



August 11, 2016

**PHILIPPINE STOCK EXCHANGE**

3<sup>rd</sup> Floor, Tower One and Exchange Plaza  
Ayala Triangle, Ayala Ave., Makati City  
Attention: Mr. Jose Valeriano B. Zuño III  
                  OIC – Head, Disclosure Department

**PHILIPPINE DEALING AND EXCHANGE CORPORATION**

37<sup>th</sup> Floor, Tower 1, The Enterprise Center  
6766 Ayala Ave. cor Paseo de Roxas, Makati City  
Attention: Ms. Vina Vanessa S. Salonga  
                  Head, Issuer Compliance and Disclosure Department

Subject: Vista Land & Lifescapes, Inc.: **SEC 17Q – June 30, 2016**

Gentlemen:

Please find SEC Form 17Q for the six months ended June 30, 2016 filed with the Securities and Exchange Commission today.

Very truly yours,

A handwritten signature in black ink, appearing to read 'B. Edang', written over a faint, larger version of the signature.

Brian N. Edang  
Officer-in-Charge

# COVER SHEET

C	S	2	0	0	7	0	3	1	4	5
S.E.C. Registration Number										

V	I	S	T	A		L	A	N	D		&		L	I	F	E	S	C	A	P	E	S	,		
I	N	C	.																						

(Company's Full Name)

3	R	D		L	E	V	E	L		S	T	A	R	M	A	L	L		L	A	S			
P	I	Ñ	A	S	,		C	V		S	T	A	R	R		A	V	E	N	U	E	,		
P	H	I	L	A	M	L	I	F	E		V	I	L	L	A	G	E	,						
P	A	M	P	L	O	N	A	,		L	A	S		P	I	Ñ	A	S		C	I	T	Y	

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

<b>Brian N. Edang</b>
Contact Person

<b>226-3552 ext. 0088</b>
Company Telephone Number

1	2	3	1
<i>Month</i>		<i>Day</i>	
Calendar Year			

<b>17-Q</b>
FORM TYPE

0	6	1	5
<i>Month</i>		<i>Day</i>	
Annual Meeting			

Secondary License Type, If Applicable

Dept. Requiring this Doc.		

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number							

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Document I.D.							

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarter ended **June 30, 2016**
2. SEC Identification Number **CS-200703145**
3. BIR Tax Identification No. **006-652-678**
4. **Vista Land & Lifescapes, Inc.**  
Exact name of the registrant as specified in its charter
5. **Philippines**  
Province, country or other jurisdiction of incorporation
6. Industry Classification Code  (SEC Use Only)
7. **3rd Level Starmall Las Piñas C.V. Starr Avenue, Philamlife Village, Pamplona, Las Piñas City** **1747**  
Address of Principal Office Postal Code
8. **(632) 874-5758 / (632) 872-6947 / (632) 226-3552**  
Registrant's telephone number, including area code
9. **N/A**  
Former name, former address and former fiscal year, if change since last report.
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Common stock (as of 08/11/2016 net of 210,108,800 treasury shares)</b>	<b>12,904,027,576</b>
<b>VLL Homebuilder Bonds (as of 06/30/2016)</b>	<b>Up to P2,500,000,000.00</b>
<b>VLL Retail Bonds (as of 06/30/2016)</b>	<b>Up to P5,000,000,000.00</b>

11. Are any of the registrant's securities listed on the Philippine Stock Exchange?

Yes  No

12. Check whether the registrant:

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

Yes  No

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

Yes  No

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Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Financial Position  
 As of June 30, 2016 and December 31, 2015  
 (In Million Pesos)

	Unaudited 06/30/2016	Audited 12/31/2015
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 8 and 29)	7,255	6,043
Short-term cash investments (Notes 9, 19 and 29)	2,270	2,097
Receivables (Notes 10 and 29)	28,690	24,968
Receivables from related parties (Notes 27 and 29)	4,868	3,426
Real estate inventories (Note 11)	19,481	22,856
Other current assets (Note 12)	4,383	3,815
Total Current Assets	<b>66,947</b>	<b>63,205</b>
<b>Noncurrent Assets</b>		
Noncurrent receivables (Notes 10 and 29)	7,642	9,286
Available-for-sale (AFS) financial assets (Notes 9 and 29)	7,799	7,379
HTM investments (Notes 9 and 29)	18,818	13,522
Land and improvements (Note 13)	31,041	27,865
Investment properties (Notes 14 and 29)	29,734	26,676
Investments and advances in project development costs (Note 15)	2,883	2,855
Property and equipment	759	801
Deferred tax assets - net (Note 26)	291	290
Other noncurrent assets (Notes 7 and 16)	1,014	1,016
Total Noncurrent Assets	<b>99,981</b>	<b>89,690</b>
	<b>166,928</b>	<b>152,895</b>

**LIABILITIES AND EQUITY**

<b>Current Liabilities</b>		
Accounts and other payables (Notes 17 and 29)	9,939	11,208
Customers' advances and deposits (Note 18)	2,732	3,131
Income tax payable	104	158
Dividends payable	-	20
Current portion of:		
Bank loans (Notes 19 and 29)	3,474	3,361
Loans payables (Notes 19 and 29)	1,099	574
Notes payable (Notes 20 and 29)	728	5
Total Current Liabilities	<b>18,076</b>	<b>18,457</b>

(Forward)



Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Financial Position  
 As of June 30, 2016 and December 31, 2015  
 (In Million Pesos)

	Unaudited 06/30/2016	Audited 12/31/2015
<b>Noncurrent Liabilities</b>		
Bank loans - net of current portion (Notes 19 and 29)	31,078	27,179
Loans payable - net of current portion (Notes 19 and 29)	2,964	3,121
Notes payable - net of current portion (Notes 20 and 29)	35,358	30,424
Pension liabilities (Note 25)	114	114
Deferred tax liabilities - net (Note 26)	1,966	1,537
Other noncurrent liabilities (Note 21)	3,317	2,097
Total Noncurrent Liabilities	74,797	64,472
Total Liabilities	92,873	82,929
<b>Equity (Note 22)</b>		
Attributable to equity holders of the Parent Company		
Capital stock	13,147	12,688
Additional paid-in capital	29,171	29,471
Other comprehensive income	1,125	743
Treasury shares	(6,572)	(6,298)
Retained earnings	34,324	30,484
Non-controlling interest	2,860	2,878
Total Equity	74,055	69,966
Total	166,928	152,895

*See accompanying Notes to Consolidated Financial Statements.*



Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Comprehensive Income  
 For the six months ended June 30, 2016 and 2015  
 (In Million Pesos)

	Unaudited Apr-Jun Q2-2016	Unaudited Jan-Jun 2016	Unaudited Apr-Jun Q2-2015	Unaudited Jan-Jun 2015
<b>REVENUE</b>				
Real estate	6,130	12,571	6,132	12,189
Rental income	1,166	2,058	717	1,187
Interest income	369	677	325	633
Miscellaneous income (Note 23)	166	435	269	495
	<b>7,831</b>	<b>15,741</b>	<b>7,443</b>	<b>14,503</b>
<b>COSTS AND EXPENSES</b>				
Costs of real estate sales (Notes 11 and 24)	3,060	6,260	3,057	6,010
Operating expenses (Note 24)	1,871	3,693	1,808	3,511
	<b>4,931</b>	<b>9,953</b>	<b>4,865</b>	<b>9,521</b>
<b>OTHER EXPENSES</b>				
Interest and financing charges	832	1,344	504	936
Other	1	1	3	3
	<b>833</b>	<b>1,345</b>	<b>507</b>	<b>939</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>2,067</b>	<b>4,443</b>	<b>2,070</b>	<b>4,043</b>
<b>PROVISION FOR INCOME TAX</b> (Note 26)	<b>221</b>	<b>518</b>	<b>306</b>	<b>501</b>
<b>NET INCOME</b>	<b>1,846</b>	<b>3,925</b>	<b>1,764</b>	<b>3,542</b>
<b>NET INCOME ATTRIBUTABLE TO:</b>				
Equity holders of the Parent Company	1,802	3,840	1,743	3,493
Noncontrolling interest	44	85	21	49
	<b>1,846</b>	<b>3,925</b>	<b>1,764</b>	<b>3,542</b>
<b>Weighted average common shares</b>	<b>13,114</b>	<b>13,114</b>	<b>13,114</b>	<b>13,114</b>
Basic/Diluted earnings per share	<b>0.141</b>	<b>0.299</b>	<b>0.135</b>	<b>0.270</b>



Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Comprehensive Income  
 For the six months ended June 30, 2016 and 2015  
 (In Million Pesos)

	Unaudited Apr-Jun Q2-2016	Unaudited Jan-Jun 2016	Unaudited Apr-Jun Q2-2015	Unaudited Jan-Jun 2015
<b>NET INCOME</b>	1,846	3,925	1,764	3,542
<b>OTHER COMPREHENSIVE INCOME</b>				
Adjustments	236	382	104	107
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>2,082</b>	<b>4,307</b>	1,956	3,785
Total comprehensive income attributable to:				
Equity holders of Vista Land & Lifescapes, Inc.	2,038	4,222	1,935	3,736
Minority interest	44	85	21	49
	<b>2,082</b>	<b>4,307</b>	1,956	3,785
Weighted average common shares	13,114	13,114	13,114	13,114
<b>Basic/Diluted earnings per share</b>	<b>0.159</b>	<b>0.328</b>	0.149	0.289





Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Changes in Equity  
 For the six months ended June 30, 2016 and 2015  
 (In Million Pesos)

	Unaudited 06/30/2016	Unaudited 06/30/2015
<b>CAPITAL STOCK</b>		
Common – P1 par value		
Authorized – 4,000,000 shares in February 28, 2007		
12,000,000,000 shares in May 23, 2007 and		
11,000,000,000 shares in November 24, 2010		
11,900,000,000 shares in October 5, 2012		
17,900,000,000 shares in November 11, 2015		
Issued – 1,000,000 shares as of February 28, 2007;		
8,538,740,614 shares as of September 30, 2011;		
10,038,740,614 shares as of November 10, 2015;		
12,654,891,753 shares as of December 22, 2015;		
13,114,136,376 shares as of February 23, 2016;		
	13,114	8,539
Preferred – P0.01 par value		
Authorized – P10,000,000,000 shares in October 5, 2012		
Issued – P3,300,000,000 shares in March 31, 2013 (Note 18)		
	33	33
<b>Balance at end of period</b>	<b>13,147</b>	<b>8,572</b>
<b>ADDITIONAL PAID-IN CAPITAL</b>		
Balance at beginning of period	29,471	19,455
Adjustment	(300)	–
<b>Balance at end of period</b>	<b>29,171</b>	<b>19,455</b>
<b>RETAINED EARNINGS</b>		
Balance at beginning of period	30,484	24,593
Net income	3,840	4,120
<b>Balance at end of period</b>	<b>34,324</b>	<b>28,713</b>
<b>OTHER COMPREHENSIVE INCOME</b>		
Balance at beginning of period	743	(125)
Adjustment	382	243
<b>Balance at end of period</b>	<b>1,125</b>	<b>118</b>
<b>TREASURY SHARES</b>		
Balance at beginning of period	(6,298)	–
Acquisition of treasury shares	(274)	(205)
<b>Balance at end of period</b>	<b>(6,572)</b>	<b>(205)</b>
<b>NON-CONTROLLING INTEREST</b>		
Balance at beginning of period	2,878	2,745
Net income	85	49
Adjustment	(103)	–
<b>Balance at end of period</b>	<b>2,860</b>	<b>2,794</b>
	<b>74,055</b>	<b>59,447</b>



Vista Land & Lifescapes, Inc.  
 Consolidated Statements of Cash Flows  
 For the six months ended June 30, 2016 and 2015 (In  
 Million Pesos)

	Unaudited Apr-Jun Q2-2016	Unaudited Jan-Jun 2016	Unaudited Apr-Jun Q2-2015	Unaudited Jan-Jun 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before income tax	2,067	4,443	2,070	4,043
Adjustments for:				
Interest and other financing charges	832	1,344	504	936
Depreciation and amortization	218	423	196	385
Interest income	(369)	(677)	(325)	(633)
<b>Operating income before working capital changes</b>	<b>2,748</b>	<b>5,533</b>	<b>2,445</b>	<b>4,731</b>
Decrease (increase) in:				
Receivables	(443)	(2,078)	(2,478)	(4,045)
Receivables from related parties	(764)	(1,442)	(116)	(367)
Real estate inventories	702	3,375	(1,248)	(2,540)
Other current assets	(182)	(568)	15	(1,034)
Increase (decrease) in:				
Accounts and other payables	(1,703)	(1,269)	610	1,805
Customers' advances and deposits	(422)	(399)	(55)	(1,101)
Pension liabilities	-	-	30	15
Net cash flows provided by (used in) operations	(64)	3,152	(797)	(2,536)
Interest received	369	677	325	633
Income tax paid	(125)	(143)	(170)	(421)
Interest paid	(832)	(1,344)	(504)	(936)
Net cash flows provided by (used in) operating activities	(652)	2,342	(1,146)	(3,260)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from short-term cash investments	-	-	3,942	4,273
Acquisition of short-term cash investments	(173)	(173)		
Decrease (increase) in project development costs	(23)	(28)	10	(52)
Additions to land and improvements	(546)	(3,176)	(598)	(1,326)
Disposal (Acquisition) of:				
Property and equipment	56	-	22	-
Investment properties	(1,414)	(3,439)	(2,502)	(3,689)
AFS financial assets	(36)	(38)	158	81
HTM investments	24	(5,296)	(357)	(203)
Payment of dividend payable	-	(20)	-	(114)
Decrease (increase) in other noncurrent assets	2	2	(38)	(175)
Increase (decrease) in other noncurrent liabilities	486	1,220	19	(13)
Net cash flows provided by (used in) investing activities	(1,624)	(10,948)	654	(1,218)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Net proceeds from:				
Notes payable	505	5,657	3,537	3,407
Bank loans	2,612	4,012	1,823	5,796
Loans payable	317	368	436	290
Acquisition of treasury shares	(107)	(274)	(205)	(205)
Payment of shares issuance cost-net	263	159	-	-
Minority interest	(104)	(104)	258	258
Net cash flows provided by financing activities	3,486	9,818	5,849	9,546
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>1,210</b>	<b>1,212</b>	<b>5,357</b>	<b>5,068</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>6,045</b>	<b>6,043</b>	<b>6,150</b>	<b>6,439</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>7,255</b>	<b>7,255</b>	<b>11,507</b>	<b>11,507</b>

# VISTA LAND & LIFESCAPES, INC. AND SUBSIDIARIES

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### 1. Corporate Information

Vista Land & Lifescapes, Inc. (the Parent Company or VLLI) was incorporated in the Republic of the Philippines and registered with the Securities and Exchange Commission (SEC) on February 28, 2007. The Parent Company's registered office address and principal place of business is at 3rd Level Starmall Las Piñas, CV Starr Avenue, Pamplona, Las Piñas City. The Parent Company is a publicly-listed investment holding company which is 66.93% owned by Fine Properties, Inc. (ultimate Parent Company) and its subsidiaries, 33.07% owned by PCD Nominee Corporations and the other entities and individuals.

