

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

ATTY. JOSHUA L. CASTRO
(Contact Person)

(Contact Person)

8819-0251
(Company Telephone Number)

(Company Telephone Number)

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Month Day
(Fiscal Year)

SEC 20-IS
DEFINITIVE INFORMATION STATEMENT

SEC 20-IS

DEFINITIVE INFORMATION STATEMENT

(Form Type)

3rd Wednesday of April

3rd Wednesday of April

Month *Day*
(Annual Meeting)

| |
|------------------------------|
| <p>Not Applicable</p> |
|------------------------------|

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

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Document ID

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Remarks: Please use BLACK ink for scanning purposes.

INFORMATION **STATEMENT**



A. SORIANO CORPORATION



A. SORIANO CORPORATION

Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN that the regular Annual Meeting of Stockholders of A. Soriano Corporation ("ANSOR" or the "Company") will be held on Wednesday, 15 April 2020 at 10:00 A.M. at the Rigodon Ballroom, Manila Peninsula Hotel, Ayala Avenue corner Makati Avenue, 1226 Makati City, Philippines.

The agenda for the meeting is as follows:

1. Approval of the minutes of previous meeting.
2. Presentation of the Chairman and Chief Executive Officer's Message to Stockholders.
3. Election of members of the Board of Directors.
4. Approval of the amendment of the following portions of Article IX of the Articles of Incorporation of the Company:
 - (a) reclassification of Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or total par value of Five Million Pesos (P5,000,000.00); and
 - (b) addition of second, third, and fourth paragraphs to Article IX to indicate the features of the preferred shares
 - Second paragraph* - The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.
 - Third paragraph* - The holders of the preferred shares shall not be entitled to dividends.
 - Fourth paragraph* - The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law
5. Approval of the amendment of last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation
6. Approval of the amendment of the first paragraph of Article XIII to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation.
7. Appointment of external auditors.
8. Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting.
9. Such other business as may properly come before the meeting.

Only stockholders of record in the books of the Company at the close of business on 16 March 2020 will be entitled to vote at the meeting. The list of stockholders entitled to vote will be available for inspection at the office of A. Soriano Corporation, 7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue, Makati City, ten (10) days prior to the Annual Meeting.

Stockholders are requested to complete, date, sign, and return the enclosed proxy form to reach the Company as promptly as possible not less than ten (10) working days prior to the Annual Meeting or not later than 30 March 2020. The giving of such proxy will not affect your right to vote in person should you decide to attend the Annual Meeting.

Proxy validation will be held at A. Soriano Corporation, 7th Floor, Pacific Star Bldg., Makati Avenue corner Gil Puyat Avenue, Makati City on 6 April 2020 from 11:00 A.M. to 12:00 noon.

Makati City, Philippines, 18 March 2020.

THE BOARD OF DIRECTORS

By:

LORNA PATAJO-KAPUNAN
Corporate Secretary

REGISTRATION OF STOCKHOLDERS WILL START AT 9:00 A.M.

Please bring identification, such as valid passport, driver's license or Company I. D



A. SORIANO CORPORATION

P R O X Y

THIS PROXY IS BEING SOLICITED IN BEHALF OF ANDRES SORIANO III

Date

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of A. Soriano Corporation, do hereby appoint, name and constitute ANDRES SORIANO III, or in his absence, the Vice Chairman of the Board, the Chief Financial Officer or the Corporate Secretary, in the order as enumerated, as my true and lawful proxy for me and in my name and stead, to attend the Annual Meeting of the Stockholders of the Corporation on 15 April 2020 and at any adjournment(s) thereof, to vote all my shares of stock in the Corporation in all matters set forth in the agenda as I have expressly indicated by marking the same with an "X" or a "✓".

If no specific instruction is given, the shares will be voted FOR the election of the nominees for directorship whose names appear in this proxy form and FOR the approval of all matters listed in the proxy statement the stockholders' approval of which is sought in the meeting. Moreover, this proxy shall confer discretionary authority to vote with respect to the election of any person to any office for which a bona fide nominee is named in the proxy statement and such nominee is unable to serve or for good cause will not serve; and to all matters incident to the conduct of the meeting.

| I T E M | A C T I O N | | |
|--|-------------|---------|---------|
| | FOR | AGAINST | ABSTAIN |
| 1. To approve the minutes of the 10 April 2019 Annual Meeting of Stockholders | | | |
| 2. To approve the 2019 Annual Report of the Corporation | | | |
| 3. To elect the following nominees as directors of the Corporation | | | |
| a. Andres Soriano III | | | |
| b. Eduardo J. Soriano | | | |
| c. Ernest K. Cuyegkeng | | | |
| d. Johnson Robert G. Go, Jr. | | | |
| e. Oscar J. Hilado | | | |
| f. Jose C. Ibazeta | | | |
| g. Alfonso S. Yuchengco III | | | |
| 4. To approve the amendment of the following portions of Article IX of the Articles of Incorporation of the Company: (a) reclassification of Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or total par value of Five Million Pesos (P5,000,000.00); and (b) addition of the following paragraphs to Article IX to indicate the features of the preferred shares: <i>Second paragraph</i> - The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares. <i>Third paragraph</i> - The holders of the preferred shares shall not be entitled to dividends. <i>Fourth paragraph</i> - The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law. | | | |
| 5. To approve the amendment of last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation | | | |
| 6. To approve the amendment of the first paragraph of Article XIII to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation | | | |
| 7. To re-appoint SGV & Co. as external auditors of the Corporation | | | |
| 8. To ratify all acts, contracts and resolutions of Management and the Board of Directors since the last annual meeting of the Corporation | | | |
| 9. Other Matters | | | |

Please refer to the Notice of Meeting for the agenda items of the stockholders' meeting on 15 April 2020.
Please see reverse side for voting, revocability, validation, submission deadline and authentication of proxies.

Printed Name of Stockholder

Signature of Stockholder
or Authorized Signatory*

[*N.B.: Corporations, Partnerships and Associations must attach certified resolutions or extracts thereof designating the authorized signatory/ies for the purpose of this Proxy.]

PLEASE DATE, SIGN and RETURN PROXY

Voting, Revocability of Proxies, Validation/Submission Deadline, Authentication

When proxies are properly dated, executed, and returned on or before 30 March 2020, the shares they represent will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, the shares will be voted FOR the election of the nominees for directorship whose names appear in the proxy form and FOR the approval of all matters the stockholders' approval of which is sought in the meeting. A stockholder giving a proxy has the power to revoke it at any time prior to its exercise by voting in person at the Annual Meeting, by giving written notice to the Corporate Secretary prior to the Annual Meeting or by giving a subsequent proxy which must be received by the office of the Corporate Secretary not later than 30 March 2020.

Each share of Common Stock outstanding as of record date will be entitled to one (1) vote on all matters. The candidates for election as directors at the Annual Meeting who receive the highest number of affirmative votes will be elected. The amendment of the Articles of Incorporation will require the affirmative vote of the stockholders which represent at least two-thirds of the outstanding shares of stock while the appointment of the independent auditors for the Company for the current year as well as other items presented to the Stockholders during the Annual Meeting will require the affirmative votes of a majority of the votes cast on the matter. Pursuant to Section 6, Article III of the By-Laws of the Corporation, written proxy shall be filed with the Corporate Secretary not less than ten (10) working days prior to the date of such meeting or not later than 30 March 2020.

Pursuant to the provisions of the By-Laws, the Board of Directors has set the date of validation of proxies to 6 April 2020. For this purpose, the Corporate Secretary shall act as the inspector at the election of directors and other voting by stockholders.

Under SEC Memo Circular No. 5 Series of 1996, all proxies executed abroad must be duly authenticated by the Philippine Embassy or Consular Office.

Person Making the Solicitation

The solicitation of proxies in the form accompanying this Statement is made in behalf of Management through Atty. Lorna Patajo-Kapunan and the proxy given will be voted in accordance with the authority contained therein. The solicitation of proxies in the accompanying form will be primarily by mail. However, personal solicitation may be made by officers, directors and regular employees of the Company whose number is not expected to exceed fifteen (15), and who will receive no additional compensation therefor. The Company will bear the cost, amounting to One Million Four Hundred Thousand Pesos (P1,400,000.00), of preparing and mailing the annual report, information statement and other materials furnished to the stockholders in connection with proxy solicitation.

None of the Directors has informed the Company that he intends to oppose any action intended to be taken by the Company.

Interest of Certain Persons in Matters to be Acted Upon

No Director or Executive Officer, nominated for re-election as Director or his associate has, at any time, any substantial interest, direct or indirect, by security holdings or otherwise, on any of the matters to be acted upon in the meeting, other than the approval of the Annual Report, election to office and ratification of acts of Management.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
/ / Preliminary Information Statement / X / Definitive Information Statement
2. Name of the registrant as specified in its charter : A. SORIANO CORPORATION
3. Province, or country or other jurisdiction of incorporation organization : Makati City, Philippines
4. SEC Identification Number : PW - 02
5. BIR Tax Identification Code : 000-103-216-000
6. Address of principal office : 7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue
1209 Makati City, Philippines
7. Registrant's telephone number, including area code : (632) 8819-0251 to 60
8. Date, Time and Place of the meeting : 15 April 2020, Wednesday at 10:00 A.M.
Rigodon Ballroom
Manila Peninsula Hotel
Ayala Avenue corner Makati Avenue
1226 Makati City, Philippines
9. Approximate date on which the Information Statement is first to be sent or given to security holders : On or before 23 March 2020
10. In case of Proxy Solicitations
Name of Person Filing the Statement/Solicitor : Atty. Lorna Patajo-Kapunan, Corporate Secretary

Address : 7th Floor, Pacific Star Bldg.,
Makati Avenue corner Gil Puyat Avenue
1209 Makati City, Philippines

Telephone Nos. : (632) 8819-0251 to 60
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount to debt is applicable only to corporate registrants):

Title of Each Class : Common Shares

Number of shares of Common Stock
Outstanding or Amount of Debt Outstanding
as of January 31, 2020 : 2,500,000,000
12. Are any or all of registrant's securities listed in a Stock Exchange? : Yes

If so, disclose name of the Exchange : Philippine Stock Exchange

INFORMATION STATEMENT

A. GENERAL INFORMATION

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

- (a) Date : Wednesday, 15 April 2020
 Time : 10:00 A.M.
 Place : Rigodon Ballroom
 Manila Peninsula Hotel
 Ayala Avenue corner Makati Avenue
 1226 Makati City, Philippines
 Principal Office : 7th Floor, Pacific Star Building
 Makati Avenue corner Gil Puyat Avenue
 1209 Makati City, Philippines
- (b) This information statement and the enclosed proxy form will be mailed or delivered by messengerial service to stockholders entitled to notice of and to vote at the Annual Meeting on or before 23 March 2020.

Item 2: Dissenter's Right of Appraisal

The amendment of the Articles of Incorporation of the corporation as stated in the Proxy and Notice of Meeting will trigger the right of appraisal under Section 80 of the Revised Corporation Code.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares. Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation

within thirty (30) days after such award is made. Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Item 3: Interest of Certain Persons in Opposition to Matters to be Acted Upon

- (a) No Director or Executive Officer, nominated for re-election as Director, or his Associate has, at any time, any substantial interest, direct or indirect, by security holdings or otherwise, on any of the matters to be acted upon in the meeting, other than the approval of the Annual Report, election to office and ratification of acts of Management.
- (b) None of the Directors has informed the Company of any intention to oppose an action intended to be taken by the Company.

B. CONTROL AND COMPENSATION INFORMATION

Item 4: Voting Securities and Principal Holders Thereof

- (a) There are 2,500,000,000 shares of common stocks outstanding and issued as of 16 March 2020. All the issued shares are entitled to vote on a one (1) share - one (1) vote basis. The Company has only one class of shares.
- (b) Only stockholders of record on the books of the Company at the close of business on 16 March 2020 will be entitled to vote at the Annual Meeting. Presence in person or by proxy of a majority of the shares of common stock outstanding on the record date is required for a quorum.
- (c) Pursuant to the Revised Corporation Code and as provided under Section 8, Article III of the By-Laws, every stockholder is entitled to vote such number of shares for as many persons as there are directors or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected. The proxy being solicited includes the authority to cumulate votes.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

i. Security Ownership of Certain Record and Beneficial Owners

As of 31 January 2020, the following are the Security Ownership of Certain Record and Beneficial Owners of the Company:

| Title of Class | Name/Address of Record Owner & Relationship w/ Issuer | Name of Beneficial Ownership & Relationship with Record Owner | Citizenship | Number of Shares | Percentage Held |
|----------------|--|---|--------------|------------------|-----------------|
| Common | Anscor Consolidated Corporation 7th Flr. Pacific Star Bldg., Makati Avenue Makati City (Subsidiary) | Anscor Consolidated Corporation (Subsidiary) | Filipino | 1,249,872,246 | 49.995% |
| Common | PCD Nominee Corp. (Non-Filipino) 37th Flr the Enterprise Center, Inc. Ayala Avenue corner Paseo de Roxas, Makati City (Depository Account) | PCD Nominee Corp. (Non-Filipino) (Depository Account) | Non-Filipino | 498,014,501 | 19.920% |
| Common | A-Z Asia Limited Philippines, Inc. Barrio Mabacan Calauan, Laguna (Stockholder) | A-Z Asia Limited Philippines, Inc. (Stockholder) | Filipino | 169,546,329 | 6.782% |
| Common | PCD Nominee Corp. (Filipino) 37th Flr. The Enterprise Center, Inc. Ayala Avenue corner Paseo de Roxas, Makati City (Depository Account) | PCD Nominee Corp. (Depository Account) | Filipino | 121,595,223 | 4.864% |

* Includes 347,619,943 shares lodged with PCD Nominee Corp. (Filipino).

Anscor Consolidated Corporation is wholly owned by A. Soriano Corporation, the registrant Company, represented by Mr. Ernest K. Cuyegkeng as Treasurer.

PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCD"), is the registered owner of the shares in the books of the Company's transfer agent in the Philippines. The beneficial owners of such shares are PCD's participants, who hold the shares on their behalf or in behalf of their clients of which ATRAM Trust Corporation is the sole owner of more than 5%, specifically 33.80%, the bulk of which or 17.558% is owned by Deerhaven, LLC, a company registered in Delaware, USA. Shares owned by Deerhaven, LLC are indirectly owned by Andres Soriano III. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

A-Z Asia Limited Philippines, Inc. is a holding company incorporated in the Philippines on 25 April 2003. Shares owned by A-Z Asia Limited Philippines, Inc. are indirectly owned by Eduardo J. Soriano.

Other than the above, there are no stockholders owning more than 5% of the Company's outstanding shares of stock.

The Company is not aware of any material pending legal proceedings to which the Company or any of its subsidiaries is a party.

- ii. Securities Ownership of Directors and Management
As of 31 January 2020, the following are the security ownership of the Directors and Officers of the Company:

| Title of Class | Name of Beneficial Owner | Amount and Nature Of Security Ownership | | Citizenship | Percent |
|----------------|---------------------------|---|-----------------|-------------|---------|
| Common | Andres Soriano III | 489,428,270 | Direct/Indirect | American | 19.577% |
| Common | Eduardo J. Soriano | 180,415,944 | Direct/Indirect | Filipino | 7.217% |
| Common | Oscar J. Hilado | 20,000 | Direct/Indirect | Filipino | 0.001% |
| Common | Jose C. Ibazeta | 32,951 | Direct | Filipino | 0.001% |
| Common | Ernest K. Cuyegkeng | 20,000 | Direct | Filipino | 0.001% |
| Common | Johnson Robert G. Go, Jr. | 20,100 | Direct | Filipino | 0.001% |
| Common | Alfonso S. Yuchengco III | 20,000 | Direct | Filipino | 0.001% |
| Total | | 669,957,265 | | | 26.799% |

William H. Ottiger, Narcisa M. Villaflor, Lorenzo D. Lasco, Atty. Lorna Patayo-Kapunan, Atty. Joshua L. Castro, Salome M. Buhion and Ma. Victoria L. Cruz do not own shares of the Company.

iii. Voting Trust Agreement

The Company does not have any voting trust agreement with any stockholder.

- (e) No change in control of the Company occurred since the beginning of the last calendar year. Management is not aware of any arrangement which may result in a change in control of the Company.

Except as indicated in the above section on Security Ownership of Certain Record and Beneficial Owners, there are no other persons holding 5% or more of the common stock of the Company.

As of January 31, 2020 the foreign ownership level of total outstanding shares is 19.93%.

The Company does not own any other equity securities beneficially owned by its directors and other nominees.

Item 5: Information required of Directors and Executive Officers**(a) Directors and Executive Officers**

Pursuant to the Corporation's By-Laws, in addition to the right of the Board of Directors to make nominations for the election of Directors including independent Directors, nominations for Directors including independent Directors may be made by any shareholder entitled to vote for the election of Directors.

Nominations shall be received by the Chairman of the Board of Directors (which nominations may be sent through the Corporate Secretary), on the 1st of March of every year or at such earlier or later date as the Board of Directors may fix.

For this year, the Board of Directors set the deadline for nomination of Directors on March 2, 2020 since March 1 falls on a Sunday.

Each nomination under the preceding paragraph shall set forth the name, age, business address and, if known, residence address of each nominee, the principal occupation or employment of each such nominee, the number of shares of stock of the Corporation which are beneficially owned by each such nominee, and the interests and positions held by each nominee in other corporations. In addition, the shareholder making such nomination shall promptly provide any other information reasonably requested by the Corporation.

The Board, by a majority vote unless a greater majority is required under these By-Laws, may, in its discretion, determine and declare that a nomination was not made in accordance with the foregoing procedures, and/or that a nominee is disqualified for election as Director and if the Board should so determine, the defective nomination and the nomination of the disqualified person shall be disregarded. Mr. Eduardo J. Soriano, the Vice Chairman, nominated on March 2, 2020 all the nominees for Directors including independent Directors contained in the information statement. Mr. Soriano is not related to any of the independent Directors nominated. No other nomination was submitted as of 2 March 2020.

Unless marked otherwise, the proxies received will be voted FOR the election of the nominees named below who have signified their acceptance of their respective nominations. The Board of Directors has no reason to believe that any of such nominees will be unwilling or unable to serve if elected as a Director. Each Director shall serve until the next annual meeting of stockholders or until his successor is elected or appointed in case of vacancy due to death, resignation or removal. Management recommends a vote FOR the election of each of the nominees listed below. The nominees are incumbent Directors of the Company.

The nominations for independent Directors complies with SRC Rule 38, which requires that a corporation with a class of equity securities listed for trading on the Philippine Stock Exchange or with assets in excess of Fifty Million Pesos (P50,000,000.00) and having two hundred (200) or more holders, at least two hundred (200) of which are holding at least one hundred (100) shares of a class of its equity securities shall have at least two (2) independent Directors or such independent Directors shall constitute at least twenty percent (20%) of the members of such Board.

The two nominated independent Directors of the Company are Mr. Oscar J. Hilado and Mr. Alfonso S. Yuchengco III. Mr. Hilado has been an independent Director of the Company for the last five years while Mr. Yuchengco is an independent Director since 2019. They are neither officers nor employees of the Company or of any of its subsidiaries. They do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out their responsibilities. Further, the nominated independent Directors possess all the qualifications and none of the disqualifications to serve as independent Directors of the Company. The independent Directors are nominated and elected in the same manner as regular directors in accordance with the nomination and election procedures provided in the By-Laws. The Company amended its By-Laws on 10 June 2009 to incorporate the requirements of SRC Rule 38 with respect to the nomination and election of independent Directors.

A brief description of the nominated Directors' business experiences for the last five years follows:

ANDRES SORIANO III, age 68, American, Director of the Company since 19 May 1982; Chairman and Chief Executive of the Company (1983 to present); Chairman and President of Anscor Consolidated Corporation (1987 to present); Chairman of The Andres Soriano Foundation, Inc. (1985 to present), Phelps Dodge International Philippines, Inc. (1983 to present), Phelps Dodge Philippines Energy Products Corporation (1997 to present), Seven Seas Resorts and Leisure, Inc. (1998 to present) and Pamalican Resort, Inc. (May 2011 to present); Director of International Container Terminal Services, Inc. (ICTSI) (July 1992 to present). Mr. Soriano was formerly the President and Chief Operating Officer of San Miguel Corporation and was subsequently the Chairman and Chief Executive Officer of San Miguel Corporation. He was Chairman of Coca-Cola (Philippines), Coca-Cola Amatil (Australia) and Nestle (Philippines). He was a Director of SPI Technologies and eTelecare Global Solutions, Inc. until 2006. He was also a Member of the G.E. Asian Advisory and the Wharton East Asia Executive Board. He holds a Bachelor of Science Degree in Economics, Major in Finance and International Business, Wharton School of Finance and Commerce, University of Pennsylvania, (1972).

EDUARDO J. SORIANO, age 65, Filipino, Director of the Company since 21 May 1980; Vice Chairman of the Company (1990 to present) and Treasurer (1990 to September 2018); Chairman of Anscor Holdings, Inc. (2012 to present); Member of the Board of Trustees and President of The Andres Soriano Foundation, Inc. (1985 to present); Director of Phelps Dodge Philippines Energy Products Corporation (1997 to present), Phelps Dodge International Phils., Inc. (1997 to present); Graduate of Bachelor of Science Degree in Economics, Major in History, University of Pennsylvania, (1977).

ERNEST K. CUYEGKENG, age 73, Filipino, Director of the Company since 22 April 2009; Executive Vice President and Chief Financial Officer of the Company (1990 to present); President and Director of Phelps Dodge Philippines Energy Products Corporation (1999 to present), and Anscor Holdings, Inc. (2012 to present); Director of Seven Seas Resorts and Leisure, Inc. (2008 to present); KSA Realty Corporation (2001 to present), ATRAM Investment

Management Partners Corporation (2014 to present), T-O Insurance (2008 to present), Sumifru, Singapore (2003 to present), and Philippine British Assurance Co. Inc. (Nov. 2011 to present); Chairman and Director of ArthaLand Corporation (2007 to present); Member of the Board of Trustees of The Andres Soriano Foundation, Inc. (1990 to present); Member of the Management Association of the Philippines, Makati Business Club and Financial Executive Institute of the Philippines (FINEX); Graduate of De La Salle University, B.A. Economics and B.S. Business Administration, (1968), Masters Degree in Business Administration, Columbia Graduate School of Business, New York, (1970).

JOHNSON ROBERT G. GO, JR., age 54, Filipino, Director of the Company since 19 November 2019; Director of Universal Robina Corporation (May 5, 2005 to present), JG Summit Holdings, Inc and Robinsons Land Corporation; President of the Dameka Trading, Inc., member of the Senior Advisory Board of Robinsons Bank Corporation and a Trustee of the Gokongwei Brothers Foundation, Inc. He received his Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University.

OSCAR J. HILADO, age 82, Filipino, an independent Director of the Company since 13 April 1998; Chairman of Philippine Investment Management (PHINMA), Inc. (January 1994 to present); Chairman of the Board & Chairman of the Executive Committee of Phinma Corporation; Chairman of the Board of Phinma Property Holdings Corporation; Vice Chairman of Union Galvasteel Corporation (March 2017 – present), Director of Phil. Cement Corporation (July 2018 to present), Phinma Solar Energy Corporation (July 2017 to present); Phinma Hospitality, Inc. (July 2011 to present, Phinma Microtel Hotels, Inc. (July 2011 to present), Phinma Education Holdings, Inc. (March 2016 to present), Araullo University, Inc. (April 2004 to present), Cagayan de Oro College, Inc. (June 2005 to present), University of Iloilo, Inc. (August 2009 to present), University of Pangasinan, Inc.) (August 2009 to present), Southwestern University (June 2016 to present) St. Jude College, Manila (January 2018 to present); Manila Cordage Corporation (1986 to present). Independent Director of Philex Mining Corporation (December 2009 to present), Rockwell Land Corporation (May 2015 to present), Smart Communications, Inc. (May 2013 to present), Digital Telecommunications Philippines, Inc. (DIGITEL) (May 2013 to present, Roxas Holdings, Inc.

(March 2016 to present), Seven Seas Resorts & Leisure, Inc. and Pamalican Resort, Inc. (May 2011 to present), Beacon Property Ventures, Inc. (December 1994 to present), Cebu Light Industrial Park, Inc. (February 1996 to present), Pueblo de Oro Development Corporation (February 1996 to present), United Pulp and Paper Company, Inc. (December 1969 to present). Graduate of De La Salle College (Bacolod), Bachelor of Science in Commerce (1958), Masters Degree in Business Administration, Harvard Graduate School of Business, (1962).

JOSE C. IBAZETA, age 77, Filipino, Director of the Company from 1981 to 1998, 2004 to present; Consultant to the Chairman (2010-present); Director of International Container Terminal Services, Inc. (January 1988 to present), ICTSI Ltd. and ICTHI, Anscor Consolidated Corporation (1980 to present), Anscor Holdings, Inc. (2012 to present), Island Aviation, Inc., Minuet Realty Corporation (1995 to present), Phelps Dodge Philippines Energy Products Corporation (1997 to present), President of Seven Seas Resorts & Leisure, Inc. (2008 to present), Pamalican Resort, Inc. (May 2011 to present) and Island Aviation, Inc. (March 2017 to present); Member of the Board, Atlantic Gulf & Pacific Company of Manila, Inc.; Member of the Board, Executive Committee, Chairman of the Audit Committee and Member of the Compliance Steering Committee of AG&P Group Holdings Ptd Ltd.; FieldCOM, Inc. and GAS Entec Co, Ltd.; Member of the Board and Treasurer of AGP Philippines Holdings I, Inc.; Member of the Board of Trustees, Radio Veritas (1991 to present). Mr. Ibazeta was President and CEO of Power Sector Assets & Liabilities Management Corporation (PSALM) (February 2007 to March 2010) and Acting Secretary of Energy (April-June 2010). He is a graduate of Bachelor of Science in Economics, Ateneo de Manila University, (1963), MBA from the University of San Francisco, (1968) and, MBA Banking and Finance from the New York University (1972).

ALFONSO S. YUCHENGCO III, age 60, Filipino, Director of Mapua Institute of Technology (1999 to present); Chairman of Testech, Inc. (2003 to present); Chairman of Prople, Inc. (2009 to present); Member of the Board of Trustees of Semiconductor and Electronics Industries in the Philippines, Inc. (2011 to present). He is a graduate of BS Asian Studies from De La Salle University (1981).

The following are the members of the Audit Committee, Compensation Committee, Executive Committee and Nomination Committee:

Audit Committee:

| | |
|------------------------|----------|
| Mr. Oscar J. Hilado | Chairman |
| Mr. Eduardo J. Soriano | Member |
| Mr. Jose C. Ibazeta | Member |

Compensation Committee:

| | |
|------------------------------|----------|
| Mr. Oscar J. Hilado | Chairman |
| Mr. Andres Soriano III | Member |
| Mr. Alfonso S. Yuchengco III | Member |

Executive Committee:

| | |
|-------------------------|---------------|
| Mr. Andres Soriano III | Chairman |
| Mr. Eduardo J. Soriano | Vice Chairman |
| Mr. Oscar J. Hilado | Member |
| Mr. Ernest K. Cuyegkeng | Member |
| Mr. Jose C. Ibazeta | Member |

Nomination Committee:

| | |
|------------------------------|----------|
| Mr. Eduardo J. Soriano | Chairman |
| Mr. Oscar J. Hilado | Member |
| Mr. Alfonso S. Yuchengco III | Member |

The following are not nominees but incumbent officers of the Company:

LORNA PATAJO-KAPUNAN, age 67, Filipino, Corporate Secretary of A. Soriano Corporation (1998 to present); Senior Partner of Kapunan & Castillo Law Offices; Corporate Secretary, Roxas Holdings, Inc. (1995 to 2014), Central Azucarera de Don Pedro (February 1995), Central Azucarera de la Carlota (March 1996), Beverage Industry Association of the Philippines (February 1991 to present), Seven Seas Resorts & Leisure, Inc. (November 1990 to present), Pamalican Island Holdings, Inc. (1995 to present), iAcademy (2002 to 2011), Uni-President Phils., Inc. (2002 to present), Huntly Corporation (February 1992 to present), Palomino Resources, Inc. and Malate Pensionne, Inc. (2001

to 2014), Cuisine Exchange, Inc. and Culinary Innovators, Inc. (2001 to 2014), Jose M. Velero Corporation (2001 to 2014), Creative Concoctions, Inc. (2001 to 2014), Hotel Concepts, Inc. (September 2001 to present), Creative Hotel Concepts, Inc. (September 2001 to 2014), Culinary Events, Inc. (2001 to 2014), AH Distribution Corporation, Hotel & Resorts Trench, Inc. (2002 to 2014), It's About Taste (I'ATE), Inc. (2002 to 2014), Kitchen Alley, Inc. (2001 to 2014), Les Maitres Gourmands, Inc. (July 2001 to 2014); Traditional Financial Services Philippines, Inc. (2008 to present); Avaya Philippines, Inc. (2006 to present), Elixir Gaming Technologies Philippines, Inc. (2007-2008), Elixir Group Philippines, Inc. (2006-2008); Director of AMAX Holdings Limited (2008 to 2014), Corporate Secretary, Blessed Mary Mother of the Poor Foundation, Inc. (2014), Montemar Beach Club, Inc. (2013 to present), Philcomsat Communications Satellite Corporation (Philcomsat) (2013 to present), UNLAD Foundation (2015). Graduate of University of the Philippines College of Law, (1978); Seminar Courses: Japan Institute of Invention and Innovation (JIII) Tokyo (1997); National Institute on Humanitarian Law, San Remo, Italy (September 2005); Summer Course International Humanitarian Law, Magdalene College, Cambridge University, London UK (July 2010). Bar Examiner, Mercantile Law (1988). The Outstanding Women In The Nations Service (TOWNS) Awardee – Corporate Law (1995); Filipinas Women Network (FWN) Influential Women Award (2016); Columnist, Business Mirror “Legally Speaking”; Program Host/Commentator “Laban Para Sa Karapatan” DWIZ, 882 AM.

WILLIAM H. OTTIGER, age 52, Swiss, Senior Vice President and Corporate Development Officer; Treasurer of the Company (September 2018 to present); Director of Phelps Dodge International Philippines, Inc.; AG&P International, Prople, Inc., Seven Seas Resorts and Leisure, Inc. (April 2019 to present) and ATRAM Trust Corporation (April 2019 to present). Formerly with San Miguel Brewing Group and UBS Investment Bank; Graduate of Washington & Lee University, B.A. European History, (1990). London Business School, MBA, (2001).

NARCISA M. VILLAFLORES, age 57, Filipino, Vice President and Comptroller of the Company since 19 April 2000; Treasurer of Seven Seas Resorts and Leisure, Inc., Pamalican Resort, Inc. and Anscor Holdings, Inc., The Andres Soriano Foundation, Inc., Pamalican Island Holdings, Inc., and Sutton Place Holdings, Inc.; Director of Anscor Consolidated Corporation; Trustee of The Andres Soriano Foundation, Inc. Joined SGV (January 1985 to November 1989) and joined Anscor in December 1989; Graduate of University of the Philippines, Bachelor of Science in Business Administration and Accountancy (1984). Attended AIM Management Program (November 1996).

LORENZO D. LASCO, age 57, Filipino, Vice President (joined the group in 1997); Director and General Manager of Anscor Holdings, Inc. (2000 to present); Director of AFC Agribusiness Corp.; Project Manager at Seven Seas Resorts and Leisure, Inc. (Amanpulo); used to be connected with Ayala Land, Inc. (ALI) for nine years; Graduate of the Asian Institute of Management, Masters in Business Administration (1989).

JOSHUA L. CASTRO, age 45, Filipino, Vice President (April 2017 to present) and Assistant Corporate Secretary of the Company; Assistant Corporate Secretary of Seven Seas Resorts and Leisure, Inc. and Island Aviation, Inc. (2006 to present); Corporate Secretary of Phelps Dodge Philippines Energy Products Corporation and The Andres Soriano Foundation, Inc. (2006 to present); and Anscor Holdings, Inc. (2012 to present), Tax Lawyer, SyCip Gorres Velayo & Co. (1999 to 2005); Graduate of San Beda College of Law (1999).

SALOME M. BUHION, age 47, Filipino, Assistant Vice President-Accounting (April 2017 to present) and Accounting Manager (January 1998 to April 2017) of the Company; Assistant Manager, Business System Division (Support Management Group), Equitable PCI Bank, (1997); Auditor, SyCip Gorres Velayo & Co. (1994 to 1997); Certified Public Accountant.

MA. VICTORIA L. CRUZ, age 55, Filipino, Assistant Vice President of the Company (April 2017 to present); Executive Secretary to the Chairman (September 1998 to March 2017). Ms. Cruz was formerly the Executive Assistant to the Head of Mission of the Embassy of Peru. She also worked with Shangri-La's Mactan Island Resort, John Clements Consultants, Inc. and the Mandarin Oriental Hotel, Manila. She received a Bachelor of Science degree major in Business Management from De La Salle University in 1984.

- (b) **Resignation of Directors**
Since the date of the last annual meeting, no incumbent Director has resigned or declined to stand for re-election to the Board of Directors due to disagreement with Management.
- (c) **Ownership Structure and Parent Company**
The registrant has no parent company.
- (d) **Family Relationship**
Andres Soriano III and Eduardo J. Soriano are brothers. There are no other family relationships known to the Company.
- (e) **Executive Officers and Significant Employees**
There are no significant employees.
- (f) **Legal Proceedings**
For the last five years and as of 31 January 2020, Management is not aware of any pending material legal proceeding *i.e.*, bankruptcy petitions, convictions by final judgment, being subject to any order, judgment or decree or violation of a Securities or Commodities Law involving its nominees for directorship, executive officers and incumbent officers and directors.
- (g) **Certain Relationship and Related Transactions**
There are no Management transactions during the year or proposed transactions to which the Company was or is to be a party, in which any of its Directors, nominees for election as Directors, Executive Officers, security holders owning more than 5% of the outstanding shares of the Company, or any member of the immediate family of any of the foregoing persons, have or is to have material interest.

Item 6: Compensation of Directors and Executive Officers

- (a) As approved in 2004, Directors are paid a per diem of ₱20,000.00 per meeting attended and are given directors bonus representing no more than 1% of previous year's net income. Similarly, annual bonus, of no more than 3% of the preceding year's net income as well as salary increase of Executive Officers are approved by the Compensation Committee and the Board of Directors.

| Name | Principal Position | Compensation | | |
|-------------------------|--|----------------|----------------|--------------------|
| | | 2018 Actual | 2019 Actual | 2020 (Estimate) |
| Andres Soriano III | Chairman & Chief Executive Officer | | | |
| Eduardo J. Soriano* | Vice Chairman | | | |
| Ernest K. Cuyegkeng | Executive Vice President & Chief Financial officer | | | |
| William H. Ottiger | Senior Vice President, Treasurer & Corporate Development Officer | | | |
| Narcisa M. Villaflor | Vice President & Comptroller | | | |
| Lorenzo D. Lasco | Vice President | | | |
| Joshua L. Castro | Vice President & Assistant Corporate Secretary | | | |
| Salome M. Buhion | Assistant Vice President | | | |
| Ma. Victoria L. Cruz | Assistant Vice President | | | |
| Salaries | | ₱ 67,953,963 | ₱ 51,648,733 | ₱ 52,651,041 |
| Benefits | | 2,041,488 | 1,429,599 | 1,429,599 |
| Bonus | | 51,750,000 | 25,025,000 | 59,400,000 |
| Sub-Total Top Executive | | 121,745,451 | 78,103,332 | 113,480,640 |
| Other Directors | | 15,410,714 | 11,931,786 | 17,662,857 |
| Total | | ₱ 137,156,165 | ₱ 90,035,118 | ₱ 131,143,497 |

* Retired as Treasurer of the Company effective September 7, 2018

(b) **Employment Contracts and Termination of Employment and Change-in Control Arrangements**

All the Executive Officers are not subject of any employment contract. Neither are there any compensatory plans or arrangements with respect to the named Executive Officers that will result from their resignation, retirement or any other termination or from change in control in the Company or change in the named Executive Officers' responsibilities following a change in control.

(c) **Warrants and Options Outstanding**

There are no warrants or options granted to the Directors, Chief Executive Officer, and other named Executive Officers.

Item 7: Independent Public Accountants

- (a) SyCip Gorres Velayo & Co. (SGV) has been the Company's independent auditors since its establishment in 1946. They will again be nominated for reappointment and presented for approval by the stockholders during the stockholders' meeting as external auditors for the ensuing calendar year. Unless marked to the contrary, proxies received will be voted FOR the appointment of SGV as the independent auditors for the ensuing year. The Management recommends a vote FOR the appointment of SGV as independent auditors of the Company for the ensuing year.
- (b) In compliance with SRC Rule 68 paragraph 3(b) (IV) (Rotation of External Auditors), the SGV audit partner, as of December 2019, is Ms. Dhonabee B. Señeres, who is on her first year of audit engagement.
- (c) A representative of SGV is expected to be present at the Annual Meeting to respond to appropriate questions from the stockholders and to make a statement if so desired.
- (d) The Company has no disagreement with its independent auditors on Accounting and Financial Disclosures and changes in Accounting and Financial Disclosures are included in the attached Notes to Financial Statements, if applicable.
- (e) **Audit and Audit Related Fees**
The Company paid to its external auditors the following fees for the past two years:

| Year | Audit Fees |
|-------------|--------------------|
| 2019 | ₱ 1,320,000 |
| 2018 | ₱ 1,275,000 |

The audit fees were evaluated and approved by the Audit Committee based on the scope of work of external auditors and the complexity of accounting and audit issues identified. There are no other fees paid to the external auditors for other assurance and related services.

- (f) **Tax Consultancy and Other Fees**
The consultancy and other fees paid by the Company to SGV for the year 2019 amounted to ₱1,944,667.30.

Item 8: Compensation Plan

There are no matters or actions to be taken up in the meeting with respect to any compensation plan pursuant to with cash or noncash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9: Authorization or issuance of securities other than exchange

- (a) As stated in the Proxy and the Notice of Meeting, the Company is proposing to amend Article IX of its Articles of Incorporation in order to reclassify Five Million (5,000,000) common shares with par value of One Peso (₱1.00) per share or total par value of Five Million Pesos (₱5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (₱0.01) per share or total par value of Five Million Pesos (₱5,000,000.00).
- (b) There is no intention to offer to the public the Five Hundred Million (500,000,000) preferred shares. There is also no intention to list the preferred shares in any stock exchange. The features of the preferred shares are as follows:
- i. The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities.
 - ii. The holders of preferred shares shall have the same voting rights as the holders of common shares.
 - iii. The holders of preferred shares shall not be entitled to dividends.
 - iv. The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.

- (c) The purpose of the reclassification of Five Million (5,000,000) common shares into Five Hundred Million (500,000,000) preferred shares is to give the Company the ability to issue preferred shares to Filipino stockholders in order to comply with foreign equity restrictions under existing laws. The actual issuance of the preferred shares will still be determined by and is subject to approval by the Board of Directors. No further authorization for the actual issuance of the preferred shares will be solicited from the stockholders prior to such actual issuance.
- (d) While the preferred shares will have the same voting rights as common shares, in terms of economic interest, the creation of preferred shares will have minimal impact to existing shareholders because the preferred shares are not entitled to dividends. Further, in case of liquidation, the distribution of any remaining assets of the Company after the satisfaction of all its legitimate obligations shall be based on par values, *i.e.*, the par value of preferred shares is 1/100 to that of common shares.

Effects on capital structure:

| ISSUED SHARES | | |
|-------------------|---------------|---------------|
| Type of Security | Before | After |
| Common Shares | 2,500,000,000 | 2,500,000,000 |
| Preferred Shares* | 0 | 0 |

*The actual issuance of the preferred shares will still be determined by and is subject to approval by the Board of Directors.

| OUTSTANDING SHARES | | |
|--------------------|---------------|---------------|
| Type of Security | Before | After |
| Common Shares | 2,500,000,000 | 2,500,000,000 |
| Preferred Shares | 0 | 0 |

| LISTED SHARES | | |
|------------------|---------------|---------------|
| Type of Security | Before | After |
| Common Shares | 2,500,000,000 | 2,500,000,000 |
| Preferred Shares | 0 | 0 |

- (e) Please see attached Financial Statements of the Company.

Item 10: Modification or Exchange of Securities

There is no matter or action to be taken up for the modification or exchange of any class of the Company securities.

Item 11: Financial and Other Information

The audited financial statements (included in the annual report) as of December 31, 2019, Management's Discussion and analysis, market price of shares and dividends and other data related to the Companies' financial information are attached hereto as "Annex B".

