

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended **31 December 2016**
2. Commission Identification Number **163671**
3. BIR Tax Identification No. **000-804-342-000**
4. Exact name of issuer as specified in its charter **PRIME ORION PHILIPPINES, INC.**
5. Province, country or other jurisdiction of incorporation or organization **Makati City, Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office and postal code
20/F LKG Tower, 6801 Ayala Avenue, Makati City 1226
8. Issuer's telephone number, including area code **(632) 884-1106**
9. Former name, former address and former fiscal year, if changed since last report: **Not Applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

As of 31 December 2016

<u>Title of each Class</u>	<u>Number of shares of common stock outstanding</u>
Common shares	4,896,455,183
<u>Amount of Debt Outstanding</u>	
Outstanding Loans (consolidated)	-0-

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

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange **Common**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [] No []

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

Yes [] No []

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Please see attached.

Item 2. Management Discussion and Analysis of Financial Condition and Results of Operations

Consolidated Results of Operations

For the second quarter of fiscal year 2017, Prime Orion Philippines, Inc. (“POPI” or “the Group”) reported a consolidated net income of P16.0 million compared to a net loss of P62.1 million last year. For the first half of fiscal year 2017, the Group reported a consolidated net income of P27.8 million compared to P432.0 million net income last year. Income last year was mainly attributable to the gain on sale of investment properties in Mandaue, Cebu City and Sto. Tomas, Batangas.

Consolidated Revenues during the quarter amounted to P186.6 million, down from P201.9 million last year. The decrease in revenues was attributable to lower specialty leasing revenue, however, such decrease was offset by the increase in insurance premiums and commissions. For the six-month period, Consolidated Revenues decreased by 34%, from P548.6 million to P360.4 million attributable to the sale of real estate last year.

During the quarter, Total Cost and Expenses decreased by 12% due to lower personnel as a result of the implementation of the redundancy program in October 2016. Underwriting Costs was higher by 29% due to higher claims and losses. On year-to-date, Total Cost and Expenses decreased by 33% attributed mainly to the cost of Sto Tomas property.

Tutuban Properties, Inc. (TPI)

TPI registered a net income of P23.8 million during the quarter compared to a net loss of P2.4 million for the same period last year. Revenues from mall operations decreased from P132.3 million to P115.8 million on account of lower income from rental. Operating expenses was lower due to the implementation of the redundancy program.

On year-to-date, TPI posted an income of P34.2 million compared to a net loss of P5.8 million for the same period last year. Revenue from regular retail spaces is at par with last year, however, revenue from specialty leasing revenue declined by 10% compared to last year. Cost and operating expenses decreased by 13%, from P242.9 million to P215.8 million due to lower personnel costs despite of higher cost of repairs and maintenance.

Lepanto Ceramics, Inc. (LCI)

LCI posted a net loss of P1.3 million, higher compared to same period last year’s net loss of P1.0 million. For the six-month period, LCI posted a net loss of P1.05 million compared to last year’s P10.6 million due to the increase in rental income from leasing warehouse spaces.

FLT Prime Insurance Corporation (FPIC)

During the quarter, FPIC reported a net loss of P0.6 million compared to last year’s net loss of P17.82 million. For the six-month period, FPIC recorded a positive bottom line of P1.85 million compared to a net loss of P20.5 million for the same period last year. This was on account of the 29% decrease in General and Administrative expenses.

Financial Condition

Total Assets of the Group recorded at P6.0 billion and P6.4 billion as of 31 December 2016 and 30 June 2016, respectively. Decrease in Cash and Cash equivalents was due to acquisition of property, plant and equipment and investment properties. Decrease in Available for Sale (AFS) Financial Assets was due to decline in market value of shares of stocks and redemption of investments in trust funds. Decrease in Receivables was due to collection of insurance receivables.

The decrease in Total Liabilities was mainly due to reclassification of Deposit for future stock subscription into Equity, Accounts Payable and Accrued Expenses decreased due to settlement of outstanding payables and adjustment made on the retirement benefits liability. Unrealized valuation loss on AFS financial assets represents decline in its market value as of the reporting period.

Financing Through Loans

As of 31 December 2016, the Group has no outstanding loan from any financial institution.

The top 5 Key Performance Indicators of the Group are as follows:

Ratios	Formula	31-Dec-16	31-Dec-15	30-Jun-16
Current Ratio	$\frac{\text{Current Assets}}{\text{Current liabilities}}$	5.74:1 4,398,910 / 765,941	5.87:1 3,243,928 / 552,914	2.11:1 5,151,148 / 2,442,755
Debt to Equity Ratio	$\frac{\text{Total Liabilities}}{\text{Equity}}$	0.35:1 1,556,478 / 4,403,411	0.46:1 1,436,819 / 3,159,984	1.08:1 3,310,070 / 3,072,465
Capital Adequacy Ratio	$\frac{\text{Equity}}{\text{Total Assets}}$	0.73:1 4,403,411 / 6,015,311	0.68:1 3,159,984 / 4,665,398	0.48:1 3,072,465 / 6,437,404
Book Value per Share	$\frac{\text{Equity}}{\text{Total \# of shares}}$	0.90 4,403,411 / 4,888,404	1.33 3,159,984 / 2,367,149	1.29 3,072,465 / 2,378,638
Income per Share	$\frac{\text{Net Income}}{\text{Total \# of Shares}}$	0.01 27,763 / 4,888,404	0.18 432,041 / 2,367,149	0.01 12,956 / 2,378,638

Current ratio shows the Group's ability to meet its short term financial obligation. As of 31 December 2016, the Group has P5.74 worth of current assets for every peso of current liabilities as compared to P2.11 as of 30 June 2016. The Group has sufficient current assets to support its current liabilities as of the period.

Debt to Equity ratio indicates the extent of the Group's debt which is covered by shareholders' fund. It reflects the relative position of the equity holders. The higher the ratio, the greater the risk being assumed by the creditors. A lower ratio generally indicates greater long term financial safety. Compared to 30 June 2016, debt to equity ratio improved by 67% as a result of the conversion of Deposit for future stock subscription to Equity.

Capital Adequacy Ratio is computed by dividing the Total Stockholders' Equity over Total Assets. It measures the financial strength of the Company. As of 31 December 2016, the Group's Capital Adequacy Ratio is 0.73 compared to last year's 0.48. Increase was attributable to the subscription of Ayala Land, Inc. during the period.

Book value per share measures the recoverable amount in the event of liquidation if assets are realized at book value. As of 31 December 2016, the Group has book value per share of P0.90, 30% lower compared to 30 June 2016.

Income per share is calculated by dividing net income by the weighted average number of shares issued and outstanding. As of 31 December 2016, the Group reported a P0.01 income per share as compared to P0.18 last year.

(i) Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries' liquidity increasing or decreasing in any material way.

(ii) Events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation

There are no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

(iii) Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures.

The Group's approved capital expenditure budget for Tutuban Center amounting to P550 million will be used to upgrade the mall's basic customer amenities, security features and building improvements.

(v) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales or revenues or income from continuing operations should be described.

There are no known trends, events or uncertainties that have material impact on net sale/revenues/income from continuing operation.

(vi) Any significant elements of income or loss that did not arise from the registrant's continuing operations.

The Group did not recognize income or loss during the period that did not arise from continuing operations.

(vii) Causes of Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%).

Causes of any material changes from period to period of FS is included in the Financial Condition.

(viii) Any seasonal aspects that had a material effect on the financial condition or results of operations.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

Breakdown on the contribution of POPI's subsidiaries (on a per type of business basis) to POPI's net income as provided below:

Parent Company (Holding Co.)	-60.14%
Real estate and property development	141.22%
Financial services	6.68%
Others	12.24%
	<u>100.00%</u>

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report on its behalf by the undersigned thereunto duly authorized.

Issuer:

PRIME ORION PHILIPPINES, INC.

By:


JUNE VEE D. MONTECLARO-NAVARRO
Corporate Secretary
Date: 16 February 2017


RHODORA ESTRELLA B. REVILLA
Chief Finance Officer
Date: 16 February 2017

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

**Unaudited Interim Consolidated Financial Statements
December 31, 2016 and June 30, 2016**

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands, Except Par Value and Number of Shares)

	UNAUDITED December 31, 2016	AUDITED June 30, 2016
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	P864,973	P1,306,884
Receivables (Note 5)	289,217	1,919,880
Inventories (Note 6)	8,738	8,836
Real estate held for sale and development (Note 7)	264,464	264,464
Amounts owed by related parties (Note 18)	1,448,518	52
Available-for-sale (AFS) financial assets (Note 8)	1,231,737	1,397,514
Financial assets at fair value through profit or loss (FVPL) (Note 9)	13,002	12,703
Other current assets (Note 10)	278,261	240,815
Total Current Assets	4,398,910	5,151,148
Noncurrent Assets		
Investment in associate (Note 11)	1,931	1,941
Investment properties (Note 12)	1,345,926	1,163,169
Property, plant and equipment (Note 13)	163,911	19,507
Software costs (Note 14)	7,632	6,216
Other noncurrent assets (Note 15)	97,001	95,423
Total Noncurrent Assets	1,616,401	1,286,256
TOTAL ASSETS	P6,015,311	P6,437,404
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Note 16)	P616,274	P895,143
Current portion of rental and other deposits (Note 17)	149,667	141,362
Deposit for future stock subscriptions	-	1,406,250
Total Current Liabilities	765,941	2,442,755
Noncurrent Liabilities		
Rental and other deposits – net of current portion (Note 17)	86,665	88,425
Retirement benefits liability (Note 21)	7,328	75,704
Deferred rent income	792	536
Deferred income tax liabilities – net	214,077	220,974
Subscriptions payable (Note 19)	481,675	481,675
Total Noncurrent Liabilities	790,537	867,314
Total Liabilities	1,556,478	3,310,070
Equity Attributable to Equity Holders of the Parent		
Capital stock - P1 par value		
Authorized - 7,500,000,000 shares		
Issued and subscribed - 4,888,403,748 shares (net of subscriptions receivable of P2,122,814 and P248,062 as at December 31, 2016 and June 30, 2016)	2,765,590	2,130,576
Additional paid-in capital	1,598,654	829,904
Equity reserves	27,469	27,469
Treasury shares	(21,916)	(21,916)
Revaluation increment on property, plant and equipment (Note 12)	237,011	237,011
Unrealized valuation gain (losses) on AFS financial assets	169,591	276,226
Loss on remeasurement of retirement benefit liability	(46,055)	(66,639)
Retained earnings (Deficit)	(326,932)	(340,166)
	4,403,412	3,072,465
Non-Controlling Interests	55,421	54,869
Total Equity	4,458,833	3,127,334
TOTAL LIABILITIES AND EQUITY	P6,015,311	P6,437,404

See accompanying Notes to Consolidated Financial Statements.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except Earnings Per Share)

	QUARTER ENDED		SIX MONTHS PERIOD	
	DECEMBER 31		ENDED DECEMBER 31	
	2016	2015	2016	2015
REVENUES				
Real estate sales	-	-	-	173,887
Rental	126,378	139,842	236,046	242,464
Insurance premiums and commissions	55,684	49,005	112,703	109,529
Gain on sale of AFS investments (Note 8)	(229)	3,854	21	4,021
Merchandise sales - net	172	748	344	2,005
Service income	543	4,530	4,371	8,749
Interest income on investments	3,551	3,367	5,859	6,584
Dividend income	464	600	1,110	1,377
	186,562	201,946	360,454	548,616
	-	-	-	-
COST AND EXPENSES				
Operating expenses (Note 20)	107,112	153,669	167,164	247,030
Cost of goods sold and services	83,423	81,783	157,708	146,340
Cost of real estate sold	-	-	-	143,704
Insurance underwriting deductions	52,087	40,460	93,403	89,483
	242,623	275,911	418,275	626,557
	-	-	-	-
OTHER INCOME (CHARGES)				
Others - net	50,980	2,831	55,415	4,173
Interest and others - net	8,574	690	19,580	1,298
Foreign exchange gains (losses) - net	(2)	9	1	78
Gain on sale of assets	1,045	8,212	2,861	504,917
Reversal of provision for inventory loss	0	1,597	133	1,597
Reversal of provision for probable losses on input vat	78	-	74	-
Unrealized gain (loss) on FVPL	308	(10)	300	(183)
Equity in net loss of an associate	(10)	-	(10)	-
	60,973	13,328	78,354	511,881
	181,649	262,583	339,921	114,676
	-	-	-	-
INCOME (LOSS) BEFORE INCOME TAX	4,913	(60,637)	20,533	433,940
PROVISION FOR (BENEFIT FROM) INCOME TAX	(11,058)	1,496	(7,229)	1,899
NET INCOME (LOSS)	15,971	(62,133)	27,763	432,041
ATTRIBUTABLE TO:				
Equity holders of the company	16,162	(59,148)	27,210	435,786
Noncontrolling interests	(191)	(2,985)	553	(3,745)
	15,971	(62,133)	27,763	432,041
EARNINGS (LOSS) PER SHARE (Note 22)				
Basic, for income for the period attributable to ordinary equity holders of the parent	0.003	(0.025)	0.006	0.182

