ATN HOLDINGS, INC.

9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City
Tel. Nos. 7717-0523 and 8404-0231

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS
ATN HOLDINGS, INC.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of **ATN HOLDINGS, INC.** will be held via ZOOM, on Thursday, **November 25, 2021 at 1:30P.M.** at the 8TH Floor, Summit One Tower Parking Building, 530 Shaw Boulevard, Mandaluyong City Please refer to the Zoom link below for the online meeting:
https://us05web.zoom.us/j/84064011950?pwd=TjdweGNqRVFQMnNHR3FWQmR4L21Cdz09

The following matters will be taken up during the meeting:

1. Proof of Notice of the Meeting
2. Proof of Presence of a quorum
3. Approval of the previous annual minutes of meeting last November 26, 2020
4. Report of the President and Approval of the FY March 31, 2021 Audited Financial Statements
5. General ratification of the acts of the Board of Directors, Board Committees, and the Management from the date of the last annual stockholders' meeting up to date of this meeting.
6. Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing
7. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. Of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share
8. Election of Directors
9. Appointment of Independent Auditors
10. Adjournment

The record date for determination of the stockholders entitled to notice of, and to vote at said meeting is fixed at the close of business hours on **October 25, 2021.**

In view of the ongoing Covid-19 pandemic, shareholders may only participate via remote communication. To register, please download the registration form at http://www.atnholdings.com/notice%20of%20annual/uploads/index3.php and email to paul@tbgi.net.ph. Deadline for registration is on **November 18, 2021 at 12 Noon**.

The Company is not soliciting proxies. Should you be unable to attend the meeting, you can nevertheless be represented and vote at the ASM by submitting a proxy by email the same email address, or by sending a physical copy to the Office of the Corporate Secretary at Unit 904 Summit One Tower, 530 Shaw Boulevard, Mandaluyong City or via email to paul@tbgi.net.ph. The deadline for submission of proxies is on November 18, 2021 at 12 Noon.

PAUL B. SARIA
Asst. Corporate Secretary
Chief Information Officer

Rationale for Agenda Items:

Agenda Item No. 3: Approval of Minutes of the previous Annual Stockholders' Meeting Held on November 26, 2020.
The Minutes of the previous annual stockholders' meeting held on November 26, 2020 were prepared within the period prescribed by pertinent laws, rules and regulations. The results of the annual stockholders' meeting were also disclosed with The Philippine Stock Exchange, Inc. immediately after the annual meeting. The Board of Directors recommends the shareholders to consider subject minutes for approval in the upcoming Annual Stockholders' Meeting.

Agenda Item No. 4: Approval of the Presidents Report for the Year 2020 and Audited Financial Statements ending FY March 31, 2021.
The Company's 2020 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended March 31, 2021. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. The Annual Report is posted in the Company's website.

Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting.
The Company's performance in 2020, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

Agenda Item No. 6: Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing.
Last Nov 14, 2019, the stockholders of the Corporation ratified Board of Directors' resolution on the subscription of Unipage Management, Inc. of 2,325,055,429 shares at a price per share value of P0.20 per share. Further, the waiver of the majority of the minority shareholders to conduct a rights/public offering with respect to the abovementioned subscription was also obtained. Following the approval of the stockholders, the Board of Directors on its special meeting of October 4, 2021 meeting resolved to approve the issuance of the 2,325,055,429 ATN shares for UMI from the unsubscribed portion of the authorized capital stock of the Corporation consisting of Three Hundred Twenty Five Million Fifty Five Thousand Four Hundred Twenty Nine Million (325,055,429) Common Class "A" Shares and Two Billion (2,000,000,000) Common Class "B" shares, and listing thereof in the Philippine Stock Exchange.

Agenda Item No. 7: Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. Of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share.
This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the to the subscription of Unipage Management, Inc. of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

Agenda Item No. 7: Election of Directors for 2021-2022
The Company's Nomination Committee has pre-screened the list of candidates for directors. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders.

Agenda Item No. 8: Appointment of External Auditor
Based on the recommendation of the Audit Committee, the Board concurred with the recommendation to re-appoint R. R. TAN & ASSOCIATES, CPAs as the Company's external auditors for the fiscal year 2021-2022. R. R. TAN & ASSOCIATES, CPAs is one of the leading auditing firms in the country and is duly accredited with the SEC.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATN HOLDINGS, INC.
Registrant

Date: October 5, 2021

PAUL B. SARIA
Corporate Information Officer

OCT 06 2021

SUBSCRIBED AND SWORN to before me this ____ day of ________, affiant exhibiting his Driver's License No. N04-93-264992, issued on Dec. 16, 2016 issued at Mandaluyong city.

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Series of 2021

NOTARY PUBLIC
ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Matter No. 204 June 21, 2021 to Dec. 31, 2022
IBP O.R. No. 132134 MD 2021 & IBP O.R. No. 133076 MD 2022
PTR O.R. No. 0695112 D 1/4/21 / Roll No. 33832/TIN# 129-871-009
MCLE No. VI-0029583 valid from 12/16/19 valid until 04/14/22 Quezon City
Address: 3rd F Harvard St., Cubao, Q.C.

SEC Number 37535
File Number ______________

ATN HOLDINGS, INC.

(Company)

9th Floor Summit One Tower
530 Shaw Boulevard, Mandaluyong City

(Address)

717-0523

(Telephone Number)

MARCH 31

(Fiscal Year Ending)
(month& day)

SEC Form 20-IS (Preliminary Information Statement)

(Form Type)

Amendment Designation (if applicable)

Annual Stockholders Meeting
November 25, 2021

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement Pursuant to Section 20
of the Securities Regulation Code (SRC)

1. Check the appropriate box:

_____x_____ **Preliminary Information Statement**

___________ **Definitive Information Statement**

2. Name of Registrant as specified in its Charter **ATN HOLDINGS, INC.**

3. Country of Incorporation **Republic of the Philippines**

4. SEC Identification Number **37535**

5. BIR Tax Identification Number **005-056-869**

6. Address of principal office **9th Floor Summit One Tower, 530 Shaw Blvd. Mandaluyong City**

7. Telephone Number **(632) 7717-0523**

8. Date, time and place of meeting of security holders:

Date	:	**November 25, 2021, Thursday**
Time	:	**1:30 PM**
Place	:	**via ZOOM meeting, thru the link below:** https://us05web.zoom.us/j/84064011950?pwd=TjdweGNqRVFQMnNHR3FWQmR4L21Cdz09

9. Approximate date on which the Information Sheet is first to be sent or given to security holders:
November 4, 2021

10. In case of Proxy Solicitation
Name of Person Filing the
Statement/Solicitor : n/a

11. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Subscribed and Outstanding (No. of Shares)	Pesos
Common "A"	3,700,000,000	P370,000,000.00
Common "B"	800,000,000	80,000,000.00
	4,500,000,000	P450,000,000.00

12. Are any or all of these securities listed on the Philippine Stock Exchange?

YES ____X______ **NO** ________

4,500,000,000 common shares are listed with the Philippine Stock Exchange ("PSE")

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

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

When	:	**November 25, 2021, Thursday, 1:30PM**
Where	:	**8TH floor, Summit One Tower**
	:	**530 Shaw Boulevard Mandaluyong City**
	:	**Stockholders' participation will be via remote communication through the company website www.atnholdings.com.**

Zoom Link :
https://us05web.zoom.us/j/84064011950?pwd=TjdweGNqRVFQMnNHR3FWQmR4L21Cdz09

Principal office : **9th Floor Summit One Tower 530 Shaw Boulevard, Mandaluyong City**

Approximate date on which the Information Sheet is first to be sent or given to security holders **November 4, 2021**

Item 2. Dissenters' Right of Appraisal

Sections 80, Title X: Appraisal Right of the Revised Corporation Code of the Philippines, provide for a shareholder's exercise of the right of appraisal (defined as the right of any stockholder to dissent and demand payment of the fair value of his shares). The instances where the right of appraisal may be exercised are as follows:

1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the Company's property and assets;

3. In case of merger or consolidation; and

4. In case the Company decides to invest its funds in another corporation or business outside of its primary purpose.

There are no new items in the agenda that may give rise to a dissenting shareholder's exercise of the right of appraisal

Procedure for Exercise of Dissenter's Appraisal Right

Section 81 of the Corporation Code provides for the appropriate procedure for the exercise of the right of appraisal, *viz*:

> The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken: Provided, that the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the Corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.
>
> If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

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

The following persons have no substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office:

1. each person who has been a director or officer of the Corporation at any time since the beginning of the fiscal year;
2. each nominee for election as a director of the Corporation: and
3. each associate of any of the foregoing persons.

No member of the Board of Directors of the Corporation has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the annual meeting of the stockholders.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

Class "A" Shares	3,700,000,000
Class "B" Shares	800,000,000
Total Outstanding voting shares as of October 6, 2021	4,500,000,000

The Company's capital stock consists of Class "A" and Class "B" shares which have the same voting rights and privileges and are equal in all respects, except that Class "A" shares are transferable only to Philippine nationals while Class "B" shares are transferable to any person regardless of nationality. Each share is entitled to one vote. All stockholders of record at the close of business on **October 25, 2021** shall be entitled to notice and to vote at the Annual Stockholders meeting.

The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share equal, or by distributing such votes at the same principle among any number of candidates.

(1) Security Ownership of Certain Record and Beneficial Owners

Owners of more than 5% of voting securities as of September 30, 2021:

Class	Name and address of record Owner and relationship with Issuer	Name of beneficial ownership and relationship with record owner	Citizenship	Shares Owned	%
A	1. Arsenio T. Ng 9th Floor Summit One Tower 530 Shaw Boulevard, Mandaluyong City Chairman, President and CEO	None	Filipino	2,763,541,260"r"	61.41%
A B B	2. PCD Nominee Corp. (Fil) 37th Floor Tower 1, The Enterprise Center, 6766 Ayala Avenue, Makati City	Various Various Various	Filipino Filipino Non-Fil	877,294,430"r" 540,958,029"r" 257,098,501"r"	19.49% 12.02% 5.71%

The clients of PCD Nominee Corporation are the beneficial owners and have the power to decide how their shares are to be voted. There is no beneficial owner with more than 5%shareholdings under he PCD Nominee Corp.

(2) Security ownership of Management as of September 30, 2021:

Class	Name of beneficial owner	Amount and nature of beneficial ownership	Citizenship	%
	Directors:			
A	Arsenio T. Ng	P2,763,541,260"d"	Filipino	61.41%
A	Hilario T. Ng	3,501,000"d"	Filipino	00.08%
A&B	Bonifacio Choa	2,000,000"d"	Filipino	00.04%
B	Cheah Chee Choong	1,000"d"	Malaysia	00.00%
A	Santos L. Cejoco	1,000"d"	Filipino	00.00%
A	Hyland Si	1,000,000"d"	Filipino	00.02%
A	Sophie Miles Ng	3,052,774"d"	Filipino	00.07%

B	Manuel Moje	10,000"d"	Filipino	00.00%
B	Twinie Kaye Ng	5,114,333"d"	Filipino	0.11%
A	Leonides Respicio	10,000"d"	Filipino	00.00%
A	Paul Saria	3,010,000"d"	Filipino	00.07%
	All directors and executive officers as a group	**P2,781,241,367**		**61.81%**

Each every security holder is the beneficial owner in his own right.

(3) Voting trust Holders of 5% or more

The Company knows no persons holding more than 5% of common shares under a voting trust or similar agreement.

(4) Changes in Control

The company has no arrangements which may result in a change in control of the Corporation. There has been no change in control since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers:

The names of the incumbent Directors and Executive officers of the Company and their respective ages and citizenship, current positions held, period of service and business experience during the past five years as required under Sec. 38 of the Code and SRC Rule 38.1 are as follows:

ARSENIO T. NG - Chairman, President and CEO
Age 62, Filipino Citizen
Period Served - 1995 to present
Term of office - one year

Mr. Arsenio Ng holds a degree in Business Administration, Major in Finance from the California State University Stanislaus (CSUS), and took his MBA degree at California State University, Stanislaus and the University of California at Los Angeles (UCLA). He also took special studies in political science at the US Congress in Washington, D.C. Mr. Ng started as a Senior Project Officer for the National Development Company (1982-1983). In 1984, he joined China Banking Corporation as a Trust Investment Officer and rose up Vice President and Area Head in 1992. In 1994, he became the President and CEO of the Energy Corporation. He is also a Director and Treasurer of Hambrecht and Quist Philippine Ventures II, a private equity fund managed by Hambrecht and Quist, Philippines Inc. He is the Chairman of Transpacific Broadband Group Int'l, Inc. (TBGI), a technology business for commercial telecommunications operations and Vice Chairman of CBCP World Corporation a broadband internet service provider and the information technology company..

HILARIO NG – Director
Age 61, Filipino Citizen
Period Served - 1995 to present
Term of office as director - one year

Architect Hilario Ng is the President of his own architectural firm, HEO & Associates. A member of both the Philippine and American architectural boards, Architect Ng placed third overall in the Philippine architectural board exams. He has twenty (20) years of experience in his chosen field, garnering several US design awards. His major projects center on design of shopping malls for the Gaisano and Uniwide groups. Currently, he is an ASEAN Licensed architect.

HYLAND SI - Independent Director
Age 63, Filipino
Period Served - 1995 to present
Term of office as director - one year

Engineer Hyland Si is the Executive Vice President of Torque Builders, Inc., a major supplier and contractor of local electrical construction works for dozens of high-rise office buildings and manufacturing plants.

PAUL C. CHEAH - Independent Director
Age 37, Filipino
Period Served – newly nominated
Term of office as director – newly nominated

Mr. Paul C. Cheah is currently Vice President for Investor Relations and Sustainability of Axelum Resources. He previously served as VP for Investor Relations of Philex Mining and Max's Group. Served as Associate Manager and Manager for Investor Relations of Ayala Land and Cebu Pacific Air. Also served various positions at Globe Telecom, BDO Unibank and Deutsche Bank Group in his early career. Mr. Cheah is a graduate of Ateneo Graduate School of Business with a master's Degree in business Administration and went to Heriot Watt University for his Bachelor's Degree in Business and Finance.

BONIFACIO CHOA - Independent Director

Age 78, Filipino Citizen
Period Served - 1995 to present
Term of office as director - one year

Mr. Bonifacio Choa is the President of Bon Mar Realty, from 1977 to present, the President of Future Logic from 1996 to present and President of Digital Isys Corporation from 1998 to present.

SANTOS L. CEJOCO – Director
Age 68, Filipino Citizen
Period Served - 2002 to present
Term of office as director - one year

Formerly Vice President of Philippine Associated Smelting and Refining Corporation and former Project Manager in National Development Company, Mr. Cejoco finished his Master in Business Management at the Asian Institute of Management and B.S. Chemical Engineering at the University of San Carlos. A qualified CESO executive, he placed third in the board examinations for chemical engineers in 1975.Currently, he is an independent consultant on management services and renewable energy.

MANUEL R. MOJE
Age 86, Filipino Citizen
Period Served – 2010 to present
Term of office as director – one year

Mr. Moje has vast experience in private business enterprise, banking, and finance, both in major government and private financial institutions, and in socio–civic organizations. Mr. Moje's current positions are Chairman of Unihomes Development Corp., Vice Chairman of Click Communications, Inc. Director of Abacus Consolidated Resources and Holdings, Inc., Director of Philippine Regional Investment and Development Corporation, and President of Space Line Remittance Center (UAE). Mr. Moje finished his Bachelor of Laws at the University of the Philippines in 1963. He is a retired member of the Armed Forces of the Philippines with the rank of Colonel.

SOPHIE MILES NG
Age 32, Filipino Citizen
Period Served – Sept. 3, 2018 to Present
Term of office as director – one year

Ms. Sophie M.L. Ng is a graduate of Ateneo De Manila University in year 2011. She holds a degree in Bachelor of Science in Business Management with Minor in Enterprise Development. From 2012 to present, Ms. Ng is currently the Investor Relations Officer of ATN Holdings, Inc. From 2014 to present, she is the Vice President for Business Development of Palladian Land Development, Inc. and Advanced Home Concept Development Corporation. From 2016 to present, Ms. Ng also the Head of Procurement for Electrification of ATN Philippines Solar Energy Group Inc. Sophie Miles L. Ng is the daughter of the Chairman Arsenio T. Ng

TWINIE KAYE NG
Age 32, Filipino Citizen
Period Served – Nov. 8, 2018 to Present
Term of office as director – one year

Ms. Twinie Kaye L. Ng is a graduate of Ateneo De Manila University in year 2011. She holds a degree in Bachelor of Science in Business Management, major in Communications Technology Management and minor in Enterprise Development. On June 2011, Ms. Ng was under the tutelage of Bank of

Singapore to stay attuned with the Equity Market. She is currently the Investor Relations Officer of Transpacific Broadband Group, Inc. and Property Management Officer of Palladian Land Development, Inc. Twinie Kaye L. Ng is the daughter of the Chairman Arsenio T. Ng.

Atty. Leonides S. Respicio – Corporate Secretary
Age 69, Filipino Citizen
Period Served – November 2019 to present
Term of office as Corp. Sec. – one year

Atty. Respicio is a graduate of Bachelor of Laws in 1978 at the University of the Philippines, Diliman, Quezon City. At present, he is the corporate secretary and legal counsel of Test Consultants, Inc. from 2004-present; legal counsel of Padernal Construction Inc. (2010- present), Radiant Sunshine Power Corporation (2018 – present), Lamon Bay Furniture, Inc. (2018 to present), Philippine Pacific Trade Inc.(Salad Master Distributor (2010-present), Capitol City Sports and Country Club, Inc. (1980-1986), Jocanima Corporation (2012-2017), First Champion, Inc. (Manpower Services) 2012-2017, Prince David Condominium Unit Owners Association Inc. (2010-2015) and Don Enrique Height Subdivision Homeowners Association, Inc. (2016-present)

PAUL B. SARIA – Assistant Corporate Secretary
Age 50, Filipino Citizen
Period Served - 2002 to present
Term of office as director – one year

A graduate of B.S. Architecture at the University of Santo Tomas, Mr. Saria took his graduate studies in Project Management at the Royal Melbourne Institute of Technology. Arch. Saria is concurrently Vice President for operations of Transpacific Broadband Group International Inc., Palladian Land Development Inc., Advanced Home Concept Development Corp., and comptroller of CBCP World Corporation.

The aforementioned directors and officers have served the fiscal year ended **March 31, 2021** and shall continue to serve until their successors have been duly elected at the Company's next annual stockholders' meeting.

Nominees for Elections as Directors of the Company

The following are all part of the final list of candidates presented by the Nomination Committee, to wit:

Arsenio T. Ng (Filipino)	Leonides Respicio (Filipino)	Paul C. Cheah (Filipino)
Hilario T. Ng (Filipino)	Manuel Moje (Filipino)	Hyland Si (Filipino)
Santos L. Cejoco (Filipino)	Sophie Miles Ng (Filipino)	Twinie Kaye Ng (Filipino)
Paul B. Saria (Filipino)	Bonifacio Choa (Filipino)	

These nominees were formally nominated to the Nomination Committee by a shareholder of the Company, Hyland Si, Paul C. Cheah and Bonifacio Choa. are the nominees for independent directors. The nominated independent directors do not hold directorship or independent directorship in other publicly-listed companies. In the approval of nomination for independent directors, the Nominations Committee has taken into consideration the guidelines prescribed under SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and the By-laws of the Company. The independent directors are nominated by Paul B. Saria and Hilario Ng. Both Mr. Paul Saria and Hilario Ng have no relationship with the nominees for independent directors.

Only nominees whose names appear on the final list of candidates will be eligible for election as directors. No further nominations will be entertained or allowed on the floor during the annual stockholders' meeting.

Management Committee Members / Key Executive Officers

Arsenio T. Ng	-Chief Executive Officer & President
Hilario T. Ng	-Chief Operating Officer
Santos Cejoco	-Chief Corporate Planner
Leonides Respicio	-Corporate Secretary
Paul B. Saria	-Assistant Corporate Secretary
Hyland Si	-Independent Director, Audit & Nominations Committee
Bonifacio Choa	-Independent Director, Remuneration Committee

(2) Significant Employees

The company has no significant employees.

(3) Family Relationship

Architect Hilario T. Ng is the younger brother of Arsenio T. Ng. Sophie Miles Ng and Twinie Kaye Ng are siblings and daughters of Arsenio T. Ng. Except for the above-mentioned directors there are no family relationships among the officers listed.

(4) Involvement in Certain Legal Proceedings

The Company is not aware that anyone of the incumbent directors and executive officers and persons nominated to become a director and executive officer have been the subject of bankruptcy petition or pending criminal proceedings in court or have been by judgment or decree found to have violated securities or commodities law enjoined from engaging in any business, securities, commodities or banking activities. This disclosure on legal proceedings covers the last five years up to the latest date of this Information Statement.

The Company and its subsidiaries is not involved in any litigation incidental to the conduct of its business. If there is any claim, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

Item 6. Compensation of Directors and Executive Officers

The CEO, to signify his solidarity with the Company's stakeholders waived his rights to the compensation due a CEO, as set by the Board of Directors for the fiscal year, thereby taking on the same risks and rewards as the common shareholders.

Aggregate compensation in the last two (2) fiscal years paid to the officers of the Company as a group, are as follows:

NAME	YEAR	SALARY	BONUS	OTHERS	TOTAL
Total compensation of the 4 other officers and management team	2021est.	P 1.72 Million	0	0	P 1.70 Million
	2020	P 1.71 Million	0	0	P 1.70 Million
	2019	P 1.70 Million	0	0	P 1.73 Million

Directors:
The members of the Board of Directors shall each be entitled to a director's fee in the amount to be fixed by the stockholders at a regular or special meeting duly called for that purpose. Each director receives a per diem of P5,000.00 per attendance at Board meetings of the Company.

The stockholders have not fixed any fee, and thus there are no other arrangements pursuant to which any of the directors was compensated or is to be compensated, directly or indirectly, by the Company for services rendered during the last fiscal year, and the ensuing fiscal year.

None of the directors, in their personal capacity, has been contracted and compensated by the Company for services other than those provided as a director.

Officers:
There are no employment contracts between the Company and its executive officers.

There are no warrants and options granted to Directors and Officers of the Company.

Item 7. Independent Public Accountant

(1) External Audit Fees and Services

The audited financial position of the Company for FY March 31, 2021 was audited by R. R. TAN & ASSOCIATES, CPAs.

The same accounting firm is being recommended for re-election at the scheduled annual meeting for the almost the same remuneration as in the previous year. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

R. R. TAN & ASSOCIATES, CPAs has acted as the Company's external auditor since 2009 and has complied with the five-year rotation requirement under SRC Rule 68(3)(b)(iv) (Qualifications and reports of Independent Auditors). Mr. Chester Nimitz F. Salvador is the current audit partner for R. R. TAN & ASSOCIATES, CPAs. He replaced Mr. Domingo A. Daza Jr., who serves as auditor from 2013 to 2016.

(2) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no events in the past wherein R. R. TAN & ASSOCIATES, CPAs, and the company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Item 8. Compensation Plans

There is no cash or non-cash compensation to be distributed with respect to stock options, warrants or rights or any other extra consideration.

Employment Contracts, Termination of Employment, And Change-In-Control Arrangement

An employment contract between the Corporation and a named executive officer will normally include a compensation package, duties and responsibilities, and term of employment.

The Corporation has not entered into any compensatory plan or arrangement with any named executive officer which would entitle such named executive officer to receive any amount under such plan or arrangement as a result of or which will result from the resignation, retirement, or any other termination of such executive officer's employment with the Corporation and its subsidiaries, or from a change-in-control of the Corporation, or a change in the executive officer's responsibilities following a change-in-control of the Corporation.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the registrant.

Item 11. Financial and Other Information

No action is to be taken with respect to any matter specified in item 10 above.

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matters

No action is to be taken with respect to any transaction involving:

1. the merger or consolidation of the Corporation into or with any person, or of any other person into or with the Corporation;
2. the acquisition by the Corporation or any of its security holders of securities of another person;
3. the acquisition by the Corporation of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the Corporation; or
5. the liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition or Property

There was no acquisition of new properties by the Corporation. The Corporation continues its lease rental operation with minimal disposition of property.

No other action to be taken with respect to the acquisition or disposition of property.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of accounts.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 15. Authorization or Issuance of Securities Other than for Exchange

Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. Of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of P0.20 per share. This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the to the subscription of Unipage Management, Inc. of

2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of P0.20 per share used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing. On Nov 14, 2019, the stockholders of the Corporation ratified the subscription of Unipage Management, Inc. of 2,325,055,429 shares at a price per share value of P0.20 per share. Further, the waiver of the majority of the minority shareholders to conduct a rights/public offering with respect to the abovementioned subscription was also obtained. Following the approval of the stockholders, the Board of Directors on its special meeting of October 04, 2021 meeting resolved to approve the issuance of the 2,325,055,429 ATN shares for UMI from the unsubscribed portion of the authorized capital stock of the Corporation consisting of Three Hundred Twenty Five Million Fifty Five Thousand Four Hundred Twenty Nine Million (325,055,429) Common Class "A" Shares and Two Billion (2,000,000,000) Common Class "B" shares, and listing thereof in the Philippine Stock Exchange. The subject Board of Directors' resolution will be presented to the upcoming Annual Stockholders' Meeting for ratification.

