public as at December 31, 2020
- Conglomerate Map as at December 31, 2020

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.

WILSON P. TEO
Partner
CPA Certificate No. 92765
Tax Identification No. 191-520-944-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 92765-SEC Group A
Issued January 28, 2020
Valid for Financial Periods 2019 to 2023
BIR Accreditation No. 08-005144-014-2020
Valid until January 1, 2023
PTR No. 8534283
Issued January 5, 2021, Makati City

April 10, 2021
Makati City, Metro Manila

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

SUPPLEMENTARY SCHEDULES AS REQUIRED BY PART II of THE REVISED SRC RULE 68
DECEMBER 31, 2020

N/A - Not applicable

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

SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2020

Description	Number of Shares or Principal Amount of bonds and notes	Amount Shown in the Statement of Financial Position	Income received and accrued
Cash in banks	–	₱148,853,555	₱4,560,955
Short-term placements	–	198,140,407	10,846,119
Trade and other receivables	–	104,404,733	–
Due from related parties	–	139,903,014	–
Construction bond	–	2,857,541	–
		₱594,159,250	₱15,407,074

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

SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2020

	Balance at beginnning of year	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of year
Due from related parties	₱114,745,318	₱25,157,696	₱–	₱ –	₱139,903,014	₱–	₱139,903,014

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

SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS
DECEMBER 31, 2020

			Ending Balance				
Name and designation of debtor	Balance at beginnning of year	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of year
Due from related parties	₱134,745,318	₱69,727,194	₱–	₱–	₱204,472,512	₱–	₱204,472,512

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

SCHEDULE D - LONG-TERM DEBT
DECEMBER 31, 2020

Title of Issue and Type of Obligation	Amount Shown as Current	Amount Shown as Long-Term	Total
Notes payable	₱138,922,678	₱–	₱138,922,678
Mortgage payable	2,695,005	1,204,446	3,899,451
	₱141,617,683	₱1,204,446	₱142,822,129

Note: The terms, interest rates, collaterals and other relevant information are shown in the Notes 13 and 14 to the Consolidated Financial Statements.

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

SCHEDULE G - CAPITAL STOCK
DECEMBER 31, 2020

				Number of shares held by		
Title of issue	**Number of shares authorized**	**Number of shares issued and outstanding at shown under related balance sheet caption**	**Number of shares reserved for options, warrants, conversion and other rights**	**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	–	–	1,357,864,010	775,815,990

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

SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

DECEMBER 31, 2020

Parent Company's unappropriated retained earnings, as adjusted to available for dividend declaration, at beginning of year	₱167,143,586
Add net income actually earned/realized during the year:	
Net loss during the year closed to retained earnings	38,940,137
Provision for income tax - deferred	2,192,280
	41,132,417
Total unappropriated retained earnings	208,276,003
Less dividends declared during the year	(21,336,800)
Parent Company's unappropriated retained earnings at end of year available for dividend declaration	₱186,939,203

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

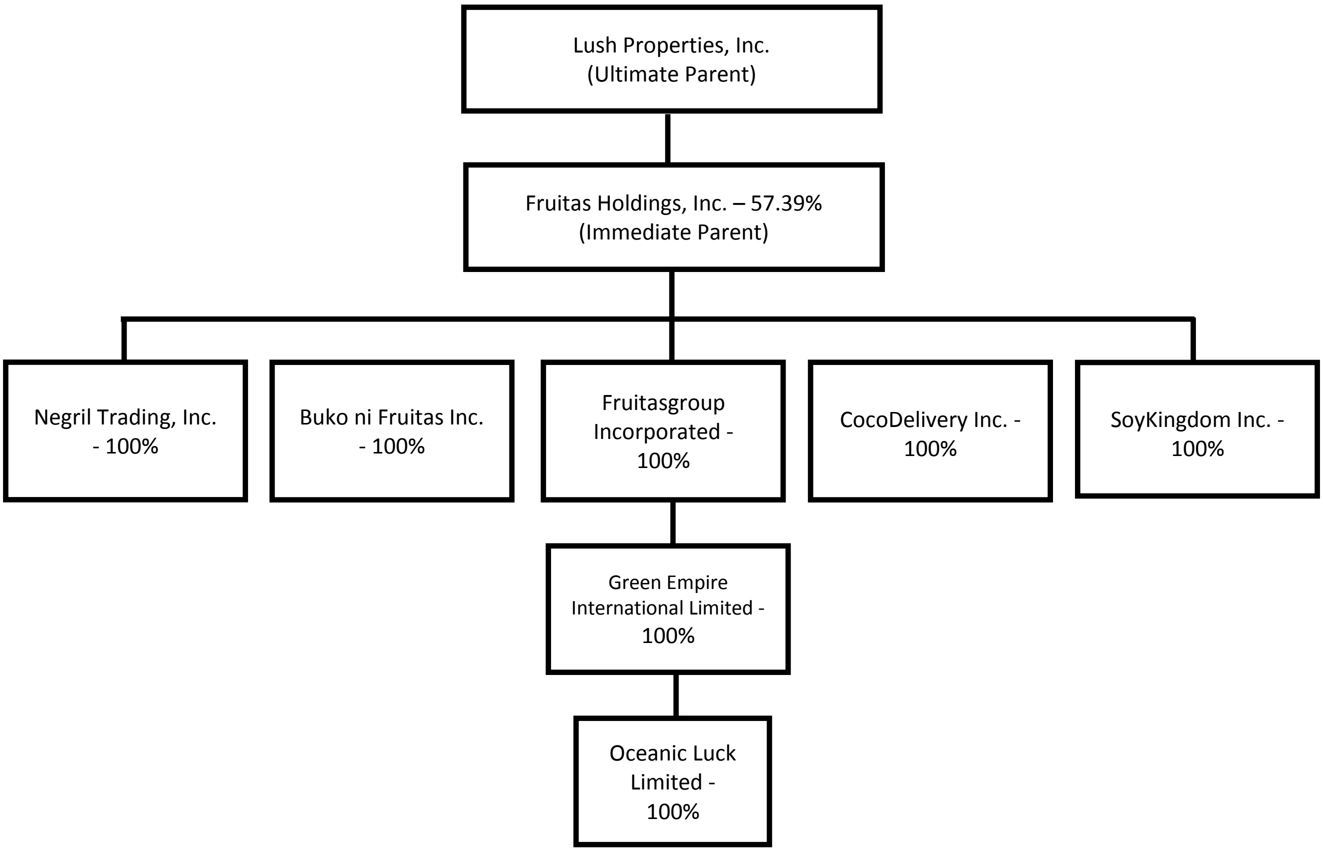
SCHEDULE FOR LISTED COMPANIES WITH A RECENT OFFERING OF SECURITIES TO THE PUBLIC

DECEMBER 31, 2020

	Estimated	Actual
Gross Proceeds	**₱896,548,800**	**₱896,548,800**
Offer Expenses	**(76,500,000)**	**(72,464,600)**
Net Proceeds	**820,048,800**	**824,084,200**
Use of Proceeds		
Store network expansion and store improvement program	(158,048,800)	(35,947,878)
Debt repayment	(175,000,000)	(174,732,180)
Investment or advances to subsidiaries for working capital	(147,000,000)	(146,657,896)
Acquisition of head office of FHI	(145,000,000)	(141,875,050)
Acquisition opportunities and introduction of new concepts	(135,000,000)	(18,493,996)
Commissary expansion	(60,000,000)	(30,094,803)
Balance of amounts infused in subsidiaries	–	(53,709,607)
	(820,048,800)	**(601,511,410)**
Unapplied Proceeds	**₱–**	**₱222,572,790**

FRUITAS HOLDINGS, INC.
AND SUBSIDIARIES

CONGLOMERATE MAP
DECEMBER 31, 2020



BOA/PRC Accreditation No. 4782
October 4, 2018, valid until August 15, 2021
SEC Accreditation No. 0207-FR-3 (Group A)
August 29, 2019, valid until August 28, 2022

BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas
Makati City 1226 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

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, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018, and have issued our report thereon dated April 10, 2021. 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, 2020 and 2019 and for the years ended December 31, 2020 and 2019 and no material exceptions were noted.

REYES TACANDONG & CO.

WILSON P. TEO
Partner
CPA Certificate No. 92765
Tax Identification No. 191-520-944-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 92765-SEC Group A
Issued January 28, 2020
Valid for Financial Periods 2019 to 2023
BIR Accreditation No. 08-005144-014-2020
Valid until January 1, 2023
PTR No. 8534283
Issued January 5, 2021, Makati City

April 10, 2021
Makati City, Metro Manila

FRUITAS HOLDINGS, INC.
AND SUBSIDIARIES

FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2020

Below is a schedule showing financial soundness indicators of the Group as at and for the years ended December 31, 2020, 2019 and 2018.

	December 31		
	2020	2019	2018
CURRENT/LIQUIDITY RATIO			
Current assets	**₱778,249,167**	₱1,217,687,467	₱500,635,585
Current liabilities	**228,298,348**	309,551,149	497,442,860
Current Ratio	**3.41**	3.93	1.01
ACID TEST RATIO			
Quick assets	**₱595,131,893**	₱1,051,578,046	₱448,610,910
Current liabilities	**228,298,798**	309,551,149	497,442,860
Acid Test Ratio	**2.61**	3.40	0.90
SOLVENCY RATIO			
Net income before depreciation and Amortization	**₱70,420,251**	₱126,089,359	₱153,729,599
Total liabilities	**305,791,231**	484,818,811	530,669,295
Solvency Ratio	**0.23**	0.26	0.29
DEBT-TO-EQUITY RATIO			
Total liabilities	**₱305,791,231**	₱484,818,811	₱530,669,295
Total equity	**1,238,249,905**	1,311,594,562	373,730,493
Debt-to-Equity Ratio	**0.25**	0.37	1.42
ASSET-TO-EQUITY RATIO			
Total assets	**₱1,544,041,136**	₱1,796,413,373	₱904,399,788
Total equity	**1,238,249,905**	1,311,594,562	373,730,493
Asset-to-Equity Ratio	**1.25**	1.37	2.42
INTEREST-COVERAGE RATIO			
Earnings before interest and taxes	**(₱52,026,518)**	₱184,407,333	₱154,789,168
Interest expense	**20,658,602**	38,664,963	16,065,157
Interest-Coverage Ratio	**(2.52)**	4.77	9.64
PROFITABILITY RATIO			
Net income (loss) attributable to equity holders of the Parent Company	**(₱48,068,054)**	₱121,527,192	₱100,303,507
Average equity	**1,274,922,234**	842,634,922	346,328,900
Return on Equity	**(0.04)**	0.14	0.29

	December 31		
	2020	2019	2018
RETURN ON ASSETS			
Net income (loss)	**(₱48,068,054)**	₱121,527,192	₱100,303,507
Average assets	**1,670,227,255**	1,350,406,581	816,778,951
Return on Assets	**(0.03)**	0.09	0.12
NET PROFIT MARGIN			
Net income (loss)	**(₱48,068,054)**	₱121,527,192	₱100,303,507
Revenue	**891,847,222**	1,945,184,563	1,579,205,736
Net Profit Margin	**(0.05)**	0.06	0.06

COMPANY NAME : FRUITAS HOLDINGS, INC.

LIST OF TOP 100 STOCKHOLDERS

As Of December 31, 2020

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & ISSUED SHARES PARTIALLY PAID	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
PCD NOMINEE CORP. (FILIPINO)	2,112,603,500	0	2,112,603,500	99.012
PCD NOMINEE CORP. (NON-FILIPINO)	18,437,500	0	18,437,500	0.864
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
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
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
SHIRLEY O YEK TAN	1,000	0	1,000	0.000
GRAND TOTAL (15)	2,133,680,000	0	2,133,680,000	

THIS IS A COMPUTER GENERATED REPORT AND IF ISSUED WITHOUT ALTERATION, DOES NOT REQUIRE ANY SIGNATURE.

