10. **Property and Equipment**

The composition of and movements in this account are as follows:

	2022					
	Leasehold Improvements	**Transportation Equipment**	**Furniture and Fixtures**	**Store Equipment**	**Office Equipment**	**Total**
Cost						
Balance at beginning of year	**₱2,674,274**	**₱3,632,336**	**₱38,640,844**	**₱10,398,855**	**₱194,102**	**₱55,540,411**
Additions	**5,306,813**	**4,231,339**	**17,924,235**	**5,922,621**	**148,845**	**33,533,853**
Balance at end of year	**7,981,087**	**7,863,675**	**56,565,079**	**16,321,476**	**342,947**	**89,074,264**
Accumulated Depreciation and Amortization						
Balance at beginning of year	**2,626,418**	**2,122,962**	**4,625,981**	**5,898,268**	**194,102**	**15,467,731**
Depreciation and amortization	**262,155**	**685,410**	**12,441,550**	**2,900,992**	**27,987**	**16,318,094**
Balance at end of year	**2,888,573**	**2,808,372**	**17,067,531**	**8,799,260**	**222,089**	**31,785,825**
Carrying Amount	**₱5,092,514**	**₱5,055,303**	**₱39,497,548**	**₱7,522,216**	**₱120,858**	**₱57,288,439**

	2021						
	Leasehold Improvements	Transportation Equipment	Furniture and Fixtures	Store Equipment	Office Equipment	CIP	Total
Cost							
Balance at beginning of year	₱4,942,761	₱2,607,000	₱3,598,141	₱5,778,615	₱194,102	₱4,640,141	₱21,760,760
Additions	–	1,025,336	37,389,178	4,620,240	–	–	43,034,754
Disposals	(2,268,487)	–	(2,346,475)	–	–	(4,640,141)	(9,255,103)
Balance at end of year	2,674,274	3,632,336	38,640,844	10,398,855	194,102	–	55,540,411
Accumulated Depreciation and Amortization							
Balance at beginning of year	4,161,470	1,898,500	2,000,712	4,597,672	194,102	–	12,852,456
Depreciation and amortization	527,439	224,462	4,251,085	1,300,596	–	–	6,303,582
Disposals	(2,062,491)	–	(1,625,816)	–	–	–	(3,688,307)
Balance at end of year	2,626,418	2,122,962	4,625,981	5,898,268	194,102	–	15,467,731
Carrying Amount	₱47,856	₱1,509,374	₱34,014,863	₱4,500,587	₱–	₱–	₱40,072,680

In 2021, the Company recognized a gain on disposal of various property and equipment to a related party amounting to ₱3.3 million (see Note 18).

The cost of fully depreciated property and equipment that are still in use amounted to ₱11.9 million and ₱8.4 million as at December 31, 2022 and 2021, respectively.

Depreciation and amortization are summarized as follows:

	Note	**2022**	2021	2020
Property and equipment		**₱16,318,094**	₱6,303,582	₱3,669,485
ROU assets	21	**11,087,597**	5,470,011	2,595,928
		₱27,405,691	₱11,773,593	₱6,265,413

Depreciation and amortization are charged to operations as follows:

	Note	**2022**	2021	2020
Selling and distribution expenses	16	**₱11,087,597**	₱6,770,607	₱3,457,155
General and administrative expenses	17	**16,318,094**	5,002,986	2,808,258
		₱27,405,691	₱11,773,593	₱6,265,413

11. Trade and Other Payables

This account consists of:

	2022	2021
Trade payables	**₱3,517,680**	₱2,896,610
Accrued expenses	**6,282,560**	2,702,848
Statutory payable	**2,713,933**	531,191
Non-trade payable	**–**	2,805,000
Others	**2,752,865**	–
	₱15,267,038	₱8,935,649

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 30-day term.

Accrued expenses include accrued rentals, taxes, salaries, professional fees and outside services, which are normally settled within the next financial year.

Statutory payable pertains to obligations to the government agencies such as BIR, SSS, HDMF and PHIC that are normally settled in the following month.

Non-trade payable pertains to the unpaid the acquisition of equipment from a third party.

Others pertains mainly to provision for probable loss on potential claims against the Company. As allowed under PAS 37, *Provisions and Contingencies*, further requirements are not disclosed so that the Company's position on these potential claims will not be prejudiced.

12. **Retirement Benefits Liability**

The Company has an unfunded, non-contributory defined benefit plan with a single lump sum payment covering retirement based on Republic Act (R.A.) No. 7641 (Retirement Law). 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 Company did not obtain an updated actuarial valuation as of December 31, 2022 because management has assessed that the effect on the financial statements of the difference between the retirement benefits cost recognized by the Company and that resulting from an updated actuarial valuation is not significant. The latest actuarial valuation was made as at December 31, 2021 by an independent actuary.

The table below summarizes the components of retirement benefits cost recognized in the statements of comprehensive income (see Note 17):

	2022	2021	2020
Current service cost	**₱264,326**	₱216,490	₱197,202
Interest cost	**65,566**	28,145	25,547
	₱329,892	₱244,635	₱222,749

Movements in the retirement benefits liability as shown in the statements of financial position:

	2022	2021
Balance at beginning of year	**₱1,260,890**	₱542,290
Current service cost	**264,326**	216,490
Interest cost	**65,566**	28,145
Actuarial loss	**–**	473,965
Balance at end of year	**₱1,590,782**	₱1,260,890

The principal assumptions used in determining the retirement benefits liability for the Company's retirement plan as at December 31, 2022 and 2021 are as follows:

Discount rate	5.20%
Future salary increases	3%

The average years of service as at December 31, 2022 is 3.52 years.

The projected unit credit method was applied to all the benefits without using one-year term cost. The sensitivity analysis on retirement benefits liability based on reasonably possible changes of the assumptions is as follows:

	Basis Points	**2022**	2021
Discount rate	+1%	**(₱219,383)**	(₱173,888)
	-1%	**276,088**	218,834
Salary increase rate	+1%	**289,314**	229,317
	-1%	**(232,848)**	(184,561)

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 corresponding change in the retirement benefits liability was expressed as a percentage change from the base amount.

The Company does not maintain a fund for its retirement benefits liability. While funding is not a requirement of the law, there is a risk that the Company may not have the cash if several employees retire within the same year.

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

One year to less than 10 years	₱494,047
More than ten years	21,394,191

The average duration of the retirement benefits liability as at December 31, 2022 is 26 years.

The cumulative remeasurement losses on retirement benefits liability recognized in other comprehensive income are as follows (see Note 22):

	Cumulative Actuarial Loss	Deferred Tax	Net
Balance as at December 31, 2020	₱26,790	(₱8,037)	₱18,753
Actuarial loss	473,965	(118,491)	355,474
Change in tax rate	–	1,339	1,339
Balance as at December 31, 2021 and 2022	₱500,755	(₱125,189)	₱375,566

13. Equity

Capital Stock and APIC

Details of the Company's common shares are as follows:

	Number of Shares			Amount		
	2022	2021	2020	**2022**	2021	2020
Authorized Capital Stock						
Balance at beginning of year	**1,500,000,000**	550,000	550,000	**₱75,000,000**	₱55,000,000	₱55,000,000
Increase	–	200,000	–	**–**	20,000,000	–
Effect of stock split	–	1,499,250,000	–	**–**	–	–
	1,500,000,000	1,500,000,000	550,000	**₱75,000,000**	₱75,000,000	₱55,000,000
Issued and Outstanding						
Balance at beginning of year	**1,170,005,000**	535,000	535,000	**₱58,500,250**	₱53,500,000	₱53,500,000
Effect of stock split	–	1,069,465,000	–	**–**	–	–
Issuances	**325,000,000**	100,005,000	–	**16,250,000**	5,000,250	–
	1,495,005,000	1,170,005,000	535,000	**₱74,750,250**	₱58,500,250	₱53,500,000

In September 2021, the BOD and stockholders approved the increase in the Company's authorized capital stock from ₱55.0 million divided into 550,000 shares at ₱100.00 par value a share to ₱75.0 million divided into 750,000 shares at the same par value. On the same date, the BOD and stockholders approved the 1:2,000 stock split resulting to a decrease in par value from ₱100.00 a share to ₱0.05 a share and an increase in the authorized capital stock from 750,000 shares to 1,500,000,000 shares. Out of the total increase, the Parent Company subscribed to 100,000,000 common shares at par and paid ₱5.0 million. On November 24, 2021 and December 21, 2021, the SEC approved the increase in the Company's authorized capital stock and the 1:2,000 stock split, respectively (see Note 1).

On December 27, 2021, the stockholders and the BOD authorized the Company's Offering of its common shares with the PSE. This was approved by the SEC and the PSE on May 24, 2022 and May 26, 2022, respectively. On June 30, 2022, the Company's 325,000,000 common shares were officially listed on the PSE at an offer price of ₱0.70 a share resulting to additional paid-in capital of ₱211.3 million.

The Offer Period was from June 17, 2022 to June 23, 2022. The trading of the shares commenced on June 30, 2022.

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 Company's IPO. Details are as follows:

Balance at beginning of the year	₱96,532,500
Add proceeds in excess of par value	211,250,000
Less IPO expenses charged against APIC	(20,939,319)
Balance at end of year	₱286,843,181

IPO expenses were charged as follows:

Additional paid-in capital	₱20,939,319
General and administrative expenses	2,760,681
	₱23,700,000

Retained Earnings

The Company's BOD declared the following cash dividends:

		Amount Declared	
Date of Declaration	Stockholders of Record	Per Share	Total
September 11, 2021	August 27, 2021	₱15.00	₱8,025,000

Cash dividends were paid on the same year of declaration to the stockholders of record before the effectivity of the stock split.

Capital Management

The Company's objectives when managing capital are:

- To safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders, and,
- To provide an adequate return to stockholders by pricing products and services commensurately with the level of risk.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it when there are changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to stockholders, return capital to stockholders, issue new shares, or sell assets to reduce debt.

There were no changes in the objectives, policies or processes from previous year.

The Company considers the capital stock and APIC presented in the statements of financial position as its core capital and it is not subject to any externally-imposed capital requirements.

Pursuant to the PSE's rules on minimum public ownership, at least 15.00% of the issued and outstanding shares of a listed company must be owned and held by the public. The public ownership is about 24.93% as at December 31, 2022.

The total number of shareholders of the Company as at December 31, 2022 and 2021 is 80 and 6, respectively.

14. Revenue

This account consists of:

	Note	**2022**	2021	2020
Sale of goods		**₱323,443,182**	₱143,463,428	₱110,143,631
Franchise revenue	21	**17,716,102**	5,469,993	–
		₱341,159,284	₱148,933,421	₱110,143,631

The Company derives sales upon delivery to customers or at a point in time when the Company has no more obligations that could affect the acceptance of goods by the customers.

Details of the Company's sale of goods based on geographical markets are as follows:

	2022	2021	2020
Luzon	**₱314,452,113**	₱138,654,902	₱102,399,211
Visayas	**8,991,069**	4,808,526	7,744,420
	₱323,443,182	₱143,463,428	₱110,143,631

15. **Cost of Sales**

This account consists of:

	Note	**2022**	2021	2020
Merchandise inventories at beginning of year		**₱2,664,326**	₱1,551,155	₱1,628,970
Purchases:				
Related party	19	**123,172,363**	63,390,006	56,220,218
Third parties		**46,449,847**	8,949,718	–
Cost of goods available for sale		**172,286,536**	73,890,879	57,849,188
Merchandise inventories at end of year	8	**(6,860,023)**	(2,664,326)	(1,551,155)
		₱165,426,513	₱71,226,553	₱56,298,033

16. **Selling and Distribution Expenses**

This account consists of:

	Note	**2022**	2021	2020
Salaries, wages and other employees' benefits		**₱30,064,932**	₱16,244,149	₱12,575,403
Rental	21	**22,546,890**	9,690,360	10,774,849
Utilities		**16,695,316**	6,483,118	4,239,546
Depreciation and amortization	10	**11,087,597**	6,770,607	3,457,155
Outside services		**4,119,409**	1,560,776	2,035,782
Transportation and travel		**2,690,889**	898,845	2,004,912
Advertisement		**2,196,753**	828,905	1,121,433
Repairs and maintenance		**1,039,441**	804,824	740,641
Insurance		**249,579**	200,132	153,401
Others		**1,532,973**	1,853,510	1,830,034
		₱92,223,779	₱45,335,226	₱38,933,156

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

Outside services pertain to payments to agencies for the salaries of service crews.

17. General and Administrative Expenses

This account consists of:

	Note	2022	2021	2020
Depreciation and amortization	10	**₱16,318,094**	₱5,002,986	₱2,808,258
Management fees	19	**7,500,000**	6,072,163	3,023,383
Professional fees		**7,032,684**	2,499,213	650,023
Salaries, wages and other employees' benefits		**4,440,966**	4,701,259	3,376,946
Taxes and licenses		**3,344,030**	2,102,609	4,061,535
Penalties		**2,752,865**	2,003,383	913,471
Office supplies		**1,211,306**	1,761,048	808,580
Retirement benefits	12	**329,892**	244,635	222,749
Others		**152,965**	209,776	10,360
		₱43,082,802	₱24,597,072	₱15,875,305

18. Other Income - net

This account consists of:

	Note	2022	2021	2020
Interest income	5	**₱4,440,451**	₱772,508	₱6,129
Unrealized loss on changes in fair value for financial assets at FVPL	6	**(255,063)**	–	–
Gain on:				
Termination of lease	21	**29,347**	1,462,929	–
Sale of property and equipment	10	**–**	3,285,484	–
Rent concession	21	**–**	–	1,102,600
Miscellaneous income		**125,351**	205,851	214,567
		₱4,340,086	₱5,726,772	₱1,323,296

Miscellaneous income pertains mainly to cash overages from outlets.

19. Related Party Transactions

In the normal course of business, the Company has transactions with related parties, as follows:

			Amount of Transactions		Outstanding Balances	
Related Party	Nature of Transactions	Note	**2022**	2021	**2022**	2021
Due from Related Parties						
Under common control	Cash advances		**₱–**	₱31,180,720		
	Collections		**(1,392,989)**	(98,387,111)		
	Reclassification to note receivable		**–**	(60,000,000)		
	Transfer of property and equipment		**–**	8,852,280		
	Transfer of security deposits		**–**	3,642,308		
	Sale of baked goods		**6,494,009**	1,141,962		
	Collections		**(6,494,009)**	(1,141,962)		
	Interest income		**2,916,667**	750,000		
	Collections		**–**	(750,000)	**₱9,105,984**	₱7,582,306

Related Party	Nature of Transactions	Note	Amount of Transactions 2022	2021	Outstanding Balances 2022	2021
Note Receivable						
Under Common	Reclassification		**₱–**	₱60,000,000		
Management	Payments		**(10,000,000)**		**₱50,000,000**	₱60,000,000
Trade Payables						
Under common control	Purchase of merchandise inventories*	15	**₱136,721,324**	₱70,362,907		
	Payments		**(136,721,324)**	(70,362,907)		
	Rental		**385,200**	96,300		
	Payments		**(385,200)**	(96,300)	**₱–**	₱–
Parent	Management fees*	17	**8,325,000**	6,740,100		
	Payments		**(8,325,000)**	(6,740,100)		
	Rental		**321,429**	133,929		
	Payments		**(321,429)**	(133,929)	**–**	–
					₱–	₱–
Due to Related Parties						
Under common management	Cash advances		**₱401,747**	₱–		
	Payment		**–**	–	**₱401,747**	₱–

**Inclusive of VAT, net of EWT*

Terms and Conditions

Outstanding balances, except for trade payables that are generally settled on a 15 to 30-day term, are unsecured, noninterest-bearing and are collectible/payable in cash upon demand. There have been no guarantees provided for any of the aforementioned related party receivables and payables. An assessment of the collectability of the account is undertaken each financial year through examining financial position of the related party and the market in which the related party operates. On October 3, 2021, due from related parties amounting to ₱60.0 million was issued with a promissory note which resulted in the reclassification to note receivable. The note receivable is unsecured, collectible within one year and bears a 5% fixed annual interest. This was rolled over for another year with the same terms. Interest is collectible monthly.

