

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM 17-A, AS AMENDED**

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

1. For the fiscal year ended  
Dec 31, 2017
2. SEC Identification Number  
AS094-006430
3. BIR Tax Identification No.  
003-942-108
4. Exact name of issuer as specified in its charter  
EMPIRE EAST LAND HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization  
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
12th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue Uptown Bonifacio,  
Taguig City  
Postal Code  
1634
8. Issuer's telephone number, including area code  
(632) 5544800
9. Former name or former address, and former fiscal year, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	14,676,199,167

11. Are any or all of registrant's securities listed on a Stock Exchange?  
Yes            No  
If yes, state the name of such stock exchange and the classes of securities listed therein:  
Philippine Stock Exchange
12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes            No

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

Yes            No

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

As of March 31, 2018 is 1,538,281,997.52 based on the closing price of Php0.62 per share.

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

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

Yes            No

**DOCUMENTS INCORPORATED BY REFERENCE**

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

(a) Any annual report to security holders

N/A

(b) Any information statement filed pursuant to SRC Rule 20

N/A

(c) Any prospectus filed pursuant to SRC Rule 8.1

N/A

and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



## Empire East

### Empire East Land Holdings, Inc. ELI

**PSE Disclosure Form 17-1 - Annual Report**  
*References: SRC Rule 17 and  
Section 17.2 and 17.8 of the Revised Disclosure Rules*

For the fiscal year ended	Dec 31, 2017
Currency	Pesos

#### Balance Sheet

	Year Ending	Previous Year Ending
	Dec 31, 2017	Dec 31, 2016
<b>Current Assets</b>	30,993,299,077	29,560,933,430
<b>Total Assets</b>	41,442,812,051	38,552,758,459
<b>Current Liabilities</b>	10,166,966,001	8,360,063,427
<b>Total Liabilities</b>	15,501,444,461	13,639,147,398
<b>Retained Earnings/(Deficit)</b>	5,447,545,430	4,815,887,029
<b>Stockholders' Equity</b>	25,941,367,590	24,913,611,061
<b>Stockholders' Equity - Parent</b>	25,320,406,431	24,293,189,834
<b>Book Value Per Share</b>	1.73	1.66

#### Income Statement

	Year Ending	Previous Year Ending
	Dec 31, 2017	Dec 31, 2016
<b>Gross Revenue</b>	5,004,146,072	4,872,840,206
<b>Gross Expense</b>	4,140,329,558	4,152,710,487
<b>Non-Operating Income</b>	274,106,554	324,419,814
<b>Non-Operating Expense</b>	219,347,165	199,569,995
<b>Income/(Loss) Before Tax</b>	918,575,903	844,979,538
<b>Income Tax Expense</b>	286,638,375	243,903,785
<b>Net Income/(Loss) After Tax</b>	631,937,528	601,075,753
<b>Net Income/(Loss) Attributable to Parent Equity Holder</b>	631,658,401	599,969,525

Earnings/(Loss) Per Share (Basic)	0.04	0.04
Earnings/(Loss) Per Share (Diluted)	0.04	0.04

#### Financial Ratios

	Formula	Fiscal Year Ended	Previous Fiscal Year
		Dec 31, 2017	Dec 31, 2016
<b>Liquidity Analysis Ratios:</b>			
; ; Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	3.05	3.54
; ; Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	0.69	0.72
; ; Solvency Ratio	Total Assets / Total Liabilities	2.67	2.83
<b>Financial Leverage Ratios</b>			
; ; Debt Ratio	Total Debt/Total Assets	0.37	0.35
; ; Debt-to-Equity Ratio	Total Debt/Total Stockholders' Equity	0.6	0.55
; ; Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	3.93	3.79
; ; Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.6	1.55
<b>Profitability Ratios</b>			
; ; Gross Profit Margin	Sales - Cost of Goods Sold or Cost of Service / Sales	0.41	0.36
; ; Net Profit Margin	Net Profit / Sales	0.15	0.15
; ; Return on Assets	Net Income / Total Assets	0.02	0.02
; ; Return on Equity	Net Income / Total Stockholders' Equity	0.02	0.02
Price/Earnings Ratio	Price Per Share / Earnings Per Common Share	15.12	16.83

#### Other Relevant Information

None

#### Filed on behalf by:

Name	Evelyn Cacho
Designation	SVP, Corporate Information Officer and Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

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

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2. SEC Identification Number: **AS094-006430**
3. BIR Tax Identification No.: **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**  
Exact name of issuer as specified in its charter
5. **Metro Manila**  
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)  
Industry Classification Code
7. **12<sup>th</sup> Floor, Alliance Global Tower**  
**36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue**  
**Uptown Bonifacio, Taguig City 1634**  
Address of principal office
8. **(632) 5544800**  
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
<b>Common</b>	<b>14,676,199,167</b>

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

Yes  No

**Philippine Stock Exchange**

**Common Shares**

11. Check whether the issuer:

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

Yes  No

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

Yes  No

12. Aggregate Market Value of Voting Stock held by Non-Affiliates as of **March 31, 2018** is **1,538,281,997.52** based on the closing price of **Php0.62** per share.

## **PART I - BUSINESS AND GENERAL INFORMATION**

### **Item 1. Business**

#### **Business Development**

Empire East Land Holdings, Inc. (the "Company") was incorporated under Philippine law on 15 July 1994. Prior to its incorporation, the Company was a division of Megaworld Corporation (formerly, Megaworld Properties & Holdings, Inc.) and was then known as its Community Housing Division. In 1994, Megaworld Corporation decided to spin off its Community Housing Division into what is now the Company for the purpose of separating its high-end residential and office business from its lower and middle-income housing business. As of December 2017, Megaworld holds 81.72% of the Company.

As of December 31, 2017, the Company holds 100% equity interest in Eastwood Property Holdings, Inc. (EPHI); Valle Verde Properties, Inc. ("VVPI"); Sherman Oak Holdings, Inc. ("SOHI") Empire East Communities, Inc. ("EECI") and 20<sup>th</sup> Century Nylon Shirt Co., Inc. (20<sup>th</sup> Century); 73% in Laguna BelAir Science School, Inc. (LBASSI); 60% in Sonoma Premier Land, Inc. ("SPLI") (formerly, "Galleria Corsini Holdings, Inc."); and 47% in Gilmore Property Marketing Associates, Inc. ("GPMAI") and 20% in Pacific Coast Megacity Inc. (PCMI).

EPHI, which was incorporated on September 5, 1996, serves as the marketing arm of the Company and markets the projects of the Company and those of other related parties.

VVPI was incorporated on October 13, 2006. In 2008, the Company acquired shares of VVPI from another stockholder increasing the Company's ownership in VVPI to 100%.

SPLI was incorporated on February 26, 2007 and started its commercial operations in 2008. In 2008, 200 million shares in SPLI were acquired by the Company, increasing its ownership to 60% from 20%.

EECI was incorporated on October 14, 2008 and is wholly owned by the Company. It acts as a marketing arm of the Company.

SOHI was incorporated on February 2, 2007. In January 2008, the Company acquired 100% ownership in SOHI.

GPMAI was incorporated on September 5, 1996 to acquire, lease and construct or dispose of properties. In 2010, the Company acquired 52% ownership in GPMAI by subscribing to 27M shares by way of conversion of advances into equity. In 2012, GPMAI issued 5M shares of stock to a third party which resulted to the decrease of Company's ownership to 47%.

LBASSI (formerly Laguna BelAir School Inc. or LBASI) is a company incorporated on February 13, 1996 and is presently operating a school for primary and secondary education. The change in name was approved in August 2013. The Company owns 73% of LBASSI.

20<sup>th</sup> Century was incorporated in 1952. In February 2015, the company acquired 100% ownership interest in 20<sup>th</sup> Century,

PCMI was incorporated in 2012. In 2015 the Company acquired 20% ownership interest with a plan of acquiring its 100% interest over a period of five years.

Neither the Company nor its subsidiaries has been the subject of a bankruptcy, receivership or similar proceeding or has been involved in any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business except as otherwise stated herein.

## **Business of Issuer and Subsidiaries**

### **Principal Products, Services and Markets**

Empire East Land Holdings, Inc. is a developer of residential properties such as house-and-lot subdivisions and mid-to-high-rise condominiums situated in key locations of Metro Manila and other urbanized areas.

With a first-mover advantage in the middle-income market, the Company introduced breakthrough concepts in the Philippine real estate industry. The “Township Model” spearheaded in its flagship horizontal project, Laguna Bel Air in Santa Rosa City, provided aspiring homeowners with a community complete with a school, a church, recreational amenities, retail shops, and transportation services—a first in the country during the mid-1990’s. Its portfolio of condominiums not only reshaped the skyline of the city, but also redefined the lifestyles of its residents. The Company pioneered space-efficient Loft-Type Units, fully-integrated Cluster-Type Developments, and flexible No-Down-Payment schemes, which set trends in the residential property arena.

Presently, the Company sustains its leadership in Transit-Oriented Developments (TOD), as well as Urban Resort Communities, which are primary lifestyle choices of homebuyers and investors in the middle-income and upscale market.

### **Contribution to Sales and Revenues**

In 2017, the income from sales of various condominium units and house-and-lot packages accounted for 81% of total revenues. Finance income, the bulk of which came from in-house financing of units sold to buyers and advances from related parties, accounted for 5%. The commission income of a subsidiary of the Company realized from marketing of real properties of related parties, rentals and other business related sources accounted for the remaining 14% of total revenues. Foreign sales contributed minimally to the Group’s consolidated sales and revenues for the year 2017.

The percentage of contribution to revenues of the above products and services differs from their percentage of contribution to net income since certain revenues do not have corresponding expenses and some expenses are not identifiable with projects.

### **Distribution Methods**

In-house sales groups of the Company are primarily responsible for the marketing of its residential properties, both ready-for-occupancy and pre-selling units. These core groups include Empire East Elite (EEE) and Empire East Premier (EEP) divisions, composed of Managing Directors (MD), Associate Managing Directors (AMD), Account Managers (ACM), Senior Account Analysts (SAAN), and Account Analysts (AAN). These sales people are deployed in project sites, mall showrooms, and exhibit booths where they can invite prospects and do project presentation. They can also conduct prospecting through outdoor saturation, telemarketing, internet selling, open house events, and other selling strategies.

The Company also established Empire East Networks (EEN) to capture its share in the residential market outside the National Capital Region, with satellite offices and showrooms in North Luzon (Baguio), Central Luzon (Pampanga), South Luzon (Batangas), and the Visayas (Cebu). The Company’s Brokers Network Group (BNG) is accountable for the accreditation of real estate brokerages and individual licensed brokers, as well as independent sales partners, who intend to sell its projects locally and abroad.

To complement the marketing activities of its sales people, the Company implements various advertising campaigns that include outdoor billboards and transit ads in the city’s major thoroughfares, as well as cable television airtime, event sponsorship and social media marketing. The Company is also active in publishing print ads, press releases and advertorials in major broadsheets and lifestyle magazines.

## Update on Projects

**SAN LORENZO PLACE** along EDSA corner Chino Roces Avenue, is a luxurious four-tower high-rise development on a 1.3-hectare property in the Makati Central Business District, that features a two-level lifestyle mall with a direct connection to MRT-3 Magallanes station. This TOD offers not only a premium address, but also world-class recreational amenities located at the sixth level. Almost all residential units in four towers have been sold out, with the final tower slated for turnover in 2018.

**PIONEER WOODLANDS** is a six-tower high-rise condominium development at EDSA corner Pioneer Street, Mandaluyong City. The prime location of this 1.3-hectare project close to Ortigas Center, Makati CBD and Bonifacio Global City, makes it a top choice among property seekers as well as investors. Adding up to the convenient lifestyle of its residents is the project's access to MRT-3 Boni Avenue Station. Towers 1, 2 and 3 are all RFO and sold out; Tower 4 is more than halfway completed and almost sold out; while Towers 5 and 6 are in the initial stages of construction with few units unsold.

**LITTLE BAGUIO TERRACES** is a transit-oriented four-tower mid-rise community in San Juan City, which is conveniently walking distance to both Gilmore and J. Ruiz stations of LRT-2. This 0.8-hectare project has access to other public transportation options on its gates along N. Domingo Street and Aurora Boulevard. Its proximity to the University Belts in Manila and Quezon City, makes it a preferred choice of parents for their studying children. The residents of its Ready-for-Occupancy (RFO) towers 1, 4 and 3 are currently enjoying the amenities at the podium level, which include swimming pool, kiddie pool, jacuzzi, jogging paths, playground, daycare center and pocket gardens. The construction of the last tower, Tower 2, is significantly completed with only few remaining unsold 2-bedroom units.

**KASARA URBAN RESORT RESIDENCES** is a six-tower high-rise development along Eagle Avenue and P.E. Antonio Street in Ugong, Pasig City, featuring world-class resort-type amenities in almost 65% of its 1.8-hectare property. Future residents will experience a vacation lifestyle in its lake-inspired pool, waterfalls, koi ponds, fountains, open courts and playground, jogging paths, pocket gardens, and a clubhouse with bar and function room. Towers 1 and 2 are expected to be completed by 2018, Towers 3 and 5 are in full-swing construction while Tower 4 is set to start its construction soon. All these five towers are nearly sold out while Tower 6 will soon be launched for pre-selling.

**THE ROCHESTER** is an Asian Modern 3-hectare residential enclave at Elisco Road, San Joaquin Pasig City, that features seven mid-rise towers. Residents are welcomed by a grand clubhouse with bar, game area and function room, adjacent to an open basketball court and a lap swimming pool. Garden Villa 1, Garden Villa 2, and Breeze Tower are ready-for-occupancy and all sold out. The construction of Parklane, Palmridge and Hillcrest towers is expected to be finished soon with few available units left. Bridgeview Tower is under pre-selling and in the initial stage of construction.

**THE CAMBRIDGE VILLAGE** is a 37-tower mid-rise community along East Bank Road at the border of Pasig City and Cainta, Rizal. The approximately 5,200 units in this 8-hectare development is targeted to the broad middle-income niche of the residential market. All towers are ready-for-occupancy and nearly sold out. Residents enjoy resort-style amenities and ground-level retail shops.

**THE SONOMA** is a horizontal development in Santa Rosa City, Laguna, that features single-detached homes with Asian Modern architectural design. The center of this 50-hectare community is a five-star clubhouse integrated with lap pool, kiddie pool, basketball court, multi-purpose function rooms and other recreational facilities. Towards the main gate of the development is a retail strip called 1433 West Row that will feature restaurants and other commercial establishments. All four phases- Enclave, Country Club, Pavilion and Esplanade- have been turned over with few lots remaining for sale.

**COVENT GARDEN** is a transit-oriented urban sanctuary at the heart of Santa Mesa, Manila. The gate of this 0.5-hectare development along Santol Street Extension will lead residents to transportation options such as jeepneys and buses passing by Magsaysay Boulevard, and also a convenient 5-minute walk to LRT-2 V. Mapa station. Thus, making this project a good choice for students who will be studying in the University Belt in Manila as well as in Quezon City. Recreational amenities and facilities are located at the 5th level of the podium, where residential units also start. Its two high-rise towers, South Residences and



North Residences have few inventory of units left. Construction of South Residences is in full-swing while North Residences will start its construction soon.

**MANGO TREE RESIDENCES** is a two-tower condominium located at the junction of M. Paterno and J. Ledesma Streets in San Juan City. Natural mango trees, landscaped gardens, and hotel-type amenities will all be located at the spacious ground level as the podium parking will be standing on stilts, providing free flow of air and natural sunlight. West Residences is under-preselling and construction has just started while East Residences was launched last year. Both towers are significantly sold out.

**SOUTH SCIENCE PARK** at Gimalas, Balayan, Batangas, is a 51-hectare property envisioned to become a mixed-use development.

### **Competition**

The Company sustains its leadership in the middle-income sector of the condominium market in Metro Manila, capitalizing on factors such as location's accessibility, lifestyle concepts, and payment flexibility as its competitive advantages. Aside from the broad mid-market niche, the Company also captures its share in the upscale middle segment as well as the luxury market, through its launching of projects under "The Empire East Elite" brand such as San Lorenzo Place, Mango Tree Residences and Covent.

Residential units at San Lorenzo Place, compared to its major competitors in the Makati CBD, mostly developed by Ayala Land, Megaworld, Geo Estate and Federal Land, have been sold out ahead due to its prime location along EDSA, direct link to MRT-3, and opening of its two-level shopping mall. Likewise is the situation for another TOD by the Company, Pioneer Woodlands, which directly competes with both ready-for-occupancy and pre-selling projects in Mandaluyong City, developed by SMDC, Robinsons Land, Greenfield Corporation and Ortigas & Co. Ltd.

The demand for residential condominiums with close proximity to the University Belt has continuously increased, thus, more projects are being launched along the LRT-2 corridor encompassing the stretch of Magsaysay Boulevard up to Aurora Boulevard. The Company has very well positioned its projects, Little Baguio Terraces in San Juan City and Covent Garden in Sta. Mesa, Manila, where homebuyers have options of availing either RFO units or pre-selling inventories, bringing in stiff competition with projects by SMDC, Filinvest, Robinsons Land, Amaia Land and Data Land. These areas have consistently been considered by investors because of its strong leasing potential.

Resort-type living has always been the preferred lifestyle of aspiring homebuyers in Pasig City. The RFO and nearing RFO units of The Rochester and The Cambridge Village can be considered to be more marketable compared to inventories of Arrezo Place by Phinma Properties, Kirana by Suntrust and Cerritos by Camella, due to its affordable and flexible RFO payment terms. Kasara's superior amenities are directly competing with Bali Oasis by Filinvest and The Grove by Rockwell.

The Company has remarkably captured an enormous share in the end-user's market in all of its projects, with a consistently increasing number of investors also availing its properties.

### **Sources and Availability of Raw Materials/Suppliers**

The Company has a broad base of suppliers of materials and services and is not dependent on any one supplier.

### **Dependence on Certain Customers**

The Company has a broad customer base and is not dependent on a single customer or few customers.

### **Transactions with and/or Dependence on Related Parties**

In 2017, total commissions earned by a subsidiary from the sale of its parent company's real estate properties amounted to P119.4 million.

The Company, in the normal course of business, enters into transactions with related companies primarily consisting of lease of properties and advances for real estate transactions, working capital requirements and other business-related purposes. Rental for leased properties and interest on interest-bearing advances are within market rates. The related parties that have entered into transactions with the Company are identified in Schedules C & F of the SEC Supplementary Schedules as of December 31, 2017. Related parties are able to settle their obligations in connection with transactions with the Company and the Company does not foresee risks or contingencies arising from these transactions. Additional information on related party transactions is provided in Item 23 of the Notes to the Audited Consolidated Financial Statements of the Company and its Subsidiaries attached as Exhibit 1 hereof and incorporated herein by reference.

Other than those disclosed in the Company's Financial Statements, the Company has not entered into other related party transactions

### **Patents, Trademarks and Copyrights**

The operations of the Company and its subsidiaries (the "Group") are not dependent on any copyright, patent, trademark, license, franchise, concession or royalty agreement.

### **Need for Government Approval of Principal Products and Services//Effect of Existing or Probable Government Regulations**

Philippine land use laws regarding subdivisions and condominiums include zoning laws, which regulate land use, laws which specify standards and technical requirements for the development of subdivisions, and laws requiring licenses to be obtained before the sale of real estate property.

The municipal or city authority determines whether the plans of a proposed development comply with the applicable standards and conducts a preliminary inspection of the site. Local authorities are required to monitor the progress of subdivision projects and to inspect projects following their completion to determine whether or not they comply with the approved plans.

There are essentially two different types of residential subdivision developments, which are distinguished by different development standards issued by the HLURB. The first type of subdivision, aimed at low-cost housing, must comply with Batas Pambansa Blg. 220, which allows for a higher density of building and relaxes some of the construction standards. Other subdivisions must comply with Presidential Decree No. 957, which sets out standards for lower density developments. Both types of subdivision must comply with standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, the sewage disposal system, electricity supply, lot sizes, the length of the housing blocks and house construction.

Under Presidential Decree No. 957, which covers subdivision projects for residential, commercial, industrial or recreational purposes and condominium projects for residential or commercial purposes, the HLURB, together with local government units, has jurisdiction to regulate the real estate trade and business. All subdivision plans are required to be filed with and approved by the local government unit concerned, while condominium project plans are required to be filed with and approved by HLURB. Approval of such plans is conditioned on, among other things, completion of the acquisition of the project site and the developer's financial, technical and administrative capabilities. Alterations of approved plans that affect significant areas of the project, such as infrastructure and public facilities, also require the prior approval of the relevant government unit. Development must comply with standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, the sewage disposal system, electricity supply, lot sizes and house construction.

Owners or dealers of real estate projects are required to obtain licenses to sell before making sales or other disposition of lots or real estate projects.

In general, developers of residential subdivisions are required to submit project descriptions to regional offices of the Department of Environment and Natural Resources ("DENR"). This description sets out the background of the proposed project and identifies any significant environment risks and possible

alternative sites. In environmentally critical projects or at the discretion of the regional office of the DENR, a detailed Environmental Impact Assessment may be required and the developer will be required to obtain an Environmental Compliance Certificate to certify that the project will not cause an unacceptable environmental impact.

The Company routinely applies for the required governmental approvals for its projects as provided above and some HLURB approvals such as but not limited to development permits and license to sell are pending for certain projects or project phases.

The Company is not aware of any pending legislation or governmental regulation that is expected to materially affect its business.

### Research and Development Costs

Expenses incurred for research are minimal and do not amount to a significant percentage of revenues.

On the other hand, construction and development costs incurred and their percentage to revenues are as follows:

Year	Amount Spent	% to Revenue
2017	P2.99 billion	57%
2016	P3.38 billion	65%
2015	P3.31 billion	65%

### Costs and Effects of Compliance with Environmental Laws

Expenses incurred by the Group for purposes of complying with environmental laws consist primarily of payments for government regulatory fees that are standard in the industry and are minimal.

### Manpower

As of December 31, 2017, the Group employed a total of 712 employees. The Group will hire additional employees if and when the present workforce becomes inadequate to handle the growing operations of the Group. The Group has no collective bargaining agreements with its employees due to the absence of organized labor organizations in the Group. Aside from complying with the minimum compensation standards mandated by law, the Group makes available to qualified personnel supplemental benefits such as health insurance, retirement, housing plans and car plans.

The table below shows the breakdown of employees by rank:

Description	As of December 31, 2017	Projected Hiring for 2018
Executives	20	0
Managers	66	6
Supervisors	187	26
Rank & File	439	68
Total	712	100

## Business Risks

The real estate industry is highly dependent on the performance of the national economy as the growth of the industry has a direct correlation with the state of the national income and effective disposal income of the people. As disposable income increases, expenditures on housing will increase proportionately. Furthermore, a stable economy brings about liquidity in the financial system, thus increasing the sources of funding for housing.

The growth and profitability of the Company are influenced by the general political and economic situation. Any political instability in the future may have a material effect on the financial results of the Company.

Increase in interest rates and unavailability of affordable financing options affect the demand for housing. The Company caters to the middle income market, a market which primarily considers the affordability of monthly amortizations through long term in-house or bank financing schemes.

The Company is engaged primarily in the development of land and construction of housing /condominium units. Its business is dependent on the availability of large tracts of land with potential for development. As major players and new ones continue to take advantage of the bullish condition of the real estate industry, prime properties may become less available to the Company.

Other risks related to property development are fluctuation in prices and availability of construction materials, changes in government regulations, increase in taxes and fees and intense competition.

The Company remains vigilant to factors affecting its business, such as fluctuations in interest rates on borrowings and end-buyers' financing, increasing costs of construction materials, labor and administrative expenses which may affect overall demand for housing. Fluctuations in foreign exchange have no adverse effect since the Company has very minimal importations of construction-related materials and has no foreign currency denominated loans.

The Company continuously monitors trends in the industry and regularly checks economic indicators. It constantly explores ways and means on how to be more cost effective and implements reasonable price increases to maintain certain profit margins while keeping its products competitive. To maintain the marketability of its products, it provides quality projects in convenient locations, keeps the price affordable, offers a variety of flexible payment terms for in-house financing and continues to maintain strong tie-up arrangements with various banks for the financing requirements of its buyers.

The Company remains prudent in managing its financial resources and has taken measures in controlling its available funds. Generally, the Company utilizes its internally generated funds for its operations and partly uses bank financing for purposes of acquiring properties with strong economic potential and meeting urgent development requirements. By identifying the risk areas and employing appropriate risk management tools, the Company believes that the related business risks could be managed properly.

## Item 2. Properties

### Description of Principal Properties

The principal properties of the Group are as follows:

Property	Location	Limitations on Ownership
<b>Completed Projects:</b>		
Little Baguio Gardens	San Juan, Metro Manila	Owned
Laguna BelAir 1 and 2	Don Jose, Sta. Rosa, Laguna	Joint Venture
Governors Place	Mandaluyong City	Joint Venture
Kingswood Tower	Makati City	Joint Venture
Gilmore Heights	Gilmore Ave. cor. N. Domingo Sts., Quezon City	Joint Venture

San Francisco Gardens	Mandaluyong City	Joint Venture
Greenhills Garden Square	Santolan Road, Quezon City	Owned
Central Business Park	Manggahan, Pasig City	Owned
Xavier Hills	Quezon City	Joint Venture
California Garden Square	Libertad St., Mandaluyong City	Owned
Laguna BelAir 3	Biñan, Laguna	Owned
Laguna BelAir 4	Sta. Rosa City	Owned
The Sonoma	Sta. Rosa City	Joint Venture
<b><i>On-Going Projects:</i></b>		
The Cambridge Village	Cainta, Rizal	Owned
Little Baguio Terraces	San Juan, Metro Manila	Joint Venture
Pioneer Woodlands	Mandaluyong City	Joint Venture
San Lorenzo Place	Makati City	Joint Venture
The Rochester	Pasig City	Owned
Kasara Urban Resort Residences	Eagle St., Pasig City	Owned
Mango Tree Residences	San Juan City	Owned
Covent Garden	Sta. Mesa Manila	Owned
Southpoint Science Park	Gimalas Balayan Batangas	Owned

Most projects are for sale with the exception of Central Business Park, which is an office-warehouse complex for lease. It has a total of 9,870 square meters of leasable area, with lease rate of P185 per square meter subject to yearly escalation. Lease term is up to 5 years.

There is no mortgage, lien or encumbrance over the properties of the Company. The limitations on ownership and usage are disclosed in the table above and in the Notes of the Company's Audited Financial Statements.

Certain assets of the Company with a total carrying value of P110.7 million are used as collateral to secure the payment of loans obtained from creditors. These are various units of California Garden Square and The Cambridge Village and lots of Laguna BelAir, which serve as a security for the CTS financing/Receivable Purchase Facility granted by creditor banks. This facility does not require annotation on individual titles.

The Company cannot identify the particular properties it intends to acquire in the next twelve (12) months as the opportunities, offers or prospects may come unexpectedly. It aims to continuously acquire properties in strategic/prime locations with good market potential. It may acquire interest on the land through either outright acquisition or joint venture arrangement with landowners. Depending on the value of the property, it may utilize its internal funds to finance the acquisition; it may partially borrow or raise funds through equity financing.

### **Item 3. Legal Proceedings**

#### **Description of Material Pending Legal Proceedings**

There are no material pending legal proceedings to which the Company or any of its subsidiaries and affiliates is a party or of which any of their property is the subject.

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

No matter was submitted during the fourth quarter of 2017 to a vote of security holders.

## PART II – OPERATIONAL AND FINANCIAL INFORMATION

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

#### Market Information

The Company’s common shares are traded on the Philippine Stock Exchange (“PSE”). The following table sets out, for the periods indicated, the high and low sales price for the Company’s common shares as reported on the PSE:

Year		First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2016	High	0.91	0.90	0.85	0.77
	Low	0.67	0.75	0.75	0.66
2017	High	0.78	0.75	0.82	0.71
	Low	0.75	0.65	0.67	0.64
2018	High	0.75			
	Low	0.62			
3/31/18 Close		0.62			

#### Holders

As of 31 March 2018, there were 12,499 holders of the Company’s common shares. The following table sets forth the twenty largest shareholders of the Company as of March 31, 2018.

Rank	Name of Holder	Number of Shares	Percentage of Ownership
1.	Megaworld Corporation	11,994,426,438	81.7202%
2.	PCD Nominee Corporation (Filipino)	1,826,643,649 <sup>1</sup>	12.4463%
3.	PCD Nominee Corporation (Non-Filipino)	446,999,002	3.0457%
4.	The Andresons Group, Inc.	138,133,820	0.9412%
5.	Andrew L. Tan	24,277,777	0.1654%
6.	Simon Lee Sui Hee	16,685,206	0.1137%
7.	Ramon Uy Ong	14,950,000	0.1019%
8.	Lucio W. Yan	10,350,000	0.0705%
9.	Alberto Mendoza and/or Jeanie C. Mendoza	4,444,106	0.0303%
10.	Evangeline R. Abdullah	4,324,000	0.0295%
11.	George T. Yang	3,675,400	0.0250%
12.	Zheng Chang Hua	3,220,000	0.0219%
13.	Tiong C. Rosario	3,138,791	0.0214%
14.	Maximino S. Uy &/or Lim Hue Hua	3,105,000	0.0212%
15.	Trans-Asia Securities, Inc.	3,000,000	0.0204%
16.	Luisa Co Li	2,902,908	0.0198%
17.	Edward N. Cheok	2,875,000	0.0196%
18.	Aboitiz Equity Ventures, Inc.	2,813,843	0.0192%
19.	Maximino S. Uy	2,357,500	0.0159%
20.	Aboitiz & Company	2,314,421	0.0158%

<sup>1</sup> This includes 1,000,000 shares beneficially owned by Megaworld Corporation.

The information provided above is not being presented in connection with securities to be issued pursuant to an acquisition, business combination or other reorganization initiated by or involving the Company.

## Dividends

The payment of dividends, either in the form of cash or stock, will depend upon the Company's earnings, cash flow and financial condition, among other factors. The Company may declare dividends only out of its unrestricted retained earnings. These represent the net accumulated earnings of the Company, with its capital unimpaired, that are not appropriated for any other purpose.

The Company may pay dividends in cash, by the distribution of property, or by the issue of shares of stock. Dividends paid in cash are subject to the approval by the Board of Directors. Dividends paid in the form of additional shares are subject to approval by both the Board of Directors and at least two-thirds (2/3) of the outstanding capital stock of the shareholders at a shareholders' meeting called for such purpose.

No stock dividends were declared on the Company's common shares for 2007 to 2017. The Company declared a 15% stock dividend on March 15, 2006, which was paid on August 8, 2006 to all shares of common stock outstanding as of July 13, 2006.

The Corporation Code prohibits stock corporations from retaining surplus profits in excess of one hundred per cent (100%) of their paid-in capital stock, except when justified by definite corporate expansion projects or programs approved by the Board of Directors, or when the corporation is prohibited under any loan agreement with any financial institution or creditor from declaring dividends without its consent, and such consent has not yet been secured, or when it can be clearly shown that such retention is necessary under special circumstances obtaining in the corporation.

## Recent Sales of Unregistered or Exempt Securities

On 26 June 2013, One Billion Two Hundred Million (1,200,000,000) common shares of the capital stock of the Company were issued to Megaworld Corporation, at the price of One Peso & 05/100 centavos per share for an aggregate subscription price of One Billion Two Hundred Sixty Million (Php1,260,000,000.00).

Relative to the subscription of Megaworld Corporation, the Company filed on 05 July 2013 with the Philippine Securities and Exchange Commission ("SEC") a Notice of Exempt Transaction under Section 10.1(e) of the Securities Regulation Code.

## Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

### For 2017, the following are top key performance indicators of the Group:

		2017	2016
Sales		P4.25 Billion	P4.12 Billion
Net Profit		P631.9 Million	P601.1 Million
Current Ratio	*1	3.05:1	3.54:1
Quick Ratio	*2	0.69:1	0.72:1

\*1- Current Assets/Current Liabilities

\*2- Cash and cash equivalents+Trade and other receivables/ Total Current Liabilities

### **1) Increase in Real Estate Sales**

The Group's marketing concepts and sales strategies, project location, flexible payment scheme and aggressive selling have contributed to the increase in sales. The Group's new projects are connected to mass transit system and are conveniently located in business districts of Metro Manila

### **2) Other Revenues**

Other income derived from various sources contributed to the Group's revenue.

### **3) Ability to repay loan obligations**

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

### **4) Continuous development of projects**

The Group aggressively undertakes construction and development activities and has been exerting efforts to deliver its projects within the commitment timetable.

## **RESULTS OF OPERATIONS**

### Review of December 31, 2017 versus December 31, 2016

During the twelve-month period, the consolidated net profit amounted to P631.9 million, 5% higher than the previous year's net income of P601.1 million. Consolidated revenues, composed of real estate sales, realized gross profit, finance income, earnings of associates, commissions and other revenues posted an increase of 2% from P5.2 billion to P5.3 billion.

#### Real Estate Sales

The Group registered Real Estate Sales of P4.3 billion for twelve months ended December 31, 2017 compared with P4.1 billion in 2016. The sales generated were derived from various projects including Kasara Urban Resort Residences, San Lorenzo Place, Pioneer Woodlands, The Rochester, The Cambridge Village, Little Baguio Terraces, The Sonoma, California Garden Square, Laguna Bel Air Projects and Mango Tree Residences.