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - FRUIT0000000

Business Date: December 29, 2020

BPNAME	HOLDINGS
FIRST METRO SECURITIES BROKERAGE CORP.	1,414,665,254
COL Financial Group, Inc.	178,379,876
AB CAPITAL SECURITIES, INC.	132,651,190
ANSALDO, GODINEZ & CO., INC.	84,382,000
BDO SECURITIES CORPORATION	41,892,763
BPI SECURITIES CORPORATION	31,741,124
PHILSTOCKS FINANCIAL INC	30,707,389
REGINA CAPITAL DEVELOPMENT CORPORATION	29,964,000
AAA SOUTHEAST EQUITIES, INCORPORATED	22,724,785
INVESTORS SECURITIES, INC,	14,372,000
STRATEGIC EQUITIES CORP.	11,412,000
ABACUS SECURITIES CORPORATION	10,403,351
SOCIAL SECURITY SYSTEM	7,336,900
UNICAPITAL SECURITIES INC.	6,751,168
PNB SECURITIES, INC.	5,763,000
SUMMIT SECURITIES, INC.	4,791,000
E. CHUA CHIACO SECURITIES, INC.	4,745,000
A & A SECURITIES, INC.	4,604,000
AP SECURITIES INCORPORATED	4,168,100
EASTERN SECURITIES DEVELOPMENT CORPORATION	4,086,000
ASTRA SECURITIES CORPORATION	3,982,000
LUCKY SECURITIES, INC.	3,404,000
UCPB SECURITIES, INC.	3,206,000
STANDARD CHARTERED BANK	3,115,000
QUALITY INVESTMENTS & SECURITIES CORPORATION	2,626,000
RCBC SECURITIES, INC.	2,474,000
GOLDSTAR SECURITIES, INC.	2,448,000
SB EQUITIES,INC.	2,431,000
PREMIUM SECURITIES, INC.	2,323,000
NEW WORLD SECURITIES CO., INC.	2,244,000
TRITON SECURITIES CORP.	2,150,000
WEALTH SECURITIES, INC.	2,081,000
F. YAP SECURITIES, INC.	2,075,490
SALISBURY BKT SECURITIES CORPORATION	2,073,000
EAGLE EQUITIES, INC.	2,008,000
DEUTSCHE BANK MANILA-CLIENTS A/C	2,000,000
MAYBANK ATR KIM ENG SECURITIES, INC.	1,937,000
WESTLINK GLOBAL EQUITIES, INC.	1,894,000
TOWER SECURITIES, INC.	1,694,010
BERNAD SECURITIES, INC.	1,640,000
YU & COMPANY, INC.	1,610,000
CHINA BANK SECURITIES CORPORATION	1,549,000
TIMSON SECURITIES, INC.	1,422,000
HDI SECURITIES, INC.	1,398,000
G.D. TAN & COMPANY, INC.	1,376,000
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	1,332,000
PAN ASIA SECURITIES CORP.	1,246,000
BELSON SECURITIES, INC.	1,232,000
R. NUBLA SECURITIES, INC.	1,196,600
R. COYIUTO SECURITIES, INC.	1,177,000

BPNAME	HOLDINGS
MERIDIAN SECURITIES, INC.	1,171,000
GLOBALINKS SECURITIES & STOCKS, INC.	1,112,000
EVERGREEN STOCK BROKERAGE & SEC., INC.	1,059,000
YAO & ZIALCITA, INC.	1,020,000
TANSENGCO & CO., INC.	1,008,000
VENTURE SECURITIES, INC.	980,000
PAPA SECURITIES CORPORATION	896,000
PNB TRUST BANKING GROUP	800,000
CLSA PHILIPPINES, INC.	798,000
STAR ALLIANCE SECURITIES CORP.	765,000
SunSecurities, Inc.	759,000
SECURITIES SPECIALISTS, INC.	746,000
MANDARIN SECURITIES CORPORATION	691,000
VALUE QUEST SECURITIES CORPORATION	667,000
MDR SECURITIES, INC.	625,000
UPCC SECURITIES CORP.	624,000
RTG & COMPANY, INC.	587,000
OPTIMUM SECURITIES CORPORATION	568,000
STANDARD SECURITIES CORPORATION	560,000
JSG SECURITIES, INC.	544,000
FIRST INTEGRATED CAPITAL SECURITIES, INC.	541,000
S.J. ROXAS & CO., INC.	494,000
CTS GLOBAL EQUITY GROUP, INC.	483,000
ASIASEC EQUITIES, INC.	471,000
BENJAMIN CO CA & CO., INC.	463,000
DIVERSIFIED SECURITIES, INC.	405,000
SOLAR SECURITIES, INC.	369,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	361,000
I. B. GIMENEZ SECURITIES, INC.	326,000
JAKA SECURITIES CORP.	305,000
R. S. LIM & CO., INC.	288,000
EQUITIWORLD SECURITIES, INC.	272,000
LUYS SECURITIES COMPANY, INC.	270,000
DAVID GO SECURITIES CORP.	266,000
INTRA-INVEST SECURITIES, INC.	264,000
DA MARKET SECURITIES, INC.	245,000
CAMPOS, LANUZA & COMPANY, INC.	224,000
CITIBANK N.A.	222,000
PHILIPPINE EQUITY PARTNERS, INC.	205,000
LITONJUA SECURITIES, INC.	201,000
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	174,000
FIDELITY SECURITIES, INC.	165,000
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	145,000
CUALOPING SECURITIES CORPORATION	142,000
MERCANTILE SECURITIES CORP.	139,000
BA SECURITIES, INC.	130,000
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	118,000
FIRST ORIENT SECURITIES, INC.	110,000
IGC SECURITIES INC.	108,000
APEX PHILIPPINES EQUITIES CORPORATION	70,000
H. E. BENNETT SECURITIES, INC.	60,000
AURORA SECURITIES, INC.	30,000
GUILD SECURITIES, INC.	27,000
ALAKOR SECURITIES CORPORATION	25,000
A. T. DE CASTRO SECURITIES CORP.	22,000
J.M. BARCELON & CO., INC.	10,000
VC SECURITIES CORPORATION	6,000
EAST WEST CAPITAL CORPORATION	4,000

BPNAME	HOLDINGS
ALPHA SECURITIES CORP.	3,000
LOPEZ, LOCSIN, LEDESMA & CO., INC.	3,000

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.

Annex C to the SEC Form 17-A: FHI Sustainability Report

Contextual Information

Company Details	
Name of Organization	Fruitas Holdings, Inc. (FHI or FRUIT)
Location of Headquarters	60 Cordillera St. corner E. Rodriguez Sr. Ave., Brgy. Doña Josefa, Quezon City
Location of Operations	Philippines
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	This report mainly covers FHI's business as a Holding Company and its investment to its three 100% owned subsidiaries namely Fruitasgroup, Inc. (FGI), Negril Trading, Inc. (NTI), Buko Ni Fruitas, Inc. (BNFI), Soykingdom, Inc. (SKI), and CocoDelivery, Inc. (CDI)
Business Model, including Primary Activities, Brands, Products, and Services	FHI, as a holding company, own investments in shares of stocks of FGI, NTI, BNFI, SKI, CDI, and in various shares of stocks of companies listed in the Philippine Stock Exchange. The Company also serves as a consultant to its subsidiaries to further improve the businesses.
Reporting Period	January 1 to December 31, 2020
Highest Ranking Person responsible for this report	Lester C. Yu – President and Chief Executive Officer

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.

Fruitas Holdings, Inc., as a holding Company, has minimal operations which focus on investments to its subsidiaries, other listed companies through the Philippine Stock Exchange, and different investment instruments through financial institutions. The sustainability of the company is emphasized on the strength of investments in the subsidiaries and the capital market which are expected to produce maximum levels for its shareholders. The report focuses on material topics relating to macroeconomic impact and the actions performed by the Company to manage risk and capitalize on possible opportunities.

In succeeding Sustainability Reports, the 3P's principles will be employed to identify other material topics:

a.) People – this involves the employees, stakeholders, external customers, and other related groups and individuals directly involved in the Company and subsidiaries.

b.) Planet – this involves the environment and how the Company directly and indirectly impacts through its operations c.) Profit – this involves the financial health of the Company to ensure sustainability of operations

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	54,035,978	PhP
Direct economic value distributed:		
a. Operating costs	6,535,513	PhP
b. Taxes given to government	2,631,578	PhP
c. Interest payments to loan providers	3,324,252	Php
d. Dividends given to stockholders	21,336,800	PhP

Note: Refers to Fruitas Holdings, Inc. as parent company

Direct Economic Value
Discussion on Impact, Risks, and Management Approach

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 2021, FHI has around 1,000 stores across the Philippines generally located in prime commercial establishments and institutions. Due to the global pandemic, the Group has started to shift its business by opening Community stores which are generally larger in format and located outside commercial centers but near residential and commercial areas. These Community stores, bannered by the brands Babot's Farm and Soy & Bean, carry several fresh and healthy products of the Group. Since its establishment, FHI and its subsidiaries 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, 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, Inc. ("FGI"), operates 2 food parks which are both situated in Quezon City, Philippines. FHI recognizes the following risks and implements several management approaches to mitigate the identified risks.

1. Macro-environmental Risks in the Philippines

The Philippines as a developing economy, is vulnerable to various macro-environmental risks such as politics, economy, social, and technology which can affect the operations of the Company. Several issues, including the global pandemic, have plagued the country over the year which significantly affected the health of the economy as represented by the decreased GDP growth, increased unemployment, higher interest rates, greater volatility, high interest days, and low levels in the stock exchange. The health of the economy and current environmental situation may affect the financial performance of the Company.

2. Risk on Investments in Subsidiaries

The Company has 100% ownership of five subsidiaries namely Fruitasgroup, Inc., Negril Trading, Inc., Buko Ni Fruitas, Inc., Soykingdom, Inc., and CocoDelivery, Inc. Since the company's main revenue stream comes from dividends paid by the subsidiaries, negative effects in the operations of these subsidiaries will also affect the financial performance of the Company. The optimum efficiency in operations and financial performance in the subsidiary level will yield greater positive revenue to FHI.

3. Financial Risk

The main financial risks arising from the Company's financial investments are liquidity risk, market risk, and interest rate risk.

Liquidity risk involves the capability of the Company to meet its short-term financial obligations. The Company has substantial investments in its subsidiaries which may not be readily convertible to liquid assets necessary to meet urgent financial requirements.

Market risk focuses on the volatility in the market as reflected in price adjustments which affects possible earnings on future earnings and fair market values. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices, and other market changes. The Company's market risk emanates from its investment in different financial instruments.

The Company's exposure to market risk for change in fixed interest rates relates primarily to the Company's money market placements and debt securities.

To mitigate these risks, FHI closely monitors macro-environmental issues which include politics, legal, environmental, that may have impact to the Company and its investments. In addition, the Company also serves as a consultant to its subsidiaries to ensure the optimum level of operational and financial performance to yield maximum values.

FHI monitors and manages its cash position and overall liquidity position to mitigate financial risks. The Company maintains a sufficient level of cash and cash equivalents to ensure continuity of operations and to reduce impacts of fluctuations in cash flows.

FHI constantly monitors the values of its securities and all other factors which could directly or indirectly affect the prices of these instruments. In the event of a projected drop in the equity and securities portfolio, the Company is equipped to take action and grab better opportunities to sustain optimal values.

Discussion of Opportunities

FHI continues to explore potential opportunities in the capital market by building up on its reputation as a prominent holding company through its profitable subsidiaries and successful acquisitions.

Climate-related risks and opportunities

As a holding Company, FHI is not directly at risk of climate-related threats. However, FHI Board of Directors continues to examine and consider high-level risks and opportunities of the Company. At present, the Company alone does not have formal climate-related risk strategies and metrics aside from the ones imposed and followed in the subsidiary level. Nonetheless, the Company will consider adopting a formal enterprise risk management program.

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	N/A	%

The current direct operations of FHI do not involve spending significantly on local suppliers

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	N/A	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	N/A	%
Percentage of directors and management that have received anti-corruption training	N/A	%
Percentage of employees that have received anti-corruption training	N/A	%

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

Currently, the Company does not have a specific program on Anti-corruption aside from the procedures stipulated in the Corporate Governance. Over the years until the end of 2020, the Company did not have any instances of corruption within the organization. Despite the clean record on corruption, the Company will consider to craft a specific program on Anti-corruption within the organization and with business partners to prevent this malicious practice from happening.

ENVIRONMENT

Resource Management

FHI's subsidiaries follow best practices in environment management to manage and mitigate impacts in the environment. They implement waste reduction and proper disposal protocols to minimize adverse effects in their respective territories. Subsidiaries also encourage and welcome ideas and collaborations to further decrease the impact of operations in the environment.

FHI is set to consolidate the data on resource and environmental management of the subsidiaries and will report on these in the succeeding Sustainability Reports as the Group is constrained by the on-going community quarantine which started in March 2020.

Energy consumption within the organization:

Disclosure	**Quantity**	**Units**
Energy consumption (renewable sources)	N/A	GJ
Energy consumption (gasoline)	N/A	GJ
Energy consumption (LPG)	N/A	GJ
Energy consumption (diesel)	N/A	GJ
Energy consumption (electricity)	N/A	kWh

Reduction of energy consumption:

Disclosure	**Quantity**	**Units**
Energy reduction (gasoline)	N/A	GJ
Energy reduction (LPG)	N/A	GJ
Energy reduction (diesel)	N/A	GJ
Energy reduction (electricity)	N/A	kWh
Energy reduction (gasoline)	N/A	GJ

Water consumption within the organization

Disclosure	**Quantity**	**Units**
Water withdrawal	N/A	Cubic meters
Water consumption	N/A	Cubic meters
Water recycled and reused	N/A	Cubic meters

Materials used by the organization

Disclosure	**Quantity**	**Units**
Materials used by weight or volume	N/A	
• renewable	N/A	kg/liters
• non-renewable	N/A	kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services	N/A	%

Ecosystem and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	**Quantity**	**Units**
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	N/A	
Habitats protected or restored	N/A	ha
IUCN[1] Red List species and national conservation list species with habitats in areas affected by operations	N/A	

[1] International Union for Conservation of Nature

Environmental Impact Management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	N/A	Tonnes CO_2e
Energy indirect (Scope 2) GHG Emissions	N/A	Tonnes CO_2e
Emissions of ozone-depleting substances (ODS)	N/A	Tonnes

Air pollutants

Disclosure	Quantity	Units
NO_x	N/A	kg
SO_x	N/A	kg
Persistent organic pollutants (POPs)	N/A	kg
Volatile organic compounds (VOCs)	N/A	kg
Hazardous air pollutants (HAPs)	N/A	kg
Particulate matter (PM)	N/A	kg

Solid and Hazardous Wastes

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated	N/A	kg
Reusable	N/A	kg
Recyclable	N/A	kg
Composted	N/A	kg
Incinerated	N/A	kg
Residuals/Landfilled	N/A	kg

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	N/A	kg
Total weight of hazardous waste transported	N/A	kg

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	N/A	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	N/A	#
No. of cases resolved through dispute resolution mechanism	N/A	#

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees[2]	6	
a. Number of female employees	3	#
b. Number of male employees	3	#
Attrition rate[3]	0.0%	rate
Ratio of lowest paid employee against minimum wage	2.5	ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	100%	100%
PhilHealth	Y	100%	100%
Pag-ibig	Y	100%	100%
Parental leaves	N		
Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	N		
Housing assistance (aside from Pag-ibig)	N		
Retirement fund (aside from SSS)	N		
Further education support	N		
Company stock options	N		
Telecommuting	N		
Flexible-working Hours	N		
(Others)			

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees	100	hours
b. Male employees	100	hours
Average training hours provided to employees		
a. Female employees	33	hours/employee
b. Male employees	33	hours/employee

[2] Employees are individuals who are in an employment relationship with the organization, according to national law or its application (GRI Standards 2016 Glossary)

[3] Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	0	%
Number of consultations conducted with employees concerning employee-related policies	0	#

Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	50.00%	%
% of male workers in the workforce	50.00%	%
Number of employees from indigenous communities and/or vulnerable sector*	0	#

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours		Man-hours
No. of work-related injuries	0	#
No. of work-related fatalities	0	#
No. of work related ill-health	0	#
No. of safety drills	0	#

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	0	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	N	

There are no specific company policies which disallow violation of labor laws and human rights but the Company practices professionalism in all business endeavors. The Company values the importance of a secure and safe working environment which is reflected in the Company policies. The policies imposed and followed by the Company are bounded by the Philippine law which includes protection of workers and human rights.

