

# COVER SHEET

for  
SEC FORM 17- Q

SEC Registration Number

				P	W	2				
--	--	--	--	---	---	---	--	--	--	--

COMPANY NAME

A			S	O	R	I	A	N	O		C	O	R	P	O	R	A	T	I	O	N		A	N	D								
S	U	B	S	I	D	I	A	R	I	E	S																						

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

7	t	h		F	l	o	o	r	,		P	a	c	i	f	i	c		S	t	a	r		B	u	i	l	d	i	n	g	,		
M	a	k	a	t	i		A	v	e	n	u	e		c	o	r	n	e	r		G	i	l		P	u	y	a	t					
A	v	e	n	u	e		E	x	t	e	n	s	i	o	n	,		M	a	k	a	t	i		C	i	t	y						

Form Type

1	7	-	Q	
---	---	---	---	--

Department requiring the report

S	E	C	
---	---	---	--

Secondary License Type, If Applicable

	N	A	
--	---	---	--

## COMPANY INFORMATION

Company's Email Address

info@anscor.ph

Company's Telephone Number/s

819-0251

Mobile Number

N/A

No. of Stockholders

11,316

Annual Meeting  
Month/Day

Third Wednesday of April

Fiscal Year  
Month/Day

12/31

## CONTACT PERSON INFORMATION

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

Name of Contact Person

Ms. Narcisa M. Villaflor

Email Address

nancievillaflor1029@gmail.com

Telephone Number/s

819-0251

Mobile Number

N/A

## CONTACT PERSON'S ADDRESS

7<sup>TH</sup> FLOOR PACIFIC STAR BLDG., MAKATI AVE., CORNER GIL PUYAT AVE. EXTENSION, MAKATI 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.

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

# SECURITIES AND EXCHANGE COMMISSION

## SEC FROM 17-Q

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

1. For the quarterly period ended June 30, 2015
2. Commission identification number: PW-2 3. BIR Tax Identification No. 000-103-216

#### A. SORIANO CORPORATION

4. Exact name of issuer as specified in its charter

#### Philippines

5. Province, country or other jurisdiction of incorporation or organization

6. Industry Classification Code:  (SEC Use Only)

7. 7/F Pacific Star Bldg., Gil J. Puyat Ave. corner Makati Avenue, Makati City  
Address of issuer's principal office Postal Code

- 8190251  
8. Issuer's telephone number, including area code

- N/A  
9. Former name, former address and former fiscal year, if changed since last report

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

Title of each Class	Number of shares of common Stock outstanding and amount Of debt outstanding
<u>Common</u>	<u>2,500,000,000</u>
.....	.....
.....	.....

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

Yes [ x ] No [ ]

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

Philippine Stock Exchange

Common

12. Indicate by check mark whether the registrant:

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

Yes ☒ No ☐

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

Yes ☐ No. ☒

## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements.

Financial statements and, if applicable, Pro Forma Financial Statements meeting the requirements of SRC Rule 68, Form and content of Financial Statements, shall be furnished as specified therein.

Please see SEC FORM 17-Q - Table of Contents

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

Furnish the information required by Part III, Paragraph (A)(2)(b) of "Annex "C".

Please see SEC FORM 17-Q - Table of Contents

## PART II – OTHER INFORMATION

The issuer may, at its option, report under item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

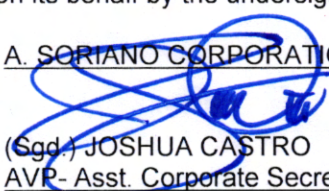
## SIGNATURES

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

Issuer:

A. SORIANO CORPORATION

Signature and Title:

  
(Sgd.) JOSHUA CASTRO  
AVP- Asst. Corporate Secretary

Date: August 14, 2015

Principal Financial/Accounting Officer/Controller:  
Signature and Title

  
(Sgd.) NARCISA M. VILLAFLO  
VP - Comptroller

Date: August 14, 2015

SECForm17-Q  
August 14, 2015

**SEC FORM 17 – Q**  
**TABLE OF CONTENTS**  
**PART I – FINANCIAL INFORMATION**

**PAGE NO.**

**Item 1. Financial Statements**

Consolidated Balance Sheets	1 - 2
Consolidated Statements of Income	3
Consolidated Statements of Comprehensive Income	4 - 5
Consolidated Statements of Changes in Equity	6
Consolidated Statements of Cash Flows	7 - 8
Parent Company Balance Sheets	9
Parent Company Statements of Income	10
Parent Company Statements of Comprehensive Income	11
Parent Company Statements of Changes in Equity	12
Parent Company Statements of Cash Flows	13 - 14
Notes to Consolidated Financial Statements	
1. Segment Information	15 - 16
2. Basic of Preparation and Changes in Accounting Policies and Disclosures	17 - 26
3. Summary of Significant Accounting and Financial Reporting Policies	26 - 52
4. Significant Accounting Judgments, Estimates and Assumptions	53 - 58
5. Financial Risk Management Objective and Policies	58 - 62
6. Financial Instruments	62 - 65

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation**

Notes to Consolidated Financial Statements	
7. Financial Condition	65 - 67
8. Result of Operation	68 - 69
9. Cash flows	69
10. Other Financial Information	69 - 70
11. Subsidiaries and Affiliates	70 - 71
12. Financial Indicators	72 - 73

**A. SORIANO CORPORATION****CONSOLIDATED BALANCE SHEETS**

(In Thousand Pesos)

	<b>June 30</b>	<b>December 31</b>
	<b>2015</b>	<b>2014</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	<b>1,262,880</b>	1,401,034
Fair value through profit and loss (FVPL) investments	<b>501,521</b>	595,682
Receivables	<b>2,037,385</b>	1,692,829
Inventories	<b>753,374</b>	900,214
Available-for-sale (AFS) investments - current	<b>66,288</b>	24,691
Prepayments	<b>46,881</b>	78,044
Other current assets	<b>87,063</b>	85,110
<b>Total Current Assets</b>	<b>4,755,392</b>	4,777,604
<b>Noncurrent Assets</b>		
AFS investments - net of current portion	<b>9,495,463</b>	10,067,300
Investments and advances	<b>1,354,663</b>	1,541,991
Goodwill	<b>2,076,019</b>	2,069,330
Property and equipment	<b>2,368,990</b>	2,345,505
Investment properties	<b>260,570</b>	260,570
Retirement plan asset	<b>65,534</b>	65,534
Other noncurrent assets	<b>477,377</b>	191,624
<b>Total Noncurrent Assets</b>	<b>16,098,615</b>	16,541,853
<b>TOTAL ASSETS</b>	<b>20,854,007</b>	21,319,458
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Notes payable	<b>202,951</b>	1,529,462
Accounts payable and accrued expenses	<b>978,349</b>	1,014,496
Dividends payable	<b>209,139</b>	519,664
Customer's deposits for property development	<b>619,056</b>	381,844
Income tax payable	<b>111,967</b>	66,199
Current portion of long-term debt	<b>598,893</b>	237,503
<b>Total Current Liabilities</b>	<b>2,720,355</b>	3,749,168

	June 30 2015	December 31 2014
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion	2,730,241	1,934,136
Deferred revenues	26,684	29,715
Deferred income tax liabilities - net	287,000	282,942
Retirement benefits payable	8,355	9,055
Other noncurrent liabilities	131,643	105,003
<b>Total Noncurrent Liabilities</b>	<b>3,183,922</b>	<b>2,360,850</b>
<b>Total Liabilities</b>	<b>5,904,278</b>	<b>6,110,018</b>
<b>Equity Attributable to Equity Holdings of the Parent</b>		
Capital stock - 1 par value	2,500,000	2,500,000
Additional paid-in capital	1,605,614	1,605,614
Cumulative translation adjustment	55,169	10,702
Equity reserve on acquisition of noncontrolling interest	(26,357)	(26,357)
Unrealized valuation gains on AFS investments	1,693,703	3,238,819
Remeasurement on retirement benefits	41,652	40,843
Retained Earnings		
Appropriated	4,600,000	4,600,000
Unappropriated	6,270,760	5,029,204
Cost of shares held by a subsidiary (1,259,000,646 shares in 2015 and 1,257,900,646 in 2014)	(2,171,477)	(2,163,649)
	<b>14,569,063</b>	<b>14,835,178</b>
<b>Noncontrolling interests</b>	<b>380,666</b>	<b>374,261</b>
<b>Total Equity</b>	<b>14,949,729</b>	<b>15,209,439</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>20,854,007</b>	<b>21,319,458</b>

## A. SORIANO CORPORATION AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF INCOME

(In Thousand Pesos Except Earnings Per Share)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>REVENUES</b>				
Sales (Note 1)	3,118,613	-	1,622,790	-
Services	1,267,815	973,762	617,763	459,006
Dividend income	163,111	174,912	105,622	104,484
Interest income	42,427	37,197	21,739	19,039
Management fee	36,444	31,040	20,488	16,812
Equity in net earnings (losses) of associates (Note 1)	(211,028)	165,543	(132,417)	72,456
	<b>4,417,381</b>	<b>1,382,454</b>	<b>2,255,985</b>	<b>671,796</b>
<b>INVESTMENT GAINS</b>				
Gain on sale of AFS investments	1,046,977	1,139,962	199,071	153,411
Gain on increase in market values of FVPL investments	4,762	5,715	2,681	3,705
Gain on sale of long-term investment	-	9,482	-	9,482
	<b>1,051,738</b>	<b>1,155,159</b>	<b>201,752</b>	<b>166,599</b>
	<b>5,469,119</b>	<b>2,537,613</b>	<b>2,457,738</b>	<b>838,395</b>
Cost of goods sold/services rendered (Note 1)	(3,253,437)	(665,906)	(1,659,838)	( 330,122)
Operating expenses (Note 1)	(701,976)	(431,151)	(313,397)	( 184,854)
Interest expense	(59,893)	(24,369)	(29,664)	( 9,142)
Foreign exchange gain (loss)	(8,287)	7,673	(5,035)	13,761
Valuation allowances - net	(350)	(294)	(191)	( 147)
Other income (charges) - net	115,417	4,164	113,057	( 5,795)
	<b>(3,908,526)</b>	<b>(1,109,883)</b>	<b>(1,895,067)</b>	<b>(516,300)</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>1,560,593</b>	<b>1,427,729</b>	<b>562,671</b>	<b>322,095</b>
<b>PROVISION FOR INCOME TAX - net</b>	<b>149,611</b>	<b>14,800</b>	<b>82,572</b>	<b>7,595</b>
<b>NET INCOME</b>	<b>1,410,982</b>	<b>1,412,929</b>	<b>480,099</b>	<b>314,500</b>

Note 1: 2014 sales, cost of goods sold and operating expenses of Phelps Dodge (PDP) were not yet included in the line by line consolidation since Anscor's 100% ownership of PDP happened in end December 2014. Share of Anscor in the net income of PDP was part of equity in net earnings in 2014 figures.