The Cost of Real Estate Sales amounting to P2.5 billion in 2017 and P2.7 billion in 2016, as a percentage of Real Estate Sales was 59% and 64% in 2017 and 2016 respectively. The change was primarily due to the different composition of products sold for each year.

Gross Profit was P1.8 billion during the twelve months of 2017 and P1.5 billion in 2016, or 41% and 36% of Real Estate Sales in 2017 and 2016 respectively. The gross profit margin varies depending on the product mix and the competitiveness of prices of each product. Realized Gross Profit amounting to P1.6 billion in 2017 and P1.4 billion in 2016, represents 38% and 35% of Real Estate Sales, respectively.

#### Other Revenues

The finance income amounting to P274.7 million and P323.6 million in 2017 and 2016 respectively, were derived mostly from in-house financing and various advances from related parties which accounts for 5% and 6% of total revenues. Additional sources of revenue were commissions of a subsidiary, rentals of



investment properties and those obtained from other sources. Commission and other income totaling P690.0 million in 2017 and P678.4 million in 2016, represents 13% of total revenues in 2017 and 2016.

#### Operating Expenses

Operating Expenses for 2017 and 2016 amounted to P1.4 billion. Other charges/expenses include Finance Cost of P219.3 million and P199.6 million in 2017 and 2016, respectively.

### **FINANCIAL CONDITION**

#### Review of December 31, 2017 versus December 31, 2016

Total resources of the Group as of December 31, 2017 and December 31, 2016 amounted to P41.4 billion and P38.5 billion respectively. Cash and Cash Equivalents increased from P1.0 billion to P1.3 billion. The Group remained liquid with Total Current Assets of P31.0 billion in 2017 and P29.6 billion in 2016, which accounted for 75% and 77% of the Total Assets in 2017 in 2016, while its Total Current Liabilities amounted to P10.2 billion in December 31, 2017 as compared with P8.4 billion in December 31, 2016.

The Equity increased from P24.9 billion in the previous year to P25.9 billion as of December 31, 2017 due to Group's Net Income for the 12-month period and revaluation of equity investments held by a subsidiary.

For the twelve months of 2017 and in the year 2016, the Group sourced its major cash requirements from internally generated funds, and partly from borrowings.

The Group utilized its funds for construction and development of projects, loan repayments, settlement of various payables and other operating expenses.

#### Material Changes in the 2017 Financial Statements (Increase or decrease of 5% or more versus December 31, 2016)

##### Statements of Financial Position

- 27% increase in Cash and cash equivalents  
Mainly due to proceeds from loan availment
- 23% increase in Trade and other receivables  
Due to increase in real estate sales
- 8% increase in Advances to related parties  
Primarily due to interest on advances
- 11% decrease in Prepayments and other current assets  
Pertains to input vat offset against vat payable
- 25% increase in Available for sale financial assets  
Primarily due to increase in fair market value of investment in securities held by a subsidiary
- 27% increase in Property and equipment  
Primarily due to increase in capital expenditures
- 12% decrease in Investment property  
Primarily due to depreciation charges
- 22% increase in Trade and other payables  
Various payables to contractors and suppliers due to increasing construction activities

- 89% increase in Deferred Gross Profit on Real Estate Sales  
Mainly due to sales of projects with ongoing construction/development
- 7% increase in Customers' deposits  
Mainly due to increase in reservation sales and collection from various projects
- 22% increase in Advances from related parties  
Due to project related advances
- 15% increase in Reserve for property development  
Pertains to estimated cost to complete the construction/development of sold units
- 8% increase in Retirement benefit obligation  
Due to re-measurement of retirement obligation
- 68% decrease in Income tax payable  
Mainly due to increase in quarterly tax payments
- 16% increase in Other current liabilities  
Due to increase in retention payables to suppliers and contractors
- 6% increase in Deferred Tax Liabilities  
Mainly due to increase in income tax expense

Statements of Comprehensive Income  
(Increase or decrease of 5% or more versus December 31, 2016)

- 8% decrease in Realized gross profit on prior years' sale  
Due to construction accomplishment of certain projects
- 15% decrease in Finance income  
Primarily due to varying payment terms of accounts under in-house financing
- 171% decrease in Equity in net earnings of associates  
Primarily due to decrease in earnings of associate
- 6% decrease in Cost of real estate sales  
Pertaining to decrease in cost of certain projects
- 122% increase in Deferred gross profit on current year's sales  
Due to pre-selling of projects which are in various stages of construction
- 10% increase in Finance costs  
Mainly due to interest on additional loans
- 18% increase in Tax expense  
Mainly due to increase in taxable income

For the year 2018, the projected capital expenditures of roughly P5.0 billion is expected to be funded by collections, borrowings and other sources.

Fluctuations in foreign exchange rate had no adverse effect on the Group's financial conditions since the Group has very minimal importations of construction-related materials and have no foreign denominated loans.

There are no other material changes in the Group's financial position and condition (5% or more) that will warrant a more detailed discussion. Likewise, there are no material events and uncertainties known to the

management that would have material impact on reported financial information and normal operations of the Group.

The nature of all revenues and expenses disclosed in the statements of comprehensive income are business related transactions and arose from the Group's continuing operations. Also, no prior period adjustment was made during any period covered by the statements of financial position.

There are no material off-statements of financial condition transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

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

The Group is aggressively marketing its products specially the new projects. It continuously offers competitive prices, more lenient payment schemes under in-house financing and has strong tie-ups with reputable banks for the financing requirements of its buyers.

**For 2016, the following are top key performance indicators of the Group:**

		<b>2016</b>	<b>2015</b>
Sales		P4.12 Billion	P4.02 Billion
Net Profit		P601.1 Million	P550.5 Million
Current Ratio	*1	3.54:1	3.72:1
Quick Ratio	*2	0.72:1	0.71:1

\*1- *Current Assets/Current Liabilities*

\*2- *Cash and cash equivalents+Trade and other receivables/ Total Current Liabilities*

**2) Increase in Real Estate Sales**

The Group's marketing concepts and sales strategies, project location, flexible payment scheme and aggressive selling have contributed to the increase in sales. The Group's new projects are connected to mass transit system and are conveniently located in business districts of Metro Manila

**5) Other Revenues**

Other income derived from various sources contributed to the Group's revenue.

**6) Ability to repay loan obligations**

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

**7) Continuous development of projects**

The Group aggressively undertakes construction and development activities and has been exerting efforts to deliver its projects within the commitment timetable.

## **8) Landbanking**

The Group has been continuously acquiring interests in properties through either outright acquisitions or joint venture arrangements with landowners. It intends to have sufficient properties for development within the next 5 to 7 years.

### **RESULTS OF OPERATIONS**

#### Review of December 31, 2016 versus December 31, 2015

During the twelve-month period, the consolidated net profit amounted to P601.1 million, 9% higher than the previous year's net income of P550.5 million. Consolidated revenues, composed of real estate sales, realized gross profit, finance income, earnings of associates, commissions and other revenues posted an increase of 3% from P5.1 billion to P5.2 billion.

#### Real Estate Sales

The Group registered Real Estate Sales of P4.1 billion for twelve months ended December 31, 2016 compared with P4.0 billion in 2015. The sales generated were derived from various projects including, San Lorenzo Place, Pioneer Woodlands, The Sonoma, The Rochester, The Cambridge Village, California Garden Square, Kasara Urban Resort Residences, Little Baguio Terraces, Greenhills Garden Square and Laguna Bel Air Projects.

The Cost of Real Estate Sales amounting to P2.7 billion in 2016 and P2.6 billion in 2015, as a percentage of Real Estate Sales was 64% and 65% in 2016 and 2015 respectively. The change was primarily due to the different composition of products sold for each year.

Gross Profit was P1.5 billion during the twelve months of 2016 and P1.4 billion in 2015, or 36% and 35% of Real Estate Sales in 2016 and 2015 respectively. The gross profit margin varies depending on the product mix and the competitiveness of prices of each product. Realized Gross Profit amounting to P1.4 billion for 2016 and 2015, represents 35% of Real Estate Sales in both years.

#### Other Revenues

The finance income amounting to P323.6 million and P324.1 million in 2016 and 2015 respectively, were derived mostly from in-house financing and various advances from related parties which accounts for 6% of total revenues for both years. Additional sources of revenue were commissions of a subsidiary, rentals of investment properties and those obtained from other sources. Commission and other income totaling P678.4 million in 2016 and P662.0 million in 2015, represents 13% of total revenues in 2016 and 2015.

#### Operating Expenses

Operating Expenses for 2016 and 2015 amounted to P1.4 billion. Other charges/expenses include Finance Cost of P199.6 million and P177.4 million in 2016 and 2015, respectively.

### **FINANCIAL CONDITION**

#### Review of December 31, 2016 versus December 31, 2015

Total resources of the Group as of December 31, 2016 and December 31, 2015 amounted to P38.6 billion and P37.3 billion respectively. Cash and Cash Equivalents decreased from P1.4 billion to P1.0 billion. The Group remained liquid with Total Current Assets of P29.6 billion in 2016 and P28.2 billion in 2015, which accounted for 77% in 2016 and 76% in 2015 of the Total Assets, while its Total Current Liabilities amounted to P8.4 billion in December 31, 2016 as compared with P7.6 billion in December 31, 2015.

The Equity increased from P24.7 billion in the previous year to P24.9 billion as of December 31, 2016 due to Group's profit for the 12-month period net of revaluation of equity investments held by a subsidiary.

For the twelve months of 2016 and in the year 2015, the Group sourced its major cash requirements from internally generated funds, and partly from borrowings.

The Group utilized its funds for construction and development of projects, purchase of properties, loan repayments, settlement of various payables and other operating expenses.

Material Changes in the 2016 Financial Statements  
(Increase or decrease of 5% or more versus December 31, 2015)

Statements of Financial Position

- 28% decrease in Cash and cash equivalents  
Mainly due to construction related payments
- 26% increase in Trade and other receivables  
Due to increase in real estate sales
- 8% increase in Advances to related parties  
Primarily due to interest on advances
- 17% decrease in Prepayments and other current assets  
Pertains to input vat offset against vat payable
- 21% decrease in Available for sale financial assets  
Primarily due to decrease in fair market value of investment in securities held by a subsidiary
- 49% decrease in Advances to landowners and joint venture  
Mainly due to collection from landowner/joint venture
- 11% decrease in Investment property  
Primarily due to depreciation charges
- 30% increase in Interest-bearing loans and borrowings  
Mainly due to loan availment
- 35% increase in Trade and other payables  
Various payables to contractors and suppliers due to increasing construction activities
- 19% increase in Deferred Gross Profit on Real Estate Sales  
Mainly due to sales of projects with ongoing development
- 5% decrease in Customers' deposits  
Mainly due to recognition of sales
- 6% increase in Advances from related parties  
Due to project related advances
- 10% increase in Retirement benefit obligation  
Due to accrual of retirement obligation for the year
- 9% increase in Deferred Tax Liabilities  
Mainly due to increase in income tax expense

Statements of Comprehensive Income  
(Increase or decrease of 5% or more versus December 31, 2015)

- 9% increase in Realized gross profit on prior years' sale  
Due to construction accomplishment of certain projects
- 109% increase in Equity in net earnings of associates  
Primarily due to increase in earnings of associate
- 79% increase in Deferred gross profit on current year's sales  
Due to construction accomplishment of on-going projects
- 5% increase in Finance costs  
Mainly due to interest on additional loans
- 5% increase in Tax expense  
Mainly due to increase in taxable income

For the year 2017, the projected capital expenditures of roughly P5.0 billion is expected to be funded by collections, borrowings and other sources.

Fluctuations in foreign exchange rate had no adverse effect on the Group's financial conditions since the Group has very minimal importations of construction-related materials and have no foreign denominated loans.

There are no other material changes in the Group's financial position and condition (5% or more) that will warrant a more detailed discussion. Likewise, there are no material events and uncertainties known to the management that would have material impact on reported financial information and normal operations of the Group.

The nature of all revenues and expenses disclosed in the statements of comprehensive income are business related transactions and arose from the Group's continuing operations. Also, no prior period adjustment was made during any period covered by the statements of financial position.

There are no material off-statements of financial condition transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

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

The Group is aggressively marketing its products specially the new projects. It continuously offers competitive prices, more lenient payment schemes under in-house financing and has strong tie-ups with reputable banks for the financing requirements of its buyers.

## **Item 7. Information on Independent Accountant and other Related Matters**

### **External Audit Fees and Services**

The Company's external auditor, Punongbayan & Araullo, billed the amounts of Php1,830,000 in 2017, and Php1,740,000 in 2016 exclusive of VAT respectively, in professional fees for services rendered by it for the audit of the Company's annual financial statements and services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for 2017 and 2016.

Apart from the foregoing, no other services were rendered or fees billed by the Company's external auditors for 2017 and 2016.

The engagement of Punongbayan & Araullo and the handling partner is approved by the Board of Directors in consultation with its Audit Committee and by the stockholders of the Company. The selection of external auditors is made on the basis of credibility, professional reputation, accreditation with the Philippine Securities and Exchange Commission, and affiliation with a reputable foreign partner. The professional fees of the external auditors of the Company are approved by the Company's Audit Committee after approval by the stockholders of the engagement and prior to the commencement of each audit season.

**Item 8. Financial Statements**

Financial Statements meeting the requirements of SRC Rule 68, as amended, are attached hereto as Exhibit 1 and incorporated herein by reference.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

The Company complied with SRC Rule 68(3)(b)(iv) and the Company's Manual on Corporate Governance, which requires that the Company's external auditor be rotated or the signing partner changed after five (5) years of engagement. A two-year cooling off period shall be observed in the re-engagement of the same signing partner. In this regard, starting the year ending 31 December 2016, Mr. Renan A. Piamonte, one of the Audit and Assurance Partners of Punongbayan and Araullo (P&A), was designated as the signing partner for the audit of the Company's financial statements. Mr. Nelson Dinio, also one of the Audit and Assurance Partners of P&A, handled the audit of the Company's financial statements for the past five years from 2011 to 2015.

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

**PART III – CONTROL AND COMPENSATION INFORMATION**

**Item 10. Directors and Executive Officers of the Issuer**

There are seven (7) members of the Company's Board of Directors, two of whom are independent directors. All directors were elected during the annual meeting of stockholders held on 13 June 2017 for a term of one year and until their successors are elected and qualified.

The table sets forth each member of the Company's Board and Officers as of 31 March 2018.

Name	Present Position
Andrew L. Tan.....	Chairman of the Board
Anthony Charlemagne C. Yu.....	Director/President
Cresencio P. Aquino <sup>1</sup> .....	Independent Director
Alejo L. Villanueva, Jr.....	Independent Director
Evelyn G. Cacho.....	Director/Senior Vice President/ Corporate Information Officer/ Compliance Officer
Enrique Santos L. Sy.....	Director
Kevin Andrew L. Tan.....	Director
Ricky S. Libago.....	Executive Vice President
Ricardo B. Gregorio.....	First Vice President for Human Resources and General and Administration Services
Jhoanna Lyndelou T. Llaga.....	First Vice President for Marketing
Kim Camille B. Manansala.....	Assistant Vice President for Audit

<sup>1</sup> Cresencio P. Aquino was elected as Independent Director on 15 February 2018 to replace Gerardo C. Garcia due to his death.

Giovanni C. Ng.....	and Management Services Treasurer
Dennis E. Edaño.....	Corporate Secretary
Celeste Z. Sioson.....	Assistant Corporate Secretary

Following is a brief profile of the incumbent directors and executive officers of the Company, indicating their respective business or professional experience for the past five (5) years.

**Andrew L. Tan**

Chairman of the Board

Mr. Tan, Filipino, 68 years old, Filipino, has served as Chairman of the Company's Board of Directors since its incorporation in July 1994. He was also Treasurer of the Company from July 1994 to May 1998. He is the Chairman of the Board and President of Megaworld Corporation, a publicly listed corporation and the parent of the Company, and Chairman of other publicly listed companies Alliance Global Group, Inc., Emperador Inc. and Global-Estate Resorts, Inc. He pioneered the live-work-play-learn model in real estate development through Megaworld's integrated township communities, thus fueling the growth of the business process outsourcing (BPO) industry. He chairs publicly-listed Alliance Global Group, Inc. which holds interests in property development through Megaworld, integrated tourism estates development through Global-Estate Resorts, Inc. He is the director of Travellers International Hotel Group, Inc. which owns Resorts World Manila, and food and beverage manufacturing and distribution through Emperador Inc., which owns Emperador Distillers, Inc., the leading brandy manufacturer and distributor in the Philippines, and Golden Arches Development Corporation, which operates and franchises quick service restaurants under the McDonald's brand. Mr. Tan also serves in the boards of various companies: Eastwood Cyber One Corporation, Megaworld Land, Inc., Megaworld Central Properties, Inc., Gilmore Property Marketing Associates, Inc., Sherman Oak Holdings, Inc., Sonoma Premier Land, Inc., Valle Verde Properties, Inc., Townsquare Development, Inc. and Richmonde Hotel Group International Limited. Mr. Tan is also the Chairman of Megaworld Foundation, Megaworld's corporate social responsibility arm, which primarily focuses on the promotion of education through scholarship programs for financially handicapped but deserving students, and supports causes that promote poverty alleviation, people empowerment, social justice, good governance and environmental conservation.

**Anthony Charlemagne C. Yu**

Director/President

Mr. Yu, 55 years old, Filipino, has been a member of the Company's Board of Directors since January 1998 and has served as President of the Company for the same period. He joined Megaworld Land, Inc. in September 1996 and served as its Vice President until December 1997. Mr. Yu obtained his Bachelor of Arts degree major in Political Science from the Ateneo de Manila University and his Bachelor of Laws degree from the University of the Philippines. He holds a Master's Degree from the University of London. Mr. Yu previously worked for Ten Knots Development Corporation where he served as Vice President for Corporate and Legal Affairs and was a member of both its Executive and Management Committees. He also worked as a legal associate at the Ponce Enrile Cayetano Reyes & Manalastas Law Offices and served as Special Legal Counsel to the Secretary of Health, Dr. Juan Flavier. He also served as a Consultant in the Senate of the Philippines. He was a member of the University Faculty of the Ateneo de Manila University for eight (8) years, from 1985 to 1993 and sat on the board of the Institute of the Philippine Culture of the Ateneo de Manila University. Mr. Yu has also served as a Law Professor in the College of Law of the University of the Philippines. He was Philippine Delegate to the Integrated Environmental Management Forum held in Israel in 1995. Mr. Yu was a member of the United Nations Development Program's Regional Network of Legal Experts on Marine Pollution and the Board of Trustees of Management Advancement Systems, Association, Inc. He is currently the Chairman of the Board and President of the Philippine Science-assisted school, Laguna BelAir School, Inc. He is the President of the El Nido Foundation, an NGO that promotes sustainable development and environmental protection in northern Palawan. He is a Trustee of Culion Foundation, a social development organization that primarily supports undertakings on the prevention and control of selected communicable and infectious diseases, reproductive health, and micro-enterprise development. He is the Chairman of the ERDA Group of Foundations, which promotes educational assistance to the marginalized sectors of



society, including street children. He is also a member of the Board of Trustees of IBON Foundation, a non-profit research and education development institution that provides socio-economic research and analysis on people's issues to various sectors. Mr. Yu is also President and/or Director of Empire East Communities, Inc., Megaworld Central Properties, Inc., Sherman Oak Holdings, Inc., Sonoma Premier Land, Inc., Valle Verde Properties, Inc. and Megaworld Newport Property Holdings, Inc.

**Cresencio P. Aquino<sup>1</sup>**

Independent Director

Atty. Aquino, 64 years old, Filipino, is currently the Managing Partner of The Law Firm of CP Aquino & Partners. He is a graduate of the San Sebastian College Manila with degrees in Bachelor of Arts and Bachelor of Laws. Atty. Aquino has extensive experience in both the public and private sectors as Director of Clark Development Corporation from 2012 to 2016, Independent Director of Global-Estate Resorts, Inc. from 2010 to 2012, Independent Director of Suntrust Home Developers, Inc. from 2009 to 2012, Corporate Legal Counsel of MBF Card and One Card Corporation from June 1998 to May 2004, Special Assistant and Chief Legal Counsel of the Government Service Insurance System from September 1992 to June 1998, Director of the Meat Packaging Corporation of the Philippines from September 1992 to June 1998, Personnel and Administrative Manager, Corporate Secretary and Chief Legal Counsel of ComSavings Bank from September 1992 to June 1998, and Executive Director of the Department of Interior and Local Government ("**DILG**") from 1988 to 1992, and concurrently Ex-Officio Commissioner of the DILG with the Housing and Land Use Regulatory Board also for the same period. Atty. Aquino He was formerly an Associate Professor with the San Sebastian College. Atty. Aquino has been a member of the Integrated Bar of the Philippines since 1978 and is also a member of the Capitol Bar Association, Knights of Columbus, and the Lawyers League of the Philippines.

**Enrique Santos L. Sy**

Director

Mr. Sy, 68 years old, Filipino, was elected to the Board on 9 June 2009. Previously, he served as director of the Company from April 1996 to April 1998 and from June 1999 to December 23, 2008. Mr. Sy was Corporate Secretary of the Company from July 1994 until 31 March 2011. Mr. Sy concurrently serves in the boards of publicly-listed Megaworld Corporation. He is a Director of Eastin Holdings and First Oceanic Property Management, Inc. He is also a Director and the Corporate Secretary of Asia Finest Cuisine, Inc. and the Corporate Secretary of Empire East Communities, Inc. Mr. Sy previously worked as Advertising Manager of Consolidated Distillers of the Far East, Inc., Creative Director of AdCentrum Advertising, Inc., Copy Chief of Admakers, Inc. and Peace Advertising Corporation and Creative Associate of Adformatix, Inc. Mr. Sy graduated with honors from the Ateneo de Manila University with the degree of Bachelor of Arts in Communication Arts.

**Evelyn G. Cacho**

Director/Senior Vice President

Ms. Cacho, 56 years old, Filipino, has served as director of the Company since February 20, 2009. Ms. Cacho joined the Company in February 1995. She currently serves as director of the Company's subsidiaries, Empire East Communities, Inc., Laguna BelAir School, Inc., Sonoma Premier Land, Inc., Valle Verde Properties, Inc. and Sherman Oak Holdings, Inc. She concurrently serves as Director in publicly-listed Suntrust Home Developers, Inc. She also holds the position of Treasurer of Megaworld Central Properties, Inc. and Megaworld Newport Property Holdings, Inc. She is the Assistant Corporate Secretary of Gilmore Property Marketing Associates, Inc. Prior to joining the Company, she had extensive experience in the fields of financial/operations audit, treasury and general accounting from banks, manufacturing and trading companies. Ms. Cacho has a bachelor's degree in Business Administration major in Accounting and is a certified public accountant by profession.

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<sup>1</sup> Cresencio P. Aquino was elected as Independent Director on 15 February 2018 to replace Gerardo C. Garcia due to his death.

**Alejo L. Villanueva, Jr.**

Independent Director

Mr. Villanueva, 76 years old, Filipino, is an independent director of the Company since June 2007. He is concurrently an independent director of Alliance Global Group, Inc., Suntrust Home Developers, Inc., and Emperador Inc. and a Director of First Capital Condominium Corporation, a non-stock, non-profit corporation. He is a professional consultant who has more than twenty years of experience in the fields of training and development, public relations, community relations, institutional communication, and policy advocacy, among others. He has done consulting work with the Office of the Vice President, the Office of the Senate President, the Commission on Appointments, the Securities and Exchange Commission, the Home Development Mutual Fund, the Home Insurance Guaranty Corporation, Department of Agriculture, Philippine National Railways, International Rice Research Institute, Rustan's Supermarkets, Louis Berger International (USAID-funded projects on Mindanao growth), World Bank (Subic Conversion Program), Ernst & Young (an agricultural productivity project), Chemonics (an agribusiness project of USAID), Price Waterhouse (BOT program, a USAID project), Andersen Consulting (Mindanao 2000, a USAID project), Renardet S.A. (a project on the Privatization of MWSS, with World Bank funding support), Western Mining Corporation, Phelps Dodge Exploration, and Marubeni Corporation. Mr. Villanueva obtained his bachelor's degree in Philosophy from San Beda College, summa cum laude. He has a master's degree in Philosophy from the University of Hawaii under an East-West Center Fellowship. He also took up special studies in the Humanities at Harvard University. He studied Organizational Behavior at INSEAD in Fontainebleau, France. He taught at the Ateneo Graduate School of Business, the UST Graduate School, and the Asian Institute of Journalism.

**Kevin Andrew L. Tan**

Director

Mr. Tan, 38 years old, Filipino, has served as Director last June 2015. He is the Senior Vice President for Commercial Division of Megaworld Corporation which markets and operates the Megaworld Lifestyle Malls including Eastwood Mall and The Clubhouse at Corinthian Hills in Quezon City, Venice Piazza at McKinley Hill and Burgos Circle at Forbestown Center, both in Fort Bonifacio, California Garden Square in Mandaluyong City, Newport Mall at Resorts World Manila in Pasay City, and Lucky Chinatown Mall in Binondo, Manila and Uptown Mall in Bonifacio Global City. He is concurrently a Director of publicly listed companies Alliance Global Group, Inc., Emperador Inc. and Global-Estate Resorts, Inc. and of Eastwood Cyber One Corporation, Uptown Cinemas, Inc., Megaworld Central Properties, Inc., Twin Lakes Corporation, Megaworld Land, Inc., Townsquare Development, Inc., Emperador Distillers, Inc., Alliance Global Brands, Inc., Anglo Watsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperador Brandy, Inc., and New Town Land Partners, Inc. He is also a trustee and a Treasurer of Megaworld Foundation, Inc. He has over 11 years of experience in retail leasing, marketing and operations. Mr. Tan obtained his bachelor's degree in Business Administration major in Management from the University of Asia and the Pacific.

**Ricky S. Libago**

Executive Vice President

Mr. Libago, 53 years old, Filipino, has been with the Company since July 2008. He served as Senior Vice President for Project Development, the position he held prior to his appointment as Executive Vice President in July 2016. Prior to joining the Company, he worked with Citibank Japan for 3 years and Citibank Philippines/Citibank Asia Pacific for 5 years with the Corporate Realty Services Group. He also previously worked with Universal Rightfield Holdings, Inc. (a real estate joint venture company with DMCI), Megaworld Land, Inc. (a subsidiary of Megaworld), Ayala Property Management Corporation (a subsidiary of Ayala Land, Inc.) and Makati Development Corporation (the construction arm of Ayala Land, Inc.). Mr. Libago is a licensed Civil Engineer and a Sanitary Engineer. He obtained his Civil Engineering degree from Ateneo de Cagayan (Xavier University) and his Sanitary Engineering degree from the National University.

**Ricardo B. Gregorio**

First Vice President for Human Resources and General and Administration Services

Mr. Gregorio, 55 years old, Filipino, has been with the Company since August 1997. Prior to his appointment as First Vice President in Human Resources General Administration Services in July 2015, he occupied the position of Vice President for Human Resources General and Administration Services in June 2003 and as Assistant Vice President for HRAD, Purchasing and Warehouse Department in January 1999. He joined the Company as Purchasing Manager and served as such until October 1997. From November 1997 to December 1998, he served as HRAD and Purchasing Senior Manager of the Company. Mr. Gregorio is a certified public accountant by profession. He graduated cum laude from the Araullo University in 1988 with a bachelor's degree in Commerce major in accounting. In 2000, he obtained his Master's Degree in Business Administration from the University of the Philippines and in 2002, a diploma in Human Resource Management from the University of Santo Tomas.

**Jhoanna Lyndelou T. Llaga**

First Vice President for Marketing

Ms. Llaga, 46 years old, Filipino, currently serves as director of Empire East Communities, Inc, the Company's subsidiary and as an SVP of Megaworld Central Properties, Inc., an affiliate. She joined the company in April 1996 and held various marketing positions. She was appointed as Marketing Head in June 2003, Assistant Vice President in July 2009, Vice President in March 2011 and First Vice President in July 2015. Ms. Llaga graduated from the University of the Philippines in March 1994 with the degree of Bachelor of Arts in English Language Studies.

**Kim Camille B. Manansala**

Assistant Vice President for Audit and Management Services

Ms. Manansala, 27 years old, Filipino, currently serves as Assistant Vice President for Audit. She joined the company in May 2016 as Senior Audit Manager, appointed as Audit and Management Services (AMS) Head in July 2016 and AVP for AMS in January 2017. She is also the assigned Project Manager for the SAP implementation from January 2017 to present. Prior to joining the company, she worked with SyCip Gorres Velayo & Co. (SGV & Co.) as Senior Assurance Associate where she gained extensive exposure in financial/operations audit for insurance, service, finance and holding companies, advertising and non-profit institutions. She also worked with QBE Group Shared Services Centre as Quality Assurance Analyst Level 4 and AMA Group of Companies as Senior Audit Manager. Ms. Manansala graduated Magna Cum Laude from the Polytechnic University of the Philippines in 2011 with the degree of Bachelor of Science in Accountancy and is a certified public accountant by profession.

**Giovanni C. Ng**

Treasurer

Mr. Ng, 44 years old, Filipino, has served as Treasurer of the Company since January 6, 2002. He is also the Senior Vice President and Finance Director of Megaworld Corporation and Treasurer of Adams Properties, Inc. and Townsquare Development, Inc. He serves as director in Eastwood Property Holdings, Inc., Oceantown Properties, Inc., Empire East Communities, Inc., Gilmore Property Marketing Associates, Inc., First Centro, Inc., Valle Verde Properties, Inc., Lucky Chinatown Cinemas, Inc. and New Town Land Partners, Inc. and Megaworld Land, Inc. Previously, he worked as Analyst Associate in Keppel IVI Investments. Mr. Ng obtained his bachelor's degree in Quantitative Economics from the University of Asia and the Pacific, graduating summa cum laude in 1995.

**Dennis E. Edaño**

Corporate Secretary

Mr. Edaño, 41 years old, Filipino, is the Corporate Secretary of the Company. He has been with the Company since September 2003 and currently heads the Legal & Corporate Affairs Department. Prior to his appointment as Corporate Secretary, Mr. Edaño was Assistant Corporate Secretary of the Company. Mr. Edaño has extensive experience in civil, criminal, administrative, labor and local taxation litigation, labor relations and real estate law. Prior to joining the Company, he was employed with Siguion Reyna

Montecillo Ongsiako Law Offices as Junior associate. Mr. Edaño obtained his bachelor's degree in Law in 1999 from the University of the Philippines and his bachelor's degree in Liberal Arts major in Philosophy from the same institution in 1995.

### **Celeste Z. Sioson**

Assistant Corporate Secretary

Ms. Sioson, 41 years old, Filipino, is the Assistant Corporate Secretary of the Company. She joined the Company in October 2006 and is currently Vice President of the Legal and Corporate Affairs Department of the Company. Ms. Sioson obtained her bachelor's degree in Law from the University of the Philippines in 2002 and her bachelor's degree in Science major in Biology in 1998 from the same institution. She has extensive experience in civil, criminal, administrative, labor litigation, labor relations and real estate law. Prior to joining the Company, she was a Senior Associate at the Andres Marcelo Padernal Guerrero and Paras Law Offices and an Associate at the Ponce Enrile Reyes & Manalastas Law Offices.

### **Significant Employees**

The business of the Company is not highly dependent on the services of personnel outside of Senior Management.

### **Family Relationships**

Chairman Andrew L. Tan and Mr. Kevin Andrew L. Tan, both directors of the Company, are father and son.

### **Involvement in Certain Legal Proceedings**

The Company is not aware of the occurrence, as of the date hereof and during the past five (5) years preceding this date, of any of the following events which it believes to be material to the evaluation of the ability or integrity of any of its directors, nominees for election as director, or executive officers:

1. Any bankruptcy petition filed by or against any business of a director, nominee for election as director, or executive officer who was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any director, nominee for election as director, or executive officer being convicted by final judgment in a criminal proceeding, domestic or foreign, or being subject in his personal capacity to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Any director, nominee for election as director, or executive officer being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Any director, nominee for election as director, or executive officer being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

## **Item 11. Executive Compensation**

### **Compensation of Certain Executive Officers**

The total annual compensation paid to the President/CEO and four most highly compensated executive officers of the Company amounted to Php22,532,104 in 2017 and Php20,670,344 in 2016. The projected total annual compensation of the named executive officers for the current year is Php23,648,710.

## Compensation of Directors

The members of the Board of Directors of the Company receive a standard per diem for attendance in board meetings. In 2017, the Company paid a total of Php700,000 for directors' per diem and has allocated the same amount for 2018.

Apart from directors' per diem, there are no other arrangements, such as consulting contracts, pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, during the Company's last completed fiscal year, and the ensuing year, for any service provided as a director.