The Parent Company is the holding company of the Vista Group (the Vista Group or the Group) which is engaged in the development of residential subdivisions and construction of housing and condominium units. The Group has seven (7) wholly-owned subsidiaries, namely: Brittany Corporation (Brittany), Crown Asia Properties, Inc. (CAPI), Vista Residences, Inc. (VRI), Camella Homes, Inc. (CHI), Communities Philippines, Inc. (CPI), VLL International, Inc. (VII) and Prima Casa Land and Houses, Inc. (PCLHI). The Group offers a range of products from socialized and affordable housing to middle income and high-end subdivision house and lots and condominium projects.

On November 10, 2015, the Parent Company acquired Starmalls, Inc. and its subsidiaries (Starmalls Group), Masterpiece Asia Properties, Inc. (MAPI) and Manuela Corporation (MC). Accordingly, these became subsidiaries of the Parent Company. Starmalls Group is a major developer, owner and operator of retail malls that target mass market retail consumers in the Philippines and is an early mover in this market segment, focusing on locating in densely populated areas underserved by similar retail malls and located within close proximity to transport hubs and key infrastructure. It also develops and operates BPO commercial centers.

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### 2. Basis of Preparation

The accompanying consolidated financial statements of the Group have been prepared on a historical cost basis, except for the available-for-sale (AFS) financial assets which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso (₱) which is the functional and presentation currency of the Parent Company, and all amounts are rounded to the nearest Philippine Peso unless otherwise indicated.

#### Statement of Compliance

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

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries (the Group) as at June 30, 2016 and December 31, 2015 and for the six months ended June 30, 2016 and 2015.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Specifically, the financial statements of the subsidiaries are prepared for the same reporting period as the Parent

Company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly-owned and are presented separately in the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of financial position, separately from the Parent Company's equity.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

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 non-controlling interest
- 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 other comprehensive income to profit or loss or retained earnings, as appropriate.

This policy is in accordance with PFRS 10, Consolidated Financial Statements.

The Group's consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries:

Brittany

CAPI

VRI

Vista Leisure Club Corporation

*(Incorporated in 2014)*

Malay Resorts Holdings, Inc.

*(Acquired in 2015 – Note 7)*

CHI

Mandalay Resources Corp.

C&P International Limited

Household Development Corporation

Brittany Estates Corporation *(Acquired in 2014)*

PCLHI \*

CPI

Communities Batangas, Inc.

Communities Bulacan, Inc.

Communities Cebu, Inc.

Communities Cagayan, Inc.

Communities Davao, Inc.

Communities General Santos, Inc.

Communities Isabela, Inc.

Communities Leyte, Inc.

Communities Naga, Inc.

Communities Iloilo, Inc.

Communities Negros Occidental, Inc.

Communities Pampanga, Inc.

Communities Pangasinan, Inc.

Communities Tarlac, Inc.

Communities Zamboanga, Inc.  
Communities Ilocos, Inc.  
Communities Bohol, Inc.  
Communities Quezon, Inc.  
Communities Palawan, Inc.  
Communities Panay, Inc.

VII

Starmalls, Inc. (*Acquired in 2015 – Note 7*)

Manuela Corporation

Masterpiece Asia Properties, Inc.

*\*incorporated in 2012 and was previously classified under “Investments and advances in joint venture”*

With the exception of C&P International Limited and VII, which are located in Cayman Islands, the rest of the subsidiaries are all domiciled in the Philippines.

On December 29, 2015, the Parent Company acquired Malay Resorts Holdings, Inc. (Malay Resorts).

On November 10, 2015, the Parent Company acquired Starmalls, Inc., Masterpiece and Manuela (Starmalls Group).

After the acquisitions, Malay Resorts and Starmalls Group became subsidiaries of the Parent Company (See Note 7).

In 2014, PCLHI (the Company) became a wholly owned subsidiary of the Group. The carrying value of the net assets approximates its fair value at the time the Group obtained control over the Company.

In 2014, as part of its reorganization, the Group also acquired Brittany Estates Corporation (BEC) from Starmalls, Inc. The carrying value of BEC on date of purchase amounted to ₱507.16 million.

As discussed in Note 4, the functional currency of C&P International Limited and VII is the US\$ Dollar. As of financial reporting date, the assets and liabilities of foreign subsidiaries, with functional currencies other than the functional currency of the Parent Company, are translated into the presentation currency of the Group using the closing foreign exchange rate prevailing at the financial reporting date, and their respective income and expenses at the weighted average rates for the year. The exchange differences arising on the translation are recognized in OCI as cumulative translation adjustments. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation shall be recognized in profit or loss in the consolidated statement of comprehensive income.

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### 3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new and amended PFRS and Philippine Interpretations which became effective beginning January 1, 2015. Except as otherwise indicated, the adoption of amended PFRS and Philippine Interpretations did not have any effect on the financial statements of the Group.

- PAS 19, *Employee Benefits - Defined Benefit Plans: Employee Contributions* (Amendments)  
PAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which

the service is rendered, instead of allocating the contributions to the periods of service. The amendments will have no impact on the Group's financial statements.

*Annual Improvements to PFRSs (2010-2012 cycle)*

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

- PFRS 2, *Share-based Payment - Definition of Vesting Condition*  
This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:
  - A performance condition must contain a service condition
  - A performance target must be met while the counterparty is rendering service
  - A performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
  - A performance condition may be a market or non-market condition
  - If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.

This amendment will not be applicable to the Group as it has no share-based payments.

- PFRS 3, *Business Combinations - Accounting for Contingent Consideration in a Business Combination*  
The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PAS 39, Financial Instruments: Recognition and Measurement (or PFRS 9, Financial Instruments, if early adopted). The Group shall consider this amendment for future business combinations.
- PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*  
The amendments are applied retrospectively and clarify that:
  - An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
  - The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

The amendment will have no impact on the Group's financial position or performance.

- PAS 16, *Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation*  
The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset. The amendment will have no impact on the Group's financial position or performance.
- PAS 24, *Related Party Disclosures - Key Management Personnel*  
The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendments will affect disclosures only and will have no impact on the Group's financial position or performance.

*Annual Improvements to PFRSs (2011-2013 cycle)*

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

- PFRS 3, *Business Combinations - Scope Exceptions for Joint Arrangements*  
The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:
  - Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.
  - This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.

The amendment will have no impact on the Group's financial position or performance.

- PFRS 13, *Fair Value Measurement – Portfolio Exception*  
The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of PAS 39. The amendment will have no significant impact on the Group's financial position or performance.
- PAS 40, *Investment Property*  
The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment). The amendment will have no significant impact on the Group's financial position or performance.

There are new and PFRS, amendments, annual improvements and interpretations to existing standards that are effective for periods subsequent to 2015 and these will be adopted on their effectivity dates in accordance with the transition provisions. Except as otherwise stated, these amendments and improvements to PFRS and new standards are not expected to have any significant impact on the Group's financial statements.

*Effective January 1, 2016*

- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization* (Amendments)  
The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. The amendment will have no significant impact on the Group's financial position or performance.
- PAS 16, *Property, Plant and Equipment*, and PAS 41, *Agriculture - Bearer Plants* (Amendments)  
The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, will apply. The amendments are retrospectively effective for annual periods beginning on or after

January 1, 2016, with early adoption permitted. The amendment will have no significant impact on the Group's financial position or performance.

- PAS 27, *Separate Financial Statements - Equity Method in Separate Financial Statements* (Amendments)  
The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. For first-time adopters of PFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to PFRS. These amendments are not expected to have any impact to the Group.
- PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*  
These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments are effective from annual periods beginning on or after January 1, 2016. The amendment will have no significant impact on the Group's financial position or performance.
- PFRS 11, *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* (Amendments)  
The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

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

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

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

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

- PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*  
The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that



changing the disposal method does not change the date of classification. The amendment will have no significant impact on the Group's financial position or performance.

- *PFRS 7, Financial Instruments: Disclosures - Servicing Contracts*  
PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.  
The amendment will have no significant impact on the Group's financial position or performance.
- *PFRS 7 - Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*  
This amendment is applied retrospectively and clarifies that the disclosures on offsetting of financial assets and financial liabilities are not required in the condensed interim financial report unless they provide a significant update to the information reported in the most recent annual report. The amendment will have no significant impact on the Group's financial position or performance.
- *PAS 19, Employee Benefits - regional market issue regarding discount rate*  
This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used. The amendment will have no significant impact on the Group's financial position or performance.
- *PAS 34, Interim Financial Reporting - disclosure of information 'elsewhere in the interim financial report'*  
The amendment is applied retrospectively and clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The amendment will have no significant impact on the Group's financial position or performance.

*Effective January 1, 2018*

- *PFRS 9, Financial Instruments - Hedge Accounting and amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)*  
PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

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

The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets but will have no impact on the classification and measurement of the Group's

financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.

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

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

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

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

*IFRS 15, Revenue from Contracts with Customers*

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

*Effective January 1, 2019*

*IFRS 16, Leases*

On January 13, 2016, the International Accounting Standards Board (IASB) issued its new standard, IFRS 16, Leases, which replaces International Accounting Standards (IAS) 17, the current leases standard, and the related Interpretations.

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

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

The new standard is effective for annual periods beginning on or after January 1, 2019. The Group is currently assessing the impact of the IFRS 16 and plans to adopt the new standard on the required effective date once adopted locally.

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#### 4. Summary of Significant Accounting Policies

##### Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of placement and that are subject to an insignificant risk of changes in value.

##### Short-term and Long-term Cash Investments

Short-term cash investments consist of money market placements made for varying periods of more than three (3) months and up to twelve (12) months while long-term cash investments consist of money market placements made for varying periods of more than one (1) year. These investments earn interest at the respective short-term and long-term investment rates.

##### Financial Instruments

###### *Date of recognition*

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the trade date, which is the date when the Group commits to purchase or sell the asset.

###### *Initial recognition of financial instruments*

All financial assets and financial liabilities are initially recognized at fair value. Except for financial assets and liabilities at fair value through profit or loss (FVPL), the initial measurement of financial assets and liabilities include transaction costs. The Group classifies its financial assets in the following categories: financial assets at FVPL, held-to-maturity (HTM) investments, AFS financial assets, and loans and receivables.

The Group classifies its financial liabilities as financial liabilities at FVPL or other financial liabilities.

The classification depends on the purpose for which the investments were acquired and whether these are quoted in an active market. The financial assets of the Group are of the nature of loans and receivable, AFS financial assets and HTM financial assets, while its financial liabilities are of the nature of other financial liabilities. Management determines the classification at initial recognition and re-evaluates such designation, where allowed and appropriate, at every reporting date.

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

###### *Determination of fair value*

The fair value for financial instruments traded in active markets at the reporting date is based on its quoted market price or dealer price quotations without any deduction for transaction costs. When current bid and ask prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, option pricing models, and other relevant valuation models.

###### *“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 profit or loss under “Interest income” and “Interest and other financing charges” accounts unless it qualifies for recognition as some other type of asset or liability. In cases where fair value is determined using data which is not observable, the difference between the transaction price and model value is only recognized in profit or loss 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 amount.

#### *Loans and receivables*

Loans and receivables are nonderivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not classified as financial assets held-for-trading, designated as AFS or as financial assets at FVPL. Receivables are recognized initially at fair value, which normally pertains to the billable amount. After initial measurement, loans and receivables are subsequently measured at cost or at amortized cost using the effective interest method, less allowance for impairment losses. 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 (EIR). The amortization, if any, is included in profit or loss. The losses arising from impairment of receivables are recognized in profit or loss. These financial assets are included in current assets if maturity is within twelve (12) months from the financial reporting date. Otherwise, these are classified as noncurrent assets.

This accounting policy applies primarily to the Group’s cash and cash equivalents, short-term cash investments, long-term cash investments and receivables except for receivable from contractors and receivable from brokers.

#### *HTM investments*

HTM investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which management has the positive intention and ability to hold to maturity. Where the Group sells or reclassifies other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified at fair value as AFS financial assets. After initial measurement, these financial assets are subsequently measured at amortized cost using the effective interest method, less allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the EIR. The amortization is included as part of interest income in the statement of comprehensive income. Gains and losses are recognized in profit or loss in the statement of comprehensive income when the HTM investments are derecognized. Any impairment losses are charged to current operations.

As of June 30, 2016 and December 31, 2015, the Group has investments in HTM (Note 9).

#### *AFS financial assets*

AFS financial assets are nonderivative financial assets that are designated as such or do not qualify to be classified or designated as financial assets at FVPL, HTM investments or loans and receivables. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

After initial measurement, AFS financial assets are measured at fair value. The unrealized gains and losses arising from the fair valuation of AFS financial assets are excluded from reported earnings and are reported in OCI.

When the investment is disposed of, the cumulative gain or loss previously recognized in OCI is recognized as gain or loss on disposal in profit or loss. Where the Group holds more than one investment in the same security these are deemed to be disposed of on a first-in first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the EIR. Dividends earned on holding AFS financial assets are recognized in profit or loss as part of miscellaneous income when the right to receive payment has been established. The losses arising

from impairment of such investments are recognized as provisions for impairment losses in profit or loss.