See Accompanying Notes to Consolidated Financial Statements

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES**UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Amounts in Thousands)**

	QUARTER ENDED DECEMBER 31		SIX MONTHS PERIOD ENDED DECEMBER 31	
	2016	2015	2016	2015
NET INCOME (LOSS) FOR THE PERIOD	15,971	(62,133)	27,763	432,041
OTHER COMPREHENSIVE INCOME (LOSS)				
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent period:				
Unrealized valuation gain (loss) on AFS investments	(54,140)	43,713	(106,865)	(5,050)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	(38,169)	(18,419)	(79,102)	426,991
Total comprehensive income attributable to:				
Equity holders of the company	(37,978)	(19,438)	(82,329)	435,309
Noncontrolling interests	(191)	1,019	3,228	(8,318)
	(38,169)	(18,419)	(79,102)	426,991

See Accompanying Notes to Consolidated Financial Statements

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED DECEMBER 31, 2016 AND 2015

(Amounts in Thousands)

	Capital Stock	Additional Paid In Capital	Treasury Shares	Revaluation Increment on Property, Plant and Equipment	Equity Reserve - Share based	Unrealized Valuation Gain (Loss) on AFS Investments	Remeasurement Gain (loss) on Retirement Plans	Retained Earnings (Deficit)	Non- Controlling Interests	Total
Balances at June 30, 2015	2,069,912	829,904	(21,916)	244,622	-	2,066	(72,481)	(378,204)	72,340	2,746,243
Net income for the period	-	-	-	-	-	-	-	435,786	(3,745)	432,041
Other comprehensive income (loss):										
Unrealized valuation loss on AFS investments	-	-	-	-	-	(5,050)	-	-	-	(5,050)
Total Comprehensive income (loss)	-	-	-	-	-	(5,050)	-	-	-	(5,050)
Collection of subscription receivables	30,673									30,673
Share based payments					27,071					27,071
Unrealized gain transferred from equity to consolidated statement of income	-	-	-	-	-	(2,399)	-	-	-	(2,399)
Balances at December 31, 2015	2,100,585	829,904	(21,916)	244,622	27,071	(5,383)	(72,481)	57,582	68,595	3,228,579
Balances at June 30, 2016	2,130,576	829,904	(21,916)	237,012	27,469	276,226	(66,642)	(340,164)	54,869	3,127,334
Net loss for the period	-	-	-	-	-	-	-	27,210	553	27,763
Other comprehensive income (loss) for the period										
Actuarial gain (loss) recognized in OCI							6,608			6,608
Unrealized valuation loss on AFS investments	-	-	-	-	-	(106,865)	-	-	-	(106,865)
Total Comprehensive income (loss) for the period	-	-	-	-	-	(106,865)	6,608	-	-	(100,256)
Collection of subscription receivables	635,013	768,750	-	-	-	-	-	-	-	1,403,763
Transfer of loss on remeasurement of retirement benefi	-	-	-	-	-	-	13,977	(13,977)	-	-
Unrealized gain transferred from equity to consolidated statement of income	-	-	-	-	-	229	-	-	-	229
Balances at December 31, 2016	2,765,590	1,598,654	(21,916)	237,012	27,469	169,591	(46,056)	(326,932)	55,422	4,458,833

See accompanying Notes to Consolidated Financial Statements

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	SIX MONTHS ENDED DECEMBER 31	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	20,533	433,940
Adjustments for:		
Gain on sale of:		
AFS financial assets (Note 8)	(21)	(4,021)
Property, plant and equipment	(2,861)	(5,071)
FVPL investment	-	348
Investment property	-	(500,194)
Accounts written off	217	114
Share based expense	-	27,071
Provision for (reversal of) impairment losses on:		
Receivables (Note 5)	897	333
Inventories (Note 6)	(133)	(1,597)
Other current assets	(74)	6
Equity in net loss of an associate	10	-
Movement of retirement liability	(61,770)	9,277
Depreciation and amortization (Notes 12, 13, 14 and 22)	36,794	40,338
Interest income	(27,371)	(9,152)
Dividend income (Note 8)	(1,110)	(1,377)
Interest expense and bank charges	1,932	1,270
Unrealized foreign exchange losses (gains) - net	(1)	(78)
Operating income (loss) before working capital changes	(32,958)	(8,792)
Decrease (increase) in:		
Receivables	181,084	201,810
Inventories	231	2,340
Real estate held for sale and development	-	108,278
Other current assets	(30,142)	(8,166)
Increase (decrease) in:		
Accounts payable and accrued expenses	(285,506)	(265,046)
Rental and other deposits	6,545	7,833
Net cash flows from (used in) operations	(160,748)	38,258
Interest received	27,371	9,152
Interest paid	(1,932)	(1,270)
Net cash flows from (used in) in operating activities	(135,309)	46,140

(Forward)

SIX MONTHS ENDED DECEMBER 31

	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES		
Contributions to retirement fund	-	(29,997)
Proceeds from sale of:		
AFS financial assets	21	8,935
Property, plant and equipment	4,581	16,930
Investment properties	-	623,968
Acquisitions of:		
Investment properties (Note 12)	(214,773)	(6,623)
AFS financial assets (Note 8)	59,142	(305,482)
Software cost (Note 14)	(3,081)	(774)
Property, plant and equipment (Note 13)	(149,238)	(3,463)
Decrease (increase) in:		
Other noncurrent assets	(1,578)	9,113
Amounts owed by related parties	(0)	(48)
FVPL investments	(300)	(126)
Dividends received (Note 8)	1,110	1,377
Net cash flows used in investing activities	(304,116)	313,809
CASH FLOWS FROM FINANCING ACTIVITY		
Movement of additional paid-in capital	(12,500)	-
Collection of subscriptions receivable	10,013	30,673
Net cash flows from financing activities	(2,487)	30,673
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(441,911)	390,622
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,306,884	151,763
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD (Note 4)	864,973	542,385

See Accompanying Notes to Consolidated Financial Statements

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information and Status of Operations

Corporate Information

Prime Orion Philippines, Inc. (POPI; the “Parent Company”) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on May 19, 1989. The Parent Company’s registered office address is at 20th Floor LKG Tower, 6801 Ayala Avenue, Makati City. The Parent Company’s primary purpose is to acquire by purchase, exchange, assign, donate or otherwise, and to hold, own and use, for investment or otherwise and to sell, assign, transfer, exchange, lease, develop, mortgage, pledge, traffic, deal in and with, and otherwise operate, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, domestic or foreign.

Prime Orion Philippines, Inc. and its subsidiaries, collectively referred to as “the Group”, have principal business interests in holding companies, real estate and property development, financial services and distribution (see Note 21).

Status of Operations

On December 23, 2011, Lepanto Ceramics, Inc. (LCI), a wholly-owned subsidiary, filed a Petition for Rehabilitation (PR) to arrest LCI’s continuing financial losses for the past several years and to enable it to eventually meet its financial obligations to its creditors. After a series of court-approved amendments to the rehabilitation plan, on January 11, 2013, the rehabilitation receiver issued a Notice to Creditors that the pay-out of claims would commence on January 21, 2013.

On May 29, 2014, LCI filed a Motion for Termination of Rehabilitation Proceedings, stating that LCI has substantially accomplished the tasks and conditions of the amended and restated rehabilitation plan. On August 28, 2014, the court granted LCI’s Motion for Termination of Rehabilitation Proceedings and declared LCI’s successful rehabilitation.

Moreover, with the total lifting of the import safeguards for ceramic tiles beginning 2010, LCI suspended its manufacturing operations in 2012 and started renting out its warehouses in July 2014. In September 2016, the Board of Directors (BOD) and stockholders of LCI approved the amendment of LCI’s Articles of Incorporation (AOI), specifically, the change in its corporate name to Lepanto Development Corporation and change in its primary purpose to state that it can purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

In September 2012, certain property and equipment and investment properties of Tutuban Properties, Inc. (TPI; a wholly-owned subsidiary) were damaged by fire. FLT Prime Insurance Corporation (FPIC), the non-life insurance policy provider and also a majority-owned subsidiary of POPI, recognized the incident as a fire loss event. The insurance policy was substantially ceded by FPIC to third party reinsurers.

On April 1, 2015, TPI signed a Memorandum of Understanding (MOU) with the Department of Transportation and Communication (DOTC) and Philippine National Railways (PNR) to formalize the agreement to cooperate in the finalization and implementation of plans to North-South Railway Project (NSRP) within a period of six (6) months. The NSRP involves construction of the North Line (Bulacan to Tutuban) and South Line (Tutuban to Albay) with the transfer station located at Tutuban Center. In 2016, discussions on the implementation of the NSRP among DOTC, PNR and TPI are on-going.

On January 13, 2015, the Insurance Commission (IC) issued Circular No. 2015-02-A which provided clarification of the provisions of Sections 194, 197, 200 and 289 of the Amended Insurance Code to ensure the compliance with the minimum capitalization and net worth requirements by the insurance companies. The Parent Company is committed to infuse the necessary capital to comply with the IC's requirements for FPIC for 2015. While management is exploring various options, FPIC will continue to serve its portfolio of active insurance policies, the maturities of which range up to 2018.

On August 14, 2015, POPI entered into an agreement with Ayala Land, Inc. (ALI) whereby ALI will subscribe to 2,500,000,000 common shares of stock of POPI or 51.36% equity interest in POPI for a total consideration of ₱5.625 billion, subject to certain terms and conditions. In connection with the foregoing, on August 13, 2015, the BOD approved the amendment of POPI's AOI, specifically: (i) Article Sixth - to increase the number of its directors from seven (7) to nine (9); and (ii) Article Seventh - to increase its authorized capital stock from ₱2.40 billion (divided into 2.40 billion common shares at ₱1 par value) to ₱7.50 billion (divided into 7.50 billion common shares at ₱1 par value). On February 24, 2016, the Deed of Subscription between ALI and POPI was executed. As of June 30, 2016, the amount received for the subscription amounting to ₱1,406.25 million was presented as deposit for future stock subscription in the 2016 statement of financial position. The increase in POPI's authorized capital stock was approved by the SEC on July 4, 2016. As of 31 December 2016, ALI has subscribed to 2.5 billion shares, equivalent to 51.06% equity in POPI.

With the entry of ALI, the Group will be able to benefit from the expertise and resources of ALI and optimize the development of its property assets, especially the Tutuban Center, a commercial complex operated by TPI and located in Manila City. The Tutuban Center, which sits on a 20-hectare property, will be the location of the NSRP Transfer Station which will interconnect with the LRT 2 West Station.

As part of the rationalization of the Group's operations, on September 2, 2016, the BOD of Orion Property Development, Inc. (OPDI), a wholly-owned subsidiary, approved the closure of its land title services division. On the same date, the BOD of Orion Maxis Inc. (OMI) and Orion Solutions, Inc. (OSI) approved and authorized the dissolution and liquidation of OMI and OSI by shortening their corporate term up to December 31, 2016. Both OMI and OSI are wholly-owned subsidiaries of POPI. On September 5, 2016, the BOD of TPI approved the closure of its hotel and café operations.

On February 13, 2017, the Audit and Risk Management Committee approved and authorized the release of the accompanying unaudited interim consolidated financial statements of Prime Orion Philippines, Inc. and Subsidiaries as at December 31, 2016.

2. Basis of Preparation, Statement of Compliance, Basis of Consolidation and Summary of Significant Accounting and Financial Reporting Policies

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for AFS investments, land, land improvements, building and building improvements under “property, plant and equipment” which are carried at fair values. The consolidated financial statements are presented in Philippine peso, which is the Group’s functional and presentation currency. All values are rounded off to the nearest thousand (₱000) except when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries as at December 31, 2016 and June 30, 2016:

Subsidiaries	Nature of Business	Effective Percentage of Ownership	
		December 31, 2016	June 30, 2016
Real Estate, Property Development and Others:			
Orion Land Inc. (OLI) and Subsidiaries:			
OLI	Real Estate and Investment Holding Company	100%	100%
TPI and Subsidiaries:			
TPI (Note 1)	Real Estate, Mall Operations	100%	100%
TPI Holdings Corporation (TPIHC)	Investment Holding Company	100%	100%
OPDI and Subsidiaries:			
OPDI (Note 1)	Real Estate Development	100%	100%
Orion Beverage, Inc. (OBI) *	Manufacturing	100%	100%
LCI (Note 1)	Manufacturing and Distribution	100%	100%
Luck Hock Venture Holdings, Inc.*	Other Business Activities	60%	60%
Financial Services and Others:			
OE Holdings, Inc. (OEHI) and Subsidiaries:			
OEHI	Wholesale and Trading	100%	100%
OMI (Note 1)	Marketing and Administrative Services	100%	100%
ZHI Holdings, Inc. (ZHI)	Financial Holding Company	100%	100%
OIHPI	Financial Holding Company	100%	100%
FPIC (Note 1)	Non-Life Insurance Company	78.77%	78.77%
OSI (Note 1)	Management Information Technology Consultancy Services	100%	100%

* *Inactive*

All of the companies are incorporated and based in the Philippines.