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
Attributable to:				
<b>Equity holdings of the parent</b>	<b>1,365,763</b>	1,412,423	<b>457,605</b>	322,209
Minority interest	<b>45,219</b>	506	<b>22,494</b>	( 7,709)
	<b>1,410,982</b>	1,412,929	<b>480,099</b>	314,500
<b>EARNINGS PER SHARE - basic/diluted, for net income attributable to equity holdings of the Parent</b>	<b>1.10</b>	1.12	<b>0.37</b>	0.26



**A. SORIANO CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In Thousand Pesos Except Earnings Per Share)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>NET INCOME FOR THE PERIOD</b>	<b>1,410,982</b>	<b>1,412,929</b>	<b>480,099</b>	<b>314,500</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Realized gains on sale of AFS investments, net of impairment losses	<b>(993,221)</b>	<b>(1,101,911)</b>	<b>(102,952)</b>	<b>(77,307)</b>
Unrealized valuation gain (loss) on AFS investments	<b>(543,448)</b>	<b>738,008</b>	<b>(302,298)</b>	<b>349,627</b>
Unrealized gain on remeasurement of retirement benefits	<b>1,155</b>	<b>2,302</b>	<b>155</b>	<b>-</b>
Cumulative translation adjustment	<b>44,467</b>	<b>(45,114)</b>	<b>32,120</b>	<b>(88,268)</b>
Income tax effect	<b>(8,794)</b>	<b>(1,112)</b>	<b>697</b>	<b>(6,527)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>(1,499,842)</b>	<b>(407,828)</b>	<b>(372,279)</b>	<b>177,524</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>	<b>(88,859)</b>	<b>1,005,101</b>	<b>107,821</b>	<b>492,024</b>

## A. SORIANO CORPORATION

### CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(In thousand pesos)

	Attributable to Equity Holders of the Parent										
	Capital Stock	Additional Paid-in Capital	Equity Reserve on Acquisition of Minority Interest	Unrealized Valuation Gains on AFS Investments	Cumulative Actuarial Gains	Cumulative Translation Adjustment	Retained Earnings		Cost of Shares Held by a Subsidiary	Noncontrolling Interest	Total
							Appropriated	Unappropriated			
Balance at 12/31/2013	2,500,000	1,605,614	(26,357)	3,675,942	35,720	(20,418)	3,000,000	4,898,587	(2,031,223)	370,039	14,007,905
Comprehensive income	-	-	-	(364,324)	1,611	(45,114)	-	1,412,423	-	506	1,005,101
Purchase of shares held by a subsidiary	-	-	-	-	-	-	-	-	(14,395)	-	(14,395)
Movement in noncontrolling interest	-	-	-	-	-	-	-	-	-	(768)	(768)
Balance at 06/30/2014	2,500,000	1,605,614	(26,357)	3,311,618	37,331	(65,532)	3,000,000	6,311,010	(2,045,618)	369,777	14,997,843
Balance at 12/31/2014	2,500,000	1,605,614	(26,357)	3,238,819	40,843	10,702	4,600,000	5,029,204	(2,163,649)	374,261	15,209,439
Comprehensive income	-	-	-	(1,545,117)	808	44,467	-	1,365,763	-	45,219	(88,859)
Cash dividends – net	-	-	-	-	-	-	-	(124,208)	-	-	(124,208)
Purchase of shares held by a subsidiary	-	-	-	-	-	-	-	-	(7,828)	-	(7,828)
Movement in noncontrolling interest	-	-	-	-	-	-	-	-	-	(38,867)	(38,867)
Balance at 06/30/2015	2,500,000	1,605,614	(26,357)	1,693,703	41,652	55,169	4,600,000	6,270,760	(2,171,477)	380,666	14,949,729

**A. SORIANO CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In Thousand Pesos)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before income tax	1,560,593	1,427,729	562,671	322,095
Adjustment for:				
Equity in net earnings (losses) of associates	211,028	(165,543)	132,417	(72,456)
Depreciation and amortization	100,589	61,984	48,089	30,701
Interest expense	59,893	24,369	29,664	9,142
Foreign exchange loss (gain) - net	25,342	(9,301)	21,830	(16,945)
Valuation allowances	350	294	191	147
Gain on sale of AFS investments	(1,046,977)	(1,139,962)	(199,071)	(153,411)
Dividend income	(163,111)	(174,912)	(105,622)	(104,484)
Interest income	(42,427)	(37,197)	(21,739)	(19,039)
Gain on increase in market values of FVPL investments	(4,762)	(5,715)	(2,681)	(3,705)
Gain from sale of long-term investments	-	(9,482)	-	(9,482)
Operating income (loss) before working capital changes	700,520	(27,736)	465,748	(17,437)
Decrease (increase) in:				
FVPL investments	98,923	160,183	29,938	101,865
Receivables	(344,906)	(34,300)	(59,793)	89,894
Inventories	146,840	7,784	101,152	2,423
Increase (decrease) in:				
Accounts payable and accrued expenses	(36,148)	3,234	(103,341)	(38,328)
Retirement benefits payable	454	(3,695)	(772)	(319)
Customer's deposit for property development	237,211	66,962	124,383	-
Net cash generated from operations	802,895	172,432	557,315	138,097
Dividend received	163,111	174,912	105,622	104,484
Interest received	42,806	39,184	21,893	20,508
Interest paid	(59,893)	(24,369)	(29,664)	(9,142)
Income taxes paid	(105,667)	(8,326)	(100,021)	(4,304)
Net cash flows from operating activities	843,252	353,832	555,145	249,643

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from the sale of :				
AFS investments	3,365,976	3,759,235	567,888	870,003
Long-term investments		9,482		9,482
Property and equipment	874	-	-	-
Addition to:				
AFS investments	(3,307,904)	(3,961,031)	(575,981)	(904,163)
Long-term investments	(2,100)	-	-	-
Property and equipment	(124,948)	(164,678)	(68,030)	(99,752)
Decrease (increase) in:				
Other assets	(256,543)	(96,839)	(67,366)	27,478
Other noncurrent liabilities	26,640	(6,022)	40,646	(2,843)
Advances to affiliates	-	(10,402)	1,487	(10,681)
Net cash flows used in investing activities	(298,004)	(470,254)	(101,355)	(110,476)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from long-term debt	1,135,896	29,471	1,194,125	36,027
Payment of:				
Notes payable	(1,326,511)	(61,408)	(1,393,964)	(96,547)
Dividends	(434,733)	(53,718)	(124,208)	-
Purchase of shares held by a subsidiary	(7,828)	(14,395)	(7,828)	(7,968)
Increase (decrease) in:				
Deferred revenue	(3,031)	(1,350)	(140)	(1,960)
Minority interest	(38,815)	(768)	53	68
Net cash flows used in financing activities	(675,021)	(102,168)	(331,963)	(70,381)
<b>EFFECT OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS</b>	<b>(8,380)</b>	<b>(18,795)</b>	<b>(5,035)</b>	<b>(20,145)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(138,153)</b>	<b>(237,385)</b>	<b>116,793</b>	<b>48,641</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>1,401,034</b>	<b>743,893</b>	<b>1,146,088</b>	<b>457,866</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>1,262,880</b>	<b>506,508</b>	<b>1,262,880</b>	<b>506,508</b>

**A. SORIANO CORPORATION****PARENT COMPANY BALANCE SHEETS**

(In Thousand Pesos)

	June 30	December 31
	2015	2014
<b>ASSETS</b>		
Cash and Cash Equivalents	279,923	342,806
Fair Value through Profit and Loss (FVPL) Investments	491,536	585,980
Available for Sale (AFS) Investments	9,058,010	9,629,922
Receivables - net	140,664	134,743
Investments and Advances- net	7,637,371	7,743,783
Property and Equipment - net	29,507	32,974
Retirement Plan Asset	62,506	62,506
Other Assets	1,207	1,507
<b>TOTAL ASSETS</b>	<b>17,700,723</b>	<b>18,534,221</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
Notes Payable	-	1,500,000
Accounts Payable and Accrued Expenses	203,461	279,332
Dividends Payable	209,139	519,664
Long-term Debt	2,034,000	2,012,400
Deferred Income Tax Liabilities - net	54,520	45,341
<b>Total Liabilities</b>	<b>2,501,120</b>	<b>4,356,736</b>
<b>Equity</b>		
Capital Stock - 1 Par Value	2,500,000	2,500,000
Additional Paid-in Capital	1,589,800	1,589,800
Unrealized Valuation Gains on AFS Investments	1,656,859	3,202,171
Remeasurement on Retirement Benefits	36,608	36,608
Retained Earnings		
Appropriated	4,600,000	4,600,000
Unappropriated	4,816,336	2,248,906
<b>Total Equity</b>	<b>15,199,603</b>	<b>14,177,485</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>17,700,723</b>	<b>18,534,221</b>

## A. SORIANO CORPORATION

### PARENT COMPANY STATEMENTS OF INCOME

(In Thousand Pesos Except Earnings Per Share)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>REVENUES</b>				
Dividend income (Note 1)	1,895,892	194,776	338,476	104,349
Interest income	39,152	33,890	19,659	17,580
Management fees	36,444	31,040	20,488	16,812
	1,971,488	259,706	378,623	138,741
<b>INVESTMENT GAINS</b>				
Gain on sale of AFS investments	1,047,224	1,140,355	199,319	153,313
Gains on increase in market values of FVPL investments	4,578	5,232	2,613	3,393
Gain on sale of long-term investment	-	9,482	-	9,482
	1,051,802	1,155,070	201,932	166,188
	3,023,290	1,414,775	580,555	304,929
Operating expenses	( 151,332)	(132,479)	(35,713)	(45,904)
Interest expense	( 47,029)	(26,812)	(18,261)	(13,512)
Foreign exchange gain (loss)	( 9,344)	8,285	(4,162)	14,491
Others	441	139	384	76
	( 207,264)	(150,867)	(57,752)	(44,849)
<b>INCOME BEFORE INCOME TAX</b>	2,816,026	1,263,908	522,802	260,080
<b>PROVISION FOR (BENEFIT FROM)</b>				
<b>INCOME TAX - NET</b>	( 1,405)	5,260	1,013	5,572
<b>NET INCOME</b>	2,817,430	1,258,649	521,789	254,508
<b>Earnings Per Share</b>	1.13	0.50	0.21	0.10

Note 1: Included in 2015 dividend is a one-time special cash dividend amounting to P1.5 billion that was paid to Anscor by PDP.