Management Agreement

The Parent Company has a management agreement with the Company for the Parent Company to provide administrative services for a fixed monthly fee. Management fees amounted to ₱7.5 million and ₱6.0 million in 2022 and 2021, respectively (see Note 17).

Compensation of Key Management Personnel

Compensation of key management personnel, consisting of salaries and short-term benefits, amounted to ₱3.6 million, ₱2.3 million and ₱1.5 million in 2022, 2021 and 2020, respectively.

20. Earnings (Loss) Per Share

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

	2022	2021	2020
Net income (loss) for the year	**₱37,133,169**	₱8,541,566	(₱922,142)
Weighted average number of outstanding common shares	**1,332,505,000**	1,078,868,750	1,070,000,000
	₱0.0279	₱0.0079	(₱0.0009)

The Company has no dilutive potential share in 2022, 2021 and 2020.

21. **Significant Agreements**

Company as Lessee - Short-term Lease

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

Security deposits and amount of advance rentals paid to the lessors are disclosed in Note 9.

Rental expense charged to operations is disclosed in Note 16.

Company as Lessee - Long-term Lease

The Company has existing several noncancellable lease agreements with third parties for its outlet spaces for a period of three years subject to renewal.

In September 2019, the Company entered into a ten-year noncancellable lease agreement with a third party for the lease of a parcel of land on which a warehouse will be constructed. The lease is renewable upon mutual agreement of both parties. In October 2021, the parties mutually agreed to amend the lease agreement to transfer the lease to FGI effective October 30, 2021. Accordingly, the lease was terminated and the Company recognized a gain on termination of lease amounting to ₱1.5 million (see Note 18).

The balance of and movements in ROU assets and lease liabilities are as follows:

ROU Assets

	Note	**2022 Outlet Spaces**
Cost		
Balance at beginning of year		**₱30,429,457**
Additions		**12,229,509**
Retirement of lease		**(3,904,675)**
Termination of lease		**(1,501,046)**
Balance at end of year		**37,253,245**
Accumulated Amortization		
Balance at beginning of year		**6,994,487**
Amortization	10	**11,087,597**
Retirement of lease		**(3,904,675)**
Termination of lease		**(440,499)**
Balance at end of year		**13,736,910**
Carrying Amount		**₱23,516,335**

	Note	2021 Outlet Spaces	Land	Total
Cost				
Balance at beginning of year		₱3,904,675	₱12,943,700	₱16,848,375
Additions		26,524,782	–	26,524,782
Termination of lease		–	(12,943,700)	(12,943,700)
Balance at end of year		30,429,457	–	30,429,457
Accumulated Amortization				
Balance at beginning of year		2,603,118	1,725,825	4,328,943
Amortization	10	4,391,369	1,078,642	5,470,011
Termination of lease		–	(2,804,467)	(2,804,467)
Balance at end of year		6,994,487	–	6,994,487
Carrying Amount		₱23,434,970	₱–	₱23,434,970

Lease Liabilities

	2022 **Outlets Spaces**
Balance at beginning of year	**₱23,686,798**
Additions	**12,021,261**
Rental payments	**(11,975,423)**
Interest	**1,760,287**
Termination of lease	**(1,089,894)**
Balance at end of year	**24,403,029**
Less current portion	**11,506,876**
Noncurrent portion	**₱12,896,153**

	2021 Outlets Spaces	Land	Total
Balance at beginning of year	₱1,444,701	₱11,879,986	₱13,324,687
Additions	26,524,782	–	26,524,782
Rental payments	(4,935,155)	(1,350,000)	(6,285,155)
Interest	652,470	1,072,176	1,724,646
Termination of lease	–	(11,602,162)	(11,602,162)
Balance at end of year	23,686,798	–	23,686,798
Less current portion	8,470,849	–	8,470,849
Noncurrent portion	₱15,215,949	₱–	₱15,215,949

The incremental borrowing rate applied to the lease liabilities ranges from 6.40% to 11.00% per annum, depending on the lease term. ROU assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments.

The amounts recognized in profit or loss are as follows:

	Note	**2022**	2021	2020
Rental expense - short-term lease	16	**₱22,546,890**	₱9,690,360	₱10,774,849
Amortization of ROU assets	10	**11,087,597**	5,470,011	2,595,928
Interest expense on lease liabilities		**1,760,287**	1,724,646	1,333,872
Gain on termination of lease	18	**29,347**	1,462,929	–
Gain from rent concessions	18	**–**	–	1,102,600
		₱35,424,121	₱18,347,946	₱15,807,249

Lease commitments for short-term leases amounted to ₱8.5 million and ₱7.4 million as at December 31, 2022 and 2021, respectively.

Lease with Variable Payments
The Company 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 Company's variable lease payments, including the magnitude in relation to fixed payments:

	2022		
	Fixed payments	**Variable payments**	**Total**
Fixed rent only	**₱20,775,580**	**₱–**	**₱20,775,580**
Variable rent with minimum payment	**4,540,337**	**2,501,760**	**7,042,097**
Variable rent only	**–**	**6,704,636**	**6,704,636**
	₱25,315,917	**₱9,206,396**	**₱34,522,313**

	2021		
	Fixed payments	Variable payments	Total
Fixed rent only	₱9,614,089	₱–	₱9,614,089
Variable rent with minimum payment	2,101,082	1,157,712	3,258,794
Variable rent only	–	3,102,632	3,102,632
	₱11,715,171	₱4,260,344	₱15,975,515

A 5% increase in revenue would increase total lease payments by 5%.

Lease with Extension Options
The Company 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 Company'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	**2022**	2021
Not later than one year	**₱31,986,669**	₱23,901,942
More than one year but less than five years	**19,746,239**	47,803,884
	₱51,732,908	₱71,705,826

COVID-19-Related Rent Concessions - amendment to PFRS 16 Leases
In 2020, many lessors provided rent concessions to the Company as a result of the COVID-19 pandemic. Rent concessions include rent holidays or rent reductions for a certain period of time. The Company 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 statements of comprehensive income amounted to ₱1.1 million in 2020.

Franchise Agreements

The Company has granted its franchisees the right to operate outlets under various brands for a certain period and subject to the terms and conditions specified in the franchise agreements. The agreements provide for an initial franchise revenue payable upon execution of the agreements. The initial franchise revenue payment covers the construction of franchisee's unit, training of staff, signage, promotional materials, and equipment. Franchise revenue recognized as part of "Revenue" amounted to ₱17.7 million and ₱5.5 million in 2022 and 2021, respectively (see Note 14).

22. Income Taxes

The Company's provision for current income tax represents RCIT in 2022 and 2021 and MCIT in 2020.

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 became effective beginning July 1, 2020.

The income tax rates used, however, in preparing the financial statements as at and for the year ended December 31, 2020 were still at 30% and 2% for RCIT and MCIT, respectively. The effect of the reduction in tax rates was recognized as part of the 2021 income tax expense, as required by PAS 12, *Income Tax*es. Details of the adjusted amounts are as follows:

	Current	Deferred	Total
Income tax expense	₱3,362,195	₱77,198	₱3,439,393
Effect of change in tax rates	(270,301)	66,038	(204,263)
Adjusted income tax expense	₱3,091,894	₱143,236	₱3,235,130

Details of the Company's deferred tax assets are as follows:

	2022	2021
Retirement benefits liability	**₱397,696**	₱315,223
Lease liabilities, net of ROU assets	**221,674**	62,957
	₱619,370	₱378,180

Excess MCIT over RCIT incurred in 2020 amounting to ₱751,958 was applied against income tax due in 2021.

Reconciliation of provision for (benefit from) income tax based on statutory tax rate and the effective tax rate is as follows:

	2022	2021	2020
Provision for (benefit from) income tax computed at the statutory tax rate	**₱10,751,497**	₱2,944,174	(₱292,032)
Tax effects of:			
Expenses charged to APIC	**(5,234,830)**		
Interest income already subjected to a final tax	**(380,946)**	(5,627)	(1,839)
Nondeductible expenses	**737,099**	500,846	242,574
Effect of change in tax rates	**–**	(204,263)	–
Provision for (benefit from) income tax computed at the effective tax rate	**₱5,872,820**	₱3,235,130	(₱51,297)

23. **Reconciliation of Liabilities Arising from Financing Activities**

The tables below detail the changes in the Company's liabilities arising from financing activities, including cash and noncash changes:

			Noncash Charges			
	2021	**Payments**	**Additions**	**Accretion of Interest**	**Termination of Lease**	**2022**
Lease liabilities	**₱23,686,798**	**(₱11,975,423)**	**₱12,021,261**	**₱1,760,287**	**(₱1,089,894)**	**₱24,403,029**
Due to related parties	**–**	**–**	**401,747**	**–**	**–**	**401,747**
	₱23,686,798	**(₱11,975,423)**	**₱12,423,008**	**₱1,760,287**	**(₱1,089,894)**	**₱24,804,776**

			Noncash Charges				
	2020	Payments	Additions	Accretion of Interest	Termination of Lease	Dividends Declared	2021
Lease liabilities	₱13,324,687	(₱6,285,155)	₱26,524,782	₱1,724,646	(₱11,602,162)	₱–	₱23,686,798
Dividends payable	–	(8,025,000)	–	–	–	8,025,000	–
	₱13,324,687	(₱14,310,155)	₱26,524,782	₱1,724,646	(₱11,602,162)	₱8,025,000	₱23,686,798

24. **Financial Risk Management Policies and Objectives**

The Company's financial assets comprise cash in banks and cash equivalents, financial assets at FVPL, trade and other receivables, note receivable, due from related parties and construction bond (presented as part of "Other current assets" account in the statements of financial position). The Company's financial liabilities include trade and other payables (excluding statutory payable), lease liabilities and due to related parties. The main purpose of these financial liabilities is to finance the Company's operations.

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's BOD and management review and approve the policies for managing each of the risks, which are 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. Counterparty such as banks and customer who pay on or before due date have minimum risk exposure because default in settling its obligations is remote.

The table below shows the gross maximum exposure of the Company to credit risk for the components of the Company's financial position:

	2022	2021
Cash in banks and cash equivalents	**₱255,042,668**	₱32,214,468
Financial assets at FVPL	**15,744,937**	16,000,000
Trade and other receivables	**11,694,750**	2,404,774
Note receivable	**50,000,000**	60,000,000
Due from related parties	**9,105,984**	7,582,306
Construction bond	**381,783**	418,200
	₱341,970,122	₱118,619,748

Risk Management. The Company 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 Company 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 as at December 31, 2022 and 2021:

	2022				
	Neither Past Due Nor Impaired				
	High Grade	**Standard Grade**	**Past Due but Not Impaired**	**Impaired**	**Total**
Financial Assets at Amortized Cost					
Cash in banks and cash equivalents	**₱255,042,668**	**₱–**	**₱–**	**₱–**	**₱255,042,668**
Trade and other receivables	**–**	**11,694,750**	**–**	**–**	**11,694,750**
Note receivable	**–**	**50,000,000**	**–**	**–**	**50,000,000**
Due from related parties	**–**	**9,105,984**	**–**	**–**	**9,105,984**
Construction bond	**–**	**381,783**	**–**	**–**	**381,783**
	255,042,668	**71,182,517**	**–**	**–**	**326,225,185**
Financial Assets at FVPL	**15,744,937**	**–**	**–**	**–**	**15,744,937**
	₱270,787,605	**₱71,182,517**	**₱–**	**₱–**	**₱341,970,122**

	2021				
	Neither Past Due Nor Impaired				
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	Total
Financial Assets at Amortized Cost					
Cash in banks and cash equivalents	₱32,337,058	₱–	₱–	₱–	₱32,337,058
Trade and other receivables	–	2,404,774	–	–	2,404,774
Note Receivable	–	60,000,000	–	–	60,000,000
Due from related parties	–	7,582,306	–	–	7,582,306
Construction bond	–	418,200	–	–	418,200
	32,337,058	70,405,280	–	–	102,742,338
Financial Assets at FVPL	16,000,000	–	–	–	16,000,000
	₱48,337,058	₱70,405,280	₱–	₱–	₱118,742,338

The credit quality of such financial assets at amortized cost is managed by the Company using internal credit quality ratings as follows:

- *High Grade.* Pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies, government agencies and individual buyers. 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.

Security. The Company does not have financial assets held as collaterals.

Impairment. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and other forms of credit insurance). The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Trade receivables arise mainly from transactions with store outlets. Store outlets 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. The Company has assessed that the ECL on trade and other receivables is not material because these are substantially collected within the Company's credit terms.

For other financial assets at amortized cost which comprise cash and cash equivalents, other receivables, note receivable, due from related parties and construction bond, the PFRS 9 impairment requirements do not result in significant ECL. The following are considered in the assessment:

- Cash being deposited with reputable counterparty banks that possess good credit ratings

- Available liquid assets of the related parties

<u>Liquidity Risk</u>

Liquidity risk arises from the possibility that the Company 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 Company's objective is to maintain a balance between continuity of funding and flexibility through 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 Company's financial liabilities as at December 31, 2022 and 2021, based on undiscounted cash flows:

	2022					
	Payable on demand	**1 to 120 days**	**121 to 240 days**	**241 to 360 days**	**Over 360 days**	**Total**
Trade and other payables*	**₱–**	**₱12,553,105**	**₱–**	**₱–**	**₱–**	**₱12,553,105**
Due to related parties	**₱401,747**	**–**	**–**	**–**	**–**	**401,747**
Lease liabilities	**–**	**4,343,020**	**4,343,020**	**4,343,020**	**15,272,618**	**28,301,678**
	₱401,747	**₱16,896,125**	**₱4,343,020**	**₱4,343,020**	**₱15,272,618**	**₱41,256,530**

**Excluding statutory payable.*

	2021					
	Payable on demand	1 to 120 days	121 to 240 days	241 to 360 days	Over 360 days	Total
Trade and other payables*	₱–	₱8,404,458	₱–	₱–	₱–	₱8,404,458
Lease liabilities	–	3,246,846	3,246,846	3,246,846	16,077,116	25,817,654
	₱–	₱11,651,304	₱3,246,846	₱3,246,846	₱16,077,116	₱34,222,112

**Excluding statutory payable.*

25. **Fair Value Measurement**

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

	2022		2021	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets at Amortized Cost:				
Cash in banks and cash equivalents	**₱255,042,668**	**₱255,042,668**	₱32,214,468	₱32,214,468
Trade and other receivables	**11,694,750**	**11,694,750**	2,404,774	2,404,774
Note receivable	**50,000,000**	**50,000,000**	60,000,000	60,000,000
Due from related parties	**9,105,984**	**9,105,984**	7,582,306	7,582,306
Construction bond	**381,783**	**381,783**	418,200	418,200
Financial assets at FVPL	**15,744,937**	**15,744,937**	16,000,000	16,000,000
	₱341,970,122	**₱341,970,122**	₱118,619,748	₱118,619,748
Financial Liabilities at Amortized Cost:				
Trade and other payables*	**₱12,553,105**	**₱12,553,105**	₱8,404,458	₱8,404,458
Lease liabilities	**24,403,029**	**24,403,029**	23,686,798	23,686,798
	₱36,956,134	**₱36,956,134**	₱32,091,256	₱32,091,256

**Excluding statutory payable.*

Cash in Banks and Cash Equivalents, Trade and Other Receivables, Note Receivable, Due from Related Parties, Construction Bond and Trade and Other Payables (Excluding Statutory Payable). The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these financial instruments.