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

The financial statements of the subsidiaries are prepared for the same accounting period as the Parent Company using uniform accounting policies. All significant intercompany transactions and balances between and among the Group, including intercompany profits and unrealized profits, have been eliminated in the consolidation.

Non-controlling interests represent the portion of profit or loss and net assets in the subsidiaries not held by the Group and are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from the equity holders of the parent.

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended PFRS, Philippine Accounting Standards (PAS), Philippine Interpretations based on International Financial Reporting Interpretations Committee (IFRIC) and improvements to PFRS which were adopted as at July 1, 2016.

- PAS 1, *Presentation of Financial Statements - Disclosure Initiative (Amendments)*
The amendments are intended to assist entities in applying judgment when meeting the presentation disclosure requirements in PFRS. The amendments include various clarifications in the presentation and disclosure of the amounts in the face of and in the notes to the financial statements.
- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization (Amendments)*
The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. These amendments are not expected to have any effect to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.
- PAS 16, *Property, Plant and Equipment*, and PAS 41, *Agriculture - Bearer Plants (Amendments)*
The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. These amendments are not expected to apply to the Group as the Group does not have any bearer plants.
- PAS 27, *Separate Financial Statements - Equity Method in Separate Financial Statements (Amendments)*
The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. These amendments will not have any effect on the Group's consolidated financial statements.

- PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception* (Amendments)

These amendments clarify that the exemption in PFRS 10 from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity that measures all of its subsidiaries at fair value and that only a subsidiary of an investment entity itself and that provides support services to the investment entity parent is consolidated. The amendments also allow an investor (that is not an investment entity and has an investment entity associate or joint venture), when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. These amendments are effective for annual periods beginning on or after January 1, 2016. These amendments will not have any effect on the Group's consolidated financial statements.

- PFRS 11, *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* (Amendments)

The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business (as defined by PFRS 3) must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments are not expected to have any effect to the Group.

- PFRS 14, *Regulatory Deferral Accounts*

PFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of PFRS. This standard is not expected to apply to the Group.

Annual Improvements to PFRSs (2012-2014 cycle)

The Annual Improvements to PFRSs (2012-2014 cycle) are effective for annual periods beginning on or after July 1, 2015 and are not expected to have a material effect to the Group. They include:

- PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*

The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.

- PFRS 7, *Financial Instruments: Disclosures - Servicing Contracts*

PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in

order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.

- *PFRS 7 - Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*

This amendment is applied retrospectively and clarifies that the disclosures on offsetting of financial assets and financial liabilities are not required in the condensed interim financial report unless they provide a significant update to the information reported in the most recent annual report.

- *PAS 19, Employee Benefits - Regional Market Issue Regarding Discount Rate*

This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

- *PAS 34, Interim Financial Reporting - Disclosure of Information 'Elsewhere in the Interim Financial Report'*

The amendment is applied retrospectively and clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report).

Future Changes in Accounting Policies

The Group will consider the effects on the Group's consolidated financial statements of the following future changes in accounting policies as these become effective and applicable in the future

Effective July 1, 2018:

- *PFRS 9, Financial Instruments*

- In July 2014, the IASB issued the final version of International Financial Reporting Standard (IFRS) 9, Financial Instruments. The new standard (renamed as PFRS 9) reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of PFRS 9 is permitted if the date of initial application is before February 1, 2015."

The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets but will have no effect on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the effect of adopting this standard.

- *IFRS 15, Revenue from Contracts with Customers*

IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an

amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Group is currently assessing the effect of IFRS 15 and plans to adopt the new standard on the required effective date once adopted locally.

Effective in July 1, 2019

- PFRS 16, *Leases*

PFRS 16, *Leases*, replaces PAS 17, the current standard for leases, and its related Interpretations.

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases in their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value.”

The new standard is effective for annual periods beginning on or after January 1, 2019. Entities may early adopt PFRS 16 but only if they have also adopted IFRS 15, *Revenue from Contracts with Customers*. When adopting IFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.

Effectivity Deferred

- PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investment 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 (2011) 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. The FRSC decided to postpone the original effective date of January 1, 2016 until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

The revised, amended and additional disclosures or accounting changes provided by the standards and interpretations will be included in the financial statements in the year of adoption, if applicable.

Summary of Significant Accounting and Financial Reporting Policies

Presentation of Financial Statements

The Group has elected to present two statements, a consolidated statement of income and a consolidated statement of comprehensive income, rather than a single consolidated statement of comprehensive income containing the two elements.

Financial Instruments - Initial Recognition

Financial instruments within the scope of PAS 39 are classified as financial assets and liabilities at FVPL, loans and receivables, AFS financial assets, financial liabilities or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial instruments at initial recognition.

All financial instruments are recognized initially at fair value plus transaction costs, except in the case of financial instruments recorded at FVPL.

As at December 31, 2016 and June 30, 2016, the Group's financial assets are in the nature of loans and receivables, financial assets at FVPL and AFS financial assets. The Group has no financial assets classified as HTM investments as at December 31, 2016 and June 30, 2016.

Purchases or sales of financial instruments that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date (i.e., the date that the Group commits to purchase or sell the asset).

Financial liabilities within the scope of PAS 39 are classified as financial liabilities at FVPL, as derivatives designated as hedging instruments in an effective hedge, or as other financial liabilities. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value and in the case of other financial liabilities, plus directly attributable transaction costs.

As at December 31, 2016 and June 30, 2016, the Group's financial liabilities are in the nature of other financial liabilities. As at December 31, 2016 and June 30, 2016, the Group has no financial liabilities classified as at FVPL and derivatives designated as hedging instruments in an effective hedge.

Financial Instruments - Subsequent Measurement

The subsequent measurement of financial instruments depends on their classification as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method, less impairment. 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 in interest income in the consolidated statement of income. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are impaired or derecognized. Loans and receivables are included in current assets if maturity is within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables include cash and cash equivalents, receivables, amounts owed by related parties and refundable deposits (included under "Other noncurrent assets"; see Notes 4, 5, 15 and 18).

AFS Financial Assets

AFS financial assets include equity and debt securities. AFS financial assets consist of investment in equity securities which are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are included in current assets if it is expected to be realized or disposed of within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

After initial recognition, AFS financial assets are subsequently measured at fair value with unrealized gains and losses recognized under OCI in the “Unrealized valuation gains (losses) on AFS financial assets” in the consolidated statement of changes in equity until the investment is derecognized, at which time the cumulative gain or loss is recognized in the consolidated statement of income, or the investment is determined to be impaired, when the cumulative loss is reclassified from equity to the consolidated statement of income as finance costs. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in, first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the EIR. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right of payment has been established. The losses arising from impairment of such investments are recognized in the consolidated statement of income.

The Group’s listed and nonlisted equity securities and quoted and unquoted debt securities are classified under this category (see Note 8).

Financial Assets at FVPL

Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition at FVPL. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PAS 39. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at FVPL are carried in the consolidated statement of financial position at fair value with changes in fair value recognized in the consolidated statement of income.

The Group evaluated its financial assets at FVPL (held for trading) whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management’s intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification to loans and receivables, AFS financial assets or HTM investments depends on the nature of the asset. This evaluation does not affect any financial assets designated at FVPL using the fair value option at designation.

The Group’s redeemable preference shares are classified under this category (see Note 9).

Other Financial Liabilities

After initial recognition, interest-bearing other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the amortization process.

The Group's financial liabilities include accounts payable and accrued expenses and rental and other deposits (see Notes 16 and 17).

Fair Value Measurement

The Group measures financial instruments, such as financial assets at FVPL, at fair value at each end of the reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at each end of the reporting period.

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business on the end of the reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow analysis or other valuation models.

For the purpose of fair value disclosures, the Group has determined the classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Impairment of Financial Assets

The Group assesses at each end of the reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial Assets Carried at Amortized Cost

For financial assets carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial assets original EIR. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Loans and receivables, together with the associated allowance, are written off when there is no realistic prospect of future recovery. Interest income continues to be recognized based in the original EIR. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets Carried at Fair Values

For AFS financial assets, the Group assesses at each end of the reporting period whether there is objective evidence that an investment is impaired. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs

for liquidity or in response to changes in the market conditions.

Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are included in current assets if it is expected to be realized or disposed of within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

After initial recognition, AFS financial assets are subsequently measured at fair value with unrealized gains and losses recognized as other comprehensive income in the “Unrealized valuation gains (losses) on AFS financial assets” in the consolidated statement of changes in equity until the financial asset is derecognized, at which time the cumulative gain or loss is recognized in consolidated statement of income, or the investment is determined to be impaired, when the cumulative loss is reclassified from equity to the consolidated statement of income in finance costs.

Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in, first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the EIR. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right of payment has been established. The losses arising from impairment of such financial assets are recognized in the consolidated statement of income.

Future interest income continues to be accrued based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. The interest income is recorded in the consolidated statement of income. If, in subsequent year, the fair value of a debt instrument increased and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument has been incurred, the amount of the loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Derecognition of Financial Instruments

Financial Assets

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

- the rights to receive cash flows from the asset have expired;
- 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) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its 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 all 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 asset is recognized to the extent of the Group's continuing involvement in the asset. 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.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged, 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 derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognized in the consolidated statement of income.

Offsetting of Financial Instruments

Financial assets and financial liabilities are only offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to set off the recognized amounts and the Group intends to either settle, on a net basis, or to realize the asset and settle the liabilities simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented at gross amounts in the consolidated statement of financial position.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). Costs incurred in bringing each product to its present location are accounted for as follows:

- Finished goods - direct materials, labor, and proportion of manufacturing overhead based on normal operating capacity but excluding borrowing costs.
- Factory supplies and spare parts - purchase cost on a moving-average method;

The NRV of finished goods is the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. NRV of factory supplies and spare parts is the current replacement cost. In determining NRV, the Group considers any adjustment necessary for obsolescence.

Real Estate Held for Sale and Development

Real estate held for sale and development is carried at the lower of cost and NRV. NRV is the selling price in the ordinary course of business less the costs of completion, marketing and distribution. Cost includes acquisition cost of the land plus development and improvement costs. Borrowing costs incurred on loans obtained to finance the improvements and developments of real estate held for sale and development are capitalized while development is in progress.

Other Current Assets

Other current assets consists creditable withholding taxes (CWTs), input value added tax (VAT), unclaimed claims for reserve fund and prepayments.

CWTs

CWTs represent taxes withheld by the Group's customer on sale of goods and services which are claimed against income tax due. The excess over tax payable is carried over in the succeeding period for the same purpose.

Input VAT

Input VAT represents VAT imposed on the Group by its suppliers for the purchase of domestic goods and/or services as required by Philippine taxation laws and regulations. Input VAT is presented as current asset.

Prepayments

Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepaid expenses are apportioned to expense over the period covered by the payment and charged to the appropriate expense accounts when incurred.

Investment in an Associate

The Group's investment in an associate is accounted for using the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in an associate is carried in the consolidated statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate.

When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The Group's share of profit of an associate is shown on the face of the consolidated statement of income. This is the profit attributable to equity holders of the associate and, therefore, is profit after tax and non-controlling interests in the subsidiaries of the associate.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an additional impairment loss on its investment in an associate. The Group determines at each reporting date whether there is any objective evidence that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associates and its carrying value and recognizes the amount in the "Equity in net income (loss) of an associate" in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

In the Parent Company's separate financial statements, investment in an associate is accounted for at cost less impairment losses.

Investment in an associate pertains to the 20% percentage of ownership in investment in BIB Aurora Insurance Brokers, Inc. (BAIBI).

Investment Properties

The Group's investment properties include properties utilized in its mall operations, condominium unit, commercial building and certain land which are held for rentals while the rest of the land and plant facilities is held for capital appreciation.

Investment properties utilized in its mall operations are stated at their revalued amount as deemed cost as allowed under PFRS less accumulated depreciation and amortization and any accumulated impairment losses. Condominium unit and commercial building are stated at cost less accumulated depreciation and amortization and any accumulated impairment losses. Land is stated at cost less any impairment in value.

