

COVER SHEET

for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

G	L	O	B	A	L	-	E	S	T	A	T	E	R	E	S	O	R	T	S	I	N	C	.

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

6	T	H		F	L	O	O	R		R	E	N	A	I	S	S	A	N	C	E		T	O	W	E	R
M	E	R	A	L	C	O		A	V	E		B	R	G	Y		U	G	O	N	G					
P	A	S	I	G		C	I	T	Y																	

Form Type

1	7	-	A
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Department requiring the report

S	E	C
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

lvillanueva@global-estate.ph

Company's Telephone Number/s

576-3376

Mobile Number

N/A

No. of Stockholders

4,287

Annual Meeting (Month / Day)

Last Thursday of June

Fiscal Year (Month / Day)

December - 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

LAILANI V. VILLANUEVA

Email Address

lvillanueva@global-estate.ph

Telephone Number/s

576-3376

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

6TH FLOOR RENAISSANCE TOWER, MERALCO AVE., BRGY. UGONG, PASIG CITY

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated

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

SEC Number: AS 094-004462
File Number: _____

GLOBAL-ESTATE RESORTS, INC.
(Company's Full Name)

6/F Renaissance Towers, Meralco Avenue
Pasig City

(Company's Address)

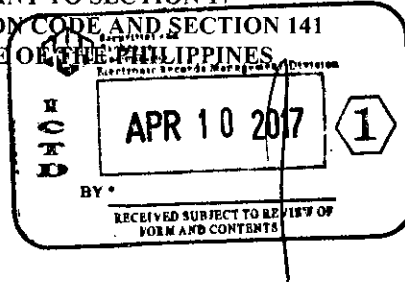
SEC Form 17 - A Annual Report
(Form Type)

(Amendments – if applicable)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

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



1. For the fiscal year ended December 31, 2016
2. SEC Identification Number AS 094-004462
3. BIR Tax Identification No. 430-000-426-523
4. Exact name of issuer as specified in its charter GLOBAL-ESTATE RESORTS, INC.
5. Pasig City, Philippines
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 6th Floor, Renaissance Towers, Meralco Avenue, Pasig City 1600
Address of principal office Postal Code
8. (632) -576-3376
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	10,986,000,000
Outstanding debts (loans)	3,927,083,333

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

Yes [] No []

Name of Stock Exchange: Philippine Stock Exchange

Class of securities listed: Common Stocks

10,986,000,000 common shares have been listed with the Philippines Stock Exchange as of December 31, 2016.

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. Aggregate market value of the voting stock held by non-affiliates of the registrant:

P 1,539,335,689 (as of December 29, 2016) based on the closing price of Php1.00 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 Not Applicable

DOCUMENTS INCORPORATED BY REFERENCE

15. Briefly describe documents incorporated by reference and identify the part of SEC Form 17-A into which the document is incorporated:

2016 Audited Consolidated Financial Statements (incorporated as reference for Item 7 of SEC Form 17-A)

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PART I – BUSINESS AND GENERAL INFORMATION

ITEM 1. BUSINESS

Business Development

Global-Estate Resorts, Inc. (“GERI” or the “Company”) was incorporated on May 18, 1994 as Fil-Estate Land, Inc. to consolidate the real estate interests of the Fil-Estate Group of Companies. The Company went public in November 1995 when its common shares were listed in the Philippine Stock Exchange (PSE).

In 2011, Alliance Global Group, Inc. (“AGI”) acquired a majority stake in Fil-Estate Land, Inc. and re-launched the Company as Global-Estate Resorts, Inc. to engage in the development of integrated tourism estates. In 2014, GERI was consolidated under Megaworld Corporation when the latter acquired AGI’s stake in the Company.

Description of Business

The Company is engaged in the development of integrated tourism estates and integrated lifestyle communities with residential, office, retail, hotel and/or leisure components. Its key developments are Boracay Newcoast in Malay, Aklan, Twin Lakes in Laurel, Batangas, Sta. Barbara Heights in Iloilo, Southwoods City in Laguna and Cavite, and Alabang West in Las Pinas, Metro Manila. The Company undertakes its development business by itself or in joint venture with landowners. Among the Company’s subsidiaries are joint venture corporations: i) Twin Lakes Corporation, which was incorporated on 02 March 2011 to develop Twin Lakes in Laurel, Batangas; ii) Oceanfront Properties, Inc. (“OPI”), which was incorporated on 12 October 2010 to develop parts of Boracay Newcoast; and iii) Southwoods Mall, Inc., which was incorporated on 18 July 2013 to develop the Southwoods Mall and Office Towers in Southwoods City.

The Company’s developments are marketed by Megaworld Global-Estate, Inc., a subsidiary incorporated on 14 March 2011, and the Company’s in-house marketing group. Another subsidiary, Fil-Estate Urban Development Corporation (“FEUDC”), which was incorporated on 06 March 2000, is engaged in the operation of hotels in Fairways and Bluewater, a resort complex integrated with Boracay Newcoast.

Prior to 2011, Fil-Estate Land, Inc. subsidiaries Fil-Estate Properties, Inc. (“FEPI”) and Fil-Estate Golf and Development, Inc. (“FEGDI”), incorporated on 13 February 1990 and 06 March 1990, respectively, had engaged in the development of residential subdivisions, condominium buildings, commercial lots, and golf clubs.

Bankruptcy, Receivership or Similar Proceedings

Neither the Company nor its significant subsidiaries have been involved in bankruptcy, receivership or similar proceeding.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (not ordinary)

In the last three years, FEPI sold an aggregate of 70% ownership interest in Boracay Newcoast Hotel Group, Inc. (BNHGI), a hotel development company incorporated on 17 July 2012, in favor of a third party. FEPI has a remaining stake of 30% in BNHGI.

Products

GERI together with its subsidiaries (the “GERI Group”) have a diversified real estate inventory including residential and commercial lots, residential condominium units, condominium hotel units, and golf club shares.

Percentage of sales or revenues and net income contributed by foreign sales

Sales to the foreign market accounted for 3% of the consolidated real estate sales for the year 2016.

Distribution Methods of Products

Real estate products in GERI developments are promoted and marketed to a wide range of clients by GERI’s in-house marketing group and marketing subsidiary, Megaworld Global-Estate, Inc. Real estate products in FEPI and FEGDI developments are sold thru third party real estate brokers.

Suppliers

The Company has a broad base of suppliers. The Company is not dependent on one or a limited number of suppliers.

Customers

GERI has a broad market base that consists of end-users and investors, both from the local and foreign markets.

The Company targets the A and B markets with special niche products such as integrated tourism estates and integrated lifestyle communities with residential, commercial and leisure components.

Competition

Significant competitors of the Company in its real estate development business include Ayala Land Premiere, Alveo, Filinvest Premiere, Landco and SM Prime.

The Company competes with other developers in the acquisition of land or development rights to land in key growth areas in the country.

The Company aims to be the leading developer of integrated tourism estates in the Philippines. The Company's tourism projects are strategically located in Boracay and Laurel, Batangas and feature strategic master-planned communities integrated with resort amenities.

The Company believes that its land bank, its real estate development experience, its innovative real estate offerings and the solid financial backing of its parent, Megaworld Corporation, are its competitive advantages. Its massive landbank in tourist destinations such as Boracay Island, and Laurel and Nasugbu, Batangas gives it a lead over its competitors and has enabled the Company to be a pioneer in master-planned integrated tourism developments.

Transactions with and/or dependence on related parties

The Company and its subsidiaries, in their regular conduct of business, have entered into transactions with associates and related parties including investments in and advances granted to or obtained from subsidiaries, associates and other related parties for purposes of working capital requirements. For more information, see Note 23 to the Audited Financial Statements.

Amount spent on research and development activities and its percentage to revenues

The Company incurs minimal amounts for development research activities, which do not amount to a significant percentage of revenues.

Intellectual Property

The Company believes that its operations and that of its subsidiaries are not dependent on any trademark, patent, copyright, license, franchise or royalty agreement. Nonetheless, the Company has trademark registrations and/or applications for its corporate name and key projects.

Government Approvals / Regulations

The Company secures various government approvals such as the ECC, development permits, license to sell, etc. as part of the normal course of its business.

Development Permit and License to Sell

Presidential Decree No. 957, as amended, requires landowners / developers to submit a registration statement and subdivision / condominium plan to the Housing and Land Use Regulatory Board ("HLURB"). Upon submission of the plan, the HLURB issues a development permit authorizing the development of the land, and upon filing of a performance bond as may be determined by the HLURB, the latter issues a License to Sell and a Certificate of Registration to the owner / developer.

Agrarian Reform Law

The Comprehensive Agrarian Reform Law covers: (a) alienable and disposable lands of the public domain devoted to or suitable for agriculture, (b) land owned by the Government devoted to or suitable for agriculture. No person may own or retain, directly or indirectly, any public or private agricultural land, in excess of five (5) hectares. A limit of three (3) hectares may be awarded to each child of the landowners, subject to certain qualifications. The law allows the conversion of agricultural lands to non-agricultural use when the land ceases to be economically feasible and sound for agricultural purposes. Furthermore, the Department of Agrarian Reform Administrative Order No. 01 s. 1990 provides that any such classification or re-classification made after June 15, 1988 shall be subject to Department of Agrarian Reform (“DAR”) approval.

Environmental Compliance Certificate

As a general rule, developers of residential subdivisions have to submit project descriptions to regional offices of the Department of Environment and Natural Resources (“DENR”). Such descriptions set out the background of the proposed project and identify any significant environmental risk and possible measures to mitigate such environmental risks. In exceptional cases of environmentally critical projects (e.g., golf courses, beach resorts, developments adjacent to watershed areas, etc.), a detailed Environmental Impact Assessment may be required and the developer will be required to obtain Environmental Compliance Certificate (“ECC”) from the DENR. Compliance with the terms and conditions of the ECC will be monitored by the appropriate DENR regional office and failure to comply may lead to penalties and sanctions being imposed, including fines and / or temporary cessation of project operation.

As a real estate developer, the Company is required to secure development permits and licenses to sell from the HLURB and land conversions from agricultural to non-agricultural use when applicable, from DAR and environmental compliance certificates from the DENR for environmentally critical projects.

Effect of Existing and Probable Government Regulations

Republic Act No. 7279 requires developers of proposed subdivision projects to develop an area for socialized housing equivalent to at least 20% of the total subdivision area or total subdivision project cost, at the option of the developer; within the same or adjacent regions, whenever feasible, and in accordance with the standards set by the HLURB.

Tax Regulations

On May 24, 2005, the President of the Philippines signed into law Republic Act No. 9337 (RA 9337), which, effective November 1, 2005, introduced the following changes, among others:

- a. Increase in the corporate income tax rate from 32% to 35% with a reduction thereof to 30% beginning January 1, 2009;
- b. Grant of authority to the Philippine President to increase the 10% value added tax (VAT) rate to 12%, subject to compliance with certain economic conditions. The 12% VAT took effect on February 1, 2006; and
- c. Revenue Regulations No. 16-2011 increasing the amount of threshold amounts for sale of residential lot, sale of house and lot effective January 01, 2012. Sale of residential lots with gross selling price of P1,919,500 or less, and residential house and lots with gross selling price of P3,199,200 or less, are not subject to Value Added Tax (VAT)

The Maceda Law

The Maceda Law applies to all transactions or contracts involving the sale or financing of real estate on installment payments (including residential condominium units but excluding industrial and commercial lots). Under the provisions of the law, where a buyer of real estate has paid at least two years of installments, the buyer is entitled to the following rights in case he/she defaults in the payment of succeeding installments:

- a. To pay, without additional interest, the unpaid installments due within the total grace period earned by him, which is fixed at the rate of one (1) month grace period for every one (1) year of installment payments made. However, the buyer may exercise this right only once in every five (5) years during the term of the contract and its extensions, if any.
- b. If the contract is cancelled, the seller shall refund to the buyer the cash surrender value of the payments on the property equivalent to 50% of the total payments made, and in cases where five (5) years installments have been paid, an additional 5% every year (but with a total not to exceed 90% of the total payments).

Where a buyer has paid less than two years of installments, the buyer is entitled to pay the outstanding amount due without interest within a grace period of sixty (60) days from the date the installments became due.

The Company accords buyers their rights under the law and in certain cases, made appropriate refunds to some buyers.

Zoning and Land Use

The Department of Agrarian Reform (DAR) has issued regulations to effect the provisions of the Agrarian Reform Law in the Philippines. Under the law, all land classified for agricultural purposes as of or after June 1, 1988 cannot be converted to non-agricultural use without the prior approval of the DAR.

Land use may also be limited by the zoning ordinances of Local Government Units. Lands may be classified as commercial, industrial, residential or agricultural. While a procedure for change of allowed land use is available, this process maybe lengthy and cumbersome.

The Company diligently adheres to the provision of the agrarian reform law and local ordinances in cases where a certain project requires the conversion of the land use.

Environmental Laws

Development projects that are classified by law as environmentally critical or projects within statutorily defined environmentally critical areas are required to obtain an Environmental Compliance Certificate (ECC) prior to commencement of development. The Department of Environment and Natural Resources (DENR) through its regional offices or through the Environmental Management Bureau (EMB), determines whether a project is environmentally critical or located in an environmentally critical area. As a requisite for the issuance of an ECC, an environmentally critical project is required to submit an Environmental Impact Statement (EIS) to the EMB while a project in an environmentally critical area are generally required to submit an Initial Environmental Examination (IEE) to the proper DENR regional office.

GERI maintains that it has complied with all applicable Philippine environmental laws and regulations. Compliance with such laws, in GERI's opinion, is not expected to have a material effect on GERI's capital expenditures, earnings or competitive position in the property market.

Employees

As of December 31, 2016, GERI group has a total of 672 employees, divided into:

Top Management	-	7
Middle Management	-	96
Rank and File	-	569

The Company expects to increase its number of employees in the next 12 months in accordance with operational requirements.

The employees are not subject to any collective bargaining agreements. There has been no employees union since the start of Company's operations.

In addition to basic salary and 13th month pay, other supplemental benefits provided by GERI to its employees include: retirement benefits as mandated by law, vacation and sick leave benefits, rice subsidy, and HMO health care coverage.

Risk Factors Relating to the Company

Highly Competitive Business Environment

The Company faces increased competition from other developers who undertake residential subdivisions and vertical residential, commercial and office projects,

particularly in key cities of the Philippines where several of the Company's present and future projects are located.

Notwithstanding increased competition in the industry, GERI intends to enhance its position as one of the leading property developers of integrated tourism estates in the Philippines. The track record of the Company and the Megaworld group and the Company's strategic land bank are perceived to be major advantages against this anticipated growth in competition.

Demand for Real Estate Project Developments Related to Leisure and Recreation

The Company engages, among others, in the development of integrated tourism and leisure estates. Demand for such projects is perceived to be significantly affected by any major natural calamity or adverse change in the economic and political conditions of the country.

The Company engages in the development of mixed-use developments in different market segments and geographic areas in order to diversify its real estate portfolio.

Limitations on Land Acquisition

As other developers race to acquire choice locations, it may become more difficult to locate parcels of suitable size in location and at prices acceptable to the Company that will enhance its present land bank. In this regard, the Company continues to explore joint ventures as an alternative to building its land bank and identifying properties that can be developed under project agreements with landowners.

Legal Issues or Disputes on Projects

The implementation of projects entered into by the Company may be affected by any legal issues generally arising from the ownership of the real estate properties. Certain properties presently being developed or proposed for development in the immediate term are currently the subject of legal proceedings whose resolution is still indeterminate.

The Company is endeavoring to resolve such legal issues at the shortest time possible. Nevertheless, these disputed projects are not expected to negatively impact the Company's business or its financial condition.

Government Approvals, Licenses and Permits

The implementation of projects require various government permits, approval and clearances from various municipal, city, regional and national government authorities and offices, such as, among others, the Development Permit, Certificate of Registration, License to Sell and in certain instances, the Environment Compliance Certificate. Accordingly, any delays in obtaining such government permits, approvals and clearances may affect the Company's projects.

The Company is taking every effort to ensure that it will comply with all the requirements in a timely and orderly manner in securing the approval, permits and licenses. It intends to secure the necessary documentation within a reasonable period of time.

Political and Economic Factors

In general, the profitability of the Company depends on the overall demand for Company's products which in turn is affected by political and economic factors. Any political instability in the future may have a negative effect on the viability of real estate companies. Economic factors such as substantial increases in interest and financing costs may dampen the overall demand for Company's products in the future, thus affecting the Company's profitability.

Credit Risk

Generally, the Group's credit risk is attributable to trade receivables, advances to related party and other financial assets. The Group maintains defined credit policies and continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. We don't transfer title or turnover without full payment. 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.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the consolidated statements of financial position.

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 arising from day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week, as well as on the basis of a rolling 30-day projection.

Long-term needs for a six-month and one-year period 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 or short-term marketable securities. 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.

Interest Rate Risk

The Group's interest rate risk management policy centers on reducing the overall interest expense and exposure to changes in interest rates.

The Group follows prudent policies in managing its exposures to interest rate fluctuation, and constantly monitors its exposure to fluctuation in interest rates to estimate the impact of interest rate movements on its interest expense.

Foreign Exchange Risk

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposure to currency exchange rates arises mainly from the Group's U.S. dollar-denominated cash and cash equivalents, which have been used to fund new projects.

In Management's assessment the foreign currency risks related to these U.S dollar-denominated cash and cash equivalents are not material.

As of December 31, 2016, the Group has no outstanding foreign denominated loans.

ITEM 2. PROPERTIES

The GERI Group has a landbank of approximately 2,600 hectares .

These land bank held for future development are strategically located in various parts of the country, but a large portion is located in Sta. Barbara in Iloilo, Boracay, Laurel and Nasugbu in Batangas, Southwoods, Laguna, and Cagayan de Oro.

Part of the landbank is under joint venture with different landowner partners.

The inventory portfolio of the Company consists mainly of inventory also strategically located in various parts of the country but mainly in Iloilo, Boracay, Nasugbu and Laurel, Batangas, Laguna and Las Piñas. Real estate and golf club and resort shares for sale and land held for future development are valued at the lower of cost or net realizable value in conformity with PAS 2 "Inventories". Cost includes the acquisition cost of the land plus all costs directly attributable to the acquisition for projects where the Company is the landowner, and includes actual development cost incurred up to balance sheet date for projects where the Company is the developer. Net realizable value is the selling price in the ordinary course of business less cost to complete and to market. A valuation allowance is provided for real estate and golf club and resort shares for sale and land held for future development when the net realizable values of the properties are less than the carrying costs.

The GERI Group has adequate landbank for its long-term development requirements. It is, however, open to new land acquisitions in strategic growth areas. Funding for these acquisitions will be internally generated.

The GERI Group has real estate inventories in its various developments including the following:

PROJECT NAME	LOCATION	LIMITATIONS ON OWNERSHIP	DEVELOPER
Alabang West	Las Piñas City	Joint Venture	GERI
Belmont Hotel Boracay	Malay, Aklan	None	GERI
Chancellor Hotel Boracay	Malay, Aklan	None	GERI
Newcoast Boutique Hotel	Malay, Aklan	Joint Venture	GERI/OPI
Newcoast Shophouse District	Malay, Aklan	Joint Venture	GERI/OPI
Newcoast Village	Malay, Aklan	None	GERI
Oceanway Residences	Malay, Aklan	None	GERI
Savoy Hotel Boracay	Malay, Aklan	None	GERI
Holland Park	Biñan, Laguna	Joint Venture	GERI
Pahara at Southwoods	GMA, Cavite	Joint Venture	GERI
Sta. Barbara Heights Residential Estate	Sta. Barbara, Iloilo	Joint Venture	GERI
Domaine Le Jardin	Laurel, Batangas	None	Twin Lakes
Lucerne at Domaine Le Jardin	Laurel, Batangas	None	Twin Lakes
Vineyard Residences	Laurel, Batangas	None	Twin Lakes
Shopping Village	Laurel, Batangas	None	Twin Lakes
Vineyard Manor	Laurel, Batangas	None	Twin Lakes
8 Sto. Domingo Place	Quezon City	Joint Venture	FEPI
Caliraya Springs	Cavinti, Laguna	Joint Venture	FEPI
Cathedral Heights	Quezon City	Joint Venture	FEPI
Capitol Plaza	Quezon City	Co-development	FEPI
Fairways & Bluewater	Boracay, Aklan	None	FEPI
Forest Hills	Antipolo City	Joint Venture	FEPI
Goldridge Estate	Guiguinto, Bulacan	Joint Venture	FEPI
Holiday Homes	Gen. Trias, Cavite	Joint Venture	FEPI
Magnificat Executive Village	Lipa, Batangas	Joint Venture	FEPI
Mango Orchard Plantation	Naic, Cavite	Joint Venture	FEPI
Manila Southwoods	Carmona and GMA Cavite	Joint Venture	FEGDI/FEPI
Monte Cielo De Naga	Naga City	Joint Venture	FEPI
Monte Cielo De Peñafrancia	Naga City	Joint Venture	FEPI
Mountain Meadows	Cagayan De Oro	Joint Venture	FEPI
Newport Hills	Lian, Batangas	Joint Venture	FEPI
Nasugbu Harbour Town	Nasugbu, Batangas	Joint Venture	FEPI
Northpointe	Baguio City	Joint Venture	FEPI
Palacio Real	Calamba, Laguna	Joint Venture	FEPI
Palmridge Point	Talisay, Batangas	Joint Venture	FEPI
Parco Bello	Muntinlupa City	Joint Venture	FEPI
Plaridel Heights	Plaridel, Bulacan	Joint Venture	FEPI
Puerto Del Mar	Lucena City	Joint Venture	FEPI
Residencia Lipa	Lipa, Batangas	Joint Venture	FEPI
Riverina	San Pablo City	Joint Venture	FEPI
Tierra Vista	Lipa, Batangas	Joint Venture	FEPI
Windsor Heights	Tagaytay	Joint Venture	FEPI

The GERI Group has hotel properties in Fairways & Bluewater, Boracay as listed below:

BUILDING NAME
Villa Maria
Villa Margarita
Villa Michaela

Villa Lucia
Villa Catalina
Villa Vittoria
Villa Muligan

ITEM 3. LEGAL PROCEEDINGS

The Company and its subsidiaries are parties to certain lawsuits or claims arising from the ordinary course of business. The management and legal counsel believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements, and thus, no provision has been made for these contingent liabilities.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Except for the matters taken up during the Annual Meeting of Stockholders, there was no other matter submitted to a vote of security holders during the period covered by this report, through the solicitation of proxies or otherwise.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

ITEM 5. MARKET FOR ISSUER’S COMMON EQUITY AND RELATED STOCKHOLDERS’ MATTERS

Market price information

The common shares of the Company are traded on the Philippine Stock Exchange (“PSE”) under the symbol of GERI.

	Philippine Stock Exchange	
	Average Closing Price per Share	
	(₱) 1.05	
2016	High	Low
<u>First Quarter</u>	1.06	1.04
<u>Second Quarter</u>	0.99	0.97
<u>Third Quarter</u>	1.02	1.00
<u>Fourth Quarter</u>	1.00	0.99
2015		
First Quarter	1.83	1.47
Second Quarter	1.22	1.20
Third Quarter	1.02	1.00
Fourth Quarter	1.03	1.01

2014		
First Quarter	2.12	1.22
Second Quarter	2.25	1.78
Third Quarter	2.18	1.91
Fourth Quarter	2.06	1.59

The market capitalization of GERI as of 29 December 2016 based on the closing price at Php1.00 per share of GERI's shares at that date, was approximately Php10.986 billion. The price information as of the close of the latest practicable trading date March 31, 2017 is Php0.96 per share.

Stockholders

GERI has a total of about 4,287 common shareholders as of December 31, 2016.

TOP 20 STOCKHOLDERS AS OF DECEMBER 31, 2016

<u>No.</u>	<u>STOCKHOLDER</u>	<u>NO. OF SHARES</u>	<u>% OF OWNERSHIP</u>
1	MEGAWORLD CORPORATION	9,042,732,139 ¹	82.311%
2	PCD NOMINEE CORPORATION (FILIPINO)	1,383,304,197	12.592%
3	FIL-ESTATE.MANAGEMENT INC.	400,090,998 ²	3.642%
4	PCD NOMINEE CORPORATION (FOREIGN)	62,690,381	0.571%
5	GREENFIELD DEVELOPMENT CORPORATION	8,640,000	0.079%
6	THE ANDRESONS GROUP, INC.	8,000,000	0.073%
7	LUCIO W. YAN	5,755,000	0.052%
8	ROMEO G. ROXAS	3,716,000	0.034%
9	AVESCO MARKETING	3,512,106	0.032%
10	RBL FISHING CORPORATION	2,924,998	0.027%
11	WILBUR CHAN	2,611,825	0.024%
12	GILMORE PROPERTY MARKETING ASSOCIATES, INC.	1,983,000	0.018%
13	FEDERAL HOMES, INC.	1,939,860	0.018%

¹ Data refers to direct and indirect shares. Direct shares consist of 8,859,398,139 while indirect shares consist of 183,334,000.

² Data refers to direct and indirect shares. Direct shares consist of 396,910,946 while indirect shares consist of 3,180,052.

14	FRITZ L. DY	1,813,500	0.017%
15	DYNALAND PROPERTIES & DEVELOPERS, INC.	1,700,001	0.015%
16	ROBERT JOHN L. SOBREPENA	1,617,485	0.015%
17	MAXIMINO S. UY &/OR LIM HUE HUA	1,478,400	0.013%
18	SALLY C. ONG PAC	1,345,500	0.012%
19	EQL PROPERTIES, INC.	1,317,420	0.012%
20	BINGSON U. TECSON	1,239,000	0.011%
	TOTAL	10,938,411,810	99.57%

Dividends

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, which 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 of the outstanding capital stock of the shareholders at a shareholders' meeting called for such purpose.

The Corporation Code prohibits stock corporations from retaining surplus profits in excess of 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.

The retained earnings account as of December 31, 2016 amounting to Php6.90 billion and Php5.91 billion in December 2015 is restricted from being declared as dividends to the extent of the undistributed net earnings of subsidiaries and associates. No declaration of cash dividends was made in the last three (3) years.

Recent Sales of Unregistered or Exempt Securities (including recent issuance of securities constituting an exempt transaction)

- On 23 September 2011, the Board of Directors of the Company approved an Executive Stock Option Plan, which was ratified on 8 November 2011 by stockholders representing at least 2/3 of the outstanding capital stock of the Company.

Pursuant to the ESOP, on February 16, 2012, the Company granted the option to its key company directors and executives to subscribe to 100 million shares of the Company, at an exercise price of Php1.93 (1st Tranche). On the basis of the sale to less than twenty persons, A Notice of Exempt Transaction (SEC Form 10.1) was filed with the SEC on March 21, 2012.

- On 18 February 2013, the Company granted another option to key company executives to subscribe to an additional 100 million common shares of the Company at an exercise price of Php1.69 (2nd tranche). On the basis of the sale to less than twenty persons, A Notice of Exempt Transaction (SEC Form 10.1) was filed with the SEC on 21 March 2013.
- On 7 March 2014, the Company granted options to key company executives to subscribe to 100 million common shares of the Company at an exercise price of Php1.50 (3rd tranche). On the basis of the sale to less than twenty persons, A Notice of Exempt Transaction (SEC Form 10.1) was filed with the SEC on March 18, 2014.
- On 9 March 2015, the Company granted another option to key company executives to subscribe to an additional 50 million common shares of the Company at an exercise price of Php1.65 (4th tranche). On the basis of the sale to less than twenty persons, a Notice of Exempt Transaction (SEC Form 10.1) was filed with the SEC on April 7, 2015.
- On 17 June 2016, the Company granted another option to key company executives to subscribe to an additional 50 million common shares of the Company at an exercise price of Php1.00 (5th tranche). On the basis of the sale to less than twenty persons, a Notice of Exempt Transaction (SEC Form 10.1) was filed with the SEC on July 15, 2016.

No underwriters were involved in the sales of the above unregistered or exempt securities.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Key Performance Indicators

LIQUIDITY RATIOS

	December 31, 2016	December 31, 2015
Current Ratio	3.31	3.93
Quick Ratio	0.94	1.07

Current Ratio (Current Assets/Current Liabilities)

Liquidity ratio measures a company's ability to pay short-term obligations.

Quick Ratio (*Cash and cash equivalents + Current Trade receivables/ Current Liabilities*)

It measures a company's ability to meet its short-term obligations with its most liquid assets.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2016	December 31, 2015
Debt to Total Assets	38%	35%
Equity to Total Assets	62%	65%
Debt to Equity	61%	54%
Asset to Equity	1.61	1.54

Debt to Total Assets

It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets

It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity

It relates the exposure of the creditors to that of the owners.

Asset To Equity (Total Assets/Total Owner's Equity)

It measures the company's leverage.

ACTIVITY RATIOS

	December 31, 2016	December 31, 2015
Assets Turnover	9.85%	10.45%

Assets Turnover

It measures the level of capital investment relative to sales volume.

PROFITABILITY RATIOS

	December 31, 2016	December 31, 2015
Return on Equity	4.27%	3.36%
Return on Assets	2.18%	1.83%
Earnings per Share	₱ 0.088	₱ 0.066

Return on Equity (Net Income/Equity Attributable to Parent Company's shareholders)

It tests the productivity of the owners' investments.

Return on Assets (Net Income/Total Assets)

This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)

It indicates the earnings for each of the common shares held.

INTEREST COVERAGE RATIO

	December 31, 2016	December 31, 2015
Interest Coverage	₱18.88	₱15.79

Interest Coverage Ratio (Earnings before Interest and Income Tax/Interest Expense)
It measures how easily a company can pay interest on an outstanding debt.

Others

As of the year ended December 31, 2016, there are no material events and uncertainties known to management that would have an impact on the future operations such as:

- a. Known trends, demands, commitments, events or uncertainties that would have an impact on the Company;
- b. Material commitments for capital expenditures, the general purpose of such commitment and the expected sources of funds for such expenditures;
- c. Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on the net sales/revenues/income from continuing operations;
- d. Significant elements of income or loss that did not arise from the Company's continuing operations;
- e. Causes for any material changes from period to period in one or more line item of the Company's financial operations;
- f. Seasonal aspects that had a material effect on the financial condition or results of the operations;

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

Management's Discussion and Analysis of Results of Operations and Financial Conditions

Review for the year ended December 31, 2016

Results of Operations

For the year ended December 31, 2016 the Group's consolidated net income amounted to Php 1.08billion (inclusive of Php82.5 million non-recurring gain), a 27.51% increase from December 31, 2015 net income of Php 848.8million (inclusive of Php181.3 million non-recurring gain). Without the non-recurring gain, its net income rose to Php1.0 billion, a 49.8% increase year-on-year.

Consolidated total revenues amounted to Php5.7 billion. The bulk of revenues came from real estate sales, hotel operations, realized gross profit on prior year sale, rental income and finance and other income .The Group's registered sales came from sale of lots in Newcoast Shophouse District, Newcoast Boutique Hotel in Malay, Aklan, Sta. Barbara Heights in Iloilo City, Twin Lakes Domaine Le Jardin in Laurel, Batangas,

Pahara at Manila Southwoods, Alabang West in Daang Hari, Las Piñas and sale of condominium units in Newcoast Oceanway Residences, Savoy Hotel and Belmont Hotel in Boracay, Holland Park in Manila Southwoods and Vineyard Residences in Twin Lakes, Tagaytay.

Total cost and expenses amounted to Php4.7 billion, mainly from cost of real estate sales, cost of hotel operations, deferred gross profit on real estate sales and operating expenses resulting from aggressive marketing activities as well as other administrative and corporate overhead.

Financial Condition

The Group's financial position remained stable and with adequate capacity to support its growth. Total Assets of Php44 billion as of December 31, 2016 compared to Php40 billion as of December 31, 2015 posted an increase of Php4.7 billion or 12%.

Cash and cash equivalents increased by 7% from Php2.9 billion as of December 2015 to Php3.1 billion as of December 2016. Trade and other receivables increased by 26% mainly due to increase in installment real estate sales for the period. Advances to related parties decreased by 6% due to collection of Advances to related parties. Real estate and resorts shares for sale increased by 10%, from Php12 billion as of December 31, 2015 to Php13.2 billion as of December 31, 2016, mainly due to completion of on-going developments and new project launched for the year. Investment in associates decreased by 19% due to sale of partial ownership interest in BNHGI. Investment property increased by 107% due to on-going construction of building intended for lease. Prepayments and other assets increased by 12% from Php3.4 billion in December 2015 to Php3.8 billion in December 2016 mainly due to increase in advances to contractors and suppliers as down payment for services to be rendered and goods to be delivered in relation to various construction of real estate projects.