1. Financial statements meeting the requirements of SRC Rule 68, as amended; (please see pages 13 to 111 of the 2019 Annual Report)
2. "Annex B", management discussion and analysis and plan of operation; (please see pages 32-56 of the Definitive Information Statement)
3. "Annex B", changes in and disagreements with accountants on accounting and financial disclosure; (please see page 56 of the Definitive Information Statement)

Item 12: Mergers, Consolidation, Acquisitions, and Similar Matters

There is no action to be taken with respect to any transactions involving mergers, consolidation, acquisitions or similar matters.

Item 13: Acquisition or Disposition of Property

There is no action to be taken with respect to acquisition or disposition of any property.

Item 14: Restatement of Accounts

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the new and amended Philippine Financial Reporting Standards (PFRSs) which became effective beginning January 1, 2019. The Group will also adopt several amended and revised standards and interpretations in 2019 and 2020.

D. OTHER MATTERS**Item 15: Action with Respect to Reports**

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

- (a) Approval of Minutes of Annual Meeting of Stockholders on 10 April 2019

The Minutes of Annual Meeting of Stockholders of the Company held on 10 April 2019 ("Minutes") will be presented for approval of the stockholders. Such action on the part of the stockholders will not constitute approval or disapproval of the matters referred to in said Minutes since Stockholders' approval and action on those items had already been obtained in that meeting and subsequently carried out.

The Minutes and related records are available for inspection at the office of the Company during business hours. In addition, copies of the Minutes shall be posted at the meeting site.

Summary of the Minutes of 10 April 2019:

In the Annual Stockholders' Meeting the following were taken up:

1. Approval of the Annual Report and Audited Financial Statements as of 31 December 2018 and ratification of all acts, contracts, investments and resolutions of the Board as set forth in the minutes of the Board of Directors.
2. Election of the members of the Board of Directors.
3. Appointment of external auditors.

In the organizational meeting that followed after the Stockholders' Meeting, the Executive Officers were re-elected and the members of the Audit Committee, Executive Committee, Compensation Committee, and Nomination Committee were re-appointed.

(b) Approval of 2019 Audited Financial Statements

The Audited Financial Statements of the Company for the period ended 31 December 2019 will be submitted for approval of the stockholders at the Annual Meeting.

SGV had examined the Financial Statements in accordance with generally accepted auditing standards and have expressed their opinion on the fairness of the presentation in their report to the Board of Directors and Stockholders of the Company. The information and representation in the Financial Statements are the responsibility of Company's Management.

- (c) Ratification of All Acts, Contracts, Investments and Resolutions of the Board of Directors and Management since February 21, 2019 Meeting.

As a matter of corporate policy, Management seeks the approval and ratification by the stockholders of all acts, contracts, investments and resolutions of the Board of Directors and Management since 21 February 2019. These are reflected in the Minutes of the meetings of the Board of Directors in their regular reports and disclosures to the Securities and Exchange Commission, and the Philippine Stock Exchange, and in the 2019 Annual Report of the Company. For reference, attached herewith (**Annex A**) is a list of all the resolutions approved by the Board of Directors since 21 February 2019 which are the subject of ratification by the stockholders.

Item 16: Matters Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of the security holders.

Item 17: Amendment of Charter, By-laws or Other Documents

As stated in the Proxy and the Notice of Meeting, the Company is proposing the following amendments to its Articles of Incorporation:

- (a) Amendment of the following portions of Article IX of the Articles of Incorporation:
 - i. Reclassification of Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or total par value of Five Million Pesos (P5,000,000.00); and
 - ii. Addition of the following paragraphs to Article IX of the Articles of Incorporation to indicate the features of the preferred shares:

Second paragraph - The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.

Third paragraph - The holders of the preferred shares shall not be entitled to dividends.

Fourth paragraph - The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.

- (b) Amendment of last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation.
- (c) Amendment of the first paragraph of Article XIII to indicate that the two thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation.

Item 18: Other Proposed Actions

Other than the nine agenda items included in the notice of meeting of the annual meeting of the stockholders there is no other action to be taken with respect to any matter not specifically referred therein.

Item 19: Voting Procedures

- (a) All questions and elections shall be decided by majority vote of stockholders present and in proxy and entitled to vote thereat.
- (b) SyCip Gorres Velayo & Co., the Independent Auditors elected as Board of Election Inspectors in the last Annual Meeting, has signified no changes in the voting procedures, which will be the same as in the previous years.

Stockholders as of 16 March 2020 may vote at the scheduled Stockholders Meeting.

Registration of stockholders and proxies attending the meeting will open at 9:00 a.m. on 15 April 2020.

As in previous meetings of stockholders, considering that only seven (7) were nominated to fill the seven (7) seats of the Board of Directors, no balloting will be conducted.

In case of balloting, only stockholders and proxies who have previously registered will be given ballots. The ballots will be distributed at the registration booths. Upon being given a ballot, a stockholder/proxy should sign the stockholder/proxy registration list beside his/her signature placed earlier during registration.

After casting his/her vote, the stockholder/proxy may place his/her ballot inside any of the ballot boxes clearly marked as such and located at designated areas at the place of the meeting. Stockholders/proxies will be given a sufficient period of time to vote. Thereafter, SyCip Gorres Velayo & Co. will proceed to collect the ballot boxes and canvass the votes.

Other Matters

As of the date hereof, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting. If other matters come before the meeting, the proxy holders will vote in accordance with his best judgment with respect to such matters that are not known to the solicitors at a reasonable time before the solicitation is made.

The Company shall provide to the stockholders, without charge, on written request the Annual Report of the Company on SEC Form 17-A, and list of stockholders as of record date. All such requests for a copy of the Annual Report, and list of stockholders shall be directed to the Corporate Secretary, 7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue, Makati City, Philippines.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 18 March 2020.



LORNA PATAJO-KAPUNAN
Corporate Secretary

ANNEX A

Resolutions Approved During the Meetings of the Board of Directors of A. Soriano Corporation for the Period February 21, 2019 to February 19, 2020

1. Board Meeting held on February 21, 2019

- 1.1 RESOLVED, as it is hereby resolved, that the audited Financial Statements of A. Soriano Corporation for the year ended December 31, 2018 is hereby approved.
- 1.2 The Board proceeded to approve the record date, proxy validation date and the date of the Annual Stockholders' Meeting as follows:

Record Date – March 12, 2019

Proxy Validation Date – April 02, 2019

Date of Stockholders' Meeting – April 10, 2019

- 1.3 RESOLVED, as it is hereby resolved, that the deadline of submission of nominations for the election of directors shall be February 22, 2019.
- 1.4 RESOLVED, as it is hereby resolved, that there is hereby declared out of the surplus profits of the Corporation, cash dividends as follows:

Regular Cash Dividend – Twenty Centavos (₱0.20) per share

Special Cash Dividend – Five Centavos (₱0.05) per share

on the common stock of the Corporation, both payable on April 10, 2019, to all stockholders of record as of the close of business on March 15, 2019, and Mr. Ernest K. Cuyegkeng, the Corporation's Executive Vice President and Chief Financial Officer, is hereby directed and authorized to cause the payment of the said cash dividend on the specified date.

- 1.5 RESOLVED, that the appropriation of unrestricted retained earnings of the Company for the year 2015 amounting to ₱1.7 billion is hereby extended for another three years for its investment in business activities related to digital technology, services, retail and manufacturing, whether based in the Philippines or offshore.

2. **Board Meeting held on April 10, 2019**

- 2.1 RESOLVED, That the Board of Directors of A. Soriano Corporation by unanimous concurrence, submits herewith the Statement and Annual Report of the Chairman of the Board of Directors and President of the Corporation as its own Report to the Stockholders for the year ended December 31, 2018.
- 2.2 RESOLVED, as it is hereby resolved, that the Integrated Annual Corporate Governance Report (I-ACGR) of the Corporation for the year 2018 pursuant to SEC Memorandum Circular No. 15, Series of 2017 is hereby approved.
- 2.3 RESOLVED, as it is hereby resolved, that the Corporation, through its Board of Directors, Officers and Employees, expresses its sincerest thanks and deep gratitude to Mr. Roberto Romulo for his valuable services as Director for the last 21 years.
- 2.4 RESOLVED, as it is hereby resolved, that the Corporation through Anscor International, Inc. is hereby authorized to invest the amount of US\$10,000,000.00 in Navegar Fund II under such terms and conditions as may be for the best interest of the Corporation;

RESOLVED, FURTHER, that Mr. Ernest K. Cuyegkeng is hereby authorized to sign any all documents that may be required to give full force and effect to this resolution.

- 2.5 RESOLVED, that A. Soriano Corporation (the "Corporation") be authorized, as it is hereby authorized, to terminate its Trust Account No. 301-78148-0 (the "Account") with BDO Unibank, Inc. – Trust and Investments Group (the "Trustee") in connection with the A. Soriano Corp. Retirement Plan (the "Plan") and to direct the Trustee to deliver the assets and cash of the Account to the ATRAM Trust Corporation, the successor-trustee of the Plan ("Successor-Trustee");

RESOLVED, FURTHER, that the Corporation be authorized to hold the Trustee free and harmless from, and to undertake to the Trustee to indemnify the latter for, any and all liabilities, actions, claims or proceedings that may arise or may be brought against the Trustee as a consequence of the acts or transactions done or entered into by it in the performance of its duties as Trustee, including the delivery of the cash and assets of the Account to the Successor-Trustee;

RESOLVED, FINALLY, that any two (2) of the following officers, signing jointly, be authorized, as they are hereby authorized, to sign, execute and deliver any and all documents necessary or required to implement the above resolutions:

| Name | Position |
|----------------------|------------------------------|
| Ernest K. Cuyegkeng | Executive VP & CFO |
| Narcisa M. Villaflor | Vice President & Comptroller |

- 2.6 RESOLVED, that A. Soriano Corporation (the "Corporation") be authorized, as it is hereby authorized, to terminate its Trust Account No. 21-0301-05 (the "Account") with BPI Asset Management and Trust Corporation (the "Trustee") in connection with the A. Soriano Corp. Retirement Plan (the "Plan") and to direct the Trustee to deliver the assets and cash of the Account to the ATRAM Trust Corporation, the successor-trustee of the Plan ("Successor-Trustee");

RESOLVED, FURTHER, that the Corporation be authorized to hold the Trustee free and harmless from, and to undertake to the Trustee to indemnify the latter for, any and all liabilities, actions, claims or proceedings that may arise or may be brought against the Trustee as a consequence of the acts or transactions done or entered into by it in the performance of its duties as Trustee, including the delivery of the cash and assets of the Account to the Successor-Trustee;

RESOLVED, FINALLY, that any two (2) of the following officers, signing jointly, be authorized, as they are hereby authorized, to sign, execute and deliver any and all documents necessary or required to implement the above resolutions:

| Name | Position |
|----------------------|------------------------------|
| Ernest K. Cuyegkeng | Executive VP & CFO |
| Narcisa M. Villaflor | Vice President & Comptroller |

- 2.7 RESOLVED, that the A. Soriano Corporation ("the Corporation") hereby approves the establishment of the A. SORIANO CORPORATION RETIREMENT PLAN (the "Retirement Fund");

RESOLVED, FURTHER, that the Corporation hereby appoints ATRAM Trust Corporation ("ATRAM Trust") as trustee for the Retirement Fund;

RESOLVED, FURTHER, that the following be authorized to administer the Retirement Fund, to serve as such until their successors have been duly elected and qualified:

| Name | Designation |
|---------------------|--|
| Ernest K. Cuyegkeng | Executive VP & CFO |
| Narcisa M. Villaflo | Vice President & Comptroller |
| Lorenzo D. Lasco | Vice President |
| Salome M. Buhion | Assistant Vice President - Accounting |

RESOLVED, FURTHER, that any two (2) of the foregoing persons be authorized and empowered, for and in behalf of the Retirement Fund, and in order to give effect to and enforce the authorities herein granted, to sign, execute and/or deliver any and all documents, including but not limited to the Trust Agreement, letters of instruction/withdrawals/termination/investment guidelines and instructions, waiver and quitclaims or other instructions in relation to the establishment and administration of the Retirement Fund;

RESOLVED, FURTHER, that ATRAM Trust, its directors, officers, employees, agents or authorized representatives are each entitled and authorized to rely on instructions from the Retirement Fund's authorized signatories as valid, binding and effective upon the Retirement Fund, and that ATRAM Trust, its directors, officers, employees, agents or authorized representative shall not be liable for any act done or suffered by them in reliance of the above instructions; it being understood that any and all risks and costs arising from the above instructions shall be for the Retirement Fund's sole and exclusive account;

RESOLVED, FURTHER, that all things/acts done and documents executed and entered into by the aforementioned signatories pursuant to and in accordance with the foregoing authorities are hereby confirmed, affirmed and ratified;

RESOLVED, FINALLY, that this resolution shall remain valid, subsisting and enforceable unless subsequently modified, revoked, rescinded or superseded by a resolution of the Board of Directors of the Corporation and a copy of such resolution is actually received by ATRAM Trust.

- 2.8 RESOLVED, That the Corporation hereby authorize Ms. Nancie M. Villaflo, Vice President/Comptroller and Rolando Danilo A. Bajao, Liaison Officer, to file/request the refund claim, to follow up and receive/claim the check with the Accounting Department of the Bureau of Internal Revenue (BIR) amounting to Thirty-Eight Million Fifty-Three Thousand Four Hundred Forty-Four Pesos and Thirty Centavos (P38,053,444.30) representing refund for overpayment of taxes paid with the BIR on cash dividends declared by the Corporation on February 21, 2018 and payable on April 18, 2018;

RESOLVED, FURTHER, That Mr. Ernest K. Cuyegkeng, Executive Vice President & Chief Financial Officer, is hereby authorized to sign the Special Power of Attorney for and in behalf of the Corporation for the said purpose.

3. Board Meeting held on July 2, 2019

- 3.1 RESOLVED, that the Board of Directors of the Corporation hereby approves the additional investment of A. Soriano Corporation in Fremont Holdings, Inc. amounting to ₱80.6 million.
- 3.2 RESOLVED, that the Board of Directors hereby authorizes A. Soriano Corporation (the "Corporation") to sell or transfer its 5,590 common shares in Medical Doctors Inc. in favor of Metro Pacific Hospital Holdings, Inc. ("MPHHI") for the price of ₱4,016.00 per share or total price of ₱22,449,440.00.

RESOLVED, FURTHER, that the Corporation hereby authorizes its Executive Vice President and CFO, Ernest K. Cuyegkeng to sign any and all documents necessary or desirable to effect the sale or transfer of the said shares to MPHHI.

4. Board Meeting held on September 16, 2019

- 4.1 RESOLVED, as it is hereby resolved, that the Material Related Party Transactions Policy of the Corporation pursuant to SEC Memorandum Circular No. 10, Series of 2019 is hereby approved.
- 4.2 RESOLVED, That the Corporation is hereby authorized to enter into a loan agreement with A. Soriano Corporation Retirement Trust Fund amounting to Three Hundred Sixty Three Million Five Hundred Thousand Pesos (₱363,500,000) under such term and conditions that may be for the best interest of the Corporation;

RESOLVED, FURTHER, That the following officers of the Corporation, namely: Ernest K. Cuyegkeng, Executive Vice President & Chief Financial Officer and Joshua L. Castro, Vice President & Assistant Corporate Secretary, are hereby authorized, as they are hereby authorized, directed and empowered to execute, sign and deliver any and all agreements, contracts and documents that may be necessary and/or required for the implementation of the foregoing resolution.

5. **Board Meeting held on November 19, 2019**

- 5.1 RESOLVED, as it is hereby resolved, that the Corporation, through its Board of Directors, officers and employees, expresses its deep sorrow and heartfelt condolences to the family of Mr. John L. Gokongwei, Jr. for his untimely and sad demise.

RESOLVED, FURTHER, as it is hereby resolved, that the Corporation expresses its sincerest thanks and gratitude to Mr. Gokongwei, Jr., for his invaluable services as Director of the Company for the last 39 years.

- 5.2 RESOLVED, that A. Soriano Corporation (the "Corporation") is hereby authorized to acquire Units A & D, 8th Floor of the 8 Rockwell, Makati City for Three Hundred Twenty Eight Million Eight Hundred Thousand Pesos (P328,800,000.00) under such terms and conditions that may be for the best interest of the Corporation;

RESOLVED, FURTHER, that Mr. Ernest K. Cuyegkeng, the Corporation's Executive Vice President and Chief Financial Officer, is hereby authorized to sign, execute and deliver, for and on behalf of the Corporation, the Deed of Absolute Sale and such other agreements, documents, or instruments that are required or necessary to give full force and effect to this resolution.

- 5.3 RESOLVED, as it is hereby resolved, that there is hereby declared out of the surplus profits of the Corporation, a special cash dividend of Twenty Five Centavos (P0.25) per share on the common stock of the Corporation, payable on December 18, 2019, to all stockholders of record as of the close of business on December 4, 2019, and Mr. Ernest K. Cuyegkeng, the Corporation's Executive Vice President and Chief Financial Officer, is hereby directed and authorized to cause the payment of the said cash dividend on the specified date.

- 5.4 RESOLVED, that Mr. Marlon Dorado, Liaison Staff, is hereby authorized to transact, for and in behalf of the Corporation, with the Registry of Deeds of Makati City and the Local Government of Makati City, in connection with the transfer of Units A & D, 8th Floor of the 8 Rockwell located at Hidalgo Drive, Rockwell Center, Makati City in the name of A. Soriano Corporation, with details as follows:

| CCT No. | Unit No. | Area (sqm) |
|----------------|-----------------|-------------------|
| 006-2019015121 | 8A | 391.46 |
| 006-019015122 | 8D | 391.46 |

6. Board Meeting held on February 19, 2020

- 6.1 RESOLVED, as it is hereby resolved, that the audited Financial Statements of A. Soriano Corporation for the year ended December 31, 2019 is hereby approved.
- 6.2 The Board proceeded to approve the record date, proxy validation date and the date of the Annual Stockholders' Meeting as follows:

Record Date – March 16, 2020

Proxy Validation Date – April 6, 2020

Date of Stockholders' Meeting – April 15, 2020

- 6.3 RESOLVED, That Article IX of the Articles of Incorporation of the Corporation is hereby amended to reclassify Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or a total par value of Five Million (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or a total par value of Five Million Pesos (P5,000,000.00) to read as follows:

The authorized capital stock of the Corporation is THREE BILLION FOUR HUNDRED SIXTY FOUR MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (P3,464,310,958) PESOS, Philippine Currency, and said capital stock is divided into **THREE BILLION FOUR HUNDRED FIFTY NINE MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (3,459,310,958) COMMON SHARES**, with a par value of ONE (P1.00) PESO per share and **FIVE HUNDRED MILLION (500,000,000) PREFERRED SHARES with a par value of ONE CENTAVO (P0.01)** per share.

RESOLVED, FURTHER, That Articles of Incorporation of the Corporation is hereby amended adding second, third, and fourth paragraphs to Article IX to indicate the features of the preferred shares as follows:

The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.

The holders of the preferred shares shall not be entitled to dividends.

The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.

RESOLVED, FURTHER, That the last paragraph of Article IX of the Articles of Incorporation is amended to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation to read as follows:

Stockholders shall have no preemptive rights in shares of stock which are issued by the corporation.

RESOLVED, FINALLY, That Article XIII is amended to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation to read as follows:

The Corporation reserves the right to amend, alter, substitute or revoke all or any of the clauses or provisions established in these Articles of Incorporation in the form and manner authorized by the existing laws or its amendments in the future, provided and whenever the stockholders representing two-thirds (2/3) of the outstanding shares of stock so agree, and all the rights and powers granted to the stockholders, directors, offices and agents of the Corporation are subject to the same reservation.”

ANNEX B

MANAGEMENT REPORT

I. Brief Description of General Nature and Scope of the Business and Management's Discussion and Analysis of Operation

Description of General Nature and Scope of Business

A. Soriano Corporation ("Anscor") was incorporated on February 13, 1930.

Anscor is a Philippine holding company with diverse investments. Anscor's major investments are in Phelps Dodge Philippines Energy Products Corporation ("PDP Energy") which manufactures wire and cable products and Seven Seas Resorts and Leisure, Inc., owner of Amanpulo Resort. It has an investment in a Company engaged in steel modular engineering, construction, LNG and gas distribution. It has other investments in companies engaged in a wide range of activities in the Philippines including aviation, business process outsourcing and real estate. As a holding company, the principal sources of income for Anscor are: the share in net earnings of the companies in which it has investments, management fees, interest income, dividends and gains from the sale of investments, mainly the trading gain on marketable securities and bonds.

Growing the businesses is vital to Anscor's long-term success. The Company keeps a tight watch on the existing portfolio of businesses and new opportunities as they emerge.

As of 31st December 2019, the Company's consolidated total assets stood at ₱23.1 billion. For the year ended 31st December 2019, consolidated revenues of the Company amounted to ₱10.7 billion.

A. Soriano Corporation has the following direct/indirect subsidiaries/ associates as of December 31, 2019:

| Company | Ownership | Business | Jurisdiction |
|--|-----------|--|-----------------------|
| A. Soriano Air Corporation | 100% | Rental | Philippines |
| Pamalican Island Holdings, Inc. | 62% | Holding Company | Philippines |
| Island Aviation, Inc. | 62% | Air Transport | Philippines |
| Anscor Consolidated Corporation | 100% | Holding Company | Philippines |
| Anscor International, Inc. | 100% | Holding Company | British Virgin Island |
| International Quality Healthcare Investment Ltd. | 100% | Manpower Services | British Virgin Island |
| IQ Healthcare Professional Connection, LLC | 93% | Manpower Services | USA |
| Prople Limited, Inc. | 32% | Business Processing & Outsourcing | Hongkong |
| Prople, Inc. | 32% | Business Processing & Outsourcing | Philippines |
| AG&P International Holdings, Pte Ltd. | 21% | Modular Steel Engineering / LNG Construction | Singapore |
| Anscor Holdings, Inc. | 100% | Real Estate Holding | Philippines |
| Akapulko Holdings, Inc. | 100% | Real Estate Holding | Philippines |
| Lakeroad Corporation | 100% | Real Estate Holding | Philippines |
| Mainroad Corporation | 100% | Real Estate Holding | Philippines |
| Makatwiran Holdings, Inc. | 100% | Real Estate Holding | Philippines |
| Makisig Holdings, Inc. | 100% | Real Estate Holding | Philippines |
| Malikhain Holdings, Inc. | 100% | Real Estate Holding | Philippines |
| Mountainridge Corporation | 100% | Real Estate Holding | Philippines |
| Rollingview Corporation | 100% | Real Estate Holding | Philippines |
| Timbercrest Corporation | 100% | Real Estate Holding | Philippines |
| Sutton Place Holdings, Inc. | 100% | Holding Company | Philippines |
| Phelps Dodge International Philippines, Inc. | 100% | Holding Company | Philippines |
| Minuet Realty Corporation | 100% | Landholding | Philippines |
| Phelps Dodge Philippines Energy Products Corporation | 100% | Wire Manufacturing | Philippines |
| PD Energy International Corporation | 100% | Wire Manufacturing | Philippines |
| AFC Agribusiness Corporation | 81% | Agricultural Land Holding | Philippines |
| Seven Seas Resorts and Leisure, Inc. | 62% | Villa Project Development | Philippines |
| Pamalican Resort, Inc. | 62% | Resort Operations | Philippines |
| Summerside Corporation | 40% | Real Estate Holding | Philippines |
| Vicinetum Holdings, Inc. | 32% | Holding Company | Philippines |
| Fremont Holdings, Inc. | 26% | Real Estate Holding | Philippines |
| ATRAM Investment Management Partners Corp. | 20% | Asset Management | Philippines |
| Direct WithHotels | 15% | Online Reservation | Philippines |
| KSA Realty Corporation | 14% | Realty | Philippines |

Below are the Key Performance Indicators of the Group:

Over the last years, consolidated revenues and net income from operations are as follows (in thousand pesos except earnings per share):

| | Years Ended December 31 | | |
|---|-------------------------|-------------------|--------------------|
| | 2019 | 2018 | 2017 |
| REVENUES | | | |
| Sale of goods – net | P 8,208,375 | P 8,292,509 | P 7,188,995 |
| Services | 1,342,390 | 1,314,705 | 1,059,796 |
| Dividend income | 373,587 | 301,778 | 270,687 |
| Interest income | 124,478 | 109,516 | 98,877 |
| | 10,048,830 | 10,018,508 | 8,618,355 |
| INVESTMENT GAINS (LOSSES) | | | |
| Gain on increase in market values of FVPL investments | 1,151,784 | 33,493 | 1,351,506 |
| Gain (loss) on disposal of subsidiaries | - | (6,111) | 1,097,862 |
| Gain (loss) on sale of FVOCI investments | 11,860 | (2,701) | 13,933 |
| | 1,163,644 | 24,681 | 2,463,301 |
| Equity in net losses – net of valuation allowance | (517,090) | (262,184) | (497,099) |
| TOTAL | 10,695,384 | 9,781,005 | 10,584,557 |
| INCOME BEFORE INCOME TAX | 2,367,750 | 1,252,042 | 2,889,439 |
| PROVISION FOR INCOME TAX | 429,374 | 347,219 | 253,436 |
| NET INCOME FROM CONTINUING OPERATIONS | 1,938,376 | 904,823 | 2,636,003 |
| NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS | - | - | (47,637) |
| NET INCOME | 1,938,376 | 904,823 | 2,588,366 |
| OTHER COMPREHENSIVE INCOME (LOSS) | (101,982) | 49,503 | (61,859) |
| TOTAL COMPREHENSIVE INCOME (LOSS) | P 1,836,395 | P 954,326 | P 2,526,508 |

(Forward)

| | Years Ended December 31 | | | | | |
|---|-------------------------|-----------|------|---------|------|-----------|
| | 2019 | | 2018 | | 2017 | |
| Net Income Attributable to: | | | | | | |
| Equity holders of the Parent | P | 1,843,615 | P | 808,387 | P | 2,547,459 |
| Noncontrolling interests | | 94,761 | | 96,437 | | 40,908 |
| | P | 1,938,376 | P | 904,823 | P | 2,588,367 |
| Total Comprehensive Income (Loss) | | | | | | |
| Attributable to: | | | | | | |
| Equity holders of the Parent | P | 1,741,633 | P | 857,889 | P | 2,485,600 |
| Noncontrolling interests | | 94,761 | | 96,437 | | 40,908 |
| | P | 1,836,394 | P | 954,326 | P | 2,526,50 |
| Earnings Per Share | | | | | | |
| Basic/diluted, for net income attributable to equity holders of the Parent | P | 1.53 | P | 0.67 | P | 2.08 |
| Basic/diluted, for net income from continuing operations attributable to equity holders of the Parent | P | 1.53 | P | 0.67 | P | 2.12 |
| Basic/diluted, for comprehensive income attributable to equity holders of the Parent | P | 1.44 | P | 0.71 | P | 2.03 |

Year 2019 Financial Performance

The Company's consolidated total revenues increased to P10.7 billion from P9.8 billion in 2018, resulting in a net income attributable to the parent company of P1.8 billion from P0.8 billion in 2018.

The improved profit came from an increase in market value of traded equities amounting to P1.0 billion versus a loss of P208.4 million in 2018, mainly from gains in International Container Terminal Services, Inc. and Y-mAbs Therapeutics, Inc., a US listed biotechnology company. The Company also reported higher dividend income and management fees, coupled with the decline in overhead and interest expense.

Parent company debt amounting to US\$2.25 million will be fully paid by the end of March 2020. The Company's book value per share increased from P15.32 to P15.95 as of December 31, 2019.

Total dividends of P0.50 per share were paid on April 10, 2019 and on December 18, 2019.

The Soriano Group Operations

PHELPS DODGE INTERNATIONAL PHILIPPINES, INC. (PDP)

A slowdown in public construction was felt due to the delayed passage of the 2019 national budget which pushed back some government infrastructure projects in the first half of the year. However, private construction grew at a faster pace than the previous year to 13.8% from 11.5%.

Though volume sold for the year was at par with last year, unit sales were strong in direct sales to developers and contractors. Strong demand for housing and business units from the Philippine Offshore Gaming Operators influx, and the continuing domestic demand from households and businesses contributed to the growth in this sector.

PDP's focus on new products and new services, and its emphasis on quality and service were vital in growing its sales to developers and contractors, and to general consumers, particularly in the provinces. The company's philosophy of a working partnership with its customers secured new dealers.

PDP's profit was ₱804.0 million, a milestone achievement as an unanticipated drop in copper prices enabled the company to lower its input costs, while the strong demand allowed its dealers and PDP to maintain prices.

The persistent momentum in profitable performance validates PDP's long-term strategy of building a wide array of services and products to serve customers. It also enables PDP to deploy capital to its manufacturing facilities, expand the company's product range and meet its delivery commitments. Internally, PDP continues to focus on its development program for key personnel.

The Company paid Anscor a cash dividend of ₱250.0 million and management fees of ₱99.0 million in 2019.

SEVEN SEAS RESORTS AND LEISURE, INC. (OWNER OF AMANPULO RESORT)

Although average occupancy of 54.2%, which was lower than the 58.8% occupancy rate in 2018, total revenues improved to ₱1.1 billion due to an 8% increase in the average room rate to ₱68,392 or US\$1,320. Net profit reached ₱213.8 million, slightly lower than last year.

In November 2019, the newly renovated Beachclub, housing one of Amanpulo's signature restaurants, was launched. The Beachclub kitchen was completely replaced and expanded, which will ensure that quality standards are maintained and it is prepared for the ISO 22000 certification in 2020.

The Resort was named as the second “Best Resort in Asia” by the Gallivanter’s Guide, an elite publication that caters to hotel aficionados and sets the benchmark for high-end travellers. In the Condé Nast Traveller’s Gold List 2019 issue, Amanpulo’s treetop pool casita was featured for the “wow factor” of its private pool.

Harper’s Bazaar Magazine, a leading lifestyle magazine in the United States, mentioned Amanpulo as “The Resort to Visit”, with the Philippines ranked as the 10th top destination out of the 20 Best Places to Travel in 2020. Lifestyle Asia Singapore named Amanpulo as one of the “Best Luxury Resorts in Palawan to Check Into” in its November 2019 issue.

With the launch of the Amanpulo Kite and Surf Centre, the Resort was nominated at the Aman Global Awards 2019 for the “Pathfinder Award”, a much-coveted recognition for innovations that enhance guest experiences and contribute remarkable revenue.

AGP INTERNATIONAL HOLDINGS PTE LTD. (AG&P)

AG&P’s revenues grew to US\$178.4 million in 2019, as the company executed projects won the previous year and secured majority control of Gas Entec, the Korean Liquefied Natural Gas (LNG) engineering firm recognized as the world-standard for small scale floating LNG solutions.

It also acquired a significant minority stake in the Norwegian shipping company, Kanfer Shipping AS, which provides proprietary solutions to bring LNG in small vessels across seas and shallow waters. This, along with Gas Entec, add to the company’s capability to deliver LNG to markets where traditional solutions are not viable.

The company registered a net loss of US\$24.4 million for 2019, due to up front development expenses for natural gas projects in India.

In 2020, the company expects to break ground on its first LNG terminal in India and begin City Gas Distribution operations, thus, establishing it as a leading player in downstream gas logistics infrastructure. The company is, on paper, the largest foreign private player in the City Gas Distribution sector in India, with twelve 25-year exclusive concessions to distribute natural gas to over 66 million people.

AG&P also received a substantial equity investment to develop and execute the company’s LNG projects from two leading Japanese institutions, Osaka Gas, a leading Japanese utility, and Japan Bank for International Cooperation, a unit of the Government of Japan.

ATRAM INVESTMENT MANAGEMENT PARTNERS CORPORATION (ATRAM)

As of end-2019, ATRAM had assets under management (AUM) of about ₱138.7 billion which were 29% higher than the end-2018 AUM of ₱107.2 billion. The increase in AUM was attributable to net inflows from both existing and new clients and market gains.

ATRAM launched five new feeder funds in 2019 that grew to around ₱6.1 billion in AUM.

As a testament to ATRAM's outstanding performance in 2019, several associations identified ATRAM's funds as outperformers in the industry.

The Asset, a financial magazine focused on Asia, recognized ATRAM as the Top Investment House in the Philippines for the Local Bond category. CFA Society Philippines cited ATRAM's Alpha Opportunity Fund as the Best Managed Equity Fund of 2019. In addition, the Philippine Investment Funds Association also recognized three of ATRAM's mutual funds as outperformers in the equity fund, bond fund, and balanced fund categories.

Seedbox, ATRAM's digital wealth platform, also achieved stellar growth for 2019. Seedbox grew its user base from around 72,000 in 2018 to around 570,000 by end-2019. Apart from the rapid growth of users, Seedbox processes approximately 50,000 subscriptions monthly.

Overall, ATRAM set new milestones in 2019 as it reached new heights and capitalized on new opportunities. ATRAM aims to grow even faster by expanding its digital and geographic reach.

KSA REALTY CORPORATION (owner of the Enterprise Center)

KSA Realty Corporation, a subsidiary of Shang Properties, Inc., owns The Enterprise Center ("TEC"), one of the most prominent addresses in the country's premier financial district.

In 2019, TEC registered an occupancy rate of 98%. Rental rates grew to an average of ₱1,430 per square meter, from 2018's ₱1,320 per square meter, at year end.

Revenue was ₱1.4 billion in 2019 from ₱1.3 billion in 2018. Net income increased by 16.6%, from ₱964.0 million in 2018 to ₱1.1 billion in 2019.

KSA paid cash dividends of ₱1.4 billion, of which ₱189.9 million accrued to Anscor.

STARTUP AND PRIVATE EQUITY VENTURES

A portion of the Company's assets are dedicated to early stage and private equity opportunities.

Anscor began investing in ***Y-mAbs Therapeutics, Inc.*** in 2015. Y-mAbs is a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel, antibody-based therapeutic products to treat cancer. The company has a broad and advanced product pipeline, including two pivotal-stage product candidates, naxitamab and omburtamab.

Y-mAbs' had a successful initial public offering in September 2018 on the NASDAQ (Ticker: YMAB) and generated an unrealized gain of US\$8.0 million for Anscor in year 2019.

The Company invested US\$5.0 million in ***Macquarie ASEAN Technology Investments Holdings II LP***, a special purpose vehicle invested exclusively in shares of Grab Holdings, Inc. Grab is the leading on-demand transportation provider in Southeast Asia with over 80% market share across seven countries, including the Philippines.

Madaket Healthcare is an innovative US software service platform that automates healthcare provider data management processes. It has 1.2 million providers under contract for Electronic Data Interchange Enrollment.

Medifi is a Philippine-based online healthcare platform that connects doctors and patients.

In 2019, Anscor committed to invest US\$10.0 million in ***Navegar II LP***, a Philippine focused private equity fund, which will begin deploying funds in early 2020.

To date, the Company has made a total investment in ***Sierra Madre Philippines I LP*** of US\$2.2 million out of US\$9.0 million commitment. Also a Philippine based private equity fund, the Fund is in a logistics company. The Fund's investment consist of a logistics and a semi-conductor services company.

Other Information

Except as discussed above, disclosures of the following information are not applicable for the registrant and its subsidiaries:

Business Development

- Bankruptcy, receivership or similar proceedings
- Material reclassification, merger, consolidation or purchase or sale of a significant amount of asset

Business of the Issuer

- Distribution methods of the products or services
- Status of any publicly-announced new product and services
- Competition
- Transaction with and/or related parties (except those disclosed in the notes to financial statements)
- Patents, trademarks, copyrights, licenses, franchises, royalty, etc.
- Need for any government approval of principal products and services
- Effect of existing or probable governmental regulations on the business
- The amount spent on development activities and its percentage to revenues during each of the last three years.

Anscor and its subsidiaries are not aware of any major risks involved in their businesses.

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

| | Years Ended December 31 | |
|---|--------------------------------|-------------|
| | 2019 | 2018 |
| Revenues (excluding investment gains or losses) | 1,770,817 | 1,437,637 |
| Investment Gains (Losses) | 856,917 | (475,201) |
| Net Income | 2,334,750 | 773,025 |
| Total Comprehensive Income | 2,357,159 | 733,377 |
| Earnings Per Share: | | |
| Net Income | 0.93 | 0.31 |
| Total Comprehensive Income | 0.94 | 0.29 |
| Market Price Per Share (PSE) | 6.42 | 6.50 |

Significant financial indicators of the Group are the following:

| | 12/31/2019 | 12/31/2018 | 12/31/2017 |
|--|---------------|------------|------------|
| 1. Book Value Per Share (Note 1) | 15.95 | 15.32 | 15.06 |
| 2. Current Ratio (Note 2) | 9.82 | 7.48 | 8.43 |
| 3. Interest Rate Coverage Ratio (Note 3) | 49.96 | 18.17 | 32.34 |
| 4. Debt to Equity Ratio (Note 4) | 0.13 | 0.17 | 0.19 |
| 5. Asset to Equity Ratio (Note 5) | 1.16 | 1.20 | 1.22 |
| 6. Profit Ratio (Net Income Attributable to Equity Holdings of the Parent/ Total Revenues) | 18.35% | 8.07% | 27.07% |
| 7. Return on Equity (Net Income/Equity Attributable to Equity Holdings of the Parent) | 9.24% | 4.35% | 13.90% |

Note 1 – Equity Attributable to Equity Holdings of the Parent/Weighted Average Number of 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

| | 12/31/2019 | 12/31/2018 | 12/31/2017 |
|-----------------|--------------|------------|------------|
| 1. Net sales | 8,208 | 8,293 | 7,189 |
| 2. Gross profit | 1,567 | 1,231 | 1,079 |
| 3. Net income | 804 | 636 | 546 |

Seven Seas Group

In Million Pesos

| | 12/31/2019 | 12/31/2018 | 12/31/2017 |
|---------------------------------------|----------------|------------|------------|
| 1. Occupancy rate | 54.2% | 58.8% | 55.2% |
| 2. Hotel revenue | 1,140.9 | 1,100.8 | 861.2 |
| 3. Gross operating profit (GOP) | 537.5 | 509.8 | 332.8 |
| 4. GOP ratio | 47.1% | 46.3% | 39.0% |
| 5. Resort net income | 213.8 | 225.4 | 99.5 |
| 6. Villa development/lease net income | 12.5 | 9.9 | 1.0 |
| 7. Consolidated net income | 236.1 | 235.3 | 100.5 |

Occupancy rate is based on actual room nights sold over room nights on a 12-month period. Hotel revenues include rooms, food and beverage and other ancillary services. GOP is total revenues less direct costs and GOP ratio is GOP over total hotel revenues.

Outlook

For PDP, the outlook for construction and real estate growth remains positive with development spreading to areas outside Metro Manila. Infrastructure projects including those in key cities outside of the metropolis are expected to continue. The strengthening of customer and dealer partnerships, and its internal program for people development will remain a vital backbone for its success.

The current travel restrictions notwithstanding, Amanpulo will continue to set a benchmark for beach resorts, much more so as it prepares for the ISO 22000 certification in 2020.

The Company will monitor the economic climate and maintain flexibility to adjust to market conditions affecting its existing and new investments.

Anscor will remain on course, undeterred, as it continually seeks strategic opportunities for the Company to further grow and evolve.

Employees

The Company and the Group as of December 31, 2019, has 24 and 710 employees, respectively. Breakdowns are as follows:

| | Parent | Subsidiaries | Group |
|---------------|---------------|---------------------|--------------|
| Management | 12 | 178 | 190 |
| Rank and file | 12 | 508 | 520 |
| TOTAL | 24 | 686 | 710 |

- The Company and the Group were not subjected to any employees' strike in the past three years nor were there any threatening strike for the ensuing year.
- Employees of the Group are not subject to Collective Bargaining Agreement (CBA).
- The Group provides various employee benefits including health care and retirement benefits and has enjoyed good labor relations in the past.

Properties

Anscor owns and maintains its office at 7th Floor, Pacific Star Building in Makati City with approximately 2,000 square meters. Also, the company owns office unit A and D, 8th Floor, at 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City.