The initial cost of investment properties include the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Leasehold improvements under investment properties (including buildings and structures) on the leased land are carried at cost less accumulated amortization and any impairment in value.

Investment properties are derecognized when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of income in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair 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 change in use.

Leasehold improvements and investment properties are amortized on a straight-line basis over the estimated useful lives or the term of the lease, whichever is shorter.

The lease contract on a land where investment property is located is for twenty five (25) years, which is also the amortization period of the investment property. In December 2009, the lease contract on a land where the Group's primary investment property is located was renewed. As a result of the lease renewal, and the review of the estimated useful life and amortization period of the said investment property, management came to a conclusion that there has been a significant change in the expected pattern of economic benefits from the said property of the Group. As a result, the Group prospectively revised the remaining amortization period of this property from an average of twenty five (25) years (which is the shorter of the lease term and the estimated useful life) to thirty five (35) years effective September 5, 2014. The change has been accounted for as a change in accounting estimates.

Property, Plant and Equipment

Land and Improvements and Buildings and Improvements at Revalued Amount

Land and buildings together with their improvements stated at appraised values were determined by an independent firm of appraisers. The excess of appraised values over the acquisition costs of

the properties is shown under the “Revaluation increment in property, plant and equipment” account in the consolidated statement of financial position and in the consolidated statement of changes in equity. An amount corresponding to the difference between the depreciation based on the revalued carrying amount of the asset and depreciation based on the original cost is transferred annually from “Revaluation increment on property, plant and equipment” to “Deficit” account in the consolidated statement of financial position.

Leasehold Improvements, Machinery and Equipment, Transportation Equipment, Furniture, Fixtures and Equipment, Condominium Units and Improvements, and Hotel Equipment at Cost

Property, plant and equipment are carried at cost, less accumulated depreciation, amortization and any impairment in value. The initial cost of property, plant and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the property, plant and equipment to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefit expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

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

	Useful life in years
Land and improvements	30
Buildings and improvements	30
Machinery and equipment	5 - 10
Transportation equipment	5
Furniture, fixtures and equipment	3 - 5
Condominium units and improvements	25
Hotel equipment	5

Leasehold improvements are amortized on a straight-line basis over three (3) to five (5) years or the term of the lease, whichever is shorter.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. 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 asset) is included in the consolidated statement of income in the year the asset is derecognized.

The residual values, useful lives and depreciation and amortization methods are reviewed and adjusted if appropriate, at each end of the reporting period.

Fully depreciated assets are retained in the accounts until these are no longer in use. When assets are sold or retired, the cost and the related accumulated depreciation and amortization and any impairment in value are eliminated from the accounts and any gain or loss resulting from their disposal is included in the consolidated statement of income.

Software Costs

Acquired software license is capitalized on the basis of costs incurred to acquire and bring to use the specific software. Software license is amortized on a straight-line basis over its estimated useful life of three (3) to four (4) years. Costs associated with the development or maintenance of computer software programs are recognized as expense when incurred in the consolidated statement of income.

An item of software license 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 is included in the consolidated statement of income in the year the items is derecognized.

The Group's capitalized software costs includes purchase price payments for new software and other directly related costs necessary to bring the asset to use.

Other Noncurrent Assets

Other noncurrent assets consist of advance rental, deferred acquisition cost, deferred reinsurance premiums, refundable deposits, deferred input VAT, spare parts and supplies, unclaimed claims reserve fund and other prepayments that will be consume after twelve (12) months after each end of the reporting period.

Deferred Acquisition Costs

Commission and other acquisition costs incurred during the financial reporting period that are related to securing new insurance contracts and/or renewing existing insurance contracts, but which relates to subsequent financial periods, are deferred to the extent that they are recoverable out of future revenue margins. All other acquisition costs are recognized as an expense when incurred.

Subsequent to initial recognition, these costs are amortized using the twenty-fourth (24th) method except for marine cargo where the deferred acquisition costs pertain to the commissions for the last two (2) months of the year. Amortization is charged to the consolidated statement of income. The unamortized acquisition costs are shown as deferred acquisition cost under "Other noncurrent assets".

Impairment of Nonfinancial Assets

Inventories

The Group recognizes provision for inventory losses when the net realizable values of inventory items become lower than the costs due to obsolescence or other causes. Obsolescence is based on the physical and internal condition of inventory items. Obsolescence is also established when inventory items are no longer marketable. Obsolete goods, when identified, are written down to their net realizable values.

Investment in an Associate

The Group assesses at each end of the reporting period whether there is any indication that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the fair value of the investment and the acquisition cost and recognizes the amount in the consolidated statement of income.

An assessment is made at each end of the reporting period as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the investment's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying

amount of the investment is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss in the consolidated statement of income.

Real Estate Held for Sale and Development, Investment Properties, Property, Plant and Equipment and Software Costs

The Group assesses at each end of the reporting period whether there is an indication that real estate held for sale and development, investment properties, property, plant and equipment and software costs may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash-generating units (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

A previously recognized impairment loss is reversed by a credit to current operations to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation and amortization) had no impairment loss been recognized for the asset in prior years.

Recovery of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. The recovery is recorded in the consolidated statement of income. However, the increased carrying amount of an asset due to a recovery of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined had no impairment loss been recognized for that asset in prior years.

Nonfinancial Other Current and Noncurrent Assets

The Group provides allowance for impairment losses on nonfinancial other current and noncurrent assets when they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for impairment losses would increase recorded expenses and decrease other current and noncurrent assets.

Product Classification

Insurance contracts are defined as those containing significant insurance risk at the inception of the contract, or those where at the inception of the contract, there is a scenario with commercial substance where the level of insurance risk may be significant over time. The significance of insurance risk is dependent on both the probability of an insured event and the magnitude of its potential effect. As a general guideline, the Group defines significant insurance risk by comparing benefits paid with benefits payable if the insured event did not occur. Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, even if the insurance risk reduces significantly during this period, unless all rights and

obligations are extinguished or has expired. Investment contracts can however be reclassified as insurance contracts after inception if the insurance risk becomes significant.

Recognition and Measurement

a) Premium Revenue

Premiums from short-duration insurance contracts are recognized as revenue over the period of the contracts using the 24th method, except for premiums arising from marine cargo where the provision for unearned premiums pertains to the premiums for the last two months of the year. The portion of the premiums written that relates to the unexpired periods of the policies at financial reporting dates is accounted for as “Reserve for unearned premiums” and shown as part of “Accounts payable and accrued expenses” in the Liabilities section of the consolidated statement of financial position. The related reinsurance premiums ceded that pertain to the unexpired periods at financial reporting dates are accounted for as “Deferred reinsurance premiums” and shown under “Other noncurrent assets” in the Assets section of the consolidated statement of financial positions. The net changes in these accounts between financial reporting dates are charged to or credited against income for the period.

b) Insurance Contract Liabilities

Insurance contract liabilities are recognized when contracts are entered into and premiums are charged.

Provision for Unearned Premiums

The proportion of written premiums, gross of commissions payable to intermediaries, attributable to subsequent periods is deferred as provision for unearned premiums using the 24th method, except for the marine cargo’s last two months of the year. The change in the provision for unearned premiums is taken to the consolidated statement of income in the order that revenue is recognized over the period of risk. Further provisions are made to cover claims under unexpired insurance contracts which may exceed the unearned premiums and the premiums due in respect of these contracts.

Claims Provision and Incurred but not Reported (IBNR) losses

Outstanding claims provision are based on the estimated ultimate cost of all claims incurred but not settled at the financial reporting date, whether reported or not, together with related claims handling costs and reduction for the expected value of salvage and other recoveries. Delays can be experienced in the notification and settlement of certain types of claims, therefore the ultimate cost of which cannot be known with certainty at the reporting date. The liability is not discounted for the time value of money and includes IBNR losses. No provision for equalization or catastrophic reserves is recognized. The liability is derecognized when the contract expires, is discharged or is cancelled.

Liability Adequacy Test

At each financial reporting date, liability adequacy tests are performed to ensure the adequacy of insurance contract liabilities. In performing the test, current best estimates of future cash flows, claims handling and policy administration expenses are used. Any inadequacy is immediately charged to the consolidated statement of income by establishing an unexpired risk provision for losses arising from the liability adequacy tests.

c) Reinsurance Assets

The Group cedes insurance risk in the normal course of business. Reinsurance assets represent balances due from reinsurance companies for ceded insurance liabilities. Recoverable amounts are estimated in a manner consistent with the outstanding claims provisions and are in accordance with the reinsurance contract.

An impairment review is performed on all reinsurance assets when an indication of impairment arises during the financial reporting period. Impairment occurs when objective evidence exists that the Group may not recover outstanding amounts under the terms of the contract and when the impact on the amounts that the Group will receive from the reinsurer can be measured reliably. The impairment loss is recorded in the consolidated statement of income.

Ceded reinsurance arrangements do not relieve the Group from its obligations to policyholders.

The Group also assumes reinsurance risk in the normal course of business for insurance contracts when applicable. Premiums and claims on assumed reinsurance are recognized as income and expense in the same manner as they would be if the reinsurance were considered direct business, taking into account the product classification of the reinsured business.

Rental and Other Deposits

Customer rental and other deposits represent payment from tenants on leased properties which are refundable at the end of the lease contract.

Subscriptions Payable

Subscriptions payable pertains to the Group's unpaid subscription of shares of stock of other entities. These are recognized and carried in the books at the original subscription price in exchange of which, the shares of stock will be issued.

Capital Stock

Common shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds. The excess of proceeds from issuance of shares over the par value of shares are credited to "Additional paid-in capital".

Other Comprehensive Income (Loss)

Other comprehensive income (loss) comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRS.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized:

Rent and Other Charges

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and included in revenue due to its operating nature. Other charges pertain to rebilled utility charges to tenants in relation to the operating lease on properties.

Insurance Premiums and Commissions - net

Premiums from short-duration insurance contracts are recognized as revenue over the period of the contracts using the 24th method, except for premiums arising from marine cargo where the provision for unearned premiums pertains to the premiums for the last two months of the year. The portion of the premiums written that relates to the unexpired periods of the policies at

financial reporting dates is accounted for as “Reserve for unearned premiums” and shown as part of “Insurance contract liabilities” in the Liabilities section of the consolidated statement of financial position. The related reinsurance premiums ceded that pertain to the unexpired periods at financial reporting dates are accounted for as “Deferred reinsurance premiums” and shown under “Reinsurance assets” in the Assets section of the consolidated statement of financial positions. The net changes in these accounts between financial reporting dates are charged to or credited against income for the period.

Reinsurance commissions are recognized as revenue over the period of the contracts using the 24th method, except for marine cargo where the deferred reinsurance commission pertains to the premiums for the last two months of the year. The portion of the commissions that relates to the unexpired periods of the policies at the financial reporting date is accounted for as “Deferred reinsurance commissions” in the Liabilities section of the consolidated statement of financial position.

Gain on Sale of AFS Financial Assets

Gain on sale of AFS financial assets is recognized when the Group sold its AFS financial assets higher than its fair market value at the time of sale.

Merchandise Sales and Sale of Assets

Revenue from sale of merchandise and assets are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

Interest Income

For all financial instruments measured at amortized cost and interest bearing financial assets classified as AFS financial assets, interest income or expense is recorded using the EIR, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Service Fees

Service fees are recognized based on agreed rates upon completion of the service.

Dividend Income

Dividend income is recognized when the Group’s right to receive the payment is established.

Cost and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or incurrence of liabilities that result in decrease in equity. Expenses are recognized in the consolidated statement of income in the period these are incurred. Cost and expenses are generally recognized when services or goods used or the expense arises in the appropriate financial reporting period.

Operating Expenses

Operating expenses consist of all expenses associated with the development and execution of marketing and promotional activities and expenses incurred in the direction and general administration of day-to-day operations of the Group. These are generally recognized when the service is incurred or the expense arises.

Cost of Goods Sold and Services

Cost of sales and services are incurred in the normal course of the business and are recognized when incurred. These comprise cost of goods sold, services, merchandise and handling services.

Earnings Per Share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the Parent Company (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Income Taxes

Current Income Tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted as at the end of the reporting period.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the profit or loss in the consolidated statement of income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Income Tax

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

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward benefits of unused net operating loss carryover (NOLCO) and unused tax credits from excess minimum corporate income tax (MCIT), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences, and the carry forward of unused NOLCO and MCIT can be utilized, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable

future and sufficient future taxable profits will be available against which the temporary differences can be utilized.

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

Deferred income tax assets and liabilities are measured at the income tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on income tax rates (and income tax laws) that have been enacted or substantively enacted at each end of the reporting period.