D. OTHER MATTERS

Item 15. Action with Respect to Reports:

The following reports/minutes shall be submitted to the stockholders for approval/ratification:

1. Approval of the previous annual minutes of meeting last November 26, 2020
2. Report of the President and Approval of the FY March 31, 2021 Audited Financial Statements
3. General ratification of the acts of the Board of Directors, Board Committees, and the Management from the date of the last annual stockholders' meeting up to date of this meeting.
4. Appointment of Independent Auditors

Membership in said committees, which include one independent director in compliance with SEC rules, are as follows:

Compensation Committee:	Audit Committee:	Nomination Committee:
Arsenio T. Ng (Chairman)	Hyland Si (Chairman)	Arsenio T. (Chairman)
Paul B. Saria (Member)	Hilario T. Ng (Member)	Santos Cejoco (Member)
Bonifacio Choa - Independent	Santos Cejoco (Member)	Hyland Si - Independent

Item 16. Matters not Required to be Submitted

No action is to be taken with respect to any matter, which is not required to be submitted to a vote of security holders.

Item 17. Amendments of Charter, By-laws, and Other Documents

The Securities and Exchange Commission (SEC) have approved the amendment of the company's Articles of Incorporation and By-laws, to wit:

1. On August 17, 2005, the By-laws of the Corporation were amended in compliance with SRC Rule 38 (Guidelines on Nomination and Elections of Independent Directors).
2. On August 28, 2008, Section 7 of the Articles of Incorporation was amended to increase the Authorized capital stock of the Corporation from Two Hundred Million Pesos (P200,000,000.00) to One Billion Two Hundred Million Pesos (P1,200,000,000.00).
3. On December 22, 2010 annual stockholders' meeting of the Corporation, majority of the stockholders of the Corporation has resolved to amend Article 7 of the Articles of Incorporation on the waiver of pre-emptive rights.
4. On October 1, 2012, the Board of Directors of the Corporation resolved to amend the annual stockholders meeting date of the Corporation from 2nd Thursdayof July to 2nd Thursday of November.
5. On March 27, 2015, the Securities and Exchange Commission approved the change in par value of the Corporation from P1.00 per share to P0.10 for Class "A" and Class "B" share.

6. On June 30, 2016, the Securities and Exchange Commission approved the Amended Articles of Incorporation of ATN Holdings, Inc. for the conversion of the unissued common shares to Five billion (5,000,000,000) preferred shares.
7. On November 21, 2016, the Securities and Exchange Commission approved the extension of corporate life of the Corporation to another fifty years from the expiration of the original term of fifty (50) yrs. The Corporation was incorporated on February 13, 1969.

Item 18. Voting Procedures

Stockholders of record as of **25 October 2021** may vote at the Meeting. Stockholders have the right to vote in person or by proxy. Under the Company's policy for the effective participation by shareholders in shareholders' meetings of the Company and the exercise of shareholders' right to vote:

1. To register and vote, a stockholder must download and fill up the form provided in this link http://www.atnholdings.com/notice%20of%20annual/uploads/index3.php and email to paul@tbgi.net.ph For direct and indirect shareholders, both should fill up form and send a scanned copy of the required documents i.e. one (1) valid government identification card (ID), etc. to email atn_asm@tbgi.net.ph.
2. Deadline for registration is on November 18, 2021 at 12:00 noon. Once the Company successfully verifies the stockholder's status, the Company will reply to each stockholder with an online ballot for voting purposes.
3. Only items reflected on the Agenda and the Information Statement will be voted upon, which is itemized in the registration and proxy form. No resolution that is not in the Agenda will be voted on.
4. Votes may be casted online by sending the filled up online ballot form to.
5. If a shareholder is unable to attend the meeting, he/she may still be represented by submitting the proxy form found in http://www.atnholdings.com/notice%20of%20annual/uploads/index3.php or by sending a physical copy to the Office of the Corporate Secretary at the Company's principal address at Unit 904 9F Summit One Tower, 530 Shaw Blvd., Mandaluyong City.
6. Cumulative voting may be adopted in the election of directors as allowed by the Revised Corporation Code of the Philippines. On this basis, each registered stockholder as of **25 October 2021** may vote the number of shares registered in his name for each of the eleven (11) directors to be elected; or he may multiply the number of shares registered in his name by eleven (11), the number of the Company's directors as provided in its Articles of Incorporation, and cast the total of such votes for one (1) director. A stockholder may also distribute his votes among some or all of the eleven (11) directors to be elected.
7. Validation of online ballots and proxies shall be undertaken by a special committee designated by the Board for the validation of proxies. For the **2021 ASM**, the Company's independent external auditor shall work with the special committee, to review the tabulation proxies, when necessary.
8. Voting results for each item on the agenda shall be announced during the meeting and shall be made publicly available immediately.

PART III

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true and correct. This report is signed in the City of Mandaluyong on October 6, 2021.

Issuer :	**ATN HOLDINGS, INC.**	**PAUL B. SARIA**
Date :	**October 6, 2021**	**Corporate Information Officer**

MANAGEMENT REPORT

BUSINESS AND GENERAL INFORMATION

BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE REGISTRANT'S BUSINESS AND ITS SUBSIDIARIES

ATN Holdings, Inc. (ATN) On September 13, 1995, SEC approved the increase in authorized capital stock to Two Hundred Million Pesos (P200,000,000) at One centavo (P0.01) per share.

On March 14, 1996, Securities and Exchange Commission (SEC), approved the changes of name from Jabpract Mining and Industrial Corporation to ATN Holdings, Incorporated and corporate purpose from mining to a holding company. A change of par from One Centavo (P0.01) per share to One Peso (P1.00) per share was subsequently approved by the SEC in November, 1996.

On August 29, 2008 the Securities and Exchange Commission approved the increase in capital stock fromP200 million to P1.2 billion. The capital consisted of 720,000 class "A" shares and 480,000 class "B" shares with a par value of P1 each.

On March 27, 2015, the Securities and Exchange Commission approved the change in par value of ATN Holdings Shares from P1.00 per share to P0.10 per Class "A" and Class "B" share.

On June 30, 2016, the Securities and Exchange Commission approved the Amended Articles of Incorporation of ATN Holdings, Inc. for the conversion of the unissued common shares to Five billion (5,000,000,000) preferred shares

Title of issue	Authorized Capital	Subscribed	Paid Up
Common			
Class "A"	4,200,000,000	3,700,000,000	370,000,000
Class "B"	2,800,000,000	800,000,000	80,000,000
Preferred	5,000,000,000	-	-
Total	12,000,000,000	4,500,000,000	450,000,000

On November 21, 2016, the Securities and Exchange Commission approved the extension of corporate life of the Corporation to another fifty years from the expiration of the original term of fifty (50) yrs. The Corporation was incorporated on February 13, 1969.

ATN invested in real properties and stocks. Its investments in real properties are several units of Summit One Tower located at 530 Shaw Boulevard, Mandaluyong City. Summit One Tower is a 48 storey building. Units of Summit One Tower are office condominium spaces ready for occupancy, with its own separate 6-level parking building and two basement parking levels. The units are for sale or lease, through either direct sales from walk-in clients, or referrals from independent brokers.

ATN's subsidiaries and associates are Palladian Land Development Inc. (PLDI), ATN Philippines Solar Energy Group, Inc.(ATN SOLAR), Advanced Home Concept Development Corp. (AHCDC) and Managed Care Phils., Inc. (MCPI)

Palladian Land Development Inc. (PLDI) is the developer and major owner of (a) the 48-storey Summit One Tower and an adjacent 6 storey parking building, located at 530 Shaw Boulevard, Mandaluyong City, (b) the subdivided residential land in Pasig City, and (c) the 256-hectare property located in Rodriguez, Rizal. PLDI's main sources of revenues include sale and rent of condominium units and residential land. Palladian envisions in the future that the above mentioned properties are to be fully considered as a private Economic Zone.

Advanced Home Concept Development Corp. (AHCDC) is a corporation engaged in developing residential properties. AHCDC is a developer of various properties in Pasig City.

Managed Care Phil. Inc. (MCPI) is a corporation engaged in the healthcare industry with investments in outpatient clinics. The company established an ambulatory surgical center at the ground floor of the Annex Building of Summit One under the umbrella of its subsidiary MCPI.

ATN Philippines Solar Energy Group Inc., the project implementing entity of ATN Group for energy business, is setting up a 30 MW Solar PV Project. It will be situated in a 256-hectare property of parent company ATN Holdings, Inc. in Rodriguez (Montalban), Rizal. The site is less than 10 kilometers away from business districts in Metro Manila with a population of 10 million people.

In 2017, ATN Solar embarked on the development of its solar project site in Rodriguez, Rizal. Site development entails the extraction of rock deposits to flatten the terrain and minimize shadowing, which reduces the production of energy of solar PV panels. With DENR ECC-OL-R4A-2017-0414, ATN Solar acquired a 500-ton per hour rock crusher plant for better disposal management and to make the extracted rocks saleable in the public interest, and serve the rock aggregate requirements of President Duterte's major infrastructure projects, as well as the land reclamation projects being undertaken by private entities in Manila Bay.

The solar project is designed to have gross generation capacity of 30 MW peak of direct current (DC) at inception. The alternating current (AC) output will be distributed through Manila Electric Company (Meralco) franchise distribution area via a 34.5 KV transmission line connected to the Diliman, Novaliches and Parang circuits.

On patents, trademarks, licenses, franchise, and concessions, the service contract awarded by the Department of Energy to ATN Solar carries a "royalty" of 1% of gross revenue payable to the LGU and national government, as provided for by RA 9513. The same service contract requires government approval, which was granted in the contract itself, allowing ATN Solar to deliver electric power to the grid from ATN Solar 30 MW solar power plant.

In compliance with environmental laws, ATN Solar will plant trees to the extent of 10 new trees per 380 old trees that have to be cut to make the project site ready for installation of solar panels. ATN Holdings as proponent has budgeted P50 per new tree planted to be part of ATN Solar project cost.

ATN Solar will employ 10 workers for the daily operation of the solar power plant in the next ensuing month. These employees are not subject to any collective bargaining agreements. This number of employees is the only foreseen increase in manpower of the ATN Group.

ATN Solar will negotiate the Power Supply Agreement with Meralco when the rates become favorable for financially sustainable operation of the solar plant.

In 2017, ATN Solar embarked on a rock crushing plant project, funded mainly by (a) its major equity stockholders TBGI and ATNH and (b) UCPB term loan of P100 million.

ATN Philippines Solar Energy Group Inc. is undergoing Land Development works, and installed in 2018 an Integrated Rock Processing plant to utilize such existing rock resources for its project to serve the needs of President Duterte's Build Build, Build Program. It is currently employing at least 100 workers, 80% of which is local hire. Under such development it has secured several national and local permits and licenses including but not limited to Environmental Compliance Certificate, Permit to Install and Permit to Operate rock processing plant, Building permits, Occupancy Permits for its rock processing equipment. The rock processing plant is operational, as of September 2018. Electrical infrastructure to Meralco distribution networks has been completed and energized. Local communities can now enjoy electricity supply from Meralco at no cost to them. ATN has a power supply agreement with Meralco for the operation of rock processing plant.

Competitive Position in the Industry

The Company is competitive in terms of pricing its real estate properties for sale. Its low leverage allows the company to survive even during a slump in the real-estate market. In addition, the company enjoys PEZA incentives in its Summit One Tower Office Building.

The company presently sells real estate property in Summit One Tower and other minor land properties in compliance with real estate laws. Upon start of commercial operation of the ATN Solar rock crushing plant in early 2018, the ATN group shall be selling construction products in the form of rock aggregates, armor rock for reclamation projects, pre-mix concrete, and pre-fabricated concrete products in the future. Management observes that there is no probable governmental law that may have significant effect in company operations since permitting of all aspects of operation of the ATN group have been completed and approved by duly constituted government entities.

Major Risks Involved and other disclosures

1. Local/foreign acquisitions, mergers & consolidations, disposals, joint ventures, other forms of business co-operation, new line of business.
   Except for ATN Solar project, ATN Holdings has no local/foreign acquisitions, mergers & consolidations, new business and other forms of business cooperation.
2. Material change in ATN's financial or trading position.
   There is no material change in ATN financial position since the last audited FS other than that already made public. A material change is anticipated in the next 12 months in financial structure with issuance of preferred shares envisaged to be completed in 2015.
3. Material contracts entered into, or are being negotiated.
   ATN Holdings has not entered into a material contract since 31 December 2014.
   As of August 2015, ATN Solar signed supply contracts for solar PV panels, Schneider transformers, switch gear and RMU for 30 MW solar plant capacities.
4. Material change in the operations, operating environment, business plans.
   Except for the solar power generation project, there is no other change in operations, operating environment, and business plans.
5. Operating divisions/particular business segments possess with the largest areas of concern.
   Challenging competition has always been around for all business segments of ATN Holdings. On the property segment, the financial structure with low debt ratio allows the company to hold on to real estate assets for higher value expectation in the long term.
6. Major risks to ATN's future operating performance and asset position.
   Change in regulatory policy on FIT, with respect to ATN Solar business, is the major risk facing ATN's operating performance and rate of return on investment in solar power generation. No effect in asset position of ATN Holdings, since project site is already owned by ATN Holdings, Inc subsidiary Palladian Land Development, Inc.
7. Plan for corporate restructuring (dissolution of the existing subsidiaries, affiliates, associates or joint ventures)
   There is no plan for corporate restructuring, except the increase of ATN Holdings ownership of ATN Solar.
8. ATN long-term vision, key success factors to achieve this vision.

   The ATN investment program covers three strategic business sectors including (a) renewable energy, (b) raw materials for infra and construction for Build, Build, Build, and (c) real estate development that involves PEZA development and land equity. While ATN initiated the solar project ahead of the other sectors, it has become necessary to remove the excess rock materials first to make the 256 hectares site ready for development of the solar farm, and the PEZA land equity. The long term vision is to flatten the terrain of the property to make the area valuable at its maximum for PEZA and solar energy development. Key success factors stem from the (a) existence of rock materials that can be used for construction activities inside the PEZA area, as well as the infrastructure projects of the government in Metro Manila., and (b) the proximity of the project site to Metro Manila where there is maximum economic activity.
9. ATN market position, vis-à-vis domestic competitors.
   On the real estate business sector, ATN Holdings market share is relatively small compared to large real estate competitors. However, in absolute terms, ATN land in Rodriguez Rizal, which is the site of the solar project, can reach Php 75 Billion if the comparative present price of Php 30,000 per square meter of Ayala land in the same area is used in asset valuation. The Php 30,000 price per square meter of ATN land is not a remote possibility within the 25 years life of the solar project (when land becomes available for other uses), given that Ayala Land, SM Malls, San Miguel group and its competitors are flocking to the future site of large business process outsourcing activity and construction of support facilities in Rodriguez Rizal.

   On the raw materials business sector the proximity of primary target market comprising infrastructure projects makes ATN competitive, while the renewable energy sector will have a captive market in PEZA locators.
10. The Group has no patent, trademark, license/concession and royalty contracts.
11. The Group does not need for a government approval for real estate for sale.
12. The Group has 25 employees. There is no union in the corporation and all of its subsidiaries. As such, CBAs are not applicable.

Properties

The Company and its subsidiaries are the owners of (a) selected units and floors of Summit One Tower at 530 Shaw Boulevard, Mandaluyong City, (b) the subdivided residential land in Pasig City and (c) land for real estate development and energy generation in Montalban, Rizal.

Certain condominium units in Summit One Tower in Mandaluyong City are subject to contract to sell executed with third party. Payments received were lodged under "Deposit" in the Statement of Financial Position.

Pursuant to the operating lease commitments, certain investment properties of the Group are leased out to third parties under the operating lease agreement. The lease term is for the period of 1 year renewable at the option of both parties.

The company does not intend to acquire or purchase any real estate or major equipment in the next twelve months.

Legal Proceedings

The Company is not involved in any litigation incidental to the conduct of its business. If there is any claim against the company, the Company believes that the cases against it have no legal basis and that there is no pending litigation that will have a material or adverse effect on its financial position or operations.

Submission of Matters to a Vote of Security Holders

There was no meeting held since the end of fiscal year March 31, 2021.

Certain Relationship and Related Transactions

During the last two years, there were no transactions undertaken by the Company in which any directors, executive officers, beneficial owner, or any member of their immediate family has a direct or indirect material interest.

The Group did not recognize any key management compensation nor provided any stock options and bonuses for the fiscal years ended March 31, 2021, 2020 and 2019.

For information on related party transactions, including the amount/volume and outstanding balances as of March 31, 2021, please refer to Note 26 of the Company's Audited Consolidated Financial Statements.

Management's Discussion and Analysis or Plan of Operation

Plan of Operation

The real estate sector of holding company plans to continue its focus on existing principal activities and has no plan to engage in product research and development or purchase or sell any plant and significant equipment. The Company values its human resources and it has no plan to decrease the number of its employees.

On renewable energy generation, ATN Holdings secured Php 1.1 Billion credit facility from UCPB (in lieu of Unicap), but solar project implementation was superseded by the Php 1.0 Billion Integrated Rock Processing Project to serve the urgent need for rocks of the Build, Build, Build Program of President Duterte.

ATN Solar expects annual revenues to reach P1 Billion in Year 2 from Rock Processing Operation. Palladian Land expects to earn P70 million annually from tenement fees to be paid by ATN Solar

There is no other change in the plan of operations for the next 12 months.

FY 2021

Financial and Operating Highlights

The following table shows the top seven (7) important financial indicators of the company during the fiscal years ending March 31, 2021 and comparable period in the past year.

	ATN Holdings (Consolidated)		Palladian Land		Advanced Home		Managed Care	
	FY 2021	FY 2020	CY 2020	CY 2019	CY 2020	CY 2019	CY 2020	CY 2019
Current Ratio	0.61	1.16	10.77	1.58	0.04	0.05	-	51.62
Debt to Equity Ratio	0.74	0.76	0.44	0.45	3.33	3.26	-1.46	-1.62
Asset to Equity Ratio	1.74	1.76	1.44	1.45	4.33	4.26	-0.46	-0.62
Interest Rate Coverage Ra	(2.44)	(2.13)	(10.60)	0.63	-	-	-	-
Gross Profit Margin	58%	93%	11%	50%	-	-	-	-
Net Income to Sales Ratio	-21%	-38%	-4.60%	8.50%	-	-	-	-
Net Income (loss)	(3,958,479)	(6,477,286)	(3,967,229)	2,276,954	(135,016)	(103,329)	(634,452)	(5,191,489)

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt
Asset-to-Equity Ratio	Calculated ratio of total asset into total equity. Indicates the long-term or future solvency position or general financial strength of the company.
Interest Rate Coverage Ratio	Calculated ratio of earnings before interest and taxes into interest expenses Indicates the ability to meet its interest payments.
Gross profit Margin	Calculated ratio expressed in percentage of the gross margin into total revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders
EBITDA	Calculated earnings before income tax, and non-cash charges. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses.
Net Income to Sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

Total assets almost the same from P3.712 billion to P3.737 billion as of FY March 31, 2021. The significant movements in assets were as follows:

(1) Decrease in cash from P35 million to P11 million.
(2) Increase in trade receivables of P4.980 million.
(3) Increase in inventories of P8.033 million.
(4) Increase in other current assets from P6.569 million to P8.823 million.
(5) Decrease in non-current assets held for sale from P99.298 million to nil due to sale and transfer to investment property.
(6) Increase in Financial Assets – FVOCI from P21.296 million to P57.233 million.
(7) Decrease in investment properties from P2,673 billion and increased in property and equipment due to re-classification and transfers.
(8) Increase in due from related parties from P19.455 million to P43.818 million.

Current liabilities of the company decreased from P121 million to P54 million as of FY March 2021. The net decrease is due to the following:

(1) Increase in accounts payable and accrued expenses from P3.651 million to P4.470 million.
(2) Decrease in short-term interest bearing loans from P84 million to P50 million.
(3) Full payment of lease liability of P1.792 million.
(4) Decrease in liability portion of non-current assets held for sale from P31.6 million to nil.

Noncurrent liabilities increased from P1.479 billion to P1.539 billion as of FY March 31, 2021. The net increase is due to the following:

(1) Decrease in deposits from P54 million to P22 million.
(2) Full payment of subscription payable of P17 million to nil.
(3) Increase in due to related parties from P693 million to P803 million.
(4) Increase in pension liability from P789 thousand to P845 thousand.

The company's equity almost remain the same from P2.111 billion in FY March 31, 2020 to P2.143 billion in FY March 31, 2020.

The company does not expect an event that will trigger default on direct and contingent liabilities since foreign currency denominated short-term borrowings are often hedged, and there is no off-balance sheet transaction, arrangement or obligation. Given that the real estate business is still recovering from a long slump, there could not be a trend, events, or uncertainties that will have material impact on company revenues.

The real estate inventory of the holding company, which forms the bulk of its subsidiary assets, are assigned higher values due to the fair value valuation of the investment properties.

There is no known trend, events or uncertainties that transpired or that is reasonably expected to have a material favorable or unfavorable impact on net sales or revenue. The company's real estate sales and rentals are dependent on the health of Philippine economy's growth.

FY 2020

Financial and Operating Highlights

The following table shows the top seven (7) key performance and financial soundness indicators of the company during the fiscal years ending March 31, 2020 and comparable period in the past year.

	ATN Holdings (Consolidated)		Palladian Land		Advanced Home		Managed Care	
	FY 2020	FY 2019	CY 2019	CY 2018	CY 2019	CY 2018	CY 2019	CY 2018
Current Ratio	1.16	0.84	1.58	0.54	0.05	0.01	51.62	35.53
Debt to Equity Ratio	0.76	0.65	0.45	0.43	3.26	3.1	-1.62	-114.67
Asset to Equity Ratio	1.76	1.65	1.45	1.43	4.26	4.1	-0.62	-113.67
Interest Rate Coverage Ra	(7.93)	(8.06)	0.63	258.64	-	-	-	-
Gross Profit Margin	54%	55%	50%	67%	-	-	-	-
Net Income to Sales Ratio	-22%	-69%	8.50%	66.70%	-	-	-	-
Net Income (loss)	(6,477,286)	(11,740,626)	2,276,954	286,009,579	(103,329)	11,337,944	(5,191,489)	(4,174,764)

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt
Asset-to-Equity Ratio	Calculated ratio of total asset into total equity. Indicates the long-term or future solvency position or general financial strength of the company.
Interest Rate Coverage Ratio	Calculated ratio of earnings before interest and taxes into interest expenses Indicates the ability to meet its interest payments.
Gross profit Margin	Calculated ratio expressed in percentage of the gross margin into total revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders
EBITDA	Calculated earnings before income tax, and non-cash charges. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses.
Net Income to Sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

Total assets increased from P3.488 billion to P3.712 billion as of FY March 31, 2020. The significant movements in assets were as follows:

1. Increase in cash from P17.211 million to P35.118 million.
2. Increase in other current assets from P5.593 million to P6.569 million.
3. Increase in non-current assets held for sale from P18.477 million to P99.298 million.
4. Increase in investment in associates from P678 million to P852 million.
5. Decrease in property and equipment from P16.184 million to P5.051 million.
6. Intangible assets were impaired by P4 million
7. Increase due from related parties of P19.455 million.

Current liabilities of the company increased from P51 million to P121 million as of FY March 2020. The net increase is due to the following:

1. Decrease in accounts payable and accrued expenses from P4.477 million to P3.651 million.
2. Increase in short-term interest bearing loans from P21.900 million to P84 million
3. Increase in liability portion of non-current assets held for sale from P21.945 million to P31.6 million.

Non-current liabilities increased from P1.368 billion to P1.601 billion as of FY March 31, 2020. The net increase is due to the following:

1. Increase in deposits from P21.152 million to P54.262 million.
2. Decrease in subscription payable from P86.981 million to P17 million.
3. Increase in due to related parties from P493 million to P693 million.
4. Increase in pension liability from P655 thousand to P789 thousand.

The company's equity almost remain the same from P2.119 billion in FY March 31, 2019 to P2.119 billion in FY March 31, 2020.

The country is currently experiencing a pandemic virus crisis resulting in a slowdown in the Philippine economy because of the mandated lockdowns all over the country. While the financial impact is considered a non-adjusting subsequent event as at FY March 31, 2020, the effect on the Company's operations and financial performance, however, cannot be reasonably determined. Nonetheless, the Company believes that it can remain a going concern given the essential nature of its industry and its participation in the government's Build Build Build Infrastructure program to jumpstart the economy.

The company does not expect an event that will trigger default on direct and contingent liabilities since foreign currency denominated short-term borrowings are often hedged, and there is no off-balance sheet transaction, arrangement or obligation. Given that the real estate business is still recovering from a long slump, there could not be a trend, events, or uncertainties that will have material impact on company revenues.

The real estate inventory of the holding company, which forms the bulk of its subsidiary assets, are assigned higher values due to the fair value valuation of the investment properties.

There is no known trend, events or uncertainties that transpired or that is reasonably expected to have a material favorable or unfavorable impact on net sales or revenue. The company's real estate sales and rentals are dependent on the health of Philippine economy's growth.

FY 2019

Financial and Operating Highlights

The following table shows the top seven (7) key performance and financial soundness indicators of the company during the fiscal years ending March 31, 2019 and comparable period in the past year. Net profit on consolidated basis from positive margins realized from available-for-sale financial assets and real estate business units.