## SUMMARY COMPENSATION TABLE

The following table identifies the President and the four most highly compensated officers of the Company and summarizes their aggregate compensation in 2016 and 2017 and estimated aggregate compensation for 2018:

Name and Principal Position	Year	Salary	Others Variable Pay	Total Annual Compensation
Anthony Charlemagne C. Yu, President & CEO				
Ricky S. Libago Executive Vice President				
Evelyn G. Cacho Senior Vice President				
Ricardo B. Gregorio FVP for HR, General and Administrative Services				
Jhoanna Lyndelou T. Llaga FVP for Marketing				
President and 4 Most Highly Compensated Officers	2016	16,831,840	3,838,504	20,670,344
	2017	19,649,700	2,882,404	22,532,104
	2018	20,632,185	3,016,525	23,648,710
All Other Officers and Directors as a Group	2016	29,276,744	5,933,822	35,210,566
	2017	35,026,364	4,027,468	39,053,832
	2018	36,777,682	4,203,842	40,981,524

## Employment Contracts and Change-in-Control Arrangements

Executive officers are appointed by the Board of Directors to their respective offices. Certain executive officers are employees of the Company and are entitled to standard employee benefits extended by the Company to the employees.

Other than benefits available under the Company's retirement plan, there is no compensatory plan or arrangement with respect to an executive officer which results or will result from the resignation, retirement or any other termination of such executive officer's employment with the Company and its subsidiaries, or from a change-in-control of the Company, or a change in an executive officer's responsibilities following a change-in-control of the Company.

### Outstanding Warrants and Options

There are no outstanding warrants and options in respect of the Company's shares that are held by the Company's CEO, or any director or executive officer of the Company.

### Item 12. Security Ownership of Certain Beneficial Owners and Management

#### Security Ownership of Record and Beneficial Owners of more than 5% of the Company's Shares of Common Stock as of March 31, 2018

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	Megaworld Corporation 30 <sup>th</sup> Floor, Alliance Global Tower, 11 <sup>th</sup> Avenue cor. 36 Street, Uptown Bonifacio, Taguig City	Megaworld Corporation	Filipino	11,994,426,438	81.7271%
Common	PCD Nominee Corporation (Filipino) G/F Makati Stock Exchange Bldg., 6767 Ayala Avenue, Makati City	The shares registered in the name of PCD Nominee Corporation (Filipino) are either beneficially owned by the participants of the PCD composed of custodian banks and brokers or held by them in trust for their clients.	Filipino	1,848,219,201 <sup>1</sup>	12.5933%

Other than the persons identified above, there are no other beneficial owners of more than 5% of the Company's outstanding capital stock that are known to the Company.

<sup>1</sup> This includes 1,000,000 shares beneficially owned by Megaworld Corporation.

## Security Ownership of Management as of March 31, 2018

Title of Class	Name of Beneficial Owner	Amount/Nature of Beneficial Ownership	Citizenship	Percent of Class
<b>Directors</b>				
Common	Andrew L. Tan	24,277,777 (direct)	Filipino	0.165422%
		11,994,426,438 <sup>1</sup> (indirect)	Filipino	81.727062%
		138,133,820 <sup>2</sup> (indirect)	Filipino	0.941210%
Common	Cresencio P. Aquino	1 (direct)	Filipino	0.000000%
Common	Anthony Charlemagne C. Yu	1 (direct)	Filipino	0.000000%
Common	Kevin Andrew L. Tan	1 (direct)	Filipino	0.000000%
Common	Enrique Santos L. Sy	11,892 (direct)	Filipino	0.000081%
Common	Evelyn G. Cacho	35,240 (direct)	Filipino	0.000240%
Common	Alejo L. Villanueva, Jr.	1 (direct)	Filipino	0.000000%
<b>President and Four Most Highly Compensated Officers</b>				
Common	Anthony Charlemagne C. Yu			Same as above
Common	Ricky S. Libago	0	Filipino	n/a
Common	Evelyn G. Cacho			Same as above
Common	Ricardo B. Gregorio	0	Filipino	n/a
Common	Jhoanna Lyndelou T. Llaga	0	Filipino	n/a
<b>Other Executive Officers</b>				
Common	Giovanni C. Ng	0	Filipino	n/a
Common	Dennis E. Edaño	0	Filipino	n/a
Common	Celeste Z. Sioson-Bumatay	0	Filipino	n/a
Common	All directors and executive officers as a group	24,324,913 (direct)	Filipino	0.170079%

### Voting Trust Holders of 5% or More

The Company has no knowledge of any person holding more than five percent (5%) of the Company's shares of common stock under a voting trust or similar agreement.

### Changes in Control

No change in control of the Company has occurred since the beginning of its last fiscal year. The Company has no knowledge of any existing arrangements that may result in a change in control of the Company.

### Item 13. Certain Relationships and Related Transactions

Please refer to the discussion under Transactions with and/or dependence on Related Parties on page 7.

<sup>1</sup> The shares are held by Megaworld Corporation had authorized Andrew L. Tan, in his capacity as Chairman of the Board and President, or in his absence the Chairman of the Meeting, to vote Megaworld's common shares in the Company.

<sup>2</sup> The shares are held by The Andresons Group, Inc. of which Andrew L. Tan is a controlling shareholder.

The Group's policy on related party transactions is disclosed in Note 2.21 (page 24) of its Audited Financial Statements.

Also, Note 23 (pages 53 to 56) of the Group's Audited Financial Statements cite the conditions, purpose, and types of transactions (i.e., advances given to and received from related parties for construction-related activities, recognition of rental income, recognition of commission income and the grant by a stockholder of security under the Group's commercial/term loan) which give rise to the due to/from related parties and advances to/from stockholders, associates and other related parties.

In accordance with PAS 24.18, the Group disclosed the amounts of the transactions with its related parties, including the amount of outstanding balances as of the reporting dates.

The Company has no transaction for the covered period with parties that fall outside the definition of "related parties" under SFAS/IAS No. 24 but with whom the Company or its related parties has a relationship that enables the parties to negotiate terms of material transactions that may not be available from other, more clearly independent parties on an arm's length basis.

## PART V – EXHIBITS AND SCHEDULES

### Item 15. Exhibits and Reports on SEC Form 17-C

Exhibit No.	Description of Exhibit
1	Audited Consolidated Financial Statements as of December 31, 2017 and 2016

The Company filed the following reports on SEC Form 17-C during the last six-month period covered by this report.

Date	Disclosures
06 June 2017	Amendments to the Articles of Incorporation
13 June 2017	Results of Annual Stockholder's Meeting
13 June 2017	Results of Organizational Meeting of the Board of Directors
19 June 2017	Amendment of SEC 17-C to the Amendments to the Articles of Incorporation
21 June 2017	Amendment of SEC 17-C to the Results of Organizational Meeting

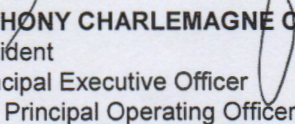


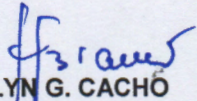
**SIGNATURES**

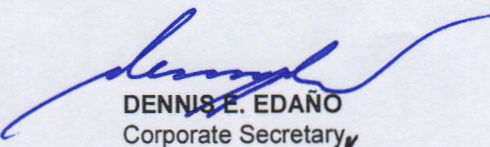
Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code, this report is signed on behalf of the Issuer by the undersigned, thereunto duly authorized, in the City of Makati, Philippines on \_\_\_\_\_.

**EMPIRE EAST LAND HOLDINGS, INC.**

By:

  
**ANTHONY CHARLEMAGNE C. YU**  
President  
(Principal Executive Officer  
and Principal Operating Officer)

  
**EVELYN G. CACHO**  
Senior Vice President  
(Principal Financial Officer,  
Comptroller and Principal  
Accounting Officer)

  
**DENNIS E. EDAÑO**  
Corporate Secretary

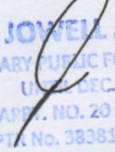
**APR 19 2018**

**TAGUIG CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, affiants exhibiting to me their Tax Identification Numbers and Community Tax Certificates, as follows:

<u>NAMES</u>	<u>TIN NOS.</u>
Anthony Charlemagne C. Yu	132-173-451
Evelyn G. Cacho	127-326-686
Dennis E. Edaño	207-906-709

Doc. No. 44 ;  
Page No. 10 ;  
Book No. 107 ;  
Series of 2018.

  
**ATTY. JOWELL A. MENDOZA**  
NOTARY PUBLIC FOR TAGUIG CITY  
UNEXPIRED DEC. 31, 2018  
APPL. NO. 20 (2016-2018)  
PTR. No. 3838144, PASIG CITY  
JANUARY 3, 2018  
IBP No. 1058109, 1/6/2017  
ROLL NO. 59651  
MCLE COMPLIANCE NO. V-0023127-7/23/16  
32<sup>ND</sup> ST. CAR PLAZA BONIFACIO  
GLOBAL TAGUIG CITY



**CERTIFICATE ON THE COMPILATION SERVICES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS AND NOTES TO THE FINANCIAL STATEMENTS**

I hereby certify that I am the Certified Public Accountant (CPA) who performed the compilation services related to the preparation and presentation of financial information of an entity in accordance with an applicable financial reporting framework and reports as required by accounting and auditing standards for EMPIRE EAST LAND HOLDINGS, INC. for the period ending December 31, 2017.

In discharging this responsibility, I hereby declare that:

  /   I, am the Asst. Vice President – Controller for Finance of EMPIRE EAST LAND HOLDING, INC.

       I, am the (position) of (name of organization/person) and was contracted to perform this service.

Furthermore, in my compilation services for the preparation of the Financial Statements and Notes to the Financial Statements, I was not assisted by or did not avail of the services of PUNONGBAYAN & ARAULLO (P&A) who/which is the external auditor who rendered the audit opinion for the said Financial Statements and Notes to the Financial Statements.

I hereby declare, under penalties of perjury and violation of Republic Act No. 9298, that my statements are true and correct.

SIGNATURE OVER PRINTED NAME	: <i>Julieta J. Barrera</i> : JULIETA J. BARRERA
PROFESSIONAL IDENTIFICATION CARD NO.	: 63974
VALID UNTIL	: DECEMBER 11, 2020
ACCREDITATION NUMBER	: 278
VALID UNTIL	: JULY 04, 2019

SUBSCRIBED AND SWORN to me before this APR 26 2018 of 2018 affiant exhibiting to me her Tax Identification Number (TIN) 127-352-295.

Doc. No. 311  
Page No. 003  
Book No. XXXVII  
Series of 2018



*Celeste Z. Sison*  
 Celeste Z. Sison  
 Notary Public for Makati City  
 Appointment No. M-184  
 Until Dec 31, 2018  
 Roll of Atty. No. 49369  
 AICLE Compliance No. A-0009750 Aug. 13, 2018  
 IBP Lifetime No. 011419; OR No. 924749; Jan. 11, 2013  
 PTR No. 6615780 Jan. 4, 2018 Makati City  
 2018 Tower 4 Ssa Lorenzo Place  
 EDSA - 1225 12th EDSA, MAKATI CITY

**Empire East Land Holdings, Inc.**  
12/E Alliance Global Tower, 36th Street corner 11th Avenue  
Uptown Bonifacio, Taguig City 1634 Metro Manila, Philippines  
Tel. 867-8351/554-4800



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY  
FOR FINANCIAL STATEMENTS**

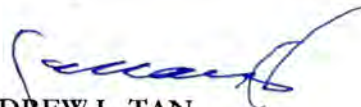
The management of **Empire East Land Holdings, Inc. and subsidiaries** (the Group), is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2017 and 2016, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


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


The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

**Punongbayan & Araullo**, the independent auditors appointed by the stockholders, has audited the financial statements of the Group in accordance with Philippine Standards on Auditing, and in their report to the stockholders, has expressed their opinion on the fairness of presentation upon completion of such audit.

  
**ANDREW L. TAN**  
Chairman of the Board

  
**ANTHONY CHARLEMAGNE C. YU**  
Chief Executive Officer

  
**EVELYN G. CACHO**  
Chief Financial Officer



**Empire East Land Holdings, Inc.**  
12/F Alliance Global Tower, 36th Street corner 11th Avenue  
Uptown Bonifacio, Taguig City 1634 Metro Manila, Philippines  
Tel. 867-8351/554-4800

SUBSCRIBED AND SWORN to me before this APR 24 2018 of 2018 affiant exhibiting to me their Tax Identification Number (TIN) as follows:

Andrew L. Tan	125-960-003
Anthony Charlemagne C. Yu	132-173-451
Evelyn G. Cacho	127-326-686

Doc. No. 109  
Page No. 022  
Book No. XVI  
Series of 2018



  
Amiel Victoria A. Asuncion  
Notary Public for Makati City  
Appointment No. M-194  
Until Dec 31, 2018  
Roll of Atty. No. 59612  
MCLE Compliance No. V-0016676 Mar. 14, 2018  
ISP OR No. 024074 Jan. 1, 2018  
PTR No. 6615781 Jan. 4, 2018 Makati City  
2F-811 Tower 4 San Lorenzo Place  
Chino Roces cor. EDSA, Makati City



**Punongbayan & Araullo**

20th Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 988 2288

## Report of Independent Auditors

**The Board of Directors and Stockholders**  
**Empire East Land Holdings, Inc. and Subsidiaries**  
**(A Subsidiary of Megaworld Corporation)**

12<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue  
Uptown Bonifacio, Taguig City

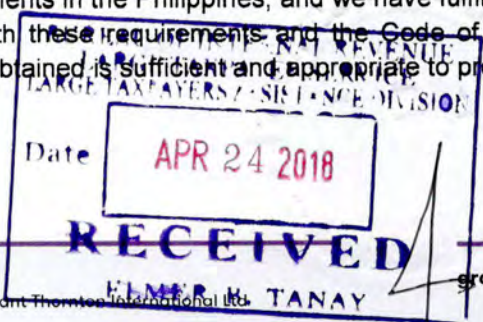
### Opinion

We have audited the consolidated financial statements of Empire East Land Holdings, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2017 and 2016, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2017, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2017 and 2016, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2017 in accordance with Philippine Financial Reporting Standards (PFRS).

### Basis for Opinion

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



**Certified Public Accountants**

Punongbayan & Araullo is the Philippine member firm of Grant Thornton International Ltd.

[grantthornton.com.ph](http://grantthornton.com.ph)

Offices in Cavite, Cebu, Davao  
BOA/PRC Cert of Reg. No. 0002  
SEC Accreditation No. 0002-FR-4

**Key Audit Matters**

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

**(a) Revenue Recognition for Sale of Pre-Completed Properties**

*Description of the Matter*

The Group recognizes revenue from sale of pre-completed properties using the percentage-of-completion method after establishing that collection of the total contract price is reasonably assured, which is established when a certain percentage of the total contract price has already been collected. Further, under the percentage-of-completion method, the Group recognizes gross profit based on the stage of completion as estimated by management with the assistance of project engineers.

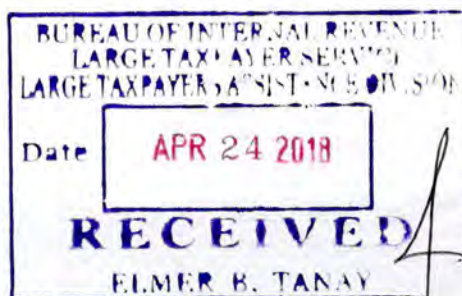
Revenue recognition from sale of pre-completed properties was significant to our audit as it comprises majority of total revenues of the Group. Further, revenue recognition involves significant management judgments and estimates. Management applies judgment in ascertaining the collectability of the contract price, and estimating the stage of completion and contract costs of the real estate project. An error in application of judgment and estimate could cause a material misstatement in the consolidated financial statements.

The Group's policy for revenue recognition is more fully described in Note 2 to the consolidated financial statements.

*How the Matter was Addressed in the Audit*

We tested the design and operating effectiveness of internal controls over the process of recognizing revenue from real estate sales. We also tested, on a sample basis, the application of the percentage-of-collection threshold on sales contracts entered during the year. We also tested the reasonableness of the collection threshold as basis of determining revenue recognition criterion on the collectability of contract price.

In testing the application of percentage-of-completion method, we ascertained the qualification of project engineers who certified the stage of completion of projects. We also tested the reasonableness of percentage of completion by performing physical inspection of selected projects under development and comparing our observations of physical stage of completion with cost-to-cost budgetary estimate. Further, we evaluated the reasonableness of estimated contract costs with reference to contractors' and suppliers' quotes and historical costs of similar and recently completed projects.





**(b) Net Realizable Values of Real Estate Inventories**

*Description of the Matter*

Real estate inventories principally comprise of residential and condominium units for sale, land held for future development and property development costs amounting to P19.2 billion, P2.9 billion and P1.9 billion, respectively, as of December 31, 2017. Future realization of inventories is affected by price changes in the costs incurred necessary to complete and make a sale. Due to the significant carrying amount of inventories, and the high level of judgment in estimating its lower of cost or net realizable value (NRV), we considered the valuation of inventories as significant to our audit.

The Group's disclosures on accounting policy, estimation uncertainty and Real Estate Inventories account are presented in Notes 2, 3, 7 and 10 to the consolidated financial statements.

*How the Matter was Addressed in the Audit*

We reviewed design effectiveness of the Company's internal control regarding inventory costing measured at lower of cost or NRV. We also performed a price test, on a sample basis, of inventory items by examining supporting documents such as, but not limited to, construction contracts for real estate inventories, purchase contracts and invoices and we determined whether the application of the lower of cost or NRV is appropriate and consistent with prior periods.

**(c) Consolidation Process**

*Description of the Matter*

The Group's consolidated financial statements comprise the financial statements of the Group, as enumerated in Note 1 to the consolidated financial statements, after the elimination of material intercompany transactions. The Group's consolidation process is significant to our audit because of the complexity of the process. It involves identifying and eliminating voluminous intercompany transactions to properly reflect realization of profits and measurement of controlling and non-controlling interests.

The Group's policy on consolidation process is more fully described in Note 2 to the consolidated financial statements.

*How the Matter was Addressed in the Audit*

We obtained understanding of the Group structure and its consolidation process including the procedures for identifying intercompany transactions and reconciling intercompany balances. We tested significant consolidation adjustments which include elimination of intercompany revenues, expenses and investments, reversal of unrealized fair value adjustments on intercompany investments, and recognition of equity transactions to measure non-controlling interest.





**Other Information**

Management is responsible for the other information. The other information comprises the information included in the Group's Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2017, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2017 are expected to be made available to us after the date of this auditors' report.

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

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

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

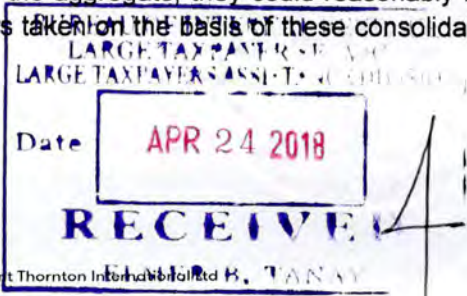
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement,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

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

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

**Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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







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

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

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

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





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

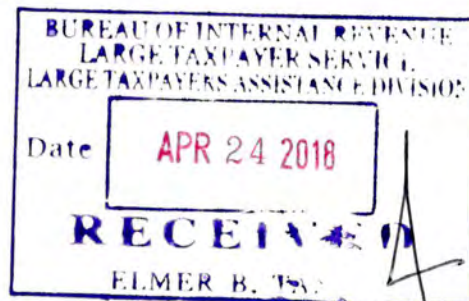
The engagement partner on the audit resulting in this independent auditors' report is Renan A. Piamonte.

**PUNONGBAYAN & ARAULLO**

By: **Renan A. Piamonte**  
Partner

CPA Reg. No. 0107805  
TIN 221-843-037  
PTR No. 6616017, January 3, 2018, Makati City  
SEC Group A Accreditation  
Partner - No. 1363-AR-1 (until Mar. 1, 2020)  
Firm - No. 0002-FR-4 (until Apr. 30, 2018)  
BIR AN 08-002511-37-2016 (until Oct. 3, 2019)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

March 23, 2018



**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
*(A Subsidiary of Megaworld Corporation)*  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2017 AND 2016**  
*(Amounts in Philippine Pesos)*

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
<b><u>ASSETS</u></b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	5	<b>P 1,280,896,149</b>	P 1,008,997,919
Trade and other receivables - net	6	<b>5,741,284,148</b>	5,021,310,911
Advances to related parties	23	<b>2,502,356,313</b>	2,311,257,801
Residential and condominium units for sale	7	<b>19,220,960,848</b>	18,933,860,565
Property development costs	7	<b>1,908,888,955</b>	1,903,775,929
Prepayments and other current assets	2	<b>338,912,664</b>	381,730,305
		<b><u>30,993,299,077</u></b>	<u>29,560,933,430</u>
<b>TOTAL Current Assets</b>			
<b>NON-CURRENT ASSETS</b>			
Trade and other receivables	6	<b>3,852,115,476</b>	2,782,264,393
Available-for-sale financial assets	8	<b>1,801,600,000</b>	1,439,028,000
Advances to landowners and joint ventures	9	<b>306,887,895</b>	306,871,395
Land held for future development	10	<b>2,925,390,962</b>	2,925,390,962
Investments in associates	11	<b>1,162,295,541</b>	1,162,873,746
Property and equipment - net	12	<b>198,143,172</b>	155,444,595
Investment property - net	13	<b>118,555,626</b>	135,249,248
Other non-current assets	1	<b>84,524,302</b>	84,702,690
		<b><u>10,449,512,974</u></b>	<u>8,991,825,029</u>
<b>TOTAL Non-current Assets</b>			
<b>TOTAL ASSETS</b>		<b><u>P 41,442,812,051</u></b>	<u>P 38,552,758,459</u>

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>CURRENT LIABILITIES</b>			
Interest-bearing loans and borrowings	14	<b>P 751,412,976</b>	P 355,115,433
Trade and other payables	15	<b>1,765,149,256</b>	1,451,139,792
Deferred gross profit on real estate sales	2	<b>95,770,220</b>	53,574,516
Customers' deposits	16	<b>2,681,448,477</b>	2,494,778,962
Advances from related parties	23	<b>3,678,125,997</b>	3,012,266,199
Reserve for property development	2	<b>509,788,697</b>	387,962,962
Income tax payable		<b>6,495,737</b>	20,510,077
Other current liabilities	17	<b>678,774,641</b>	584,715,486
		<b><u>10,166,966,001</u></b>	<u>8,360,063,427</u>
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing loans and borrowings	14	<b>1,250,000,000</b>	1,603,434,043
Deferred gross profit on real estate sales	2	<b>225,437,267</b>	116,609,460
Reserve for property development	2	<b>1,583,608,462</b>	1,425,945,593
Retirement benefit obligation	21	<b>570,284,259</b>	528,514,895
Deferred tax liabilities - net	22	<b>1,705,148,472</b>	1,604,579,980
		<b><u>5,334,478,460</u></b>	<u>5,279,083,971</u>
Total Current Liabilities		<b><u>15,501,444,461</u></b>	<u>13,639,147,398</u>
<b>EQUITY</b>			
Attributable to the Parent Company's stockholders			
Capital stock	24	<b>14,803,455,238</b>	14,803,455,238
Additional paid-in capital		<b>4,307,887,996</b>	4,307,887,996
Treasury stock - at cost	24	<b>( 102,106,658 )</b>	<b>( 102,106,658 )</b>
Revaluation reserves	8, 21, 24	<b>863,624,425</b>	468,066,229
Retained earnings	24	<b>5,447,545,430</b>	4,815,887,029
		<b><u>25,320,406,431</u></b>	<u>24,293,189,834</u>
Total equity attributable to the Parent Company's stockholders		<b><u>25,320,406,431</u></b>	<u>24,293,189,834</u>
Non-controlling interests		<b><u>620,961,159</u></b>	<u>620,421,227</u>
Total Equity		<b><u>25,941,367,590</u></b>	<u>24,913,611,061</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b><u>P 41,442,812,051</u></b>	<b><u>P 38,552,758,459</u></b>

*See Notes to Consolidated Financial Statements.*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
*(A Subsidiary of Megaworld Corporation)*  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2017, 2016 AND 2015**  
*(Amounts in Philippine Pesos)*

	Notes	2017	2016	2015
<b>REVENUES AND INCOME</b>				
Real estate sales	2	P 4,250,213,492	P 4,124,838,936	P 4,017,372,548
Finance income	20	274,684,759	323,606,513	324,162,386
Rental income	13, 26	146,416,970	105,345,526	106,051,918
Commission income	23	119,381,451	126,759,525	143,273,471
Realized gross profit on prior years' sales	2	63,883,544	69,595,743	64,055,734
Equity share in net earnings (losses) of associates	11	( 578,205 )	813,301	( 9,006,812 )
Other income	19	424,250,615	446,300,476	412,755,308
		<u>5,278,252,626</u>	<u>5,197,260,020</u>	<u>5,058,664,553</u>
<b>COSTS AND EXPENSES</b>				
Cost of real estate sales	18	2,499,835,522	2,652,093,167	2,615,303,158
Salaries and employee benefits	21	434,731,011	427,968,009	411,242,638
Finance costs	20	219,347,165	199,569,995	177,380,882
Deferred gross profit on current year's sales	2	214,907,055	96,632,422	53,908,791
Commissions		174,131,342	182,654,092	248,760,584
Advertising and promotion		144,995,896	100,375,950	150,278,865
Taxes and licenses	10, 13	123,821,678	115,735,507	37,285,107
Travel and transportation		109,148,913	109,370,580	164,333,838
Depreciation and amortization	12, 13	33,727,522	33,826,975	34,217,740
Income taxes	22	286,638,375	243,903,785	232,167,646
Other expenses	19	405,030,619	434,053,785	383,272,046
		<u>4,646,315,098</u>	<u>4,596,184,267</u>	<u>4,508,151,295</u>
<b>NET PROFIT</b>		<u>631,937,528</u>	<u>601,075,753</u>	<u>550,513,258</u>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
<b>Item that will not be reclassified subsequently through profit or loss –</b>				
Remeasurements on retirement benefit obligation	21	47,089,266	3,396,922	25,260,742
Tax income (expense) on remeasurement	22	( 13,842,265 )	( 1,019,077 )	( 7,454,228 )
		33,247,001	2,377,845	17,806,514
<b>Item that will be reclassified subsequently through profit or loss –</b>				
Fair value gains (losses) on available-for-sale financial asset:	8	362,572,000	( 373,832,000 )	( 726,270,000 )
<b>Total Other Comprehensive Income (Loss) - net of tax</b>		<u>395,819,001</u>	<u>( 371,454,155 )</u>	<u>( 708,463,486 )</u>
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		<u>P 1,027,756,529</u>	<u>P 229,621,598</u>	<u>( P 157,950,228 )</u>
<b>Net profit attributable to:</b>				
Parent company's shareholders		P 631,658,401	P 599,969,525	P 547,278,548
Non-controlling interest		279,127	1,106,228	3,234,710
		<u>P 631,937,528</u>	<u>P 601,075,753</u>	<u>P 550,513,258</u>
<b>Total comprehensive income (loss) attributable to:</b>				
Parent company's shareholders		P 1,027,216,597	P 228,515,370	( P 161,298,600 )
Non-controlling interest		539,932	1,106,228	3,348,372
		<u>P 1,027,756,529</u>	<u>P 229,621,598</u>	<u>( P 157,950,228 )</u>
<b>EARNINGS PER SHARE - Basic and Diluted</b>	25	<u>P 0.043</u>	<u>P 0.041</u>	<u>P 0.037</u>

*See Notes to Consolidated Financial Statements.*

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES  
*(A Subsidiary of Megaworld Corporation)*  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2017, 2016, AND 2015**  
*(Amounts in Philippine Pesos)*

	Attributable to Parent Company's Shareholders						Non-controlling Interests	Total
	Capital Stock <i>(See Note 24)</i>	Additional Paid-in Capital	Treasury Stock <i>(See Note 24)</i>	Revaluation Reserves <i>(See Notes 8, 21)</i>	Retained Earnings <i>(See Note 24)</i>	Total		
Balance at January 1, 2017	P 14,803,455,238	P 4,307,887,996	( P 102,106,658 )	P 468,066,229	P 4,815,887,029	P 24,293,189,834	P 620,421,227	P 24,913,611,061
Total comprehensive income for the year								
Net profit for the year	-	-	-	-	631,658,401	631,658,401	279,127	631,937,528
Fair value gains on available-for-sale financial assets	-	-	-	362,572,000	-	362,572,000	-	362,572,000
Remeasurements on retirement benefit obligation	-	-	-	46,828,461	-	46,828,461	260,805	47,089,266
Tax expense on remeasurement	-	-	-	( 13,842,265 )	-	( 13,842,265 )	-	( 13,842,265 )
<b>Balance at December 31, 2017</b>	<b>P 14,803,455,238</b>	<b>P 4,307,887,996</b>	<b>( P 102,106,658 )</b>	<b>P 863,624,425</b>	<b>P 5,447,545,430</b>	<b>P 25,320,406,431</b>	<b>P 620,961,159</b>	<b>P 25,941,367,590</b>
Balance at January 1, 2016	P 14,803,455,238	P 4,307,887,996	( P 102,106,658 )	P 839,520,384	P 4,215,917,504	P 24,064,674,464	P 619,314,999	P 24,683,989,463
Total comprehensive income for the year								
Net profit for the year	-	-	-	-	599,969,525	599,969,525	1,106,228	601,075,753
Fair value losses on available-for-sale financial assets	-	-	-	( 373,832,000 )	-	( 373,832,000 )	-	( 373,832,000 )
Remeasurements on retirement benefit obligation	-	-	-	3,396,922	-	3,396,922	-	3,396,922
Tax expense on remeasurement	-	-	-	( 1,019,077 )	-	( 1,019,077 )	-	( 1,019,077 )
<b>Balance at December 31, 2016</b>	<b>P 14,803,455,238</b>	<b>P 4,307,887,996</b>	<b>( P 102,106,658 )</b>	<b>P 468,066,229</b>	<b>P 4,815,887,029</b>	<b>P 24,293,189,834</b>	<b>P 620,421,227</b>	<b>P 24,913,611,061</b>
Balance at January 1, 2015	P 14,803,455,238	P 4,307,887,996	( P 102,106,658 )	P 1,548,097,532	P 3,668,638,956	P 24,225,973,064	P 615,966,627	P 24,841,939,691
Total comprehensive loss for the year								
Net profit for the year	-	-	-	-	547,278,548	547,278,548	3,234,710	550,513,258
Fair value losses on available-for-sale financial assets	-	-	-	( 726,270,000 )	-	( 726,270,000 )	-	( 726,270,000 )
Remeasurements on retirement benefit obligation	-	-	-	25,147,080	-	25,147,080	113,662	25,260,742
Tax expense on remeasurement	-	-	-	( 7,454,228 )	-	( 7,454,228 )	-	( 7,454,228 )
<b>Balance at December 31, 2015</b>	<b>P 14,803,455,238</b>	<b>P 4,307,887,996</b>	<b>( P 102,106,658 )</b>	<b>P 839,520,384</b>	<b>P 4,215,917,504</b>	<b>P 24,064,674,464</b>	<b>P 619,314,999</b>	<b>P 24,683,989,463</b>

*See Notes to Consolidated Financial Statements*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
*(A Subsidiary of Megaworld Corporation)*  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017, 2016 AND 2015**  
*(Amounts in Philippine Pesos)*

	Notes	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before tax		P 918,575,903	P 844,979,538	P 782,680,904
Adjustments for:				
Finance income	20	( 274,684,759 )	( 288,700,513 )	( 289,256,386 )
Finance costs	20	219,347,165	199,569,995	177,380,882
Depreciation and amortization	12, 13	33,727,522	33,826,975	34,217,740
Equity share in net losses (earnings) of associates	11	578,205	( 813,301 )	9,006,812
Impairment loss on receivable	6	19,837	233,152	94,375
Dividend income	20	-	( 34,906,000 )	( 34,906,000 )
Operating profit before working capital changes		897,563,873	754,189,846	679,218,327
Decrease (increase) in trade and other receivables		( 1,754,371,065 )	( 1,540,416,065 )	230,526,025
Increase in advances to related parties		( 25,218,451 )	( 17,022,753 )	( 58,118,389 )
Increase in residential and condominium units for sale		( 197,221,827 )	( 570,936,279 )	( 1,478,407,262 )
Decrease (increase) in property development costs		( 5,113,026 )	( 14,313,200 )	538,549,070
Decrease in prepayments and other current assets		42,817,641	79,634,135	196,774,448
Decrease (increase) in advances to landowners and joint ventures		( 16,500 )	298,510,213	170,453,857
Increase in land held for future development		-	-	( 706,728,979 )
Decrease (increase) in other non-current assets		178,388	( 90,357 )	627
Increase in trade and other payables		313,534,985	378,605,619	367,625,402
Increase (decrease) in deferred gross profit on real estate sales		151,023,511	27,036,679	( 10,146,942 )
Increase (decrease) in customers' deposits		186,669,515	( 118,126,385 )	( 995,610,078 )
Increase (decrease) in reserve for property development		279,488,604	( 60,075,212 )	444,727,657
Increase in other current liabilities		94,059,155	14,953,816	119,089,459
Increase in retirement benefit obligation		28,768,335	28,972,341	51,773,782
Cash generated from (used in) operations		46,163,138	( 739,077,602 )	( 450,272,996 )
Interest received		70,355,569	79,545,277	141,922,390
Cash paid for income taxes		( 213,926,488 )	( 112,603,233 )	( 110,579,086 )
Net Cash Used in Operating Activities		( 97,407,781 )	( 772,135,558 )	( 418,929,692 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisitions of property and equipment	12	( 59,732,477 )	( 21,981,614 )	( 14,796,377 )
Interest received		2,976,037	9,917,831	6,822,758
Dividends received		-	34,906,000	34,906,000
Proceeds from sale of property and equipment	12	-	181,205	-
Additional investment in associates	11	-	-	( 877,776,747 )
Net Cash From (Used in) Investing Activities		( 56,756,440 )	23,023,422	( 850,844,366 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from additional advances from related parties	23, 31	505,494,378	5,566,893	538,840,568
Proceeds from interest-bearing loans and borrowings	14, 31	400,000,000	560,000,000	2,310,000,000
Payments of interest-bearing loans and borrowings	31	( 357,136,500 )	( 110,453,128 )	( 937,518,949 )
Interest paid		( 89,403,977 )	( 93,222,309 )	( 30,643,843 )
Repayments of advances from related parties	23, 31	( 32,891,450 )	( 2,017,237 )	( 34,181,534 )
Net Cash From Financing Activities		426,062,451	359,874,219	1,846,496,242
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>271,898,230</b>	<b>( 389,237,917 )</b>	<b>576,722,184</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>1,008,997,919</b>	<b>1,398,235,836</b>	<b>821,513,652</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>P 1,280,896,149</b>	<b>P 1,008,997,919</b>	<b>P 1,398,235,836</b>

**Supplemental Information on Non-cash Investing Activities:**

In the normal course of business, the Company enters into non-cash transactions such as exchange or purchase on account of real estate and other assets and transfer of property from Land Held for Future Development to Property Development Costs or Investment Properties as the property goes through its various stages of development. These non-cash activities are not reflected in the statement of cash flows (see Note 7).