## A. SORIANO CORPORATION

### PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME

(In Thousand Pesos)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2015	2014
<b>NET INCOME FOR THE PERIOD</b>	<b>2,817,430</b>	1,258,649	<b>521,789</b>	254,508
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Realized gains on sale of AFS investments, net of impairment losses	(993,469)	(1,102,303)	(103,199)	(77,209)
Unrealized valuation gain (loss) on AFS investments	(540,841)	741,530	(299,377)	349,623
Income tax effect	(11,003)	(4,759)	(1,836)	(6,853)
<b>OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>(1,545,312)</b>	(365,532)	<b>(404,412)</b>	265,561
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>1,272,118</b>	893,117	<b>117,378</b>	520,070

**A. SORIANO CORPORATION****PARENT STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

(In Thousand Pesos)

	Capital Stock	Additional Paid-in Capital	Unrealized Valuation Gains on AFS Investments	Unrealized Actuarial Gain	Retained Earnings		Total
					Appropriated	Unappropriated	
<b>Balance at 12/31/2013</b>	<b>2,500,000</b>	<b>1,589,800</b>	<b>3,641,239</b>	<b>30,400</b>	<b>3,000,000</b>	<b>2,871,671</b>	<b>13,633,110</b>
Comprehensive income	-	-	(365,532)	-	-	1,258,649	893,117
<b>Balance at 06/30/2014</b>	<b>2,500,000</b>	<b>1,589,800</b>	<b>3,275,708</b>	<b>30,400</b>	<b>3,000,000</b>	<b>4,130,320</b>	<b>14,526,227</b>
<b>Balance at 12/31/2014</b>	<b>2,500,000</b>	<b>1,589,800</b>	<b>3,202,171</b>	<b>36,608</b>	<b>4,600,000</b>	<b>2,248,906</b>	<b>14,177,485</b>
Comprehensive income	-	-	(1,545,312)	-	-	2,817,430	1,272,118
Cash dividends	-	-	-	-	-	(250,000)	(250,000)
<b>Balance at 06/30/2015</b>	<b>2,500,000</b>	<b>1,589,800</b>	<b>1,656,859</b>	<b>36,608</b>	<b>4,600,000</b>	<b>4,816,336</b>	<b>15,199,603</b>



## A. SORIANO CORPORATION

### PARENT COMPANY STATEMENTS OF CASH FLOWS

(In Thousand Pesos)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2014	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before tax	2,816,026	1,263,908	522,802	260,080
Adjustment for:				
Interest expense	47,029	26,812	18,261	13,512
Net foreign exchange loss (gain)	9,344	(8,285)	4,162	(14,491)
Depreciation and amortization	3,573	2,956	1,789	3,228
Dividend income	(1,895,892)	(194,776)	(338,476)	(104,349)
Gain on sale of AFS investments	(1,047,224)	(1,140,355)	(199,319)	(153,313)
Gain on sale of long-term investments	-	(9,482)	-	(9,482)
Interest income	(39,152)	(33,890)	(19,659)	(17,580)
Gain on increase in market values of FVPL investments	(4,578)	(5,232)	(2,613)	(3,393)
Operating loss before working capital changes	(110,874)	(98,344)	(13,052)	(25,788)
Decrease(increase) in receivables	(5,921)	(52,138)	14,518	79,372
Decrease in FVPL investments	99,021	160,057	30,021	101,615
Decrease in accounts payable and accrued expenses	(75,871)	(19,765)	(63,590)	(6,930)
Net cash generated (used in) operations	(93,644)	(10,190)	(32,103)	148,269
Dividend received	1,895,892	194,776	1,838,476	104,349
Interest received	39,152	35,869	19,659	17,580
Interest paid	(46,653)	(26,812)	(18,107)	(13,512)
Income tax paid	(420)	-	(420)	-
Net cash flows from operating activities	1,794,327	193,643	1,807,506	256,686
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from the sale of :				
AFS investments	3,363,351	3,746,591	567,888	867,643
Long-term investments	-	9,482	-	9,482
Redemption of preferred shares	62,300	-	-	-
Additions to:				
AFS investments	(3,278,900)	(3,875,696)	(547,988)	(884,134)
Property and equipment	(106)	(158)	(37)	(131)

	Periods Ended June 30		Quarters Ended June 30	
	2015	2014	2014	2015
Increase in:				
Advances to affiliates	44,113	(70,225)	25,364	(12,947)
Other assets	300	(248)	539	37
Net cash flows from (used in) investing activities	191,058	(190,255)	45,766	(20,052)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from notes payable	(1,500,000)	-	(1,580,000)	(55,000)
Payment of cash dividends	(560,525)	(53,718)	(250,000)	-
Increase in due to affiliates	-	-	-	-
Net cash flows used in financing activities	(2,060,525)	(53,718)	(1,830,000)	(55,000)
<b>EFFECT OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS</b>	12,256	(19,809)	14,018	(21,332)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(62,884)	(70,138)	37,289	160,302
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	342,806	387,823	242,633	157,382
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	279,923	317,684	279,923	317,684

## A. SORIANO CORPORATION AND SUBSIDIARIES

### Additional Notes to Consolidated Financial Statements

#### 1. Segment Information

Information with regard to the Company's significant business segments are shown below (in thousand pesos):

	Before Eliminations					After Eliminations		
	US-based** Nurse Staffing Co.	Wire *** Manufacturing	Resort Operation	Other Operations	Holding Co (Parent)	Total	Eliminations	Consolidated
<b>06/30/2015</b>								
REVENUE	813,407	3,118,613	359,752	254,641	3,023,290	7,569,702	(2,100,583)	<b>5,469,119</b>
NET INCOME	88,818	293,321	81,936	199,130	2,817,430	3,480,635	(2,069,652)	<b>1,410,982</b>
TOTAL ASSETS	972,123	3,463,108	1,823,741	3,494,159	17,700,723	27,453,854	(6,599,847)	<b>20,854,007</b>
INVESTMENTS AND ADVANCES*	-	8,468	112,560	3,172,676	17,186,916	20,480,620	(8,802,117)	<b>11,678,504</b>
PROPERTY & EQUIPMENT	3,956	577,334	841,153	85,535	29,507	1,537,485	831,505	<b>2,368,990</b>
TOTAL LIABILITIES	114,377	1,872,007	1,077,045	3,537,764	2,501,120	9,102,313	(3,198,035)	<b>5,904,278</b>
DEPRECIATION AND AMORTIZATION	2,661	33,810	44,939	15,606	3,573	100,589	-	<b>100,589</b>

	Before Eliminations				After Eliminations		
	US-based Nurse/PT Staffing Co.**	Resort Operation	Other Operations (Note 1)	Holding Co. (Parent)	Total	Eliminations	Consolidated
<b>06/30/2014</b>							
REVENUE	595,820	280,751	114,964	1,414,775	2,406,311	131,302	<b>2,537,613</b>
NET INCOME (LOSS)	13,449	(7,485)	2,706	1,258,649	1,267,318	145,611	<b>1,412,929</b>
TOTAL ASSETS	854,608	1,438,014	3,269,820	16,851,359	22,413,801	(4,141,579)	<b>18,272,222</b>
INVESTMENTS AND ADVANCES	0	94,302	2,979,853	16,249,269	19,323,424	(4,244,216)	<b>15,079,207</b>
PROPERTY & EQUIPMENT	4,707	892,499	75,913	36,830	1,009,949	123,905	<b>1,133,854</b>
TOTAL LIABILITIES	129,769	651,762	3,435,323	2,325,133	6,541,987	(3,267,607)	<b>3,274,379</b>
DEPRECIATION AND AMORTIZATION	1,908	39,702	17,418	2,956	61,984	-	<b>61,984</b>

\* ***Inclusive of FVPL investments, AFS investments, advances & investments and investment properties.***

\*\* ***Excluding IQHPC operations which were consolidated into Cirrus Global (IQMAN), the latter formed part of other operations.***

\*\*\* ***Line by line consolidation of income statement accounts of PDP Group was started effective January 1, 2015 when the Company purchased the 60% stake of General Cable in December 2014.***

***Note 1 Other than Cirrus Global, Inc. (IQMAN) consolidated operations, also included are the operations of A. Soriano Air Corporation, Anscor International, Inc. and Anscor Property Holdings, Inc.***

- The Company and its subsidiaries' operating businesses are organized and managed separately according to the nature of the products or services offered.
- Healthcare staffing segment engages in the contract and temporary staffing and permanent placement of nurses and allied healthcare professional (e.g. physical therapists) in the USA.
- Holding company segment pertains to the operation of the parent company with earnings from income of its financial and operating investment assets.
- Other operations include hangarage, real estate holding and management and manpower services.

## 2. Basis of Preparation and Changes in Accounting Policies and Disclosures

### Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for securities at fair value through profit or loss (FVPL) and available-for-sale (AFS) investments that have been measured at fair value. The consolidated financial statements are presented in Philippine pesos (Peso), which is the Group's functional and presentation currency. Amounts are presented to the nearest Peso unless otherwise stated.

### Statement of Compliance

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

### Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the following new and amended PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations based on IFRIC Interpretation which were adopted as of January 1, 2014.

- Investment Entities (Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and PAS 27, *Separate Financial Statements*)  
These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. The amendments must be applied retrospectively, subject to certain transition relief. These amendments have no impact to the Group, since none of the entities within the Group qualifies to be an investment entity under PFRS 10.
- PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities* (Amendments)  
These amendments clarify the meaning of 'currently has a legally enforceable right to set-off' and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and are applied retrospectively. These amendments have no significant impact on the Group's consolidated financial statements.
- PAS 39, *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting* (Amendments)  
These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required. These amendments have no impact on the Group since the Group has no novation of derivatives.

- PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets* (Amendments)

These amendments remove the unintended consequences of PFRS 13, *Fair Value Measurement*, on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period. The application of these amendments has no material impact on the disclosure in the Group's financial statements.
- Philippine Interpretation IFRIC 21, *Levies* (IFRIC 21)

IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. Retrospective application is required for IFRIC 21. This interpretation has no impact on the Group as it has applied the recognition principles under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, consistent with the requirements of IFRIC 21 in prior years.
- Annual Improvements to PFRSs (2010-2012 cycle)

In the 2010 – 2012 annual improvements cycle, seven amendments to six standards were issued, which included an amendment to PFRS 13, *Fair Value Measurement*. The amendment to PFRS 13 is effective immediately and it clarifies that short-term receivables and payables with no stated interest rates can be measured at invoice amounts when the effect of discounting is immaterial. This amendment has no impact on the Group's financial statements.
- Annual Improvements to PFRSs (2011-2013 cycle)

In the 2011 – 2013 annual improvements cycle, four amendments to four standards were issued, which included an amendment to PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards—First-time Adoption of PFRS*. The amendment to PFRS 1 is effective immediately. It clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but permits early application, provided either standard is applied consistently throughout the periods presented in the entity's first PFRS financial statements. This amendment has no impact on the Group as it is not a first time PFRS adopter.

New Accounting Standards, Interpretations and Amendments to Existing Standards Effective Subsequent to December 31, 2014

The Group will adopt the standards, amendments and interpretations enumerated below when these become effective. The Group continues to assess the impact of the following new and amended accounting standards and interpretations. Except as otherwise indicated, the Group does not expect the adoption of these new changes in PFRS to have a significant impact on the consolidated financial statements. The relevant disclosures will be included in the notes to the consolidated financial statements when these become effective.

- PFRS 9, *Financial Instruments – Classification and Measurement* (2010 version)  
 PFRS 9 (2010 version) reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39, *Financial Instruments: Recognition and Measurement*. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

PFRS 9 (2010 version) is effective for annual periods beginning on or after January 1, 2015. This mandatory adoption date was moved to January 1, 2018 when the final version of PFRS 9 was adopted by the Philippine Financial Reporting Standards Council (FRSC). Such adoption, however, is still for approval by the Board of Accountancy (BOA).

- Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate*  
 This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by the IASB and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. Adoption of the interpretation when it becomes effective will not have any impact on the consolidated financial statements of the Group.

The following new standards and amendments issued by the IASB were already adopted by the FRSC but are still for approval by BOA.

*Effective January 1, 2015*

- *PAS 19, Employee Benefits – Defined Benefit Plans: Employee Contributions Amendments*

PAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. This amendment is effective for annual periods beginning on or after January 1, 2015. It is not expected that this amendment would be relevant to the Group since it has no defined benefit plans with contributions from employees or third parties.

Annual Improvements to PFRSs (2010-2012 cycle)

The Annual Improvements to PFRSs (2010-2012 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group's consolidated financial statements. They include:

- *PFRS 2, Share-based Payment – Definition of Vesting Condition*

This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:

- a performance condition must contain a service condition
- a performance target must be met while the counterparty is rendering service
- a performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
- a performance condition may be a market or non-market condition
- if the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.