Information regarding properties of major subsidiaries and affiliates are:

- PDP Energy plants are situated on an 18.4 hectares property owned by Phelps Dodge's wholly owned subsidiary, Minuet Realty Corporation, in the Luisita Industrial Park in San Miguel, Tarlac.
- Seven Seas owns a 40-room resort in Pamalican Island, called Amanpulo. This covers about 75 hectares of land, with 40 room casitas of about 65 sq. meter each and back of house facilities to service its power and water and staff house requirements. Additional 62 villa rooms are available for rent under the management agreement executed by PRI and the villa owners as of December 31, 2019.
- AHI has interests in land covering an area of approximately 111.39 hectares in Berong, Palawan, 24.1 hectares in San Vicente, Palawan and parcels of land with a total area of 36.9 hectares in Cebu. Also, AHI owns 1.27 hectare properties in Puerto Princesa.
- AFC Agribusiness has 97.4 hectares of land in Guimaras.

Other Information:

- The registrant is not involved in lease contracts requiring it to pay substantial amount of rental fees.
- There were no commitments for major capital expenditures or acquisitions of properties in the next twelve (12) months.

Financial Condition

There was no significant change in the Company's Balance Sheet as of December 31, 2019 versus December 31, 2018.

The discussions below were based on the consolidated balance sheet of the Company and its subsidiaries as of December 31, 2019 and 2018.

Cash and Cash Equivalents

The decrease in cash and cash equivalents can be attributed to net cash used in investing and financing activities amounting to ₱1.4 billion, partially offset by cash generated from operating activities.

(Please see attached consolidated cash flow statements for detailed analysis of cash movements.)

Fair Value Through Profit and Loss (FVPL) Investments

The increase in the account can be attributed to the ₱1.2 billion increase in market value of local traded shares and foreign denominated investment in bonds, stocks and funds. Net additions for the year amounted to ₱591.8 million and unrealized foreign exchange loss related to foreign denominated investments amounts to ₱51.3 million.

Receivables

The increase in receivables was mainly due to higher revenues of Amanpulo/ PRI.

Inventories

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

Prepayments

Increase in this account can be attributed mainly to prepaid expenses related to manufacturing and resort operations.

Other Current Assets

Change in the account balance can be attributed to the increase in deposits to the contractors and suppliers of the resort.

Fair Value Through Other Comprehensive Income (FVOCI) (current and noncurrent)

Net decrease in this account amounted to ₱363.8 million. The decrease can be attributed to net disposal of ₱379.2 million and unrealized foreign exchange loss of ₱8.7 million, partially offset by the increase in market value of AFS investments of about ₱25.2 million.

Investments and Advances

The decrease in investments and advances were due to share in net losses of associates amounting to ₱517.1 million and the unrealized foreign exchange loss related to foreign equity investment of ₱68.0 million. Additional advances made by the parent company amounted to ₱80.6 million.

Property, Plant and Equipment - Net

Depreciation charged to operations amounted to ₱272.1 million while net additions to property and equipment amounted to ₱256.5 million that was mainly attributable to capital expenditures of the manufacturing, resort and aviation subsidiaries.

Investment Properties - Net

Additions to investment properties pertained to purchase of office condominium units at 8 Rockwell Building, offset by depreciation.

Retirement Plan Assets

Change in the retirement plant asset arises mainly from valuation of plan assets.

Deferred Income Tax Assets

Increase in the account was mainly due to deferred tax effect of the allowance for impairment loss on receivables and inventories of the manufacturing subsidiary.

Right-of-Use-Assets

With the adoption of PFRS 16, *Leases*, the manufacturing subsidiaries, as lessees, recognized assets representing the right to use the assets/properties during the lease term.

Notes Payable

The decrease in the account was due to payment of short-term loan by PDP Energy.

Accounts Payable and Accrued Expenses

The increase was mainly attributable to the recorded liabilities to the suppliers of the resort and wire manufacturing subsidiaries.

Lease Liabilities (current and noncurrent)

With the adoption of PFRS 16 *Leases*, the manufacturing subsidiary as a lessee recognized a liability for future lease payments.

Income Tax Payable

Movement in the account was attributable to tax provision of the resort and wire manufacturing subsidiaries for 2019, partially offset by income taxes paid during the year by the Group.

Long-term Debt (current and noncurrent)

The decrease in the account can be attributed to payment by the Parent Company and PDP of the loan principals in 2019. Unrealized foreign exchange loss amounted to ₱11.8 million from the translation of the foreign denominated loan as of December 31, 2019.

Deferred Income Tax Liabilities

Increase in the account was mainly due to the deferred tax effect on the increase in value of AFS investments, bonds, unquoted equities and funds and accrued management fees.

Retirement Benefits Payable

Changes in the account resulted from remeasurement of retirement obligation and changes in the financial assumptions.

Other noncurrent liabilities

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

Cumulative Translation Adjustment (CTA)

The decrease of ₱112.3 million was due to depreciation of US Dollar vis-à-vis Philippine peso of the Dollar-denominated investments of Anscor International, Inc.

Unrealized Valuation Gains (losses) on FVOCI investments (equity portion)

Increase in the account is attributable to the improved market values of FVOCI investments in bonds from January 1 to December 31, 2019.

Remeasurement on Retirement Benefits

Decrease in the account was mainly due to net effect of the increase in the retirement benefits payable and the retirement plan assets.

Noncontrolling Interests (equity portion)

Increase was mainly due to share of minority shareholders in the net income of the resort and aviation subsidiaries for the year 2019.

Others

There were no commitments for major capital expenditures in 2019.

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 Group's recurring revenues and profits.

The discussions below were based on the consolidated results of the Company and its subsidiaries for the year ended December 31, 2019 as compared to consolidated results for the year ended December 31, 2018:

Revenues

This year's consolidated gross revenues of ₱10.7 billion was higher than last year's revenue of ₱9.8 billion, mainly due to the gain on increase in market value of FVPL investments of ₱1.2 billion vis-à-vis a gain of ₱33.5 million in 2018. Also, the dividend income of the Parent Company was higher in 2019.

Cost of Goods Sold

Decrease in cost of goods sold was mainly attributable to lower cost of goods of the wire manufacturing subsidiary.

Services Rendered

Increase in cost of services rendered can be attributed to higher cost of services of resort operation, mainly energy costs.

Operating Expenses

The Group reported higher operating expenses mainly due to increased overhead of the resort and manufacturing subsidiaries.

Interest Expense

Amount in 2019 was lower than 2018 due to payment of long-term loan by the Parent Company and PDP.

Foreign Exchange Gain (Loss) - Net

Due to the appreciation of Peso vis-à-vis US Dollar, the Parent Company reported higher foreign exchange loss on foreign-currency denominated investment in financial assets offset by foreign exchange gain on its Dollar-denominated loan.

Provision for Income Tax - Net

The current provision for income tax of the Group increased primarily due to higher taxable income of PDP which reported improved profits for 2019.

Year Ended December 31, 2018 Compared with Year Ended December 31, 2017 (as reported in 2018 SEC 17-A)***Revenues***

This year's consolidated gross revenues of ₱9.8 billion was lower by ₱803.6 million from last year's revenue of ₱10.6 billion. Revenues in 2017 include gain of ₱1.1 billion from divesting Cirrus Medical Staffing, Inc. (CMSI). In addition, the gain on increase in market value of FVPL investments last year was ₱1.4 billion versus a gain of ₱33.5 million in 2018. These were offset by the increase in sales revenue of PDP Energy, which was higher by ₱1.1 billion or 15.4%. Also, resort operations reported improved revenues.

Cost of Goods Sold

Increase in cost of goods sold was mainly attributable to higher cost of goods sold of the wire manufacturing subsidiary due to their increased revenues.

Services Rendered

Increase in cost services rendered was mainly attributable to higher cost of services of resort operation.

Operating Expenses

The Group reported higher operating expenses mainly due increased expenses of the Resort due to its higher occupancy rate.

Interest Expense

Amount in 2018 was lower than 2017 due to payment of long-term loan by the Parent Company and PDP.

Foreign Exchange Gain

Due to the deprecation of Peso vis-à-vis US Dollar, the Parent Company reported higher foreign exchange gain on foreign currency denominated investment in financial assets offset by foreign exchange loss on its Dollar-denominated loan.

Provision for Income Tax - Net

The current provision for income tax of the Group increased due to higher taxable income of PDP and Seven Seas which reported higher profits for 2018.

Noncontrolling Interests (Statements of Income)

Increase was mainly due to share of minority shareholders in the higher net income of Seven Seas for the year 2018.

**Year Ended December 31, 2017 Compared with Year Ended December 31, 2016
(as reported in 2017 SEC 17-A)**

Revenues

This year's consolidated gross revenues of ₱11.7 billion was lower by ₱202.2 billion from last year's revenue of ₱11.9 billion. The Group realized a ₱1.1 billion gain from divesting Cirrus Medical Staffing, Inc. Gains from the sale of AFS investments fell to ₱433.2 million, from ₱555.6 million in 2016, due to the decision to defer the sale of certain publicly traded shares that are expected to realize higher gains in the future. These decreases in revenues were offset by dividend income which improved by 24%, to ₱270.7 million, primarily because of an increased payout ratio from International Container Terminal Services, Inc.

Service revenue of Cirrus Medical Staffing was consolidated only up to October 19, 2017. Also, the Group recognized revenue from the sale of two (2) villas by Seven Seas amounting to ₱635.5 million in 2016.

Services Rendered

Cost of service rendered of Cirrus Medical Staffing was consolidated only up to October 19, 2017 which primarily decreased the cost of services for 2017.

Cost of Goods Sold

Increase in cost of goods sold was due to higher manufacturing costs of PDP attributable to higher copper price.

Cost of Real Estate

This pertains to project cost of villas sold in 2016 by Seven Seas.

Operating Expenses

The Group reported higher operating expenses for 2017 mainly due to bonus paid to an officer arising from the sale of Cirrus Medical Staffing group and increased expenses of Resort due to higher occupancy rate.

Interest Expense

Amount in 2017 was slightly lower than 2016 due to payment of long-term loan by the Parent Company and PDP.

Foreign Exchange Loss

Due to the depreciation of Peso vis-à-vis US Dollar, the Parent Company reported higher foreign exchange loss on its Dollar-denominated loan offset by foreign exchange gain on its foreign currency denominated investment in financial assets.

Others Charges – Net

For 2017, the Parent Company provided valuation allowances for AFS investments amounting to ₱125.6 million. Valuation allowances in 2016 were higher at ₱590.9 million.

Provision for Income Tax - Net

The current provision for income tax of the Group decreased mainly due to lower income of PDP. Also, Cirrus income tax was consolidated up to October 19, 2017.

Noncontrolling Interests (Statements of Income)

Decrease was mainly due to deconsolidation of Cirrus Medical Staffing.

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have a significant impact on the Group's financial position or performance unless otherwise indicated.

- **PFRS 16, *Leases***

PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17, *Leases*. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

PFRS 16 also requires lessees and lessors to make more extensive disclosures than under PAS 17. The adoption of PFRS 16 has no significant impact on the consolidated financial statements since most of the leases are made within the Group.

- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, *Income Taxes*. It does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How an entity considers changes in facts and circumstances.

The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty.

The Group applies significant judgement in identifying uncertainties over income tax treatments. Upon adoption of the Interpretation, the Group considered whether it has any uncertain tax positions. The Group determined that it is probable that its tax treatments will be accepted by the taxation authorities. The Interpretation did not have an impact on the consolidated financial statements of the Group.

- Amendments to PFRS 9, *Prepayment Features with Negative Compensation*

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

These amendments had no impact on the consolidated financial statements of the Group.

- Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and
- Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

The amendments had no impact on the consolidated financial statements of the Group as it did not have any plan amendments, curtailments, or settlements during the year.

- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*

The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.

The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, *Investments in Associates and Joint Ventures*.

These amendments had no impact on the consolidated financial statements as the Group does not have long-term interests in its associate and joint venture.

Annual Improvements to PFRSs 2015-2017 Cycle

- Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements, Previously Held Interest in a Joint Operation*

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after January 1, 2019, with early application permitted. These amendments had no impact on the consolidated financial statements of the Group as there is no transaction where joint control is obtained.

- Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application is permitted. These amendments had no impact on the consolidated financial statements of the Group because dividends declared by the Group do not give rise to tax obligations under the current tax laws.

- Amendments to PAS 23, *Borrowing Costs*, *Borrowing Costs Eligible for Capitalization*

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted.

Since the Group's current practice is in line with these amendments, they had no impact on the consolidated financial statements of the Group.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2020

- Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

These amendments will apply on future business combinations of the Group.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

Effective beginning on or after January 1, 2021

- PFRS 17, *Insurance Contracts*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements* and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

Other Financial information

- There are no material events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- There are no off-balance sheet transactions, arrangements, obligations including contingent obligations, and other relationships of the Company with unconsolidated entities or other persons created during the year.
- There were no commitments for major capital expenditures in 2019 and onwards.
- The management has no knowledge of known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenue or income from continuing operations.

- There are no seasonality or cyclical trends in the business that would have material effect on the Company's result of operations and financial condition.
- There is no other change in composition of the registrant, no restructuring, except the business combination mentioned above.
- There is no other material event subsequent to the reporting period that has not been reflected in the financial statements.

Financial Statements

1. The financial statements were presented using the classified balance sheet format in accordance with the Philippines Financial Reporting Standards (PFRSs).
2. The financial statements were prepared in accordance with the disclosures required by Revised SRC Rule 68 and the applicable PFRSs.
3. The consolidated financial statements included disclosures with regards to new accounting standards that the Company and its subsidiaries adopted.

Audited Financial Statements

The audited Financial Statements as of 31 December 2019 are included in pages 13 to 111 while the Statement of Management Responsibility is on page 12 of the 2019 Annual Report in the same CD containing this Definitive Information Statement.

II. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

The Company has no disagreement with its independent auditors on Accounting and Financial Disclosures and changes in Accounting and Financial Disclosures are included in the attached Notes to the Financial Statements, if applicable.

III. External Audit Fees

SyCip Gorres Velayo & Co. (SGV) has been the Company's independent auditors since its establishment in 1946. They will again be nominated for reappointment and presented for approval by the stockholders during the stockholders' meeting as external auditors for the ensuing calendar year. Unless marked to the contrary, proxies received will be voted FOR the appointment of SGV as the independent auditors for the ensuing year. The Management recommends a vote FOR the appointment of SGV as independent auditors of the Company for the ensuing year.

In compliance with SRC Rule 68 paragraph 3(b) (IV) (Rotation of External Auditors), the SGV audit partner, as of December 2019, is Ms. Dhonabee B. Señeres, who is on her first year of audit engagement.

A representative of SGV is expected to be present at the Annual Meeting to respond to appropriate questions from the stockholders and to make a statement if so desired.

Audit and Audit Related Fees

The Company paid to its external auditors the following fees for the past two years:

| Year | Audit Fees |
|------|----------------|
| 2019 | ₱ 1,320,000.00 |
| 2018 | ₱ 1,275,000.00 |

The audit fees were evaluated and approved by the Audit Committee based on the scope of work of external auditors and the complexity of accounting and audit issues identified. There are no other fees paid to the external auditors for other assurance and related services.

Tax Consultancy and Other Fees

Tax consultancy and other fees paid by the Company to SGV for the year 2019 amounted to ₱1,944,667.30.

IV. Market Price of Shares and Dividends

The Principal Market where the registrant's Common equity is traded:

Philippine Stock Exchange
Latest Market Price – 31 January 2020

| Previous close | High | Low | Close |
|----------------|------|------|-------|
| 6.00 | 6.37 | 6.24 | 6.24 |

The following are the high and low sale prices of the shares of the Company for each quarter within the last two fiscal years:

| | 2019 | | 2018 | |
|---------|------|------|------|------|
| Quarter | High | Low | High | Low |
| First | 6.88 | 6.26 | 7.90 | 6.22 |
| Second | 6.87 | 6.35 | 6.60 | 5.95 |
| Third | 7.13 | 6.55 | 6.20 | 5.95 |
| Fourth | 6.97 | 6.31 | 6.54 | 6.10 |

Source: PSE Report

The total number of stockholders/accounts as of 31 January 2020 is 11,089 holding 2,500,000,000 shares of common stock.

Dividends

In 2019, the Board of Directors declared the following cash dividends:

| Classification | Peso Rate Per Share | Declaration Date | Record Date | Payable Date |
|-----------------------|----------------------------|-------------------------|--------------------|---------------------|
| Regular | 0.20 | 21-Feb-19 | 15-Mar-2019 | 10-Apr-2019 |
| Special | 0.05 | 21-Feb-19 | 15-Mar-2019 | 10-Apr-2019 |
| Special | 0.25 | 19-Nov-19 | 04-Dec-2019 | 12-Dec-2019 |

The cash dividends declared by the Board of Directors in 2018 was:

| Classification | Peso Rate Per Share | Declaration Date | Record Date | Payable Date |
|-----------------------|----------------------------|-------------------------|--------------------|---------------------|
| Regular | 0.20 | 22-Feb-18 | 26-Mar-2018 | 18-Apr-2018 |
| Special | 0.30 | 22-Feb-18 | 26-Mar-2018 | 18-Apr-2018 |

There is no restriction on payment of dividends other than the availability of retained earnings following the SEC rule on calculation of available retained earnings for dividend declaration. As of 31 December 2019, the Company has sufficient retained earnings available for dividend declaration.

Security Holders

The top 20 stockholders as of 31 January 2020 based on Stock Transfer Service, Inc. report is broken down as follows:

| Stockholder Name | Number of Common Shares | % of Ownership |
|---|-------------------------|----------------|
| 1. Anscor Consolidated Corporation | 902,252,303 | 36.086 |
| 2. PCD Nominee Corp. (Non-Filipino) | 498,014,501 | 19.921 |
| 3. PCD Nominee Corp. (Filipino) | 469,215,166 | 18.769 |
| 4. A-Z Asia Limited Philippines, Inc. | 161,546,329 | 6.462 |
| 5. Universal Robina Corporation | 64,605,739 | 2.584 |
| 6. Philippines International Life Insurance Co., Inc. | 57,921,593 | 2.317 |
| 7. A. Soriano Corporation Retirement Plan | 56,000,000 | 2.240 |
| 8. C & E Property Holdings, Inc. | 28,011,922 | 1.120 |
| 9. Edmen Property Holdings, Inc. | 27,511,925 | 1.100 |
| 10. MCMS Property Holdings, Inc. | 26,513,928 | 1.061 |
| 11. Express Holdings, Inc. | 23,210,457 | 0.928 |
| 12. EJS Holdings, Inc. | 15,518,782 | 0.621 |
| 13. Intelli Searchrev Corporation | 11,129,600 | 0.445 |
| 14. DAO Investment & Management Corp. | 8,628,406 | 0.345 |
| 15. Philippines Remnants Co., Inc. | 7,556,183 | 0.302 |
| 16. Astraea Bizzara Corporation | 3,292,615 | 0.132 |
| 17. Balangingi Shipping Corporation | 2,767,187 | 0.111 |
| 18. Northpaw Incorporated | 2,705,000 | 0.108 |
| 19. Jocelyn C. Lee | 2,000,000 | 0.080 |
| 20. Lennie C. Lee | 2,000,000 | 0.080 |
| Total | 2,370,401,636 | 94.816 |

* Included 347,619,943 shares of Anscor Consolidated Corporation.

There are no recent sales of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction.

V. Compliance with Leading Practice on Corporate Governance

As part of the Company's continuing efforts to comply with leading practice on corporate governance, on 10 March 2010, the Company submitted to the SEC and PSE its revised Manual on Corporate Governance in conformity with SEC Memorandum Circular No. 6, Series of 2009. The Manual on Corporate Governance was further revised on 18 February 2011 to comply with additional requirements of the SEC. On 02 July 2014, the Company submitted to the SEC and PSE its Amended Manual on Corporate Governance in conformity with SEC Memorandum Circular No. 9, Series of 2014.

With the promulgation of the Code of Corporate Governance for Publicly Listed Companies under SEC Memorandum Circular No. 19 dated November 22, 2016, the Company submitted to the SEC and PSE its Manual on Corporate Governance in compliance with said Circular. This Manual superseded all previous Manuals on Corporate Governance of the Company including its revisions.

All the revisions to the Manual on Corporate Governance are discussed and deliberated upon by the Board of Directors prior to its approval and subsequent submission to the SEC.

The Board of Directors and Management evaluates on an annual basis, the Company's compliance with the Manual on Corporate Governance. The different Board Committees also evaluate the level of compliance with the Manual on Corporate Governance.

The Company continues to improve its systems and processes to enhance adherence and fully comply with leading practices on good corporate governance. These improvements are contained in the Company's Integrated Annual Corporate Governance Report and updates thereto to be submitted to the SEC yearly. Further, Directors of the Company are required, before assuming office and annually thereafter, to attend a seminar on Corporate Governance conducted by a duly recognized private or government institution.

Likewise, following SEC's thrust to promote a better corporate governance environment, the Company complied with SEC Memorandum Circular No. 11, Series of 2014, which provides for template for publicly-listed companies' websites. The Company's website contains all the items indicated in said Circular.

As of 31 January 2020, there were no deviations from the Company's Manual on Corporate Governance.



Sycip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
A. Soriano Corporation
7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Extension
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A. Soriano Corporation and its subsidiaries as at December 31, 2019 and 2018, and for each of the three years in the period ended December 31, 2019, and have issued our report thereon dated February 19, 2020. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Dhonabee B. Señeres
Partner

CPA Certificate No. 97133

SEC Accreditation No. 1196-AR-2 (Group A),

October 18, 2018, valid until October 17, 2021

Tax Identification No. 201-959-816

BIR Accreditation No. 08-001998-98-2018,

February 2, 2018, valid until February 1, 2021

PTR No. 8125303, January 7, 2020, Makati City

February 19, 2020

**A. SORIANO CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES**

- Annex C: Supplementary Schedule of Retained Earnings Available
 for Dividend Declaration
- Annex D: Group Structure

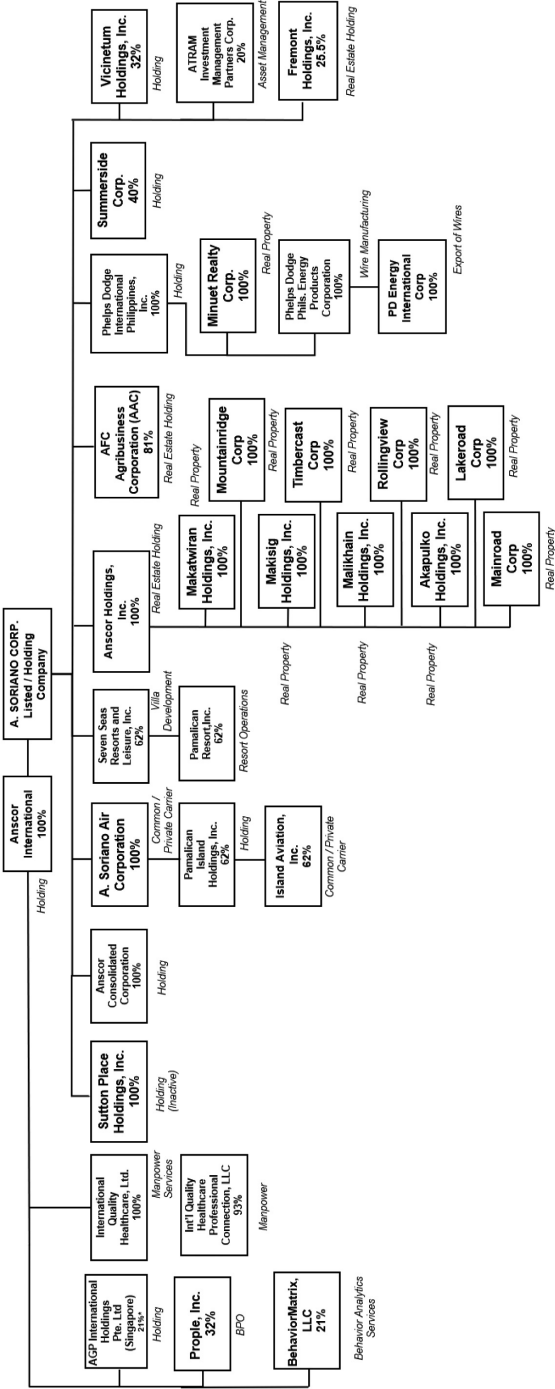
ANNEX C

A. SORIANO CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
DECEMBER 31, 2019

| | | |
|--|----------------------|------------------------|
| Unappropriated retained earnings, | | |
| as adjusted to available for dividend | | |
| distribution, January 1, 2019 | | ₱ 2,829,047,007 |
| <hr/> | | |
| Add: Net income actually earned/realized | | |
| Net income during the period | 2,334,750,445 | |
| Deferred taxes | 28,477,128 | |
| Fair value adjustment related to unrealized | | |
| market gains of FVPL investments | (625,177,818) | 1,738,049,755 |
| Net income actually earned | | 4,567,096,762 |
| Less dividend declarations | | (1,250,000,000) |
| <hr/> | | |
| Total retained earnings available | | |
| for dividend declaration, | | |
| December 31, 2019 | | ₱ 3,317,096,762 |
| <hr/> | | |

ANNEX D

A. SORIANO CORPORATION AND SUBSIDIARIES
GROUP STRUCTURE
DECEMBER 31, 2019





Sycip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
A. Soriano Corporation
7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Extension
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A. Soriano Corporation and its subsidiaries as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, and have issued our report thereon dated February 19, 2020. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Dhonabee B. Señeres

Partner

CPA Certificate No. 97133

SEC Accreditation No. 1196-AR-2 (Group A),
October 18, 2018, valid until October 17, 2021

Tax Identification No. 201-959-816

BIR Accreditation No. 08-001998-98-2018,
February 2, 2018, valid until February 1, 2021

PTR No. 8125303, January 7, 2020, Makati City

February 19, 2020

A. SORIANO CORPORATION AND SUBSIDIARIES
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2019 AND 2018

| | | 2019 | 2018 |
|-------|------------------------------|---|--|
| i. | Current Ratio | $\frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$ | $\frac{15,567,827,551}{2,082,160,042}$ 7.48 : 1 |
| ii. | Acid Test Ratio | $\frac{\text{Total Current Assets less Inventories, Prepayments, and Other Current Assets}}{\text{Total Current Liabilities}}$ | $\frac{14,489,123,326}{2,082,160,042}$ 6.96 : 1 |
| iii. | Solvency Ratio | $\frac{\text{Net Income Attributable to Equity Holders of the Parent + Depreciation and amortization}}{\text{Total Liabilities}}$ | $\frac{1,061,207,017}{3,190,576,309}$ 33.26% |
| iv. | Debt-to-Equity Ratio | $\frac{\text{Total Liabilities}}{\text{Equity Attributable to Equity Holders of the Parent}}$ | $\frac{3,190,576,309}{18,575,908,931}$ 3.19 : 18.58 |
| v. | Asset-to-Equity Ratio | $\frac{\text{Total Assets}}{\text{Equity Attributable to Equity Holders of the Parent}}$ | $\frac{22,290,011,355}{18,575,908,931}$ 1.20 |
| vi. | Interest Rate Coverage Ratio | $\frac{\text{EBIT (earnings before interest and taxes)}}{\text{Interest expense}}$ | $\frac{1,324,950,320}{72,908,371}$ 18.17 |
| vii. | Return on Equity | $\frac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Equity Attributable to Equity Holders of the Parent}}$ | $\frac{808,386,813}{18,575,908,931}$ 4.35% |
| viii. | Return on Assets | $\frac{\text{Net Income Attributable to Equity Holders of the Parent}}{\text{Total Assets}}$ | $\frac{808,386,813}{22,290,011,355}$ 3.63% |

A. SORIANO CORPORATION AND SUBSIDIARIES
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2019 AND 2018

| | | 2019 | 2018 |
|-----|---|----------------|----------------|
| ix. | Profit Ratio | | |
| | Net Income Attributable to Equity Holders of the Parent | 1,843,615,322 | 808,386,813 |
| | Total Revenues | 10,048,830,100 | 10,018,507,445 |
| | | 18.35% | 8.07% |
| x. | Book value per share | | |
| | Equity Attributable to Equity Holders of the Parent | 19,943,119,811 | 18,575,908,931 |
| | Outstanding Number of Shares | 1,250,127,754 | 1,211,911,354 |
| | | 15.95 | 15.33 |



A. SORIANO CORPORATION

7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Ext.
1209 Makati City, Philippines

2019
ANNUAL
REPORT



A. SORIANO CORPORATION

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INSIDE
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COVER

CONCURRENT RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors of A. Soriano Corporation by unanimous concurrence, submits herewith the Statement and Annual Report of the Chairman of the Board and President of the Corporation as its own Report to the Stockholders for the year ended December 31, 2019.



ANDRES SORIANO III
Chairman

CHAIRMAN'S MESSAGE

THE 2019 PHILIPPINE ECONOMIC PICTURE

Gross domestic product grew by 5.9% in 2019, lower than the 6.2% growth registered in 2018.

In 2019, household consumption and services grew by 5.8% and 6.9%, respectively, with a modest increase experienced by the agriculture sector. There was a slowdown in most other sectors: exports, investment spending, construction and manufacturing. Among the contributors to this were the delayed passing of the national budget, challenges from traffic congestion and its impact on productivity, a water shortage and depressed rice prices.

On a positive note, inflation averaged 2.5%, an improvement from last year's 5.2%. The Philippine Stock Exchange index (PSEi) slightly increased from 7,466 to 7,815 points.

THE COMPANY'S FINANCIAL PERFORMANCE

Anscor's consolidated total revenues and net investment gains increased to ₱10.7 billion from ₱9.8 billion in 2018, resulting in a net income attributable to the parent company of ₱1.8 billion from ₱0.8 billion in 2018.

The improved profit came from an increase in market value of traded equities amounting to ₱1.0 billion, versus a loss of ₱208.4 million in 2018, mainly from investment gains in International Container Terminal Services, Inc. and Y-mAbs Therapeutics, Inc., a US listed biotechnology company. The Company also reported higher dividend income and management fees, coupled with a decline in overhead and interest expense.

Parent company debt amounting to US\$2.25 million will be fully paid by the end of March 2020. The Company's book value per share increased from ₱15.33 to ₱15.95 as of December 31, 2019.

Total dividends of ₱0.50 per share were paid on April 10, 2019 and on December 18, 2019.

PHELPS DODGE INTERNATIONAL PHILIPPINES, INC. (PDP)

A slowdown in public construction was felt due to the delayed passage of the 2019 national budget which pushed back certain government infrastructure projects in the first half of the year. However, private construction grew at a faster pace than the previous year to 13.8% from 11.5%.

Though volume sold for the year was at par with last year, unit sales were strong in direct sales to developers and contractors. Strong demand for housing and business units from the Philippine Offshore Gaming Operators influx, and the continuing domestic demand from households and businesses contributed to the growth in this sector.

PDP's focus on new products and new services, and its emphasis on quality and service were vital in growing its sales to developers and contractors, and to general consumers, particularly in the provinces.

The company's philosophy of a working partnership with its customers secured new dealers.

PDP's profit was ₱804.0 million, a milestone achievement as an unanticipated drop in copper prices enabled the company to lower its input costs, while the strong demand allowed its dealers and PDP to maintain prices.

The persistent momentum in profitable performance validates PDP's long-term strategy of building a wide array of services and products to serve customers. It also enables PDP to deploy capital to its manufacturing facilities, expand the company's product range and meet its delivery commitments. Internally, PDP continues to focus on its development program for key personnel.

The company paid Anscor a cash dividend of ₱250.0 million and management fees of ₱99.0 million in 2019.



The Phelps Dodge Philippines' Tarlac Plant is the manufacturing hub of the company's wire and cable products.



Amanpulo is a kite surfer's paradise. Kite surfers of all levels can launch right from the beach and hone their skills on the lagoon's vast expanse of shallow turquoise water with a sandy bottom and moderate waves.

SEVEN SEAS RESORTS AND LEISURE, INC. (owner of Amanpulo Resort)

Although average occupancy of 54.2% was lower than the 58.8% occupancy rate in 2018, total revenues improved to ₱1.1 billion due to an 8% increase in the average room rate to ₱68,392 or US\$1,320. Net profit reached ₱213.8 million, slightly lower than last year.

In November 2019, the newly renovated Beachclub, housing one of Amanpulo's signature restaurants, was launched. The Beachclub kitchen was completely replaced and expanded, which will ensure that quality standards are maintained and it is prepared for the ISO 22000 certification in 2020.

The Resort was named as the second "Best Resort in Asia" by the Gallivanter's Guide, an elite publication that caters to hotel aficionados and sets the benchmark for high-end travelers. In the Condé Nast Traveler's Gold List 2019 issue, Amanpulo's treetop pool casita was featured for the "wow factor" of its private pool.

Harper's Bazaar Magazine, a leading lifestyle magazine in the United States, mentioned Amanpulo as "The Resort to Visit", with the Philippines ranked as the 10th top destination out of the 20 Best Places to Travel in 2020. Lifestyle Asia Singapore named Amanpulo as one of the "Best Luxury Resorts in Palawan to Check Into" in its November 2019 issue.

With the launch of the Amanpulo Kite and Surf Centre, the Resort was nominated at the Aman Global Awards 2019 for the "Pathfinder Award", a much-coveted recognition for innovations that enhance guest experiences and contribute remarkable revenue.

AGP INTERNATIONAL HOLDINGS PTE LTD. (AG&P)

AG&P's revenues grew to US\$178.4 million in 2019, as the company executed projects won the previous year and secured majority control of Gas Entec, the Korean Liquefied Natural Gas (LNG) engineering firm recognized as the world-standard for small scale floating LNG solutions.

It also acquired a significant minority stake in the Norwegian shipping company, Kanfer Shipping AS, which provides proprietary solutions to bring LNG in small vessels across seas and shallow waters. This, along with Gas Entec, add to the company's capability to deliver LNG to markets where traditional solutions are not viable.

The company registered a net loss of US\$24.4 million for 2019, due to up front development expenses for natural gas projects in India.

In 2020, the company expects to break ground on its first LNG terminal in India and begin City Gas Distribution operations, thus, establishing it as a leading player in downstream gas logistics infrastructure. The company is, on paper, the largest foreign private player in the City Gas Distribution sector in India, with twelve (12) 25-year exclusive concessions to distribute natural gas to over 66 million people.

AG&P also received a substantial equity investment to develop and execute the company's LNG projects from two leading Japanese institutions, Osaka Gas, a leading Japanese utility, and Japan Bank for International Cooperation, a unit of the Government of Japan.

ATRAM INVESTMENT MANAGEMENT PARTNERS CORPORATION (ATRAM)

As of end-2019, ATRAM had assets under management (AUM) of ₱138.7 billion, 29% higher than the end-2018 AUM of ₱107.2 billion. The increase in AUM was attributable to net inflows from both existing and new clients and market gains.

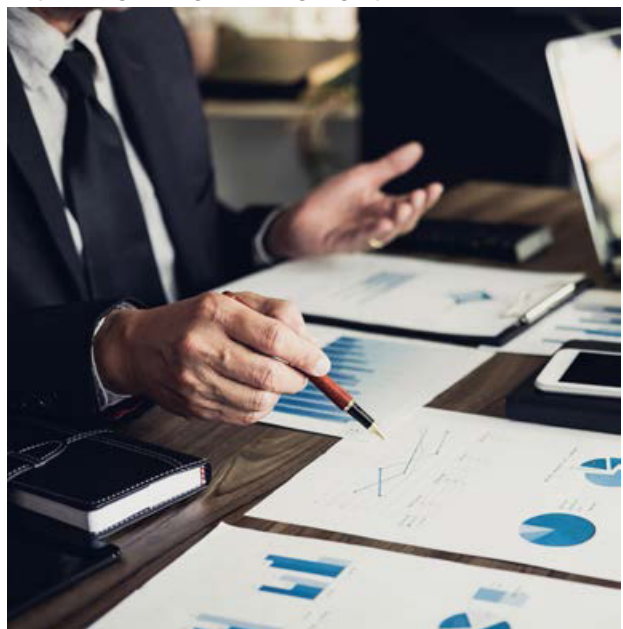
ATRAM launched five new feeder funds in 2019 that grew to around ₱6.1 billion in AUM.

As a testament to ATRAM's outstanding performance in 2019, several associations identified ATRAM's funds as outperformers in the industry.

The Asset, a financial magazine focused on Asia, recognized ATRAM as the Top Investment House in the Philippines for the Local Bond category. Chartered Financial Analyst Society Philippines cited ATRAM's Alpha Opportunity Fund as the Best Managed Equity Fund of 2019. In addition, the Philippine Investment Funds Association also recognized three of ATRAM's mutual funds as outperformers in the equity fund, bond fund and balanced fund categories.

Seedbox, ATRAM's digital wealth platform, also achieved stellar growth for 2019. Seedbox grew its user base from around 72,000 in 2018 to around 570,000 by end-2019. Apart from the rapid growth of users, Seedbox processes approximately 50,000 subscriptions monthly.

Overall, ATRAM set new milestones in 2019 as it reached new heights and capitalized on new opportunities. ATRAM aims to grow even faster by expanding its digital and geographic reach.





KSA REALTY CORPORATION (owner of The Enterprise Center)

KSA Realty Corporation, a subsidiary of Shang Properties, Inc., owns The Enterprise Center ("TEC"), one of the most prominent addresses in the country's premier financial district.

In 2019, TEC registered an occupancy rate of 98%. Rental rates grew to an average of ₱1,430 per square meter, from 2018's ₱1,320 per square meter, at year end.

Revenue was ₱1.4 billion in 2019 from ₱1.3 billion in 2018. Net income increased by 16.6%, from ₱964.0 million in 2018 to ₱1.1 billion in 2019.

KSA paid cash dividends of ₱1.4 billion, of which ₱189.9 million accrued to Anscor.

STARTUP AND PRIVATE EQUITY VENTURES

A portion of the Company's assets are dedicated to early stage and private equity opportunities.

Anscor began investing in **Y-mAbs Therapeutics, Inc.** in 2015. Y-mAbs is a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel, antibody-based therapeutic products to treat cancer. The company has a broad and advanced product pipeline, including two pivotal-stage product candidates, naxitamab and omburtamab.

Y-mAbs' had a successful initial public offering in September 2018 on the NASDAQ (Ticker: YMAB) and generated an unrealized gain of US\$8.0 million for Anscor in year 2019.

The Company invested US\$5.0 million in **Macquarie ASEAN Technology Investments Holdings II LP**, a special purpose vehicle invested exclusively in shares of Grab Holdings, Inc. Grab is the leading on-demand transportation provider in Southeast Asia with over 80% market share across seven countries, including the Philippines.

Madaket Healthcare is an innovative US software service platform that automates healthcare provider data management processes. It has 1.2 million providers under contract for Electronic Data Interchange Enrollment.

Medifi is a Philippine-based online healthcare platform that connects doctors and patients.

In 2019, Anscor committed to invest US\$10.0 million in **Navegar II LP**, a Philippine focused private equity fund, which will begin deploying funds in early 2020.

To date, the Company has made a total investment in **Sierra Madre Philippines I LP**, also a Philippine based private equity fund, of US\$2.2 million out of a US\$9.0 million commitment. The Fund's investments consist of a logistics and a semi-conductor services company.

CORPORATE SOCIAL RESPONSIBILITY

The Andres Soriano Foundation (ASF) has aligned its Strategic Plan for the next five years with the United Nations' Sustainable Development Goals (SDGs) under the 2030 Agenda for Sustainable Development.



Small Island Sustainable Development Programs' projects and activities are implemented to respond to the most basic needs of small island communities, these very same programs support the urgent call for action for peace and prosperity for people and planet today and tomorrow.

Education



ASF collaborates with education and industry experts to enhance implementation of the senior high school curriculum, improve the learning outcomes of students, and equip them with competencies for lifelong learning and employment.

A total of 41 students successfully completed the required 80-hour work immersion at Amanpulo, specializing in cookery, housekeeping, food and beverages, and carpentry.

Three senior high school (SHS) graduates received full four-year college scholarships. Seven are now undergoing on-the-job training with various electro-mechanic industries after six months of classroom and practicum training. Eleven who underwent a six-month in-classroom and laboratory training on quick service restaurants operation are now on-the-job training in food service industries. Four SHS graduates work at Amanpulo.



11 senior high school graduates from Cuyo and Agutaya in Northeastern Palawan pursued a technical-vocational course on Quick Service Restaurant Operation.

Health



On the ASF flagship health initiative, 24 doctors volunteered for the three-day medical mission that served a total of 3,261 patients and rendered 3,717 medical services compared to last year's 2,867 and 3,532, respectively.

On nutrition, ASF is implementing the program on the "First 1,000 Days of a Child" for areas where malnutrition rate is high.

Environment



Protection and regeneration of mangrove forests in various assisted island communities is part of the biodiversity initiative of the Foundation in partnership with youth organizations and Barangay Councils.