*See Notes to Consolidated Financial Statements.*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**(A Subsidiary of Megaworld Corporation)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2017, 2016 AND 2015**  
**(Amounts in Philippine Pesos)**

**1. CORPORATE INFORMATION**

Empire East Land Holdings, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on July 15, 1994. The Company is presently engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. The Company also leases out commercial and industrial properties.

The shares of common stock of the Company are listed at the Philippine Stock Exchange (PSE).

As of December 31, the Company holds ownership interests in the following entities:

<u>Subsidiaries/ Associates</u>	<u>Explanatory Notes</u>	<u>Percentage of Ownership</u>		
		<u>2017</u>	<u>2016</u>	<u>2015</u>
Subsidiaries:				
Eastwood Property Holdings, Inc. (EPHI)	(a)	<b>100%</b>	100%	100%
Valle Verde Properties, Inc. (VVPI)	(b)	<b>100%</b>	100%	100%
Sherman Oak Holdings, Inc. (SOHI)	(b)	<b>100%</b>	100%	100%
Empire East Communities, Inc. (EECI)	(c)	<b>100%</b>	100%	100%
Laguna BelAir Science School, Inc. (LBASSI)	(d)	<b>73%</b>	73%	73%
Sonoma Premier Land, Inc. (SPLI)	(b)	<b>60%</b>	60%	60%
20th Century Nylon Shirt Co., Inc. (20th Century)	(e)	<b>100%</b>	100%	100%
Associates:				
Gilmore Property Marketing Associate, Inc. (GPMAI)	(b)	<b>47%</b>	47%	47%
Pacific Coast Megacity Inc. (PCMI)	(f)	<b>20%</b>	20%	20%

Explanatory Notes:

- (a) Subsidiary incorporated to market real estate properties of the Group and other related parties.
- (b) Subsidiaries/associate incorporated in prior years but have not yet started commercial operations as of December 31, 2017.
- (c) Subsidiary incorporated in prior year but ceased its operations as a marketing arm of real estate properties in 2014.
- (d) Subsidiary primarily engaged in operating a school for primary and secondary education.
- (e) Subsidiary acquired in 2015 which is yet to resume its operations.
- (f) Associate acquired in 2015. The Company plans to acquire 100% ownership interest over a period of five years.



The registered office, which is also the place of operations of the Company's subsidiaries and associates, is located at 21<sup>st</sup> Floor, The World Centre Building, 330 Gen. Gil Puyat Avenue, Makati City, except for EPHI, LBASSI, 20th Century and PCMI. The registered office, which is also the place of operations, of EPHI, LBASSI, 20th Century and PCMI are summarized below.

- (a) EPHI – 28<sup>th</sup> Floor, The World Centre, 330 Gil Puyat Avenue, Makati City
- (b) LBASSI – Brgy. Don Jose, Sta. Rosa, Laguna
- (c) 20th Century – 632 Shaw Blvd. Highway Hills, Mandaluyong City
- (d) PCMI – 7th Floor 1880 Building Eastwood City E. Rodriguez Jr. Ave. Bagumbayan, Quezon City

In prior years, the Company increased its ownership interest in VVPI and LBASSI resulting in 100% and 73% ownership control over the respective subsidiaries. This resulted in the recognition of goodwill which amounted to P78.3 million as of December 31, 2017 and 2016, and shown as part of Other Non-current Assets account in the consolidated statements of financial position [see Note 3.2(e)].

In February 2015, the Company acquired 100% ownership interest in 20th Century (see Note 9).

Also, in 2015, the Company invested in PCMI amounting to P877.8 million in exchange for 750,000,000 shares representing 20% ownership interest in the said company. The Company exercises significant influence over PCMI; hence, the investment is accounted as an Investment in Associate (see Note 11).

The Company is a subsidiary of Megaworld Corporation (Megaworld or parent company). Megaworld is engaged in the development of large scale mixed-use planned communities or townships that integrate residential, commercial, leisure and entertainment components. The parent company is presently engaged in property-related activities, such as, project design, construction and property management. Megaworld is 67.25% owned by Alliance Global Group, Inc. (AGI), the Company's ultimate parent company. AGI is a holding company with diversified investments in food and beverage, real estate, tourism-entertainment and gaming and quick service restaurant businesses. The shares of common stock of both Megaworld and AGI are listed at the PSE.

On December 27, 2017, the SEC approved the change in the Company's registered office and principal place of business from 21<sup>st</sup> Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City to 12<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City. The related approval from the Bureau of Internal Revenue (BIR) was not yet obtained as of the date the financial statements were authorized for issue.

Megaworld's registered office, as of December 31, 2017, is located at the 30th Floor of the same building as that of the Company. AGI's registered office is located at 7<sup>th</sup> Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City. These entities' registered offices are also their respective principal places of business.

The consolidated financial statements of Empire East Land Holdings, Inc. and Subsidiaries (the Group) as of and for the year ended December 31, 2017 (including the comparative consolidated financial statements as of December 31, 2016 and for the years ended December 31, 2016 and 2015) were authorized for issue by the Company's Board of Directors (BOD) on March 23, 2018.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarized below and in the succeeding pages. The policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 *Basis of Preparation of Consolidated Financial Statements*

#### (a) *Statement of Compliance with Philippine Financial Reporting Standards*

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board, and approved by the Philippine Board of Accountancy.

The consolidated financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

#### (b) *Presentation of Financial Statements*

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents all items of income and expenses in a single statement of comprehensive income.

The Group presents a third consolidated statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the consolidated statement of financial position at the beginning of the preceding period. The related notes to the third consolidated statement of financial position are not required to be disclosed.

#### (c) *Functional and Presentation Currency*

These consolidated financial statements are presented in Philippine pesos, the functional and presentation currency of the Group, and all values represent absolute amounts except when otherwise indicated.

Items included in the consolidated financial statements of the Group are measured using the Group's functional currency. Functional currency is the currency of the primary economic environment in which the Group operates.

### 2.2 *Adoption of New and Amended PFRS*

#### (a) *Effective in 2017 that are Relevant to the Group*

The Group adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2017:

PAS 7 (Amendments)	:	Statement of Cash Flows – Disclosure Initiative
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PAS 12 (Amendments)	:	Income taxes – Recognition of Deferred Tax Assets for Unrealized Losses
Annual Improvements to PFRS (2014-2016 Cycle) PFRS 12	:	Disclosure of Interest in Other Entities – Scope Clarification on Disclosure of Summarized Financial Information for Interests Classified as Held for Sale

Discussed below and in the succeeding page are the relevant information about these amendments and improvement.

- (i) PAS 7 (Amendments), *Statement of Cash Flows – Disclosure Initiative*. The amendments are designed to improve the quality of information provided to users of financial statements about changes in an entity's debt and related cash flows (and non-cash changes). They require an entity to provide disclosures that enable users to evaluate changes in liabilities arising from financing activities. An entity applies its judgment when determining the exact form and content of the disclosures needed to satisfy this requirement. Moreover, they suggest a number of specific disclosures that may be necessary in order to satisfy the above requirement, including:
- (i) changes in liabilities arising from financing activities caused by changes in financing cash flows, foreign exchange rates or fair values, or obtaining or losing control of subsidiaries or other businesses; and,
  - (ii) a reconciliation of the opening and closing balances of liabilities arising from financing activities in the statement of financial position including those changes identified immediately above.

Management has applied these amendments in the current year and has not disclosed comparative figures as allowed by the transitional provisions. A reconciliation between the opening and closing balances of liabilities arising from financing activities, which includes both cash and non-cash changes are presented in Note 31.

- (ii) PAS 12 (Amendments), *Income Taxes – Recognition of Deferred Tax Assets for Unrealized Losses*. The focus of the amendments is to clarify how to account for deferred tax assets related to debt instruments measured at fair value, particularly where changes in the market interest rate decrease the fair value of a debt instrument below cost. The amendments provide guidance in the following areas where diversity in practice previously existed: (a) existence of a deductible temporary difference; (b) recovering an asset for more than its carrying amount; (c) probable future taxable profit against which deductible temporary differences are assessed for utilization; and, (d) combined versus separate assessment of deferred tax asset recognition for each deductible temporary difference. The application of these amendments has no impact on the Group's consolidated financial statements.

- (iii) Annual Improvements to PFRS (2014-2016 Cycle). Among the improvements, PFRS 12 (Amendments), *Disclosures of Interest in Other Entities*, is relevant to the Group but have no material impact on the Group's consolidated financial statements. The amendment clarifies that the disclosure requirements of PFRS 12 applies to interest in other entities classified as held for sale with practical concession in the presentation of summarized financial information. The amendment states that an entity need not present summarized financial information for interests in subsidiaries, associates, or joint ventures that are classified as held for sale. The application of this pronouncement did not have an impact on the Group's consolidated financial statements.

(b) *Effective Subsequent to 2017 but not Adopted Early*

There are new PFRS, interpretations, improvements and amendments to existing standards effective for annual periods subsequent to 2017 which are adopted by the FRSC. Management will adopt the relevant pronouncements as discussed below and in the succeeding pages in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements.

- (i) PAS 40 (Amendments), *Investment Property – Reclassification to and from Investment Property* (effective from January 1, 2018). The amendment states that an entity shall transfer a property to, or from, investment property when, and only when, there is evidence of a change in use. A change of use occurs if property meets, or ceases to meet, the definition of investment property. A change in management's intentions for the use of a property by itself does not constitute evidence of a change in use. The amendment provided a non-exhaustive list of examples constituting change in use. Management has assessed that this amendment has no significant impact on the Group's consolidated financial statements.
- (ii) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will eventually replace PAS 39, *Financial Instruments: Recognition and Measurement* and PFRS 9 (2009, 2010 and 2013 versions). This standard contains, among others, the following:
- three principal classification categories for financial assets based on the business model on how an entity is managing its financial instruments;
  - an expected loss model in determining impairment of all financial assets that are not measured at fair value through profit or loss (FVTPL), which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset; and,
  - a new model on hedge accounting that provides significant improvements principally by aligning hedge accounting more closely with the risk management activities undertaken by entities when hedging their financial and non-financial risk exposures.

In accordance with the financial asset classification principle of PFRS 9 (2014), a financial asset is classified and measured at amortized cost if the asset is held within a business model whose objective is to hold financial assets in order to collect the contractual cash flows that represent solely payments of principal and interest (SPPI) on the principal outstanding. Moreover, a financial asset is classified and subsequently measured at fair value through other comprehensive income (FVTOCI) if it meets the SPPI criterion and is held in a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets. All other financial assets are measured at FVTPL.

In addition, PFRS 9 (2014) allows entities to make an irrevocable election to present subsequent changes in the fair value of an equity instrument that is not held for trading in other comprehensive income.

The accounting for embedded derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangements, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The standard also requires changes in the fair value of an entity's own debt instruments caused by changes in its own credit quality to be recognized in other comprehensive income rather than in profit or loss.

Based on an assessment of the Group's financial assets and financial liabilities as at December 31, 2017, which has been limited to the facts and circumstances existing at that date, management has identified the following areas that are expected to be most impacted by the application of PFRS 9 (2014):

- On classification and measurement of the Group's financial assets, management holds most financial assets to hold and collect the associated cash flows and is currently assessing the underlying types of cash flows to classify financial assets correctly. Management expects the majority of trade and other receivables to continue to be accounted for at amortized cost.
- Available-for-sale (AFS) financial assets is composed of listed equity securities (see Note 8). In applying PFRS 9 (2014), the Group shall make an irrevocable designation whether these equity securities shall be classified as financial assets at FVTPL or at FVTOCI. The Group initially assessed that these equity securities shall be designated, on date of initial application, as financial assets at FVTOCI. Thus, these instruments will continue to be measured at fair value, with market-to-market fluctuations and realized gain (loss) on sale directly recognized in other comprehensive income.
- The expected credit loss model will apply to the Group's trade receivables. For other financial assets and receivables, the Group will apply a simplified model of recognizing lifetime expected credit losses at these items do not have a significant financing component.
- Most of the financial liabilities of the Group are measured at amortized cost. Upon application of PFRS 9 (2014), management has assessed that the amortised cost classification for financial liabilities will be retained.

- (iii) PFRS 15, *Revenue from Contracts with Customers* (effective from January 1, 2018). This standard will replace PAS 18, *Revenue*, and PAS 11, *Construction Contracts*, the related Interpretations on revenue recognition: International Financial Reporting Interpretations Committee (IFRIC) 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreement for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers* and Standing Interpretations Committee 31, *Revenue – Barter Transactions Involving Advertising Services*. This new standard establishes a comprehensive framework for determining when to recognize revenue and how much revenue to recognize. The core principle in the said framework is for an entity to recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Based on an assessment and comprehensive study of the Group's revenue streams as at December 31, 2017, which has been limited to the facts and circumstances existing at that date, management determined that its significant sources of revenue from contracts with customers covered by PFRS 15 pertains to real estate sales.

Real estate sales include sale of subdivision lots, house and lot packages, and residential and condominium units on which the Group's performance obligation is to transfer ownership over the developed properties. The Group begins selling real properties prior to the completion of the development. Based on the requirements of PFRS 15, the Group has assessed that its performance obligation on its sale of real properties under development is satisfied over time considering that, under existing laws and regulations, the Group does not have an alternative use on the assets being developed and that it has rights to payment over the development completed to date. When the Group sells developed properties, its performance obligation is satisfied at a point in time; that is when the customer has accepted the property.

The Group has also assessed that a significant financing component is common to its contracts to sell real properties as the timing of collections of promised consideration is not aligned with the timing of the satisfaction of performance obligation. Such timing difference usually extends beyond twelve months.

- (iv) IFRIC 22, *Foreign Currency Transactions and Advance Consideration - Interpretation on Foreign Currency Transactions and Advance Consideration* (effective from January 1, 2018). The interpretation provides more detailed guidance on how to account for transactions that include the receipt or payment of advance consideration in a foreign currency. The interpretation states that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary asset (arising from advance payment) or liability (arising from advance receipt). If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. Management has initially assessed that this interpretation has no material impact on the Group's consolidated financial statements.

- (v) Annual Improvements to PFRS 2014-2016 Cycle. Among the improvements, PAS 28 (Amendment), *Investment in Associates – Clarification on Fair Value through Profit or Loss Classification* (effective from January 1, 2018) is relevant to the Group. The amendments clarify that the option for venture capital organization, mutual funds and other similar entities to elect the fair value through profit or loss classification in measuring investments in associates and joint ventures shall be made at initial recognition, separately for each associate or joint venture.

Management has initially assessed that this amendment has no material impact on the Group's consolidated financial statements.

- (vi) PAS 28 (Amendment), *Investment in Associates – Long-term Interest in Associates and Joint Venture* (effective from January 1, 2019). The amendment clarifies that the scope exclusion in PFRS 9 (2014) applies only to ownership interests accounted for using the equity method. Thus, the amendment further clarifies that long term interests in an associate or joint venture – to which the equity method is not applied – must be accounted for under PFRS 9 (2014), which shall also include long term interests that, in substance, form part of the entity's net investment in an associate or joint venture. Management is currently assessing the impact of this amendment on the Group's consolidated financial statements.
- (vii) PFRS 9 (Amendments), *Financial Instruments – Prepayment Features with Negative Compensation* (effective from January 1, 2019). The amendment clarifies that prepayment features with negative compensation attached to financial instruments may still qualify under the SPPI test. As such, the financial assets containing prepayment features with negative compensation may still be classified at amortized cost or at FVTOCI. Management is currently assessing the impact of this amendment on the Group's consolidated financial statements.
- (viii) PFRS 16, *Leases* (effective from January 1, 2019). The new standard will eventually replace PAS 17, *Leases*.

For lessees, it requires to account for leases “on-balance sheet” by recognizing a “right of use” asset and a lease liability. The lease liability is initially measured as the present value of future lease payments. For this purpose, lease payments include fixed, non-cancellable payments for lease elements, amounts due under residual value guarantees, certain types of contingent payments and amounts due during optional periods to the extent that extension is reasonably certain. In subsequent periods, the “right-of-use” asset is accounted for similarly to a purchased asset and depreciated or amortized. The lease liability is accounted for similar to a financial liability using the effective interest method. However, the new standard provides important reliefs or exemptions for short-term leases and leases of low value assets. If these exemptions are used, the accounting is similar to operating lease accounting under PAS 17 where lease payments are recognized as expenses on a straight-line basis over the lease term or another systematic basis (if more representative of the pattern of the lessee's benefit).

For lessors, lease accounting is similar to PAS 17's. In particular, the distinction between finance and operating leases is retained. The definitions of each type of lease, and the supporting indicators of a finance lease, are substantially the same as PAS 17's. The basic accounting mechanics are also similar, but with some different or more explicit guidance in few areas. These include variable payments, sub-leases, lease modifications, the treatment of initial direct costs and lessor disclosures.

Management is currently assessing the impact of this new standard on the Group's consolidated financial statements.

- (ix) IFRIC 23, *Uncertainty over Income Tax Treatments* (effective from January 1, 2019). The interpretation provides clarification on the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates when there is uncertainty over income tax treatments. The core principle of the interpretation requires the Group to consider the probability of the tax treatment being accepted by the taxation authority. When it is probable that the tax treatment will be accepted, the determination of the taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates shall be on the basis of the accepted tax treatment. Otherwise, the Group has to use the most likely amount or the expected value, depending on the surrounding circumstances, in determining the tax accounts identified immediately above. Management is currently assessing the impact of this interpretation on the Group's consolidated financial statements.
- (x) Annual Improvements to PFRS 2015-2017 Cycle. Among the improvements, the following amendments are relevant to the Group but had no material impact on the Group's consolidated financial statements as these amendments merely clarify existing requirements:
- PAS 12 (Amendments), *Income Taxes – Tax Consequences of Dividends*. The amendments clarify that all income tax consequence of dividend payments should be recognized in profit or loss.
  - PAS 23 (Amendments), *Borrowing Costs – Eligibility for Capitalization*. The amendments clarify that any specific borrowing which remains outstanding after the related qualifying asset is ready for its intended purpose, such borrowing will then form part of the entity's general borrowings when calculating the capitalization rate for capitalization purposes.
  - PFRS 3 (Amendments), *Business Combinations* and PFRS 11 (Amendments), *Joint Arrangements – Remeasurement of Previously Held Interests in a Joint Operation*. The amendments clarify that previously held interest in a joint operation shall be remeasured when the Company obtains control of the business. On the other hand, previously held interests in a joint operation shall not be remeasured when the Company obtains joint control of the business.
- (xi) PFRS 10, (Amendments), *Consolidated Financial Statements*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Venture* (effective date deferred indefinitely). The amendments to PFRS 10 require full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, *Business Combinations*, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendments have been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.



### ***2.3 Basis of Consolidation and Interests in Joint Ventures***

The Group's consolidated financial statements comprise the accounts of the Company and its subsidiaries as enumerated in Note 1, after the elimination of material intercompany transactions. All intercompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities under the Group, are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of subsidiaries are prepared for the same reporting period as the Company, using consistent accounting principles.

The Company accounts for its investments in subsidiaries, associates, non-controlling interests and interests in joint ventures as follows:

#### *(a) Investments in Subsidiaries*

Subsidiaries are entities (including structured entities) over which the Company has control. The Company controls an entity when (a) it has power over the entity, (b) it is exposed, or has rights to, variable returns from its involvement with the entity, and (c) it has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date the Company obtains control.

The Company reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of controls indicated above. Accordingly, entities are deconsolidated from the date that control ceases.

The acquisition method is applied to account for acquired subsidiaries. This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group, if any. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree, either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.9).

(b) *Investments in Associates*

Associates are those entities over which the Company is able to exert significant influence but not control and which are neither subsidiaries nor interests in a joint venture. Investments in associates are initially recognized at cost and subsequently accounted for using the equity method.

Acquired investment in an associate is subject to the purchase method. The purchase method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. Goodwill represents the excess of acquisition cost over the fair value of the Company's share of the identifiable net assets of the acquiree at the date of acquisition. Any goodwill or fair value adjustment attributable to the Company's share in the associate is included in the amount recognized as investment in associates.

All subsequent changes to the ownership interest in the equity of the associate are recognized in the Company's carrying amount of the investments. Changes resulting from the profit or loss generated by the associates are credited or charged against the Equity Share in Net Earnings (Losses) of Associates account in the Group's consolidated statement of comprehensive income.

Impairment loss is provided when there is objective evidence that the investments in associates will not be recovered (see Note 2.17).

Changes resulting from other comprehensive income of the associates or items recognized directly in the associates' equity are recognized in other comprehensive income or equity of the Group, as applicable. However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the investor resumes recognizing its share of those profits only after its share of the profits exceeds the accumulated share of losses that has previously not been recognized.

Distributions received from the associates are accounted for as a reduction of the carrying value of the investment.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Company's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(c) *Transactions with Non-controlling Interests*

The Group's transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transaction with the owners of the Group in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of the net assets of the subsidiary is recognized in equity. Disposals of equity investments to non-controlling interests result in gains and losses for the Group that are also recognized in equity.

When the Group ceases to have control over a subsidiary, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

(d) *Interests in Joint Ventures*

For interests in jointly controlled operations, the Group recognizes in its consolidated financial statements its share of the jointly controlled assets, any liabilities that it has incurred, its share of any liabilities incurred jointly with the other venturers in relation to the joint venture, any income from the sale or use of its share of the output of the joint venture, and any expenses that it has incurred in respect of its interest in the joint venture. No adjustment or other consolidation procedures are required for the assets, liabilities, income and expenses of the joint venture that are recognized in the separate financial statements of the venturers.

The Company holds interests in various subsidiaries and associates as presented in Note 1.

## **2.4 Financial Assets**

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of PAS 32, *Financial Instruments: Disclosure and Presentation*. All other non-derivative financial instruments are treated as debt instruments.

(a) *Classification and Measurement of Financial Assets*

Financial assets other than those designated and effective as hedging instruments are classified into the following categories: financial assets at FVTPL, loans and receivables, held-to-maturity investments and AFS financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired.

Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at FVTPL are initially recognized at fair value plus any directly attributable transaction costs. Financial assets carried at FVTPL are initially recorded at fair value and the related transaction costs are recognized in profit or loss. A more detailed description of the categories of financial assets currently relevant to the Group are discussed below and in the succeeding pages.

(i) *Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for those with maturities greater than 12 months after the end of each reporting period, which are classified as non-current assets.

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Trade and Other Receivables (excluding Advances to suppliers and contractors) and Advances to Related Parties accounts in the consolidated statements of financial position. Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments with original maturities of three months or less readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment loss, if any.

(ii) *AFS Financial Assets*

This category includes non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. They are included in non-current assets in the statement of financial position unless management intends to dispose of the investment within 12 months from the reporting period.

All financial assets within this category are subsequently measured at fair value, except for equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured which are measured at cost, less impairment loss, if any. Gains and losses are recognized in other comprehensive income, net of any income tax effects, and are reported as part of the Revaluation Reserves account in equity, except for interest and dividend income, impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss.

When the financial asset is disposed of or is determined to be impaired, that is, when there is a significant or prolonged decline in the fair value of the security below its cost, the cumulative fair value gains or losses recognized in other comprehensive income is reclassified from equity to profit or loss and is presented as reclassification adjustment within other comprehensive income even though the financial asset has not been derecognized.

(b) *Impairment of Financial Assets*

The Group assesses at the end of each of the reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. The Group recognizes impairment loss based on the category of financial assets as follows:

(i) *Carried at Amortized Cost – Loans and Receivables*

If there is objective evidence that an impairment loss on loans and receivables carried at cost has been incurred, the amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset's original effective interest rate or current effective interest rate determined under the contract if the loan has a variable interest rate.

The carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognized in profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss is reversed by adjusting the allowance account. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment not been recognized at the date the impairment is reversed. The amount of the reversal is recognized in the profit or loss.

(ii) *Carried at Fair Value – AFS Financial Assets*

When a decline in the fair value of an AFS financial asset has been recognized in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss – measured as the difference between the acquisition cost (net of any principal repayment and amortization) and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss is reclassified from Revaluation Reserves account in equity to profit or loss as a reclassification adjustment even though the financial asset has not been derecognized.

Impairment losses recognized in profit or loss on equity instruments are not reversed through profit or loss. Reversal of impairment losses are recognized in other comprehensive income, except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized.

(c) *Items of Income and Expense Related to Financial Assets*

All income and expenses, including impairment losses, relating to financial assets that are recognized in profit or loss are presented as part of Finance Income or Finance Costs accounts in the consolidated statement of comprehensive income.

Non-compounding interest, dividend income and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of financial assets is measured.

(d) *Derecognition of Financial Assets*

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

## **2.5 Prepayments and Other Assets**

Prepayments and other assets pertain to other resources controlled by the Group as a result of past events. They are recognized in the consolidated financial statements when it is probable that the future economic benefits will flow to the Group and the asset has a cost or value that can be measured reliably.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Group beyond one year after the end of the reporting period or in the normal operating cycle of the business, if longer, are classified as other non-current assets.

## **2.6 Property and Equipment**

Property and equipment, except land, are stated cost less accumulated depreciation, amortization and any impairment in value. The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized while expenditures for repairs and maintenance are charged to expense as incurred.

Depreciation and amortization is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Building and other improvements	5-25 years
Transportation equipment	5 years
Office furniture and equipment	3-5 years

Leasehold improvements are amortized over the lease term or the estimated useful lives of the improvements of three years, whichever is shorter.

Fully depreciated and amortized assets are retained in the accounts until they are no longer in use and no further charge for depreciation is made in respect of those assets.

Land is stated at cost less any impairment in value. As no finite useful life can be determined on the property, it's related carrying amount is not depreciated.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.17).

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

An item of property and equipment, including the related accumulated depreciation, amortization and any impairment losses, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year the item is derecognized.

## **2.7 Investment Property**

Investment property consists of building and office/commercial units held for lease and a parcel of land held for capital appreciation. Land held for capital appreciation is measured at cost less any impairment while building and office/commercial units held for lease are stated at cost less accumulated depreciation and any impairment in value.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized while expenditures for repairs and maintenance are charged to expense as incurred.

Depreciation for building and office/commercial units classified as investment property is computed on the straight-line basis over the estimated useful life of 20 years.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.17).

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal.

## **2.8 Financial Liabilities**

Financial liabilities, which include interest-bearing loans and borrowings, trade and other payables (except tax-related liabilities), advances from related parties and other current liabilities, are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges, except capitalized borrowing costs, incurred on a financial liability are recognized as an expense in profit or loss under the Finance Costs account in the consolidated statement of comprehensive income.

Interest-bearing loans and borrowings are raised for support of long-term funding of operations. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to profit or loss on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that these are not settled in the period in which they arise.

Trade and other payables, advances from related parties and other current liabilities are recognized initially at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

Dividend distributions to shareholders are recognized as financial liabilities when dividends are approved by the BOD.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the consolidated statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

## **2.9 Business Combinations**

Business acquisitions are accounted for using the acquisition method of accounting.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed (see Note 2.17).

Negative goodwill which is the excess of the Group's interest in the net fair value of net identifiable assets acquired over acquisition cost is charged directly to income.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The cash-generating units or groups of cash-generating units are identified according to operating segment.

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of goodwill relating to it.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

### ***2.10 Offsetting of Financial Instruments***

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the consolidated statement of financial position when the Group currently has legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on a future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and, must be legally enforceable for both entity and all counterparties to the financial instruments.

### ***2.11 Provisions and Contingencies***

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pre-tax rate that reflects market assessments and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.



In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the consolidated financial statements. Similarly, possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the consolidated financial statements. On the other hand, any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

### ***2.12 Real Estate Transactions and Revenue and Expense Recognition***

Acquisition costs of raw land intended for future development, including other costs and expenses incurred to effect the transfer of title to the property to the Group, are charged to the Land Held for Future Development account. These costs are reclassified to the Property Development Costs account as soon as the Group starts the development of the property. Related property development costs are then accumulated in this account. A reclassification from Property Development Costs account to Residential and Condominium Units for Sale account is made once the project has been made available for sale to market. Interest on certain loans incurred during the development of the real estate properties are also capitalized as part of the Property Development Costs or Residential and Condominium Units for Sale or Cost of Real Estate Sales accounts (see Note 2.19). Revenues, on the other hand, are recognized when certain percentage of total contract price is collected.

Costs of properties and projects accounted for as Land Held for Future Development, Property Development Costs and Residential and Condominium Units for Sale are assigned using specific identification of their individual costs. These properties and projects are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete and the estimated costs necessary to make the sale.

For financial reporting purposes, revenues on sales of residential and condominium units are recognized using the percentage-of-completion method. Under this method, revenue is recognized by reference to the stage of development of the properties, i.e., revenue is recognized in the period in which the work is performed. Uncompleted portion of gross profit in condominium and residential units sold are recognized in the Deferred Gross Profit on Real Estate Sales account in the consolidated statement of financial position. Completed portion during the year from Deferred Gross Profit on Real Estate Sales of prior year is recognized as income under Realized Gross Profit on Prior Years' Sales account in the consolidated statement of comprehensive income. Collections, which have not yet met the threshold (determined as a certain percentage of the net contract price) before a sale is recognized, are initially recorded as Advances from customers under the Customers' Deposits account in the consolidated statement of financial position.

The sale is recognized when a certain percentage of the total contract price has already been collected. The amount of real estate sales recognized in the consolidated statement of income is equal to the total contract price, net of day-one loss related to the discounting of noninterest-bearing receivables.

Revenue and cost relating to forfeited or backed-out sales are reversed in the current year as they occur. Any collections received from customers which will not be refunded are recognized as Forfeited collections and deposits, included as part of Other Income account in the consolidated statement of comprehensive income.

For tax purposes, revenue on sales of condominium units is recognized in full in the year of sale when a certain percentage of the net contract price has been received. However, the taxable income for the year is computed based on collections from the sales.

Cost of real estate property sold before completion of the development is determined based on the actual costs incurred to date plus estimated costs to complete the development of the property. The estimated expenditures for the development of real estate property sold, as determined by the entities' project engineers, are charged to the cost of residential and condominium units sold with a corresponding credit to the Reserve for Property Development account, which pertains to the remaining costs that will be incurred relative to the development/construction of the sold units.

The Group recognizes the effect of revisions in the total project cost estimates in the year in which these changes become known. Any impairment loss from a real estate project is charged to operations in the period in which the loss is determined.

Revenues, other than those originating from real estate transactions, are recognized to the extent that it is probable that future economic benefits will flow to the Group; revenue can be measured reliably; and, the costs incurred or to be incurred can be measured reliably. The following specific recognition criteria must also be met before revenue is recognized:

- (a) *Rental income* – Lease income from operating lease is recognized on a straight-line basis over the lease term [see Note 2.14(b)].
- (b) *Forfeited collections and deposits* – Revenue is recognized in the year the contract was cancelled.
- (c) *Marketing and management fees* – Revenue is recognized when the performance of contractually agreed services have been substantially rendered.
- (d) *Tuition and miscellaneous fees* – Revenue is recognized over the corresponding school term.
- (e) *Interest income* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.
- (f) *Dividends* – Revenue is recognized when the stockholders' right to receive the payment is established.

Other costs and expenses are recognized in profit or loss upon utilization of the services, receipt of goods or at the date they are incurred. All finance costs are reported in profit or loss on an accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset (see Note 2.19).

### **2.13 Commissions**

Commissions represent a certain percentage of contract price given to the real estate brokers and/or agents who handle the sales and marketing of the Group's residential and high-rise projects. Commissions are recognized as expense in the period in which they are incurred.

## **2.14 Leases**

The Group accounts for its leases as follows:

(a) *Group as Lessee*

Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments (net of any incentive received from the lessor) are recognized as expense in the consolidated profit or loss on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

(b) *Group as Lessor*

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized as income in the consolidated profit or loss on a straight-line basis over the lease term.