- *PFRS 3, Business Combinations – Accounting for Contingent Consideration in a Business Combination*

The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PAS 39, *Financial Instruments: Recognition and Measurement* (or PFRS 9, *Financial Instruments*, if early adopted). The Group shall consider this amendment for future business combinations.



- PFRS 8, *Operating Segments – Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*

The amendments are applied retrospectively and clarify that:

- An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
- The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets – Revaluation Method – Proportionate Restatement of Accumulated Depreciation and Amortization*

The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset.

- PAS 24, *Related Party Disclosures – Key Management Personnel*

The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services.

Annual Improvements to PFRSs (2011-2013 cycle)

The Annual Improvements to PFRSs (2011-2013 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group's consolidated financial statements. They include:

- PFRS 3, *Business Combinations – Scope Exceptions for Joint Arrangements*

The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:

- Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.
- This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.

- PFRS 13, *Fair Value Measurement – Portfolio Exception*

The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of PAS 39.

- PAS 40, *Investment Property*  
The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment).

Effective January 1, 2016

- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments)  
The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.
- PAS 16, *Property, Plant and Equipment*, and PAS 41, *Agriculture – Bearer Plants* (Amendments)  
The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, will apply. The amendments are retrospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group as the Group does not have any bearer plants.
- PAS 27, *Separate Financial Statements – Equity Method in Separate Financial Statements* (Amendments)  
The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. For first-time adopters of PFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to PFRS. The amendments are effective for annual periods beginning on or after January

1, 2016, with early adoption permitted. These amendments will not have any impact on the Group's consolidated financial statements.

- PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures* – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments are effective from annual periods beginning on or after 1 January 2016.

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

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

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

- PFRS 14, *Regulatory Deferral Accounts*

PFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of PFRS. Entities that adopt PFRS 14 must present the regulatory deferral accounts as separate line items on the statement of financial position and present movements in these account balances as separate line items in the statement of profit or loss and other comprehensive income. The standard requires disclosures on the nature of, and risks associated with, the entity's rate-regulation and the effects of that rate-regulation on its financial statements. PFRS 14 is effective for annual periods beginning on or after January 1, 2016. Since the Group is an existing PFRS preparer, this standard would not apply.

#### Annual Improvements to PFRSs (2012-2014 cycle)

The Annual Improvements to PFRSs (2012-2014 cycle) are effective for annual periods beginning on or after January 1, 2016 and are not expected to have a material impact on the Group's consolidated financial statements. These include:

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

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

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

PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.

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

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

- *PAS 19, Employee Benefits – regional market issue regarding discount rate*

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

- *PAS 34, Interim Financial Reporting – disclosure of information 'elsewhere in the interim financial report'*

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

Effective January 1, 2018

- PFRS 9, *Financial Instruments – Hedge Accounting and amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)*

PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

PFRS 9 (2013 version) has no mandatory effective date. The mandatory effective date of January 1, 2018 was eventually set when the final version of PFRS 9 was adopted by the FRSC. The adoption of the final version of PFRS 9, however, is still for approval by BOA. The Group is currently assessing the impact of this standard.

- PFRS 9, *Financial Instruments* (2014 or final version)

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

The following new standard issued by the IASB has not yet been adopted by the FRSC:

- **IFRS 15, *Revenue from Contracts with Customers***  
IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognising revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after 1 January 2017 with early adoption permitted. The Group is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effective date once adopted locally.

### 3. Summary of Significant Accounting and Financial Reporting Policies

#### Basis of Consolidation

The consolidated financial statements of the Group comprise the financial statements of the Company and the following wholly-owned and majority-owned subsidiaries as at June 30, 2015 and December 31, 2014:

	Nature of Business	Percentage of Ownership	
		2015	2014
A. Soriano Air Corporation	Services/Rental	100	100
Pamalican Island Holdings, Inc.	Holding	62	62
Island Aviation, Inc.	Air Transport	62	62
Anscor Consolidated Corporation	Holding	100	100
Anscor International, Inc. (AI)	Holding	100	100
IQ Healthcare Investments Limited (IQHIL)	Manpower Services	100	100
Cirrus Medical Staffing, Inc.	Manpower Services	94	94
Cirrus Holdings USA, LLC	Manpower Services	94	94
Cirrus Allied, LLC	Manpower Services	94	94
NurseTogether, LLC	Online Community Management	94	94
Anscor Property Holdings, Inc.	Real Estate Holding	100	100
Akapulko Holdings, Inc.	Real Estate Holding	100	100
Goldenhall Corp.	Real Estate Holding	100	100
Lakeroad Corp.	Real Estate Holding	100	100
Mainroad Corp.	Real Estate Holding	100	100
Makatwiran Holdings, Inc.	Real Estate Holding	100	100
Makisig Holdings, Inc.	Real Estate Holding	100	100
Malikhain Holdings, Inc.	Real Estate Holding	100	100
Mountainridge Corp.	Real Estate Holding	100	100
Rollingview Corp.	Real Estate Holding	100	100
Summerside Corp.	Real Estate Holding	100	100
Timbercrest Corp.	Real Estate Holding	100	100

	Nature of Business	Percentage of Ownership	
		2015	2014
Phelps Dodge International Philippines, Inc.	Holding	100	–
Minuet Realty Corporation	Landholding	100	–
Phelps Dodge Philippines Energy Products Corporation	Wire Manufacturing	100	–
PD Energy International Corporation	Wire Manufacturing	100	–
Sutton Place Holdings, Inc.	Holding	100	100
Cirrus Global, Inc.	Manpower Services	93	93
IQ Healthcare Professional Connection, LLC (IQHPC)	Manpower Services	93	93
AFC Agribusiness Corporation	Real Estate Holding	81	–
Seven Seas Resorts and Leisure, Inc.	Villa Project Development	62	62
Pamalican Resort, Inc.	Resort Operations	62	62

Except for AI, IQHIL, Cirrus and its subsidiaries and IQHPC, the above companies are all based in the Philippines. The principal business location of AI and IQHIL is in the British Virgin Islands (BVI), while Cirrus and its subsidiaries and IQHPC are based in the United States of America (USA).

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins from the date of acquisition, being the date on which control is transferred to the Group and continue to be consolidated until the date that such control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Noncontrolling interests represent a portion of profit or loss and net assets of subsidiaries not held by the Group, directly or indirectly, and are presented separately in the consolidated statement of comprehensive income and within the equity section in the consolidated balance sheet and consolidated statement of changes in equity, separately from Company's equity.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the noncontrolling interests, even if this results in the noncontrolling interests having a deficit balance. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any noncontrolling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

In 2008, Sutton acquired an additional 32% interest in CGI, increasing its ownership to 93%. The excess of the consideration over the book value of the interest acquired was taken to "Equity Reserve on Acquisition of Noncontrolling Interest" in the consolidated balance sheet.

#### Investments in Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for under the equity method of accounting in the consolidated financial statements and are initially recognized at cost. On acquisition of investment in an associate, any difference between the cost of the investment and the entity's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as goodwill. Any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net



assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in associates. At each reporting date, the Group determines whether there is objective evidence that the investment in associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value.

The Group's share of its associates' post-acquisition profits or losses is recognized in the consolidated statement of income, and its share of post-acquisition movements in the associates' equity reserves is recognized directly in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity.

Unrealized gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealized losses are also eliminated, unless the transaction provides evidence of an impairment of the assets transferred. The reporting dates of the associates of the Group are identical and the associates' accounting policies conform to those used by the Group for like transactions and events in similar circumstances. The Group determines at the end of each reporting period whether there is any evidence that the investments in associates are impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investments and their recoverable amount.

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

The following are the Group's associates:

	Nature of Business	Percentage of Ownership	
		2015	2014
Vicinetum Holdings, Inc.	Holding	32	32
AGP International Holdings Ltd. (AGPI) ***	Holding	27	27
NewCo., Inc. *	Real Estate	–	45
AFC Agribusiness Corporation **	Real Estate	–	45
Anscor-Casto Travel Corporation*	Travel Agency	–	44
Phelps Dodge International Philippines, Inc.**	Holding	–	40
Minuet Realty Corporation	Landholding Corporation	–	60
Phelps Dodge Philippines Energy Products**	Wire Manufacturing	–	40
PD Energy International Corporation	Wire Manufacturing	–	40

\* *Sold in 2014*

\*\* *Became subsidiaries as of December 31, 2014*

\*\*\* *Its associate is engaged in modular steel fabrication.*

On June 28, 2013, AI converted its Convertible Bridge Notes from AGPI to Series B voting preferred shares. On June 29, 2013, AI signed a definitive agreement with AGPI for the subscription to series C voting preferred shares. The subscription increases its holdings to 27%, making AGPI an associate of the Group.

Except for AGPI, the above companies are all based in the Philippines. The principal business location of AGPI is in the British Virgin Islands.

#### Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PAS 39 is measured at fair value with changes in fair value recognized either in profit or loss or as a change to OCI. If the contingent consideration is not within the scope of PAS 39, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill acquired in a business combination is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit or a group of cash-generating units and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation differences and goodwill is recognized in the consolidated statement of income.

### Asset Acquisitions

If the assets acquired and liabilities assumed in an acquisition transaction do not constitute a business, the transaction is accounted for as an asset acquisition. The Group identifies and recognizes the individual identifiable assets acquired and liabilities assumed. The acquisition cost is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill. Where the Group acquires a controlling interest in an entity that is not a business, but obtains less than 100% of the entity, after it has allocated the cost to the individual assets acquired, it notionally grosses up those assets and recognizes the difference as non-controlling interests.

### Foreign Currency Translation

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in Peso based on the exchange rate recorded at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing exchange rate at the end of reporting period. All differences are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the closing exchange rates at the date when the fair value was determined. Foreign exchange gains and losses relating to AFS equity instruments are presented under other comprehensive income.

Financial statements of consolidated foreign subsidiaries which are considered foreign entities are translated into the presentation currency of the Group (Peso) at the closing exchange rate at end of reporting period and their statements of income are translated using the monthly weighted average exchange rates for the year. The exchange differences arising from the translation are taken directly to a separate component of equity (under cumulative translation adjustment). On disposal of a foreign entity, the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized in the consolidated statement of income.

### Fair Value Measurement

The Group measures financial assets (such as FVPL and AFS investments) at fair value at each balance sheet date. Also, fair values of financial instruments measured at amortized cost and of investment properties are disclosed.

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

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

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

The Group's management determines the policies and procedures for both recurring fair value measurement, such as unquoted AFS financial assets, and for non-recurring fair value measurement.

External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents with relevant external sources to determine whether the change is reasonable.

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

### Financial Instruments

#### *Date of recognition*

The Group recognizes a financial asset or a financial liability in the consolidated balance sheet when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the trade date. Derivatives are recognized on trade date basis.

#### *Initial recognition of financial instruments*

All financial assets are initially recognized at fair value. Except for securities at FVPL, the initial measurement of financial assets includes transaction costs. The Group classifies its financial assets in the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS investments, and loans and receivables. Financial liabilities are classified as financial liabilities at FVPL and other financial liabilities. The classification depends on the purpose for which the investments were acquired and whether they are in an active market. Management determines the classification of its investments at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

#### *Classification of financial instruments*

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

As of June 30, 2015 and December 31, 2014, the Group has the following categories of financial assets and financial liabilities:

(a) Financial assets and financial liabilities at FVPL

This category includes financial assets and financial liabilities held for trading and financial assets and financial liabilities designated upon initial recognition as at FVPL. Financial assets and financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term.