Sustained protection efforts improved the 10 Marine Protected Areas (MPAs). Data from annual reef monitoring in eight sites showed an increase in live coral cover of 16% from last year's 7%.

ASF completed the construction of a Multi-purpose Center in Manamoc for the use of various people's organizations. The total grant secured by ASF for this project was ₱1.2 million. The required leverage for this grant is a 20-year commitment of the community to protect the mangrove forest and the Caseledan Lagoon. This is the fifth project grant secured by ASF from Seacology-US, a non-profit, charitable organization based in Berkeley, California.

Livelihood



Sales to Amanpulo of locally-sourced produce that included agri-livestock and poultry, and handicrafts from various weavers' associations sold through Manamoc Livelihood Association, amounted to ₱6.6 million, slightly higher from last year's ₱6.4 million. The Manamoc community is now the major source of eggs for Amanpulo while the island is the sole supplier of pork for the Resort's staff canteen.

Cancer Care Program



ASF received ₱1.6 million from six pharmaceutical companies for the training of seven Medical Oncology Fellows in partnership with the Section of Medical Oncology of Cancer Institute, UP-PGH.

ASF received a donation of a customized mobile hematology and oncology treatment unit from Johnson and Johnson (Philippines), Inc.

The vehicle is a first of its kind, a customized mini bus converted into a mobile treatment unit for the Cancer Institute of the University of the Philippines-Philippine General Hospital in support of the ASF Cancer Program.

To-date, ₱1.8 million had been disbursed for the maintenance medicines of qualified beneficiary-breast cancer patients.

OUTLOOK

The year 2020 has already begun to pose challenges. Geopolitical tensions and global trade uncertainty are expected to continue. Climate change remains an urgent global concern. Agriculture continues to be affected.

The eruption of Taal Volcano on January 12, 2020 impacted families in Batangas Province, damaging billions of pesos worth of infrastructure, houses, crops, animals and fisheries in Taal Lake. And even as relief operations, health monitoring and the vigilance continue with another eruption anticipated, another health security issue began. A new strain called the 2019 coronavirus (COVID-19) traced to Wuhan, Hubei Province of China rapidly spread to different countries, compelling the World Health Organization to declare a global health emergency. This is leading to travel restrictions and putting health authorities on alert for both preventive and curative measures to contain and resolve its impact.

Excise tax increases begin in January 2020, the third and final tranche on fuel, and a new tariff for tobacco products. These will help fund the initial ₱257.0 billion for the Universal Healthcare Program. Traffic continues to be a bane for Metro Manila even as various solutions are sought.

However, always amidst challenges, opportunities are there. Resurging public investment and fast tracking the effective implementation of reforms such as the Ease of Doing Business Law, the Rice Tariffication Law, the creation of a national ID system, and other such transformational policy changes are critical to set the Philippines on a higher path toward accelerating inclusive growth.

For PDP, the outlook for construction and real estate growth remains positive with development spreading to areas outside Metro Manila. Infrastructure projects including those in key cities outside of the metropolis are expected to continue. The strengthening of customer and dealer partnerships, and its internal program for people development will remain a vital backbone for its success.

The current travel restrictions notwithstanding, Amanpulo will continue to set a benchmark for beach resorts, much more so as it prepares for the ISO 22000 certification in 2020.

ACKNOWLEDGMENT

Management acknowledges with thanks and respect, Mr. John L. Gokongwei, our Director for 39 years since May 21, 1980, who passed away last November 9, 2019. He will be remembered for his legacy as a business leader, philanthropist and entrepreneur.

Our sincerest appreciation for our shareholders' abiding trust and confidence, the dedication of our employees and the guidance of our Board of Directors.

FINANCIAL HIGHLIGHTS

(In Million Pesos Except for Ratios and Per Share Data)

| CONSOLIDATED FOR THE YEAR | 2019 | 2018 | 2017 |
|--|----------|---------|----------|
| Revenues and net investment gains | 10,695.4 | 9,781.0 | 10,584.6 |
| Sale of goods | 8,208.4 | 8,292.5 | 7,189.0 |
| Services | 1,342.4 | 1,314.7 | 1,059.8 |
| Gain on increase in market values of fair value through profit or loss investments | 1,151.8 | 33.5 | 1,351.5 |
| Dividend income | 373.6 | 301.8 | 270.7 |
| Interest income | 124.5 | 109.5 | 98.9 |
| Gain (loss) on sale of fair value through other comprehensive income investments | 11.9 | (2.7) | 13.9 |
| Equity in net losses of associates - net of valuation allowance | (517.1) | (262.2) | (497.1) |
| Gain (loss) on disposal of subsidiaries | – | (6.1) | 1,097.9 |
| NET INCOME* | 1,843.6 | 808.4 | 2,547.5 |
| EARNINGS PER SHARE** | 1.53 | 0.67 | 2.08 |

| CONSOLIDATED AT YEAR-END | 2019 | 2018 | 2017 |
|---|----------|----------|----------|
| Total Assets | 23,112.4 | 22,290.0 | 22,346.2 |
| Equity Attributable to Equity Holders of the Parent | 19,943.1 | 18,575.9 | 18,332.5 |
| Investment Portfolio | 14,289.3 | 13,253.7 | 13,339.1 |
| Current Ratio | 9.82 | 7.48 | 8.43 |
| Debt to Equity Ratio*** | 0.13 | 0.17 | 0.19 |
| Book Value Per Share**** | 15.95 | 15.33 | 15.06 |

* Attributable to equity holders of the Parent.

** Based on weighted average number of shares of 1,208.0 million in 2019, 1,215.5 million in 2018 and 1,224.2 million in 2017.

*** Computed using the equity attributable to equity holders of the Parent.

**** Based on outstanding shares of 1,250.1 million, 1,211.9 million and 1,217.2 million as of December 31, 2019, 2018 and 2017, respectively.

FIVE-YEAR REVIEW

(In Million Pesos Except Per Share Data)

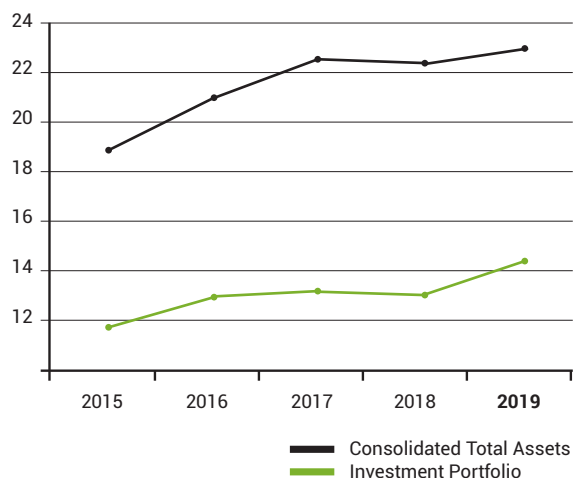
| | 2019 | 2018 | 2017 | 2016 | 2015 |
|--|----------|----------|----------|----------|----------|
| Net Income Attributable to Equity Holder of the Parent | 1,843.6 | 808.4 | 2,547.5 | 2,682.6 | 1,965.6 |
| Equity Attributable to Equity Holder of the Parent | 19,943.1 | 18,575.9 | 18,332.5 | 16,189.3 | 13,563.0 |
| Weighted Average Number of Shares Outstanding | 1,208.0 | 1,215.5 | 1,224.2 | 1,232.7 | 1,244.6 |
| Earnings Per Share* | 1.53 | 0.67 | 2.08 | 2.18 | 1.58 |
| Book Value Per Share** | 15.95 | 15.33 | 15.06 | 13.13 | 10.99 |

| | 2019 | 2018 | 2017 | 2016 | 2015 |
|-----------------------------------|----------|----------|----------|----------|----------|
| Revenues and Net Investment Gains | 10,695.4 | 9,781.0 | 10,584.6 | 9,883.8 | 11,338.1 |
| Total Assets | 23,112.4 | 22,290.0 | 22,346.2 | 21,482.1 | 19,552.4 |
| Investment Portfolio | 14,289.3 | 13,253.7 | 13,339.1 | 13,144.9 | 11,859.4 |

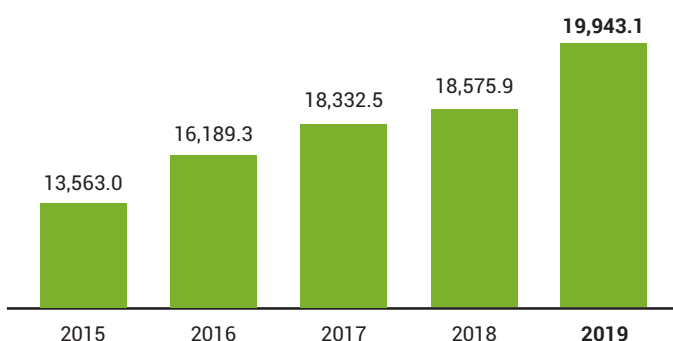
* Ratio of net income attributable to equity holders of the Parent to weighted average number of shares outstanding during the year.

** Ratio of equity attributable to equity holders of the Parent to outstanding number of shares as of end-December.

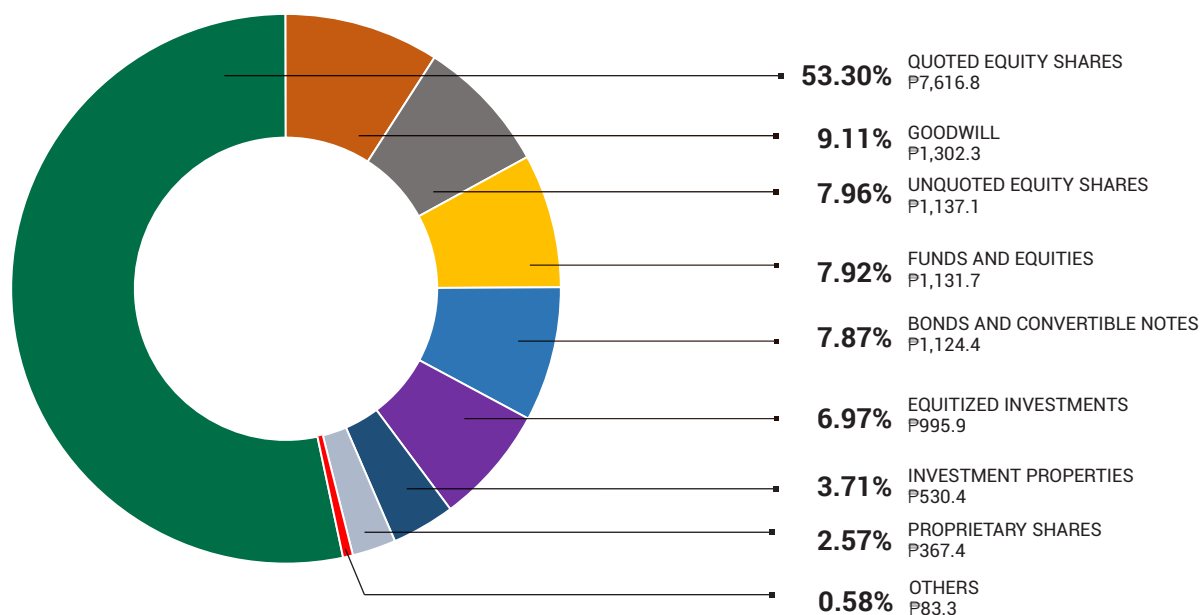
CONSOLIDATED TOTAL ASSETS & INVESTMENT PORTFOLIO (In Billion Pesos)



EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT (In Million Pesos)



CONSOLIDATED INVESTMENT PORTFOLIO DETAILS DECEMBER 31, 2019 (In Million Pesos)





STATEMENT OF MANAGEMENT'S RESPONSIBILITY

The management of A. Soriano Corporation is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

ANDRES SORIANO III
Chairman, President and
Chief Executive Officer

ERNEST K. CUYEGKENG
Executive Vice President and
Chief Financial Officer

Signed this 19th day of February 2020

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

SUBSCRIBED AND SWORN to before me this 19th day of February 2020, affiants exhibited to me the following:

| NAME | PASSPORT NO. | DATE & PLACE ISSUED |
|---------------------|--------------|--|
| Andres Soriano III | 506368805 | Jan. 14, 2015 to Jan 13, 2025/ U.S. |
| Ernest K. Cuyegkeng | P7236847A | May 19, 2018 to May 18, 2028/DFA NCR South |

Doc. No. 491;
Page No. 99;
Book No. XIX;
Series of 2020.

ATTY. REGINALDO L. HERNANDEZ
Notary Public for and in the City of Makati
Appointment No. M-260; Roll No. 20642
Commission expires on 12-31-2020
MCLE Compliance No. VI-0008138
PTR No. 8117885; 1-06-2020; Makati City
IBP No. 108319; 1-08-2020; Pasig City
TIN No. 100-364-501



SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Phone: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018 valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
A. Soriano Corporation
7th Floor, Pacific Star Building,
Makati Avenue corner Gil Puyat Avenue Extension,
Makati City

Opinion

We have audited the consolidated financial statements of A. Soriano Corporation and its subsidiaries (the Group), which comprise the consolidated balance sheets as at December 31, 2019 and 2018, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

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

Key Audit Matters

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

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Recoverability of Goodwill

The goodwill arising from the acquisitions of Phelps Dodge International Philippines, Inc. and Seven Seas Resorts and Leisure, Inc. amounted to ₱1,302.3 million as at December 31, 2019 and is considered significant to the consolidated financial statements. Under PFRSs, the Group is required to annually test the amount of goodwill for impairment. We considered the recoverability of goodwill as a key audit matter due to the materiality of the amount involved and the sensitivity of the estimated recoverable amount to management's assumptions and judgments. In assessing the recoverability of the Group's goodwill, management exercised significant judgments and used assumptions such as revenue growth rates, discount rates and long-term growth rates in estimating the value-in-use of these cash-generating units (CGUs).

The Group's disclosures about goodwill are included in Note 7 to the consolidated financial statements.

Audit Response

We involved our internal specialist in evaluating the valuation methodology and assumptions used by management in estimating value-in-use. These assumptions include revenue growth rates, discount rates and long-term growth rates. We compared the growth rates used against the historical performance of the CGUs. In testing the discount rates, our internal specialist performed independent testing on the determination of discount rates using market-based parameters. In addition, we reviewed the disclosures in the consolidated financial statements related to the key assumptions, used and the sensitivity of the estimates to these key assumptions particularly those to which the impairment test is most sensitive.

Recoverability of Investment in an Associate

The Group identified indicators of impairment in its investment in an associate and, as required in PFRSs, assessed the recoverability of its investment based on management's estimate of cash flows from the operations of the associate, judgment over the appropriate valuation model and valuation assumptions such as discount rate and long-term growth rate. The carrying value of the investment amounted to ₱682.5 million as at December 31, 2019 and is considered material to the consolidated financial statements.

The Group's disclosures about its investment in an associate are included in Note 14 to the consolidated financial statements.

Audit Response

We obtained an understanding of the current business operations of the associate and assessed whether this is considered in the Group's assumptions. Furthermore, we involved our internal specialist in evaluating the valuation model used in estimating the equity value of the investment and the assumptions in estimating the associate's expected cash flows, such as the discount rate and long-term growth rate. In testing the discount rate, we performed independent testing on the determination of discount rate using market-based parameters. We also reviewed and tested the sensitivity of the present value of discounted cash flows to changes in key assumptions particularly those to which the recoverable amount is most sensitive.

Valuation of Unquoted Equity Instruments

In accordance with PFRS 9, *Financial Instruments*, the Group classified its unquoted equity investments as financial assets through profit or loss, with carrying value of ₱1,137.1 million as at December 31, 2019. We considered the valuation of these unquoted equity investments as a key audit matter because of the materiality of the amount involved, the significant judgment applied in selecting the valuation techniques and inputs that are not market observable, and the other significant assumptions used in estimating future cash flows from these unquoted equity investments.

The Group's disclosures about its unquoted equity investments are included in Notes 10 and 30 to the consolidated financial statements.

Audit Response

We involved our internal specialist in evaluating the valuation techniques and inputs and the other assumptions used. These assumptions include discount rates, revenue growth rates and comparable companies. In testing the discount rates, our internal specialist performed independent testing on the determination of discount rates using market-based parameters. For investments valued using the income approach, we compared the revenue growth rates to the historical performance of the investment. For investments valued under the market approach, we reviewed the comparable companies used in the valuation. For private equity fund investments valued under the cost approach (adjusted net asset value method), we reviewed the financial information of the investees and checked if the financial information used reflects the fair values of the investee's assets and liabilities. In addition, we reviewed the disclosures in the consolidated financial statements related to the significant unobservable inputs to the fair value measurement.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditor's report.

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Dhonabee B. Señeres.

SYCIP GORRES VELAYO & CO.



Dhonabee B. Señeres

Partner

CPA Certificate No. 97133

SEC Accreditation No. 1196-AR-2 (Group A),

October 18, 2018, valid until October 17, 2021

Tax Identification No. 201-959-816

BIR Accreditation No. 08-001998-98-2018,

February 2, 2018, valid until February 1, 2021

PTR No. 8125303, January 7, 2020, Makati City

February 19, 2020

Consolidated Balance Sheets

| | December 31 | |
|---|-------------------------|-------------------------|
| | 2019 | 2018 |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents (Note 9) | ₱ 2,308,878,255 | ₱ 2,765,515,066 |
| Fair value through profit or loss (FVPL) investments (Notes 10 and 20) | 11,130,248,073 | 9,437,947,486 |
| Receivables (Note 11) | 2,122,602,618 | 2,270,241,689 |
| Inventories (Note 12) | 904,427,520 | 1,030,460,829 |
| Fair value through other comprehensive income (FVOCI) investments - current (Note 13) | 94,535,324 | 15,419,085 |
| Prepayments | 34,866,126 | 29,004,363 |
| Other current assets | 27,070,500 | 16,061,836 |
| Total Current Assets | 16,622,628,416 | 15,564,650,354 |
| Noncurrent Assets | | |
| FVOCI investments - net of current portion (Note 13) | 235,949,189 | 678,904,133 |
| Notes receivables (Note 28) | 349,499,741 | — |
| Investments and advances (Note 14) | 1,078,655,003 | 1,581,844,482 |
| Goodwill (Note 7) | 1,302,276,264 | 1,302,276,264 |
| Property and equipment (Notes 15 and 20) | 2,562,463,613 | 2,560,830,437 |
| Investment properties (Note 16) | 530,382,258 | 238,104,974 |
| Retirement plan asset - net (Note 25) | 84,470,839 | 65,391,589 |
| Deferred income tax assets - net (Note 26) | 87,156,013 | 75,512,542 |
| Right-of-use assets (Notes 2 and 31) | 35,292,325 | — |
| Other noncurrent assets (Notes 17 and 31) | 223,646,431 | 222,496,580 |
| Total Noncurrent Assets | 6,489,791,676 | 6,725,361,001 |
| TOTAL ASSETS | ₱ 23,112,420,092 | ₱ 22,290,011,355 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Notes payable (Note 18) | ₱ — | ₱ 250,000,000 |
| Accounts payable and accrued expenses (Notes 19 and 33) | 931,320,157 | 807,180,815 |
| Current portion of lease liabilities (Notes 2 and 31) | 9,907,864 | — |
| Dividends payable (Note 21) | 283,974,578 | 285,828,593 |
| Income tax payable | 192,064,701 | 103,460,263 |
| Current portion of long-term debt (Note 20) | 276,164,746 | 635,690,371 |
| Total Current Liabilities | 1,693,432,046 | 2,082,160,042 |

(Forward)

Consolidated Balance Sheets

| | December 31 | |
|--|-------------------------|-------------------------|
| | 2019 | 2018 |
| Noncurrent Liabilities | | |
| Long-term debt - net of current portion (Note 20) | ₱ 227,142,857 | ₱ 502,397,329 |
| Lease liabilities - net of current portion (Notes 2 and 31) | 27,466,781 | — |
| Deferred income tax liabilities - net (Note 26) | 479,312,696 | 449,755,161 |
| Retirement benefits payable - net (Note 25) | 32,252,060 | 12,858,113 |
| Other noncurrent liabilities (Notes 17 and 31) | 147,956,007 | 143,405,664 |
| Total Noncurrent Liabilities | 914,130,401 | 1,108,416,267 |
| Total Liabilities | 2,607,562,447 | 3,190,576,309 |
| Equity Attributable to Equity Holders of the Parent (Note 21) | | |
| Capital stock - ₱1 par value | 2,500,000,000 | 2,500,000,000 |
| Additional paid-in capital | 1,859,383,287 | 1,605,613,566 |
| Cumulative translation adjustment | 273,248,081 | 385,512,775 |
| Unrealized valuation gains (losses) on FVOCI investments (Note 13) | 8,739,689 | (8,128,524) |
| Remeasurement on retirement benefits (Note 25) | 33,267,478 | 39,853,028 |
| Retained earnings (Note 21): | | |
| Appropriated | 7,150,000,000 | 7,150,000,000 |
| Unappropriated | 10,487,853,458 | 9,259,613,912 |
| Cost of shares held by a subsidiary (1,249,872,246 shares and 1,288,088,646 shares in 2019 and 2018, respectively) (Note 21) | (2,369,372,182) | (2,356,555,826) |
| | 19,943,119,811 | 18,575,908,931 |
| Noncontrolling Interests (Note 3) | 561,737,834 | 523,526,115 |
| Total Equity | 20,504,857,645 | 19,099,435,046 |
| TOTAL LIABILITIES AND EQUITY | ₱ 23,112,420,092 | ₱ 22,290,011,355 |

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Comprehensive Income

| | Years Ended December 31 | | |
|---|-------------------------|-----------------------|-----------------------|
| | 2019 | 2018 | 2017 |
| CONTINUING OPERATIONS | | | |
| REVENUES | | | |
| Sale of goods - net (Note 5) | ₱ 8,208,374,800 | ₱ 8,292,508,630 | ₱ 7,188,994,574 |
| Services (Notes 5 and 31) | 1,342,389,775 | 1,314,704,847 | 1,059,796,204 |
| Dividend income (Note 10) | 373,587,490 | 301,777,821 | 270,687,177 |
| Interest income (Notes 9, 10, 13 and 24) | 124,478,035 | 109,516,147 | 98,877,355 |
| | 10,048,830,100 | 10,018,507,445 | 8,618,355,310 |
| INVESTMENT GAINS (LOSSES) | | | |
| Gain on increase in market values of FVPL investments (Notes 10 and 30) | 1,151,784,252 | 33,493,049 | 1,351,506,368 |
| Gain (loss) on sale of FVOCI investments (Note 13) | 11,859,942 | (2,700,602) | 13,932,565 |
| Gain (loss) on disposal of subsidiaries (Note 8) | — | (6,111,015) | 1,097,861,615 |
| | 1,163,644,194 | 24,681,432 | 2,463,300,548 |
| EQUITY IN NET LOSSES - Net of valuation allowance (Note 14) | | | |
| | (517,090,062) | (262,184,140) | (497,099,065) |
| TOTAL | 10,695,384,232 | 9,781,004,737 | 10,584,556,793 |
| Cost of goods sold (Note 22) | (6,590,288,987) | (7,010,549,289) | (6,069,283,925) |
| Cost of services rendered (Note 22) | (447,058,842) | (437,508,189) | (395,971,370) |
| Operating expenses (Note 22) | (1,217,805,627) | (1,194,383,616) | (1,179,275,444) |
| Interest expense (Notes 18, 20 and 24) | (48,364,623) | (72,908,371) | (85,138,178) |
| Foreign exchange gain (loss) - net | (92,967,921) | 106,678,302 | (17,777,225) |
| Other income - net (Notes 24 and 31) | 68,852,086 | 79,708,375 | 52,328,767 |
| INCOME BEFORE INCOME TAX | 2,367,750,318 | 1,252,041,949 | 2,889,439,418 |
| PROVISION FOR INCOME TAX (Note 26) | 429,373,654 | 347,218,566 | 253,435,684 |
| NET INCOME FROM CONTINUING OPERATIONS | 1,938,376,664 | 904,823,383 | 2,636,003,734 |
| NET LOSS FROM DISCONTINUED OPERATIONS (Note 8) | — | — | (47,637,151) |
| NET INCOME | 1,938,376,664 | 904,823,383 | 2,588,366,583 |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | |
| Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods: | | | |
| Unrealized valuation gains (losses) on FVOCI investments (Note 13) | 35,957,388 | (34,538,189) | 17,385,730 |
| Income tax effect | (10,787,216) | 10,361,457 | (5,215,719) |
| | 25,170,172 | (24,176,732) | 12,170,011 |

(Forward)

Consolidated Statements of Comprehensive Income

| | Years Ended December 31 | | |
|---|-------------------------|----------------------|------------------------|
| | 2019 | 2018 | 2017 |
| Unrealized losses (gains) on FVOCI investments recognized in the consolidated profit or loss (Note 13) | (P 11,859,942) | P 2,700,602 | (P 13,932,565) |
| Income tax effect | 3,557,983 | (810,181) | 4,179,770 |
| | (8,301,959) | 1,890,421 | (9,752,795) |
| | 16,868,213 | (22,286,311) | 2,417,216 |
| Cumulative translation adjustment | (112,264,694) | 89,930,454 | (84,661,930) |
| | (95,396,481) | 67,644,143 | (82,244,714) |
| Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods: | | | |
| Remeasurement gain (loss) on retirement benefits (Note 25) | (9,304,530) | (24,574,106) | 29,961,119 |
| Income tax effect | 2,718,980 | 6,432,512 | (9,575,162) |
| | (6,585,550) | (18,141,594) | 20,385,957 |
| OTHER COMPREHENSIVE INCOME (LOSS) | (101,982,031) | 49,502,549 | (61,858,757) |
| TOTAL COMPREHENSIVE INCOME | P 1,836,394,633 | P 954,325,932 | P 2,526,507,826 |
| Net Income Attributable to: | | | |
| Equity holders of the Parent | P 1,843,615,322 | P 808,386,813 | P 2,547,458,719 |
| Noncontrolling interests | 94,761,342 | 96,436,570 | 40,907,864 |
| | P 1,938,376,664 | P 904,823,383 | P 2,588,366,583 |
| Total Comprehensive Income Attributable to: | | | |
| Equity holders of the Parent | P 1,741,633,291 | P 857,889,362 | P 2,485,599,962 |
| Noncontrolling interests | 94,761,342 | 96,436,570 | 40,907,864 |
| | P 1,836,394,633 | P 954,325,932 | P 2,526,507,826 |
| Earnings Per Share | | | |
| Basic/diluted, for net income attributable to equity holders of the Parent (Notes 8 and 27) | P 1.53 | P 0.67 | P 2.08 |
| Basic/diluted, for net income from continuing operations attributable to equity holders of the Parent (Note 27) | P 1.53 | P 0.67 | P 2.12 |
| Basic/diluted, for total comprehensive income attributable to equity holders of the Parent (Note 27) | P 1.44 | P 0.71 | P 2.03 |

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Changes in Equity

| | Equity Attributable to Equity Holders of the Parent (Note 21) | | | | | |
|--|---|-------------------------------|---|---|--|---|
| | Capital Stock | Additional Paid-in Capital | Equity Reserve on Acquisition of Noncontrolling Interests (Note 3) | Cumulative Translation Adjustment | Unrealized Valuation Gains (Losses) on FVOCI Investments (Note 13) | Remeasurement on Retirement Benefits (Note 25) |
| BALANCES AT DECEMBER 31, 2016 | P 2,500,000,000 | P 1,605,613,566 | (P 26,356,543) | P 380,244,251 | P 11,740,571 | P 37,608,665 |
| Net income | - | - | - | - | - | - |
| Other comprehensive income (loss) | - | - | - | (84,661,930) | 2,417,216 | 20,385,957 |
| Total comprehensive income (loss) for the year | - | - | - | (84,661,930) | 2,417,216 | 20,385,957 |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P255.6 million (Note 21) | - | - | - | - | - | - |
| Shares repurchased during the year (Note 21) | - | - | - | - | - | - |
| Movement in noncontrolling interests (Notes 3 and 31) | - | - | - | - | - | - |
| BALANCES AT DECEMBER 31, 2017 | 2,500,000,000 | 1,605,613,566 | (26,356,543) | 295,582,321 | 14,157,787 | 57,994,622 |
| Net income | - | - | - | - | - | - |
| Other comprehensive income (loss) | - | - | - | 89,930,454 | (22,286,311) | (18,141,594) |
| Total comprehensive income (loss) for the year | - | - | - | 89,930,454 | (22,286,311) | (18,141,594) |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P641.4 million (Note 21) | - | - | - | - | - | - |
| Shares repurchased during the year (Note 21) | - | - | - | - | - | - |
| Disposal of a subsidiary (Note 8) | - | - | 26,356,543 | - | - | - |
| Movement in noncontrolling interests (Notes 3 and 31) | - | - | - | - | - | - |
| BALANCES AT DECEMBER 31, 2018 | 2,500,000,000 | 1,605,613,566 | - | 385,512,775 | (8,128,524) | 39,853,028 |
| Net income | - | - | - | - | - | - |
| Other comprehensive income (loss) | - | - | - | (112,264,694) | 16,868,213 | (6,585,550) |
| Total comprehensive income (loss) for the year | - | - | - | (112,264,694) | 16,868,213 | (6,585,550) |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P634.6 million (Note 21) | - | - | - | - | - | - |
| Shares repurchased during the year (Note 21) | - | - | - | - | - | - |
| Sale of Company shares held by a subsidiary (Note 21) | - | 253,769,721 | - | - | - | - |
| Movement in noncontrolling interests (Notes 3 and 31) | - | - | - | - | - | - |
| BALANCES AT DECEMBER 31, 2019 | P 2,500,000,000 | P 1,859,383,287 | P - | P 273,248,081 | P 8,739,689 | P 33,267,478 |

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Changes in Equity

| Equity Attributable to Equity Holders of the Parent (Note 21) | | | | | | | | |
|--|------------------------|------------------------|-------------------------|---|-------------------------|-----------------------------|-------------------------|--|
| | Subtotal* | Retained Earnings | | Cost of Shares Held by a Subsidiary | Total | Noncontrolling Interests | Total | |
| | | Appropriated | Unappropriated | | | | | |
| BALANCES AT DECEMBER 31, 2016 | P 4,508,850,510 | P 7,150,000,000 | P 6,756,716,458 | (P 2,226,272,975) | P 16,189,293,993 | P 512,829,051 | P 16,702,123,044 | |
| Net income | — | — | 2,547,458,719 | — | 2,547,458,719 | 40,907,864 | 2,588,366,583 | |
| Other comprehensive income (loss) | (61,858,757) | — | — | — | (61,858,757) | — | (61,858,757) | |
| Total comprehensive income | — | — | 2,547,458,719 | — | 2,485,599,962 | 40,907,864 | 2,526,507,826 | |
| (loss) for the year | (61,858,757) | — | 2,547,458,719 | — | 2,485,599,962 | 40,907,864 | 2,526,507,826 | |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P255.6 million (Note 21) | — | — | (244,361,451) | — | (244,361,451) | — | (244,361,451) | |
| Shares repurchased during the year (Note 21) | — | — | — | (98,041,760) | (98,041,760) | — | (98,041,760) | |
| Movement in noncontrolling interests (Notes 3 and 31) | — | — | — | — | — | (95,092,264) | (95,092,264) | |
| BALANCES AT DECEMBER 31, 2017 | 4,446,991,753 | 7,150,000,000 | 9,059,813,726 | (2,324,314,735) | 18,332,490,744 | 458,644,651 | 18,791,135,395 | |
| Net income | — | — | 808,386,813 | — | 808,386,813 | 96,436,570 | 904,823,383 | |
| Other comprehensive income (loss) | 49,502,549 | — | — | — | 49,502,549 | — | 49,502,549 | |
| Total comprehensive income | — | — | 808,386,813 | — | 857,889,362 | 96,436,570 | 954,325,932 | |
| (loss) for the year | 49,502,549 | — | 808,386,813 | — | 857,889,362 | 96,436,570 | 954,325,932 | |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P641.4 million (Note 21) | — | — | (608,586,627) | — | (608,586,627) | — | (608,586,627) | |
| Shares repurchased during the year (Note 21) | — | — | — | (32,241,091) | (32,241,091) | — | (32,241,091) | |
| Disposal of a subsidiary (Note 8) | 26,356,543 | — | — | — | 26,356,543 | — | 26,356,543 | |
| Movement in noncontrolling interests (Notes 3 and 31) | — | — | — | — | — | (31,555,106) | (31,555,106) | |
| BALANCES AT DECEMBER 31, 2018 | 4,522,850,845 | 7,150,000,000 | 9,259,613,912 | (2,356,555,826) | 18,575,908,931 | 523,526,115 | 19,099,435,046 | |
| Net income | — | — | 1,843,615,322 | — | 1,843,615,322 | 94,761,342 | 1,938,376,664 | |
| Other comprehensive income (loss) | (101,982,031) | — | — | — | (101,982,031) | — | (101,982,031) | |
| Total comprehensive income | — | — | 1,843,615,322 | — | 1,741,633,291 | 94,761,342 | 1,836,394,633 | |
| (loss) for the year | (101,982,031) | — | 1,843,615,322 | — | 1,741,633,291 | 94,761,342 | 1,836,394,633 | |
| Cash dividends - net of dividends on common shares held by a subsidiary amounting to P634.6 million (Note 21) | — | — | (615,375,776) | — | (615,375,776) | — | (615,375,776) | |
| Shares repurchased during the year (Note 21) | — | — | — | (118,975,079) | (118,975,079) | — | (118,975,079) | |
| Sale of Company shares held by a subsidiary (Note 21) | 253,769,721 | — | — | 106,158,723 | 359,928,444 | — | 359,928,444 | |
| Movement in noncontrolling interests (Notes 3 and 31) | — | — | — | — | — | (56,549,623) | (56,549,623) | |
| BALANCES AT DECEMBER 31, 2019 | P 4,674,638,535 | P 7,150,000,000 | P 10,487,853,458 | (P 2,369,372,182) | P 19,943,119,811 | P 561,737,834 | P 20,504,857,645 | |

See accompanying Notes to Consolidated Financial Statements.

* Subtotal for the numbers of the six columns appearing on page 22.

Consolidated Statements of Cash Flows

| | Years Ended December 31 | | |
|--|-------------------------|-----------------|-----------------|
| | 2019 | 2018 | 2017 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Income before income tax - continuing operations | ₱ 2,367,750,318 | ₱ 1,252,041,949 | ₱ 2,889,439,418 |
| Income (loss) before income tax - discontinued operations (Note 8) | — | — | (52,709,769) |
| Income before income tax | 2,367,750,318 | 1,252,041,949 | 2,836,729,649 |
| Adjustments for: | | | |
| Gain on increase in market values of FVPL investments (Note 10) | (1,151,784,252) | (33,493,049) | (1,351,506,368) |
| Equity in net losses - net of valuation allowance (Note 14) | 517,090,062 | 262,184,140 | 497,099,065 |
| Dividend income (Note 10) | (373,587,490) | (301,777,821) | (270,687,177) |
| Depreciation and amortization (Notes 15, 16, 22 and 31) | 272,179,839 | 252,820,204 | 252,088,932 |
| Interest income (Notes 9, 10, 13 and 24) | (124,478,035) | (109,516,147) | (98,878,579) |
| Interest expense (Notes 18, 20 and 24) | 48,364,623 | 72,908,371 | 90,524,037 |
| Unrealized foreign exchange losses - net | 48,116,020 | 116,697,688 | 13,884,632 |
| Valuation allowances - net (Notes 11 and 24) | 41,752,086 | 9,397,390 | 211,799,817 |
| Retirement benefit costs (Notes 22, 23 and 25) | 13,203,358 | 37,124,451 | 16,747,851 |
| Loss (gain) on sale/disposal of: | | | |
| FVOCI investments (Note 13) | (11,859,942) | 2,700,602 | 13,932,565 |
| Subsidiaries (Notes 8 and 16) | — | 6,111,015 | (1,097,861,615) |
| Operating income before working capital changes | 1,646,746,587 | 1,567,198,793 | 1,113,872,809 |
| Decrease (increase) in: | | | |
| FVPL investments | (532,026,162) | 106,988,583 | 37,181,483 |
| Receivables | 97,878,040 | (488,596,128) | 365,575,268 |
| Inventories | 126,033,309 | (209,639,027) | (138,806,873) |
| Prepayments and other current assets | (17,781,010) | 23,158,663 | 101,852,799 |
| Increase (decrease) in: | | | |
| Accounts payable and accrued expenses | 128,423,365 | (101,992,716) | 60,867,482 |
| Deferred revenues | — | (9,469,328) | 867,768 |
| Cash generated from operations | 1,449,274,129 | 887,648,840 | 1,541,410,736 |
| Income taxes paid | (320,136,171) | (279,043,797) | (312,505,882) |
| Dividends received | 373,587,490 | 301,777,821 | 270,687,177 |
| Interest received | 133,653,424 | 98,460,395 | 98,091,189 |
| Interest paid | (45,077,734) | (72,666,167) | (85,531,605) |
| Retirement benefit contribution (Note 25) | (22,193,191) | (22,191,914) | (16,659,548) |
| Net cash flows from operating activities | 1,569,107,947 | 913,985,178 | 1,495,492,067 |

(Forward)

Consolidated Statements of Cash Flows

| | Years Ended December 31 | | |
|---|-------------------------|-----------------|-----------------|
| | 2019 | 2018 | 2017 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Proceeds from sale of: | | | |
| FVOCI investments (Note 13) | ₱ 446,651,642 | ₱ 102,546,014 | ₱ 425,586,347 |
| Property and equipment (Note 15) | 2,005,966 | 10,758,435 | 4,279,888 |
| Long-term investment | — | 9,200,000 | 1,376,788,000 |
| Additions to: | | | |
| FVOCI investments (Note 13) | (215,974,577) | (229,382,738) | (674,863,214) |
| Property and equipment (Note 15) | (258,131,927) | (156,220,277) | (289,432,012) |
| Investment properties (Note 16) | (293,595,000) | (1,583,339) | — |
| Collection from (advances to) affiliates (Notes 14 and 28) | (431,448,061) | 3,470,251 | (77,440,000) |
| Increase in other noncurrent assets | (4,502,626) | (44,680,957) | (39,298,864) |
| Acquisition of associates (Note 14) | — | (102,945,888) | (91,256,250) |
| Proceeds from redemption of preferred shares | — | — | 12,301,027 |
| Net cash flows from (used in) investing activities | (754,994,583) | (408,838,499) | 646,664,922 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from: | | | |
| Sale of Company shares held by a subsidiary (Note 21) | 359,928,444 | — | — |
| Availment of long-term debt (Note 32) | 5,124,000 | — | — |
| Availment of notes payable (Notes 18 and 32) | — | 450,000,000 | — |
| Payments of (Note 32): | | | |
| Long-term debt (Note 20) | (635,732,071) | (640,036,621) | (838,534,464) |
| Dividends (Note 21) | (617,229,791) | (575,312,404) | (234,015,487) |
| Notes payable (Note 18) | (250,000,000) | (200,000,000) | (91,948,200) |
| Lease liabilities (Note 31) | (12,309,568) | — | — |
| Company shares purchased by a subsidiary (Note 21) | (118,975,079) | (32,241,091) | (98,041,760) |
| Redemption of preferred shares | — | — | (29,081,587) |
| Net cash flows used in financing activities | (1,269,194,065) | (997,590,116) | (1,291,621,498) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (455,080,701) | (492,443,437) | 850,535,491 |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS | (1,556,110) | 2,423,835 | 1,259,659 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | 2,765,515,066 | 3,255,534,668 | 2,403,739,518 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 9) | ₱ 2,308,878,255 | ₱ 2,765,515,066 | ₱ 3,255,534,668 |

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Corporate Information

A. Soriano Corporation (Anscor or the Company) was registered with the Philippine Securities and Exchange Commission (SEC) on February 13, 1930 to, among others, act as agent or representative of corporations, partnerships or individuals whether residing here or abroad; to buy, retain, possess shares of stock, franchises, patents of any person or entity and to issue shares of stock, bonds or other obligations for the payment of articles or properties acquired by the Company; and to buy or acquire all or part of the property, assets, business and clientele of any person, corporation or partnership, managing the properties or businesses so purchased or acquired and exercising all the powers necessary and convenient for the management and development of the said properties or businesses.

On July 17, 1979, the Philippine SEC approved the Company's amended articles of incorporation extending the term of its existence for another fifty years up to February 12, 2030. The Company is a corporation incorporated and domiciled in the Philippines whose shares are publicly traded.