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in the consolidated statement of comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

Retirement Benefits Costs

The Group has a funded, non-contributory defined benefit retirement plan.

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as "Retirement benefits costs" under personnel costs in the

consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries. Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as “Interest income (expense)” in the consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to the consolidated statement of comprehensive income in subsequent periods. Remeasurements recognized in OCI after the initial adoption of the Revised PAS 19 are retained in OCI which is included in “Loss on remeasurement of retirement benefits plan” under equity.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group’s right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Employee Leave Entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve (12) months after the end of the reporting period is recognized for services rendered by employees up to the end of the reporting period.

Leases

Determination of Whether an Arrangement Contains a Lease

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement. A reassessment is made after the inception of the lease only if one of the following applies:

- a. There is a change in contractual terms, other than a renewal or extension of the arrangement;
- b. A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- c. There is a change in the determination of whether fulfillment is dependent on a specified asset;
or
- d. There is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances give rise to the reassessment for scenarios (a), (c) or (d) and at the date of

renewal or extension period for scenario (b).

Operating Lease Commitments - Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Rent income from operating leases are recognized as income on a straight-line basis over the lease term or based on the terms of the lease, as applicable. 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 basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Operating Lease Commitments - Group as a Lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease payments under non-cancellable operating leases are recognized as an expense in the consolidated statement of income on a straight-line basis over the lease term.

Foreign Currency Translation

Transactions in foreign currencies are initially recorded in Philippine peso based on the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency exchange rate at the end of the reporting period. All differences arising on settlement or translation of monetary items are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on retranslation of non-monetary items is treated in line with the recognition of gain or loss on change in fair value of the item.

Claims

The liabilities for unpaid claim costs (including incurred but not reported losses) and claim adjustment expenses relating to insurance contracts are accrued when insured events occur. The liabilities for unpaid claims are based on the estimated ultimate cost of settling the claims. The method of determining such estimates and establishing reserves is continually reviewed and updated. Changes in estimates of claim costs resulting from the continuous review process and differences between estimates and payments for claims are recognized as income or expense for the period in which the estimates are changed or payments are made. Estimated recoveries on settled and unsettled claims are evaluated in terms of the estimated realizable values of the salvaged recoverables and deducted from the liability for unpaid claims. The unpaid claim costs are accounted as Claims payable under "Accounts payable and accrued expenses" account in the consolidated statement of financial position.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These 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 are disclosed in the notes to consolidated financial statements when an inflow of economic benefit is probable.

Segment Reporting

The Group's operating businesses are recognized and managed according to the nature of the products or services offered, with each segment representing a strategic business unit that serves different markets.

Segment revenue, expenses and performance include transfers between business segments. The transfers are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

Events After the End of the Reporting Period

Post year-end events that provide additional information about the Group's financial position at the end of the 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 consolidated financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires the Group to make judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and contingent liabilities, at the end of the reporting period. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcome can differ from these estimates.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determining Functional Currency

Based on the economic substance of underlying circumstances relevant to the Group, the functional currency of the Group has been determined to be the Philippine peso. The Philippine peso is the currency of the primary economic environment in which the Group operates and it is the currency that mainly influences the underlying transactions, events and conditions relevant to the Group.

Determining Classification of Financial Instruments

The Group classifies a financial instrument, or its component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual agreement and definitions of a financial asset, a financial liability or an equity

instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

Determining Classification of Investment Properties

The Group classifies its buildings and improvements and land and improvements either as investment property or owner-occupied property based on its current intentions where it will be used. When buildings and improvements as well as land and improvements are held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. Buildings and improvements and land and improvements which are held for rent are classified as investment properties.

Assessment Whether an Agreement is a Finance or Operating Lease

Management assesses at the inception of the lease whether an arrangement is a finance lease or operating lease based on who bears substantially all the risk and benefits incidental to the ownership of the leased item. Based on the management's assessment, the risk and rewards of owning the items leased by the Group are retained by the lessor and therefore accounts for such lease as operating lease.

Assessing Operating Lease Commitments - Group as Lessor

The Group has entered into commercial property leases on its investment properties portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out under operating lease arrangements.

Assessing Operating Lease Commitments - Group as Lessee

The Group has entered into a lease agreement for the corporate office space and a subsidiary's mall operations. The Group has determined that it does not obtain all the significant risks and rewards of ownership of the assets under operating lease arrangements.

Estimates and Assumptions

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes in circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimating Allowance for Impairment Losses on Receivables and Amounts Owed by Related Parties

The Group reviews its receivables and amounts owed by related parties at each end of the reporting period to assess whether a provision for impairment should be recorded in the consolidated statement of income. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

For the receivables, the Group evaluates specific accounts where the Group has information that certain customers or third parties are unable to meet their financial obligations and considers cumulative assessment for the risk of the collectability of past due accounts. Facts, such as the Group's length of relationship with the customers or other parties and the customers' or other parties' current credit status, are considered to ascertain the amount of allowance that will be provided. The allowances are evaluated and adjusted as additional information is received.

For the amounts owed by related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing allowance against the recorded receivable amounts.

Provision for impairment losses on receivables amounted to ₱0.90 million and ₱0.33 million as at December 31, 2016 and 2015, respectively. The carrying values of the receivables amounted to ₱289.22 million and ₱1,919.88 million as at December 31, 2016 and June 30, 2016, respectively, net of allowance for impairment losses amounting to ₱315.79 million and ₱312.77 million as at December 31, 2016 and June 30, 2016, respectively (see Note 5).

There was no provision for impairment loss on amounts owed by related parties as at December 31, 2016 and 2015. The carrying values of amounts owed by related parties amounted to ₱ 1,448.52 million and ₱52 thousand as at December 31, 2016 and June 30, 2016, respectively, net of allowance for impairment losses amounting to ₱1.63 million as at December 31, 2016 and June 30, 2016 (see Note 18).

Estimating Allowance for Inventory Losses

The Group maintains an allowance for inventory losses. The level of this allowance is evaluated by management on the basis of factors that affect the recoverability of the inventory. These factors include, but are not limited to, the physical condition and location of inventories on hand, the fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period, and the purpose for which the inventory item is held.

There was no provision for inventory losses as at December 31, 2016 and 2015. The carrying values of inventories amounted to ₱8.74 million and ₱8.84 million as at December 31, 2016 and June 30, 2016, respectively, net of allowance for inventory losses amounting to ₱67.26 million and ₱67.39 million as at December 31, 2016 and June 30, 2016, respectively (see Note 6).

Estimating Allowance for Impairment Losses on Real Estate Held for Sale and Development

The Group maintains an allowance for impairment losses on real estate held for sale and development. The level of this allowance is evaluated by management on the basis of factors that affect the recoverability of the real estate held for sale and development. These factors include, but are not limited to, the physical condition and location of real estate held for sale and development, the fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period, and the purpose for which the real estate held for sale and development item is held.

There was no impairment losses on real estate held for sale and development recognized in December 31, 2016 and 2015. The carrying values of real estate held for sale and development amounted to ₱264.46 million as at December 31, 2016 and June 30, 2016 (see Note 7).

Estimating Allowance for Impairment Losses of AFS Financial Assets and Financial Assets at FVPL

The Group recognizes impairment losses on AFS financial assets and financial assets at FVPL when there has been a significant or prolonged decline in the fair value of such investments below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment. For equity instruments, when determining whether the decline in value is significant, the Group considers historical volatility of share price (i.e., the higher the historical volatility, the greater the decline in fair value before it is likely to be regarded as significant) and the period of time over which the share price has been depressed (i.e., a sudden decline is less significant than a sustained fall of the same magnitude over a longer period). For

debt instruments, impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on the AFS financial assets previously recognized in the consolidated statement of income.

There was no provision for impairment losses on AFS financial assets recognized as at December 31, 2016 and 2015. The fair values of AFS financial assets amounted to ₱ 1,231.74 million and ₱ 1,397.51 million as at December 31, 2016 and June 30, 2016, respectively, net of allowance for impairment losses amounting to ₱538.40 million as at December 31, 2016 and June 30, 2016 (see Note 8).

There was no provision for impairment losses on financial assets at FVPL recognized as at December 31, 2016 and 2015. The fair values of the financial assets at FVPL amounted to ₱13.00 million and ₱12.70 million as at December 31, 2016 and June 30, 2016, respectively (see Note 9).

Estimating Allowance for Impairment Losses on Investment in an Associate and Investment Properties

PFRS requires that an impairment review be performed when certain impairment indicators are present. Determining the value of investment in an associate and investment properties which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets requires the Group to make estimates and assumptions that can materially affect its consolidated financial statements. Future events could cause the Group to conclude that this asset may not be recoverable. Any resulting impairment loss could have a material adverse impact on financial condition and results of operations of the Group.

There was no provision for impairment losses on investment in an associate recognized as at December 31, 2016 and 2015. The carrying values of the investment in an associate amounted to ₱1.93 million and ₱1.94 million as at December 31, 2016 and June 30, 2016, respectively (see Note 11).

There was no provision for impairment losses on investment properties recognized as at December 31, 2016 and 2015. The carrying value of investment properties amounted to ₱1,345.93 million and ₱1,163.17 million as at December 31, 2016 and June 30, 2016, respectively (see Note 12).

Estimating Useful Lives of Investment Properties, Property, Plant and Equipment and Software Costs

The estimated useful lives used as bases for depreciating and amortizing the Group's investment properties, property, plant and equipment and software costs were determined on the basis of management's assessment of the period within which the benefits of these asset items are expected to be realized taking into account actual historical information on the use of such assets as well as industry standards and averages applicable to the Group's assets. The Group estimates the useful lives of its investment properties, property, plant and equipment and software costs based on the period over which the assets are expected to be available for use. The estimated useful lives of investment properties, property, plant and equipment and software costs are reviewed, at least, annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of these assets increases depreciation and amortization and decrease in the corresponding investment properties, property, plant and equipment and software costs.

There were no changes in the estimated useful lives of investment properties. The carrying values of investment properties amounted to ₱ 1,345.93 million and ₱ 1,163.17 million as at December 31, 2016 and June 30, 2016, respectively (see Note 12).

There were no changes in the estimated useful lives of property and equipment. The carrying values of property, plant and equipment amounted to ₱163.91 million and ₱19.51 million as at December 31, 2016 and June 30, 2016, respectively, net of accumulated depreciation and amortization amounting to ₱2.11 billion as at December 31, 2016 and June 30, 2016 (see Note 13).

There were no changes in the estimated useful lives of software costs. The carrying values of software costs amounted to ₱7.63 million and ₱6.22 million as at December 31, 2016 and June 30, 2016, respectively, net of accumulated amortization amounting to ₱32.96 million and ₱31.29 million as at December 31, 2016 and June 30, 2016, respectively (see Note 14).

Estimating Allowance for Impairment Losses of Property, Plant and Equipment, and Software Costs

The Group assesses impairment of property, plant and equipment, and software costs whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.

These assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss would be recognized whenever evidence exists that the carrying value is not recoverable. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

An impairment loss is recognized and charged to earnings if the discounted expected future cash flows are less than the carrying amount. Fair value is estimated by discounting the expected future cash flows using a discount factor that reflects the risk-free rate of interest for a term consistent with the period of expected cash flows.

The carrying values of property, plant and equipment amounted to ₱ 163.91 million and ₱19.51 million as at December 31, 2016 and June 30, 2016, respectively, net of accumulated depreciation and amortization amounting to ₱ 2.11 billion as at December 31, 2016 and June 30, 2016 (see Note 13).

The carrying values of software costs amounted to ₱7.63 million and ₱6.22 million as at December 31, 2016 and June 30, 2016, respectively, net of accumulated amortization amounting to ₱32.96 million and ₱31.30 million as at December 31, 2016 and June 30, 2016, respectively (see Note 14).

Estimating Allowance for Impairment Losses on Nonfinancial Other Current and Noncurrent Assets

The Group provides allowance for losses on nonfinancial other current and noncurrent assets whenever they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for losses would increase recorded expenses and decrease nonfinancial other current and noncurrent assets.

There was no provision for impairment losses on nonfinancial other noncurrent assets recognized as at December 31, 2016 and 2015. As at December 31, 2016 and June 30, 2016, the carrying values of nonfinancial other noncurrent assets amounted to ₱78.24 million and ₱76.02 million, respectively (amounts exclude refundable deposit, see Note 10).

Claims Liability Arising from Insurance Contracts

Estimates have to be made both for the expected ultimate cost of claims reported at the financial reporting period and for the expected ultimate cost of the IBNR claims as at financial reporting period. It can take a significant period of time before the ultimate claim costs can be established with certainty. The primary technique adopted by management in estimating the cost of notified and IBNR claims is that of using past claims settlement trends to predict future claims settlement trends. At each financial reporting period, prior year claims estimates are assessed for adequacy and changes made are charged to current year provision.