Interest bearing loans and borrowings increased by 96% or Php1.9 billion as of December 2016 as compared to December 2015 due to additional interest bearing loan. Trade and other payables decreased by 12% mainly due to payments made to contractors and suppliers. Reserve for property development increased by 24% due to increase in accrual of development cost for the year. Deferred income on real estate sales increased by 21% due to deferred gross profit from sales recognized for the year. Deferred Tax Liability also increased from Php465.6 million in December 2015 to Php543.3 million in December 2016. The 17% increase is due to increase in taxable temporary difference. Retirement benefit obligation increased by 32% from Php46 million in December 2015 to Php61 million in December 2016 due to accrual of additional retirement benefit. Other non-current liabilities increased from Php0.69 billion to Php1.06 billion mainly due to additional accrual of interest on redeemable preferred shares and increase in retention payable.

Shareholders' Equity increased from Php25.8 billion to Php27.5 billion due to net income for the year.

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

- 7% increase in Cash and cash equivalents – mainly due to proceeds of additional interest bearing loan to finance various project development of the Group.
- 26% increase in Trade and other receivable – mainly due to increase in installment sales booked during the year.
- 6% decrease in Advances to related parties – due to collection of Advances to related parties
- 10% increase in Real estate and resort shares for sale – due to increase in completion of on-going developments and new project launched for the year.
- 19% decrease in Investment in associates – due to sale of partial ownership interest in BNHGI
- 107% increase in Investment Property – due to on-going construction of building intended for lease.
- 12% increase Prepayments and other assets – mainly due to increase in advances to contractors and suppliers as down payment for services to be rendered and goods to be delivered in relation to various constructions of real estate projects.
- 96% increase in Interest-bearing loans and borrowings – due to additional interest bearing loan of parent company.
- 12% decrease in Trade and other payables – mainly due to payments made to contractors and suppliers
- 24% increase in Reserve for property development – due to additional accrual of development cost
- 21% increase in Deferred income on real estate sales – due to deferred gross profit from real estate sales recognized for the year
- 17% increase in Deferred tax liabilities – due to increase in taxable temporary difference
- 32% increase in Retirement benefit obligation – due to accrual of additional retirement benefit
- 52% increase in Other non-current liability – mainly due to additional accrual of interest on redeemable preferred shares and increase in retention payable.

Results of Operations

- 6% increase in Real estate sales – due to aggressive marketing.
- 75% increase in Rental income – mainly due to increase in occupancy of leasable area.
- 13% increase in Hotel operations – mainly due to increase in hotel occupancy
- 25% increase in Realized gross profit on prior years' real estate sales – due to increase in percentage of completion of on-going projects.
- 10% decrease in Service income – due to decrease in income from golf course maintenance

- 55% decrease in Gain on sale of investment in associate – due to lower income realized from sale of ownership interest in one associate
- 30% increase in Finance and other income – due to increase in realized interest income from amortization of Installment contract receivables
- 14% increase in Cost of real estate sales – due to increase in real estate sales recognized for the year.
- 21% increase in Cost of hotel operations – mainly due to increase in hotel revenue.
- 16% decrease in Cost of Services – mainly due to decrease in service income.
- 22% decrease in Deferred gross Profit on real estate sales – mainly due to real estate sales recognized for the period from projects with higher percentage of completion
- 58% decrease in Equity share in net losses of associates – due to decrease in net loss of associates recognized for the year.
- 6% increase in Finance cost and other charges – due to interest expense from additional interest bearing loan.
- 31% increase in Income tax expense due to increase in taxable income

Review for the year ended December 31, 2015

Results of Operations

For the year ended December 31, 2015 the Group's consolidated net income amounted to Php 848.8million (inclusive of Php181.3 million non-recurring gain), a 0.9% decrease from December 31, 2014 net income of Php856.5 million (inclusive of Php377 million non-recurring gain). Without the non-recurring gain, its net income rose to Php667.5 million, a 39% increase year-on-year.

Consolidated total revenues amounted to Php5.4 billion. The bulk of revenues came from real estate sales, hotel operations, realized gross profit on prior year sale, gain on sale of investment in associate and finance and other income .The Group's registered sales came from sale of lots in Newcoast Shophouse District, Newcoast Boutique Hotel in Malay, Aklan, Sta. Barbara Heights in Iloilo City, Twin Lakes Domaine Le Jardin in Laurel, Batangas, Pahara at Manila Southwoods, Alabang West in Daang Hari, Las Piñas and sale of condominium units in Newcoast Oceanway Residences, Savoy Hotel and Belmont Hotel in Boracay and Holland Park in Manila Southwoods. Rental income increased mainly due to opening of Shopping Village in Tagaytay.

Total cost and expenses amounted to Php4.5 billion, mainly from cost of real estate sales, cost of services, deferred gross profit on real estate sales and operating expenses resulting from aggressive marketing activities as well as other administrative and corporate overhead.

Financial Condition

The Group's financial position remained stable and with adequate capacity to support its growth. Total Assets of Php40 billion as of December 31, 2015 compared to Php34 billion as of December 31, 2014 posted an increase of Php6 billion or 18%.

Trade and other receivables increased by 83% mainly due to increase in installment real estate sales for the period. Real estate and resorts shares for sale increased by 11%, from Php10.9 billion as of December 31, 2014 to Php12 billion as of December 31, 2015, mainly due to completion of on-going developments and new project launched for the year. Property development cost decreased by 11% mainly due to reclassification to Investment property and Real estate and resorts shares for sale. Investment in associates decreased by 16% due to partial sale of ownership interest in BNHGI. Investment property increased by 416% due to construction of building for lease and reclassification of land development that are intended for lease. Prepayments and other assets increased by 61% from Php1.1 billion in December 2014 to Php1.7 billion in December 2015 mainly due to acquisition of development rights over a land owned by government entity.

Interest bearing loans and borrowings increased by 900% or Php1.8 billion as of December 2015 as compared to December 2014 due to additional interest bearing loans. Trade and other payables increased by 16% mainly due to increase in payables to contractors and suppliers. Customer's deposit increased from Php1.28 billion in December 2014 to Php1.67 billion as of December 2015, due to collection from existing buyers and new reservation sales for the year. Advances from related parties increased by 10% mainly due to additional advances obtained from parent company. Reserve for property development increased by 40% due to increase in accrual of development cost for the year. Deferred Income on real estate sales increased by 58% due to deferred gross profit from sales recognized for the year. Due to joint venture partners increased by 81% due to the share of JV partners from proceeds of sales. Deferred Tax Liability also increased from Php239.5 million in December 2014 to Php465.6 million in December 2015. The 94% increase is due to increase in taxable temporary difference. Retirement benefit obligation decreased by 21% from Php58 million in December 2014 to Php46 million in December 2015 due to payment of retirement benefit. Other non-current liabilities increased from Php143.3 million to Php447.6 million mainly due to advance rental from the lease of land related to the acquired development rights.

Shareholders' Equity increased from Php24.5 billion to Php25.8 billion due to net income for the year.

Material Changes in the year ended December 31, 2015 Financial Statements
(Increase/decrease of 5% or more versus December 31, 2014)

Financial Position

- 83% increase in Trade and other receivable mainly due to increase in real estate sale
- 11% increase in Real estate and resort shares for sale due to increase in completion of on-going developments and new project launched for the year.
- 11% decrease in Property development cost due to reclassification to other accounts
- 16% decrease in Investment in Associates due to additional sale of ownership interest in BNHGI

- 416% increase in Investment Property due to construction of building and reclassification of land development that are intended for lease.
- 61% increase Prepayments and other assets mainly due to acquisition of development rights
- 900% increase in Interest-bearing loans and borrowings due to additional interest bearing loan of parent company and one subsidiary
- 16% increase in Trade and other payables mainly due to increase in payables to contractors and suppliers
- 30% increase in Customers' deposits due to collection from existing buyers and new reservation sales
- 10% increase in Advances from Related Party due to additional advances obtained from parent company
- 40% increase in Reserve for property development due to additional accrual of development cost
- 58% increase in Deferred income on real estate sales due to deferred gross profit from real estate sales recognized for the year
- 81% increase in Due to joint venture due to collection of share of Joint venture partners from proceeds of sales
- 94% increase in Deferred tax liabilities due to increase in taxable temporary difference
- 21% decrease in Retirement benefit obligation due to payment of retirement benefit
- 148% increase in other non-current liability mainly due to advance rental from the lease of land related to the acquired development rights.

Results of Operations

- 103% increase in Real Estate Sales due to aggressive marketing.
- 32% increase in Rental Income mainly due to opening of Twin Lakes Shopping Village in Laurel, Batangas.
- 46% increase in Realized gross profit on prior years' real estate sales due to increase in percentage of completion of on-going projects.
- 19% decrease in Service income due to decrease in income from golf course maintenance
- 100% decrease in Gain on deconsolidation of a subsidiary due to one-time transaction in 2014
- 100% increase in Gain on sale of investment in associate due to partial sale of ownership interest in one associate
- 12% increase in finance and other income due to increase in realized interest income from amortization of Installment contract receivables
- 114% increase in Cost of Real Estate Sales due to increase in real estate sales recognized for the period.
- 73% increase in Deferred Gross Profit on Real Estate Sales mainly due to increase in real estate sales from projects that are still being developed

- 43% increase in Cost of Hotel Operations mainly due to increase in costs directly related to hotel operations.
- 16% decrease in Cost of Services mainly due to decrease in service income.
- 68% increase in Operating expenses mainly due to increase in commission expense, marketing and other administrative expenses.
- 6% increase in Equity share in net losses of associates due to increase in net loss of associates recognized for the year.
- 12% increase in Finance cost and other charges due to interest expense on Interest bearing loans.
- 123% increase in Income Tax expense due to increase in taxable income

Review for the year ended December 31, 2014

Results of Operations

For the year ended December 31, 2014 the Group's consolidated net income amounted to Php856.5 million (inclusive of Php377 million non-recurring gain), a 151% increase from December 31, 2013 net income of Php340.9 million. Without the non-recurring gain, its net income rose to Php480 million, a 41% increase year-on-year.

Consolidated total revenues amounted to Php3.36 billion. The bulk of revenues came from real estate sales, hotel operations and gain on deconsolidation of a subsidiary. Real estate sales came from the sale of residential subdivision lots amounting to Php2.05 billion. The Group's registered sales came from sale of lots in Newcoast Shophouse District, Boutique Hotel and The Village in Malay, Aklan, Sta. Barbara Heights in Iloilo City, Twin Lakes Domaine Le Jardin in Laurel, Batangas, Pahara at Manila Southwoods, Ecocentrum Business Park in Biñan, Laguna and Alabang West in Daang Hari, Las Piñas, and sale of condominium units in Newcoast Oceanway Residences and Savoy Hotel in Boracay.

Total cost and expenses amounted to Php2.35 billion, mainly from cost of real estate sales, cost of services, deferred gross profit on real estate sales and operating expenses resulting from aggressive marketing activities as well as other administrative and corporate overhead.

Financial Condition

The Group's financial position remained stable. Total Assets of Php34 billion as of December 31, 2014 compared to Php31 billion as of December 31, 2013 posted an increase of Php2.6 billion or 8%.

Cash and cash equivalents decreased by 33% from Php4.47 billion in December 2013 to Php3.01 billion as of December 31, 2014 due to payments made to contractors and suppliers for project development. Trade and other receivables increased by 60% mainly due to real estate sale of recognized sales for the period. Advances to related parties increased from Php929 million in December 2013 to Php1.01 billion in

December 2014. The 16% increase is due to the advances made to BNHGI, which is re-classified to associate. Real estate and resorts shares for sale increased by 18%, from Php9.2 billion as of December 31, 2013 to Php10.9 billion as of December 31, 2014, due to construction of various projects. Investment in associates increased by 105% due to deconsolidation of BNHGI. Investment properties increased by 6% due to construction of a building, which is intended for lease.

Interest-bearing loan of Php200 million is a short-term interest-bearing loan of one subsidiary. Trade and other payables increased by 29% mainly due to increase in payables to contractors and suppliers. Customer's deposit decreased from Php1.5 billion in December 31, 2013 to Php1.28 billion as of December 31, 2014, due to sales recognized for the year. Advances from related parties decreased by 8% due to payments made to related parties. Reserve for property development increased by 77% due to increase in accrual of development cost for the year. Deferred Income on real estate sales increased by 45% due to deferred gross profit from sales recognized for the year. Due to joint venture partners increased by 8% due to the share of JV partners in proceeds of sale. Deferred Tax Liability also increased from Php200.8 million in December 2013 to Php239.52 million in December 2014. The 19% increase is due to increase in taxable temporary difference. Retirement benefit obligation increased by 40% from Php41.5 million in December 2013 to Php58 million in December 2014 due to additional accrual of retirement obligation. Other non-current liabilities increased from Php63.9 million to Php143.3 million mainly due to accrual of interest on preferred shares.

Shareholders' Equity increased from Php23.6 billion to Php24.5 billion due to net income for the year.

**Material Changes in the year ended December 31, 2014 Financial Statements
(Increase/decrease of 5% or more versus December 31, 2013)**

Financial Position

- 33% decrease in Cash and cash equivalents due to payments made to contractors and suppliers for project development.
- 60% increase in Trade and other receivable mainly due to increase in real estate sale
- 16% increase in Advances to related parties due to advances made to BNHGI which is re-classified as associate
- 18% increase in Real estate and resort shares for sale due to additional construction costs of various projects
- 105% increase in Investment in Associates due to deconsolidation of a subsidiary
- 6% increase in Investment Property due to construction of a building, which is intended for lease.
- 100% increase in Interest-bearing loan due to short-term interest bearing loan of one subsidiary
- 29% increase in Trade and other payables mainly due to increase in payables to contractors and suppliers
- 13% decrease in Customers' deposits due to sales recognized for the year

- 8% decrease in Advances from Related Party due to payments made to related parties
- 77% increase in Reserve for property development due to additional accrual of development cost
- 45% increase in Deferred income on real estate sales due to deferred gross profit from real estate sales recognized for the year
- 8% increase in Due to joint venture due to share of JV partner from proceeds of sales
- 19% increase in Deferred tax liabilities due to increase in taxable temporary difference
- 40% increase in Retirement benefit obligation due to accrual of retirement benefit
- 124% increase in Other non-current liability mainly due to accrual of interest on preferred shares

Results of Operations

- 139% increase in Sale of Real Estate Sales due to aggressive marketing.
- 27% Decrease in Rental Income due to some investment property that is no longer for lease and re-classified as inventory for sale.
- 9% decrease in Hotel Operations due to decrease in occupancy rate.
- 18% increase in Realized gross profit on prior years' real estate sales due to increase in % of completion of on-going projects.
- 25% increase in Service income due to increase in income from golf course maintenance
- 100% increase in Gain on deconsolidation of a subsidiary due to sale of 40% ownership interest of FEPI from BNHGI that resulted to lose of control and deconsolidation from the Group
- 43% increase in finance and other income due to increase in other income
- 136% increase in Cost of Real Estate Sales due to increase in real estate sales
- 195% increase in Deferred Gross Profit on Real Estate Sales mainly due to increase in real estate sales from projects that are still being developed
- 8% decrease in Cost of Hotel Operations mainly due to decrease in hotel revenue.
- 27% increase in Cost of Services mainly due to increase in service income.
- 41% increase in Operating expenses mainly due to increase in marketing and other administrative expenses.
- 64% increase in Equity share in net losses of associates due to increase in net loss of associates recognized for the year.
- 28% increase in Finance cost and other charges due to accrual of interest on preferred shares
- 38% increase in Income Tax expense due to increase in taxable income

ITEM 7. FINANCIAL STATEMENTS

The consolidated financial statements for the year ended December 31, 2016, December 31, 2015, and December 31, 2014 of the Company are incorporated herein duly signed by the external auditors.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Independent Public Accountants

In compliance with SEC Memorandum Circular No. 8, Series of 2003, and the Company's Manual of Corporate Governance, which require that the Company's external auditor be rotated or the handling partner changed every five (5) years or earlier, the Company's Board of Directors approved, on June 30, 2016, the designation of Punongbayan and Araullo as the external auditor for the audit of the financial statements of the Company for the year ending 31 December 2016.

For the years 2012 to 2015, the partner designated is Mr. Nelson Dinio while for the year 2016, the partner designated is Mr. Renan Piamonte, both of whom are Audit and Assurance partners of Punongbayan and Araullo.

Changes in Disagreements with Accountants on Accounting and Financial Disclosure

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 at its subsidiaries.

External Audit Fees and Services

For the audit of the registrant's financial statements and services that are normally provided by the external auditors in connection with statutory and regulatory filings for the calendar year report of 2016, 2015, and 2014, fee was approximately Php1.232 million, Php1.10 million, and Php1.092 million, respectively.

No other assurance and related services have been rendered by the external auditors to the registrant other than the items discussed above.

PART III – CONTROL AND COMPENSATION INFORMATION

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS

The table sets forth each member of the Company’s Board:

Name	Age	Citizenship	Position
Andrew L. Tan	67	Filipino	Chairman & CEO
Lourdes T. Gutierrez-Alfonso	53	Filipino	Managing Director
Monica T. Salomon	48	Filipino	President
Ferdinand T. Santos	66	Filipino	Director
Wilbur L. Chan	57	Filipino	Director
Jesus B. Varela	60	Filipino	Independent Director
Alain A. Sebastian	41	Filipino	Director
Gerardo C. Garcia	75	Filipino	Independent Director
Kevin Andrew L. Tan	37	Filipino	Director

The table below sets forth GERI’s executive officers in addition to its executive directors listed above (as of December 31, 2016):

Name	Age	Citizenship	Position
Lailani V. Villanueva	37	Filipino	Chief Finance Officer and Compliance Officer
Marie Emelyn Gertrudes C. Martinez	52	Filipino	EVP for Legal
Jennifer L. Romualdez	47	Filipino	FVP – Head of Operations
Karen B. Maderazo	38	Filipino	VP for Human Resources
Catherine D. Marcelo	42	Filipino	VP for Corporate Services
Dominic V. Isberto	42	Filipino	Corporate Secretary
Rolando D. Siatela	56	Filipino	Asst. Corporate Secretary

Board of Directors

ANDREW L. TAN, Filipino, 67 years old, was first elected as Chairman of the Board and Chief Executive Officer of the Company on 12 January 2011. He is also the Chairman of the Board of Alliance Global Group, Inc. since 2006 and of Emperor Inc. since August 28, 2013. He has broad experience in the real estate, food and beverage, and quick service restaurants industries. Dr. Tan is concurrently the Chairman of the Board and President of Megaworld Corporation, He is also the Chairman of Empire East Land Holdings, Inc., Suntrust Properties, Inc., and a director of Travellers International Hotel Group, Inc., Fairways & Bluewater Resort Golf &

Country Club, Inc. and Twin Lakes Corporation. He is also a Vice Chairman and Treasurer of Golden Arches Development Corporation, the holder of the McDonald's Philippine franchise. Dr. Tan graduated Magna Cum Laude from the University of the East with a degree of Bachelor of Science in Business Administration.

LOURDES T. GUTIERREZ-ALFONSO, 53 years old, was first elected as Director of the Company on 30 June 2011. Effective 01 March 2015, she was appointed as the Company's Managing Director in a concurrent capacity to oversee the Company's business performance and lead in the formulation of overall strategic direction, plans, and policies for the Company. She is currently the Chief Operating Officer of Megaworld Corporation. Ms. Gutierrez joined Megaworld in 1990. She is a Certified Public Accountant and is a member of Megaworld's Management Executive Committee. Ms. Gutierrez graduated Cum Laude from the Far Eastern University with the degree of Bachelor of Science major in Accounting. She is the Chairman of Megaworld's property management arm, First Oceanic Property Management, Inc. and Eastwood Cinema 2000, Inc. She is currently the Director and Vice Chairman of Suntrust Properties, Inc. and a director of Forbes Town Properties & Holdings, Inc., Megaworld Resort Estates, Inc., Oceantown Properties, Inc., Prestige Hotels & Resorts, Inc. and Lucky Chinatown Cinemas, Inc., Oceanfront Properties, Inc., Megaworld Global-Estate, Inc., Boracay Newcoast Hotel Group, Inc., Twin Lakes Corporation, and Fil-Estate Urban Dev't Corp. She is a trustee and Corporate Secretary of Megaworld Foundation, Inc.

MONICA T. SALOMON, 48 years old, was elected Director and President of the Company on 01 March 2015. Prior to joining GERI, she was Head of Megaworld's Corporate Management Division and spearheaded strategic real estate acquisitions and joint ventures for the Megaworld Group. She was also a member of Megaworld's Management Executive Committee, which is responsible for the development and execution of the Group's corporate strategies, policies and initiatives. She holds directorships in various Megaworld and GERI subsidiaries including Twin Lakes Corporation, Megaworld-Global Estate, Inc., Southwoods Ecocentrum Corp., Southwoods Mall, Inc., Prestige Hotels & Resorts, Inc., Luxury Global Hotels and Leisure, Inc., Oceantown Properties, Inc., Eastwood Property Holdings, Inc., Megaworld Cebu Properties, Inc., Megaworld Resort Estates, Inc., and Megaworld Foundation, Inc. She obtained her Bachelor of Laws in 1994 from University of the Philippines.

WILBUR L. CHAN, Filipino, 57 years old, was first elected as Director of the Company on 12 January 2011. He also serves as Director for Hotels and Clubs and is currently the Chairman of Fairways & Bluewater Resorts Golf & Country Club, Inc. and Fil-Estate Urban Development Corporation. He is also Director in Southwoods Ecocentrum Corporation and Uni-Asia Properties, Inc. He has a Masteral Degree in Business Management at Asian Institute of Management, Master Degree in National Security Administration (Silver Medalist) at National Defense College of the Philippines and a Degree in Command & General Staff Course at Command & General Staff College.

FERDINAND T. SANTOS, Filipino, 66 years old, was elected as Director of the Company since its incorporation in 1994. He served as the Company's President until

his retirement on 28 February 2015. He is also the President of Fil-Estate Management Inc., Fil-Estate Development Inc., Fairways & Bluewater Resort Golf & Country Club, Inc., Newport Hills Golf Club, Inc., St. Benedict Realty & Development Inc., Royal Jade Memorial Inc., and Mt. Zion Memorial Inc. He graduated from Arellano University with Bachelor of Arts degree in 1970 and took his Bachelor of Laws at San Beda College where he graduated Valedictorian and Magna Cum Laude in 1974. He was a topnotcher in the 1974 Philippine Bar (2nd Place).

KEVIN ANDREW L. TAN, 37 years old, was elected as Director on 26 June 2014. He has served as Director of Alliance Global Group, Inc. since April 20, 2012. He is concurrently a Director of listed company Empire East Land Holdings, Inc. and Emperor Distillers, Inc., Alliance Global Brands, Inc., Anglo Watsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperor Brandy, Inc., Southwoods Ecocentrum Corp., Twin Lakes Corporation and Southwoods Mall, Inc. He has over 11 years of experience in retail leasing, marketing and operations. He currently heads the 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. Mr. Tan holds a Bachelor of Science Business Administration degree, major in Management, from the University of Asia and the Pacific.

ALAIN A. SEBASTIAN, Filipino, 41, is currently an Assistant Vice President of Megaworld Corporation since 2012. He is primarily responsible for various business development activities of Megaworld, and also acts as director and corporate secretary for some of the company's subsidiaries and affiliates and several of its building administration companies. He was previously a director of Global-Estate Resorts, Inc. from June 2014 until February 28, 2015. Prior to Megaworld, he worked at Globe Telecom as Head of SME Segment Marketing. A seasoned relationship and project manager, he has held key roles in marketing, finance, and sales. He holds a Bachelor's degree in Management Economics from the Ateneo de Manila University as well as a Master's degree in Business Administration from the Asian Institute of Management.

GERARDO C. GARCIA, Filipino, 75 years old, was elected as Independent Director of the Company on 01 August 2011. He concurrently serves as Independent Director in the boards of Megaworld Corporation, Empire East Land Holdings, Inc., Megaworld Land, Inc., and Suntrust Properties, Inc. He is also a director of Philippine Tech. & Development Ventures, Inc. From October 1994 to December 1997, Mr. Garcia previously served as President of Empire East Land Holdings, Inc. Prior to joining Empire East Land Holdings, Inc., Mr. Garcia served as Executive Vice President of UBP Capital Corporation. He holds a bachelor's degree in Chemical Engineering and a Masters Degree in Business Administration from the University of the Philippines.

JESUS B. VARELA, Filipino, 60 years old, was elected as Independent Director on 30 June 2016. He graduated with an Economics degree in 1979 from Ateneo de

Manila University. He attended training courses in Labor Administration and Policy Formulation under the International Labor Organization/ARPLA program, the Corporate Planning Course at the Center for Research Communication, Foreign Exchange Training by Metro Bank and Forex Club of the Philippines, Systems Analysis by the Presidential Management Staff, Asian Productivity Seminar and other in-house seminars conducted by the Department of Labor and the Development Academy of the Philippines. He is presently the Chairman of Committee on Trade, Committee on Intellectual Property and Bureau of Customs Consultative Group of Philippine Chamber of Commerce and Industry. He is also the Director General of International Chamber of Commerce Philippines. Currently, he is the President of Philippine Greek Business Council, Philippine Peru Business Council and Advancement of Workers' Awareness Regarding Employment (AWARE) Foundation, Inc. He is also a Trustee in Home Mutual Development Fund (PAGIBIG) and a Member of Committee for Accreditation of Cargo Surveying Companies. Apart from his previous government experience, he used to be the Managing Director of SAS Holdings Co., Vice President- International Operations of Catleya Manning Corp. and President of Manila Center. He also previously worked as a Marketing Director for FELA Sales International and a Management Consultant of ABL Consultancy and Management Svcs, Inc.

Nominees to the Board of Directors for election at the stockholders' meeting:

All incumbent directors.

Key Executive Officers

LAILANI V. VILLANUEVA, Filipino, 37 years old, is the Chief Finance Officer and Compliance Officer. She is a Certified Public Accountant with over 16 years of experience in accounting and finance. Prior to joining the Company, she was connected with Megaworld Corporation as a Senior Accounting Manager from 2007 until 2010. In 2011, she joined Global-Estate Resorts, Inc. as Comptroller. She is concurrently the Chief Financial Officer of Fairways and Bluewater Resort Golf and Country Club, Inc., Director and Chief Finance Officer of Southwoods Ecocentrum Corporation, Director of Southwoods Mall Inc. and Megaworld Global Estate Inc. Ms. Villanueva graduated from the College of the Immaculate Concepcion with a degree of Bachelor Science in Accountancy.

MARIE EMELYN GERTRUDES C. MARTINEZ, Filipino, 52 years old, is the Executive Vice President for Legal. She is also a Director of Fil-Estate Properties, Inc. and the Assistant Corporate Secretary of Fairways and Bluewater Resort Golf and Country Club, Inc. Before joining GERI, she was the Chief of Staff of the Office of COMELEC Commissioner Augusto C. Lagman. She was a Partner in Ponce Enrile Reyes & Manalastas (PECABAR) Law Offices and in Nisce Mamuric Guinto Rivera & Alcantara Law Offices. She was admitted to the Bar in 1991 after obtaining her Bachelor of Laws degree from University of the Philippines and her Bachelor of Arts major in Economics from the same university.

JENNIFER L. ROMUALDEZ, Filipino, 47 years old, is the Head of Operations Division of GERI. She joined GERI on July 1, 2012 as Vice President for Contracts and Procurement and in September 2012, she was appointed Vice President for

Contracts, Procurement and Project Management. Previously, she worked for Megaworld Corporation for nine (9) years in various capacities in the areas of procurement, contracts, construction management and interior design. After her Megaworld stint she served as Corporate Manager for Quantity Surveying & Tender of Ding Feng Real Estate Development Co., Ltd., Assistant Director for Marketing-Interior Design & Graphics of Ho Cheng (China) Co. Ltd., both in Shanghai, PRC and Consultant for the HCG Beijing Flagship Showroom project. She graduated from the University of the Philippines in Diliman, Quezon City with a degree in Bachelor of Science Major in Architecture. She completed and passed the Philippine Licensure Examination for Architects in 1993.

KAREN B. MADERAZO, Filipino, 38 years old, is the Vice President for Human Resources. She joined GERI on October 1, 2013. Prior to joining the Company, Ms. Maderazo served as the Senior Manager for Human Resources Division of Megaworld Corporation from May 2005 to September 2013. She also worked for Suyen Corporation from June 2003 to February 2005 as Training Specialist of the Personnel Department. She graduated from Centro Escolar University with a degree in Bachelor of Science in Psychology. She also took up 36 units of Master's degree in Psychology from Centro Escolar University from 2000 to 2003.

CATHERINE D. MARCELO, Filipino, 42 years old, is the Vice President for Corporate Services of the Company since 2011. Prior to joining the Company, she worked with Lufthansa Technik Philippines, Inc. and ABS-CBN Broadcasting Corporation as Human Resources Head. From May 1996 to July 2001, she has been the Human Resources Division Senior Supervisor and Recruitment Officer, Training and Development Officer, and Overall HR Officer for Fil-Estate Group of Companies. She graduated from University of Santo Tomas with a degree of BS in Psychology in 1996.

DOMINIC V. ISBERTO, 42 years old, Filipino, was elected as the Corporate Secretary and Asst. Corporate Information Officer of the Company on 12 January 2011. He is also the Corporate Secretary of Alliance Global Group, Inc., Emperador Inc., Twin Lakes Corporation, Suntrust Properties, Inc. and Eastwood City Estates Association, Inc. He is currently a Vice President for Corporate Advisory and Compliance of Megaworld Corporation, where he is primarily responsible for corporate advisory, compliance and regulatory matters, preparation and review of buyers' contracts, lease agreements, loan agreements, and other corporate contracts and agreements and the handling of legal cases. Mr. Isberto has experience in litigation and banking and corporate law. He has a degree in Management Engineering from the Ateneo de Manila University and obtained his Bachelor of Laws degree from the University of the Philippines.

ROLANDO D. SIATELA, 56 years old, Filipino was elected as Assistant Corporate Secretary of the Company on 12 January 2011. He concurrently serves in PSE-listed companies, Alliance Global Group, Inc. and Megaworld Corporation and Emperador Inc. as Assistant Corporate Secretary, and in Suntrust Home Developers, Inc. as Corporate Secretary and Corporate Information Officer. He is also the Assistant Vice President of Megaworld Corporation. Prior to joining Megaworld Corporation, he was employed as Administrative and Personnel Officer with Batarasa Consolidated, Inc.

and served as Assistant Corporate Secretary and Chief Administrative Officer of The Andresons Group, Inc. He is a member of the board of Asia Finest Cuisine, Inc., serves as Corporate Secretary of ERA Real Estate Exchange, Inc. and Oceanic Realty Group International, Inc. and as Documentation Officer of Megaworld Foundation.

Significant Employees

The Corporation considers its entire workforce as significant employees. The Corporation relies on the contribution of all employees to achieve its corporate objectives.

Family Relationships

Chairman Andrew L. Tan is the father of director Kevin Andrew L. Tan.

Involvement in Certain Legal Proceedings (over the past 5 years)

The Company has no knowledge of any of the following events that occurred during the past five (5) years up to the date of this report, which are material to an evaluation of the ability or integrity of any director or executive officer:

- a. None of them has been involved in any bankruptcy petition.
- b. None of them has been convicted by final judgment in a criminal proceeding or being subject to a pending criminal proceeding both domestic and foreign.
- c. None of them has been subject to any order, judgment or decree of any court of competent jurisdiction (domestic or foreign) permanently or temporarily, enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities.
- d. None of them has been 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.