The registered office address of the Company is at 7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue Extension, Makati City, Philippines.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 were authorized for issue by the Board of Directors (BOD) on February 19, 2020.

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 debt and equity securities that have been measured at fair value. The consolidated financial statements are presented in Philippine pesos (Peso), which is the Company'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 (PFRSs).

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have a significant impact on the Group's financial position or performance.

- PFRS 16, *Leases*

PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17, *Leases*. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

PFRS 16 also requires lessees and lessors to make more extensive disclosures than under PAS 17.

The adoption of PFRS 16 has no significant impact on the consolidated financial statements since most of the lease agreements are made within the Group. See Note 31 for the disclosures of the Group's lease arrangements.

- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, *Income Taxes*. It does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- o Whether an entity considers uncertain tax treatments separately;
- o The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- o How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and,
- o How an entity considers changes in facts and circumstances.

The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty.

The Group applies significant judgement in identifying uncertainties over income tax treatments. Upon adoption of the Interpretation, the Group considered whether it has any uncertain tax positions. The Group determined that it is probable that its tax treatments will be accepted by the taxation authorities. The adoption of the Interpretation did not have an impact on the consolidated financial statements of the Group.

- Amendments to PFRS 9, *Prepayment Features with Negative Compensation*

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

These amendments had no impact on the consolidated financial statements of the Group.

- Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- o Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and,
- o Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

The amendments had no impact on the consolidated financial statements of the Group as it did not have any plan amendments, curtailments, or settlements during the year.

- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*

The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.

The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, *Investments in Associates and Joint Ventures*.

These amendments had no significant impact on the consolidated financial statements of the Group.

Annual Improvements to PFRSs 2015-2017 Cycle

- Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements, Previously Held Interest in a Joint Operation*

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after January 1, 2019, with early application permitted. These amendments had no impact on the consolidated financial statements of the Group as there is no transaction where joint control is obtained.

- Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application is permitted. These amendments had no impact on the consolidated financial statements of the Group because dividends declared by the Group do not give rise to tax obligations under the current tax laws.

- Amendments to PAS 23, *Borrowing Costs, Borrowing Costs Eligible for Capitalization*

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted.

Since the Group's current practice is in line with these amendments, they had no impact on the consolidated financial statements of the Group.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2020

- Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

These amendments will apply on future business combinations of the Group.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

Effective beginning on or after January 1, 2021

- PFRS 17, *Insurance Contracts*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements* and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

3. Basis of Consolidation and Summary of Significant Accounting and Financial Reporting PoliciesBasis of Consolidation

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

| | Nature of Business | Percentage of Ownership | | |
|---|--------------------|-------------------------|------|------|
| | | 2019 | 2018 | 2017 |
| A. Soriano Air Corporation (ASAC, Note 31) | Services/Rental | 100 | 100 | 100 |
| Pamalican Island Holdings, Inc. (PIHI) | Investment Holding | 62 | 62 | 62 |
| Island Aviation, Inc. (IAI, Note 31) | Air Transport | 62 | 62 | 62 |
| Anscor Consolidated Corporation (Anscorcon) | Investment Holding | 100 | 100 | 100 |

(Forward)

| | Nature of Business | Percentage of Ownership | | |
|---|------------------------------|-------------------------|------|------|
| | | 2019 | 2018 | 2017 |
| Anscor Holdings, Inc. (AHI, Note 31) | Real Estate Holding | 100 | 100 | 100 |
| Akapulko Holdings, Inc. | Real Estate Holding | 100 | 100 | 100 |
| Lakeroad Corporation | Real Estate Holding | 100 | 100 | 100 |
| Mainroad Corporation | Real Estate Holding | 100 | 100 | 100 |
| Makatwiran Holdings, Inc. | Real Estate Holding | 100 | 100 | 100 |
| Makisig Holdings, Inc. | Real Estate Holding | 100 | 100 | 100 |
| Malikhain Holdings, Inc. | Real Estate Holding | 100 | 100 | 100 |
| Mountainridge Corporation | Real Estate Holding | 100 | 100 | 100 |
| Rollingview Corporation | Real Estate Holding | 100 | 100 | 100 |
| Timbercrest Corporation | Real Estate Holding | 100 | 100 | 100 |
| Phelps Dodge International Philippines, Inc. (PDIPI, Notes 7 and 31) | Investment Holding | 100 | 100 | 100 |
| Minuet Realty Corporation (Minuet, Note 7) | Landholding | 100 | 100 | 100 |
| Phelps Dodge Philippines Energy Products Corporation (PDP Energy, Notes 7 and 31) | Wire Manufacturing | 100 | 100 | 100 |
| PD Energy International Corporation (PDEIC, Note 7) | Wire Manufacturing | 100 | 100 | 100 |
| Sutton Place Holdings, Inc. (Sutton, Note 31) | Investment Holding | 100 | 100 | 100 |
| Cirrus Global, Inc. (CGI, Notes 8 and 31) | Manpower Services | — | — | 93 |
| Anscor International, Inc. (AI, Note 14) | Investment Holding | 100 | 100 | 100 |
| IQ Healthcare Investments Limited (IQHIL) | Manpower Services | 100 | 100 | 100 |
| IQ Healthcare Professional Connection, LLC (IQHPC, Note 31) | Manpower Services | 93 | 93 | 93 |
| AFC Agribusiness Corporation (AAC, Note 16) | Real Estate Holding | 81 | 81 | 81 |
| Seven Seas Resorts and Leisure, Inc. (SSRLI, Notes 7 and 31) | Villa Project Development | 62 | 62 | 62 |
| Pamalican Resort, Inc. (PRI, Notes 7 and 31) | Resort Operations | 62 | 62 | 62 |
| Summerside Corp. (Summerside)* | Investment Holding | 40 | 40 | 40 |

* As at December 31, 2019, 2018 and 2017, the Group has 100% beneficial ownership over Summerside.

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

Material Partly-Owned Subsidiaries (SSRLI and PRI)

Set out below are the summarized financial information of entities that have noncontrolling interest (NCI) that is material to the Group. The amounts disclosed are based on those included in the consolidated financial statements before intercompany eliminations.

Significant details of the balance sheets and statements of comprehensive income of SSRLI and PRI are presented below as at and for the years ended December 31 (in millions):

| | 2019 | 2018 |
|---|-------------|-------------|
| Balance Sheets: | | |
| Current assets | P 925.2 | P 731.6 |
| Noncurrent assets | 942.8 | 975.1 |
| Current liabilities | 502.2 | 414.3 |
| Noncurrent liabilities | 135.9 | 149.7 |
| Equity | 1,229.9 | 1,142.7 |
| Equity attributable to NCI | 463.7 | 430.8 |
| | 2019 | 2018 |
| Statements of Comprehensive Income: | | |
| Revenue | P 1,151.0 | P 1,105.9 |
| Income from continuing operations, before tax | 290.8 | 283.5 |
| Net income | 236.1 | 235.3 |
| Other comprehensive income | 1.1 | 4.2 |
| Total comprehensive income | 237.2 | 239.5 |
| Total comprehensive income allocated to NCI during the year | 89.4 | 90.3 |
| | 2019 | 2018 |
| Statements of Cash Flows: | | |
| Cash flows from operations | P 449.6 | P 389.6 |
| Cash flows used in investing activities | (123.6) | (66.8) |
| Cash flows used in financing activities | (169.1) | (94.8) |

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 reassesses 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 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 recognized 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

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/noncurrent classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The Group classifies all other liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

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 not control or joint control over those policies. The considerations made in determining the significant influence are similar to those necessary to determine control over subsidiaries. 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 loss is recognized under "Equity in net losses - net of valuation allowance" in the consolidated profit or loss.

The Group's share of its associates' post-acquisition profits or losses is recognized in the consolidated profit or loss, 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.

If the Group's interest in an associate is reduced (e.g., through actual sale or deemed disposal), but the investment continues to be classified as an associate, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in the OCI relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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 the consolidated profit or loss.

The following are the Group's associates as at December 31:

| | Nature of Business | Percentage of Ownership | | |
|--|------------------------------|-------------------------|------|------|
| | | 2019 | 2018 | 2017 |
| Vicinetum Holdings, Inc. (VHI) | Investment Holding | 32 | 32 | 32 |
| Prople Limited (Note 14) | Business Process Outsourcing | 32 | 32 | 32 |
| Fremont Holdings, Inc. (FHI, Note 14) | Real Estate Holding | 26 | 26 | — |
| AGP International Holdings Pte Ltd. (AGP-SG, Note 14) | Investment Holding | 21 | — | — |
| AGP Group Holdings Pte Ltd. (AGP-BVI, formerly AGP International Holdings Ltd., Note 14) | Investment Holding | — | 27 | 27 |
| BehaviorMatrix, LLC (BM, Note 14) | Behavior Analytics Services | 21 | 21 | 21 |
| ATRAM Investment Management Partners Corp. (AIMP, Note 14) | Asset Management | 20 | 20 | 20 |

The principal business location of AIMP, VHI and FHI is the Philippines. AGP-BVI, AGP-SG, BM and Prople Limited are based in the BVI, Singapore, USA and Hong Kong, respectively.

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 financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as of 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 PFRS 9, *Financial Instruments*, is measured at fair value with changes in fair value recognized in the consolidated profit or loss in accordance with PFRS 9. Other contingent consideration that is not within the scope of PFRS 9 is measured at fair value at each reporting date with changes in fair value recognized in the consolidated profit or loss. Contingent consideration that is classified as equity is not remeasured 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 reassesses 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 reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated 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.

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 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 noncontrolling interests.

Disposal Group and Discontinued Operations

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated profit or loss.

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 profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as of 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 FVPL equity instruments are recognized in the consolidated profit or loss.

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 the end of reporting period and their statements of profit or loss 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 profit or loss.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Fair Value Measurement

The Group measures financial assets (such as FVPL and FVOCI 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 estimated 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 consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by reassessing 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 FVPL 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 remeasured or reassessed as per 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

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement of financial instruments

At initial recognition, financial assets are classified as, and measured at amortized cost, FVOCI, and FVPL. Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value, and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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

Classification of financial instruments

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15, *Revenue from Contracts with Customers*.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are SPPI on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

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

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets at FVPL

As at December 31, 2019 and 2018, 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, financial assets and financial liabilities designated upon initial recognition at fair value through profit or loss, or financial assets and liabilities mandatorily required to be measured at fair value. Financial assets and financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term.

Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

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 profit or loss. 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 at December 31, 2019 and 2018.

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.

A derivative embedded in a hybrid contract, with a financial liability or nonfinancial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVPL. Embedded derivatives are measured at fair value with changes in fair value recognized in the consolidated profit or loss. Reassessment occurs only if there is either a change in the terms of the contract that significantly modifies the cash flows that would be otherwise be required or a reclassification of a financial asset out of the FVPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVPL.

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 on increase 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 at December 31, 2019 and 2018, the Group has designated as FVPL all equity investments, money market papers, investments in bonds that have callable and other features, managed/hedged funds and derivatives amounting to ₱11,130.2 million and ₱9,437.9 million, respectively (see Note 10). No financial liability at FVPL is outstanding as at December 31, 2019 and 2018.

(b) Financial assets at amortized cost (debt instruments)

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

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in the consolidated profit or loss when the asset is derecognized, modified or impaired.

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 as interest income in the consolidated profit or loss. The losses arising from impairment of such financial assets are recognized as "Valuation allowances" account under "Other income - net" in the consolidated profit or loss.

Included under financial assets at amortized cost are cash in banks, short-term investments, trade receivables, interest receivable, advances to employees, receivables from villa owners, dividend receivable, notes receivable and other receivables.

(c) Financial assets at FVOCI (debt instruments)

The Group measures debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated profit or loss and computed in the same manner as financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI.

When the debt instrument is disposed of, the cumulative gain or loss previously recognized under OCI is transferred to profit or loss as "Gain (loss) on sale of FVOCI 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 FVOCI investments are reported as interest income using the effective interest rate method.

As at December 31, 2019 and 2018, the Group's FVOCI investments include investments in bonds (see Note 13).

(d) Financial liabilities - loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated profit or loss.

As at December 31, 2019 and 2018, included in this category are the Group's notes payable, accounts payable and accrued expenses, lease liabilities, long-term debt and dividends payable.

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

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

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

Financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification 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 profit or loss.

Impairment of Financial Assets

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at FVOCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group's debt instruments at FVOCI comprise solely of top investment grade bonds that are graded by top credit rating agencies and, therefore, are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from the top credit rating agencies both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

"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 profit or loss 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 profit or loss 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. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group assesses its revenue arrangement against specific criteria in order to determine if it is acting as principal or agent. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

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

Sale of goods

Revenue from the sale of goods is recognized at a point in time when the control over the goods are transferred to the buyer which is generally upon delivery of the goods.

Sale of services

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

Revenue from air transport services is recognized at a point in time when the related services has been substantially performed.

Project management fees and other income

Revenue from project management fees and other income is recognized over time when the control of the services is transferred to the customer, generally on delivery of the services.

Other Income

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 the consolidated 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.

Cost of goods sold

The cost of goods sold is recognized as expense when the related goods are sold.

Cost of services rendered

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

Operating expenses

Operating expenses include selling and general and administrative expenses that are expensed as incurred.

Other Comprehensive Income

Other comprehensive income comprises of items of income and expense that are not recognized in the consolidated profit or loss for the year in accordance with PFRSs. Other comprehensive income of the Group pertains to gains and losses on remeasuring FVOCI investments, exchange differences on translating foreign operations and remeasurements comprising actuarial gains and losses on retirement plan assets and liabilities.

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.

For cable and wire manufacturing, 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 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.

These 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 either when 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 | 30 |
| Leasehold improvements* | 5 - 20 |
| Flight, ground, machinery and other equipment | 2 - 25 |
| Furniture, fixtures and office equipment | 2 - 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.

Depreciation commences when an asset is in its operational location or working condition capable of being operated in the manner intended by management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

Construction in progress (CIP) is stated at cost net of accumulated impairment losses, if any. 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 villa development costs and related expenses 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 comprise completed property and property under construction or re-development (land, buildings and condominiums) that are held to earn rentals or capital appreciation or both and that are not occupied by the Group. 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. 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 profit or loss 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 pre-tax 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 profit or loss 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 or 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 profit or loss.

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 at the end of each financial reporting period.

Contract Balances

Trade receivables

Trade receivables represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs the obligations under the contract.

Other Noncurrent Assets and Other Noncurrent Liabilities

Other noncurrent assets include restricted cash funds for future villa operating requirements. A corresponding liability is recognized for these funds under other noncurrent liabilities.

Deposits to suppliers in relation to aircraft maintenance and acquisition of specific property and equipment are also classified as part of other noncurrent assets.

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 and the effects of retrospective restatement recognized in accordance with the PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

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 profit or loss 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 Upon Adoption of PFRS 16

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Leases previously accounted for as operating leases

The Group recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for all leases were recognized based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

Right-of-use asset

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

| Category | Number of Years |
|-----------------------|------------------------|
| Building | 5 years |
| Leasehold improvement | 2 years |

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, the Group calculates depreciation using the estimated useful life of the asset.

Lease liability

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and low-value assets

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

Leases Prior to Adoption of PFRS 16

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 a lessee

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

The Group as a lessor

Leases where the Group does not transfer substantially all the risks and rewards 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 non-contributory defined benefit retirement plans.

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 the consolidated 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 the consolidated 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 the consolidated 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 profit or loss, 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 the 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, carryforward benefits 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 profit will be available against which the deductible temporary differences and carryforward benefits 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 reassessed at each end of the reporting period and are recognized to the extent that it has become probable that sufficient future taxable profit 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 the 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 profit or loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if:

- (a) a legally enforceable right exists to set off current income tax assets against current income tax liabilities; and
- (b) deferred income taxes are levied by the same taxation authority on either: the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Value Added Tax (VAT)

Input VAT is the 12% indirect tax paid by the Group in the course of the Group's trade or business on local purchase of goods or services, including lease or use of property, from a VAT-registered person. In case of capital goods, input VAT is spread evenly over the useful life or 60 months, whichever is shorter.

Output VAT pertains to the 12% tax due on the lease or exchange of taxable goods or properties or services by the Group.

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

For its VAT-registered activities, when VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated balance sheet. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated balance sheet up to the extent of the recoverable amount.

For its non-VAT registered activities, the amount of VAT passed on from its purchases of goods or service is recognized as part of the cost of goods/asset acquired or as part of the expense item, as applicable.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income, net income from continuing operations and the total comprehensive income attributable to the equity holders of the Parent 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 at December 31, 2019, 2018 and 2017.

Dividends on Common Shares

Dividends on common shares are recognized as a liability and deducted from equity when approved by the respective BOD 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 the reporting period.

Events After the Reporting Period

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

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. Financial information on business segments is presented in Note 6.

4. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRSs 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 30).

Classification and measurement of financial assets depend on the result of the SPPI and business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve particular business objectives. In classifying the investments not held for trading as at December 31, 2019 and 2018, the Group made an irrevocable election at initial recognition to designate the instruments as FVPL investments.

Assessment of control over the entities for consolidation

The Group has wholly owned, majority and minority-owned subsidiaries discussed in Note 3. Management concluded that the Group controls these majority and minority-owned subsidiaries arising from voting rights and, therefore, consolidates the entities in its consolidated financial statements.

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.

Provision for expected credit losses of receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type and rating).

The provision matrix is initially based on the Group's historically observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecasted economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historically observed default rates, forecasted economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecasted economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

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. These reserves are re-evaluated and adjusted as additional information is received.

Allowance for expected credit losses as at December 31, 2019 and 2018 amounted to ₱678.9 million and ₱638.0 million, respectively. Receivables and advances, net of valuation allowance, amounted to ₱2,554.9 million and ₱2,271.1 million as at December 31, 2019 and 2018, respectively (see Notes 11, 14 and 28).

Valuation of unquoted FVPL 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.

The determination of the cash flows and discount factors for unquoted equity investments requires significant estimation. In valuing the Group's unquoted FVPL equity instruments at fair value, management applied judgment in selecting the valuation technique and comparable companies and used assumptions in estimating future cash flows from its equity instruments considering the information available to the Group (see Note 30).

Unquoted FVPL equity investments amounted to ₱1,137.1 million and ₱1,086.2 million as at December 31, 2019 and 2018, respectively (see Note 10).

Impairment of FVOCI debt investments

For FVOCI debt investments, the Group assesses the counterparty's ability to comply with the contractual obligations to pay out principal and interest. Further, the Group assesses whether the credit risk on that financial instrument has increased significantly since initial recognition. No impairment loss was recognized in 2019, 2018 and 2017. The carrying value of FVOCI debt investments amounted to ₱330.5 million and ₱694.3 million as at December 31, 2019 and 2018, respectively (see Note 13).

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 the recorded expenses and decrease current assets.

Allowance for inventory losses and obsolescence amounted to ₱83.2 million and ₱82.0 million as at December 31, 2019 and 2018, respectively. The carrying amount of the inventories amounted to ₱904.4 million and ₱1,030.5 million as at December 31, 2019 and 2018, respectively (see Note 12).

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.

As at December 31, 2019 and 2018, the carrying value of property and equipment amounted to ₱2,562.5 million and ₱2,560.8 million, respectively (see Note 15).

Recoverability of investment in associates

The carrying value of investments carried under the 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 expected cash flows are estimated from the operations of the associates for the next five years, as well as the terminal value at the end of fifth year. The recoverable amount is most sensitive to the discount rates used for the discounted cash flow model, as well as the expected future cash inflows, revenue growth rates and long-term growth rates used for extrapolation purposes.

The carrying amounts of the investments amounted to ₱995.9 million and ₱1,581.0 million as at December 31, 2019 and 2018, respectively (see Note 14).

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.

As at December 31, 2019 and 2018, the carrying value of property and equipment and investment properties amounted to ₱3,092.8 million and ₱2,798.9 million, respectively (see Notes 15 and 16).

There is no impairment loss on property and equipment and investment properties for each of the three years in the period ended December 31, 2019 (see Notes 15 and 16).

(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. In assessing the recoverability of the Group's goodwill, management exercised significant judgments and used assumptions such as revenue growth rates, discount rates and long-term growth rates in estimating the value-in-use of these cash-generating units.

As at December 31, 2019 and 2018, the carrying value of goodwill amounted to ₱1,302.3 million (see Note 7).

Recognition of deferred income tax assets

The Group reviews the carrying amounts of the deferred income tax assets at each end of the 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. As at December 31, 2019 and 2018, the Group recognized gross deferred income tax assets amounting to ₱89.1 million and ₱84.6 million, respectively. The Group has also temporary differences for which deferred income tax assets are not recognized. Further details of the recognized and unrecognized deferred income tax assets are provided in Note 26.

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. Net retirement plan asset as at December 31, 2019 and 2018 amounted to ₱84.5 million and ₱65.4 million, respectively. Net retirement benefits payable as at December 31, 2019 and 2018 amounted to ₱32.3 million and ₱12.9 million, respectively. Further details are provided in Note 25.

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. Further details about the assumptions used are provided in Note 25.

Provisions and contingencies

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provision and disclosure of contingencies are discussed in Notes 3 and 33, respectively.

5. Revenue from Contracts with Customers

Set out below is the disaggregation of the Group's revenue from contracts with customers:

| For the Year Ended December 31, 2019 | | | | |
|--|------------------------------------|---|----------------------|-----------------|
| | Cable and Wire Manufacturing | Resorts Operations and Villa Development | Other Operations* | Total |
| Type of revenues: | | | | |
| Goods | P 8,208,374,800 | P – | P – | P 8,208,374,800 |
| Services | – | 1,140,941,687 | 201,448,088 | 1,342,389,775 |
| Total revenue from contracts with customers | P 8,208,374,800 | P 1,140,941,687 | P 201,448,088 | P 9,550,764,575 |
| Timing of revenue recognition: | | | | |
| At a point in time | P 8,208,374,800 | P 430,653,807 | P 201,448,088 | P 8,840,476,695 |
| Over time | – | 710,287,880 | – | 710,287,880 |
| Total revenue from contracts with customers | P 8,208,374,800 | P 1,140,941,687 | P 201,448,088 | P 9,550,764,575 |

* Other Operations include ASAC and AHL.

| For the Year Ended December 31, 2018 | | | | |
|--|------------------------------------|---|----------------------|-----------------|
| | Cable and Wire Manufacturing | Resorts Operations and Villa Development | Other Operations* | Total |
| Type of revenues: | | | | |
| Goods | P 8,292,508,630 | P – | P – | P 8,292,508,630 |
| Services | – | 1,100,825,407 | 213,879,440 | 1,314,704,847 |
| Total revenue from contracts with customers | P 8,292,508,630 | P 1,100,825,407 | P 213,879,440 | P 9,607,213,477 |
| Timing of revenue recognition: | | | | |
| At a point in time | P 8,292,508,630 | P 392,685,676 | P 213,879,440 | P 8,899,073,746 |
| Over time | – | 708,139,731 | – | 708,139,731 |
| Total revenue from contracts with customers | P 8,292,508,630 | P 1,100,825,407 | P 213,879,440 | P 9,607,213,477 |

* Other Operations include ASAC and AHL. Financial performance of CGI is included up to the date of disposal.

| For the Year Ended December 31, 2017 | | | | |
|--|------------------------------------|---|----------------------|-----------------|
| | Cable and Wire Manufacturing | Resorts Operations and Villa Development | Other Operations* | Total |
| Type of revenues: | | | | |
| Goods | ₱ 7,188,994,574 | ₱ – | ₱ – | ₱ 7,188,994,574 |
| Services | – | 861,146,448 | 198,649,756 | 1,059,796,204 |
| Total revenue from contracts with customers | ₱ 7,188,994,574 | ₱ 861,146,448 | ₱ 198,649,756 | ₱ 8,248,790,778 |
| Timing of revenue recognition: | | | | |
| At a point in time | ₱ 7,188,994,574 | ₱ 311,456,777 | ₱ 198,649,756 | ₱ 7,699,101,107 |
| Over time | – | 549,689,671 | – | 549,689,671 |
| Total revenue from contracts with customers | ₱ 7,188,994,574 | ₱ 861,146,448 | ₱ 198,649,756 | ₱ 8,248,790,778 |

* Other Operations include ASAC, AHI and CGI.

Contract liabilities

Contract liabilities amounted to ₱52.7 million and ₱41.1 million as at December 31, 2019 and 2018, respectively. These pertain to customer advances for customer orders (see Note 19). In 2019, 2018 and 2017, the Group recognized revenue from sales of goods and services from the contract liabilities amounting to ₱41.1 million, ₱53.2 million and ₱46.0 million, respectively.

Information about the Group's performance obligations are summarized below:

Sale of goods

The Group enters into contracts to sell with one identified performance obligation, which is satisfied upon delivery of the goods. Receivables are generally collected within 30 to 60 days from the delivery of goods and receipt of invoice.

Villa development project

The performance obligation is satisfied at a point in time and payment is generally received in advance during the construction of the villa clusters.

Resort operations

This pertains to the services provided to the guests which is satisfied over time. Some payments are received in advance from the guests.

6. Segment Information

The Company and its subsidiaries' operating businesses are organized and managed separately according to the nature of the products or services offered, as discussed below.

- Holding company segment pertains to the operations of the Company.
- Resort Operations segment pertains to the Company's subsidiary providing hotel and resort accommodation, relaxation and entertainment, among others, while Villa Development includes the sale of villa lots, construction of structures and set up of furniture, fixture and equipment. In 2019, 2018 and 2017, the Group has no sale of villa lots and construction of structures.
- Cable and Wire Manufacturing segment pertains to the Company's subsidiaries engaged in manufacturing, importing, exporting, buying, selling or otherwise dealing in, at wholesale, goods such as building wires, power cables, aluminum wires and cables, copper rods, automotive wires and other energy-related goods of electrical nature, including all equipment, materials, supplies used or employed in or related to the manufacture of its finished products.
- Other operations include air transportation, hangarage, real estate holding and management, and recruitment services. On September 28, 2018, the Group sold its interest in Cirrus Global, Inc. which served as the recruitment services segment of the Group (see Note 8). Amounts for the investments in associates comprise the Group's equity in net losses - net of valuation allowance.

Majority of the companies within the Group were incorporated and operating within the Philippines. The amounts disclosed were determined consistent with the measurement basis under PFRSs.

The following tables present the financial information of the business segments as at and for the years ended December 31, 2019, 2018 and 2017 (in thousands):

| | Before Eliminations | | | | | | | |
|---|--------------------------|---|------------------------------|-------------------------------|--------------|---------------|--------------|--|
| | Holding Company (Parent) | Resort Operations and Villa Development | Cable and Wire Manufacturing | Other Operations ¹ | Total | Eliminations | Consolidated | |
| As at and for the year ended December 31, 2019 | | | | | | | | |
| Revenues, excluding interest income ² | P 1,657,436 | P 1,140,942 | P 8,208,375 | P 885,568 | P 11,892,321 | (P 1,967,969) | P 9,924,352 | |
| Interest income | 111,880 | 6,856 | 5,146 | 596 | 124,478 | — | 124,478 | |
| Investment gains | 856,917 | — | 890 | 198,394 | 1,056,201 | 107,443 | 1,163,644 | |
| Interest expense | 19,100 | 472 | 24,994 | 4,227 | 48,793 | (428) | 48,365 | |
| Income tax expense | 32,285 | 54,717 | 341,630 | 8,737 | 437,369 | (7,995) | 429,374 | |
| Equity in net losses - net of valuation allowance | — | — | — | (517,090) | (517,090) | — | (517,090) | |
| Net income | 2,333,251 | 236,089 | 803,960 | 67,103 | 3,440,403 | (1,502,026) | 1,938,377 | |
| Total assets | 18,716,377 | 1,867,987 | 4,571,515 | 12,428,872 | 37,584,751 | (14,472,331) | 23,112,420 | |
| Investments and advances | 7,284,288 | — | — | 2,150,520 | 9,434,808 | (8,356,153) | 1,078,655 | |
| Property and equipment | 9,445 | 761,537 | 621,795 | 114,979 | 1,507,756 | 1,054,708 | 2,562,464 | |
| Total liabilities | 583,560 | 638,053 | 967,613 | 2,812,006 | 5,001,232 | (2,393,670) | 2,607,562 | |
| Depreciation and amortization | 9,194 | 104,414 | 85,213 | 49,224 | 248,085 | 24,135 | 272,180 | |
| Impairment loss | — | 3,399 | 37,442 | 911 | 41,752 | — | 41,752 | |
| Cash flows from (used in): | | | | | | | | |
| Operating activities | 781,557 | 449,613 | 1,133,537 | (4,458) | 2,360,249 | (791,141) | 1,569,108 | |
| Investing activities | (633,632) | (123,552) | (76,684) | 820,614 | (13,254) | (741,741) | (754,995) | |
| Financing activities | (1,090,083) | (169,058) | (660,013) | (833,307) | (2,752,461) | 1,483,267 | (1,269,194) | |

¹ Other Operations include ASAC, AAC, Anscorcon, AI, AHI, IAI and the Group's equity in net losses of associates - net of valuation allowance.

² Majority of the revenues of the Group were derived in the Philippines.

| | Before Eliminations | | | | | | | | |
|--|--------------------------------|--|------------------------------------|----------------------------------|--------------|---------------|--------------|--|--|
| | Holding Company (Parent) | Resort Operations and Villa Development | Cable and Wire Manufacturing | Other Operations ¹ | Total | Eliminations | Consolidated | | |
| As at and for the year ended December 31, 2018 | | | | | | | | | |
| Revenues, excluding interest income ² | P 1,334,003 | P 1,100,825 | P 8,292,509 | P 1,165,109 | P 11,892,446 | (P 1,983,455) | P 9,908,991 | | |
| Interest income | 103,635 | 3,475 | 1,242 | 1,164 | 109,516 | — | 109,516 | | |
| Investment gains | 475,201 | — | 408 | (217,002) | 258,607 | (233,926) | 24,681 | | |
| Interest expense | 39,744 | — | 29,938 | 3,226 | 72,908 | — | 72,908 | | |
| Income tax expense | 50,976 | 48,287 | 246,503 | 9,080 | 354,846 | (7,627) | 347,219 | | |
| Equity in net losses - net of valuation allowance | — | — | — | (262,184) | (262,184) | — | (262,184) | | |
| Net income | 773,025 | 235,253 | 636,442 | 533,770 | 2,178,490 | (1,273,667) | 904,823 | | |
| Total assets | 18,057,699 | 1,706,722 | 4,320,601 | 12,581,118 | 36,666,140 | (14,376,129) | 22,290,011 | | |
| Investments and advances | 7,190,993 | 69,195 | — | 2,483,424 | 9,743,612 | (8,161,768) | 1,581,844 | | |
| Property and equipment | 15,984 | 778,153 | 616,372 | 68,962 | 1,479,471 | 1,081,359 | 2,560,830 | | |
| Total liabilities | 1,030,541 | 563,953 | 1,258,638 | 2,791,694 | 5,644,826 | (2,454,250) | 3,190,576 | | |
| Depreciation and amortization | 9,319 | 101,274 | 74,118 | 43,972 | 228,683 | 24,137 | 252,820 | | |
| Impairment loss (recovery) | — | (7,358) | 15,257 | 1,498 | 9,397 | — | 9,397 | | |
| Cash flows from (used in): | | | | | | | | | |
| Operating activities | 638,385 | 389,597 | 332,922 | 50,258 | 1,411,162 | (497,177) | 913,985 | | |
| Investing activities | (127,360) | (66,806) | (61,244) | 645,555 | 390,145 | (798,983) | (408,838) | | |
| Financing activities | (1,054,270) | (94,746) | (151,429) | (624,515) | (1,924,960) | 927,370 | (997,590) | | |

¹ Other Operations include ASAC, AAC, Anscorcon, AI, AHI, CGI, IAI and the Group's equity in net losses of associates - net of valuation allowance. Financial performance of CGI is included up to the date of disposal.

² Majority of the revenues of the Group were derived in the Philippines.

| | Before Eliminations | | | | | | Eliminations ³ | Consolidated |
|---|--|--------------------------|--|------------------------------|-------------------------------|--------------------|---------------------------|--------------|
| | Nurse/PT Staffing Company ⁴ | Holding Company (Parent) | Resort Operation and Villa Development | Cable and Wire Manufacturing | Other Operations ¹ | Total ³ | | |
| As at and for the year ended December 31, 2017 | | | | | | | | |
| Revenues, excluding interest income ² | P 2,028,265 | P 831,590 | P 861,146 | P 7,188,995 | P 1,113,708 | P 12,023,704 | (P 3,504,226) | P 8,519,478 |
| Interest income | 1 | 87,909 | 3,529 | 2,297 | 5,841 | 99,577 | (700) | 98,877 |
| Investment gains | — | 1,541,972 | — | 5,121 | 857,668 | 2,404,761 | 58,540 | 2,463,301 |
| Interest expense | 5,386 | 45,912 | — | 36,042 | 3,184 | 90,524 | (5,386) | 85,138 |
| Income tax expense (benefit) | (5,073) | 10,169 | 27,681 | 213,072 | 10,486 | 256,335 | (2,899) | 253,436 |
| Equity in net losses - net of valuation allowance | — | — | — | — | (497,099) | (497,099) | — | (497,099) |
| Net income (loss) | (47,637) | 2,173,508 | 100,523 | 546,008 | 570,393 | 3,342,795 | (706,791) | 2,636,004 |
| Total assets | — | 18,928,517 | 1,526,424 | 3,824,469 | 12,838,128 | 37,117,538 | (14,771,342) | 22,346,196 |
| Investments and advances | — | 7,069,111 | 60,706 | — | 2,349,032 | 9,478,849 | (7,827,009) | 1,651,840 |
| Property and equipment | — | 21,152 | 812,752 | 626,908 | 99,367 | 1,560,179 | 1,108,010 | 2,668,189 |
| Total liabilities | — | 1,384,736 | 519,125 | 1,150,106 | 2,631,923 | 5,685,890 | (2,130,829) | 3,555,061 |
| Depreciation and amortization | 2,328 | 8,838 | 66,299 | 75,188 | 41,484 | 194,137 | 55,624 | 249,761 |
| Impairment loss | 111,599 | 82,906 | 4,662 | 9,506 | 3,737 | 212,410 | (112,209) | 100,201 |
| Cash flows from (used in): | | | | | | | | |
| Operating activities | 206,562 | 828,471 | 197,556 | 313,737 | 166,200 | 1,712,526 | (217,034) | 1,495,492 |
| Investing activities | (3,637) | 828,893 | (111,939) | (145,832) | (57,715) | 509,770 | 136,895 | 646,665 |
| Financing activities | (161,618) | (799,688) | (186,114) | (511,429) | 9,577 | (1,649,272) | 357,651 | (1,291,621) |

¹ Other Operations include ASAC, AAC, Anscorcon, AI, AHI, CGI, IAI and the Group's equity in net losses of associates - net of valuation allowance.

² Except for the Nurse/PT Staffing Company operating in US, majority of the revenues of the Group were derived in the Philippines.

³ Including operating results from discontinued operations.

⁴ Sold on October 19, 2017. Financial performance shown was up to the date of disposal.

7. Business Combinations

- a. Goodwill represents the excess of acquisition cost of the following subsidiaries over Anscor's share in the fair value of their net assets. As at December 31, 2019 and 2018, the carrying amount of goodwill allocated to each cash-generating unit (subsidiaries) is as follows:

| | | |
|-------|---|----------------------|
| PDP | P | 1,202,945,277 |
| SSRLI | | 99,330,987 |
| | P | 1,302,276,264 |

- b. Impairment Testing of Goodwill

- i. PDP Group

The recoverable amount of the investments in PDP Group has been determined based on the value-in-use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The key assumptions used to determine the recoverable amount as at December 31, 2019 and 2018 are discussed below:

Discount rate

Discount rate is consistent with the risk-free industry interest rate. The pre-tax discount rates applied to cash flow projections in 2019 and 2018 are 12.2% and 17.4%, respectively.

Terminal value

Terminal value is computed based on Gordon Growth model, which is the quotient of the normalized value of free cash flows assuming a long-term growth rate of 3.8% and 4.1% in 2019 and 2018, respectively, and the difference between the discount rate and growth rate.

Growth rate

PDP Group assumed a growth rate of -2.0% to 6.0% in 2019 and 0.4% to 2.3% in 2018. Management used the average industry growth rate for the forecast.

Sensitivity to changes in assumptions

Management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the cash-generating unit to materially exceed its recoverable amount.

- ii. SSRLI

The recoverable amount of the investments in SSRLI has been determined based on the value-in-use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The key assumptions used to determine the recoverable amount as at December 31, 2019 and 2018 are discussed below:

Discount rate

Discount rate is consistent with the risk-free industry interest rate. The pre-tax discount rate applied to cash flow projections in 2019 and 2018 are 13.3% and 14.5%, respectively.

Terminal value

Terminal value is computed based on Gordon Growth model, which is the quotient of the normalized value of free cash flows assuming a long-term growth rate of 2.0% and 6.5% in 2019 and 2018, respectively, and the difference between the discount rate and growth rate.

Growth rate

Growth rate assumptions for the five-year cash flow projections in 2019 and 2018 are supported by the different initiatives of SSRLI. SSRLI used 5.0% to 9.3% and 7.0% to 12.1% growth rate in revenue for its cash flow projection in 2019 and 2018, respectively.

Sensitivity to changes in assumptions

Management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the cash-generating unit to materially exceed its recoverable amount.

8. Deconsolidated Subsidiary

On October 19, 2017, the Group, through its wholly owned subsidiary, IQHIL, entered into a Merger Agreement with Webster Capital Management LLC, a US-based company, effectively selling the Group's entire shareholdings in Cirrus equivalent to 93.55% of the latter's total outstanding shares.

As a result, the Group consolidated Cirrus' statement of comprehensive income up to the date of sale.

Total gain on disposal of Cirrus recognized in the 2017 consolidated profit or loss amounted to ₱1,097.9 million.

Cirrus serves as the Nurse/PT staffing segment of the Group and is a separate reportable operating segment (see Note 6).

The results of Cirrus for the period ended October 19, 2017 are presented below (in thousands):

| | |
|---|-------------|
| Revenues | ₱ 2,021,126 |
| Cost of services | (1,569,503) |
| Gross profit | 451,623 |
| Expenses | (504,333) |
| Loss before income tax | (52,710) |
| Benefit from income tax | 5,073 |
| Net loss from a deconsolidated subsidiary | (₱ 47,637) |

Loss Per Share

| | |
|---|-----------|
| Basic/diluted, for net loss attributable to equity holders of the Parent from a deconsolidated subsidiary | (₱ 0.04) |
|---|-----------|

The net cash flows from (used in) the activities of Cirrus for the period ended October 19, 2017 are as follows (in thousands):

| | |
|-----------------|-----------|
| Operating | ₱ 206,562 |
| Investing | (3,637) |
| Financing | (161,618) |
| Net cash inflow | ₱ 41,307 |

On September 28, 2018, the Group, through its wholly owned subsidiary, Sutton, entered into a Share Purchase Agreement with third party individuals, effectively selling the Group's entire shareholdings in CGI equivalent to 93.17% of the latter's total outstanding shares. As a result, the Group consolidated CGI's 2018 statement of comprehensive income up to the date of sale.

Total loss on disposal of CGI recognized in the 2018 consolidated profit or loss amounted to ₱6.1 million.

9. Cash and Cash Equivalents

| | 2019 | 2018 |
|---------------------------|-----------------|-----------------|
| Cash on hand and in banks | P 1,516,027,511 | P 1,601,784,276 |
| Cash equivalents | 792,850,744 | 1,163,730,790 |
| | P 2,308,878,255 | P 2,765,515,066 |

Cash with banks earn interest at the respective bank deposit rates ranging from 0.20% to 0.75%, 0.25% to 1.60% and 0.10% to 1.25% in 2019, 2018 and 2017, respectively. Cash equivalents with interest rates ranging from 0.88% to 4.00%, 0.36% to 6.50% and 0.16% to 2.64% in 2019, 2018 and 2017, respectively, are made for varying periods of up to three months depending on the immediate cash requirements of the Group (see Note 24).

10. FVPL Investments

| | 2019 | 2018 |
|------------------------|------------------|-----------------|
| Quoted equity shares | P 7,616,776,828 | P 6,588,212,129 |
| Unquoted equity shares | 1,137,142,219 | 1,086,225,778 |
| Funds and equities | 1,131,737,165 | 766,122,276 |
| Bonds | 793,929,295 | 655,218,123 |
| Proprietary shares | 367,437,073 | 324,377,072 |
| Others | 83,225,493 | 17,792,108 |
| | P 11,130,248,073 | P 9,437,947,486 |

This account consists of investments that are designated as FVPL and held-for-trading investments. Quoted equity shares consist of marketable equity securities that are listed and traded in the Philippine Stock Exchange (PSE) and the Nasdaq Stock Market (NASDAQ). The fair market values of these listed shares are based on their quoted market prices as at December 31, 2019 and 2018 which are assessed to be the exit prices.