	ATN Holdings (Consolidated)		Palladian Land		Advanced Home		Managed Care	
	FY 2019	FY 2018	2018	2017	2018	2017	2018	2017
Current Ratio	0.84	0.65	0.54	0.56	0.01	0.01	35.53	4.97
Debt to Equity Ratio	0.65	0.47	0.43	0.46	3.1	-2.84	-114.67	3.49
Asset to Equity Ratio	1.65	1.47	1.43	1.46	4.1	-1.84	-113.67	4.49
Interest Rate Coverage Ratio	-8.06	333.59	258.64	-1.55	-	-	-	-
Gross Profit Margin	55%	53%	195%	89.60%	-	-	-	-1.07%
Net Income to Sales Ratio	-69%	66%	66.70%	-11.00%	-	-	-	-236.10%
Net Income (loss)	(11,740,626)	308,276,593	286,009,579	(830,743)	11,337,944	(84,276)	(4,174,764)	(4,748,681)

The following are important performance indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt
Asset-to-Equity Ratio	Calculated ratio of total asset into total equity. Indicates the long-term or future solvency position or general financial strength of the company.
Interest Rate Coverage Ratio	Calculated ratio of earnings before interest and taxes into interest expenses Indicates the ability to meet its interest payments.
Gross profit Margin	Calculated ratio expressed in percentage of the gross margin into total revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders
EBITDA	Calculated earnings before income tax, and non-cash charges. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses.
Net Income to Sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

Total assets increased from P3.125 billion to P3.488 billion as of FY March 31, 2019. The significant movements in assets were as follows:

(1) Increase in cash from P12.620 million to P17,211 million.
(2) Full payment of trade receivables of P305 thousand.
(3) Increase in other current assets from P3.997 million to P5.593 million.
(4) Decrease in non-current assets held for sale from P42,100 million to P18,477 million.
(5) Increase in investment in associates from P323 million to P678 million.
(6) Increase in investment properties from P2.681 billion to 2.725 billion,
(7) Decrease in property and equipment from P19.171 million to P16.184 million.
(8) Decrease in intangible assets from P6.850 million to P4 million.
(9) Full payment of advances to related parties of P14.748 million.

Current liabilities of the company decreased from P90.640 million to P49.280 million as of FY March 2019. The net decrease is due to the following:

(1) Increase in accounts payable and accrued expenses from P4.085 million to P4.477 million.
(2) Decrease in bank loans - current from P43.102 million to P22.857 million due to reclassification from current to non-current liability.
(3) Decrease in liability portion of non-current assets held for sale from P43.452 million to P21.945 million.

Non-current liabilities increased from P903.979 million to P1.319 billion as of FY March 31, 2019. The net increase is due to the following:

(1) Increase in deposits from P5.129 million to P21.152 million.
(2) Increase in subscription payable from P80.195 million to P86.981 million.
(3) Increase in due to related parties from P103 million to P493 million.
(4) Increase in pension liability from P573 thousand to P655 thousand.

The company's equity almost remains the same from P2.131 billion in FY March 31, 2018 to P2.119 billion in FY March 31, 2019.

The company does not expect an event that will trigger default on direct and contingent liabilities since foreign currency denominated short-term borrowings are often hedged, and there is no off-balance sheet transaction, arrangement or obligation. Given that the real estate business is still recovering from a long slump, there could not be a trend, events, or uncertainties that will have material impact on company revenues.

The real estate inventory of the holding company, which forms the bulk of its subsidiary assets, are assigned higher values due to the fair value valuation of the investment properties.

There is no known trend, events or uncertainties that transpired or that is reasonably expected to have a material favorable or unfavorable impact on net sales or revenue. The company's real estate sales and rentals are dependent on the health of Philippine economy's growth.

Item 7 - Financial Information

The audited financial statement is attached.

Item 8 - Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no events in the past wherein R. R. TAN & ASSOCIATES, CPAs, and the company had any disagreement regarding any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

R. R. TAN & ASSOCIATES, CPAs has acted as the Company's external auditor since 2009 and has complied with the five-year rotation requirement under SRC Rule 68(3)(b)(iv) (Qualifications and reports of Independent Auditors). Mr. Chester Nimitz F. Salvador the current audit partner for by R. R. TAN & ASSOCIATES, CPAs audited the financial statements from FY March 31, 2018 to FY March 31, 2021, while Mr. Domingo A. Daza Jr., has served as such since 2013.

Information on Independent Accountant and Related Matter

(1) External Audit Fees and Services
R. R. TAN & ASSOCIATES, CPAs, the external auditor of the company, audited the fiscal year March 31, 2021 financial statements with the contract amount of P373,400 inclusive of VAT and out of pocket expenses.

R. R. TAN & ASSOCIATES, CPAs audited the Company's balance sheet and the related statements of income, changes in stockholders' equity and cash flows for the year then ending and provide an audit report on the financial statements referred to above in accordance with Philippine Financial Reporting Standards. As part of the engagement, R. R. TAN & ASSOCIATES, CPAs assisted in the preparation of the Company's annual income tax returns for filing with the Bureau of Internal Revenue.

There were no tax fees paid for the last two fiscal years for professional services rendered on tax accounting, compliance, advice, planning and any other form of tax services. There were no other fees paid by the company for product and other services provided by the auditor.

The audit committee has no policies and procedures of the above services.

Market Price for Registrant's Common Equity and related Stockholder Matters

(1) Market Information
ATN shares are traded in the Philippine Stock Exchange. ATN High and Low Sales Prices per Quarter for the Last Two Fiscal Years and two quarter of the current year:

Class A	Apr 1, 2019 to Mar. 31, 2020		Apr 1, 2020 to Mar. 31, 2021	
	High	Low	High	Low
Qtr. 1	1.46	1.36	.65	.42
Qtr. 2	1.19	1.16	.75	.51
Qtr. 3	.93	.90	1.09	.55
Qtr. 4	.53	.49	1.04	.71

Class B	Apr 1, 2019 to Mar. 31, 2020		Apr 1, 2020 to Mar. 31, 2021	
	High	Low	High	Low
Qtr. 1	1.46	1.37	.63	.42
Qtr. 2	1.20	1.15	.70	.53
Qtr. 3	.97	.94	1.01	.58
Qtr. 4	.60	.53	1.01	.73

	April to June 2021		July to September 2021	
	High	Low	High	Low
Class A	0.72	0.71	0.55	0.51
Class B	0.74	0.7	0.55	0.51

Holders
As of September 30, 2021, the company had 224 holders of Class "A" shares and 29 for class "B" shares. The high and low market price as of October 6, 2021 for Class A and B is P0.55 and P0.51 respectively.

The top 20 stockholders as of September 30, 2021 are as follows:

	Class "A" Stockholders	No of Shares H	% of Total Shares Outstanding	Class "B" Stockholders	No of Shares	% of Total Shares Outstanding
1	PCD NOMINEE CORP	877,294,430	19.50%	PCD NOMINEE CORP (FIL)	540,958,029	12.02%
2	NG, ARSENIO T.	2,763,541,260	61.41%	PCD NOMINEE CORP (NON-FIL)	257,098,501	5.71%
3	NG, SUSANA	20,000,000	0.44%	CHOA, BONIFACIO N.	1,000,000	0.02%
4	NG, HILARIO T.	3,501,000	0.08%	YU TING GUAN	500,000	0.01%
5	UNIWELL SECURITIES, INC.	2,200,000	0.05%	CRISOSTOMO, JOSE MARIANC	100,000	0.00%
6	NG, ARDI BRADLEY	2,000,000	0.04%	ANSALDO, GODINEZ & CO., IN(	43,950	0.00%
7	NG, MARK TIMOTHY	1,750,000	0.04%	ANG, MANUEL	40,000	0.00%
8	NG, MATTHEW HILARY	1,750,000	0.04%	ATC SECURITIES, INC.	38,000	0.00%
9	DAVID GO SECURITIES CORP.	1,510,000	0.03%	7K CORPORATION	35,020	0.00%
10	NG, TIFFANY ANNE	1,500,000	0.03%	CUALOPING SECURITIES CORP	30,000	0.00%
11	TY, ANITA	1,500,000	0.03%	MAJOR LORD DESMOND	22,500	0.00%
12	TRENDLINE SECURITIES, INC.	1,040,000	0.02%	BPI SECURITIES CORPORATION	20,000	0.00%
13	MERCANTILE SECURITIES COR	1,020,000	0.02%	MINA, MARIO	20,000	0.00%
14	KHO, DAVID L.	1,000,000	0.02%	I.B. GIMENEZ SECURITIES, INC.	13,000	0.00%
15	CHOA, BONIFACIO	1,000,000	0.02%	ONG GIOK KHENG	10,000	0.00%
16	SI, HYLAND	1,000,000	0.02%	TANSENGCO & CO., INC.	10,000	0.00%
17	PACIFIC VULCAP COR.	997,000	0.02%	VILLANUEVA, JAIME	10,000	0.00%
18	CO, JOYCE ANGELA NG	800,000	0.02%	VILLANUEVA, PATROCINIO P.	10,000	0.00%
19	LIU, JESSILYN NG	800,000	0.02%	GARCIA, KAGITINGAN FLORES	10,000	0.00%
20	CHING, WENDY JANE NG	800,000	0.02%	BARCELON, ROXAS SECURITIE	10,000	0.00%

Dividends

Management recognizes the SEC comment on dividend policy and has recommend last December 29, 2011, to the Board and Stockholders to approve the following subject to SEC and PSE's rules and regulations:

a. Two percent (2%) stock dividend
b. Pre-emptive stock rights of one (1) share for every six (6) shares owned at par value of P1.00 per share

The excess of retained earnings against paid-in capital is mainly due to fair value adjustment on Financial assets at FVTPL and fair value adjustment of Investment Property resulting to a gain in the total amount of Php716 million.

There is no restriction on the payment of dividends or common shares, provided there is sufficient retained earnings to support declaration or payment of dividends. There was no cash dividend declared for the last three fiscal years. Stock dividend is planned for the shareholders once the solar energy project is up and running. The available free cash in prior years were used as equity investment for pre-development expenditures of the 30 MW solar project.

In summary, Management action is beneficial to public interest as it complies with SEC governance rules, and results in government collection of taxes.

(2) Recent Sales of Unregistered Securities

The Company has not sold any securities within the past three years that were not registered under the SRC. There was no recent sale of unregistered securities.

(3) Compliance with leading practice on Corporate Governance

The company will make a separate submission on filling of Integrated Annual Corporate Governance. The detailed discussion of the Annual Corporate Governance Section deleted as per SEC memorandum Circular No. 5, series of 2013, issued last March 20, 2013

The Company did not deviate from the adopted Manual of Corporate Governance and all members of the Board Directors as well as Senior Management officers completed and were duly certified to have attended a 1-day special in-house seminar on Corporate Governance. There is no additional plan to improve corporate governance of the company from the existing manual.

SEC FORM 17-A

A copy of SEC Form 17-A will be provided to any stockholder of ATN Holdings, Inc. without any charge upon written request addressed to:

Mr. Paul Saria
ATN Holdings, Inc.
9^{th}Floor Summit One Tower
530 Shaw Blvd. Mand. City

SEC FORM 17-Q – Quarter ending September 30, 2021
A copy of the 2nd qtr. report of the period ended September 30, 2021 will be available to all stockholders during the Annual Stockholders' meeting.

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A	S	0	0	0	0	3	7	5	3	5

COMPANY NAME

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

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

9 F L R S U M M I T O N E T O W E R ,
5 3 0 S H A W B L V D.
M A N D A L U Y O N G C I T Y

Form Type	Department requiring the report	Secondary License type, If Applicable
A A F S		

COMPANY INFORMATION

Company's Email Address	Company's Telephone Numbers	Mobile Number
	717-0523	

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
	November/12	March/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Paul Soria	pols15@yahoo.com	717-0523	

CONTACT PERSON's ADDRESS

9th Flr., Summit One Tower, 530 Shaw Boulevard, Mandaluyong City

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 details of the new contact person designated.

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

ATN HOLDINGS, INC AND SUBSIDIARIES

Consolidated Financial Statements
For the year end March 31, 2021, 2020 and 2019

ATN HOLDINGS, INC.

9TH Floor Summit One Tower
530 Shaw Blvd. Mandaluyong City
Tel. Nos. 717-0523 / 404-0239

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

July 28, 2021

The management on **ATN HOLDINGS, INC. AND SUBSIDIARIES** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the fiscal years ended **March 31, 2021 and 2020**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

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

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

R.R. Tan and Associates, CPAs, the independent auditor appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Arsenio T. Ng	**Hilario T. Ng**	**Paul Saria**
Chairman and CEO	**Chief Finance Officer**	**Chief Operating Officer**

SUBSCRIBED AND SWORN to before me this AUG 0 5 2021 day of ________, affiants exhibiting to me their driver's license as follows:

NAMES	RES. CERT. NO.	DATE OF EXPIRATION	PLACE OF ISSUE
Arsenio T. Ng	DL# NO1-86-031588	03/13/2023	Mandaluyong
Hilario T. Ng	DL# F03-89-049-506	08/23/2021	Manila
Paul B. Saria	DL# N04-93-264-992	12/15/2021	Mandaluyong

Doc. No. : 395
Page No. : 80
Book No. XVI
Series of 2021 2021

ATTY. [illegible] BOLIVAR
NOTARY PUBLIC
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Matter No. 204 June 21, 2021 to Dec. 31, 2022
IBP O.R. No. 132134 MD 2021 & IBP O.R. No. 133076 MD 2022
PTR O.R. No. 0695112 D 1/4/21 / Roll No. 33832/TIN# 129-871-009
MCLE No. VI-0029583 valid from 12/16/19 valid until 04/14/22 Quezon City
Address 31-F Harvard St., Cubao, Q.C.

R. R. TAN & ASSOCIATES, CPAs

Unit 1705, Antel Global Corporate Center
Doña Julia Vargas Avenue, Ortigas Center
Pasig City, Philippines 1605
Tel.: (632) 8638-3430 to 32; Fax: (632) 8638-3430
e-mail : info@rrtan.net

PRC-BOA Reg. No. 0132, valid until December 31, 2021
SEC Accreditation No. 0394-F, valid until July 23, 2023
BIR Accreditation No. 07-100015-001-2019, valid until September 12, 2022

Report of Independent Public Accountants

The Stockholders and Board of Directors
ATN HOLDINGS, INC. AND SUBSIDIARIES
9TH Floor, Summit One Tower
530 Shaw Blvd., Mandaluyong City

Opinion

We have audited the consolidated financial statements of **ATN HOLDINGS, INC. AND SUBSIDIARIES** (the Group), which comprise the consolidated statements of financial position as at March 31, 2021 and 2020, and consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended March 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

Recoverability of Investment in an Associate

As of March 31, 2021, the Group's investment in an associate amounted to P851 million equivalent to 48% beneficial equity interest. The asset represents 23% of the total assets at year-end after the Group poured additional investment amounting to P175 million and P175 million during 2021 and 2020, respectively. The associate, which is accounted under the equity method, is still in the pre-opening stage and now venturing into quarrying activities. We consider this as a key audit matter based on the following key assessments: (i) volume of investments, (ii) complex nature of associate's operations and (iii) certainty or uncertainty of commencing operations.

The Group's disclosure in Investment in associate is discussed in Note 14 of the Notes to Financial Statements.

Audit procedures conducted

In the audit of Investment in associates, the following procedures were carried out:

- Performing an analytical procedures of the associate's latest financial statements and impairment assessment, where necessary;

- Discussion with key management and technical personnel regarding the development of solar projects and the rock crusher project during the year and any subsequent material events;

- Review of financial forecast of the associates including project financing, revenue estimates and other investment opportunities;

- Review of significant agreements entered into with other parties related to its solar energy and rock crusher project, including minutes of Board of Directors meeting.

Recoverability of Mine-related Assets

As at December 31, 2021, mine related assets included under Property and equipment amounted to ₱2.4 billion. This asset represents 64% of the total consolidated assets as at December 31, 2021. We consider this as key audit matter based on the following key assessments: (i) Carrying value of the asset (ii) the government's intervention on the Group's mining operation and (iii) adherence to certain mine and environmental laws and regulation which ultimately affect the production of aggregates.

The Group's disclosure on Property, plant and equipment is presented under Note 16 of the Notes to the Consolidated Financial Statements.

Audit procedures conducted

In the audit of Property, plant and equipment, the following procedures were carried out:

- Review and validation of communications with relevant government agencies particularly those affecting operations;

- Analysis and recalculation of management's estimates related to the assets' useful lives, production volume, residual value including impairment assessment;

- Performing an analytical procedures of the Group's lapsing schedule of Property, plant and equipment;

- Review of sales contract entered into with customers including verification of sales invoices issued after reporting date.

Audit procedures conducted

Our audit of Investment properties was focused on the appropriateness and reasonableness of the significant observable and unobservable factors and assumptions used to determine fair values. We also assessed the independence and competency of property appraiser. A re-computation of the related accounts as a result of revaluation was also conducted.

For impairment assessment, we obtained an understanding of the Group’s impairment assessment procedures. The significant methods and assumptions used including the required disclosures in the financial statements and those that have the most significant effect on the determination of the recoverable amount of Investment properties.

Remote Audit Performance

On March 13, 2021, a state of public emergency was declared throughout the country as a result of COVID-19 pandemic. Accordingly, work stoppage, cancellation of transportation, limited movement of people and curfews were implemented in the country. As social and physical distancing are observed at all times, the conduct of audit work has to be done remotely and out-of-office. We consider this as a key audit matter, since certain audit procedures such as inspection and verification of original documents were done electronically.

Audit procedures conducted

In the audit of the consolidated financial statements as at and for the fiscal year ended March 31, 2021, the following procedures were done remotely:

- Verification and inspection of selected cash disbursement vouchers, journal vouchers, tax returns and the related supporting documents in electronic copies.

- Verification of financial reports and other relevant documents that support account balances.

- Inspection and verification of publicly available documents.

- Discussion of audit results via teleconference.

Other Matters

We did not audit the financial statements of subsidiaries as of and for the three years ended December 31, 2020, 2019 and 2018, which are consolidated in the accompanying financial statements. Total assets and total liabilities of these subsidiaries included in the accompanying consolidated financial statements amounted to P2.4 billion and P794 million, respectively, in December 31, 2020, P2.5 billion and P819 million, respectively, in December 31, 2019, and P2.4 billion and P809 million, respectively, in December 31, 2018. Gross income and total expenses amounted to P85.9 million and P88.5 million, respectively, for the year ended December 31, 2020, P27.2 million and P29.2 million, respectively, for the year ended December 31, 2019, and P16.6 million and P19.8 million, respectively, for the year ended December 31,

2018. The financial statements of these subsidiaries were audited by another auditor whose unmodified reports thereon have been furnished to us, and our opinion, insofar as it relates to these amounts included for these subsidiaries is based solely on the reports of the other auditor.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 17-A and Annual Report for the year ended March 31, 2021, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended March 31, 2021 are expected to be made available to us after the date of auditor's report.

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinion.

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

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

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

R. R. TAN AND ASSOCIATES, CPAs

By: **CHESTER NIMITZ F. SALVADOR**
Partner
CPA Certificate No. 0129556
Tax Identification No. 307-838-154
PTR No. 6514908, February 2, 2021, Pasig City
SEC Accreditation No. 1812-A, valid until July 24, 2023
BIR Accreditation No. 07-000251-003-2019, valid until June 12, 2022

July 28, 2021
Pasig City

ATN HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2021 AND 2020

	Notes		**2021**		2020
ASSETS					
Current Assets					
Cash	*8*	**P**	**11,259,058**	P	35,118,338
Trade receivables	*9*		**4,979,948**		-
Inventories	*10*		**8,033,302**		-
Other current assets	*11*		**8,823,714**		6,569,166
			33,096,022		41,687,504
Non-current assets held for sale	*12*		**-**		99,298,000
			33,096,022		140,985,504
Non-current Assets					
Investments in:					
Financial assets - Fair value through other comprehensive income (FVOCI)	*13*		**57,233,000**		21,296,000
Associates - net	*14*		**851,858,775**		852,214,833
Investment properties	*15*		**342,023,689**		2,673,343,344
Property and equipment - net	*16*		**2,409,084,290**		5,051,712
Due from related parties	*26*		**43,818,636**		19,455,498
			3,704,018,390		3,571,361,387
TOTAL ASSETS		**P**	**3,737,114,412**	P	3,712,346,891
LIABILITIES AND EQUITY					
LIABILITIES					
Current Liabilities					
Accounts payable and accrued expenses	*18*	**P**	**4,470,400**	P	3,651,312
Short-term interest bearing loans	*19*		**50,000,000**		84,000,000
Lease liability	*25*		**748,070**		1,792,138
			55,218,470		89,443,450
Liability portion of non-current assets held for sale	*12*		**-**		31,600,000
			55,218,470		121,043,450
Non-current Liabilities					
Deposits	*21*		**21,382,129**		54,262,602
Subscription payable	*20*		**-**		17,000,000
Due to related parties	*26*		**803,095,213**		692,916,071
Pension liability	*24*		**844,950**		788,928
Deferred tax liabilities - net	*27*		**713,363,830**		714,888,920
			1,538,686,122		1,479,856,521
TOTAL LIABILITIES			**1,593,904,592**		1,600,899,971
EQUITY					
Share capital	*23*		**450,000,000**		450,000,000
Additional paid-in capital			**22,373,956**		22,373,956
Unrealized gain (loss) on:					
Financial asset at fair value through OCI - net of tax	*23*		**32,617,516**		(3,103,863)
Retained earnings - March 31			**1,638,218,348**		1,642,176,827
TOTAL EQUITY			**2,143,209,820**		2,111,446,920
TOTAL LIABILITIES AND EQUITY		**P**	**3,737,114,412**	P	3,712,346,891

See accompanying Notes to Consolidated Financial Statements

ATN HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE FISCAL YEARS ENDED MARCH 31, 2021, 2020 AND 2019

	Notes		**2021**		2020		2019
REVENUES							
Sales of aggregates		**P**	**6,865,011**	P	-	P	-
Lease of properties	*14*		**11,700,040**		15,694,118		11,158,278
Interest income			**25,199**		9,976		17,607
Gain on sale of equipment			**-**		283,390		-
Gain on sale of investment property			**-**		920,532		843,141
			18,590,250		15,987,484		11,175,885
COSTS AND EXPENSES							
Cost of sales and services	*22*		**7,865,288**		1,096,314		2,674,634
Administrative expenses	*23*		**8,484,645**		11,896,962		11,715,733
Equity in net loss of an associate	*14*		**356,058**		992,643		3,627,846
Loss on foreign exchange			**-**		-		-
Finance costs	*18,25*		**3,654,034**		4,583,848		1,573,630
Impairment losses	*12,11,30*		**3,495,812**		3,500,000		3,535,252
			23,855,837		22,069,767		23,127,095
LOSS BEFORE INCOME TAX EXPENSE			**(5,265,587)**		(5,161,751)		(11,108,069)
INCOME TAX EXPENSE (BENEFIT)	*27*		**(1,307,108)**		1,315,535		632,557
			(1,307,108)		1,315,535		632,557
LOSS FOR THE PERIOD		**P**	**(3,958,479)**	P	(6,477,286)	P	(11,740,626)
EARNINGS (LOSS) PER SHARE	*28*	**P**	**(0.00088)**	P	(0.00144)	P	(0.00261)

See accompanying Notes to Consolidated Financial Statements

ATN HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FISCAL YEARS ENDED MARCH 31, 2021, 2020 AND 2019

	Notes		**2021**		2020		2019
LOSS FOR THE PERIOD		**P**	**(3,958,479)**	P	(6,477,286)	P	(11,740,626)
OTHER COMPREHENSIVE INCOME (LOSS)							
Items not to be reclassified to profit or loss in subsequent periods:							
Fair value changes in Financial asset at fair value through							
other comprehensive income - net deferred tax	*21*		**35,721,378**		(1,649,045)		-
TOTAL COMPREHENSIVE INCOME (LOSS)		**P**	**31,762,899**	P	(8,126,331)	P	(11,740,626)

See accompanying Notes to Consolidated Financial Statements

ATN HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FISCAL YEARS ENDED MARCH 31, 2021, 2020 AND 2019

	Notes		**Share Capital**		**Additional Paid-in Capital**		**Unrealized loss on Financial assets at fair value through OCI - net of deferred tax**		**Retained Earnings**		**Total**
Balance at March 31, 2018		P	450,000,000	P	22,373,956	P	-	P	1,660,394,739	P	2,132,768,695
Effect of adoption of PFRS 9			-		-		(1,423,973)		-		(1,423,973)
Changes in financial assets at fair value through OCI			-		-		(30,845)		-		(30,845)
Loss for the period			-		-		-		(11,740,626)		(11,740,626)
Balance at March 31, 2019			450,000,000		22,373,956		(1,454,818)		1,648,654,113		2,119,573,251
Changes in financial assets at fair value through OCI	*21*		-		-		(1,649,045)		-		(1,649,045)
Loss for the period			-		-		-		(6,477,286)		(6,477,286)
Balance at March 31, 2020			**450,000,000**		**22,373,956**		**(3,103,863)**		**1,642,176,827**		**2,111,446,920**
Changes in financial assets at fair value through OCI	*21*		**-**		**-**		**35,721,379**		**-**		**35,721,379**
Loss for the period			**-**		**-**		**-**		**(3,958,479)**		**(3,958,479)**
Balance at March 31, 2021		**P**	**450,000,000**	**P**	**22,373,956**	**P**	**32,617,516**	**P**	**1,638,218,348**	**P**	**2,143,209,820**

See accompanying Notes to Consolidated Financial Statements

ATN HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED MARCH 31, 2021, 2020, AND 2019

	Notes		2021		2020		2019
CASH FLOWS FROM OPERATING ACTIVITIES							
Loss before income tax expense		P	(5,265,587)	P	(5,161,751)	P	(11,108,069)
Adjustments for:							
Depreciation and amortization	16		1,596,079		4,642,450		5,193,207
Equity in net loss of associate	14		356,058		992,643		3,627,846
Interest expense			3,654,034		4,583,848		1,573,630
Interest income			(25,199)		(9,976)		(17,607)
Provision (reversal) for retirement liability	24		56,022		133,654		81,578
Impairment loss			3,495,812		3,500,000		3,535,252
Operating Income Before Working Capital Changes			3,867,219		8,680,868		2,885,837
(Increase) Decrease in Operating Assets:							
Trade receivable			-		-		305,286
Other current assets			2,254,548		976,050		(1,544,315)
Increase (Decrease) in Operating Liabilities:							
Accounts payable and accrued expenses			819,088		(825,811)		(1,588,184)
Deposits			-		-		(58,000)
Cash Provided by (Used in) Operations			6,940,855		8,831,107		624
Income tax paid			(1,360,827)		(2,649,019)		(449,560)
Interest received			25,199		7,942		15,554
Net Cash Provided by (Used in) Operating Activities			5,605,227		6,190,030		(433,382)
CASH FLOWS FROM INVESTING ACTIVITIES							
Acquisition of:							
Property and equipment	16		(47,025,758)		(192,411)		(3,891,071)
Investment properties	15		7,623,950		(41,111,270)		(25,014,839)
Proceeds from disposal of property and equipment			-		18,841,034		-
Interest received			-		232		1,044
Increase in liability portion of non-current held for sale			(18,400,138)		9,654,059		-
Due from related parties:							
Availment	26		(40,023,805)		(177,455,498)		(1,805,955)
Collection	26		15,660,677		-		16,552,455
Increase in deposits			(32,132,403)		33,109,621		1,013,722
Payment of subscription	20		(17,000,000)		(86,981,600)		(351,868,760)
Net Cash Used in Investing Activities			(131,297,477)		(244,135,833)		(365,013,404)
CASH FLOWS FROM FINANCING ACTIVITIES							
Payment of interest bearing loans:							
Principal			(4,692,138)		(3,857,352)		(61,687,628)
Interest			(3,654,034)		(4,583,848)		(1,573,630)
Interest received			-		1,802		1,009
Proceeds of bank loans			-		65,000,000		43,050,600
Due to related parties:							
Availment	26		111,250,715		233,675,336		426,698,075
Payment	26		(1,071,573)		(34,383,059)		(36,450,395)
Net Cash Provided by Financing Activities			101,832,970		255,852,879		370,038,031
INCREASE IN CASH AND CASH EQUIVALENTS			(23,859,280)		17,907,076		4,591,246
CASH AT BEGINNING OF YEAR			35,118,338		17,211,262		12,620,016
CASH AT END OF YEAR		P	11,259,058	P	35,118,338	P	17,211,262

See accompanying Notes to Consolidated Financial Statements

ATN HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2021, 2020, AND 2019

1. Corporate Information and Other Information

Corporate Information
ATN Holdings, Inc. (*ATN, the Parent or the Company*) was registered with the Securities and Exchange Commission (SEC) on February 12, 1969 under the name Jabpract Mining and Industrial Corporation. On March 14, 1996, Jabpract Mining and Industrial Corporation changed its corporate name to ATN Holdings, Inc. and its primary and secondary purposes were amended to enable it to perform the acts of a holding company. On November 10, 2016, the Company's articles of incorporation was amended extending its corporate life for another fifty (50) years from February 12, 2019. The amendment was approved by the SEC on November 21, 2016.