Financial Assets at FVPL. The fair value of investments at FVPL classified as Level 1 was determined using the quoted market prices as published by the trust company.

Lease Liabilities. The fair value of lease liabilities are determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. There were no significant unobservable inputs identified and no relationship was established between the unobservable inputs and the fair value of lease liabilities. These financial liabilities are classified under Level 3 of the fair value hierarchy. The rates applied to lease liabilities range from 10.87% to 11.00%.

Generally, an increase or decrease in the incremental after-tax cash flows will result in an increase or decrease in the fair value of these financial assets and liabilities. An increase or decrease in discount rate will result in a decrease or increase in the fair value of these financial asset and liabilities.

There are no significant transfers between levels in the fair value hierarchy in 2022 and 2021.

26. Operating Segment Information

For management purposes, the Company 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 statements of comprehensive income are all from external customers and within the Philippines, which is the Company's domicile and primary place of operations. Additionally, the Company'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 Company's store outlets. Consequently, the Company has no concentrations of revenue from a single customer in 2022, 2021, and 2020.

27. **Supplementary Information Required by the Bureau of Internal Revenue (BIR)**

The information for 2022 as required by Revenue Regulations No. 15-2010 is presented below:

Output VAT
As provided for under R.A. 9994 and R.A. 10754, sale or lease of goods and services to senior citizens and persons with disabilities are exempt from VAT. The Company sold to senior citizens and persons with disabilities.

The Company is engaged in selling processed goods, which are subject to VAT. Output VAT declared by the Company for the year ended December 31, 2022 and the revenue upon which the same was based consist of:

	Sales/Receipts	Output VAT
Sales subject to 12% VAT	₱236,449,807	₱28,373,977
Exempt sales	104,709,477	–
		28,373,977
Less:		
Input VAT applied against output VAT		20,377,428
Output VAT payments during the year		6,522,588
		₱1,473,961

Input VAT
The movements in the input VAT claimed by the Company during the year are shown below:

	Base Amount	Input VAT
Balance at beginning of year:		₱730,750
Add current year's purchases/payments for:		
Goods other than capital goods	₱110,809,912	13,297,189
Services	62,380,149	7,485,618
Capital goods not exceeding ₱1.0 million	1,731,786	207,814
Capital goods exceeding ₱1.0 million	1,232,143	147,857
Purchases not qualified for input VAT	74,518,783	–
		21,869,228
Less:		
Input tax allocated to exempt sales		1,491,800
Input VAT applied against output VAT		20,377,428
		₱–

Documentary Stamp Taxes
Documentary stamp tax incurred by the Company amounted to ₱165,609 in 2022 which pertains to the documentary stamp on insurance and rent and to the Parent Company.

Documentary stamp taxes are classified as part of "Taxes and licenses" account under "General and administrative expenses" in the 2022 statement of comprehensive income.

All Other Local and National Taxes

The Company's local and national taxes for the year ended December 31, 2022 consist of:

	Amount
Local -	
Business taxes	₱3,177,921
National -	
BIR annual registration	500
	₱3,178,421

The above local and national taxes are classified as part of "Taxes and licenses" account under "General and administrative expenses" in the 2022 statement of comprehensive income.

Withholding Taxes

The details of withholding taxes paid and accrued as at and for the year ended December 31, 2022 are shown below:

	Paid	Accrued
Expanded withholding taxes	₱3,660,577	₱651,025
Withholding taxes on compensation	366,685	22,832
	₱4,027,262	₱673,857

Tax Assessments and Tax Cases

The Company has no pending tax assessments from the BIR or pending tax cases in court or other regulatory bodies outside of the BIR as at and for the year ended December 31, 2022.

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

REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING WITH THE
BUREAU OF INTERNAL REVENUE

The Stockholders and the Board of Directors
BALAI NI FRUITAS, INC.
68 Data St. Brgy. Don Manuel
Quezon City, Philippines

We have audited the accompanying financial statements of BALAI NI FRUITAS, INC. (the “Company” and formerly BUKO NI FRUITAS, INC.), a subsidiary of FRUITAS HOLDINGS, INC., as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, on which we have rendered our report dated April 13, 2023.

In compliance with Revenue Regulations V-20, we are stating that no partner of our Firm is related by consanguinity or affinity to the president, manager or principal stockholders of the Company.

REYES TACANDONG & CO.

CEDRIC M. CATERIO
Partner
CPA Certificate No. 87322
Tax Identification No. 102-083-647-000
BOA Accreditation No. 4782; Valid until April 13, 2024
SEC Accreditation No. 87322-SEC Group A
Issued April 20, 2022
Valid for Financial Periods 2021 to 2025
BIR Accreditation No. 19-005765-001-2022
Valid until December 13, 2025
PTR No. 9564563
Issued January 3, 2023, Makati City

April 13, 2023
Makati City, Metro Manila

ANNEX B

COVER SHEET

C S 2 0 0 5 0 8 3 8 6
SEC Registration Number

B A L A I N I F R U I T A S , I N C .

(Company's Full Name)

6 8 D A T A S T . B R G Y . D O N M A N U E L ,
Q U E Z O N C I T Y
(Business Address: No., Street City / Town / Province)

RALPH HECTOR ADRICULA
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM 17-C

1 2 — 3 1
Month Day
Fiscal Year

FORM TYPE

0 6 — 2 0
Month Day
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

January 06, 2023

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

Attention: **Mr. Vicente Graciano P. Felizmenio, Jr.**
Director, Securities and Exchange Commission

PHILIPPINE STOCK EXCHANGE
6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

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

Subject : **List of Top 100 Stockholders as of December 31, 2022**

Dear Sir/Madam:

We hereby submit the List of Top 100 Stockholders of Balai Ni Fruitas Inc. (BALAI) as of December 31, 2022 both certificated and shares lodged to PCD.

Number of Issued and Outstanding Common Shares	1,495,005,000
Number of Treasury Common Shares, if any	-
Number of Outstanding Common Shares	1,495,005,000
Number of Listed Common Shares	1,495,005,000
Number of Lodged Common Shares	412,500,000
PCD Nominee - Filipino	410,291,709
PCD Nominee - Non-Filipino	2,208,291
Number of Certificated Common Shares	1,082,505,000

Very truly yours,

BALAI NI FRUITAS INC.

By:

Ralph Hector Adricula
Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. January 06, 2023
   Date of Report (Date of earliest event reported)

2. SEC Identification Number- CS200508386

3. BIR Tax Identification No.- 237-383-045-000

4. BALAI NI FRUITAS 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

6. 68 DATA ST. BRGY. DON MANUEL QUEZON CITY — 1113
   Address of principal office — Postal Code:

7. (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 Shares	1,495,005,000

11. Indicate the item numbers reported herein:

    Item 9- Other Events

    We hereby submit the List of Top 100 Stockholders of Balai Ni Fruitas Inc. (BALAI) as of December 31, 2022. There are 412,500,000 lodged common shares out of 1,495,0005,000 outstanding common shares, consisting of 410,291,709 PCD Nominee - Filipino and 2,208,291 PCD Nominee - Non-Filipino. And a total of 1,082,505,000 certificated common shares.

PNB

TRUST BANKING GROUP
Fiduciary Services Division
3F Trust Banking Group
PNB Financial Center Pres. D. Macapagal Boulevard
Pasay City, Philippines
Trunk Lines: (632) 8891-6040 to 70 local 4575
Direct Line: (632) 8573-4575
Fax: (632) 8526-3379

CONFIDENTIAL

January 04, 2023

BALAI NI FRUITAS INC.
68 Data St. Barangay Don Manuel,
Quezon City

Attention : **MR. LESTER C. YU**
President and CEO

Subject : **REPORT ON THE LIST OF TOP 100 STOCKHOLDERS**

Gentlemen:

As Transfer Agent for Balai ni Fruitas Inc., we submit herewith the report on the list of Top 100 stockholders as of December 31, 2022 as follows:

Count	Name	[redacted]	No. of Shares	Percentage
1	FRUITAS HOLDINGS, INC.	[redacted]	1,082,488,000	72.4069819164
2	PCD Nominee Corporation - Filipino	[redacted]	410,291,709	27.4441696851
3	PCD Nominee Corporation - Non Filipino	[redacted]	2,208,291	0.1477112786
4	Lester C. Yu	[redacted]	4,000	0.0002675576
5	Roselyn A. Legaspi	[redacted]	2,000	0.0001337788
6	Madelene Sayson	[redacted]	2,000	0.0001337788
7	Marvin C. Yu	[redacted]	2,000	0.0001337788
8	Jennifer T. Ramos	[redacted]	2,000	0.0001337788
9	David Jonathan Y. Bayot	[redacted]	1,000	0.0000668894
10	Calvin F. Chua	[redacted]	1,000	0.0000668894
11	Rogelio M. Guadalquiver	[redacted]	1,000	0.0000668894
12	Lee Ceasar S. Junia	[redacted]	1,000	0.0000668894
13	Bernardino M. Ramos	[redacted]	1,000	0.0000668894
Total			**1,495,005,000**	**100.0000000000**

Very truly yours,
Philippine National Bank
Acting Through Its Trust Banking Group
As Transfer Agent
By:

MARIA VICTORIA C. MENDOZA
Senior Assistant Vice President

EMYLYN P. AUDEMARD
Manager

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - BALAI0000000

Business Date: December 29, 2022

BPNAME	HOLDINGS
A & A SECURITIES, INC.	10,000
ABACUS SECURITIES CORPORATION	6,744,802
PHILSTOCKS FINANCIAL INC	37,765,066
A. T. DE CASTRO SECURITIES CORP.	200,000
ALPHA SECURITIES CORP.	720,000
AP SECURITIES INCORPORATED	11,258,000
ANSALDO, GODINEZ & CO., INC.	6,892,000
AB CAPITAL SECURITIES, INC.	71,436,100
SB EQUITIES,INC.	3,301,000
CHINA BANK SECURITIES CORPORATION	817,000
BELSON SECURITIES, INC.	50,000
BPI SECURITIES CORPORATION	6,911,712
CAMPOS, LANUZA & COMPANY, INC.	15,000
SINCERE SECURITIES CORPORATION	300,000
LUNA SECURITIES, INC.	3,000
IGC SECURITIES INC.	1,820,000
DAVID GO SECURITIES CORP.	580,000
E. CHUA CHIACO SECURITIES, INC.	50,000
EAST WEST CAPITAL CORPORATION	50,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	1,550,000
EQUITIWORLD SECURITIES, INC.	407,000
EVERGREEN STOCK BROKERAGE & SEC., INC.	1,335,000
FIRST ORIENT SECURITIES, INC.	555,000
F. YAP SECURITIES, INC.	7,387,900
AURORA SECURITIES, INC.	2,150,000
GLOBALINKS SECURITIES & STOCKS, INC.	80,000
GOLDSTAR SECURITIES, INC.	20,000
HDI SECURITIES, INC.	1,346,000
I. B. GIMENEZ SECURITIES, INC.	260,000
INVESTORS SECURITIES, INC,	3,477,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	67,000
VALUE QUEST SECURITIES CORPORATION	20,000
LUCKY SECURITIES, INC.	55,000
COL Financial Group, Inc.	40,947,011
DA MARKET SECURITIES, INC.	20,000
MERCANTILE SECURITIES CORP.	600,000
MDR SECURITIES, INC.	306,000
NEW WORLD SECURITIES CO., INC.	120,000
OPTIMUM SECURITIES CORPORATION	20,000
RCBC SECURITIES, INC.	1,072,000
PAN ASIA SECURITIES CORP.	200,000
PAPA SECURITIES CORPORATION	110,000
MAYBANK SECURITIES, INC.	725,000
PNB SECURITIES, INC.	582,000
QUALITY INVESTMENTS & SECURITIES CORPORATION	1,619,000
R. COYIUTO SECURITIES, INC.	52,000

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

Company Code - BALAI0000000

Business Date: December 29, 2022

BPNAME	HOLDINGS
REGINA CAPITAL DEVELOPMENT CORPORATION	1,682,000
R. NUBLA SECURITIES, INC.	132,500
AAA SOUTHEAST EQUITIES, INCORPORATED	13,308,000
R. S. LIM & CO., INC.	10,000
RTG & COMPANY, INC.	55,000
S.J. ROXAS & CO., INC.	30,000
SUMMIT SECURITIES, INC.	421,000
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	680,000
TOWER SECURITIES, INC.	8,327,000
LANDBANK SECURITIES, INC.	3,503,000
VENTURE SECURITIES, INC.	185,000
FIRST METRO SECURITIES BROKERAGE CORP.	148,749,379
WEALTH SECURITIES, INC.	323,000
WESTLINK GLOBAL EQUITIES, INC.	610,000
BERNAD SECURITIES, INC.	653,000
YAO & ZIALCITA, INC.	400,000
BDO SECURITIES CORPORATION	7,692,530
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	2,000,000
G.D. TAN & COMPANY, INC.	950,000
PHILIPPINE EQUITY PARTNERS, INC.	7,500,000
UNICAPITAL SECURITIES INC.	327,000
SunSecurities, Inc.	776,000
TIMSON SECURITIES, INC.	179,000

Total **412,500,000**

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.

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.

BALAI NI FRUITAS INC. Issuer	Date
RALPH HECTOR P. ADRICULA Compliance Officer	January 06, 2023

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

Contextual Information

Company Details	
Name of Organization	Balai Ni Fruitas Inc. (BALAI)
Location of Headquarters	68 Data St., Brgy. Don Manuel, Quezon City
Location of Operations	Philippines
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	This report mainly covers Balai ni Fruitas Inc. and it's operations within the Philippines
Business Model, including Primary Activities, Brands, Products, and Services	BALAI is a food and beverage community store and kiosk operator with having three active brands namely Buko Ni Fruitas, Fruitas House of Desserts, and Balai Pandesal. Through its brands, BALAI serves a wide-range of products such as coconut-based desserts, boba shakes, fresh fruit shakes, baked goods, and more through its stores located in strategic locations and through the store network of Fruitas Holdings Inc. group.
Reporting Period	January 1 to December 31, 2022
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.