When the fair value of AFS equity financial assets cannot be measured reliably because of lack of reliable estimates of future cash flows and discount rates necessary to calculate the fair value of unquoted equity instruments, these investments are carried at cost, less any impairment losses.

As of June 30, 2016 and December 31, 2015, AFS financial assets comprise of unquoted and quoted debt and equity securities. The Group's AFS financial assets in quoted equity securities pertain to investments in fixed maturity bond fund while unquoted equity securities pertain to investments in preferred shares issued by utilities companies.

#### *Other financial liabilities*

Other financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the EIR. Gains and losses are recognized in profit or loss when the liabilities are derecognized (redemption is a form of derecognition), as well as through the amortization process. Any effects of restatement of foreign currency-denominated liabilities are recognized in profit or loss.

The financial liabilities measured at cost are accounts and other payables and payable to related parties and other liabilities. The financial liabilities measured at amortized cost are bank loans, loans payable, liabilities for purchased land, long-term notes and notes payable.

#### Derecognition of Financial Assets and Financial Liabilities

##### *Financial asset*

A financial asset (or, where applicable, a part of a group of financial assets) is derecognized where: (a) the rights to receive cash flows from the assets have expired; (b) the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third-party under a "pass-through" arrangement; or (c) the Group has transferred its right to receive cash flows from the asset and either: (i) has transferred substantially all the risks and rewards of the asset, or (ii) has neither transferred nor retained the risks and rewards of the asset but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. 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 liability*

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 is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

#### Impairment of Financial Assets

The Group assesses at each financial reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include

indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, and where observable data indicate that there is measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

*Financial assets carried at amortized cost*

The Group first assesses whether an objective evidence of impairment exists individually for financial assets that are individually significant. If there is objective evidence that an impairment loss on a financial asset carried at amortized cost (i.e., loans and receivables or HTM investments) has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the assets original EIR (excluding future credit losses that have not been incurred). If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, the asset, together with the other assets that are not individually significant and were thus not individually assessed for impairment, is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment.

Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of credit risk characteristics such as selling price of the lots and residential houses, past-due status and term.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is charged to profit or loss. Financial assets carried at amortized costs, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

*AFS financial assets carried at fair value*

In case of equity investments classified as AFS financial assets, impairment indicators would include a significant or prolonged decline in the fair value of the investments below their corresponding cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in OCI is removed from OCI and recognized in profit or loss. Reversals of impairment losses in respect of equity instruments classified as AFS financial assets are not recognized in the profit or loss. Increases in fair value after impairment are recognized directly in OCI.

*AFS financial assets carried at cost*

If there is an objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position 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.

### Business Combination 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 non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

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

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PAS 39 either in profit or loss or as a change to OCI. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss as bargain purchase gain.

Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is allocated should:

- represent the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- not be larger than an operating segment determined in accordance with PFRS 8, *Operating Segments*.

Impairment is determined by assessing the recoverable amount of the CGU (or group of CGUs), to which the goodwill relates. Where the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount, an impairment loss is recognized. Where goodwill forms part of a CGU (or group of CGUs) 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 these circumstances is measured based on the relative values of the operation disposed of and the portion of the CGU retained. If the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the acquirer shall recognize immediately in the consolidated statement of income any excess remaining after reassessment.

PFRS 3 provides that if the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected because either the fair

values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of the combination can be determined only provisionally, the acquirer shall account for the combination using those provisional values. The acquirer shall recognize any adjustments to those provisional values as a result of completing the initial accounting within twelve months of the acquisition date as follows: (i) the carrying amount of the identifiable asset, liability or contingent liability that is recognized or adjusted as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date; (ii) goodwill or any gain recognized shall be adjusted by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable asset, liability or contingent liability being recognized or adjusted; and (iii) comparative information presented for the periods before the initial accounting for the combination is complete shall be presented as if the initial accounting has been completed from the acquisition date.

For business combinations under common control an entity can choose to account for the combinations using the acquisition method or pooling of interest method.

Under the pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. No goodwill is recognized. The adjustments made, if any, are only to the extent to harmonize accounting policies within the Group.

At consolidation, any difference between the consideration paid or transferred and the equity acquired is reflected within equity. As applicable, the difference is recognized as part of the additional paid-in capital. For the business combination of Starmalls Group, the difference amounted to ₱22,859.08 million and recognized in the additional paid-in capital in 2015 (Note 7).

However, where an entity selects the acquisition method of accounting, the transaction must have substance from the perspective of the reporting entity. When evaluating whether the transaction has substance, the following factors are considered:

- (a) the purpose of the transaction;
- (b) the involvement of outside parties in the transaction, such as non-controlling interests or other third parties;
- (c) whether or not the transaction is conducted at fair values;
- (d) the existing activities of the entities involved in the transactions;
- (e) whether or not it is bringing entities together into a "reporting entity" that didn't exist before; and
- (f) where a new company is established, whether it is undertaken as an integral part of an IPO or spin-off or other change in control and significant change in ownership.

Under acquisition method, the Group can either measure the consideration transferred at the acquisition-date fair value of the consideration actually given or elect to impute an additional equity contribution to recognise total consideration equivalent to the fair value of the business received. Whichever method is adopted should be applied consistently, and the entity should disclose its chosen accounting policy.

Starmalls Group is under common control. Accordingly, the Group accounted the business combination of Starmalls Group in 2015 using the pooling of interest method (Note 7).

Malay Resorts is not under common control. Accordingly, the Group accounted the business combination of Malay Resorts in 2015 using the acquisition method (Note 7).

#### Real Estate Inventories

Real estate inventories consist of subdivision land, residential houses and lots and condominium units for sale and development. These are properties acquired or being constructed for sale in the ordinary course of business rather than to be held for rental or capital appreciation. These are held as inventory and are measured at the lower of cost and net realizable value (NRV).



Cost includes:

- Acquisition cost of subdivision land;
- Amounts paid to contractors for construction and development of subdivision land and residential and condominium units; and
- Capitalized borrowing costs, planning and design costs, cost of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Nonrefundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when paid.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less costs to complete and the estimated costs of sale. The carrying amount of inventories is reduced through the use of allowance account and the amount of loss is charged to profit or loss.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs. The total costs are allocated pro-rata based on the relative size of the property sold.

#### Model House Accessories

Model house accessories are measured at the lower of cost and NRV.

#### Land and Improvements

Land and improvements consists of properties for future developments and are carried at the lower of cost or NRV. Costs include cost incurred for development and improvements of the properties. Upon start of development, the related cost of the land is transferred to real estate inventories.

#### Prepaid Expenses

Prepaid expenses are carried at cost less the amortized portion. These typically comprise prepayments for marketing fees, taxes and licenses, rentals and insurance.

#### Creditable Withholding Tax

This pertains to the tax withheld at source by the Group's customer and is creditable against the income tax liability of the Group.

#### Construction Materials

Construction materials are valued at the lower of cost or NRV. Cost is determined using the moving average method. NRV is the replacement cost.

#### Value-Added Tax (VAT)

The input value-added tax pertains to 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.

Output VAT pertains to the 12% tax due on the local sale of goods or services by the Group.

If at the end of any taxable month, the output VAT exceeds the input VAT, the outstanding balance is included under "Accounts and other payables" account. If the input VAT exceeds the output VAT, the excess shall be carried over to the succeeding months and included under "Other current asset" account.

#### Investment Properties

Investment properties comprise completed property and property under construction or re-development that are held to earn rentals or for capital appreciation or both. Investment properties, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Construction-in-progress (CIP) is stated at cost. This includes cost of construction and other direct costs. CIP is not depreciated until such time as the relevant assets are completed and put into operational use. Construction-in-progress are carried at cost and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete, and the property is ready for occupation.

Depreciation and amortization are computed using the straight-line method over the estimated useful lives (EUL) of the assets, regardless of utilization. The EUL and the depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of investment properties.

The EUL of buildings and building improvements is 20 years.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in profit or loss in the year of retirement or disposal.

Transfers are made to investment property 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 property 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. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of the property for measurement or for disclosure purposes.

#### Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and amortization and any impairment in value.

The initial cost of property and equipment consists of 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 operation, such as repairs and maintenance are normally charged against operations in the period in which the costs are incurred.

Depreciation and amortization of property and equipment commences once the property and equipment are available for use and computed using the straight-line basis over the EUL of property and equipment as follows:

	Years
Building and building improvements	10 to 40
Transportation equipment	2 to 5
Office furniture, fixtures and equipment	2 to 5
Construction equipment	2 to 5
Other fixed assets	1 to 5

Building improvements are amortized on a straight-line basis over the term of the lease or the EUL of the asset, whichever is shorter.

The useful lives and depreciation and amortization method are reviewed annually to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

When property and equipment are retired or otherwise disposed of, the cost of the related accumulated depreciation and amortization and accumulated provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.

Fully depreciated and amortized property and equipment are retained in the accounts until they are no longer in use. No further depreciation and amortization is charged against current operations.

#### Investments in Project Development Costs

Investments in project development costs pertain to costs incurred on various on-going projects under the land development agreements (LDAs) entered into by the Group with individuals, corporate entities and related parties for the development of real estate projects.

#### Investment in a Joint Venture

Joint venture involves the establishment of a corporation, partnership or other entity in which the venture has an interest. A jointly controlled entity controls the assets of the joint venture, incurs liabilities and expenses and earns income. Each venture is entitled to a share of the results of the jointly controlled entity. The Group accounts for its share in the jointly controlled entity under the equity method.

#### Systems Development Costs

Costs associated with developing or maintaining computer software programs are recognized as expense as incurred. Costs that are directly associated with identifiable and unique software controlled by the Group and will generate economic benefits exceeding costs beyond one year, are recognized as intangible assets to be measured at cost less accumulated amortization and provision for impairment losses, if any.

System development costs recognized as assets are amortized using the straight-line method over their useful lives, but not exceeding a period of three years. Where an indication of impairment exists, the carrying amount of computer system development costs is assessed and written down immediately to its recoverable amount.

#### Impairment of Nonfinancial Assets

This accounting policy relates to property and equipment, investment properties, investment in an associate, investments in project development costs and a Joint Venture, model house accessories and systems development costs.

The Group assesses as at reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is calculated as the higher of the 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 assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset 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 assessment of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date as to whether there is an 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 profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as revaluation increase in

OCI. After such reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

#### Equity

When the shares are sold at premium, the difference between the proceeds at the par value is credited to "Additional paid-in capital" account. Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

Retained earnings represent accumulated earnings of the Group less dividends declared. It includes the accumulated equity in undistributed earnings of consolidated subsidiaries which are not available for dividends until declared by the subsidiaries (Note 22).

Own equity instruments which are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

The retained earnings is restricted to payments of dividends to the extent of the cost of treasury shares (Note 22).

#### Treasury Shares

Own equity instruments which are acquired (treasury shares) are recognized at cost and deducted from equity. No gains or loss is recognized in the profit or loss on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments.

#### Revenue and Cost Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

#### *Real estate revenue*

For real estate sales, the Group assesses whether it is probable that the economic benefits will flow to the Group when the sales prices are collectible. Collectability of the sales price is demonstrated by the buyer's commitment to pay, which in turn is supported by substantial initial and continuing investments that give the buyer a stake in the property sufficient that the risk of loss through default motivates the buyer to honor its obligation to the seller. Collectability is also assessed by considering factors such as the credit standing of the buyer, age and location of the property.

Revenue from sales of completed real estate projects is accounted for using the full accrual method. In accordance with Philippine Interpretations Committee, Q&A 2006-01, the percentage-of-completion (POC) method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold, the equitable interest has been transferred to the buyer, construction is beyond preliminary stage (i.e., engineering, design work, construction contracts execution, site clearance and preparation, excavation and the building foundation are finished, and the costs incurred or to be incurred can be measured reliably). Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

Any excess of collections over the recognized receivables are included in the “Customers’ advances and deposits” account in the liabilities section of the consolidated statement of financial position.

When a sale of real estate does not meet the requirements for revenue recognition, the sale is accounted for under the deposit method. Under this method, revenue is not recognized, and the receivable from the buyer is not recorded. The real estate inventories continue to be reported on the consolidated statement of financial position as “Real estate inventories” and the related liability as deposits under “Customers’ advances and deposits”.

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of subdivision land and condominium units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works, as determined by the Group’s in-house technical staff.

*Income from forfeited reservations and collections*

Income from forfeited reservation and collections is recognized when the deposits from potential buyers are deemed nonrefundable due to prescription of the period for entering into a contracted sale. Such income is also recognized, subject to the provisions of Republic Act 6552, *Realty Installment Buyer Act*, upon prescription of the period for the payment of required amortizations from defaulting buyers.

*Rental income*

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

*Interest income*

Interest is recognized using the effective interest method, i.e, the rate, that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Unearned discount is recognized as income over the terms of the financial assets at amortized cost (i.e., loans and receivables or HTM investments) using the effective interest method and is shown as deduction for the financial assets.

*Dividend and miscellaneous income*

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

Pension Cost

*Defined benefit plan*

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets, 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 (PUC) method.

Defined benefit costs comprise the following:

- (a) service cost;
- (b) net interest on the net defined benefit liability or asset; and
- (c) remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs.

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 high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

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

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

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

#### Income Taxes

##### *Current tax*

Current 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 amount are those that are enacted or substantively enacted by the reporting date.

##### *Deferred tax*

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

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax liabilities shall be recognized for all taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures when the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in foreseeable future. Otherwise, no deferred tax liability is set up.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefit of unused tax credits from 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 taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from MCIT and NOLCO can be utilized.

Deferred tax assets shall be recognized for deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow the

deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply in 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 reporting date.

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

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

#### Commissions

The Group recognizes commissions when services are rendered by the broker. The commission expense is accrued upon receipt of down payment from the buyer comprising a substantial portion of the contract price and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets (included in “Real estate inventories” and “Investment properties” accounts in the consolidated statement of financial position). All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest capitalized is calculated using the Group’s weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment.

Interest is capitalized from the commencement of the development work until the date of practical completion. The capitalization of finance costs is suspended if there are prolonged periods when development activity is interrupted. Interest is also capitalized on the purchase cost of a site of property acquired specifically for redevelopment but only where activities necessary to prepare the asset for redevelopment are in progress.