The carrying values of claims payable amounted to ₱92.80 million and ₱226.39 million as at December 31, 2016 and June 30, 2016, respectively (see Note 16).

Determining Retirement Benefits Liability

The cost of defined retirement obligation as well as the present value of the defined benefit obligation is determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligation are highly sensitive to changes in these assumptions. All assumptions are reviewed at each end of the reporting period.

Retirement benefit costs amounted to nil and ₱4.72 million in December 31, 2016 and 2015, respectively. As at December 31, 2016 and June 30, 2016, the retirement benefits liability of the Group amounted to ₱7.33 million and ₱75.71 million, respectively.

Assessing Realizability of Deferred Income Tax Assets

The Group reviews the carrying amounts of deferred income tax assets at each end of the reporting period and reduces it to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Significant judgment is required to determine the amount of deferred income tax assets that can be recognized based upon the likely timing and level of future taxable income together with future planning strategies. However, there is no assurance that the Group will generate sufficient future taxable profits to allow all or part of its deferred income tax assets to be utilized.

Estimating Contingencies

The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with inside and outside legal counsel handling the defense in these matters and is based upon the analysis of potential results. It is possible, however, that future results of operations could be materially affected by changes in

estimates or in the effectiveness of the strategies relating to these proceedings.

Estimating Fair Values of Financial Instruments

Where the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Any change in the fair value of these financial instruments would directly affect the consolidated statement of income and consolidated statement of changes in equity.

4. Cash and Cash Equivalents

	December 31, 2016	June 30, 2016
	(In Thousands)	
Cash on hand and in banks	₱150,171	₱475,593
Short-term investments	714,802	831,291
	₱864,973	₱1,306,884

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates.

5. Receivables

	December 31, 2016	June 30, 2016
	(In Thousands)	
Trade debtors	₱147,432	₱112,888
Loans receivables	–	1,425,750
Insurance receivables	201,874	397,077
Others	255,700	296,933
	605,006	2,232,648
Less allowance for impairment losses	315,789	312,768
	₱289,217	₱1,919,880

Trade debtors pertains to receivables from merchants for the lease of retail spaces including common area and utility recoveries, interest, penalties and other charges.

Loans receivable pertain to advances made to certain real estate companies. These are short-term in nature and earn interest at 2.41-2.70% per annum.

Insurance receivables consist of premiums receivable, due from ceding companies, reinsurance recoverable on paid and unpaid losses - facultative, funds held by ceding companies and reinsurance accounts receivables and are generally on 90 to 360 days' term.

Other receivables include noninterest-bearing receivables of OLI from Cosco Land Corporation (CLC) which are due and demandable amounting to ₱160.45 million as at December 31, 2016 and June 30, 2016. These receivables are collateralized by the shares of stock of Cyber Bay owned by CLC. The receivables from CLC are fully provided with allowance.

Allowance for impairment pertains to specific and collective assessment. The movements of allowance for impairment losses on receivables are as follows:

	Trade debtors	Insurance receivables	Others	Total
	(In Thousands)			
At June 30, 2016	₱66,511	₱41,874	₱204,113	₱312,768
Provisions during the period (Note 20)	–	897	–	897
Reclassification	–	2,124	–	2,124
At December 31, 2016	₱66,511	₱44,895	₱204,113	₱315,789

6. Inventories

	December 31, 2016	June 30, 2016
	(In Thousands)	
At NRV:		
Finished goods	₱8,057	₱8,149
Factory supplies and spare parts	681	687
	₱8,738	₱8,836

Movements in the allowance for inventory losses are as follows:

	December 31, 2016	June 30, 2016
	(In Thousands)	
Beginning balances	₱67,391	₱71,614
Reversal	(133)	(4,223)
	₱67,258	₱67,391

7. Real Estate Held for Sale and Development

	December 31, 2016	June 30, 2016
	(In Thousands)	
Land for development	₱237,973	₱237,973
Held for sale	42,533	42,533
	280,506	280,506
Allowance for impairment losses (Note 20)	16,042	16,042
	₱264,464	₱264,464

Land for development pertains to parcels of land located in Calamba, Laguna, Sto. Tomas, Batangas and San Vicente, Palawan. The composition of cost as at December 31, 2016 and June 30, 2016 are as follows:

	December 31, 2016	June 30, 2016
		(In Thousands)
Land cost	₱212,558	₱212,558
Construction overhead and other related costs	22,898	22,898
Taxes	2,517	2,517
	₱237,973	₱237,973

Movements in the real estate held for sale and development are as follows:

	December 31, 2016	June 30, 2016
		(In Thousands)
Balances at beginning of year	₱264,464	₱430,103
Additions	–	4,449
Sale/disposal (Note 20)	–	(154,046)
Impairment loss (Note 20)	–	(16,042)
Balances at end of period	₱264,464	₱264,464

8. AFS Financial Assets

	December 31, 2016	June 30, 2016
		(In Thousands)
Listed equity securities	₱1,406,120	₱1,518,188
Nonlisted equity securities	64,704	106,420
Quoted debt securities	288,759	300,489
Unquoted debt securities	10,558	10,820
	1,770,141	1,935,917
Allowance for impairment losses	538,403	538,403
	₱1,231,737	₱1,397,514

AFS financial assets in quoted shares of stock are carried at fair value with cumulative changes in fair values presented as a separate account in Equity. Meanwhile, unquoted debt and nonlisted equity AFS financial assets are based on latest available transaction price at the end of the reporting period.

On December 31, 2016 and 2015, the Group sold certain listed equity securities and recognized a gain on sale of ₱0.21 million and ₱4.02 million, respectively.

Certain AFS financial assets are reserved investments in accordance with the provisions of the Insurance Code as security for the benefit of policy holders and creditors of the FPIC.

9. Financial Assets at FVPL

The Group has 15,000 redeemable preferred shares with a cost of ₱2.92 million recorded as financial assets at FVPL upon initial recognition. Fair value of financial assets at FVPL as at December 31, 2016 and June 30, 2016 amounted to ₱13.00 million and ₱12.70 million, respectively.

10. Other Current Assets

	December 31, 2016	June 30, 2016
	(In Thousands)	
CWTs	₱207,297	₱185,608
Input VAT	68,502	33,485
Prepayments	5,113	24,574
	280,912	243,667
Less allowance for impairment losses	2,651	2,852
	₱278,261	₱240,815

Prepayments pertain to prepaid insurance, taxes and licenses and other prepaid expenses that are to be amortized over a period of one (1) year.

Movements in the allowance for impairment losses are as follows:

	December 31, 2016	June 30, 2016
	(In Thousands)	
Balances at beginning of the period	₱2,852	₱2,895
Provisions	74	23
Write-off	(275)	(66)
Balances at end of the period	₱2,651	₱2,852

11. Investments in Associate

	December 31, 2016	June 30, 2016
	(In Thousands)	
Acquisition costs:		
Balances at end of year	₱5,959	₱5,959
Accumulated equity in net losses		
Balances at beginning of year	(3,407)	(3,388)
Equity in net income (loss)	(10)	(19)
Balances at end of year	(3,417)	(3,407)
	2,541	2,552
Allowance for impairment loss	(610)	(610)
	₱1,931	₱1,942

12. Investment Properties

As at December 31, 2016

	Buildings and Improvements	Land and Improvements	Total
	(In Thousands)		
Cost			
At beginning of year	₱2,929,927	₱345,627	₱3,275,554
Additions	214,773	–	214,773
At end of period	3,144,700	345,627	3,490,327
Accumulated Depreciation and Amortization			
At beginning of year	₱2,078,800	₱20,751	₱2,099,551
Depreciation and amortization (Note 18)	31,592	424	32,016
At end of period	2,110,392	21,175	2,131,567
	1,034,308	324,452	1,358,760
Less: Allowance for impairment losses	12,834	–	12,834
Net Book Value	₱1,021,474	₱324,452	₱1,345,926

As at June 30, 2016

	2016		
	Buildings and Improvements	Land and Improvements	Total
	(In Thousands)		
Cost			
At beginning of year	₱2,907,380	₱470,331	₱3,377,711
Additions	22,301	134	22,435
Reclassification	246	–	246
Disposals	–	(124,838)	(124,838)
At end of year	2,929,927	345,627	3,275,554
Accumulated Depreciation and Amortization			
At beginning of year	2,015,949	19,906	2,035,855
Depreciation and amortization (Note 20)	62,851	845	63,696
At end of year	2,078,800	20,751	2,099,551
Balance before impairment	851,127	324,876	1,176,003
Less: Allowance for impairment losses	12,834	–	12,834
Net book values	₱838,293	₱324,876	₱1,163,169

Based on the latest appraisal reports, as determined by an independent firm of appraisers, the appraised values of the TPI's and LCI's investment properties amounted to ₱3.8 billion as at December 31, 2016.

TPI

Investment properties of TPI substantially represent other land improvements, and building, machinery and equipment on the land leased from PNR which are utilized for TPI's office space, mall operations and held for rentals. These were valued by independent professionally qualified appraisers.

The appraised property is located along Claro M. Recto Avenue, within Tondo Manila. The hierarchy in which the fair value measurement in its entirety is recognized is at Level 3.

- a. Based on the lease contract, TPI leases a land consisting of sixty nine (69) lots, containing an aggregate area of 227,773 square meters.

The value of the land was estimated using the Sales Comparison Approach. This is a comparative approach that considers the sale of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. Listings and offerings may also be considered.

- b. The method used to determine the value of other land improvements and building, machinery and equipment is the Sales Comparison Approach. This is a comparative approach to the value of the property or another asset that considers as a substitute for the purchase of a given property, the possibility of constructing another property that is a replica of, or equivalent to the original or one that could furnish equal utility with no undue cost resulting from delay. It is based on the reproduction or replacement cost of the subject property or asset, less total (accrued) depreciation.

LCI

LCI has historically classified land and improvements and buildings and improvements at revalued amounts as property and equipment. On July 1, 2014, LCI transferred its land and improvements and buildings and improvements under property and equipment. The carrying fair value of these assets was the deemed cost of the investment property upon transfer. The transfer was made in accordance with PAS 40, *Investment Property*, since the properties were held by the Company to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes or sale in the ordinary course of business.

13. Property, Plant and Equipment

As at December 31, 2016

	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Condominium Units and Improvements	Hotel Equipment	Total
(In Thousands)							
Cost							
At beginning of year	₱7,227	₱2,026,421	₱26,358	₱65,160	₱8,692	₱8,588	₱2,142,446
Additions	–	130,735	–	18,502	–	–	149,237
Disposals	–	–	(6,875)	–	–	–	(6,875)
At end of year	7,227	2,157,157	19,483	83,662	8,692	8,588	2,284,808
Accumulated Depreciation and Amortization							
At beginning of year	6,966	2,009,382	21,944	60,203	4,840	7,321	2,110,656
Depreciation and amortization (Note 20)	58	583	569	1,381	109	413	3,113
Disposals	–	–	(5,155)	–	–	–	(5,155)
At end of year	7,024	2,009,967	17,357	61,584	4,949	7,734	2,108,614
Less: Allowance for impairment loss (Note 20)	–	12,283	–	–	–	–	12,283
Net Book Values	₱203	₱134,908	₱2,126	₱22,075	₱3,745	₱855	₱163,911

As at June 30, 2016

	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Condominium Units and Improvements	Hotel Equipment	Total
(In Thousands)							
At cost							
At beginning of year	₱7,227	₱2,096,590	₱40,937	₱91,644	₱8,692	₱8,533	₱2,253,623
Additions	–	747	1,558	1,711	–	55	4,071
Disposals/Retirement	–	(70,916)	(16,137)	(28,195)	–	–	(115,248)
At end of year	7,227	2,026,421	26,358	65,160	8,692	8,588	2,142,446
Accumulated Depreciation and Amortization							
At beginning of year	6,725	2,069,817	34,598	85,754	4,622	5,779	2,207,295
Depreciation and amortization (Note 20)	241	4,982	2,258	2,644	218	1,542	11,885
Disposals/retirements	–	(65,417)	(14,912)	(28,195)	–	–	(108,524)
At end of year	6,966	2,009,382	21,944	60,203	4,840	7,321	2,110,656
Less: Allowance for impairment loss (Note 20)	–	12,283	–	–	–	–	12,283
Net Book Values	₱261	₱4,756	₱4,414	₱4,955	₱3,852	₱1,267	₱19,507

Certain items of property, plant and equipment identified as idle and included under machinery and equipment were written down to their estimated recoverable amounts.

As at December 31, 2016, the Group recognized a gain on disposal of property, plant and equipment amounting to ₱2.86 million.