Balai Ni Fruitas Inc. is a food and beverage community store and kiosk operator with having three active brands namely Buko Ni Fruitas, Fruitas House of Desserts, and Balai Pandesal. The company sells a wide-range of products such as coconut-based desserts, boba shakes, fresh fruit shakes, baked goods and more through its vast store network and through the store network of the Fruitas Holdings Inc. group. The sustainability of the company is emphasized on the strength of its stores, distribution channels, and product offerings. 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.

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)	341,159,284	PhP
Direct economic value distributed:		
a. Operating costs	135,306,581	PhP
b. Employee wages and benefits	34,505,898	Php
c. Payments to suppliers, other operating costs	169,622,210	
d. Taxes given to government	5,872,820	PhP
e. Interest payments to loan providers	1,760,287	Php
f. Dividends given to stockholders	-	PhP

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

Balai Ni Fruitas Inc. ("BALAI"), formerly known as Buko Ni Fruitas Inc., is a wholly-owned subsidiary of Fruitas Holdings, Inc. ("FHI"). It was incorporated on May 17, 2005 and started its operations in August 2005 when it opened its first Buko Ni Fruitas kiosk in Robinsons Manila serving fresh coconut-based beverages and desserts. Since then, the Company has expanded to create and acquire new brands, in turn, enabled BALAI to become a reputable player in the Philippine food and beverage kiosk industry. Currently, it has three (3) active brands namely *Buko Ni Fruitas* ("BNF"), *Fruitas House of Desserts* ("FHOD"), and *Balai Pandesal* ("BP"). Each brand offers specialized products such as fruit-based beverages and desserts and freshly-baked goods. BALAI 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. Business Operations Risks

All of the business operations are currently conducted in the Philippines. Since the entire revenue is sourced from the Philippines, the results of operations, financial condition and prospects are subject to a significant degree to the general state of the Philippine economy. There is no assurance that there will be no occurrence of an economic slowdown in the Philippines. In addition, demand for the Company's products is tied closely to domestic consumer purchasing power and disposable income levels. Any decrease in consumer purchasing power and disposable income levels could have a material adverse effect on the business, operations, and financial condition of the Company.

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

3. Financial Risk

The Company relies on its relationship with key suppliers for raw materials and key products. Any material interruptions, including failure or delays in delivering the products, such as, poor infrastructure or delays in third party transit can affect the timeliness of the supply operation. These can be detrimental to the distribution channel which may cause a shortage in products thus affecting sales and growth prospects. Furthermore, the Company may not be able to find alternative distributors or suppliers on time or at all which will affect the stores. Insolvency of key suppliers or losing a relationship with key suppliers may be detrimental to the Company's competitive position. Further, considering that the Company provides affordably priced goods, it may opt to not pass along the price increase of its supplies to the consumers thus affecting its profit margins. On the other hand, any price increase passed to the consumers may adversely affect our sales and those of our franchise owners.

Discussion of Opportunities

BALAI hopes to lessen the negative impact of fluctuations in the cost of goods and disruption in supply by continuing to maintain a strong relationship with its suppliers as this allows the Company to have consistent supply of its raw materials at competitive costs. The Company also leverages on the wide network of suppliers of its affiliates to maintain an optimal level of raw material purchases. On a regular basis, the Company evaluates the major expenses relative to its operations. BALAI takes necessary actions to ensure operational efficiency.

<u>Climate-related risks and opportunities</u>

The Company's business is susceptible to natural phenomena, such as weather disturbances and other natural disasters. The Philippines, which is located along the Pacific Ring of Fire and a typhoon belt, has experienced a number of major natural catastrophes over the past years, including typhoons, volcanic eruptions, earthquakes, tsunamis, mudslides, fires, droughts and floods related to El Niño and La Niña weather event, which may adversely affect the Company's business operations. At present, BALAI does not have formal climate-related risk strategies and metrics. 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	Not yet monitored	%

Majority of the suppliers of BALAI are locally-based. However, actual percentages are not yet monitored by the company. The Company shall track this metric and will report on succeeding reports.

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 2022, 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

BALAI follows best practices in environmental management to manage and mitigate impacts in the environment. The Company implements waste reduction and proper waste disposal protocols to minimize adverse effects in its respective locations. However, current levels of consumptions are not yet monitored by BALAI. The Company is set to gather and consolidate data of its different consumption levels and will report on these in the succeeding Sustainability Reports.

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	

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	#

[1] International Union for Conservation of Nature

<u>Employee Management</u>

<u>Employee Hiring and Benefits</u>

<u>Employee data</u>

Disclosure	Quantity	Units
Total number of employees[2]	186	
a. Number of female employees	100	#
b. Number of male employees	86	#
Attrition rate[3]	24.6	rate
Ratio of lowest paid employee against minimum wage	1:1	ratio

<u>Employee benefits</u>

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)			

<u>Employee Training and Development</u>

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees	N/A	hours
b. Male employees	N/A	hours
Average training hours provided to employees		
a. Female employees	N/A	hours/employee
b. Male employees	N/A	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	53.76%	%
% of male workers in the workforce	46.24%	%
Number of employees from indigenous communities and/or vulnerable sector*	N/A	#

**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	N/A	#
No. of work-related fatalities	N/A	#
No. of work related ill-health	N/A	#
No. of safety drills	N/A	#

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	

The Company continues to develop its Human Resource management systems to further track developments of the department. Data on workforce activities shall be collated and reported on the succeeding sustainable report.

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

BALAI considers sustainability factors and encourages its suppliers to comply to such practices The Company acknowledges the relevance of good business practices to ensure the continuity of its supply chain. Currently, the Company does not have formal guidelines on sustainable supplier engagement practices however is set to craft policies 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

Currently, the Company does not formally monitor customer-relationship engagements. However, BALAI ensures quality of service to its customers through quality sold products and active customer service. The Company collects feedback from various channels and is set to consolidate data of customer interactions and will report these on succeeding Sustainability Reports.

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
Fresh and healthy food and beverage	BALAI manufactures and serves 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	BALAI makes 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

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
BALAI NI FRUITAS INC. ("BALAI")
68 Data Street, Don Manuel, Quezon City
June 20, 2022
2:00 P.M.

TOTAL NUMBER OF SHARES OUTSTANDING	74,750,250

Directors in Attendance:

1. Rogelio M. Guadalquiver	Chairman
2. Lester C. Yu	President and Chief Executive Officer
3. Calvin F. Chua	Director
4. Madelene T. Sayson	Director
5. Bernardino Ramos	Independent Director
6. David Jonathan Y. Bayot	Independent Director
7. Lee Ceasar Junia	Independent Director

Corporate Officers in Attendance:

1. Roselyn A. Legaspi	Managing Director – Visayas and Mindanao
2. Ma. Teresa B. Trujillo	Chief Financial Officer & Treasurer
3. Juneil Dominic P. Torio	Investor Relations Officer
4. Lerma C. Fajardo	Comptroller
5. Ralph Hector P. Adricula	Compliance Officer
6. Marvin C. Yu	Corporate Secretary
7. William V. Capuna	Head of Operation

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

The Chairman opened the meeting by welcoming the shareholders to the 2022 ASM of the company.

Upon request of the Chairman of the Board, Mr. Rogelio M. Guadalquiver, the Corporate Secretary, Mr. Marvin C. Yu announced the Total Outstanding Shares of 74,750,250.

II. APPROVAL OF THE MINUTES OF THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

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 April 26, 2021. 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 April 26, 2021 as recorded."

III. PRESENTATION OF 2020-2021 FINANCIAL 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 accomplishments and milestones throughout the year 2020 and 2021.

The President reported on the significant business transaction undertaken by Management and the financial targets and achievements for the year 2020 and 2021, as well as prospects for 2022.

IV. **ELECTION OF THE MEMEBERS OF THE BOARD OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS, FOR THE YEAR 2022**

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. Bernardino Ramos
6. David Jonathan Y. Bayot
7. Lee Ceasar Junia

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.

V. **APPOINTMENT OF EXTERNAL AUDITORS**

The stockholders were informed that present auditor, Reyes Tacandong & Co. (RTC), was appointed as Company auditor since 2015. It was recommended by the Management the re-appointment of RTC and RTC has accepted the invitation to stand for re-appointment this year.

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 2022."

VI. **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 and officers for their attendance and participation.

Certified Correct:

Mary

MARVIN C. YU
Corporate Secretary

ANNEX C

COVER SHEET

CS200508386

SEC Registration Number

BALAI NI FRUITAS, INC.

(Company's Full Name)

68 DATA ST. BRGY. DON MANUEL, QUEZON CITY

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

RALPH HECTOR ADRICULA

Contact Person

+(632) 8731-8886

Company Telephone Number

SEC FORM 17-C

12 Month 31 Day

Fiscal Year

FORM TYPE

06 Month 20 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-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. **June 05, 2023**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number- **CS200508386**

3. BIR Tax Identification No.- **237-383-045-000**

4. **BALAI NI FRUITAS 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

6. **68 DATA ST. BRGY. DON MANUEL QUEZON CITY** **1113**
   Address of principal office Postal Code:

7. **(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 Shares	**1,495,005,000**

11. Indicate the item numbers reported herein:

Item 9- Other Events

We hereby submit the SEC Form 17C for the Report on Number of Shareholders of Balai Ni Fruitas Inc. for the month ended May 31, 2023. There are 13 stockholders owning at least one board lot (1,000 shares) in the 1,495,005,000 outstanding common shares of BALAI at a closing price of Php 0.56 on the last trading on May 31, 2023. Attached is the list of shareholders as of May 31, 2023 for your reference.

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.

BALAI NI FRUITAS INC.	
Issuer	Date
RALPH HECTOR P. ADRICULA	**June 05, 2023**
Compliance Officer	

BALAI
NI FRUITAS INC.

June 05, 2023

THE SECURITIES AND EXCHANGE COMMISSION
Markets and Securities Regulation Department
17/F SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

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

PHILIPPINE STOCK EXCHANGE
6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

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

Subject: **Balai Ni Fruitas Inc. – Report on Number of Stockholders as of May 31, 2023**

Dear Sir/Madam:

We report to you herewith the number of stockholders owning at least one board lot each of Balai Ni Fruitas Inc. (BALAI) as of May 31, 2023.

Last Trading Date	Closing Price	Shares Per Board Lot	Total Number of Shareholders Owning at least One Board Lot
05.31.2023	PhP 0.56	1,000	13

Very truly yours,

BALAI NI FRUITAS INC.

By:

Ralph Hector Adricula
Compliance Officer

TRUST BANKING GROUP
Fiduciary Services Division
3F Trust Banking Group
PNB Financial Center Pres. D. Macapagal Boulevard
Pasay City, Philippines
Trunk Lines: (632) 8891-6040 to 70 local 4649
Direct Line: (632) 8573-4649
Fax: (632) 8526-3379

CONFIDENTIAL

June 01, 2023

BALAI NI FRUITAS INC.
68 Data St. Barangay Don Manuel,
Quezon City

Attention : **MR. LESTER C. YU**
President and CEO

Subject : **REPORT ON THE LIST OF STOCKHOLDERS**

Gentlemen:

As Transfer Agent for Balai ni Fruitas Inc., we submit herewith the report on the list of stockholders as of May 31, 2023 as follows:

Count	Name		No. of Shares	Percentage
1	FRUITAS HOLDINGS, INC.		1,082,488,000	72.4069819164
2	PCD Nominee Corporation - Filipino		406,788,709	27.2098560874
3	PCD Nominee Corporation - Non Filipino		5,711,291	0.3820248762
4	Lester C. Yu		4,000	0.0002675576
5	Roselyn A. Legaspi		2,000	0.0001337788
6	Madelene Sayson		2,000	0.0001337788
7	Marvin C. Yu		2,000	0.0001337788
8	Jennifer T. Ramos		2,000	0.0001337788
9	David Jonathan Y. Bayot		1,000	0.0000668894
10	Calvin F. Chua		1,000	0.0000668894
11	Rogelio M. Guadalquiver		1,000	0.0000668894
12	Lee Ceasar S. Junia		1,000	0.0000668894
13	Bernardino M. Ramos		1,000	0.0000668894
Total			**1,495,005,000**	**100.0000000000**

Very truly yours,
Philippine National Bank
Acting Through Its Trust Banking Group
As Transfer Agent
By:

MARIA VICTORIA C. MENDOZA
Senior Assistant Vice President

EMYLYN P. AUDEMARD
Manager

ANNEX D

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LEE CEASAR S. JUNIA**, Filipino, of legal age and with office address at **68 DATA ST., BRGY. DON MANUEL, 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 **BALAI NI FRUITAS INC.** and have been its independent director since 2021.

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

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Toyota Makati, Inc.	Executive Vice President and General Manager	2014 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **BALAI NI FRUITAS 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 **BALAI NI FRUITAS 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 **BALAI NI FRUITAS INC.** of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 26 2023 day of ________, at QUEZON CITY

LEE CEASAR S. JUNIA

SUBSCRIBED AND SWORN to before me this JUN 26 2023 day of ________ at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her ________ issued at ________ on ________.

Doc. No. 69;
Page No. 15;
Book No. XXVI;
Series of 2023;

ATTY. MA. PERLITA S. CABRERA
Notarial Commission until DEC. 31, 2023
Adm. Matter No. NP-049(2022-2023)
PTR. No. 4028430 01/03/2023 - QC
IBP. No.: 255076; 01/03/2023 - QC
Attorney's Roll No. 44573
MCLE Compliance No. VII-0002597

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DAVID JONATHAN Y. BAYOT**, Filipino, of legal age and with office address at **68 DATA ST., BRGY. DON MANUEL, 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 **BALAI NI FRUITAS INC.** and have been its independent director since 2021.

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

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
De La Salle University	Associate Professor (Tenure), Department of Literature	2005 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **BALAI NI FRUITAS 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 **BALAI NI FRUITAS 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 **BALAI NI FRUITAS INC.** of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 26 2023 day of __________, at QUEZON CITY.

DAVID JONATHAN Y. BAYOT

SUBSCRIBED AND SWORN to before me this _____ day of JUN 26 2023 at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her __________________________ issued at __________________________ on ______________________.

Doc. No. 68;
Page No. 15;
Book No. XXVI;
Series of 2023

ATTY. MA. PERLITA [illegible] CABRERA
Notarial Commission Until DEC. 31, 2023
Adm. Matter No. NP-049(2022-2023)
PTR. No. 4023430 01/03/2023 - QC
IBP No. 269076; 01/03/2023 - QC
Attorney's Roll No. 44573
MCLE Compliance No. VIII-0002597

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **BERNARDINO M. RAMOS**, Filipino, of legal age and with office address at **68 DATA ST., BRGY. DON MANUEL, 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 **BALAI NI FRUITAS INC.** and have been its independent director since 2021.