Financial assets or financial liabilities classified in this category may be designated by management on initial recognition when the following criteria are met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis; or
- The assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

*Derivatives recorded at FVPL*

The Group enters into derivative contracts such as currency forwards. These derivative financial instruments are initially recorded at fair value and are subsequently remeasured at fair value at each reporting date. Any gains or losses arising from changes in fair values of derivatives (except those accounted for as accounting hedges) are taken directly to the consolidated statement of income. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. There are no outstanding freestanding derivative contracts as of June 30, 2015 and December 31, 2014.

The Group has certain derivatives that are embedded in host financial contracts, such as structured notes and debt investments and conversion. These embedded derivatives include calls and puts in debt investments and interest rate and conversion options among others.

An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met: (a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract; (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and (c) the hybrid or combined instrument is not recognized at FVPL.

Embedded derivatives are measured at fair value and are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Financial assets and financial liabilities at FVPL are recorded in the consolidated balance sheet at fair value. Changes in fair value are recorded in "Gain (loss) on increase (decrease) in market values of FVPL investments". Interest earned or incurred is recorded in interest income or expense, respectively, while dividend income is recorded as such according to the terms of the contract, or when the right of payment has been established.

As of June 30, 2015 and December 31, 2014, the Group has designated as FVPL all investments in bonds that have callable and other features, managed/hedged funds, and derivatives. No financial liability at FVPL is outstanding as of June 30, 2015 and December 31, 2014.

#### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not in an active market. They are not entered into with the intention of immediate or short-term resale. After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest rate method, less allowance for impairment.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. The amortization is included in the interest income in the consolidated statement of income. The losses arising from impairment of such loans and receivables are recognized as "Recoveries (valuation allowances) - net" account under "Other income (charges) - net" in the consolidated statement of income.

Included under loans and receivables are cash in banks, short-term investments, trade receivables, receivables from villa owners, notes receivable, interest receivable, advances to employees and other receivables.

#### (b) AFS investments

AFS investments are those which are designated as such or do not qualify to be classified as FVPL, HTM or loans and receivables. They are purchased and held indefinitely and may be sold in response to liquidity requirements or changes in market conditions. They include equity investments, money market papers, investments in managed funds and other debt instruments.



After initial measurement, AFS investments are subsequently measured at fair value. However, AFS instruments in unquoted equity shares whose fair values cannot be reliably measured are carried at cost, less any impairment loss. The effective yield component of AFS debt securities, as well as the impact of restatement on foreign currency-denominated AFS debt securities, is reported in the consolidated statement of income. The unrealized gains and losses arising from the fair valuation of AFS investments and the impact of restatement on foreign currency-denominated AFS equity securities are reported as part of other comprehensive income.

When the security is disposed of, the cumulative gain or loss previously recognized under other comprehensive income is transferred to profit or loss as "Gain on sale of AFS investments". Where the Group holds more than one investment in the same security, cost of the disposed investment is determined on a weighted average cost basis. Interest earned on holding AFS investments are reported as interest income using the effective interest rate. Dividends earned on holding AFS investments are recognized as such in the consolidated statement of income when the right of payment has been established.

The Group classifies bonds held as AFS investments as current assets when the investments are expected to mature within twelve months after the reporting period.

As of June 30, 2015 and December 31, 2014, the Group's AFS investments include investment in equity securities and bond and convertible notes.

(c) Other financial liabilities

All loans and borrowings are initially recognized at the fair value of the consideration received, less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the amortization process.

Borrowings are classified as current liabilities unless these are expected to be settled within 12 months after the reporting date or the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

As of June 30, 2015 and December 31, 2014, included in other financial liabilities are the Group's notes payable, accounts payable and accrued expenses, long-term debt and dividends payable.

As of June 30, 2015 and December 31, 2014, there were no financial instruments classified as HTM.

#### Derecognition of Financial Assets and Financial Liabilities

##### *Financial assets*

A financial asset (or where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized or removed from the consolidated balance sheet where:

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset.

##### *Financial liabilities*

A financial liability is removed from the consolidated balance sheet when the obligation under the liability is discharged or cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification will result into the removal of the original liability and the recognition of a new liability and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

#### Impairment of Financial Assets

The Group assesses at each end of reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired.

##### *Assets carried at amortized cost*

For loans and receivables carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant.

For individually significant financial assets, if there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred). If the Group determines that no objective evidence of impairment exists for individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment for impairment.

For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics as industry, collateral type, past-due status and term. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the Group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. Estimates of changes in future cash flows reflect, and are directionally consistent with changes in related observable data from period to period (such changes in unemployment rates, property prices, commodity prices, payment status, or other factors that are indicative of incurred losses in the Group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate, adjusted for the original credit risk premium. The calculation of the present value of the estimated future cash flows of a collateralized financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable. The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is charged to the consolidated statement of income. Interest income, if any, continues to be recognized based on the original effective interest rate of the asset. Loans, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. If a future write-off is later recovered, any amounts

formerly charged are credited to "Recoveries (valuation allowances) - net" account under "Other income (charges) - net" in the consolidated statement of income.

#### *AFS investments*

In case of equity investments classified as AFS, objective evidence of impairment would include a significant or prolonged decline in the fair value of the investments below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statement of income - is removed from equity and recognized in the consolidated statement of income. The losses arising from impairment of such investments are recognized as "Recoveries (valuation allowances) - net" account under "Other income (charges) - net" in the consolidated statement of income. Impairment losses on equity investments are not reversed through the consolidated statement of income. Increases in fair value after impairment are recognized in the consolidated statement of comprehensive income.

In the case of debt instruments classified as AFS investments, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Future interest income is based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of "Interest income" in the consolidated statement of income. If, in the subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

#### Day 1 Difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in the consolidated statement of income unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is recognized in the consolidated statement of income only when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the "Day 1" difference.

#### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the

asset and settle the liability simultaneously. This is not generally the case with master netting agreements and the related assets and liabilities are presented gross in the consolidated balance sheet.

#### Revenue and Cost Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received excluding discounts, rebates, and other sales taxes or duties.

The following specific recognition criteria must be met before revenue or cost is recognized:

##### *Sale of goods*

Sale of goods, including villa lots, is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

##### *Revenue on villa development project*

Revenue on Villa Development Project of a subsidiary is recognized under the completed contract method. Under this method, revenue is recognized only when the villa clusters have been constructed, turned over to, and accepted by the buyer.

##### *Rendering of services*

Management fees, air transport services, and other aviation-related activities are recognized when the services have been performed.

Revenue on nurse placements is recognized upon the nurses' arrival and employment in the U.S. hospitals.

All deposits on contracts with U.S. hospitals are recorded under "Deferred revenues" until the contracted nurses' arrival and employment in the U.S. hospitals.

Revenue from temporary staffing is recognized when services are rendered.

Revenue on permanent placements is recognized when the candidate starts with the contracting facility. The Company does not, in the ordinary course of business, give refunds. If a candidate leaves a permanent placement within a relatively short period of time, it is customary for the Company to provide a replacement at no additional cost to the hospital.

Revenue from contractual services consists of jobs filled by subcontractors. The Company contracts with other staffing companies to provide the travelers to fill the jobs for the Company. These staffing companies are called subcontractors. Subcontractors are paid based on agreed terms at a percentage of the invoice.

Revenue from rooms is recognized based on actual occupancy. Other ancillary services are recognized when the related services are rendered and/or facilities/amenities are used.

#### *Interest*

Interest income from bank deposits and investments in bonds are recognized as interest accrues based on the effective interest rate method.

#### *Dividends*

Dividend income is recognized when the shareholders' right to receive the payment is established.

#### *Rental*

Rental income is accounted for on a straight-line basis over the lease term.

#### Costs and Expenses

Costs and expenses are recognized in profit or loss when there is a decrease in future economic benefit related to a decrease in an asset, or an increase of a liability, that can be measured reliably. Costs and expenses include the cost of administering the business, and are expensed as incurred.

#### *Construction costs*

Construction costs are recognized by reference to the stage of completion of the construction activity as of reporting date. Since the Group subcontracted the work to third parties, the construction costs equal the construction revenue (this applies to AG&P but for SSRLI its completed contracts method).

#### *Cost of goods sold*

The cost of goods sold is recognized as expense when the related goods are sold using the average costing method.

The cost of real estate sold includes the acquisition cost of the land and total development costs upon completion. Cost of lots sold is determined based on average method while cost of villa is accounted for using specific identification.

#### *Costs of services rendered*

All direct nurse costs incurred in deployment of nurses are deferred and included in "Other noncurrent assets" in the consolidated balance sheets, until the nurses' arrival and employment in the U.S. hospitals. Upon the nurses' arrival and employment in the U.S. hospitals, deferred costs are reversed to "Costs of services rendered".

Cost and expenses related to room services are charged to operations when incurred.

#### *Selling, general and administrative expenses*

All selling and general and administrative expenses are expensed as incurred.

#### Other Comprehensive Income

Other comprehensive income comprises of items of income and expense that are not recognized in consolidated profit or loss for the year in accordance with PFRS. Other comprehensive income of the Group pertains to gains and losses on remeasuring AFS investments, exchange differences on translating foreign operations and remeasurements comprising actuarial gains and losses on retirement plan assets and liabilities. In computing for the earnings available for dividend declaration and earnings per share, other comprehensive income is not considered.

#### Cash and Cash Equivalents

Cash includes cash on hand and with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

Restricted cash funds are recorded as other noncurrent assets unless the restriction is expected to be released at least 12 months after the reporting period.

#### Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). Cost of aircraft spare parts and supplies is determined at purchase price using the first-in, first-out method while NRV is the estimated current replacement cost of such spare parts and supplies.

Cost of food and beverage inventories and operating supplies is determined using the moving average method. NRV of food and beverage inventories is the estimated selling price in the ordinary course of business, less the estimated cost of preparation and the estimated cost necessary to make the sale. NRV of operating supplies is the estimated current replacement cost.

Residential units held for sale include those costs incurred for the development and improvement of the properties. Its NRV is based on the available net selling price of similar residential units sold during the year.

Finished goods and work in process is determined at standard cost adjusted to actual cost, which includes direct materials, direct labor and applicable allocation of fixed and variable costs, determined using weighted average method. Raw materials, other materials, reels inventory and spare parts and supplies are determined at purchase price using weighted average method.

#### Prepayments

Prepayments include advance payments of various goods and services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within the normal operating cycle or, within 12 months from the reporting date.

They are initially measured at the amount paid in advance by the Group for the purchase of goods and services and are subsequently decreased by the amount of expense incurred.

#### Property and Equipment

Depreciable properties, including buildings and improvements, leasehold improvements, machinery and other equipment, flight and ground equipment, furniture, fixtures and office equipment, and transportation equipment are stated at cost less accumulated depreciation and amortization, and any impairment in value. Land is stated at cost less any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged to income in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

Property and equipment are written-off when either these are disposed of or when these are permanently withdrawn from use and there is no more future economic benefit expected from its use or disposal.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and amortization and any impairment in value are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.



Depreciation is computed on a straight-line method over the following estimated useful lives of the properties, except for aircraft engine which is computed based on flying hours.

Category	Number of Years
Buildings and improvements	10 - 30
Land improvements	25
Leasehold improvements*	5 - 20
Flight and ground equipment	5 - 25
Furniture, fixtures and office equipment	3 - 5
Transportation equipment	3 - 5
<i>* or lease term, whichever is shorter</i>	

The useful lives, depreciation and amortization method, and residual values are reviewed periodically to ensure that the periods and method of depreciation and amortization are consistent with the expected pattern of economic benefits from the use of property and equipment.