Supply Chain Management

The Company does not have direct suppliers due to the nature of the business however, FHI encourages its subsidiaries to consider sustainability factors when dealing with their suppliers.

The Company acknowledges the relevance of good business practices to ensure the continuity of its supply chain.

FHI is set to consolidate the data on supply chain management of the subsidiaries and will report on these in the succeeding Sustainability Reports.

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance	N/A	
Forced labor	N/A	
Child labor	N/A	
Human rights	N/A	
Bribery and corruption	N/A	

Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: ______________

Certificates	Quantity	Units
FPIC process is still undergoing	N/A	#
CP secured	N/A	#

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	N/A	

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	N/A	#
No. of complaints addressed	N/A	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	N/A	#
No. of complaints addressed	N/A	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	N/A	#
No. of complaints addressed	N/A	#
No. of customers, users and account holders whose information is used for secondary purposes	N/A	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	N/A	#

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs
Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
Investment in stocks and capital market	FHI's investment in stocks contributes to SDG 9 by helping companies finance projects that will boost their operations.	The lack of proper risk management may consequently result in negative impact to financed businesses and investments	FHI closely monitors the various economic, political, and financial risks that my affect the Company.
Fresh and healthy food and beverage	FHI's subsidiaries manufacture and serve fresh and healthy products which contribute to SDG 2 and 3 by promoting good health and well-being.	Mismanagement of fresh and healthy products may result to negative impacts in health upon consumption	Subsidiaries make sure to serve products at its optimum state always. The companies also provide specific nutritional facts and proper product maintenance to ensure the quality of the products.

** None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*

ANNEX : B-1

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **BAMBI MAUREEN E. DONATO**, Filipino, of legal age and a resident of **1 VERDE DE PASADENA TOWNHOMES, PASADENA DRIVE, SAN JUAN**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **FRUITAS HOLDINGS, INC.** and have been its independent director since 2019.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Linq Academy Education Services, Inc.	Program and Marketing Manager	May 2015 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FRUITAS HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of **FRUITAS HOLDINGS, INC. and any of its subsidiaries** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FRUITAS HOLDINGS, INC.** of any changes in the abovementioned information within five days from its occurrence.

JUN 09 2021

Done, this ________ day of __________, at ________________.

Bambi Maureen E. Donato

SUBSCRIBED AND SWORN to before me this ____ day of JUN 09 2021 ____ at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her ____________ issued at ____________ on ____________.

ATTY. MA. PERLITA P. CABRERA
Notary Commission ... Dec 2021
PTR No. ... 1-04-21, Q.C
IBP O.R. No. ...; 1-04-21, Q.C
Roll of Attorneys No. 44573
MCLE Compliance No. ...026703
(Valid until April 14, 2022)

Doc. No. 142;
Page No. 49;
Book No. XIX;
Series of 2021;

ANNEX: B-2

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DENNIS T. BENG HUI**, Filipino, of legal age and a resident of **104A VALENCIA HILLS CONDOMINIUM, N. DOMINGO ST., VALENCIA, QUEZON CITY**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **FRUITAS HOLDINGS, INC.** and have been its independent director since 2019.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE.
Technopoly Inc.	Managing Director and Co-Founder	2013 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FRUITAS HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of **FRUITAS HOLDINGS, INC. and any of its subsidiaries** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FRUITAS HOLDINGS, INC.** of any changes in the abovementioned information within five days from its occurrence.

Done, this ________ day of __________, at ________________.

QUEZON CITY

Dennis T. Beng Hui

JUN 09 2021

SUBSCRIBED AND SWORN to before me this ______ day of ____________ at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her ____________________ issued at ____________________ on ____________________.

Doc. No. 244;
Page No. 49;
Book No. XIX;
Series of 2021;

ATTY. MA. PERLITA P. CABRERA
Notarial Commission expires on 31 Dec 2021
PTR No. 0680158, 1-04-21, Q.C
IBP O.R. No. 141082, 1-04-21, Q.C
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)

ANNEX: B-3

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **SHIRLEY O. TAN**, Filipino, of legal age and a resident of **4 MADELAINE ST., PARKWAY VILLAGE, BRGY. APOLONIO SAMSON, QUEZON CITY**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **FRUITAS HOLDINGS, INC.** and have been its independent director since 2019.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Bank of Makati	Corporate Treasurer	Jan. 2003 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FRUITAS HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of **FRUITAS HOLDINGS, INC. and any of its subsidiaries** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FRUITAS HOLDINGS, INC.** of any changes in the abovementioned information within five days from its occurrence.

JUN 0 9 2024

Done, this ________ day of __________, at ________________.

Shirley O. Tan

SUBSCRIBED AND SWORN to before me this JUN 09 2021 day of 2021 at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her ______ issued at ______ on ______.

ATTY. MA. PERLITA P. CABRERA
Notarial Commission ... Dec 2021
PTR No. ... 1-04-21, Q.C
IBP O.R. No. ... 1-04-21, Q.C
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)

Doc. No. 242;
Page No. 49;
Book No. XIX;
Series of 2021;

ANNEX: B-4

FRUITAS HOLDINGS, INC.

No. 60 Cordillera St., Brgy. Doña Josefa
Quezon City, Philippines 1113

SECRETARY'S CERTIFICATE

I, **MARVIN C. YU**, of legal age, Filipino, and with office address at No. 60 Cordillera St., Brgy. Doña Josefa, Quezon City, Philippines, 1113, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and incumbent Corporate Secretary of **FRUITAS HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at No. 60 Cordillera St., Brgy. Doña Josefa, Quezon City, Philippines, 1113;

2. None of the following Directors or Officers of the Corporation is connected with any government agencies or its instrumentalities:

Name	Position
Rogelio M. Guadalquiver	Chairman
Lester C. Yu	Director, President, and Chief Executive Officer
Calvin F. Chua	Director and Chief Financial Adviser
Madelene T. Sayson	Director and Chief Operating Officer
Bambi Maureen E. Donato	Independent Director
Dennis T. Beng Hui	Independent Director
Shirley O. Tan	Independent Director
Roselyn A. Legaspi	Managing Director – Visayas and Mindanao
Juneil Dominic P. Torio	Chief Financial Officer, Treasurer, and Investor Relations Officer
Lerma C. Fajardo	Deputy Chief Financial Officer and Comptroller
Rushell A. Salvador	Vice President – Compliance Officer
Marvin C. Yu	Corporate Secretary

3. This certification is being issued to attest to the truth of the foregoing statements and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 28 2021 in QUEZON CITY.

Marvin

MARVIN C. YU
Corporate Secretary

SUBSCIRBED AND SWORN to before me this JUN 28 2021 in QUEZON CITY, affiant exhibiting and presenting to me competent evidence of identity, ____________ issued by the ____________ on ____________ valid until ____________.

Doc No. 390;
Page No. 79;
Book No. XXI;
Series of 2021.

ATTY. MA. PERLITA P. CABRERA
Notarial Commission expires on 31 Dec 2021
PTR No. 0660158 / 1-04-21, Q.C
IBP O.R. No. 141032, 1-04-21, Q.C
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)

COMPANY NAME : FRUITAS HOLDINGS, INC.

ANNEX: C-1

LIST OF ALL STOCKHOLDERS
As Of May 31, 2021

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & ISSUED SHARES PARTIALLY PAID	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
PCD NOMINEE CORP. (FILIPINO)	2,118,073,286	0	2,118,073,286	99.269
PCD NOMINEE CORP. (NON-FILIPINO)	12,953,706	0	12,953,706	0.607
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 (20)	2,133,680,000	0	2,133,680,000	100.000

THIS IS A COMPUTER GENERATED REPORT AND IF ISSUED WITHOUT ALTERATION, DOES NOT REQUIRE ANY SIGNATURE.

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - FRUIT00000000

Business Date: March 31, 2021

BPNAME	HOLDINGS
FIRST METRO SECURITIES BROKERAGE CORP.	1,407,811,306
COL Financial Group, Inc.	152,102,906
AB CAPITAL SECURITIES, INC.	129,675,396
ANSALDO, GODINEZ & CO., INC.	89,997,000
BDO SECURITIES CORPORATION	45,399,969
BPI SECURITIES CORPORATION	31,395,019
REGINA CAPITAL DEVELOPMENT CORPORATION	27,290,266
ABACUS SECURITIES CORPORATION	25,145,351
PHILSTOCKS FINANCIAL INC	23,201,968
AAA SOUTHEAST EQUITIES, INCORPORATED	17,449,785
INVESTORS SECURITIES, INC,	13,346,000
STRATEGIC EQUITIES CORP.	11,849,000
F. YAP SECURITIES, INC.	9,185,490
SUMMIT SECURITIES, INC.	8,099,000
AP SECURITIES INCORPORATED	7,652,100
SOCIAL SECURITY SYSTEM	7,336,900
UNICAPITAL SECURITIES INC.	6,895,426
LUCKY SECURITIES, INC.	5,504,000
CITIBANK N.A.	5,265,500
PREMIUM SECURITIES, INC.	5,223,000
PNB SECURITIES, INC.	4,957,000
SunSecurities, Inc.	4,053,000
ASTRA SECURITIES CORPORATION	3,982,000
QUALITY INVESTMENTS & SECURITIES CORPORATION	3,865,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,820,000
A & A SECURITIES, INC.	3,792,000
RCBC SECURITIES, INC.	3,593,000
CHINA BANK SECURITIES CORPORATION	3,492,000
UCPB SECURITIES, INC.	3,401,000
E. CHUA CHIACO SECURITIES, INC.	3,185,000
SB EQUITIES,INC.	2,908,000
TRITON SECURITIES CORP.	2,884,000
WEALTH SECURITIES, INC.	2,585,000
WESTLINK GLOBAL EQUITIES, INC.	2,546,000
YAO & ZIALCITA, INC.	2,230,000
PAPA SECURITIES CORPORATION	2,225,000
EAGLE EQUITIES, INC.	2,130,000
SALISBURY BKT SECURITIES CORPORATION	2,073,000
R. COYIUTO SECURITIES, INC.	2,008,000
DEUTSCHE BANK MANILA-CLIENTS A/C	2,000,000
MAYBANK ATR KIM ENG SECURITIES, INC.	1,719,000
STANDARD SECURITIES CORPORATION	1,688,000
MANDARIN SECURITIES CORPORATION	1,627,000
TOWER SECURITIES, INC.	1,554,010
TIMSON SECURITIES, INC.	1,485,000
NEW WORLD SECURITIES CO., INC.	1,394,000
JSG SECURITIES, INC.	1,350,000
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	1,332,000
BELSON SECURITIES, INC.	1,322,000

BPNAME	HOLDINGS
TANSENGCO & CO., INC.	1,320,000
PAN ASIA SECURITIES CORP.	1,281,000
PHILIPPINE EQUITY PARTNERS, INC.	1,262,000
G.D. TAN & COMPANY, INC.	1,211,000
GLOBALINKS SECURITIES & STOCKS, INC.	1,143,000
MERIDIAN SECURITIES, INC.	1,092,000
HDI SECURITIES, INC.	1,075,000
EVERGREEN STOCK BROKERAGE & SEC., INC.	1,074,000
STAR ALLIANCE SECURITIES CORP.	1,065,000
R. NUBLA SECURITIES, INC.	978,600
SOLAR SECURITIES, INC.	869,000
MDR SECURITIES, INC.	825,000
PNB TRUST BANKING GROUP	800,000
DIVERSIFIED SECURITIES, INC.	705,000
YU & COMPANY, INC.	663,000
SECURITIES SPECIALISTS, INC.	641,000
GOLDSTAR SECURITIES, INC.	624,000
OPTIMUM SECURITIES CORPORATION	613,000
S.J. ROXAS & CO., INC.	559,000
RTG & COMPANY, INC.	557,000
FIDELITY SECURITIES, INC.	545,000
BENJAMIN CO CA & CO., INC.	463,000
VALUE QUEST SECURITIES CORPORATION	459,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	445,000
VENTURE SECURITIES, INC.	385,000
FIRST INTEGRATED CAPITAL SECURITIES, INC.	341,000
ASIASEC EQUITIES, INC.	332,000
DA MARKET SECURITIES, INC.	330,000
I. B. GIMENEZ SECURITIES, INC.	311,000
JAKA SECURITIES CORP.	305,000
ALPHA SECURITIES CORP.	294,000
LUYS SECURITIES COMPANY, INC.	270,000
INTRA-INVEST SECURITIES, INC.	264,000
UPCC SECURITIES CORP.	258,000
DAVID GO SECURITIES CORP.	253,000
EQUITIWORLD SECURITIES, INC.	252,000
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	250,000
BERNAD SECURITIES, INC.	240,000
R. S. LIM & CO., INC.	234,000
CTS GLOBAL EQUITY GROUP, INC.	203,000
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	174,000
LITONJUA SECURITIES, INC.	160,000
CUALOPING SECURITIES CORPORATION	142,000
FIRST ORIENT SECURITIES, INC.	110,000
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	103,000
H. E. BENNETT SECURITIES, INC.	90,000
APEX PHILIPPINES EQUITIES CORPORATION	65,000
BA SECURITIES, INC.	60,000
MERCANTILE SECURITIES CORP.	60,000
CLSA PHILIPPINES, INC.	50,000
IGC SECURITIES INC.	48,000
AURORA SECURITIES, INC.	30,000
J.M. BARCELON & CO., INC.	25,000
ALAKOR SECURITIES CORPORATION	25,000
A. T. DE CASTRO SECURITIES CORP.	22,000
GUILD SECURITIES, INC.	17,000
CAMPOS, LANUZA & COMPANY, INC.	16,000

BPNAME	HOLDINGS
VC SECURITIES CORPORATION	6,000
EAST WEST CAPITAL CORPORATION	4,000
LOPEZ, LOCSIN, LEDESMA & CO., INC.	3,000

Total **2,131,026,992**

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.