#### Operating Expenses

Operating expenses constitute costs of administering the business. These are recognized as expenses when incurred.

#### Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date, and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

- (a) there is a change in contractual terms, other than a renewal or extension of the arrangement; a renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;
  - (b) there is a change in the determination of whether fulfillment is dependent on a specified asset;
- or

- (c) 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 any of the scenarios above, and at the date of renewal or extension period for the second scenario.

*Group as a lessee*

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss in the statement of comprehensive income on a straight-line basis over the lease term. Indirect costs incurred in negotiating an operating lease are added to the carrying value of the leased asset and recognized over the lease term on the same bases as the lease income. Minimum lease payments are recognized on a straight-line basis while the variable rent is recognized as an expense based on the terms of the lease contract.

*Group as a lessor*

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

Foreign Currency Translation

Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the period.

The functional currency of C&P International Limited and VII is the US\$ Dollar. As of reporting date, the assets and liabilities of foreign subsidiaries, with functional currencies other than the functional currency of the Parent Company, are translated into the presentation currency of the Group using the closing foreign exchange rate prevailing at the reporting date, and their respective income and expenses at the weighted average rates for the year. The exchange differences arising on the translation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation shall be recognized in profit or loss in the consolidated statement of comprehensive income.

Basic and Diluted Earnings Per Share (EPS)

Basic EPS is computed by dividing net income for the year attributable to common stockholders by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared. Diluted EPS is computed by dividing net income for the year by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares. The calculation of diluted EPS does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on earnings per share.

As of June 30, 2016 and December 31, 2015, the Group has no potential dilutive common shares.

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 operating segments is presented in Note 6 to the consolidated financial statements.



### Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessment of the time value of money and the risk specific to the obligation. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized only when the reimbursement is virtually certain. The expense relating to any provision is presented in statement of comprehensive income net of any reimbursement.

### Contingencies

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

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## **5. Significant Accounting Judgments and Estimates**

The preparation of accompanying consolidated financial statements in compliance with PFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

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

### Judgments

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

#### *Revenue and cost recognition*

Selecting an appropriate revenue recognition method for a particular real estate sale transaction requires certain judgments based on, among others:

- Buyer's commitment on the sale which may be ascertained through the significance of the buyer's initial investment; and
- Stage of completion of the project.

#### *Collectability of the sales price*

For real estate sales, in determining whether the sales prices are collectible, the Group considers that initial and continuing investments by the buyer of about 5% would demonstrate the buyer's commitment to pay.

#### *Classification of financial instruments*

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

liability or an equity instrument. The substance of the financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

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

The Group classifies certain quoted nonderivative financial assets with fixed or determinable payments and fixed maturities as HTM investments. This classification required significant judgment. In making this judgment, the group evaluates its intention and ability to hold such investments to maturity. If the Group fails to keep these investments to maturity other than in certain specific circumstances, the Group will be required to reclassify the entire portfolio as AFS financial assets. Consequently, the investment would therefore be measured at fair value and not at amortized cost.

#### *Distinction between real estate inventories and land and improvements*

The Group determines whether a property will be classified as Real estate inventories or Land and improvements. In making this judgment, the Group considers whether the property will be sold in the normal operating cycle (Real estate inventories) or whether it will be retained as part of the Group's strategic landbanking activities for development or sale in the medium or long-term (Land and improvements). Land and improvements that are to be developed in the subsequent year are classified as part of the current assets.

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

The Group has entered into contract of lease for some of the office space it occupies. The Group has determined that all significant risks and benefits of ownership on these properties will be retained by the lessor. In determining significant risks and benefits of ownership, the Group considered, among others, the significance of the lease term as compared with the EUL of the related asset. The Group accordingly accounted for these as operating leases.

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

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all significant risks and rewards of ownership of these properties as the Group considered among others the length of the lease term as compared with the EUL of the assets.

#### *Classification of property as investment property or real estate inventories*

The Group determines whether a property is classified as investment property or inventory property as follows:

- Investment property comprises land and buildings (principally offices, commercial and retail property) which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation.
- Inventory comprises property that is held for sale in the ordinary course of business. Principally, this is residential and commercial property that the Group develops and intends to sell before or on completion of construction.

#### *Distinction between investment properties and land and improvements*

The Group determines a property as investment property if such is not intended for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. Land and improvements comprise property that is retained as part of the Group's strategic landbanking activities for development or sale in the medium or long-term.

#### *Distinction between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the

other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to the other assets used in the production or supply process.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

#### *Contingencies*

The Group is currently involved in various legal proceedings. The estimate of probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material effect on the Group's financial position (Note 31).

#### *Business Combination*

The Group determined that Starmalls and its subsidiaries are under common control and accounted the acquisition of Starmalls Group under the pooling of interest method. No goodwill is recognized (Note 7).

The Group determined that Malay Resorts is not under common control and accounted the acquisition of Malay Resorts under the acquisition method. The Group determines whether there are separate intangible assets and contingent liabilities and assessed that there are none at acquisition date. Goodwill arising from this business combination which was provisionally determined amounted to ₱147 million (Note 7).

#### Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting 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.

#### *Revenue and cost recognition*

The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue from real estate is recognized based on the POC measured principally on the basis of the actual costs incurred to date over the estimated total costs of the project.

#### *Determining fair values of financial assets and liabilities*

Fair value determinations for financial assets and liabilities are based generally on listed market prices or broker or dealer quotations. If prices are not readily determinable or if liquidating the positions is reasonably expected to affect market prices, fair value is based on either internal valuation models or management's estimate of amounts that could be realized under current market condition, assuming an orderly liquidation over a reasonable period of time. Fair value disclosures are provided in Note 28.

#### *Determining fair values of assets acquired in a business combination*

The Group determined the fair values of the assets of Malay Resorts by reference to the appraisal values as reported by an independent professional. The fair values are determined using the extent, character and utility of the assets, cost of reproduction, observed depreciation, sales and holding prices of similar properties and highest and best use of property.

The fair values represent best estimate at acquisition date. The Goodwill amounting ₱147 million is determined provisionally and may change upon the completion of the allocation of the acquisition cost to the fair values of assets and liabilities acquired.

#### *Estimating allowance for impairment losses on receivables*

The Group maintains allowances for impairment losses based on the results of the individual and collective assessments under PAS 39. For both individual and collective assessment, the Group is required to obtain the present value of estimated cash flows using the receivable's original EIR. The estimated cash flows considers the management's estimate of proceeds from the disposal of the collateral less cost to repair, cost to sell and return of deposit due to the defaulting party. The cost to repair and cost to sell are based on historical experience. The methodology and assumptions used for the individual and collective assessments are based on management's judgments and estimates made for the year. Therefore, the amount and timing of recorded expense for any period would differ depending on the judgments and estimates made for the year.

The balance of the Group's receivables, net of allowance for impairment loss, amounted to ₱36,332 million and ₱34,254 million as of June 30, 2016 and December 31, 2015, respectively (Note 10).

#### *Evaluation of net realizable value of real estate inventories and land and improvements*

Real estate inventories and land and improvements are valued at the lower of cost or NRV. This requires the Group to make an estimate of the real estate for sale inventories and land and improvements' estimated selling price in the ordinary course of business, cost of completion and costs necessary to make a sale to determine the NRV. The Group adjusts the cost of its real estate inventories and land and improvements to NRV based on its assessment of the recoverability of these assets. In determining the recoverability of these assets, management considers whether these assets are damaged, if their selling prices have declined and management's plan in discontinuing the real estate projects. Estimated selling price is derived from publicly available market data and historical experience, while estimated selling costs are basically commission expense based on historical experience. Management would also obtain the services of an independent appraiser to determine the fair value of undeveloped land based on the latest selling prices of the properties of the same characteristics of the land and improvements.

Real estate inventories amounted to ₱19,481 million and ₱22,856 million as of June 30, 2016 and December 31, 2015, respectively (Note 11). Land and improvements amounted to ₱31,041 and ₱27,865 million as of June 30, 2016 and December 31, 2015, respectively (Note 13).

#### *Evaluation of impairment*

The Group reviews investment in an associate, investments in project development costs, investment properties, property and equipment, system development costs and goodwill for impairment of value. This includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, obsolescence or physical damage of an asset, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends.

The Group estimates the recoverable amount as the higher of the fair value less cost to sell and value in use. In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that may affect investment in an associate, investments in project development costs, investment properties, property and equipment and system development cost.

The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

Based on management assessment as of June 30, 2016 and December 31, 2015, no indicators of impairment exist for investment in associate, investments in project development costs and a joint venture, investment properties, property and equipment, and systems development costs.

*Estimating useful lives of investment properties, property and equipment and systems development costs*

The Group estimates the useful lives of property and equipment, investment properties and systems development cost based on the period over which the assets are expected to be available for use. The EUL of property and equipment, investment properties and system development cost are reviewed at least annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these property and equipment. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned above.

*Recognizing deferred tax assets*

The Group reviews the carrying amounts of deferred income taxes at each financial reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Group will generate sufficient taxable income to allow all or part of deferred tax assets to be utilized. The Group looks at its projected performance in assessing the sufficiency of future taxable income.

*Estimating pension obligation and other retirement benefits*

The determination of the Group's pension liabilities is dependent on selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 25 and include among others, discount rates and rates of salary increase. While the Group believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions may materially affect retirement obligations. See Note 25 to the consolidated financial statements for the related balances.

*Fair value of financial instruments*

Where the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible estimates are used in establishing fair values. These estimates may include considerations of liquidity, volatility, and correlation. Certain financial assets and liabilities were initially recorded at its fair value by using the discounted cash flow methodology. See Note 28 to the consolidated financial statements for the related balances.

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## 6. Segment Information

For management purposes, the Group's operating segments are organized and managed separately according to the nature of the products provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group has three reportable operating segments as follows:

*Horizontal Projects*

This segment pertains to the housing market segment of the Group. It caters on the development and sale of residential lots and units.

*Vertical Projects*

This segment caters on the development and sale of residential high-rise condominium projects across the Philippines. Vertical home projects involve dealing with longer gestation periods and has requirements that are different from those of horizontal homes.

### *Commercial and others*

This segment pertains to the development, leasing and management of shopping malls and commercial centers all over the Philippines. It also includes activities from holding companies and others. This includes the financial information of Starmalls Group as a leasing entity.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment operating income or loss before income tax and earnings before income tax, depreciation and amortization (EBITDA). Segment operating income or loss before income tax is based on the same accounting policies as consolidated operating income or loss. The Group has no intersegment revenues. No operating segments have been aggregated to form the above reportable operating business segments. The chief operating decision-maker (CODM) has been identified as the chief executive officer. The CODM reviews the Group's internal reports in order to assess performance of the Group.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The amount of segment assets and liabilities are based on the measurement principles that are similar with those used in measuring the assets and liabilities in the consolidated statements of financial position which is in accordance with PFRS. The segment assets are presented separately from the receivables from related parties, AFS financial assets, HTM investments and deferred taxes. Segment liabilities are presented separately from the payables to related parties and deferred tax liabilities.

The financial information about the operations of these business segments for the six months ended June 30, 2016 is summarized below:

	Horizontal	Vertical	Commercial	Total
<b>Real Estate Revenues</b>	<b>10,890</b>	<b>1,681</b>	-	<b>12,571</b>
<b>Cost of Real Estate Revenue</b>	<b>5,347</b>	<b>913</b>	-	<b>6,260</b>
<b>Gross Profit</b>	<b>5,543</b>	<b>768</b>	-	<b>6,311</b>
Rental Income	-	-	2,058	2,058
Operating expenses	2,407	444	842	3,693
Segment income before income tax	3,136	324	1,216	4,676
Interest income	654	16	7	677
Miscellaneous income	274	80	81	435
Interest and other financing charges	(1,164)	(123)	(57)	(1,344)
Others	(1)	-	-	(1)
Income before income tax	2,899	297	1,247	4,443
Provision for income tax	148	3	367	518
<b>Net income</b>	<b>2,751</b>	<b>294</b>	<b>880</b>	<b>3,925</b>
<b>Other Information</b>				
Segment assets	89,223	17,295	28,634	135,152
Receivable from related parties	(4,309)	5,252	3,925	4,868
Available for sale (AFS) financial assets	4,206	-	3,593	7,799
HTM investments	18,818	-	-	18,818
Deferred tax asset	291	-	-	291
<b>Total Assets</b>	<b>108,229</b>	<b>22,547</b>	<b>36,152</b>	<b>166,928</b>
Segment liabilities	56,610	15,292	19,005	90,907
Deferred tax liabilities	1,314	24	628	1,966
<b>Total Liabilities</b>	<b>57,924</b>	<b>15,316</b>	<b>19,633</b>	<b>92,873</b>
Depreciation and amortization	98	37	288	423

No operating segments have been aggregated to form the above reportable segments.

Capital expenditure consists of construction costs, land acquisition and land development costs.

The Group has no revenue from transactions with a single external customer amounting 10% or more of the Group's revenue.

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## 7. Business Combinations

### Acquisition of Starmalls Group

Starmalls, Inc. was incorporated in the Philippines and duly registered with the SEC on October 16, 1969, originally to pursue mineral exploration. After obtaining SEC approval, Starmalls, Inc. later changed its primary business and is now presently engaged in holding investments in shares of stock and real estate business. Prior to the acquisition of VLLI, Starmalls, Inc. is 30.5% owned by Fine Properties, Inc. and 69.5% owned by PCD Nominee Corporation and other entities and individuals. The shares of stock of Starmalls, Inc. are listed at the PSE.

Starmalls Group is a major developer, owner and operator of retail malls that target mass market retail consumers in the Philippines. It also develops and operates business process outsourcing ("BPO") commercial centers. As of June 30, 2016, Starmalls Group, through its subsidiaries, owned and operated 10 retail malls in key cities and municipalities in the Philippines and two BPO commercial centers in Metro Manila, with a combined gross floor area ("GFA") of 509,385 square meters.