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

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
GB Distributors, Inc.	Chairman of the Board	2014 to Present
Cirtek Holdings Philippines Corporation	Member, Board of Directors and Board Committees	2019 to Present
State Investment House, Inc.	Member, Board of Directors, Chairman of the Audit Committee and Member of the Executive Committee	2010 to Present
State Properties, Inc.	Member, Board of Directors, Chairman of the Audit Committee and Member of the Executive Committee	2010 to Present
PILAC, Inc.	Member, Board of Directors	2005 to Present
Prince Plaza Condominium Corporation	Member, Board of Directors, Treasurer	2005 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **BALAI NI FRUITAS 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 **BALAI NI FRUITAS 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 **BALAI NI FRUITAS INC.** of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 26 2023 day of ________, at QUEZON CITY ________.

B. M. Ramos

BERNARDINO M. RAMOS

SUBSCRIBED AND SWORN to before me this JUN 2 6 2023 day of ________ QUEZON CITY.
affiant personally appeared before me and exhibited to me his/her ____________________
issued at ____________________ on ________________.

Doc. No. 118;
Page No. 25;
Book No. XXVI;
Series of 2023

ATTY. MA. PERLITA B. CABRERA
Notarial Commission until DEC. 31, 2023
Adm. Matter No. NP-049(2022-2023)
PTR. No.: 4828430 01/03/2023 - QC
IBP. No.: 259076; 01/03/2023 - QC
Attorney's Roll No. 44573
MCLE Compliance No. VIII-0002597

ANNEX E

BALAI NI FRUITAS INC.
No. 68 Data St., Brgy. Don Manuel
Quezon City, Philippines 1113

SECRETARY'S CERTIFICATE

I, **MARVIN C. YU**, of legal age, Filipino and with office address at No. 68 Data St., Brgy. Don Manuel, 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 **BALAI NI FRUITAS INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at No. 68 Data St., Brgy. Don Manuel, Quezon City, Philippines 1113;

2. None of the following Directors or Officers of the Corporation are 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	Dirctor and Chief Operating Officer
Lee Ceasar S. Junia	Independent Director
David Jonathan Y. Bayot	Independent Director
Bernardino M. Ramos	Independent Director
Roselyn A. Legaspi	Managing Director
Ma. Teresa B. Trujillo	Chief Finance Officer and Treasurer
Marvin C. Yu	Corporate Secretary
Ralph Hector P. Adricula	Compliance Officer
Lerma C. Fajardo	Comptroller
Juneil Dominic P. Torio	Chief Financial Officer, Treasurer, and Investor Relations Officer
William V. Capuno	Head of Operations

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 26 2023 in QUEZON CITY

MARVIN C. YU
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 26 2023 in QUEZON CITY, affiant exhibiting and presenting to me competent evidence of identity, ______ issued by the ______ on ______ valid until ______.

ATTY. MA. PERLITA P. CABRERA
Notarial Commission until DEC. 31, 2023
Adm. Matter No. NP-049 (2022-2023)
PTR. No.: 4028430 01/03/2023 - QC
IBP No.: 259076; 01/03/2023 - QC
Attorney's Roll No. 44573
MCLE Compliance No. VIII-0002597

Doc. No. 70;
Page No. 15;
Book No. XXV;
Series of 2023.

ANNEX F

May 12, 2023

BALAI
NI FRUITAS INC.

THE PHILIPPINE STOCK EXCHANGE
6F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City
Philippines 1634

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

THE SECURITIES AND EXCHANGE COMMISSION
Markets and Securities Regulation Department
17/F SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

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

Subject: **Balai Ni Fruitas Inc. : SEC Form 17Q-Quarter Report**

Dear Sir/Madam:

We hereby submit the SEC Form 17Q for the Quarter Report ending March 31, 2023 of Balai Ni Fruitas Inc. (BALAI).

Attached here is the Unaudited Financial Statement as of March 31, 2023.

Hope you find everything in order.

Thank you.

Very truly yours,

BALAI NI FRUITAS INC.

By:

Ralph Hector P. Adricula
Compliance Officer

COVER SHEET

CS200508386

SEC Registration Number

BALAI NI FRUITAS, INC.

(Company's Full Name)

68 DATA ST. BRGY. DON MANUEL,

QUEZON CITY

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

RALPH HECTOR ADRICULA	+(632) 8731-8886
Contact Person	Company Telephone Number

SEC FORM 17Q

Quarter Report ending March 31, 2023

12	31	FORM TYPE	06	20
Month	Day		Month	Day
Fiscal Year			Annual Meeting	

Secondary License Type, If Applicable

Dept Requiring this Doc Section

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 2023**

2. SEC Identification Number- **CS200508386**

3. BIR Tax Identification No.- **237-383-045-000**

4. BALAI NI FRUITAS, 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. **68 DATA ST. BRGY. DON MANUEL 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	**1,495,005,000**

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.

BALAI NI FRUITAS, INC.

ROGELIO M. GUADALQUIVER
Chairman

LESTER C. YU
President and Chief Executive Officer

MA. TERESA B. TRUJILLO
Chief Finance Officer and Treasurer

BALAI NI FRUITAS, INC.

(Formerly Buko ni Fruitas, Inc.)
[A Subsidiary of FRUITAS HOLDINGS, INC.]

Financial Statements
As at March 31, 2023 and December 31,2022 and for the
Years Ended March 31, 2023 and 2022

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

CS200508386

COMPANY NAME

BALAI NI FRUITAS, INC. Doing business under the names and styles of Balai Pandesal, Buko ni Fruitas and Fruitas House of Desserts [A Subsidiary of FRUITAS HOLDINGS, INC.]

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

68 Data St. Brgy. Don Manuel, Quezon City, Philippines

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

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
ipo.compliance@balainifruitas.com	(02) 8-243-1741	0915-6427243

No. of Stockholders	Annual Meeting (Month / Day)	Calendar Year (Month / Day)
80	Third 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	09283616345

CONTACT PERSON'S ADDRESS

68 Data St. Brgy. Don Manuel, Quezon City, Philippines

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.*

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 Three months ending March 2023 vs Three months ending March 2022

Key Highlights

Revenues
The Company generated revenues of ₱114.0 million for the three months ending March 31, 2023, an 87.9% or ₱53.3 million increase from the same period in 2022, which closed at ₱60.6 million. The increase was driven by the expansion of Balai Pandesal stores and the stronger performance of the stores.

Cost of Sales
Cost of sales for the three months ended March 31, 2023 closed at ₱57.3 million, 93.1% or ₱27.6 million increase from the same period in 2022 which closed at ₱29.7 million. The increase is mainly attributable to the increase in revenues. Despite inflationary pressures, gross profit margin in the first quarter of 2023 marginally declined versus the same period in 2022.

Operating Expenses
The Company's operating expenses settled at ₱45.4 million at the close of the first three months of 2023, an 88.6% or a ₱21.3 million increase from the same period in 2022 which settled at ₱24.1 million. The increase was mainly attributed to the increased business volume in 2023 and expansion undertaken by the Company.

Income Tax Expense/ Benefits
From ₱1.4 million current income tax for the first quarter of 2022 to ₱2.8 million income tax for the same period in 2023. Increase in Income tax for the period ending March 31, 2023 was primarily due to the increase in revenues.

Net income
Net income for the period ending March 31, 2023 closed at ₱9.6 million compared to the same period of the prior year of ₱5.9 million net income driven by the increase in revenue due to business expansion and continued same store sales growth. Net Income margin for the first three months of 2023 settled at 8.4%.

Financial Condition as of MARCH 31, 2023 versus DECEMBER 2022

BALAI had consolidated total assets of ₱476.0 million as of March 31, 2023, an increase of ₱25.5 million from the total assets of ₱ 450.6 million recorded in December 31, 2022.

Cash and cash equivalents

As of end March 2023, cash and cash equivalents totaled ₱282.8 million, increased from ₱255.2 million as of end-2022. 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 ₱11.4 million as of March 31, 2023 compared to ₱11.7 million as of end-2022, lower by 2.6% due to decreased third party trade receivables and improved collection.

Inventories

Inventories were maintained at ₱6.9 million from the end of 2022 and as of March 31, 2023.

Property and Equipment

Consolidated net property and equipment stood at ₱57.7 million as of March 31, 2023. Acquisition of property and equipment for the first three months of the year reached ₱5.5 million, which was invested in the building of new stores, new store equipment and additional transportation equipment.

Intangible assets

Intangible assets stood at ₱3.0 million for the period ending March 31, 2023.

Trade and other payables

Trade and other payables increased by 38.7% for the period ending March 31, 2023 to ₱21.2 million driven by the continued business expansion of BALAI.

Equity

As of March 31, 2023, the Company's consolidated equity increased to ₱418.1 million from ₱408.5 million as of end-2022 which was driven by the net income generated in the first quarter of 2023.

Cash Flow Summary

Net cash provided by operating activities amounted to ₱25.4 million for the three months of 2023.

Net cash used in investing activities was ₱4.6 million for the three months of 2023, driven by CAPEX.

Net cash provided by financing activities was ₱6.7 million for the three months of 2023, as a result of issuance of promissory notes.

	Interim Three Months Ended March 31, 2023	**Interim Three Months Ended March 31, 2022**
Revenue Growth	87.9%	194.2%
Gross Profit Margin	49.7%	51.1%
Net Income (in million)	9.6	5.9
	As of March 31, 2023	**As of December 31, 2022**
Current Ratio	8.10x	13.1x
Debt to Equity Ratio	13.9%	10.3%

BALAI NI FRUITAS, INC.
[A Subsidiary of FRUITAS HOLDINGS, INC.]

STATEMENTS OF FINANCIAL POSITION

	Note	**Mar-2023**	Dec-2022
ASSETS			
Current Assets			
Cash and cash equivalents	5	**₱282,751,675**	₱255,186,274
Financial assets at fair value through profit or loss (FVPL)	6	**15,822,190**	15,744,937
Trade and other receivables	7	**11,394,951**	11,694,750
Note receivable	19	**50,000,000**	50,000,000
Due from related parties	19	**8,124,870**	9,105,894
Merchandise inventories	8	**6,895,402**	6,860,023
Other current assets	9	**13,733,865**	12,152,887
Total Current Assets		**388,722,953**	360,744,855
Noncurrent Assets			
Noncurrent portion of other receivable	7	**5,390,000**	5,390,000
Property and equipment	10	**57,664,442**	57,288,439
Right-of-use (ROU) assets	20	**20,613,328**	23,516,335
Intangible assets	4	**3,000,000**	3,000,000
Deferred tax assets	21	**619,370**	619,370
Total Noncurrent Assets		**87,287,140**	89,814,144
		₱476,010,093	₱450,558,999
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	11	**₱21,176,276**	₱15,267,038
Notes payable		**10,000,000**	-
Current portion of lease liabilities	20	**13,276,700**	11,506,876
Due to related parties	19	**401,747**	401,747
Income tax payable		**3,124,866**	363,028
Total Current Liabilities		**47,979,589**	27,538,689
Noncurrent Liabilities			
Noncurrent portion of lease liabilities	20	**8,249,611**	12,896,153
Retirement benefits liability	12	**1,665,782**	1,590,782
Total Noncurrent Liabilities		**9,915,393**	14,486,935
Total Liabilities		**57,894,982**	42,025,624
Equity	13		
Capital stock		**74,750,250**	74,750,250
Additional paid-in capital		**286,843,181**	286,843,181
Retained earnings		**56,897,246**	47,315,510
Other comprehensive loss	12	**(375,566)**	(375,566)
Total Equity		**418,115,111**	408,533,375
		₱476,010,093	₱450,558,999

See accompanying Notes to Financial Statements.

BALAI NI FRUITAS, INC.

[A Subsidiary of FRUITAS HOLDINGS, INC.]

STATEMENTS OF COMPREHENSIVE INCOME

		Period Ended March 31	
	Note	2023	2022
REVENUE	14	₱113,963,016	₱60,640,948
COST OF SALES	15	(57,293,835)	(29,675,144)
GROSS PROFIT		56,669,181	30,965,804
SELLING AND DISTRIBUTION EXPENSES	16	(39,289,458)	(20,909,845)
GENERAL AND ADMINISTRATIVE EXPENSES	17	(6,089,296)	(3,151,909)
INTEREST EXPENSE		(380,547)	(367,813)
OTHER INCOME	18	1,433,694	800,896
INCOME (LOSS) BEFORE INCOME TAX		12,343,574	7,337,133
PROVISION FOR (BENEFIT FROM) INCOME TAX	21		
Current		2,761,838	1,409,310
Deferred		-	-
		2,761,838	1,409,310
NET INCOME (LOSS)		9,581,736	5,927,823
OTHER COMPREHENSIVE LOSS			
Not to be reclassified subsequently to profit or loss:	12		
Remeasurement loss on retirement benefits liability		–	–
Effect of change in tax rate		–	–
		–	–
TOTAL COMPREHENSIVE INCOME (LOSS)		₱9,581,736	₱5,927,823
Basic and Diluted Earnings (Loss) per Share		₱0.006	₱0.005

See accompanying Notes to Financial Statements.

BALAI NI FRUITAS, INC.

[A Subsidiary of FRUITAS HOLDINGS, INC.]

STATEMENTS OF CHANGES IN EQUITY

	Note	**Mar-2023**	Mar-2022
CAPITAL STOCK	13		
Balance at beginning of year		**₱58,500,250**	₱53,500,000
Issuances		**16,250,000**	5,000,250
Balance at end of year		**74,750,250**	58,500,250
ADDITIONAL PAID-IN CAPITAL			
Balance at beginning of year		**96,532,500**	96,532,500
Additions	13	**190,310,681**	–
Balance at end of year		**286,843,181**	96,532,500
RETAINED EARNINGS			
Balance at beginning of year		**47,315,510**	10,182,341
Net income (loss)		**9,581,736**	5,927,824
Cash dividends	13	**–**	–
Balance at end of year		**56,897,246**	16,110,165
OTHER COMPREHENSIVE LOSS			
Not to be reclassified to profit or loss in subsequent periods			
Cumulative remeasurement loss on retirement benefits liability - net of deferred income tax	12		
Balance at beginning of year		**(375,566)**	(375,566)
Remeasurement loss on retirement benefits liability - net of deferred income tax		**–**	–
Effect of change in tax rate		**–**	–
Balance at end of year		**(375,566)**	(375,566)
		₱418,115,111	₱170,767,349

See accompanying Notes to Financial Statements.

BALAI NI FRUITAS, INC.

[A Subsidiary of FRUITAS HOLDINGS, INC.]