Construction in progress (CIP) is stated at cost. This includes cost of construction and other direct costs. CIP is not depreciated until such time the relevant assets are completed and put into operational use.

#### Property Development in Progress

Property development in progress includes the acquisition costs of raw lots and development costs incurred.

Property development in progress is carried at the lower of cost incurred and net realizable value. Net realizable value is the selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

#### Investment Properties

Investment properties are initially measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, the Group's investment properties are stated at cost, less accumulated depreciation and any accumulated impairment losses. Land is subsequently carried at cost less any impairment in value.

Expenditures incurred after the investment properties have been put into operation, such as repairs and maintenance costs, are normally charged to income in the period in which the costs are incurred.

Depreciation is calculated on a straight-line basis using the remaining useful lives from the time of acquisition of the investment properties but not to exceed:

Category	Number of Years
Land improvements	25
Buildings	20 - 30
Condominium units	20

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

Investment properties are written-off when either these are disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of the investment property are recognized in the consolidated statement of income in the year of retirement or disposal.

#### Impairment of Nonfinancial Assets

At each reporting date, the Group assesses whether there is any indication that its nonfinancial assets (namely, property and equipment and investment properties) may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of recoverable amount. Recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is assessed as part of the cash-generating unit to which it belongs. Where the carrying amount of an asset (or cash-generating unit) exceeds its recoverable amount, the asset (or cash-generating unit) is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit).

An impairment loss is charged to operations in the year in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is charged to the revaluation increment of the said asset. An assessment is made at each reporting date

as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation and amortization expense is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining life.

#### Goodwill

Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, an impairment loss is recognized immediately in the consolidated statement of income.

Impairment losses relating to goodwill cannot be reversed for subsequent increases in its recoverable amount in future periods. The Group performs its annual impairment test of goodwill as of December 31 of each year.

#### Customer's Deposit for Property Development

Customer's deposit for property development is recorded at cost. The deposit is an advance payment by a villa buyer which is required to start and complete the villa development. Upon sale, the deposit will be applied against the total selling price of the villa.

#### Other Noncurrent Assets and Other Noncurrent Liabilities

Other noncurrent assets represent restricted cash funds for future acquisition of specific property and equipment and for future villa operating requirements. A corresponding liability is recognized for these funds under other noncurrent liabilities.

#### Capital Stock

Capital stock represents the total par value of the shares issued.

#### Additional Paid-in Capital

Additional paid-in capital pertains to the amount paid in excess of the par value of the shares issued.

#### Retained Earnings

Retained earnings represent the cumulative balance of net income or loss, net of any dividend declared.

Unappropriated retained earnings represent that portion which is free and can be declared as dividends to stockholders, after adjustments for any unrealized items, which are considered not available for dividend declaration.

Appropriated retained earnings represent that portion which has been restricted and therefore is not available for any dividend declaration.

#### Cost of Shares Held by a Subsidiary

The Company's shares which are acquired and held by a subsidiary (treasury shares) are deducted from equity and accounted for at weighted average cost. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Company's shares. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

#### Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date and requires 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. A reassessment is made after inception of the lease only if one of the following applies:

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

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios a, c or d above, and at the date of renewal or extension period for scenario b.

#### *The Group as Lessee*

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

#### *The Group as Lessor*

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

#### Borrowing Costs

Borrowing costs are generally expensed as incurred. Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use.

#### Pension Benefits

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

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

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

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

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

#### Provisions and Contingencies

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

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

### Income Taxes

#### *Current income tax*

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

#### *Deferred income tax*

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

Deferred income tax liabilities are recognized for all taxable temporary differences, including asset revaluations. Deferred income tax assets are recognized for deductible temporary differences, carry forward of unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax, and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable income will be available against which the deductible temporary differences and carry forward of unused tax credits from excess MCIT and unused NOLCO can be utilized. Deferred income tax, however, is not recognized on temporary differences that arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.

Deferred income tax liabilities are not provided on taxable temporary differences associated with investments in domestic subsidiaries. With respect to investments in foreign subsidiaries, deferred income tax liabilities are recognized except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

Current income tax and deferred income tax relating to items recognized directly in equity are also recognized in equity and not in the consolidated statement of income.

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

#### Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income for the year by the weighted average number of common shares outstanding during the year after giving retroactive effect to stock dividends declared and stock rights exercised during the year, if any. The Company does not have potentially dilutive common shares as of June 30, 2015 and December 31, 2014

#### Dividends on Common Shares

Dividends on common shares are recognized as a liability and deducted from equity when approved by the respective shareholders of the Company and subsidiaries. Dividends for the year that are approved after the end of reporting period are dealt with as an event after the end of reporting period.

#### Events After the Reporting Period

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

#### Segment Reporting

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



#### **4. Significant Accounting Judgments, Estimates and Assumptions**

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

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

##### Judgments

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

##### *Determination of functional currency*

The Company's functional currency was determined to be the Peso. It is the currency of the primary economic environment in which the Company operates.

##### *Classification of financial instruments*

The Group classifies a financial instrument, or its component parts, on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definition of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated balance sheets (see Note 28).

##### *Operating lease commitments - the Group as Lessee*

The Group has entered into leases of office and commercial spaces. The Group has determined that all significant risks and rewards of ownership of these spaces remain with the lessors.

##### *Operating lease commitments - the Group as Lessor*

The Group has entered into a commercial property lease on its investment property. The Group has determined that it retains all the significant risks and rewards of ownership of this property and so accounts for it as an operating lease.

#### *Financial assets not in an active market*

The Group classifies financial assets by evaluating, among others, whether the asset is or not in an active market. Included in the evaluation on whether a financial asset is in an active market is the determination on whether prices are readily and regularly available, and whether those prices represent actual and regularly occurring market transactions on an arm's-length basis.

#### Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation and uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### *Impairment losses on loans and receivables*

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

For the advances to related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing reserve allowance against recorded receivable amounts. For the receivables, the Group evaluates specific accounts where the Group has information that certain customers or third parties are unable to meet their financial obligations. Facts, such as the Group's length of relationship with the customers or other parties and their current credit status, are considered to ascertain the amount of reserves that will be recognized.

#### *Valuation of unquoted equity investments*

Valuation of unquoted equity investments is normally based on one of the following:

- recent arm's-length market transactions;
- current fair value of another instrument that is substantially the same;
- the expected cash flows discounted at current rates applicable for terms with similar terms and risk characteristics; or,
- other valuation models.

However, if the range of reasonable fair value measurements is significant and the probabilities of the various estimates cannot be reasonably assessed, the Company measures the investment at cost.

The determination of the cash flows and discount factors for unquoted equity investments requires significant estimation. The Group performs periodic reassessment by reference to prices from observable current market transactions in the same instrument or from other available observable market data.

#### *Impairment of AFS equity investments*

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

#### *Impairment of AFS debt investments*

For AFS debt investments, the Company assesses the counterparty's ability to comply with the contractual obligations to pay out principal and interest. Further, the Company assesses whether the market prices of these bonds indicate objective evidence of impairment.

#### *Estimation of allowance for inventory and impairment losses*

The Group estimates the allowance for inventory obsolescence and impairment losses related to inventories based on specifically identified inventory items. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for inventory and impairment losses would increase recorded expenses and decrease current assets.

#### *Estimation of useful lives of the Group's property and equipment*

The Group estimates the useful lives of property and equipment based on the period over which these assets are expected to be available for use. The estimated useful lives of these assets 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. In addition, the estimation of the useful lives of these assets is based on collective assessment of internal technical evaluation and experience with similar assets. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

#### *Investments carried at equity method*

Investments carried at equity method are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group's impairment test on investments carried at equity is based on value in use calculations that use a discounted cash flow model. The cash flows are derived from the

budget for the next five years as well as the terminal value at the end of five years. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model, as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

#### *Impairment of non-financial assets*

##### **(a) Property and equipment and investment properties**

The Group assesses impairment on assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

There is no impairment loss on property and equipment and investment properties as of and for each of the three years in the period ended June 30, 2015.

##### **(b) Goodwill**

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the “value-in-use” of the cash-generating units to which the goodwill is allocated. Estimating a value in use amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Considering the U.S. crisis and the unemployment rate, the Group recognized an impairment provision of ₱100.0 million since December 31, 2009 on its investment in Cirrus.

#### *Recognition of deferred income tax assets*

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

#### *Determination of pension and other retirement benefits*

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

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates for the specific country.

#### *Provisions and contingencies*

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

#### *Determination of absence of significant influence over Enderun*

The Company determined that it has no significant influence over Enderun. Management assessed that it does not exercise significant influence over the financial and operating policy decisions of the investee. Accordingly, Enderun is considered an AFS investment.

#### *Determining whether an acquisition represents a business combination or an asset purchase*

Determining whether the acquisition meets the definition of a business combination requires judgment to be applied on a case by case basis. The Company acquired AAC, a subsidiary. At the time of acquisition, the Company considers whether the acquisition represents an acquisition of a business or an asset acquisition. At acquisition date, the subsidiary owns a parcel of land which is idle and as such, the acquisition is accounted for as an asset acquisition.

#### *Purchase price allocation in business combinations and goodwill*

The Company accounts for the acquired businesses using the acquisition method which require extensive use of accounting judgments and estimates to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities and contingent liabilities, if any, at the acquisition date. Any difference in the purchase price and the fair values of the net assets acquired is recorded as either goodwill in the consolidated statement of financial position or gain on bargain purchase in profit or loss. Thus, the numerous

judgments made in estimating the fair value to be assigned to the acquiree's assets and liabilities can materially affect the Company's financial position and performance.

The Company's acquisitions of certain subsidiaries have resulted in recognition of goodwill. In 2014, the acquisition of PDIP and its subsidiary, PDP Energy, has resulted in recognition of goodwill which amounted to ₱1,452.5 million based on provisional purchase price allocation.

## **5. Financial Risk Management Objectives and Policies**

The Company's principal financial instruments comprise cash and cash equivalents, receivables, investments in debt instruments, quoted and unquoted equity securities, investments in mutual and hedge funds, and short-term and long-term bank loans. The Group's other financial instruments include accounts payable and dividends payable and amounts due to affiliates, which arose directly from operations.

The Company's investment objectives consist mainly of:

- a) maintaining a bond portfolio that earns adequate cash yields and,
- b) maintaining a stable equity portfolio that generates capital gains through a combination of long term strategic investments and short-term to medium-term hold type investment.

The main risks arising from the use of these financial instruments are credit risk, liquidity risk, interest rate risk, equity price risk, foreign currency risk, and copper price risk. These risks are monitored by the Company's Investment Committee (the Committee).

The Committee evaluates the performance of all investments and reviews fund allocation to determine the future strategy of the fund. The Committee is formed by the Company's Chairman, Vice Chairman, Chief Finance Officer, and an independent consultant. These meetings occur at least every quarter.

The BOD reviews and approves the Company's risk management policies. The Company's policies for managing each of these risks are summarized below.

### *Credit risk*

The Group is exposed to credit risk primarily because of its investing and operating activities. Credit risk losses may occur as a result of either an individual, counterparty or issuer being unable to or unwilling to honor its contractual obligations. The Group is exposed to credit risk arising from default of the counterparties (i.e., foreign and local currency denominated debt instruments and receivables) to its financial assets. The Group does not have a counterparty that accounts for more than 10% of the consolidated revenue.