14. Software Costs

	December 31, 2016	June 30, 2016
	(In Thousands)	
At cost:		
Beginning balances	₱37,508	₱35,940
Additions	3,081	1,568
Ending balances	40,589	37,508
Accumulated amortization:		
Beginning balances	31,292	27,140
Amortization (Note 18)	1,665	4,152
Ending balances	32,957	31,292
Net book values at cost	₱7,632	₱6,216

15. Other Noncurrent Assets

	December 31, 2016	June 30, 2016
	(In Thousands)	
Deferred input VAT	19,085	7,572
Refundable deposits (Note 30)	18,766	19,400
Deferred acquisition cost	18,141	21,344
Deferred reinsurance premiums	17,618	27,555
Foreclosed property	14,663	-
Spare parts and supplies	5,662	9,180
Others	1,563	6,664
Prepaid rent and other expenses	1,503	3,707
	97,001	95,422

Deferred acquisition cost pertains to the unamortized acquisition costs incurred during the period that are related to securing new insurance contracts and or renewing existing insurance contracts.

Deferred reinsurance premiums pertain to the unexpired periods of the reinsurance premiums ceded at the end of the reporting period.

Refundable deposits pertain to deposits made to utility companies, other suppliers and various miscellaneous deposits.

Deferred input VAT arises from the purchase of services on credit and capital goods by the Group which is not yet paid as at yearend.

Spare parts and supplies pertain to supplies, materials and spare parts for office and building maintenance of TPI.

Prepaid expenses comprise of advances to insurance companies for personal accident, term life and fire, advance rental and deposits to lessors which shall be applied in the future.

Others consist mainly of various assets that are individually immaterial.

16. Accounts Payable and Accrued Expenses

	December 31, 2016	June 30, 2016
	(In Thousands)	
Accrued expenses	₱269,071	₱378,920
Claims payables	92,804	226,387
Reserves for unearned premiums	88,422	118,074
Nontrade payables	67,064	58,652
Trade payables	65,818	61,298
Due to reinsurers and ceding companies	14,314	32,993
Others	18,781	18,819
	₱616,274	₱895,143

Claims payables pertain to the estimated ultimate cost of incurred but not settled claims as at the reporting period.

Reserves for unearned premiums are portion of the premiums that relates to unexpired periods. Accrued expenses include janitorial, security, utilities and other accrued expenses.

Due to reinsurers and ceding companies refers to the balance of premium and claims with respect to accepted and ceded reinsurance agreement whether directly or through brokers.

The terms and conditions of the above payables are as follows:

- Trade payables and accrued expenses are noninterest-bearing and are normally settled on thirty (30) days' term.
- All other payables are noninterest-bearing and have an average term of one (1) year.

17. Rental and Other Deposits

	December 31, 2016			June 30, 2016		
	Due within One Year	Beyond One Year	Total	Due within One Year	Beyond One Year	Total
	(In Thousands)					
Security deposits	₱54,038	₱54,576	₱108,614	₱55,779	₱54,576	₱110,355
Deferred rent	33,875	20,359	54,234	32,971	21,263	54,234
Rental deposits	42,950	1,275	44,225	37,405	1,275	38,680
Customer deposits	11,161	1,621	12,782	8,420	1,621	10,041
Construction bond	5,286	2,904	8,190	5,286	2,904	8,190
Other deposits	2,357	5,930	8,287	1,501	6,786	8,287
	₱149,667	₱86,665	₱236,332	₱141,362	₱88,425	₱229,787

Deposits include rental, security, customer, construction bond and other deposits paid by tenants to the Group on the leased properties which are refundable at the end of the contract.

Customer deposits consist of priority premiums paid by tenants which serve as their reservation

deposits.

18. **Related Party Transactions**

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

The Parent Company and its subsidiaries, in their normal course of business, have entered into transactions with related parties principally consisting of interest-bearing and noninterest-bearing advances with no fixed repayment terms and are due and demandable.

Account balances with related parties, other than intra-group balances which are eliminated in consolidation, are as follows:

Category		Amount/ Volume	Outstanding Balance	Terms	Conditions
(In Thousands)					
<i>Amounts owed by related parties:</i>					
<i>Under common control</i>					
Soltea Commercial Corp.	31-Dec-16	25,043	25,043	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Avida Land Corp.	31-Dec-16	58,557	58,557	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Amaia Land Corp.	31-Dec-16	76,990	76,990	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Summerhill Commercial Ventures Corp.	31-Dec-16	25,500	25,500	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
North Triangle Hotel Ventures Inc.	31-Dec-16	238,106	238,106	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Airsift Transport Inc.	31-Dec-16	656,868	656,868	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Ayalaland Metro North Inc.	31-Dec-16	150,000	150,000	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Ten Knots Development Corp.	31-Dec-16	186,404	186,404	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Ten Knots Philippines Inc.	31-Dec-16	31,000	31,000	30 days	Unsecured, interest bearing
	30-Jun-16	–	–		
Guoman Philippines, Inc.	31-Dec-16	–	1,677	Demandable and collectible on demand	Unsecured, non-interest bearing, with impairment of 1,610, and unguaranteed
	30-Jun-16	50	1,677		
Total	31-Dec-16	1,448,466	1,450,143		
Total	30-Jun-16	50	1,677		

	December 31, 2016	June 30, 2016
	(In Thousands)	
Amounts owed by related parties	₱1,450,143	₱1,677
Less allowance for impairment losses	1,625	1,625
	₱1,448,518	₱52

Allowance for impairment losses on amounts owed by related parties amounted to ₱1.6 million as at December 31, 2016 and June 30, 2016.

19. Subscription Payable

Cyber Bay and Central Bay

On April 25, 1995, Central Bay, a wholly-owned subsidiary of Cyber Bay, entered into a Joint Venture Agreement with the Philippine Reclamation Authority (PRA; formerly Public Estates Authority) for the complete and entire reclamation and horizontal development of a portion of the Manila-Cavite Coastal Road and Reclamation Project (the Project) consisting of three partially

reclaimed and substantially eroded islands (the Three Islands) along Emilio Aguinaldo Boulevard in Parañaque and Las Piñas, Metro Manila, with a combined total area of 157.8 hectares, another area of 242.2 hectares contiguous to the Three Islands and, at Central Bay's option as approved by the PRA, an additional 350 hectares more or less to regularize the configuration of the reclaimed area.

On March 30, 1999, the PRA and Central Bay executed an Amended Joint Venture Agreement (AJVA) to enhance the Philippine Government's share and benefits from the Project which was approved by the Office of the President of the Philippines on May 28, 1999.

On July 9, 2002, the Supreme Court (SC) (in the case entitled "Francisco Chavez vs. Amari Coastal Bay and Reclamation Corp.") issued a ruling declaring the AJVA null and void.

Accordingly, PRA and Central Bay were permanently enjoined from implementing the AJVA. On July 26, 2002, Central Bay filed a Motion for Reconsideration (MR) of said SC decision. On May 6, 2003, the SC En Banc denied with finality Central Bay's MR. On May 15, 2003, Central Bay filed a Motion for Leave to Admit Second MR. In an En Banc Resolution of the SC dated July 8, 2003, the SC resolved to admit the Second MR of Central Bay.

On November 11, 2003, the SC rendered a 7-7 split decision on Central Bay's Second MR. Because of the new issues raised in the SC's latest resolution that were never tried or heard in the case, Central Bay was constrained to file on December 5, 2003 a Motion for Re-deliberation of the SC's latest resolution which motion was denied with finality by the SC. With the nullification of the AJVA, Central Bay has suspended all Project operations.

On August 10, 2007, in view of the failure by the PRA to comply with its obligations and representations under the AJVA, Cyber Bay and Central Bay have filed their claims for reimbursement of Project expenses in the amount of ₱10.2 billion with the PRA. Cyber Bay and Central Bay provided the PRA with the summary and details of their claims on September 5, 2007.

On July 15, 2008, Cyber Bay sent a follow-up letter to the PRA. The PRA, in its letter dated July 18, 2008, informed Cyber Bay that its claim is still being evaluated by the PRA.

As at December 31, 2016 and June 30, 2016, the Parent Company has unpaid subscription in Cyber Bay amounting to ₱481.68 million, which is presented as "Subscriptions Payable" in the consolidated statements of financial position. Cyber Bay under "AFS financial assets" amounted to ₱576.06 million and ₱610.76 million as at December 31, 2016 and June 30, 2016, respectively, net of allowance for impairment losses amounted to ₱527.48 million as at December 31, 2016 and June 30, 2016 (see Note 8).

20. Operating Expenses

	December 31, 2016	December 31, 2015
	(In Thousands)	
Personnel expenses	88,876	138,837
Depreciation and amortization (Notes 12, 13 and 14)	16,316	18,569
Professional and legal fees	15,608	46,900
Systems costs	11,032	-
Rental	10,323	10,079
Janitorial and security services	5,404	4,601
Management fees	4,144	-
Taxes and licenses	3,408	8,350
Communication and transportation	3,364	4,321
Supplies and repairs	1,821	2,466
Insurance	1,330	2,171
Marketing expenses	1,311	1,277
Membership fees and dues	956	1,382
Provision for impairment losses (Note 5)	897	333
Representations	422	1,308
Others	1,952	6,436
	167,164	247,030

Others consist mainly of various charges that are individually immaterial.

21. Retirement Plan

The Group has a funded, noncontributory retirement plan covering all its regular employees. The plan provides for retirement, separation, disability and death benefits to its members. The normal retirement benefit is based on a percentage of the employees' final monthly salary for every year of credited service.

The latest independent actuarial valuation dated August 18, 2016 was determined using the projected unit credit method in accordance with PAS 19.

The Group reversed retirement benefit liability as a result of the implementation of the redundancy program in October 2016.

22. Earnings Per Share

The following table presents information necessary to calculate basic earnings per share:

	December 31, 2016	December 31, 2015
a. Net income attributable to equity holders of the Parent	₱27,210	₱435,786
b. Weighted average number of shares	4,888,404	2,378,638
Basic earnings per share (a/b)	₱0.01	₱0.18

23. Segment Information

Business Segments

The Group's operating businesses are organized and managed separately according to the nature of services provided and the different markets served, with each segment representing a strategic business unit.

The industry segments where the Parent Company and its subsidiaries and associates operate are as follows:

- Holding company
- Financial services - insurance and related brokerage
- Real estate and property development
- Manufacturing and distribution - manufacture and distribution of beverage and ceramic tiles

Financial information about the operations of these business segments is summarized as follows:

December 31, 2016

	Holding Company	Real Estate and Property Development	Financial Services	Manufacturing and Distribution	Others	Total	Elimination	Total
				(In Thousands)				
Revenue	P1,629	P221,303	P117,134	P20,163	P315	P360,544	(P90)	P360,454
Cost and expenses	(45,405)	(221,844)	(123,476)	(25,244)	(2,396)	(418,365)	90	(418,275)
Other income (charges)	27,079	32,534	9,133	4,129	5,480	78,354	–	78,354
Income (Loss) before income tax	(16,697)	31,992	2,792	(952)	3,399	20,533	–	20,533
Provision for income tax	-	(8,168)	939	-	-	(7,229)	–	(7,229)
Net income (loss)	(16,697)	40,160	1,853	(952)	3,399	27,763	–	27,763

December 31, 2016

Segment assets	4,400,069	2,306,971	511,126	739,847	47,790	8,005,803	(1,990,492)	6,015,311
Segment liabilities	672,307	747,472	266,297	320,339	198,316	2,204,731	(648,253)	1,556,478

December 31, 2015

	Holding Company	Real Estate and Property Development	Financial Services	Manufacturing and Distribution	Others	Total	Elimination	Total
				(In Thousands)				
Revenue	P1,968	P414,745	P115,412	P15,497	P993	P548,616	P-	P548,616
Cost and expenses	(50,708)	(407,175)	(127,737)	(35,138)	(6,250)	(627,008)	451	(626,557)
Other income (charges)	387,525	114,783	684	9,300	39	512,332	(451)	511,881
Income (Loss) before income tax	338,785	122,353	(11,640)	(10,340)	(5,218)	433,940	–	433,940
Provision for income tax	-	1,058	839	2	-	1,899	–	1,899
Net income (loss)	338,785	121,295	(12,479)	(10,342)	(5,218)	432,041	–	432,041

June 30, 2016

Segment assets	P4,536,835	P2,289,280	P689,220	P754,882	P47,155	P8,317,372	(P1,879,968)	P6,437,404
Segment liabilities	2,137,053	776,421	443,928	333,725	202,865	3,893,992	(583,922)	3,310,070

Geographical Segments

The Group does not have geographical segments.