The Group determines whether an arrangement is, or contains, a lease based on the substance of the arrangement. It makes an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

## **2.15 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group's products and service lines as disclosed in Note 4, which represent the main products and services provided by the Group.

Each of these operating segments is managed separately as each of these service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its consolidated financial statements, except that post-employment benefit expense is not included in arriving at the operating profit of the operating segments.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

## **2.16 Foreign Currency Transactions and Translation**

The accounting records of the Group are maintained in Philippine pesos. Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss in the consolidated statement of comprehensive income.

### ***2.17 Impairment of Non-financial Assets***

The Group's advances to landowners and joint ventures, investment in associates, investment property, property and equipment, goodwill and other non-financial assets are tested for impairment. Goodwill is tested for impairment at least annually. All other individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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

Impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

### ***2.18 Employee Benefits***

The Group provides post-employment benefits to employees through a defined benefit plan and defined contribution plans, and other employee benefits which are recognized as follows:

#### ***(a) Post-employment Defined Benefit Plan***

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Group, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Group's defined benefit post-employment plan covers all regular full-time employees. The pension plan is tax-qualified, non-contributory and administered by a trustee.

The liability recognized in the consolidated statement of financial position for a defined benefit plan is the present value of the defined benefit obligation (DBO) at the end of the reporting period less the fair value of plan assets. The DBO is calculated regularly by an independent actuary using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of a zero coupon government bond as published by Philippine Dealing & Exchange Corp., that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in interest) are reflected immediately in the consolidated statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, taking account of any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Finance Costs or Finance Income account in the consolidated statement of comprehensive income.

Past-service costs are recognized immediately in profit or loss in the period of a plan amendment and curtailment.

*(b) Post-employment Defined Contribution Plans*

A defined contribution plan is a post-employment plan under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognized if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

*(c) Compensated Absences*

Compensated absences are recognized for the number of paid leave days (including holiday entitlement) remaining at the end of each reporting period. They are included in Trade and Other Payables account in the consolidated statement of financial position at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

**2.19 Borrowing Costs**

Borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. For financial reporting purposes, interest and other costs on certain borrowings that are attributable to the acquisition, construction or development of a qualifying asset (i.e., an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of Property Development Costs and Residential and Condominium Units for Sale or Cost of Real Estate Sales accounts in the consolidated statement of financial position (see Note 2.12). The capitalization of borrowing costs commences when expenditures for the asset are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when substantially all such activities are complete.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

For income tax purposes, interest and other borrowing costs are charged to expense when incurred.

## ***2.20 Income Taxes***

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of each reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in the consolidated profit or loss.

Deferred tax is accounted for using the liability method, on temporary differences at the end of each reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

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

The measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the consolidated profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if the Group has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same entity and the same taxation authority.

### ***2.21 Related Party Transactions and Relationships***

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

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

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

### ***2.22 Earnings Per Share***

Basic earnings per share (EPS) is computed by dividing net profit attributable to equity holders of the Company by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current period.

Diluted EPS is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares. For the years ended December 31, 2017, 2016 and 2015, the Group does not have potentially dilutive shares outstanding; hence, the diluted earnings per share is equal to the basic earnings per share.

### ***2.23 Equity***

Capital stock represents the nominal value of shares that have been issued.

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

Treasury stock are stated at the cost of reacquiring such shares and are deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of.

Revaluation reserves arise from remeasurements on retirement benefit obligation, net of applicable taxes, and unrealized gains and losses arising from fair value changes of AFS financial assets.

Retained earnings represent all current and prior period results of operations as reported in the profit or loss section of the consolidated statement of comprehensive income.

### ***2.24 Events After the End of the Reporting Period***

Any post-year-end event that provides additional information about the Group's consolidated financial position at the end of the reporting period (adjusting event) is reflected in the consolidated financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the consolidated financial statements.

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect amounts reported in the consolidated financial statements and related notes. Judgments and estimates 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. Actual results may ultimately vary from these estimates.

#### *3.1 Critical Judgments in Applying Accounting Policies*

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

(a) *Revenue Recognition*

The Group uses judgment in evaluating the probability of collection of contract price on real estate sales as a criterion for revenue recognition. The Group uses historical payment pattern of customers in establishing a percentage of collection threshold over which the Group determines that collection of total contract price is reasonably assured.

(b) *Impairment of AFS Financial Assets*

The determination when an investment is other-than-temporarily impaired requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

Based on the recent evaluation of information and circumstances affecting the Group's AFS financial assets, no impairment losses was recognized in the Group's AFS financial assets in 2017, 2016 and 2015. Future changes in those information and circumstances might significantly affect the carrying amount of the assets.

(c) *Distinction Among Investment Property, Owner-managed Properties and Land Held for Future Development*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the production or supply process while land held for future development are properties intended solely for future development and sale.



Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Based on management's assessment, properties held for lease and for capital appreciation qualifies as investment property.

(d) *Distinction Between Residential and Condominium Units for Sale and Investment Property*

Residential and condominium units for sale comprise properties that are held for sale in the ordinary course of business. Meanwhile, investment properties comprise of land and buildings which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. The Group considers management's intention over these assets in making its judgment.

(e) *Distinction Between Operating and Finance Leases*

The Group has entered into various lease agreements as either a lessor or lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities.

Based on management's assessment, all of the Group's current lease agreements are classified as operating leases.

(f) *Distinction Between Asset Acquisition and Business Combinations*

The Company acquires subsidiaries that own real estate properties. At the time of acquisition, the Company considers whether the acquisition represents the acquisition of a business. The Company accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property. More specifically, consideration is made with regard to the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the Group (e.g., maintenance, cleaning, security, bookkeeping, hotel services, etc.). The significance of any process is judged with reference to the guidance in PAS 40 on ancillary services.

In 2015, the Company acquired 100% ownership interest in 20<sup>th</sup> Century as described in Note 1. The acquisition is accounted for as business combinations.

(g) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.11 and disclosures on relevant contingencies are presented in Note 26.

### **3.2 Key Sources of Estimation Uncertainty**

The following are the key 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 reporting period:

(a) *Impairment of Trade and Other Receivables and Advances to Related Parties*

Adequate amount of allowance for impairment is provided for specific and groups of accounts, where objective evidence of impairment exists. The Group evaluates the amount of allowance for impairment based on available facts and circumstances affecting the collectability of the accounts, including, but not limited to, the length of the Group's relationship with the counterparties, their current credit status, average age of accounts, collection experience and historical loss experience. The methodology and assumptions used in estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

Certain trade and other receivables were found to be impaired in 2017 and 2016 while no provision for impairment losses on Advances to Related Parties account are needed to be recognized. The carrying values of trade and other receivables, and advances to related parties are shown in Notes 6 and 23, respectively.

(b) *Determination of Net Realizable Value of Residential and Condominium Units for Sale, Property Development Costs and Land Held for Future Development*

In determining the net realizable value of residential and condominium units for sale, property development costs, and land held for future development, management takes into account the most reliable evidence available at the times the estimates are made. The future realization of the carrying amounts of these assets is affected by price changes in the different market segments as well as the trends in the real estate industry. These are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's Residential and Condominium Units for Sale, Property Development Costs and Land Held for Future Development accounts within the next reporting period.

Considering the Group's pricing policy, the net realizable values of real estate, residential and condominium units for sale, property development costs, and land held for future development are higher than their related carrying values as of the end of the reporting periods.

(c) *Estimation of Useful Lives of Property and Equipment and Investment Property*

The Group estimates the useful lives of property and equipment, and investment property based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment and investment property are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

The carrying amounts of property and equipment, and investment property are analysed in Notes 12 and 13, respectively. Based on management's assessment as at December 31, 2017 and 2016, there is no change in estimated useful lives of property and equipment, and investment property during those years. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(d) *Determination of Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The carrying values of the Group's deferred tax assets as of December 31, 2017 and 2016 are disclosed in Note 22.2.

(e) *Impairment of Goodwill and Other Non-financial Assets*

Goodwill is reviewed annually for impairment while other non-financial assets are tested whenever certain impairment indicators become present. In assessing impairment, the management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. Also, the Group's policy on estimating the impairment of goodwill and other non-financial assets is discussed in detail in Note 2.17.

Material amount of goodwill amounting to P77.3 million arising from the acquisition of LBASSI has been tested for impairment. The recoverable amount of cash generating units assigned to LBASSI amounted to P165.2 million and P205.0 million in 2017 and 2016, respectively. The recoverable amount for LBASSI was determined using a cash flow projection covering a five-year period with growth rates of 5% to 10% and discount rates ranging from 2% to 5% in both years presented. The discount rates and growth rate are the key assumptions used by management in determining the recoverable amount of cash generating units. Management believes that the key assumptions used reflected in the consolidated financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable amounts and any resulting impairment loss could have a material adverse effect on the results of operations. Management has also determined that a reasonably possible change in these key assumptions would not cause the carrying amount of the cash generating unit exceed their respective recoverable amounts. Based on management's assessment, no impairment loss needs to be recognized on goodwill since the recoverable amount of the cash generating units is greater than their carrying amount in both years presented (see Note 1). In addition, no impairment losses were recognized on advances to landowners and joint ventures, investments in associates, property and equipment, investment property, and other non-financial assets in 2017, 2016 and 2015 (see Notes 9, 11, 12 and 13).

(f) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment benefit is dependent on the selection of certain assumptions used by an actuary in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rate. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the retirement benefit obligation in the next reporting period.

The amounts of retirement benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 21.2.

(g) *Revenue Recognition Using the Percentage-of-Completion Method*

The Group uses the percentage-of-completion method in accounting for its realized gross profit on real estate sales. The use of this method requires the Group to estimate the portion completed using relevant information such as costs incurred to date as a proportion of the total budgeted cost of the project and estimates by engineers and other experts. There were no changes in the assumptions or basis for estimation during the year.

(h) *Determination of Fair Value of Investment Property*

Investment property is measured using the cost model. The fair value disclosed in Note 29.4 to the consolidated financial statements is determined by the Group using the market comparable approach that reflects the recent transaction prices for similar properties in nearby locations.

The fair values of the properties were derived using the observable recent prices of the reference properties and were adjusted for differences in key attributes such as property size, zoning, and accessibility. The most significant input into this valuation approach is the price per square meter; hence, the higher the price per square meter, the higher the fair value of the properties.

The Group uses assumptions that are mainly based on market conditions existing at the end of each reporting periods. A significant change in these elements may affect prices and the value of the assets.

(i) *Business Combinations*

On initial recognition, the assets and liabilities of the acquired business and the consideration paid for them are included in the consolidated financial statements at their fair values. In measuring fair value, management uses estimates of future cash flows and discount rates. Any subsequent change in these estimates would affect the amount of goodwill if the change qualifies as a measurement period adjustment. Any other change would be recognized in the consolidated statement of comprehensive income in the subsequent period.

## 4. SEGMENT INFORMATION

### ***4.1 Business Segments***

The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group is engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. It classifies and monitors its projects into high-rise and horizontal. High-rise projects refer to condominiums and other medium scale properties while the horizontal projects refer to house and lot packages, and subdivision lots. Both are intended for middle income market.

### ***4.2 Segment Assets and Liabilities***

Segment assets include all operating assets used by a segment and consist principally of operating receivables, property development costs, and residential and condominium units for sale. Segment liabilities include all operating liabilities incurred by management in each particular segment.

### ***4.3 Intersegment Transactions***

There are no intersegment transactions. In case of inter-segment sales and transfers, the Group generally accounts for them as if the sales or transfers were made to third parties at current market prices. Intersegment sales and transfers, if any, are eliminated in the preparation of the consolidated financial statements.

### ***4.4 Analysis of Segment Information***

The tables presented in the succeeding pages present the revenue and profit information for the years ended December 31, 2017, 2016 and 2015 and certain asset and liability information regarding segments as at December 31, 2017 and 2016.

	High Rise Projects			Horizontal Projects			Total		
	2017	2016	2015	2017	2016	2015	2017	2016	2015
<b>REVENUES</b>									
Real estate sales	P 3,926,143,769	P 3,473,749,329	P 1,989,641,166	P 324,069,723	P 651,089,607	P 2,027,731,382	P 4,250,213,492	P 4,124,838,936	P 4,017,372,548
Finance income	84,188,099	113,231,003	138,358,950	20,494,671	16,390,003	6,407,363	104,682,770	129,621,006	144,766,313
Rental income	73,616,139	81,534,364	84,969,766	67,427,516	18,502,697	17,648,547	141,043,655	100,037,061	102,618,313
Realized gross profit on prior years' sale	63,883,544	69,595,743	64,055,734	-	-	-	63,883,544	69,595,743	64,055,734
Others	192,180,493	192,345,196	191,457,440	14,862,727	33,362,882	12,210,078	207,043,220	225,708,078	203,667,518
	<u>4,340,012,044</u>	<u>3,930,455,635</u>	<u>2,468,483,056</u>	<u>426,854,637</u>	<u>719,345,189</u>	<u>2,063,997,370</u>	<u>4,766,866,681</u>	<u>4,649,800,824</u>	<u>4,532,480,426</u>
<b>COSTS AND OTHER</b>									
<b>OPERATING EXPENSES</b>									
Cost of real estate sales	2,389,153,423	2,402,537,567	1,354,772,805	110,682,099	249,555,600	1,260,530,353	2,499,835,522	2,652,093,167	2,615,303,158
Deferred gross profit on current year's sales	214,666,390	96,603,442	53,657,526	240,665	28,980	251,265	214,907,055	96,632,422	53,908,791
Rentals	164,488,032	163,148,680	177,547,914	1,428,346	1,364,193	2,003,751	165,916,378	164,512,873	179,551,665
Commissions	122,441,491	119,923,652	184,616,757	10,782,022	11,585,302	23,037,529	133,223,513	131,508,954	207,654,286
Advertising and promotion	110,237,016	69,862,095	110,747,939	16,411,021	11,021,550	20,230,020	126,648,037	80,883,645	130,977,959
Taxes and licenses	66,511,920	35,775,392	19,188,727	10,680,545	9,978,173	14,113,029	77,192,465	45,753,565	33,301,756
Association dues	32,727,344	18,498,036	21,469,983	3,553,401	5,396,444	-	36,280,745	23,894,480	21,469,983
Salaries and employee benefits	2,008,661	702,535	-	109,138	383,775	470,281	2,117,799	1,086,310	470,281
Others	29,151,094	25,802,963	38,295,591	6,417,533	12,426,729	12,056,949	35,568,627	38,229,692	50,352,540
Cost and other operating expenses excluding depreciation and amortization	3,131,385,371	2,932,854,362	1,960,297,242	160,304,770	301,740,746	1,332,693,177	3,291,690,141	3,234,595,108	3,292,990,419
Depreciation and amortization	3,349,999	3,351,288	3,376,678	13,668,347	13,766,082	14,009,866	17,018,346	17,117,370	17,386,544
	<u>3,134,735,370</u>	<u>2,936,205,650</u>	<u>1,963,673,920</u>	<u>173,973,117</u>	<u>315,506,828</u>	<u>1,346,703,043</u>	<u>3,308,708,487</u>	<u>3,251,712,478</u>	<u>3,310,376,963</u>
<b>SEGMENT OPERATING PROFIT</b>									
	<u>P 1,205,276,674</u>	<u>P 994,249,985</u>	<u>P 504,809,136</u>	<u>P 252,881,520</u>	<u>P 403,838,361</u>	<u>P 717,294,327</u>	<u>P 1,458,158,194</u>	<u>P 1,398,088,346</u>	<u>P 1,222,103,463</u>
<b>SEGMENT ASSETS AND LIABILITIES</b>									
Segment assets	P 22,082,169,314	P 19,960,825,206	P 18,022,176,206	P 5,738,513,158	P 5,883,290,460	P 5,866,248,749	P 27,820,682,472	P 25,844,115,666	P 23,888,424,955
Segment liabilities	2,228,397,462	1,798,242,997	1,831,267,195	186,207,184	185,849,534	185,863,869	2,414,604,646	1,984,092,531	2,017,131,064

#### 4.5 Reconciliations

Presented below is a reconciliation of the Group's segment information to the key financial information presented in its consolidated financial statements.

	<u>2017</u>	<u>2016</u>	<u>2015</u>
<b>Revenues</b>			
Total segment revenues	<b><u>P 4,766,866,681</u></b>	<b><u>P 4,649,800,824</u></b>	<b><u>P 4,532,480,426</u></b>
Unallocated revenues:			
Finance income	<b>170,001,989</b>	193,985,507	179,396,073
Commission income	<b>119,381,451</b>	126,759,525	143,273,471
Rental income from investment property	<b>5,373,315</b>	5,308,465	3,433,605
Equity share in net earnings (losses) of associates	<b>( 578,205)</b>	813,301	( 9,006,812)
Other income	<b><u>217,207,395</u></b>	<b><u>220,592,398</u></b>	<b><u>209,087,790</u></b>
	<b><u>511,385,945</u></b>	<b><u>547,459,196</u></b>	<b><u>526,184,127</u></b>
Revenues as reported in the consolidated statements of comprehensive income	<b><u>P 5,278,252,626</u></b>	<b><u>P 5,197,260,020</u></b>	<b><u>P 5,058,664,553</u></b>
<b>Profit or loss</b>			
Segment operating profit	<b>P 1,458,158,194</b>	P 1,398,088,346	P 1,222,103,463
Other unallocated income	<b>511,385,945</b>	547,459,196	526,184,127
Other unallocated expenses	<b>( 1,337,606,611)</b>	<b>( 1,344,471,789)</b>	<b>( 1,197,774,332)</b>
Net profit as reported in the consolidated statements of comprehensive income	<b><u>P 631,937,528</u></b>	<b><u>P 601,075,753</u></b>	<b><u>P 550,513,258</u></b>
<b>Assets</b>			
Segment assets	<b><u>P27,820,682,472</u></b>	<b><u>P25,844,115,666</u></b>	
Unallocated assets:			
Cash and cash equivalents	<b>1,280,896,149</b>	1,008,997,919	
Trade and other receivables	<b>2,902,566,955</b>	2,797,096,132	
Advances to related parties	<b>2,502,356,313</b>	2,311,257,801	
Prepayments and other current assets	<b>338,912,664</b>	381,730,305	
Available-for-sale financial assets	<b>1,801,600,000</b>	1,439,028,000	
Advances to landowners and joint ventures	<b>306,887,895</b>	306,871,395	
Land held for future development	<b>2,925,390,962</b>	2,925,390,962	
Investment in associates	<b>1,162,295,541</b>	1,162,873,746	
Property and equipment - net	<b>198,143,172</b>	155,444,595	
Investment property - net	<b>118,555,626</b>	135,249,248	
Other non-current assets	<b><u>84,524,302</u></b>	<b><u>84,702,690</u></b>	
	<b><u>13,622,129,579</u></b>	<b><u>12,708,642,793</u></b>	
Total assets as reported in consolidated statements of financial position	<b><u>P41,442,812,051</u></b>	<b><u>P38,552,758,459</u></b>	

	<u>2017</u>	<u>2016</u>
<b>Liabilities</b>		
Segment liabilities	<b><u>P 2,414,604,646</u></b>	<u>P 1,984,092,531</u>
Unallocated liabilities:		
Interest-bearing loans and borrowings	<b>2,001,412,976</b>	1,958,549,476
Trade and other payables	<b>1,765,149,256</b>	1,451,139,792
Customers' deposits	<b>2,681,448,477</b>	2,494,778,962
Advances from related parties	<b>3,678,125,997</b>	3,012,266,199
Income tax payable	<b>6,495,737</b>	20,510,077
Other current liabilities	<b>678,774,641</b>	584,715,486
Retirement benefit obligation	<b>570,284,259</b>	528,514,895
Deferred tax liabilities - net	<b><u>1,705,148,472</u></b>	<u>1,604,579,980</u>
	<b><u>13,086,839,815</u></b>	<u>11,655,054,867</u>
 Total liabilities as reported in consolidated statements of financial position	 <b><u>P15,501,444,461</u></b>	 <u>P13,639,147,398</u>

## 5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components as of December 31:

	<u>2017</u>	<u>2016</u>
Cash on hand and in banks	<b>P1,134,495,072</b>	P 743,801,125
Short-term placements	<b><u>146,401,077</u></b>	<u>265,196,794</u>
	<b><u>P1,280,896,149</u></b>	<u>P1,008,997,919</u>

Cash in banks generally earn interest based on the daily bank deposit rates.

Peso-denominated short-term placements are made for varying periods of up to 60 days in 2017 and 17 days in 2016 and 2015 and earn annual effective interest ranging from 0.5% to 2.75% in 2017, 0.2% to 2.3% in 2016, and 0.1% to 2.5% in 2015. Dollar-denominated short-term placements are made for varying periods of up to 37 days in 2017, 38 days in 2016, and 78 days in 2015 and earn annual effective interest ranging from 0.4% to 0.8% in 2017 and in 2016, and 0.4% to 1.5% in 2015 (see Note 20.1).



## 6. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
Current:			
Trade receivables	23.2	<b>P3,208,604,397</b>	P2,955,976,103
Advances to suppliers and contractors		<b>1,322,221,647</b>	1,214,267,596
Rent receivable	23.2	<b>323,176,047</b>	226,108,133
Management fee receivable	23.2	<b>216,162,495</b>	135,720,045
Interest receivable	23.4	<b>199,517,464</b>	255,382,279
Others		<u><b>471,875,220</b></u>	<u>234,319,157</u>
		<b>5,741,557,270</b>	5,021,773,313
Allowance for impairment		<u><b>( 273,122)</b></u>	<u>( 462,402)</u>
		<u><b>5,741,284,148</b></u>	<u>5,021,310,911</u>
Non-current:			
Trade receivables		<b>3,687,034,243</b>	2,626,277,146
Refundable security deposits		<b>101,260,882</b>	92,166,896
Others		<u><b>63,820,351</b></u>	<u>63,820,351</u>
		<u><b>3,852,115,476</b></u>	<u>2,782,264,393</u>
		<u><b>P9,593,399,624</b></u>	<u>P7,803,575,304</u>

The Group's trade and other receivables have been reviewed for indications of impairment. Certain trade receivables were found to be impaired; hence, adequate amounts of allowance for impairment have been recognized.

A reconciliation of the allowance for impairment on current trade and other receivables at the beginning and end of 2017 and 2016 is shown below.

	<u>2017</u>	<u>2016</u>
Balance at beginning of year	<b>P 462,402</b>	P 501,232
Write-off during the year	<b>( 66,756)</b>	( 235,421)
Impairment losses during the year	<b>19,837</b>	233,152
Recovery of accounts previously provided with allowance	<u><b>( 142,361)</b></u>	<u>( 36,561)</u>
Balance at end of year	<u><b>P 273,122</b></u>	<u>P 462,402</u>

Impairment losses are presented as part of Miscellaneous under Other Expenses account in the consolidated statements of comprehensive income (see Note 19.2).

Trade receivables of the Group are either interest-bearing or noninterest-bearing. The installment period of interest-bearing sales contracts ranges from 2 to 15 years. Interest-bearing receivables bear interest rates comparable to market rates. The related interest earned on these sales contracts amounting to P12.0 million in 2017, P54.2 million in 2016, and P89.5 million in 2015 are reported as part of Finance Income account in the consolidated statements of comprehensive income (see Note 20.1).

The installment period of noninterest-bearing sales contracts ranges from three to five years. Noninterest-bearing trade receivables are measured at amortized cost using the effective interest method based on the interest rate of comparable financial instruments in the market. Amortization of day-one loss amounting to P92.7 million in 2017, P75.4 million in 2016 and P55.3 million in 2015 are presented as part of Finance Income account in the consolidated statements of comprehensive income (see Note 20.1).

Trade and other receivables (excluding Advances to suppliers and contractors) are subject to credit risk exposure. The Group, however, does not identify specific concentrations of credit risk with regard to trade and other receivables, as the amounts recognized resemble a large number of receivables from various customers. In addition, certain accounts receivable from trade customers are covered by post-dated checks. The Group also retains the titles to the property until such time that the trade receivables are fully collected. Repossessed properties are offered for sale to other customers.

The Group partially finances its real estate projects and other business undertakings through assignment of its trade receivables on a with recourse basis with certain local banks (see Note 14).

Advances to suppliers and contractors represent downpayments made by the Group to the suppliers and contractors based on a certain percentage of the contract price, construction materials purchased by the Group that are used by the contractors, and utility consumption that are chargeable to contractors. The initial payment will eventually be recouped or deducted from the amount payable of the Group either in a pro-rated basis or in full once billed by the suppliers and contractors.

Refundable deposits include various deposits to third parties for electrical, internet subscription, exhibits and other utilities, and equipment needed in the development of the projects. All deposits, except for deposits to an electric company, do not earn interest. Such deposits are only refundable upon completion of the projects or upon return of the equipment used. However, the exact date or period of completion of projects or return of equipment is indeterminable. Accordingly, refundable deposits are accounted for at cost.

Other receivables, both current and non-current, include association dues, advances to joint ventures for processing of business permits and licenses, and unliquidated advances from employees and real estate consultants.

## **7. REAL ESTATE INVENTORIES**

### ***7.1 Residential and Condominium Units for Sale***

This account represents the accumulated costs incurred, net of recognized cost of real estate sales in the consolidated statements of comprehensive income (see Note 18), on house and lots and condominium units available for sale. The subdivision houses include houses that are ready for occupancy, house models and units under construction.

Total borrowing costs capitalized to this account amounted to P89.9 million, P93.2 million, and P26.3 million in 2017, 2016 and 2015, respectively (see Note 14).

Certain properties presented as part of Residential and Condominium Units for Sale with total estimated carrying value of P110.7 million and P188.4 million as of December 31, 2017 and 2016, respectively, are used as security for the Group's interest-bearing loans and borrowings (see Note 14).

### 7.2 *Property Development Costs*

This account pertains to accumulated costs incurred on projects which are not yet offered for sale as of the end of the reporting periods.

### 7.3 *Net Realizable Value*

Management believes that the net carrying amounts of these assets are lower than their net realizable values considering present market rates; hence, no provisions for write-down of real estate inventories have been recognized in the consolidated financial statements.

## 8. **AVAILABLE-FOR-SALE FINANCIAL ASSETS**

The movement of the carrying amounts of AFS financial assets is as follows:

	<u>2017</u>	<u>2016</u>
Balance at beginning of year	<b>P 1,439,028,000</b>	P 1,812,860,000
Fair value gains (losses)	<u>362,572,000</u>	<u>( 373,832,000)</u>
Balance at end of year	<b><u>P 1,801,600,000</u></b>	<b><u>P 1,439,028,000</u></b>

AFS financial assets pertains to investments held by EPHI in equity securities of the ultimate parent company, whose shares are listed in the PSE. The fair value of these securities has been determined directly by reference to published prices in an active market. The fair value of these investments as of December 31, 2017 and 2016, is categorized as Level 1 in the fair value hierarchy (see Note 29.2).

The net accumulated fair value gains or losses in AFS financial assets is shown as part of Revaluation Reserves account in the equity section of the consolidated statements of financial position (see Note 24.3).

Dividends earned is nil in 2017 and P34.9 million each in 2016 and 2015 and are presented as Dividend income under Finance Income account in the consolidated statements of comprehensive income (see Note 20.1).

## 9. **ADVANCES TO LANDOWNERS AND JOINT VENTURES**

The cash advances made by the Group relate to a number of joint venture agreements entered into with landowners covering the development of certain parcels of land. The joint venture agreements stipulate that the Group's joint venture partners shall contribute parcels of land and the Group shall be responsible for the planning, conceptualization, design, demolition of existing improvements, construction, financing and marketing of condominium units to be constructed on the properties. Costs incurred by the Group for these projects are recorded under the Residential and Condominium Units for Sale and Property Development Costs accounts in the consolidated statements of financial position (see Note 7). In addition to providing specified portion of the total project development costs, the Group also commits to advance mutually agreed-upon amounts to the landowners which will then be used for purposes such as reconsolidation/separation/subdivision of mother titles and relocation of existing occupants. Repayments of these advances may be made upon completion of the project development either in the form of residential condominium, commercial units or developed lots corresponding to the landowners' share in the projects or in the form of cash to be derived from the sales of the landowners' share in the saleable lots and residential condominium units.

The reconciliation of advances to landowners and joint ventures as of December 31 are as follows:

	<u>2017</u>	<u>2016</u>
Advances to landowners	<b><u>P 25,000,029</u></b>	<u>P 25,000,029</u>
Advances to joint ventures:		
Balance at beginning of year	<b>281,871,366</b>	580,381,579
Additional advances	<b>16,500</b>	-
Collections	<u>-</u>	<u>( 298,510,213)</u>
Balance at end of year	<b><u>281,887,866</u></b>	<u>281,871,366</u>
	<b><u>P 306,887,895</u></b>	<u>P 306,871,395</u>

In 2015, the Group reclassified an amount of P16.1 million to Property Development Costs account presented as current asset in the consolidated statement of financial position upon full payment of the Group's purchase of a property located in Batangas.

In 2014, the Group advanced an amount of P50.0 million as down payment to acquire a property owned by 20th Century located in Mandaluyong City. However, in 2015, the Group decided to acquire instead the entire shares of 20th Century. Hence, advance payment made in 2014 was reclassified to the Investments in Subsidiaries and Associates account in the 2015 consolidated statement of financial position (see Note 1).

The Group commits to develop the properties based on the terms agreed with the joint venture partners. The Group has no existing commitment for cash advances under the joint venture agreements as this commitment has been fully complied with by the Group as of December 31, 2017 and 2016.

The net commitment for construction expenditures amounts to:

	<u>2017</u>	<u>2016</u>
Total commitment for construction expenditures	<b>P 9,560,904,389</b>	P 9,560,904,389
Total expenditures incurred	<b><u>( 7,383,619,228)</u></b>	<u>( 6,594,669,603)</u>
Net commitment	<b><u>P 2,177,285,161</u></b>	<u>P 2,966,234,786</u>

The Group's interest in jointly controlled operations and projects ranges from 55% to 82% in 2017 and 2016. The Group's jointly controlled projects are as follows:

- Pioneer Woodlands
- San Lorenzo Place
- Various Metro Manila and Calabarzon projects

As of December 31, 2017 and 2016, the Group has no other material contingent liabilities with regard to these joint ventures.

## 10. LAND HELD FOR FUTURE DEVELOPMENT

This account includes cost of several parcels of land acquired by the Group and other costs incurred to effect the transfer of the title of the properties to the Group. Most of these properties are located in Metro Manila and CALABARZON areas and are intended for future development. Real estate taxes paid relating to these properties amounted to P2.7 million, P2.3 million, and P2.5 million in 2017, 2016 and 2015, respectively, and is presented as part of Taxes and Licenses account in the consolidated statements of comprehensive income. Considering the Group's pricing policy, management believes that the net realizable value of land held for future development is higher than its related carrying value as of the end of the reporting periods.

## 11. INVESTMENTS IN ASSOCIATES

The components of investments in associates as of December 31 are as follows:

	2017		2016	
	% Interest Held	Amount	% Interest Held	Amount
Investments in associates – at equity				
Acquisition costs:				
PCMI	20%	P 877,776,747	20%	P 877,776,747
GPMIAI	47%	<u>293,960,618</u>	47%	<u>293,960,618</u>
		<u>1,171,737,365</u>		<u>1,171,737,365</u>
Accumulated equity in net earnings (losses):				
Balance at beginning of year		( 8,863,619)		( 9,676,920)
Equity share in net earnings (losses) for the year		<u>( 578,205)</u>		<u>813,301</u>
Balance at end of year		<u>( 9,441,824)</u>		<u>( 8,863,619)</u>
		<u>P 1,162,295,541</u>		<u>P 1,162,873,746</u>

### 11.1 Purchase of PCMI

In 2015, the Company acquired 20% ownership interest in PCMI amounting to P877.8 million. The Company exercises significant influence but not control over PCMI; hence, the investment is accounted as an Investment in Associate.

### 11.2 Summarized Financial Information

The aggregated amounts of assets, liabilities, revenues and net income (loss) of associates are as follows:

	Assets	Liabilities	Revenues	Net Income (Loss)
2017:				
PCMI	P 2,442,353,575	P 8,521,960	P 3,405	(P 9,589,036)
GPMIAI	<u>597,995,428</u>	<u>12,047,251</u>	<u>3,332,796</u>	<u>674,613</u>
	<u>P 3,040,349,003</u>	<u>P 20,569,211</u>	<u>P 3,336,201</u>	<u>(P 8,914,423)</u>

	<u>Assets</u>	<u>Liabilities</u>	<u>Revenues</u>	<u>Net Loss</u>
2016:				
PCMI	P 2,451,853,611	P 8,432,960	P 3,065	(P 6,422,005)
GPMAI	<u>597,262,846</u>	<u>11,989,282</u>	<u>3,093,679</u>	<u>(1,728,757)</u>
	<u>P 3,049,116,157</u>	<u>P 20,422,242</u>	<u>P 3,096,744</u>	<u>(P 8,150,762)</u>

As of December 31, 2017 and 2016, there are no available fair values for these investments in associates as they are not listed in stock markets.

### 11.3 Contingent Liabilities

As of December 31, 2017 and 2016, the Company has no contingent liabilities for subsidiaries and associates which were incurred jointly with other investors and the Company is not severally liable for all or part of the contingent liabilities of the subsidiaries and associates.