Held-for-trading investments include foreign currency-denominated mutual/hedge funds, and equity investments that are managed together on a fair value basis. These investments are classified under funds and equities.

Designated FVPL investments consist of foreign currency-denominated fixed income securities with embedded derivatives (e.g, call and put options) that significantly modify the security's cash flow. These investments are classified under bonds.

FVPL investments in bonds represent foreign currency-denominated bond securities with variable and fixed interest rates. The FVPL coupon interest rate per annum ranges from 3.95% to 9.00%, 3.50% to 9.00% and 3.38% to 9.00% in 2019, 2018 and 2017, respectively. As at December 31, 2019 and 2018, the Group has equity investments amounting to P10,336.3 million and P8,782.7 million, respectively.

As at December 31, 2019 and 2018, the Company has FVPL investments amounting to P1,524.0 million and P1,185.1 million, respectively, that are pledged as collateral for its long-term debt (see Note 20).

The Group's FVPL unquoted equity shares and significant investment in funds and equities include the following:

a. KSA Realty Corporation (KSA)

On June 15, 2016, the Company acquired additional shares in KSA amounting to ₱236.5 million. This increased the Company's stake in KSA from 11.30% in 2015 to 14.28% in 2016.

In 2019 and 2018, the Company recognized ₱80.1 million and ₱188.7 million gain on fair value adjustment in its investment in KSA which is presented in the consolidated profit or loss.

As at December 31, 2019 and 2018, the Company's investment in KSA amounted to ₱1,021.8 million and ₱941.7 million, respectively (see Note 30).

The Company received cash dividends from KSA amounting to ₱189.9 million, ₱151.4 million and ₱114.2 million in 2019, 2018 and 2017, respectively.

b. Macquarie ASEAN Technology Investment Holdings II LP (Macquarie)

On July 13, 2018, the Company invested US\$5.0 million (₱267.7 million) in Macquarie, a special purpose vehicle that invested exclusively in shares of Grab Holdings, Inc. (Grab). Grab is a Singapore-based technology company that offers ride-hailing transport services, food delivery and payment solutions through GrabTaxi, GrabFood and GrabPay.

As at December 31, 2019 and 2018, the carrying value of the investment in Macquarie, inclusive of foreign exchange adjustment, amounted to ₱253.2 million and ₱262.9 million, respectively. Investment in Macquarie is included under "Funds and equities" account.

c. Madaket, Inc. (Madaket)

In May 2017, AI invested US\$1.0 million (₱49.7 million) in equity shares at Madaket, the owner of Madaket Healthcare. Madaket developed Electronic Data Interchange Enrollment, a service platform that automates healthcare provider data management processes in the United States.

AI recognized losses in fair value adjustment in its investment in Madaket, Inc. amounting to ₱13.3 million and ₱40.3 million in 2019 and 2017, respectively. Gain on fair value adjustment recognized in 2018 amounted to ₱21.0 million.

As at December 31, 2019 and 2018, the Group's total investment in Madaket, inclusive of foreign exchange adjustment, amounted to ₱16.7 million and ₱31.2 million, respectively.

d. Element Data, Inc. (Element Data)

In June 2017, AI invested US\$1.0 million (₱49.5 million) in Series Seed preferred shares of Element Data, a Seattle, Washington-based Artificial Intelligence Company. Its Decision Intelligence platform incorporates a deep learning knowledge-graph with an active sense-and-response architecture, powering a decision intelligence engine that understands complex interdependencies between data and people.

In October 2017, Element Data acquired all of the intellectual property of the Group's investment in BM, an associate of the Group.

In December 2017, AI invested additional US\$1.0 million (P50.6 million) in Series Seed preferred shares of Element Data.

In 2019, AI invested additional US\$0.5 million (P26.4 million) in Element Data.

In 2019, 2018 and 2017, AI recognized losses on fair value adjustment amounting to P26.7 million, P12.0 million and P87.0 million, respectively, in its investment in Element Data.

Total investment in Element Data, inclusive of foreign exchange adjustment, amounted to nil and P1.5 million as at December 31, 2019 and 2018, respectively.

e. Navegar I LP and Navegar II LP (Navegar)

In March 2013, AI invested US\$0.6 million (P26.4 million) in Navegar, a limited partnership established to acquire substantial minority position through privately negotiated investments in equity and equity-related securities of Philippine companies that are seeking growth capital and/or expansion capital.

In July 2017, AI invested additional US\$0.07 million (P3.6 million).

In October 2018, the partial disposal of Navegar's investments resulted to the return of capital and gain amounting to US\$0.3 million (P13.4 million) and US\$0.8 million (P43.5 million), respectively.

AI invested additional US\$0.2 million (P10.1 million) in 2019.

In 2019 and 2018, AI recognized losses on fair market value adjustment in its investment in Navegar amounting to P2.2 million and P20.2 million, respectively. In 2017, the Group recognized gain on fair value adjustment of P12.6 million.

Total investment in Navegar, inclusive of foreign exchange adjustment, amounted to P36.4 million and P17.6 million as at December 31, 2019 and 2018, respectively. In 2019, the Group committed to invest US\$10.0 million in Navegar II LP.

f. Sierra Madre Philippines I LP (Sierra Madre)

In 2017, AI entered into an equity investment agreement with Sierra Madre, a newly formed private equity fund staffed by experienced local operators and private equity professionals. The fund will focus on providing growth capital to small and mid-sized Philippine companies.

In 2019 and 2018, AI made additional investments to Sierra Madre amounting to US\$0.9 million (P48.0 million) and US\$1.0 million (P50.4 million).

In 2019, 2018 and 2017, AI recognized losses on fair value adjustment amounting to P31.1 million, P3.3 million and P12.2 million, respectively.

As at December 31, 2019 and 2018, total investment in Sierra Madre, inclusive of foreign exchange adjustment, amounted to P62.3 million and P47.1 million, respectively. The Group committed to invest US\$ 9.0 million.

g. Enderun College, Inc. (Enderun)

In 2008, the Company entered into a subscription agreement for the acquisition of 16,216,217 shares of stock equivalent to 20% equity stake in Enderun, a college that offers a full range of bachelor's degree and non-degree courses in the fields of hotel administration, culinary arts and business administration.

The Company received cash dividends from Enderun amounting to ₱4.8 million in 2017.

In 2017, the Company sold its shares in Enderun for ₱370.0 million which resulted to a gain of ₱83.8 million.

The carrying value of the investment in Enderun amounted to nil as at December 31, 2019 and 2018.

Net gains (losses) on increase (decrease) in market value of FVPL investments as at December 31 are as follows (in millions):

| | Unrealized Valuation Gains (Losses) in Market Value | | Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments in 2019 |
|---|--|-----------|---|
| | 2019 | 2018 | |
| Quoted equity shares | ₱ 3,252.6 | ₱ 2,242.3 | ₱ 1,010.3 |
| Unquoted equity shares | 472.1 | 487.5 | (15.4) |
| Proprietary shares | 329.8 | 286.7 | 43.1 |
| Bonds | (15.9) | (54.9) | 39.0 |
| Funds and equities | (14.6) | (41.8) | 27.2 |
| Others | (5.8) | (7.6) | 1.8 |
| Total | 4,018.2 | 2,912.2 | 1,106.0 |
| Add realized gain on sale of FVPL investments | | | 45.8 |
| Net gain on increase in market value of FVPL investments | | | ₱ 1,151.8 |

| | Unrealized Valuation Gains (Losses) in Market Value | | Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments in 2018 |
|---|--|-----------|---|
| | 2018 | 2017 | |
| Quoted equity shares | ₱ 2,242.3 | ₱ 2,357.6 | (₱ 115.3) |
| Unquoted equity shares | 487.5 | 280.7 | 206.8 |
| Bonds | (54.9) | (16.9) | (38.0) |
| Funds and equities | (41.8) | (9.8) | (32.0) |
| Proprietary shares | 286.7 | 179.6 | 107.1 |
| Others | (7.6) | 1.5 | (9.1) |
| Total | 2,912.2 | 2,792.7 | 119.5 |
| Add realized loss on sale of FVPL investments | | | (86.0) |
| Net gain on increase in market value of FVPL investments | | | ₱ 33.5 |

There were no outstanding forward transactions as at December 31, 2019, 2018 and 2017.

11. Receivables

| | 2019 | 2018 |
|---|------------------------|------------------------|
| Trade | P 1,782,362,910 | P 1,837,485,963 |
| Note receivable | 238,905,000 | 240,030,000 |
| Tax credits/refunds | 143,954,166 | 180,109,900 |
| Interest receivable | 24,518,133 | 33,693,522 |
| Receivables from villa owners | 17,341,766 | 15,179,905 |
| Advances to employees | 12,533,168 | 14,295,820 |
| Dividend receivable | – | 3,299,071 |
| Others | 17,071,649 | 19,390,178 |
| | 2,236,686,792 | 2,343,484,359 |
| Less allowance for expected credit losses | 114,084,174 | 73,242,670 |
| | P 2,122,602,618 | P 2,270,241,689 |

Trade receivables are noninterest-bearing and are normally settled on a 30-day term.

Note receivable pertains to a one-year convertible note and security agreement entered on August 1, 2018 with Powersource Group Holdings Corporation (Powersource) to provide a pre-development support and pre-development funding for the projects of Powersource. The Company may exercise its option to convert the note into common shares upon execution of subscription agreement within the agreed time frame or to convert the loan and all outstanding interest on maturity date. The interest on the loan shall be six percent (6%) per annum, which shall accrue beginning from the issuance of the loan and be due and payable every end of the quarter. Total interest income recognized in the consolidated profit or loss amounted to P14.3 million and P5.9 million in 2019 and 2018, respectively (see Note 24).

On July 31, 2019, the Group amended the convertible loan and security agreement with Powersource by extending the maturity of the loan to February 1, 2020. As at December 31, 2019 and 2018, the carrying amount of note receivable from Powersource amounted to P238.9 million.

On February 19, 2020, Powersource paid all outstanding notes receivable.

Interest receivable pertains to accrued interest income from cash and cash equivalents, FVPL and FVOCI investments in debt instruments.

Receivables from villa owners pertain to SSRLI's net rental share and handling fees and reimbursable expenses such as guest supplies and other amenities, operating supplies, utilities, manpower, laundry services and other expenses for villa maintenance.

Movements in the allowance for expected credit losses of trade and other receivable accounts are as follows:

| 2019 | Trade | Interest and Others | Total |
|----------------------------------|---------------|--------------------------------|---------------|
| At January 1 | P 70,818,417 | P 2,424,253 | P 73,242,670 |
| Provision for the year (Note 24) | 40,841,504 | – | 40,841,504 |
| At December 31 | P 111,659,921 | P 2,424,253 | P 114,084,174 |

| 2018 | | Trade | Interest and Others | Total |
|----------------------------------|---|--------------|--------------------------------|--------------|
| At January 1 | P | 57,974,044 | P 2,424,253 | P 60,398,297 |
| Provision for the year (Note 24) | | 15,430,275 | – | 15,430,275 |
| Write-off | | (14,716) | – | (14,716) |
| Recovery (Note 24) | | (2,571,186) | – | (2,571,186) |
| At December 31 | P | 70,818,417 | P 2,424,253 | P 73,242,670 |

12. Inventories

| | 2019 | 2018 |
|---|----------------------|-----------------|
| At cost: | | |
| Raw materials | P 92,365,315 | P 141,218,087 |
| Materials in transit | 24,379,166 | 32,862,852 |
| Food and beverage | 15,266,566 | 13,588,467 |
| Aircraft parts in transit | 22,402,096 | 8,694,321 |
| Reel inventory | 7,791,270 | 5,661,835 |
| | 162,204,413 | 202,025,562 |
| At net realizable value: | | |
| Finished goods - net of allowance for inventory obsolescence of P26.5 million in 2019 and P23.8 million in 2018 | 376,609,807 | 420,997,799 |
| Work in process - net of allowance for inventory obsolescence of P11.0 million in 2019 and P9.0 million in 2018 | 148,090,979 | 147,536,989 |
| Raw materials - net of allowance for inventory obsolescence of P2.8 million in 2019 and P2.9 million in 2018 | 113,294,068 | 117,336,643 |
| Spare parts and operating supplies - net of allowance for inventory obsolescence of P32.8 million in 2019 and P37.1 million in 2018 | 61,808,329 | 98,295,809 |
| Aircraft spare parts and supplies - net of allowance for inventory losses of P9.5 million in 2019 and P8.6 million in 2018 | 41,814,368 | 43,662,471 |
| Construction-related materials - net of allowance for inventory obsolescence of P0.6 million in 2019 and 2018 | 605,556 | 605,556 |
| | 742,223,107 | 828,435,267 |
| | P 904,427,520 | P 1,030,460,829 |

Net provision for inventory obsolescence recognized in 2019 amounted to P1.4 million and net reversals for inventory obsolescence recognized in 2018 and 2017 amounted to P2.6 million and P4.3 million, respectively (see Note 22).

Aircraft parts in transit are purchased from suppliers abroad under Freight on Board Shipping Point. These items are in the custody of either the Bureau of Customs or freight forwarder as at December 31, 2019 and 2018.

Operating supplies pertain to inventory items used in providing services such as printing, cleaning and office and guest supplies.

Construction-related materials are excess materials and supplies from Villa Development Project. These are held for use in other construction of villa or future repair or renovation of villas.

Inventories charged to cost of good sold and services sold amounted to ₱6,207.8 million, ₱6,664.8 million and ₱5,709.9 million in 2019, 2018 and 2017, respectively (see Note 22).

13. FVOCI Investments

| | | 2019 | | 2018 |
|--------------------|---|-------------|---|-------------|
| Current portion | ₱ | 94,535,324 | ₱ | 15,419,085 |
| Noncurrent portion | | 235,949,189 | | 678,904,133 |
| | ₱ | 330,484,513 | ₱ | 694,323,218 |

FVOCI investments in bonds represent the following:

- a. Foreign currency-denominated bond securities with variable and fixed coupon interest rate per annum ranging from 4.00% to 7.38% in 2019, 3.00% to 7.38% in 2018 and 2.47% to 7.38% in 2017. Maturity dates range from March 17, 2020 to July 31, 2024 for bonds held as at December 31, 2019 and September 10, 2019 to July 31, 2024 for bonds held as at December 31, 2018.
- b. Geothermal Project

In January 2014, a loan and investment agreement was entered by the Company with SKI Construction Company, Inc. (SKI), Red Core Investment Corp. (Red Core), Tayabas Power, Tiaong Geothermal Power, Inc. (Tiaong Power), and San Juan Geothermal Power, Inc. (San Juan Power), collectively referred to as Red Core Group, to jointly survey and explore the geothermal energy potential in the areas defined by the Tayabas, Tiaong and San Juan Geothermal Renewable Energy Service Contract (GRESO). Under this agreement, the Company committed to lend up to ₱172.0 million for the exploration phase of the three sites.

The Company may choose to convert each note into common shares of the three operating companies: Tayabas Power, Tiaong Power and San Juan Power to achieve 9.1% stake in each of these entities. If the Company opts not convert the note within the agreed time frame, these notes will accrue interest until they mature 62 months from the initial drawdown date.

In 2017, the Company recognized ₱82.9 million impairment loss (nil in 2018 and 2019), which is presented in consolidated profit or loss, bringing the investment balance to nil as at December 31, 2019 and 2018.

In March 2018, the Company filed before the Regional Trial Court of Makati City a civil case for specific performance in order to compel Red Core Group to comply with the provisions of the loan and investment agreement signed by the parties. As at February 19, 2020, the case is still ongoing.

In 2019 and 2017, gain on sale of FVOCI investments amounted to ₱11.9 million and ₱13.9 million, respectively. In 2018, loss on sale of FVOCI investments amounted to ₱2.7 million.

Below is the rollforward of the unrealized valuation gains (losses) on FVOCI investments recognized in equity:

| | 2019 | 2018 |
|---|-----------------------|---------------|
| Beginning balance | (P 8,128,524) | P 14,157,787 |
| Gain (loss) recognized directly in equity - net of tax | 25,170,172 | (24,176,732) |
| Amount removed from equity and recognized in consolidated profit or loss - net of tax | (8,301,959) | 1,890,421 |
| Ending balance | P 8,739,689 | (P 8,128,524) |

14. Investments and Advances

| | 2019 | 2018 |
|---|------------------------|-----------------|
| Investments at equity - net of valuation allowance | P 995,882,967 | P 1,581,020,764 |
| Advances - net of allowance for expected credit losses of P564.8 million in 2019 and 2018 | 82,772,036 | 823,718 |
| | P 1,078,655,003 | P 1,581,844,482 |

Investments at equity consist of:

| | 2019 | 2018 |
|---|------------------------|-----------------|
| Acquisition cost | | |
| Common shares | P 2,549,574,872 | P 2,549,574,872 |
| Preferred shares | 6,448,973 | 6,448,973 |
| Total | 2,556,023,845 | 2,556,023,845 |
| Accumulated equity in net losses - net of valuation allowance | (1,833,880,993) | (1,316,790,931) |
| Effect of foreign exchange differences | 273,740,115 | 341,787,850 |
| | P 995,882,967 | P 1,581,020,764 |

The significant transactions involving the Group's investments in associates in 2019 and 2018 follow:

AGP-SG and AGP-BVI

In December 2011, AI entered into a subscription agreement with AGPI for US\$5.0 million Convertible Bridge Notes (the "Notes"), with interest rate of 9% compounded annually. The principal, together with the accrued interest, is payable on the one year anniversary of the issuance of each Note.

The Notes are convertible at the option of the holder into: (a) Series B preferred shares at the per share price paid to buy out existing Series A preferred shares (US\$0.345/share or the "conversion price"); or (b) the equity security issued by AGPI in its next round of equity financing at the per share price paid in such next round of financing.

AGPI is a BVI business company formed in 2010 in connection with the acquisition of equity of Atlantic, Gulf and Pacific Company of Manila, Incorporated. AGPI, through its subsidiary and associates, is focused on providing modular engineering and construction and general engineering design services, including, fabrication, assembly and manpower services, particularly in the oil, gas, petrochemical, power generation and mining industries.

On June 28, 2013, AI converted the US\$5.0 million Convertible Bridge Notes to 16.4 million Series B, voting preferred shares. On June 29, 2013, AI signed a definitive agreement with AGPI amounting to US\$40.0 million for the subscription of 83.9 million Series C, voting preferred shares in AGPI. Series B and Series C preferred shares are convertible, at the option of the holder into Class A common shares. The subscription increased AI's holdings to 27%, giving the Group significant influence over AGPI.

In 2018, AGPI merged with AGP-BVI, its subsidiary, with the latter being the surviving entity. The Group retained its 27% ownership in AGP-BVI and its preference shares were converted to common shares upon the merger.

On July 1, 2019, AGP-BVI entered into a share swap agreement with AGP-SG to make the latter the sole owner of the former.

On July 22, 2019, AGP-SG obtained additional equity investment from new investors which effectively decreased the Group's interest in AGP-SG from 27% to 21%. The Group assessed that it still has significant influence over the AGP-SG.

The principal place of business of AGP-SG is 600 North Bridge Road, Parkview Square, Singapore, while the principal place of business of AGP-BVI is Vantepool Plaza, 2nd Floor, Wickhams Cay 1, Road Town, Tortola, British Virgin Island.

The total acquisition cost of the investment in AGP-SG amounted to ₱2.0 billion. As at December 31, 2019 and 2018, the carrying value of the investment amounted to ₱682.5 million and ₱1,274.8 million, respectively.

The Group recognized a valuation allowance of ₱232.3 million (after considering the effect of dilution), nil and ₱500.0 million in 2019, 2018 and 2017, respectively. In 2019 and 2018, the Group recognized equity in net losses amounting to ₱294.1 million and ₱266.6 million, respectively.

The following are the significant financial information of AGP-SG and AGP-BVI as at and for the years ended December 31, 2019 and 2018 (in millions):

| | 2019 | 2018 |
|---|-----------|-----------|
| Balance Sheets: | | |
| Current assets | ₱ 7,737.0 | ₱ 2,475.3 |
| Noncurrent assets | 15,793.1 | 13,692.9 |
| Current liabilities | 6,896.5 | 3,639.2 |
| Noncurrent liabilities | 6,253.4 | 5,061.1 |
| Equity | 10,491.6 | 7,462.6 |
| Statements of Comprehensive Income: | | |
| Revenue | ₱ 9,063.1 | ₱ 1,507.9 |
| Loss from continuing operations, before tax | 1,257.1 | 906.9 |
| Loss from continuing operations | 1,239.6 | 985.9 |

AIMP

In 2013, the Company invested ₱18.8 million in 15,000,000 common shares and ₱18.8 million in 18,750,000 cumulative, non-voting, redeemable and non-convertible preferred shares in AIMP. These investments gave the Company a total of 10% interest in the entity.

On July 6, 2017, the Company invested additional ₱91.3 million equivalent to 15,000,000 common shares, resulting to an increase in ownership from 10% to 20%, which allowed the Company to exercise significant influence over AIMP.

On December 22, 2017, AIMP redeemed the 12,300,000 preferred shares held by the Company for ₱15.6 million, inclusive of dividends accumulating to the Company amounting to ₱3.3 million.

As at December 31, 2019 and 2018, the carrying value of the investment in AIMP amounted to ₱134.3 million and ₱124.6 million, respectively.

AIMP reported net income amounting to ₱48.1 million and ₱33.1 million in 2019 and 2018, respectively. The Group recognized equity in net earnings amounting to ₱9.8 million, ₱5.2 million and ₱2.9 million in 2019, 2018 and 2017, respectively.

FHI

On November 22, 2017, the Company and a stockholder of FHI, entered into a conditional deed of sale for the Company's purchase of 12.75% stake in FHI. The Company made an advance payment of ₱77.4 million for the said transaction.

On April 2, 2018, the advance payment of ₱77.4 million was reclassified under "Investments at equity - net of valuation allowance" upon transfer of 37,636,615 shares to the Company. On the same date, the Company entered into a deed of sale for the acquisition of 37,636,613 common shares in FHI for a total consideration of ₱103.0 million. The additional purchase of shares resulted to an increase in ownership interest from 12.75% to 25.5%.

In 2019, Anscor made a cash advance to FHI amounting to ₱80.6 million.

FHI reported net loss amounting to ₱2.1 million and ₱7.2 million in 2019 and 2018, respectively. As at December 31, 2019 and 2018, the carrying value of the investment and advances in FHI amounted to ₱259.6 million and ₱179.6 million, respectively.

The Group recognized equity in net losses amounting to ₱0.5 million and ₱0.8 million in 2019 and 2018, respectively.

BM

In October 2011, AI entered into a subscription agreement with Predictive Edge Media Holdings, LLC (PEMH) for the acquisition of 1,000,000 Series A preferred units at US\$3 per unit, which constituted 10% of the total Series A preferred units outstanding. In the first quarter of 2012, all of AI's holdings in PEMH, first acquired in October 2011, were exchanged for an interest in Predictive Edge Technologies, LLC ("Predictive"), PEMH's parent company. Predictive is a US-based early-stage technology company, which provides products and services that make practical and effective use of its patented behavioral science, based on psychological principles and state-of-the-art mathematics that allow it to measure and quantify emotions associated with digital content.

In July 2015, AI made an additional investment of US\$0.5 million (P22.5 million). In March 2016, AI invested an additional US\$0.44 million (P20.5 million) through a convertible note. In October 2016, Predictive merged with BM, its subsidiary, with the latter being the surviving company. As part of the restructuring of BM, the convertible notes and accrued interest were converted to equity on the same date and AI invested an additional US\$0.814 million (P39.2 million) for a 20.5% shareholding in BM. The increased ownership allows AI to exercise significant influence over BM.

In 2016, AI provided impairment loss on its investment in BM amounting to P62.2 million presented under "Equity in net losses - net of valuation allowance" in the consolidated profit or loss.

As at December 31, 2019 and 2018, the net carrying value of AI's investment in BM amounted to nil.

Prople Limited

In November 2013, AI invested US\$4.0 million (P175.9 million) convertible notes in Prople Limited. In August 2015 and February 2016, AI purchased Tranche C notes of Prople Limited amounting to US\$0.5 million (P22.6 million) and US\$0.2 million (P10.6 million), respectively. These notes are convertible at the option of the holder into common shares of Prople Limited. The interest is 5% for the first three years and if not converted on the third anniversary of closing date (i.e., November 18, 2016, the conversion date), the interest will be the prevailing five-year US Dollar Republic of the Philippines (ROP), plus 400 basis points or 7%, whichever is higher for the next two years.

In February 2016, AI converted the notes to equity, giving AI a 32% equity stake and a significant influence over Prople Limited.

In prior years, the Group recognized impairment loss on the investment in Prople Limited.

As at December 31, 2019 and 2018, the net carrying value of AI's investment in Prople Limited amounted to nil.

The associates as at December 31, 2019 and 2018 have no contingent liabilities or capital commitments.

15. Property and Equipment

| | 2019 | | | | | |
|---|--|---|---|-----------------------------|-----------------------------|-----------------|
| | Land, Buildings and Improvements | Flight, Ground, Machineries and Other Equipment | Furniture, Fixtures and Office Equipment | Transportation Equipment | Construction in Progress | Total |
| Cost | | | | | | |
| January 1 | P 2,722,844,921 | P1,063,069,548 | P 510,404,741 | P 221,735,321 | P 20,172,856 | P 4,538,227,387 |
| Additions | 22,029,912 | 91,129,913 | 36,278,461 | 10,691,218 | 98,002,423 | 258,131,927 |
| Reclassification | 5,421,619 | 64,214,690 | — | — | (69,636,309) | — |
| Retirement/disposals | — | — | (28,053,077) | (14,813,279) | — | (42,866,356) |
| December 31 | 2,750,296,452 | 1,218,414,151 | 518,630,125 | 217,613,260 | 48,538,970 | 4,753,492,958 |
| Accumulated | | | | | | |
| Depreciation and Amortization | | | | | | |
| January 1 | 843,544,117 | 613,174,917 | 377,454,085 | 143,223,831 | — | 1,977,396,950 |
| Depreciation and amortization (Note 22) | 52,288,643 | 108,679,535 | 68,931,106 | 26,599,467 | — | 256,498,751 |
| Retirement/disposals | — | — | (28,053,077) | (14,813,279) | — | (42,866,356) |
| December 31 | 895,832,760 | 721,854,452 | 418,332,114 | 155,010,019 | — | 2,191,029,345 |
| Net Book Value | P 1,854,463,692 | P 496,559,699 | P 100,298,011 | P 62,603,241 | P 48,538,970 | P 2,562,463,613 |

| | 2018 | | | | | |
|---|--|---|---|-----------------------------|-----------------------------|-----------------|
| | Land, Buildings and Improvements | Flight, Ground, Machineries and Other Equipment | Furniture, Fixtures and Office Equipment | Transportation Equipment | Construction in Progress | Total |
| Cost | | | | | | |
| January 1 | ₱ 2,688,286,831 | ₱ 1,021,901,832 | ₱ 469,959,870 | ₱ 208,359,071 | ₱ 19,291,702 | ₱ 4,407,799,306 |
| Additions | 25,784,958 | 14,926,192 | 24,191,318 | 32,618,921 | 58,698,888 | 156,220,277 |
| Reclassification | 8,773,132 | 26,241,524 | 22,435,221 | 367,857 | (57,817,734) | — |
| Retirement/disposals | — | — | (6,181,668) | (19,610,528) | — | (25,792,196) |
| December 31 | 2,722,844,921 | 1,063,069,548 | 510,404,741 | 221,735,321 | 20,172,856 | 4,538,227,387 |
| Accumulated Depreciation and Amortization | | | | | | |
| January 1 | 765,856,151 | 510,142,878 | 329,696,479 | 133,914,999 | — | 1,739,610,507 |
| Depreciation and amortization (Note 22) | 77,687,966 | 103,032,039 | 49,705,882 | 22,394,317 | — | 252,820,204 |
| Retirement/disposals | — | — | (1,948,276) | (13,085,485) | — | (15,033,761) |
| December 31 | 843,544,117 | 613,174,917 | 377,454,085 | 143,223,831 | — | 1,977,396,950 |
| Net Book Value | ₱ 1,879,300,804 | ₱ 449,894,631 | ₱ 132,950,656 | ₱ 78,511,490 | ₱ 20,172,856 | ₱ 2,560,830,437 |

Construction in progress includes cost of the on-going construction of the land and building improvements and cost of assembling machineries and equipment.

Depreciation from continuing operations amounted to ₱256.5 million, ₱252.8 million and ₱229.7 million in 2019, 2018 and 2017, respectively (see Note 22).

16. Investment Properties

| | 2019 | | |
|--|---------------|---------------|---------------|
| | Land | Condominium | Total |
| Cost | | | |
| January 1 | ₱ 238,104,974 | ₱ — | ₱ 238,104,974 |
| Additions | — | 293,595,000 | 293,595,000 |
| Reclassification | (94,403) | — | (94,403) |
| December 31 | 238,010,571 | 293,595,000 | 531,605,571 |
| Accumulated Depreciation and Amortization | | | |
| January 1 | — | — | — |
| Depreciation and amortization (Note 22) | — | 1,223,313 | 1,223,313 |
| December 31 | — | 1,223,313 | 1,223,313 |
| Net Book Value | ₱ 238,010,571 | ₱ 292,371,687 | ₱ 530,382,258 |

In 2018, the rollforward of investment properties, which pertain to land, is as follows:

| | |
|-------------|---------------|
| January 1 | ₱ 236,521,635 |
| Additions | 1,583,339 |
| December 31 | ₱ 238,104,974 |

The Group's investment properties include 144.4 hectares of land in Palawan, 36.9 hectares of land in Cebu, and 97.4 hectares of land in Guimaras.

In 2019, the Company purchased two (2) commercial units amounting to ₱293.6 (exclusive of VAT) million which are held for lease to other parties and associate.

Based on the valuation performed by professionally qualified, accredited and independent appraisers as at October 2019 to January 2020, the aggregate fair market values of land amounted to ₱3,602.6 million. The fair value was determined using the sales comparison approach which considers the sale of similar or substitute properties, related market data and the assets' highest and best use. The fair value of the investment properties is categorized as Level 3 which used adjusted inputs for valuation that are unobservable as of the date of valuation.

The inputs used were offer prices of similar land. Significant increases or decreases in offer price would result in higher or lower fair value of the asset.

The appraisers determined that the highest and best use of these properties are either for residential, agricultural, commercial and recreational utility. For strategic reasons, the properties are not being used in this manner. These properties are currently held by the Group for capital appreciation.

The Group has no restrictions on the realizability of the investment properties. Under Department of Agrarian Reform (DAR) rules, AFC has to complete the development on the Guimaras land by September 2018. On November 11, 2018, DAR approved the Group's request for extension to develop the property within a non-extendible period of five years from the receipt of order or until December 6, 2023. The notice of order was received by the Group on December 7, 2018.

In 2019, the Group recognized rental income of ₱1.0 million from these investment properties (nil in 2018 and 2017).

The aggregate direct expenses pertaining to real property taxes amounted to ₱0.3 million in 2019, 2018 and 2017.

17. Other Noncurrent Assets and Other Noncurrent Liabilities

The Group's other noncurrent assets comprise the following as of December 31:

| | 2019 | 2018 |
|---|---------------|---------------|
| Fund for villa operations and capital expenditures (Note 31) | ₱ 107,790,478 | ₱ 94,405,140 |
| Deposit to suppliers | 101,610,508 | 101,805,516 |
| Computer software - net of accumulated depreciation of ₱8.9 million and ₱5.5 million as at December 31, 2019 and 2018, respectively | 8,887,115 | 11,964,834 |
| Property development in progress (Note 31) | 3,676,224 | 3,177,197 |
| Refundable deposits | 1,426,368 | 1,426,368 |
| Others | 255,738 | 9,717,525 |
| | ₱ 223,646,431 | ₱ 222,496,580 |

Deposits to suppliers include advances to suppliers for the maintenance of IAI's aircraft and for the acquisition of specific property and equipment.

Fund for villa operations and capital expenditures is a restricted cash fund of PRI held as a source of future maintenance requirements and for future replacement of power generating units and desalination plant. Interest income on this fund shall accrue to the villa owners. A liability related to the fund was recognized and is presented as "Other noncurrent liabilities" in the consolidated balance sheets (see Note 31).

Other noncurrent liabilities amounted to ₱148.0 million and ₱143.4 million as at December 31, 2019 and 2018, respectively, which include the related liability for the fund asset of PRI recognized above and other liabilities arising from funds for future infrastructure and utility development of villas and funds for replacement of power generating units and desalination plant.

18. Notes Payable

Notes payable as at December 31, 2018 represent unsecured, short-term, interest-bearing liabilities of PDP amounting to ₱250.0 million.

Details of the Group's short-term borrowing transactions are as follows:

- PDP availed of loans from a local bank totaling to ₱450.0 million in 2018. Terms of the loans is 32 to 58 days with rates ranging from 3.5% to 5.7%.
- The Group's unavailed loan credit line from banks amounted to ₱3,329.6 million and ₱2,915.0 million as at December 31, 2019 and 2018, respectively.
- Total interest expense from these loans recognized in the consolidated profit or loss amounted to ₱0.5 million, ₱2.3 million and nil in 2019, 2018 and 2017, respectively (see Note 24).

The Group has no outstanding notes payable as of December 31, 2019.

19. Accounts Payable and Accrued Expenses

| | 2019 | 2018 |
|--------------------------------|---------------|---------------|
| Trade payables | ₱ 310,878,102 | ₱ 306,518,584 |
| Accrued expenses (Note 33) | 230,404,765 | 144,645,647 |
| Refundable deposits | 211,118,416 | 200,866,484 |
| Payable to villa owners | 55,560,904 | 42,610,853 |
| Contract liabilities (Note 5) | 52,693,634 | 41,056,559 |
| Payable to government agencies | 36,517,947 | 30,673,126 |
| Payable to contractors | 17,049,237 | 15,091,164 |
| Other payables (Note 33) | 17,097,152 | 25,718,398 |
| | ₱ 931,320,157 | ₱ 807,180,815 |

Trade payables are non-interest bearing and are normally settled on 30 to 90 days' terms.

Accrued expenses include unpaid operating costs of the Group and bonus to a key officer related to the sale of Cirrus, among others.

Refundable deposits pertain to advance payments made by guests.

Contract liabilities pertain to the customers' advances for the delivery of goods and services.

Payable to contractors are amount due to suppliers for ongoing and completed construction projects.

20. Long-term Debt

The Group's outstanding long-term debt from local banks pertain to the following companies:

| | | 2019 | | 2018 |
|----------------------|---|-------------|---|---------------|
| Anscor | ₱ | 114,295,500 | ₱ | 591,525,000 |
| PDP Energy | | 378,571,428 | | 530,000,000 |
| IAI | | 10,440,675 | | 16,562,700 |
| | | 503,307,603 | | 1,138,087,700 |
| Less current portion | | 276,164,746 | | 635,690,371 |
| | ₱ | 227,142,857 | ₱ | 502,397,329 |

- a. On June 24, 2013, the Company obtained a loan amounting to US\$45.0 million or ₱1,997.8 million to finance the additional investments in shares of stock of AGPI. The loan is payable quarterly in seven years, inclusive of a two-year grace period and bears interest equal to outstanding three month LIBOR rate plus 2.0% spread per annum. The loan is secured by pledge to the Company's investments in listed shares with market value amounting to ₱1,524.0 million and ₱1,185.1 million as at December 31, 2019 and 2018, respectively (see Note 10). This loan provides for certain affirmative and negative covenants, such as the use of the proceeds of the loan, maintenance at all times of the required collateral value of no less than 100% of the outstanding loan balance, not allow the Company's debt-to-equity ratio to exceed 1.75:1 and the Company's current ratio to fall below 1.25:1, among others. The loan agreement further provides that in the event that these ratios are violated specifically by reason of any additional indebtedness with maturity exceeding one year, the Company shall notify the bank in writing of such indebtedness. As at December 31, 2019 and 2018, the Company is in compliance with the debt covenants.
- b. In 2015, PDP Energy obtained a long-term loan to partially fund the ₱1.5 billion cash dividend paid to Anscor. Principal amount of the loan amounted to ₱1.2 billion payable in seven years with annual interest of 4.5%, subject to repricing at the end of the fifth year.

PDP Energy is subject to the following negative covenants for as long as the long-term loan remains outstanding, which include, but are not limited to: (a) permitting any material change in its business or in the ownership or control of its business or in the composition of its top management; (b) incurring any indebtedness (long-term loan or borrowings) with other banks except for working capital requirement; (c) allowing declaration or payment of cash dividends to its stockholders if the debt service covenant ratio is below 1.25 times or in the event of default; (d) selling, leasing, transferring or otherwise disposing all or substantially all of PDP Energy's properties and assets; (e) extending loans, advances or subsidies to any corporation it owned other than for working capital requirements or with prior consent of the bank; and (f) undertaking any capital expenditures or purchase additional capital equipment outside of the ordinary course of business. The long-term loan also provides that PDP Energy has to maintain a ratio of current assets to current liabilities of at least 1.0 times and debt-to-equity ratio should not be more than 2.0 times until final payment date. As at December 31, 2019 and 2018, PDP Energy is in compliance with the debt covenants.

In addition, the long-term loan is secured by the following collaterals, among others:

- Real estate mortgage over the land owned by Minuet;
- Chattel mortgage over machineries and equipment of PDP Energy and PDEI located in PDP Energy and PDEI's premises;
- Pledge over the shares of stock for 1,121,000 shares of PDIPI held by Anscor; and
- Assignment of leasehold rentals of the properties located in PDP Energy's premises.

On December 19, 2016, the pledge over the shares of stock for 1,121,000 shares of PDIP held by Anscor was released by the bank.

The long-term loan also provides for pretermination without penalty.

- c. In 2014, IAI converted the short-term loan amounting to US\$1.1 million (P47.0 million) to long-term loan. The term of the loan is six years, inclusive of one year grace period on principal payments. The loan is payable in 20 equal quarterly installments on principal repayment date commencing at the end of the first quarter of the grace period.

The loan is subject to Mortgage Trust Indenture or "MTI" dated November 29, 2005 between SSRLI and the MTI trustee (AB Capital and Investment Corporation), covering a portion of the assets of SSRLI.

The interest rate shall be equivalent to the base interest rate plus margin. The interest shall be payable quarterly in arrears computed based on the outstanding balance of the loan.

Total interest expense recognized in the consolidated profit or loss amounted to P44.4 million, P70.5 million and P84.8 million 2019, 2018 and 2017, respectively (see Note 24).

21. Equity

Equity holders of the Parent

Capital stock as at December 31, 2019 and 2018 consists of the following common shares:

| | Number of Shares | Amount |
|------------|------------------|-----------------|
| Authorized | 3,464,310,958 | P 3,464,310,958 |
| Issued | 2,500,000,000 | 2,500,000,000 |

Outstanding shares, net of shares held by a subsidiary, as at December 31, 2019 and 2018 totaled 1,250,127,754 and 1,211,911,354, respectively. The Company's number of equity holders as at December 31, 2019 and 2018 is 11,087 and 11,131, respectively.

The Philippine SEC authorized the offering/sale to the public of the Company's 10.0 million and 140.0 million common shares with par value of P1.00 each on December 29, 1948 and January 17, 1973, respectively. On August 30, 1996, the Philippine SEC authorized the licensing of 910,476,302 common shares at the subscription price of P2.50 per share.

In 2019, 2018 and 2017, the Company declared the following cash dividends:

| | 2019 | 2018 | 2017 |
|-------------------------|-----------------------|-------------------|-----------------|
| Month of declaration | February and November | February | February |
| Cash dividend per share | P 0.25 and P0.25 | P 0.50 | P 0.20 |
| Total cash dividends | P 1,250.0 million | P 1,250.0 million | P 500.0 million |
| Share of a subsidiary | P 634.6 million | P 641.4 million | P 255.6 million |

As at December 31, 2019 and 2018, the Company's dividends payable amounted to P284.0 million and P285.8 million, respectively. Dividends payable represents mainly dividend checks that were returned by the post office and which remained outstanding as at December 31, 2019 and 2018 due to problematic addresses of some of the Company's stockholders.