On November 10, 2015, VLLI signed an agreement with the existing shareholders of Starmalls Group to acquire approximately 88.25% or 7,436.22 million shares of the outstanding capital stock of Starmalls, Inc. for a total consideration of ₱33,537.36 million. Starmalls, Inc. has subsidiaries namely Manuela Corporation and Masterpiece Asia Properties, Inc. with the following percentages of ownership:

Masterpiece Asia Properties, Inc. (MAPI)	100.0%
Manuela Corporation (Manuela)	98.4%

In December 2015, VLLI acquired 6,692.93 million shares of Starmalls, Inc. from the Fine Group for a total consideration of ₱30,185.11 million (the "First Closing Date"). The second closing date which is after the tender offer period in February 10, 2016, the Parent Company acquired the remaining 743.29 million shares of Starmalls, Inc. from the Fine Group in the amount of ₱3,352.25 million.

Upon execution of the agreement, VLLI paid ₱2,681.25 million to the Fine Group (the "Initial Sale Payment") which was applied against the consideration in the First Closing Date.

As a condition to the acquisition of Starmalls Group, Fine Group agreed to invest the 97.5% of the total consideration from the disposal or ₱32,698.93 million representing 4,573.28 million shares of VLLI at ₱7.15 per share. The shares will be issued out of VLLI's increase in its authorized capital stock which was applied and approved by the SEC on November 11, 2015.

As at December 31, 2015, VLLI completed its acquisition of Starmalls' shares representing 79.43% or 6.69 billion shares. Further, VLLI has a tender offer to acquire 989.73 million more shares from minority shareholders which started on January 4, 2016 and expired on February 15, 2016. After the tender offer, 6.97 million shares tendered or 0.08% of the total shares of Starmalls, Inc.

After the aforementioned transactions, Starmalls, Masterpiece and Manuela became subsidiaries of VLLI as at December 31, 2015.

As at February 24, 2016, VLLI completed its acquisition of the shares of Starmalls, Inc. representing 88.34% or 7.44 billion shares.

Both VLLI and Starmalls Group are entities under common control of Fine Group. Accordingly, VLLI accounted for the acquisition of Starmalls Group under the pooling-of-interest method of accounting.

Under the pooling-of-interest method, VLLI accounted the acquisition as follows:

- Assets and liabilities reflected as at reporting date is the combined assets and liabilities of Starmalls Group and Vista Group using their existing historical carrying values prior to the acquisition;
- Retained earnings reflects the accumulated earnings of Vista Group and the earnings of Starmalls Group as if the entities had always been combined;
- Capital stock represents the legal capital of VLLI;
- The difference between the consideration for the acquisition and the legal capital of Starmalls that amounted to P22,859.08 million is accounted for as “equity reserve” which was eventually closed to additional paid-in capital.

As a result of the acquisition, the accounting policies of Starmalls Group have been realigned to Vista Group. Accordingly, the fair values previously recognized on the Property and equipment items and Investment Properties of the Starmalls Group have been adjusted under the pooling-of-interest method and brought back to cost. The related effects of the change in the assets and retained earnings accounts amounted to ₱8,993.29 million and ₱9,118.41 million as of and for the years ended December 31, 2014 and 2013. Also, net income for the years ended December 31, 2014 and 2013 have been adjusted to the extent of the depreciation on these assets and this amounted to ₱220.12 million in 2014 and 2013.

The consolidated financial statements as of and for the years ended December 31, 2014 and 2013 have been restated to include the accounts of Starmalls Group as if the entities had always been combined. The January 1, 2014 statement of financial condition has been presented for the opening balances at a combined basis using the same pooling-of-interest method.

For purposes of consolidation for the years ended December 31, 2014 and 2013 and as of January 1, 2015, the VLLI common shares issued to Fine Group have been recognized as deposit for future stock subscription in the statement of financial condition and statement of changes in equity.

Also, the 752.21 million VLLI shares in the amount of ₱5,378.29 million issued to Manuela which it held as of December 31, 2015 have been presented as treasury shares in the statement of financial position and statement of changes in equity as of and for the years ended December 31, 2015.

#### Acquisition of Malay Resorts

On December 29, 2015, Vista Leisure Club Corporation (a subsidiary of Vista Residences, Inc.) acquired 100% ownership of Malay Resorts for a total cash consideration of ₱157.00 million. Malay Resorts owns and operates the Boracay Sands Hotel.

The Goodwill is provisionally determined.

From the date of acquisition on December 29, 2015, the Group’s share in the revenue and net loss of Malay Resorts amounted to nil.

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## 8. Cash and Cash Equivalents

This account consists of:

Cash on hand and in banks	5,332
Cash equivalents	1,923
	<u>7,255</u>



Cash in banks earns interest at the prevailing bank deposit rates. Cash equivalents are short-term, highly liquid investments that are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest as follows:

	<b>Jun 30, 2016</b>	Dec 31, 2015
Philippine Peso	<b>0.25% to 1.50%</b>	1.00% to 2.00%
US Dollar	<b>0.25% to 1.00%</b>	1.38% to 2.00%

None of the cash and cash equivalents are used to secure the obligations of the Group.

## 9. Investments

### *Short-term cash investments*

Short-term cash investments consist of money market placements with maturities of more than three (3) months up to one (1) year and earn annual interest at the respective short-term investment rates, as follows:

	<b>Jun 30, 2016</b>	Dec 31, 2015
	<b>₱ 2,270</b>	₱ 2,097
Philippine Peso	<b>2.00% to 3.00%</b>	3.50% to 5.00%
US Dollar	—	—

Interest earned from short-term cash investments for the six months ended June 30, 2016 and for the year ended December 31, 2015 amounted to ₱29 million and ₱41 million, respectively.

### *AFS financial assets*

This account consists of equity and debt securities as follow:

	<b>Jun 30, 2016</b>	Dec 31, 2015
Equity securities		
Quoted	<b>₱75</b>	₱75
Unquoted	<b>96</b>	96
Debt securities		
Quoted	<b>7,628</b>	7,208
	<b>₱7,799</b>	₱7,379

### Quoted securities

This account consists of investments in fixed maturity bond funds and equity shares. As of June 30, 2016 and December 31, 2015, the investments have an aggregate fair value of ₱7,703 million and ₱7,283 million, respectively.

As of June 30, 2016 and December 31, 2015, there is no disposal of AFS financial assets that will result to a gain or loss. Accordingly, no transfer from the cumulative changes in fair value of AFS financial assets to the profit or loss occurred in the said periods.

### Unquoted equity securities

This account pertains to unlisted preferred shares in a public utility company which the Group will continue to carry as part of the infrastructure that it provides for its real estate development projects and other operations. These are carried at cost less impairment, if any.

### *HTM investments*

This account consists of the Group's investments in various US dollar-denominated debt securities with an interest rate yielding to maturity of 3.5% to 4.5%. Interest income from HTM investments amounted to ₱374 million and ₱482 million in June 30, 2016 and December 31, 2015, respectively.

As of June 30, 2016 and December 31, 2015, no impairment losses were recognized on these investments.

The Group acquired additional HTM investments amounting US\$62.75 million with an interest rate that yields to maturity at 3.5% to 4.5%.

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## 10. Receivables

This account consists of:

Installment contracts receivable at amortized cost	27,833
Accrued interest receivable	255
Accounts receivable at amortized cost:	
Contractors	3,215
Buyers	502
Brokers	227
Others	4,654
	<u>36,686</u>
Less allowance for impairment losses	(354)
	<u>36,332</u>
Less noncurrent portion at amortized cost	7,642
	<u><u>₱ 28,690</u></u>

### Installment contracts receivable at amortized cost

Installment contracts receivable consist of accounts collectible in equal monthly installments with various terms up to a maximum of fifteen (15) years. These are carried at amortized cost. The corresponding titles to the subdivision or condominium units sold under this arrangement are transferred to the buyers only upon full payment of the contract price. The installment contracts receivable are interest-bearing except for those with installment terms within two years. Annual interest rates on installment contracts receivables range from 16.00% to 19.00%.

### Accounts Receivable at amortized cost

The accounts receivables at amortized cost are non-interest bearing and collectible within one year. This consists of the following:

#### *Receivable from contractors*

Receivable from contractors are recouped from settlement of progress billings which occur within one year from the date the receivables arose.

#### *Receivable from buyers*

Receivables from buyers represent the share of the joint venture partners from the proceeds of real estate sale. The arrangement is covered by a marketing agreement that is separate and distinct from LDAs. These sales do not form part of the Group's revenue. Collections from buyers are remitted to the joint venture partners net of any marketing fees agreed by the parties.

#### *Receivable from brokers*

Receivable from brokers are recouped from progress billing settlement.

#### *Others*

Other receivables consist mainly of receivables from various individuals and private entities and other nontrade receivables. These are due and demandable.

The impairment losses above pertain to individually impaired accounts. These are presented at gross amounts before directly deducting impairment allowance. No impairment losses resulted from performing collective impairment test.

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## 11. Real Estate Inventories

This account consists of:

Subdivision land for sale and development	₱ 21,377
Less reserve for land development costs	(7,734)
	<u>13,643</u>
Condominium units for sale and development	4,598
Residential house units for sale and development	1,240
	<u>5,838</u>
	<b>₱ 19,481</b>

The real estate inventories are carried at cost. There is no allowance to recognize amounts of inventories that are lower than cost.

Subdivision land for sale and development represents real estate subdivision projects in which the Group has been granted license to sell by the Housing and Land Use Regulatory Board of the Philippines. It also includes raw land inventories that are under development and those that are about to undergo development.

Real estate inventories recognized as cost of sales are included as cost of real estate sales in the consolidated statements of comprehensive income (Note 24). Cost of real estate sales includes acquisition cost of subdivision land, amount paid to contractors, development costs, capitalized borrowing costs and other costs attributable to bringing the real estate inventories to its intended condition.

Construction and development costs represent approximately 75% to 85% of the cost of sales.

There was neither provision nor reversal of impairment losses recognized in June 30, 2016 and December 31, 2015.

Except as stated, there are no other real estate inventories used as collateral or pledged as security to secure the borrowings of the Group (Note 19).

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## 12. Other Current Assets

This account consists of:

Input VAT	₱ 1,570
Creditable withholding taxes	1,312
Prepaid expenses	1,117
Construction materials and others	380
Deposits for real estate purchases and others	4
	<u>₱ 4,383</u>

The input VAT is applied against output VAT. The remaining balance is recoverable in future periods.

Prepaid expenses mainly include prepayments for marketing fees, taxes and licenses, rentals and insurance.

The Group will be able to apply the creditable withholding taxes against income tax payable.

Deposits for real estate purchases substantially represent the Group's payments to real estate property owners for the acquisition of certain real estate properties. Although the terms of the agreements provided that the deeds of absolute sale for the subject properties are to be executed only upon fulfillment by both parties of certain undertakings and conditions, including the payment by the Group of the full contract prices of the real estate properties, the Group already has physical possession of the original transfer certificates of title of the said properties.

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### **13. Land and Improvements**

This account consists of properties for future development and carried at cost or NRV. There are no borrowing costs capitalized to these properties as development has not commenced. Transfers pertain to properties to be developed for sale and these are included under "Real estate inventories" account.

There are no land and improvements carried at NRV.

The Group recorded no provision for impairment in June 30, 2016 and December 31, 2015.

The land and improvements are not used to secure the borrowings of the Group.

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### **14. Investment Properties**

The investment properties consist mainly of land and commercial centers that are held to earn rental income. These include Evia Malls and Starmalls that are mostly located in the Greater Metro Manila area. The construction in progress represents capitalized costs arising from construction of commercial centers that are located in Taguig, Bulacan, Cebu, Cavite, Laguna, Las Piñas and Bataan.

Certain investment properties were used to secure bank loans of the Group (Note 19).

The Group has no restrictions on the realizability of its investment properties and no contractual obligations to either purchase or construct or develop investment properties or for repairs, maintenance and enhancements.

The valuation techniques adopted for the measurement of fair values are the market approach for the land and cost approach for the buildings and land improvements.

The market price per square meter of these investment properties ranged from ₱15,000 to ₱30,000. The estimated useful life on the investment properties other than land is twenty (20) to forty (40) years.

The percentage of completion of various constructions in progress ranges from 77.5% to 98% in June 30, 2016 and from 40% to 98% in December 31, 2015. These constructions in progress are due to be completed on various dates starting January 2014 up to June 2016. These are consisted of village centers, community malls, power center, lifestyle malls, office buildings and BPO centers.

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### **15. Investments and Advances in Project Development Costs**

This account consists of interests in project development cost.

Investments in project development costs pertain to deposits, cash advances and other charges in connection with the Land Development Agreement (LDA) entered into by the Group with individuals, corporate entities and related parties for the development of real estate projects. The LDA provides, among others, the following: a) the Group will undertake the improvement, subdivision and development of the real estate project within a certain period as prescribed by the LDA, subject to certain conditions to be fulfilled by the real estate property owner; and b) the parties

shall divide among themselves all saleable inventory of the real estate project in accordance with the ratio mutually agreed.

The amounts represent deposits to land owners.

The group has not incurred any contingent liabilities nor entered into any capital commitments in relation to its interest in a joint venture.

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## 16. Other Noncurrent Assets

This account consists of:

Deposits	₱ 481
Model house accessories at cost	244
Goodwill (Note 7)	147
Systems development costs - net of accumulated amortization	41
Others	101
	<u>₱ 1,014</u>

Deposits include deposits for real estate purchases and deposits to utility companies which will either be applied or recouped against future billings or refunded upon completion of the real estate projects.

Such deposits are necessary for the construction and development of real estate projects of the Group.

The cost of model house accessories amounted to ₱243.84 million and ₱282.82 million as of June 30, 2016 and December 31, 2015, respectively.

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## 17. Accounts and Other Payables

This account consists of:

Accounts Payable	₱ 3,418
Accrued Expenses	1,837
Retention Payable	697
Commission Payable	634
Deferred VAT	37
Others	3,316
	<u>₱ 9,939</u>

Accounts payable pertains to contractors' billings for services related to the development of various projects of the Group. These are expected to be settled within a year after the financial reporting date. Deposits and advances to contractors are recognized from the settlement amounts due to contractors. These are applied within one year from the date the deposits and advances were made. This also represents construction materials, marketing collaterals, office supplies and property and equipment ordered and delivered but not yet due. These are expected to be settled within a year after the recognition period.