The common shares of ATN are listed and traded on the Philippine Stock Exchange. The registered office address of ATN is 9th Floor Summit One Tower Bldg., 530 Shaw Blvd., Mandaluyong City. ATN Holdings, Inc. has no ultimate Parent company.

The Parent Company is a holder of Mineral Processing Permit denominated as MPP No. 2020-001-IV issued by Mines and Geosciences Bureau of the Department of Environment and Natural Resources. The MPP allows the Parent company to undertake mineral processing and related activities for a period of 5 years, renewable for like periods but not to exceed a total term of 25 years or until May 19, 2045.

Previously, the Company was granted Exploration permit covering an area of 82.7 hectares. The project area contains deposits of massive volcanic rocks consisting of andesite to basaltic andesite flows and breccia and highly indurated pyroclastic rocks than can be utilized as a mountain-rock quarry type of aggregates. The highly weathered component of the volcanic rock assemblage including the associated boulder clasts can be used as filling materials. The site is estimated to have an indicated resource of 31 million tons of fill materials and 66 million tons of rock aggregates.

The MPP will allow the Company to process 2.65 million tons per year of aggregates through its 500-ton per hour rock aggregates crushing plant.

Authorization for Issuance of Financial Statements
The financial statements of the Company for the year ended March 31, 2021 (including the comparative figures for the year ended March 31, 2020) were authorized for issue by the President on July 28, 2021.

2. Basis of Preparation and Presentation

Basis of Financial Statement Preparation and Presentation
The accompanying consolidated financial statements of the Parent Company and Subsidiaries (*the Group*) have been prepared in accordance with Philippine Financial Reporting Standards on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) investment and investment properties that have been measured at fair values.

The consolidated financial statements are presented in Philippine Peso, which is the Group's functional currency. All values represent absolute amounts except when otherwise indicated.

Statement of Compliance
The accompanying financial statements have been prepared in accordance with generally accepted accounting principles as set forth in Philippine Financial Reporting Standards (PFRS), Philippine Accounting Standards (PAS) and interpretations thereof. PFRS are adopted standards by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board (IASB).

Principle for Consolidation
The consolidated financial statements comprise the financial statements of the Parent Company and those of the subsidiaries. The reporting dates of the subsidiaries are December 31. A parent controls a subsidiary when it is exposed, or has rights, to variable returns from its involvement with a subsidiary and has the ability to affect those returns through its power over the subsidiary. Specifically, control is achieved if and only if the parent company has the following;

(i) Power over the investee;
(ii) Exposure rights, to variable returns from its involvement with the subsidiary; and
(iii) The ability to use its power over the investee to affect the amount of the parent company's returns.

The parent reassesses whether or not it controls a subsidiary if facts and circumstances indicates that there are changes to one or more of the three elements of control.

As of March 31, 2021, 2020 and 2019, the consolidated subsidiaries are as follows:

Subsidiary	Principal place of business	Principal Activity	% of Ownership
Palladian Land Development, Inc. (PLDI)	Marbella Bldg. Roxas Blvd, Pasay	Real Property Developer	100%
Advanced Home Concept Development Corporation (AHCDC)	Summit One Tower, Mandaluyong	Real Property Developer	100%
Managed Care Philippines, Inc. (MCPI)	Summit One Tower, Mandaluyong	Health and Wellness Provider	100%

PLDI and AHCDC are companies engaged in the development of residential real estate projects.

MCPI is an out-patient ambulatory surgical center. For the year ended December 31, 2020 and 2019, MCPI has ceased its healthcare operations and accordingly sold a significant portion of its medical equipment during 2020. AHCDC and PLDI has likewise ceased to actively sell its remaining real estate properties. Unsold inventories of real properties were reclassified to investment properties as result of change in recognition. The Parent company and PLDI is now focused on leasing its investment properties to third parties.

Subsidiaries are consolidated from the date when control is transferred to the ATN Group and cease to be consolidated when control is transferred out of the ATN Group.

For consolidation purposes, the financial statements of the subsidiaries with calendar period ending December 31, are consolidated in the Parent Company's financial statements as of March 31 which is allowed by the existing standard if the difference is not more than three months. Adjustments and disclosures are made for the effects of significant transactions or events that occurred between the date of subsidiaries' financial statements and the date of the consolidated financial statements.

3. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied for all the years presented, unless otherwise stated.

Current versus non-current classification
The Group presents assets and liabilities in the consolidated statements of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the end of the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or use to settle a liability for at least twelve months after the end of the reporting period.

The Group classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the end of the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the end of the reporting period.

The Group classifies all other liabilities as non-current.

Cash and Cash Equivalents
Cash and cash equivalents are defined as cash on hand, demand deposits and short-term highly liquid investments readily convertible to known amount of cash and which are subject to insignificant risk of changes in value.

Financial Instruments

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

(a) Financial assets

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

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and · losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

As of March 31, 2021 and 2020, the Group's financial assets are classified as (i) Financial assets at amortized cost and (ii) Financial assets at fair value through OCI.

Financial assets at amortized cost
The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired. The Group's financial assets at amortized cost includes cash in bank, due from related parties and deposits.

Financial assets at fair value through OCI (FVOCI)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Subsequent to initial recognition, financial assets at FVOCI are carried at fair value. Gains and losses on these financial assets are never recycled to profit or loss. However, the Group may transfer the cumulative gain or loss within equity. Dividends are recognized as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment.

Included in this category are the Group's investments in shares of stock in a publicly listed group.

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

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

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

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

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

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

For cash in bank and deposit, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis.

(b) Financial liabilities

Initial recognition and measurement
All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include Accounts payable and accrued expenses, Short-term loans payable", Deposits, Subscription payable and Due to related parties.

Subsequent Measurement
Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Other financial liabilities
After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in profit or loss The Group's other financial liabilities include Accounts payable and accrued expenses, Short-term loans payable", Deposits, Subscription payable and Due to related parties.

Derecognition of Financial Instruments
(a) Financial Assets
A financial asset (or, where applicable a part of a financial asset or part of a group of financial assets) is derecognized where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party.
- the Group has transferred its rights to receive cash flows from the 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 the control of the asset.

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

(b) Financial Liabilities
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired. Where 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 de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Offsetting of Financial Instruments
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 an 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 statements of financial position.

Inventories
Inventories which consists primarily of aggregates and production supplies are measured at lower of cost and net realizable value (NRV). NRV is the estimated selling price and in the ordinary course of business, less estimated costs necessary to make the sale. Cost is determined using the weighted average method. The cost of extracted and processed aggregates include fuel and other direct cost including depreciation of production-related assets.

Non-current Assets Held for Sale
The Group classifies its non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset (or disposal group) must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets (or disposal groups) and its sale must be highly probable.

The Group measures its non-current asset (or disposal group) classified as held for sale at the lower of its carrying amount and fair value less costs to sell.

Other Current Assets
Other current assets include 12% input tax from purchases of goods and services which can be claimed against output tax, prior year's excess credit and security deposits. Other current assets are carried at original amounts.

Investment Properties
Investment properties consist of properties that are held to earn rentals or for capital appreciation or both and that is not occupied by the Group.

Investment properties are measured initially at acquisition cost. The initial cost of investment properties comprises its purchase price and directly attributable costs of bringing the assets to working condition for intended use. Subsequently, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. The fair value of the investment property is based on a valuation by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by the Group. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Expenditures for major improvements and renewals are capitalized while minor repairs and maintenance and overhaul costs, are charged to expense as incurred. When assets are sold, retired or otherwise disposed of, their cost and related accumulated depreciation and impairment losses are removed from the accounts and any resulting gain or loss is reflected in the statements of income for the period.

Transfers are made to or from investment property only when there is a change in use evidenced by the end of owner-occupation, commencement of an operating lease to another party or completion of construction or development. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of the change in use.

Investment properties are derecognized when either they have been disposed of, or when the investment property is permanently withdrawn from service and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statements of income in the year of retirement or disposal.

Investment in Associates
The Group's investments in associates are accounted for using the equity method. An associate is an entity in which a company has significant influence. Under the equity method, the investments in associates is initially recognized at cost and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The investor's share of the profit or loss of the investee is recognized in the investor's profit or loss. Distributions received from an investee reduce the carrying amount of the investment.

Upon loss of significant influence over the associate, the equity method is discontinued and the investment is accounted in accordance with PAS 39/PFRS 9, Financial Instruments: Recognition and Measurement.

Property and Equipment
Property and equipment, excluding Land, are initially recognized at acquisition cost including the expenses to get the property ready for its intended use. Subsequent to initial recognition, property and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Land is measured at deemed cost which include an upward adjustment in fair value prior to reclassification to Property and equipment.

Expenditures for major improvements and renewals are capitalized while minor repairs and maintenance and overhaul costs, are charged to expense as incurred. When assets are sold, retired or otherwise disposed of, their cost and related accumulated depreciation and impairment losses are removed from the accounts and any resulting gain or loss is reflected in the statements of income for the period.

When assets are sold, retired or otherwise disposed of, their cost and related accumulated depreciation and impairment losses are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Depreciation is computed as follows:

Item	Method	Divisor
Land improvements	Unit-of-production	25.4 million cubic meters
Machinery and equipment	Straight-line	25 years
Office furniture and improvements	Straight-line	10 years
Transportation equipment	Straight-line	5
Right-of-use assets	Straight-line	5

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An asset's residual value, useful life and depreciation method are reviewed periodically to ensure that the period, residual value and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

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

<u>*Stripping Costs*</u>
As part of its mining operations, the Group incurs stripping costs both during the development phase and production phase of its operations. Stripping costs incurred in the development pha se of a mine before the production phase commences (development stripping) are capitalized a s part of the cost of constructing the mine and subsequently amortized over its useful life using unit-of-production method. Stripping costs incurred during the development phase is included under land improvements.

<u>*Intangible Asset*</u>
The Group's portal and enterprise system is carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Amortization is computed based on the aggregate predicted life of 15-20 years from the date of launch.

<u>*Impairment of Non-Financial Assets*</u>
The Group's investment in associates and subsidiaries, investment properties and intangible assets are subject to impairment testing. All other individual assets' or cash generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is recognized for the amount by which the asset or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less cost to sell and value in use, based on an internal discounted cash flow evaluation. Impairment loss is charged pro-rata to the other assets in the cash generating unit.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist and the carrying amount of the asset is adjusted to the recoverable amount resulting in the reversal of the impairment loss.

<u>*Deposits*</u>
Deposits represent security deposits from clients and reservation fees from real estate buyers. The same will be applied to contract price when the buyer committed to purchase the unit. Reservation fees are non-refundable should the buyer decided not to go through with the acquisition of the property.

<u>*Leases*</u>
At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in PFRS 16. This policy is applied to contracts entered into, on or after January 1, 2019.

As a Lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset of the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case, the right-of-use asset will be depreciated over the useful life of the underlying asset which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

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

- Fixed payments, including in-substance fixed payments;
- Variable lease payment that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group used a number of practical expedients when applying PFRS 16 to leases previously classified as operating leases under PAS 17. In particular, the Group:

- Did not recognized right-of-use assets and liabilities for leases for which the lease term ends within 12 months from the date of initial application;
- Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- Used hindsight when determining the lease term.

Short-term Leases and Leases of Low-value Assets

The Group has elected not to recognize right-of-use assets and lease liabilities for the leases of low-value assets and short-term leases. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor
When the Group acted as a lessor, it determined at lease inception whether each lease was a finance lease or an operating lease.

To classify each lease, the Group made an overall assessment of whether the lease transferred substantially all of the risks and rewards incidental to ownership of the underlying asset. If this was the case, then the lease is a finance lease; if not, then it was an operating lease. As part of this assessment, the Group considered certain indicators such as whether the lease was for the major part of the economic life of the asset.

Leases where the Group does not transfer substantially all of the risks and rewards of ownership of the asset are classified as operating leases. Rental income is recognized on a straight-line basis over the term of the lease. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Short-term lease
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Equity
Share capital is determined using the par value of shares that have been issued and fully paid.

Additional paid-in capital includes premiums received on the issuance of share capital. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Unrealized gain/loss on Financial assets at fair value through other comprehensive income pertains to mark-to-market valuation of financial assets through other comprehensive income.

Retained earnings include all current and prior period results of operations as disclosed in the consolidated statements of income.

Other Comprehensive Income
Other comprehensive income comprises items of income and expenses that are not recognized in the profit or loss for the year in accordance with PFRS.

Revenue and Cost Recognition
Revenue comprises revenue from sale of goods and rendering of services measured by reference to the fair value of consideration received or receivable by the Group for services rendered, excluding VAT and discounts. Revenue is recognized only when (or as) the Group satisfies a performance obligation by transferring control of the promised goods or services to a customer. The transfer of control can occur over time or at a point in time. A performance obligation is satisfied at a point in time unless it meets one of the following criteria, in which case it is satisfied over time:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,

- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The transaction price allocated to performance obligations satisfied at a point in time is recognized as revenue when control of the goods or services transfers to the customer. If the performance obligation is satisfied over time, the transaction price allocated to that performance obligation is recognized as revenue as the performance obligation is satisfied.

In addition, the following specific recognition criteria must also be met before revenue is recognized:

(i) Sales – Sales of aggregates are recognized at point in time when control of the goods has been transferred or delivered to the buyer.

(ii) Interest – interest income from bank deposits is recognized as interest accrues taking into account the effective yield on the related asset.

(iii) Real Estate Sales – recognized when the title to the asset is transferred to the buyer or if the collectability is reasonably assured. If collectability is not reasonably assured, revenue is recognized only to the extent cash is received.

(iv) Rental income - properties leased out under operating leases are included in investment property in the consolidated statements of financial position. Lease income is recognized over the term of the lease on a straight-line basis.

(v) Fair value gains on investment properties – fair value gains on investment properties are recognized when the market value of the investment properties are higher than its carrying value. Measurement of fair value is discussed in Note 6.

Cost of aggregates sold include costs that are directly related to production such as fuel, supplies, services, depreciation and other production overhead.

Administrative and other expenses are recognized in the consolidated statements of income upon utilization of the assets or services or at the date they are incurred.

Borrowing Cost
Borrowing cost are charged to expense as incurred.

Retirement Benefit Cost
The Group accrues retirement expense based on the provision of the Retirement Pay Law (R.A. 7641). The RA requires that employers with no formal retirement plan or agreement providing for retirement benefits shall provide for retirement pay equivalent to at least 15 days plus 1/12 of the 13^{th} month pay and the cash equivalent of not more than five (5) days of service incentive leave for employees who have rendered at least five (5) years of service and have reach the age of 60 at the time of retirement. Annually, the Group assesses the sufficiency of the recorded retirement liability. Any increase or decline thereto is adjusted in the consolidated statement of financial position.

Income Taxes
Current tax liabilities are measured at the amount expected to be paid to the tax authority. The tax rates and tax laws used to compute the amount are those that have been enacted or substantially enacted at the end of reporting period.

Deferred tax is provided using the balance sheet liability method on temporary differences at the end of reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Under the balance sheet liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carry forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset is to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the consolidated statements of income. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

<u>Foreign Currency Transactions and Translations</u>
Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (*the functional currency).* The consolidated financial statements of the Parent and subsidiaries are presented in Philippine Peso, the Group's functional and presentation currency.

Foreign currency transactions are translated into the functional currency at exchange rates prevailing at the time of transaction. Foreign currency gains and losses resulting from settlement of such transaction and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of income.

<u>Provisions</u>
Provisions are recognized when present obligation will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example legal disputes for onerous contract.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Any reimbursement expected to be received in the course of settlement of the present obligation is recognized, if virtually certain, as a separate asset at an amount not exceeding the balance of the related provision. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. In addition, long term provisions are discounted at their present values, where time value of money is material. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

<u>Contingencies</u>
Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

<u>Earnings (Loss) Per Share</u>
Earnings (Loss) per share are determined by dividing the profit for the year by the weighted average number of common shares outstanding during the fiscal year.

<u>Related Party Transactions and Relationships</u>
Related party relationships exist when one party has the ability to control directly or indirectly through one or more of the intermediaries, the other party or exercise significant influence over

the other party in making financial and operating decisions. Such relationships also exist between and/or among the reporting entity and its key management personnel, directors or its shareholders. Transactions between related parties are accounted for at arm's length prices or on terms similar to those offered to non-related entities in an economically comparable market.

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

Segment Reporting
A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments.

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

4. Changes in Accounting Standards

New Accounting Standards and Amendments to Existing Standards Effective in Fiscal Year 2021
The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the following amendments to standards effective in fiscal year 2021. The adoption however did not result to any material changes in the consolidated financial statements.

Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material*
The amendments relate to a revised definition of 'material':

"Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

Three new aspects of the new definition include (i) obscuring; (ii) could reasonably be expected to influence; and (iii) primary users.

The amendments stress especially five ways material information can be obscured:

- if the language regarding a material item, transaction or other event is vague or unclear;
- if information regarding a material item, transaction or other event is scattered in different places in the financial statements;
- if dissimilar items, transactions or other events are inappropriately aggregated;
- if similar items, transactions or other events are inappropriately disaggregated; and
- if material information is hidden by immaterial information to the extent that it becomes unclear what information is material.

The amendments are effective for periods beginning on or after January 1, 2020. Earlier application is permitted. The amendments do not have any significant impact on the Group's consolidated financial statements.

Amendments to PFRS 3, *Business Combinations - Definition of Business*
The amendments are to:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 and to asset acquisitions that occur on or after the beginning of that period. The amendments do not have any impact on the Group's consolidated financial statements.

Revised Conceptual Framework for Financial Reporting
The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

Accounting Standards, Amendments to Existing Standards and Interpretations Effective Subsequent to Fiscal Year 2021
The standards, amendments and interpretations which have been issued but not yet effective in fiscal year 2021 are disclosed below. Except as otherwise indicated, the Group's does not expect the adoption of the applicable new and amended PFRS to have a significant impact on the financial position or performance.

Amendments to PFRS 16, *Leases – COVID-19-Related Rent Concessions*
The amendments permit lessees, as a practical expedient, not to assess whether particular rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and instead to account for those rent concessions as if they are not lease modifications. The amendment does not affect lessors.

The amendment is effective for annual reporting periods beginning on or after June 1, 2020. Earlier application is permitted. A lessee applies the amendments retrospectively, recognizing the cumulative effect of the amendments as an adjustment to the opening balance of retained earnings of other component of equity, as appropriate. The amendments will not have any impact on the Group's consolidated financial statements.

Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16 – *Interest Rate Benchmark Reform Phase 2*
The amendments address issues that arise from the implementation of the reforms, including the replacement of one benchmark with an alternative one. The Group does not expect the adoption of this amendments to have a material impact on the financial statements.

The amendment is effective for annual reporting periods beginning on or after January 1, 2021. Earlier application is permitted. The amendments are not expected to have significant impact on the Group's consolidated financial statements.

Amendments to PAS 16, *Property, Plant and Equipment – Proceeds before Intended Use*
The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before the asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2 *Inventories.*

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a Group's ordinary activities, the amendments require the Group to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the consolidated statement of comprehensive income. This disclosure is not required if such proceeds and costs are presented separately in the statement of comprehensive income.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments are not expected to have significant impact on the Group's consolidated financial statements.

Amendments to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contract: Cost of Fulfilling a Contract*
The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts.

The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments are not expected to have significant impact on the Group's consolidated financial statements.

Annual Improvements to PFRSs (2018-2020 cycle)
The Annual Improvements to PFRSs (2018-2020 cycle) are effective for annual periods beginning or after January 1, 2022 and are not expected to have a significant impact on the Group's consolidated financial statements.

- PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards.*
  The amendment permits a subsidiary that applies paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to PFRSs.

- PFRS 9, *Financial Instruments*
  The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in paragraph B3.3.6 of PFRS 9 in assessing whether to derecognize a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

- PFRS 16, *Leases*
  The amendment to Illustrative Example 13 accompanying PFRS 16 removes from the example the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

- PAS 41, *Agriculture*
  The amendment removes the requirement in paragraph 22 of PAS 41 for entities to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in PFRS 13.

Amendments to PAS 1, *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current*
The amendments are to:

- Clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;
- Clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- Make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendment is effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The amendments are not expected to have significant impact on the Group's consolidated financial statements.

PFRS 17, *Insurance Contracts*
PFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The objective of PFRS 17 is to ensure that an entity provides relevant information that faithfully represents those contracts. This information gives a basis for users of the financial statements to assess the effect that insurance contracts have on the entity's financial position, financial performance and cash flows.

The key principles in PFRS 17 are that an entity:

- Identifies as insurance contracts those contracts under which the entity accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder;
- Separates specified embedded derivatives, distinct investment components and distinct performance obligations from the insurance contracts;
- Divides the contracts into groups that it will recognize and measure;
- Recognizes and measures groups of insurance contracts at:

  i. a risk-adjusted present value of the future cash flows (the fulfilment cash flows) that incorporates all of the available information about the fulfilment cash flows in a way that is consistent with observable market information; plus (if this value is a liability) or minus (if this value is an asset); or
  ii. an amount representing the unearned profit in the group of contracts (the contractual service margin);

- Recognizes the profit from a group of insurance contracts over the period the entity provides insurance cover, and as the entity is released from risk. If a group of contracts is or becomes loss-making, an entity recognizes the loss immediately;

- Presents separately insurance revenue (that excludes the receipt of any investment component), insurance service expenses (that excludes the repayment of any investment components) and insurance finance income or expenses; and
- Discloses information to enable users of the financial statements to assess the effect that contracts within the scope of PFRS 17 have on the financial position, financial performance and cash flows of an entity.

PFRS 17 includes an optional simplified measurement approach, or premium allocation approach, for simpler insurance contracts.

The standard is effective for periods beginning on or after January 1, 2023. Earlier application is permitted. The adoption of the new standard will not have an impact on the Group as it is not an issuer of insurance contracts.

Deferred

PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*
These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments are originally effective from annual periods beginning on or after January 1, 2016. This mandatory adoption date was later on deferred indefinitely pending the final outcome of the IASB's research project on International Accounting Standards 28. Adoption of these amendments when they become effective will not have any impact on the consolidated financial statements.

5. Summary of Significant Accounting Judgments and Estimates

The preparation of the consolidated financial statements in conformity with PFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about varying values of assets and liabilities that are not readily apparent from other sources. Although, these estimates are based on management's best knowledge of current events and actions, actual results may differ from these estimates.

(i) Judgments
The following judgments were applied which have the most significant effect on the amounts recognized in the consolidated financial statements.

Revenue Recognition
Sale of aggregates is measured at point in time as control of the delivered goods is transferred at the time of shipment and acceptance by the customer.

Going-concern assumption of certain subsidiaries
Included in consolidated financial statements are accounts of certain subsidiaries which are either reported a limited or no operation for the year ended December 31, 2021 and 2020. Management intends to re-focus its current business thrust into other ventures which are deemed to be more profitable and continue operation for a foreseeable future. Hence, the financial statements are prepared under the going concern assumption.