ANNEX: D

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 17-Q

1 2 | 3 1

Month Day

Fiscal Year

FORM TYPE

Month Day

Annual Meeting

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

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended- 31 March 2021

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
Common	2,133,680,000

11. Are any or all of the securities listed on a Stock Exchange?
    Yes [✓] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:
    PHILIPPINE STOCK EXHANGE/COMMON SECURITIES

12. Indicate by check mark whether the registrant:

    (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
    Yes [✓] No [ ]

    (b) has been subject to such filing requirements for the past ninety (90) days.
    Yes [ ] No [✓]

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 thereunto duly authorized.

FRUITAS HOLDINGS, INC.

____
LESTER C. YU
President and Chief Executive Officer

____
JUNEIL DOMINIC P. TORIO
Chief Finance Officer and Treasurer, IRO

May 29, 2021

C O V E R   S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	2	0	1	5	0	3	0	1	4

C O M P A N Y   N A M E

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

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 Applicable	Department requiring the report	Secondary License Type, If
Q C F S	C R M D	N / A

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

Company's Email Address	Company's Telephone Number/s	Mobile Number
ipo.compliance@fruitasholdings.com	(02) 8 243-1741	0967 7824 286

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
124	Every Second Monday of June	December 31

CONTACT PERSON INFORMATION

Th: designated contact person ***MUST*** be an Officer of the C   poration

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Madelene Timbas-Sayson	madelene.sayson@fruitasholdings.com	(02) 8 243-1741	–

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.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which form part of this SEC Form 17-Q 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 the period ending March 2021 vs March 2020

Key Highlights

Revenues
The Group generated revenues of ₱261.4 million for the three months ended March 31, 2021 a 30.13% or ₱112.7 million decline from the same period in 2020, which closed at ₱374.1 million. The decline was still driven by the impact of the COVID-19 pandemic. The Group continues to strategically open and re-open stores patterned to the easing of quarantine restrictions.

Cost of Sales
Cost of sales for the three months ended March 31, 2021 closed at ₱102.7 million, 31.44 % or ₱47.1 million decline from the same period in 2020 which closed at ₱149.8 million. The decline is attributable mainly to the reduction of revenues, although the Group was able to improve its gross profit margin to 60.7% for the first three months of 2021 versus the 60.0% in the same period in 2020.

Operating Expenses
The Group's operating expenses settled at ₱178.9 million at the close of the first three months of 2021, a 12.7% or a ₱25.5 million decline from the same period in 2020 which settled at ₱201.4 million. The decline was attributed to the reduced business volume in 2021 and cost containment measures undertaken by the Group.

Income Tax Expense/ Benefits
The Group recognized ₱ 6.0 million income tax benefit in the first quarter of 2021, compared to the ₱6.2 million provision for income tax in the same period in 2020. Benefits from income tax for the three months of 2021 was primarily due to the taxable losses in the period..

Net income/ loss
Net loss for the three months ended March 31, 2021 closed at ₱15.5 million compared to the same period of the prior year of ₱14.5 million net income driven by the decrease in revenue despite the improvement in gross profit margin and reduction in operating expenses.

Financial Condition as of MARCH 31, 2021 versus DECEMBER 31, 2020

FRUIT had consolidated total assets of ₱1.52 billion as of March 31, 2021, a slight decrease from the total assets of ₱1.54 billion last December 2020.

Cash and cash equivalents

As of end March 2021, cash and cash equivalents totaled ₱279.6 million, down from ₱350.8 million as of end-2020 primarily as a result of continued restrictions of operations during the quarantine period. 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 ₱117.7 million as of March 31, 2021 compared to ₱104.4 million as of end-2020, an increase of 12.8% from the same period.

Inventories

As of March 31, 2021, inventories increased to ₱37.0 million from ₱35.0 million as of end-2020. The increase was attributed to the Group's initiative to continue opening and re-opening stores.

Property, plant, and equipment

Consolidated net property, plant, and equipment stood at ₱240.4 million as of March 31, 2021. Acquisition of property and equipment for the first three months of the year reached ₱27.9 million, which was invested in the building of new stores and improvements in the corporate office and commissary.

Trade and other payables

Trade and other payables decreased by 12.7% for the three months ending March 2021 to ₱48.5 million driven by the payment of trade payables for the purchase of inventories towards the end of 2020.

Notes payable

As of March 31, 2021, the Group's notes payable stood at ₱136.8 million, as deleveraging continued into the first quarter of 2021.

Equity

As of March 31, 2021, the Company's consolidated equity slightly decreased to ₱1.22 billion from ₱1.24 billion as of end-2020.

Cash Flow Summary

Net cash used in operating activities amounted to ₱37.4 million for the first three months of 2021.

Net cash used in investing activities was ₱25.7 million for the three months of 2021, driven by CAPEX.

Net cash used in financing activities was ₱8.2 million for the three months of 2021, as the Group paid down some notes payable and due to the roll forward of lease liabilities.

	Interim Three Months Ended March 31, 2021	**Interim Three Months Ended March 31, 2020**
Revenue Growth	(30.1%)	(11.5%)
Gross Profit Margin	60.7%	60.0%
Net Income/ Loss (₱ million)	(5.9%)	3.9%
	As of March 31, 2021	**As of December 31, 2020**
Current Ratio	3.36	3.41
Debt to Equity Ratio	0.24	0.25

FRUITAS HOLDINGS, INC. AND SUBSIDIARIES

(A Subsidiary of LUSH PROPERTIES, INC.)

Consolidated Financial Statements As at March 31,2021
and 2020 and for the Years Ended
March 31,2021 and December 31, 2020,

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes		As of March 31, 2021 (Unaudited)		As of December 31, 2020 (Audited)
ASSETS					
Current Assets					
Cash and cash equivalents	5	₱	279,550,893	₱	350,824,146
Trade and other receivables	6		117,727,975		104,404,733
Merchandise inventories	7		37,034,756		35,011,152
Due from related parties	15		137,673,097		139,903,014
Deposits and advance rentals			115,757,517		110,171,602
Other current assets	8		58,795,521		37,934,520
Total Current Assets			746,539,758		778,249,167
Noncurrent Assets					
Deferred input vat			1,779,449		1,791,459
Property and equipment	10		240,352,231		237,782,743
Intangible assets	11		213,407,830		213,603,422
Investment property	9		126,875,050		126,875,050
Advances to contractors			35,086,878		35,086,878
Right-of-use (ROU) assets	23		74,299,688		80,874,880
Net deferred tax assets			79,714,523		69,777,537
Total Noncurrent Assets			771,515,650		765,791,969
		₱	**1,518,055,408**	₱	**1,544,041,136**

	Notes		As of March 31, 2021 (Unaudited)		As of December 31, 2020 (Audited)
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	12	₱	48,468,810	₱	55,499,779
Current portion of:					
Notes payable	13		136,762,817		138,922,678
Mortgage payable	14		2,695,005		2,695,005
Lease liabilities	23		19,380,970		21,101,793
Income tax payable			14,886,403		10,079,093
Total Current Liabilities			222,194,005		228,298,348

(Forward)

Noncurrent Liabilities					
Noncurrent portion of:					
Notes payable	13		-		
Mortgage payable	14		509,001		1,204,446
Lease liabilities	23		64,469,347		68,119,511
Retirement benefits liability	16		8,168,926		8,168,926
Total Noncurrent Liabilities			73,147,274		77,492,883
Total Liabilities			295,341,279		305,791,231
Equity					
Capital stock	17		213,368,000		213,368,000
Additional paid-in capital			777,837,044		777,837,044
Retained earnings			181,170,761		196,706,537
Other equity reserves			51,252,779		51,252,779
Other comprehensive loss		-	914,455	-	914,455.00
Total Equity			1,222,714,129		1,238,249,905
		₱	**1,518,055,408**	₱	**1,544,041,136**

(See accompanying Notes to Consolidated Financial Statements)

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Notes		For the Quarter Ended March 2021 (Unaudited)		For the Quarter Ended March 2020 (Unaudited)
REVENUE	18	₱	261,374,182	₱	374,144,018
DIRECT COST	19		(102,729,044)		(149,830,722)
GROSS PROFIT			158,645,138		224,313,296
SELLING AND DISTRIBUTION EXPENSES	20		(141,776,266)		(157,855,727)
GENERAL AND ADMINISTRATIVE EXPENSES	21		(37,119,584)		(43,519,355)
INTEREST EXPENSE			(4,297,217)		(4,832,774)
OTHER INCOME-net	22		2,990,146		2,691,850
INCOME/ (LOSS) BEFORE INCOME TAX			(21,557,784)		20,797,290
PROVISION FOR INCOME TAX					
Current			3,914,979		6,236,336
Deferred	24		(9,936,987)		
			(6,022,008)		6,236,336
NET INCOME/ (LOSS)			(15,535,776)		14,560,954
OTHER COMPREHENSIVE LOSS					
Item not to be reclassified to profit or loss			-		-
Actuarial loss on retirement benefits liability (net of deferred income tax)					
TOTAL COMPREHENSIVE INCOME/ (LOSS)		₱	(15,535,776)	₱	14,560,954
NET INCOME ATTRIBUTABLE:					
Equity holders of the Parent Company			-		-
Non-controlling interests					
		₱	(15,535,776)	₱	14,560,954
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:					
Equity holders of the Parent Company			-		-
Non-controlling interests					
			(15,535,776)		14,560,954
Basic and Diluted Earnings (Loss) per share			(0.0073)		0.0068

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Notes		As of March 31, 2021 (Unaudited)		As of March 31, 2020 (Unaudited)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY					
Capital Stock					
Issued					
Balance at beginning of year	17	₱	213,368,000	₱	213,368,000
Issuances			-		
Effect of stock split					
Balance at end of year			213,368,000		213,368,000
Additional Paid-in Capital		₱	777,837,044	₱	777,837,044
Retained Earnings					
Balance at beginning of year, as previously reported			196,706,537		266,111,391
Gain from bargain purchase					
Balance at beginning of year			196,706,537		266,111,391
Net Income/ (Loss)			(15,535,776)		14,560,684
balance of R/E of acquired entity					(2,529,606)
Cash dividends					
Balance at end of year			181,170,761		278,142,469
Other Equity Reserves					
Balance at beginning of year			51,252,779		55,192,582
Excess value over cost of investments					(750,000)
Balance at end of year			51,252,779		54,442,582
Other Comprehensive Loss					
Not to be reclassified to profit or loss when realized					
Balance at beginning of year			(914,455)		(914,455)
Remeasurement adjustments on net retirement benefits liability, net of deferred tax					
			(914,455)		(914,455)
		₱	1,222,714,129	₱	1,322,875,640

(See accompanying Notes to Consolidated Financial Statements)

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes		As of March 31, 2021 (Unaudited)		As of March 31, 2020 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES					
Income before income tax		₱	(21,557,784)	₱	20,797,020
Adjustments for:					
Depreciation and amortization	10		32,107,624		29,859,085
Interest expense			4,297,217		4,832,774
Retirement benefits expense					
Interest income	22		(169,752)		(3,282,611)
Unrealized foreign exchange loss					
Gain from bargain purchase					
Income on market investments			(1,726,942)		
Operating income before working capital changes			12,950,363		52,206,268
Decrease (increase) in:					
Trade and other receivables	6		(13,323,242)		(5,648,088)
Merchandise inventories	7		(2,023,604)		18,696,005
Deposits and advance rentals			(5,585,915)		(29,212,510)
Other current assets	8		(20,861,001)		(4,530,750)
Unamortized input VAT			12,010		
Financial assets carried at FVPL			-		
Increase in trade and other payables			(7,030,969)		(19,799,659)
Net cash generated from operations			(35,862,357)		11,711,266
Income taxes paid			-		-
Interest paid			(1,677,943)		(2,048,589)
Interest received	22		169,752		1,782,611
Net cash flows from operating activities		₱	(37,370,549)	₱	11,445,288
CASH FLOWS FROM INVESTING ACTIVITIES					
Advances to related parties			-		(4,233,374)
Collections of due from related parties	15		2,229,917		
Acquisitions of:					
Property and equipment	10		(27,906,328)		(19,942,668)
Intangible assets			-		(7,492,707)
Loss/Income on market investments					1,500,000
Net cash flows from investing activities		₱	(25,676,411)	₱	(30,168,749)

(Forward)

	Note		2023		2022
CASH FLOWS FROM FINANCING ACTIVITIES					
Payments of:					
Notes payable	13		(2,159,861)		(14,657,891)
Due to related parties					
Lease liabilities	23		(5,370,987)		(5,752,374)
Mortgage payable	14		(695,445)		(795,439)
Advances from related parties			-		1,200,000
Net cash flows from financing activities		₱	(8,226,293)	₱	(20,005,704)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			-		
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS			(71,273,253)		(38,729,165)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR			350,824,146		853,266,354
CASH AND CASH EQUIVALENTS AT END OF YEAR		₱	279,550,893	₱	814,537,189

(See accompanying Notes to Consolidated Financial Statements)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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. *(doing business under the name and style of De Original Jamaican Pattie Shop & Juice Bar)* (NTI)	June 20, 1990
Buko ni Fruitas Inc. (BNFI)	May 17, 2005
Fruitasgroup Incorporated *(doing business under the name and style of Bukoloco, Fruitasicecandy and 7,107 Halo Halo Islands)* (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 March 31, 2021, December 31,2020, 2019 and 2018 are presented below.