Accrued expenses consist mainly of accruals for project cost estimate, interest, light and power, marketing costs, professional fees, postal and communication, supplies, repairs and maintenance, transportation and travel, security and insurance.

Retentions payable pertains to 10% retention from the contractors' progress billings which will be released after the completion of contractors' project. The 10% retention serves as a holdout amount withheld from the contractor to cover for back charges that may arise from quality issues in affected projects.

Commissions payable pertain to fees paid to brokers for services rendered.

Deferred output tax pertains to the VAT charged to the buyers on installment upon contracting but which were not yet collected as of reporting date. Further, upon collection on the installment receivables, the equivalent output tax is being included in the current VAT payable on the month where such collection is made.

Accounts payable - buyers pertain to refunds related to the cancellation of contract to sell agreement in which a reasonable refund is required by the Maceda Law and excess of payments for accounts settled by bank financing.

Others include amounts pertaining to other non-trade liabilities such as salaries related premiums, withholding taxes, VAT payable and dividends payable. The majority of this pertains to withholding taxes and VAT payable.

The accounts payable and other payables are noninterest-bearing and are expected to be settled within a year after the reporting date.

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## 18. Customers' Advances and Deposits

This account consists of customers' reservation fees, downpayments and excess of collections over the recognized receivables based on POC.

The Group requires buyers of residential houses and lots to pay a minimum percentage of the total selling price before the two parties enter into a sale transaction. In relation to this, the customers' advances and deposits represent payment from buyers which have not reached the minimum required percentage. When the level of required payment is reached by the buyer, a sale is recognized and these deposits and downpayments will be applied against the related installment contracts receivable.

The excess of collections over the recognized receivables is applied against the POC in the succeeding years.

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## 19. Bank Loans and Loans Payable

### *Bank Loans*

Bank loans pertain to the borrowings of the Group from various local financial institutions. These bank loans are obtained to finance capital expenditures and for general corporate purposes.

Details follow:

	Bank Loans	Loans Payable
Parent company	₱ 20,072	₱ -
Subsidiaries	14,480	4,063
	34,552	4,063
Less current portion	3,474	1,099
	₱ 31,078	₱ 2,964

In November 2015, the Company acquired Starmalls together with ₱10,748.25 million loans from various local banks. These loans bear fixed interest rates ranging from 4.50% to 7.25% per annum

which are payable in 6 months to seven years. These loans are secured by selected investment properties amounting to ₱3,907 million.

In 2015, the Group obtained various peso-denominated bank loans from different local banks amounting ₱10,700 million with fixed interest rates ranging from 3.57% to 4.31% per annum. The loans are secured by a hold-out on the HTM investments of VII amounting US\$305 million.

On September 11, 2014, the Group obtained a peso-denominated bank loan from a local bank amounting ₱1,500 million with interest of 4.25% per annum. The bank loan matured on August 4, 2015. This was fully paid upon maturity and was renewed. The loan is secured by a hold-out in the HTM investments amounting \$37.50 million. On August 4, 2015, this loan was renewed and will mature on July 29, 2016. The loan is secured by the same HTM investments of VII amounting US\$37.50 million.

In June 2013, the Group obtained unsecured ₱1,000 million and secured ₱5,000 million peso-denominated bank loans from local banks which bear annual fixed interest rate of 5.90% and 5.75%, respectively. The loans will mature in June 2018. The principal balance of the loans will be paid in twelve (12) and twenty (20) equal quarterly installments, respectively. The ₱5,000 million loan requires the VLLI to maintain current ratio of 1:1.75 and debt-service coverage ratio (DSCR) of 1:1.00.

On April 17, 2013, the Group entered into a bilateral loan agreement with local banks. A portion of the corporate notes was redeemed in 2013 and bank loans with principal amount of ₱1,700 million were issued during the year which bears annual fixed interest rate of 7.27%. The bank loan will mature on April 17, 2017. As of December 31, 2015 and 2014 the outstanding balance of the loans amounted to ₱600 million and ₱1,000 million respectively. These bilateral loan agreements are unsecured.

These bilateral loans are divided into three (3) banks with principal balances of ₱800 million (secured), ₱600 million (unsecured) and ₱300 million (unsecured), respectively. The bilateral loan with the principal balance of ₱800 million requires VLLI to maintain current ratio of 1:1.75, debt to equity ratio of 1:1.00 and debt-service coverage ratio (DSCR) of 1:1.00.

On December 9, 2010, the Group obtained a peso-denominated bank loan from a local bank amounting ₱1,600 million which bears annual fixed interest rate of 6.50% and matured on December 6, 2015. The loan is secured by a hold-out on the US dollar deposits amounting US\$40 million (Note 9).

In addition to financial covenants, the bank loans of the Group provide for certain restrictions and requirements with respect to, among others, payment of dividends, incurrence of additional liabilities, investment and guaranties, mergers or consolidations or other material changes in their ownership, corporate set-up or management, acquisition of treasury stock, disposition and mortgage of assets. These restrictions and requirements were complied with by the Group as of June 30, 2016 and December 31, 2015.

#### *Loans Payable*

As discussed in Note 10 to the consolidated financial statements, loans payable pertain to the remaining balance of "Installment contracts receivable" of subsidiaries that were sold on a with recourse basis. These loans bear annual fixed interest rates ranging from 7.00% to 12.00% in June 30, 2016 and December 31, 2015, payable on equal monthly installments over a maximum period of 3 to 15 years. The installment contracts receivables serve as the collateral for the loans payable. These will mature on various dates beginning May 2012 up to December 2027.

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## 20. Notes Payable

This account consists of:

Dollar denominated bonds	₱ 30,427
Retail bonds	4,924
Corporate note facility	728
Homebuilder bonds	7
	<hr/>
	36,086
Less current portion	728
	<hr/>
	<b>₱ 35,358</b>

### Dollar Denominated Bonds

#### US\$300.00 million Notes

On June 18, 2015, the Group issued US\$300 million notes with a term of (7) years from initial draw down date. The interest rate is 7.375% per annum payable semi-annually in arrears on June 18 and December 17 of each year beginning on December 17, 2015. Said notes were used to settle the US\$125 million notes issued last April 2014. Some of the proceeds amounting US\$181.68 million were used to settle outstanding notes payable. There are no properties owned by the Group that were pledged as collateral to this note.

On January 28, 2016, an additional unsecured note, with the same terms and conditions with the above notes, were issued by the Group amounting to US\$125 million. The notes were issued at 102% representing a yield to maturity of 6.979%.

#### *Redemption at the option of the issuer*

At any time the Issuer may on any one or more occasions redeem all or a part of the Notes, by giving notice, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus the Applicable Premium as of, and accrued and unpaid interest, if any, to, the date of redemption, subject to the rights of Noteholders on the relevant record date to receive interest due on the relevant interest payment date.

#### *Covenants*

The Notes provide for the Group to observe certain covenants including, among others, incurrence of additional debt; grant of security interest; payment of dividends; mergers, acquisitions and disposals; and certain other covenants. The incurrence test for additional debt requires the Group to have a proforma Fixed Charge Cover Ratio (FCCR) of not less than 2.5x. These were complied with by the Group as of June 30, 2016.

#### US\$350.00 million Notes

On April 29, 2014, the Group issued unsecured US\$225 million Notes due April 29, 2019 to refinance its debt and for general corporate purposes. The interest rate of 7.45% per annum is payable semi-annually in arrears on April 29 and October 29 of each year commencing on October 29, 2014.

On September 11, 2014, an additional unsecured note, with the same terms and conditions with the above notes, were issued by the Group amounting US\$125 million. The notes were issued at 102% representing a yield to maturity of 6.935%.

The Notes are unconditionally and irrevocably guaranteed by the Parent Company and its subsidiaries. Other pertinent provisions of the Notes follow:

#### *Redemption at the option of the issuer*

At any time the Group may redeem all or part of the Notes, at a redemption price equal to 100% of the principal amount of the notes redeemed, plus the applicable premium as of, and accrued and



unpaid interest, if any, to the date of the redemption, subject to the rights of note holders on the relevant record date to receive interest due on the relevant interest payment date.

*Redemption upon a change of control*

Unless the Notes are previously redeemed, repurchased and cancelled, the issuer will, no later than 30 days following a change of control make an offer to purchase all outstanding Notes at a purchase price equal to 101% of their principal amount together with accrued and unpaid interest, if any. Change of control includes the sale of all or substantially all the properties or assets of the issuer or its restricted subsidiaries.

*Covenants*

The Notes provide for the Group to observe certain covenants including, among others, incurrence of additional debt; grant of security interest; payment of dividends; mergers, acquisitions and disposals; and certain other covenants. The incurrence test for additional debt requires the Group to have a proforma Fixed Charge Cover Ratio (FCCR) of not less than 2.5x. These were complied with by the Group on June 30, 2016.

US\$100.00 million Notes

On October 4, 2013, VII issued unsecured US\$100 million bonds with a term of five years from the issue date. The interest rate is 6.75% per annum payable semi-annually in arrears on April 4 and October 4 of each year commencing on April 4, 2014.

The Notes are unconditionally and irrevocably guaranteed by the Group and Subsidiaries. Other pertinent provisions of the Notes follow:

*Redemption at the option of the issuer - equity clawback*

At any time prior to September 30, 2013, the Group may redeem up to 35% of the aggregate principal amount of the US Notes originally issued at a redemption price equal to 106.75% of the principal amount, plus accrued and unpaid interest, if any, to the date of redemption with the net cash proceeds of an equity offering; provided that: (i) at least 65% of the aggregate principal amount of US Notes originally issued remains outstanding immediately after the occurrence of such redemption and (ii) the redemption occurs within 60 days of the date of the closing of such equity offering. The Notes contains an equity clawback option. However, no derivative asset was recognized on the prepayment option since the possibility of an equity offering by the Group is remote.

*Redemption at the option of the issuer - early redemption*

At any time the Group may redeem all or part of the Notes, at a redemption price equal to 100% of the principal amount of the notes redeemed, plus the applicable premium as of, and accrued and unpaid interest, if any, to the date of the redemption, subject to the rights of note holders on the relevant record date to receive interest due on the relevant interest payment date.

*Covenants*

The Notes provide for the Group to observe certain covenants including, among others, incurrence of additional debt; grant of security interest; payment of dividends; mergers, acquisitions and disposals; and certain other covenants. The incurrence test for additional debt requires the Group to have a proforma Fixed Charge Cover Ratio (FCCR) of not less than 2.5x. These were complied with by the Group as of June 30, 2016.

US\$150.34 million Notes

On September 30, 2010, the Group issued unsecured US\$100 million notes with a term of five (5) years from the issue date. The interest rate is 8.25% per annum payable semi-annually in arrears on March 30 and September 30 of each year commencing on March 30, 2011.

On March 30, 2011, an additional unsecured note, with the same terms and conditions with the above notes, were issued by the Group amounting US\$75 million.

On June 19, 2012, the Group redeemed US\$22 million out of the US\$100 million notes.

On September 26, 2013, the Group redeemed US\$2.66 million out of the US\$75 million notes as part of the redemption at the option of the noteholders.

On April 7, 2014, the Group launched a tender offer to purchase any and all of the Notes due 2015 as part of its liability management. On April 22, 2014 the end of tender offer period, the Group has accepted valid tender offers representing 69.02% of the total outstanding Notes or an aggregate of \$103.77 million in nominal amount. The settlement was made on April 29, 2014 at 104.50% purchase price. The outstanding balance after the tender offer amounted to \$46.58 million.

As of December 31, 2015, the notes were fully paid.

The Notes are unconditionally and irrevocably guaranteed by the subsidiaries of the Group (Note 27). Other pertinent provisions of the Notes follow:

*Redemption at the option of noteholders*

At the option of any noteholder, the Group will redeem the portion of the US\$ Note scheduled for redemption on September 30, 2013 at its principal amount. On September 26, 2013, the Group redeemed US\$2.66 million of the notes as part of this redemption option.

*Redemption at the option of the issuer*

At any time prior to September 30, 2013, the Group may redeem up to 35% of the aggregate principal amount of the US Notes originally issued at a redemption price equal to 108.25% of the principal amount, plus accrued and unpaid interest, if any, to the date of redemption with the net cash proceeds of an equity offering; provided that: (i) at least 65% of the aggregate principal amount of US Notes originally issued remains outstanding immediately after the occurrence of such redemption and (ii) the redemption occurs within 60 days of the date of the closing of such equity offering. The Notes contains an equity clawback option. However, no derivative asset was recognized on the prepayment option since the possibility of an equity offering by the Group is remote. There was no redemption made prior to September 30, 2013.

*Covenants*

The Notes provide for the Group and its subsidiaries to observe certain covenants including, among others, incurrence of additional debt; grant of security interest; payment of dividends; mergers, acquisitions and disposals; and certain other covenants. The incurrence test for additional debt requires the Group to have a proforma Fixed Charge Cover Ratio (FCCR) of not less than 2.5x. These were complied with by the Group and its subsidiaries in June 30, 2016 and 2015.

Retail Bonds

On May 9, 2014, the Group offered and issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱3,000 million and an over-allotment option of up to ₱2,000 million. The proceeds of the issuance shall be used to partially finance certain commercial development projects of CPI and its subsidiaries. There are no securities pledged as collateral for these bonds.

The offer is comprised of five year fixed rate bonds due on November 9, 2019 (Five Year Bonds) and seven year fixed rate bonds due on May 9, 2021 (Seven Year Bonds) with interest rate of 5.65% and 5.94% per annum, respectively. Interest on the Retail Bonds shall be payable quarterly in arrears starting on August 9, 2014 for the first interest payment date and on February 9, May 9, August 9 and November 9 each year for each subsequent interest payment date.

The Retail Bonds shall be repaid at maturity at par plus any outstanding interest, unless the Group exercises its early redemption option. The maturity date for the Five Year Bonds and Seven Year Bonds shall be on November 9, 2019 and on May 9, 2021, respectively.

*Redemption at the option of the issuer*

The Group may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Group

shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

- a) Five Year Bonds:
  - i. Three (3) years and six (6) months from issue date at early redemption price of 101.00%
  - ii. Four (4) years from issue date at early redemption price of 100.50%
- b) Seven Year Bonds:
  - i. Five (5) years and six (6) months from issue date at early redemption price of 101.00%
  - ii. Six (6) years from issue date at early redemption price of 100.50%

#### *Covenants*

The Retail Bonds provide for the Group to observe certain covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. These were complied with by the Group as of December 31, 2015.