ITEM 10. EXECUTIVE COMPENSATION

KEY EXECUTIVE OFFICERS

NAME	POSITION	YEAR	SALARY	Other Annual Compensation
A. Five Most Highly Compensated Officers Monica T. Salomon Wilbur L. Chan Emelyn C. Martinez Jennifer L. Romualdez Lailani V. Villanueva	President Director for Hotels and Clubs SVP-Legal FVP – Operations Chief Finance Officer	Estimated 2017	22Million	4Million
B. All other officers and directors as a group unnamed			12.1Million	2.5Million

NAME	POSITION	YEAR	SALARY	Other Annual Compensation
C. Five Most Highly Compensated Officers Monica T. Salomon Wilbur L. Chan Emelyn C. Martinez Jennifer L. Romualdez Lailani V. Villanueva	President Director for Hotels and Clubs SVP-Legal FVP – Operations Chief Finance Officer	2016	20.4Million	3.7 Million
D. All other officers and directors as a group unnamed			11.2Million	2.3 Million

NAME	POSITION	YEAR	SALARY	Other Annual Compensation
E. Five Most Highly Compensated Officer		2015	18Million	3.3 Million

Ferdinand T. Santos ³ Monica T. Salomon ⁴ Wilbur L. Chan	President (<i>retired</i>) President (<i>current</i>) Director for Hotels and Clubs			
Emelyn C. Martinez Jennifer L. Romualdez Catherine D. Marcelo	SVP-Legal FVP – Operations VP – Corp. Services			
F. All other officers and directors as a group unnamed			9.04Million	1.74 Million

The Company adopts a performance-based compensation scheme. The total annual compensation of the President and top four highly compensated executives amounted to Php24.1 Million in 2016 and 21.3 Million in 2015. The projected total annual compensation for the current year is Php26 million.

The total annual compensation paid to all senior personnel from AVP and up are all payable in cash. The total annual compensation includes the basic salary and 13th month pay.

The Company has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received as herein stated.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The Directors receive a per diem per attendance at board meetings.

On September 23, 2011, the Board of Directors of the Company approved an Executive Stock Option Plan and this was approved on November 8, 2011 by stockholders holding at least 2/3 of the outstanding capital stock. The purpose of the Plan is to enable the key Company executives, directors and senior officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company. The Plan is being administered by the Executive Compensation Committee of the Board.

Under the Plan, the Company shall initially reserve for exercise of stock options up to 500 million common shares of the Company's outstanding shares to be issued, in whole or in part, out of the authorized but unissued shares. Stock options may be granted within ten (10) years from the adoption of the Plan and may be exercised within seven (7) years from date of grant. The exercise price shall be at a 15% discount from the volume weighted average closing price of the Company's shares for twelve (12) months immediately preceding the date of grant. The options shall vest

³ Atty. Santos retired on 28 February 2015. Thus, Atty. Santos' salaries for January and February are still included in 2015.

⁴ Atty. Salomon was elected effective 01 March 2015.

within three (3) years from date of grant and the holder of an option may exercise only a third of the option at the end of each year of the three (3) year period. The Company shall receive cash for the stock options.

Pursuant to this ESOP, on February 16, 2012, the Company granted the option to its key company directors and executives to subscribe to 100 million shares of the Company, at an exercise price of Php1.93 (1st Tranche). On February 18, 2013, the Company granted another stock option to the same set of directors and officers for the same number of shares (100 million shares) at an exercise price of Php1.69 (2nd Tranche). On March 7, 2014, the Company granted another stock option to the same set of directors and officers for the same number of shares (100 million shares) at an exercise price of Php1.50 (3rd Tranche). On March 9, 2015 and June 17, 2016, the Company granted another stock option to certain key officers of the company for 50 Million shares for each tranche at an exercise price of Php1.65 (4th Tranche) and Php1.00 (5th Tranche), respectively.

The PSE approved the Company's application for the listing of 100,000,000 common shares (1st Tranche), an additional 100,000,000 common shares (2nd Tranche), an additional 100,000,000 common shares (3rd Tranche), an additional 50,000,000 common shares (4th Tranche), and an additional 50,000,000 common shares (5th Tranche) on May 25, 2012, January 28, 2014, June 17, 2014, July 24, 2015, and November 11, 2016, respectively.

An Option Holder may exercise in whole or in part his vested Option provided, that, an Option exercisable but not actually exercised within a given year shall accrue and may be exercised at any time thereafter but prior to the expiration of said Option's Life Cycle.

As of 31 December 2016, none of the Option Holders has exercised the options granted to them under the ESOP, and no underlying shares have been subscribed nor fully paid for by the Option Holders in connection therewith.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Record and Beneficial Owners

Security ownership of certain record and beneficial owners owning more than 5% of any class of the Corporation's voting securities as of 31 December 2016 are as follows:

Title of Class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent (Based in total shares)
Common Shares	Megaworld Corporation 28th Floor, The World Center, 330 Senator Gil Puyat Ave., Makati City	Megaworld Corporation	Filipino	9,042,732,139	82.311 %
Common shares	PCD Nominee Corporation (Filipino) 6/F MKSE Bldg. Ayala Avenue, Makati City	Various shareholders	Filipino	1,383,304,197	12.592 %

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.

Security Ownership of Management

As of December 31, 2016 common shares owned by all directors and executive officers of GERI, representing original issues and stock dividends are as follows:

Title of Class	Name of Beneficial Owner	Amount and nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Dr. Andrew L. Tan	2 (direct)	Filipino	0.00%
Common	Ferdinand T. Santos	30,007 (direct)	Filipino	0.00%
Common	Wilbur L. Chan	2,611,826 (direct)	Filipino	0.02%
Common	Jesus B. Varela	1 (direct)	Filipino	0.00%
Common	Monica T. Salomon	1 (direct)	Filipino	0.00%
Common	Alain A. Sebastian	1 (direct)	Filipino	0.00%
Common	Lourdes T. Gutierrez	2 (direct)	Filipino	0.00%
Common	Kevin Andrew L. Tan	2 (direct)	Filipino	0.00%
Common	Gerardo C. Garcia	1 (direct)	Filipino	0.00%

Other Executive Officers				
Common	Lailani V. Villanueva	0	Filipino	n/a
Common	Marie Emelyn Gertrudes C. Martinez	0	Filipino	n/a
Common	Jennifer L. Romualdez	0	Filipino	n/a
Common	Karen B. Maderazo	0	Filipino	n/a
Common	Dominic V. Isberto	0	Filipino	n/a
Common	Rolando D. Siatela	0	Filipino	n/a
Common	Catherine D. Marcelo	0	Filipino	n/a

Voting Trust Holders of 5% or more

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

Changes in Control

On 22 December 2010, the Company signed a Subscription Agreement with Alliance Global Group, Inc. (AGI) paving the way for AGI to subscribe to 5 billion common shares of the Company at a subscription price of One Peso (P1.00) per share for a total subscription price of P5 billion, Philippine currency, to be issued out of an increase in the capital stock of the Company from P5 billion to P10 billion. On 20 January 2011, said increase was approved by the Securities and Exchange Commission.

On June 30, 2011, the stockholders of the Company representing more than 2/3 of the outstanding capital stock of the Company ratified the P5 billion subscription of AGI which subscription represents sixty percent (60%) of the outstanding capital stock of the Company.

On 23 September 2011, the Board of Directors of Company approved the increase in authorized capital stock of the Company from Ten Billion Pesos (Php10,000,000,000.00) divided into Ten Billion (10,000,000,000) common shares with a par value of One Peso (Php1.00) each to Twenty Billion Pesos (Php20,000,000,000.00) divided into Twenty Billion (20,000,000,000) common shares with a par value of One Peso (Php1.00) each. The shareholders ratified the increase on 8 November 2011.

On 21 June 2013, the Board of Directors of the Company approved the subscription by Megaworld Corporation (Megaworld) to Two Billion Five Hundred Million (2,500,000,000) shares of the increase in capital stock of the Company, at the price of Two Pesos and Twenty Six (Php2.26) per share for an aggregate subscription price of Five Billion Six Hundred Fifty Million Pesos (Php5,650,000,000.00).

On 08 May 2014, in a move to consolidate all of AGI's property development businesses, Megaworld acquired AGI's 49.2% stake in the Company to increase its holdings to 74.96%, officially making GERI a subsidiary of Megaworld.

On 20 June 2014, Megaworld acquired an additional 5.44% stake in GERI through a tender offer increasing its holdings to 80.40%.

On 3 December 2015, Megaworld further acquired an additional 0.24% stake in GERI. As a result, Megaworld now owns 82.2468% of the Company.

In February and March 2016, Megaworld acquired additional stake in GERI increasing its holdings to 82.311% of the Company.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Group, in their regular conduct of business, have entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, and development, management, marketing, leasing and administrative service agreements.

Advances granted to and obtained from subsidiaries, associates and other related parties are for purposes of working capital requirements.

However, no other transaction was undertaken or to be undertaken by the Group in which any Director or Executive Officer, nominee for election as Director, or any member of their immediate family was or to be involved or had or will have a direct or indirect material interest.

No single Director or Executive Officer, nominee for election as Director, or any member of their immediate family owns or holds more than 10% of the Company's voting shares.

GERI employees are required to promptly disclose any business and family-related transactions with the Company to ensure that potential conflicts of interest are surfaces and brought to attention of management.

PART IV – EXHIBITS AND SCHEDULES

ITEM 13. EXHIBITS AND REPORTS ON SEC FORM 17-C

a.) Exhibits

The following exhibit is incorporated by reference in this report:

2016 Consolidated Audited Financial Statements

No other exhibits, as indicated in the Index to Exhibits are either applicable to the Company or require no answer.

b.) Reports on SEC Form 17-C

The following reports on SEC Form 17-C were among those filed during the last six months period covered by this report:

1. Standard Disclosures

- Public Ownership Report
- Foreign Ownership Report
- List of Top 100 Stockholders
- Notice of Annual Stockholders' Meeting
- Attendance of GERI Directors and Officers on ACGR Seminar
- 30 June 2016 Organizational Board Meeting – election of Corporate Officers
- 30 June 2016 Annual Stockholders' Meeting & Election of Board of Directors
- Certification of Independent Director
- Approval of Listing Application Arising from ESOP (5th Tranche)


2. Press Releases


- 11 November 2016 Press Release: Megaworld's GERI 9-Mo. Profit Up 41%
- 11 August 2016 Press Release: Megaworld's GERI 1H Earnings Up 37%
- 30 June 2016 Press Release: Megaworld's GERI Spending 10-B to Complete Five Hotels by 2019
- 11 May 2016 Press Release: Megaworld's GERI 1Q Profit Up 50.85%; Real Estate Sales More than Doubled
- 14 April 2016 Press Release: Megaworld's GERI Income Up 39%; Real Estate Sales Doubled in 2015

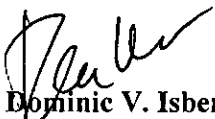
SIGNATURES


Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized in Pasig City on _____, 2017.

By:


Atty. Monica T. Salomon
 President
Principal Operating Officer


Lailani V. Villanueva
 Chief Finance Officer
Principal Financial Officer



Atty. Dominic V. Isberto
 Corporate Secretary


Gervinna Z. Lopez
 Comptroller
Principal Accounting Officer

SUBSCRIBED AND SWORN to before me this 06 APR 2017 day of _____ 2017, affiants exhibiting to me their valid identification card, as follows:

<u>NAMES</u>	<u>Passport/LTO License/ SSS No.</u>	<u>Expiration Date</u>	<u>Place of Issue</u>
Atty. Monica T. Salomon	TIN 182-240-560-000	11/09/12	Manila
Lailani V. Villanueva	Passport #EB2520794	05/20/16	Manila
Atty. Dominic Isberto	331952824-1	--	--
Gervinna Z. Lopez	Passport#EB8888156	08/09/18	NCR

Doc. No. : 63 ;
 Page No. : 14 ;
 Book No. : II ;
 Series of 2017.


DIANNA KATHRINA C. MENOR
 NOTARY PUBLIC
 Pasig, San Juan, Pateros
 Appointment. No. 168 valid until Dec. 31, 2017
 6th Flr. Renaissance Towers, Meralco Ave., Pasig City
 Attorney's Roll No. 56275
 IBP No. 1060978/1-10-17/Makati City
 PTR No. 2571533/1-10-17/Pasig City
 MCLE Compliance No. V - 0024922

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

S.E.C. Registration Number

A S O 9 4 0 0 4 4 6 2

Company Name

G L O B A L - E S T A T E R E S O R T S , I N C
A N D S U B S I D I A R I E S

Principal Office (No./Street/Barangay/City/Town/Province)

6 T H F L O O R R E N A I S S A N C E T O W E R
M E R A L C O A V E N U E , B R G Y . U G O N G
P A S I G C I T Y

FORM TYPE

A F S

Department requiring the report

S E C

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address

lvillanueva@global-estate.ph

Company's Telephone Number/s

576-3376

Mobile Number

N/A

No. of Stockholders

4,287

Annual Meeting

Month / Day

Last Thursday of June

Fiscal Year

Month / Day

December - 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

LAILANI V. VILLANUEVA

Email Address

lvillanueva@global-estate.ph

Tel. Number

576-3376

Mobile No.

N/A

Contact Person's Address

6/F Renaissance Towers, Meralco Avenue, Brgy. Ugong, Pasig City

Note: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.



GLOBAL-ESTATE RESORTS. INC.

7th Floor, Renaissance Tower, Meralco Avenue, Ugong Pasig City 1604 Philippines
Telephone No. (632) 576-3376

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Global-Estate Resorts Inc and Subsidiaries** is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2016 and 2015 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 group 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, have expressed their opinion on the fairness of presentation upon completion of such audit.

ANDREW L. TAN
Chairman of the Board

MONICA T. SALOMON
President

LAILANI V. VILLANUEVA
Chief Finance Officer *ab*

Signed this 28th day of March, 2017

APR 01 2017

SUBSCRIBED AND SWORN to before me this _____ day of _____ at
PASIG CITY, Philippines, affiants exhibited to me their respective Identification Cards,
as follows:

NAMES	Identification Card No:
Andrew L. Tan	Philippine Passport No. EB1964603
Monica T. Salomon	TIN No. 182-240-560-000
Lailani V. Villanueva	Driver's License No. C05-13-003174

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal on the date and place above written.

Doc. No. 170;
Page No. 35;
Book No. III;
Series of 2017.

ALAN B. QUINTANA
NOTARY PUBLIC
Pasig, San Juan, Pateros
Appt. No. 6 Until Dec. 31, 2018
Bin Fir. Renaissance Towers, Meralco Ave., Pasig C.,
ATTORNEY'S ROLL NO. 39468
Lifetime LBP No. 051192, Pasig City 1-2-12
PTR No. 2513369, Pasig City 1-3-17
MCLE Compliance No. V - 00021918



GLOBAL-ESTATE RESORTS, INC.

7th Floor, Renaissance Tower, Meralco Avenue, Ugong Pasig City 1604 Philippines
Telephone No. (632) 576-3376

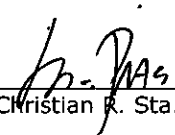
CERTIFICATE ON THE COMPILATION SERVICES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS AND NOTES TO THE FINANCIAL STATEMENTS

I hereby certify that I am the Certified Public Accountant 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 Global-Estate Resorts, Inc. and subsidiaries for the period ended December 31, 2016.

In discharging this responsibility, I hereby declare that, I am the Manager, of Global-Estate Resorts, Inc.

Furthermore, in my compilation services for 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 and Araullo 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 the Revised Accountancy Law, that my statements are true and correct.


Christian R. Sta. Rita

Professional Identification Card Number: 0126297
Valid Until December 12, 2019

Accreditation Number: Reference No. 2016-4291
On process, date filed December 29, 2016

APR 0 1 2017

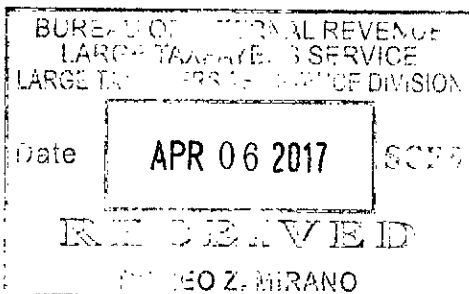
PASIG CITY

SUBSCRIBED AND SWORN to before me this ___ day of April 2017, in _____, affiant exhibiting to me his Unified Multi-Purpose ID CRN 0111-0516957-3 issued on _____ in _____ valid until _____.

Doc. No. 167
Page No. 35
Book No. III
Series of 2017.

ALAN B. QUINANA
NOTARY PUBLIC

Pasig, San Juan, Pateros
Appt. No. 6 Until Dec. 31, 2018
6th Flr. Renaissance Towers, Meralco Ave., Pasig City
ATTORNEY'S ROLL NO. 39468
Lifetime IDP No. 687162, Pasig City 1-2-12
PTR No. 2513366, Pasig City 1-3-17
MCLE Compliance No. V - 00021918





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Consolidated Financial Statements and
Independent Auditors' Report

Global-Estate Resorts, Inc. and Subsidiaries

December 31, 2016, 2015 and 2014

(With Corresponding Figures as of January 1, 2015)



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1200 Makati City
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Report of Independent Auditors

The Board of Directors and Stockholders
Global-Estate Resorts, Inc. and Subsidiaries
(A Subsidiary of Megaworld Corporation)
7th Floor, Renaissance Towers
Meralco Avenue
Pasig City

Opinion

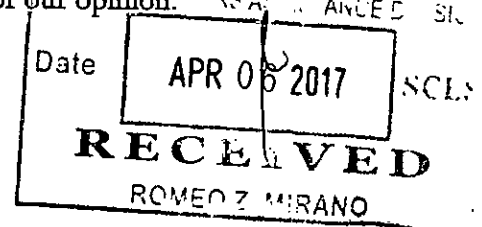
We have audited the consolidated financial statements of Global-Estate Resorts, Inc. and subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, and consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2016, 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, 2016 and 2015, and their consolidated financial performance and their consolidated cash flows for each of the three years in the period ended December 31, 2016 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 (P&A) is the Philippine member firm of Grant Thornton International Ltd
Offices in Cebu, Davao, Cavite
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 Sales of Pre-Completed Projects

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 determined 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.

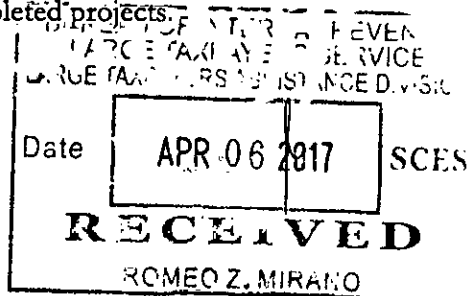
Revenue recognition from sale of pre-completed properties was significant to our audit as it comprises majority of total revenues of the Group. Further, revenue recognition involves significant management judgments and estimates. Management applies judgment in ascertaining the collectability of the contract 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, 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) Consolidation Process

Description of the Matter

The Group's consolidated financial statements comprise the financial statements of Global-Estate Resorts, Inc. and its subsidiaries, 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

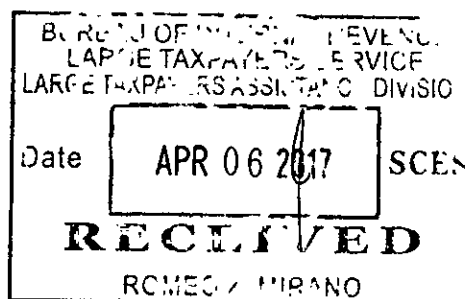
We obtained understanding of the Group structure and its consolidation process including the procedures for identifying intercompany transactions and reconciling intercompany balances. We tested significant consolidation adjustments which include elimination of intercompany revenues, expenses and investments, 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, 2016, 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, 2016 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.

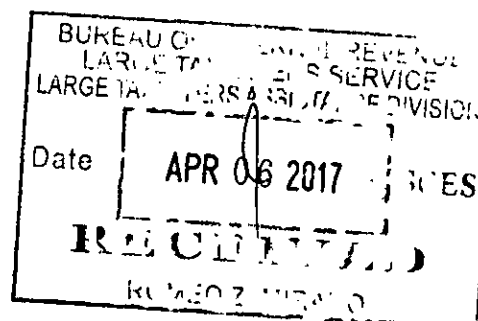
Those charged with governance are responsible for overseeing the Group's financial reporting process.

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:

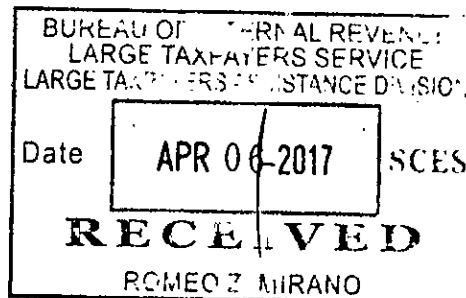
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of 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.

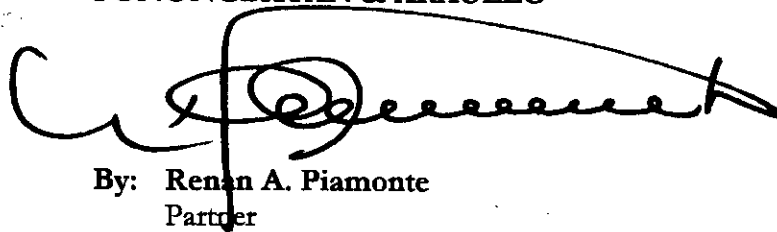
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.



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.

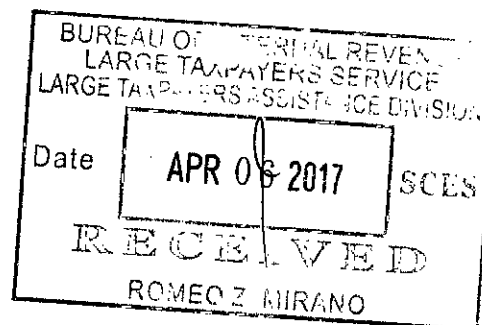
PUNONGBAYAN & ARAULLO



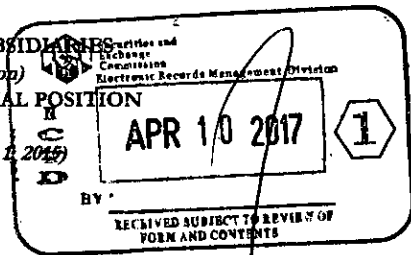
By: **Renan A. Piamonte**
Partner

CPA Reg. No. 0107805
TIN 221-843-037
PTR No. 5908630, January 3, 2017, 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)

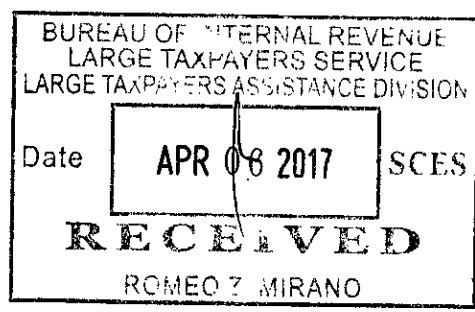
March 28, 2017



GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
 (A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
 DECEMBER 31, 2016 AND 2015
 (With Corresponding Figures as of January 1, 2016)
 (Amounts in Philippine Pesos)

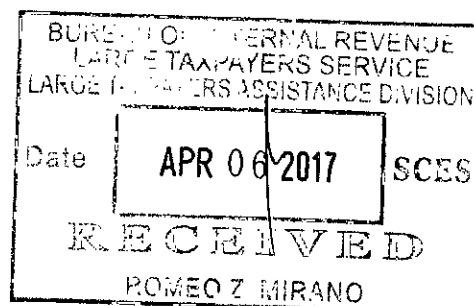


	December 31, 2016	December 31, 2015 (As Restated - See Note 2)	January 1, 2015 (As Restated - See Note 2)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5 P 3,109,892,350	P 2,894,473,337	P 3,011,166,255
Trade and other receivables - net	6 4,758,709,542	3,910,548,584	1,263,075,975
Advances to related parties	23 1,007,420,295	1,076,894,682	1,079,571,150
Real estate, golf and resort shares for sale - net	7 13,213,636,647	12,016,293,549	10,869,187,531
Property development costs	7 2,080,873,698	2,068,666,133	2,314,717,134
Prepayments and other current assets - net	8 3,399,229,256	3,011,844,644	1,875,103,525
Total Current Assets	27,569,761,788	24,978,720,929	20,412,821,570
NON-CURRENT ASSETS			
Trade and other receivables - net	6 3,030,882,238	2,268,291,769	2,108,562,980
Advances to real estate property owners	9 1,054,030,812	1,048,928,289	1,062,736,651
Land for future development	7 7,320,600,459	7,296,828,499	7,216,274,730
Investments in associates	10 1,030,731,569	1,272,172,740	1,514,346,259
Investment property - net	11 3,082,307,218	1,492,311,257	289,129,088
Property and equipment - net	12 920,325,994	930,385,452	944,805,497
Other non-current assets - net	13 376,716,055	366,446,184	55,153,114
Total Non-current Assets	16,815,594,345	14,675,364,190	13,191,008,319
TOTAL ASSETS	P 44,385,356,133	P 39,654,085,119	P 33,603,829,889



	Notes	December 31, 2016	December 31, 2015 (As Restated - See Note 2)	January 1, 2015 (As Restated - See Note 2)
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Interest-bearing loans	14	P 721,153,846	P 72,916,667	P 200,000,000
Trade and other payables	15	2,467,488,530	2,790,647,378	2,400,488,373
Advances from related parties	23	525,334,676	520,962,385	472,886,573
Customers' deposits	2	1,480,263,157	1,458,928,915	1,009,496,386
Reserve for property development	7	1,214,913,452	621,758,414	361,141,000
Deferred income on real estate sales	2	1,927,562,889	894,479,068	591,761,156
Total Current Liabilities		<u>8,336,716,550</u>	<u>6,359,692,827</u>	<u>5,035,773,488</u>
NON-CURRENT LIABILITIES				
Interest-bearing loans	14	3,205,929,487	1,927,083,333	-
Due to joint venture partners	16	471,057,666	458,824,957	253,467,426
Redeemable preferred shares	24	1,257,987,900	1,257,987,900	1,257,987,900
Customers' deposits	2	251,368,702	206,422,134	270,303,232
Reserve for property development	7	1,147,853,194	1,284,574,332	1,004,857,173
Deferred income on real estate sales	2	553,027,814	1,156,990,677	710,023,900
Retirement benefit obligation	21	60,775,015	45,937,686	57,908,813
Deferred tax liabilities - net	22	543,266,217	465,603,713	239,519,313
Other non-current liabilities	17	1,056,345,199	694,093,850	279,853,646
Total Non-current Liabilities		<u>8,547,611,194</u>	<u>7,497,518,582</u>	<u>4,073,921,403</u>
Total Liabilities		<u>16,884,327,744</u>	<u>13,857,211,409</u>	<u>9,109,694,891</u>
EQUITY				
Equity attributable to shareholders of the Company:				
Capital stock	24	10,986,000,000	10,986,000,000	10,986,000,000
Additional paid-in capital		4,747,739,274	4,747,739,274	4,747,739,274
Revaluation reserves	21	6,917,124	8,287,704	2,358,634
Retained earnings	24	6,896,239,136	5,912,192,457	5,163,479,396
		<u>22,636,895,534</u>	<u>21,654,219,435</u>	<u>20,899,577,304</u>
Non-controlling interest	10	4,864,132,855	4,142,654,275	3,594,557,694
Total Equity		<u>27,501,028,389</u>	<u>25,796,873,710</u>	<u>24,494,134,998</u>
TOTAL LIABILITIES AND EQUITY		<u>P 44,385,356,133</u>	<u>P 39,654,085,119</u>	<u>P 33,603,829,889</u>

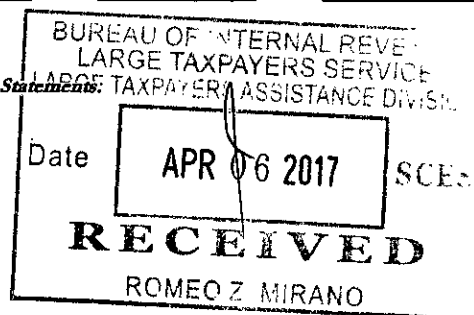
See Notes to Consolidated Financial Statements.



GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014
(Amounts in Philippine Pesos)

	Notes	2016	2015	2014
REVENUES AND INCOME				
Real estate sales	2	P 4,374,131,694	P 4,144,800,900	P 2,046,787,905
Rental income	11, 13	104,881,942	59,779,346	45,370,240
Hotel operations	2	353,274,211	314,002,868	299,513,085
Realized gross profit on prior years'				
real estate sales	2	385,637,871	308,050,800	210,633,614
Service income	2	108,814,826	121,386,188	149,123,993
Gain on sale of investment in associate	10	82,459,513	181,347,731	-
Gain on deconsolidation of a subsidiary	10	-	-	377,473,088
Finance and other income	18	339,762,121	260,884,686	230,466,726
		<u>5,748,962,178</u>	<u>5,390,252,519</u>	<u>3,359,368,651</u>
COSTS AND EXPENSES				
Cost of real estate sales	20	2,118,104,275	1,863,746,953	869,966,635
Cost of services	19	90,369,094	107,887,790	128,518,834
Cost of hotel operations	19	225,931,874	186,727,192	130,409,208
Deferred gross profit on real estate sales	2	823,220,794	1,058,062,726	612,913,567
Operating expenses	19	868,704,842	896,702,194	532,593,241
Equity share in net losses of associates	10	532,733	1,265,081	1,196,278
Finance costs and other charges	18	85,974,995	80,894,006	72,057,526
		<u>4,212,838,607</u>	<u>4,195,285,942</u>	<u>2,347,655,289</u>
PROFIT BEFORE TAX		1,536,123,571	1,194,966,577	1,011,713,362
TAX EXPENSE	22	453,760,645	346,130,163	155,168,504
NET PROFIT		<u>1,082,362,926</u>	<u>848,836,414</u>	<u>856,544,858</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Remeasurements of retirement benefit plan	21	(1,885,118)	8,496,199	(10,443,799)
Tax income (expense)	22	514,538	(2,567,129)	2,811,425
		<u>(1,370,580)</u>	<u>5,929,070</u>	<u>(7,632,374)</u>
TOTAL COMPREHENSIVE INCOME		<u>P 1,080,992,346</u>	<u>P 854,765,484</u>	<u>P 848,912,484</u>
Net profit attributable to:				
Company's shareholders		P 965,519,659	P 726,823,710	P 784,851,133
Non-controlling interest		<u>116,843,267</u>	<u>122,012,704</u>	<u>71,693,725</u>
		<u>P 1,082,362,926</u>	<u>P 848,836,414</u>	<u>P 856,544,858</u>
Total comprehensive income attributable to:				
Company's shareholders		P 964,149,079	P 732,752,780	P 777,218,759
Non-controlling interest		<u>116,843,267</u>	<u>122,012,704</u>	<u>71,693,725</u>
		<u>P 1,080,992,346</u>	<u>P 854,765,484</u>	<u>P 848,912,484</u>
EARNINGS PER SHARE				
	25			
Basic		P 0.088	P 0.066	P 0.071
Diluted		P 0.086	P 0.065	P 0.071

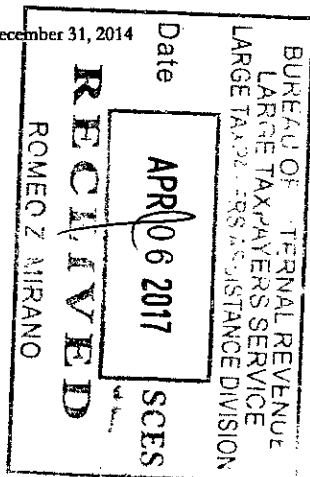
See Notes to Consolidated Financial Statements



GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014
(Amounts in Philippine Pesos)

	<u>Attributable to Owners of the Parent Company</u>						
	<u>Capital Stock</u> <small>(See Note 24)</small>	<u>Additional</u> <u>Paid-in Capital</u>	<u>Revaluation</u> <u>Reserves</u> <small>(See Note 21)</small>	<u>Retained Earnings</u> <small>(See Note 24)</small>	<u>Total</u>	<u>Non-controlling</u> <u>Interest</u> <small>(See Note 24)</small>	<u>Total Equity</u>
Balance at January 1, 2016	P 10,986,000,000	P 4,747,739,274	P 8,287,704	P 5,912,192,457	P 21,654,219,435	P 4,142,654,275	P 25,796,873,710
Additions during the year	-	-	-	-	-	604,635,313	604,635,313
Share-based employee compensation	-	-	-	18,527,020	18,527,020	-	18,527,020
Total comprehensive income for the year	-	-	(1,370,580)	965,519,659	964,149,079	116,843,267	1,080,992,346
Balance at December 31, 2016	<u>P 10,986,000,000</u>	<u>P 4,747,739,274</u>	<u>P 6,917,124</u>	<u>P 6,896,239,136</u>	<u>P 22,636,895,534</u>	<u>P 4,864,132,855</u>	<u>P 27,501,028,389</u>
Balance at January 1, 2015	P 10,986,000,000	P 4,747,739,274	P 2,358,634	P 5,163,479,396	P 20,899,577,304	P 3,594,557,694	P 24,494,134,998
Additions during the year	-	-	-	-	-	450,000,000	450,000,000
Share-based employee compensation	-	-	-	115,081,847	115,081,847	-	115,081,847
Effect of change in ownership interest	-	-	-	(93,192,496)	(93,192,496)	(23,916,123)	(117,108,619)
Total comprehensive income for the year	-	-	5,929,070	726,823,710	732,752,780	122,012,704	854,765,484
Balance at December 31, 2015	<u>P 10,986,000,000</u>	<u>P 4,747,739,274</u>	<u>P 8,287,704</u>	<u>P 5,912,192,457</u>	<u>P 21,654,219,435</u>	<u>P 4,142,654,275</u>	<u>P 25,796,873,710</u>
Balance at January 1, 2014	P 10,986,000,000	P 4,747,739,274	P 9,991,008	P 4,361,128,809	P 20,104,859,091	P 3,522,863,969	P 23,627,723,060
Share-based employee compensation	-	-	-	17,499,454	17,499,454	-	17,499,454
Total comprehensive income for the year	-	-	(7,632,374)	784,851,133	777,218,759	71,693,725	848,912,484
Balance at December 31, 2014	<u>P 10,986,000,000</u>	<u>P 4,747,739,274</u>	<u>P 2,358,634</u>	<u>P 5,163,479,396</u>	<u>P 20,899,577,304</u>	<u>P 3,594,557,694</u>	<u>P 24,494,134,998</u>

See Notes to Consolidated Financial Statements.



GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014
(Amounts in Philippine Pesos)

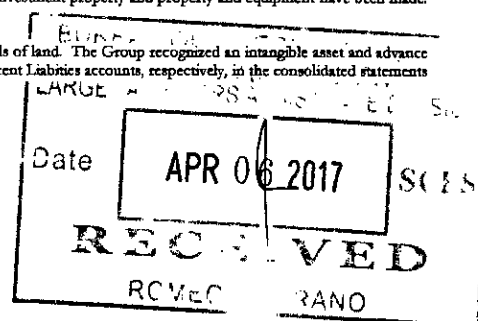
	Notes	2016	2015 (As Restated - See Note 2)	2014 (As Restated - See Note 2)
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 1,536,123,571	P 1,194,966,577	P 1,011,713,362
Adjustments for:				
Finance income	18	(200,087,363)	(163,583,391)	(116,584,458)
Depreciation and amortization	19	110,533,127	86,581,863	55,830,247
Finance costs	18	85,914,220	80,810,699	68,707,186
Gain on sale of investment in associate	10	(82,459,513)	(181,347,731)	-
Share-based employee compensation	24	18,527,020	115,081,847	17,499,454
Equity share in net losses of associates	10	532,733	1,265,081	1,196,278
Impairment losses	18	-	69,815	3,349,450
Gain on deconsolidation of a subsidiary	10	-	-	(377,473,088)
Operating profit before working capital changes		1,469,083,795	1,133,844,760	664,238,431
Increase in trade and other receivables		(1,450,442,751)	(2,695,634,819)	(713,560,458)
Increase in real estate, golf and resort shares for sale		(1,096,289,646)	(1,562,775,504)	(1,583,707,012)
Increase in property development costs		(4,148,555)	(199,994,612)	(47,912,780)
Increase in prepayments and other current assets		(732,387,908)	(1,229,497,197)	(1,099,403,420)
Decrease (increase) in advances to real estate property owners		(9,996,722)	198,973,562	7,543,340
Increase (decrease) in trade and other payables		(364,662,501)	348,178,807	501,604,043
Increase (decrease) in customers' deposits		66,280,810	385,551,431	(189,431,667)
Increase in reserve for property development		538,893,413	721,682,304	415,191,512
Increase in deferred income on real estate sales		429,120,958	749,684,689	402,344,491
Increase (decrease) in retirement benefit obligation		10,783,655	(6,237,032)	4,056,809
Increase in other non-current liabilities		362,251,349	119,881,557	215,927,400
Cash used in operations		(781,514,103)	(2,036,342,054)	(1,423,109,311)
Interest received		35,875,015	51,830,853	53,163,906
Interest paid		(122,160,346)	(44,613,466)	(18,086,789)
Cash paid for income taxes		(23,784,020)	(16,777,338)	(29,803,498)
Net Cash Used in Operating Activities		(891,583,454)	(2,045,902,005)	(1,417,835,692)
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Investment property	11	(1,598,754,365)	(360,131,223)	(33,284,884)
Property and equipment	12	(82,478,969)	(61,443,058)	(59,607,614)
Land for future development	7	(31,830,970)	(80,553,769)	(43,101,223)
Proceeds from sale of investment in associate	10	240,908,438	240,908,438	-
Collections of advances to related parties	23	149,053,015	47,538,404	19,775,150
Cash advances granted to related parties	23	(79,578,628)	(44,861,936)	(53,342,803)
Increase in other non-current assets		(19,516,739)	(18,475,568)	(13,563,335)
Proceeds from disposals of property and equipment	12	10,572	111,607	-
Acquisition of additional interest in a subsidiary	24	-	(117,108,619)	-
Proceeds from disposals of investment property	11	-	33,846,200	-
Net Cash Used in Investing Activities		(1,422,187,646)	(360,169,524)	(183,124,709)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from avallment of interest-bearing loans	14	2,000,000,000	2,000,000,000	200,000,000
Proceeds from issuance of shares of stock of a subsidiary	10	604,635,313	450,000,000	-
Repayments of interest-bearing loans	14	(72,916,667)	(200,000,000)	-
Repayments of advances from related parties	23	(23,048,972)	(4,955,251)	(155,459,091)
Cash advances obtained from related parties	23	20,520,439	44,333,862	98,413,484
Net Cash From Financing Activities		2,529,190,113	2,289,378,611	142,954,393
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		215,419,013	(116,692,918)	(1,458,006,008)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		2,894,473,337	3,011,166,255	4,469,172,263
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 3,109,892,350	P 2,894,473,337	P 3,011,166,255

Supplemental Information on Non-cash Investing and Financing Activities

In the normal course of business, the Group enters into non-cash transactions such as exchanges or purchases on account of real estate and other assets. Other non-cash transactions include transfers of property from Land for Future Development to Property Development Costs or Investment Property or Real Estate, Golf and Resort Shares for Sale as the property goes through its various stages of development (see Note 2). Moreover, reclassifications of investment property and property and equipment have been made. These non-cash activities are not reflected in the consolidated statements of cash flows (see Notes 7, 11 and 12).

In addition, the Group entered into a lease agreement with a third party involving development rights over parcels of land. The Group recognized an intangible asset and advance rental as a result of the said transaction and are included as part of Other Non-current Assets and Other Non-current Liabilities accounts, respectively, in the consolidated statements of financial position (see Notes 13 and 17).

See Notes to Consolidated Financial Statements.



GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

Global-Estate Resorts, Inc. (the Company or GERI) was incorporated in the Philippines on May 18, 1994, primarily to engage in the horizontal development of residential subdivision lots, integrated residential, golf and other leisure-related properties, and vertical development of mixed-use towers. The Company also engages in land acquisitions and maintains an inventory of raw land for future development.

The registered office of the Company, which is also its principal place of business, is located at the 7th Floor, Renaissance Towers, Meralco Avenue, Pasig City.

Megaworld Corporation (Megaworld or the parent company) made various acquisitions in 2014, including the purchase of all shares held by the Company's previous parent company, Alliance Global Group, Inc. (AGI or the ultimate parent company), as a result, Megaworld's effective ownership in GERI increased to 80.41%, making it the new parent company of GERI in 2014. In 2016 and 2015, the parent company acquired additional shares of GERI from the PSE, increasing its ownership interest to 82.31% and 82.24%, respectively.

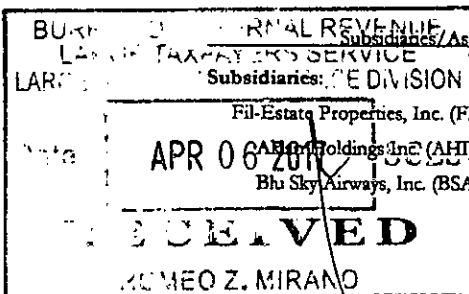
Megaworld was incorporated in the Philippines primarily to engage in the development of large scale, mixed-use planned communities or townships that integrate residential, commercial, leisure and entertainment components. Megaworld is presently engaged in property-related activities such as product design, construction and property management. Megaworld's real estate portfolio includes residential condominium units, subdivision lots and townhouses, as well as office projects and retail spaces. The registered office of Megaworld, which is also its principal place of business, is located at the 28th Floor, The World Center Building, Sen. Gil Puyat Avenue, Makati City.

AGI is a holding company with diversified investments in real estate, food and beverage, manufacturing, quick service restaurants and tourism-oriented businesses. AGI's registered office, which is also its primary place of business, is located at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Quezon City.

The shares of stock of the Company, Megaworld and AGI are listed at the Philippine Stock Exchange (PSE).

The Company holds interests in the following subsidiaries and associates (collectively, together with the Company, hereinafter referred to as the Group):

Subsidiaries/Associates	Explanatory Notes	Percentage of Ownership		
		2016	2015	2014
Fil-Estate Properties, Inc. (FEPI)		100%	100%	100%
AGI Holdings, Inc. (AHI)	(a)	100%	100%	100%
Blu Sky Airways, Inc. (BSAI)	(a)	100%	100%	100%



Subsidiaries/Associates	Explanatory Notes	Percentage of Ownership		
		2016	2015	2014
Subsidiaries:				
Fil-Estate Subic Development Corp. (FESDC)	(a)	100%	100%	100%
Fil-Power Construction Equipment Leasing Corp. (FPCELC)	(a)	100%	100%	100%
Golden Sun Airways, Inc. (GSAI)	(a)	100%	100%	100%
La Compañía De Sta. Barbara, Inc. (LCSBI)	(a)	100%	100%	100%
MCX Corporation (MCX)	(a)	100%	100%	100%
Pioneer L-5 Realty Corp. (PLRC)	(a)	100%	100%	100%
Prime Airways, Inc. (PAI)	(a)	100%	100%	100%
Sto. Domingo Place Development Corp. (SDPDC)	(a)	100%	100%	100%
Fil-Power Concrete Blocks Corp. (FPCBC)	(a)	100%	100%	100%
Fil-Estate Industrial Park, Inc. (FEIPI)	(a)	79%	79%	79%
Sherwood Hills Development Inc. (SHDI)	(a)	55%	55%	55%
Fil-Estate Golf and Development, Inc. (FEGDI)		100%	100%	100%
Golforce, Inc. (Golforce)	(b)	100%	100%	100%
Southwoods Ecocentrum Corp. (SWEC)	(b)	60%	60%	56%
Philippine Aquatic Leisure Corp. (PALC)	(c)	60%	60%	56%
Fil-Estate Urban Development Corp. (FEUDC)		100%	100%	100%
Novo Sierra Holdings Corp. (NSHC)		100%	100%	100%
Megaworld Global-Estate, Inc. (MGEI)	(d)	60%	60%	60%
Twin Lakes Corp. (TLC)		51%	51%	51%
Oceanfront Properties, Inc. (OPI)		50%	50%	50%
Global Homes and Communities, Inc. (GHCI)		100%	100%	100%
Southwoods Mall, Inc. (SMI)		50%	50%	100%
Associates:				
Boracay Newcoast Hotel Group, Inc. (BNHGI)	(e)	30%	45%	60%
Fil-Estate Network, Inc. (FENI)		20%	20%	20%
Fil-Estate Sales, Inc. (FESI)		20%	20%	20%
Fil-Estate Realty and Sales Associates Inc. (FERSAI)		20%	20%	20%
Fil-Estate Realty Corp. (FERC)		20%	20%	20%
Nasugbu Properties, Inc. (NPI)		14%	14%	14%

Non-controlling interests (NCI) in 2016 and 2015 represent the interests not held by the Group in FEIPI, SHDI, SWEC, PALC, MGEI, TLC, OPI and SMI. In 2016 and 2015, additional NCI were recognized arising from Megaworld's subscription to SMI's unissued shares (see Note 10.2).

All subsidiaries and associates were incorporated in the Philippines, operate within the country and are engaged in businesses related to the main business of the Company.

Explanatory notes:

- (a) Subsidiaries of FEIPI; percentage ownership represents effective ownership of GERI.
- (b) Subsidiaries of FEGDI; percentage ownership represents effective ownership of GERI. In 2015, GERI acquired from NCI a 4% direct ownership interest in SWEC (see Note 24.4), increasing GERI's effective ownership interest from 56% in 2014 to 60% in 2015.
- (c) Subsidiary of SWEC.
- (d) Subsidiary acquired in prior years primarily to market the Group's projects.
- (e) In 2014, FEIPI disposed 40% of its ownership interest over its wholly owned subsidiary, BNHGI. As at December 31, 2014, due to the disposal of shares, FEIPI lost its control over BNHGI; hence, BNHGI was reclassified as an associate (see Note 10.3).

The consolidated financial statements of the Group as of and for the year ended December 31, 2016 (including the comparative consolidated financial statements for December 31, 2015 and 2014 and the corresponding figures as of January 1, 2015) were authorized for issue by the Company's Board of Directors (BOD) on March 28, 2017.

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 Consolidated 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 consolidated statement of comprehensive income.

The Group presents a third consolidated statement of financial position 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 third consolidated statement of financial position are not required to be disclosed.

In 2016, the Group reclassified its 2015 consolidated financial statements to conform the classifications of advances to contractors and suppliers and retention payable to the current year presentation. Accordingly, the Group presents a third consolidated statement of financial position as of January 1, 2015 without the related notes, except for the disclosures required under PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

The following are the details of the reclassifications made:

- In 2016, the Group changed the classification of its advances to contractors and suppliers amounting to P1.7 billion and P0.8 billion as at December 31, 2015 and 2014, respectively, with a related allowance for impairment amounting to P13.6 million for both years, from Trade and Other Receivables account to Prepayments and Other Current Assets account to conform to the presentation and account classification of the asset in the current year (see Notes 6 and 8). Both accounts are presented under Current Assets of the consolidated statements of financial position.

- The Group also reclassified the retention payable amounting to P246.5 million and P136.5 million as at December 31, 2015 and 2014, respectively, from Trade and Other Payables account to Other Non-current Liabilities account to conform to the presentation and account classification of the liability in the current year (see Notes 15 and 17). Retention payable is previously included as part of Trade payables under Trade and Other Payables account in the consolidated statements of financial position.

The effects of the reclassification in the consolidated statements of financial position as of December 31, 2015 and the corresponding figures for January 1, 2015 are summarized below.

	<u>As Previously Reported</u>	<u>Reclassification</u>	<u>As Adjusted</u>
<u>As of December 31, 2015</u>			
<i>Changes in assets –</i>			
Trade and other receivables - net	P 5,587,583,692	(P 1,677,035,108)	P3,910,548,584
Prepayments and other current assets - net	1,334,809,536	1,677,035,108	3,011,844,644
<i>Changes in liabilities –</i>			
Trade and other payables	P 3,037,115,152	(P 246,467,774)	P2,790,647,378
Other non-current liabilities	447,626,076	246,467,774	694,093,850
<u>As of January 1, 2015</u>			
<i>Changes in assets –</i>			
Trade and other receivables - net	P 2,080,650,446	(P 817,574,471)	P1,263,075,975
Prepayments and other current assets - net	1,057,529,054	817,574,471	1,875,103,525
<i>Changes in liabilities –</i>			
Trade and other payables	P 2,537,036,662	(P 136,548,289)	P2,400,488,373
Other non-current liabilities	143,305,357	136,548,289	279,853,646

The Group reclassified related cash flows within operating activities in the 2015 and 2014 consolidated statements of cash flows to conform with the current year presentation.

The reclassifications have no significant impact in the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2015 and 2014.

(c) *Functional and Presentation Currency*

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

Items included in the consolidated financial statements of the Group are measured using its functional currency, the currency of the primary economic environment in which the Group operates.

2.2 Adoption of New and Amended PFRS

(a) Effective in 2016 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, 2016:

PAS 1 (Amendments)	:	Presentation of Financial Statements – Disclosure Initiative
PAS 16 and 38 (Amendments)	:	Property, Plant and Equipment, and Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization
PAS 16 and 41 (Amendments)	:	Property, Plant and Equipment, and Agriculture – Bearer Plants
PAS 27 (Amendments)	:	Separate Financial Statements – Equity Method in Separate Financial Statements
PFRS 10, PFRS 12 and PAS 28 (Amendments)	:	Consolidated Financial Statements, Disclosure of Interests in Other Entities, and Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception
PFRS 11 (Amendments)	:	Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations
Annual Improvements	:	Annual Improvements to PFRS (2012-2014 Cycle)

Discussed below and in the succeeding pages are the relevant information about these amendments and improvements.

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Disclosure Initiative*. The amendments encourage entities to apply professional judgment in presenting and disclosing information in the financial statements. Accordingly, it clarifies that materiality applies to the whole financial statements and an entity shall not reduce the understandability of the financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. Moreover, the amendments clarify that an entity's share in other comprehensive income of associates and joint ventures accounted for using equity method should be presented based on whether or not such other comprehensive income item will subsequently be reclassified to profit or loss. It further clarifies that in determining the order of presenting the notes and disclosures, an entity shall consider the understandability and comparability of the financial statements.

- (ii) PAS 16 (Amendments), *Property, Plant and Equipment*, and PAS 38 (Amendments), *Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization*. The amendments in PAS 16 clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment. In addition, amendments to PAS 38 introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is not appropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of an intangible asset are highly correlated. The amendments also provide guidance that the expected future reductions in the selling price of an item that was produced using the asset could indicate an expectation of technological or commercial obsolescence of an asset, which may reflect a reduction of the future economic benefits embodied in the asset.
- (iii) PAS 16 (Amendments), *Property, Plant and Equipment*, and PAS 41 (Amendments), *Agriculture – Bearer Plants*. The amendments define a bearer plant as a living plant that is used in the production or supply of agricultural produce, is expected to bear produce for more than one period and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales. On this basis, bearer plant is now included within the scope of PAS 16 rather than PAS 41, allowing such assets to be accounted for as property, plant and equipment and to be measured after initial recognition at cost or revaluation basis in accordance with PAS 16. The amendments further clarify that produce growing on bearer plants remains within the scope of PAS 41.
- (iv) PAS 27 (Amendments), *Separate Financial Statements – Equity Method in Separate Financial Statements*. These amendments introduce a third option which permits an entity to account for its investments in subsidiaries, joint ventures and associates under the equity method in its separate financial statements in addition to the current options of accounting those investments at cost or in accordance with PAS 39, *Financial Instruments: Recognition and Measurement*, or PFRS 9, *Financial Instruments*.
- (v) PFRS 10 (Amendments), *Consolidated Financial Statements*, PFRS 12 (Amendments), *Disclosure of Interests in Other Entities*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception*. These amendments address the concerns that have arisen in the context of applying the consolidation exception for investment entities. They clarify which subsidiaries of an investment entity are consolidated in accordance with paragraph 32 of PFRS 10 and clarify whether the exemption to present consolidated financial statements, set out in paragraph 4 of PFRS 10, is available to a parent entity that is a subsidiary of an investment entity. These amendments also permit a non-investment entity investor, when applying the equity method of accounting for an associate or joint venture that is an investment entity, to retain the fair value measurement applied by that investment entity associate or joint venture to its interests in subsidiaries.
- (vi) PFRS 11 (Amendments), *Joint Agreements – Accounting for Acquisitions of Interests in Joint Operations* (effective from January 1, 2016). These amendments require the acquirer of an interest in a joint operation in which the activity constitutes a business as defined in PFRS 3, *Business Combinations*, to apply all accounting principles and disclosure requirements on business combinations under PFRS 3 and other PFRSs, except for those principles that conflict with the guidance in PFRS 11.

(vii) Annual Improvements to PFRS (2012-2014 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 the existing requirements:

- PAS 19 (Amendments), *Employee Benefits – Discount Rate: Regional Market Issue*. The amendments clarify that the currency and term of the high quality corporate bonds which were used to determine the discount rate for post-employment benefit obligations shall be made consistent with the currency and estimated term of the post-employment benefit obligations.
- PFRS 7 (Amendments), *Financial Instruments: Disclosures – Servicing Contracts*. The amendments provide additional guidance to help entities identify the circumstances under which a contract to “service” financial assets is considered to be a continuing involvement in those assets for the purposes of applying the disclosure requirements of PFRS 7. Such circumstances commonly arise when, for example, the servicing is dependent on the amount or timing of cash flows collected from the transferred asset or when a fixed fee is not paid in full due to non-performance of that asset.

(b) *Effective in 2016 that are not Relevant to the Group*

The following new PFRS, amendments and annual improvements to existing standards are mandatorily effective for annual periods beginning on or after January 1, 2016 but are not relevant to the Group's consolidated financial statements:

PFRS 14	:	Regulatory Deferral Accounts Disclosure Initiative
Annual Improvements to PFRS (2012-2014 Cycle)		
PFRS 5 (Amendments)	:	Non-current Assets Held for Sale and Discontinued Operations – Changes in Methods of Disposal
PFRS 7 (Amendments)	:	Financial Instruments: Disclosures – Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements
PAS 34 (Amendments)	:	Interim Financial Reporting – Disclosure of Information “Elsewhere in the Interim Financial Report”

(c) *Effective Subsequent to 2016 but not Adopted Early*

There are new PFRS and amendments to existing standards effective for annual periods subsequent to 2016, which are adopted by the FRSC. Management will adopt the relevant pronouncements shown in the next page 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 7 (Amendments), *Statement of Cash Flows – Disclosure Initiative* (effective from January 1, 2017). 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: (a) 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, (b) 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.
- (ii) PFRS 2 (Amendments), *Share-based Payment – Classification and Measurement of Share-based Payment Transactions* (effective from January 1, 2018). The amendments contain three changes covering the following matters: the accounting for the effects of vesting conditions on the measurement of a cash-settled share-based payment; the classification of share-based payment transactions with a net settlement feature for withholding tax obligations; and, the accounting for a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.
- (iii) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will replace PAS 39 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 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 amendment 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.

Management is currently assessing the impact of PFRS 9 (2014) on the financial statements of the Group and it will conduct a comprehensive study of the potential impact of this standard prior to its mandatory adoption date to assess the impact of all changes.

- (iv) PFRS 15, *Revenue from Contract 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*, effective January 1, 2018.

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. Relative to the adoption of PFRS 15 in the Philippines, the FRSC also approved the issuance of Philippine Interpretations Committee Question & Answer No. 2016-04, *Application of PFRS 15, Revenue from "Contracts with Customers," on Sale of Residential Properties under Pre-completion Contracts*, which provides that sales of residential properties under pre-completion stage can be recognized over time until completion of construction. Management is currently assessing the impact of this standard on the Group's consolidated financial statements.

- (v) 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.

- (vi) 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

The Group's consolidated financial statements comprise the accounts of the Company, and its subsidiaries as enumerated in the 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.

Financial statements of entities in the Group that are prepared as of a date different from that of the date of these consolidated financial statements were adjusted to recognize the effects of significant transactions or events that occur between that date of their reporting period and the date of these consolidated financial statements. Adjustments are also made to bring into line any dissimilar accounting policies that may exist.

The Company accounts for its investments in subsidiaries, associates, interests in joint operations and transactions with NCI as follows:

(a) Investments in Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed, or has rights to, variable returns from its involvement with the entity and 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 NCI in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred 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 NCI in the acquiree either at fair value or at the NCI's proportionate share of the acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any NCI 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 (negative goodwill) is recognized directly as gain in profit or loss (see also Note 2.11).

(b) Investments in Associates

Associates are those entities over which the Group 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 investments in associates are also 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 an associate.

All subsequent changes to the ownership interest in the equity of the associates 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 Losses of Associates account in the consolidated statement of comprehensive income.

Impairment loss is provided when there is an objective evidence that the investment in an associate will not be recovered (see Note 2.18).

Changes resulting from other comprehensive income of the associates or items that have been directly recognized in the associate's equity, for example, resulting from the associate's accounting for available-for-sale (AFS) financial assets, 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 in behalf of the associate. If the associate subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of the profits exceeded the accumulated share of losses that has previously not been recognized.

Distributions received from the associates, if any, 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 Group'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) Interests in Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint control arises from a contractually agreed sharing of control in an arrangement, which exist only when decisions about the relevant activities require unanimous consent of the parties sharing control. For interests in joint operations, the Group recognized in its consolidated financial statements its assets including its share of any assets held jointly; its liabilities including its share of any liabilities incurred jointly; its revenue from sale of its share of the output arising from the joint operation; its expenses including its share of any expenses incurred jointly; and its share in the income from the sale of goods or services by the joint operation. The amounts of these related accounts are presented as part of the regular asset and liability accounts and income and expense accounts of the Group and are measured and recognized in accordance with the relevant financial reporting standards.

No adjustment and consolidation procedures are required for the assets, liabilities, income and expenses of the joint operation that are recognized in the separate financial statements of the joint operators.

(d) Transactions with NCI

The Group's transactions with NCI 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 NCI 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.

The Company holds interests in various subsidiaries and associates as presented in Notes 1 and 10.

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: 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 transaction costs related to it are recognized in profit or loss. A more detailed description of the relevant financial assets is as follows:

(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 maturities greater than 12 months after the end of the reporting period which are classified as non-current assets.

The Group's financial assets categorized as loans and receivables are presented in the consolidated statements of financial position as Cash and Cash Equivalents, Trade and Other Receivables (except for Advances to raw landowners), Advances to Related Parties and Refundable deposits (included as part of Prepayments and Other Current Assets and Other Non-current Assets). 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 classified as non-current assets in the consolidated statement of financial position unless management intends to dispose of the investment within 12 months from the reporting period. The Group's AFS financial assets include proprietary golf club membership shares and are presented as part of Others under the Other Non-current Assets account in the consolidated statement of financial position.

All financial assets within this category are subsequently measured at fair value. Gains and losses from changes in fair value 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 in 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 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 of the impairment is reversed. The amount of the reversal is recognized in 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 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 and Other Income or Finance Costs and Other Charges account 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 Real Estate Transactions

Acquisition costs of raw land intended for future development, including other costs and expenses incurred to effect the transfer of title of the property to the Group, are charged to the Land for Future Development account. These costs are reclassified to Property Development Costs account when the development of the property starts. Related property development costs are then accumulated in this account. Borrowing costs on certain loans incurred during the development of the real estate properties are also capitalized by the Group as part of Property Development Costs or Real Estate, Golf and Resort Shares for Sale account (see Note 2.21). Once a revenue transaction occurred, on a per project basis, up to the stage the unit is sold, the related property development costs are reclassified to Real Estate, Golf and Resort Shares for Sale account.

The cost of real estate property sold before completion of the development, if any, 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 sold real estate property, as determined by the project engineers, are charged to the Cost of Real Estate Sales presented in the consolidated statement of comprehensive income with a corresponding credit to Reserve for Property Development account, a liability account.

Costs of properties and projects classified under Land for Future Development, Property Development Costs and Real Estate, Golf and Resort Shares 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.

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 during the period in which the loss is determined.

Revenue and cost relative to forfeited or back-out sales are reversed in the current year as they occur.

2.6 Prepayments and Other Current Assets

Prepayments and other current 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 entity 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 non-current assets.

2.7 Property and Equipment

Property and equipment, except land, are carried at acquisition or construction cost less subsequent depreciation, amortization and impairment losses, if any. As no finite useful life for land can be determined, the related carrying amount are not depreciated. Land is stated at cost less any impairment losses.

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; expenditures for repairs and maintenance are charged to expenses as incurred.

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

Building	50 years
Building and office improvements	5-10 years
Transportation and other equipment	5 years
Office furniture, fixtures and equipment	3-5 years

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

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

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 2.18).

An item of property and equipment, including the related accumulated depreciation, amortization and 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 profit or loss in the year the item is derecognized.

2.8 Investment Property

Investment property consists of parcels of land and buildings held for lease. Buildings are carried at cost less accumulated depreciation and any impairment losses. Land is stated at cost less any impairment losses.

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

Depreciation is computed on a straight-line basis over the estimated useful life of the assets as follows:

Land development and improvements	20 years
Building and improvements	10-50 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its recoverable amount (see Note 2.18).

Transfers to, or from, investment property shall be made when and only when there is a change in use or purpose for such property.

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the consolidated statement of comprehensive income in the year of retirement or disposal.

2.9 Development Rights

Development rights are accounted for under the cost model. The cost of the asset is the amount of cash or cash equivalents paid or the fair value of the other considerations given up to acquire an asset at the time of its acquisition or production. Capitalized costs are amortized on a straight-line basis over the estimated useful life as the life of this intangible asset is considered finite. In addition, development rights are subject to impairment testing as described in Note 2.18.

Development rights, presented as part of the Other Non-current Assets account, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the item is derecognized.

2.10 Financial Liabilities

Financial liabilities, which include Interest-bearing Loans, Trade and Other Payables (except tax-related liabilities), Advances from Related Parties, Due to Joint Venture Partners, Redeemable Preferred Shares and Other Non-current Liabilities account (except Advance rental), are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges, if any, incurred on financial liability are recognized as an expense in profit or loss under the caption Finance Costs and Other Charges in the consolidated statement of comprehensive income.

Interest-bearing loans 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, Due to Joint Venture Partners and Other Non-current Liabilities are initially recognized at their fair values and subsequently measured at amortized cost using effective interest method for maturities beyond one year, less settlement payments.

Preferred shares, which carry a mandatory coupon or are redeemable on specific date or at the option of the shareholder, are classified as financial liabilities and presented as a separate line item in the consolidated statement of financial position as Redeemable Preferred Shares.

Dividend distributions to shareholders, if any, are recognized as financial liabilities when the dividends are approved by the BOD. The dividends on the redeemable preferred shares are recognized in the consolidated statement of comprehensive income as interest expense on an amortized cost basis using the effective interest method.

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 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.

2.11 Business Combination

Business acquisitions are accounted for using the acquisition method of accounting [see Note 2.3(a)].

Goodwill, if any, 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, if any, 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. 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 profit or loss.

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.

2.12 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's BOD - its chief operating decision-maker. The BOD 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 are the same as those used in its consolidated financial statements, except that the following are not included in arriving at the operating profit of the operating segments:

- post-employment benefit expenses;
- expenses relating to share-based payments;
- research costs relating to new business activities; and,
- revenue, costs and fair value gains from investment property.

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.

2.13 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 commitment 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 pretax 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.

2.14 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.

2.15 Revenue and Expense Recognition

Revenue is measured by reference to the fair value of consideration received or receivable by the Group for real properties sold and services rendered, excluding any applicable value-added tax (VAT).

Revenue is recognized to the extent that the revenue can be reliably measured; it is probable that future economic benefits will flow to the Group; and the costs incurred or to be incurred can be measured reliably. In addition, the following specific recognition criteria must also be met before revenue is recognized:

- (a) *Real estate sales* – For financial reporting purposes, revenues from transactions covering sales of real estate are recognized under the percentage-of-completion method. Under this method, realization of gross profit 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. The unrealized gross profit on a period's sales is presented as Deferred Gross Profit on Real Estate Sales in the consolidated statement of comprehensive income; the cumulative unrealized gross profit as of the end of the year is shown as Deferred Income on Real Estate Sales in the consolidated statement of financial position.

The sale is recognized when a certain percentage of the total contract price has already been collected. If the transaction does not yet qualify as sale, the deposit method is applied until all conditions for recording the sale are met. Pending the recognition of sale, payments received from buyer are initially recorded as part of Customers' Deposits account in the consolidated statement of financial position.

Revenues on sales of undeveloped land and golf and resort shares for sale, on the other hand, are recognized using the full accrual method. Under the full accrual method, revenue is recognized when the risks and rewards of ownership in the undeveloped land and golf and resort shares have passed to the buyer and the amount of revenue can be measured reliably.

Revenues and costs relative to forfeited or back out sales are reversed in the current year as they occur.

Any adjustments relative to previous periods' sales are recorded in the current period as they occur.

For tax reporting purposes, a modified basis of computing the taxable income for the period based on collections from sales is used by the Group.