Based on management's assessment, the Group's investments in associates are not impaired due to the active efforts of the Company to fund their respective operations.

## 12. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of items of property and equipment at the beginning and end of 2017 and 2016 are shown below.

	<u>Land</u>	<u>Building and Other Improvements</u>	<u>Leasehold Improvements</u>	<u>Transportation Equipment</u>	<u>Office Furniture and Equipment</u>	<u>Total</u>
December 31, 2017						
Cost	P 81,095,000	P 82,394,341	P 103,068,557	P 73,318,902	P 145,218,016	P 485,094,816
Accumulated depreciation and amortization	-	( 37,058,841)	( 66,451,456)	( 55,158,686)	( 128,282,661)	( 286,951,644)
Net carrying amount	<u>P 81,095,000</u>	<u>P 45,335,500</u>	<u>P 36,617,101</u>	<u>P 18,160,216</u>	<u>P 16,935,355</u>	<u>P 198,143,172</u>
December 31, 2016						
Cost	P 81,095,000	P 78,030,609	P 67,449,835	P 66,887,071	P 133,561,593	P 427,024,108
Accumulated depreciation and amortization	-	( 34,064,531)	( 63,845,726)	( 52,196,761)	( 121,472,495)	( 271,579,513)
Net carrying amount	<u>P 81,095,000</u>	<u>P 43,966,078</u>	<u>P 3,604,109</u>	<u>P 14,690,310</u>	<u>P 12,089,098</u>	<u>P 155,444,595</u>
January 1, 2016						
Cost	P 81,095,000	P 74,353,446	P 66,933,359	P 55,313,073	P 127,261,868	P 404,956,746
Accumulated depreciation and amortization	-	( 31,052,484)	( 60,885,483)	( 48,790,111)	( 113,444,129)	( 254,179,207)
Net carrying amount	<u>P 81,095,000</u>	<u>P 43,293,962</u>	<u>P 6,047,876</u>	<u>P 6,522,962</u>	<u>P 13,817,739</u>	<u>P 150,777,539</u>

A reconciliation of the carrying amounts at the beginning and end of 2017 and 2016 is shown below and in the succeeding page.

	<u>Land</u>	<u>Building and Other Improvements</u>	<u>Leasehold Improvements</u>	<u>Transportation Equipment</u>	<u>Office Furniture and Equipment</u>	<u>Total</u>
Balance at January 1, 2017, net of accumulated depreciation and amortization	P 81,095,000	P 43,966,078	P 3,604,109	P 14,690,310	P 12,089,098	P 155,444,595
Additions	-	4,363,732	35,618,722	8,065,921	11,684,102	59,732,477
Disposal	-	-	-	-	-	-
Depreciation and amortization charges for the year	-	( 2,994,310)	( 2,605,730)	( 4,596,015)	( 6,837,845)	( 17,033,900)
Balance at December 31, 2017, net of accumulated depreciation and amortization	<u>P 81,095,000</u>	<u>P 45,335,500</u>	<u>P 36,617,101</u>	<u>P 18,160,216</u>	<u>P 16,935,355</u>	<u>P 198,143,172</u>

	Land	Building and Other Improvements	Leasehold Improvements	Transportation Equipment	Office Furniture and Equipment	Total
Balance at January 1, 2016, net of accumulated depreciation and amortization	P 81,095,000	P 43,293,962	P 6,047,876	P 6,522,962	P 13,817,739	P 150,777,539
Additions	-	3,669,807	516,476	11,903,461	5,891,870	21,981,614
Disposal	-	-	-	( 181,205)	-	( 181,205)
Depreciation and amortization charges for the year	-	( 2,997,691)	( 2,960,243)	( 3,554,908)	( 7,620,511)	( 17,133,353)
Balance at December 31, 2016, net of accumulated depreciation and amortization	<u>P 81,095,000</u>	<u>P 43,966,078</u>	<u>P 3,604,109</u>	<u>P 14,690,310</u>	<u>P 12,089,098</u>	<u>P 155,444,595</u>

In 2017, the Company retired certain transportation equipment, and office and other equipment with nil book value. The related derecognized costs and accumulated depreciation for transportation equipment, and office and other equipment amounted to P1.6 million and P27,679, respectively. In 2016, the Company retires certain transportation equipment with a gross carrying amount of P0.2 million.

The amount of depreciation and amortization of property and equipment is presented as part of Depreciation and Amortization account under Costs and Expenses section in the consolidated statements of comprehensive income.

The cost of fully depreciated assets still used in business amounted to P190.0 million and 180.6 million as of December 31, 2017 and 2016, respectively.

### 13. INVESTMENT PROPERTY

The Company's investment property pertains to building and office/commercial units held for lease and a parcel of land held for capital appreciation. Rental revenues recognized for the years ended December 31, 2017, 2016 and 2015 amounted to P24.8 million, P23.1million, and P21.4 million, respectively, and are presented as part of Rental Income account in the consolidated statements of comprehensive income. Real estate taxes and depreciation substantially represent direct costs incurred related to these properties. Since all recorded investment properties earned rental income during the year, there were no direct operating expenses pertaining to investment properties not generating rental income. Real estate tax amounting to P1.3 million in 2017, and P1.4 million for both 2016, and 2015 was recognized as a related expense in those years, and was presented as part of Taxes and Licenses account in the consolidated statements of comprehensive income

The gross carrying amounts and accumulated depreciation of investment property at the beginning and end of 2017 and 2016 is shown below.

	2017	2016	2015
Cost	<b>P337,136,458</b>	P 337,136,458	P 337,136,458
Accumulated depreciation	<b>( 218,580,832)</b>	( 201,887,210)	( 185,193,588)
Net carrying amount	<b><u>P 118,555,626</u></b>	<u>P 135,249,248</u>	<u>P 151,942,870</u>

A reconciliation of the carrying amount of investment property at the beginning and end of 2017, 2016 and 2015 is as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Balance at January 1, net of accumulated depreciation	<b>P135,249,248</b>	P 151,942,870	P 168,747,693
Depreciation charges for the year	<b>( 16,693,622)</b>	( 16,693,622)	( 16,804,823)
Balance at December 31, net of accumulated depreciation	<b><u>P 118,555,626</u></b>	<u>P 135,249,248</u>	<u>P 151,942,870</u>

The amount of depreciation on investment property is presented as part of Depreciation and Amortization account under Costs and Expenses in the consolidated statements of comprehensive income.

Other information relating to fair value measurements and disclosures of investment property are disclosed in Note 29.4.

#### 14. INTEREST-BEARING LOANS AND BORROWINGS

The details of interest bearing loans and borrowings are discussed below.

<u>2017</u>	<u>2016</u>	Explanatory Notes	Interest Rate	Security	Maturity
<b>P 400,000,000</b>	P -	(a)	Floating rate of 4.5% subject to monthly repricing	Unsecured	2018
<b>1,583,333,333</b>	1,916,666,667	(b)	Fixed at 5.4% for 1 <sup>st</sup> and 2 <sup>nd</sup> tranches and floating rate ranging from 3.2% to 3.5% for the 3 <sup>rd</sup> tranche	Unsecured	Up to 2022
<b><u>18,079,643</u></b>	<u>41,882,809</u>	(c)	Fixed rates ranging from 7.0% to 9.0%	Assignment of receivables	As account matures
<b><u>P 2,001,412,976</u></b>	<u>P 1,958,549,476</u>				

(a) *Philippine Peso, unsecured 58-day loan due on 2018*

In 2017, the Group obtained a bridge financing from a local bank. The loan was released in December 2017 and subject to floating rate of 4.5%. The proceeds of the loan were used to fund the development of the Company's various real estate projects. The principal of the loan is payable upon maturity and interest is payable monthly in arrears.

(b) *Philippine Peso, unsecured seven-year loan due in 2022*

In 2015, the Group obtained an interest-bearing seven-year P2.0 billion loan from a local bank. The loan was released in three tranches from 2015 to 2016 and bears fixed interest of 5.4% for the first and second tranches, and floating rate ranging from 3.2% to 3.5% subject to quarterly re-pricing for the third tranche. The proceeds of the loan were used to fund the development of the Group's various real estate projects. The outstanding balance pertaining to this loan amounted to P1,583.3 million and P1,916.7 million as at December 31, 2017 and 2016, respectively.



(c) *Philippine Peso, loans through assignment of receivables*

In prior years, the Group obtained loans from local banks by assigning certain trade receivables on a with recourse basis (see Note 6). The loans bear fixed interest rates ranging from 7.0% to 9.0% and are being paid as the related receivables are collected. The loans are secured by certain properties presented as part of Residential and Condominium Units for Sale with total estimated carrying value of P110.7 million and P188.4 million as of December 31, 2017 and 2016, respectively (see Note 7.1). The outstanding balance pertaining to these loans amounted to P18.1 million and P41.9 million as of December 31, 2017 and 2016, respectively.

Certain bank loans require the Group to maintain a debt-to-equity ratio of not more than 1:1 and a current ratio of not less than 2:1. As of December 31, 2017 and 2016, the Group is in compliance with such financial covenant obligations.

Total interest on these interest-bearing loans and borrowings in 2017, 2016 and 2015 amounted to P89.9 million, P93.2 million, and P26.3 million, respectively, and are directly attributable to the construction of the Group's projects; hence, capitalized as part of Residential and Condominium Units for Sale account in the consolidated statements of financial position (see Note 7.1). Unpaid interest as of December 31, 2017 and 2016 amounted to P0.5 million and P0.4 million, respectively and is presented as Interest payable under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

	<u>2017</u>	<u>2016</u>
Current	<b>P 751,412,976</b>	P 355,115,433
Non-current	<b><u>1,250,000,000</u></b>	<u>1,603,434,043</u>
	<b><u>P 2,001,412,976</u></b>	<u>P 1,958,549,476</u>

## 15. TRADE AND OTHER PAYABLES

This account consists of:

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
Trade payables		<b>P 1,544,770,744</b>	P 1,278,406,615
Accrued expenses	23.5	<b>119,809,934</b>	75,765,287
Taxes payable		<b>91,316,247</b>	88,223,804
Commissions		<b>5,759,017</b>	7,759,017
Interest payable	14	<b>474,479</b>	396,773
Miscellaneous		<b><u>3,018,835</u></b>	<u>588,296</u>
		<b><u>P 1,765,149,256</u></b>	<u>P 1,451,139,792</u>

Accrued expenses include the Group's obligations to its suppliers that are expected to be settled within 12 months from the end of the reporting period. These liabilities arise mainly from accrual of construction expenditures incurred during the year.

## 16. CUSTOMERS' DEPOSITS

Presented below are the details of this account.

	<u>2017</u>	<u>2016</u>
Advances from customers	<b>P 2,082,167,510</b>	P 1,959,018,127
Other deposits	<u>599,280,967</u>	<u>535,760,835</u>
	<b><u>P 2,681,448,477</u></b>	<b><u>P 2,494,778,962</u></b>

Advances from customers represent cash received from customers for real estate property purchases which have not yet reached the sales recognition threshold of the Group. The advances are deducted from the contract price once the related real estate sales are recognized by the Group.

Other deposits mainly pertain to cash received from customers for miscellaneous fees and other related expenses to process the transfer of title to customers.

## 17. OTHER CURRENT LIABILITIES

As of December 31, other current liabilities include the following:

	<u>2017</u>	<u>2016</u>
Retention payable	<b>P 607,281,731</b>	P 528,112,954
Refundable deposits	<b>47,124,631</b>	35,709,449
Deferred income	<b>12,556,688</b>	10,140,383
Miscellaneous	<u>11,811,591</u>	<u>10,752,700</u>
	<b><u>P 678,774,641</u></b>	<b><u>P 584,715,486</u></b>

Retention payable pertains to amounts withheld from payments made to contractors to ensure compliance and completion of contracted projects, which ranges from 5% to 10% of every billing made by the contractor. Upon completion of the contracted projects, submission of required bonds and final acceptance of works, the amounts are returned to contractors.

Deferred income represents unearned tuition, miscellaneous and other fees relating to the portion of the school year applicable to the succeeding financial year.

## 18. COST OF REAL ESTATE SALES

The total cost of real estate sales for the years ended December 31, are as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Actual costs	<b>P 1,673,698,981</b>	P 2,071,307,001	P 2,219,237,029
Estimated costs	<u>826,136,541</u>	<u>580,786,166</u>	<u>396,066,129</u>
	<b><u>P 2,499,835,522</u></b>	<b><u>P 2,652,093,167</u></b>	<b><u>P 2,615,303,158</u></b>

The breakdown of the cost of real estate sales are as follows (see Note 7):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Contracted services	<b>P 2,173,206,597</b>	P 2,256,933,387	P 2,029,736,881
Land cost	<b>198,536,134</b>	331,041,576	531,119,337
Borrowing costs	<b>44,145,468</b>	48,767,216	33,842,962
Others	<b><u>83,947,323</u></b>	<u>15,350,988</u>	<u>20,603,978</u>
	<b><u>P 2,449,835,522</u></b>	<u>P 2,652,093,167</u>	<u>P 2,615,303,158</u>

## 19. OTHER INCOME AND EXPENSES

### 19.1 Other Income

The details of this account are shown below.

	<u>Note</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Forfeited collections and deposits		<b>P 207,043,220</b>	P 225,708,078	P 203,546,999
Marketing and management fees	23.2	<b>168,781,665</b>	170,503,780	152,337,451
Tuition and miscellaneous fees		<b>44,573,318</b>	46,783,056	52,700,885
Miscellaneous		<b><u>3,852,412</u></b>	<u>3,305,562</u>	<u>4,169,973</u>
		<b><u>P 424,250,615</u></b>	<u>P 446,300,476</u>	<u>P 412,755,308</u>

Forfeited collections and deposits include reservation fees and all payments made by delinquent buyers. This also includes portion of payments received by the Group upon approval of buyer's request to transfer to other units.

Miscellaneous fees include registration fees, medical and dental fees, laboratory fees, energy fees, and other fees charged to students upon enrolment.

### 19.2 Other Expenses

The breakdown of other expenses is shown below.

	<u>Notes</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Rentals	23.5, 26.2	<b>P 228,366,889</b>	P 251,902,195	P 228,121,389
Association dues		<b>42,372,738</b>	28,756,496	26,308,296
Utilities		<b>35,690,469</b>	32,175,318	34,475,744
Professional fees	23.5	<b>24,044,029</b>	39,892,869	5,993,530
Security services		<b>18,147,080</b>	17,355,405	18,058,398
Insurance		<b>9,325,295</b>	4,655,325	4,273,836
Janitorial services		<b>8,825,231</b>	5,953,310	4,700,195
Repairs and maintenance		<b>6,558,596</b>	7,427,998	7,332,404
Outside services		<b>5,575,081</b>	5,245,283	3,793,845
Office supplies		<b>4,461,909</b>	8,352,182	5,860,351
Documentation		<b>1,155,125</b>	8,594,225	15,071,126
Marketing events and awards		<b>1,035,515</b>	340,852	579,456
Representation		<b>714,027</b>	1,143,838	8,879,768
Miscellaneous	6	<b><u>18,758,635</u></b>	<u>22,258,489</u>	<u>19,823,708</u>
		<b><u>P 405,030,619</u></b>	<u>P 434,053,785</u>	<u>P 383,272,046</u>

Miscellaneous expenses include impairment loss on receivable, bank charges, donations and contributions, trainings and seminars, motor vehicle registration and others.

## 20. FINANCE INCOME AND FINANCE COSTS

### 20.1 Finance Income

The breakdown of Finance income is shown below.

	<u>Notes</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Interest income:				
Advances to related parties	23.1	<b>P 165,880,061</b>	P 147,430,827	P 132,325,283
Trade and other receivables	6	<b>12,012,411</b>	54,248,875	89,481,544
Cash and cash equivalents	5	<b>2,976,037</b>	9,917,831	6,822,758
Tuition fees		<u><b>1,026,911</b></u>	<u>1,125,104</u>	<u>1,125,565</u>
		<b>181,895,420</b>	212,722,637	229,755,150
Amortization of day-one loss on noninterest-bearing financial instruments	6	<b>92,670,359</b>	75,372,131	55,284,769
Foreign currency gains - net		<b>118,980</b>	605,745	4,216,467
Dividend income	8	<u>-</u>	<u>34,906,000</u>	<u>34,906,000</u>
		<u><b>P 274,684,759</b></u>	<u>P 323,606,513</u>	<u>P 324,162,386</u>

### 20.2 Finance Costs

The breakdown of Finance costs is shown below.

	<u>Notes</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Interest expense on advances from related parties	23.1	<b>P 193,256,870</b>	P 175,929,149	P 157,768,766
Net interest expense on post-employment defined benefit obligation	21.2	<u><b>26,090,295</b></u>	<u>23,640,846</u>	<u>19,612,116</u>
		<u><b>P 219,347,165</b></u>	<u>P 199,569,995</u>	<u>P 177,380,882</u>

## 21. SALARIES AND EMPLOYEE BENEFITS

### 21.1 Salaries and Employee Benefits Expense

Expenses recognized for salaries and employee benefits are presented below.

	<u>Note</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Short-term benefits		<b>P 368,962,676</b>	P 364,254,168	P 352,460,844
Post-employment benefits	21.2	<u><b>65,768,335</b></u>	<u>63,713,841</u>	<u>58,781,794</u>
		<u><b>P 434,731,011</b></u>	<u>P 427,968,009</u>	<u>P 411,242,638</u>

## 21.2 Post-employment Benefits

### (a) Characteristics of the Defined Benefit Plan

The Group maintains a partially-funded, tax-qualified, non-contributory, post-employment defined benefit plan that is being administered by a trustee bank that is legally separated from the Group. The post-employment defined benefit plan covers all regular full-time employees.

The normal retirement age is 60 with a minimum of five years of credited service. The post-employment defined benefit plan provides for retirement ranging from 60% to 200% of final monthly salary for every year of credited service, but shall not be less than the regulatory benefit under the Republic Act 7641, *The Retirement Pay Law*, or the applicable retirement law at the time of the member's retirement.

### (b) Explanation of the Amounts Presented in the Consolidated Financial Statements

Actuarial valuations are made regularly to update the retirement benefit costs and the amount of contributions. All amounts presented below are based on the latest actuarial valuation reports obtained from an independent actuary.

The amounts of post-employment DBO recognized in the consolidated statements of financial position are determined as follow:

	<u>2017</u>	<u>2016</u>
Present value of the obligation	<b>P 623,131,227</b>	P 579,336,959
Fair value of the assets	<b>( 52,846,968)</b>	( 50,822,064)
	<b><u>P 570,284,259</u></b>	<b><u>P 528,514,895</u></b>

The movements in the present value of the post-employment DBO recognized in the books are as follows:

	<u>2017</u>	<u>2016</u>
Balance at beginning of year	<b>P 579,336,959</b>	P 496,923,682
Current service cost	<b>65,768,335</b>	63,713,841
Interest expense	<b>28,629,322</b>	24,587,968
Remeasurements:		
Actuarial losses (gains) arising from:		
Changes in financial assumptions	<b>( 70,875,767)</b>	( 4,630,870)
Experience adjustments	<b>22,066,078</b>	483,838
Benefits paid	<b>( 1,793,700)</b>	( 1,741,500)
Balance at end of year	<b><u>P 623,131,227</u></b>	<b><u>P 579,336,959</u></b>

The movements in the fair value of plan assets are presented below.

	<u>2017</u>	<u>2016</u>
Balance at beginning of year	<b>P 50,822,064</b>	P 17,625,052
Interest income	<b>2,539,027</b>	947,122
Loss on plan assets (excluding amounts included in net interest)	<b>( 1,720,423)</b>	( 750,110)
Actual contribution	<b>3,000,000</b>	34,741,500
Benefits paid	<b>( 1,793,700)</b>	( 1,741,500)
Balance at end of year	<b><u>P 52,846,968</u></b>	<u>P 50,822,064</u>

The Group's plan assets only consist of cash and cash equivalents as of December 31, 2017 and 2016 and do not comprise any of the Group's financial instruments or any of its assets occupied and/or used in its operations.

The plan assets earned a return of P818,604 and P197,012 in 2017 and 2016, respectively.

The components of amounts recognized in the consolidated statements of comprehensive income in respect of the post-employment defined benefit plan is as follows:

	<u>Notes</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
<i>Reported in profit or loss:</i>				
Current service cost	21.1	<b>P 65,768,335</b>	P 63,713,841	P 58,781,794
Net interest expense	20.2	<b><u>26,090,295</u></b>	<u>23,640,846</u>	<u>19,612,116</u>
		<b><u>P 91,858,630</u></b>	<u>P 87,354,687</u>	<u>P 78,393,910</u>
<i>Reported in other comprehensive income (loss):</i>				
Actuarial gains (losses) arising from:				
- changes in financial assumptions		<b>P 70,875,767</b>	P 4,630,870	P 41,480,767
- experience adjustments		<b>( 22,066,078)</b>	( 483,838)	( 15,189,844)
- demographic assumption		-	-	( 400,820)
Loss on plan assets (excluding amounts included in net interest)		<b>( 1,720,423)</b>	( 750,110)	( 629,361)
		<b><u>P 47,089,266</u></b>	<u>P 3,396,922</u>	<u>P 25,260,742</u>

Current service cost is presented as part of Salaries and Employee Benefits account under Costs and Expenses section in the consolidated statements of comprehensive income (see Note 21.1) while the amounts of net interest expense is included under Finance Costs under Costs account and Expenses section in the consolidated statements of comprehensive income (see Note 20.2).

The amounts recognized in other comprehensive income were included within items that will not be reclassified subsequently to profit or loss.

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
<i>Company:</i>			
Discount rates	5.70%	4.89%	4.89%
Expected rate of salary increases	10.00%	10.00%	10.00%
<i>EPHI:</i>			
Discount rates	5.70%	5.38%	5.40%
Expected rate of salary increases	8.43%	7.16%	7.80%
<i>LBASSI:</i>			
Discount rate	5.70%	5.16%	5.16%
Expected rate of salary increases	5.00%	5.00%	5.00%

The other subsidiaries currently do not have employees and their accounting and other administrative functions are being handled by the Company; hence, there was no cost of retirement benefits recognized.

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 and 65 for both males and females are below.

	<u>Retirement Age</u>	<u>Average Remaining Working Life</u>
Company	60	27.2
LBASSI	60	30
EPHI	65	20

These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero coupon government bond with terms to maturity approximating to the terms of the retirement obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

The plan exposes the Group to actuarial risks such as interest rate risk, longevity risk and salary risk.

(i) *Interest Risks*

The present value of the DBO is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of reference government bonds will increase the plan obligation.

(ii) *Longevity and Salary Risks*

The present value of the DBO is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Group's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described below and in the succeeding page.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the DBO as of December 31:

	<u>Impact on Post-employment Benefit Obligation</u>		
	<u>Change in Assumption</u>	<u>Increase in Assumption</u>	<u>Decrease in Assumption</u>
<b>2017</b>			
<i>Company</i>			
Discount rate	+/-1.00%	(P 79,415,775) P	98,441,605
Salary increase rate	+/-1.00%	87,520,389 (	72,994,098 )
<i>LBASSI</i>			
Discount rate	+/-1.00%	( 805,884)	979,159
Salary increase rate	+/-1.00%	908,882 (	766,560 )
<i>EPHI</i>			
Discount rate	+/-0.50%	( 4,416,365)	4,858,293
Salary increase rate	+/-1.00%	9,542,089 (	8,095,359 )
<b>2016</b>			
<i>Company</i>			
Discount rate	+0.50%/-1.00%	(P 70,809,422) P	88,898,169
Salary increase rate	+0.75%/-1.25%	79,007,454 (	65,224,032 )
<i>LBASSI</i>			
Discount rate	+/-1.00%	( 689,243)	815,771
Salary increase rate	+/-1.00%	756,175 (	657,192 )
<i>EPHI</i>			
Discount rate	+/-0.50%	( 3,535,867)	3,894,558
Salary increase rate	+/-1.00%	7,734,210 (	6,537,004 )

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the DBO as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the DBO has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the DBO recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.



(i) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Group through its BOD, ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in cash and cash equivalents with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

There has been no change in the Group's strategies to manage its risks from previous periods.

(ii) *Funding Arrangements and Expected Contributions*

The plan is currently underfunded by P570.3 million based on the latest actuarial valuation. While there are no minimum funding requirements in the country, the size of the underfunding may pose a cash flow risk in about 20 years' time when a significant number of employees is expected to retire.

The company expect to make contribution of at least P33.0 million to the plan during the next financial year.

The maturity profile of undiscounted expected benefit payments from the plan for the next 20 years follows:

	<u>2017</u>	<u>2016</u>
Within one year	<b>P 12,312,601</b>	P 8,750,818
More than one year to five years	<b>129,020,882</b>	12,735,531
More than five years to ten years	<b>194,724,011</b>	204,041,461
More than ten years to 15 years	<b>44,780,214</b>	36,458,187
More than 15 years to 20 years	<u><b>89,652,710</b></u>	<u>55,632,154</u>
	<b><u>P 470,490,418</u></b>	<b><u>P 317,618,151</u></b>

The weighted average duration of the DBO at the end of the reporting period is 14.5 to 20 years.

## 22. TAXES

### ***22.1 Registration with the Board of Investments (BOI)***

On April 11, 2014, the BOI approved the Company's application for registration as a New Developer of Low Cost Mass Housing Project on a Non-pioneer Status relative to its various units of Kasara Urban Resort Residences (Tower 1 and Tower 2) project. Under the registration, the applicable rights and privileges provided in the Omnibus Investment Code of 1987 shall equally apply and benefit the Company with certain incentives including income tax holiday (ITH) for a period of three years from the date of registration.

On April 10, 2017, the registration with the BOI expired. However, the Company is in the process of renewing its registration with the BOI as of the date the financial statements were authorized for issue by the BOD. The Company is not expected to obtain the renewal from the BOI before filing the 2017 annual income tax return with the BIR. Consequently, only the income earned for the taxable period January 1, 2017 to April 10, 2017 was considered as an incentive under ITH in determining the taxable income.

## 22.2 Current and Deferred Taxes

The components of tax expense reported in the consolidated statements of comprehensive income for the years ended December 31 are as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
<i>Reported in profit or loss:</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 30% and 10%	<b>P 200,123,871</b>	P 110,430,527	P 109,427,206
Final tax at 20% and 7.5%	<u>573,923</u>	<u>1,931,855</u>	<u>1,260,838</u>
	<b>200,697,794</b>	112,362,382	110,688,044
Deferred tax expense relating to origination and reversal of temporary differences	<u>85,940,581</u>	<u>131,541,403</u>	<u>121,479,602</u>
	<b>P 286,638,375</b>	<b>P 243,903,785</b>	<b>P 232,167,646</b>
<i>Reported in other comprehensive income (loss) –</i>			
Deferred tax expense at 30% and 10% relating to origination and reversal of temporary differences	<u>P 13,842,265</u>	<u>P 1,019,077</u>	<u>P 7,454,228</u>

LBASSI, as an educational institution, is subject to 10% tax rate on its taxable income as defined under the tax regulations of the National Internal Revenue Code Section 27(B).

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense as reported in the profit or loss section of the consolidated statements of comprehensive income is as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Tax on pretax profit at 30% and 10%	<b>P 275,495,341</b>	P 252,330,806	P 234,947,391
Adjustment for income subjected to lower income tax rates	<b>( 250,980)</b>	( 921,063)	( 649,053)
Tax effects of:			
Income subject to ITH-ERO	<b>( 20,547,117)</b>	( 18,888,058)	( 2,184,724)
Nondeductible taxes and licenses	<b>5,528,805</b>	15,400,427	-
Nondeductible interest expense	<b>265,263</b>	936,743	623,059
Unrecognized deferred tax assets	<b>261,141</b>	329,437	520,731
Nondeductible expenses	<b>65,517</b>	-	3,368,629
Nontaxable income	-	( 10,473,975)	( 10,484,596)
Nondeductible loss on discounting	-	-	-
Others - net	<u>25,820,405</u>	<u>5,189,468</u>	<u>6,026,209</u>
	<b>P 286,638,375</b>	<b>P 243,903,785</b>	<b>P 232,167,646</b>

The net deferred tax liabilities as of December 31 relate to the following:

	Consolidated Statements of Financial Position		Consolidated Statements of Profit or Loss		
	2017	2016	2017	2016	2015
Deferred tax assets:					
Retirement benefit obligation	P 169,239,771	P 156,703,213	(P 26,378,824)	(P 15,414,546)	(P 21,191,281)
Accrued rent	812,255	525,356	( 286,899)	( 706,559)	195,649
Unamortized past service cost	116,833	194,385	77,553	3,069,615	( 387,000)
Minimum corporate income tax (MCIT)	-	785,647	-	( 785,647)	-
Unrealized foreign currency losses - net	-	-	-	-	158,058
	<u>170,168,859</u>	<u>158,208,601</u>	<u>( 26,588,170)</u>	<u>( 13,837,137)</u>	<u>( 21,224,574)</u>
Deferred tax liabilities:					
Uncollected realized gross profit	( 1,724,074,105)	( 1,572,373,939)	151,700,167	165,923,087	160,616,464
Capitalized borrowing cost	( 151,207,532)	( 190,232,919)	( 39,025,387)	( 19,461,330)	( 19,177,228)
Unrealized foreign exchange gains - net	( 35,694)	( 181,723)	( 146,029)	( 1,083,217)	1,264,940
	<u>( 1,875,317,331)</u>	<u>( 1,762,788,581)</u>	<u>112,528,751</u>	<u>145,378,540</u>	<u>142,704,176</u>
Net Deferred Tax Expense			<u>P 85,940,581</u>	<u>P 131,541,403</u>	<u>P 121,479,602</u>
Net Deferred Tax Liabilities - net	<u>(P 1,705,148,472)</u>	<u>(P 1,604,579,980)</u>			

The deferred taxes presented in Other Comprehensive Income section in the consolidated statements of comprehensive income pertains to the tax effect of remeasurements of retirement benefit obligation.

The Group is subject to the MCIT which is computed at 2% of gross income as defined under the tax regulations, or RCIT, whichever is higher.

The details of net operating loss carry over (NOLCO) incurred by certain subsidiaries, which can be claimed as deduction from their respective future taxable income within three years from the year the loss was incurred, are shown below.

<u>Subsidiaries</u>	<u>Year Incurred</u>	<u>Amount</u>	<u>Valid Until</u>
EECI	2017	P 147,797	2020
	2016	144,624	2019
	2015	1,454,879	2018
SPLI	2017	175,174	2020
	2016	172,118	2019
	2015	166,247	2018
SOHI	2017	149,301	2020
	2016	145,407	2019
	2015	140,228	2018
VVPI	2017	151,360	2020
	2016	147,803	2019
	2015	142,675	2018
20 <sup>th</sup> Century	2017	178,249	2020
	2016	235,000	2019

EECI, SPLI, SOHI, VVPI and 20<sup>th</sup> did not recognize deferred tax assets on their respective NOLCO as management believes that the related deferred tax assets may not be recovered within the prescriptive period. The amount of NOLCO for the year ended 2017 for which the related deferred tax asset has not been recognized amounted to a total of P0.8 million with a total tax effect of P0.2 million.

The aggregated amounts of assets, deficit, revenues and net loss of the subsidiaries which incurred NOLCO are as follows:

	<u>Assets</u>	<u>Deficit</u>	<u>Revenues</u>	<u>Net Loss</u>
<b>2017</b>				
EECI	P 25,246,304	P 207,313,704	P 236	P 147,797
SPLI	511,958,580	10,006,134	-	175,174
SOHI	16,747,745	8,626,554	-	149,301
VVPI	90,936,329	3,859,824	-	151,360
20 <sup>th</sup> Century	<u>1,267,065</u>	<u>60,655,490</u>	<u>-</u>	<u>178,249</u>
	<b><u>P 646,156,023</u></b>	<b><u>P 290,461,706</u></b>	<b><u>P 236</u></b>	<b><u>P 801,881</u></b>
<b>2016</b>				
EECI	P 25,187,953	P 207,165,907	P 302	P 144,382
SPLI	511,977,306	9,830,960	-	172,118
SOHI	16,739,614	8,477,253	-	145,407
VVPI	90,929,289	3,708,464	-	147,803
20 <sup>th</sup> Century	<u>1,257,759</u>	<u>60,477,241</u>	<u>-</u>	<u>235,000</u>
	<b><u>P 646,091,921</u></b>	<b><u>P 289,659,825</u></b>	<b><u>P 302</u></b>	<b><u>P 844,710</u></b>

In 2017, 2016 and 2015, the Group opted to claim itemized deductions in computing for its income tax due.

### 23. RELATED PARTY TRANSACTIONS

The Group's related parties include its ultimate parent company, parent company, associates, related parties under common ownership, key management personnel, and the Group's retirement plan as described below.