#### Corporate Note Facility

On April 20, 2012, the Group secured a Peso Corporate Note Facility of up to ₱4,500 million from certain financial institutions to fund the Group's on-going real estate development projects, to refinance or replace existing borrowings and for general corporate purposes. The Corporate Notes shall bear annual fixed interest rate based on applicable bench mark rate on drawdown date plus a certain spread and will mature five (5) years from drawdown date. There are no properties owned by the Group that are pledged as collateral for this specific note.

#### *Covenants*

The Corporate Note Facility provides for the Group to observe certain covenants including, among others, incurrence of additional debt; dividend restrictions; maintenance of financial ratios; granting of loans; and certain other covenants. The financial ratios are current ratio, debt to equity ratio, debt service coverage ratio and fixed charge coverage ratio which are to be maintained at 1.75, 1.50, 1.00 and 2.50, respectively. These were complied with by the Group as of June 30, 2016.

On May 17, 2013, the Group solicited consent from its existing bondholders to amend certain terms and conditions of the Notes. Holders of ₱1,700 million corporate notes facility exchanged and subscribed to bilateral loans.

#### Homebuilder Bonds

On November 16, 2012, the Group offered and issued to the public unsecured Homebuilder Peso bonds (the Bonds) of up to ₱2,500 million with an initial offering of ₱500.40 million for funding general corporate purposes. There are no properties pledged as collateral for the Homebuilder Bonds.

The first tranche was issued in equal monthly installments of up to ₱13.90 million over a period of thirty-six (36) months, commencing on November 16, 2012 at a fixed interest rate of 5.00% per annum and shall mature three (3) years from the initial issue date. As of December 31, 2015 and 2014, total bonds issued by the Parent Company amounted to ₱369.87 million and ₱131.16 million, respectively. On November 2015, the company paid out ₱362.97 million upon maturity. The carrying value of the bonds as of June 30, 2016 and December 31, 2015 amounted to ₱6.7 million and ₱6.01 million, respectively.

Other pertinent provisions of the bonds follow:

#### *Redemption at the option of the issuer*

At any time prior to November 16, 2015, the Group may redeem the bonds if the bondholder selects the application of payment for the purchase of the Group's property provided that: (i) early application of payment is only available to eligible bondholders allowed by law to purchase the

selected property of the Group; (ii) the bondholder expresses his intention to apply the payment for the purchase of the Group's property through written notice to the Group; and (iii) the Group approves the early application of payment. However, the bondholder can avail itself of this early application of payment only if: (i) such bondholder is able to fully pay or obtain firm bank or in-house financing; and (ii) the property of the bondholder's choice is from what the Group makes available to the bondholder to choose from.

*Extension option*

The bondholder may opt to extend the maturity of the bonds held and subscribe additional bonds for another twenty four (24) months, for and at the same monthly subscription payment, with the following terms:

- The first tranche of the bonds will have a maximum aggregate principal amount of ₱834.00 million, including any and all additional subscriptions;
- All subscriptions held by bondholders who exercised the extension option shall mature on the fifth (5th) anniversary of the initial issue date;
- Upon exercise of the extension option at least six (6) months prior to the initial maturity date, all subscriptions held shall bear interest on principal amount at a fixed rate of 6.75% per annum, applied prospectively from the initial maturity date to the extended maturity date; and
- Interest will not be compounded and shall be payable on the relevant maturity date or on the early redemption date, as may be applicable, less the amount of any applicable withholding taxes.

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## 21. Other Noncurrent Liabilities

This account consists of:

Liabilities for purchased land (Note 17)	₱ 1,620
Retentions payable (Note 17)	1,297
Deferred output tax	400
	₱ 3,317

The fair value of liabilities for purchased land is derived using the discounted cash flow model using the discount rate ranging from 2.67% to 4.59% with EIR ranging from 0.73% to 3.52%.

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## 22. Equity

Capital Stock

The details of the Parent Company's capital stock follow:

	<b>Jun 30, 2016</b>	Dec 31, 2015
<i>Common</i>		
Authorized shares	17,900,000,000	17,900,000,000
Par value per share	₱1.00	₱1.00
Issued shares	13,114,136,376	12,654,891,753
Treasury shares	(₱1,193,888,968)	(₱919,504,288)
Value of shares issued	₱13,114,136,376	₱12,654,891,753
<i>Preferred</i>		
Authorized shares	10,000,000,000	10,000,000,000
Par value per share	₱0.01	₱0.01
Issued shares	3,300,000,000	3,300,000,000
Value of shares issued	₱33,000,000	₱33,000,000

#### *Common shares*

In November 2015, the Securities and Exchange Commission approved the increase in the authorized capital stock of the Company from ₱12,000,000,000 divided into: (i) 11,900,000,000 common shares with par value of ₱1.00 per share, or an aggregate par value of ₱11,900,000,000; and (ii) 10,000,000,000 preferred shares with par value of ₱0.01 per share, or an aggregate par value of ₱100,000,000, to ₱18,000,000,000 divided into: (i) 17,900,000,000 common shares with par value of ₱1.00 per share, or an aggregate par value of ₱17,900,000,000; and (ii) 10,000,000,000 preferred shares with par value of ₱0.01 per share, or an aggregate par value of ₱100,000,000.

As of June 30, 2016 and December 31, 2015, the Company issued 459,244,623 and 4,116,151,139 common shares, respectively, out of the increase in the authorized capital stock. The issuance of the common shares pertains to the Company's acquisition of Starmalls Group (Note 7).

The common shares issued at ₱1.00 par value per share totaled ₱13,114,136,376 and ₱12,654,891,753 as of June 30, 2016 and December 31, 2015, respectively.

#### *Preferred shares*

On March 21, 2013, the Parent Company issued in favor of Fine Properties, Inc. ("Fine Properties"), 3,300.00 million new preferred shares out of the unissued portion of its authorized capital stock at par or an aggregate issue price of ₱33.00 million. The subscription price was fully paid on the same date.

The preferred shares are voting, non-cumulative, non-participating, non-convertible and non-redeemable. The BOD may determine the dividend rate which shall in no case be more than 10% per annum.

#### Registration Track Record

On July 26, 2007, the Parent Company launched its follow-on offer where a total of 8,538,740,614 common shares were offered at an offering price of ₱6.85 per share. The registration statement was approved on June 25, 2007. After the listing in 2007, there have been subsequent issuances on November 10, 2015, December 22, 2015 and February 23, 2016 covering a total of 4,575,395,762 shares. The Parent Company has 978 and 979 existing certified shareholders as of June 30, 2016 and December 31, 2015, respectively.

#### Treasury Shares

Treasury shares (208,536,300) as of June 30, 2016 of the Parent Company amounting to P1,194 million represents the shares of stock held by the Parent Company, while treasury shares (752,208,215) amounting to P5,378 million represents Parent Company stocks held by Manuela (Note 7). These treasury shares are recorded at cost.

On March 17, 2015, the BOD of the Parent Company approved the buyback of its common shares up to the extent of the total purchase price of ₱1.5 billion subject to the prevailing market price at the time of the buyback over a 24-month period but subject to periodic review by the management.

On June 15, 2011, the BOD of the Parent Company approved the buyback of its common shares up to the extent of the total purchase price of ₱1.5 billion subject to the prevailing market price at the time of the buyback over a 24-month period but subject to periodic review by the management. The treasury stocks acquired represent 133,910,000 common shares that amounted to ₱509.61 million.

On January 3, 2013, the Parent Company sold, as authorized by the BOD, all of its existing 133,910,000 treasury shares at ₱4.75 per share or ₱636.07 million. The cost of the treasury shares and the related additional paid-in capital recognized in 2013 amounted to ₱509.61 million and ₱126.47 million, respectively.

### Retained Earnings

On September 15, 2015, the BOD approved the declaration of a regular cash dividend amounting ₱1,141.15 million or ₱0.136 per share, payable to all stockholders of record as of September 30, 2015. The said dividends were paid on October 15, 2015.

### Capital Management

The primary objective of the Group's capital management policy is to ensure that debt and equity capital are mobilized efficiently to support business objectives and maximize shareholder value. The Group establishes the appropriate capital structure for each business line that properly reflects its premier credit rating and allows it the financial flexibility, while providing it sufficient cushion to absorb cyclical industry risks.

The Group considers debt as a stable source of funding. The Group lengthened the maturity profile of its debt portfolio and makes it a point to spread out its debt maturities by not having a significant percentage of its total debt maturing in a single year.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. It monitors capital using leverage ratios on both a gross debt and net debt basis. As of June 30, 2016 and December 31, 2015, the Group had the following ratios:

	<b>Jun 30, 2016</b>	<b>Dec 31, 2015</b>
Current ratio	370%	342%
Debt-to-equity ratio	95%	87%
Net debt-to-equity ratio	47%	46%
Asset-to-equity ratio	225%	219%

As of June 30, 2016 and December 31, 2015, the Group had complied with all externally imposed capital requirements (Notes 19 and 20). No changes were made in the objectives, policies or processes for managing capital during the period ended June 30, 2016 and December 31, 2015.

The Group considers as capital the equity attributable to equity holders of the Group.

### Financial Risk Assessment

The Group's financial condition and operating results would not be materially affected by the current changes in liquidity, credit, interest, currency and market conditions.

Credit risks continue to be managed through defined credit policies and continuing monitoring of exposure to credit risks. The Group's base of counterparties remains diverse. As such, it is not exposed to large concentration of credit risk.

Exposure to changes in interest rates is reduced by regularly availing of short-term loans as it relates to its sold installment contracts receivables in order to cushion the impact of potential increase in loan interest rates.

Exposure to foreign currency holdings are as follows:

	<b>Jun 30, 2016</b>
Cash and cash equivalents	US\$19
Short-term cash investments	40
AFS financial assets	161
HTM investments	400
Notes payable	(647)

Liquidity risk is addressed with long-term funding already locked in, while funds are placed on a short-term placement.

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## 23. Miscellaneous Income

Miscellaneous income mostly pertains to income from forfeited reservation fees and partial payments from customers whose sales contracts are cancelled before completion of required down payment (Note 8).

This also includes the operating income and parking fees from the malls.

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## 24. Cost and Expenses

### *Cost of real estate sales*

Cost includes acquisition cost of subdivision land, construction and development cost and capitalized borrowing costs. Cost of real estate sales recognized for the period ended June 30, 2016 and 2015 amounted to ₱6,260 million and ₱6,010 million, respectively.

Development cost as a percentage of cost of real estate sale is approximately 75% to 85% in June 30, 2016 and 2015, respectively.

### *Operating expenses*

Operating expenses represent the cost of administering the business of the Group. These are recognized when the related services and costs have been incurred.

### *Rent expenses*

The Group entered into various lease agreements for administrative and selling purposes. These agreements are renewed on an annual basis with advanced deposits. Rent expenses included under "Occupancy costs" amounted to ₱258 million in June 30, 2016.

### *Miscellaneous expenses*

Miscellaneous expenses include dues and subscriptions, donations and other expenditures.

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## 25. Retirement Plan

The Group has noncontributory defined benefit pension plan covering substantially all of its regular employees. The benefits are based on current salaries and years of service and related compensation on the last year of employment. The retirement is the only long-term employee benefit.

The principal actuarial assumptions used to determine the pension benefits with respect to the discount rate, salary increases and return on plan assets were based on historical and projected normal rates.

The Group immediately recognized to OCI any actuarial gains and losses.

The Group expects to contribute ₱53.96 million to its retirement fund in 2016.

Each year, an Asset-Liability Matching Study (ALM) is performed with the result being analyzed in terms of risk-and-return profiles. Union Bank's (UB) current strategic investment strategy consists of 32.48% of cash, 13.53% of investments in government securities, 53.42% of investment in private companies and 0.57% receivables. For the Group other than UB, the principal technique of the Group's ALM is to ensure the expected return on assets to be sufficient to support the desired level of funding arising from the defined benefit plans.

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## 26. Income Tax

Provision for income tax consists of:

Current:	
RCIT/MCIT	₱ 90
Final	2
Deferred	426
	<hr/>
	<b>₱ 518</b>
	<hr/>

Deferred tax assets are recognized only to the extent that taxable income will be available against which the deferred tax assets can be used. The subsidiaries will recognize a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

### Board of Investments (BOI) Incentives

The BOI issued in favor of certain subsidiaries in the Group a Certificate of Registration as Developer of Mass Housing Projects for its 17 projects in 2014 and 22 real estate in 2013, in accordance with the Omnibus Investment Code of 1987. Pursuant thereto, the projects have been granted an Income Tax Holiday for a period of either three years for new projects, or four years for expansion projects, commencing from the date of issuance of the Certificate of Registration.

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## 27. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence (referred to herein as “affiliates”). Related parties may be individuals or corporate entities.

The Group in their regular conduct of business has entered into transactions with affiliates and other related parties principally consisting of advances and reimbursement of expenses and purchase and sale of real estate properties. The Group’s policy is to settle its intercompany receivables and payables on a net basis.

As discussed in Note 20, the US\$100 million Notes issued by VII are unconditionally and irrevocably guaranteed by the Parent Company and Subsidiaries. No fees are charged for these guarantee agreements.

### *Terms and conditions of transactions with related parties*

The US\$300 million Notes issued by VII are unconditionally and irrevocably guaranteed by the Parent Company and its Subsidiaries. No fees are charged for these guarantee agreements. Outstanding balances at year-end are unsecured, interest free and settlement occurs in cash. These principally consist of dividends, advances, reimbursement of expenses and management income. As of June 30, 2016 and December 31, 2015 the Group has not made any provision for impairment loss relating to amounts owed by related parties. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

Except as stated in Notes 19 and 20 to the consolidated financial statements, there have been no guarantees provided or received for any related party receivables or payables.

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## 28. Fair Value Determination

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:



- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Other valuation techniques involving inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

*Cash and cash equivalents and short-term cash investments:* Due to the short-term nature of the account, the fair value of cash and cash equivalents and short-term cash investments approximate the carrying amounts in the consolidated statements of financial position.