- (b) *Service income* – Revenue is recognized when the performance of mutually agreed tasks has been rendered.
- (c) *Rental income and hotel operations* – Revenue is recognized when the performance of contractually agreed tasks has been substantially rendered. Rental income is recognized on a straight-line basis over the lease term (see Note 2.16). Advance rentals received are recorded as deferred rental income and are taxable on the period received. For tax purposes, rental income is recognized based on the contractual terms of the lease.
- (d) *Interest income* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.
- (e) *Dividends* – Revenue is recorded when the Group's right to receive the payment is established.

Cost of real estate sales before completion of the projects include the acquisition cost of the land, development costs incurred to date, applicable borrowing costs (see Note 2.21) and estimated costs to complete the project, determined based on estimates made by the project engineers on the stage of completion of the real estate project (see Note 2.5).

Cost and expenses and other costs (other than costs of real estate sold) are recognized in profit or loss upon utilization of the services or 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 2.21).

2.16 Operating 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 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 in profit or loss on a straight-line basis over the lease term (see Note 2.15).

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.

2.17 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 the consolidated statement of comprehensive income as part of income or loss from operations.

2.18 Impairment of Non-financial Assets

The Group's Investments in Associates, Investment Property, Property and Equipment, Development rights and other non-financial assets are subject to impairment testing whenever events or changes in circumstances indicate that their carrying amounts 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, assets are tested for impairment either individually or at the 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 amount 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.

2.19 Employee Benefits

The Group's employee benefits are recognized and measured 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 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 annually by independent actuaries 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 rate of zero coupon government bonds as published by Philippine Dealing and Exchange Corporation, that is denominated in the currency in which the benefits will be paid and that has 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 net interest), if any, 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 and Other Charges or Finance and Other 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 or curtailment.

(b) Termination Benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(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 the Trade and Other Payables account of the consolidated statement of financial position at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

2.20 Share-based Employee Remuneration

The Company grants share options to key executive officers eligible under a stock option plan. The services received in exchange for the grant, and the corresponding share options, are valued by reference to the fair value of the equity instruments granted at grant date. This fair value excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions), if any. The share-based remuneration is recognized as an expense in profit or loss with a corresponding credit to retained earnings.

The expense is recognized during the vesting period based on the best available estimate of the number of share options expected to vest. The estimate is subsequently revised, if necessary, such that it equals the number that ultimately vests on vesting date. No subsequent adjustment is made to expense after vesting date, even if share options are ultimately not exercised.

Upon exercise of share option, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to capital stock with any excess being recorded as additional paid-in capital (APIC).

2.21 Borrowing Costs

For financial reporting purposes, borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are directly attributable to the acquisition, construction or production 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 the Property Development Costs or Real Estate, Golf and Resort Shares for Sale account (see Note 2.5). The capitalization of borrowing costs commences when expenditures for the asset and borrowing costs 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. For income tax purposes, all interest and other borrowing costs are treated as deductible expenses in the period in which they are incurred.

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

2.22 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 Group; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

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

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

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

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in 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.

2.24 Equity

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

APIC represents premium received on the issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from APIC, net of any related income tax benefits.

Revaluation reserves arise from the changes in fair value of the Group's AFS financial assets and remeasurements on retirement benefit obligation, net of applicable taxes.

Retained earnings includes all current and prior period results of operations as reported in the profit or loss section of the consolidated statements of comprehensive income and share-based employee remuneration, reduced by the amounts of dividends declared, if any.

Non-controlling interests represent the portion of the net assets and profit or loss not attributable to the Company's shareholders which are presented separately in the Group's consolidated statement of comprehensive income and within the equity in the Group's consolidated statement of financial position and consolidated statement of changes in equity.

2.25 Basic and Diluted Earnings per Share

Basic earnings per share (EPS) is computed by dividing consolidated net profit by the weighted average number of common shares issued and outstanding during the period, 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 common shares outstanding to assume conversion of potentially dilutive shares. Currently, the Group's potentially dilutive shares consist only of share options (see Note 25).

2.26 Events after the End of the Reporting Period

Any post-year-end event that provides additional information about the Group's 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 Management 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 judgement 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) Distinction among Investment Property, Owner-occupied Properties and Land for Future Development

The Group determines whether an asset qualifies as an item of investment property, owner-occupied property or land for future development. In making its judgment, the Group considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the operations of the Group or for administrative purposes while land for future development are properties intended solely for future development.

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.

(c) Determination of Significant Influence over Entities in which the Group Holds Less than 20% Ownership

The Group determines whether significant influence exists over an investee company over which the Group holds less than 20% of the investee's capital stock. The Group considers the ability to influence the operating and financial policies of the investee, representation on the board of directors of the investee and routine participation in management decisions in making its judgment. Based on management's judgment, the Group has significant influence over these investee companies (see Note 10.1).

(d) Consolidation of Entities in which the Company Holds 50% Ownership or Less

Management considers that the Company has de facto control over OPI and SMI even though it does not hold more than 50% of the ordinary shares and voting rights of these subsidiaries due to the factors discussed below.

The Company holds 50% equity interest over OPI and SMI and has: (1) the ability to direct the relevant activities of the subsidiaries; (2) the rights to variable returns from its involvement with the subsidiaries; and, (3) the ability to use its power to affect its returns from its involvement with the subsidiaries. Based on management's judgment, the Company has control over OPI and SMI; hence, the said subsidiaries were consolidated in the financial statements of the Group.

(e) Deconsolidation of a Subsidiary in which the Company Sold Less than 50% Ownership

Management considers that the Company, through FEPI, has lost control over BNHGI in 2014 even though FEPI still holds 60% equity interest over BNHGI after disposal of 40% of its ownership interest in 2014. The Company has lost the ability to direct the relevant activities of BNHGI; further, only 2 out of 5 members of the BOD of BNHGI are related to the Group as of December 31, 2014.

Based on management's judgment, the Company deconsolidated BNHGI and considered it as an associate in the 2014 consolidated financial statements (see Note 10.3).

(f) Distinction between Operating and Finance Leases

Critical judgment was exercised by management to distinguish each lease agreement as either an operating or a 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.

(g) Recognition of Provisions and Contingencies

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provision and contingencies are discussed in Note 2.13 and relevant disclosures 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) 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 profit or loss in the subsequent period.

(b) 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 collectibility of the accounts, including, but not limited to, the length of the Group's relationship with the counterparties, the counterparties' current credit status based on known market forces, 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.

The carrying value of trade and other receivables and the analysis of allowance for impairment on such financial assets are shown in Note 6. Based on the evaluation of management, there are no impairment losses required to be recognized on the Group's advances to related parties (see Note 23).

(c) *Determining Net Realizable Value of Real Estate, Golf and Resort Shares For Sale, Property Development Costs and Land For Future Development*

In determining the net realizable value of real estate, golf and resort shares for sale, property development costs and land 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 and uncertainty and may cause significant adjustments to the Group's real estate, golf and resort shares for sale, property development costs and land for future development within the next reporting period.

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

(d) *Fair Value of Stock Options*

The Company estimates the fair value of the executive stock option by applying an option valuation model, taking into account the terms and conditions on which the executive stock option were granted. The estimates and assumptions used are presented in Note 24.2 which include, among other things, the option's time of expiration, applicable risk-free interest rate, expected dividend yield, volatility of the Company's share price and fair value of the Company's common shares. Changes in these factors can affect the fair value of stock options at grant date.

(e) *Estimating Useful Lives of Investment Property, Property and Equipment and Development Rights*

The Group estimates the useful lives of investment property, property and equipment and development rights based on the period over which the assets are expected to be available for use. The estimated useful lives of investment property, property and equipment and development right 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 investment property, property and equipment and development right are analyzed in Notes 11, 12 and 13, respectively. Based on management's assessment as at December 31, 2016 and 2015, there are no changes in the estimated useful lives of those assets as of the end of the reporting periods. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(f) Fair Value Measurement of Investment Property

Investment property is measured using the cost model. The fair value disclosed in Note 11 to the consolidated financial statements is determined by the Group using the discounted cash flows valuation technique since the information on current or recent prices of assumptions underlying the discounted cash flow approach of investment property is not available. The Group uses assumptions that are mainly based on market conditions existing at the end of each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

(g) Determining 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. Management assessed that the deferred tax assets recognized as at December 31, 2016 and 2015 will be fully utilized within the prescribed period of availment. The carrying value of deferred tax assets as of those dates is disclosed in Note 22.

(h) Impairment of Non-financial Assets

PFRS requires that an impairment review be performed when certain impairment indicators are present. The Group's policy on estimating the impairment of non-financial assets is discussed in detail in Note 2.18. Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

No impairment losses were recognized on investments in associates, investment property, property and equipment, development right and other non-financial assets for the years ended December 31, 2016, 2015 and 2014 (see Notes 10, 11, 12 and 13).

(i) Valuation of Post-employment Defined Benefit Obligation

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates and salary rate increase. 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.

(j) 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 the percentage-of-completion 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 period.

(k) Basis for Revenue Recognition Benchmark

The Group recognizes its revenue from sale of real estate in full when 25% or more of the total contract price is received [see Note 2.15(a)]. Management believes that the revenue recognition criterion on percentage of collection is appropriate based on the Group's collection history from customers and number of back-out sales in prior years. Buyer's interest in the property is considered to have vested when the payment of at least 25% of the contract price has been received from the buyer and the Group has ascertained the buyer's commitment to complete the payment of the total contract price.

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 of residential and office units including urban centers integrating office, residential and commercial components. The Real Estate segment pertains to the development and sale of residential and office projects. The Rental segment includes leasing of office and commercial spaces. The Service Income segment relates to maintenance of golf courses. The Corporate and Others segment includes marketing services, general and corporate income and expense items. Segment accounting policies are the same as the policies described in Note 2.12. The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

4.2 Segment Assets and Segment Liabilities

Segment assets are allocated based on their physical location and use or direct association with a specific segment and they include all operating assets used by a segment and consist principally of operating cash, receivables, real estate inventories, property and equipment, and investment property, net of allowances and provisions. Similar to segment assets, segment liabilities are also allocated based on their use or direct association with a specific segment. Segment liabilities include all operating liabilities and consist principally of accounts, wages and taxes currently payable and accrued liabilities. Segment assets and segment liabilities do not include deferred taxes.

4.3 Intersegment Transactions

Segment revenues, expenses and performance include sales and purchases between business segments. Such sales and purchases are eliminated in consolidation.

4.4 Analysis of Segment Information

The tables presented below and in the succeeding pages present revenue and profit information regarding industry segments for the years ended December 31, 2016, 2015 and 2014 and certain asset and liability information regarding segments at December 31, 2016, 2015 and 2014.

As of and for the Year Ended December 31, 2016

	<u>Real Estate</u>	<u>Rental</u>	<u>Hotel Operations</u>	<u>Service Income</u>	<u>Corporate and Other</u>	<u>Elimination</u>	<u>Consolidated</u>
TOTAL REVENUES							
Sales to external customers	P 4,759,769,565	P 104,881,942	P 353,274,211	P 108,814,826	P 215,653,341	P -	P 5,542,393,885
Intersegment sales	-	60,176,586	-	-	54,417,681	(114,594,267)	-
Total revenues	<u>P 4,759,769,565</u>	<u>P 165,058,528</u>	<u>P 353,274,211</u>	<u>P 108,814,826</u>	<u>P 270,071,022</u>	<u>(P114,594,267)</u>	<u>P 5,542,393,885</u>
RESULTS							
Segment results	<u>P 1,102,356,226</u>	<u>P 122,794,097</u>	<u>P 30,332,679</u>	<u>P 10,951,767</u>	<u>P 264,161,729</u>	<u>(P 114,594,267)</u>	P 1,416,002,231
Unallocated expenses							-
Income from operations							1,416,002,231
Interest income	155,855,620	-	-	-	44,231,743	-	200,087,363
Finance costs	-	-	-	-	(85,914,220)	-	(85,914,220)
Equity share in net losses of associates	-	-	-	-	(532,733)	-	(532,733)
Foreign currency gain – net	-	-	-	-	6,480,930	-	6,480,930
Income before tax							1,536,123,571
Tax expense							(453,760,645)
Net profit before non-controlling interest							1,082,362,926
Non-controlling interest share in net profit							<u>116,843,267</u>
Net income attributable to the Company's shareholders							<u>P 965,519,659</u>
ASSETS AND LIABILITIES							
Segment assets	P34,013,474,105	P3,183,235,473	P 761,949,418	P276,476,336	P4,112,068,937	P -	P 42,347,204,269
Investments in and advances to associates and other related parties	-	-	-	-	2,038,151,864	-	2,038,151,864
Unallocated assets							-
Total assets	<u>P 34,013,474,105</u>	<u>P 3,183,235,473</u>	<u>P 761,949,418</u>	<u>P 276,476,336</u>	<u>P 6,150,220,801</u>	<u>P -</u>	<u>P 44,385,356,133</u>
Total segment liabilities	<u>P 15,432,900,786</u>	<u>P 13,456,777</u>	<u>P 185,233,482</u>	<u>P 204,239,450</u>	<u>P 1,048,497,249</u>	<u>P -</u>	<u>P 16,884,327,744</u>
OTHER SEGMENT INFORMATION							
Project and capital expenditures	P 3,119,220,414	P 1,598,754,366	P 3,540,275	P 58,369,540	P 20,044,746	P -	P 4,799,929,341
Depreciation and amortization	22,681,175	8,758,404	24,151,831	26,711,819	28,229,898	-	110,533,127

As of and for the Year Ended December 31, 2015

	<u>Real Estate</u>	<u>Rental</u>	<u>Hotel Operations</u>	<u>Service Income</u>	<u>Corporate and Others</u>	<u>Elimination</u>	<u>Consolidated</u>
TOTAL REVENUES							
Sales to external customers	P 4,452,851,700	P 59,779,346	P 314,002,868	P 121,386,188	P 275,910,604	P -	P 5,223,930,706
Intersegment sales	-	78,011,338	-	-	21,144,649	(99,155,987)	-
Total revenues	<u>P 4,452,851,700</u>	<u>P 137,790,684</u>	<u>P 314,002,868</u>	<u>P 121,386,188</u>	<u>P 297,055,253</u>	<u>(P 99,155,987)</u>	<u>P 5,223,930,706</u>
RESULTS							
Segment results	<u>P 807,160,182</u>	<u>P 126,846,016</u>	<u>P 39,970,890</u>	<u>P 12,495,623</u>	<u>P 223,403,820</u>	<u>(P 99,155,987)</u>	P 1,110,720,544
Unallocated expenses	-	-	-	-	-	-	-
Income from operations	-	-	-	-	-	-	1,110,720,544
Interest income	111,669,394	-	-	-	51,913,997	-	163,583,391
Finance costs	-	-	-	-	(80,810,699)	-	(80,810,699)
Equity share in net losses of associates	-	-	-	-	(1,265,081)	-	(1,265,081)
Foreign currency gain -- net	-	-	-	-	2,738,422	-	2,738,422
Income before tax	-	-	-	-	-	-	1,194,966,577
Tax expense	-	-	-	-	-	-	(346,130,163)
Net profit before non-controlling interest	-	-	-	-	-	-	848,836,414
Non-controlling interest share in net profit	-	-	-	-	-	-	122,012,704
Net income attributable to the Company's shareholders	-	-	-	-	-	-	<u>P 726,823,710</u>
ASSETS AND LIABILITIES							
Segment assets	P 30,968,609,316	P 1,537,644,002	P 747,375,980	P 243,358,330	P 3,808,030,069	P -	P 37,305,017,697
Investments in and advances to associates and other related parties	-	-	-	-	2,349,067,422	-	2,349,067,422
Unallocated assets	-	-	-	-	-	-	-
Total assets	<u>P 30,968,609,316</u>	<u>P 1,537,644,002</u>	<u>P 747,375,980</u>	<u>P 243,358,330</u>	<u>P 6,157,097,491</u>	<u>P -</u>	<u>P 39,654,085,119</u>
Total segment liabilities	<u>P 12,353,303,933</u>	<u>P 15,023,437</u>	<u>P 215,251,226</u>	<u>P 213,823,605</u>	<u>P 1,059,809,208</u>	<u>P -</u>	<u>P 13,857,211,409</u>
OTHER SEGMENT INFORMATION							
Project and capital expenditures	P 3,379,733,557	P 360,131,223	P 5,254,456	P 33,877,674	P 19,207,946	P -	P 3,798,204,856
Depreciation and amortization	21,762,593	9,289,222	24,373,587	11,071,901	20,084,560	-	86,581,863

As of and for the Year Ended December 31, 2014

	<u>Real Estate</u>	<u>Rental</u>	<u>Hotel Operations</u>	<u>Service Income</u>	<u>Corporate and Others</u>	<u>Elimination</u>	<u>Consolidated</u>
TOTAL REVENUES							
Sales to external customers	P 2,257,421,519	P 45,370,240	P 299,513,085	P 149,123,993	P 492,861,235	P -	P 3,244,290,072
Intersegment sales	-	77,658,921	-	-	22,725,439	(100,384,360)	-
Total revenues	<u>P 2,257,421,519</u>	<u>P 123,029,161</u>	<u>P 299,513,085</u>	<u>P 149,123,993</u>	<u>P 515,586,674</u>	<u>(P100,384,360)</u>	<u>P 3,244,290,072</u>
RESULTS							
Segment results	<u>P 540,821,055</u>	<u>P 85,805,971</u>	<u>P 135,544,255</u>	<u>P 20,355,630</u>	<u>P 293,331,556</u>	<u>(P100,384,360)</u>	P 975,474,107
Unallocated expenses							(10,895,669)
Income from operations							964,578,438
Interest income	-	-	-	-	116,584,458	-	116,584,458
Finance costs	-	-	-	-	(68,707,186)	-	(68,707,186)
Equity share in net losses of associates	-	-	-	-	(1,196,278)	-	(1,196,278)
Foreign currency gain – net	-	-	-	-	453,930	-	453,930
Income before tax							1,011,713,362
Tax expense							(155,168,504)
Net profit before non-controlling interest							856,544,858
Non-controlling interest share in net profit							71,693,725
Net income attributable to the Company's shareholders							<u>P 784,851,133</u>
ASSETS AND LIABILITIES							
Segment assets	P25,836,924,775	P 323,373,974	P841,088,072	P 190,731,275	P3,616,336,494	P -	P30,808,454,590
Investments in and advances to associates and other related parties	-	-	-	-	2,593,917,409	-	2,593,917,409
Unallocated assets	-	-	-	-	201,457,890	-	201,457,890
Total assets	<u>P25,836,924,775</u>	<u>P 323,373,974</u>	<u>P841,088,072</u>	<u>P 190,731,275</u>	<u>P6,411,711,793</u>	<u>P -</u>	<u>P 33,603,829,889</u>
Total segment liabilities	<u>P 8,020,494,096</u>	<u>P 24,696,004</u>	<u>P206,256,960</u>	<u>P 122,155,393</u>	<u>P 736,092,438</u>	<u>P -</u>	<u>P 9,109,694,891</u>
OTHER SEGMENT INFORMATION							
Project and capital expenditures	P 1,745,673,345	P 8,380,494	P 5,076,171	P 20,325,021	P 42,847,785	P -	P 1,822,302,816
Depreciation and amortization	11,040,897	4,474,987	8,189,606	1,089,216	31,035,541	-	55,830,247

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>2016</u>	<u>2015</u>	<u>2014</u>
Net revenues			
Total segment revenues	P 5,656,988,152	P 5,323,086,693	P 3,344,674,432
Elimination of intersegment revenues	(<u>114,594,267</u>)	(<u>99,155,987</u>)	(<u>100,384,360</u>)
Revenues as reported in consolidated profit or loss	<u>P 5,542,393,885</u>	<u>P 5,223,930,706</u>	<u>P 3,244,290,072</u>
Net profit or loss			
Segment net profit	<u>P 1,082,362,926</u>	<u>P 848,836,414</u>	<u>P 856,544,858</u>
Net profit as reported in consolidated profit or loss	<u>P 1,082,362,926</u>	<u>P 848,836,414</u>	<u>P 856,544,858</u>
Assets			
Segment assets	<u>P 44,385,356,133</u>	<u>P 39,654,085,119</u>	<u>P 33,603,829,889</u>
Total assets reported in the consolidated statements of financial position	<u>P 44,385,356,133</u>	<u>P 39,654,085,119</u>	<u>P 33,603,829,889</u>
Liabilities			
Segment liabilities	<u>P 16,884,327,744</u>	<u>P 13,857,211,409</u>	<u>P 9,109,694,891</u>
Total liabilities reported in the consolidated statements of financial position	<u>P 16,884,327,744</u>	<u>P 13,857,211,409</u>	<u>P 9,109,694,891</u>

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components as at the end of the reporting periods:

	<u>2016</u>	<u>2015</u>
Cash on hand and in banks	P 2,616,335,577	P 1,680,076,555
Short-term placements	<u>493,556,773</u>	<u>1,214,396,782</u>
	<u>P 3,109,892,350</u>	<u>P 2,894,473,337</u>

Cash in banks generally earn interest at rates based on daily bank deposit rates. Short-term placements are made between 7 to 120 days at prevailing market interest rates and earn annual effective interest of 1.00% to 2.25% in 2016, 1.00% to 2.50% in 2015 and 1.75% to 1.85% in 2014.

Interest income earned from cash in banks and short-term placements is included as part of Finance income under the Finance and Other Income account in the consolidated statements of comprehensive income (see Note 18.1).

6. TRADE AND OTHER RECEIVABLES

This account is composed of the following as at December 31:

	<u>Notes</u>	<u>2016</u>	2015 [As Restated – see Note 2.1(b)]
Current:			
Installment contract and other trade receivables		P4,864,103,510	P4,113,713,718
Advances to officers and employees	23.3	118,336,731	91,715,085
Advances to raw landowners		52,494,914	46,989,262
Others	13, 23.2	<u>264,116,687</u>	<u>198,472,819</u>
		5,299,051,842	4,450,890,884
Allowance for impairment		(540,342,300)	(540,342,300)
		<u>4,758,709,542</u>	<u>3,910,548,584</u>
Non-current:			
Installment contract receivables		3,230,157,687	2,482,212,979
Unearned discount and interest		(199,275,449)	(213,921,210)
		<u>3,030,882,238</u>	<u>2,268,291,769</u>
		<u>P7,789,591,780</u>	<u>P6,178,840,353</u>

Installment contract receivables represent receivables from sale of real estate and resort shares for sale and are normally collectible monthly within one to five years. The titles to the real estate and resort shares sold remain with the Group until such receivables are fully collected. The installment period of sales contracts averages from three to five years.

Installment contract receivables are noninterest-bearing and are measured at amortized cost using the effective interest method based on the interest rate of comparable financial instruments in the market (see Note 29.3). Interest income from amortization amounted to P155.9 million, P111.7 million, and P43.0 million for the years ended December 31, 2016, 2015 and 2014, respectively, and is presented as part of Finance income under the Finance and Other Income account in the consolidated statements of comprehensive income (see Note 18.1).

Meanwhile, the related day-one loss on the discounting of the non-current portion of installment contracts receivables amounting to P146.2 million, P186.1 million and P124.6 million for the years ended December 31, 2016, 2015 and 2014, respectively, is netted against the Real Estate Sales account in the consolidated statements of comprehensive income.

Advances to officers and employees are noninterest-bearing, unsecured and settled through salary deduction or liquidation.

Advances to raw landowners are noninterest-bearing cash advances pertaining to amounts advanced by the Group to certain raw landowners as down payment for lots to be acquired.

Other receivables include interest receivable from cash and short-term placements in banks and rent receivables from third parties and related parties.

All of the Group's receivables have been reviewed for indicators of impairment. Certain receivables were found to be impaired; hence, adequate amounts of allowance for impairment have been recognized. The impairment losses recognized for the years ended December 31, 2015 and 2014 amounting to P0.1 million and P3.3 million (nil in 2016), respectively, are presented as Impairment losses on trade and other receivables under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2).

A reconciliation of the allowance for impairment at beginning and end of the reporting periods is shown below.

	Note	<u>2016</u>	2015 [As Restated – see Note 2.1(b)]
Balance at beginning of year		P 540,342,300	P 540,272,485
Impairment losses during the year	18.2	<u>-</u>	<u>69,815</u>
Balance at end of year		<u>P 540,342,300</u>	<u>P 540,342,300</u>

7. REAL ESTATE TRANSACTIONS

7.1 Real Estate, Golf and Resort Shares for Sale

The composition of this account as at December 31 is shown below.

	<u>2016</u>	<u>2015</u>
Real estate for sale	P10,632,342,753	P 9,617,332,274
Golf and resort shares for sale	<u>2,669,705,396</u>	<u>2,487,372,777</u>
	13,302,048,149	12,104,705,051
Allowance for impairment	(<u>88,411,502</u>)	(<u>88,411,502</u>)
	<u>P13,213,636,647</u>	<u>P12,016,293,549</u>

Real estate for sale mainly pertains to the accumulated costs incurred in developing the Group's horizontal and condominium projects and certain integrated-tourism projects, including capitalized borrowing costs amounting to P101.1 million and P24.5 million for the years ended December 31, 2016 and 2015, respectively. The said interest was incurred in relation to the interest-bearing loans obtained in 2016 and 2015 (see Note 14). The capitalization rate averaged 4.02% and 5.4% in 2016 and 2015, respectively. No borrowing costs were capitalized in 2014.

Golf and resort shares for sale pertain to proprietary or membership shares (landowner shares and founders shares) that are of various types and costs. The cost of the landowner resort shares is based on the acquisition and development costs of the land and the project. The cost of the founders shares is based on the par value of the resort shares which is P100 per share.

There are no additional impairment losses recognized in 2016, 2015 and 2014.

7.2 Property Development Costs

Property development costs include on-going costs incurred by the Group for its own projects. In addition, this account also includes the costs incurred by the Group for the joint development of various projects that are treated as jointly controlled operations; there were no separate entities created by these joint venture agreements. The jointly controlled operations are undertaken under project agreements with different venture partners. The costs relating to these joint projects represent the amount of investments placed by the Group as original investor/developer or the amount assigned/transferred to the Group by associates or by related parties who were the original investors/developers in the project agreement.

As at December 31, 2016 and 2015, the Group either has no other contingent liabilities with regard to these joint ventures or that the probability of loss that may arise from contingent liabilities is remote.

7.3 Land for Future Development

Land for future development pertains to acquisition costs of raw land intended for future development, including other costs and expenses incurred to effect the transfer of title of the property to the Group.

7.4 Reserve for Property Development

The movement of the Reserve for Property Development account is shown below.

	<u>2016</u>	<u>2015</u>
Current:		
Balance at beginning of year	P 621,758,414	P 361,141,000
Additions	815,369,804	410,112,179
Reductions	(222,214,766)	(149,494,765)
Balance at end of year	<u>1,214,913,452</u>	<u>621,758,414</u>
Non-current:		
Balance at beginning of year	1,284,574,332	1,004,857,173
Additions	122,427,467	534,216,114
Reductions	(259,148,605)	(254,498,955)
Balance at end of year	<u>1,147,853,194</u>	<u>1,284,574,332</u>
	<u>P2,362,766,646</u>	<u>P1,906,332,746</u>

8. PREPAYMENTS AND OTHER CURRENT ASSETS

The composition of this account is shown below.

	<u>Notes</u>	<u>2016</u>	2015 [As Restated – see Note 2.1(b)]
Advances to contractors and suppliers		P 1,914,348,265	P 1,690,634,680
Input VAT		986,192,787	789,247,078
Creditable withholding tax		224,206,607	356,485,132
Deferred commission		59,089,057	59,389,160
Prepayments	23.2	44,357,694	16,262,539
Others	23.2		
	27.2, 28.1	<u>184,634,418</u>	<u>113,425,627</u>
		3,412,828,828	3,025,444,216
Allowance for impairment		(13,599,572)	(13,599,572)
		<u>P3,399,229,256</u>	<u>P3,011,844,644</u>

Advances to contractors and suppliers, which are noninterest-bearing and unsecured, pertain to amounts advanced to the Group's contractors and suppliers as down payment for services to be rendered and goods to be delivered to the Group.

Deferred commission represents commission advanced to the agents of the Group for the sale of real estate inventory that will be realized as incurred upon reaching certain percentage of agents' collection from Group's customers.

There are no additional impairment losses recognized in 2016, 2015 and 2014.

9. ADVANCES TO REAL ESTATE PROPERTY OWNERS

This account represents advances to real estate property owners and various charges in connection with several project agreements entered into by the Group. The terms of the agreements provide that the Group will undertake the improvement, subdivision and development of the properties. The agreements further stipulate that the Group and the property owners share either in the form of the developed real estate properties or upon collection of sales proceeds using certain pre-agreed sharing ratios. Collections of the advances from the said property owners are generally received upon sale of property owners' shares in the projects.

The outstanding amounts, net of unearned discount and interest, at the end of the reporting period are as follows:

	<u>2016</u>	<u>2015</u>
Advances to real estate property owners	P 1,108,713,345	P 1,107,514,495
Unearned discount and interest	(54,682,533)	(58,586,206)
	<u>P1,054,030,812</u>	<u>P1,048,928,289</u>

The net commitment for construction expenditures of the Group amounted to:

	<u>2016</u>	<u>2015</u>
Total commitment for construction expenditures	P5,278,425,108	P 5,130,399,394
Total expenditures incurred	(4,554,894,672)	(4,293,374,288)
Net commitment	<u>P 723,530,436</u>	<u>P 837,025,106</u>

The Group's interests on jointly-controlled operations and projects range from 50% to 85% in both 2016 and 2015. The list of the Group's jointly controlled projects (which are not jointly-controlled entities) are as follows:

- Alabang West
- Caliraya Spring
- Forest Hills
- Kingsborough
- Monte Cielo de Peñafrancia
- Mountain Meadows
- Newport Hills
- Pahara @ Southwoods
- Sta. Barbara Heights Phase 2 & 3
- Holland Park
- Sta Barbara Heights Shophouse District

As at December 31, 2016 and 2015, the Group has no other contingent liabilities with regard to these joint ventures or has assessed that the probability of loss that may arise from contingent liabilities is remote.

The amortization of unearned discount and interest amounting to P3.9 million in 2016 and 2015, and P4.4 million in 2014, is presented as part of Finance income under the Finance and Other Income account in the consolidated statements of comprehensive income (see Note 18.1).

The real estate property owners related to the Alabang West, Pahara @ Southwoods and Holland Park projects were charged to marketing fees in 2016, 2015 and 2014 amounting to P69.9 million, P39.3 million and P30.0 million, respectively, which are included as part of Marketing fees under the Finance and Other Income account in the 2016 and 2015 consolidated statements of comprehensive income (see Note 18.1).

All of the Group's advances have been reviewed for indicators of impairment. Based on management's evaluation, no allowance for impairment loss needs to be recognized in 2016, 2015 and 2014.

10. INVESTMENTS IN ASSOCIATES AND NON-CONTROLLING INTERESTS

10.1 Investments in Associates

The components of the carrying values of investments in associates accounted for under the equity method at the end of the reporting periods are as follows:

	<u>Note</u>	<u>2016</u>	<u>2015</u>
Acquisition costs:			
NPI		P 734,396,528	P 734,396,528
BNHGI	10.3	293,602,421	534,510,859
FERC		28,000,000	28,000,000
FENI		10,000,003	10,000,003
FESI		7,808,360	7,808,360
FERSAI		<u>4,000,000</u>	<u>4,000,000</u>
		<u>1,077,807,312</u>	<u>1,318,715,750</u>
Accumulated equity share			
in net losses:			
Balance at beginning of year		46,543,010	45,277,929
Equity share in net losses			
for the year		<u>532,733</u>	<u>1,265,081</u>
Balance at end of year		<u>47,075,743</u>	<u>46,543,010</u>
		<u>P1,030,731,569</u>	<u>P1,272,172,740</u>

In 2016 and 2015, the Group sold 15% ownership interest in each year in BNHGI to a third party. Gains from these transactions amounted to P82.5 million and P181.3 million in 2016 and 2015, respectively, which represent the excess of the consideration received over the book value of disposed investment and are presented as Gain on Sale of Investment in Associate in the 2016 and 2015 consolidated statements of comprehensive income.

Significant influence that exists in these associates is brought about by the Group's provision of essential technical information for the development of the various projects of these investee companies.

The place of incorporation, which is also the principal place of business, of the Group's associates is presented below.