Subsidiaries	Principal Activities	Principal Place of Business	Percentage of Ownership
Direct:			
NTI	Production, processing and distribution of goods	Philippines	100%
BNFI	Trading of goods	Philippines	100%
FGI	Trading of goods	Philippines	100%
SKI*	Trading of goods	Philippines	100%
CDI*	Trading of goods	Philippines	100%
Indirect:			
GEIL	Holding company	British Virgin Islands	100%
OLL	Holding company	Samoan Islands	100%

** acquired in 2020*

Changes in Ownership Structure

FHI. In 2020 and 2019, the Parent Company is 57.39% and 58.98%-owned, respectively, 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 a total consideration of ₱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).

In December 2019, NTI acquired the assets of *Heat Stroke Grill* (HSG) from a sole proprietor for a total consideration of ₱368,000 (see Note 4).

In July 2018, NTI acquired the assets and the brand name *Sabroso Lechon* from Sabroso Lechon Inc. (SLI). The acquisition was completed following the fulfillment of the closing conditions of the Contract to Sell and the Deed of Assignment of the registered trademark and the payment of the related consideration amounting to ₱28.3 million (see Note 4).

BNFI. In December 2019, the Parent Company subscribed to additional 60,000 shares at ₱300.00 for a total consideration of ₱18.0 million.

FGI. In November 2019, the Parent Company subscribed to additional 200,000 common shares and 80,000 preferred shares of FGI at ₱400.00 and ₱1,000.00 per share, respectively, for a total consideration of ₱160.0 million.

In October 2017, FGI's BOD and the stockholders approved the increase in authorized capital stock from ₱5.0 million divided into 500,000 common shares at ₱100.00 par value to ₱100.0 million divided into 1,000,000 common shares with the same par value. Out of the total increase, the Parent Company subscribed to 400,000 common shares at par and paid ₱82.0 million and recorded under "Deposit for stock subscription" account in the statements of financial position as at December 31, 2018. On December 13, 2019, the SEC approved the increase in authorized capital stock. Accordingly, deposits for stock subscription amounting to ₱82.0 million were converted into 400,000 shares at par value and the difference amounting to ₱42.0 million was recognized as APIC.

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

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 accordance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations on International Financial Reporting Interpretations Committee (IFRIC).

Bases of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis; 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 Note 27 to the consolidated financial statements.

Adoption of Amended PFRSs

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRSs.

Effective January 1, 2020:

- Amendments to References to the Conceptual Framework in PFRSs - The amendments include a new chapter on measurement; guidance on reporting financial performance; improved definitions and guidance-in particular the definition of a liability; and clarifications in important areas, such as the roles of stewardship, prudence and measurements uncertainty in financial reporting. The amendments should be applied retrospectively unless retrospective application would be impracticable or involve undue cost or effort.

- Amendments to PFRS 3 - *Definition of a Business* – This amendment provides a new definition of a “business” which emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others. To be considered a business, ‘an integrated set of activities and assets’ must now include ‘an input and a substantive process that together significantly contribute to the ability to create an output’. The distinction is important because an acquirer may recognize goodwill (or a bargain purchase) when acquiring a business but not a group of assets. An optional simplified assessment (the concentration test) has been introduced to help companies determine whether an acquisition is of a business or a group of assets.

- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material* - The amendments clarify the definition of "material" and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRSs. Based on the new definition, an information is "material" if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Effective June 1, 2020 –

- Amendments to PFRS 16, *Leases - COVID-19 Related Rent Concessions* – The amendments provide practical relief to lessees for accounting for rent concessions arising due to the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under PFRS 16, if the change were not a lease modification.

  Due to the impact of the COVID-19 pandemic, the Group received rent concessions from lessors for leases related to its store outlets. The Group adopted the earlier application of the amendments to PFRS 16 and, accordingly, applied the practical expedient to all COVID-19-related rent concessions that meet all of the following criteria:

  a. the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

  b. any reduction in lease payments affects only payments originally due on or before June 30, 2021; and

  c. there is no substantive change to other terms and conditions of the lease.

  By applying the practical expedient, the Group is no longer required to remeasure the lease liabilities to reflect the revised consideration using a revised discount rate. Instead, the effect of the change in the lease liabilities is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs. The gain from rent concessions that was recognized in profit or loss in 2020 amounted to ₱7.4 million (see Note 23).

Under prevailing circumstances, the adoption of the foregoing amended PFRSs did not have any material effect on the consolidated financial statements of the Company, except for the adoption of the amendments to PFRS 16, *Leases - COVID-19-Related Rent Concessions*. Additional disclosures were included in the consolidated financial statements, as applicable.

Amended PFRSs Issued But Not Yet Effective

Relevant amended PFRSs, which are not yet effective as at March 31, 2021 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2022:

- Amendments to PAS 16, *Property, Plant and Equipment* - Proceeds Before Intended Use - the amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The sales proceeds, together with the costs of production associated with the sales are recognized in profit or loss.

- Amendments to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* - Onerous Contracts: Costs of Fulfilling a Contract - the amendments clarify that the costs of fulfilling a contract comprise both the incremental costs (e.g., direct labor and materials); and an allocation of other direct costs (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

- Annual Improvements to PFRS 2018 to 2020 Cycle:

  - Amendments to PFRS 9, *Financial Instruments* - Fees Included in the 10 percent Test for Derecognition of Financial Liabilities - The amendment clarifies that for the purpose of performing the 10 percent test for derecognition of financial liabilities, in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

  - Amendments 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.

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

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current* – 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.

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

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.

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.

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 statement 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 statement 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 statement 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, except for those designated at FVPL, includes transaction cost.

"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 March 31, 2021 and December 31, 2020, the Group has no financial instruments classified as financial assets at FVPL and FVOCI and 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 March 31, 2021 and December 31, 2020, the Group's cash and cash equivalents, trade and other 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 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 March 31, 2021 and December 31, 2020, the Group's trade and other payables (except statutory payable), notes payable, mortgage payable, lease liabilities and due to related parties 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.

Impairment
The Group records an allowance for expected credit loss (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.

Trade and Other Receivables. For trade and other receivables, the Group has applied the simplified approach in measuring ECL.

Simplified approach requires that ECL should always be based on the lifetime ECL. The Group 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 and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Assets at Amortized Cost. For these debt instruments, the Group has applied the general approach in measuring ECL.

Under the general approach, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result 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 statement 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 statement 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 statement 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 statement 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 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.

Other Current Assets

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 impairment in value, if any. These are charged to appropriate asset or expense account upon receipt from suppliers.

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.

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.

Creditable 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 “Creditable input VAT” or “Output VAT” presented as part of “Statutory payable” under “Trade and other payables” in the consolidated statement of financial position.

Deferred Input VAT. Deferred input VAT represents the amount of input VAT on accruals and trade payables. Deferred input VAT that is expected to be realized within 12 months after the financial reporting period is classified as current. Otherwise, it is classified as noncurrent asset.

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

Unamortized input VAT on capital goods is classified as current asset if it is expected to be claimed against output VAT no more than 12 months after the reporting date. Otherwise, it is classified as noncurrent asset.

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.

Advances to Contractors
Advances to contractors are recognized whenever the Group pays in advance for its purchase of various assets and services. These are measured at transaction price less any impairment in value and are reclassified to the corresponding asset account when the goods or services for which the advances were made are received or rendered.

Investment Property
Investment property, which pertains to a parcel of land, is held either to earn rental or for capital appreciation or both, but not for sale in the ordinary course of business or for administrative purposes.

The investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, the investment property is stated at cost less impairment in value, if any.

An item of investment property is derecognized when either it has been disposed of or when it is 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 property are recognized in profit or loss in the year of retirement or disposal.

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

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 warehouse 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. This will be recognized as warehouse 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:

Asset Type	Number of Years
Leasehold improvements	3 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.

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.

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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 net income, net of any dividend declaration.

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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 accumulated 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 dilutive potential common shares into common shares.

The Parent Company has no dilutive potential common shares.

Revenue Recognition

Revenue

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

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

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Other Income

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

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 March 31, 2021 and December 31, 2020, 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 March 31, 2021 and December 31, 2020, 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 March 31, 2021 and December 31, 2020, the Group does not have contract fulfillment assets.

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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

a. Accounting policies prior to January 1, 2019

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Leases where the lessor transfers substantially all the risks and rewards of ownership of the asset are classified as finance leases, otherwise, operating leases.

At the commencement of the lease, finance leases should be recorded as an asset and a liability at the lower of the fair value of the asset and the present value of the minimum lease payments. Lease payments should be apportioned between the interest expense and the reduction of the outstanding liability.

The depreciation policy for assets held under finance leases should be consistent with that for owned assets. If there is no reasonable certainty that the lessee will obtain ownership at the end of the lease, the asset should be depreciated over the shorter of the lease term or the life of the asset.

The Group as a Lessee. Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

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.

b. Accounting policies beginning January 1, 2019

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 assets 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 ten 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 or changes in lease payments in which the practical expedient on COVID-19 related rent concessions is applied.

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 of each entity 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 statement 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 2021, 2020 and 2019.

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.

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. In particular, the COVID-19 pandemic and the resulting adverse effects to the global economic conditions, as well as to the Group's operations, may impact future estimates including, but not limited to, the allowance for ECL, NRV of merchandise inventories, fair value measurements, impairment of nonfinancial assets, recognition of deferred tax assets, actuarial losses on retirement benefit plans and discount rate assumptions.

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 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 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 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.

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 fee, 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 property or property and equipment:

- Investment property which pertains to land which is not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but is 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 property and property and equipment are disclosed in Notes 9 and 10, 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.

Classifying Lease Commitments prior to January 1, 2019 - Group as a Lessee. The Group has entered into lease agreements with various lessors for its outlets spaces and warehouse. The Group has determined that the arrangements are operating leases as the risks and rewards of ownership are retained by the lessor.

Rental expense in 2021 is disclosed in Note 23.

Classifying Lease Commitments beginning January 1, 2019 - 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 March 31, 2021 and December 31, 2020 is disclosed in Note 23.

Assessing the ECL of Trade and Other 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 and other receivables is disclosed in Note 27 to the consolidated financial statements.

The carrying amounts of the Group's trade and other receivables as at March 31, 2021 and December 31, 2020 is disclosed in Note 6.

Assessing 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 2021, 2020 and 2019. 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	**2021**	2020
Cash and cash equivalents	5	**₱279,550,893**	₱350,824,146
Due from related parties	15	**137,673,097**	139,903,014
Construction bond	8	**3,058,541**	2,857,541

Estimating 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 are disclosed in Note 23. Rental expense incurred on short-term leases in 2021 and 2020 is disclosed in Note 23.

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 impairment loss was recognized in 2021, 2020, and 2019. The carrying amount of merchandise inventories as at March 31, 2021 and December 31, 2020 is disclosed in Note 7.

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. In 2018, the useful life of certain item of intangible assets was shortened from four years to one year, which resulted in additional amortization of ₱1.2 million. There were no changes in the estimated useful lives in 2021 and 2020.

The carrying amounts of property and equipment, intangible assets and ROU assets as at March 31, 2021 and December 31, 2020 are disclosed in Notes 10, 11 and 23, 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 March 31, 2021 and December 31, 2020 are greater than the corresponding carrying amounts of the CGUs as at the same dates.

No impairment loss was recognized in 2021, 2020 and 2019. The carrying amount of brand names as at March 31, 2021 and December 31, 2020 is disclosed in Note 11.

Assessing 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 2021, 2020 and 2019.

Estimating 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 March 31, 2021 and December 31, 2020 is disclosed in Note 16.

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 March 31, 2021 and December 31, 2020 are disclosed in Note 24.

4. Accounting for Business Acquisition and Group Reorganization

Business Acquisition

As discussed in Note 1, the Parent Company acquired the net assets of SKI for a total consideration of ₱8.6 million in February 2020. Provisional fair values of the net assets acquired are as follows:

	Note	Amount
Cash		₱2,394,378
Inventories		442,490
Other current assets		88,889
Property and equipment	10	5,724,812
Trade and other payables		(50,569)
Fair values of net assets		8,600,000
Total consideration		8,600,000
Difference		₱–

Kxn Kuxina Food Corporation (Kuxina). On February 1, 2020, the Company 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 Company. The assets acquired aggregated ₱1.0 million.

Heat Stroke Grill (HSG). In December 2019, the Company acquired the assets including recipes and marketing collateral of HSG from a sole proprietor for a total consideration of ₱368,000. These resulted to a business combination due to acquisition of the significant inputs, processes and outputs of HSG. The carrying amounts of the assets acquired approximate the fair values as at acquisition date. Hence, no goodwill nor gain from bargain purchase was recognized.

SLI. In July 2018, NTI acquired the assets of SLI and the brand name *Sabroso Lechon* for ₱28.3 million. The valuation of the net assets of SLI was completed in 2019 resulting to additional fair valuation adjustments to the acquiree's brand name by ₱6.4 million. Consequently, the business combination resulted in a gain from bargain purchase, as the fair values of the assets acquired exceeded the total consideration by ₱6.4 million.

The following are the final fair values of the identifiable assets acquired and the resulting gain as at acquisition date:

	Note	Amount
Leasehold improvements	10	₱21,835,900
Brand name	11	11,188,398
Transportation equipment	10	1,010,083
Security deposit		720,000
Fair values of identifiable assets		34,754,381
Total consideration		28,317,474
Gain from bargain purchase		₱6,436,907

The Group believes it was able to acquire the assets of SLI for less than the fair values because previous management had limited resources and capability to expand.