The Company's BOD approved the following appropriation of the Company's unrestricted retained earnings:

| Date of Appropriation | Amount |
|-----------------------|-----------------|
| 2011 | ₱ 2,100,000,000 |
| 2013 | 900,000,000 |
| 2014 | 1,600,000,000 |
| 2015 | 1,700,000,000 |
| 2016 | 850,000,000 |
| | ₱ 7,150,000,000 |

The appropriation will be used for the Company's investment program within the next three years on business activities related to tourism, business process outsourcing and manufacturing, whether based in the Philippines or offshore.

Appropriations in 2011 and 2013 were extended in 2017. Appropriations in 2014 and 2015 were extended in 2018 and 2019, respectively.

The unappropriated retained earnings is restricted for the dividend declaration by the following:

- Balance of gross deferred income tax assets amounting ₱89.1 million and ₱80.1 million as at December 31, 2019 and 2018, respectively.
- Shares in the undistributed retained earnings of subsidiaries amounting to ₱4.1 billion and ₱3.6 billion as at December 31, 2019 and 2018, respectively, which are included in retained earnings, are not available for declaration as dividends until declared by the subsidiaries.

Shares held by a subsidiary

As at December 31, 2019 and 2018, Anscorcon holds 1,249,872,246 shares and 1,288,088,646 shares, respectively, of the Company. Anscorcon purchased the Company's shares amounting to ₱119.0 million (17,783,600 shares) and ₱32.2 million (5,261,900 shares) in 2019 and 2018, respectively. In 2019, Anscorcon sold 56.0 million Company shares for ₱359.9 million.

22. Cost of Goods Sold and Services Rendered and Operating Expenses

Cost of goods sold consists of:

| | 2019 | 2018 | 2017 |
|---|-----------------|-----------------|-----------------|
| Materials used and changes in inventories (Note 12) | ₱ 6,182,201,800 | ₱ 6,634,879,313 | ₱ 5,676,034,719 |
| Salaries, wages and employee benefits (Note 23) | 123,726,961 | 110,439,330 | 103,673,725 |
| Repairs and maintenance | 103,648,290 | 88,279,128 | 96,049,867 |
| Utilities | 81,758,417 | 83,013,181 | 95,680,984 |
| Depreciation and amortization (Note 15) | 81,236,323 | 78,937,284 | 81,484,916 |
| Transportation and travel | 7,842,844 | 6,708,026 | 7,269,253 |
| Insurance | 2,143,719 | 2,027,792 | 1,963,935 |
| Dues and subscriptions | 1,655,837 | 1,682,979 | 1,678,179 |
| Others | 6,074,796 | 4,582,256 | 5,448,347 |
| | ₱ 6,590,288,987 | ₱ 7,010,549,289 | ₱ 6,069,283,925 |

Cost of services rendered consists of:

| | 2019 | 2018 | 2017 |
|--|---------------|---------------|---------------|
| Resort operating costs | ₱ 160,436,397 | ₱ 146,884,223 | ₱ 133,218,885 |
| Salaries, wages and employee benefits (Note 23) | 65,974,344 | 72,475,563 | 63,117,105 |
| Transportation and travel | 53,711,346 | 38,946,171 | 16,521,018 |
| Depreciation and amortization (Note 15) | 39,749,485 | 37,966,471 | 36,007,747 |
| Fuel cost | 35,731,780 | 44,173,953 | 38,697,088 |
| Repairs and maintenance | 30,384,808 | 31,336,351 | 31,669,833 |
| Materials and supplies - resort operations (Note 12) | 25,548,530 | 29,910,544 | 33,887,885 |
| Commissions | 15,313,975 | 17,201,564 | 14,433,118 |
| Insurance | 4,515,573 | 4,887,652 | 4,735,964 |
| Outside services | 1,142,487 | 1,383,256 | 1,362,504 |
| Variable nurse costs | — | 1,122,567 | 4,301,692 |
| Others | 14,550,117 | 11,219,874 | 18,018,531 |
| | ₱ 447,058,842 | ₱ 437,508,189 | ₱ 395,971,370 |

Operating expenses consist of:

| | 2019 | 2018 | 2017 |
|---|-----------------|-----------------|-----------------|
| Salaries, wages and employee benefits (Note 23) | ₱ 343,715,912 | ₱ 347,286,847 | ₱ 410,770,485 |
| Depreciation and amortization (Notes 15, 16 and 31) | 151,194,031 | 135,916,449 | 132,268,068 |
| Advertising, marketing and management fee (Note 31) | 149,896,970 | 147,533,312 | 126,476,694 |
| Shipping and delivery expenses | 89,675,097 | 82,775,651 | 71,917,913 |
| Utilities | 79,746,977 | 76,226,590 | 59,820,387 |
| Repairs and maintenance | 56,982,751 | 51,645,741 | 37,356,821 |
| Taxes and licenses | 55,210,882 | 48,090,154 | 59,832,031 |
| Professional and directors' fees | 49,816,241 | 72,891,128 | 45,933,124 |
| Transportation and travel | 47,347,552 | 46,524,779 | 44,828,828 |
| Commissions | 34,019,789 | 30,268,954 | 26,174,903 |
| Insurance | 21,649,585 | 22,997,892 | 23,691,621 |
| Security services | 21,220,110 | 20,613,634 | 18,834,745 |
| Computer programming | 13,450,049 | 6,177,406 | 4,592,662 |
| Communications | 12,719,346 | 12,230,631 | 14,268,396 |
| Donation and contribution | 9,618,796 | 6,632,200 | 11,888,895 |
| Medical expenses | 8,984,153 | 5,171,806 | 6,137,045 |
| Meetings and conferences | 8,820,470 | 7,459,777 | 11,760,474 |
| Association dues | 8,113,533 | 7,808,276 | 7,278,115 |
| Office supplies | 6,786,878 | 6,097,933 | 5,316,103 |
| Entertainment, amusement and recreation | 6,122,508 | 6,923,568 | 7,034,567 |
| Rental (Note 31) | 160,736 | 7,773,918 | 10,571,402 |
| Others | 42,553,261 | 45,336,970 | 42,522,165 |
| | ₱ 1,217,805,627 | ₱ 1,194,383,616 | ₱ 1,179,275,444 |

In 2019, 2018 and 2017, the Company paid bonus to its non-executive directors amounting to ₱4.6 million, ₱10.7 million and ₱10.4 million, respectively.

As approved in 2004, the directors are given bonus representing no more than 1.0% of previous year's net income.

23. Personnel Expenses

| | 2019 | 2018 | 2017 |
|--|---------------|---------------|---------------|
| Salaries and wages | ₱ 348,909,427 | ₱ 422,082,781 | ₱ 492,515,391 |
| Pension costs (Note 25) | 13,203,358 | 37,124,451 | 16,747,851 |
| Social security premiums and other employee benefits | 171,304,432 | 70,994,508 | 68,298,073 |
| | ₱ 533,417,217 | ₱ 530,201,740 | ₱ 577,561,315 |

In 2019, 2018 and 2017, the Company declared and paid bonuses to its executive officers amounting to ₱37.0 million, ₱51.8 million and ₱48.7 million, respectively.

Annual bonus of no more than 3.0% of the preceding year's net income is given to executive officers as approved in 2004.

24. Interest Income, Interest Expense and Other Income (Charges)

Interest income consists of:

| | 2019 | 2018 | 2017 |
|------------------------------------|---------------|---------------|--------------|
| Debt instruments (Notes 10 and 13) | ₱ 75,190,235 | ₱ 75,378,770 | ₱ 78,484,323 |
| Cash and cash equivalents (Note 9) | 34,410,510 | 26,825,911 | 13,674,413 |
| Others (Note 11) | 14,877,290 | 7,311,466 | 6,718,619 |
| | ₱ 124,478,035 | ₱ 109,516,147 | ₱ 98,877,355 |

Interest income on debt instruments is net of bond discount amortization amounting to ₱1.8 million, ₱0.8 million and ₱1.7 million in 2019, 2018 and 2017, respectively.

Interest expense arose from the following:

| | 2019 | 2018 | 2017 |
|-----------------------------|--------------|--------------|--------------|
| Long-term debt (Note 20) | ₱ 44,390,418 | ₱ 70,524,251 | ₱ 84,832,172 |
| Lease liabilities (Note 31) | 3,286,888 | — | — |
| Notes payable (Note 18) | 495,072 | 2,293,068 | — |
| Others | 192,245 | 91,052 | 306,006 |
| | ₱ 48,364,623 | ₱ 72,908,371 | ₱ 85,138,178 |

Other income (charges) consists of:

| | 2019 | 2018 | 2017 |
|--|--------------|--------------|--------------|
| Receipt of escrow fund and tax refund | P 88,301,725 | P 38,640,000 | P – |
| Valuation allowances on: | | | |
| Receivables (Note 11) | (40,841,504) | (15,430,275) | (12,541,567) |
| Other current and noncurrent assets | (910,582) | (1,599,246) | – |
| FVOCI investments (Note 13) | – | – | (82,906,040) |
| Construction materials and other supplies | – | – | (5,363,689) |
| Recovery of valuation allowances (Notes 11 and 12) | – | 7,632,131 | – |
| Rental income (Note 31) | 2,909,532 | 8,566,268 | 6,709,294 |
| Sale of property | 526,784 | 448,832 | 19,162,207 |
| Claims and other refunds | – | 54,024,733 | – |
| Service and handling fees (Note 31) | – | – | 103,303,424 |
| Others | 18,866,131 | (12,574,068) | 23,965,138 |
| | P 68,852,086 | P 79,708,375 | P 52,328,767 |

Others included ASAC's reimbursement from lessees and reversal of accrued expenses.

In relation to the sale of Cirrus (see Note 8), an amount in escrow was established to which the Group will be entitled to receive over a period of three years until 2020, subject to certain conditions. In 2019 and 2018, the Group partially received the escrow fund and tax refund, respectively. As at December 31, 2019, the remaining balance of the escrow fund amounted to US\$1.7 million (P88.3 million).

25. Pension

The Group has funded defined benefit pension plans covering substantially all of its officers and employees. The benefits to be received by the officers and employees under the pension plans shall not be less than the minimum mandated retirement benefit plan under Republic Act (RA) No. 7641.

The funds are administered by trustee banks under the control and supervision of the Board of Trustees (BOT) of the pension plans, who is composed of the executive officers of the Company.

The Group contributes to the funds as required under accepted actuarial principles to maintain the plan in sound condition and reserves the right to discontinue, suspend or change the rate and amount of its contribution to the funds at any time.

Funding Policy

The Group contributes to the plans amounts (estimated by an actuary on the basis of reasonable actuarial assumptions) which are necessary to provide the defined benefits. No member is required to make any contribution to the plans. Contributions to the plans are determined using the projected unit credit method. Under this method, the current service cost is the present value of retirement benefits payable in the future in respect of services in the current period. The past service cost (PSC) is the present value of the units of benefits payable in the future in respect of services rendered prior to valuation date.

The Group's management performs an Asset-Liability Matching Study annually. The overall investment policy and strategy of the Group's defined benefit plans is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risks of the plans. The Group's current strategic investment strategy consists of 40% of equity instruments and 60% of debt instruments.

The Group's plan assets and investments as at December 31, 2019 and 2018 consist of the following:

- a. Cash and cash equivalents, which include regular savings and time deposits;
- b. Investments in government securities, which include retail treasury bonds and fixed rate treasury notes that bear interest ranging from 3.4% to 11.3% in 2019, from 3.5% to 10.1% in 2018 and from 2.1% to 7.9% in 2017, and have maturities from January 12, 2020 to January 24, 2039 in 2019, from October 16, 2019 to July 19, 2031 in 2018, and from May 23, 2018 to December 7, 2026 in 2017.
- c. Investments in corporate debt instruments, consisting of both short-term and long-term corporate notes and land bonds, which bear interest ranging from 3.2% to 5.4%, from 3.4% to 5.8% and from 0.2% to 8.0% in 2019, 2018, 2017, respectively, and have maturities from August 11, 2020 to July 3, 2027, from January 8, 2019 to July 3, 2027 and from January 3, 2018 to July 19, 2031 in 2019, 2018 and 2017, respectively.
- d. Investments in equity securities, which consist of actively traded securities of holding firms, banks and companies engaged in energy, oil and gas, telecommunications, transportation, real estate, construction, food and beverage, mining and other services among others.

As at December 31, 2019 and 2018, the Company's defined benefit retirement fund (Fund) has investments in shares of stock of the Company with a cost of ₱405.8 million and ₱43.1 million, respectively. The fair value of the shares of stock amounted to ₱400.7 million and ₱41.7 million, as at December 31, 2019 and 2018, respectively.

All of the fund's investing decisions are made by the BOT of the pension plans. The retirement benefit fund's total losses and gains arising from the changes in market prices amounted to ₱8.3 million and ₱2.4 million in 2019 and 2018, respectively.

As at December 31, 2019 and 2018, the Fund's fair value amounted to ₱492.6 million and ₱435.8 million, respectively.

The following tables summarize the components of net benefit expense recognized in the consolidated profit or loss and the funded status and amounts recognized in the consolidated balance sheets.

| | 2019 | 2018 | 2017 |
|-------------------------------|--------------|----------------|--------------|
| Retirement benefit cost: | | | |
| Current service cost | ₱ 17,562,357 | ₱ 22,420,634 | ₱ 19,689,927 |
| Net interest | (4,358,999) | (3,508,392) | (2,942,076) |
| Past service cost | — | 18,212,209 | — |
| Net benefit expense (Note 23) | ₱ 13,203,358 | ₱ 37,124,451 | ₱ 16,747,851 |
| Actual return on plan assets | ₱ 38,309,338 | (₱ 11,890,805) | ₱ 38,487,657 |

Changes in net retirement plan asset are as follows:

| | 2019 | 2018 | 2017 |
|--|--------------|--------------|--------------|
| Net retirement plan asset, beginning | ₱ 65,391,589 | ₱ 93,706,684 | ₱ 60,191,266 |
| Current service cost | (11,281,011) | (16,376,425) | (14,782,486) |
| Net interest | 5,115,853 | 3,113,413 | 3,133,176 |
| | (6,165,158) | (13,263,012) | (11,649,310) |
| Actuarial changes arising from: | | | |
| Changes in financial assumptions | (21,613,963) | 19,895,193 | 11,077,214 |
| Experience adjustments | 13,906,841 | (5,457,343) | 29,303,887 |
| Changes in the effect of asset ceiling | 10,662,932 | 443,348 | (23,307,335) |
| Remeasurement of plan assets | 4,002,083 | (34,561,863) | 17,799,154 |
| Changes in demographic adjustments | 2,205,744 | — | — |
| | 9,163,637 | (19,680,665) | 34,872,920 |
| Contribution | 16,196,994 | 17,143,550 | 10,291,808 |
| Transfer to net retirement payable | (116,223) | (12,514,968) | — |
| Net retirement plan asset, end | ₱ 84,470,839 | ₱ 65,391,589 | ₱ 93,706,684 |

Changes in net retirement benefits payable are as follows:

| | 2019 | 2018 | 2017 |
|---|----------------|----------------|---------------|
| Net retirement benefits payable, beginning | (₱ 12,858,113) | (₱ 9,184,074) | (₱ 4,211,769) |
| Current service cost | (6,281,346) | (6,044,209) | (4,907,441) |
| Net interest | (756,854) | 394,979 | (191,100) |
| Past service cost | — | (18,212,209) | — |
| | (7,038,200) | (23,861,439) | (5,098,541) |
| Actuarial changes arising from: | | | |
| Changes in financial assumptions | (14,606,935) | 11,954,837 | (5,204,141) |
| Experience adjustments | (5,868,754) | (6,466,368) | 1,732,226 |
| Remeasurement of plan assets | 1,997,522 | (4,137,703) | (1,439,886) |
| Changes in the effect of asset ceiling | 10,000 | — | — |
| | (18,468,167) | 1,350,766 | (4,911,801) |
| Withdrawal of plan assets | — | — | (1,575,169) |
| Contribution | 5,996,197 | 5,048,364 | 6,367,740 |
| Transfer from net retirement asset | 116,223 | 12,514,968 | — |
| Reduction in net retirement benefits payable for disposed subsidiary (Note 8) | — | 1,273,302 | 245,466 |
| Net retirement benefits payable, end | (₱ 32,252,060) | (₱ 12,858,113) | (₱ 9,184,074) |

Computation of net retirement plan assets (liabilities):

| | Net Retirement Plan Assets | Net Retirement Liabilities | Total |
|---|----------------------------------|----------------------------------|-----------------|
| 2019 | | | |
| Present value of defined benefit obligation | (P 301,273,798) | (P 118,259,807) | (P 419,533,605) |
| Fair value of plan assets | 406,707,993 | 85,891,524 | 492,599,517 |
| Surplus (deficit) | 105,434,195 | (32,368,283) | 73,065,912 |
| Effect of the asset ceiling | (20,847,133) | – | (20,847,133) |
| Transfer to (from) net retirement payable (asset) | (116,223) | 116,223 | – |
| Retirement plan assets (liabilities) | P 84,470,839 | (P 32,252,060) | P 52,218,779 |

| | Net Retirement Plan Assets | Net Retirement Liabilities | Total |
|---|----------------------------------|----------------------------------|-----------------|
| 2018 | | | |
| Present value of defined benefit obligation | (P 258,367,827) | (P 95,442,654) | (P 353,810,481) |
| Fair value of plan assets | 365,708,666 | 70,069,573 | 435,778,239 |
| Surplus (deficit) | 107,340,839 | (25,373,081) | 81,967,758 |
| Effect of the asset ceiling | (29,434,282) | – | (29,434,282) |
| Transfer to (from) net retirement payable (asset) | (12,514,968) | 12,514,968 | – |
| Retirement plan assets (liabilities) | P 65,391,589 | (P 12,858,113) | P 52,533,476 |

Changes in the present value of defined benefit obligation:

| | 2019 | 2018 |
|--|---------------|---------------|
| Defined benefit obligation, beginning | P 353,810,481 | P 386,430,372 |
| Current service cost | 17,562,357 | 22,420,634 |
| Interest cost | 25,864,951 | 21,683,834 |
| Past service cost | – | 18,212,209 |
| Remeasurement in other comprehensive income: | | |
| Actuarial loss (gain) - changes in financial assumptions | 36,220,898 | (31,850,030) |
| Actuarial loss (gain) - experience adjustments | (8,038,087) | 11,923,711 |
| Actuarial gain - changes in demographic assumptions | (2,205,744) | – |
| Benefits paid from plan assets | (3,681,251) | (71,048,606) |
| Reduction in net retirement benefits payable for disposed subsidiary | – | (3,961,643) |
| Defined benefit obligation, ending | P 419,533,605 | P 353,810,481 |

Changes in the fair value of plan assets:

| | 2019 | 2018 |
|---|---------------|---------------|
| Fair value of plan assets, beginning | ₱ 435,778,239 | ₱ 499,214,077 |
| Interest income | 32,309,733 | 26,808,761 |
| Contributions | 22,193,191 | 22,191,914 |
| Remeasurement gain (loss) | 5,999,605 | (38,699,566) |
| Benefits paid from plan assets | (3,681,251) | (71,048,606) |
| Reduction in plan asset for disposed subsidiary | – | (2,688,341) |
| Fair value of plan assets, ending | ₱ 492,599,517 | ₱ 435,778,239 |

Changes in the effect of asset ceiling:

| | 2019 | 2018 |
|---|--------------|--------------|
| Beginning balance | ₱ 29,434,282 | ₱ 28,261,095 |
| Changes in the effect of asset ceiling | (10,672,932) | (443,348) |
| Interest on the effect of asset ceiling | 2,085,783 | 1,616,535 |
| Ending balance | ₱ 20,847,133 | ₱ 29,434,282 |

The fair value of plan assets as at December 31 are as follows:

| | 2019 | 2018 |
|-----------------------------|---------------|---------------|
| Debt instruments | ₱ 349,396,318 | ₱ 248,676,008 |
| Equity instruments | 119,177,159 | 106,658,937 |
| Cash and cash equivalents | 13,744,563 | 38,629,986 |
| Unit investment trust funds | 7,495,552 | 32,727,952 |
| Others | 2,785,925 | 9,085,356 |
| | ₱ 492,599,517 | ₱ 435,778,239 |

The financial instruments with quoted prices in active market amounted to ₱710.5 million and ₱323.9 million as at December 31, 2019 and 2018, respectively. The remaining plan assets do not have quoted market prices in active market.

The plan assets have diverse investments and do not have any concentration risk.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation of the Company, PDP Group and PRI as of the end of the reporting period, assuming all other assumptions were held constant:

| | | Effect on Present Value of Defined Benefit Obligation Increase (Decrease) |
|-------------------------|------------------------|---|
| 2019 | Change in Rates | |
| Discount rates | -3.60% to -6.20% | ₱ 18,182,116 |
| | +3.20% to +7.20% | (16,045,671) |
| Future salary increases | +3.50% to +7.30% | ₱ 18,107,055 |
| | -3.20% to -6.40% | (16,273,402) |

| | | | Effect on Present Value of Defined Benefit Obligation Increase (Decrease) |
|-------------------------|------------------------|---|---|
| 2018 | Change in Rates | | |
| Discount rates | -3.10% to -3.20% | ₱ | 9,623,443 |
| | +2.70% to +3.00% | | (8,691,750) |
| Future salary increases | +3.10% to +6.80% | ₱ | 12,373,655 |
| | -2.80% to -6.00% | | (11,115,777) |

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation of the subsidiaries except PDP Group and PRI as of the end of the reporting period, assuming all other assumptions were held constant:

| | | | Effect on Present Value of Defined Benefit Obligation Increase (Decrease) |
|-------------------------|------------------------|---|---|
| 2019 | Change in Rates | | |
| Discount rates | -5.10% to -12.70% | ₱ | 1,095,421 |
| | +5.60% to +10.90% | | (970,425) |
| Future salary increases | +5.60% to +11.70% | ₱ | 1,088,780 |
| | -5.20% to -10.30% | | (982,737) |

| | | | Effect on Present Value of Defined Benefit Obligation Increase (Decrease) |
|-------------------------|------------------------|---|---|
| 2018 | Change in Rates | | |
| Discount rates | -3.00% to -12.70% | ₱ | 2,322,204 |
| | +3.20% to +10.90% | | (2,081,832) |
| Future salary increases | +3.20% to +11.70% | ₱ | 2,382,590 |
| | -3.10% to -10.30% | | (2,168,864) |

The Group expects to make contributions amounting to ₱25.3 million to its defined benefit pension plans in 2020.

The principal assumptions used in determining pension benefit obligations for the Group's plans are shown below:

| | 2019 | 2018 |
|-------------------------|----------------|----------------|
| Discount rate | 3.87% to 5.61% | 6.93% to 7.98% |
| Future salary increases | 3.00% to 5.00% | 4.00% to 5.00% |

The weighted average duration of the defined benefit obligation as at December 31, 2019 and 2018 ranges from 2.0 to 11.9 years and 2.9 to 11.5 years, respectively.

Shown below is the maturity analysis of the expected future benefit payments as at December 31, 2019:

| Year | Amount |
|--------------|---------------|
| 2020 | ₱ 248,705,413 |
| 2021 | 13,033,895 |
| 2022 | 6,975,653 |
| 2023 | 18,104,488 |
| 2024 | 20,508,142 |
| 2025 to 2029 | 152,148,207 |

There were no changes from the previous period in the method and assumptions used in preparing the sensitivity analysis.

26. Income Taxes

The provision for income tax consists of:

| | 2019 | 2018 | 2017 |
|----------|---------------|---------------|---------------|
| Current | ₱ 419,419,841 | ₱ 316,870,929 | ₱ 249,733,903 |
| Deferred | 9,953,813 | 30,347,637 | 3,701,781 |
| | ₱ 429,373,654 | ₱ 347,218,566 | ₱ 253,435,684 |

The components of the net deferred income tax assets (liabilities) are as follows:

| | 2019 | | 2018 | |
|---|--|---|--|---|
| | Net Deferred Income Tax Assets ⁽¹⁾ | Net Deferred Income Tax (Liabilities) ⁽²⁾ | Net Deferred Income Tax Assets ⁽¹⁾ | Net Deferred Income Tax (Liabilities) ⁽²⁾ |
| Recognized in the consolidated profit or loss: | | | | |
| Deferred income tax assets on: | | | | |
| Allowance for expected credit losses | ₱ 34,225,252 | ₱ — | ₱ 21,972,801 | ₱ — |
| Allowance for inventory losses | 24,984,097 | — | 22,818,454 | — |
| Accrued expenses | 15,467,319 | — | 17,873,559 | — |
| Retirement benefits payable | 9,409,769 | — | 4,069,882 | — |
| Unamortized past service cost | 2,558,158 | 926,771 | 2,240,814 | 1,158,466 |
| Unrealized foreign exchange loss | 295,134 | — | 922,237 | — |
| Market adjustment on FVPL investments | 12,155 | — | 8,337,973 | — |
| Others | 1,196,004 | — | 598,450 | — |
| | 88,147,888 | 926,771 | 78,834,170 | 1,158,466 |

(Forward)

| | 2019 | | 2018 | |
|--|--|---|--|---|
| | Net Deferred Income Tax Assets ⁽¹⁾ | Net Deferred Income Tax (Liabilities) ⁽²⁾ | Net Deferred Income Tax Assets ⁽¹⁾ | Net Deferred Income Tax (Liabilities) ⁽²⁾ |
| Deferred income tax liabilities on: | | | | |
| Retirement plan assets | ₱ – | (₱ 4,724,625) | (₱ 40,519) | (₱ 3,207,703) |
| Unrealized foreign exchange gains | – | (9,722,141) | (219,561) | (13,309,704) |
| Uncollected management fee | – | (8,419,202) | – | (11,094,491) |
| Fair value adjustment | – | (316,412,386) | – | (324,407,713) |
| Market adjustment on FVPL investments | – | (120,310,966) | (2,584,218) | (87,847,870) |
| | | (459,589,320) | (2,844,298) | (439,867,481) |
| | 88,147,888 | (458,662,549) | 75,989,872 | (438,709,015) |
| Recognized in other comprehensive income: | | | | |
| Deferred income tax assets (liabilities) on: | | | | |
| Unrealized valuation losses (gains) on FVOCI investments | – | (2,633,436) | – | 4,595,798 |
| Cumulative actuarial gains | (991,875) | (18,016,711) | (477,330) | (15,641,944) |
| | (991,875) | (20,650,147) | (477,330) | (11,046,146) |
| | ₱ 87,156,013 | (₱ 479,312,696) | ₱ 75,512,542 | (₱ 449,755,161) |

⁽¹⁾ Pertain to PDP, SSRLI, ASAC, AHI and Sutton

⁽²⁾ Pertain to Anscor and Anscorcon

There are deductible temporary differences for which no deferred income tax assets were recognized as future realizability of these deferred income tax assets is not probable. These deductible temporary differences are as follows:

| | 2019 | 2018 |
|--|-----------------|-----------------|
| Allowances for: | | |
| Impairment losses | ₱ 1,883,617,238 | ₱ 1,651,360,313 |
| Expected credit losses | 564,800,000 | 564,800,000 |
| NOLCO | 198,427,775 | 138,260,513 |
| MCIT | 8,916,210 | 9,436,514 |
| Provision for probable losses and lawsuits | 5,721,158 | 5,721,158 |
| Accrued pension benefits and others | 3,538,754 | 4,162,004 |

The Company and other subsidiaries domiciled in the Philippines are subjected to the Philippine statutory tax rate of 30% in 2019, 2018 and 2017 while a foreign subsidiary is subject to U.S. federal tax rate of 34% in 2017 .

The reconciliation of provision for income tax computed at the statutory tax rates to provision for income tax is as follows:

| | 2019 | 2018 | 2017 |
|---|---------------|---------------|---------------|
| Provision for income tax at statutory tax rates | ₱ 710,325,095 | ₱ 375,612,585 | ₱ 866,831,825 |
| Additions to (reductions from) income taxes resulting from: | | | |
| Dividend income not subject to income tax | (108,395,002) | (83,477,245) | (76,936,509) |
| Decrease (increase) in market values of marketable equity securities and other investments subjected to final tax | (233,588,466) | 167,752,492 | (353,191,683) |
| Income tax at 5% GIT | (85,665,018) | (37,443,654) | (76,130,168) |
| Movement in unrecognized deferred income tax assets | 87,384,190 | (48,177,801) | 188,773,973 |
| Expired NOLCO and MCIT | 7,085,291 | 53,808,275 | 33,575,544 |
| Nontaxable income | (13,687,406) | (142,280,407) | (7,203,562) |
| Interest income already subjected to final tax | (2,556,510) | (3,114,226) | (3,671,966) |
| Equity in net losses (earnings) of associates not subject to income tax | 85,449,941 | 78,655,241 | (870,281) |
| Nontaxable (gain) loss on sale of subsidiaries | — | 2,724,000 | (329,358,484) |
| Others | (16,978,461) | (16,840,694) | 11,616,995 |
| | ₱ 429,373,654 | ₱ 347,218,566 | ₱ 253,435,684 |

The Group has available NOLCO and MCIT which can be claimed as deduction from taxable income and as credit against income tax due, respectively, as follows:

NOLCO

| Period of Recognition | Availment Period | Amount | Additions | Applied | Expired | Adjustment* | Balance |
|-----------------------|------------------|---------------|--------------|---------|---------------|----------------|---------------|
| 2016 | 2017-2019 | ₱ 8,996,020 | ₱ — | ₱ — | (₱ 8,996,020) | ₱ — | ₱ — |
| 2017 | 2018-2020 | 133,575,220 | — | — | — | (15,424,019) | 118,151,201 |
| 2018 | 2019-2021 | 11,113,292 | — | — | — | — | 11,113,292 |
| 2019 | 2020-2022 | — | 69,163,282 | — | — | — | 69,163,282 |
| | | ₱ 153,684,532 | ₱ 69,163,282 | ₱ — | (₱ 8,996,020) | (₱ 15,424,019) | ₱ 198,427,775 |

*Adjustment pertains to unexpired portion of NOLCO of CGI.

MCIT

| Period of Recognition | Availment Period | Amount | Additions | Applied | Expired | Adjustment* | Balance |
|-----------------------|------------------|-------------|-------------|---------|---------------|-------------|-------------|
| 2016 | 2017-2019 | P 4,577,596 | P – | P – | (P 4,386,485) | (P 191,111) | P – |
| 2017 | 2018-2020 | 1,831,097 | – | – | – | – | 1,831,097 |
| 2018 | 2019-2021 | 3,218,932 | – | – | – | – | 3,218,932 |
| 2019 | 2020-2022 | – | 3,866,181 | – | – | – | 3,866,181 |
| | | P 9,627,625 | P 3,866,181 | P – | (P 4,386,485) | (P 191,111) | P 8,916,210 |

* Adjustment pertains to unexpired portion of MCIT of CGI.

27. Earnings Per Share - Basic / Diluted

Earnings per share - basic / diluted were computed as follows:

| | 2019 | 2018 | 2017 |
|--|-----------------|---------------|-----------------|
| Net income attributable to equity holders of the Parent | P 1,843,615,322 | P 808,386,813 | P 2,547,458,719 |
| Net income from continuing operations attributable to equity holders of the Parent | P 1,843,615,322 | P 808,386,813 | P 2,595,095,870 |
| Total comprehensive income attributable to equity holders of the Parent | P 1,741,633,291 | P 857,889,362 | P 2,485,599,962 |
| Weighted average number of shares | 1,207,960,035 | 1,215,525,163 | 1,224,247,737 |

Earnings Per Share

| | | | |
|---|--------|--------|--------|
| Basic/diluted, for net income attributable to equity holders of the Parent | P 1.53 | P 0.67 | P 2.08 |
| Basic/diluted, for net income from continuing operations attributable to equity holders of the Parent | P 1.53 | P 0.67 | P 2.12 |
| Basic/diluted, for comprehensive income attributable to equity holders of the Parent | P 1.44 | P 0.71 | P 2.03 |

The Company does not have potentially dilutive common stock equivalents in 2019, 2018 and 2017.

28. Related Party Transactions

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

All related party transactions exceeding P5.0 million in a single transaction or in aggregate transactions within the last twelve (12) months shall be disclosed to and evaluated by the Related Party Transaction Committee for approval by at least majority of the BOD.

All material related party transactions, representing 10% or more of the consolidated total assets of the Group, shall be approved by at least two-thirds (2/3) vote of the BOD, with at least majority of the independent directors voting to approve the material related party transactions. These transactions shall be disclosed with the SEC.

In the normal course of business and in addition to those disclosed in Notes 14 and 31, the Group grants/ receives cash advances to/from its associates and affiliates.

Compensation of the Group's key management personnel (in millions):

| | 2019 | 2018 | 2017 |
|--|---------|---------|---------|
| Short-term employee benefits (Notes 22 and 23) | P 116.1 | P 166.8 | P 172.3 |
| Retirement benefits (Notes 22, 23 and 25) | 5.7 | 6.9 | 7.7 |
| Total | P 121.8 | P 173.7 | P 180.0 |

There are no termination benefits, share-based payments or other long-term employee benefits granted to key management personnel.

On November 4, 2019, the Company granted a five-year loan amounting to P363.5 million to A. Soriano Corporation Retirement Plan (the Retirement Plan) at 5% interest per annum. The loan is secured by the Company's shares of stock held by the Retirement Plan with a fair value of P359.2 million as of December 31, 2019. The balance of the loan amounted to P349.5 million as of December 31, 2019.

29. Financial Risk Management Objectives and Policies

The Group'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, lease liabilities and dividends payable and amounts due to affiliates, which arose directly from operations.

The Company's investment objectives consist mainly of:

- maintaining a bond portfolio that earns adequate cash yields, and,
- 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, price risk of mutual funds, foreign currency risk, copper rod price risk, and operating and regulatory risks. 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 Corporate Development Officer, and an independent consultant. Committee meets at least every quarter for the review and evaluation. 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 risk exposures

The table below shows the gross maximum exposure for each class of financial assets before the effects of collateral, credit enhancements and other credit risk mitigation techniques:

| | 2019 | 2018 |
|------------------------------|-----------------|-----------------|
| Cash in banks | ₱ 1,514,820,487 | ₱ 1,600,596,372 |
| Short-term investments | 792,850,744 | 1,163,730,790 |
| FVPL investments - bonds | 793,929,295 | 655,218,123 |
| FVOCI investments - bonds | 330,484,513 | 694,323,218 |
| Advances | 647,572,036 | 565,623,718 |
| | 4,079,657,075 | 4,679,492,221 |
| Receivables: | | |
| Trade | 1,782,362,910 | 1,837,485,963 |
| Notes receivable | 588,404,741 | 240,030,000 |
| Interest receivable | 24,518,133 | 33,693,522 |
| Receivable from villa owners | 17,341,766 | 15,179,905 |
| Advances to employees | 12,533,168 | 14,295,820 |
| Dividend receivable | — | 3,299,071 |
| Others | 17,071,649 | 19,390,178 |
| | 2,442,232,367 | 2,163,374,459 |
| | ₱ 6,521,889,442 | ₱ 6,842,866,680 |

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.

Trade receivables

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix.

| December 31, 2019 | Current | Days Past Due But Not Impaired | | | | | Total |
|--|-----------------|--------------------------------|---------------|----------------|---------------|--------------------|-----------------|
| | | Less than 30 days | 31 to 60 days | 91 to 120 days | 61 to 90 days | More than 120 days | |
| Expected credit loss rate | 0%-0.90% | 0%-3.03% | 0%-7.15% | 0%-14.46% | 0%-27.11% | 0%-56.49% | |
| Estimated total gross carrying amount at default | ₱ 1,092,381,017 | ₱ 346,870,324 | ₱ 116,292,945 | ₱ 63,710,057 | ₱ 61,779,281 | ₱ 101,329,286 | ₱ 1,782,362,910 |
| Expected credit loss | ₱ 9,629,208 | ₱ 10,515,683 | ₱ 8,313,714 | ₱ 9,212,078 | ₱ 16,749,058 | ₱ 57,240,180 | ₱ 111,659,921 |

| December 31, 2018 | Current | Days Past Due But Not Impaired | | | | | Total |
|--|-----------------|--------------------------------|---------------|---------------|----------------|--------------------|-----------------|
| | | Less than 30 days | 31 to 60 days | 61 to 90 days | 91 to 120 days | More than 120 days | |
| Expected credit loss rate | 0%-0.37% | 0%-2.99% | 0%-6.87% | 0%-13.49% | 0%-27.11% | 0%-57.70% | |
| Estimated total gross carrying amount at default | P 1,131,201,310 | P 334,342,695 | P 130,792,046 | P 77,482,907 | P 44,993,385 | P 118,673,620 | P 1,837,485,963 |
| Expected credit loss | P 4,012,893 | P 9,851,936 | P 8,952,233 | P 10,423,682 | P 12,198,213 | P 25,379,460 | P 70,818,417 |

Other financial assets

Credit risk from balances with banks and financial institutions is managed by the Group in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The Group invests only on quoted debt securities with very low credit risk. The Group's debt instruments at fair value through OCI comprised solely of quoted bonds that are graded in the top investment category (Very Good and Good) by the Good Credit Rating Agency and, therefore, are considered to be low credit risk investments.

The tables below present the summary of the Group's exposure to credit risk as of December 31 and show the credit quality of the assets by indicating whether the assets are subjected to the 12-month ECL or lifetime ECL.

| 2019 | 12-month ECL | Lifetime ECL Not Credit Impaired | Lifetime ECL Credit Impaired | Total |
|------------------------------|-----------------|----------------------------------|------------------------------|-----------------|
| Cash in banks | P 1,514,820,487 | P — | P — | P 1,514,820,487 |
| Short-term investments | 792,850,744 | — | — | 792,850,744 |
| FVOCI investments - bonds | 330,484,513 | — | — | 330,484,513 |
| Receivables: | | | | |
| Notes receivable* | 588,404,741 | — | — | 588,404,741 |
| Interest receivable | 23,927,038 | — | 591,095 | 24,518,133 |
| Receivable from villa owners | 17,341,766 | — | — | 17,341,766 |
| Advances to employees | 12,533,168 | — | — | 12,533,168 |
| Others | 15,238,491 | — | 1,833,158 | 17,071,649 |
| Advances | 82,772,036 | — | 564,800,000 | 647,572,036 |
| | P 3,378,372,984 | P — | P 567,224,253 | P 3,945,597,237 |

* Including noncurrent portion amounting to P349.5 million.

| 2018 | 12-month ECL | Lifetime ECL Not Credit Impaired | Lifetime ECL Credit Impaired | Total |
|------------------------------|-----------------|----------------------------------|------------------------------|-----------------|
| Cash in banks | P 1,600,596,372 | P — | P — | P 1,600,596,372 |
| Short-term investments | 1,163,730,790 | — | — | 1,163,730,790 |
| FVOCI investments - bonds | 694,323,218 | — | — | 694,323,218 |
| Receivables: | | | | |
| Notes receivable | 240,030,000 | — | — | 240,030,000 |
| Interest receivable | 33,102,427 | — | 591,095 | 33,693,522 |
| Receivable from villa owners | 15,179,905 | — | — | 15,179,905 |
| Advances to employees | 14,295,820 | — | — | 14,295,820 |
| Dividend receivable | 3,299,071 | — | — | 3,299,071 |
| Others | 17,557,020 | — | 1,833,158 | 19,390,178 |
| Advances | 823,718 | — | 564,800,000 | 565,623,718 |
| | P 3,782,938,341 | P — | P 567,224,253 | P 4,350,162,594 |

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 tables below summarize the maturity profile of the Group's financial liabilities based on undiscounted contractual payments as well as the financial assets used for liquidity management.

| December 31, 2019 | Within 6 Months | 6 to 12 Months | Over 1 Year to 5 Years | Over 5 Years | Total |
|--|--------------------|-------------------|---------------------------|-----------------|-----------------|
| Cash on hand | | | | | |
| and in banks | P 1,516,027,511 | P – | P – | P – | P 1,516,027,511 |
| Short-term investments | 792,850,744 | – | – | – | 792,850,744 |
| FVPL investments - bonds | 128,863,357 | – | 532,866,257 | 132,199,681 | 793,929,295 |
| FVOCI investments - bonds | 94,535,324 | – | 235,949,189 | – | 330,484,513 |
| Receivables* | 1,782,362,910 | 196,285,542 | – | 349,499,741 | 2,328,148,193 |
| | P 4,314,639,846 | P 196,285,542 | P 768,815,446 | P 481,699,422 | P 5,761,440,256 |
| Accounts payable and accrued expenses** | P 837,059,115 | P 5,049,461 | P – | P – | P 842,108,576 |
| Lease liabilities | 4,953,932 | 4,953,932 | 27,466,781 | – | 37,374,645 |
| Long-term debt | 143,302,711 | 132,862,035 | 227,142,857 | – | 503,307,603 |
| Dividends payable | 283,974,578 | – | – | – | 283,974,578 |
| | P 1,269,290,336 | P 142,865,428 | P 254,609,638 | P – | P 1,666,765,402 |

* Excluding non-financial assets amounting to P144.0 million. Notes receivables amounting to P349.5 million is included.