- (a) BNHGI, NPI, FESI – Renaissance Towers, Meralco Avenue, Pasig City
- (b) FERC, FENI, FERSAI – Paragon Plaza, Reliance St., Mandaluyong City

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

		December 31, 2016			
		Assets	Liabilities	Revenues	Net Loss
BNHGI	P	1,800,435,218	P 196,475,395	P -	(P 108,161)
NPI		5,675,415,679	1,317,006,156	18,283	(123,034)
FERC		277,874,990	209,508,750	-	-
FERSAI		157,909,404	173,014,080	-	-
FESI		61,570,543	16,233,974	1,521,487	(2,415,300)
FENI		98,510,739	93,113,013	-	-
		<u>P 8,071,716,573</u>	<u>P 2,005,351,368</u>	<u>P 1,539,770</u>	<u>(P 2,646,495)</u>
		December 31, 2015			
		Assets	Liabilities	Revenues	Net Loss
BNHGI	P	1,799,798,866	P 196,246,769	P -	(P 2,019,930)
NPI		5,675,538,713	1,317,006,156	21,150	(18,348)
FERC		277,874,990	209,508,750	-	-
FERSAI		157,909,404	173,014,080	-	-
FESI		64,232,266	18,248,112	1,818,862	(1,767,717)
FENI		98,510,739	93,113,013	-	-
		<u>P 8,073,864,978</u>	<u>P 2,007,136,880</u>	<u>P 1,840,012</u>	<u>(P 3,805,995)</u>

The fair values of the associates' shares of stock are not available as of the end of the reporting periods.

Based on the assessment of the management, the investments in associates are not impaired due to the active efforts of the Group to raise funds in order to push through with the associates' projects.

10.2 Subsidiaries with Material Non-controlling Interest

The Group includes subsidiaries with material NCI, with details shown below.

Name of Subsidiary	Material NCI	Proportion of Ownership Interest and Voting Rights Held by NCI		Profit (Loss) Allocated to NCI		Accumulated NCI	
		2016	2015	2016	2015	2016	2015
TLC	Various stockholders	49%	49%	P 81,218,256	P 15,345,841	P3,281,185,069	P3,199,194,261
SMI	Megaworld	50%	50%	(8,349,495)	(6,367,793)	1,025,886,099	435,968,075
SWEC	Various stockholders	40%	40%	9,442,483	(3,345,000)	228,574,887	210,660,605
OPI	Various stockholders	50%	50%	33,060,835	120,311,970	219,920,162	186,382,636

In 2015, the Company fully paid its unpaid shares subscriptions to SMI amounting to P159.4 million as of December 31, 2014. Of the remaining unissued authorized capital stock of SMI amounting to P637.5 million as of December 31, 2014, the Company subscribed and paid additional 212,500,000 shares at P1.00 per share in July 2015, increasing its total investment in SMI to P425.0 million. Moreover, in September 2015, Megaworld subscribed the remaining 425,000,000 shares at P2.33 per share or a total consideration of P991,652,500, of which P450,000,000 had been paid as of December 31, 2015. The Company waived its pre-emptive rights on the said remaining unissued shares of SMI. The subscription by Megaworld decreased the Company's ownership interest from 100% in 2014 to 50% in 2015.

In 2016, Megaworld fully paid its unpaid shares subscriptions to SMI amounting to P541.6 million as of December 31 2015. In addition, the Company and Megaworld subscribed additional common shares of SMI amounting to P68.1 million and P63.0 million, respectively, maintaining their ownership interests.

Management assessed that control is still retained by the Company [see Note 3.1(d)].

No dividends were paid by the above subsidiaries to the NCI in 2016, 2015 and 2014.

The place of incorporation, which is also the principal place of business, of TLC, SMI, SWEC and OPI is summarized below.

- (a) TLC and SMI – Renaissance Towers, Meralco Avenue, Pasig City
- (b) SWEC – Southwoods Ecocentrum, Brgy. Soro-Soro, Biñan, Laguna
- (c) OPI – 5th Floor, F&M Lopez II Building, 109 C. Palanca St., Legaspi Village, Makati City

The summarized financial information of TLC, SMI, SWEC and OPI, before intragroup eliminations, is shown below.

	TLC		SMI		SWEC		OPI	
	2016	2015	2016	2015	2016	2015	2016	2015
Total assets	<u>P 8,744,246,171</u>	<u>P 8,416,123,235</u>	<u>P 2,367,944,553</u>	<u>P 1,024,329,700</u>	<u>P 749,232,823</u>	<u>P 737,526,637</u>	<u>P 1,649,637,664</u>	<u>P 1,742,745,471</u>
Total liabilities	<u>P 2,047,950,112</u>	<u>P 1,885,579,270</u>	<u>P 852,703,940</u>	<u>P 165,129,137</u>	<u>P 177,795,606</u>	<u>P 194,705,518</u>	<u>P 1,209,797,340</u>	<u>P 1,369,026,817</u>
Equity attributable to shareholders of the Company	<u>P 3,415,110,990</u>	<u>P 3,330,577,422</u>	<u>P 757,620,307</u>	<u>P 429,600,282</u>	<u>P 342,862,330</u>	<u>P 325,692,671</u>	<u>P 219,920,162</u>	<u>P 186,859,327</u>
Non-controlling interests	<u>P 3,281,185,069</u>	<u>P 3,199,966,543</u>	<u>P 757,620,307</u>	<u>P 429,600,281</u>	<u>P 228,574,887</u>	<u>P 217,128,448</u>	<u>P 219,920,162</u>	<u>P 186,859,327</u>
Revenue	<u>P 660,158,710</u>	<u>P 282,437,174</u>	<u>P 1,612,954</u>	<u>P 944,870</u>	<u>P 77,322,757</u>	<u>P 30,483,645</u>	<u>P 292,445,903</u>	<u>P 672,500,758</u>
Profit (loss) for the year attributable to shareholders of the Company	<u>P 84,533,568</u>	<u>P 15,972,201</u>	<u>(P 8,349,496)</u>	<u>(P 6,367,793)</u>	<u>P 17,169,659</u>	<u>(P 5,017,501)</u>	<u>P 33,060,835</u>	<u>P 120,311,970</u>
Profit (loss) for the year attributable to NCI	<u>81,218,526</u>	<u>15,345,841</u>	<u>(8,349,495)</u>	<u>(6,367,793)</u>	<u>9,442,483</u>	<u>(3,345,000)</u>	<u>33,060,835</u>	<u>120,311,970</u>
Profit (loss) for the year	<u>P 165,752,094</u>	<u>P 31,318,042</u>	<u>(P 16,698,991)</u>	<u>(P 12,735,586)</u>	<u>P 26,612,142</u>	<u>(P 8,362,501)</u>	<u>P 66,121,670</u>	<u>P 240,623,940</u>
Net cash from (used) in operating activities	<u>(P 71,954,226)</u>	<u>(P 362,585,624)</u>	<u>(P 560,127,867)</u>	<u>(P 348,718,378)</u>	<u>P 12,962,316</u>	<u>(P 23,358,491)</u>	<u>P 202,172,633</u>	<u>(P 136,596,520)</u>
Net cash from (used in) investing activities	<u>(357,046,701)</u>	<u>(155,148,988)</u>	<u>(1,224,471,484)</u>	<u>(359,893,450)</u>	<u>415,006</u>	<u>(449,719)</u>	<u>1,385,264</u>	<u>2,518,902</u>
Net cash from (used in) financing activities	<u>(396,638)</u>	<u>128,627</u>	<u>672,715,000</u>	<u>821,875,000</u>	<u>-</u>	<u>-</u>	<u>(100,097,496)</u>	<u>265,854,975</u>
Effect of foreign exchange rates	<u>1,622,207</u>	<u>384,054</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net cash inflow (outflow)	<u>(P 427,775,358)</u>	<u>(P 517,221,931)</u>	<u>P 8,371,383</u>	<u>P 113,263,172</u>	<u>P 13,377,322</u>	<u>(P 23,808,210)</u>	<u>P 103,460,401</u>	<u>(P 131,777,357)</u>

TLC, SMI, SWEC and OPI have no other comprehensive income in the year 2016 and 2015; hence, the respective total comprehensive income (loss) of these subsidiaries are the same with the profit (loss) recognized in both years.

10.3 Loss of Control over a Subsidiary

In 2014, FEPI sold 40% of its ownership interest in BNHGI to a third party thereby, reducing the Company's ownership interest. BNHGI ceased to be a subsidiary of FEPI as a result of the latter's loss of control, but not significant influence, over the financial and operating policies of BNHGI. Further, after the sale, only 2 out of 5 members of the BOD of BNHGI are related to the Group. BNHGI was therefore deconsolidated from the Group and the remaining investment in BNHGI was reclassified to Investments in Associates (see Note 10.1). These transactions involving the investment of FEPI in BNHGI resulted in the recognition of non-recurring gain totaling P377.5 million, which is composed of gain on sale of investment in BNHGI and is presented as Gain on Deconsolidation of a Subsidiary in the 2014 consolidated statement of comprehensive income.

10.4 Interest in Unconsolidated Structured Entities

The Group has no interests in unconsolidated structured entities.

11. INVESTMENT PROPERTY

The Group's investment property comprises of buildings and several parcels of land which are owned to earn rental income or for capital appreciation or for both. The gross carrying amounts and accumulated depreciation of investment property at the beginning and end of the reporting periods are shown below.

	<u>Building and Improvements</u>	<u>Land and Land Development and Improvements</u>	<u>Construction in Progress</u>	<u>Total</u>
December 31, 2016				
Cost	P 628,450,162	P 769,491,176	P 2,087,141,989	P 3,485,083,327
Accumulated depreciation and amortization	(263,071,545)	(139,704,564)	-	(402,776,109)
Net carrying value	<u>P 365,378,617</u>	<u>P 629,786,612</u>	<u>P 2,087,141,989</u>	<u>P 3,082,307,218</u>
December 31, 2015				
Cost	P 611,876,294	P 768,891,176	P 505,561,492	P 1,886,328,962
Accumulated depreciation and amortization	(255,749,515)	(138,268,190)	-	(394,017,705)
Net carrying value	<u>P 356,126,779</u>	<u>P 630,622,986</u>	<u>P 505,561,492</u>	<u>P 1,492,311,257</u>
January 1, 2015				
Cost	P 389,255,408	P 258,390,150	P 20,139,742	P 667,785,300
Accumulated depreciation and amortization	(242,317,493)	(136,338,719)	-	(378,656,212)
Net carrying value	<u>P 146,937,915</u>	<u>P 122,051,431</u>	<u>P 20,139,742</u>	<u>P 289,129,088</u>

A reconciliation of the carrying amounts of investment property at the beginning and end of the reporting periods is shown in below.

	<u>Building and Improvements</u>	<u>Land and Land Development and Improvements</u>	<u>Construction in Progress</u>	<u>Total</u>
Balance at January 1, 2016, net of accumulated depreciation and amortization	P 356,126,779	P 630,622,986	P 505,561,492	P 1,492,311,257
Additions	16,573,868	600,000	1,581,580,497	1,598,754,365
Depreciation and amortization charges for the year	(7,322,030)	(1,436,374)	-	(8,758,404)
Balance at December 31, 2016, net of accumulated depreciation and amortization	<u>P 365,378,617</u>	<u>P 629,786,612</u>	<u>P 2,087,141,989</u>	<u>P 3,082,307,218</u>
Balance at January 1, 2015, net of accumulated depreciation and amortization	P 146,937,915	P 122,051,431	P 20,139,742	P 289,129,088
Additions	-	-	360,131,223	360,131,223
Reclassifications	250,394,815	510,501,026	125,290,527	886,186,368
Disposals	(33,846,200)	-	-	(33,846,200)
Depreciation and amortization charges for the year	(7,359,751)	(1,929,471)	-	(9,289,222)
Balance at December 31, 2015, net of accumulated depreciation and amortization	<u>P 356,126,779</u>	<u>P 630,622,986</u>	<u>P 505,561,492</u>	<u>P 1,492,311,257</u>

Reclassifications pertain to transfers from Property Development Costs and Real Estate, Golf and Resort Shares for Sale accounts due to change in the purpose of the properties.

Rental revenues recognized in 2016, 2015 and 2014 amounted to P58.0 million, P55.6 million and P45.4 million, respectively, and are presented as part of Rental Income in the consolidated statements of comprehensive income (see Note 23.2). Depreciation charges substantially represent the direct costs in leasing these properties. Other operating costs in leasing these properties include Real property taxes amounting to P13.4 million, P7.3 million and P19.9 million in 2016, 2015, 2014, respectively, and Repairs and maintenance amounting to P4.8 million, P3.6 million, and P3.7 million in 2016, 2015 and 2014, respectively. Real property taxes is included as part of Taxes and licenses while Repairs and maintenance is presented under Operating Expenses account in the consolidated statements of comprehensive income (see Note 19).

Except for the Construction in progress, all of the Group's investment properties generated rental income as at December 31, 2016, 2015 and 2014.

Based on management's estimate, the fair value of building and improvements amounted to P492.1 million and P458.5 million as at December 31, 2016 and 2015, respectively, as determined by calculating the present value of the cash inflows anticipated until the end of the life of the investment property using a discount rate of 10%.

On the other hand, the fair value of land and land development and improvements amounted to P1,260.6 million and P1,260.0 million as determined by reference to current prices for similar properties in the same location and condition as at December 31, 2016 and 2015, respectively. There has been no change to the valuation technique during the year.

Other information about the fair value measurement and disclosures related to the investment property are presented in Note 29.4.

12. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of property and equipment at the beginning and end of the reporting periods are shown below.

	<u>Land</u>	<u>Building</u>	<u>Office Furniture, Fixtures and Equipment</u>	<u>Transportation and Other Equipment</u>	<u>Building and Office Improvements</u>	<u>Construction in Progress</u>	<u>Total</u>
December 31, 2016							
Cost	P 1,600,000	P 1,092,934,684	P 160,131,640	P 212,089,904	P 64,051,595	P -	P 1,530,807,823
Accumulated depreciation and amortization	-	(337,173,790)	(127,204,001)	(122,247,050)	(23,856,988)	-	(610,481,829)
Net carrying amount	<u>P 1,600,000</u>	<u>P 755,760,894</u>	<u>P 32,927,639</u>	<u>P 89,842,854</u>	<u>P 40,194,607</u>	<u>P -</u>	<u>P 920,325,994</u>
December 31, 2015							
Cost	P 1,600,000	P 1,092,420,852	P 150,519,973	P 148,918,802	P 54,879,799	P -	P 1,448,339,426
Accumulated depreciation and amortization	-	(309,476,275)	(103,266,592)	(87,368,828)	(17,842,272)	-	(517,953,974)
Net carrying amount	<u>P 1,600,000</u>	<u>P 782,944,577</u>	<u>P 47,253,374</u>	<u>P 61,549,974</u>	<u>P 37,037,527</u>	<u>P -</u>	<u>P 930,385,452</u>
January 1, 2015							
Cost	P 1,600,000	P 1,091,393,191	P 108,795,460	P 66,180,632	P 52,511,030	P 8,059,065	P 1,328,539,378
Accumulated depreciation and amortization	-	(281,817,301)	(60,950,563)	(28,604,892)	(12,361,125)	-	(383,733,881)
Net carrying amount	<u>P 1,600,000</u>	<u>P 809,575,890</u>	<u>P 47,844,897</u>	<u>P 37,575,740</u>	<u>P 40,149,905</u>	<u>P 8,059,065</u>	<u>P 944,805,497</u>

A reconciliation of the carrying amounts of property and equipment at the beginning and end of the reporting periods is shown below.

	<u>Land</u>	<u>Building</u>	<u>Office Furniture, Fixtures and Equipment</u>	<u>Transportation and Other Equipment</u>	<u>Building and Office Improvements</u>	<u>Construction in Progress</u>	<u>Total</u>
Balance at January 1, 2016, net of accumulated depreciation and amortization	P 1,600,000	P 782,944,577	P 47,253,374	P 61,549,974	P 37,037,527	P -	P 930,385,452
Additions	-	513,832	9,622,239	63,171,102	9,171,796	-	82,478,969
Disposals	-	-	(10,572)	-	-	-	(10,572)
Depreciation and amortization charges for the year	-	(27,697,515)	(23,937,402)	(34,878,222)	(6,014,716)	-	(92,527,855)
Balance at December 31, 2016, net of accumulated depreciation and amortization	<u>P 1,600,000</u>	<u>P 755,760,894</u>	<u>P 32,927,639</u>	<u>P 89,842,854</u>	<u>P 40,194,607</u>	<u>P -</u>	<u>P 920,325,994</u>
Balance at January 1, 2015, net of accumulated depreciation and amortization	P 1,600,000	P 809,575,890	P 47,844,897	P 37,575,740	P 40,149,905	P 8,059,065	P 944,805,497
Additions	-	1,027,661	16,144,163	42,195,914	2,075,320	-	61,443,058
Reclassifications	-	-	8,059,065	-	-	(8,059,065)	-
Depreciation and amortization charges for the year	-	-	-	(111,607)	-	-	(111,607)
Balance at December 31, 2015, net of accumulated depreciation and amortization	<u>P 1,600,000</u>	<u>P 782,944,577</u>	<u>P 47,253,374</u>	<u>P 61,549,974</u>	<u>P 37,037,527</u>	<u>P -</u>	<u>P 930,385,452</u>

The Group's fully depreciated assets that are still being used in operations has a total original cost of P228.1 million and P218.8 million as at December 31, 2016 and 2015, respectively.

13. OTHER NON-CURRENT ASSETS

This account consists of:

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Development rights – net		<u>P 283,570,634</u>	<u>P 292,817,502</u>
Refundable deposits	27.2, 28.1	<u>86,147,406</u>	<u>63,471,301</u>
Others		<u>6,998,015</u>	<u>10,157,381</u>
		<u><u>P 376,716,055</u></u>	<u><u>P 366,446,184</u></u>

On October 29, 2015, the Company acquired development rights over 10,994.86 sq.m. undivided portions of land (the Subject Premises) owned by a government entity located in Quezon City for a period of 32 years.

North Triangle Depot Commercial Corporation (NTDCC), a third party, has offered to lease it from the Company on October 29, 2015 up to the expiration of the development rights. As part of the consideration of the lease between the Company and NTDCC, the Company shall reimburse NTDCC for the accumulated development rights payments related to the Subject Premises in the amount of P294.4 million, which was offset against advance rental of the same amount at the start of the lease. In addition to the advance rental, NTDCC is also obliged to pay annual rent to the Company amounting to P62.5 million starting on the third anniversary of the lease up to 2025. The amount of P294.4 million was recognized as Development rights by the Company to be amortized over the term of the lease of 32 years. The advance rental from NTDCC, amounting to P283.6 million at the start of the lease was recognized as Advance rental to be amortized over the lease term and presented as Advance rental under the Other Non-current Liabilities account in the consolidated statements of financial position (see Note 17).

Amortization expense related to the development rights amounted to P9.2 million and P1.5 million in 2016 and 2015, respectively, and is included as part of Depreciation and amortization under the General and Administrative Expenses account (see Note 19) while the rental income arising from this transaction amounted to P46.9 million and P4.2 million in 2016 and 2015, respectively, and is included as part of Rental Income account in the 2016 and 2015 consolidated statements of comprehensive income. As a result of the straight-line recognition of rental income, rental receivable recognized from the aforementioned transactions amounted to P39.2 million and P2.6 million as of December 31, 2016 and 2015, and is presented as part of Others under the Trade and Other Receivables account in the 2016 consolidated statement of financial position (see Note 6).

14. INTEREST-BEARING LOANS

The Group's interest-bearing loans are broken down as follows:

	<u>2016</u>	<u>2015</u>
Current	P 721,153,846	P 72,916,667
Non-current	<u>3,205,929,487</u>	<u>1,927,083,333</u>
	<u>P3,927,083,333</u>	<u>P2,000,000,000</u>

In 2016, the Company obtained P2.0 billion loan from a local bank with principal to be paid in quarterly instalments, commencing on the 5th quarter from date of initial drawdown. This loan carries a fixed interest rate for 90 days, to be repriced every 30 to 180 days as agreed by the parties. The interest is payable quarterly in arrears. The outstanding balance pertaining to this loan amounted to P2.0 billion as at December 31, 2016.

In 2015, the Company obtained a P1.5 billion loan with a term of five years from the initial drawdown, inclusive of a grace period on principal repayment of two years. The loan bears a fixed interest rate computed at five-year PDST-R2 plus a spread of 130 basis points subject to a floor rate of 5.0% per annum and payable quarterly in arrears. The outstanding balance pertaining to this loan amounted to P1.5 billion both as at December 31, 2016 and 2015, respectively.

In 2015, OPI obtained a long-term unsecured interest-bearing loan from a local financial institution. The loan will mature on May 28, 2020 and bears a fixed interest rate of 5.04%. The outstanding balance pertaining to this loan amounted to P427.1 million and P500.0 million as at December 31, 2016 and 2015, respectively.

The Group has properly complied with the loan agreement's covenants as of the end of the reporting period (see Note 30).

The total accrued interest payable amounted to P3.9 million and P0.2 million as of December 31, 2016 and 2015, respectively, is presented as part of Accrued expenses under the Trade and Other Payables account in the consolidated statements of financial position (See Note 15).

Total interest costs attributable to these loans amounted to P24.3 million, P12.8 million and P3.0 million in 2016, 2015 and 2014, respectively. Of these amount, portion charged to OPI as expense is presented as part of Finance costs under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2). Total interest incurred in 2016 and 2015 amounted to P101.1 million and P24.5 million, respectively, were capitalized by the Company as part of Real Estate, Golf and Resort Shares for Sale account (see Note 7.1).

15. TRADE AND OTHER PAYABLES

This account consists of:

	<u>Note</u>	<u>2016</u>	2015 [As Restated – see Note 2.1(b)]
Trade payables		P1,738,880,628	P2,003,062,340
Liabilities for land acquisition		477,610,637	576,251,923
Accrued expenses	14	150,774,063	123,083,368
Income tax payable		54,513,049	-
Others		<u>45,710,153</u>	<u>88,249,747</u>
		<u>P2,467,488,530</u>	<u>P2,790,647,378</u>

Liabilities for land acquisition represent the unpaid portion of land for future development acquired by the Group.

Accrued expenses represent accruals for utilities, professional fees, outside services, interest and other expenses incurred in the normal operations of the Group.

Other payables consist primarily of unearned rentals, payables to government and other regulatory agencies.

16. DUE TO JOINT VENTURE PARTNERS

This account represents the share of joint venture (JV) partners in the proceeds from the sale of certain projects in accordance with various JV agreements entered into by the Group.

The details of the account are as follows:

	<u>2016</u>	<u>2015</u>
Due to golf share partners and lot owners	P 502,186,134	P 509,801,434
Deferred interest expense	(31,128,468)	(50,976,477)
	<u>P 471,057,666</u>	<u>P 458,824,957</u>

The amortization of deferred interest amounting to P19.8 million in 2016, 2015 and 2014 is presented as part of Finance costs under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2).

17. OTHER NON-CURRENT LIABILITIES

The details of the account are as follows:

	<u>Notes</u>	<u>2016</u>	2015 [As Restated – see Note 2.1(b)]
Retention payable		P 644,929,949	P 306,282,612
Advance rental	13	283,570,634	292,817,502
Accrued interest on redeemable preferred shares	24.3	118,113,001	89,100,009
Others		<u>9,731,615</u>	<u>5,893,727</u>
		<u>P1,056,345,199</u>	<u>P 694,093,850</u>

Retention payable pertains to amount withheld from payments made to contractors to ensure compliance and completion of contracted projects equivalent to 10% of every billing made by the contractor. Upon completion of the contracted projects, the amounts are remitted back to the contractors.

18. FINANCE INCOME AND FINANCE COSTS

18.1 Finance and Other Income

Presented below are the details of this account.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Finance income	5, 6, 9	P 200,087,363	P 163,583,391	P 116,584,458
Marketing fees	9	89,544,210	52,795,488	49,398,254
Gain on refunds – net		9,238,406	1,291,879	6,045,704
Foreign currency gains – net		6,480,930	2,738,422	453,930
Gain on sale of assets		-	-	4,566,602
Miscellaneous		<u>34,411,212</u>	<u>40,475,506</u>	<u>53,417,778</u>
		<u>P 339,762,121</u>	<u>P 260,884,686</u>	<u>P 230,466,726</u>

A gain or loss on refund arises when the amount required to settle a claim for refund by a customer is lower or higher than the total amount previously collected from the said customer.

Miscellaneous income includes forfeiture of reservation fees from customers.

18.2 Finance Costs and Other Charges

Presented below are the details of this account.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Finance costs	14.2, 16, 21.2, 23.4	P 85,914,220	P 80,810,699	P 68,707,186
Impairment losses on trade and other receivables	6	-	69,815	3,349,450
Miscellaneous		<u>60,775</u>	<u>13,492</u>	<u>890</u>
		<u>P 85,974,995</u>	<u>P 80,894,006</u>	<u>P 72,057,526</u>

19. OPERATING EXPENSE BY NATURE

Presented below are the details of this account.

	Notes	2016	2015	2014
Cost of real estate sales	20	P 2,118,104,275	P 1,863,746,953	P 869,966,635
Cost of hotel operations		225,931,874	186,727,192	130,409,208
Salaries and employee benefits	21.1	264,548,879	337,069,662	241,791,015
Commissions	23.5	149,996,301	191,570,327	78,918,100
Depreciation and amortization	11, 12, 13	110,533,127	86,581,863	55,830,247
Taxes and licenses	11	75,614,195	75,505,830	48,193,976
Rental	23.2	66,647,682	41,343,047	46,304,537
Utilities and supplies		53,664,269	63,978,772	32,163,629
Professional fees and outside services		37,628,850	40,426,554	31,781,195
Transportation		28,422,813	26,423,937	17,575,207
Advertising and promotions		17,592,189	21,200,963	8,268,852
Repairs and maintenance	11	4,778,681	3,580,603	3,666,351
Representation		3,964,543	4,012,786	3,883,813
Gas and oil		1,025,794	1,213,619	14,134,121
Miscellaneous	23.6	144,656,613	111,682,021	78,601,032
		<u>P 3,303,110,085</u>	<u>P 3,055,064,129</u>	<u>P 1,661,487,918</u>

Miscellaneous expenses mainly include insurance, membership dues, communication expense, service fees charged by a stockholder and cost of materials and overhead incurred in relation to the maintenance of the Group's golf course.

These expenses are classified in the consolidated statements of comprehensive income as follows:

	Note	2016	2015	2014
Cost of real estate sales	20	P 2,118,104,275	P 1,863,746,953	P 869,966,635
Cost of services		90,369,094	107,887,790	128,518,834
Cost of hotel operations		225,931,874	186,727,192	130,409,208
Operating expenses		<u>868,704,842</u>	<u>896,702,194</u>	<u>532,593,241</u>
		<u>P 3,303,110,085</u>	<u>P 3,055,064,129</u>	<u>P 1,661,487,918</u>

20. COST OF REAL ESTATE SALES

The total cost of real estate sales for the years ended December 31, 2016, 2015 and 2014 are as follows:

	<u>Note</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Actual costs		P 1,517,748,643	P 1,081,296,001	P 552,839,354
Estimated costs		<u>600,355,632</u>	<u>782,450,952</u>	<u>317,127,281</u>
	19	<u>P 2,118,104,275</u>	<u>P 1,863,746,953</u>	<u>P 869,966,635</u>

The breakdown of the cost of real estate sales are further broken down as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Land cost	P 338,592,033	P 390,226,092	P 213,080,448
Contracted services	1,756,033,741	1,464,686,576	646,580,917
Borrowing cost	22,999,192	8,191,023	8,224,080
Cost of golf club shares	<u>479,309</u>	<u>643,262</u>	<u>2,081,190</u>
	<u>P 2,118,104,275</u>	<u>P 1,863,746,953</u>	<u>P 869,966,635</u>

21. EMPLOYEE BENEFITS

21.1 Salaries and Employee Benefits

Expenses recognized for salaries and employee benefits are presented below.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Short-term benefits		P 234,702,757	P 211,973,284	P 218,903,352
Share-based employee compensation	24.2	18,527,020	115,081,847	17,499,454
Post-employment defined benefit	21.2	<u>11,319,102</u>	<u>10,014,531</u>	<u>5,388,209</u>
	19	<u>P 264,548,879</u>	<u>P 337,069,662</u>	<u>P 241,791,015</u>

21.2 Post-employment Defined Benefit Plan

(a) Characteristics of the Defined Benefit Plan

The Group has an unfunded, non-contributory defined benefit plan covering all regular employees. The plan provides for lump-sum benefits equivalent to 85% to 150% of the employee's monthly salary for every year of service depending on the number of years of service. The normal retirement age is 60 years old and applicable upon completion of five years of faithful and continuous service to the Group. However, an employee who attains the age of 50 with the completion of no less than 10 years of service or has completed 15 years of service and opts for an early retirement is likewise entitled to the same benefits.

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

Actuarial valuations are made annually to update the retirement benefit costs and the amount of contributions. All amounts presented below and in the succeeding pages are based on the actuarial valuation report obtained from an independent actuary in 2016 and 2015.

The movements in present value of the retirement benefit obligation are as follows:

	<u>2016</u>		<u>2015</u>
Balance at beginning of year	P 45,937,686	P	57,908,813
Current service cost	11,319,102		10,014,531
Interest expense	2,168,556		2,762,104
Actuarial losses (gains) arising from:			
Changes in demographic assumptions	-	(8,024,896)
Experience adjustments	1,202,089	(747,205)
Changes in financial assumptions	683,029		275,902
Benefits paid	(535,447)	(16,251,563)
Balance at end of year	<u>P 60,775,015</u>	P	<u>45,937,686</u>

The amounts of post-employment benefit recognized in the consolidated statements of comprehensive income are as follows:

	<u>2016</u>		<u>2015</u>		<u>2014</u>
<i>Reported in profit or loss:</i>					
Current service cost	P 11,319,102	P	10,014,531	P	5,388,209
Interest cost	2,168,556		2,762,104		1,940,604
	<u>P 13,487,658</u>	P	<u>12,776,635</u>	P	<u>7,328,813</u>
<i>Reported in other comprehensive income:</i>					
Actuarial losses (gains) arising from:					
Changes in demographic assumptions	P -	(P	8,024,896)	P	-
Experience adjustments	1,202,089	(747,205)		1,481,320
Changes in financial assumptions	683,029		275,902		8,962,479
	<u>P 1,885,118</u>	(P	<u>8,496,199</u>)	P	<u>10,443,799</u>

The amounts of current service cost incurred are presented as part of Salaries and employee benefits under Operating Expenses in the consolidated statements of comprehensive income (see Notes 19 and 21.1). The amounts of interest expense related to the retirement benefit obligation are presented as part of Finance costs under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2).

The amount recognized in other comprehensive income is included as an item that will not be reclassified subsequently to profit or loss.

In determining the amount of retirement benefit obligation, the following actuarial assumptions were used for the reporting periods:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Discount rates	4.55%	4.72%	4.75%
Expected rate of salary increase	5.00%	5.00%	5.00%

Assumptions regarding future mortality are based on published statistics and mortality tables. The average expected remaining working life of employees retiring at the age of 60 is 24 years for both males and females. 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 bond government bonds with terms to maturity approximating to the terms of the post-employment 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 and longevity and salary risks.

(i) *Interest Risk*

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

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation 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 and the Group's timing and uncertainty of future cash flows related to the retirement plan are described below and in the succeeding pages.

(i) *Sensitivity Analysis*

	<u>Impact on Retirement Benefit Obligation</u>		
	<u>Change in</u>	<u>Increase in</u>	<u>Decrease in</u>
	<u>Assumptions</u>	<u>Assumptions</u>	<u>Assumptions</u>
<u>December 31, 2016</u>			
Discount rate	+/- 0.5%	(P 5,275,577) P	5,751,276
Salary increase rate	+/- 1.0%	12,038,725 (9,550,406)

<u>Impact on Retirement Benefit Obligation</u>		
<u>Change in Assumptions</u>	<u>Increase in Assumptions</u>	<u>Decrease in Assumptions</u>

December 31, 2015

Discount rate	+/- 0.5%	(P 3,850,570)	P 4,381,362
Salary increase rate	+/- 1.0%	9,022,813	(7,074,461)

The 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 defined benefit obligation 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 sensitivity analysis, the present value of the defined benefit obligation 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 defined benefit obligation 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.

(ii) *Funding Arrangements and Expected Contributions*

The plan is currently unfunded as at December 31, 2016. While there is no minimum funding requirement in the country, the non-funding may pose a cash flow risk in about 20 years' time when a significant number of employees is expected to retire.

As at December 31, 2016, the Group is yet to determine how much and when to fund the post-employment benefit plan.