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 amounted to ₱55.2 million recognized as part of "Other equity reserves" as at December 31, 2019 and 2018.

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:

	Note	Amount
Cash		₱460,714
Other current assets		44,714
Property and equipment	10	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)

5. Cash and Cash Equivalents

This account consists of:

	March 2021	December 2020
Cash on hand	**₱4,280,055**	₱3,830,184
Cash in banks	**203,521,944**	148,853,555
Short-term placements	**71,748,894**	198,140,407
	₱279,550,893	₱350,824,146

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 earns interest at the prevailing short-term placement rates.

Interest income earned amounted to ₱.169 million and ₱1.8 million in 2021, and 2020, respectively (see Note 22).

6. Trade and Other Receivables

This account consists of:

	March 2021	December 2020
Trade	**₱122,719,478**	₱109,396,236
Less allowance for doubtful accounts	**4,991,503**	4,991,503
	₱117,727,975	₱104,404,733

Movements in the allowance for doubtful accounts are as follows:

	March 2021	December 2020
Balance at beginning of year	**₱ 4,991,503**	₱333,508
Provision for doubtful accounts	**–**	4,657,995
Balance at end of year	**₱ 4,991,503**	₱4,991,503

Trade receivables represent mainly outstanding receivables from franchisees. These are unsecured, noninterest-bearing and are normally collected on a 30 to 45 day term.

Below is the aging of receivables:

As at March 31, 2021	**Total**	**Neither past Due of impaired**	**Less than one year**	**One year and over**	**Past Due and Impaired**
Trade:					
Third Party	**99,698,557**	**20,393,942**	**21,475,002**	**57,829,614**	**-**
Related party	**9,994,792**	**2,737,239**	**7,257,553**		**-**
Tenants	**1,784,421**	**1,784,421**			**-**
	111,477,770	**24,915,601**	**28,732,555**	**57,829,614**	**-**
Advances to suppliers	**2,985,271**	**2,985,271**		**-**	**-**
Others	**8,256,437**	**8,256,437**		**-**	**-**
	122,719,478	**36,157,310**	**28,732,555**	**57,829,614**	**-**
Allowance for doubtful accounts	**- 4,991,503**	**-**	**-**	**- 4,991,503**	**-**
	117,727,975	**36,157,310**	**28,732,555**	**52,838,111**	

As at December 31, 2020	Total	Neither past Due of impaired	Less than one year	One year and over	Past Due and Impaired
Trade:					
Third Party	95,635,819	16,331,203	11,600,002	67,704,614	-
Related party	7,257,553		7,257,553		-
Tenants	892,854	892,854			-
	103,786,226	17,224,057	18,857,555	67,704,614	-
Advances to suppliers	2,472,533	2,472,533	-	-	-
Others	3,137,477	3,137,477	-	-	-
	109,396,236	22,834,067	18,857,555	67,704,614	-
Allowance for doubtful accounts	- 4,991,503	-	-	- 4,991,503	-
	104,404,733	22,834,067	18,857,555	62,713,111	-

7. Merchandise Inventories

This account consists of:

	March 2021	December 2020
Food and beverages	**₱17,451,328**	₱17,988,646
Store supplies and others	**19,583,428**	17,022,506
	₱37,034,756	₱35,011,152

The Group's merchandise inventories are carried at cost, which is lower than its NRV. No inventory losses were recognized in 2021 and 2020.

Cost of merchandise inventories charged to "Direct costs" amounted to ₱91.2 million and ₱138.6million in 2021 and 2020, respectively (see Note 19).

8. Other Current Assets

This account consists of:

	March 2021	December 2020
Input VAT:		
Creditable	**₱23,081,192**	₱14,511,1
Current portion of unamortized	**706,385**	706,385
Deferred	**–**	–
Advances to officers and employees	**10,054,349**	10,698,888
Spare parts, materials and supplies	**6,503,292**	6,635,883
Construction bond	**3,058,541**	2,857,541
Prepayments	**11,302,618**	1,410,531
Advances to suppliers	**3,144,291**	729,455
CWTs	**509,353**	240,415
Others	**435,500**	144,291
	₱58,795,521	₱37,934,520

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.

Prepayments mainly consist of insurance, taxes and licenses and advertising.

Advances to suppliers were payments for goods pending delivery as at year-end.

9. Investment Property

On November 7, 2020, the Group purchased a parcel of land located in Sta. Mesa, Manila amounting to ₱126.9 million. The parcel of land will be held to earn rental.

Input VAT related to the purchased land amounted to ₱15.0 million.

Fair value of the investment property was not determined as at December 31, 2020. The management believes that the carrying amount of the investment property approximates its fair value given that the property has just been recently purchased.

10. **Property and Equipment**

The composition of and movements in this account follows:

	March 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/ (Deductions)	**–**	**(2,395,466)**	**–**	**5,495,650**	**–**	**24,806,144**	**27,906,328**
Effect of business combination	**–**	**–**					
Balance at end of year	**32,600,000**	**32,888,162**	**150,030,634**	**44,424,119**	**24,626,788**	**243,225,692**	**527,795,395**
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	**–**	**–**	**4,546,380**	**1,792,458**	**648,904**	**18,349,098**	**25,336,840**
Effect of business combination	**–**	**–**					
Balance at end of year	**–**	**–**	**96,431,633**	**16,608,273**	**15,857,356**	**158,545,902**	**287,443,164**
Carrying Amount	**₱32,600,000**	**₱32,888,162**	**₱53,599,001**	**₱27,815,846**	**₱8,769,432**	**₱84,679,790**	**₱240,352,231**

	December 2020						
	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	₱3,212,152	₱124,174,868	₱33,316,198	₱19,559,312	₱178,319,732	₱391,182,262
Additions	–	32,071,476	16,017,851	5,499,325	4,962,358	39,151,305	97,702,315
Effect of business combination	–	–	9,837,915	112,946	105,118	948,511	11,004,490
Balance at end of year	32,600,000	35,283,628	150,030,634	38,928,469	24,626,788	218,419,548	499,889,067
Accumulated Depreciation and Amortization							
Balance at beginning of year	–	–	64,189,898	9,229,773	7,840,103	87,135,599	168,395,373
Depreciation and amortization	–	–	26,345,452	5,479,137	7,330,550	52,249,392	91,404,531
Effect of business combination	–	–	1,349,903	106,905	37,799	811,813	2,306,420
Balance at end of year	–	–	91,885,253	14,815,815	15,208,452	140,196,804	262,106,324
Carrying Amount	₱32,600,000	₱35,283,628	₱58,145,381	₱24,112,654	₱9,418,336	₱78,222,744	₱237,782,743

In 2019, the Group purchased parcels of land amounting to ₱19.6 million to be used for the expansion of operations in Visayas and Mindanao.

CIP represents a warehouse under construction. The estimated cost to complete amounted to ₱9.3 million as at December 31, 2020.

In 2020, the Group made advances to contractors aggregating ₱35.1 million for the construction of a new commissary and acquisition of store furniture and fixtures. As at December 31, 2020, the construction has not yet started.

Depreciation and amortization are summarized as follows:

	Note	**March 2021**	December 2020
Property and equipment		**₱25,336,840**	₱22,119,858
ROU assets	23	**6,575,192**	7,540,678
Intangible assets	11	**195,592**	195,592
		₱ 32,107,624	₱29,856,128

Depreciation and amortization are charged to the following:

	Note	**March 2021**	December 2020
Selling and distribution expenses	20	**₱26,972,964**	₱21,773,926
Direct costs	19	**1,916,605**	2,039,732
General and administrative expenses	21	**3,218,055**	6,042,470
		₱ 32,107,624	₱29,856,128

11. **Intangible Assets**

This account consists of:

		March 2021		
	Note	**Brand Names**	**Software License**	**Total**
Cost				
Balance at beginning and end of year		**₱211,348,448**	**₱5,193,830**	**₱216,542,278**
Accumulated Amortization				
Balance at beginning of year		**–**	**2,938,856**	**2,938,856**
Amortization	10	**–**	**195,592**	**195,592**
Balance at end of year		**–**	**3,134,448**	**3,134,448**
Carrying Amount		**₱211,348,448**	**₱2,059,382**	**₱213,407,830**

		December 2020		
	Note	Brand Names	Software License	Total
Cost				
Balance at beginning of year		₱211,348,448	₱5,193,830	₱216,542,278
Additions		–	–	–
Balance at end of year		211,348,448	5,193,830	216,542,278
Accumulated Amortization				
Balance at beginning of year		–	2,156,490	2,156,490
Amortization	10	–	782,366	782,366
Balance at end of year		–	2,938,856	2,938,856
Carrying Amount		₱211,348,448	₱2,254,974	₱213,603,422

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 also recognized brand name amounting to ₱11.2 million following the completion of the acquisition of *Sabroso Lechon* brand from SLI (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 ranges from 15.6% to 17.6% in 2020 and 2019. The recoverable amount of each CGU, calculated using value in use, exceeded the carrying amount of the CGU as at December 31, 2020 and 2019.

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.

Software License

In 2018, the useful life of certain intangible asset was shortened from the useful life of four years to one year based on management review of the operational efficiency of the intangible asset resulting to an additional amortization of ₱1.2 million.

12. Trade and Other Payables

This account consists of:

	Note	**March 2021**	December 2020
Trade		**₱ 27,722,325**	₱32,553,614
Accrued expenses:			
Salaries and wages		**6,415,474**	7,108,375
Rental		**5,350,993**	6,578,449
Professional fees	17	**–**	–
Others		**1,825,927**	1,193,188
Statutory payable		**7,154,091**	8,066,153
		₱ 48,468,810	₱55,499,779

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 60-day term.

Accrued expenses consist mainly of professional fees, rentals and unpaid salaries 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.

13. Notes Payable

In 2021 and 2020, the Group issued promissory notes to local commercial banks for working capital requirements at interest rates ranging from 4.25% to 9.50% per annum. The notes are payable in equal installments until 2021.

In 2018, the Group issued short-term promissory notes to local commercial banks to finance its working capital requirements aggregating ₱246.7 million. The notes bear interest at rates ranging from 3.13% to 5.50% per annum and interest is payable on a monthly basis. In 2019, the outstanding balances of the notes were rolled over under similar terms.

Movements in this account follow:

	March 2021	December 2020
Balance at beginning of year	**₱138,922,678**	₱191,104,137
Issuances	**-**	35,500,000
Payments	**(2,159,861)**	(87,681,459)
Balance at end of year	**136,762,817**	138,922,678
Less current portion	**136,762,817**	138,922,678
Noncurrent portion	**₱–**	₱–

14. **Mortgage Payable**

The Group obtained loans from local commercial banks to finance its acquisition of transportation equipment.

Movements in this account follow:

	March 2021	December 2020
Balance at beginning of year	**₱3,899,451**	₱4,670,660
Availments	**-**	2,168,000
Payments	**(695,445)**	(2,939,209)
Balance at end of year	**3,204,006**	3,899,451
Less current portion	**2,695,005**	2,695,005
Noncurrent portion	**₱ 509,001**	₱1,204,446

The loans are payable in monthly installments up to May 2023 with effective interests ranging from 7.35% to 14.56% per annum.

15. **Related Party Transactions**

The Group, in the normal course of business, has transactions with its related parties as follows:

	Nature of	Amount of Transactions		Outstanding Balance	
Related Parties	Transactions	**2021**	2020	**2021**	2020
Due from Related Parties					
Entities Under Common Management	Advances	**₱-**	₱25,157,696		
	Collections	**(2,229,917)**	–	**₱137,673,097**	₱139,903,014
Due to Related Parties					
Stockholders	Payments		(₱349,837)		
	Advances	**–**	–	**₱–**	₱–
Entities Under Common Management	Payments		(313,984)		
	Advances	**–**	–	**–**	
				₱–	₱

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 operates. There were no impairment losses recognized in 2021, 2020 and 2019.

16. 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 Group did not obtain an updated actuarial valuation in 2021 because management has assessed that the effect on the consolidated financial statements of the difference between the retirement benefits cost recognized by the Group and that resulting from an updated actuarial valuation is not significant. The latest actuarial valuation report was obtained in 2019.

The table below summarizes the components of retirement benefits expense recognized in the consolidated statements of comprehensive income (see Note 21).

	March 2021	December 2020
Current service cost	**₱ –**	₱2,489,854
Interest cost	**–**	271,642
Increase in transitional liability	**–**	-
	₱ –	₱2,761,496

Movements in the retirement benefits liability follow:

	March 2021	December 2020
Balance at beginning of year	**₱5,407,430**	₱5,407,430
Current service cost	**2,489,854**	2,489,854
Interest cost	**271,642**	271,642
Actuarial loss	**–**	–
Increase in transitional liability	**–**	–
Balance at end of year	**₱8,168,926**	₱8,168,926

The principal assumptions used in determining the Group's retirement benefits liability in 2021 and 2020 are as follows:

Discount rate	5.1%
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 2020.

	Effect on Retirement Benefits Liability	
	Discount Rate	Salary Projected Rate
+1%	(₱921,979)	₱1,254,060
-1%	1,210,409	(920,853)

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 March 31, 2021 and December 31, 2020 is 26 years.