Classification of financial assets at FVOCI
In classifying its financial assets, the Group follows the guidance of PFRS 9. In making the judgment, the Group evaluates its intention, marketability of the instrument and its ability to hold the investments until maturity.

As of March 31, 2021 and 2020, the Group classifies its investment in equity securities as financial assets at FVOCI.

Classification of stripping cost
Stripping is generally considered to create two benefits, being either the production of inventory or improved access to mine site.

Where the benefits are realized in the form in the production of aggregates, stripping costs are accounted for as part of the cost of aggregate inventory. Where the benefits are realized in the form of improved access to mine site, the stripping costs are recognized as part of land improvement in the Property and equipment and if the following criteria is met:

- Future economic benefits are probable;
- The component of the mine for which access will be improved can be accurately identified; and
- The cost associated with improved access can be measured reliably.

If all of the criteria are not met, the stripping costs are recognized in profit or loss.

Distinction between investment properties and owner-occupied properties
The Group determines whether a property qualifies as investment property. If an insignificant portion is leased out under the operating lease, the property is treated as property and equipment. If the property is not occupied and is held to earn, it is treated as investment property.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of services or for administrative purposes. If these portions cannot be sold separately as of the end of reporting period, the property is accounted for as investment property only if an insignificant portion is held for use to the production or supply of services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Classification of assets held for sale
The Group classifies a noncurrent asset as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition and its sale must be highly probable.

Operating leases – Group as lessor
The Group has entered into property leases on a portion of its investment property. The Group has determined that it retains all significant risks and rewards of ownership of those properties which are leased out on operating leases.

The Group's rental income amounted to ₱11,700,040 in 2021, ₱15,694,118 in 2020, and ₱11,158,278 in 2019

Determination of fair value of financial assets at FVOCI and Investment properties
The Group measures fair value of financial assets at FVOCI and Investment properties using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements. Fair value determination is discussed below.

Level 1
Included in the Level 1 category are assets and liabilities that are measured in whole or in part by reference to published quotes in an active market. An asset or liability is regarded

as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Level 2
Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3
Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The fair value of assets and liabilities were determined in a manner disclosed in Note 6.

Provision and contingencies
Judgment is exercised by management to distinguish between provisions and contingencies.

(ii) Estimates
The key assumptions concerning the future and other key sources of estimation of uncertainty at end of reporting period, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimating allowance for ECL on receivables and due from related parties
The assessment of the correlation between historically observed default rates, forward-looking information, and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecasted economic conditions.

The Group's historical credit loss experience and forecast of economic conditions may also not be representative of actual default in the future.

Estimating mineral reserve
The result of exploration indicates that the quarry site has an estimated basalt resource of 12.5 metric tons of fill materials and 25.4 million of rock aggregates. The estimate of quarry reserves is based on the interpretation of geological data performed by qualified geologist. Changes in mineral reserves may impact the carrying amount of property and equipment and the recognition of depreciation.

Estimated useful lives of property and equipment
The Group reviews annually the estimated useful lives of property and equipment, based on the period on which the assets are expected to be available for use. It is possible that future results of operation could be materially affected by changes in these estimates. A reduction in the estimated useful lives of property and equipment would increase recorded depreciation and decrease the related asset account.

Property and equipment, net of accumulated depreciation and impairment losses, amounted to ₱2,409,084,290 and ₱5,051,712 as of March 31, 2021 and 2020, respectively.

Estimating fair value of investment properties
The best evidence of fair value is current prices in an active market for similar properties and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgment, the Group considers information from a variety of sources including:

(i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
(ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
(iii) appraisal of independent qualified appraisers.

Estimating the cost of assets held for sale
The Group measures its assets held for sale at the lower of their carrying amount and fair value less costs to sell. Management has determined the fair value less costs to sell of the Group's assets held for sale based on the indicative price agreed with identified buyer.

Impairment of investment in associates and due from related parties
The Group assesses impairment on assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Several factors are considered which could trigger that impairment has occurred. Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have material adverse effect on the results of operations.

The net carrying value of Investments in Associates and Due from Related Parties as of March 31, 2021 and 2020 is as follows:

	2021		
	Gross carrying amount	**Allowance for impairment**	**Net carrying value**
Investments in associates:			
ATN Phils Solar Energy Group, Inc.	**₱ 851,858,775**	**₱ -**	**₱ 851,858,775**
Mariestad Mining Corporation (MMC)	**11,306,000**	**11,306,000**	**-**
Due from related parties:			
ATN Phils Solar Energy Group, Inc.	**27,718,636**	**-**	**27,718,636**
Unipage Management, Inc.	**43,895**	**-**	**43,895**
Sierra Madre Consolidated Mines (SMCM)	**11,756,000**	**11,756,000**	**-**
Palladian Land Development Inc.	**30,386,720**	**-**	**30,386,720**
	₱ 933,070,026	**₱ 23,062,000**	**₱ 910,008,026**

	2020		
	Gross carrying amount	Allowance for impairment	Net carrying value
Investments in associates:			
ATN Phils Solar Energy Group, Inc.	₱ 852,214,833	₱ -	₱ 852,214,833
Mariestad Mining Corporation (MMC)	11,306,000	11,306,000	-
Due from related parties:			
ATN Phils Solar Energy Group, Inc.	3,794,821	-	3,794,821
Sierra Madre Consolidated Mines (SMCM)	11,756,000	11,756,000	-
Transpacific Broadband Group Intl, Inc.	13,100,000	-	13,100,000
Stockholders	2,560,677	-	2,560,677
	₱ 894,732,331	₱ 23,062,000	₱ 871,670,331

6. Fair Value Measurement

Financial Instruments
The fair value of financial instruments traded in active market at the reporting date is based on their quoted market price. For all other financial instruments not listed in an active market, the fair value is determined by using appropriate techniques or comparison to similar instruments for which market observable price exists.

Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instruments or based on a valuation technique, the Group recognizes the difference between the transaction price and the fair value in the consolidated statements of income unless it qualifies for recognition as some other type of asset.

Set out below is the comparison of fair value and carrying value by category of financial assets and liabilities at the end of the reporting period.

	2021		2020	
	Carrying value	**Fair value**	Carrying value	Fair value
Cash	**₱ 11,259,058**	**₱ 11,259,058**	₱ 35,118,338	₱ 35,118,338
Financial asset at FVOCI	**57,233,000**	**57,233,000**	21,296,000	21,296,000
Other financial liabilities				
Accounts payable and accrued expenses	**4,470,400**	**4,470,400**	3,651,312	3,651,312
Bank loans	**50,000,000**	**50,000,000**	84,000,000	79,245,283
Deposits	**22,130,199**	**22,130,199**	54,262,602	54,262,602
Subscription payable	**-**	**-**	17,000,000	17,000,000

Fair values were determined as follows:

- *Cash and accounts payable and accrued expenses*– The fair values are approximately the carrying amounts at initial recognition due to their short-term nature.

- *Financial asset at fair value through other comprehensive income* – The fair value of investments that are actively traded in organized markets is determined by reference to quoted market bid prices at the close of business on reporting date.

- *Bank loans* – The fair value of the loans payable is determined by discounting the principal using the market rate of 4.25% in 2021 and 6% in 2020

- *Deposits* - The fair value of deposits approximates the carrying value as at year end.

<u>Fair value hierarchy</u>
The fair value hierarchy of financial instruments measured at fair value is as follows:

	March 31, 2021			
	Carrying value	**Fair value hierarchy**		
		Level 1	**Level 2**	**Level 3**
Financial assets at FVOCI				
Listed	**₱ 1,333,000**	**₱ 1,333,000**	**₱ -**	**₱ -**
Unlisted	**55,900,000**	**-**	**55,900,000**	**-**

	March 31, 2020			
	Carrying value	Fair value hierarchy		
		Level 1	Level 2	Level 3
Financial assets at FVOCI				
Listed	₱ 496,000	₱ 496,000	₱ -	₱ -
Unlisted	20,800,000	-	20,800,000	-

Investment Properties
On April 2, 2018 certain investment properties situated in Mandaluyong and Rodriguez, Rizal were re-appraised to properly reflect its fair market value. The appraisal resulted to an increase in value of investment amounting to P420.22 million. The fair market value is determined by a firm of independent appraiser on April 2, 2018 using the Market approach. In this approach, the value of the land was based on sales and listings of comparable property registered within the vicinity. The technique of this approach requires the adjustments of comparable property by reducing reasonable comparative sales and listings to a common denominator. Accordingly, the Group categorized these condominium units under Level 2 of the fair value hierarchy.

Townhouses located at Riverside Village, Pasig City were re-appraised to properly reflect its fair market value. The appraisal resulted to an increase in value of investment amounting to ₱25.65 million. The fair market value of the townhouses was arrived using the Market approach. In this approach, the value of the townhouse units was based on sales and listings of comparable property registered within vicinity. The technique of this approach requires the adjustments of comparable property by reducing reasonable comparative sales and listings to a common denominator. This was done by establishing the differences between the subject property and those actual sales and listings regarded as comparable.

The description of valuation techniques and inputs used in determining the fair value of investment properties in fair value hierarchy is as follows:

Location	Type	Valuation techniques	Significant observable inputs	Fair value hierarchy	Range
Riverside Village	Townhouses	Market approach	Selling price (per square meter)	Level 3	P22,500 - P36,333
			Size		5.0%
			Location		-5% to -10%
			Improvements		-25% to -35%
Summit One Tower	Parking lots	Market approach	Selling price (per square meter)	Level 2	P61,818 - P82,926
			Size		5%
			Location		-5%
			Improvements		-
	Condominium units	Market approach	Selling price (per square meter)	Level 2	P61,864 - P64,937
			Size		5%
			Location		-5%
			Improvements		10% to 15%

7. Financial Instruments, Risk Management Objectives and Policies

The main risks arising from the Group's financial instruments are liquidity risk, credit risk, and market risk. Risk management policies are summarized below.

Liquidity Risk
Liquidity or funding risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from either the inability to sell financial assets quickly at their fair values; or counterparty failing on repayment of a contractual obligation; or inability to generate cash inflows as anticipated.

Liquidity risk is a risk due to uncertain liquidity. An institution may suffer liquidity problem when its credit rating falls. The Group is also exposed to liquidity risk if markets on which it depends on are subject to loss of liquidity.

The Group manages its liquidity profile to: a) ensure that adequate funding is available at all times; b) meet commitments as they arise without incurring unnecessary costs; c) be able to access funding when needed at the least possible cost, and d) maintain an adequate time spread of financial maturities.

The table below summarizes the maturity profile of the Group's financial liabilities at March 31, 2021 and 2020 based on contractual undiscounted payments:

2021	**On demand**	**Not later than one month**	**Later than 1 month & not later than 3 months**	**Later than 3 months & not later than 1 year**	**No fixed payment period**	**Total**
Accounts payable and accrued expenses	**₱ 4,470,400**	**₱ -**	**₱ -**	**₱ -**	**₱ -**	**₱ 4,470,400**
Bank loans	**-**	**-**	**-**	**50,000,000**	**-**	**50,000,000**
Deposits	**-**	**-**	**-**	**-**	**22,130,199**	**22,130,199**
Due to related parties	**-**	**-**	**-**	**-**	**803,095,213**	**803,095,213**
	₱ 4,470,400	**₱ -**	**₱ -**	**₱ 50,000,000**	**₱ 825,225,412**	**₱ 879,695,812**

2020	On demand	Not later than one month	Later than 1 month & not later than 3 months	Later than 3 months & not later than 1 year	No fixed payment period	Total
Accounts payable and accrued expenses	₱ 3,651,312	₱ -	₱ -	₱ -	₱ -	₱ 3,651,312
Bank loans	-	-	-	84,000,000	-	84,000,000
Due to related parties	-	-	-	-	692,916,071	692,916,071
Lease liability	-	-	-	1,792,138	-	1,792,138
Deposits	-	-	-	-	54,262,602	54,262,602
Subscription payable	-	-	-	-	17,000,000	17,000,000
	₱ 3,651,312	₱ -	₱ -	₱ 85,792,138	₱ 764,178,673	₱ 853,622,123

Credit Risk

Credit risk is risk due to uncertainty in a counterparty's (also called an obligor) ability to meet its obligation.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statements of financial position (or in the detailed analysis provided in the notes to consolidated financial statements). Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The table below shows the gross maximum exposure to credit risk of the Group as of March 31, 2021 and 2020. Net maximum exposure is the effect after considering collaterals and other credit enhancements.

	Gross maximum exposure	
	2021	2020
Cash and cash equivalents	**₱ 39,059,778**	₱ 35,118,338
Trade receivable	**4,979,948**	-
Financial asset at fair value through OCI	**57,233,000**	21,296,000

The credit quality of the Group's assets as of March 31, 2021 and 2020 is as follows:

2021	Neither past due nor impaired: High grade	Neither past due nor impaired: Standard grade	Past due but not impaired	Past due and impaired	Total
Cash and cash equivalents	**₱ 11,259,058**	**₱ -**	**₱ -**	**₱ -**	**₱ 11,259,058**
Trade receivable	**-**	**4,979,948**	**-**	**-**	**4,979,948**
FVOCI financal assets	**-**	**57,233,000**	**-**	**-**	**57,233,000**
	₱ 11,259,058	**₱ 62,212,948**	**₱ -**	**₱ -**	**₱ 73,472,006**

2020	Neither past due nor impaired: High grade	Neither past due nor impaired: Standard grade	Past due but not impaired	Past due and impaired	Total
Cash and cash equivalents	₱ 35,118,338	₱ -	₱ -	₱ -	₱ 35,118,338
FVOCI financial assets	-	21,296,000	-	-	21,296,000
	₱ 35,118,338	₱ 21,296,000	₱ -	₱ -	₱ 56,414,338

High grade cash and cash equivalents are short-term placements placed, invested, or deposited in banks belonging to the top banks in the Philippines in terms of resources and profitability.

Standard grade accounts are active accounts with propensity of deteriorating to mid-range age buckets. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

Market Risk
Market risk is the risk of change in fair value of financial instrument from fluctuation in foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

Market risk represents what the Group would lose from price volatilities. Market risk can be measured as the potential gain or loss in a position or portfolio that is associated with a price movement of a given probability over a specified time horizon.

The Group manages market risk by evenly distributing capital among investment instruments in different financial institution.

Price Risk
The Group's price risk exposure at year-end relates to financial asset whose value fluctuates as a result of changes in market price, principally, Investment in financial assets at FVOCI. Before taking into account the effect of taxes, equity as of March 31, 2021 and 2020 would either decrease or increase by ₱5.7 million and ₱2.1, respectively, had the variable change by 10%. The impact on the Group's equity excludes the impact of transactions affecting profit or loss since financial instrument carried at fair value are classified as Investment in financial asset securities.

Capital Management
The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the dividends paid to shareholders or issue new shares.

The capital structure of the Group consists of issued share capital and additional paid-in capital.

The financial ratio at the year end, which is within the acceptable range of the Group, is as follows:

		2021		2020
Equity	₱	**2,143,209,820**	₱	2,111,446,920
Total assets		**3,737,114,412**		3,712,346,891
Ratio		**0.57**		0.57

8. Cash

Cash accounts with the banks generally earn interest at rates based on prevailing bank deposit rates. Cash in banks amounted to ₱11,259,058 and ₱35,118,338 as of March 31, 2021 and 2020, respectively.

9. Trade Receivables

Trade receivables represents receivable from sale of aggregates amounting to ₱4,979,948 as at March 31, 2021. These are non-interest bearing and are generally collectible within twelve (12) months.

10. Inventories

This account consists of the following as of March 31, 2021:

Stockpile inventory	₱	**7,643,590**
Unused production supplies		**389,712**
	₱	**8,033,302**

11. Other Current Assets

The composition of this account as of March 31 is as follows:

		2021		2020
Input taxes-net of impairment loss of P90,669 in 2021	₱	**1,083,227**	₱	3,740,483
Deposits		**1,541,767**		1,841,898
Prepaid expenses		**6,198,720**		986,785
	₱	**8,823,714**	₱	6,569,166

- Input taxes represents the 12% tax on domestic purchases of goods and services from VAT registered entities. Input tax is applied against output taxes on a monthly basis.
- Deposits are advance payment of rental that are expected to be applied within the next 12 months.
- Prepaid include the 5% tax withheld on rental. The same may be applied against future income tax liabilities. As of March 31, 2021 and 2020, creditable withholding taxes are considered recoverable in full and no impairment losses is necessary.

12. Non-Current Assets Held for Sale

The movements of this account is as follows:

		2021		2020
Balance at the beginning of the year	₱	**99,298,000**	₱	18,477,856
Asset sold during the year		**(75,892,857)**		(12,317,141)
Impairment loss		**(3,405,143)**		
Reclassification to investment property		**(20,000,000)**		(6,160,715)
Reclassification from investment property		-		99,298,000
Balance at the end of the year	₱	**-**	₱	99,298,000

Details of transactions is as follows:

a. In 2019, the Company entered into contract to sell for the sale of investment properties located in Pampanga, previously classified as *Investment property* with carrying value of ₱99.3 million. The contract price is payable over the period of 9 months.

   Consistent with the reclassification from investment property to Non-current asset held for sale, the related liability therefrom was credited to *Liability portion of the Non-current asset held for sale* amounting to ₱31.6 million in 2020. This liability pertains to the advance payment of the buyer in accordance with the sale agreement.

   The sale was completed in 2021.

b. In 2012, the Company entered into various contract to sell for the sale of its condominium units classified as investment properties. The contract price is payable in equal monthly installments over a period of 10 years. During 2020, the sale was completed after certain terms was renegotiated of which ₱6,160,715 was reclassified back to Investment property.

13. Financial Asset at Fair Value through Other Comprehensive Income

Listed and unlisted shares comprise the investment in Transpacific Broadband Group International, Inc. (TBGI), a publicly listed company in the Philippine Stock Exchange. Fair values were determined thru the published price from Philippine Stock Exchange.

The composition of this account as of March 31 is as follows:

		2021		2020
Listed shares of stocks	₱	**1,333,000**	₱	496,000
Unlisted shares of stocks		**55,900,000**		20,800,000
	₱	**57,233,000**	₱	21,296,000

The reconciliation of the carrying amounts of this account at the beginning and end of the fiscal year is as follows:

		2021		2020
Balance at the beginning of fiscal year	₱	**21,296,000**	₱	22,955,000
Changes in fair value		**35,937,000**		(1,659,000)
Balance at the end of fiscal year	₱	**57,233,000**	₱	21,296,000

Changes in fair value were reported separately in the statement of comprehensive income, net of deferred income tax.

14. Investments in Associates - net

This account consists of the following:

		2021		2020
Cost				
Beginning of the year				
ATN Phils. Solar Energy Group, Inc. (ATN Solar)	₱	**865,080,120**	₱	690,080,120
Mariestad Mining Corporation (MMC)		**11,306,000**		11,306,000
		876,386,120		701,386,120
Additions during the year (ATN Solar)		**-**		175,000,000
Balance at year end		**876,386,120**		876,386,120
Equity in net losses (ATN Solar)				
Beginning		**(12,865,287)**		(11,872,644)
Current year		**(356,058)**		(992,643)
Ending		**(13,221,345)**		(12,865,287)
		863,164,775		863,520,833
Allowance for impairment losses		**(11,306,000)**		(11,306,000)
	₱	**851,858,775**	₱	852,214,833

As discussed in Note 20, On March 12, 2020, the Company subscribed to an additional 10 million shares (at P17.5 per share) of ATN Solar. As of March 31, 2021, the Parent Company owns 48.8% of ATN Solar and it exercises significant influence over the financial and operating matters of the associate.

ATN Solar
ATN Solar is a grantee of a 25-year Renewable Energy Contract (*service contract*) with the Department of Energy (DOE) under Republic Act 9513 (*the RA*). The service contract grants ATN Solar the exclusive right to explore develop and utilize the solar energy source within Rodriguez, Rizal, as its contract area. More specifically, the contract includes setting up a 30 MW Solar PV Project (*the Solar Project*). The solar project is expected to generate a gross capacity of 33 MW peak of direct current and 30 MW of alternating current to be distributed within Metro Manila with projected revenue of P540 Million per year for the next 25 years.

In the of process setting up the foundation, PV mounting frames and modules and other land developments, the Company have identified the quality of rocks and boulders at the project site to be of commercial use. The Company then undertook the production of aggregates.

The latest financial information of ATN Solar is as follows:

	December 31,			
		2021		2020
Current assets	₱	**20,874,619**	₱	31,764,389
Non-current assets		**1,791,339,263**		1,724,616,165
Current liabilities		**70,065,587**		72,158,213
Non-current liabilities		**1,069,479,810**		1,010,824,228
Equity	₱	**672,668,485**	₱	673,398,113

Other financial information information:

		2021		2020
Carrying value of investment in ATN Solar	₱	**851,858,775**	₱	852,214,833
Net loss		**729,628**		2,049,221
Equity in net loss of associate		**356,058**		992,643

ATN Solar's accounting period is January 1 to December 31.

MMC
In 2007, the Company entered into an investment agreement with MMC to participate in the extraction of manganese ores in the former's mining site. The Company's participation is in the form of providing financial resources to undertake the mining operations. The Company has financed a total of ₱7 million that is equivalent to 25% equity interest in MMC. Due to the non-commencement of mining operation, the Company provided a full impairment loss on its investment in MMC. Furthermore, there were no recent financial information available for MMC.

15. Investment Properties

The composition of this account as of March 31 is as follows:

		2021		2020
Land	₱	**8,166,410**	₱	2,339,486,065
Condominium units		**284,554,278**		284,554,278
Parking lots		**26,350,000**		26,350,000
Townhouses		**22,953,001**		22,953,001
	₱	**342,023,689**	₱	2,673,343,344

Investment properties consist of land, condominium units, parking lots, townhouses and commercial building. The movement of this account is as follows:

		2021		2020
Balance at the beginning of the year	₱	**2,673,343,345**	₱	2,725,369,360
Additions arising from:				
Land improvements		**7,623,950**		41,111,270
Reclassifications:				
to Property and equipment		**(2,358,943,606)**		-
from Non-current asset held for sale (see Note 12)		**20,000,000**		6,160,715
to Non-current asset held for sale (see Note 12)		**-**		(99,298,000)
	₱	**342,023,689**	₱	2,673,343,345

During 2021, Land and improvements located in Rodriguez, Rizal was transferred to Property and equipment due to commencement of rock crushing operation. As allowed under PAS 40 – *Investment Property*, the carrying value at the time of reclassification was used as deemed cost of the land and improvements under property and equipment.

Certain investment properties were mortgaged to the bank to secure the Group's financing requirements (see Note 18).

16. Property and Equipment

Property and equipment consist of:

2021	Land and mine site Improvements *(See Note 15)*	Machineries & equipment	Office Furniture and improvement	Transportation Equipment	Right -of-use Assets	Total
Costs						
At April 1, 2020	**-**	**-**	**P 6,331,055**	**P 2,641,072**	**P 5,238,392**	**P 14,210,519**
Addition	**-**	**47,025,758**	**-**	**-**	**-**	**47,025,758**
Reclassification	**2,358,943,606**	**-**	**-**	**-**	**-**	**2,358,943,606**
At March 31, 2021	**2,358,943,606**	**47,025,758**	**6,331,055**	**2,641,072**	**5,238,392**	**2,420,179,883**
Accumulated depreciation depletion & Impairment loss						
At April 1, 2020	**-**	**-**	**6,089,954**	**2,287,536**	**1,122,024**	**8,377,490**
Provisions for depreciation and depletion	**13,421**	**470,258**	**35,801**	**1,076,599**	**-**	**1,596,079**
Reclassification	**-**	**-**	**-**	**1,122,024**	**-**	**1,122,024**
At March 31, 2021	**13,421**	**470,258**	**6,125,755**	**4,486,159**	**1,122,024**	**11,095,593**
Carrying value						
At March 31, 2021	**P 2,358,930,185**	**P 46,555,500**	**P 205,300**	**P (1,845,087)**	**P 4,116,368**	**P 2,409,084,290**

2020	Medical Equipment & Fixtures	Office Furniture & improvements	Transportation Equipment	Right-of-use asset	Total
Costs					
At April 1, 2019	P 34,937,452	P 26,107,817	P 2,641,072	P 5,238,392	P 68,924,733
Addition	-	192,411	-	-	192,411
Disposal	(34,937,452)	-	-	-	(34,937,452)
At March 31, 2020	-	26,300,228	2,641,072	5,238,392	34,179,692
Accumulated depreciation and Impairment loss					
At April 1, 2019	25,949,086	24,373,878	2,018,456	398,959	52,740,379
Provisions for depreciation	1,805,763	1,344,542	269,080	723,065	4,142,450
Disposal	(27,754,849)	-	-		(27,754,849)
A At March 31, 2020	-	25,718,420	2,287,536	1,122,024	29,127,980
Carrying value					
At March 31, 2020	P -	P 581,808	P 353,536	P 4,116,368	P 5,051,712

To prepare the site for quarry operation, the Group incurs stripping costs. These costs are incurred in the development phase which are capitalized as part of constructing the quarry site and subsequently amortized over its useful life using the unit-of-production method. The capitalization of stripping costs ceases when the quarry site is ready for production. Stripping cost is included as part of Land and mine site improvements totaling ₱85.3 million in 2021.

Machineries and equipment in 2021 represent the purchase price including freight and insurance charges for the acquisition of stone and hydraulic cone crusher totaling ₱47 million. This machinery is used for the production of rock aggregates.

As also discussed in Note 2, the existing medical equipment of MCPI with net book value of ₱27.5 million was sold for which a gain of ₱283,390 was realized in 2020.