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

	<u>2016</u>	<u>2015</u>
Within one year	P 702,633	P 244,591
More than one year to five years	12,681,291	6,710,202
More than five years to ten years	19,006,024	20,883,482
More than ten years to 15 years	46,087,694	43,582,897
More than 15 years to 20 years	<u>63,711,294</u>	<u>49,298,938</u>
	<u>P 142,188,936</u>	<u>P 120,720,110</u>

22. CURRENT AND DEFERRED TAXES

The components of tax expense as reported in the consolidated statements of comprehensive income are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<i>Reported in profit or loss:</i>			
Current tax expense:			
Regular corporate			
income tax (RCIT) at 30%	P 367,556,912	P 128,131,522	P 97,246,691
Final tax at 20% and 7.5%	6,632,629	7,576,773	8,368,023
Minimum corporate			
income tax (MCIT) at 2%	<u>2,700,509</u>	<u>2,974,834</u>	<u>8,227,210</u>
	<u>376,890,050</u>	<u>138,683,129</u>	<u>113,841,924</u>
MCIT applied during the year	(1,306,447)	(16,070,237)	(219,162)
Deferred tax expense relating to origination and reversal of temporary differences	<u>78,177,042</u>	<u>223,517,271</u>	<u>41,545,742</u>
	<u>P 453,760,645</u>	<u>P 346,130,163</u>	<u>P 155,168,504</u>
<i>Reported in other comprehensive income –</i>			
Deferred tax income (expense) relating to remeasurements of retirement benefit plan	<u>P 514,538</u>	<u>(P 2,567,129)</u>	<u>P 2,811,425</u>

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

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Tax on pretax profit at 30%	P 460,837,071	P 358,489,973	P 303,514,009
Adjustments for income subjected to lower income tax rates	(3,463,493)	(3,842,390)	(4,222,525)
Tax effects of:			
Non-taxable income	(86,812,356)	(91,038,374)	(251,022,505)
Non-deductible expenses	65,397,394	73,005,691	98,868,966
Expired deferred tax assets	14,770,767	2,135,558	8,473,510
Unrecognized deferred tax assets	5,232,259	6,422,185	1,586,193
Income tax benefit from previously unrecognized deferred tax assets	(3,503,815)	-	(4,813,257)
Non-deductible interest expense	<u>1,302,818</u>	<u>957,520</u>	<u>2,784,113</u>
	<u>P 453,760,645</u>	<u>P 346,130,163</u>	<u>P 155,168,504</u>

The Group's net deferred tax liabilities relate to the following as at December 31:

	<u>2016</u>	<u>2015</u>
Deferred tax liabilities:		
Unrealized gross profit on real estate sales	P 770,445,859	P 700,118,139
Capitalized interest	72,045,465	58,194,024
Deferred commission	16,929,152	16,951,683
Rental income	12,594,219	7,882,177
Unrealized foreign exchange gains – net	<u>1,717,427</u>	<u>936,743</u>
	<u>873,732,122</u>	<u>784,082,766</u>
Deferred tax assets:		
Allowance for impairment	(145,635,112)	(145,635,112)
Accrued expenses	(85,576,976)	(73,202,126)
Share-based employee compensation	(66,655,843)	(61,097,737)
Retirement benefit obligation	(16,326,184)	(12,488,746)
Net-operating loss carry-over (NOLCO)	(11,798,926)	(19,393,563)
MCIT	<u>(4,472,864)</u>	<u>(6,661,769)</u>
	<u>(330,465,905)</u>	<u>(318,479,053)</u>
	<u>P 543,266,217</u>	<u>P 465,603,713</u>

The components of deferred tax expense (income) are as follows:

	<u>Consolidated Profit or Loss</u>			<u>Consolidated Other Comprehensive Income</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Unrealized profit on real estate sales	P 70,327,720	P 214,768,702	P 117,328,129	P -	P -	P -
Share-based employee compensation	(5,558,106)	(34,524,554)	(5,249,837)	-	-	-
Accrued expenses	(12,374,850)	22,464,449	(95,666,575)	-	-	-
MCIT	2,188,905	15,230,961	465,462	-	-	-
Capitalized borrowing cost	13,851,441	7,341,380	-	-	-	-
NOLCO	7,594,637	(4,353,247)	26,880,492	-	-	-
Retirement benefit obligation	(3,322,900)	1,482,372	(1,590,665)	(514,538)	2,567,129	(2,811,425)
Unrealized foreign exchange gains - net	780,684	800,564	(65,888)	-	-	-
Rental income	4,712,042	300,192	-	-	-	-
Deferred commission	<u>(22,531)</u>	<u>6,452</u>	<u>(555,376)</u>	-	-	-
Deferred tax expense (income)	<u>P 78,177,042</u>	<u>P 223,517,271</u>	<u>P 41,545,742</u>	<u>(P 514,538)</u>	<u>P 2,567,129</u>	<u>(P 2,811,425)</u>

The details of NOLCO, which can be claimed as deduction from the respective entities' future taxable income within three years from the year the loss was incurred, are shown below.

<u>Year Incurred</u>	<u>Original Amount</u>	<u>Applied During the Year</u>	<u>Expired During the Year</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2016	P 11,977,213	P -	P -	P 11,977,213	2019
2015	27,352,541	-	-	27,352,541	2018
2013	<u>37,292,668</u>	<u>-</u>	<u>37,292,668</u>	<u>-</u>	2016
	<u>P 76,622,422</u>	<u>P -</u>	<u>P 37,292,668</u>	<u>P 39,329,754</u>	

Majority of the entities within the Group are subject to the MCIT which is computed at 2% of gross income, as defined under the tax regulations or RCIT, whichever is higher. The total of the MCIT paid by certain subsidiaries, which can be applied as deduction from their respective future RCIT payable within three years from the year the MCIT was incurred, are shown below.

<u>Year Incurred</u>	<u>Original Amount</u>	<u>Applied During the Year</u>	<u>Expired During the Year</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2016	P 2,700,509	P -	P -	P 2,700,509	2019
2015	2,974,834	1,306,447	-	1,668,387	2018
2014	103,968	-	-	103,968	2017
2013	<u>3,582,967</u>	-	<u>3,582,967</u>	-	2016
	<u>P 9,362,278</u>	<u>P 1,306,447</u>	<u>P 3,582,967</u>	<u>P 4,472,864</u>	

Certain subsidiaries within the Group did not recognize the deferred tax assets on their NOLCO and MCIT in accordance with relevant accounting standards.

Management has assessed that for other entities within the Group, the net losses incurred as well as the related NOLCO, can be recovered through their respective future operations.

The Group opted to continue claiming itemized deductions for the years ended December 31, 2016, 2015 and 2014 in computing for its income tax due.

23. RELATED PARTY TRANSACTIONS

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

23.1 Summary of Related Party Transactions

The summary of the Group's transactions with its related parties for the years ended December 31, 2016, 2015 and 2014, and the related outstanding balances as at December 31, 2016 and 2015 is as follows:

<u>Related Party Category</u>	<u>Notes</u>	<u>Amount of Transactions</u>			<u>Outstanding Balances</u>	
		<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2016</u>	<u>2015</u>
Parent company:						
Availment of advances – net of interest and repayments	23.4	(P 27,421,263)	(P 53,031,063)	(P 64,572,062)	(P 102,854,961)	(P 75,433,698)
Lease of office spaces	23.2	6,096,964	5,834,971	10,743,583	-	-
Commission expense	23.5	4,355,453	45,575,024	33,761,803	-	-
Services	23.6	17,142,857	-	-	3,642,857	-
Associates:						
Granting of cash advances – net of collections and reclass	23.3	(30,724,403)	(26,538,677)	(119,436,103)	211,249,886	241,974,289
Lease of office spaces	23.2	-	-	-	580,028	580,028
Other investees of shareholders:						
Granting of cash advances – net of collections	23.3	(38,749,984)	23,862,209	31,227,371	796,170,409	834,920,393
Availment of advances – net of repayments	23.4	23,048,972	4,955,251	(22,646,577)	(422,479,715)	(445,528,687)
Lease of office spaces	23.2	617,092	699,896	613,143	194,513	194,513

Based on management's assessment, there are no impairment losses required to be recognized on the outstanding receivables from related parties with these transactions as of December 31, 2016 and 2015.

23.2 Lease of Office Spaces

The Company leases portions of its investment property to certain related parties with rental payments mutually agreed before commencement of the lease. The leases have terms ranging from 1 to 3 years, with renewal options, and include annual escalation rate of 5%. The revenues earned from these related parties are included as part of Rental Income in the consolidated statements of comprehensive income (see Note 11). The related outstanding receivables from these transactions are presented as part of Others under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

The related receivables from these transactions are short-term, unsecured, noninterest-bearing and are generally settled in cash upon demand.

In 2012, the Company entered into several operating lease agreements as a lessee with Megaworld, covering showrooms for advertising and promotional use. The leases have terms ranging from one to five years with renewal options, and include annual escalation rates of 5% to 10%. Rental expense incurred in relation to these leases is presented as part of Rental under Operating Expenses account in the consolidated statements of comprehensive income (see Note 19). There was no outstanding balance from this transaction as of December 31, 2016 and 2015.

In 2016, the Company entered into a lease agreement as lessee with Megaworld for the new space where the Company will transfer its office in the following year. In relation to this, the Company made prepayments and deposits amounting to P41.2 million and is included as part of Prepayments and Others under the Prepayments and Other Current Assets account in the 2016 consolidated statement of financial position (see Note 8).

23.3 Advances to Related Parties

The Group grants advances to its associates and other related parties for working capital purposes. These advances to related parties are unsecured, noninterest-bearing and repayable in cash upon demand. The balances of these advances, shown as Advances to Related Parties account in the consolidated statements of financial position as at December 31, are as follows:

	<u>2016</u>	<u>2015</u>
Associates	P 211,249,886	P 241,974,289
Other investee companies of shareholders	<u>796,170,409</u>	<u>834,920,393</u>
	<u>P1,007,420,295</u>	<u>P1,076,894,682</u>

A summary of transactions with these related parties are as follows:

	<u>Amount of Transactions</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Associates:			
Balance at beginning of year	P 241,974,289	P 268,512,966	P 149,076,863
Collections	(30,938,172)	(26,769,998)	-
Cash advances granted	213,769	231,321	2,340,282
Advances to an associate previously classified as a subsidiary	-	-	<u>117,095,821</u>
Balance at end of year	<u>P 211,249,886</u>	<u>P 241,974,289</u>	<u>P 268,512,966</u>

	<u>Amount of Transactions</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Other investee companies of shareholders:			
Balance at beginning of year	P 834,920,393	P 811,058,184	P 779,830,813
Cash advances granted	79,364,859	44,630,615	51,002,521
Collections	(118,114,843)	(20,768,406)	(19,775,150)
Balance at end of year	<u>P 796,170,409</u>	<u>P 834,920,393</u>	<u>P 811,058,184</u>

The Group also has short-term, unsecured and noninterest-bearing outstanding advances to officers and employees which are presented as Advances to officers and employees under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6). These are settled through salary deduction or liquidation.

As at December 31, 2016 and 2015, based on management's assessment, the outstanding balances of Advances to officers and employees are not impaired, hence, no allowance for impairment losses was recognized.

23.4 Advances from Related Parties

The Group obtains advances from its ultimate parent company, parent company and other related parties for working capital purposes. These advances are unsecured and are repayable in cash upon demand. Also, except for the advances from Megaworld, these advances are noninterest-bearing.

The balances of these advances, shown as Advances from Related Parties account in the consolidated statements of financial position as at the end of the reporting periods, are as follows:

	<u>2016</u>	<u>2015</u>
Parent company	P 102,854,961	P 75,433,698
Other investee companies of shareholders	<u>422,479,715</u>	<u>445,528,687</u>
	<u>P 525,334,676</u>	<u>P 520,962,385</u>

A summary of transactions with these related parties are as follows:

	<u>Amount of Transactions</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Parent company:			
Balance at beginning of year	P 75,433,698	P 22,402,635	P 86,974,697
Cash advances obtained	20,520,439	44,333,862	75,368,990
Interest expense	6,900,824	8,697,201	15,120,122
Repayments	-	-	(155,061,174)
Balance at end of year	<u>P 102,854,961</u>	<u>P 75,433,698</u>	<u>P 22,402,635</u>
Other investee companies of shareholders:			
Balance at beginning of year	P 445,528,687	P 450,483,938	P 427,837,361
Repayments	(23,048,972)	(4,955,251)	(397,917)
Cash advances obtained	-	-	23,044,494
Balance at end of year	<u>P 422,479,715</u>	<u>P 445,528,687</u>	<u>P 450,483,938</u>

The advances from Megaworld bears annual interest of 6.0%. The interest expense incurred in 2016, 2015 and 2014 are presented as part of Finance costs under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2).

The related unpaid interest of the advances from Megaworld amounting to P20.9 million and P14.0 million as at December 31, 2016 and 2015, respectively, is included as part of the Advances from Related Parties account in the consolidated statements of financial position.

23.5 Commissions

In the normal course of business, the Group pays commissions to Megaworld for marketing services rendered by the latter with the purpose of increasing sales from its on-going projects. The commissions are based on pre-agreed rates and are payable once a certain percentage of the contract price has been collected. Commissions incurred in 2016, 2015 and 2014 are presented as part of Commissions under Operating Expenses in the consolidated statements of comprehensive income (see Note 19).

There was no outstanding balance from this transaction as of December 31, 2016 and 2015.

23.6 Services

In 2016, the Company obtained services from a related party for a fixed consideration. The amount of expenses incurred from such transaction is recorded as part of Miscellaneous under the Operating Expenses account in the 2016 consolidated statement of comprehensive income while the related outstanding payable is presented as part of Others under Trade and Other Payables account in the 2016 consolidated statement of financial position.

23.7 Key Management Personnel Compensation

The Group's key management personnel compensation includes the following:

	<u>Note</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Share-based employee compensation	24.2	P 18,527,020	P 115,081,847	P 17,499,454
Short-term benefits		19,974,925	19,719,069	14,835,344
Post-employment defined benefit		<u>3,834,342</u>	<u>3,712,287</u>	<u>1,701,984</u>
		<u>P 42,336,287</u>	<u>P 138,513,203</u>	<u>P 34,036,782</u>

24. EQUITY AND REDEEMABLE PREFERENCE SHARES

24.1 Capital Stock

Capital stock as of December 31, 2016, 2015 and 2014 consists of:

	<u>Shares</u>	<u>Amount</u>
Common shares – P1 par value		
Authorized	<u>20,000,000,000</u>	<u>P20,000,000,000</u>
Issued and outstanding		
Balance at end of year	<u>10,986,000,000</u>	<u>P10,986,000,000</u>

On November 23, 1995, the SEC approved the listing of the Company's common shares totaling 150.0 million. The shares were initially issued at an offer price of P19.50 per common share. As at December 31, 2016 and 2015, there are 4,287 and 4,321 holders of the listed shares, respectively, which closed at P1.00 per share and P1.03 per share, respectively.

The Company also made additional listings of 2.2 billion, 5.0 billion and 2.5 billion shares on January 11, 2007, January 20, 2011 and August 14, 2013, respectively.

24.2 Employee Stock Option Plan

On September 23, 2011, the BOD of the Company approved an Executive Stock Option Plan (the ESOP) for its key executive officers. This was approved on November 8, 2011 by stockholders holding at least 2/3 of the outstanding capital stock. The purpose of the ESOP is to enable the key executives and senior officers of the Company, who are largely responsible for its further growth and development, to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company. The ESOP is being administered by the Executive Compensation Committee of the BOD.

Under the ESOP, the Company shall initially reserve for exercise of stock options up to 500.0 million common shares of the Company's outstanding shares to be issued, in whole or in part, out of the authorized but unissued shares. Stock options may be granted within 10 years from the adoption of the ESOP and may be exercised within seven years from date of grant. The exercise price shall be at a 15% discount from the volume weighted average closing price of the Company's shares for twelve months immediately preceding the date of grant. The options shall vest within three years from date of grant and the holder of an option may exercise only a third of the option at the end of each year of the three-year period. The Company shall receive cash for the stock options.

As of December 31, 2016, pursuant to this ESOP, the Company has granted the option to its key company executives to subscribe to 400.0 million shares of the Company. An option holder may exercise in whole or in part his vested option, provided that, an option exercisable but not actually exercised within a given year shall accrue and may be exercised at any time thereafter but prior to the expiration of said option's life cycle. A total of 283.3 million and 200.0 million options have vested as at December 31, 2016 and 2015, respectively, but none of these have been exercised yet by any of the option holders as at the end of the reporting periods.

The fair value of the option granted was estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP. The principal assumptions used in the valuation are shown in the succeeding page.

Grant dates	:	February 16, 2012, February 18, 2013 March 7, 2014, March 9, 2015, July 14, 2016
Vesting period ends	:	February 15, 2015, February 17, 2016. March 6, 2017, February 16, 2018 July 13, 2019
Option life	:	Seven years
Share price at grant dates	:	P2.10, P2.09, P1.60, P1.63, P1.02
Exercise price at grant dates	:	P1.93, P1.69, P1.50, P1.65, P1.00
Average fair value at grant dates	:	P2.27, P0.74, P0.42, P0.34, P0.24
Average standard deviation of share price returns	:	57.10%, 20.85%, 16.16%, 12.16%, 15.29%
Average risk-free investment rates	:	2.46%, 2.14%, 2.46%, 2.51%, 2.59%

The underlying expected volatility was determined by reference to historical date of the Company's shares over a period of time consistent with the option life.

A total of P18.5 million, P115.1 million and P17.5 million share-based employee compensation is recognized for the years ended December 31, 2016, 2015 and 2014, respectively, and is included as part of Salaries and employee benefits under Operating Expenses in the consolidated statements of comprehensive income (see Notes 19 and 21.1), and is credited to Retained Earnings in the equity section of the consolidated statements of financial position.

24.3 Redeemable Preferred Shares

On September 4, 2012, TLC's BOD approved the additional subscriptions to 1,258.0 million preferred shares out of TLC's authorized capital stock as partial payment for certain parcels of land with total fair value of P1,338.2 million. The SEC approved the issuance through exchange of certain parcels of land on April 17, 2013.

Generally non-voting, these preferred shares earn dividends at a fixed annual rate of 2.5% subject to the existence of TLC's unrestricted retained earnings. The accrued interest on these preferred shares amounting to P118.1 million and P89.1 million as at December 31, 2016 and 2015, respectively, is presented as part of the Other Non-current Liabilities account in the consolidated statements of financial position. The related interest expense recognized amounting to P29.0 million in 2016 and P28.9 million both in 2015 and 2014 is presented as part of Finance costs under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 18.2).

The preferred shares have a maturity of 10 years and shall be redeemed on every anniversary date beginning on the sixth anniversary date until expiration of the ten-year period. Only 1/5 of the aggregate face value of preferred shares may be redeemed per year during such redemption period, with all remaining shares to be redeemed on the 10th anniversary date.

Based on PAS 32, the preferred shares are considered as financial liabilities due to fixed redemption date and mandatory dividends to the holders. Accordingly, the redeemable preferred shares are recognized at fair value on the date of issuance and are classified as a non-current liability in the consolidated statements of financial position. The fair values of the redeemable preferred shares on the date of issuance approximate their par value.

24.4 Effect of Change in Ownership Interest

In 2015, the Company acquired from NCI a 4% direct ownership interest in SWEC for P117.1 million (see Note 1). Consequently, the Group derecognized non-controlling interest of P23.9 million and recorded a decrease in the Retained Earnings account of the Company amounting to P93.2 million. No similar transaction occurred during 2016.

25. EARNINGS PER SHARE

Earnings per share amounts were computed as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Basic:			
Net profit attributable to Company's shareholders	P 965,519,659	P 726,823,710	P 784,851,133
Divided by weighted number of outstanding common shares	<u>10,986,000,000</u>	<u>10,986,000,000</u>	<u>10,986,000,000</u>
	<u>P 0.088</u>	<u>P 0.066</u>	<u>P 0.071</u>
Diluted:			
Net profit attributable to Company's shareholders	P 965,519,659	P 726,823,710	P 784,851,133
Divided by weighted number of outstanding common shares	<u>11,252,666,666</u>	<u>11,172,111,110</u>	<u>11,028,284,007</u>
	<u>P 0.086</u>	<u>P 0.065</u>	<u>P 0.071</u>

In relation to the approved ESOP for key executive officers, none of the vested options have been exercised yet by any of the option holders; hence, these are considered as potentially dilutive shares as at the end of the reporting periods.

26. COMMITMENTS AND CONTINGENCIES

26.1 Operating Lease Commitments – Group as Lessor

The Group is a lessor under several operating leases covering real estate properties for commercial use (see Note 11). The leases, except for the development rights which have a term of 32 years, have terms ranging from 1 to 25 years, with renewal options, and include annual escalation rates of 3% to 10%. The average annual rental covering these agreements amounts to P21.4 million.

Future minimum lease payments receivable under these agreements are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Within one year	P 31,055,507	P 18,420,026	P 21,783,569
After one year but not more than five years	229,291,977	216,329,878	79,897,720
More than five years	<u>338,964,309</u>	<u>312,500,000</u>	<u>192,889,255</u>
	<u>P 599,311,793</u>	<u>P 547,249,904</u>	<u>P 294,570,544</u>

26.2 Operating Lease Commitments – Group as Lessee

The Group is a lessee under several operating leases covering condominium units for administrative use. The leases have terms ranging from 1 to 5 years with renewal options, and include a 3% to 10% annual escalation rate. The average annual rental covering these agreements amounts to P4.0 million. The future minimum rental payables under these non-cancelable leases as of the end of the reporting periods are presented below.

	<u>2016</u>		<u>2015</u>		<u>2014</u>
Within one year	P 2,485,141	P	4,014,008	P	5,980,823
After one year but not more than five years	<u>2,101,270</u>		<u>348,823</u>		<u>9,053,586</u>
	<u>P 4,586,411</u>	P	<u>4,362,831</u>	P	<u>15,034,409</u>

26.3 Others

There are other commitments and contingent liabilities that may arise in the normal course of the Group's operations that are not reflected in the consolidated financial statements. As of the end of the reporting period, management is of the opinion that losses, if any, from these items will not have a material effect on the Group's consolidated financial statements.

27. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's financial assets and financial liabilities by category are summarized in Note 28. The main types of risks are market risk, credit risk and liquidity risk.

The Group does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed to are described below and in the succeeding paragraphs.

27.1 Market Risk

(a) Foreign Currency Risk

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise mainly from the Group's United States (U.S.) dollar-denominated cash and cash equivalents which have been used to fund new projects.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

U.S. dollar-denominated financial assets, translated into Philippine pesos at the December 31, 2016 and 2015 closing rate, pertain to cash and cash equivalents amounting to P75.0 million and P63.5 million, respectively. The Group has no U.S. dollar-denominated financial liabilities in 2016 and 2015.

If the Philippine peso had strengthened against the U.S. dollar, profit before tax would have decreased by P9.8 million and P6.6 million in 2016 and 2015, respectively. If the Philippine peso had weakened against the U.S. dollar, then this would have increased profit before tax in 2016 and 2015 by the same amount. This sensitivity of the net result for the year assumes a +/- 12.9% and +/- 10.42% change of the Philippine peso/U.S. dollar exchange rate for the years ended December 31, 2016 and 2015, respectively. These percentages have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months for 2016 and 2015 estimated at 99% level of confidence. The sensitivity analysis is based on the Group's foreign currency financial instruments held at the end of the 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

At December 31, 2016 and 2015, the Group is exposed to changes in market interest rates through its cash and cash equivalents and long-term interest-bearing loans, which are subject to variable interest rates (see Notes 5 and 14). All other financial assets and liabilities have fixed rates.

The sensitivity of the Group's profit before tax is analyzed based on reasonably possible change for the year to a reasonably possible change in interest rates of +/- 0.14% in 2016 and 2015 and +/- 1.1% in 2014. These changes are considered to be reasonably possible based on observation of current market conditions. The percentage changes in rates have been determined based on the average market volatility in interest rates, using standard deviation, in the previous 12 months at a 99% confidence level. The sensitivity analysis is based on the Group's financial instruments held at the end of each reporting period, with effect estimated from beginning of the year. All other variables held constant, if the interest rate increased by 0.14%, 0.14% and 1.1%, profit before tax in 2016, 2015 and 2014 would have been higher by P2.1 million, P2.0 million and P0.5 million, respectively. Conversely, if the interest rate decreased by the same percentages, profit before tax in 2016, 2015 and 2014 would have been lower by the same amount.

27.2 Credit Risk

Credit risk is the risk when a counterparty may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers and related parties and by placing deposits.

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.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the consolidated statements of financial position (or in the detailed analysis provided in the notes to consolidated financial statements), as summarized below.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Cash and cash equivalents	5	P 3,109,892,350	P 2,894,473,337
Trade and other receivables – net	6	7,618,760,135	6,040,136,006
Advances to related parties	23.3	1,007,420,295	1,076,894,682
Refundable deposits	8, 13	<u>90,930,895</u>	<u>74,081,484</u>
		<u>P11,827,003,675</u>	<u>P10,085,585,509</u>

None of the Group's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents as described below.

(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 P500,000 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. 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.

(c) *Advances to Related Parties*

The Group is not exposed to any significant credit risk on its advances to related parties with good credit standing. Accordingly, management considers the credit quality of advances to related parties to be good.

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, as well as on the basis of a rolling 30-day projection. Long-term needs for a six-month and one-year period 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 or short-term marketable securities. 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 of end of the reporting periods, the Group's financial liabilities have contractual maturities which are presented below.

Within	6 to 12	Current		Non-current	
		1 to 5 6 Months	Later than Months	Years	5 Years
December 31, 2016					
Interest-bearing loan		P 260,581,521	P 618,801,930	P 3,412,356,306	P -
Trade and other payables		917,175,039	996,074,796	-	-
Advances from related parties		525,334,676	-	-	-
Due to joint venture partners		-	-	471,057,666	-
Redeemable preferred shares		-	28,933,722	1,064,257,763	251,597,580
Accrued dividends on preferred shares		-	-	118,113,001	-
Retention payable		-	-	-	644,929,949
		<u>P 1,703,091,236</u>	<u>P 1,643,810,448</u>	<u>P 5,065,784,736</u>	<u>P 896,527,529</u>
December 31, 2015					
Interest-bearing loan		P 63,763,572	P 165,427,620	P 2,075,640,112	P -
Trade and other payables		837,808,252	1,823,635,088	-	-
Advances from related parties		520,962,385	-	-	-
Due to joint venture partners		-	-	458,824,957	-
Redeemable preferred shares		-	28,933,722	835,807,161	508,981,904
Accrued dividends on preferred shares		-	-	89,100,009	-
Retention payable		-	-	-	306,282,612
		<u>P 1,422,534,209</u>	<u>P 2,017,996,430</u>	<u>P 3,459,372,239</u>	<u>P 815,264,516</u>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the reporting dates.

28. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

28.1 Carrying Amounts and Fair Values of Financial Assets and Financial Liabilities

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	2016		2015	
	Carrying Values	Fair Values	Carrying Values	Fair Values
Financial assets				
Loans and receivables:				
Cash and cash equivalents	5	P 3,109,892,350	P 3,109,892,350	P 2,894,473,337
Trade and other receivables -- net	6	7,618,760,135	7,618,760,135	6,040,136,006
Advances to related parties	23.3	1,007,420,295	1,007,420,295	1,076,894,682
Refundable deposits	8, 13	90,930,895	90,930,895	74,081,484
		<u>P 11,827,003,675</u>	<u>P 11,827,003,675</u>	<u>P 10,085,585,509</u>
Financial liabilities				
Financial liabilities at amortized cost:				
Interest-bearing loan	14	P 3,927,083,333	P 3,927,083,333	P 2,000,000,000
Trade and other payables	15	1,913,249,835	1,913,249,835	2,355,160,728
Advances from related parties	23.4	525,334,676	525,334,676	520,962,385
Due to joint venture partners	16	471,057,666	471,057,666	458,824,957
Retention payable	17	644,929,949	644,929,949	306,282,612
Redeemable preferred shares	24	1,257,987,900	1,031,780,062	1,257,987,900
Accrued dividends on preferred shares	17	118,113,001	118,113,001	89,100,009
		<u>P 8,857,756,360</u>	<u>P 8,631,548,522</u>	<u>P 6,988,318,591</u>
				<u>P 6,738,866,527</u>

See Notes 2.4 and 2.10 for a 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 Group has not set-off financial instruments in 2016 and 2015 and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties' BOD and stockholders or upon instruction by the Group. As such, the Group's outstanding advances to related parties amounting to P1,007.4 million and P1,076.9 million can be offset by the amount of outstanding advances from related parties amounting to P525.3 million and P521.0 million as at December 31, 2016 and 2015, respectively (see Note 23).

The Group has cash in certain local banks to which it has outstanding loans (see Note 14). In case of the Group's default on loan amortization, cash in bank amounting to P1,318.3 billion and P479.2 million can be applied against its outstanding loans amounting to P3,927.1 million and P2,000.0 million as of December 31, 2016 and 2015, respectively.

29. FAIR VALUE MEASUREMENT AND DISCLOSURES

29.1 Fair Value Hierarchy

In accordance with PFRS 13, 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 financial 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.

29.2 AFS Financial Assets Measured at Fair Value

The Group's AFS financial assets are comprised of golf club shares. Fair value measurement of these financial assets was estimated by reference to published prices quoted in an active market and is categorized within Level 2.

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 2016 and 2015 consolidated statements of financial position but for which fair value is disclosed.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2016:				
Financial Assets:				
Cash and cash equivalents	P 3,109,892,350	P -	P -	P 3,109,892,350
Trade and other receivables – net	-	-	7,618,760,135	7,618,760,135
Advances to related parties	-	-	1,007,420,295	1,007,420,295
Refundable deposits	-	-	90,930,895	90,930,895
	<u>P 3,109,892,350</u>	<u>P -</u>	<u>P 8,717,111,325</u>	<u>P 11,827,003,675</u>
Financial Liabilities:				
Interest-bearing loans	P -	P -	P 3,927,083,333	P 3,927,083,333
Trade and other payables	-	-	1,913,249,835	1,913,249,835
Advances from related parties	-	-	525,334,676	525,334,676
Due to joint venture partners	-	-	471,057,666	471,057,666
Retention payable	-	-	644,929,949	644,929,949
Redeemable preferred shares	-	-	1,031,780,062	1,031,780,062
Accrued dividends on preferred shares	-	-	118,113,001	118,113,001
	<u>P -</u>	<u>P -</u>	<u>P 8,631,548,522</u>	<u>P 8,631,548,522</u>
2015:				
Financial Assets:				
Cash and cash equivalents	P 2,894,473,337	P -	P -	P 2,894,473,337
Trade and other receivables – net	-	-	6,040,136,006	6,040,136,006
Advances to related parties	-	-	1,076,894,682	1,076,894,682
Refundable deposits	-	-	74,081,484	74,081,484
	<u>P 2,894,473,337</u>	<u>P -</u>	<u>P 7,191,112,172</u>	<u>P 10,085,585,509</u>
Financial Liabilities:				
Interest-bearing loan	P -	P -	P 2,000,000,000	P 2,000,000,000
Trade and other payables	-	-	2,355,160,728	2,355,160,728
Advances from related parties	-	-	520,962,385	520,962,385
Due to joint venture partners	-	-	458,824,957	458,824,957
Retention payable	-	-	306,282,612	306,282,612
Redeemable preferred shares	-	-	1,008,535,836	1,008,535,836
Accrued dividends on preferred shares	-	-	89,100,009	89,100,009
	<u>P -</u>	<u>P -</u>	<u>P 6,738,866,527</u>	<u>P 6,738,866,527</u>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of those short-term 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 is determined based on the expected cash flows of the underlying net asset or liability based on the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data.

29.4 Investment Property Measured at Cost for which Fair Value is Disclosed

In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's investment property is its current use. The valuation process was conducted by the Group's management with respect to the determination of the inputs such as the size, age, and condition of the land and buildings, and the comparable prices in the corresponding property location.

The fair value of the investment property was determined based on the following approaches:

(i) *Fair Value Measurement for Land and Land Developments and Improvements*

The Level 2 fair value of land and land developments and improvements 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 no adjustment on the price, fair value is included in Level 2. On the other hand, if the observable recent prices of the reference properties were adjusted for differences in key attributes such as property size, zoning, and accessibility, the fair value is included in Level 3. The most significant input into this valuation approach is the price per square foot, hence, the higher the price per square foot, the higher the fair value.