17. **Equity**

Capital Stock

This account consists of:

	Number of Shares			Amount		
	2021	2020	2019	**2021**	2020	2019
Authorized Capital Stock						
Common - ₱0.10 par value						
Balance at beginning of year	**4,700,000,000**	**4,700,000,000**	4,700,000,000	**₱470,000,000**	₱470,000,000	₱470,000,000
Reclassification to preferred stock	**–**	–	–	**–**	–	–
Balance at 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 of year	**3,000,000,000**	**3,000,000,000**	3,000,000,000	**30,000,000**	**30,000,000**	30,000,000
Reclassification from common stock	**–**	–	–	**–**	–	–
Balance at 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 of year	**2,133,680,000**	**2,133,680,000**	1,600,000,000	**₱213,368,000**	**₱213,368,000**	₱160,000,000
Issuances	**–**	–	533,680,000	**–**	–	53,368,000
Balance at end of year	**2,133,680,000**	**2,133,680,000**	2,133,680,000	**213,368,000**	**213,368,000**	213,368,000
				₱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 August 24, 2019, the stockholders and the BOD authorized the Parent Company's Public Offering of its common shares with the PSE. This was approved by the SEC and the PSE on October 17, 2019 and October 23, 2019, respectively. On November 29, 2019, the Parent Company's 533,660,000 common shares were officially listed on the PSE with an Oversubscription Option of up to 68,340,000 common shares at an offer price of ₱1.68 a share.

The Offer Period was from November 18, 2019 to November 22, 2019. The trading of the shares commenced on November 29, 2019.

Preferred Shares

The 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. Details are as follows:

Proceeds in excess of par value	₱843,182,800
IPO expenses	65,345,756
Additional paid-in capital	₱777,837,044

In 2019, IPO expenses were charged as follows:

Additional paid-in capital	₱65,345,756
General and administrative expenses	6,891,892
Input VAT	975,843
Deferred input VAT	444,435
	₱73,657,926

IPO expenses include professional, listing, underwriting and advertising fees. Of the total IPO expenses, ₱35.3 million was accrued as at December 31, 2019 (see Note 12).

Retained Earnings

The Parent Company's BOD and stockholders declared the following cash dividends:

			Amounts Paid	
Date of Declaration	Stockholders of Record	Date of Payment	Per Share	Total
August 27, 2020	**August 27, 2020**	**September 18, 2020**	**₱.01**	**₱21,336,800**
June 27, 2019	June 27, 2019	June 27, 2019	0.00875	14,000,000
December 27, 2018	December 27, 2018	March 31, 2019	₱0.0284	₱45,500,320

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:

	March 2021	December 2020
Total debt	**₱295,341,279**	₱305,791,231
Total equity	**1,224,964,129**	1,238,249,905
Debt-to-equity ratio	**0.24:1**	0.25:1

18. **Revenue**

This account consists of:

	March 2021	March 2020
Net sales	**₱ 259,026,405**	**₱362,952,947**
Franchise fees	**1,478,571**	**9,296,429**
Rental income	**869,206**	**1,894,643**
	₱ 261,374,182	**₱374,144,018**

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.

19. **Direct Costs**

This account consists of:

	Note	**March 2021**	March 2020
Direct materials used	7	**₱91,226,313**	₱138,606,828
Salaries, wages and other employee benefits		**8,218,388**	6,074,376
Depreciation and amortization	10	**1,943,824**	2,039,732
Taxes and licenses		–	–
Utilities		**1,340,519**	3,109,786
Rental	23	**–**	–
		₱102,729,044	₱149,830,722

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.

20. **Selling and Distribution Expenses**

This account consists of:

	Note	**March 2021**	March 2020
Salaries, wages and other employees' benefits		**₱ 42,727,059**	₱ 46,714,200
Rental		**27,488,117**	44,286,117
Depreciation and amortization		**26,972,964**	17,302,607
Utilities		**12,790,395**	10,735,623
Outside services		**12,971,880**	12,762,514
Advertisement		**6,151,680**	12,693,370
Transportation and travel		**4,212,904**	4,447,940
Repairs and maintenance		**2,517,802**	2,434,223
Distribution supplies		**2,129,415**	2,551,375
Management fees		**922,868**	2,287,151
Insurance		**646,650**	613,166
Training and development			1,027,441
Others		**2,244,532**	-
		₱ 141,776,266	₱157,855,727

Salaries, wages and other employees' benefits include government contributions and other allowances.

Outside services pertain to salaries of service crews from agencies.

21. **General and Administrative Expenses**

This account consists of:

	Note	**March 2021**	March 2020
Taxes and licenses		**₱ 8,388,991**	₱ 9,589,616
Salaries, wages and other employees' benefits		**10,629,822**	11,020,166
Depreciation and amortization		**3,218,055**	10,513,789
Professional fees		**1,580,561**	2,570,840
Outside Services		**2,341,902**	-
Representation		**2,707,157**	1,535,239
Retirement benefits		**-**	-
Office supplies		**-**	526,036
Utilities		**1,295,546**	1,061,173
Rental		**1,966,111**	5,059,175
Management fees		**-**	-
IPO expenses		**-**	-
Reorganization costs		**-**	-
Others		**4,991,439**	1,643,321
		₱ 37,119,584	₱ 43,519,355

22. **Other Income** - Net

This account consists of:

	Note	**March 2021**	March 2020
Interest income		**₱ 169,752**	₱3,282,611
Dividend Income		**633,553**	
Gain on market Investments		**1,726,942**	
Others		**459,899**	(591,031)
		₱2,990,146	₱2,691,580

Others consist mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

23. **Significant 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.

Details of rental deposits and advance rentals on lease contracts are as follows:

	March 2021	December 2020
Rental deposits and advance rentals	**₱115,757,517**	**₱110,171,602**

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	**March 2021**	March 2020
Selling and distribution expenses		**₱ 29,488,117**	₱ 44,286,117
General and administrative expenses		**1,966,111**	5,059,175
Direct costs		**–**	–
		₱ 31,454,228	₱ 49,345,292

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 follows:

		March 2021		
	Note	**Outlets Spaces**	**Land and Building**	**Total**
Cost				
Balance at beginning of year		**₱47,654,844**	**₱80,740,644**	**₱128,395,488**
Termination of lease		**-**	**-**	**-**
Balance at end of year		**47,654,844**	**80,740,644**	**128,395,488**
Accumulated Amortization				
Balance at beginning of year		**20,079,349**	**27,441,259**	**47,520,608**
Amortization		**2,826,358**	**3,748,834**	**6,575,192**
Termination of lease				
Balance at end of year		**22,905,707**	**31,190,093**	**54,095,800**
Carrying Amount		**₱ 24,749,137**	**₱ 49,550,551**	**₱ 74,299,688**

		December 2020		
	Note	Outlets Spaces	Land and Building	Total
Cost				
Balance at beginning of year		₱53,733,063	₱86,270,162	₱140,003,225
Termination of lease		(6,078,219)	(5,529,518)	(11,607,737)
Balance at end of year		47,654,844	80,740,644	128,395,488
Accumulated Amortization				
Balance at beginning of year		10,427,361	14,381,254	24,808,615
Amortization		11,305,432	14,995,336	26,300,768
Termination of lease		(1,653,444)	(1,935,331)	(3,588,775)
Balance at end of year		20,079,349	27,441,259	47,520,608
Carrying Amount		₱27,575,495	₱53,299,385	₱80,874,880

The balance of and movements in lease liabilities follows:

		March 2021		
	Note	**Outlets Spaces**	**Land and Building**	**Total**
Balance at beginning of year		**₱31,471,177**	**₱57,750,127**	**₱89,221,304**
Rental payments		**(4,593,808)**	**(3,475,675)**	**(8,069,817)**
Termination of lease		**-**	**-**	**-**
Interest		**1,026,198**	**1,672,297**	**2,698,495**
Gain from rent concessions		**-**	**-**	**-**
Balance at end of year		**27,903,568**	**55,946,749**	**83,850,317**
Less current portion		**8,382,389**	**12,719,404**	**21,101,793**
Noncurrent portion		**₱19,521,179**	**₱43,227,345**	**₱62,748,524**

	Note	December 2020 Outlets Spaces	 Land and Building	 Total
Balance at beginning of year		₱46,430,167	₱73,792,164	₱120,222,331
Rental payments		(8,781,096)	(17,603,070)	(26,384,166)
Termination of lease		(4,725,046)	(3,924,894)	(8,649,940)
Interest		4,052,651	7,342,865	11,395,516
Gain from rent concessions		(5,505,499)	(1,856,938)	(7,362,437)
Balance at end of year		31,471,177	57,750,127	89,221,304
Less current portion		8,382,389	12,719,404	21,101,793
Noncurrent portion		₱23,088,788	₱45,030,723	₱68,119,511

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 follows:

	March 2021	March 2020
Rental expense - short-term lease	**₱29,454,227**	₱49,345,292
Depreciation and amortization of ROU assets	**6,575,192**	7,540,678
Interest expense on lease liabilities	**2,698,495**	2,784,185
	₱38,727,914	₱59,670,155

COVID-19-Related Rent Concessions - amendment to PFRS 16 Leases

In 2020, many lessors have 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 2020 consolidated statement of comprehensive income amounted to ₱7.4 million.

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. Rental income amounted to ₱.869 million, and ₱1.8. million in 2021 and 2020, respectively (see Note 18).

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 fees recognized as part of "Revenue" in the consolidated statements of comprehensive income amounted to ₱1.5 million and ₱9.3 million in 2021 and 2020, respectively (see Note 18).

24. **Income Taxes**

The Group's provision for current income tax pertains to regular corporate income tax (RCIT) and MCIT.

The presentation of benefit from deferred income tax is as follows:

	March 2021	December 2020
Through profit or loss	**₱9,936,987**	₱ –
Through other comprehensive income	**–**	–
	₱9,936,987	₱-

The details of the Group's net deferred tax assets follow:

	March 2021	December 2020
Deferred tax assets:		
NOLCO	**₱65,177,844**	**₱55,240,858**
MCIT	**8,522,398**	**8,522,398**
Lease liabilities, net of ROU assets	**2,503,929**	**2,503,929**
Retirement benefits liability	**2,450,678**	**2,450,678**
Allowance for doubtful accounts	**1,497,451**	**1,497,451**
Unrealized foreign exchange loss	**–**	**–**
	79,402,300	**70,215,314**
Deferred tax liabilities:		
Prepayments	**423,159**	**423,159**
Unrealized foreign exchange gain	**14,618**	**14,618**
	437,777	**437,777**
	₱79,714,523	**₱69,777,537**

The deferred tax asset on NOLCO of subsidiary amounting to ₱809,541 and ₱630,174 as at December 31, 2020 and 2019, 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.

As mandated by Section 4 of Republic Act No. 11494 or the "Bayanihan to Recover as One Act" and as implemented under Revenue Regulations No. 25-2020, the net operating loss of a business enterprise incurred for the taxable years 2020 and 2021 can be carried over as a deduction from taxable income for the next five consecutive taxable years 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 or 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 shall retrospectively become effective beginning July 1, 2020.

25. **Financial Instruments Risk Management Objectives and Policies**

The Group's financial instruments comprise cash and cash equivalents, trade and other receivables, due from related parties, construction bond, trade and other payables (excluding statutory payable), notes payable, mortgage payable, lease liabilities, due to related parties and dividends payable. 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:

	March 2021	December 2020
Cash and cash equivalents	**₱279,550,893**	₱350,824,146
Trade and other receivables	**117,727,975**	104,404,733
Due from related parties	**137,673,097**	139,903,014
Construction bond	**3,058,541**	2,857,541
	₱597,989,434	₱597,989,434

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:

	March 2021				
	Neither Past Due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but Not Impaired**	**Impaired**	**Total**
Cash and cash equivalents	**₱279,550,893**	**₱–**	**₱–**	**₱–**	**₱279,550,893**
Trade and other receivables	**–**	**117,727,975**	**–**	**4,991,503**	**122,719,478**
Due from related parties	**–**	**137,673,097**	**–**	**–**	**137,673,097**
Construction bond	**–**	**3,058,541**	**–**	**–**	**3,058,541**
	₱279,550,893	**₱258,459,613**	**₱–**	**₱4,991,503**	**₱543,002,009**

	December 2020				
	Neither Past Due nor Impaired				
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	Total
Cash and cash equivalents	₱350,824,146	₱–	₱–	₱–	₱350,824,146
Trade and other receivables	–	104,404,733	–	4,991,503	109,396,236
Due from related parties	–	139,903,014	–	–	139,903,014
Construction bond	–	2,857,541	–	–	2,857,541
	₱350,824,146	₱200,797,533	₱–	₱4,991,503	₱602,980,937

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 and other receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Trade and other 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 ₱5.0 million and ₱0.3 million as at December 31, 2020 and 2019, 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 and due from related parties, 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.

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 13 and 14, 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.

26. **Fair Value Measurement**

The table below presents the carrying amounts and fair values of the Group's financial instruments as follows:

	2021		2020	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets at Amortized Cost				
Cash and cash equivalents	**₱279,550,893**	**₱279,550,893**	₱350,824,146	₱350,824,146
Trade and other receivables	**117,727,975**	**117,727,975**	104,404,733	104,404,733
Due from related parties	**137,673,097**	**137,673,097**	139,903,014	139,903,014
Construction bond	**3,058,541**	**3,058,541**	2,857,541	2,857,541
	₱538,010,506	**₱538,010,506**	₱597,989,434	₱597,989,434
Financial Liabilities at Amortized Cost				
Trade and other payables*	**₱41,314,719**	**₱41,314,719**	₱47,661,005	₱47,661,005
Notes payable	**136,762,817**	**136,762,817**	138,922,678	138,922,678
Lease liabilities	**83,850,317**	**83,850,317**	89,221,304	89,221,304
Mortgage payable	**3,204,006**	**3,204,006**	3,899,451	3,899,451
Due to related parties	**–**	**–**	–	–
	₱265,131,859	**₱265,131,859**	₱279,704,438	₱280,895,768

** Except 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 and Other Receivables, Due from Related Parties, Construction Bond, Trade and Other Payables (Except Statutory Payable), Due to Related Parties and Dividends Payable. The carrying amounts of these financial instruments approximate their fair values due to the relatively short-term maturity of these financial instruments.