Depreciation and depletion allocated to direct costs and administrative expenses are as follows:

		2021		2020
Administrative expenses	**P**	**1,582,658**	P	4,142,450
Direct costs		**13,421**		-
	P	**1,596,079**	P	4,142,450

17. Accounts Payable and Accrued Expenses

This account consists of the following:

		2021		2020
Taxes payable	**₱**	**2,985,000**	₱	2,985,000
Trade		**1,328,903**		621,122
Income tax payable		**-**		17,814
Other current liabilities		**156,497**		27,376
	₱	**4,470,400**	₱	3,651,312

Terms and conditions of the above financial liabilities are as follows:

- Tax payable pertains to the aggregate amount of taxes payable on sale of unlisted shares;
- Trade payables are noninterest-bearing and are normally settled on a 90-day term;
- Other current liabilities include unearned rental income and expanded withholding taxes

18. Short-term Loans

Balances of short-term loans from China Banking Corporation (CBC) are as follows:

		2021		2020
Parent	**₱**	**50,000,000**	₱	50,000,000
PLDI		**-**		34,000,000
	₱	**50,000,000**	₱	84,000,000

The Parent Company has an omnibus line with CBC for a maximum amount of ₱50 million. The total line of ₱50M was availed at various dates which matured on September 4, 2020. The facility was renewed thereafter which will now mature on May 28, 2021. This is subject to an interest rate of 4.25% payable monthly and is collateralized by a condominium unit in Summit One Tower. Proceeds of loan was used for working capital requirements.

PLDI has an existing combined peso credit line of up to ₱44 million with CBC. As March 31, 2020, PLDI have availed a total of ₱34 million. These loans carry interest rate of 4.25% repriced every month. The loan is collateralized by a real estate mortgage covering PLDI's investment properties. Proceeds of loan was used for working capital requirements.

The PLDI loan was paid in full on April 17, 2020.

As of March 31, 2021 and 2020, interest expense related to these loan amounted to ₱3,539,070 and ₱4,382,168 , respectively.

19. Deposits

This account represents deposit on operating leases which is made in compliance with the existing leasing agreement with the lessee. The amount is refundable at the expiration of lease contracts.

As of March 31, 2021 and 2020, deposits on operating leases amounted to ₱21,382,129 and ₱54,262,602 , respectively.

20. Subscription Payable

This represents subscription to the Capital stock of ATN Solar (see Note 14). Subscriptions are payable on demand or each capital call of ATN Solar. These funds are used by ATN Solar principally for capital expenditures and pre-operating expenses of the (i) Solar energy project and the (ii) Rock crusher project.

The movement of this account is as follows:

		2021		2020
Balance at the beginning of the year	₱	**17,000,000**	₱	86,981,600
Subscription during the year		**-**		17,000,000
Payments during the year		**(17,000,000)**		(86,981,600)
Balance at the end of the year	₱	**-**	₱	17,000,000

Details of the subscription are as follows:

- On November 15, 2019 the Company subscribed to 358,655,120 shares of stock of ATN Solar at a subscription price of P1.00 per share. During the same fiscal year, ₱271,673,520 was paid for such subscription. Full payment was made on December 26, 2019.

- On March 12, 2020, the Company subscribed to additional 10 million shares of ATN Solar at a subscription price of ₱17.50 per share. At the time of subscription, ₱158 million was paid which was satisfied thru conversion of Advances to ATN Solar for the same amount. The closing date of subscription is set on or before December 31, 2022. After the issuance of the aforesaid shares, the ownership interest in ATN Solar is 48.8 %.

21. Equity

Share capital
Component of share capital is as follows:

	Authorized share capital			Subscribed and paid		
Title of issue	Number of shares		Amount	Number of shares		Amount
Common						
Class A	4,200,000,000	₱	420,000,000	3,700,000,000	₱	370,000,000
Class B	2,800,000,000		280,000,000	800,000,000		80,000,000
Preferred	5,000,000,000		500,000,000	-		-
	12,000,000,000	₱	1,200,000,000	4,500,000,000	₱	450,000,000

In accordance with the Articles of Incorporation, certain restrictions have been imposed regarding issuance and transfer of share capital as follows:

- Class “A” common shares are to be issued only to citizens of the Philippines or to partnership, association or corporation organized under the laws of the Philippines.

- Class “B” common shares are to be issued to any person subject to the required foreign ownership limitation under the laws of the Philippines.

- Preferred shares have the following features, rights and privileges:
  (i) Preferred shares are cumulative, non-participating and non-voting;
  (ii) The dividend rate is based on a formula determined by the BOD, re-priced every 5 years, 7 years, or 10 years
  (iii) The dividend is payable quarterly on each anniversary of issue date
  (iv) Holders of preferred shares have preference over holders of common shares;
  (v) Mandatory redemption on the 5th, 7th and 10th year anniversary from issuance.

During the annual stockholders meeting held on November 14, 2019, the stockholders approved the increase in authorized capital from 12 billion shares to 24 billion shares both with par value of P0.10. The required subscription will be satisfied thru conversion of advances from stockholders at a pre-determined subscription price. As of July 28, 2021 the application for increase in capital is due for filling with the Securities and Exchange Commission.

Unrealized loss on fair value through other comprehensive income

The movement of this account is as follows:

		2021		2020
Balance at beginning of year	₱	**(3,103,863)**	₱	(1,454,818)
Changes in fair value - net of deferred tax		**35,721,378**		(1,649,045)
Balance at the end of year	₱	**32,617,515**	₱	(3,103,863)

22. Cost of Sales and Services

The breakdown of this account is as follows:

		2021		2020		2019
Cost of aggregates sold	₱	**6,861,601**	₱	-	₱	-
Direct cost on real estate leasing		**1,003,687**		1,096,314		2,674,634
	₱	**7,865,288**	₱	1,096,314	₱	2,674,634

The cost of aggregates sold in 2021 is determined as follows:

Cost of production	₱	**14,021,512**
Depreciation and depletion		**483,679**
Inventory at year-end		**(7,643,590)**
	₱	**6,861,601**

23. Administrative Expenses

The breakdown of this account is as follows:

	2021	2020	2019
Communication and association dues	**₱ 2,322,873**	₱ 1,814,730	₱ 1,828,851
Depreciation and amortization			
(see Notes 15 and 16)	**1,453,107**	4,642,450	3,037,444
Salaries and employee benefits (see Note 25)	**1,387,236**	1,844,255	2,373,476
Professional fees	**729,900**	878,317	645,000
Security and janitorial services	**628,155**	241,500	557,674
Representation and entertainment	**483,220**	334,059	82,539
Rent	**425,133**	408,263	782,105
Transportation and travel	**316,204**	411,060	302,459
Taxes and licenses	**257,567**	629,963	1,372,208
Office supplies and printing	**176,972**	194,741	261,681
Insurance	**153,299**	221,405	200,396
Repairs and maintenance	**109,710**	-	-
Hedging fee	**-**	-	150,000
Advertising	**-**	-	20,375
Miscellaneous	**41,269**	276,219	101,525
	₱ 8,484,645	₱ 11,896,962	₱ 11,715,733

Pursuant to a *Teaming Agreement* executed in January 2013, a 75%-25% cost sharing of cost/expenses related to technical operations was implemented. All other cost including, but not limited to salaries and utilities shall be borne solely by Palladian Land Development, Inc.

Salaries and other employee benefits account includes salaries, wages and retirement benefits of the employees.

24. Salary and Employee Benefits

This account consists of the following:

	2021	2020	2019	2016	2015
Salaries and wages	**₱ 1,331,214**	₱ 1,710,601	₱ 2,291,898	981,027	
Provisions for retirement	**56,022**	133,654	81,578	62,863	451,933
	₱ 1,387,236	₱ 1,844,255	₱ 2,373,476	1,043,890	P 451,933

The Group provides for retirement benefits costs required to be paid under RA 7641 (the Act) otherwise known as *Retirement Pay Law*. The Act provides for retirement benefits to employees reaching the age of 60 who have rendered at least five (5) years of service to the Group. Benefits accruing to employee are computed as the sum of (i) one half month of salary for every year of service, (ii) one-twelfth of 13^{th} month pay and (iii) the cash equivalent of not more than five (5) days of service incentive leaves.

The movement of the pension liability account is as follows:

	2021	2020	2019
Balance at the beginning of the year	**₱ 788,928**	₱ 655,274	₱ 573,696
Provision during the year	**56,022**	133,654	81,578
	₱ 844,950	₱ 788,928	₱ 655,274

25. Leases

Group as lessor
The Group leases its investment properties to various tenants. The term of the lease is for a period of one year renewable at the option of both parties. Rental income for the year ended March 31, 2021, 2020 and 2019 amounted to ₱11,700,040, ₱15,694,118 and ₱11,158,278. The term, among other, has the following terms:

- Payment of monthly rent;
- Payment of security deposit;
- Annual escalation clause of rental rates upon renewal; and
- Restriction of use, among others.

Direct operating cost on these properties amounted to nil in 2021, ₱1,096,314 in 2020 and ₱518,871 in 2019.

Group as lessee
On August 10, 2018, the Company availed the auto loan facility of a local bank amounting to ₱3.05 million payable in 36 months subject to interest rate of 9.92%. The loan is collateralized by a chattel mortgage on transportation equipment acquired. As of March 31, 2021 and 2020, the loan has an outstanding balance of ₱748,070 and ₱1,792,138, respectively.

For the fiscal year ended March 31, 2021 and 2020, interest expense related to this loan amounted to ₱114,964 and ₱201,680, respectively.

26. Related Party Transactions

Transactions, year-end balances and terms and conditions with related parties are as follows:

(i) Due from related parties

	2021			
Related parties	Balance at beginning of year	Availment	Settlement	Balance at end of year
Associate	**-**			**-**
ATN Philippines Solar Energy Group, Inc.	₱ **3,794,831**	₱ **23,923,805**	₱ **-**	₱ **27,718,636**
Companies under common control				
Transpacific Broadband Group Intl, Inc.	**13,100,000**	**16,100,000**	**13,100,000**	**16,100,000**
Sierra Madre Consolidated Mines	**11,756,000**	**-**	**-**	**11,756,000**
Stockholders	**2,560,677**		**2,560,677**	**-**
	31,211,508	**40,023,805**	**15,660,677**	**55,574,636**
Allowance for ECL	**11,756,000**	**-**	**-**	**11,756,000**
	₱ **19,455,508**	₱ **40,023,805**	₱ **15,660,677**	₱ **43,818,636**

	2020			
Related parties	Balance at beginning of year	Availment	Settlement	Balance at end of year
Associate				
ATN Philippines Solar Energy Group, Inc.	₱ -	₱ 161,794,831	₱ 158,000,000	₱ 3,794,831
Companies under common control				
Transpacific Broadband Group Intl, Inc.	-	13,100,000	-	13,100,000
Sierra Madre Consolidated Mines	11,756,000	-	-	11,756,000
Stockholders	-	2,560,677	-	2,560,677
	11,756,000	177,455,508	158,000,000	31,211,508
Allowance for ECL	11,756,000	-	-	11,756,000
	₱ -	₱ 177,455,508	₱ 158,000,000	₱ 19,455,508

(ii) Due to related parties

	2021			
Related parties	Balance at beginning of year	Availment	Settlement	Balance at end of year
Companies under common control				
Unipage Management Corp.	**₱ 180,845,525**	**₱ 55,949,072**	**₱ -**	**₱ 236,794,597**
Transpacific Broadband Group Intl, Inc.	**1,705,810**	**-**	**1,071,573**	**634,237**
Stockholders	**510,364,736**	**55,301,643**		**565,666,379**
	₱ 692,916,071	**₱ 111,250,715**	**₱ 1,071,573**	**₱ 803,095,213**

	2020			
Related parties	Balance at beginning of year	Availment	Settlement	Balance at end of year
Associate				
ATN Philippines Solar Energy Group, Inc.	₱ 34,383,059	₱ -	₱ 34,383,059	₱ -
Companies under common control				
Unipage Management Inc.	-	180,845,525	-	180,845,525
Transpacific Broadband Group Intl, Inc.	1,100,664	605,146		1,705,810
Stockholders	458,140,071	52,224,665	-	510,364,736
	₱ 493,623,794	₱ 233,675,336	₱ 34,383,059	₱ 692,916,071

Advances to/from related parties has the following terms and condition:

- Generally payable in cash
- Clean and unsecured
- Not subject to interest
- No fixed repayment periods

Significant transactions with related parties are as follows:

1. UMI and certain stockholders provides financing for the Company. Portion of these funds are transferred and used to support the pre-operations and other expenses of ATN Solar.

   As discussed in Note 21, advances to ATN Solar amounting to ₱158 million as of March 31, 2020 was used in settlement of additional subscription to the share capital of ATN Solar. As also discussed in Note 22, cash advances received from UMI and other stockholders, will be converted to shares of stock of Parent company pending for filing of application for the increase in authorized capital.

2. Advances to/from TBGI during 2021 and 2020 are provided/used for working capital requirements.

3. The Group and TBGI are parties to a Teaming Agreement executed in January 2013. Pursuant thereto, sharing of cost and expenses incurred within Summit One Condominium. Expenses related to technical operations is to be advanced by either of the parties and to be reimbursed from the other parties proportionately or by actual usage as the case maybe.

   The Group charged TBGI its proportionate share of communication, dues and utilities expenses amounting to zero in both 2021 and 2020 while ₱238,072 in 2019.

   In the same manner, the Group charged ATN Solar nil, ₱375,917 and ₱238,072 in 2021, 2020 and 2019, respectively.

4. In prior years, the Group made advances to SMCM to fund its mining activities. Such advances will be converted into equity interest in SMCM when mining operations commence. Due to unforeseen circumstances, SMCM encountered financial difficulties and were unable to operate and generate revenues and cash flows. Accordingly, the Group provided a full impairment loss on its advances to SMCM in 2014 amounting to ₱11.7 million.

5. The details of subsidiaries' accounts that were eliminated in the process of consolidation are as follows:

	Due (to) from subsidiaries		
	2021	2020	2019
Palladian Land Development, Inc.	₱ **30,386,720**	₱ (2,088,738)	₱ 21,040,729
Managed Care Philippines, Inc.	**8,542,328**	8,342,328	7,242,328
Advanced Home Concept Development Corporation	**10,768,677**	10,768,677	10,768,677
	₱ **49,697,725**	₱ 17,022,268	₱ 39,051,734

6. The Group did not recognize any key management compensation nor provided any stock options and bonuses for the fiscal years ended March 31, 2021, 2020 and 2019.

7. There were no provisions for ECL during 2021 and 2020 covering Due from related parties.

27. Income Taxes

Components of income tax reported in the consolidated statements of income are as follows:

	2021	2020	2019
Current	₱ **26,476**	₱ 867	₱ 452,507
Deferred	**(1,333,584)**	1,314,668	180,050
	₱ **(1,307,108)**	₱ 1,315,535	₱ 632,557

The reconciliation of tax on pretax income computed at the applicable statutory rates to tax expense is as follows:

	2021	2020	2019
Statutory income tax	₱ **(1,793,216)**	₱ (1,548,525)	₱ (3,332,421)
Tax effect of:			
Non- taxable income	**-**	-	-
Non-deductible expenses	**97,916**	1,385,492	1,156,729
Unrecognized temporary difference	**395,121**	1,481,561	2,813,531
Income subject to final tax	**(6,930)**	(2,993)	(5,282)
Actual provision for income tax	₱ **(1,307,108)**	₱ 1,315,535	₱ 632,557

The component of the Group's net deferred income tax liabilities is as follows:

		2020		2020
Unrealized gain on fair value adjustment of investment properties	₱	**712,945,891**	₱	712,945,891
Unrealized gain on financial assets through OCI		**671,426**		2,179,709
Retirement liability		**(253,487)**		(236,680)
	₱	**713,363,830**	₱	714,888,920

The Group did not recognize any deferred tax assets as at March 31, 2021 and 2020 on impairment losses, net operating loss carry over (NOLCO) and minimum corporate income tax (MCIT) since it does not expect to have sufficient profit against which the deferred tax assets can be utilized.

		2021		2020
Impairment losses	**P**	**873,953**	P	1,050,000
Net Operating Loss Carry Over (NOLCO)		**6,570,798**		6,675,495
Minimum Corporate Income Tax (MCIT)		**94,909**		121,541
	P	**7,539,660**	P	7,847,036

Components of the Group's unutilized NOLCO and MCIT and the year until which these are deductible from taxable income are as follows:

		Original amounts			
Year incurred	Expiry		NOLCO		MCIT
2021	2026	P	10,315,029	P	78,485
2020	2023		10,612,883		11,046
2019	2022		5,355,278		5,378
		P	26,283,190	P	94,909

NOLCO and MCIT incurred in 2018 amounting to P6,283,488 and P105,117, respectively, expired in 2020 without any benefit therefrom.

Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act
On February 1, 2021, the Bicameral Conference Committee, approved the House Bill No. 4157 and Senate Bill No.1357 (the CREATE) which seeks to reduce the corporate income tax rates and to rationalize the current fiscal incentives by making it time-bound, targeted and performance-based. CREATE pursues to dynamically fight the effects of COVID-19 and help businesses to recover as quickly as possible.

Among the reforms provided under the CREATE Act are the following:

i. Reduction in current income tax rate effective July 1, 2020 as follows:

   - Those with assets amounting to P100 million and below, and with taxable income equivalent to P5 million and below will be subjected to a 20% tax rate.

   - Those with assets above P100 million or those with taxable income amounting to more than P5 million will be subjected to a 25% tax rate.

ii. Effective July 1, 2020 until June 30, 2023, the MCIT rate shall be one percent (1%)

In accordance with PAS 12- Income taxes, if a bill is passed into law after the reporting date but before the issuance of the audited financial statements, it is treated as a non-adjusting event, hence the Company still applied the 30% statutory tax rate in the calculation of income taxes.

With the issuance of RR No. 5-2021 "Implementing Rules and Regulations of Republic Act No. 11534 or CREATE Act", with retroactive effect on income tax due for the taxable year 2020, the Company will be filing its Income Tax using the applicable Transitory Rate of 27.5%. The impact of CREATE Act to account balances as at and for the year ended December 31, 2020 is as follows:

		Before CREATE		CREATE		Increase (Decrease)
Deferred Tax Assets	P	1,205,456	P	1,105,961	P	(99,495)
Income Tax Payable		7,706,535		6,145,992		(1,560,543)
Income Tax Expense						
Current		18,726,519		17,165,976		(1,560,543)
Deferred		(1,193,939)		(1,094,444)		99,495

NOLCO
On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which provide that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

28. Earnings (Loss) per Share

Earnings per share is computed by dividing the income for the period by the weighted average number of common shares as follows:

		2021		2020		2019
Net income (A)	₱	**(3,958,479)**	₱	(6,477,286)	P	(11,740,626)
Divided by:						
Weighted Average Shares (B)		**4,500,000,000**		4,500,000,000		4,500,000,000
Earnings (Loss) per share (A/B)	₱	**(0.00088)**	₱	(0.00144)	₱	(0.00261)

As of the respective year ends, there are no potentially convertible shares.

29. Segment Information

For management reporting purposes, the Group is divided into two (2) reportable segments as consisting of the (i) Real estate leasing and (ii) Aggregates which is involve in the production and selling of rock aggregates. The latter being introduced only in 2021.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating profit or loss in the consolidated financial statements.

Segment information for the reportable segment is shown in the following table:

	As of March 31, 2021			
	Real estate leasing	**Aggregates**	**Non-segment items**	**Total**
Revenues	**P 11,700,040**	**P 6,865,011**	**P 25,199**	**P 18,590,250**
Cost and expenses	**4,152,337**	**6,420,157**	**7,850,745**	**18,423,239**
Segment results				
Segment Assets	**362,106,461**	**2,422,097,540**	**952,910,411**	**3,737,114,412**
Segment Liabities	**26,600,599**	**-**	**1,567,303,993**	**1,593,904,592**
Non-cash expenses				
Depreciation expense	**1,453,107**	**483,679**	**-**	**1,936,786**
Impairment losses	**3,495,812**	**-**	**-**	**3,495,812**

	As of March 31, 2020		
	Real estate leasing	Non-segment items	Total
Revenues	P 16,898,040	P 9,976	P 16,908,016
Cost and expenses	2,002,496	11,924,821	13,927,317
Segment results			
Segment Assets	2,819,380,560	892,966,331	3,712,346,891
Segment Liabilities	35,251,312	1,565,648,659	1,600,899,971
Non-cash expenses			-
Depreciation expense	4,642,450	-	4,642,450
Impairment losses	3,500,000	-	3,500,000

	As of March 31, 2019		
	Real estate leasing	Non-segment items	Total
Revenues	P 12,001,419	P 17,607	P 12,019,026
Cost and expenses	11,352,923	5,201,476	16,554,399
Segment results			
Segment Assets	2,782,835,949	705,162,476	3,487,998,425
Segment Liabilities	26,423,064	1,342,002,110	1,368,425,174
Non-cash expenses			-
Depreciation expense	3,037,444	-	3,037,444
Impairment losses	3,535,252	-	3,535,252

30. Other Matters

Effects of COVID-19 Pandemic
On March 11, 2020, the World Health Organization declared a global pandemic as a result of the increasing number of COVID-19 cases worldwide. This was followed by the issuance of Presidential Proclamation Order No. 929 declaring a State of Calamity in the Country from the COVID-19 outbreak.

Different quarantine classifications were imposed nationwide which resulted to disruptions in business and economic activities and their impact on business continue to evolve. Internally, the Group continues to adapt to these including implementation of the following:

- Work-from-home arrangement for certain office personnel;
- Online meetings and discussions with officers and employees;
- Use of mobile banking and online platforms for certain financial transactions;

Considering the evolving nature of this outbreak, the Group continues to monitor the situation and will take further actions as necessary and appropriate in response to these economic disruptions and other consequences.

Final Mine Rehabilitation and Decommissioning Fund (FMRDF)
As provided for in FMDF, the Group is required to set up a fund designed to ensure compliance with the approved rehabilitation activities and schedules, including research programs as defined in the Environment Protection and Enhancement Program. As provided for in the EPEP and FMRDF Plan, initial funding will commence in the 4th year of operation amounting to ₱1.035 million. The fund is required to have ₱5 million in 13 years. Annual contribution is based on a specific formula as provided under DAO 2005-07. Withdrawal thereto shall be based on a committee-approved work and financial plan.

Intangible asset
The Company previously owns a web-based portal development of a subsidiary for the marketing of its medical services to local and international clients. The portal enables its subsidiary to attract prospective patients availing different medical services. Following the cessation of business operation of the subsidiary, a provision for impairment loss was provided in 2020 amounting to P3.5 million. The net book value was brought down to nil as of March 31, 2020.