The summary of the Group's significant transactions and outstanding balances with its related parties are follows:

Related Party Category	Notes	Amount of Transactions			Outstanding Balance	
		2017	2016	2015	2017	2016
<b>Ultimate Parent:</b>						
AFS financial assets	8	P 362,572,000	(P 373,832,000)	(P 726,270,000)	P1,801,600,000	P1,439,028,000
Dividend income	8, 20.1	-	34,906,000	34,906,000	-	-
<b>Parent:</b>						
Availment of advances	23.1	( 181,621,801)	( 180,005,353)	( 374,117,857)	( 2,475,932,074)	( 2,294,310,273)
Rendering of services	23.2	166,899,128	177,122,386	195,232,327	623,047,999	628,878,101
<b>Associates –</b>						
Availment of advances	23.1	19,762,003	526,548	( 282,202,270)	( 652,385,194)	( 672,147,197)
<b>Under common ownership:</b>						
Availment of advances	23.1	( 504,000,000)	-	( 6,107,671)	( 549,808,729)	( 45,808,729)
Granting of advances	23.1	191,098,512	164,453,580	190,443,672	2,502,356,313	2,311,257,801
Rendering of services	23.2	129,799,869	135,720,045	-	216,162,495	135,720,045
Obtaining of services	23.5	( 33,796,311)	( 48,301,904)	( 14,327,438)	( 38,800,346)	( 33,721,207)
Sale of property	23.3	-	-	999,082,400	-	-
Sale of land	23.4	-	-	-	40,643,067	40,643,067
<b>Key management personnel –</b>						
Compensation	23.6	56,395,455	48,103,875	42,490,091	-	-

The Group's outstanding receivables from and payables to related parties arising from interest-bearing loans, joint venture agreements, lease of property and cash advances to related party are unsecured and are generally settled in cash or through offsetting arrangements with the related parties.

There were no impairment losses recognized on the outstanding receivables from related parties in 2017, 2016 and 2015 based on management's assessment.

### **23.1 Advances to and from Related Parties**

The Group grants to and obtains unsecured advances from its parent company, stockholders, associates and other related parties for working capital purposes.

The Advances to Related Parties account represents the outstanding balances arising from cash advances granted by the Group to certain related parties under common ownership. The change in the Advances to Related Parties account are shown below.

	<u>Note</u>	<u>2017</u>	<u>2016</u>
Balance at beginning of year		<b>P 2,311,257,801</b>	P 2,146,804,221
Interest income	20.1	<b>165,880,061</b>	147,430,827
Additional advances		<u><b>25,218,451</b></u>	<u>17,022,753</u>
Balance at end of year		<u><b>P 2,502,356,313</b></u>	<u>P 2,311,257,801</u>

The Advances from Related Parties account represents the outstanding balances arising from cash advances obtained by the Company from its parent company, associates and certain related parties under common ownership. The details as at December 31 are as follow:

	<u>2017</u>	<u>2016</u>
Parent	<b>P 2,475,932,074</b>	P 2,294,310,273
Associates	<b>652,385,194</b>	672,147,197
Other related parties	<u><b>549,808,729</b></u>	<u>45,808,729</u>
	<u><b>P 3,678,125,997</b></u>	<u>P 3,012,266,199</u>

The movement in the Advances from Related Parties account are shown below.

	<u>Note</u>	<u>2017</u>	<u>2016</u>
Balance at beginning of year		<b>P 3,012,266,199</b>	P 2,832,787,394
Interest expense	20.2	<b>193,256,870</b>	175,929,149
Additions		<b>505,494,378</b>	5,566,893
Repayments		<u><b>(32,891,450)</b></u>	<u>(2,017,237)</u>
Balance at end of year		<u><b>P 3,678,125,997</b></u>	<u>P 3,012,266,199</u>

These advances to/from stockholders, associate and other related parties are generally collectible/payable in cash on demand or through offsetting arrangements with the related parties (see Note 28.2). Cash advances from parent company bears fixed interest rate ranging between 7% and 12% per annum in 2017, 2016 and 2015. Interest expense is presented as part of Finance Costs account in the consolidated statements of comprehensive income.

In 2017, the Group obtained advances amounting to P504.0 million from a related party under common ownership for working capital purposes.

### **23.2 Rendering of Services**

The summary of services offered by the Group is presented below.

	<u>Amount of Transactions</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Management services	P 129,799,869	P 135,720,045	P -
Commission income	119,381,451	126,759,525	143,273,471
Lease of property	<u>47,517,677</u>	<u>50,362,861</u>	<u>51,958,856</u>
	<u><b>P 296,698,997</b></u>	<u><b>P 312,842,431</b></u>	<u><b>P 195,232,327</b></u>

Starting 2016, the Group handled the administrative functions of certain related parties under common ownership for the latter's ongoing construction and development activities. The amount of revenue earned from such transaction is recorded as part of Marketing and management fees under Other Income account in the 2017 and 2016 consolidated statements of comprehensive income (see Note 19.1) while the outstanding balances are presented as Management fee receivable under Trade and Other Receivables account in the 2017 and 2016 consolidated statements of financial position (see Note 6).

The Group earns marketing fees from the sale of Megaworld's real estate properties. The marketing fee recognized is presented as Commissions account under Revenues and Income section in the consolidated statements of comprehensive income. The outstanding receivables related to these transactions are presented as part of Trade receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

The Company leases certain investment property to its parent company. The revenues earned from the lease are included as part of Rental Income account under Revenues and Income section in the consolidated statements of comprehensive income. The related outstanding receivables from these transactions are presented as part of Rent receivable under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

### **23.3 Sale of Property**

In 2015, the Group sold a property in Balayan, Batangas to a related party under common ownership with an area of 169,336 square meters for a total consideration of P999.1 million, net of VAT, under the normal course of the Group's business. The transaction is presented as part of the Group's Real Estate Sales account under Revenues and Income section in the 2015 consolidated statement of comprehensive income. This was paid in full in 2015. There was no similar transaction in 2017 and 2016.

### **23.4 Sale of Land**

In prior years, the Group sold, on account, to a related party under common ownership, a parcel of land which was used as site of the related party's project. The outstanding receivable, which pertains to the remaining unpaid interest, from this sale is presented as part of Interest receivable under Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

### 23.5 Obtaining of Services

The summary of services obtained by the Group is presented below.

	<u>Amount of Transactions</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Management fee	<b>P 17,907,218</b>	P 31,689,881	P -
Lease of showroom and parking space	<u>15,889,093</u>	<u>16,612,023</u>	<u>14,327,438</u>
	<b><u>P 33,796,311</u></b>	<b><u>P 48,301,904</u></b>	<b><u>P 14,327,438</u></b>

Starting 2016, the Group incurred management fees for accounting and marketing services obtained from related parties under common ownership, and is presented as part of Professional fee under Other Expenses account in the 2017 and 2016 consolidated statements of comprehensive income (see Note 19.2). The related payable is shown as part of Accrued expenses under the Trade and Other Payables account in the 2017 and 2016 consolidated statements of financial position (see Note 15).

The Group's showroom and parking space is being leased from its related parties under common ownership. The related rental expenses are shown as part of Rentals under Other Expenses account in the consolidated statements of comprehensive income (see Note 19.2).

### 23.6 Key Management Personnel Compensation

The compensation of the Group's key management personnel are as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Short-term benefits	<b>P 37,312,790</b>	P 34,395,718	P 30,199,457
Post-employment benefits	<u>19,082,665</u>	<u>13,708,157</u>	<u>12,290,634</u>
	<b><u>P 56,395,455</u></b>	<b><u>P 48,103,875</u></b>	<b><u>P 42,490,091</u></b>

These are presented as part of Salaries and Employee Benefits account under Cost and Expenses section in the consolidated statements of comprehensive income for the years ended December 31, 2017, 2016 and 2015 (see Note 21.1).

### 23.7 Retirement Plan

The Group's retirement fund for its post-employment defined benefit plan is administered and managed by a trustee bank. The plan assets consist only of cash and cash equivalents amounting to P52.8 million and P50.8 million as of December 31, 2017 and 2016, respectively (see Note 21.2).

The retirement fund neither provides any guarantees or surety for any obligation of the Group nor its investments covered by any restrictions or liens.

The details of the contributions of the Group and benefits paid out by the plan are presented in Note 21.2.

## 24. EQUITY

### 24.1 Capital Stock

Capital stock as of December 31, 2017 and 2016 consists of:

	<u>Shares</u>	<u>Amount</u>
Common shares – P1 par value		
Authorized	<u>31,495,200,000</u>	<u>P31,495,200,000</u>
Issued	14,803,455,238	P14,803,455,238
Treasury shares – at cost	( <u>127,256,071</u> )	( <u>102,106,658</u> )
Total outstanding	<u>14,676,199,167</u>	<u>P14,701,348,580</u>
Preferred shares – P1 par value		
Authorized	<u>2,000,000,000</u>	<u>P 2,000,000,000</u>

Megaworld has 81.72% ownership interest in the Company as of December 31, 2017 while 81.73% ownership interest in the Company as of December 31, 2016 and 2015.

The Series B preferred shares are nonredeemable, convertible into common shares and are nonvoting. The shares have zero coupon rate and shall not be entitled to dividends. The Series B preferred shares shall be convertible to common shares anytime after the end of the 18 months from the implementation date, May 29, 1998, as defined in the subscription agreements.

On April 24, 1996, the SEC approved the listing of the Company's shares totalling 425,000,000. The shares were issued at an offer price of P12.90 per share. As of December 31, 2017, 2016 and 2015, there are 12,499, 12,591 and 12,667 holders of the listed shares, respectively. The shares were listed and closed at a price of P0.65, P0.69 and P0.77 per share as of December 29, 2017 December 28, 2016 and December 29, 2015 respectively.

### 24.2 Treasury Stock

On March 23, 2006, the Company's BOD authorized the buy-back of up to P1.0 billion worth of Company's shares of common stock within a 24-month period under certain terms and conditions as the Company's senior management may deem beneficial to the Company and its stockholders.

As of December 31, 2017 and 2016, the Company's treasury shares amounted to P102.1 million, representing the cost of 127,256,071 shares reacquired by the Company.

### 24.3 Revaluation Reserves

Revaluation reserves of the Group is composed of remeasurements on its retirement benefit obligation and fair value movements of the Group's available-for-sale financial assets (see Notes 8 and 21.2).

### 24.4 Retained Earnings

Retained earnings is restricted in the amount of P102.1 million representing the cost of 127,256,071 shares held in treasury as of the end of the reporting periods.



## 25. EARNINGS PER SHARE

Basic and diluted earnings per share amounts were computed as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Net profit attributable to parent company's shareholders	<b>P 631,658,401</b>	P 599,969,525	P 547,278,548
Divided by the weighted average number of issued and outstanding common shares	<b><u>14,676,199,167</u></b>	<u>14,676,199,167</u>	<u>14,676,199,167</u>
Basic and diluted earnings per share	<b><u>P 0.043</u></b>	<u>P 0.041</u>	<u>P 0.037</u>

## 26. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Group:

### *26.1 Operating Lease Commitments – Group as Lessor*

The Group is a lessor under various non-cancellable operating lease agreements covering real estate properties for commercial use. The leases have terms ranging from one to three years, with renewal options, and include annual escalation rates of 3% to 10%. The average annual rental covering these agreements amounts to about P146.4 million, P105.3 million and P106.1 million in 2017, 2016, 2015, respectively, in which are recognized as Rental Income account under Revenues and Income section in the consolidated statements of comprehensive income.

The future minimum rental receivable under these non-cancellable operating leases are as follows as of December 31:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Within one year	<b>P 74,454,775</b>	P 77,057,328	P 49,079,317
After one year but not more than five years	<b>185,623,464</b>	114,134,834	128,812,674
More than five years	<b><u>87,042,341</u></b>	<u>53,279,333</u>	<u>40,904,125</u>
	<b><u>P 347,120,580</u></b>	<u>P 244,921,495</u>	<u>P 218,796,116</u>

### *26.2 Operating Lease Commitments – Group as Lessee*

The Group is a lessee under non-cancellable operating leases covering certain offices, showroom and parking slots. The leases have terms ranging from one to four years, with renewal options and include annual escalation rate of 5% to 10%. The future minimum rental payable under these non-cancellable operating leases are as follows as of December 31:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Within one year	<b>P 80,753,199</b>	P 52,404,114	P 44,818,370
After one year but not more than five years	<b><u>277,659,269</u></b>	<u>68,054,109</u>	<u>42,648,823</u>
	<b><u>P 358,412,468</u></b>	<u>P 120,458,223</u>	<u>P 87,467,193</u>

Total rentals from these operating leases which was charged to Rentals under Other Expenses account in the consolidated statements of comprehensive income amounted to P228.4 million, P251.9 million, and P228.1 million in 2017, 2016 and 2015, respectively (see Note 19.2).

### ***26.3 Legal Claims***

As of December 31, 2017 and 2016, the Group does not have any litigations within and outside the normal course of its business.

### ***26.4 Credit Lines***

The Group has existing credit lines with local banks for a maximum amount of P4,470.0 million and P4,670.0 million as of December 31, 2017 and 2016, respectively. The Group has unused lines of credit amounting to P1,070.0 million and P670.0 million as of December 31, 2017 and 2016, respectively.

### ***26.5 Capital Commitments***

As of December 31, 2017, the Group has fully utilized the balance of its stock rights offering; hence, no capital commitments pertaining to landbanking, project development and general corporate purposes were outstanding as of the end of the period.

### ***26.6 Others***

There are other commitments and contingent liabilities that may arise in the normal course of operations of the Group which are not reflected in the consolidated financial statements. The management of the Group is of the opinion that losses, if any, from these items will not have any material effect on its consolidated financial statements, taken as a whole.

## **27. RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group is exposed to a variety of financial risks which result from both its operating, investing, and financing activities. Risk management is carried out by a central treasury department under policies approved by the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below and in the succeeding pages.

### ***27.1 Market Risk***

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, and interest rate risk which result from both its operating, investing and financing activities.

#### ***(a) Foreign Currency Risk***

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Foreign exchange risk arises from the Group's United States (U.S.) dollar-denominated cash and cash equivalents (see Note 5).

The Group's U.S. dollar-denominated financial assets, translated into Philippine pesos at the closing rate, amounted to P21.5 million, P3.2 million, and P53.3 million as of December 31, 2017, 2016 and 2015, respectively. There were no U.S. dollar-denominated financial liabilities as of December 31, 2017, 2016 and 2015.

At December 31, 2017, 2016 and 2015, if the Philippine peso had strengthened by 10.77%, 12.91%, and 10.42% against the U.S. dollar with all other variables held constant, profit before tax for the year would have been lower by P2.3 million, P0.4 million and P5.6 million, respectively, mainly as a result of foreign currency loss on translation of U.S. dollar-denominated cash and cash equivalents.

On the other hand, if the peso had weakened by the same percentage, with all other variables held constant, profit before tax would have been higher by the same amount in each of those years.

The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months, estimated at 99.00% level of confidence. The sensitivity analysis is based on the Group's foreign currency financial instruments held at the end of each reporting period.

Exposures to foreign exchange rates vary during the year depending on the volume of transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

*(b) Interest Rate Risk*

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. The Group's interest rate risk largely arises from cash and cash equivalents and interest-bearing loans and borrowings, which are subject to variable interest rates. All other financial assets and liabilities have fixed rates.

The following table presents the sensitivity of the Group's profit before tax for the year to a reasonably possible change in interest rate of +/-0.96%, +/-0.60% and +/-0.87% for cash and cash equivalents and +/-1.68%, +/-1.33% and +/-2.03% for interest-bearing loans and borrowings in 2017, 2016 and 2015, respectively. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on changes in the average market interest rates for each period, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant.

	<u>2017</u>		<u>2016</u>		<u>2015</u>	
	<u>+0.96/1.68</u>	<u>-0.96/1.68</u>	<u>+0.60/1.33</u>	<u>-0.60/1.33</u>	<u>+0.87/2.03</u>	<u>-0.87/2.03</u>
Profit before tax	( 20,644,084)	20,644,084	( 20,740,796)	20,740,796	( 17,126,054)	17,126,054

The movements in interest rates used in the sensitivity analysis are considered reasonably possible and are based on observation of interest rate fluctuations for the past 12 months using a 99.00%-confidence level. The calculations are based on the Group's financial instruments held at the end of each reporting period, with effect estimated from the beginning of the year.

(c) *Other Price Risk*

The Group's market price risk arises from its investments carried at fair value (classified as AFS financial assets). It manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

For equity securities listed in the Philippines, an average volatility of 19.14% and 19.98% has been observed during 2017 and 2016, respectively. If quoted price for these securities increased or decreased by that percentage, the equity would have increased or decreased by P344.8 million in 2017 and P287.5 million in 2016.

The investments in listed equity securities are considered long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilized in the Group's favor.

The Group is not subject to commodity price risk.

**27.2 Credit Risk**

The maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statements of financial position (or in the detailed analysis provided in the notes to the consolidated financial statements), as summarized below.

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
Cash and cash equivalents	5	<b>P 1,280,896,149</b>	P 1,008,997,919
Trade and other receivables - net (excluding advances to suppliers and contractors)	6	<b>8,271,177,977</b>	6,589,307,708
Advances to related parties	23.1	<b><u>2,502,356,313</u></b>	<u>2,311,257,801</u>
		<b><u>P12,054,430,439</u></b>	<u>P 9,909,563,428</u>

None of the Group's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents and trade receivables under Trade and Other Receivables, as described below and in the succeeding page.

(a) *Cash and Cash Equivalents*

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution.

(b) *Trade and Other Receivables*

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Majority of the trade receivables are secured by postdated checks. Also, titles to residential units sold to buyers are retained to the Group until such time that the outstanding balance is collected in full. Based on historical information about customer default rates, management consider the credit quality of trade receivables that are not past due or impaired to be good.

Some of the unimpaired trade receivables are past due as at the end of the reporting period. The trade receivables that are past due but not impaired are as follows:

	<u>2017</u>	<u>2016</u>
Not more than three months	<b>P 72,473,313</b>	P 42,624,811
More than three months but not more than six months	<b>193,771,452</b>	177,536,007
More than six months but not more than one year	<b>185,199,796</b>	171,672,446
More than one year	<b><u>57,725,785</u></b>	<u>56,702,717</u>
	<b><u>P 509,170,346</u></b>	<b><u>P 448,535,981</u></b>

(c) *Advances to Related Parties*

The Group is not exposed to significant credit risk as advances are made to reputable entities.

The table below shows the credit quality by class of financial assets as of December 31, 2017.

	<u>Neither Past Due nor Specifically Impaired</u>			<u>Past Due or Individually Impaired</u>	<u>Total</u>
	<u>High Grade</u>	<u>Standard Grade</u>	<u>Substandard Grade</u>		
Cash and cash equivalents	P 1,280,896,149	P -	P -	P -	P 1,280,896,149
Trade and other receivables	-	7,762,007,631	-	509,443,468	8,271,451,099
Advances to related parties	-	2,502,356,313	-	-	2,502,356,313
	<b><u>P 1,280,896,149</u></b>	<b><u>P 10,264,363,944</u></b>	<b><u>P -</u></b>	<b><u>P 509,443,468</u></b>	<b><u>P 12,054,703,561</u></b>

This compares with the credit quality by class of financial assets as of December 31, 2016.

	<u>Neither Past Due nor Specifically Impaired</u>			<u>Past Due or Individually Impaired</u>	<u>Total</u>
	<u>High Grade</u>	<u>Standard Grade</u>	<u>Substandard Grade</u>		
Cash and cash equivalents	P 1,008,997,919	P -	P -	P -	P 1,008,997,919
Trade and other receivables	-	6,140,771,727	-	448,998,383	6,589,770,110
Advances to related parties	-	2,311,257,801	-	-	2,311,257,801
	<b><u>P 1,008,997,919</u></b>	<b><u>P 8,452,029,528</u></b>	<b><u>P -</u></b>	<b><u>P 448,998,383</u></b>	<b><u>P 9,910,025,830</u></b>

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties. In addition, for a significant proportion of sales, advance payments are received to mitigate credit risk.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates are of good credit quality, including those that are past due.

### 27.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for 6-month and one-year periods are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at December 31, 2017, the Group's financial liabilities have contractual maturities which are presented below.

	<u>Within One Year</u>	<u>One to Five Years</u>	<u>More than Five Years</u>
Interest-bearing loans and borrowings	P 825,782,792	P 1,369,268,000	P -
Trade and other payables	1,673,833,009	-	-
Advances from related parties	3,891,099,978	-	-
Other current liabilities	<u>678,774,641</u>	<u>-</u>	<u>-</u>
	<b><u>P 7,069,490,420</u></b>	<b><u>P 1,369,268,000</u></b>	<b><u>P -</u></b>

This compares to the contractual maturities of the Group's financial liabilities as of December 31, 2016.

	<u>Within One Year</u>	<u>One to Five Years</u>	<u>More than Five Years</u>
Interest-bearing loans and borrowings	P 443,479,080	P 1,786,311,643	P 5,963,400
Trade and other payables	1,362,915,988	-	-
Advances from related parties	3,205,523,722	-	-
Other current liabilities	<u>584,715,486</u>	<u>-</u>	<u>-</u>
	<b><u>P 5,596,634,276</u></b>	<b><u>P 1,786,311,643</u></b>	<b><u>P 5,963,400</u></b>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of each reporting period.

## 28. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### 28.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

Notes	2017		2016		
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values	
<b>Financial assets</b>					
Loans and Receivables:					
Cash and cash equivalents	5	P 1,280,896,149	P 1,280,896,149	P 1,008,997,919	P 1,008,997,919
Trade and other receivables - net	6	8,271,177,977	8,271,177,977	6,589,307,708	6,589,307,708
Advances to related parties	23.1	<u>2,502,356,313</u>	<u>2,502,356,313</u>	<u>2,311,257,801</u>	<u>2,311,257,801</u>
		12,054,430,439	12,054,430,439	9,909,563,428	9,909,563,428
AFS financial assets	8	<u>1,801,600,000</u>	<u>1,801,600,000</u>	<u>1,439,028,000</u>	<u>1,439,028,000</u>
		<u>P 13,856,030,439</u>	<u>P 13,856,030,439</u>	<u>P 11,348,591,428</u>	<u>P 11,348,591,428</u>
<b>Financial Liabilities at amortized cost</b>					
Interest-bearing					
loans and borrowings	14	P 2,001,412,976	P 1,964,842,671	P 1,958,549,476	P 1,909,860,996
Trade and other payables	15	1,673,833,009	1,673,833,009	1,362,915,988	1,362,915,988
Advances from related parties	23.1	3,678,125,997	3,678,125,997	3,012,266,199	3,012,266,199
Other current liabilities	17	<u>678,774,641</u>	<u>678,774,641</u>	<u>584,715,486</u>	<u>584,715,486</u>
		<u>P 8,032,146,623</u>	<u>P 7,995,576,318</u>	<u>P 6,918,447,149</u>	<u>P 6,869,758,669</u>

See Notes 2.4 and 2.8 for the description of the accounting policies for each category of financial instruments. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 27.

### 28.2 Offsetting of Financial Assets and Financial Liabilities

The following financial assets with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set-off in the consolidated statement of financial position		Net amount
	Financial assets	Financial liabilities set-off		Financial instruments	Collateral received	
<b>December 31, 2017</b>						
Advances to related parties	<u>P 2,504,676,044</u>	<u>(P 2,319,731)</u>	<u>P 2,502,356,313</u>	<u>P -</u>	<u>P -</u>	<u>P 2,502,356,313</u>
<b>December 31, 2016</b>						
Advances to related parties	<u>P 2,312,560,545</u>	<u>(P 1,302,744)</u>	<u>P 2,311,257,801</u>	<u>P -</u>	<u>P -</u>	<u>P 2,311,257,801</u>

The following financial liabilities with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set-off in the consolidated statement of financial position		Net amount
	Financial liabilities	Financial assets set-off		Financial instruments	Collateral provided	
<u>December 31, 2017</u>						
Interest-bearing loans and borrowings	P 2,001,412,976	P -	P 2,001,412,976	P -	(P 2,001,412,976)	P -
Advances from related parties	3,678,125,997	-	3,678,125,997	-	(450,339)	3,677,675,658
	<u>P 5,679,538,973</u>	<u>P -</u>	<u>P 5,679,538,973</u>	<u>P -</u>	<u>(P 2,001,863,315)</u>	<u>P 3,677,675,658</u>
<u>December 31, 2016</u>						
Interest-bearing loans and borrowings	P 1,958,549,476	P -	P 1,958,549,476	P -	(P 1,958,549,476)	P -
Advances from related parties	3,012,266,199	-	3,012,266,199	-	(614,926)	3,011,651,273
	<u>P 4,970,815,675</u>	<u>P -</u>	<u>P 4,970,815,675</u>	<u>P -</u>	<u>(P 1,959,164,402)</u>	<u>P 3,011,651,273</u>

For financial assets and financial liabilities subject to enforceable master netting agreements or similar arrangements, each agreement between the Group and counterparties (i.e., related parties including subsidiaries and associates) allows for net settlement of the relevant financial assets and financial liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and financial liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

## 29. FAIR VALUE MEASUREMENT AND DISCLOSURES

### 29.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.



For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

### ***29.2 Financial Instruments Measured at Fair Value***

As of December 31, 2017 and 2016, only the equity securities classified as AFS financial assets in the consolidated statements of financial position is classified as Level 1. These securities were valued based on their market prices quoted in the PSE at the end of each reporting period (see Note 8). There were no other financial assets measured at fair value on these dates. Further, the Group has no financial liabilities measured at fair value as of December 31, 2017 and 2016.

There were no transfers between Levels 1 and 2 in both years.

### ***29.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed***

The table below summarizes the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the consolidated statements of financial position but for which fair value is disclosed.

	<u>Notes</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>2017</b>					
<i>Financial assets</i>					
Loans and receivables:					
Cash and cash equivalents	5	P 1,280,896,149	P -	P -	P 1,280,896,149
Trade and other receivables	6	-	-	8,271,177,977	8,271,177,977
Advances to related parties	23.1	-	-	2,502,356,313	2,502,356,313
		<b><u>P 1,280,896,149</u></b>	<b><u>P -</u></b>	<b><u>P 10,773,534,290</u></b>	<b><u>P 12,054,430,439</u></b>
<i>Financial Liabilities at amortized cost</i>					
Interest-bearing					
loans and borrowings	14	P -	P -	P 1,964,842,671	P 1,964,842,671
Trade and other payables	15	-	-	1,673,833,009	1,673,833,009
Advances from related parties	23.1	-	-	3,678,125,997	3,678,125,997
Other current liabilities	17	-	-	678,774,641	678,774,641
		<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 7,995,576,318</u></b>	<b><u>P 7,995,576,318</u></b>

	Notes	Level 1	Level 2	Level 3	Total
<u>2016</u>					
<i>Financial assets</i>					
Loans and receivables:					
Cash and cash equivalents	5	P 1,008,997,919	P -	P -	P 1,008,997,919
Trade and other receivables	6	-	-	6,589,307,708	6,589,307,708
Advances to related parties	23.1	-	-	2,311,257,801	2,311,257,801
		<u>P 1,008,997,919</u>	<u>P -</u>	<u>P 8,900,565,509</u>	<u>P 9,909,563,428</u>
<i>Financial Liabilities at amortized cost</i>					
Interest-bearing					
loans and borrowings	14	P -	P -	P 1,909,860,996	P 1,909,860,996
Trade and other payables	15	-	-	1,362,915,988	1,362,915,988
Advances from related parties	23.1	-	-	3,012,266,199	3,012,266,199
Other current liabilities	17	-	-	584,715,486	584,715,486
		<u>P -</u>	<u>P -</u>	<u>P 6,869,758,669</u>	<u>P 6,869,758,669</u>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

The fair values of the financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability.

#### **29.4 Fair Value Measurement of Non-Financial Assets**

The table below shows the Levels within the hierarchy of non-financial assets for which fair value is disclosed as of December 31, 2017 and 2016.

	Level 1	Level 2	Level 3	Total
Investment property:				
Land	P -	P -	P 8,400,000	P 8,400,000
Buildings and office/commercial units	-	-	503,010,840	503,010,840
	<u>P -</u>	<u>P -</u>	<u>P 511,410,840</u>	<u>P 511,410,840</u>

The Level 3 fair value of the investment property was derived using the market comparable approach that reflects the recent transaction prices for similar properties in nearby locations. Under this approach, when sales prices of comparable land in close proximity are used in the valuation of the subject property with adjustments on the price for differences in key attributes such as property size, zoning, and accessibility, the fair value is included in Level 3. On the other hand, if the observable recent prices of the reference properties were not adjusted, the fair value is included in Level 2. The most significant input into this valuation approach is the price per square meter; hence, the higher the price per square meter, the higher the fair value.

### **30. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Capital components for cost of capital purposes include loans and borrowings, preferred stock, common equity and retained earnings. The Group may issue new shares and may prepay some of its interest-bearing loans. Further, it intends to allocate its earnings and available cash in the acquisition and development of new/existing properties to ensure continuous business activities.

The Group monitors its capital gearing by measuring the ratio of interest-bearing loans and borrowings to total capital. As of December 31, the Group's ratio of interest-bearing loans and borrowings to equity is as follows:

	<u>2017</u>	<u>2016</u>
Interest-bearing loans and borrowings	<b>P 2,001,412,976</b>	P 1,958,549,476
Total equity	<u><b>25,941,367,590</b></u>	<u>24,913,611,061</u>
Debt-to-equity ratio	<u><b>0.08 : 1.00</b></u>	<u>0.08 : 1.00</u>

The Group has complied with its covenant obligations, including maintaining the required debt-to-equity ratio for both years (see Note 14).

### 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Presented below is the reconciliation of the Company's liabilities arising from financing activities, which includes both cash and non-cash changes.