STATEMENTS OF CASH FLOWS

	Note	**Mar-2023**	Mar-2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax		**₱12,343,574**	₱7,337,134
Adjustments for:			
Depreciation and amortization	10	**8,029,174**	5,143,461
Interest income	18	**(1,355,533)**	(775,396)
Interest expense		**380,547**	367,813
Retirement benefits cost	12	**75,000**	75,000
Operating income before working capital changes		**19,472,762**	12,148,012
Decrease (increase) in:			
Trade and other receivables		**299,799**	2,132,432
Merchandise inventories		**(35,379)**	45,536
Other current assets		**(899,480)**	(2,966,445)
Deposits and advances		**(681,498)**	393,709
Increase (decrease) in trade and other payables		**5,909,238**	2,897,202
Net cash generated from operations		**24,065,442**	14,650,446
Interest received		**1,355,533**	775,396
Income tax paid		**–**	(271,616)
Interest paid		**–**	–
Net cash flows provided by (used in) operating activities		**25,420,975**	15,154,226
CASH FLOWS FROM INVESTING ACTIVITIES			
Advances to related parties	19	**981,114**	5,166,457
Additions to:			
Property and equipment	10	**(5,502,170)**	(1,145,160)
Change in Financial assets at FVPL	6	**(77,253)**	-
Collections of :			
Note receivable	19	**–**	–
Due from related parties	19	**–**	–
Net cash flows provided by (used in) investing activities		**(4,598,309)**	4,021,297
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Advances from related parties			
Issuance of promissory notes	19	**10,000,000**	–
Payments of:			
Lease liabilities	20	**(3,257,265)**	(2,435,134)
Mortgage payable		**–**	–
Due to related parties	19	**–**	–
Net cash flows provided by (used in) financing activities		**6,742,735**	(2,435,134)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**27,565,401**	16,740,389
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**255,186,274**	48,337,058
CASH AND CASH EQUIVALENTS AT END OF YEAR		**₱282,751,675**	₱65,077,447

See accompanying Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS
AS AT MARCH 31, 2023 AND DECEMBER 31, 2022 AND FOR THE PERIOD ENDED MARCH 31, 2023 AND MARCH 31, 2022

1. **Corporate Information**

General Information

BALAI NI FRUITAS, INC. Doing business under the names and styles of BALAI Pandesal, Buko ni Fruitas and Fruitas House of Desserts (the "Company" and formerly BUKO NI FRUITAS, INC.) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on May 17, 2005. The Company is primarily engaged in the trading of fresh fruit drinks and other related products.

The Company is a subsidiary of FRUITAS HOLDINGS, INC. (FHI or the "Parent Company"), a company incorporated and domiciled in the Philippines, whose shares of stock are listed and traded on the Philippine Stock Exchange (PSE). FHI is primarily engaged in investing, holding and owning real and personal properties of any kind. The ultimate parent of the Company is The Lush Properties, Inc., an entity incorporated in the Philippines and is engaged in leasing/real estate activities.

The Company's registered office address, which is also its principal place of business, is at 68 Data St. Brgy. Don Manuel, Quezon City, Philippines.

In September 2021, the Board of Directors (BOD) and stockholders approved the following amendments to the Company's Articles of Incorporation:

- Change in the name from "Buko Ni Fruitas, Inc." to "Balai ni Fruitas, Inc.";
- Increase in the authorized capital stock from ₱55.0 million divided into 550,000 shares with par value of ₱100.00 a share to ₱75.0 million 750,000 shares with the same par value; and
- 1:2,000 stock split resulting to a decrease in par value from ₱100.00 to ₱0.05 a share, and an increase in the authorized capital stock from 750,000 shares to 1.5 billion shares. Out of the total increase, the Parent Company subscribed to 100 million common shares at par and paid ₱5.0 million.

On November 24, 2021, the SEC approved the change in the Company's name and the increase in the authorized capital stock. On January 6, 2022, the SEC approved the 1:2,000 stock split.

In May 2021, the BOD of the Company approved certain reorganization activities wherein certain assets and rights to the lease of various outlets previously owned and operated by the Company were transferred to Fruitasgroup, Inc. (FGI), a company under common control (see Notes 9 and 10). The primary purpose of the reorganization activities is to integrate the operating activities of Fruitas brands to FGI, which will result in the economies of scale and efficiency of operations and a more productive use of the assets. The obligations for rental deposits on leases were transferred to FGI through an assignment of lease agreement.

On June 30, 2022, the common shares of the Company were listed and traded in the Philippine Stock Exchange (PSE) through an Initial Public Offering (IPO) under the trading name "BALAI".

2. **Summary of Significant Accounting and Reporting Policies**

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

Basis of Preparation and Statement of Compliance

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

Bases of Measurement

The financial statements are presented in Philippine Peso, the Company's functional currency. All values represent absolute amounts unless otherwise stated.

The financial statements of the Company have been prepared on a historical cost basis except for financial assets at fair value through profit or loss. 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 Company 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 Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Notes 6 and 25 to the financial statements.

Adoption of Amended PFRS

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

- Amendments to PAS 16, *Property, Plant and Equipment - Proceeds Before Intended Use* – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. There is no transition relief for first-time adopters.

- Amendments to PAS 37, *Onerous Contracts - Cost of Fulfilling a Contract* – The amendments specify which costs shall be included when assessing whether a contract is onerous or loss-making. The 'costs of fulfilling' a contract comprise the 'costs that relate directly to the contract'. These costs can either be incremental (e.g., the costs of direct labor and materials) or can be an allocation of costs directly related to fulfilling a contract (e.g., depreciation of fixed assets). At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as applicable. Accordingly, the comparatives are not restated.

- Annual Improvements to PFRS 2018 to 2020 Cycle:

    - Amendment to PFRS 9, *Financial Instruments - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities* – The amendment clarifies which fees an entity shall include when it applies the '10 per cent' test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf. The amendment applies to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applied the amendment.

    - Amendment to PFRS 16, *Leases - Lease Incentives* – The amendment removed from Illustrative Example 13 the illustration of the reimbursement of leasehold improvements by the lessor. The objective of the amendment is to avoid any potential confusion regarding the treatment of lease incentives because of how the requirements for lease incentives are illustrated.

The adoption of this amended PFRS did not materially affect the financial statements of the Company. Additional disclosures were included in the financial statements, as applicable.

Amended PFRS in Issue But Not Yet Effective or Adopted

Relevant amended PFRS, which are not yet effective as at March 31, 2023 and are summarized below.

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

- Amendments to PFRS 16, *Leases - Lease Liability in a Sale and Leaseback* – The amendments clarify that the liability that arises from a sale and leaseback transaction, that satisfies the requirements in PFRS 15, *Revenue from Contracts with Customers,* to be accounted for as a sale, is a lease liability to which PFRS 16 applies and give rise to a right-of-use asset. For the subsequent measurement, the seller-lessee shall determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee. Applying this subsequent measurement does not prevent the seller-lessee from recognizing any gain or loss relating to the partial or full termination of a lease. Any gain or loss relating to the partial or full termination of the lease does not relate to the right of use retained but to the right of use terminated. The amendments must be applied retrospectively. Earlier application is permitted.

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

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

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 Company 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 Company also considers whether the acquisition represents an acquisition of a business or a group of assets. The Company 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 Company exceeds the acquisition price, and is recognized in the consolidated statement of comprehensive income in the year of acquisition.

Financial Assets and Liabilities

Recognition and Measurement

Date of Recognition. The Company recognizes a financial asset or a financial liability in the 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 fair value through profit and loss (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 Company 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 Company 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 Company determines the appropriate method of recognizing the "Day 1" difference.

Classification

Classification of Financial Instruments. The Company 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 Company's business model and its contractual cash flow characteristics.

As at March 31, 2023 and December 31, 2022, the Company does not have financial assets at FVOCI and financial liabilities at FVPL.

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 Company; 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 Company 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.

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 collectibility is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at March 31, 2023 and December 31, 2022, the Company's cash and cash equivalents, trade and other receivables, note receivable, due from related parties and construction bond (presented as part of "Other current assets" account in the statements of financial position) 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 are subject to an insignificant risk of changes in value.

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

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

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

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

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company 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, 2023 and December 31, 2022, the Company's trade and other payables (except statutory payable) and lease liabilities are classified under this category.

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

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

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

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at amortized cost, its fair value at the reclassification date becomes its new gross carrying amount. In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

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

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

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

For other financial assets at amortized cost, the Company has applied the general approach and ECL computation is based on the 12-month ECL, which pertains to the portion of lifetime ECL that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company 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 Company 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 Company 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 Company 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 Company'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 Company 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 statement of comprehensive income.

Offsetting
Financial assets and financial liabilities are offset and the net amount reported in the 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 statement of financial position.

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 costs necessary to make the sale. Cost includes the purchase price of the direct materials and 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. The amount of any reversal of any write-down of merchandise inventories, arising from an increase in NRV, is recognized as part of other income or charges 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.

Security Deposits, Advance Rentals and Prepayments
Security deposits, advance rentals and prepayments, presented under "Other current assets", are carried at transaction amounts, less any impairment in value. These are charged to profit or loss in the period when these are utilized. Security deposits, advance rentals and prepayments that are expected to be realized over no more than 12 months after the reporting date are classified as current assets. Otherwise, these are classified as noncurrent assets.

Property and Equipment
Property and equipment, except for construction-in-progress (CIP), are stated at cost less accumulated depreciation and amortization and any accumulated impairment losses. 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.

CIP represents a 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 leasehold improvements upon completion of the construction.

Expenditures incurred after the property and equipment have been put into operation, such as repairs, 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 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.

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

Asset Type	Number of Years
Leasehold improvements	5 to 10 years or lease term, whichever is shorter
Transportation equipment	5 to 10
Furniture and fixtures	3
Store equipment	3
Office equipment	3

The estimated useful life 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 assets are retained in the accounts until these are no longer in use and no further change for depreciation and amortization are made in respect of those assets.

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 Company without physical substance held for use in operations, the production of goods or services. These pertain to intellectual property rights over the Balai Pandesal brand, practices, recipes, and supply chain. The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible assets are carried at cost less any accumulated impairment losses.

The Company assessed the useful life of the brand name 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 Company.

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.

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. If any such indication exists and 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 (for property and equipment), 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 Company 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 Company. However, as permitted by PFRS 8, *Operating Segments*, the Company has aggregated these segments into a single operating segment to which it derives its revenue 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

Capital Stock. Capital stock is measured at par value for all shares issued.

Additional Paid-in Capital (APIC). APIC represents the excess of proceeds or fair value of consideration received over par value.

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

Other Comprehensive Loss. Other comprehensive loss pertains to the accumulated remeasurement gains or losses on the Company'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 income and are included in equity. These are not reclassified to profit or loss in subsequent periods.

Earnings Per Share (EPS)

Basic EPS 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 EPS 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 Company has no dilutive potential common shares.

<u>Revenue Recognition</u>

Revenue

Revenue from Contracts with Customers. Revenue from contract 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 Company performs its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company 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.

- *Sale of Goods.* Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the customer, which is normally upon delivery to and acceptance of the goods by the customers.

- *Franchise Revenue.* Franchise revenue 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 Company has performed substantially all of the services required under the franchise agreement.

Other Income
Income from other sources includes:

Interest Income. Interest income is recognized as it accrues, net of final tax, on a time proportion basis using the effective interest method.

Other Income. Income from other sources is recognized when earned.

<u>Cost and Expense Recognition</u>
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.

Cost of Sales. Cost of sales includes expenses directly related to the production and sale of food products. Cost of sales is recognized at the time the related merchandise inventories are sold to customers.

Selling and Distribution Expenses. Selling and distribution expenses constitute costs of selling and distributing the goods to customers that do not qualify 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 consists of interest incurred in connection with the borrowing of funds and interest on lease liabilities. Interest expense is recognized in profit or loss as it accrues on a time proportion basis using the effective interest method.

Employee Benefits

Short-term Benefits. Short-term employee benefits include salaries and wages, social security contributions, short-term compensated absences, and bonuses and non-monetary benefits. Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. Retirement benefit costs are actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. The calculation of defined benefit obligations is performed regularly by a qualified actuary.

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

The Company 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 of the retirement benefits liability, which consist of actuarial gains and losses are recognized immediately in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

The retirement benefits liability recognized by the Company is the present value of the defined benefit 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 so that the amounts recognized in the financial statements do not differ materially from the amounts that would be determined at the reporting date.

Leases

The Company assesses whether the contracts 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 Company 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 Company 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 Company also assesses whether a contract contains a lease for each potential separate lease component.

At the commencement date, the Company 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 Company 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 Company in dismantling and removing the underlying asset, when applicable.

The ROU assets are recognized at the present value of the liabilities 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 Company measures the lease liabilities 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 Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities 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 Company is reasonably certain to exercise; lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Lease liabilities are subsequently measured at amortized cost. Interest on the lease liabilities and any variable lease payments not included in the measurement of lease liabilities 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 liabilities 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 liabilities are 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 liabilities are 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.

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 rate and tax laws used to compute the amount are those that have been enacted or substantively enacted 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 to the extent that it is probable that taxable profit will be available against which the deductible temporary differences 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.

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 Company plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Value-added Tax (VAT)

Revenue, expenses and assets are recognized net of the amount of VAT except receivables and payables that are stated with the amount of VAT included.

The net amount of VAT recoverable from and payable to the taxation authority is presented as "Input VAT" under "Other current assets" account and as part of "Statutory payable" under "Trade and other payables" account, respectively, in the statements of financial position.

Related Party Transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities that are under common control with the reporting enterprise, or between and/or among the reporting enterprise and its key management personnel, directors, or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, 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 Company'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 Company's total assets. Details of transactions entered into by the Company with related parties are reviewed by independent directors in accordance with the Company's related party transactions policy.

Provisions

Provisions are recognized when the Company 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 financial statements but are disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed in the notes to financial statements when an inflow of economic benefits is probable.

Events after the Reporting Date

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

3. Significant Accounting Judgments, Estimates and Assumptions

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

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

The estimates and underlying assumptions are reviewed on an ongoing 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 Company:

Accounting for Business Acquisition. At the time of acquisition, the Company considers whether the acquisition represents an acquisition of a business or a group of assets. The Company accounted for the acquisition of the assets of Balai Pandesal Corp. (BPC) as an acquisition of a business since it has acquired an integrated set of business processes in addition to the group of assets acquired (see Note 4).

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

The application of the acquisition method requires certain estimates and assumptions concerning the determination of the fair values of acquired intangible assets, property and equipment and security deposit, 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. The valuations are based on information available at the acquisition date. The Company's acquisitions have resulted in the recognition of intangible assets with indefinite life.

Information on the Company's business combination transactions is disclosed in Note 4.

Classifying Operating Segments. The Company is organized into operating segments based on brand names but the Company 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 Revenue. The Company enters into contracts with its customers to sell goods where revenue from company-owned outlets and sale of goods are recognized. The Company determined that all the goods prior to transfer to its respective customers are in its full ownership. The Company 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 franchise revenue, the performance obligation under the franchise agreement is the delivery of materials and store equipment necessary to operate the franchise store, as this is deemed to be the time that the franchisee obtains control of the promised goods as well as the benefits of unimpeded access.

Classifying Lease Commitments - Company as a Lessee. The Company has entered into lease agreements with various lessors for its outlet spaces. The Company has determined that the arrangements are operating leases as the risks and rewards of ownership are retained by the lessor.

Classifying Lease Commitments - Company as a Lessee. The Company has entered into commercial property leases for its store spaces and a warehouse. For the Company's non-cancellable lease, the Company recognizes ROU assets and lease liabilities measured at the present value of lease payments to be made over the lease term using the Company's incremental borrowing rate. The Company availed exemption for the short-term lease 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.