Non-cash investing and financing activities

		2021		2020
Fair value changes in:				
Financial assets at fair value through OCI	**P**	**35,937,000**	P	(1,659,000)
Conversion of advances from stockholders as payment of subscription to an associate		**-**		158,000,000

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PRC-BOA Reg. No. 0132, valid until December 31, 2021
SEC Accreditation No. 0394-F, valid until July 23, 2023
BIR Accreditation No. 07-100015-001-2019, valid until September 12, 2022

Independent Auditors' Report on Supplementary Schedules

The Stockholders and Board of Directors
ATN HOLDINGS, INC. AND SUBSIDIARIES
9TH Floor, Summit Tower
530 Shaw Blvd., Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of **ATN HOLDINGS, INC. AND SUBSIDIARIES** (the Group) as at March 31, 2021 and 2020 and for each of the three years in the period ended March 31, 2021, included in this Form 17-A, and have issued our report thereon dated July 28, 2021.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Revised Securities Regulation Code Rule 68 and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

R.R.TAN AND ASSOCIATES, CPAs

By: **CHESTER NIMITZ F. SALVADOR**
Partner
CPA Certificate No. 0129556
Tax Identification No. 307-838-154
PTR No. 6514908, February 2, 2021, Pasig City
SEC Accreditation No. 1812-A, valid until July 24, 2023
BIR Accreditation No. 07-000251-003-2019, valid until June 12, 2022

July 28, 2021
Pasig City

ATN HOLDINGS, INC. AND SUBSIDIARIES
Index to the Consolidated Financial Statements and Supplementary Schedules
Under Revised Securities Regulation Code Rule 68
March 31, 2021

Table of Contents

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule I - Financial Soundness Indicators

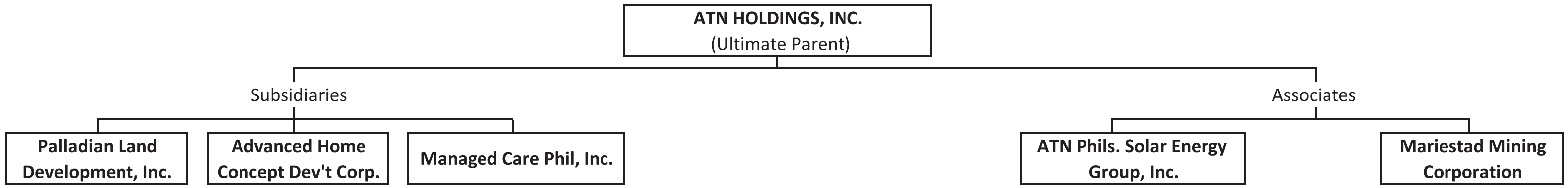
Key Performance Indicators	Formula	For the Year Ended March 31	
		2021	**2020**
A. Current/Liquidity Ratio			
Current Ratio	Current Assets / Current Liabilities	**0.608:1**	1.165:1
Quick Ratio	Current Assets - Inventory - Other Current Assets / Current Liabilities	**0.298:1**	0.290:1
B. Solvency Ratio/Debt-to-Equity Ratio			
Solvency Ratio	Net Income Before Depreciation and Amortization / Total Liabilities	**(0.001):1**	(0.001):1
Debt-to-Equity Ratio	Total Liabilities / Total Equity	**0.744:1**	0.758:1
C. Asset to Equity Ratio			
Asset-to-Equity Ratio	Total Assets / Total Equity	**1.744:1**	1.758:1
D. EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization)	Profit (Loss) Before Tax Add: Depreciation, Depletion and Amortization Foreign Exchange Loss Interest Expense Less: Interest Income Foreign Exchange Gain	**P (15,474)**	P 4,064,547
E. Profitabilty Ratios			
Profit Before Tax Margin Ratio	Profit (Loss) Before Tax / Total Revenue	**(28.32%)**	(30.53%)
Return on Assets	Net Income / Average Total Assets	**(0.106%)**	(0.180%)
Return on Equity	Net Income / Average Total Equity	**(0.185%)**	(0.306%)

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule II - Parent Company Retained Earnings Available for Dividend Declaration
March 31, 2021

Balance at beginning of year			P 47,543,803
Adjustment on beginning balance			-
			47,543,803
Loss during the period closed to retained earnings		1,791,376	
Less:	Non-actual/unrealized income net of tax	-	
	Equity in net income of associate/joint venture	-	
	Unrealized foreign exchage gain - net (except those attributable to cash and cash equivalents)	-	
	Unrealized actuarial gain	-	
	Fair value adjustment on financial assets at FVTPL	-	
	Fair value adjustment of Investment Property	-	
	Increase in deferred tax assets	-	
	Adjustment due to deviation from PFRS/GAAP - gain	-	
	Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-	
Subtotal		-	
Add:	Non-actual losses		
	Depreciation on revaluation increment (after tax)	-	
	Adjustment due to deviation from PFRS/GAAP - loss	-	
	Equity in net loss of an associate		
	Loss on fair value adjustment of investment property (after tax)	-	
Subtotal		-	
Net income actually earned during the period			1,791,376
Add(less):	Dividend declarations during the period	-	
	Appropriations of retained earnings during the year	-	
	Reversals of appropriations	-	
	Treasury shares	-	
Subtotal			-
Balance at end of year			P 45,752,427

ATN HOLDINGS, INC. AND SUBSIDIARIES

Schedule III - A map showing the relationship between and among the Company
and its Ultimate Parent Company, Subsidiaries and Associates
Pursuant to Rule 68
March 31, 2021



ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule A - Non-Current Marketable Equity Securities, Other Long Term Investment in Stocks and Other Investments
March 31, 2021

Name of Issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the statement of financial position	Equity in net earnings (losses) of the investee for the period	Income received and accrued
INVESTMENT IN ASSOCIATES				
Mariestad Mining Corporation (MMC)	-	P 11,306,000	P -	P -
ATN Philippines Solar Energy Group, Inc.	-	851,858,775	(356,058)	-
Less: Allowance for impairment loss (MMC)	-	(11,306,000)	-	-
	-	P 851,858,775	P (356,058)	P -
FINANCIAL ASSET-FAIR VALUE THROUGH OCI				
Transpacific Broadband Group International, Inc.	133,100,000	P 57,233,000	P -	P -

ATN HOLDINGS, INC. AND SUBSIDIARIES

Schedule B - Amount Receivable from Directors, Officers, Employees, Related parties and Principal Stockholders (Other than Related Parties)

March 31, 2021

Name and Designation of Debtor	Balance at beginning of period	Additions	Amounts collected	Amounts Written off	Allowance for impairment	Current	Non Current	Balance at end of period
Sierra Madre Consolidated Mines	P 11,756,000	P -	P -	P -	P 11,756,000	P -	P -	P -
ATN Philippines Solar Energy Group, Inc.	3,794,821	23,923,815	-	-	-	-	-	27,718,636
Transpacific Broadband Group Int'l Inc.	13,100,000	16,100,000	13,100,000	-	-	-	-	16,100,000
Shareholder	2,560,677	-	2,560,677	-	-	-	-	-
	P 31,211,498	P 40,023,815	P 15,660,677	P -	P 11,756,000	P -	P -	P 43,818,636

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule C - Amounts Receivable from Related Parties
which are Eliminated during the Consolidation of Financial Statements
March 31, 2021

Related Party	Balance at beginning of period	Net Transactions	Balance at end of period
Palladian Land Development, Inc.	P 30,386,720	P 30,386,720	P -
Advanced Home Concept Development Corporation	10,768,677	10,768,677	-
Managed Care Philippines, Inc.	8,542,328	8,542,328	-
Total	P 49,697,725	P 49,697,725	P -

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule D - Intangible Assets (Other assets)
March 31, 2021

Portal and enterprise system	Balance at beginning of period	Additions/ Revisions	Disposal	Balance at end of period
Cost	P 15,000,000	P -	P -	P 15,000,000
Accumulated amortization	11,500,000		-	11,500,000
Impairment	3,500,000		-	3,500,000
Net Book Value	P -	P -	P -	P -

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule E - Indebtedness to Related Parties (Long-term loans from related parties)
March 31, 2021

Realted Party	Balance at beginning of period	Payment	Addition	Balance at end of period
Transpacific Broadband Group International, Inc.	P 1,705,810	P 1,071,573	P -	P 634,237
ATN Philippines Solar Energy Group, Inc.	-	-	-	-
Unipage Management Corp.	180,845,525		55,949,072	236,794,597
Stockholder	510,364,736	-	55,301,643	565,666,379
Total	P 692,916,071	P 1,071,573	P 111,250,715	P 803,095,213

ATN HOLDINGS, INC. AND SUBSIDIARIES
Schedule F - Share Capital
March 31, 2021

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, convertion, and other rights	Number of shares held by related parties	Number of shares held by directors, officers, and employees	Others
Common shares - P 0.10 par value						
Class A	4,200,000,000	3,700,000,000	-	-	2,780,240,367	-
Class B	2,800,000,000	800,000,000	-	-	1,001,000	-
Preferred shares	5,000,000,000	-	-	-	-	-
	12,000,000,000	4,500,000,000	-	-	2,781,241,367	-

SEC Number **37535**
File Number ________

ATN HOLDINGS, INC.

(Company)

9th Floor, Summit One Tower,
530 Shaw Blvd., Mandaluyong

(Address)

717-0523

(Telephone Number)

March 31

(Fiscal Year Ending)
(month & day)

SEC 17Q

(Form Type)

Amendment Designation (if applicable)

June 30, 2021

(Period Ended Date)

(Secondary License Type and File Number)

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 June 30, 2021
2. Commission identification no. 37535 3.BIR Tax Identification No. 005-056-869
4. ATN Holdings, Inc. (the "Company")
5. Philippines
6. Industry Classification Code:
7. 9th Floor, Summit One Tower, 530 Shaw Blvd., 1550 Mandaluyong City
8. Telephone No.7717-0523
9. The Company did not change its name, address or fiscal year during the period covered by this 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 Stock, P.01	
Class "A"	3,700,000,000
Class "B"	800,000,000

11. These securities are not all listed on the Philippine Stock Exchange.

(a) The company 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 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)

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

I. Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	**(Unaudited) June 30 2021**	Audited March 31 2021
ASSETS			
Current Assets			
Cash	7	**P12,808,611**	P11,259,058
Trade receivables	8	**4,415,264**	4,979,948
Inventories	9	**9,398,965**	8,033,302
Other current assets	10	**7,425,336**	8,823,714
		34,048,175	33,096,022
Noncurrent Assets			
Investments in:			
Financial assets - Fair value through other comprehensive income (OIC)	12	**57,233,000**	57,233,000
Associates - net	13	**851,628,928**	851,858,775
Investment in properties	14	**342,023,689**	342,023,689
Property and equipment - net	15	**2,407,764,339**	2,409,084,290
Due from related parties	22	**50,095,851**	43,818,636
		3,708,745,808	3,704,018,390
TOTAL ASSETS		**P3,742,793,983**	P3,737,114,412

LIABILITIES AND EQUITY			
LIABILITIES			
Current Liabilities			
Accounts payable and accrued expenses	16	**P3,823,089**	P4,470,400
Short-term interest bearing loans	17	**47,000,000**	50,000,000
Lease liability		**748,070**	748,070
		51,571,159	55,218,470
Noncurrent Liabilities			
Deposits	18	**19,992,172**	21,382,129
Due to related parties	22	**814,538,189**	803,095,213
Pension liability		**844,950**	844,950
Deferred tax liabilities		**713,363,830**	713,363,830
		1,548,739,141	1,538,686,122
Total Liabilities		**1,600,310,300**	1,593,904,592
EQUITY			
Share capital	19	**450,000,000**	450,000,000
Additional paid-in capital		**22,373,956**	22,373,956
Unrealized loss on:			
Financial assets at fair value through OCI-net of tax	21	**32,617,516**	32,617,516
Retained earnings - March 31		**1,637,492,211**	1,638,218,348
TOTAL EQUITY		**2,142,483,683**	2,143,209,820
TOTAL LIABILITIES AND EQUITY		**P3,742,793,983**	P3,737,114,412

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		First Quarter Ending	
	Note	**June 30, 2021**	June 30, 2020
REVENUES			
Sale of aggregates		**P3,616,524**	P -
Lease of properties		**4,600,062**	P5,137,613
Interest income		**5,083**	7,889
		8,221,668	5,145,503
COSTS AND EXPENSES			
Cost of sales and services	21	**3,058,423**	501,844
Administrative expenses	21	**4,758,119**	4,663,035
Equity in net loss of an associate	13	**229,847**	261,190
Finance cost		**832,520**	1,219,479
		8,878,908	6,645,547
INCOME (LOSS) BEFORE INCOME TAX		**(657,239)**	(1,500,044)
INCOME TAX EXPENSE		**68,897**	92,715
INCOME (LOSS) FOR THE PERIOD		**(P726,137)**	(P1,592,759)
OTHER COMPREHENSIVE INCOME (LOSS)			
Fair value changes in Available-for-sale through other comprehensive income (OIC)		**-**	-
		(P726,137)	(P1,592,759)
EARNINGS PER SHARE	23	**(0.0002)**	(0.0035)

See accompanying Notes to Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	1st Qtr. Ending	
	June 30, 2021	June 30, 2020
SHARE CAPITAL	**P450,000,000**	P450,000,000
ADDITIONAL PAID-IN CAPITAL	**22,373,956**	22,373,956
UNREALIZED GAIN (LOSS) ON FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI, NET OF DEFERRED TAX	**32,617,516**	(3,103,863)
RETAINED EARNINGS		
Balance at beginning of fiscal year	**1,638,218,348**	1,642,176,824
Net profit (loss)	**(726,137)**	(1,592,759)
	1,637,492,211	1,640,584,065
	P2,142,483,683	P2,109,854,158

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

	First Quarter Ending	
	June 30, 2021	June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before tax	**(P726,137)**	(P1,592,759)
Adjustments to reconcile net income to cash		
Depreciation and amortization	**379,435**	854,638
Equity in net loss of an associate	**229,847**	261,190
Interest income	**(5,083)**	(7,889)
Interest expense	**832,520**	1,219,478
Operating income before working capital changes	**710,581**	734,658
Decrease (increase) in current assets		
Trade receivables	**564,684**	-
Inventories	**(1,365,663)**	-
Other current assets	**1,398,378**	(382,580)
Increase (decrease) in current liabilities		
Accounts payable and accrued expenses	**(647,311)**	68,750
Cash (used in) provided by operations	**660,669**	420,828
Interest income	**5,083**	7,889
Cash flows from Operating Activities	**665,753**	428,717
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in investment properties	**-**	(11,452,613)
Net (Increased) decreased in :		
Advances to and from related parties	**5,165,760**	11,751,981
Payment of subscription	**-**	(3,000,000)
Increase (decrease in liability portion of assets held for sale	**-**	31,600,000
Increased (decreased) in deposits	**(1,389,956)**	(1,101,599)
	3,775,805	27,797,769
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of interest bearing loans:		
Principal	**(3,000,000)**	(34,510,720)
Interest	**(832,520)**	(1,219,479)
	(3,832,520)	(35,730,199)
NET INCREASE/(DECREASE) IN CASH	**609,038**	(7,503,713)
CASH AT BEGINNING OF PERIOD	**11,259,058**	35,118,338
CASH AT END OF PERIOD	**P11,868,096**	P27,614,625

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2021 AND MARCH 31, 2021

1. Corporate Information

ATN Holdings, Inc. (*ATN, the Parent or the Company*) was registered with the Securities and Exchange Commission (SEC) on February 12, 1969 under the name Jabpract Mining and Industrial Corporation. On March 14, 1996, Jabpract Mining and Industrial Corporation changed its corporate name to ATN Holdings, Inc. and its primary and secondary purposes were amended to enable it to perform the acts of a holding company. On November 10, 2016, the Company's articles of incorporation was amended extending its corporate life for another fifty (50) years from February 12, 2019. The amendment was approved by the SEC on November 21, 2016.

The common shares of ATN are listed and traded on the Philippine Stock Exchange. The registered office address of ATN is 9th Floor Summit One Tower Bldg., 530 Shaw Blvd., Mandaluyong City. ATN Holdings, Inc. has no ultimate Parent company.

2. Basis of Preparation and Presentation

Basis of Financial Statement Preparation and Presentation
The interim consolidated financial statements of the Parent Company and Subsidiaries (*the Group*) as at September 30, 2020 and for the six-month period ended September 30, 2020 and 2019 have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) investment and investment properties that have been measured at fair values.

The consolidated financial statements are presented in Philippine Peso, which is the Group's functional currency. All values represent absolute amounts except when otherwise indicated.

Statement of Compliance
The accompanying unaudited interim financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, Interim Financial Reporting.

Principle for Consolidation
The consolidated financial statements comprise the financial statements of the Parent Company and those of the subsidiaries. A parent controls a subsidiary when it is exposed, or has rights, to variable returns from its involvement with a subsidiary and has the ability to affect those returns through its power over the subsidiary. Specifically, control is achieved if and only if the parent company has the following;

(i) Power over the investee;
(ii) Exposure rights, to variable returns from its involvement with the subsidiary; and
(iii) The ability to use its power over the investee to affect the amount of the parent company's returns.

The parent reassesses whether or not it controls a subsidiary if facts and circumstances indicates that there are changes to one or more of the three elements of control.

As of June 30, 2021 and FY March 31, 2021, the consolidated subsidiaries are as follows:

Subsidiary	Principal place of business	Principal Activity	% of Ownership
Palladian Land Dev. Inc. (PLDI)	Summit One Tower, Mandaluyong	Real Property Developer	100%
Advanced Home Concept Development Corp. (AHCDC)	Summit One Tower, Mandaluyong	Real Property Developer	100%
Managed Care Phils. Inc. (MCPI)	Summit One Tower, Mandaluyong	Health and Wellness Provider	100%

PLDI and AHCDC are companies engaged in the development of residential real estate projects.

MCPI is an out-patient ambulatory surgical center. For the year ended December 31, 2020 and 2019, MCPI has ceased its healthcare operations and accordingly sold a significant portion of its medical equipment during 2019. AHCDC and PLDI has likewise ceased to actively sell its remaining real estate properties. Unsold inventories of real properties were reclassified to investment properties as result of change in recognition. The Parent company and PLDI is now focused on leasing its investment properties to third parties.

Subsidiaries are consolidated from the date when control is transferred to the ATN Group and cease to be consolidated when control is transferred out of the ATN Group.

For consolidation purposes, the financial statements of the subsidiaries with calendar period ending December 31 are consolidated in the Parent Company's financial statements as of March 31 which is allowed by the existing standard if the difference is not more than three months. Adjustments and disclosures are made for the effects of significant transactions or events that occurred between the date of subsidiaries' financial statements and the date of the consolidated financial statements.

3. Summary of Significant Accounting Policies

New Standards. Interpretations and Amendments adopted by the Group
The accounting policies adopted in the preparation of the interim financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the fiscal year ended March 31, 2021 except for the adoption of new standards effective as at April 1, 2021.

4. Summary of Significant Accounting Judgments and Estimates

The preparation of the interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements and related notes at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the affected asset or liability in the future.

There were no significant changes in the significant accounting judgments, estimates, and assumptions used by the Group.

5. Fair Value Measurement

Financial Instruments
The fair value of financial instruments traded in active market at the reporting date is based on their quoted market price. For all other financial instruments not listed in an active market, the fair value is determined by using appropriate techniques or comparison to similar instruments for which market observable price exists.

Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instruments or based on a valuation technique, the Group recognizes the difference between the transaction price and the fair value in the consolidated statements of income unless it qualifies for recognition as some other type of asset.

Set out below is the comparison of fair value and carrying value by category of financial assets and liabilities at the end of the reporting period.

	Quarter ending June 30, 2021		FY ending March 31, 2021	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Loans and receivables				
Cash	**12,808,611**	**12,808,611**	11,259,058	11,259,058
Financial assets at FVOCI	**57,233,000**	**57,233,000**	57,233,000	57,233,000
Other financial liabilities				
Accounts payable and accrued expenses	**3,823,089**	**3,823,089**	4,470,400	4,470,400
Bank loans	**47,000,000**	**47,000,000**	50,000,000	50,000,000
Deposits	**19,992,172**	**19,992,172**	22,130,199	22,130,199

Fair values were determined as follows:

- *Cash and accounts payable and accrued expenses*– The fair values are approximately the carrying amounts at initial recognition due to their short-term nature.

- *Financial asset at fair value through other comprehensive income* – The fair value of investments that are actively traded in organized markets is determined by reference to quoted market bid prices at the close of business on reporting date.

- *Bank loans* – The fair value of the loans payable is determined by discounting the principal using the market rate of 4.25%.

- *Deposits* - The fair value of deposits approximates the carrying value as at year end.

6. Financial Instruments, Risk Management Objectives and Policies

The main risks arising from the Company's financial instruments are liquidity risk, credit risk, and market risk. Risk management policies are summarized below.

Liquidity Risk
Liquidity or funding risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from either the inability to sell financial assets quickly at their fair values; or counterparty failing on repayment of a contractual obligation; or inability to generate cash inflows as anticipated.

Liquidity risk is a risk due to uncertain liquidity. An institution may suffer liquidity problem when its credit rating falls. The Group is also exposed to liquidity risk if markets on which it depends on are subject to loss of liquidity.

The Group manages its liquidity profile to: a) ensure that adequate funding is available at all times; b) meet commitments as they arise without incurring unnecessary costs; c) be able to access funding when needed at the least possible cost, and d) maintain an adequate time spread of financial maturities.

The table below summarizes the maturity profile of the Group's financial liabilities at June 30, 2021 and March 31, 2021 based on contractual undiscounted payments:

June 30, 2020	On demand	Not later than one month	Later than 1 month & not later than 1 3 months	Later than 3 month & not later than 1 l year	No fixed payment period	Total
Accounts payable and accrued expenses	3,823,089	-	-	-	-	P 3,823,089
Bank loans	-	-	-	47,000,000	-	47,000,000
Deposits	-	-	-		19,992,172	19,992,172
Due to related parties	-	-	-	-	814,538,189	814,538,189
	P 3,823,089	-	-	P 47,000,000	P 834,530,361	P 885,353,450

FY March 31, 2021	On demand	Not later than one month	Later than 1 month & not later than 1 3 months	Later than 3 month & not later than 1 I year	No fixed payment period	Total
Accounts payable and accrued expenses	P 4,470,400	-	-	-	-	P 4,470,400
Bank loans	-	-	-	50,000,000	-	50,000,000
Deposits	-	-	-	-	22,130,199	22,130,199
Due to related parties	-	-	-	-	803,095,213	803,095,213
	P 4,470,400	-	-	P 50,000,000	P 825,225,412	P 879,695,812

Credit Risk
Credit risk is risk due to uncertainty in a counterparty's (also called an obligor) ability to meet its obligation.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statements of financial position (or in the detailed analysis provided in the notes to consolidated financial statements). Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The table below shows the gross maximum exposure to credit risk of the Group as of June 30, 2021 and March 31, 2021. Net maximum exposure is the effect after considering collaterals and other credit enhancements.

	Gross maximum exposure	
	June 30, 2021	FY March 2021
Cash and cash equivalents	**P 12,808,611**	P 11,259,058
Trade receivables	**4,415,264**	4,979,948
Financial assets at FV through OCI	**57,233,000**	57,233,000
	P 74,456,875	P 73,472,006

The credit quality of the Group's assets as of June 30, 2021 and March 31, 2021 is as follows:

	Neither past due nor impaired				
June 30, 2020	**High grade**	**Standard grade**	**Past due but not impaired**	**Past due and impaired**	**Total**
Cash and cash equivalents	**12,808,611**	**-**	**-**	**-**	**P 12,808,611**
Trade receivables		**4,415,264**			**4,415,264**
FVOCI financial assets	**-**	**57,233,000**	**-**	**-**	**57,233,000**
	P 12,808,611	**P 61,648,264**	**P -**	**P -**	**P 74,456,875**

	Neither past due nor impaired				
FY March 31, 2021	High grade	Standard grade	Past due but not impaired	Past due and impaired	Total
Cash and cash equivalents	11,259,058	-	-	-	P 11,259,058
Trade receivables		4,979,948			4,979,948
FVOCI financial assets	-	57,233,000	-	-	57,233,000
	P 11,259,058	P 62,212,948	P -	P -	P 73,472,006

High grade cash and cash equivalents are short-term placements placed, invested, or deposited in banks belonging to the top banks in the Philippines in terms of resources and profitability.

Standard grade accounts are active accounts with propensity of deteriorating to mid-range age buckets. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

Market Risk

Market risk is the risk of change in fair value of financial instrument from fluctuation in foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

Market risk represents what the Group would lose from price volatilities. Market risk can be measured as the potential gain or loss in a position or portfolio that is associated with a price movement of a given probability over a specified time horizon.

The Group manages market risk by evenly distributing capital among investment instruments in different financial institution.

Price Risk

The Group's price risk exposure at year-end relates to financial asset whose value fluctuates as a result of changes in market price, principally, Investment in financial asset . The impact on the Group's equity excludes the impact of transactions affecting profit or loss since financial instrument carried at fair value are classified as Investment in financial asset securities.

Capital Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the dividends paid to shareholders or issue new shares.

The capital structure of the Group consists of issued share capital and additional paid-in capital.

The financial ratio at the year end, which is within the acceptable range of the Group, is as follows:

		June 30, 2021		FY March 31, 2021
Equity	**P**	**2,142,483,683**	P	2,143,209,820
Total assets		**3,742,793,983**		3,737,114,412
Ratio		**0.57**		0.57

7. Cash

Cash accounts with the banks generally earn interest at rates based on prevailing bank deposit rates. Cash in bank amounted to P12,808,611 and P11,259,058 as of June 30, 2021 and March 31, 2021, respectively.

8. Trade Receivables

Trade receivables represents receivables from sale of aggregates amounting to P4,415,264 as at June 30, 2021 and P4,979,948 as at March 31, 2021. Current portion of the receivable is P2,423,460 and one (1) to sixty (60) days overdue is P1,991,804.

9. Inventories

This account consist of the following:

		June 2021		FY March 2021
Stockpile inventory	**P**	**9,009,253**		7,643,590
Unused production supplies		**389,712**		389,712
	P	**9,398,965**	P	8,033,302

10. Other Current Assets

The composition of this account is as follows:

		June 2021		FY March 2021
Input taxes	**P**	**709,687**	P	1,083,227
Deposits		**1,082,646**		1,541,767
Prepaid taxes		**5,633,003**		6,198,720
	P	**7,425,336**	P	8,823,714

11. Non-Current Assets Held for Sale

The movements of this account are as follows:

		FY March 2021
Balance at the beginning of the year	P	99,298,000
Assets sold during the year		(75,892,857)
Impairment loss		(3,405,143)
Re-classification from investment property		(20,000,000)
	P	-

Details of transactions is as follows:

a. In 2019, the Company entered into contract to sell for the sale of investment properties located in Pampanga, previously classified as *Investment property* with carrying value of ₱99.3 million. The contract price is payable over the period of 9 months.

Consistent with the reclassification from investment property to Non-current asset held for sale, the related liability therefrom was credited to *Liability portion of the Non-current asset held for sale* amounting to ₱31.6 million in 2020. This liability pertains to the advance payment of the buyer in accordance with the sale agreement.

The sale was completed in 2021.

b. In 2012, the Company entered into various contract to sell for the sale of its condominium units classified as investment properties. The contract price is payable in equal monthly installments over a period of 10 years. During 2020, the sale was completed after certain terms was renegotiated of which ₱6,160,715 was reclassified back to Investment property.

12. Financial Asset at Fair Value through Other Comprehensive Income

The composition of this account is as follows:

Listed shares of stock	**P**	**1,333,000**
Unlisted shares of stock		**55,900,000**
	P	**57,233,000**

Listed and unlisted shares comprise the investment in Transpacific Broadband Group International, Inc. (TBGI), a publicly listed company in the Philippine Stock Exchange. Fair values were determined thru the published price from Philippine Stock Exchange.

13. Investments in Associates - net

This account consists of the following:

		June 2021		FY March 2021
Cost:				
Beginning of the year				
ATN Phils Solar Energy Group	**P**	**865,080,120**	P	865,080,120
Mariestad Mining Corp.		**11,306,000**		11,306,000
	P	**876,386,120**	P	876,386,120
Additions during the year (ATN Solar)		**-**		-
		876,386,120		876,386,120
Equity in net losses				
Beginning of the year		**(13,221,345)**		(12,865,287)
Current year		**(229,847)**		(356,058)
		(13,451,192)		(13,221,345)
Total		**862,934,928**		863,164,775
Allowance for impairment		**(11,306,000)**		(11,306,000)
	P	**851,628,928**	P	851,858,775

ATN Solar
ATN Solar is a grantee of a 25-year Renewable Energy Contract (*service contract*) with the Department of Energy (DOE) under Republic Act 9513 (*the RA*). The service contract grants ATN Solar the exclusive right to explore develop and utilize the solar energy source within Rodriguez, Rizal, as its contract area. More specifically, the contract includes setting up a 30 MW Solar PV Project (*the Solar Project*). The solar project is expected to generate a gross capacity of 33 MW peak of direct current and 30 MW of alternating current to be distributed within Metro Manila with projected revenue of P540 Million per year for the next 25 years.