Notes Payable, 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 notes and mortgage payable range from 2.42% to 3.76%, while rates applied to lease liabilities range from 7.30% to 8.35%.

27. **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 2021 and 2020.

ANNEX: E-1

December 1, 2020

PHILIPPINE STOCK EXCHANGE, INC.
PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **MS. JANET A. ENCARNACION**
Head, Disclosure Department

via PSE EDGE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

ATTENTION : **DIR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Markets and Securities Regulation Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of **Fruitas Holdings, Inc**. for the Results of the Annual Stockholders Meeting on December 1, 2020 filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations and the Revised Disclosure Rules of the Philippine Stock Exchange (PSE).

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

FRUITAS HOLDINGS, INC.
By:

Rushell 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	+(632) 8731-8886
Contact Person	Company Telephone Number

SEC FORM 17-C

1 2	3 1		0 6	0 8
Month	Day	FORM TYPE	Month	Day
Fiscal Year			Annual Meeting	

Secondary License Type, If Applicable

Dept Requiring this Doc Section

Amended Articles Number /

Total Amount of Borrowings

Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

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. December 1, 2020
   Date of Report (Date of earliest event reported)

2. SEC Identification Number- CS201503014

3. BIR Tax Identification No.- 008-961-476-000

4. **FRUITAS HOLDINGS, 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
Common	2,133,680,000

11. Indicate the item numbers reported herein:

    Item 4: Resignation, Removal or Election of Registrant's Directors or Officers
    Item 9: Other Events

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
01 December 2020

PSE Disclosure Form 4-24 Results of Annual Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Sections 6 and 4.4 of the Revised Disclosure Rules

FRUITAS HOLDINGS INC.'S DISCLOSURE

Subject of the Disclosure:
Results of the 2020 Annual Stockholders' Meeting

Background/Description of the Disclosure
Results of the votes on various matters submitted for the approval of the Company's Stockholders

List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	***Shareholdings in the Listed Company***		***Nature of Indirect Ownership***
	Direct	***Indirect***	
ROGELIO M. GUADALQUIVER	500,000-	-	N/A
LESTER C. YU	123,117,000-	1,249,500,010-	i) held by members of a person's immediate family sharing the same household; ii) held by a corporation of which he is a controlling shareholder
CALVIN F. CHUA	3,950,000-	59,000-	i) held by members of a person's immediate family sharing the same household;
MADELENE T. SAYSON	1,500,000-	-	N/A
DENNIS T. BENG HUI	10,000-	-	N/A
SHIRLEY O. TAN	10,000-	90,000-	i) held by members of a person's immediate family sharing the same household;
BAMBI MAUREEN E. DONATO	10,000-	-	N/A

External Auditor	:	Reyes Tacandong & Co.

List of Other Material Resolutions, Transactions and Corporate Actions Approved by the Stockholders

1. Approval of the minutes of the last Annual Meeting of Stockholders held on August 24, 2019
2. Ratification of all acts and resolutions of the Board of Directors and Management in 2019 up to December 1, 2020
3. Approval of Audited Financial Statements for the year 2019
4. Election of the members of the Board of Directors, including the Independent Directors, for the year 2020 (see above)
5. Appointment of Reyes Tacandong & Co. as the Company's external auditor for the year 2020

Other Relevant Information	:	N/A

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
FRUITAS HOLDINGS, INC. (FHI)
Conducted via remote communication through Zoom
DECEMBER 01, 2020
2:00 P.M.

TOTAL NUMBER OF SHARES OUTSTANDING	**2,133,680,000**
Total No. of Shares of Stockholders Participating Remotely or in Absentia	1,453,146,000
Percentage	68.11%
Total Shares Not Represented	680,534,000
Percentage	31.89%

Directors in Attendance:

1. Rogelio M. Guadalquiver	Chairman
2. Lester C. Yu	President and Chief Executive Officer
3. Calvin F. Chua	Chief Financial Adviser
4. Madelene T. Sayson	Chief Operations Officer
5. Dennis T. Beng Hui	Independent Director
6. Bambi Maureen E. Donato	Independent Director
7. Shirley O. Tan	Independent Director

Corporate Officers in Attendance:

1. Roselyn A. Legaspi	Managing Director – Visayas and Mindanao
2. Juneil Dominic P. Torio	Chief Financial Officer, Treasurer, and Investor Relations Officer
3. Lerma C. Fajardo	Deputy Chief Financial Officer and Comptroller
4. Rushell A. Salvador	Vice President – Compliance Officer
5. Marvin C. Yu	Corporate Secretary

I. CERTIFICATION OF NOTICE OF MEETING & QUORUM AND CALL TO ORDER

The Chairman opened the meeting by welcoming the shareholders to the 2020 ASM of the company. After stating that the meeting was held via remote communication due to the ongoing COVID-19 pandemic, he then called the meeting to order.

Upon request of the Chairman of the Board, Mr. Rogelio M. Guadalquiver, the Corporate Secretary, Mr. Marvin C. Yu, announced that the notices for the meeting were distributed to the stockholders through the following: (1) Publication of the Notice of the ASM in the Business Sections of Businessworld and the Manila Standard, both newspapers of General Circulation in the Philippines, in both print and online format on November 9, 2020 and November 10, 2020; (2) Disclosure of the ASM Notice on the Philippine Stock Exchange Edge portal; and (3) Posting on the Corporation's website at www.fruitasholdings.com. These alternative modes of notification to stockholders are in compliance with the guideline of the SEC per its Notice dated April 20, 2020.

He reported the computation of FHI's Stock Transfer Agent (BDO) that out of 2,133,680,000 shares of stock outstanding and entitled to vote, 1,453,146,000 shares or 68.11% were represented at the meeting by stockholders participating remotely or in absentia or represented by proxies. The Corporate Secretary then certified the existence of a quorum.

II. APPROVAL OF MINUTES OF THE LAST STOCKHOLDER'S MEETING

The Chairman proceeded to the next item in the agenda, which was the approval of the minutes of the annual meeting of the stockholders held on Aug. 24, 2019. It was manifested by the Corporate Secretary that the minutes of the said meeting were provided through posting in the Corporation's website.

On motion duly made and seconded, the stockholders dispensed with the reading of the minutes of the last stockholders' meeting of the Corporation held on Aug. 24, 2019 and submitted the same for approval as recorded. Accordingly, the following resolution was thus adopted and approved:

"**RESOLVED,** that the stockholders of Fruitas Holdings, Inc. hereby approve the Minutes of the Annual Stockholders' Meeting held on Aug. 24, 2019 as recorded."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The above resolution was approved by more than a majority of the total outstanding shares entitled to vote as detailed below:

AGENDA	**YES**		**NO**		**ABSTAIN**	
	NO. OF SHARES	**%**	**NO. OF SHARES**	**%**	**NO. OF SHARES**	**%**
Approval of Minutes of the Annual Stockholders Meeting held on Aug. 24, 2019.	1,453,139,000	68.10%	0	0.00%	7,000	0.00%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2020.

III. 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

The next item on the Agenda was the ratification of acts and resolutions of the Board of Directors and Management for Y2020 and up to present. On motion duly made and seconded, the stockholders approved the following resolution:

"**RESOLVED,** that the stockholders of Fruitas Holdings, Inc., hereby approve and ratify all the actions taken by the Corporation's Board of Directors and Management for the year 2020 and up to the present."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote ratified all acts of the Corporation, its Board of Directors and Management from the last annual stockholders' meeting to the present, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
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	1,453,139,000	68.10%	0	0.00%	7,000	0.00%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2020.

IV. PRESENTATION OF THE PRESIDENT'S REPORT

The Chairman of the Meeting then gave the floor to the President of the Corporation, Mr. Lester C. Yu, for the latter's report on the Corporation's achievements and milestones throughout the year 2019 and 2020.

The President reported on the significant business transaction undertaken by Management and the financial targets and achievements for the year 2019 and 2020, as well as prospects for 2021.

V. MANAGEMENT REPORT AND APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2019

The Chairman of the Meeting then gave the floor to the Chief Financial Adviser of the Corporation, Mr. Calvin F. Chua, for the latter's report on the Corporation's results of operations and financial condition for year 2019 and 2020.

After Mr. Chua's presentation, the Chairman opened the floor for questions. On motion duly made and seconded, the stockholders approved the following resolution:

"**RESOLVED,** that the stockholders of Fruitas Holdings, Inc. hereby approve the 2019 Annual Report and the Audited Consolidated Financial Statements of Fruitas Holdings, Inc. for the year ended December 31, 2019."

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote approved the report for the year 2019 and the audited financial statements for year ended December 31, 2019, as detailed below:

AGENDA	YES		NO		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Management report and approval of audited financial statement for the year 2019	1,453,139,000	68.10%	0	0.00%	7,000	0.00%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2020.

VI. **ELECTION OF THE MEMEBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2020**

The Articles of Incorporation of the Corporation provide for 7 directors, with 3 being Independent Directors. The Corporate Secretary announced the names of the persons nominated for election as directors and independent directors of Fruitas Holdings, Inc. as follows:

1. Rogelio M. Guadalquiver
2. Lester C. Yu
3. Calvin F. Chua
4. Madelene T. Sayson
5. Bambi Maureen E. Donato (Independent Director)
6. Dennis T. Beng Hui (Independent Director)
7. Shirely O. Tan (Independent Director)

On motion duly made and seconded, the above-named nominees were nominated and elected as directors and independent directors of the Corporation. There was no objection, the nomination was closed.

Since no objection was made, the motion was carried and all the seven (7) nominees were elected as directors based on votes of stockholders participating remotely or in absentia and by proxy. The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote casted the votes via the online portal and results were shown to the stockholders, as detailed below:

AGENDA	VOTES	
	NO. OF SHARES	%
Election of Directors		
1. Rogelio M. Guadalquiver	1,451,609,000	68.03%
2. Lester C. Yu	1,451,639,000	68.03%
3. Calvin F. Chua	1,450,510,000	67.98%
4. Madelene T. Sayson	1,451,579,000	68.03%
5. Bambi Maureen E. Donato	1,450,494,000	67.98%
6. Dennis T. Beng Hui	1,449,109,000	67.92%
7. Shirley O. Tan	1,449,100,000	67.92%

VII. **APPOINTMENT OF EXTERNAL AUDITORS**

The stockholders were informed that present auditor, Reyes Tacandong & Co. (RTC), was appointed as Company auditor since 2015. The Audit Committee, headed by Mr. Dennis T. Beng Hui, recommend the re-appointment of RTC and RTC has accepted the invitation to stand for re-appointment this year. The Company is in compliance with Rule 68 of the Securities Regulation Code requiring the rotation of external auditors or engagement partners who have been engaged by the company for a period of 5 consecutive years.

There being no other questions, on motion duly made and seconded, the following resolution was adopted and approved:

”**RESOLVED**, that the stockholders of Fruitas Holdings, Inc. (the “Corporation”) hereby approve and ratify the appointment of Reyes Tacandong & Co. (RTC) as the external auditor of the Corporation for the year 2020.”

The Chairman requested the Corporate Secretary to record the votes for this agenda item. The stockholders owning more than a majority of the total outstanding shares entitled to vote approved the re-appointment of Reyes Tacandong & Co. as the external auditor of the Corporation for the year 2020, as detailed below:

AGENDA	**YES**		**NO**		**ABSTAIN**	
	NO. OF SHARES	**%**	**NO. OF SHARES**	**%**	**NO. OF SHARES**	**%**
Appointment of External Auditors	1,453,139,000	68.10%	0	0.00%	7,000	0.00%

Based on the existing process, votes were casted through an online portal which was accessed by eligible shareholders upon successful registration to the ASM 2020.

VIII. **OTHER MATTERS AND ADJOURNMENT**

There being no further business to transact, on motion duly made and seconded, the Chairman adjourned the meeting. The Chairman thanked all the stockholders for their attendance and participation remotely.

Certified Correct:

MARVIN C. YU
Corporate Secretary

ANNEX: F

FRUITAS HOLDINGS, INC.
Required Disclosures under Section 49 of the Revised Corporation Code

Disclosure required	Page No. in IS / Website Link
The minutes of the most recent regular meeting which shall include, among others: (1) A description of the voting and the vote tabulation procedures used in the previous meetings; (2) A description of the opportunity given to stockholders or members to ask questions and record of the questions asked and answers given; (3) The matters discussed and resolutions reached; (4) A record of the voting results for each agenda item; (5) A list of the director or trustees, officers and stockholders or members who attended the meeting; and (6) Such other items that the Commission may require in the interest of good corporate governance and protection of minority stockholders;	Annex E: Minutes of the Annual Meeting of Stockholders held on 01 December 2020
For stock corporations, material information on the current stockholders, and their voting rights	Please see pages 2 – 3 of the IS.
A detailed, descriptive, balanced and comprehensible assessment of the corporation's performance, which shall include information on any material change in the corporation's business strategy, and other affairs	Please see pages 21 – 28 of the IS.
A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with the Revised Corporation Code ("RCC") and the rules and the Securities and Exchange Commission ("SEC") may prescribe, a statement on the adequacy of the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees	Please see the Annual Report attached as Annex "A" of the IS.
An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof	Please see page 33 of the IS.
Director or trustee profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representation in other corporations	Please see pages 7 – 10 of the IS.

A director or trustee attendance report, indicating the attendance of each of the meetings of the board and its committees and in regular or special stockholder meetings	Please see page 6 of the IS.
Appraisals and performance reports for the board and the criteria and procedure for assessment	Please see page 7 of the IS.
A director or trustee compensation report prepared in accordance with the RCC and the rules the SEC may prescribe	Please see page 12 of the IS.
Director disclosures on self-dealings and related party transactions	Please see page 12 of the IS.
The profiles of directors nominated or seeking election or reelection	Please see page 7 – 9 of the IS.