The carrying amounts of ROU assets and lease liabilities are disclosed in Note 20.

Assessing Extension Options of Lease Commitments. The Company's lease commitments contain extension options exercisable by the Company prior to the end of the non-cancelable contract period. Where practicable, the Company seeks to include the extension options to provide operational flexibility. The Company assessed at lease commencement that it is not reasonably certain that the Company will exercise the extension options. A reassessment is made whether it is reasonably certain to exercise the extension options if there is a significant event or significant change in circumstances within its control.

Assessing the ECL of Trade Receivables. When the Company assessed that there is a significant change in the credit risk, the Company estimates expected credit losses using a provision matrix. The Company applying the simplified approach in the computation of ECL initially uses a provision matrix based on historical default rates for trade receivables. Depending on the diversity of its debtor's base, the Company uses its historical credit loss experience adjusted for forward-looking factors, as appropriate. The information about the ECL assessment on the Company's trade receivables is disclosed in Note 24 to the financial statements.

The carrying amount of the Company's trade receivables is disclosed in Note 7.

Assessing ECL on Other Financial Assets at Amortized Cost. The Company determines the allowance for ECL using the 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 is provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Company 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 Company 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 be demonstrated that this does not represent a significant increase in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Company has assessed that the ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Company only with reputable banks and companies with good credit standing and relatively low risk of defaults. No provision for ECL on other financial assets at amortized cost was recognized in 2023 and 2022. The carrying amounts of cash and cash equivalents, other receivables, due from related parties, and construction bond (presented as part of "Other current assets" account in the statements of financial position) are disclosed in Notes 5, 7, 19 and 9.

Estimating the Fair Value of Financial Instruments. When the fair values of financial assets and financial liabilities recorded in the statements of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the earnings method. The inputs to this method are based on future maintainable earnings and price earnings ratio, but where these are not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

The fair value of the Company's financial assets at FVPL amounted to ₱15.8 million and ₱15.7 million as at March 31, 2023, and December 31, 2022, respectively. Fair value changes on financial assets at FVPL amounted to ₱77,253 in 2023 (see Note 6).

Estimating the NRV of Merchandise Inventories. The Company 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, spoilage, changes in price levels or other causes, the Company recognizes an impairment loss. A new assessment is made of the NRV in each subsequent period. When the circumstances that previously caused the 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 2023 and 2022. The carrying amount of merchandise inventories is disclosed in Note 8.

Estimating the Useful Lives of Property and Equipment (Except CIP) and ROU Assets. The useful lives of the Company's property and equipment (except CIP) and ROU assets are estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of each asset are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by the changes in the factors mentioned above. A reduction in the estimated useful lives would increase the recorded operating expenses and decrease noncurrent assets.

There were no changes in the estimated useful lives of the Company's property and equipment and ROU assets in 2023 and 2022. The carrying amounts of property and equipment and ROU assets are disclosed in Notes 10 and 20, respectively.

Estimating the ROU Assets and Lease Liabilities. The Company's ROU assets and lease liabilities are initially measured at the present value of lease payments. In determining the appropriate discount rate, the Company considered readily available interest rate implicit in the lease agreements, interest rate on its borrowings and the term of each lease commitment. The Company determined that the implicit rate in the lease agreements is readily available and presents the appropriate financing cost in leasing the underlying assets. The rate implicit in the lease 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 20.

Assessing the Impairment of Nonfinancial Assets. The Company assesses impairment on 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 Company 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.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. Recoverable amount represents the greater of the fair value less cost to sell and the value in use. Value in use is determined as the present value of estimated future cash flows expected to be generated from the continued use of the assets. The estimated cash flows are projected using growth rates based on historical experience and business plans and are discounted using pretax discount rates that reflect the current assessment of the time value of money and the risks specific to the assets.

Intangible assets are tested for impairment annually and more frequently, when circumstances indicate that the carrying amount may be impaired.

No impairment losses on nonfinancial assets were recognized in 2023 and 2022.

The carrying amounts of the Company's other current assets (except construction bond), property and equipment, ROU assets and intangible assets are disclosed in Notes 9, 10, and 20.

Classifying Operating Segments. The Company is organized into operating segments based on brand names but the Company 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.

Estimating the Retirement Benefits Liability. The determination of the obligation and costs of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 12 and include, among others, discount rates and salary increase rates. While the Company 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 carrying amount of retirement benefits liability and details of remeasurement loss on retirement benefits liability are disclosed in Note 12.

Assessing the Recognition of Deferred Tax Asset. The Company reviews its deferred tax asset 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 asset to be utilized. Recognition of deferred tax asset is determined based on forecasted taxable income of the Company. This forecast is based on the Company's past results and future expectations on revenue and expenses.

The Company's deferred tax assets are disclosed in Note 21.

4. Accounting for Business Acquisition

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

The carrying amounts of the assets acquired approximate their fair values as at acquisition date. Hence, no goodwill or gain from bargain purchase was recognized.

The following are the fair values of the identifiable assets acquired as at acquisition date:

	Amount
Merchandise inventories	₱801,000
Intangible assets	3,000,000
Store equipment	6,449,000
Transportation equipment	970,000
	₱11,220,000

5. Cash and Cash Equivalents

This account consists of:

	Mar-2023	Dec-2022
Cash on hand	**₱144,106**	₱143,606
Cash in banks	**160,849,844**	133,996,452
Cash equivalents	**121,757,725**	121,046,216
	₱282,751,675	₱255,186,274

Cash in banks are stated at face amount and earn interest at the prevailing bank deposit rates. Cash equivalents are made for three months depending on the immediate cash requirements of the Company, and earn interest at the prevailing short-term placement rates.

Interest income earned is as follows:

	Note	**Mar-2023**	Mar-2022
Notes receivable	19	**₱625,000**	₱750,000
Cash in banks		**17,925**	5,396
Cash equivalents		**712,608**	-
		₱1,355,533	₱755,396

6. **Financial Assets at FVPL**

Investments in UITFs are held for trading. Hence, these have been classified as financial assets at FVPL.

Movements in investments at FVPL are as follows:

	Note	**Mar-2023**	Dec-2022
Balance at beginning of year		**₱15,744,937**	₱16,000,000
Cash Dividends received		**77,253**	–
Unrealized loss on changes in fair value	18	–	(255,063)
Balance at end of year		**₱15,822,190**	₱15,744,937

7. **Trade and Other Receivables**

This account consists of:

	Mar-2023	Dec-2022
Trade receivables	**₱6,004,951**	₱6,304,750
Other receivable - current portion	**5,390,000**	5,390,000
	₱11,394,951	₱11,694,750

Trade receivables are noninterest-bearing and are normally collected on a 30-day term.

Below is the aging of receivables:

		As at Mar-2023			
	Total	**Neither past Due of impaired**	**Less than one year**	**One year and over**	**Past Due and Impaired**
Trade receivables	**11,394,951**	**11,394,951**			**-**
Advances to officers and employees	**-**	**-**	**-**		**-**
	11,394,951	**11,394,951**	**-**	**-**	**-**

		As at Dec-2022			
	Total	Neither past Due of impaired	Less than one year	One year and over	Past Due and Impaired
Trade receivables	11,694,750	11,694,750			-
Advances to officers and employees			-		-
	11,694,750	11,694,750	-	-	-

8. Merchandise Inventories

This account consists of:

	Mar-2023	Dec-2022
At cost:		
Food and beverages	**₱3,296,157**	**₱3,282,874**
Store supplies and others	**3,599,245**	**3,577,149**
	₱6,895,402	**₱6,860,023**

Cost of inventories charged to cost of sales is disclosed in Note 15.

9. Other Current Assets

This account consists of:

	Note	**Mar-2023**	Dec-2022
Security deposits	21	**₱11,511,094**	₱10,845,096
Advance rentals	21	**695,508**	680,008
Construction bond		**381,783**	381,783
Input VAT		**246,000**	246,000
Prepayments		**899,480**	–
		₱13,733,865	₱12,152,887

Security deposits pertain to amounts paid by the Company to the lessors. These will be applied against unpaid rentals and any unpaid utilities upon the expiration of the lease term.

Advance rentals pertain to one to three months advance rental, which will be applied toward the end of the lease term.

Prepayments pertain to business taxes and permits.

10. **Property and Equipment**

The composition of and movements in this account are as follows:

Mar-2023

	Leasehold Improvements	**Transportation Equipment**	**Furniture and Fixtures**	**Store Equipment**	**Office Equipment**	**Total**
Cost						
Balance at beginning of year	**₱7,981,087**	**₱7,863,675**	**₱56,565,079**	**₱16,321,476**	**₱342,947**	**₱89,074,264**
Additions	**290,911**	**2,879,286**	**259,158**	**2,013,887**	**58,929**	**5,502,171**
Balance at end of year	**8,271,998**	**10,742,961**	**56,824,237**	**18,335,363**	**401,876**	**94,476,435**
Accumulated Depreciation and Amortization						
Balance at beginning of year	**2,888,573**	**2,808,372**	**17,067,531**	**8,799,260**	**222,089**	**31,785,825**
Depreciation and amortization	**315,711**	**343,400**	**3,423,070**	**1,029,946**	**14,041**	**5,126,168**
Balance at end of year	**3,204,284**	**3,151,772**	**20,490,601**	**9,829,206**	**236,130**	**36,911,993**
Carrying Amount	**₱5,067,714**	**₱7,591,189**	**₱36,333,636**	**₱8,506,157**	**₱165,746**	**₱57,664,442**

Dec-2022

	Leasehold Improvements	Transportation Equipment	Furniture and Fixtures	Store Equipment	Office Equipment	TOTAL
Cost						
Balance at beginning of year	₱2,674,274	₱3,632,336	₱38,640,844	₱10,398,855	₱194,102	₱55,540,411
Additions	5,306,813	4,231,339	17,924,235	5,922,621	148,845	33,533,853
Balance at end of year	7,981,087	7,863,675	56,565,079	16,321,476	342,947	89,074,264
Accumulated Depreciation and Amortization						
Balance at beginning of year	2,626,418	2,122,962	4,625,981	5,898,268	194,102	15,467,731
Depreciation and amortization	262,155	685,410	12,441,550	2,900,992	27,987	16,318,094
Balance at end of year	2,888,573	2,808,372	17,067,531	8,799,260	222,089	31,785,825
Carrying Amount	₱5,092,514	₱5,055,303	₱39,497,548	₱7,522,216	₱120,858	₱57,288,439

Depreciation and amortization are summarized as follows:

	Note	Mar-2023	Mar-2022
Property and equipment		**₱5,126,168**	₱2,933,062
ROU assets	21	**2,903,006**	2,210,399
		₱8,029,174	₱5,143,461

Depreciation and amortization are charged to operations as follows:

	Note	Mar-2023	Mar-2022
Selling and distribution expenses	16	**₱8,015,133**	₱5,142,983
General and administrative expenses	17	**14,041**	478
		₱8,029,174	₱5,143,461

11. **Trade and Other Payables**

This account consists of:

	Mar-2023	Dec-2022
Trade payables	**₱5,502,981**	₱3,517,680
Accrued expenses	**6,265,217**	6,282,560
Statutory payable	**6,655,213**	2,713,933
Other payables	**2,752,865**	2,752,865
	₱21,176,276	₱15,267,038

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 30-day term.

Accrued expenses include accrued rentals, taxes, salaries, professional fees and outside services, which are normally settled within the next financial year.

Statutory payable pertains to obligations to the government agencies such as BIR, SSS, HDMF and PHIC that are normally settled in the following month.

Others pertains mainly to provision for probable loss on potential claims against the Company. As allowed under PAS 37, *Provisions and Contingecies*, further requirements are not disclosed so that the Company's position on these potential claims will not be prejudiced.

12. **Retirement Benefits Liability**

The Company has an unfunded, non-contributory defined benefit plan with a single lump sum payment covering retirement based on Republic Act (R.A.) No. 7641 (Retirement Law). The retirement benefits are based on years of service and compensation on the last year of employment as determined by an external actuary using the projected credit unit method.

The latest actuarial valuation was made as at December 31, 2021 by an independent actuary.

The table below summarizes the components of retirement benefits cost recognized in the statements of comprehensive income:

	Mar-2023	Mar- 2022
Current service cost	**₱75,000**	₱75,000
Interest cost	**-**	-
	₱75,000	₱75,000

Movements in the retirement benefits liability as shown in the statements of financial position:

	Mar-2023	Dec-2022
Balance at beginning of year	**₱1,590,782**	**₱1,260,890**
Current service cost	**75,000**	**264,326**
Interest cost	**–**	**65,566**
Actuarial loss	**–**	**–**
Balance at end of year	**₱1,665,782**	**₱1,590,782**

The principal assumptions used in determining the retirement benefits liability for the Company's retirement plan as at December 31, 2022 and 2021 are as follows:

Discount rate	5.20%
Future salary increases	3%

The average duration of the retirement benefits liability as at December 31, 2022 is 3.52 years.

The projected unit credit method was applied to all the benefits without using one-year term cost. The sensitivity analysis on retirement benefits liability based on reasonably possible changes of the assumptions is as follows:

	Basis Points	**2022**
Discount rate	+1%	**(₱219,383)**
	-1%	**276,088**
Salary increase rate	+1%	**289,314**
	-1%	**(232,848)**

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 corresponding change in the retirement benefits liability was expressed as a percentage change from the base amount.

The Company does not maintain a fund for its retirement benefits liability. While funding is not a requirement of the law, there is a risk that the Company may not have the cash if several employees retire within the same year.

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

One year to less than 10 years	₱494,047
More than ten years	21,394,191

The average duration of the retirement benefits liability as at December 31, 2022 is 26 years.

The cumulative actuarial loss on retirement benefits liability recognized in other comprehensive income are as follows:

	Cumulative Actuarial Loss	Deferred Tax	Net
Balance as at December 31, 2020	₱26,790	(₱8,037)	₱18,753
Actuarial loss	473,965	(118,491)	355,474
Change in tax rate	–	1,339	1,339
Balance as at December 31, 2021 and 2022	₱500,755	(₱125,189)	₱375,566

13. **Equity**

Capital Stock and APIC

Details of the Company's common shares are as follows:

	Number of Shares		Amount	
	Mar-2023	Dec-2022	**Mar-2023**	Dec-2022
Authorized Capital Stock				
Balance at beginning of year	**1,500,000,000**	1,500,000,000	**₱75,000,000**	₱75,000,000
Increase	**–**	–	**–**	–
Effect of stock split	**–**	–	**–**	–
	1,500,000,000	1,500,000,000	**75,000,000**	75,000,000
Issued and Outstanding				
Balance at beginning of year	**1,495,005,000**	1,170,005,000	**₱74,750,250**	₱58,500,250
Effect of stock split	**–**	–	**–**	–
Issuances	**–**	325,000,000	**–**	16,250,000
	1,495,005,000	1,495,005,000	**₱74,750,250**	₱74,750,250

In September 2021, the BOD and stockholders approved the increase in the Company's authorized capital stock from ₱55.0 million divided into 550,000 shares with par value of ₱100.00 a share to ₱75.0 million divided into 750,000 shares with the same par value. On the same date, the same BOD and stockholders approved the 1:2,000 stock split resulting in a decrease in par value from ₱100.00 a share to ₱0.05 a share and an increase in the authorized capital stock from 750,000 shares to 1,500,000,000 shares. Out of the total increase, the Parent Company subscribed to 100,000,000 common shares at par and paid ₱5.0 million. On November 24, 2021 and January 6, 2022, the SEC approved the increase in the Company's authorized capital stock and the 1:2,000 stock split, respectively (see Note 1).