(ii) *Fair Value Measurement for Building and Improvements*

The fair value of the Group's building and improvements, which are classified under Level 3 of the fair value hierarchy, is determined by calculating the present value of the cash inflows anticipated until the end of the life of the investment property using a discount rate applicable to these assets.

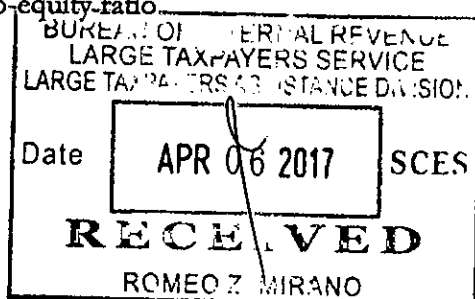
30. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders.

The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt. The Group also monitors its debt coverage ratio (DCR) in each of the reporting periods. As at December 31, 2016 and 2015, the Group's DCR is 2.51:1.00 and 27.15:1.00, respectively.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated statements of financial position. Capital for the reporting periods under review is summarized as follows:

	<u>2016</u>	<u>2015</u>
Total liabilities	P 16,884,327,744	P 13,857,211,409
Total equity	<u>27,501,028,389</u>	<u>25,796,873,710</u>
Debt-to-equity ratio	<u>0.61 : 1.00</u>	<u>0.54 : 1.00</u>





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**Report of Independent Auditors
to Accompany Supplementary Information
Required by the Securities and Exchange
Commission Filed Separately from the
Basic Consolidated Financial Statements**

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**The Board of Directors and Stockholders
Global-Estate Resorts, Inc. and Subsidiaries
(A Subsidiary of Megaworld Corporation)**
7th Floor, Renaissance Towers
Meralco Avenue
Pasig City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Global-Estate Resorts, Inc. and subsidiaries (the Group) for the year ended December 31, 2016, on which we have rendered our report dated March 28, 2017. 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, 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. 5908630, January 3, 2017, 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)

Certified Public Accountants
Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd

Offices in Cebu, Davao, Cavite

March 28, 2017

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GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES
DECEMBER 31, 2016

Report of Independent Auditors on Supplementary Schedules Filed Separately
from the Basic Financial Statements

(1) Supplementary Schedules to Financial Statements
(Annex 68-E, SRC Rule 68)

Schedule

A	Financial Assets (Marketable Securities)	na
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	1
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	2
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GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

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

DECEMBER 31, 2016

(Amounts in Philippine Pesos)

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Deductions		Ending Balance		Balance at End of Year
			Amounts Collected	Amounts Written-off	Current	Not Current	
Amounts Due from Related Parties							
Fil-Estate Network, Inc.	P 35,497,355	P 157,503	P -	P -	P 35,654,858	P -	P 35,654,858
Fil-Estate Realty Corp.	27,769,316	-	2,141,360	-	25,627,956	-	25,627,956
Fil-Estate Realty and Sales Associates, Inc.	49,221,758	-	-	-	49,221,758	-	49,221,758
Fil-Estate Sales, Inc.	39,160,038	56,266	-	-	39,216,302	-	39,216,302
Boracay Newcoast Hotel Group, Inc.	90,325,823	-	28,796,812	-	61,529,011	-	61,529,011
Other related parties	834,920,393	79,364,859	118,114,843	-	796,170,409	-	796,170,409
TOTAL	P 1,076,894,682	P 79,578,628	P 149,053,016	P -	P 1,007,420,295	P -	P 1,007,420,295
Advances to Officers and Employees							
Marcelo, Catherine	P 188,635	P -	P 188,635	P -	P -	P -	P -
Romualdez, Jennifer	1,177,014	-	153,619	-	1,023,395	-	1,023,395
Binag Macaraig, Melody	473,529	-	159,133	-	314,396	-	314,396
Globio, Salvino	243,646	-	97,663	-	145,983	-	145,983
Haguisan, Hennie	431,600	275,839	-	-	707,439	-	707,439
Samson, Ma. Rica	358,812	-	85,040	-	273,772	-	273,772
Sanchez, Christopher	297,679	-	75,035	-	222,644	-	222,644
Villanueva, Lanie	92,573	543,549	-	-	636,122	-	636,122
Bravo, Melissa Anne	327,874	-	80,341	-	247,533	-	247,533
Lim, Meliza Anne	384,529	-	88,738	-	295,792	-	295,792
Carbon, Thomas George M.	213,741	-	75,877	-	137,864	-	137,864
David, Chatt S.	407,129	-	98,189	-	308,939	-	308,939
Luzung, Fred	369,852	-	77,952	-	291,900	-	291,900
Mangubat, Felipe	410,608	-	87,629	-	322,979	-	322,979
Renes, Jan Richard	369,852	-	369,852	-	-	-	-
Saunar, Kris Norwin	374,315	-	78,335	-	295,980	-	295,980
Lopez, Gervinna	-	379,717	-	-	379,717	-	379,717
Quintana, Allan	-	472,922	-	-	472,922	-	472,922
Herrera, Christopher	-	520,462	-	-	520,462	-	520,462
TOTAL	P 6,121,390	P 2,192,489	P 1,716,040	P -	P 6,597,839	P -	P 6,597,839

GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

Schedule C - Amounts Receivable from or Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements

December 31, 2016

(Amounts in Philippine Pesos)

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Deductions		Ending Balance		Balance at End of Year
			Amounts Collected	Amounts Written-off	Current	Not Current	
Amounts Receivable from Related Parties Eliminated During Consolidation:							
Fil-Estate Property, Inc.	P 7,260,058,718	P -	P 80,101,184	P -	P 7,179,957,534	P -	P 7,179,957,534
Novo Sierra Holdings Corp.	352,665	345	-	-	353,010	-	353,010
Fil-Estate Urban Development Corporation	320,049,396	-	157,643,075	-	162,406,321	-	162,406,321
Oceanfront Properties	135,862,898	26,449,819	-	-	162,312,717	-	162,312,717
Twin Lakes Corporation	-	2,912,878	-	-	2,912,878	-	2,912,878
Southwoods Mall, Inc.	-	8,664,031	-	-	8,664,031	-	8,664,031
Fil-Estate Golf Development, Inc.	60,585,645	-	60,585,645	-	-	-	-
Global Homes and Communities Inc.	279	11,327	-	-	11,606	-	11,606
	P 7,776,909,602	P 38,038,400	P 298,329,904	P -	P 7,516,618,098	P -	P 7,516,618,098
Amounts Payable to Related Parties Eliminated During Consolidation							
Megaworld Global Estate Inc.	P 9,565,322	P -	P 8,152,182	P -	P 1,413,141	P -	P 1,413,141
	P 9,565,322	P -	P 8,152,182	P -	P 1,413,141	P -	P 1,413,141

GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

Schedule D - Intangible/Other Assets

December 31, 2016

(Amounts in Philippine Pesos)

Description	Beginning Balance	Additions at Cost	Charged to Cost and Expenses	Charged to Other Accounts	Other Changes Additions (Deductions)	Ending Balance
Development Rights	P <u>292,817,502</u>	P <u>-</u>	P <u>9,246,868</u>	P <u>-</u>	P <u>-</u>	P <u>283,570,634</u>

GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

Schedule E - Long Term Debt

December 31, 2016

(Amounts in Philippine Pesos)

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term Debt" in related balance sheet
Bank loans	P <u>3,927,083,333</u>	P <u>721,153,846</u>	P <u>3,205,929,487</u>

GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
SCHEDULE F - INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2016
(Amounts in Philippine Pesos)

Name of Related Party	Balance at Beginning of Year	Balance at End of Period
Megaworld Corporation	P 75,433,698	P 102,854,961
Others	<u>445,528,687</u>	<u>422,479,715</u>
TOTAL	<u>P 520,962,385</u>	<u>P 525,334,676</u>

GLOBAL-ESTATE RESORTS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
SCHEDULE H - CAPITAL STOCK
DECEMBER 31, 2016

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as Shown Under the Related Statement of Condition Caption	Number of Shares Reserved for Options, Warrants, Conversion and Other Rights	Number of Shares Held by		
				Related Parties	Directors, Officers and Employees	Others
Common Shares	<u>20,000,000,000</u>	<u>10,986,000,000</u>	<u>-</u>	<u>9,443,941,657</u>	<u>2,722,654</u>	<u>1,539,335,689</u>

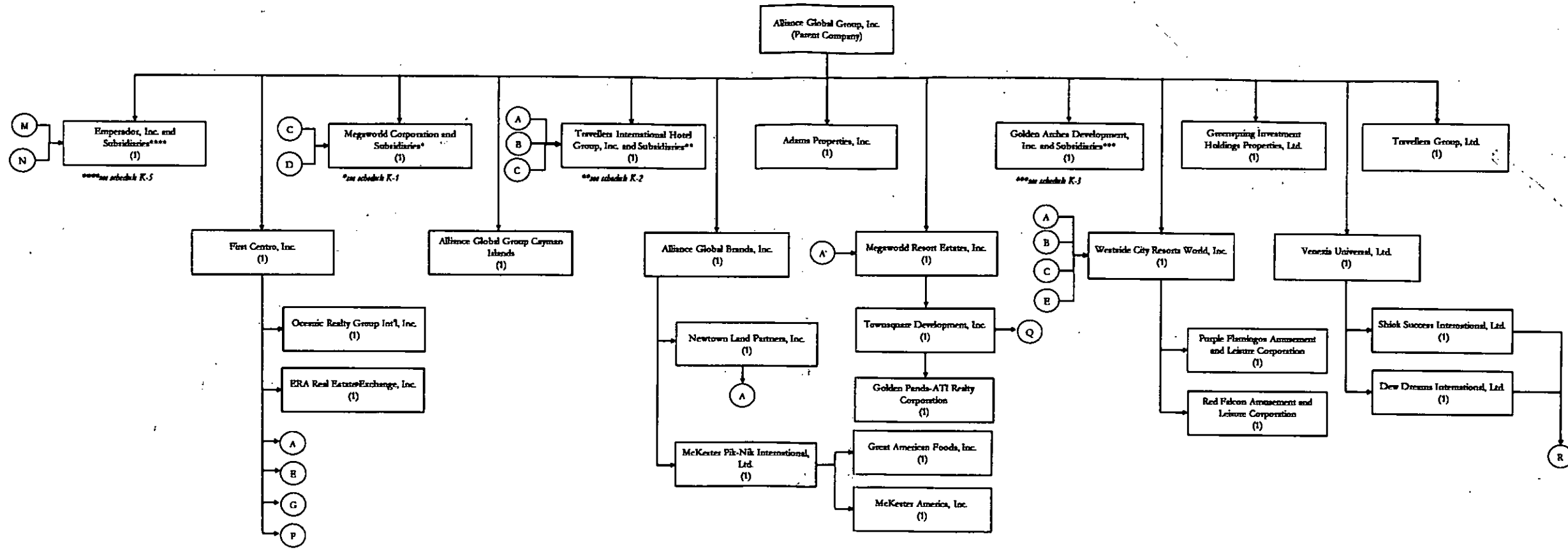
GLOBAL-ESTATE RESORTS, INC.
(A Subsidiary of Megaworld Corporation)
7th Floor, Renaissance Towers, Meralco Avenue, Pasig City

**Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2016**

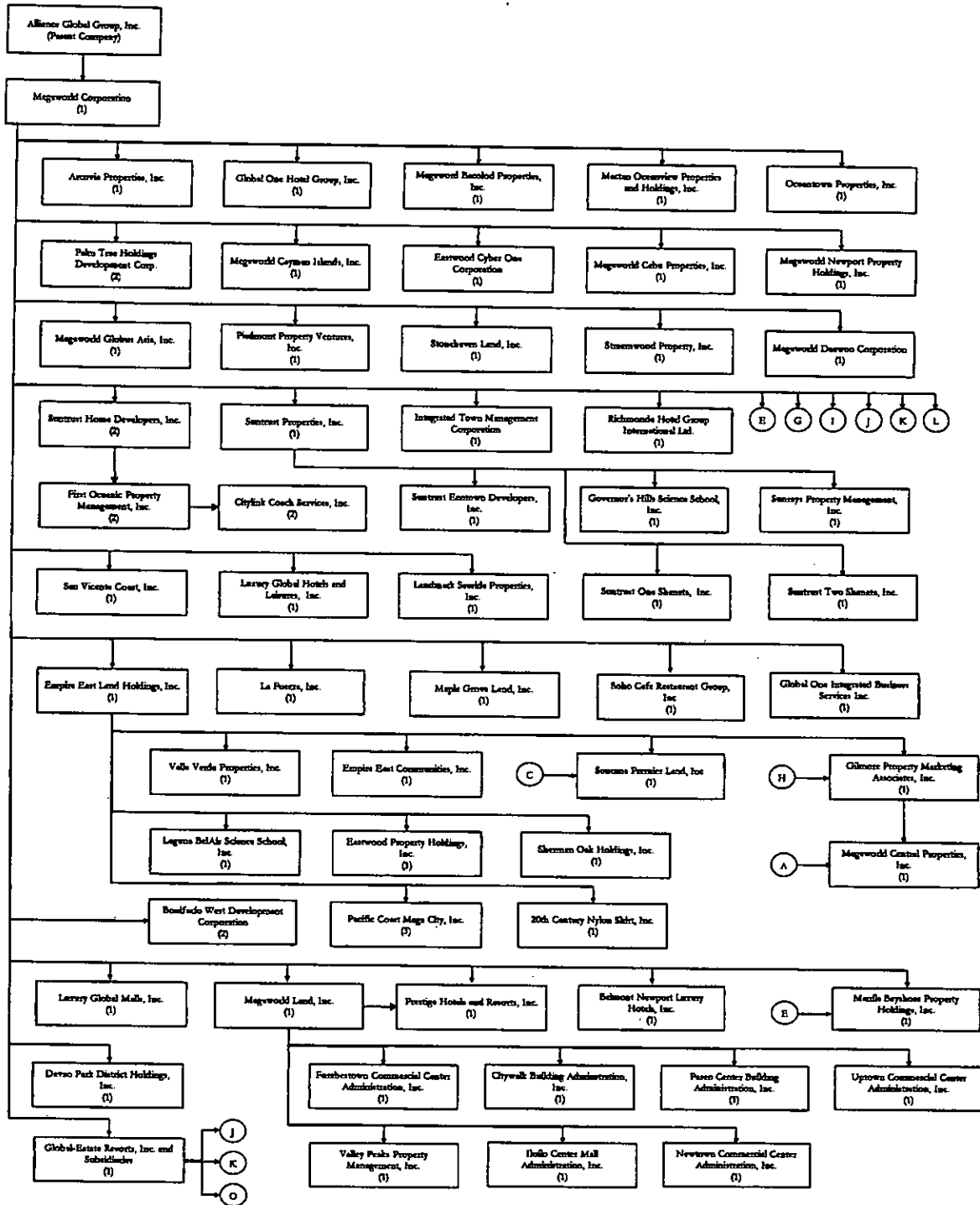
Unappropriated Retained Earnings at Beginning of Year	P	1,172,837,412
Prior Years' Outstanding Reconciling Items, net of tax		
Deferred tax assets	(<u>66,218,378</u>)
Unappropriated Retained Earnings at Beginning of Year, as Adjusted		1,106,619,034
Net Profit Realized During the Year		
Net profit per audited financial statements	P	718,592,704
Less: Non-actual/unrealized income, net of tax		
Deferred tax income during the year	(8,191,379)
Add: Non-actual/unrealized income, net of tax		
Share-based employee compensation		<u>18,527,020</u>
		<u>728,928,345</u>
Unappropriated Retained Earnings Available for Dividend Declaration at End of Year	P	<u>1,835,547,379</u>

ALLIANCE GLOBAL GROUP, INC.

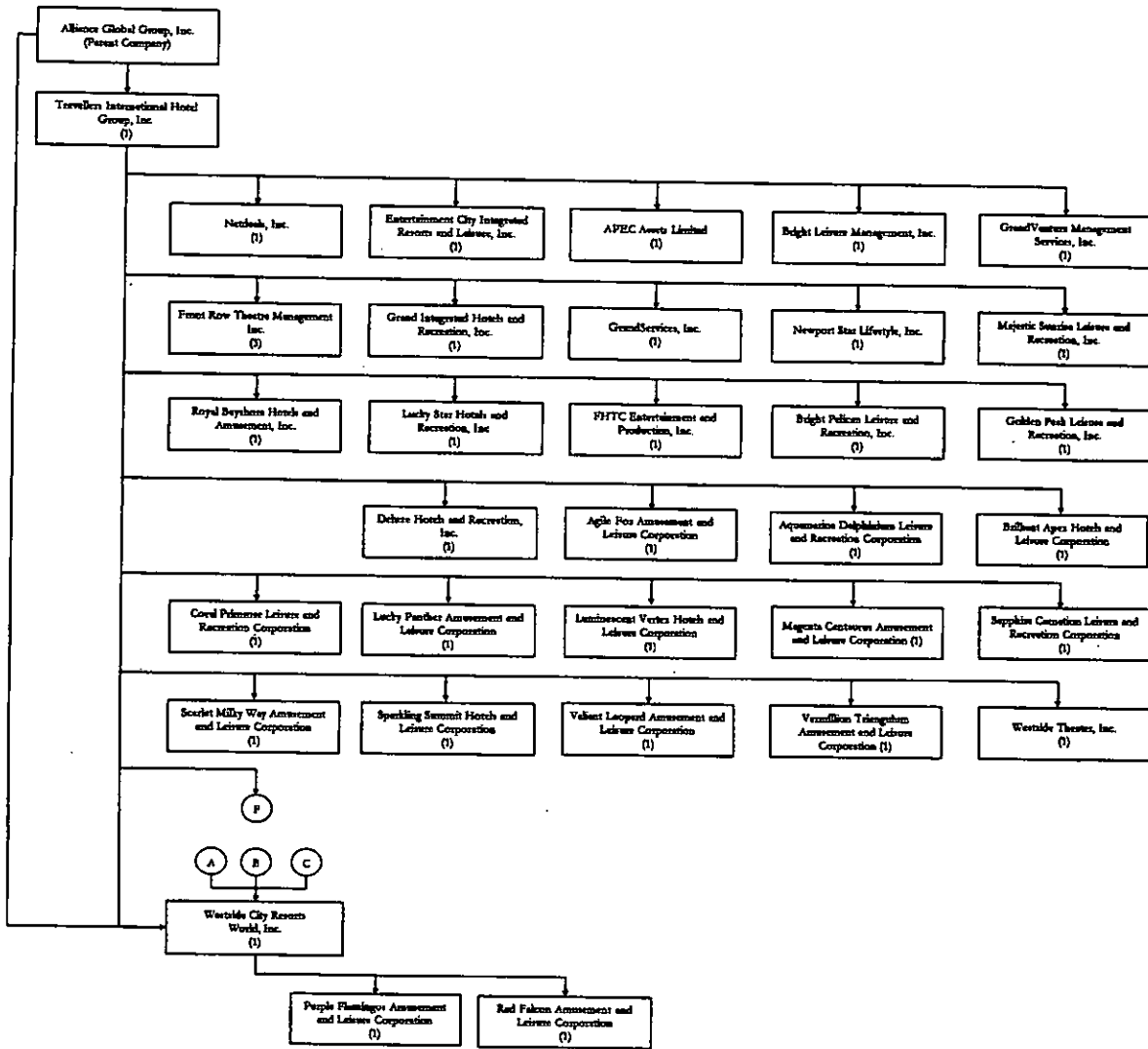
Schedule K – Map Showing the Relationship Between and
Among the Company and Its Related Parties
December 31, 2016



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 Shik 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 Pih-Estate Properties, Inc.	

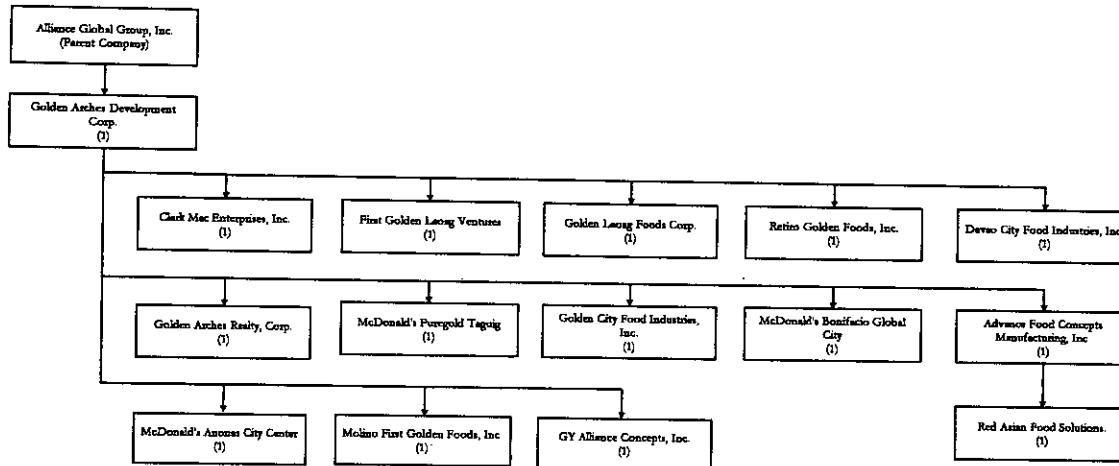


Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adress Properties, Inc.
C	First Centre, Inc.
D	Newtown Land Partners, Inc.
E	Townview International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare 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	Dew Devens International, Ltd.
O	File-Estos Properties, Inc.
P	Sowans Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Empireview Inc.



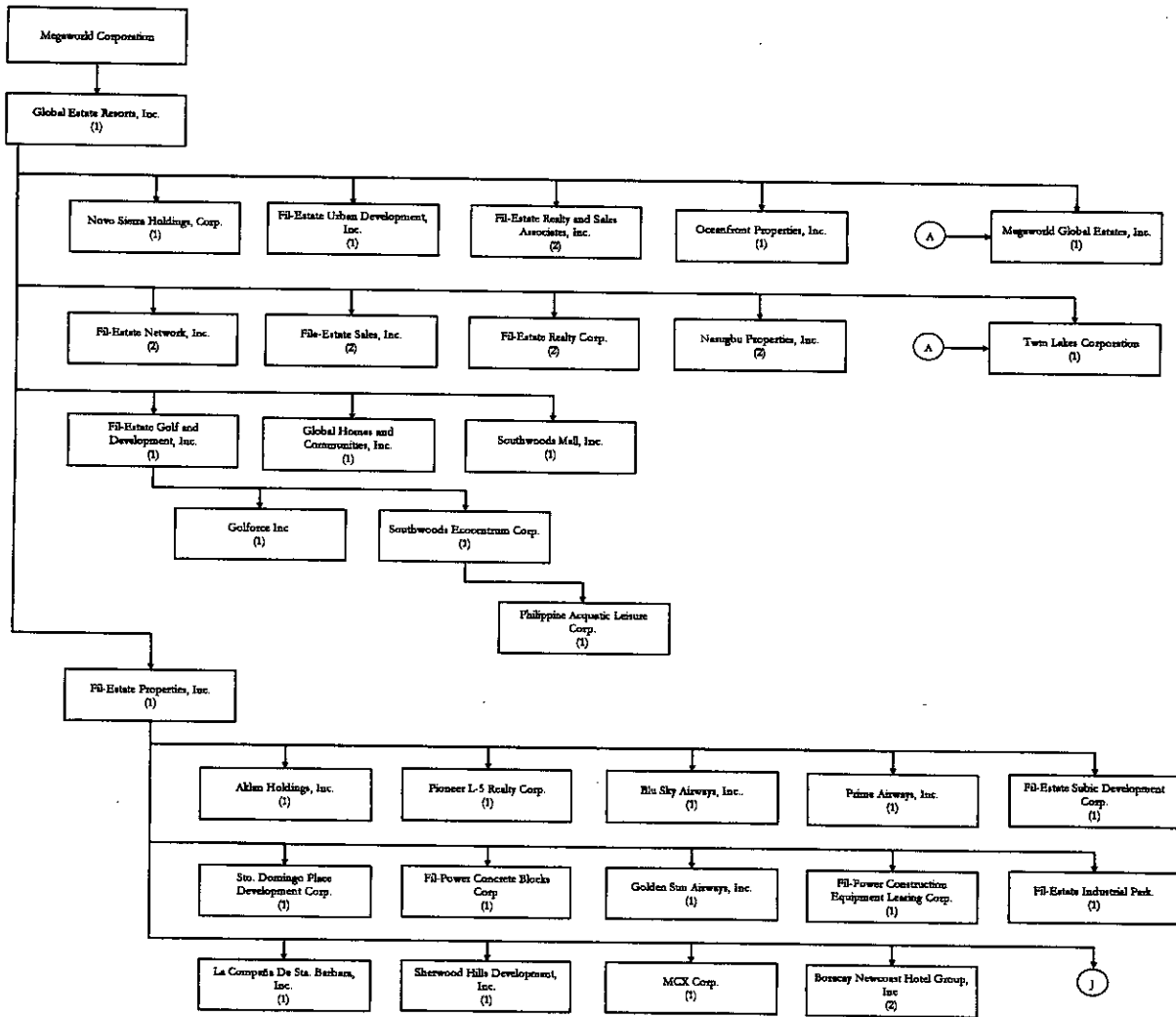
Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Mageworld Corporation
B	Adams Properties, Inc.
C	First Centre, Inc.
D	Newtown Land Partners, Inc.
E	Travelers International Hotel Group, Inc.
F	Mauls Beyhous Property Holding, Inc.
G	World City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Mageworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Mageworld Global Estates, Inc.
L	Mageworld Grand Properties, Inc.
M	Shihui Success International, Ltd.
N	Dew Dream International, Ltd.
O	F&E Estate Properties, Inc.
P	Socasa Premier Land, Inc.
Q	Glassco Property Marketing Associates, Inc.
R	Empendoo Inc.

ALLIANCE GLOBAL GROUP, INC.
 Schedule K-3 - Map Showing the Relationship Between and
 Among the Company and Golden Arches Development Corporation Group
 December 31, 2016



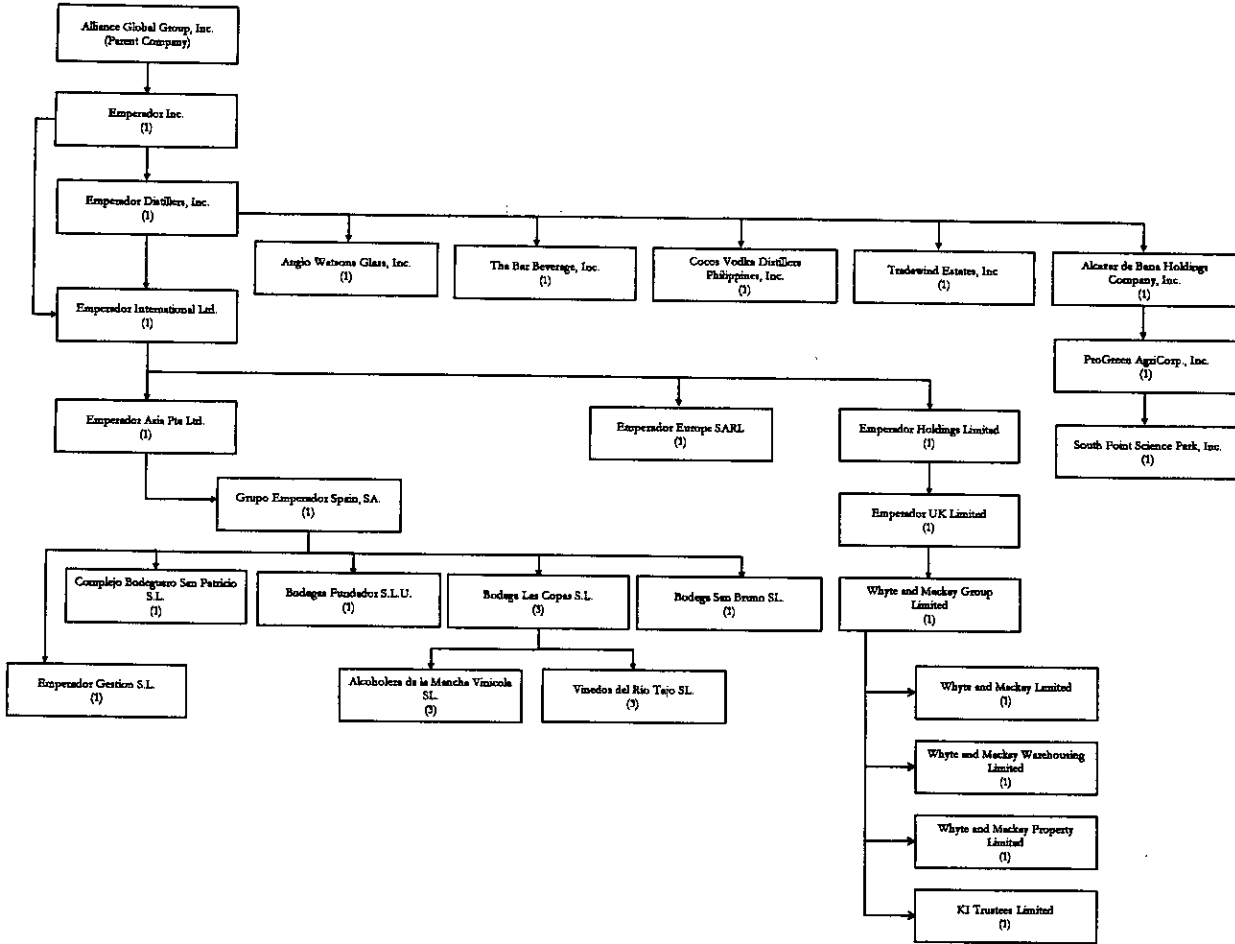
Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adama Properties, Inc.
C	First Centre, Inc.
D	Newtown Land Partners, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Tomasquas Development, Inc.
I	Megaworld Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shik Success International, Ltd.
N	Dew Drama International, Ltd.
O	File-Estate Properties, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

ALLIANCE GLOBAL GROUP, INC.
 Schedule K-4 - Map Showing the Relationship Between and
 Among Megawold and Global Estate Resorts Inc. Group
 December 31, 2016



Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megawold Corporation
B	Adama Properties, Inc.
C	First Center, Inc.
D	Newtown Land Pattern, Inc.
E	Travelers International Hotel Group, Inc.
F	Menda Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megawold Resort Estates, Inc.
J	Twin Lakes Corporation
K	Megawold Global Estates, Inc.
L	Megawold Central Properties, Inc.
M	Shick Success International, Ltd.
N	Dew Dreams International, Ltd.
O	FI-Estate Properties, Inc.
P	Somosa Premier Lead, Inc.
Q	Global Property Marketing Associates, Inc.
R	Emporio Inc.

ALLIANCE GLOBAL GROUP, INC.
 Schedule K-1 - Map Showing the Relationship Between and
 Among the Company and Emperador Inc.
 December 31, 2016



Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
A	Megaworld Corporation
B	Adams Properties, Inc.
C	Pier Centre, Inc.
D	Newtown Land Partners, Inc.
E	Travelers International Hotel Group, Inc.
F	Mazda Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Towansquean 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	Dew Dumas International, Ltd.
O	Fife Estate Properties, Inc.
P	Sonoma Finance Lead, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.

Global-Estate Resorts, Inc. and Subsidiaries
(A Subsidiary of Megaworld Corporation)

Schedule of Philippine Financial Reporting Standards and Interpretations
Adopted by the Securities and Exchange Commission and the
Financial Reporting Standards Council as of December 31, 2016

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>				
PFRS 1 (Revised)	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	✓		
PFRS 2	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)			✓
PFRS 3 (Revised)	Business Combinations	✓		
PFRS 4	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)			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	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)			✓
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments (2014)* (effective January 1, 2018)			✓
PFRS 10	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	✓		
PFRS 11	Joint Arrangements	✓		
	Amendments to PFRS 11: Transition Guidance	✓		
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations	✓		

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 Contract with Customers (effective from January 1, 2018)			✓
PFRS 16	Leases* (effective January 1, 2019)			✓
<i>Philippine Accounting Standards (PAS)</i>				
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* (effective January 1, 2017)			✓
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* (effective January 1, 2017)			✓
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	✓		
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	✓		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
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	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
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	✓		
PAS 41	Agriculture			✓
	Amendments to PAS 41: Bearer Plants	✓		
<i>Philippine Interpretations - International Financial Reporting Interpretations Committee (IFRIC)</i>				
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	✓		

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 2016 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.