#### *Credit risk management*

In managing credit risk on these investments, capital preservation is paramount. The Group transacts only with recognized and creditworthy counterparties. Investments in bonds are invested in highly recommended, creditworthy debt instruments that provides satisfactory interest yield.

#### *Credit quality per class of financial assets*

For the Group's financial assets, credit quality is monitored and managed using internal credit ratings. Internal risk ratings are derived in accordance with the Group's rating policy. The Group evaluates credit quality on the basis of the credit strength of the security and/or counterparty/ issuer. High grade financial assets reflect the investment grade quality of the investments and/or counterparty; realizability is thus assured. Standard grade assets are considered moderately realizable.

#### *Liquidity risk*

Liquidity risk is defined as the risk that the Group may not be able to settle or meet its obligations as they fall due. Aside from yielding good returns, the Group ensures investments have ample liquidity to finance operations and capital requirements. Short-term bank loans are secured to fill in temporary mismatch of funds for new investments.

Where applicable, long-term debt or equity are used for financing when the business requirement calls for it to ensure adequate liquidity in the subsidiaries and affiliates' operation.

The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its liabilities when they are due. This is done by primarily investing in highly liquid investments.

The Group's total financial liabilities due to be settled within one year include notes payable that management considers as working capital. Accounts payable and accrued expenses and dividends payable are expected to be settled using cash to be generated from operations and drawing from existing lines of credits or liquidity reserves.

#### *Market risks*

Market risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. It is the risk coming from adverse movements in factors that affect the market value of financial instruments of the Group. The Group is exposed primarily to the financial risks of changes in interest rates, equity price risk, price risk of mutual funds, and foreign currency risk.

Investments exposed to market risk are foreign and local currency denominated quoted debt instruments, foreign and local currency denominated equity instruments and mutual fund/hedge fund investments.

There has been no change to the Group's manner in managing and measuring the risk.

a. Interest rate risks

Cash flow interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

*Fair value interest rate risk*

Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group accounts for its quoted debt instruments at fair value. Changes in benchmark interest rate will cause changes in the fair value of quoted debt instruments.

b. Equity price risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stock. The equity price risk exposure arises from the Group's investment in stock listed in the Philippine Stock Exchange (PSE).

The sensitivity analysis assumes that the stock's standard deviation on its historical returns for the past one year provides the basis for the range of reasonably possible changes in prices of the stock investments. In establishing the relative range of the stock investment returns, the Group also assumes a 99% confidence level.

c. Price risk of mutual funds

The Group is exposed to the risk of changes in the fund's net asset value (NAV) due to its market risk exposures.

d. Foreign currency risks

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rate. The Group's exposure arises primarily from investments in foreign currency denominated debt investments and equity securities.

The Company and a subsidiary's foreign exchange risk arises primarily from investments in foreign currency denominated debt and equity securities. To minimize income volatility due to exchange rate movements, liquid investments are held in a basket of currencies, including Philippine peso and other major currencies such as U.S. dollar, Euro and Japanese Yen. This also enables the Company and a subsidiary to access investment opportunities in those currencies. The Company occasionally engages in



foreign currency forward contracts as a defensive measure against foreign currency volatility.

On borrowings, it is the Company's group-wide policy for its subsidiaries and associates where it has significant influence to minimize any foreign exchange risks. Thus, all borrowings whether short-term or long-term, in general, should be in Philippine peso. Any foreign currency borrowings may be engaged only if matched by the entities' corresponding currency revenue flows or by a foreign currency asset. As such, PRI, SSRLI and CGI can borrow in U.S. dollar as their revenues are dollar-based. It is also the policy of the Group to minimize any foreign exchange exposure in its management of payables. Any substantial exposure is covered by foreign exchange contracts, if necessary.

e. Copper price risk

The PDP Group uses copper rods in the manufacturing of its products. Copper rods component represents a significant portion of the cost of each unit produced.

Copper rods are priced based on the London Metal Exchange prices and are affected by the volatility in the price of metal in the world market.

The PDP Group's exposure to price risk on copper rod purchases is managed through back-to-back purchase of rods versus sales orders, average pricing on the firm orders like automobile wire products with long-term contracts, and obtaining orders from contractors with a fixed price or locked-in contracts with a specified period.

*Capital Management*

Due to the diversity of the operations of each company in the Group, capital risk management processes in place are specific to each company. Below are the capital risk management policies of the Company and its more significant subsidiaries and associate:

- a. The primary objective of the Group's capital management is to ensure an adequate return to its shareholders and to maximize its value to its shareholders. In pursuance of this goal, the Group establishes an optimum risk return investment objectives through a sound diversified investment portfolio and in ensuring a fair credit rating, the Group establishes prudent financial policies through appropriate capitalization ratios in its investments and maintain reasonable liquidity.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated balance sheet.

No changes were made in the objectives, policies or process for the period ended June 30, 2015 and December 31, 2014.

- b. Cirrus' and CGI's capital management objectives are:
- To ensure its ability to continue as a going concern; and
  - To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

CGI monitors capital on the basis of the carrying amount of equity as presented on the face of its balance sheet.

CGI sets the amount of capital in proportion to its overall financing structure, i.e., equity and financial liabilities. It manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying business.

## 6. Financial Instruments

### *Fair Values of Financial Assets and Liabilities*

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

(In thousand pesos)	June 30, 2105		December 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
FVPL investments:				
Bonds	<b>P477,135</b>	<b>P477,135</b>	P560,890	P560,890
Funds and equities	<b>3,370</b>	<b>3,370</b>	8,622	8,622
Others	<b>21,016</b>	<b>21,016</b>	26,170	26,170
	<b>501,521</b>	<b>501,521</b>	595,682	595,682
AFS investments:				
Bonds and convertible note	<b>1,172,881</b>	<b>1,172,881</b>	1,174,458	1,174,458
Quoted equity shares	<b>6,931,901</b>	<b>6,931,901</b>	7,542,719	7,542,719
Funds and equities	<b>313,696</b>	<b>313,696</b>	311,119	311,119
Proprietary shares	<b>171,051</b>	<b>171,051</b>	171,051	171,051
Unquoted shares	<b>703,437</b>	<b>703,437</b>	703,437	703,437
	<b>9,292,966</b>	<b>9,292,966</b>	9,902,785	9,902,785
	<b>P9,794,487</b>	<b>P9,794,487</b>	P10,498,467	P10,498,467

The carrying amounts of cash and cash equivalents, receivables, notes payable, dividends payable and accounts payable and accrued expenses approximate their fair values due to the short-term maturity of these financial instruments. As of June 30, 2015 and December 31, 2014, AFS investments amounting to P268.8 million and P189.2 million were carried at cost since these are investments in unquoted equity shares and the fair values cannot be measured reliably.

The carrying values of long-term debt, which have floating rates with quarterly repricing, approximate their fair values.

The following methods and assumptions were used to estimate the fair values:

- FVPL investments in bonds, funds and equities and others are derived from quoted market prices in active markets.
- AFS investments in bonds, quoted equity shares and funds and equities and proprietary shares are derived from quoted market prices in active markets.
- AFS investments in unquoted equity shares are based on the discounted cash flow (DCF) model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, the discount rate, and growth rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

The following table provides the Group's fair value measurement hierarchy of its assets:.

**As of June 30, 2015:**

		Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
FVPL investments:				
Bonds	<b>P477,135</b>	<b>P477,135</b>	<b>P–</b>	<b>P–</b>
Funds and equities	<b>3,370</b>	<b>3,370</b>	–	–
Others	<b>21,016</b>	<b>21,016</b>	–	–
	<b>501,521</b>	<b>501,521</b>	–	–
AFS investments:				
Bonds	<b>1,172,881</b>	<b>1,172,881</b>	–	–
Quoted equity shares	<b>6,931,901</b>	<b>6,931,901</b>	–	–
Funds and equities	<b>313,696</b>	<b>313,696</b>	–	–
Proprietary shares	<b>171,051</b>	<b>171,051</b>	–	–
Unquoted shares	<b>703,437</b>	–	–	<b>703,437</b>
	<b>9,292,966</b>	<b>8,589,529</b>	–	<b>703,437</b>
	<b>P9,794,487</b>	<b>P9,091,050</b>	<b>P–</b>	<b>P703,437</b>

As of December 31, 2014:

	Total	Fair value measurement using		
		Quoted prices in active Markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable Inputs (Level 3)
FVPL investments:				
Bonds	P560,890	P560,890	P—	P—
Funds and equities	8,622	8,622	—	—
Others	26,170	26,170	—	—
	595,682	595,682	—	—
AFS investments:				
Bonds	1,174,458	1,174,458	—	—
Quoted equity shares	7,542,719	7,542,719	—	—
Funds and equities	311,119	311,119	—	—
Proprietary shares	171,051	171,051	—	—
Unquoted shares	703,437	—	—	703,437
	9,902,785	9,199,348	—	703,437
	P10,498,467	P9,795,030	P—	P703,437

Description of significant unobservable inputs to valuation of financial instruments classified under Level 3 (in millions):

	Valuation technique	Significant unobservable inputs	Range	Sensitivity of input to fair value
Enderun	DCF Model	Student growth rate of 5%	5% to 15%	5%: fair value of P248 15%: fair value of P279
		Tuition fee increase by 5%	0% to 5%	0%: fair value of P286 5% fair value of P257
		Cost of capital of 11%	8% to 12%	8%: fair value of P290 12%: fair value of P282
KSA	DCF Model	Dividend payout is 40 million	-5% to 10%	-5% fair value of P402 10% fair value of P446
		Liquidity discount of 20%	10% to 30%	10%: fair value of P425 30% fair value of P409
		Cost of capital of 11%	10% to 12%	10%: fair value of P447 12% fair value of P389

An increase in the percentage of EBITDA over revenue would increase the fair value of the investment in Enderun.

An increase in the expected lease income of KSA would increase the dividend payout, which would lead to an increase in the fair value of the investment in KSA.

Reconciliation of fair value measurement of AFS assets in unquoted equity shares (in millions):

	Enderun	KSA	Total
As at 1 January 2014	₱286	₱389	₱675
Re-measurement recognized in OCI	—	28	28
Realized gains (losses) in profit or loss	—	—	—
Unrealized gains (losses) in profit or loss	—	—	—
Purchases	—	—	—
Reclassified in discontinued operations	—	—	—
Transfer into/out of Level 3	—	—	—
Sales	—	—	—
As at 31 December 2014	286	417	703
Re-measurement recognized in OCI	—	—	—
Realized gains (losses) in profit or loss	—	—	—
Unrealized gains (losses) in profit or loss	—	—	—
Purchases	—	—	—
Reclassified in discontinued operations	—	—	—
Transfer into/out of Level 3	—	—	—
Sales	—	—	—
<b>As at 30 June 2015</b>	<b>₱286</b>	<b>₱417</b>	<b>₱703</b>

For the periods ended June 30, 2015 and December 31, 2014, there were no transfers from Level 1, Level 2 and Level 3 fair value measurements.

## 7. Financial Condition

There was no significant change in the Company's Balance Sheet as of June 30, 2015 versus December 31, 2014.

### ***Cash and Cash Equivalents***

The decrease in cash and cash equivalents can be attributed to net cash flows used in investing and financing activities amounting to P973.0 million offset by cash generated from operating activities.