	<b>Interest - bearing Loans and Borrowing</b> <u>(see Note 14)</u>	<b>Advances from Related Parties</b> <u>(see Note 23)</u>	<u><b>Total</b></u>
Balance as of January 1, 2017	P 1,958,549,476	P 3,012,266,199	P 4,970,815,675
Interest Charges	-	193,256,870	193,256,870
Cash flows from financing activities			
Additional borrowings	400,000,000	505,494,378	905,494,378
Repayment of borrowings	( <u>357,136,500</u> )	( <u>32,891,450</u> )	( <u>390,027,950</u> )
Balance as of December 31, 2017	<u><b>P 2,001,412,976</b></u>	<u><b>P 3,678,125,997</b></u>	<u><b>P 5,679,538,973</b></u>



# P&A Grant Thornton

An instinct for growth™  
**Report of Independent Auditors  
to Accompany Supplementary  
Information Required by the  
Securities and Exchange  
Commission Filed Separately from the  
Basic Consolidated Financial Statements**

**Punongbayan & Araullo**  
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**The Board of Directors and Stockholders  
Empire East Land Holdings, Inc. and Subsidiaries  
(A Subsidiary of Megaworld Corporation)**  
12<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue  
Uptown Bonifacio, Taguig City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Empire East Land Holdings, Inc. and Subsidiaries (the Group) for the year ended December 31, 2017, on which we have rendered our report dated March 23, 2018. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Securities Regulation Code Rule 68, as amended, and is not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of the Group's management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

## **PUNONGBAYAN & ARAULLO**

By: **Renan A. Piamonte**  
Partner

CPA Reg. No. 0107805  
TIN 221-843-037  
PTR No. 6616017, January 3, 2018, Makati City  
SEC Group A Accreditation  
Partner - No. 1363-AR-1 (until Mar. 1, 2020)  
Firm - No. 0002-FR-4 (until Apr. 30, 2018)  
BIR AN 08-002511-37-2016 (until Oct. 3, 2019)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

March 23, 2018

**Certified Public Accountants**

Punongbayan & Araullo is the Philippine member firm of Grant Thornton International Ltd

[grantthornton.com.ph](http://grantthornton.com.ph)

Offices in Cavite, Cebu, Davao  
BOA/PRC Cert of Reg. No. 0002  
SEC Accreditation No. 0002-FR-4

**Empire East Land Holdings, Inc. and Subsidiaries**  
**List of Supplementary Information**  
**December 31, 2017**

<b>Schedule</b>	<b>Content</b>	<b>Page No.</b>
<b>Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68</b>		
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B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	2
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	3
D	Intangible Assets - Other Assets	4
E	Long-term Debt	5
F	Indebtedness to Related Parties	6
G	Guarantees of Securities of Other Issuers	N/A
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I	Schedule of Relevant Financial Ratios	8
J	Reconciliation of Retained Earnings Available for Dividend Declaration	9
K	Summary of Philippine Financial Reporting Standards and Interpretations Adopted by the Securities and Exchange Commission and the Financial Reporting Standards Council as of December 31, 2017	10
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EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES  
Schedule A - Available-for-sale Financial Assets  
December 31, 2017

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount in Peso	Equity in earnings (losses) of investee for the period	Other	Distribution of earnings by investee	Other	Number of shares or principal amount of bonds and notes	Amount in Peso	Dividends received from investments not accounted for by the equity method
AFS Financial Assets Alliance Global Group, Inc.	112,600,000	P 1,801,600,000						P 1,801,600,000	

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule B- Amounts Receivable from Directors, Officers, Employees, Related Parties and**  
**Principal Stockholders (Other than Related Parties)**  
**December 31, 2017**

Name and designation of debtor	Balance at Beginning of period	Additions/Transfer 2017	Deductions		Ending Balance		Balance at end of period
			Amounts collected	Amounts written off	Current	Not current	
<b>Advances to Officers and Employees:</b>							
Asuncion, Amiel Victor	302,992		(70,742)		232,250		232,250
Barrera, Julieta	127,796		(81,548)		46,248		46,248
Cabrera, Edna Esperanza	880,000		(285,927)		594,073		594,073
Cacho, Evelyn	60,152	936,500	(87,068)		909,584		909,584
Chan, Ermanric		435,875	(25,177)		410,698		410,698
Edaño, Dennis	613,540		(91,961)		521,579		521,579
Garilao, Leilani	297,258		(71,096)		226,162		226,162
Gregorio, Ricardo	139,579		(139,579)		-		-
Jacobe, Joel Ramon A	366,919		(66,799)		300,120		300,120
Llaga, Jhoanna Lyndelou	800,454		(117,238)		683,216		683,216
Llena, Jose Arnel	351,615		(107,964)		243,651		243,651
Libago, Ricky S.	247,073		(157,660)		89,413		89,413
Madridejos, Arminius		835,000	(106,553)		728,447		728,447
Manansala, Kim Camille B.	366,924		(66,799)		300,125		300,125
Ramos, Franemil	224,831		(87,487)		137,344		137,344
Sawali, Fernando		801,024	(803,984)		(2,960)		(2,960)
Sioson-Bumatay, Celeste Z.	144,836		(92,421)		52,415		52,415
	<b>P 4,923,969</b>	<b>P 3,008,399</b>	<b>(P 2,460,003)</b>	<b>P -</b>	<b>P 5,472,365</b>	<b>P -</b>	<b>P 5,472,365</b>

*Note: Please refer to Schedule C for Amounts Receivable from Related parties.*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule C - Amounts Receivable from Related Parties which are Eliminated**  
**during the Consolidation of Financial Statements**  
**December 31, 2017**

Name and Designation of debtor	Balance at Beginning of Period	Balance at End of Period
Eastwood Properties Holdings, Inc.	1,035,006,782	999,006,782
Empire East Communities Inc.	232,221,360	232,422,508
Laguna Bel Air Science School, Inc.	40,458,208	27,804,672
Valle Verde Properties, Inc.	63,267,753	63,421,153
Sherman Oak Holdings Inc.	19,441,867	19,594,299
Sonoma Premier Land Inc.	21,662,266	21,814,714
20th Century Properties, Inc.	-	140,105
<b>TOTAL</b>	<b><u>P 1,412,058,236</u></b>	<b><u>P 1,364,204,233</u></b>



**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**

**Schedule D - Intangible Assets - Other Assets**

**December 31, 2017**

Description	Beginning Balance	Additions at Cost	Deduction			Ending Balance
			Charged to Cost and Expenses	Charged to Other Accounts	Other Changes Additions (Deductions)	
Goodwill	<u>P 78,326,757</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>P 78,326,757</u>

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**

**Schedule E - Long-Term Debt**

**December 31, 2017**

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount Shown Under Caption "Current Portion of Long-term Debt" in Related Statement of Financial Position	Amount Shown Under Caption "Long-term Debt" in related Statement of Financial Position
<b>Loans</b>	<b><u>P 2,001,412,976</u></b>	<b><u>P 751,412,976</u></b>	<b><u>P 1,250,000,000</u></b>

*Long-term loans are payable up to 2022 and bears fixed interest of 5.4% for the first and second tranches and floating rate ranging from 3.2% to 3.5% subject to quarterly re-pricing for the third tranche while the short-term loan is payable in 2018 and with a floating rate of 4.5% subject to monthly repricing.*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule F - Indebtedness to Related Parties (Other than Affiliates)**  
**December 31, 2017**

Name of Related Party	Balance at Beginning of Year	Balance at End of Year
Megaworld Corporation	P 2,294,310,273	P 2,475,932,074
Gilmore Property Marketing Association	389,540,567	388,856,094
Pacific Coast Megacity Inc	282,606,630	263,529,100
McKester Piknik International Ltd.	-	504,000,000
Others	<u>45,808,729</u>	<u>45,808,729</u>
	<u>P 3,012,266,199</u>	<u>P 3,678,125,997</u>

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule H - Capital Stock**  
**December 31, 2017**

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as Shown Under the Related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and Other Rights	Number of Shares Held by		
				Related Parties	Directors, Officers and Employees	Others
Preferred shares	2,000,000,000	-				
Common shares	31,495,200,000	14,676,199,167	*	11,994,426,438	24,961,189	

*\* Number of shares issued and outstanding net of 127,256,071 Treasury Shares.*

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule I - Relevant Financial Ratios as Required**  
**Under SRC Rule 68, as amended**  
**For the years ended December 31, 2017 and 2016**  
*(Amounts in Philippine Pesos)*

	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
<b>I. Current/liquidity ratios</b>				
a. Current Ratio				
<u>Total Current Assets</u>	P 30,993,299,077	P 29,560,933,430	3.05	3.54
Total Current Liabilities	10,166,966,001	8,360,063,427		
b. Quick Ratio				
(Cash and Cash Equivalents + Trade and <u>Other Receivables)</u>	7,022,180,297	6,030,308,830	0.69	0.72
Total Current Liabilities	10,166,966,001	8,360,063,427		
<b>II. Solvency ratios</b>				
a. Solvency Ratio				
<u>(Earnings Before Interest and Taxes)</u>	1,111,832,773	1,020,908,687	0.07	0.07
Total Liabilities	15,501,444,461	13,639,147,398		
b. Debt-to-Equity Ratio				
<u>Total Liabilities</u>	15,501,444,461	13,639,147,398	0.60	0.55
Total Equity	25,941,367,590	24,913,611,061		
<b>III. Asset-to-equity ratio</b>				
<u>Total Assets</u>	41,442,812,051	38,552,758,459	1.60	1.55
Total Equity	25,941,367,590	24,913,611,061		
<b>IV. Interest Coverage Ratio</b>				
<u>(Earnings Before Interest and Taxes)</u>	1,111,832,773	1,020,908,687	3.93	3.79
Interest Expense	283,135,326	269,110,903		
<b>V. Profitability Ratios</b>				
a. Net Profit Margin				
<u>Net Profit</u>	631,937,528	601,075,753	15%	15%
Revenues	4,250,213,492	4,124,838,936		
b. Return on Equity				
<u>Net profit</u>	631,937,528	601,075,753	2%	2%
Average Equity	25,427,489,326	24,798,800,262		
c. Return on Assets				
<u>Net profit</u>	631,937,528	601,075,753	2%	2%
Average Assets	39,997,785,255	37,911,489,894		

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**

*(A Subsidiary of Megaworld Corporation)*

12th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig city

**Schedule J - Reconciliation of Retained Earnings Available for Dividend Declaration**

**For the Year Ended December 31, 2017**

<b>Unappropriated Retained Earnings at Beginning of Year</b>	P	4,778,949,340	
<b>Prior Years' Outstanding Reconciling Items, net of tax</b>			
Deferred tax income	(	145,352,237)	
<b>Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year, as Adjusted</b>			<b>4,633,597,103</b>
<b>Net Profit Realized during the Year</b>			
Net profit per audited financial statements	P	630,709,856	
Non-actual/unrealized income, net of tax			
Deferred tax income	(	<u>25,155,843</u> )	<u>605,554,013</u>
			5,239,151,116
<b>Retained Earnings Restricted for Treasury Shares</b>	(	<u>102,106,658</u> )	
<b>Unappropriated Retained Earnings Available for Dividend Declaration at End of Year</b>	<b>P</b>		<b><u>5,137,044,458</u></b>

Empire East Land Holdings, Inc. and Subsidiaries  
(A Subsidiary of Megaworld Corporation)  
Schedule K - Philippine Financial Reporting Standards and Interpretations  
Adopted by the Securities and Exchange Commission and the  
Financial Reporting Standards Council as of December 31, 2017

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements		✓		
Conceptual Framework Phase A: Objectives and Qualitative Characteristics		✓		
Practice Statement Management Commentary			✓	
<i>Philippine Financial Reporting Standards (PFRS)</i>				
<b>PFRS 1 (Revised)</b>	First-time Adoption of Philippine Financial Reporting Standards**	✓		
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters**	✓		
	Amendments to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters**	✓		
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters*	✓		
	Amendments to PFRS 1: Government Loans*	✓		
	Amendments to PFRS 1: Deletion of Short-term Exemptions*	✓		
<b>PFRS 2</b>	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
	Amendments to PFRS 2: Classification and Measurement of Share-based Payment Transactions (effective January 1, 2018)			✓
<b>PFRS 3 (Revised)</b>	Business Combinations	✓		
	Amendment to PFRS 3: Remeasurement of Previously Held Interests in a Joint Operation* (effective January 1, 2019)			✓
<b>PFRS 4</b>	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PFRS 4: Applying PFRS 9, <i>Financial Instruments</i> , with PFRS 4, <i>Insurance Contracts</i> (effective January 1, 2018)			✓
<b>PFRS 5</b>	Non-current Assets Held for Sale and Discontinued Operations			✓
<b>PFRS 6</b>	Exploration for and Evaluation of Mineral Resources			✓
<b>PFRS 7</b>	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Transition**	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets**	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition**	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures – Transfers of Financial Assets**	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures* (effective when PFRS 9 is first applied)			✓
<b>PFRS 8</b>	Operating Segments	✓		
<b>PFRS 9</b>	Financial Instruments (2014)* (effective January 1, 2018)			✓
	Amendments to PFRS 9: Prepayment Features with Negative Compensation* (effective January 1, 2019)			✓
<b>PFRS 10</b>	Consolidated Financial Statements	✓		
	Amendments to PFRS 10: Transition Guidance	✓		
	Amendments to PFRS 10: Investment Entities	✓		
	Amendments to PFRS 10: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (effective date deferred indefinitely)			✓
	Amendments to PFRS 10: Investment Entities – Applying the Consolidation Exception	✓		
<b>PFRS 11</b>	Joint Arrangements	✓		
	Amendments to PFRS 11: Transition Guidance	✓		
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations	✓		
	Amendment to PFRS 11: Remeasurement of Previously Held Interests in a Joint Operation* (effective January 1, 2019)			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 12: Transition Guidance**	✓		
	Amendments to PFRS 12: Investment Entities	✓		
	Amendments to PFRS 10: Investment Entities – Applying the Consolidation Exception	✓		
PFRS 13	Fair Value Measurement	✓		
PFRS 14	Regulatory Deferral Accounts			✓
PFRS 15	Revenue from Contracts with Customers* (effective January 1, 2018)			✓
PFRS 16	Leases* (effective January 1, 2019)			✓
PFRS 17	Insurance Contracts (effective January 1, 2021)			✓
<b>Philippine Accounting Standards (PAS)</b>				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation**	✓		
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments to PAS 1: Disclosure Initiative	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events After the Reporting Period	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendments to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
	Amendments to PAS 12 - Recognition of Deferred Tax Assets for Unrealized Losses	✓		
	Amendment to PAS 12 - Tax Consequences of Dividends* (effective January 1, 2019)			✓
PAS 16	Property, Plant and Equipment	✓		
	Amendments to PAS 16: Bearer Plants**	✓		
	Amendments to PAS 16: Clarification of Acceptable Methods of Depreciation and Amortization	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19 (Revised)	Employee Benefits	✓		
	Amendments to PAS 19: Defined Benefit Plans - Employee Contributions**	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendments: Net Investment in a Foreign Operation**	✓		
PAS 23 (Revised)	Borrowing Costs	✓		
	Amendment to PAS 23: Eligibility for Capitalization	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Revised)	Separate Financial Statements			✓
	Amendments to PAS 27: Investment Entities			✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements			✓
PAS 28 (Revised)	Investments in Associates and Joint Ventures	✓		
	Amendments to PFRS 10: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (effective date deferred indefinitely)			✓
	Amendments to PAS 28: Investment Entities - Applying the Consolidation Exception	✓		
	Amendment to PAS 28: Measurement of Investment in Associates at Fair Value through Profit or Loss* (effective January 1, 2018)			✓
	Amendment to PAS 28: Long-term Interest in Associates and Joint Venture* (effective January 1, 2019)			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓



PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
PAS 32	Financial Instruments: Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation*	✓		
	Amendments to PAS 32: Classification of Rights Issues*	✓		
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 33	Earnings Per Share	✓		
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
	Amendment to PAS 36: Recoverable Amount Disclosures for Non-financial Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
	Amendments to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	✓		
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities**	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions**	✓		
	Amendments to PAS 39: The Fair Value Option	✓		
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts**	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition**	✓		
	Amendments to Philippine Interpretation IFRIC 9 and PAS 39: Embedded Derivatives**	✓		
	Amendments to PAS 39: Eligible Hedged Items**	✓		
Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting**	✓			
PAS 40	Investment Property	✓		
	Amendment to PAS 40: Reclassification to and from Investment Property (effective January 1, 2018)	✓		
PAS 41	Agriculture			✓
	Amendments to PAS 41: Bearer Plants			✓
<b>Philippine Interpretations - International Financial Reporting Interpretations Committee (IFRIC)</b>				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	✓		
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds**	✓		
IFRIC 6	Liabilities Arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29, Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives**	✓		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives**	✓		
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction**	✓		
	Amendments to Philippine Interpretations IFRIC - 14, Prepayments of a Minimum Funding Requirement and their Interaction**	✓		
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners**	✓		
IFRIC 18	Transfers of Assets from Customers**	✓		
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments**	✓		
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine**	✓		
IFRIC 21	Levies	✓		
IFRIC 22	Foreign Currency Transactions and Advance Consideration* (effective January 1, 2018)			✓
IFRIC 23	Uncertainty Over Income Tax Treatments* (effective January 1, 2019)			✓

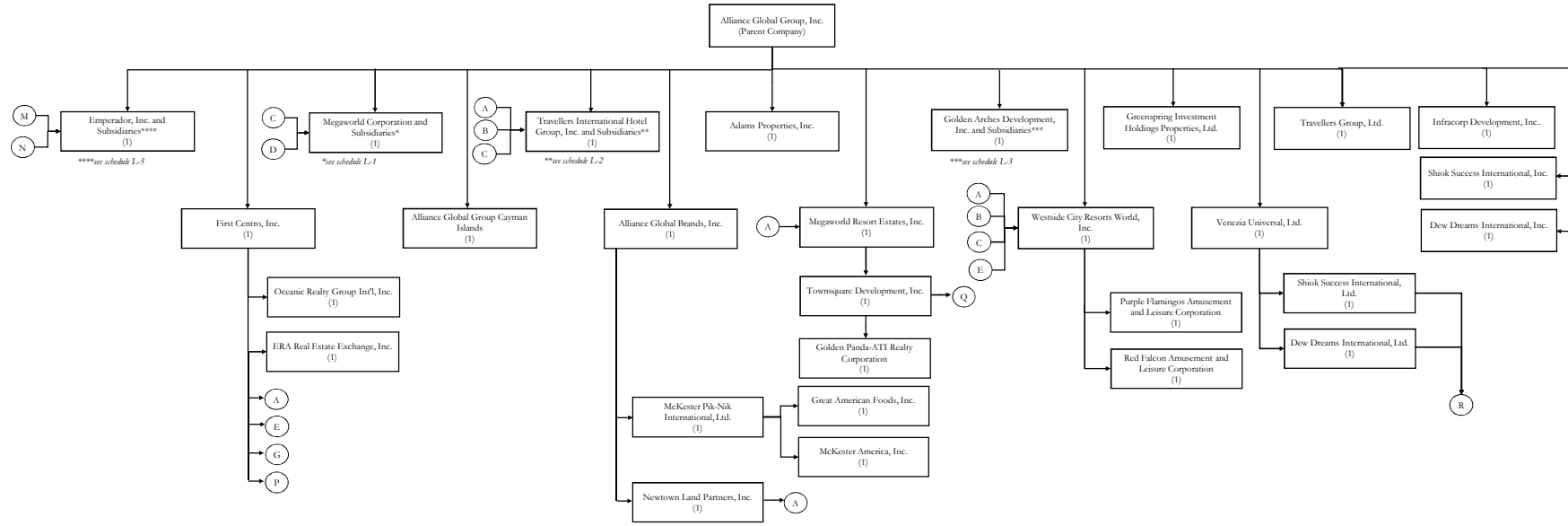
PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
<i>Philippine Interpretations - Standing Interpretations Committee (SIC)</i>				
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers	✓		
SIC-15	Operating Leases - Incentives	✓		
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders**	✓		
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services**	✓		
SIC-32	Intangible Assets - Web Site Costs**	✓		

\* These standards will be effective for periods subsequent to 2017 and are not early adopted by the Company.

\*\* These standards have been adopted in the preparation of financial statements but the Company has no significant transactions covered in both years presented.

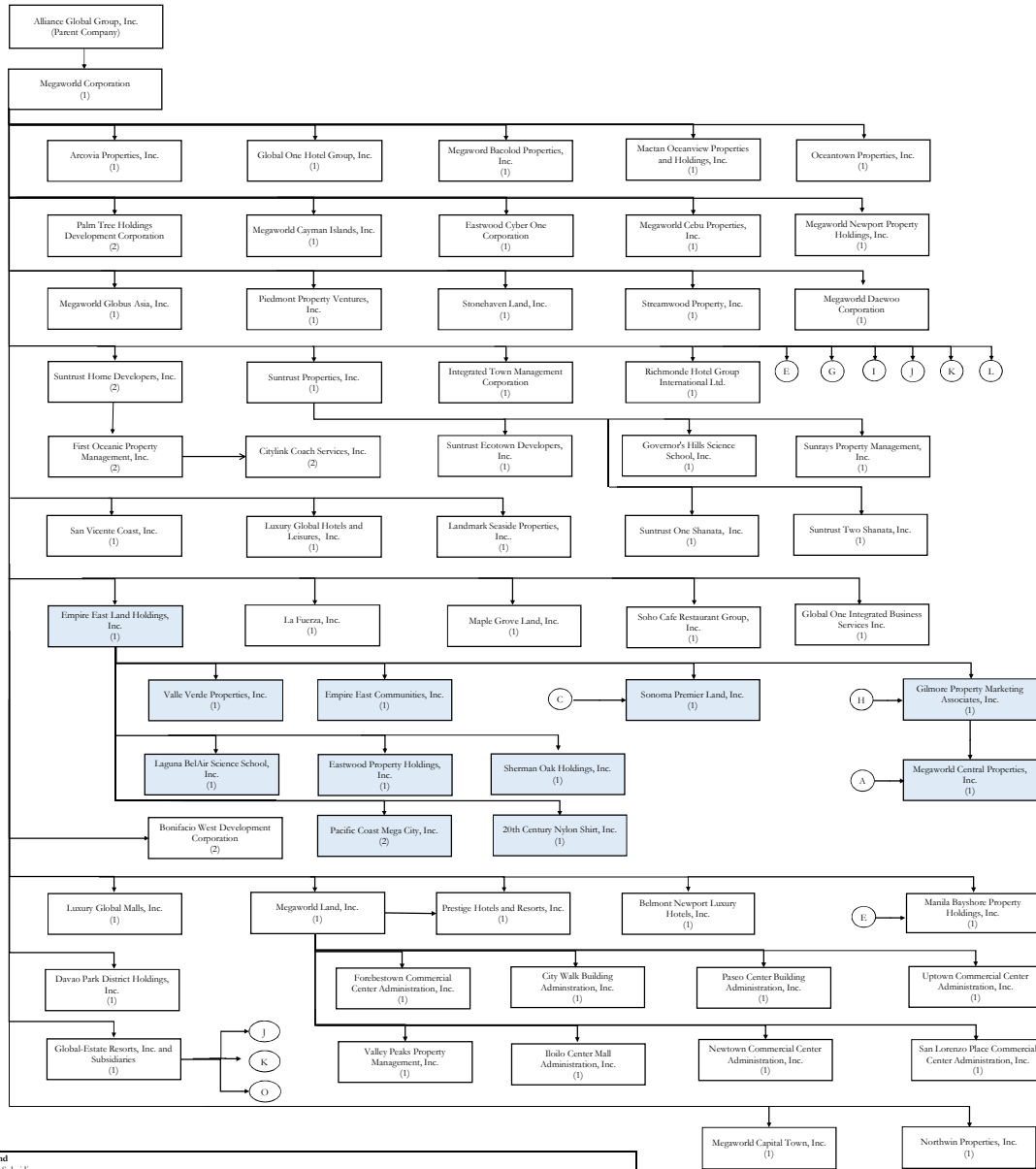
**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**

Schedule L – Map Showing the Relationship Between and Among the Company and its Related Parties  
December 31, 2017



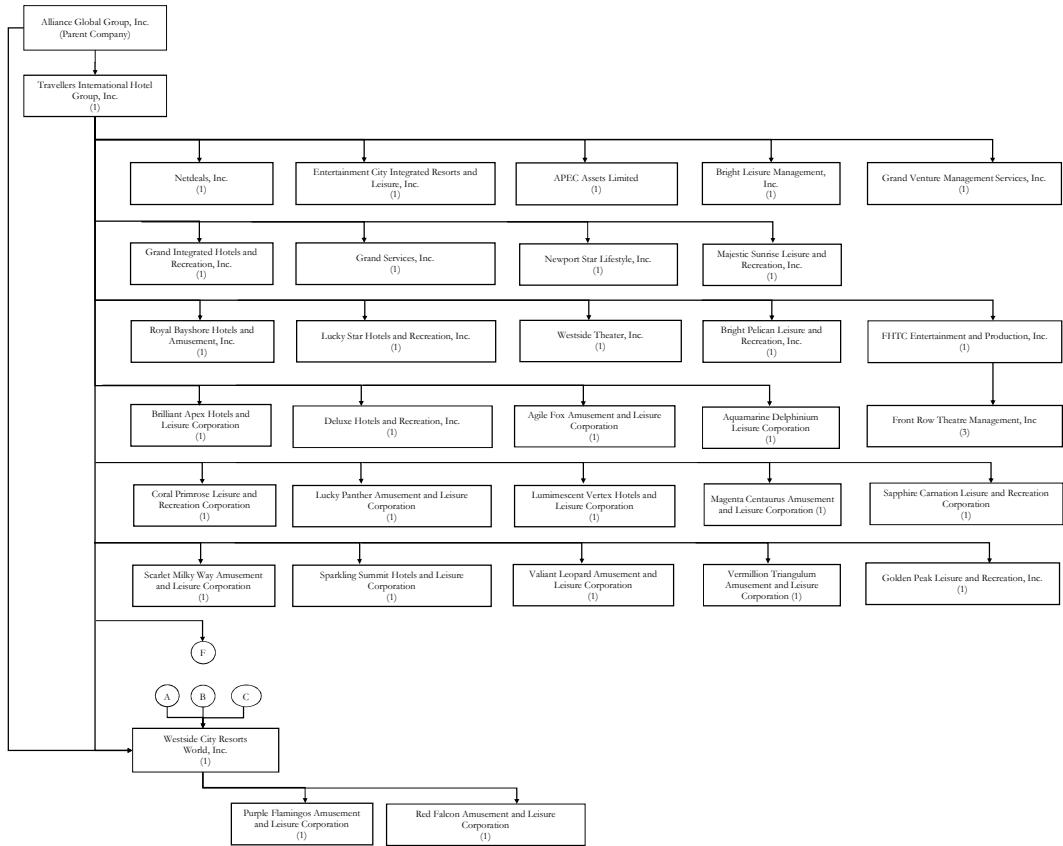
Legend					
(1) Subsidiary	A Megaworld Corporation	F Manila Bayshore Property Holdings, Inc.	K Megaworld Global Estates, Inc.	P Sonoma Premier Land, Inc.	
(2) Associate	B Adams Properties, Inc.	G Westside City Resorts World, Inc.	L Megaworld Central Properties, Inc.	Q Gilmore Property Marketing Associates, Inc.	
(3) Jointly Controlled Entity	C First Centro, Inc.	H Townsquare Development, Inc.	M Shiook Success International, Ltd.	R Emperor Inc.	
	D Newtown Land Partners, Inc.	I Megaworld Resort Estates, Inc.	N Dew Dreams International, Ltd.		
	E Travellers International Hotel Group, Inc.	J Twin Lakes Corporation	O Fil-Estate Properties, Inc.		

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
 Schedule L-1 – Map Showing the Relationship Between and  
 Among the Company and Megaworld Corporation Group  
 December 31, 2017



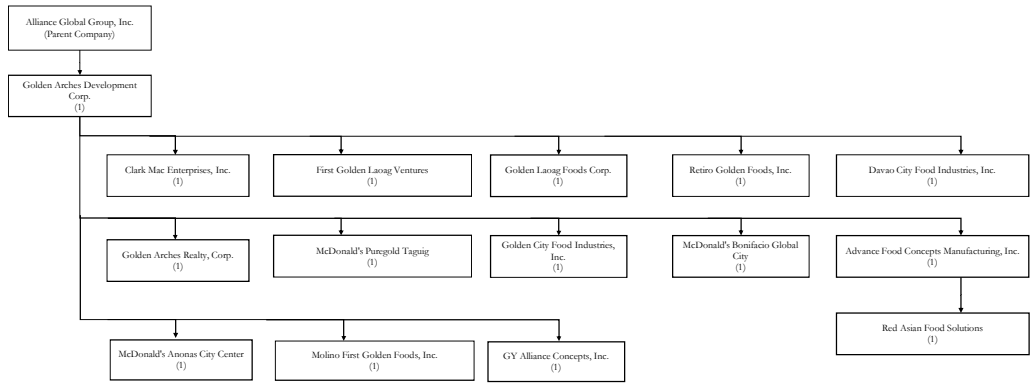
Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shiok Success International, Ltd.
N	Deer Dreams International, Ltd.
O	Fil Estate Properties, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
 Schedule L-2 – Map Showing the Relationship Between and  
 Among the Company and Travellers Group  
 December 31, 2017



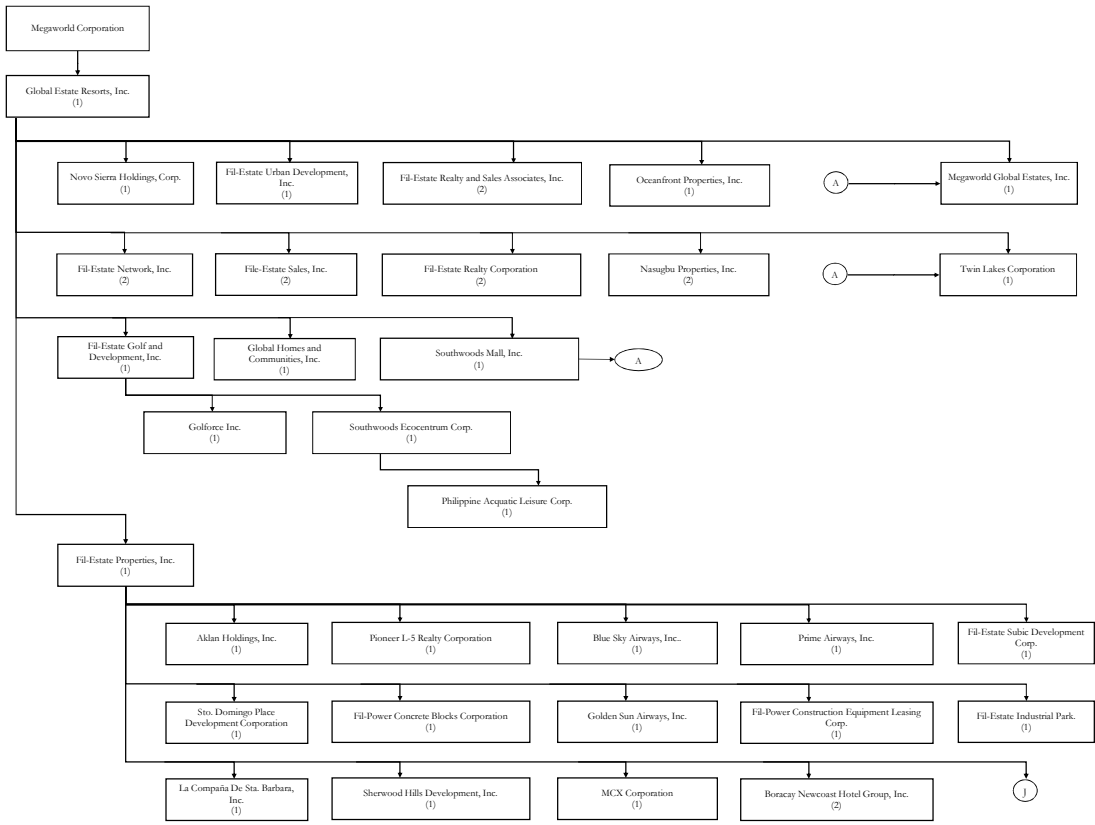
Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shah Success International, Ltd.
N	Deer Dreams International, Ltd.
O	File-Estate Properties, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
 Schedule L-3 – Map Showing the Relationship Between and  
 Among the Company and Golden Arches Development Corporation Group  
 December 31, 2017



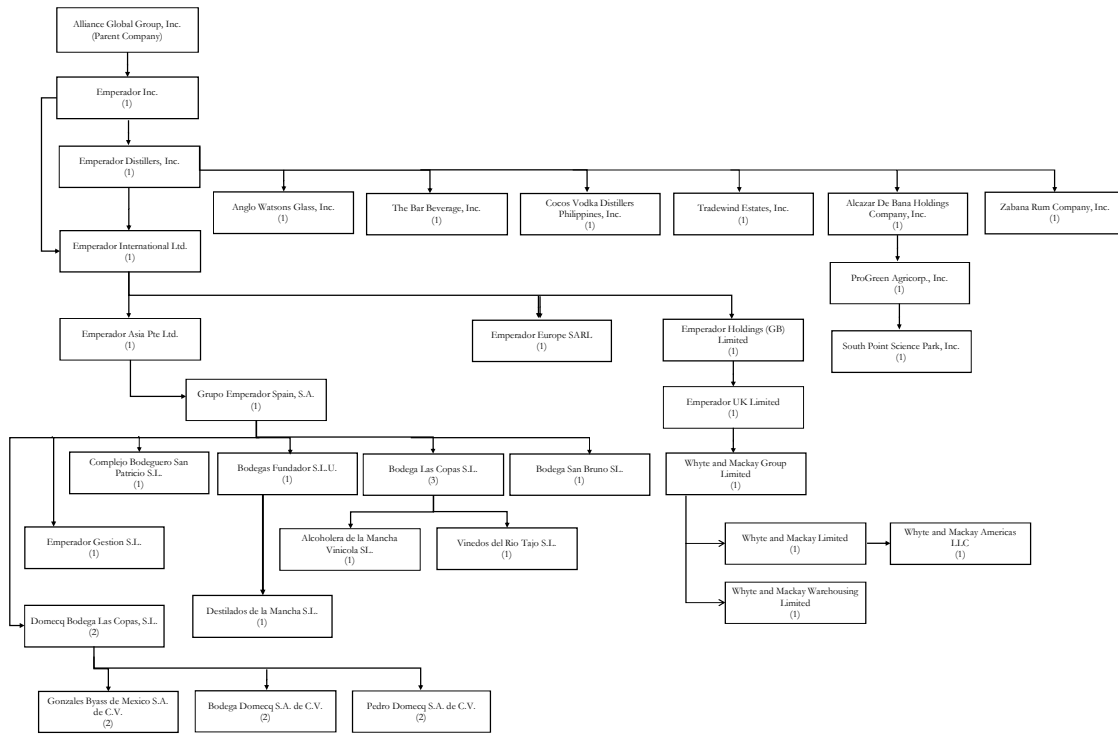
Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travelers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shah Success International, Ltd.
N	Deer Dreams International, Ltd.
O	File-Estate Properties, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
 Schedule L-4 – Map Showing the Relationship Between and  
 Among Megaworld and Global Estate Resorts Inc. Group  
 December 31, 2017



Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shok Success International, Ltd.
N	Deer Dreams International, Ltd.
O	File-Estate Properties, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
 Schedule L-5 – Map Showing the Relationship Between and  
 Among the Company and Emperor Group  
 December 31, 2017



**Legend**  
 Relationship with Emperor Inc.  
 (1) Subsidiary (100%)  
 (2) Subsidiary (50%)  
 (3) Jointly Controlled Entity



**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**Schedule M - Summary of Application of SRO Proceeds**  
**December 31, 2017**

	<b>BASED ON IPO PROSPECTUS</b>		<b>BASED ON ACTUAL</b>
<b>SRO Proceeds</b>	<b>P</b> 2,695,239,834		<b>P</b> 2,695,239,834
<b>Less: SRO related expenses</b>	5,239,834		5,239,834
<b>Net proceeds</b>	<b>2,690,000,000</b>		<b>2,690,000,000</b>
<b>Less: Disbursements</b>			
<b>Construction Site Development</b>	<b>1,800,000,000</b>		<b>1,885,000,000</b>
Pioneer Woodlands	800,000,000		350,000,000
San Lorenzo Place	700,000,000		532,081,376
The Rochester	300,000,000		275,267,709
Kasara	-		140,479,357
Sonoma	-		70,000,000
Little Baguio Terraces	-		314,520,643
South Science Park	-		202,650,915
<b>Landbanking</b>	<b>890,000,000</b>		<b>805,000,000</b>
 <b>Total Disbursements</b>	 <b>2,690,000,000</b>		 <b>2,690,000,000</b>
 <b>Remaining Balance of Proceeds, as at December 31, 2017</b>			 <b>-</b>

**Supplementary information on the Summary of Application of SRO Proceeds**

*The proceeds were subsequently reallocated and transferred to fund the urgent construction of other projects that have exceeded their respective allocations.*