On December 27, 2021, the stockholders and the BOD authorized the Company's Offering of its common shares with the PSE. This was approved by the SEC and the PSE on May 24, 2022 and May 26, 2022, respectively. On June 30, 2022, the Company's 325,000,000 common shares were officially listed on the PSE at an offer price of ₱0.70 a share resulting to additional paid-in capital of ₱211.3 million.

The Offer Period was from June 17, 2022 to June 23, 2022. The trading of the shares commenced on June 30, 2022.

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 Company's IPO. Details are as follows:

Balance at beginning of the year	₱96,532,500
Add proceeds in excess of par value	211,250,000
Less IPO expenses charged against APIC	(20,939,319)
Balance at end of year	₱286,843,181

IPO expenses were charged as follows:

Additional paid-in capital	₱20,939,319
General and administrative expenses	2,760,681
	₱23,700,000

Retained Earnings

The Company's BOD declared the following cash dividends:

		Amount Declared	
Date of Declaration	Stockholders of Record	Per Share	Total
September 11, 2021	August 27, 2021	₱15.00	₱8,025,000

Cash dividends were paid on the same year of declaration.

Capital Management

The Company's objectives when managing capital are:

- To safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders, and,

- To provide an adequate return to stockholders by pricing products and services commensurately with the level of risk.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it when there are changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to stockholders, return capital to stockholders, issue new shares, or sell assets to reduce debt.

There were no changes in the objectives, policies or processes from previous year.

The Company considers the capital stock and APIC presented in the statement of financial position as its core capital and it is not subject to any externally-imposed capital requirements.

Pursuant to the PSE's rules on minimum public ownership, at least 15.00% of the issued and outstanding shares of a listed company must be owned and held by the public. The public ownership is about 24.66% as at March 31, 2023.

The total number of shareholders of the Company as at March 31, 2023 and December 31, 2022 and is 83 and 80, respectively.

14. Revenue

This account consists of:

	Mar-2023	Mar-2022
Sale of goods	**₱108,249,930**	₱57,338,179
Franchise revenue	**5,713,086**	3,302,769
	₱113,963,016	₱60,640,948

The Company derives sales upon delivery to customers or at a point in time when the Company has no more obligations that could affect the acceptance of goods by the customers.

15. Cost of Sales

This account consists of:

	Note	**Mar-2023**	Mar-2022
Merchandise inventories at beginning of year		**₱6,860,023**	₱2,664,326
Purchases:			
Related party	19	**34,997,642**	23,082,676
Third parties		**22,331,572**	6,546,932
Cost of goods available for sale		**64,189,237**	32,293,934
Merchandise inventories at end of year	8	**(6,895,402)**	(2,618,790)
		₱57,293,835	₱29,675,144

16. **Selling and Distribution Expenses**

This account consists of:

	Note	**Mar-2023**	Mar-2022
Salaries, wages and other employees' benefits		**₱11,098,458**	₱6,850,462
Rental		**8,847,864**	3,903,333
Utilities		**5,284,004**	2,817,461
Depreciation and amortization	10	**8,015,133**	5,142,983
Transportation and travel		**1,687,502**	477,809
Advertisement		**1,246,243**	366,111
Repairs and maintenance		**306,761**	137,644
Insurance		**157,332**	22,204
Others		**2,646,161**	1,191,838
		₱39,289,458	₱20,909,845

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

Outside services pertain to payments to agencies for the salaries of service crews.

17. **General and Administrative Expenses**

This account consists of:

	Note	**Mar-2023**	Mar-2022
Depreciation and amortization	10	**₱ 14,041**	₱ 478
Management fees		**1,339,286**	1,339,286
Professional fees		**120,429**	99,000
Taxes and licenses		**840,643**	978,376
Retirement benefits	12	**75,000**	75,000
Salaries, wages and other employees' benefits		**3,000,000**	450,000
Others		**699,896**	209,771
		₱6,089,296	₱3,151,909

18. **Other Income - net**

	Note	**Mar-2023**	Mar-2022
Interest income	5	**₱1,355,533**	₱755,396
Miscellaneous income		**78,161**	45,500
		₱1,433,694	₱800,896

Miscellaneous income pertains mainly to cash overages from outlets.

19. **Related Party Transactions**

The Company, in the normal course of business, has advances with its related parties under common management for working capital as follows:

	Mar-2023	Dec-2022
Due from related parties	**₱8,124,870**	₱9,105,984
Due to related parties	**401,747**	401,747

Terms and Conditions

Outstanding balances, except for trade payables that are generally settled on a 15 to 30-day term, are unsecured, noninterest-bearing and are collectible/payable in cash upon demand. There have been no guarantees provided for any of the aforementioned related party receivables and payables. An assessment of the collectability of the account is undertaken each financial year through examining financial position of the related party and the market in which the related party operates.

20. **Significant Agreements**

Company as Lessee - Short-term Lease

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

Security deposits paid to the lessors amounted to ₱11.5 million and ₱10.8 million as of March 31, 2023. and December 31, 2022, respectively.

The amount of advance rentals is disclosed in Note 9.

Rental expense charged to operations is disclosed in Note 16.

Company as Lessee - Long-term Lease
In 2023 and 2022, the Company entered into several noncancellable lease agreements with third parties for its outlet spaces for a period of three years subject to renewal.

The balance of and movements in ROU assets and lease liabilities are as follows:

ROU Assets

	Note	**Mar-2023 Outlet Spaces**
Cost		
Balance at beginning of year		**₱37,253,245**
Additions		**-**
Balance at end of year		**37,253,245**
Accumulated Amortization		
Balance at beginning of year		**13,736,910**
Amortization	10	**2,903,007**
Balance at end of year		**16,639,917**
Carrying Amount		**₱20,613,328**

	Note	Dec-2022 Outlet Spaces
Cost		
Balance at beginning of year		₱30,429,457
Additions		12,229,509
Retirement of lease		(3,904,675)
Termination of lease		(1,501,046)
Balance at end of year		37,253,245
Accumulated Amortization		
Balance at beginning of year		6,994,487
Amortization	10	11,087,597
Retirement of lease		(3,904,675)
Termination of lease		(440,499)
Balance at end of year		13,736,910
Carrying Amount		₱23,516,335

Lease Liabilities

	Note	Mar-2023 Outlets Spaces
Balance at beginning of year		**₱24,403,029**
Additions		**-**
Rental payments		**(3,257,265)**
Interest		**380,547**
Balance at end of year		**21,526,311**
Less current portion		**13,276,700**
Noncurrent portion		**₱8,249,611**

	Note	Dec-2022 Outlets Spaces
Balance at beginning of year		**₱23,686,798**
Additions		**12,021,261**
Rental payments		**(11,975,423)**
Interest		**1,760,287**
Termination of lease		**(1,089,894)**
Balance at end of year		**24,403,029**
Less current portion		**11,506,876**
Noncurrent portion		**₱12,896,153**

The incremental borrowing rate applied to the lease liabilities ranges from 6.40% to 11.00% per annum, 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.

Franchise Agreements
The Company has granted its franchisees the right to operate outlets under various brands for a certain period and subject to the terms and conditions specified in the franchise agreements. The agreements provide for an initial franchise revenue payable upon execution of the agreements. The initial franchise revenue payment covers the construction of franchisee's unit, training of staff, signage, promotional materials, equipment and supply of goods or raw materials. Franchise revenue recognized as part of "Revenue" amounted to ₱5.7 million and ₱ 3.3 million in March 2023 and March 2022, respectively (see Note 14).

21. **Income Taxes**

The Company's provision for current income tax represents RCIT in 2023 and 2022

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 retrospectively became effective beginning July 1, 2020.

The income tax rates used, however, in preparing the financial statements as at and for the year ended December 31, 2020 were still 30% and 2% for RCIT and MCIT, respectively. The effect of the reduction in tax rates was recognized as part of the 2021 income tax expense, as required by PAS 12, *Income Tax*es. Details of the adjusted amounts are as follows:

	Current	Deferred	Total
Income tax expense	₱3,362,195	₱77,198	₱3,439,393
Effect of change in tax rates	(270,301)	66,038	(204,263)
Adjusted income tax expense	₱3,091,894	₱143,236	₱3,235,130

Details of the Company's deferred tax assets are as follows:

	2023	2022
Retirement benefits liability	**₱397,696**	**₱397,696**
Lease liabilities, net of ROU assets	**221,674**	**221,674**
	₱619,370	**₱619,370**

22. **Financial Risk Management Policies and Objectives**

The Company's financial assets comprise cash and cash equivalents, financial assets at FVPL, trade and other receivables, note receivable, due from related parties and construction bond (presented as part of "Other current assets" account in the statements of financial position). The Company's financial liabilities include trade and other payables (excluding statutory payable), lease liabilities, mortgage payable and due to related parties. The main purpose of these financial liabilities is to finance the Company's operations.

The Company is exposed to credit risk, interest rate risk and liquidity risk. The Company's management oversees the management of these risks. The Company's BOD and management review and approve the policies for managing each of the risks, which are 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. Counterparty such as banks and customer who pay on or before due date have minimum risk exposure because default in settling its obligations is remote.

The table below shows the gross maximum exposure of the Company to credit risk for the components of the Company's financial position:

	Mar-2023	Dec-2022
Cash and cash equivalents	**₱282,607,569**	₱255,042,668
Financial assets at FVPL	**15,822,190**	15,744,937
Trade and other receivables	**11,394,951**	11,694,750
Note receivable	**50,000,000**	50,000,000
Due from related parties	**8,124,870**	9,105,984
Construction bond	**381,783**	381,783
	₱368,331,363	₱341,970,122

Risk Management. The Company 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 Company 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 as at March 31, 2023 and December 31, 2022:

	Mar-2023				
	Neither Past Due Nor Impaired				
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	Total
Financial Assets at Amortized Cost					
Cash and cash equivalents	**₱282,607,569**	**₱–**	**₱–**	**₱–**	**₱282,607,569**
Trade and other receivables	**–**	**11,394,951**	**–**	**–**	**11,394,951**
Note receivable	**–**	**50,000,000**	**–**	**–**	**50,000,000**
Due from related parties	**–**	**8,124,870**	**–**	**–**	**8,124,870**
Construction bond	**–**	**381,783**	**–**	**–**	**381,783**
	282,607,569	**69,901,604**	**–**	**–**	**352,509,173**
Financial Assets at FVPL	**15,822,190**	**–**	**–**	**–**	**15,822,190**
	₱298,49,759	**₱69,901,604**	**₱–**	**₱–**	**₱368,331,363**

	Dec-2022				
	Neither Past Due Nor Impaired				
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	Total
Financial Assets at Amortized Cost					
Cash and cash equivalents	**₱255,042,668**	**₱–**	**₱–**	**₱–**	**₱255,042,668**
Trade and other receivables	**–**	**11,694,750**	**–**	**–**	**11,694,750**
Note receivable	**–**	**50,000,000**	**–**	**–**	**50,000,000**
Due from related parties	**–**	**9,105,984**	**–**	**–**	**9,105,984**
Construction bond	**–**	**381,783**	**–**	**–**	**381,783**
	255,042,668	**71,182,517**	**–**	**–**	**326,225,185**
Financial Assets at FVPL	**15,744,937**	**–**	**–**	**–**	**15,744,937**
	₱270,787,605	**₱71,182,517**	**₱–**	**₱–**	**₱341,970,122**

The credit quality of such financial assets at amortized cost is managed by the Company using internal credit quality ratings as follows:

- *High Grade.* Pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies, government agencies and individual buyers. 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.

Security. The Company does not have financial assets held as collaterals.

Impairment. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and other forms of credit insurance). The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Trade receivables arise mainly from transactions with store outlets. Store outlets 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. The Company has assessed that the ECL on trade and other receivables is not material because these are substantially collected within the Company's credit terms.

For other financial assets at amortized cost which comprise cash and cash equivalents, other receivables, note receivable, due from related parties and construction bond, the PFRS 9 impairment requirements do not result in significant ECL. The following are considered in the assessment:

- Cash being deposited with reputable counterparty banks that possess good credit ratings

- Available liquid assets of the related parties

Liquidity Risk

Liquidity risk arises from the possibility that the Company 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 Company's objective is to maintain a balance between continuity of funding and flexibility through 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.

23. **Fair Value Measurement**

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

	Mar-2023		Dec-2022	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets at Amortized Cost:				
Cash and cash equivalents	**₱282,607,569**	**₱282,607,569**	₱255,042,668	₱255,042,668
Trade and other receivables	**11,394,951**	**11,394,951**	11,694,750	11,694,750
Note receivable	**50,000,000**	**50,000,000**	50,000,000	50,000,000
Due from related parties	**8,124,870**	**8,124,870**	9,105,894	9,105,984
Construction bond	**381,783**	**381,783**	381,783	381,783
Financial assets at FVPL	**15,822,190**	**15,822,190**	15,744,937	15,744,937
	₱368,331,363	**₱368,331,363**	₱341,970,122	₱341,970,122
Financial Liabilities at Amortized Cost:				
Trade and other payables*	**₱14,521,063**	**₱14,521,063**	₱12,553,105	₱12,553,105
Lease liabilities	**21,526,311**	**21,526,311**	24,403,029	24,403,029
	₱36,047,374	**₱36,047,374**	₱36,956,134	₱36,956,134

**Excluding statutory payable.*

Cash and Cash Equivalents, Trade and Other Receivables, Note Receivable, Due from Related Parties, Construction Bond and Trade and Other Payables (Excluding Statutory Payable). The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these financial instruments.

Financial Assets at FVPL. The fair value of investments at FVPL classified as Level 1 was determined using the quoted market prices as published by the trust company.

Lease Liabilities. The fair value of lease liabilities are determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. There were no significant unobservable inputs identified and no relationship was established between the unobservable inputs and the fair value of lease liabilities. These financial liabilities are classified under Level 3 of the fair value hierarchy. The rates applied to lease liabilities range from 10.87% to 11.00%.

Generally, an increase or decrease in the incremental after-tax cash flows will result in an increase or decrease in the fair value of these financial assets and liabilities. An increase or decrease in discount rate will result in a decrease or increase in the fair value of these financial asset and liabilities.

There are no significant transfers between levels in the fair value hierarchy in 2023 and 2022.

24. **Operating Segment Information**

For management purposes, the Company 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 statements of comprehensive income are all from external customers and within the Philippines, which is the Company's domicile and primary place of operations. Additionally, the Company'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 Company's store outlets. Consequently, the Company has no concentrations of revenue from a single customer in 2023, and 2022.