(Please see attached consolidated cash flow statements for detailed analysis of cash movements on pages 6 and 7).

### ***Fair Value Through Profit and Loss (FVPL) Investments***

The decrease in the account can be attributed to the net disposal for the period of about P98.9 million. The market value of foreign denominated investment in bonds, stocks and funds increased by P4.8 million vs. December 31, 2014 values.

***Receivables***

The increase in receivables was mainly due to improved revenues of the resort, the US-based staffing business and the wire manufacturing business.

***Inventories***

The decrease is traced to inventories sold by the wire manufacturing subsidiaries and the spare parts and supplies utilized for six months by the aviation and resort subsidiaries.

***Prepayments***

Decrease in this account can be attributed mainly to expended prepaid expenses related to manufacturing, resort and aviation operations.

***Available for Sale (AFS) Investments***

Net decrease in this amount amounted to P530.2 million. There was a decrease in market value of AFS investments of about P1.5 billion, offset by net addition to AFS investments of P935.1 million for six months of 2015.

***Investments and Advances***

The decrease in investments and advances was mainly due to equity in net losses of associates for the period amounting to P211.0 million, offset by unrealized foreign exchange gain related to foreign equity investment amounted to P21.6 million.

***Goodwill***

The goodwill from US-based staffing business increased by P6.7 million due to foreign exchange gain from the translation of net assets of the medical staffing company.

***Property, Plant and Equipment - net***

Depreciation charged to operations amounted to P100.6 million while additions to property and equipment amounted to P124.9 million, mainly attributable to capital expenditures of the manufacturing and resort subsidiaries.

***Other Noncurrent Assets***

Change in the account balance can be attributed to the increase in project costs for villa development of Seven Seas.

***Notes Payable***

The decrease in the balance was mainly due to payment of P1.5 billion short-term loan of the Parent company out of cash dividend paid by PDP.

***Dividends Payable***

Movement in the account was mainly attributable to dividend accrued as of December 31, 2014 but paid last January 7, 2015, plus unclaimed dividend checks for stockholders with problematic addresses.

***Customer's Deposits for Property Development***

The increase in the account was due to additional deposits made by villa buyers.

***Income Tax Payable***

Movement in the account was attributable to higher tax provision of the Group mainly the resort subsidiary and PDP for the two quarters of 2015.

***Long-term Debt (current and noncurrent)***

The increase in the account can be attributed to P1.2 billion loan availed by PDP, offset by current portion of debt paid by the resort subsidiary.

***Other noncurrent liabilities***

Movement in the account was mainly due to the use of deposit of villa owners for back of house facilities improvement of the resort subsidiary.

***Cumulative Translation Adjustment***

This account includes translation adjustments of Anscor International, Inc., Cirrus Medical Staffing, Inc. and Cirrus Global, Inc.'s subsidiary IQHPC.

***Unrealized valuation gains on AFS investments (equity portion)***

AFS assets (mainly traded shares) were sold, the gain was realized and reflected in the consolidated statements of income and removed from the unrealized valuation gains reflected in the balance sheet.

***Others***

There were no commitments for major capital expenditures in 2015.

## 8. Results of Operation

Management is not aware of any known trends, events or uncertainties except for political and market uncertainties that may have material impact on the Company's recurring revenues and profits.

*The following are the key performance indicators for the Parent Company (In thousand pesos except earnings per share and market price per share):*

	Periods ended June 30	
	2015	2014
<i>Revenues (excluding investment gain)</i>	<b>1,971,488</b>	259,706
<i>Investment Gains</i>	<b>1,051,802</b>	1,155,070
<i>Net Income</i>	<b>2,817,430</b>	1,258,649
<i>Earnings Per Share</i>	<b>1.13</b>	0.50
<i>Market Price Per Share (PSE)</i>	<b>6.90</b>	7.25

**The discussions below were based on the consolidated results of the Company and its subsidiaries.**

### ***Revenues***

This year's consolidated gross revenues of P5.5 billion was 115.5% higher than last year's revenue of P2.5 billion. This was mainly due to inclusion PDP's P3.1 billion revenues for the period January 1 to June 30, 2015. This increase in revenues was partially offset by equity in net losses of associates amounting to P211.0 million.

### ***Cost of Goods Sold/Services Rendered***

Increase in cost of services rendered was mainly attributable to higher cost of services of nurse staffing business, resort operation and consolidation of PDP cost of goods sold for the period January 1 to June 30, 2015.

### ***Operating Expenses***

Operating expenses increased as a result of consolidation of PDP operating expenses for the period January 1 to June 30, 2015.



***Foreign Exchange Loss***

Due to the appreciation of dollar vis-à-vis peso, the parent company reported higher foreign exchange loss on its dollar denominated loan partially offset by foreign exchange gain on its foreign currency denominated investment in financial assets.

***Interest Expense***

The Group reported higher charges mainly due to the parent company's long-term and short term loan.

***Provision for Income Tax - net***

The current provision for income tax of the group increased due to consolidation of PDP's income tax expense for the period January 1 to June 30, 2015.

***Noncontrolling Interests (statements of income)***

Increase in minority interest was mainly due to share of minority shareholders in net income of resort, aviation subsidiary, Cirrus Medical Staffing, Inc. and Cirrus Global, Inc. for the period ended June 30, 2015.

**9. Cash Flows**

Management has no knowledge of known trends, demands, commitments, events or uncertainties that will have a material impact on the Company's liquidity.

**10. Financial information**

- There is neither a change in composition of the registrant, no business combination nor any restructuring.
- There are no seasonality or cyclicity trends in the business that would have material effect on the Company's result of operations and financial condition.
- There are no significant elements of income or loss that did not arise from the issuer's continuing operations.

In the interim period:

- No issuance or repayment of equity securities.
- The parent company has not repurchased its equity securities except for its 100%-owned subsidiary, Anscor Consolidated Corporation (Anscorcon) which todate owns 1,259,000,646 shares of Anscor. During the first semester of 2015, Anscorcon purchased 1.1 million Anscor shares amounting P7.8 million.
- No contingent assets or liabilities since the last annual balance sheet date.
- No material contingencies and any event or transactions that are material to the understanding of the operating results of the current interim period.

- No events that will trigger direct or contingent financial obligations that is material to the company, including any default or acceleration of an obligation.
- No material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities of other persons created during the reporting period.
- There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim.

## 11. Subsidiaries and Affiliates

### ***Phelps Dodge Philippines (PDP)***

The following are the key performance data for Phelps Dodge Philippines (In thousand pesos except volume):

	Periods Ended June 30	
	2015	2014
<i>Volume sold (MT)</i>		
<i>Domestic</i>	<b>6,954</b>	6,649
<i>Export</i>	<b>10</b>	157
<i>Total</i>	<b>6,964</b>	6,806
<i>Net Sales</i>	<b>3,118,613</b>	3,233,793
<i>Gross Income</i>	<b>625,520</b>	508,819
<i>Net Income</i>	<b>293,321</b>	230,274

Volume sold slightly went up by 2.3%, with reduced metal and other production costs, the PDP Energy's gross margin increased by 22.9% in 2015.

PDP recorded a net income of P293.3 million for 6 months of 2015 higher than the P230.3 million profit recorded last year due to lower production and operating costs.

***Seven Seas' Amanpulo Resort*** ended up with an occupancy rate of 54.35% for the first semester of 2015, considerably better than the 2014 average occupancy rate of 40.69%. Average room rate was US\$1,254, a bit higher from last year's average room. Total hotel revenues amounted to P359.6 million, up by P78.9 million from last year's revenues of P280.8 million. Gross operating profit (GOP) of P135.9 million increased versus 2014's GOP mainly due to improved revenues.

Seven Seas reported a net income of P81.9 million for the first six months of 2015.

The Resort embarked on special capital expenditures to improve its existing facilities.

### **Cirrus Group**

The Affordable Care Act's Individual Mandate generated about 15 million of newly insured individuals between 2014 to 2015 open enrollment. The legislation, increased life expectancy and volume of baby boomers along with the forecasted shortage in nursing due to retirement are strong indicators that the healthcare sector is expected to see demand growth and heavy reliance on efficient and effective staffing solutions. Cirrus is taking this opportunity to maximize its operational efficiencies and grow so it can be recognized as one of the consistent suppliers of high quality healthcare professionals to various types of clientele.

For year to date June 2015, ***Cirrus Medical Staffing, Inc.*** reported a consolidated net income of \$2.0 million, a significant improvement from 2014's \$302 thousand net income. All divisions saw healthy sales growth. Sales in Travel Nursing grew 49% and Travel Therapy increased by 25% versus the same period in 2014. The increase in working headcount and focus on quality placements, at higher bill rates, and consistent work hours drove margin improvement. Sales growth, increased production and strong gross margin, coupled with lower selling, general & administrative expenses versus year to date June 2014, continue to propel the company's net income in 2015.

Nurse Together, LLC launched a new version of the website under a new platform in first quarter of 2015. Year to date June 2015 revenues grew by 11% versus the same period in 2014.

## 12. Financial Indicators

Significant financial indicators of the Group are the following:

	06/30/2015	06/30/2014
1. Book Value Per Share (Note 1)	11.74	11.62
2. Current Ratio (Note 2)	1.75	1.66
3. Interest Rate Coverage Ratio (Note 3)	27.06	59.59
4. Debt to Equity Ratio (Note 4)	0.41	0.22
5. Asset to Equity Ratio (Note 5)	1.43	1.25
6. Profit Ratio (Net Income Attributable to Equity Holdings of the Parent/Total Revenues)	25.0%	55.7%
7. Return on Equity (Net Income/Equity Attributable to Equity Holdings of the Parent)	9.4%	9.7%

Note 1 – Equity Attributable to Equity Holdings of the Parent/Outstanding Shares

Note 2 – Current Assets/Current Liabilities

Note 3 – EBIT (earnings before interest and taxes)/ total interest expense

Note 4 – Total Liabilities/Equity Attributable to Equity Holdings of the Parent

Note 5 – Total Assets/Equity Attributable to Equity Holdings of the Parent

The key financial indicators of our major subsidiaries are the following:

### *PDP Energy and PDIPI*

In Million Pesos except sales volume

	06/30/2015	06/30/2014
1. Volume	6,964	6,806
2. Net Sales	3,118,612	3,233,793
3. Gross income	625,520	508,819
4. Net income	293,321	230,274

### ***Cirrus Group***

1. Submission to lock ratio (operating statistic to evaluate recruitment)
2. Nurse/therapist retention ratio (Operating statistic to evaluate retention of nurse and therapist in the pool for staffing business).

In Thousand Pesos

	<b>06/30/2015</b>	06/30/2014
3. Service income	<b>813,407</b>	595,820
4. Cost of services rendered	<b>639,381</b>	456,140
5. Income before interest, taxes, depreciation and amortization	<b>91,806</b>	16,082

### ***Seven Seas Group***

In Thousand Pesos

	<b>06/30/2015</b>	06/30/2014
1. Occupancy rate	<b>54.35%</b>	40.69%
2. Hotel revenue	<b>359,752</b>	280,751
3. Gross operating profit (GOP)	<b>135,904</b>	61,312
4. GOP ratio	<b>37.8%</b>	21.9%
5. Net income	<b>81,936</b>	(7,485)

Occupancy rate is based on actual room nights sold over available room nights on a 6-month period. Hotel revenues include rooms, food and beverage, villa management fees and other ancillary services. GOP is total revenues less direct costs and GOP ratio is GOP over total hotel revenues.