In the of process setting up the foundation, PV mounting frames and modules and other land developments, the Company have identified the quality of rocks and boulders at the project site to be of commercial use. The Company then under took the production of aggregates.

MMC
In 2007, the Company entered into an investment agreement with MMC to participate in the extraction of manganese ores in the former's mining site. The Company's participation is in the form of providing financial resources to undertake the mining operations. The Company has financed a total of P7 million that is equivalent to 25% equity interest in MMC. Due to the non-commencement of mining operation, the Company provided a full impairment loss on its investment in MMC. Furthermore, there were no recent financial information available for MMC.

14. Investment Properties

The composition of this account as follows:

Land	**P**	**8,166,410**
Condominium units		**284,554,278**
Parking slots		**26,350,000**
Townhouses		**22,953,001**
	P	**342,023,689**

Investment properties consist of land, condominium units, parking lots, townhouses and commercial building.

The movement of this account is as follows:

		June 2021		FY March 2021
Balance at the beginning of the year	**P**	**342,023,589**	P	2,673,343,345
Additions arising from:				
Land improvements				7,623,850
Reclassifications:				
to Property and equipment				(2,358,943,606)
from NCA-held for sale		**-**		20,000,000
	P	**342,023,589**	P	342,023,589

15. Property and Equipment

Property and equipment consists of:

June 30, 2020		Land and mine site Improvements		Machineries & equioment		Office Furniture & improvements		Transportation Equipment		Right-of-use assets		Total
Cost												
At April 1, 2020		**2,358,943,606**		**47,025,758**	**P**	**6,331,055**	**P**	**2,641,072**	**P**	**5,238,392**	**P**	**2,420,179,883**
Addition						**-**				**-**		**-**
Reclassification		**-**				**-**		**-**		**-**		**-**
At April 1, 2020		**2,358,943,606**		**47,025,758**		**6,331,055**		**2,641,072**		**5,238,392**		**2,420,179,883**
Accumulated depreciation												
At April 1, 2020		**13,421**		**470,258**		**6,125,755**		**2,341,072**		**2,145,087**		**11,095,593**
Provisions		**26,842**		**940,516**		**17,900**				**334,693**		**1,319,951**
At April 1, 2020		**40,263**		**1,410,774**		**6,143,655**		**2,341,072**		**2,479,780**		**12,415,544**
Carrying value												
At April 1, 2020	**P**	**2,358,903,343**	**P**	**45,614,984**	**P**	**187,400**	**P**	**300,000**	**P**	**2,758,612**	**P**	**2,407,764,339**

FY March 31, 2021		Land and mine site Improvements		Machineries & equioment		Office Furniture & improvements		Transportation Equipment		Right-of-use assets		Total
Cost												
At April 1, 2020		-		-	P	6,331,055	P	2,641,072	P	5,238,392	P	14,210,519
Addition				47,025,758		-				-		47,025,758
Reclassification		2,358,943,606				-		-		-		2,358,943,606
At April 1, 2020		2,358,943,606		47,025,758		6,331,055		2,641,072		5,238,392		2,420,179,883
Accumulated depreciation												
At April 1, 2020		-		-		6,089,954		2,287,536		1,122,024		9,499,514
Provisions		13,421		470,258		35,801		53,536		1,023,063		1,596,079
At April 1, 2020		13,421		470,258		6,125,755		2,341,072		2,145,087		11,095,593
Carrying value												
At April 1, 2020	P	2,358,930,185	P	46,555,500	P	205,300	P	300,000	P	3,093,305	P	2,409,084,290

To prepare the site for quarry operation, the Group incurs stripping costs. These costs are incurred in the development phase which are capitalized as part of constructing the quarry site and subsequently amortized over its useful life using the unit-of-production method. The capitalization of stripping costs ceases when the quarry site is ready for production. Stripping cost is included as part of Land and mine site improvements. totaling ₱85.3 million in 2021.

Machineries and equipment in 2021 represent the purchase price including freight and insurance charges for the acquisition of stone and hydraulic cone crusher totaling ₱47 million. This machinery is used for the production of rock aggregates.

16. Accounts Payable and Accrued Expenses

This account consists of the following:

		June 2021		FY March 2021
Taxes payable	**P**	**2,985,000**	P	2,985,000
Trade		**838,089**		1,328,903
Other current liabilities		**-**		156,497
	P	**3,823,089**	P	4,470,400

Terms and conditions of the above financial liabilities are as follows:
- Tax payable pertains to the aggregate amount of taxes payable on sale of unlisted shares;
- Trade payables are noninterest-bearing and are normally settled on a 90-day term;
- Other current liabilities includes unearned rental income and expanded withholding taxes

17. Short-term Loans

Short-term loans represents loans from China Banking Corporation (CBC) amounting to P47 million as of June 30, 2021.

The Parent Company has an omnibus line with CBC for a maximum amount of P50 million. The total line of P50M was availed at various date during June 2019 to March 2020. Interest is re-priced every month ranging from 4.75% to 5.00%. The loan has a term of 360 days and is collateralized by a condominium unit in Summit One Tower.

18. Deposits

This account represents deposit on operating leases which is made in compliance with the existing leasing agreement with the lessee. The amount is refundable at the expiration of lease contracts.

19. Equity

Share capital
Component of share capital is as follows:

	Authorized share capital		Subscribed and paid	
Title of Issue	Number of shares	Amount	Number of shares	Amount
Common				
Class A	4,200,000,000	P 420,000,000	3,700,000,000	P 370,000,000
Class B	2,800,000,000	280,000,000	800,000,000	80,000,000
Preferred	5,000,000,000	500,000,000	-	
	12,000,000,000	P1,200,000,000	4,500,000,000	P 450,000,000

In accordance with the Articles of Incorporation, certain restrictions have been imposed regarding issuance and transfer of share capital as follows:

- Class “A” common shares are to be issued only to citizens of the Philippines or to partnership, association or corporation organized under the laws of the Philippines.

- Class “B” common shares are to be issued to any person subject to the required foreign ownership limitation under the laws of the Philippines.

- Preferred shares have the following features, rights and privileges:
  (i) Preferred shares are cumulative, non-participating and non-voting;
  (ii) The dividend rate is based on a formula determined by the BOD, re-prized every 5 years, 7 years, or 10 years
  (iii) The dividend is payable quarterly on each anniversary of issue date
  (iv) Holders of preferred shares have preference over holders of common shares;
  (v) Mandatory redemption on the 5^{th}, 7^{th} and 10^{th} year anniversary from issuance.

During the annual stockholders meeting held on November 14, 2019, the stockholders approved the increase in authorized capital from 12 billion shares to 24 billion shares both with par value of P0.10. The required subscription will be satisfied thru conversion of advances from stockholders totaling P632 million at a pre-determined subscription price. As of August 12, 2020 the application for increase in capital is still pending with the Securities and Exchange Commission.

Unrealized loss on fair value through other comprehensive income/Available-for-sale securities

The movement of this account is as follows:

	June 2021	FY March 2021
Balance at the beginning of the year	**32,617,515**	(3,103,863)
Changes in fair value - net of deferred tax	**-**	35,721,378
	32,617,515	32,617,515

20. Cost of Sales and Services

The breakdown of this account is as follows:

		June 2021		**June 2020**
Cost of aggregates sold	**P**	**2,543,988**	P	-
Direct cost on real estate leasing		**514,435**		501,844
	P	**3,058,423**	P	17,000,000

21. Administrative Expenses

The breakdown of this account is as follows:

		June 2021		June 2020
Communication and association dues	**P**	**1,466,055**	P	1,128,669
Depreciation and amortization		**379,435**		854,638
Salaries, wages and benefits		**1,209,979**		636,113
Professional fees		**497,000**		451,427
Taxes, licenses and permits		**100,656**		222,703
Rent		**212,566**		220,855
Security services		**122,857**		115,590
Office supplies and printing		**85,335**		88,377
Transportation and travel		**117,214**		68,284
Representation		**96,317**		53,950
Insurance		**67,327**		24,135
Miscellaneous		**403,378**		798,294
	P	**4,758,119**	P	4,663,035

22. Related Party Transactions

Transactions, year-end balances and terms and conditions with related parties are as follows:

(i) Due from related parties

Related parties	June 30, 2021 Beginning balance	Availment	Collection	Ending balance
Associates				
ATN Phils. Solar Energy Group Inc.	**P 27,718,636**	**8,094,472.00**	**-**	**P 35,813,108**
Companies under common control				
Transpacific Broadband Group Int;l Inc.	**16,100,000**	**-**	**1,817,257**	**14,282,743**
Sierra Madre Consolidated Mines	**11,756,000**	**-**	**-**	**11,756,000**
Stockholders	**-**	**-**	**-**	**-**
	55,574,636	**8,094,472**	**1,817,257**	**61,851,851**
Allowance for ECL	**11,756,000**	**-**	**-**	**11,756,000**
	P 43,818,636	**P -**	**P 1,817,257**	**P 50,095,851**

Related Parties	FY March 31, 2021 Beginning balance	Availment	Collection	Ending balance
Associates				
ATN Phils. Solar Energy Group Inc.	P 3,794,831	P 23,923,805	-	P 27,718,636
Companies under common control				
Transpacific Broadband Group Int;l Inc.	13,100,000	16,100,000	13,100,000	16,100,000
Sierra Madre Consolidated Mines	11,756,000	-	-	11,756,000
Stockholders	2,560,677	-	2,560,677	-
	31,211,508	40,023,805	15,660,677	55,574,636
Allowance for ECL	11,756,000	-	-	11,756,000
	P 19,455,508	P 40,023,805	P 15,660,677	P 43,818,636

There were no provisions for ECL during 2020 and 2019 covering Due from related parties.

(ii) Due to related parties

Related parties	June 30, 2021 Beginning balance	Availment	Collection	Ending balance
Companies under common control				
Unipage Management Inc.	**236,794,597**	**63,595,616**		**300,390,213**
Transpacific Broadband Group Int'l Inc.	**634,237**		**634,237**	**-**
Stockholders	**565,666,379**		**51,518,403**	**514,147,976**
	P 803,095,213	**P 63,595,616**	**P 52,152,640**	**P 814,538,189**

Due to related parties	FY March 31, 2021 Beginning balance	Availment	Collection	Ending balance
Companies under common control				
Unipage Management Inc.	P 180,845,525	55,949,072	-	P 236,794,597
Transpacific Broadband Group Int'l Inc.	1,705,810	-	1,071,573	634,237
Stockholders	510,364,736	55,301,643	-	565,666,379
	P 692,916,071	P 111,250,715	P 1,071,573	P 803,095,213

The details of subsidiaries' accounts that were eliminated in the process of consolidation are as follows:

		June 2021		FY March 2021
AHCDC	**P**	**11,707,392**	P	10,768,677
MCPI		**8,642,328**		8,542,328
PLDI		**30,026,965**		30,386,720
	P	**50,376,685**	P	49,697,725

The Group did not recognize any key management compensation nor provided any stock options and bonuses as of June 30, 2021 and for the fiscal years ended March 31, 2021.

23. Earnings (Loss) per Share

Earnings per share is computed by dividing the income for the period by the weighted average number of common shares as follows:

	June 2021	June 2020
Earnings	**(726,137)**	(1,592,759)
Divided by :		
Weighted Average Shares	**4,500,000,000**	4,500,000,000
Earning per share	**(0.000)**	**(0.000)**

24. Segment Information

For management reporting purposes, the Group is divided into two (2) reportable segments as consisting of the (i) Real estate leasing and (ii) Aggregates which is involve in the production and selling of rock aggregates. The latter being introduced only in 2021.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating profit or loss in the consolidated financial statements.

Segment information for the reportable segment is shown in the following table:

As of June 2021

	Real estate leasing	**Aggregates**	**Non-segment items**	**Total**
Revenues	**4,600,062**	**3,616,523**	**5,083**	**8,221,668**
Cost and expenses	**514,435**	**2,543,987**	**-**	**3,058,422**
Segment results				**-**
Segment assets	**247,085,569**	**77,080,708**		**324,166,277**
Segment liabilities	**787,803,714**	**791,782,534**		**1,579,586,248**
Non-cash expenses				**-**
Depreciation	**379,434**	**940,516**		**1,319,950**

As of June 2020

	Real estate leasing	Non-segment items	Total
Revenues	5,137,613	7,889	5,145,502
Cost and expenses	501,844	-	501,844
Segment results			-
Segment assets	2,819,380,560		2,819,380,560
Segment liabilities	35,251,312		35,251,312
Non-cash expenses			-
Depreciation	854,638		854,638

25. Events after Reporting Date

COVID -19 Pandemic
On March 11, 2020, the World Health Organization declared a global pandemic as a result of increasing number of COVID-19 cases worldwide. This was followed by the President of Philippines' issuance of Presidential Proclamation Order No. 929 declaring a State of Calamity in the Country from the COVID-19 outbreak. These events resulted to a slowdown in the Philippine economy as lockdowns and quarantine measures were put in place. While the financial impact is considered a non-adjusting event, the effect on the Group's operations and financial performance, however, cannot be reasonably determined as at June 30, 2021. The Company believes that it can remain on a going concern when the State of Calamity is lifted.

26. Other SEC requirements

Disclosures on the issuer's interim financial report, in compliance with Philippine Financial Reporting Standards:

1. There is no seasonality or cyclicality of interim operations.
2. There is no item that has unusual effect on asset, liabilities, equity, net income and cash flows.
3. There is no change in the nature and amounts reported in prior interim periods of the current financial year or prior financial year.
4. There is no issuance, repurchase nor repayment of debt and equity securities during the interim period.
5. There is no dividend paid for ordinary or other shares.
6. There is no material event subsequent to the end of the interim period that has not been reflected in the financial statements.
7. There is no change in the composition of the issuer such as business combination, acquisition, disposal of subsidiary and long-term investment, and restructuring during the interim period.
8. There is no change in contingent assets or contingent liabilities since the last annual balance sheet date.
9. There is no seasonal effect that had material effect on financial condition or result of operation.

Item 2. Management's Discussion and Analysis of Operation

(B) Interim Periods

The company and its three majority-owned subsidiaries use current ratio and debt to equity ratio to measure liquidity, and gross profit margin and net income to sales ratio as key performance indicators. Current ratio is calculated using current accounts cash, marketable securities, receivables, accounts payable, income tax payable and other liabilities maturing in one year. Debt to equity ratio is derived from division of total debt by total amount of stockholders' equity. Profit margin is computed based on ratio of income from operation (before financing charges and other income/loss) to total revenues.

The company uses past year performance as basis for expected results in current year. With the bulk of its business in real estate, the company has no productivity program. It adopts a prudent policy of matching expenditures with revenues to keep current accounts position in balance

The following are 7 (seven) key performance and financial soundness indicators of the company:

Current Ratio	Calculated ratio of current assets into current liabilities. Indicates the ability of the company to finance current operations without need for long term capital
Debt-to Equity Ratio	Calculated ratio of total debt into total equity. Indicates the level of indebtedness of the company in relation to buffer funds provided by equity against any operating losses. Also indicates the capacity of the company to absorb or take in more debt.
Asset-to-Equity Ratio	Calculated ratio of total asset into total equity. Indicates the long-term or future solvency position or general financial strength of the company.
Interest Rate Coverage Ratio	Calculated ratio of earnings before interest and taxes into interest expenses. Indicates the ability to meet its interest payments.
Gross profit Margin	Calculated ratio expressed in percentage of the gross margin into total revenues. Indicates the ability of the company to generate margin sufficient to cover administrative charges, financing charges and provide income for the stockholders.
EBITDA	Calculated earnings before income tax, and non-cash charges. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses.
Net Income to Sales Ratio, and Earnings per Share	Calculated ratio of net income into total revenues. Indicates the efficiency of the company in generating revenues in excess of cash operating expenses and non-cash charges, and the ability of the company to declare dividends for stockholders.

	ATN Holdings (Consolidated)		Palladian Land		Advanced Home		Managed Care	
	June 2021	June 2020	June 2021	June 2020	June 2021	June 2020	June 2021	June 2020
Current Ratio	0.67	1.13	20	2.00	-	0.05	-	0.03
Debt to Equity Ratio	0.75	0.75	0.40	0.43	3.39	3.26	1.6	1.6
Asset to Equity Ratio	1.75	1.75	1.40	1.43	4.39	4.26	0.62	0.62
Interest Rate Coverage R	0.21	0.23	-	0.81	-	-	-	-
Gross Profit Margin	63%	90%	88%	90%	-	-	-	-
EBITDA	-PhP277,805	-PhP645,406	PhP10,661	PhP636,408	-PhP101,450	-PhP130,152	-PhP101,580	-PhP266,742
Net Income to Sales Ratic	-9%	-31%	9%	-3%	-	-	-	-
Net Income (loss)	-PhP726,137	-PhP1,592,759	-PhP390,094	-PhP168,082	-PhP101,450	-PhP130,152	-PhP101,580	-PhP266,742

On a consolidated basis, ATN accounts that changed by more than 5% compared to quarter ending June 30, 2021 financial statements are as follows:

1. Cash and cash equivalent increased to Php12.8 million from Php12.2 million (13%).
2. Trade receivables decreased to Php4.4 million from Php4.9 million (-11%)
3. Inventories increased to Php9.39 million from Php8.03 million (17%)
4. Other current assets decreased to Php7.4 million from Php8.8 million (-15%)
5. Due from related parties increased to Php50 million from Php43 million (14%)
6. Accounts payable and accrued expenses decreased to Php3.8 million from Php4.4 million (-14%)
7. Short-term Interest bearing loans decreased to Php47 million from Php50 million (-6%).
8. Deposits decreased to Php19.9 million from Php21 million (-6%)

9. Total revenue increased as of June 30, 2021 to Php8.2 million compared to P5 million as of June 30, 2020 (59%).
10. Cost of sales and services increased as of June 30, 2021 to Php3 million compared to Php500 thousand as of June 30, 2020 due to sale of aggregates (509%)
11. Administrative expenses almost the same from Php4.6 million in June 2020 compared to Php4.7million in June 2021.. The following are the accounts with more than 5% change:
    a. Increased in communication and dues by Php337 thousand (29%)
    b. Decrease in depreciation and amortization by Php475 thousand (-55%)
    c. Increased in salaries and wages by Php573 thousand (90%)
    d. Increase in professional fees by Php45 thousand (10%).
    e. Decreased in taxes and licenses by Php122 thousand (-54%)
    f. Increased in security services by Php7 thousand (6%)
    g. Increased in transportation and travel by Php48 thousand (71%)
    h. Increase in insurance by Php43 thousand (178%)

Corporate Development

The ATN Group subscribed 690 million shares and paid-up of 650 million shares in ATN Solar Energy Group, Inc., (ATN Solar). ATN Solar is engaged in renewable energy generation and trade distribution of renewal energy equipment and accessories. ATN Solar secured a service contract from the Department of Energy for its 30-MW Rodriguez Solar Power Project on May 12, 2011 and a Certificate of Registration from the BOI for income tax holiday, which can be availed in the first seven years of operation.

With the company's sound financial condition, ATN can ride the Corona Virus 19 pandemic, given its low debt to equity ratio, and the low cash burn rate that had been deliberately structured to survive financial market stress. Hence there is no foreseeable event, which may have a material impact on its short-term liquidity, and no seasonal aspect had material effect on the financial condition of the Company's operation.

Improvements of real estate assets can be funded by borrowings and augmented by internally generated funds because of its large capacity to absorb debt relative to the value of its hard assets. To the best knowledge of Management there are no unusual or non-recurrent accounts that adversely affect the financial condition of the company five years going forward.

For the period ended 2019, MCPI has ceased its healthcare operation and sold a significant portion of its medical equipment. AHCDC and PLDI likewise ceased to actively sell its remaining real estate properties and were classified to investment properties as a result of change in recognition. The financial statements do not include any adjustment that might result from this uncertainty.

The company expects to continue its focus on its existing principal activities and actively pursue opportunities for investment in the construction materials supply business and renewable energy sectors in the Philippines.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Company : **ATN HOLDINGS, INC.**

Signature and Title :

PAUL B. SARIA
Principal Financial Officer
August 19, 2021

CELINIA FAELMOCA
Principal Accounting Officer
August 19, 2021

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Bonifacio Choa**, Filipino, of legal age and a resident of 118 Benavidez St. San Juan, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **ATN Holdings Inc.** and have been its independent director since November 2012.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Bon Mar Realty	President	1977 to present
Future Logic	President	1996 to present
Digital Isys Corporation	President	1998 to present

3. I posses all the qualifications and none of the disqualifications to serve as an Independent Director of **ATN Holdings, Inc.** as provided for in Section 38 of the Securities Regulation Code and its implemented Rules and Regulations and other SEC issuances.

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

5. 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.

6. I shall inform the corporate secretary of **ATN Holdings, Inc.** of any changes in the abovementioned information within five days from its occurrence.

Done, this ____ day of OCT 0 6 2021 at QUEZON CITY.

Bonifacio M. Choa

Bonifacio Choa
Affiant

SUBSCRIBED AND SWORN to before me this ____day of OCT 0 6 2021 at____________ ____________, affiant personally appeared before me and exhibited to me his/her Community Tax Certificate No. ____________ issued at ____________ on ____________.

Doc. No. 79;
Page No. 8;
Book No. XXVII
Series No. 2021

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC FOR QUEZON CITY
Dec. 31, 2022
2022
129-071-009
Quezon City

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Hyland Si**, Filipino, of legal age and office address at Rm 1005 Taipan Place, Emerald Avenue, Pasig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **ATN Holdings Inc.** and have been its independent director since November 2012.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Torque Builder, Inc.	Vice President	1979 to present

3. I posses all the qualifications and none of the disqualifications to serve as an Independent Director of **ATN Holdings, Inc.** as provided for in Section 38 of the Securities Regulation Code and its implemented Rules and Regulations and other SEC issuances.

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

5. 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.

6. I shall inform the corporate secretary of **ATN Holdings, Inc.**, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this ____ day of OCT 0 6 2021, at QUEZON CITY.

Hyland Si
Affiant

OCT 0 6 2021

SUBSCRIBED AND SWORN to before me this ____day of _______ at___________ __________________, affiant personally appeared before me and exhibited to me his/her Community Tax Certificate No. _____________ issued at _____________ on _________.

Doc. No. 72;
Page No. 8;
Book No. XXVI
Series No. 21

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Matter No. 204 June 21, 2021 to Dec. 31, 2022
IBP O.R. No. 13[illegible] MD 2021 & IBP O.R. No. 133076 MD 2022
PTR O.R. No. [illegible] Roll No. 35632 TIN# 129-871-009
[illegible] Quezon City
Address: [illegible] Harvard St., Cubao, Q.C.

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Paul C. Cheah**, Filipino, of legal age and a resident of Royal View Mansion, 242 Lt. Artiaga St., San Juan City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director nominee of **ATN Holdings Inc.**

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Axelum Resources Corp.	Vice President - Investor Relations	October 2019 - Present

3. I posses all the qualifications and none of the disqualifications to serve as an Independent Director of **ATN Holdings, Inc**. as provided for in Section 38 of the Securities Regulation Code and its implemented Rules and Regulations and other SEC issuances.

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

5. 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.

6. I shall inform the corporate secretary of **ATN Holdings Inc.** of any changes in the abovementioned information within five days from its occurrence.

Done, this ____ day of OCT 04 2021, at QUEZON CITY.

Paul C. Cheah
Affiant

OCT 04 2021

SUBSCRIBED AND SWORN to before me this ____day of ______ at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her Passport No. P6893065B issued at DFA NCR EAST on 02 June 2021.

Doc. No. 402;
Page No. 4;
Book No. XXV
Series No. 2021

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Matter No. 036 June 21, 2021 to Dec. 31, 2022
IBP O.R. No. ... MD 2022
PTR O.R. No. ... 71-008
... Quezon City
... Harvard St., Cubao, Q.C.

ATN HOLDINGS, INC.

9TH Floor Summit One Tower
530 Shaw Blvd. Mandaluyong City
Tel. Nos. 7717-0523 / 8404-0239

CERTIFICATION

I, PAUL B. SARIA, of legal age, Filipino, married and with office address at 9th Floor, Summit One Tower, 530 Shaw Boulevard, Mandaluyong City, being the Corporate Information Officer and Assistant Corporate Secretary of ATN Holdings, Inc. hereby certify that the following Executive Officers and Directors of the Corporation, for the year 2020-2021 are not employed as employee in any government agency.

Name	Designation	Name	Designation
Arsenio T. Ng	President & CEO	Twinie Kaye Ng	Director
Hilario T. Ng	Director & COO	Manuel Moje	Director
Santos L. Cejoco	Director & CCP	Bonifacio Choa	Independent Director
Leonides Respicio	Director & Corp. Secretary	Chee Choong Cheah	Independent Director
Sophie Miles Ng	Director	Hyland Si	Independent Director
Paul B. Saria	Director, CIO & Assistant Corporate Secretary		

Certified by:

Paul B. Saria
Assistant Corporate Secretary

ACKNOWLEDGMENT

SUBSCRIBED AND SWORN to before me this 6th day of October 2021, affiant Paul B. Saria exhibited to me his Driver's License No. N04-93-264992 and expires on December 15, 2021.

Doc. No. 84;
Page No. 9;
Book No. XXI;
Series of 2021.

ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Matter No. 204 June 21, 2021 to Dec. 31, 2022
IBP O.R. No. 132134 MD 2021 ... 173076 MD 2022
PTR O.R. No. 06951... 129-871-008
MCLE No. VI-002953... Quezon City
Address ...