24. Long-term Lease

On August 28, 1990, TPI, a subsidiary, through a deed of assignment, acquired all the rights, titles, interests and obligations of Gotesco Investment, Inc. on a contract of lease of the land owned by PNR for the Tutuban Terminal and where the TPI's mall is located. The contract provided for a payment of a guaranteed minimum annual rental plus a certain percentage of gross sales. The lease covers a period of twenty five (25) years until 2015 and is automatically renewable for another twenty five (25) years subject to compliance with the terms and conditions of the lease agreement.

On December 22, 2009, TPI renewed its lease contract with PNR for another twenty five (25) years beginning September 5, 2014, the end of the original lease agreement.

As at December 31, 2016 and June 30, 2016, the aggregate annual commitments on these existing lease agreements for the succeeding years are as follows:

	December 31, 2016	June 30, 2016
		(In Thousands)
Less than one (1) year	₱140,529	₱118,907
More than (one) 1 year but not more than (five) 5 years	702,647	447,675
More than (five) 5 years	2,342,156	2,941,659
	₱3,185,332	₱3,508,241

Group as a Lessor

The Group has entered into commercial property leases on its buildings. These leases have remaining terms of one (1) year to less than five (5) years. Renewals are subject to the mutual consent of the lessor and the lessee.

Tenants are required to post security deposits, which shall be refunded, without interest, within sixty (60) days after the expiration of the lease period, deducting the amount of damages to the leased premises, if any.

25. Contingencies

The Group is contingently liable for lawsuits or claims, and assessments, which are either pending decision by the courts or under negotiation. Management and its legal counsels believe that the eventual outcome of these lawsuits or claims will not have a material effect on the consolidated financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

26. Financial Risk Management Objectives, Policies and Capital Management

The Group has various financial instruments such as cash and cash equivalents, receivables, amounts owed by / to related parties, AFS financial assets, HTM investments and subscriptions payable. The main purpose of these financial instruments is to raise funds and maintain continuity of funding and financial flexibility for the Group. The Group has other financial liabilities such as accounts payable and accrued expenses and rental and other deposits, which arise directly from its operations.

The main risks from the use of financial instruments are credit risk, liquidity risk, foreign currency risk, equity price risk and interest rate risk. The Group's BOD reviews and approves policies for managing these risks as summarized below.

Credit Risk

The Group's credit risk originates from the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due.

The Group trades only with recognized, reputable and creditworthy third parties and/or transacts only with institutions and/or banks which have demonstrated financial soundness. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

The Group's gross maximum exposure to credit risk of its financial assets, which mainly comprise of cash, excluding cash on hand, receivables, amounts owed by related parties, AFS investments and HTM investments arises from default of the counterparty which has a maximum exposure equal to the carrying amount of these instruments at reporting date.

Credit quality of neither past due nor impaired financial asset

The credit quality of financial assets is being managed by the Group by grouping its financial assets into two: (a) High grade financial assets are those that are current and collectible; (b) Standard grade financial assets need to be consistently followed up but are still collectible.

The tables below show the credit quality by class of financial assets based on the Group's credit rating system:

December 31, 2016

	<u>Neither past due nor impaired</u>		<u>Past due or</u>	
	<u>High Grade</u>	<u>Standard</u>	<u>individually</u>	<u>Total</u>
		<u>Grade</u>	<u>impaired</u>	
Financial assets:				
<i>Loans and Receivables</i>				
Cash and cash equivalents	864,251	-	-	864,251
<i>Receivables</i>				
Trade debtors	56,482	-	90,950	147,432
Insurance receivables	24,630	9,387	167,856	201,874
Others	56,652	-	199,048	255,700
Amounts owed by related parties	1,448,518	-	1,625	1,450,143
Deposits (under "Other noncurrent ass	1,155	-	408	1,563
<i>AFS Investments</i>				
Listed equity securities	867,717	-	538,403	1,406,119
Quoted debt securities	288,759	-	-	288,759
Unquoted debt securities	10,558	-	-	10,558
Nonlisted equity securities	64,704	-	-	64,704
Financial assets at FVPL	13,003			13,003
	3,696,428	9,387	998,289	4,704,105

June 30, 2016

	Neither past due nor impaired		Past due or individually impaired	Total
	High grade	Standard grade		
(In Thousands)				
<i>Loans and Receivables:</i>				
Cash and cash equivalents	₱1,306,884	₱-	₱-	₱1,306,884
<i>Receivables:</i>				
Trade debtors	24,480	-	88,408	112,888
Insurance receivables	231,993	7,876	157,208	397,077
Loans receivable	1,467,859	-	-	1,467,859
Others	57,698	-	198,856	256,554
Deposits (under "Other noncurrent assets")	18,992	-	408	19,400
<i>AFS Financial Assets:</i>				
Listed equity securities	994,600	-	538,403	1,533,003
Quoted debt securities	305,404	-	-	305,404
Unquoted debt securities	7,006	-	-	7,006
Nonlisted equity securities	90,504	-	-	90,504
<i>Financial Assets at FVPL</i>	12,703	-	-	12,703
	₱4,518,123	₱7,876	₱983,283	₱5,509,282

The tables below show the aging analyses of financial assets per class that the Group held as at December 31, 2016 and June 30, 2016. A financial asset is past due when a counterparty has failed to make payment when contractually due.

December 31, 2016

	Neither past due nor impaired	Past due but not impaired				Individually impaired	Total
		Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days		
<i>Financial assets:</i>							
<i>Loans and Receivables</i>							
Cash and cash equivalents	864,251	-	-	-	-	-	864,251
<i>Receivables</i>							
Trade debtors	56,482	2,944	3,784	2,217	14,871	67,134	147,432
Insurance receivables	34,018	4,094	7,640	503	105,851	49,767	201,874
Others	56,652	160	-	-	-	198,888	255,700
Amounts owed by related parties	1,448,518	-	-	-	-	1,625	1,450,143
Deposits (under "Other noncurrent assets")	1,155	-	-	-	-	408	1,563
<i>AFS Investments</i>							
Listed equity securities	867,717	-	-	-	-	538,403	1,406,119
Quoted debt securities	288,759	-	-	-	-	-	288,759
Unquoted debt securities	10,558	-	-	-	-	-	10,558
Nonlisted equity securities	64,704	-	-	-	-	-	64,704
<i>Financial assets at FVPL</i>	13,003	-	-	-	-	-	13,003
	3,705,815	7,198	11,424	2,720	120,722	856,225	4,704,105

June 30, 2016

	Neither past due nor impaired	Past due but not impaired				Individually impaired	Total
		Less than 30 days	31 to 60 days	61 to 90 days	Over 90 days		
(In Thousands)							
<i>Loans and Receivables:</i>							
Cash and cash equivalents	P1,306,884	P-	P-	P-	P-	P-	P1,306,884
<i>Receivables:</i>							
Trade debtors	24,480	2,651	3,254	1,909	14,083	66,511	112,888
Insurance receivables	231,993	9,448	367	8,864	97,122	49,283	397,077
Loans receivable	1,467,859	-	-	-	-	-	1,467,859
Others	57,698	204	-	-	-	198,652	256,554
Deposits (under "Other noncurrent assets")	18,992	-	-	-	-	408	19,400
<i>AFS Financial Assets</i>							
Listed equity securities	994,600	-	-	-	-	538,403	1,533,003
Quoted debt securities	305,404	-	-	-	-	-	305,404
Unquoted debt securities	7,006	-	-	-	-	-	7,006
Nonlisted equity securities	90,504	-	-	-	-	-	90,504
Financial asset at FVPL	12,703	-	-	-	-	-	12,703
	P4,518,123	P12,303	P3,621	P10,773	P111,205	P853,257	P5,509,282

Liquidity Risk

Liquidity risk arises when there is a shortage of funds and the Group as a consequence could not meet its maturing obligations.

In the management of liquidity, the Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2016 and June 30, 2016 based on contractual undiscounted payments:

December 31, 2016

↓

	On demand	Less than 3 months	3 to 6 months	6 to 12 months	Over 1 year	Total
(In Thousands)						
Accounts payable and accrued expenses	P375,363	P74,219	P31,256	P74,212	P8,,345	P563,394
Subscription payable	481,675	-	-	-	-	481,675
Rental and other deposits	52,657	10,908	8,985	8,320	155,461	236,332
	P909,695	P85,126	P40,242	P82,533	P163,806	P1,281,402

June 30, 2016

	On demand	Less than 3 months	3 to 6 months	6 to 12 months	Over 1 year	Total
(In Thousands)						
Accounts payable and accrued expenses	P436,764	P50,947	P21,565	P134,713	P-	P643,989
Subscription payable	481,675	-	-	-	-	481,675
Rental and other deposits	97,554	16,192	14,160	13,456	90,070	231,432
	P1,015,993	P67,139	P35,725	P148,169	P90,070	P1,357,096

Foreign Currency Risk

The Group's foreign currency risk results from the foreign exchange rate movements of the Philippine peso against the United States dollars (USD), European Monetary Union (EUR) and Great Britain Pound (GBP). The Group's foreign currency risk arises primarily from its cash in banks and trade payables.

The Group monitors and assesses cash flows from anticipated transactions and financing agreements denominated in USD, EUR and GBP.

The table below summarizes the Group's exposure to foreign currency risk as at December 31, 2016 and June 30, 2016. Included in the table are the Group's assets and liabilities at carrying amounts:

	December 31, 2016		June 30, 2016	
	Foreign Currency	Peso Equivalent	Foreign Currency	Peso Equivalent
(In Thousands)				
Financial Asset:				
Cash in banks				
USD	\$2	P100	\$2	P94
Short-term investments				
USD	-	-	-	-
Financial Liability:				
Accounts payable				
USD	2	100	2	94
EUR	1	51	1	51
GBP	1	61	1	63
Net financial asset	\$-	P-	\$-	P-

As at December 31, 2016 and June 30 2015, the exchange rates of other currencies to Philippine Peso are as follows:

	December 31, 2016	June 30, 2016
USD	P49.82	P47.06
EUR	51.84	52.25
GBP	60.87	63.06

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as the result of change in the levels of equity indices and the value of individual stock. The equity price risk exposure arises from the Group's investment in stocks. Equity investment of the Group is categorized as AFS investments.

The Group measures the sensitivity to its equity securities by using Philippine Stock Exchange index fluctuations and its effect to respective share prices.

The Group's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine impact on its financial position.

The basic sensitivity analysis assumes that the stock's standard deviation on its historical yield for the past one year provides the basis for reasonably possible change in prices of the stock investment. The Group establishes the relative range of stock investment yields based on historical standard deviation for one year.

Interest Rate Risk

The Group's exposure to the risk for changes in market interest rate relates to quoted debt instruments.

The Group regularly monitors the market interest rate movements to assess exposure impact.

Capital Management

The primary objective of the Group's capital management is to optimize the use and earnings potential of the Group's resources and considering changes in economic conditions and the risk characteristics of the Group's activities.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes as at December 31, 2016 and June 30, 2016.

As at December 31, 2016 and June 30, 2016, the Group considers the following accounts as capital:

	December 31, 2016	June 30, 2016
Capital stock	₱2,765,590	₱2,130,576
Additional paid-in capital	1,598,654	829,904
	₱4,364,244	₱2,960,480

The Group is not subject to externally imposed capital requirements.

27. Financial Instruments

The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values at December 31, 2016 and June 30, 2016 are set out below:

Cash and Cash Equivalents

The carrying amount of cash and cash equivalents approximates its fair values due to the short-term maturity of this financial instrument.

Receivables, Accounts Payable and Accrued Expenses and Amounts owed by Related Parties

The carrying amounts receivables, accounts payable and accrued expenses and amounts owed by related parties approximate their fair values due to their short-term nature.

Rental and Other Deposits

Current portion of rental and other deposits the carrying amounts approximates its fair value due to the short-term maturity of this financial instrument.

The fair values noncurrent security deposit recorded under ‘Rental and other deposits’ approximate its amortized cost which was based on the present value of the future cash flows.

AFS Financial Assets

AFS equity financial assets that are listed are based on their bid prices as at December 31, 2016 and June 30, 2016. AFS debt financial assets that are quoted are based on market prices. Unquoted debt and nonlisted AFS financial assets are based on latest available transaction price at the end of the reporting period.

Financial Assets at FVPL

Listed equity securities designated as financial assets at FVPL are based on their bid prices.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
AGING OF ACCOUNTS RECEIVABLE
As at December 31, 2016

	AMOUNT
Current	56,483
1 to 30 days	2,944
31 to 60 days	3,784
61 to 90 days	2,217
Over 90 days	82,005
Total receivable-trade	147,433
Advances to Employees	6,374
Insurance receivable	201,874
Others	249,327
Total non-trade receivable	457,574
Total receivable	605,007
Allowance for doubtful accounts	(315,789)
	289,217