** Excluding non-financial liabilities amounting to P89.2 million.

| December 31, 2018 | Within 6 Months | 6 to 12 Months | Over 1 Year to 5 Years | Over 5 Years | Total |
|--|--------------------|-------------------|---------------------------|-----------------|-----------------|
| Cash on hand | | | | | |
| and in banks | P 1,601,784,276 | P – | P – | P – | P 1,601,784,276 |
| Short-term investments | 1,163,730,790 | – | – | – | 1,163,730,790 |
| FVPL investments - bonds | 57,875,395 | 30,613,128 | 368,872,650 | 197,856,950 | 655,218,123 |
| FVOCI investments - bonds | – | 15,419,085 | 544,898,560 | 134,005,573 | 694,323,218 |
| Receivables* | 1,837,104,070 | 249,660,423 | 3,367,296 | – | 2,090,131,789 |
| | P 4,660,494,531 | P 295,692,636 | P 917,138,506 | P 331,862,523 | P 6,205,188,196 |
| Accounts payable and accrued expenses** | P 730,401,669 | P 5,049,461 | P – | P – | P 735,451,130 |
| Notes payable | 250,000,000 | – | – | – | 250,000,000 |
| Long-term debt | 317,845,186 | 317,845,185 | 502,397,329 | – | 1,138,087,700 |
| Dividends payable | 285,828,593 | – | – | – | 285,828,593 |
| | P 1,584,075,448 | P 322,894,646 | P 502,397,329 | P – | P 2,409,367,423 |

* Excluding non-financial assets amounting to P180.1 million.

** Excluding non-financial liabilities amounting to P71.7 million.

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, dividends payable, lease liabilities and current portion of long-term debt 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, foreign currency risk, copper rod price risk and operating and regulatory 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.

The following table demonstrates management's best estimate of the sensitivity to reasonably possible change in interest rates, with all other variables held constant (in millions):

| Floating Debt Instrument | Change in Interest Rates [in Basis Points (bps)] | Effect on Income Before Tax and Equity Increase (Decrease) |
|---------------------------------|---|---|
| 2019 | +150 | (P1.06) |
| | -150 | 1.06 |
| 2018 | +150 | (P7.30) |
| | -150 | 7.30 |

The sensitivity analysis shows the effect on the consolidated profit or loss of assumed changes in interest rates on the net interest income for one year, based on the floating rate of financial assets and financial liabilities held as at December 31, 2019 and 2018. There is no other impact on equity other than those affecting profit or loss.

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.

The tables below show the impact on income before income tax and equity of the estimated future bond yields using a duration based sensitivity approach. Items affecting profit or loss are bonds classified as FVPL and items affecting equity account are bonds classified as FVOCI. The impact of change in interest rates are as follows (in millions):

| 2019 | Change in Interest Rates (in bps) | Increase (Decrease) | |
|-------------------|---|--------------------------------|---------------------|
| | | Effect on Income Before Tax | Effect on Equity |
| FVOCI investments | +100 | ₱ — | (₱ 5.09) |
| | -100 | — | 5.31 |
| FVPL investments | +100 | (₱ 14.75) | ₱ — |
| | -100 | 18.20 | — |
| 2018 | Change in Interest Rates (in bps) | Increase (Decrease) | |
| | | Effect on Income Before Tax | Effect on Equity |
| FVOCI investments | +100 | ₱ — | (₱ 14.89) |
| | -100 | — | 15.58 |
| FVPL investments | +100 | (₱ 19.00) | ₱ — |
| | -100 | 21.51 | — |

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 PSE and NASDAQ.

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.

The table below shows the impact on income before income tax and equity of the estimated future return of the stock investments using a Beta-based sensitivity approach. The impact of the change in equity prices are as follows (in millions):

| | Change in PSE Price Index | Effect on Income Before Tax and Equity Increase (Decrease) |
|-------------------------|------------------------------|--|
| FVPL Investments | | |
| 2019 | +14.47% | ₱ 375.18 |
| | -14.47% | (375.18) |
| 2018 | +17.70% | ₱ 520.87 |
| | -17.70% | (520.87) |

The annual standard deviation of the PSE price index is approximately with 14.47% and 14.73% and with 99% confidence level, the possible change in PSE price index could be +/-14.47% and +/-17.70% in 2019 and 2018, respectively.

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.

The sensitivity analysis demonstrates management's best estimate of the impact of reasonably possible change in NAV, with all other variables held constant.

The table below shows the impact on income before income tax and equity of assumed changes in NAV. A negative amount in the table reflects a potential reduction on income before income tax or equity while a positive amount reflects a potential increase on income before income tax or equity. The impact of the change in mutual fund prices are as follows (in millions):

| Mutual funds | Change in NAV | Effect on Income Before Tax and Equity Increase (Decrease) | |
|--------------|---------------|--|---------|
| 2019 | +10.00% | ₱ | 81.10 |
| | -10.00% | | (81.10) |
| 2018 | +10.00% | ₱ | 46.25 |
| | -10.00% | | (46.25) |

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, Australian dollar and Japanese Yen. This also enables the Company and a subsidiary to access investment opportunities in those currencies. The Group 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 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 and SSRLI 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.

The analysis discloses management's best estimates of the effect of reasonably possible movement of the currency rate against the Philippine peso on income before tax. It assumes that all other variables remain constant. The impact of the change in currency rates are as follows (in millions):

| | Change in Currency Rate | Effect on Income Before Tax and Equity Increase (Decrease) | |
|-------------------|----------------------------|--|--------|
| 2019 | | | |
| | | | |
| US Dollar | +5.60% | ₱ | 6.82 |
| | -5.60% | | (6.82) |
| Indonesian Rupiah | +4.79% | (₱ | 8.53) |
| | -4.79% | | 8.53 |

| | Change in Currency Rate | Effect on Income Before Tax and Equity Increase (Decrease) |
|-------------------|----------------------------|--|
| 2018 | | |
| US Dollar | +4.97% | (P 5.20) |
| | -4.97% | 5.20 |
| Indonesian Rupiah | +5.98% | (P 10.65) |
| | -5.98% | 10.65 |

e. Copper rod 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. Average monthly purchase of copper rods amounted to P427.1 million, with an average quantity of about 1,284 metric tons in 2019 and P493.3 million, with an average quantity of about 1,326 metric tons in 2018.

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 following table represents the effect on income before tax and equity of the reasonably possible change in metal prices, as they affect prices of copper rods, with all other variables held constant.

The impact of the change in copper prices are as follows (in millions):

| | % Change in Copper Rod Prices | Effect on Income Before Income Tax and Equity Increase (Decrease) |
|-------------|----------------------------------|--|
| 2019 | +0.72% | (P 3.79) |
| | -0.72% | 3.79 |
| 2018 | +8.36% | (P 45.11) |
| | -8.36% | 45.11 |

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

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 years ended December 31, 2019 and 2018.

30. Financial Instruments

Categorization of Financial Instruments

| December 31, 2019 | At Amortized Cost | Financial Assets at FVPL | Financial Assets at FVOCI | Total |
|---------------------------------|--------------------------|---------------------------------|----------------------------------|------------------|
| Cash and short-term investments | ₱ 2,308,878,255 | ₱ – | ₱ – | ₱ 2,308,878,255 |
| FVPL investments | – | 11,130,248,073 | – | 11,130,248,073 |
| FVOCI investments | – | – | 330,484,513 | 330,484,513 |
| Receivables* | 2,328,148,193 | – | – | 2,328,148,193 |
| | ₱ 4,637,026,448 | ₱ 11,130,248,073 | ₱ 330,484,513 | ₱ 16,097,759,034 |

*Excluding non-financial assets amounting to ₱144.0 million. Notes receivable amounting to ₱349.5 million is included.

| December 31, 2018 | At Amortized Cost | Financial Assets at FVPL | Financial Assets at FVOCI | Total |
|---------------------------------|--------------------------|---------------------------------|----------------------------------|------------------|
| Cash and short-term investments | ₱ 2,765,515,066 | ₱ – | ₱ – | ₱ 2,765,515,066 |
| FVPL investments | – | 9,437,947,486 | – | 9,437,947,486 |
| FVOCI investments | – | – | 694,323,218 | 694,323,218 |
| Receivables* | 2,090,131,789 | – | – | 2,090,131,789 |
| | ₱ 4,855,646,855 | ₱ 9,437,947,486 | ₱ 694,323,218 | ₱ 14,987,917,559 |

* Excluding non-financial assets amounting to ₱180.1 million.

Fair Values of Financial Assets and Financial Liabilities

The carrying amounts of cash and cash equivalents, receivables, notes payable, dividends payable, current portion of lease liabilities and accounts payable and accrued expenses approximate their fair values due to the short-term maturity of these financial instruments.

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

FVPL and FVOCI investments are carried at fair value. The following methods and assumptions were used to estimate the fair values:

- FVPL quoted equity shares, investments in bonds, funds and equities, proprietary shares and others are derived from quoted market prices in active markets.
- FVOCI investments in bonds are derived from quoted market prices in active markets.
- FVPL investment in KSA 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.

- FVPL investments in private equity funds are valued using the adjusted net asset method. The underlying investments under these private equity funds are carried at fair value. Other FVPL investments in unquoted equity shares are based on prices and other relevant information generated by market transactions involving identical and comparable assets, liabilities or a group of assets and liabilities, such as business. The valuation requires management to use market multiples derived from a set of comparables. Multiples might be in ranges with a difference multiple for each comparable. The selection of the appropriate multiple within the range requires judgement, considering qualitative and quantitative factors specific to the measurement.

The following tables provide the Group's fair value measurement hierarchy of its assets:

As at December 31, 2019:

| | | Fair Value Measurement Using | | |
|------------------------|-----------------|--|--|--|
| | | Quoted Prices in Active Markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | Total | | | |
| FVPL investments: | | | | |
| Quoted equity shares | P 7,616,776,828 | P 7,616,776,828 | P – | P – |
| Unquoted equity shares | 1,137,142,219 | – | 115,433,145 | 1,021,709,074 |
| Funds and equities | 1,131,737,165 | 1,131,677,465 | – | 59,700 |
| Bonds | 793,929,295 | 793,929,295 | – | – |
| Proprietary shares | 367,437,073 | 367,437,073 | – | – |
| Others | 83,225,493 | 83,225,493 | – | – |
| | 11,130,248,073 | 9,993,046,154 | 115,433,145 | 1,021,768,774 |
| FVOCI investments | 330,484,513 | 330,484,513 | – | – |
| | P11,460,732,586 | P10,323,530,667 | P 115,433,145 | P 1,021,768,774 |

As at December 31, 2018:

| | | Fair Value Measurement Using | | |
|------------------------|------------------|--|--|--|
| | | Quoted Prices in Active Markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | Total | | | |
| FVPL investments: | | | | |
| Quoted equity shares | P 6,588,212,129 | P 6,588,212,129 | P – | P – |
| Unquoted equity shares | 1,086,225,778 | – | 144,575,751 | 941,650,027 |
| Bonds | 766,122,276 | 766,062,576 | – | 59,700 |
| Funds and equities | 655,218,123 | 655,218,123 | – | – |
| Proprietary shares | 324,377,072 | 324,377,072 | – | – |
| Others | 17,792,108 | 17,792,108 | – | – |
| | 9,437,947,486 | 8,351,662,008 | 144,575,751 | 941,709,727 |
| FVOCI investments | 694,323,218 | 694,323,218 | – | – |
| | P 10,132,270,704 | P 9,045,985,226 | P 144,575,751 | P 941,709,727 |

Description of significant unobservable inputs to valuation of investment in KSA classified under Level 3 (amounts in millions):

| 2019 | Valuation Technique | Significant Unobservable inputs | Range | Sensitivity of Input to Fair Value |
|------|---------------------|---|------------|--|
| KSA | DCF Model | Dividend payout is ₱120.0 million with 3% annual increase | 0% to 5% | 0%: fair value of ₱785 5%: fair value of ₱1,278 |
| | | Liquidity discount of 20% | 10% to 30% | 10%: fair value of ₱1,149 30%: fair value of ₱894 |
| | | Cost of equity of 12.99% | 12% to 14% | 12%: fair value of ₱1,030 14%: fair value of ₱940 |
| 2018 | Valuation Technique | Significant Unobservable inputs | Range | Sensitivity of Input to Fair Value |
| KSA | DCF Model | Dividend payout is ₱120.0 million with 3% annual increase | 0% to 5% | 0%: fair value of ₱738 5%: fair value of ₱1,154 |
| | | Liquidity discount of 20% | 10% to 30% | 10%: fair value of ₱1,059 30%: fair value of ₱824 |
| | | Cost of equity of 13.88% | 13% to 15% | 13%: fair value of ₱1,021 15%: fair value of ₱858 |

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 of the investment in KSA (in millions):

| | | |
|--|---|---------|
| As at 1 January 2018 | ₱ | 753.0 |
| Unrealized gains in profit or loss (Note 10) | | 188.7 |
| As at 31 December 2018 | | 941.7 |
| Unrealized gains in profit or loss (Note 10) | | 80.1 |
| As at 31 December 2019 | ₱ | 1,021.8 |

In 2018, Y-mAbs was listed in NASDAQ which resulted to transfer from Level 2 to Level 1 fair value measurement.

For the years ended December 31, 2019 and 2018, there were no transfers other than those mentioned above.

31. Contracts and Agreements

Anscor

- a. On November 29, 2019, the Company entered into a lease agreement with ATR Asset Management, Inc., ATRAM Trust Corporation and MET Holdings, Inc. for the lease of its condominium unit commencing on the agreement date until April 30, 2021. The Company will receive monthly rental payments of ₱1.0 million.

The Company recognized rental income amounting to ₱1.0 million in 2019 (see Note 24).

Sutton

- a. In January 2016, CGI and IQHPC entered into a new Service Agreement where IQHPC will pay CGI the agreed specific rate that corresponds the type of medical staff deployed to a facility. The term of the agreement is valid for a period of 36 months from the commencement date. Fees shall be billed upon deployment and are due within 30 days. Interest shall accrue at the rate of 2% per month on any unpaid balance.
- b. In the ordinary course of business, IQHPC enters into Service Agreements with U.S. hospitals and/or staffing agencies to provide services in relation to the placement of qualified Filipino nurses for full time employment in the U.S. The Service Agreement sets forth the rights, responsibilities, terms and conditions governing IQHPC's services, which include among others, training and procedural assistance in obtaining all required licensure examinations, obtaining U.S. permanent residence status and eventual placement of the nurses to the U.S. hospitals and/or agency.

Service income recognized in 2019, 2018 and 2017 amounted to nil, ₱2.5 million and ₱7.4 million, respectively.

- c. CGI entered into a non-cancellable operating lease covering certain offices. The lease has terms ranging up to three years, with renewal options and includes annual escalation rates of 5% to 10%. In 2016 and 2017, the lease agreement was renewed for a one-year term.

Rent expense in 2018 and 2017 amounted to ₱2.7 million and ₱3.3 million, respectively (see Note 22).

- d. In 2017, CGI entered into an agreement to sublease a portion of its leased office space to Cirrus Global Services, Inc. for a period of one year commencing August 1, 2017. This was extended until December 31, 2018.

Rent income from the sublease agreement in 2018 and 2017 amounted ₱2.6 million and ₱0.9 million, respectively (see Note 24).

- e. In April 2012, CGI entered into a Service Agreement with Cleveland Clinic Abu Dhabi (CCAD) for CGI to provide nurses for deployment in Abu Dhabi. In consideration of the services provided by CGI, the Service Agreement provides that CCAD shall pay a lump-sum fee of 17% of the first year salary, exclusive of benefits, of each candidate that satisfactorily completes all legal and regulatory requirements to live and work at CCAD.

Permitted fees are to be invoiced in the following manner:

- 25% of fee upon signing the contract offer of employment;
- 50% of fee upon deployment; and
- 25% of fee upon completion of the probationary 90-day time period at CCAD.

CGI records deferred revenue equal to a percentage of service fee invoiced to CCAD. Portion of the deferred revenue were already advanced by CCAD and are refundable once the service agreements are not met. Total deferred revenues as at December 31, 2018 and 2017 amounted to nil and ₱9.5 million, respectively.

Service income recognized in 2018 and 2017 amounted to ₱12.9 million and ₱10.3 million, respectively. Service income recognized in 2018 is for the period ended September 28, 2018 (see Note 8).

Cirrus

- a. Cirrus Holdings USA, LLC and Cirrus Allied, LLC have various staffing contracts with their U.S. clients concerning certain rates and conditions, among others. Service income amounted to ₱2.0 billion in 2017. The service income recognized in 2017 is for the period ended October 19, 2017 (see Note 8).
- b. Cirrus has entered into a third party non-cancellable operating lease agreements for the rental of office space and equipment. The leases include options to renew, as well as rent escalation clauses and in certain cases, incentives from the landlord for rent-free months and allowances for tenant improvements.

Rent expense in 2017 amounted to ₱9.2 million.

- c. On June 30, 2017, Cirrus invested in Cirrus Global Services, Inc. (CGSI) which handles the general and administrative services of the nurse staffing entities. CGSI, as part of the Cirrus Group, was subsequently sold through a merger agreement on October 19, 2017 (see Note 8).

IAI

- a. On August 23, 2006, IAI entered into a Maintenance Service Plan (MSP) with Honeywell for the latter to service IAI's additional aircraft engine acquired in 2007. Under the terms of the programs, IAI agrees to pay a fee computed at a rate of the engine's actual operating hours or the minimum operating hours, subject to annual escalation. The engine shall be shipped to the United States to undergo repairs and maintenance as necessary by a Honeywell authorized service center. Deposits for the MSP as at December 31, 2019 and 2018 amounted to ₱44.7 million and ₱81.3 million, respectively, and included as part of "Other noncurrent assets" account in the consolidated balance sheets (see Note 17).

- b. IAI entered into a lease or concessionaire agreement with Manila International Airport Authority (MIAA) which granted IAI to operate as an aircraft hangar and conduct fixed base operations within the leased premises. The agreement shall be effective for a period of one (1) year commencing on January 1, 2016. After the end of the first year, the lease is automatically renewed until IAI is permitted to stay in Ninoy Aquino International Airport (NAIA) Complex. IAI will continue to operate at NAIA Complex by virtue of the Certificate of Public Convenience and Necessity to operate Domestic Scheduled Air Transportation Services issued on January 31, 2017 and valid from March 1, 2017 up to February 28, 2022.

On October 15, 2019, MIAA issued a memorandum stating that all general aviation operations be transferred to other alternate airports to ease the traffic congestion at the NAIA Complex. MIAA gave general aviation companies until May 31, 2020 to vacate and turn over the leased premises.

IAI is still operating at NAIA Complex as of February 19, 2020.

Set out below is the carrying amount of right-of-use asset recognized in 2019 and the movements during the year.

| | |
|---------------------------|--------------|
| Cost | |
| Beginning/Ending balance | ₱ 10,605,283 |
| Accumulated Amortization | |
| Beginning balance | — |
| Amortization for the year | 3,569,833 |
| Ending balance | 3,569,833 |
| Net Book Value | ₱ 7,035,450 |

The carrying amount of PFRS 16 lease liability as at December 31, 2019 follows:

| | |
|---|--------------|
| Beginning balance | ₱ 10,605,283 |
| Accretion of interest | 201,791 |
| Lease payments | (3,724,402) |
| | 7,082,672 |
| Less current portion of lease liability | 4,606,460 |
| Ending balance | ₱ 2,476,212 |

The lease liability were measured at the present value of the remaining lease payments discounted at IAI's incremental borrowing rates as at January 1, 2019 for the lease with MIAA. The weighted average incremental borrowing rates applied to the lease liabilities on January 1, 2019 was 6.83%.

Shown below is the maturity analysis of lease liability pertaining to contractual undiscounted cash flows as at December 31, 2019:

| | |
|---|-------------|
| Within one year | ₱ 4,797,398 |
| After one year but not more than five years | 2,512,695 |
| Total undiscounted lease liability | ₱ 7,310,093 |

Rental expenses relating to short-term leases of office building amounted to ₱2.3 million in 2019.

- c. IAI conducts its operations from leased facilities with ASAC, which include the aircraft hangar or ramp, battery shop, parking lots, mechanics' quarters and the administrative office. The lease agreement is for a period of two years commencing on September 1, 2009 and was subsequently renewed. The renewed lease agreement was terminated on August 31, 2019. On September 1, 2019, IAI renewed the lease agreement valid for two years ending August 31, 2021.

Operating lease commitments - IAI as lessee (Effective Prior to January 1, 2019)

As at December 31, 2018, future minimum lease payments based on the agreed minimum rate as stated in the lease contract with ASAC amounted to ₱2.3 million that is due not later than one year.

Rent expense recognized in operations amounted to ₱3.5 million and ₱3.2 million in 2018 and 2017.

SSRLI and PRI

- a. On January 9, 2007, SSRLI and the Philippine Economic Zone Authority (PEZA) signed a Registration Agreement declaring SSRLI as an Ecozone Developer/Operator, entitling SSRLI to establish, develop and construct the villas and to operate the Ecozone. SSRLI is entitled to four-year income tax holiday and tax-free importation of machineries and equipment on PEZA-covered registered activities under the Registration Agreement.

On December 18, 2009, SSRLI's resort operations have been registered with PEZA to engage in the renovation and expansion of Amanpulo Resort at the Pamalican Island Tourism Ecozone. SSRLI's resort operations are entitled to 5% gross income tax on revenues generated from foreign clients and regular income tax on non-foreign clients under the Registration Agreement.

On July 1, 2011, PRI took over the resort operations of SSRLI. On the same date, PEZA approved PRI's application for registration as a locator at the Pamalican Island Ecozone Tourism Zone. SSRLI also transferred in the name of PRI all resort operation-related contracts entered into with related parties and third parties, including its long-term loans with a bank, except for the foreshore lease contract with the Department of Environment and Natural Resources (DENR) which is nontransferable.

On October 3, 2012, PRI entered into an operating lease agreement with SSRLI covering all rights and interests in resort-related assets, which include land, land improvements and buildings for a period of 20 years beginning July 1, 2011. Annual lease rental amounted to ₱53.5 million payable within the first five days at the beginning of each quarter.

Effective January 1, 2016, the annual rental fee upon mutual agreement of both parties was decreased to ₱42.8 million.

- b. On February 18, 2011, the BOD of the Company approved the Company's acquisition of additional shares from the minority shareholders of SSRLI. The acquisition increased the ownership of the Company from 46.79% to 62.30% of the total outstanding common and preferred shares of SSRLI. Total acquisition price for the additional shares is US\$5.9 million (₱255.9 million) cash consideration plus the fair value of the 46.79% investment amounting to ₱302.7 million. Goodwill recognized from the acquisition amounted to ₱99.3 million (see Note 7).

- c. Since 1995, the Company charges a monthly fee amounting to US\$15,000 or its Peso equivalent for the Company's general, administrative, treasury, tax and legal services rendered to PRI.

Starting January 1, 2018, both parties mutually agreed to a monthly fee amounting to ₱650,000 (eliminated in the consolidated profit or loss), inclusive of VAT.

- d. PRI executed in the past an Operating and Management Agreement (OMA) with Amanresorts Management, B.V. (AMBV, the Operator of Amanresorts), a company based in Amsterdam, the Netherlands, for a fee of 5% of PRI's gross operating profits, as defined in the OMA. The OMA provides for, among others, the reimbursements by PRI to Amanresorts of all costs and expenses incurred by the latter in connection with the management and operation of the resort and a reserve cash funding equivalent to 3% of gross revenues, which will be used to cover the cost of replacements, renewals, and additions to furniture, fixtures and equipment.

On June 24, 2013, both parties have mutually entered into a new OMA, effective on the same date, in which PRI will pay a basic fee amounting to 4% of gross revenue and an incentive fee of 10% based on the gross operating profit collectively known as "Management fee". In addition to the management fees discussed, PRI shall also reimburse AMBV for all costs and expenses incurred by AMBV directly in connection with rendering services under the new OMA.

Likewise, a Marketing Service Agreement (MSA) was also entered by PRI with Amanresorts Services Limited (ASL) with marketing fee charges of 3% of PRI's annual gross hotel revenues. On June 24, 2013, both parties mutually entered into a new marketing services agreement of the same terms and conditions except for a lower marketing fee rate of 1% of gross revenue from 3%.

On June 24, 2011, PRI also executed a Reservation Service Agreement (RSA) with Hotel Sales Services Ltd. (HSSL), a company established in British Virgin Islands, in which PRI will pay the latter a monthly fee of 6.5% on gross accommodation charges for all realized bookings processed through HSSL's central sales and reservation offices with the exception of bookings made through the Global Distribution System (GDS) in which PRI will pay US\$100 per booking. An annual maintenance fee of US\$1,000 shall also be paid to HSSL.

On October 10, 2014, PRI and HSSL executed a new agreement effective January 1, 2015, with similar terms as the original agreement, except for a higher annual maintenance fee which increased to US\$3,000 from US\$1,000, and a lower transaction fee for GDS Network bookings for US\$100 from US\$300.

PRI also obtained from Amanresorts I.P.R.B.V. (AIPRBV), a company incorporated in Amsterdam, the Netherlands, the nonexclusive license to use the Amanresorts Marks in connection with the operation of the Resort for a monthly fee of US\$1,000.

The OMA, marketing and license contracts will expire on the thirty first (31st day) of December of the fifth full calendar year following their commencement. Further, AMBV has the option to extend the operating term for a period of five years from the date of its expiration.

On January 18, 2018 and March 9, 2018, the Aman Group notified PRI of the assignment of the OMA, MSA and RSA, among others, to Aman Group S.A.R.L., a company incorporated in Switzerland.

On November 28, 2018, Aman Group S.A.R.L. issued a Notice of Extension to PRI containing its election and intention to extend the operating term with PRI for a period of five (5) years from the date of expiration, which is on December 31, 2018, under the same terms and conditions as contained in the management agreement.

Total fees related to these agreements amounted to ₱109.7 million, ₱105.5 million and ₱76.0 million in 2019, 2018 and 2017, respectively.

- e. PRI entered into an agreement with IAI wherein the latter will provide regular air transport service. IAI shall charge PRI a fixed round trip rate, subject to an annual review by both parties, with a guarantee that all IAI's operating cost will be covered. The agreement has a duration of three (3) years and was executed effective July 1, 2011. The agreement was renewed for another 3 years on February 13, 2015. The duration of the contract may be extended upon such terms and condition as may be mutually agreed by both parties.

On February 15, 2018, both parties entered into a renewal agreement which shall have a duration of not less than three years unless, otherwise pre-terminated.

- f. PRI entered into a lease agreement with IAI for the Guest Lounge and Purchasing Office. The lease agreement has duration of two years. The lease agreement was renewed in 2019. The agreement provides that PRI is not allowed to sublease any part of the leased premises.
- g. On May 31, 2013, Anscor Property Holdings, Inc. (APHI) and SSRLI entered into a management contract in which APHI will provide technical advice, supervision and management services and general administration for various Phase 3-A villa projects, such as but not limited to other Amanpulo special capital expenditure projects. SSRLI shall pay a fixed monthly fee amounting to ₱0.6 million exclusive of VAT, effective June 1, 2013 until the projects have been completed, delivered and accepted by SSRLI. The monthly fee was reduced to ₱0.5 million, exclusive of VAT, from August 1, 2016 until March 21, 2017. On December 15, 2016, the agreement with APHI was transferred to AHI.

On January 3, 2017, the monthly fee was reduced to ₱0.3 million, exclusive of VAT, from January to March 31, 2017.

On May 31, 2017, AHI and SSRLI entered into a management contract in which SSRLI shall pay a fixed monthly fee amounting to ₱0.3 million, exclusive of VAT, effective June 1, 2017 until September 30, 2017. The monthly fee was reduced to ₱0.2 million, exclusive of VAT for October 2017.

- h. On July 1, 2011, PRI entered into management agreements with the villa owning companies wherein it shall provide general maintenance and accounting and administrative services for the villas. PRI shall also be responsible for the marketing and promotion of the villas. In return for these services, PRI shall be entitled to 50% of the net villa rental proceeds. PRI shall also receive reimbursements of costs, with 15% handling fees (except for utilities, which are not subject to handling fees), incurred in providing services to the villa guests. PRI's share in the net villa rental proceeds including handling fees amounted to ₱168.7 million, ₱163.4 million and ₱120.8 million in 2019, 2018 and 2017, respectively, and presented as "Services" revenue account in the consolidated profit or loss.

As part of the agreement, PRI will also receive a fund which shall be used for future maintenance requirements of the villas. As at December 31, 2019 and 2018, the restricted fund amounted to ₱85.3 million and ₱83.0 million, respectively, which is included under "Other noncurrent assets" and "Other noncurrent liabilities" in the consolidated balance sheets (see Note 17).

- i. In November 2005, the DENR awarded to SSRLI the use of the foreshore land surrounding the Pamalican Island, where Amanpulo Resort is situated. The award has a duration of 25 years which may be renewed for another full period at the option of SSRLI. Annual rent shall be paid in advance on or before the 16th day of November every year.
- j. In 2014, SSRLI entered into a Construction Service Contract (Service Contract) with the PEZA-registered villa owners in which SSRLI shall provide project management general and specific administration and supervision over the preconstruction and construction stages of the Project. The villa owners shall pay SSRLI a handling fee which represents 15% of the actual project cost during the villa construction or renovation. In 2018 and 2017, SSRLI recognized handling fee, included under "Services" revenue account which amounted to ₱0.7 million and ₱4.7 million, respectively (nil in 2019).
- k. Starting 2013, SSRLI has property development in progress, which pertains to the costs related to the development of various projects. As at December 31, 2019 and 2018, total property development in progress amounted to ₱3.7 million and ₱3.2 million, respectively. This is presented as part of "Other noncurrent assets" in the consolidated balance sheets (see Note 17).
- l. In 2017, SSRLI redeemed Class A preferred stock of 46,284,261 shares and Class B preferred stock of 30,915,739 shares amounting to ₱77.2 million.

PDIPI and Subsidiaries

- a. The Company has a management contract with PDP Energy which provides, among others, for payment of annual management fees amounting to ₱7.2 million (VAT inclusive), plus certain percentages of audited income before tax and management and technical assistance fees (VAT exclusive). Due from PDP Energy (eliminated in the consolidated balance sheets) amounted to ₱23.6 million and ₱41.4 million as at December 31, 2019 and 2018, respectively. Management fees (eliminated in the consolidated profit or loss) amounted to ₱99.0 million, ₱77.6 million and ₱67.6 million in 2019, 2018 and 2017, respectively.
- b. In 2012, the PDP Energy entered into a contract of lease with a third party for the lease of its office building. The term is for a period of five years and renewable at the option of both parties. Set out below are the carrying amount of right-of-use assets recognized in 2019 and the movement during the period.

| | |
|---------------------------|--------------|
| Cost | |
| Beginning/Ending balance | ₱ 35,792,042 |
| Accumulated Amortization | |
| Beginning balance | — |
| Amortization for the year | 7,535,167 |
| Ending balance | 7,535,167 |
| Net Book Value | ₱ 28,256,875 |

Set out below is the carrying amount of lease liability and its movements in 2019:

| | |
|---|--------------|
| Beginning balance | ₱ 35,792,042 |
| Accretion of interest | 3,085,097 |
| Lease payments | (8,585,166) |
| | 30,291,973 |
| Less current portion of lease liability | 5,301,404 |
| Ending balance | ₱ 24,990,569 |

Operating lease commitments - PDP Energy as lessee (Effective prior to January 1, 2019)

The future aggregate minimum lease payments under the said lease are as follows:

| | 2019 | 2018 |
|---|--------------|--------------|
| Not later than 1 year | ₱ 8,865,270 | ₱ 7,481,987 |
| More than 1 year but not later than 5 years | 27,564,028 | 31,166,064 |
| | ₱ 36,429,298 | ₱ 38,648,051 |

Rental expense incurred amounted to ₱7.6 million and ₱6.7 million in 2018 and 2017, respectively.

- c. On December 19, 2014, PDIPI entered into a trademark licensing agreement with General Cable Technologies Corporation (GCTC) wherein GCTC will grant a perpetual and exclusive license to PDIPI to use the Phelps Dodge trademark in the manufacture and sale of wires and cables in the Philippines. On the same date, PDP Energy entered into a distributor and representative agreement with General Cable Industries Inc. (GCI) which provides, among others, the exclusive distributor, reseller and representative for the sale of GCI products to customers within the Philippines.

32. Changes in Liabilities Arising from Financing Activities

| | January 1, 2019 | Cash Flow for Availment | Cash Flow for Repayments | Dividend Declaration | Foreign Exchange Movement | Accretion of Interest | December 31, 2019 |
|---|-----------------|-------------------------|--------------------------|----------------------|---------------------------|-----------------------|-------------------|
| Notes payable | ₱ 250,000,000 | ₱ - | (₱ 250,000,000) | ₱ - | ₱ - | ₱ - | - |
| Long-term debt | 1,138,087,700 | 5,124,000 | (635,732,071) | - | (4,172,026) | - | 503,307,603 |
| Dividends payable | 285,828,593 | - | (617,229,791) | 615,375,776 | - | - | 283,974,578 |
| Lease liabilities (Note 2) | 46,397,325 | - | (12,309,568) | - | - | 3,286,888 | 37,374,645 |
| Total liabilities from financing activities | ₱ 1,720,313,618 | ₱ 5,124,000 | (₱ 1,515,271,430) | ₱ 615,375,776 | (₱ 4,172,026) | ₱ 3,286,888 | ₱ 824,656,826 |

| | January 1, 2018 | Cash Flow for Availment | Cash Flow for Repayments | Dividend Declaration | Foreign Exchange Movement | December 31, 2018 |
|---|-----------------|-------------------------|--------------------------|----------------------|---------------------------|-------------------|
| Notes payable | ₱ - | ₱ 450,000,000 | (₱ 200,000,000) | ₱ - | ₱ - | 250,000,000 |
| Long-term debt | 1,718,724,321 | - | (640,036,621) | - | 59,400,000 | 1,138,087,700 |
| Dividends payable | 252,554,370 | - | (575,312,404) | 608,586,627 | - | 285,828,593 |
| Total liabilities from financing activities | ₱ 1,971,278,691 | ₱ 450,000,000 | (₱ 1,415,349,025) | ₱ 608,586,627 | ₱ 59,400,000 | ₱ 1,673,916,293 |

| | January 1, 2017 | Cash Flow for Availment | Cash Flow for Repayments | Dividend Declaration | Foreign Exchange Movement | December 31, 2017 |
|--|-----------------|----------------------------|-----------------------------|-------------------------|---------------------------------|----------------------|
| Notes payable | P 91,948,200 | P – | (P 91,948,200) | P – | P – | – |
| Long-term debt | 2,545,581,343 | – | (838,534,464) | – | 11,677,442 | 1,718,724,321 |
| Dividends payable | 242,208,406 | – | (234,015,487) | 244,361,451 | – | 252,554,370 |
| Total liabilities from financing activities | P 2,879,737,949 | P – | (P 1,164,498,151) | P 244,361,451 | P 11,677,442 | P 1,971,278,691 |

33. Other Matters

- a. ASAC is a founding member of the Federation of Aviation Organizations of the Philippines (FEDAVOR) since 1986. In 2005, FEDAVOR won a Supreme Court case against MIAA involving its imposition of higher rates for rental and other services without a public hearing. ASAC accrued its share in FEDAVOR's legal expenses in 2006. In 2009, MIAA filed and subsequently won their motion for reconsideration with the Court of Appeals ruling that all refunds have to be coursed through the Commission on Audit. As at December 31, 2019, the refund process has remained pending.
- b. ASAC is a defendant in labor lawsuits and claims. As at December 31, 2019 and 2018, management has recognized provisions for losses amounting to P5.7 million that may be incurred from these lawsuits (see Note 19).
- c. Some subsidiaries of the Group have claims, commitments, litigations and contingent liabilities that arise in the normal course of the operations which are not reflected in the consolidated financial statements. Management is of the opinion that as at December 31, 2019 and 2018, losses, if any, from these commitments and contingencies will not have a material effect on the consolidated financial statements.
- d. The other information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, are not disclosed as they may prejudice the Group's negotiations with third parties.

34. Subsequent Events

- a. On February 19, 2020, Anscor's BOD approved the amendment of its Articles of Incorporation wherein authorized capital stock of 5,000,000 common shares (par value of P1.00 per share) amounting to P5.0 million will be reclassified to 500,000,000 preferred shares (par value of P0.01 per share) amounting to P5.0 million.
- b. The wide spread in the beginning of 2020 of a new virus strain called 2019 coronavirus (COVID-19) which originated from Wuhan, China compelled the World Health Organization to declare a global health emergency. This led to travel restrictions and put health authorities on alert for both preventive and curative measures to contain and resolve its impact. The Group has initially assessed the impact of the outbreak and will continue to monitor the developments and take the necessary measures in the future.

BOARD OF DIRECTORS



1



2

1 ANDRES SORIANO III
Chairman of the Board/
Chief Executive Officer/President

2 EDUARDO J. SORIANO
Vice Chairman

3 ERNEST K. CUYEGKENG

4 JOHNSON ROBERT G. GO, JR.

5 OSCAR J. HILADO

6 JOSE C. IBAZETA

7 ALFONSO S. YUCHENGCO III



3



4



5



6



7

OFFICERS & CORPORATE DIRECTORY

CORPORATE DIRECTORY

Corporate Social Responsibility Arm

The Andres Soriano Foundation, Inc. (ASF)
Andrews Avenue, Pasay City
(632) 8831-99-41 • (632) 8851-55-07
www.asorianofoundation.org

Address

7th Floor Pacific Star Building,
Makati Ave. cor Gil Puyat Ave. Ext., 1209
Makati City, Philippines

Post Office Box

1304 Makati Central Post Office
1252 Makati City, Philippines

Websites

www.anscor.com.ph
www.sorianogroup.com.ph

Telephone Numbers

(632) 8819-02-51 to 60

Fax Number

(632) 8811-50-68

External Auditors

SyCip Gorres Velayo & Co.

Stock Transfer Agent

Stock Transfer Service, Inc.
34th Floor, Unit D, Rufino Pacific Tower
6784 Ayala Avenue, Makati City

Legal Counsels

Angara Abello Concepcion Regala & Cruz
Kapunan & Castillo
Picazo Buyco Tan Fider & Santos
Tan Acut Lopez & Pison

* Assigned to AHI

** Assigned to ASF

OFFICERS

ERNEST K. CUYEGKENG

Executive Vice President & Chief Financial Officer

WILLIAM H. OTTIGER

Senior Vice President & Corporate Development Officer/Treasurer

NARCISA M. VILLAFLOR

Vice President & Comptroller

LORENZO D. LASCO*

Vice President

JOSHUA L. CASTRO

Vice President & Assistant Corporate Secretary

SALOME M. BUHION

Assistant Vice President

MARIA VICTORIA L. CRUZ

Assistant Vice President

LEMIA L. SIMBULAN**

Executive Assistant

LORNA P. KAPUNAN

Corporate Secretary

SUBSIDIARIES

A. Soriano Air Corporation
AFC Agribusiness Corporation
Anscor Consolidated Corporation
Anscor Holdings, Inc. (AHI)
Anscor International, Inc.
IQ Healthcare Professional Connection, LLC
Island Aviation, Inc.
Minuet Realty Corporation
Pamalican Island Holdings, Inc.
Pamalican Resort, Inc.
PD Energy International Corporation
Phelps Dodge International Philippines, Inc.
Phelps Dodge Philippines Energy Products Corporation
Seven Seas Resorts and Leisure, Inc.
Sutton Place Holdings, Inc.

AFFILIATES

AGP International Holdings Pte Ltd.
ATRAM Investment Management Partners Corporation
DirectWithHotels, Inc.
Fremont Holdings, Inc.
KSA Realty Corporation
Navegar LP
Prople Limited
Sierra Madre Philippines I LP
Vicinetum Holdings, Inc.
Y-mAbs Therapeutics, Inc.



A. SORIANO CORPORATION

7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Ext.
1209 Makati City, Philippines