*Installment contracts receivables:* Estimated fair value of installment contracts receivables is based on the discounted value of future cash flows using the prevailing interest rates for similar types of receivables as of the reporting date using the remaining terms of maturity. The discount rate used ranged from 1.20% to 5.80% in June 30, 2016 and December 31, 2015.

*Other receivables:* due to the short-term nature of the account, the fair value of other receivables approximates the carrying amounts.

*Receivables from related parties:* Due to the short-term nature of the account, carrying amounts approximate their fair values.

*Long-term cash investments:* The fair values are based on the discounted value of future cash flows using the applicable rates for similar types of instruments. The discount rate used ranges from 3.75% to 4.00% in 2013.

*AFS financial assets:* for AFS investment in unquoted equity securities, these are carried and presented at cost since fair value is not reasonably determine due to the unpredictable nature of future cash flows and without any other suitable methods of arriving at a reliable fair value.

The AFS financial assets carried at cost are preferred shares of a utility company issued to the Group as a consequence of its subscription to the electricity services of the said utility company needed for the Group's residential units. The said preferred shares have no active market and the Group does not intend to dispose these because these are directly related to the continuity of its business.

For shares in open ended investment companies, fair value is by reference to net asset value per share.

*HTM investments:* The fair value of HTM investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices, at the close of business on the reporting date.

*Investment properties:* The valuation techniques adopted for the measurement of fair values are the market approach for the land and cost approach for the buildings and building improvements.

*Accounts and other payables:* fair values of accounts and other payables approximate their carrying amounts in the consolidated statement of financial position due to the short-term nature of the transactions.

*Payables to related parties:* Due to the short-term nature of the account, carrying amounts approximate their fair values.

*Bank loans, loans payable, notes payable and liabilities for purchased land:* estimated fair values of bank loans and liabilities for purchased land are based on the discounted value of future cash flows using the applicable rates for similar types of loans. Interest rates used in discounting cash flows ranges from 3.50% to 7.27% for June 30, 2016 and 2.67% to 8.03% for December 31, 2015.

## 29. Financial Asset and Liabilities

### Financial Risk Management Objectives and Policies

#### *Financial risk*

The Group's principal financial liabilities comprise of bank loans, loans payable, notes payable, accounts and other payables and liabilities for purchased land. The main purpose of the Group's financial liabilities is to raise financing for the Group's operations. The Group has various financial assets such as installment contracts receivables, cash and cash equivalents and short-term, long-term cash investments, HTM investments and AFS financial assets which arise directly from its operations. The main risks arising from the use of financial instruments are interest rate risk, foreign currency risk, credit risk, equity price risk and liquidity risk.

The BOD reviews and approves with policies for managing each of these risks. The Group monitors market price risk arising from all financial instruments and regularly report financial management activities and the results of these activities to the BOD.

The Group's risk management policies are summarized below. The exposure to risk and how they arise, as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk did not change from prior years.

#### *Cash flow interest rate risk*

The Group's exposure to market risk for changes in interest rates, relates primarily to its financial assets and liabilities that are interest-bearing.

The Group's policy is to manage its interest cost by entering into fixed rate debts. The Group also regularly enters into short-term loans as it relates to its sold installment contracts receivables in order to cushion the impact of potential increase in loan interest rates.

The table below shows the financial assets and liabilities that are interest-bearing:

	June 30, 2016		December 31, 2015	
	Effective Interest Rate	Amount	Effective Interest Rate	Amount
Financial assets				
<i>Fixed rate</i>				
Cash and cash equivalents (excluding cash on hand)	0.25 to 1.50%	₱ 7,234	1.00 to 2.00%	₱ 6,018
Short-term cash investments	2.00% to 3.00%	2,270	3.50% to 5.00%	2,097
HTM investments	1.625% to 9.50%	18,818	0.81% to 26.57%	13,522
Installment contracts receivable	1.20% to 5.80%	27,833	1.20% to 5.80%	26,430
		₱ 56,155		₱ 48,067
Financial liabilities				
<i>Fixed rate</i>				
Notes payable	5.00% to 7.45%	₱ 36,085	7.67% to 8.53%	₱ 30,429
Bank loans	3.50% to 7.27%	34,552	6.17% to 8.03%	30,540
Loans payable	7.50% to 8.00%	4,063	6.00% to 8.03%	3,695
Liabilities for purchased land	-	-	0.73% to 3.52%	3,283
		₱ 74,700		₱ 67,947

As of June 30, 2016 and December 31, 2015, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

*Foreign exchange risk*

The Group's foreign exchange risk results primarily from movements of the Philippine peso against the United States Dollar (USD). Approximately 32.80% and 36.08% of the debt of the Group as of June 30, 2016 and December 31, 2015, respectively, are denominated in USD. The Group's foreign currency-denominated debt comprises of the bonds in June 30, 2016 and December 31, 2015.

Below are the carrying values and the amounts in US\$ of these foreign currency denominated financial assets and liabilities.

	June 30, 2016		December 31, 2015	
	Peso	US\$	Peso	US\$
Cash and cash equivalents	₱ 910	US\$ 19	₱ 2,286	US\$ 49
Short-term cash investments	1,899	40	–	–
AFS financial assets	7,569	161	7,208	153
HTM investments	18,818	400	13,522	287
Notes payable	(30,427)	(647)	(24,419)	(519)

In translating the foreign currency- denominated monetary assets in peso amounts, the Philippine Peso - US dollar exchange rates as of June 30, 2016 and December 31, 2015 used were ₱47.06 to US\$1.00.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) as of June 30, 2016:

	Increase/ Decrease in US Dollar rate	Effect on income before tax
Cash and cash equivalents	+1	19
	-1	(19)
Short-term cash investments	+1	40
	-1	(40)
HTM investments	+1	400
	-1	(400)
AFS financial assets	+1	161
	-1	(161)
Notes payable	+1	(647)
	-1	647

The assumed movement in basis points for foreign exchange sensitivity analysis is based on the currently observable market environment, showing no material movements as in prior years.

There are no items affecting equity except for those having impact on profit or loss.

*Credit risk*

The Group transacts only with recognized and creditworthy third parties. The Group's receivables are monitored on an ongoing basis resulting to manageable exposure to bad debts. Real estate buyers are subject to standard credit check procedures, which are calibrated based on the payment scheme offered. The Group's respective credit management units conduct a comprehensive credit investigation and evaluation of each buyer to establish creditworthiness.

Receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts. In addition, the credit risk for installment contracts receivables is mitigated as the Group has the right to cancel the sales contract without need for any court action and take possession of the subject house in case of refusal by the buyer to pay on time the due installment contracts receivable. This risk is further mitigated because the corresponding title to the subdivision units sold under this arrangement is transferred to the buyers only upon full payment of the contract price and the requirement for remedial procedures is minimal given the profile of buyers.

With respect to credit risk arising from the other financial assets of the Group, which are comprised of cash and cash equivalents, short-term and long-term cash investments and AFS financial assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Group manages its cash by maintaining cash accounts with banks which have demonstrated financial soundness for several years. The Group's investments in AFS are incidental to its housing projects and are considered by the Group to be of high quality because these are investments with the biggest electric utility company in the country.

High grade cash and cash equivalents and short-term and long-term cash investments are money market placements and working cash fund placed, invested or deposited in local banks belonging to the top ten banks in the Philippines in terms of resources and profitability.

The Group's high-grade receivables pertain to receivables from related parties and third parties which, based on experience, are highly collectible or collectible on demand, and of which exposure to bad debt is not significant. Installment contract receivables under bank-financing are assessed to be high grade since accounts under bank-financing undergone credit evaluation performed by two parties, the Group and the respective bank, thus credit evaluation underwent a more stringent criteria resulting to higher probability of having good quality receivables.

Medium grade accounts are active accounts with minimal to regular instances of payment default, due to ordinary/common collection issues. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

Low grade accounts are accounts which have probability of impairment based on historical trend.

Based on the Group's experience, its loans and receivables are highly collectible or collectible on demand. The receivables are collateralized by the corresponding real estate properties. In few cases of buyer defaults, the Group can repossess the collateralized properties and held it for sale in the ordinary course of business at the prevailing market price. The Group performs certain repair activities on the said repossessed assets in order to put their condition at a marketable state. Costs incurred in bringing the repossessed assets to its marketable state are included in their carrying amounts.

The Group did not accrue any interest income on impaired financial assets.

#### *Liquidity Risk*

The Group monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections. The Group's loan maturity profile is regularly reviewed to ensure availability of funding through adequate credit facilities with banks and other financial institutions.

The extent and nature of exposures to liquidity risk and how they arise as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk are the same for June 30, 2016 and December 31, 2015.

#### *Equity Price Risk*

The Group's equity price risk exposure relates to financial assets whose values will fluctuate as a result of changes in market prices, principally investment in mutual funds classified as AFS financial assets. Such securities are subject to price risk due to possible adverse changes in market values of instruments arising from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market. The Group invests in equity securities for various reasons, including reducing its overall exposure to interest rate risk.

In 2015, the Group determined the reasonably possible change in index using the specific adjusted data for each equity security the Group holds as of the reporting dates. The adjusted data is the forecasted measure of the volatility of security or a portfolio in comparison to the market as a whole.

The Group manages exposures to price risk by monitoring the changes in the market price of the investments and at some extent, diversifying the investment portfolio in accordance with the limit set by management.

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### 30. Lease Commitments

#### The Group as Lessee

The Group has entered into noncancelable operating lease agreements for its several branch offices with terms of one (1) to five (5) years. The lease agreements include escalation clauses that allow a reasonable increase in rates. The leases are payable on a monthly basis and are renewable under certain terms and conditions.

#### The Group as Lessor

The Group has entered into property leases on its investment property portfolio, consisting of the Group's surplus office spaces. These noncancelable leases have remaining lease terms of below fifteen (15) years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Rental income included in the statements of comprehensive income in June 30, 2016 and 2015 amounted to ₱2,058 million and ₱1,187 million, respectively.

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### 31. Commitments and Contingencies

The Group has entered into several contracts with contractors for the development of its real estate properties. These contracts are due to be completed on various dates starting January 2013 up to December 2020.

The progress billings are settled within one year from date of billings. These are unsecured obligations and carried at cost.

The Group has various contingent liabilities from legal cases arising from the ordinary course of business which are either pending decision by the courts or are currently being contested by the Group, the outcome of which are not presently determinable.

In the opinion of the management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect in the Group's financial position and results of operations.

*Financial Soundness Indicator*

Below are the financial ratios that are relevant to the Group for the period ended June 30, 2016 and 2015.

		<u>Jun-30-16</u>	<u>Dec-31-15</u>
Current Ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	3.70	3.42
Long-term debt-to-equity ratio	$\frac{\text{Long-term debt}^1}{\text{Equity}}$	0.90	0.82
Debt ratio	$\frac{\text{Interest bearing debt}^2}{\text{Total assets}}$	0.42	0.40
Debt to equity ratio	$\frac{\text{Interest bearing debt}}{\text{Total equity}}$	0.95	0.87
Net debt to equity	$\frac{\text{Net debt}^3}{\text{Total equity}}$	0.47	0.46
Asset to equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	2.25	2.19
		<u>Jun-30-16</u>	<u>Jun-30-15</u>
EBITDA to total interest	$\frac{\text{EBITDA}}{\text{Total interest}}$	2.68	3.27
Price Earnings Ratio	$\frac{\text{Market Capitalization}^4}{\text{Net Income}^5}$	10.61	7.38
Asset to liability ratio	$\frac{\text{Total assets}}{\text{Total liabilities}}$	1.80	1.84
Net profit margin	$\frac{\text{Net profit}}{\text{Sales}}$	31%	29%
Return on assets	$\frac{\text{Net income}^5}{\text{Total assets}}$	4.7%	4.6%
Return on equity	$\frac{\text{Net income}^5}{\text{Total equity}}$	10.6%	10.1%
Interest Service Coverage Ratio	$\frac{\text{EBITDA}}{\text{Total interest}}$	2.68	3.27

<sup>1</sup> Pertains to long term portion of the Bank loans and Notes Payable

<sup>2</sup> Includes Bank Loans and Notes Payable

<sup>3</sup> Interest bearing debt less Cash, Short-term and Long Term Cash Investments, Available-for-sale financial assets (excluding unquoted equity securities) & Held-to-Maturity Investments

<sup>4</sup> Based on closing price at June 30, 2016 and 2015

<sup>5</sup> Annualized

**HOMEBUILDER BONDS***Schedule and Use of Proceeds**As of June 30, 2016*

	<b>PER PROSPECTUS</b>	<b>ACTUAL</b>	<b>COLLECTED as of June 30, 2016</b>
Estimated proceeds from the sale of the Bonds	<u>Php 500,400,000.00</u>	<u>Php 370,787,500.00</u>	<u>Php 7,555,000.00</u>
Less: Estimated expenses			
SEC Registration			
SEC Registration Fee	1,187,500.00	1,199,425.00	
SEC Legal Research Fee	11,875.00	-	
Underwriting and Other Professional Fees			
Financial Advisory, Issue Management and Underwriting Fee	12,510,000.00	11,749,005.37	
Legal Fee - Underwriter	1,275,000.00	1,380,938.00	
Legal Fee - Issuer	2,000,000.00	1,325,962.20	
Marketing/Printing/Photocopying	750,000.00	422,735.94	
Costs and out-of-pocket expenses			
Trustee and Custodian Fees	720,000.00	720,000.00	
Registry and Calculating Agency Fees	4,920,000.00	4,920,000.00	841,387.28
Collecting and Paying Agent Fees	1,500,000.00	1,500,000.00	
Technology Fee	400,000.00	400,000.00	
Documentary Stamp Tax	2,502,000.00	2,502,000.00	
Audit Fee	3,696,000.00	5,082,000.00	
	-	2,700.00	
	<u>31,472,375.00</u>	<u>31,204,766.51</u>	<u>841,387.28</u>
<b>Net proceeds to Vista Land &amp; Lifescapes, Inc.</b>	<b><u>Php 468,927,625.00</u></b>	<b><u>Php 339,582,733.49</u></b>	<b><u>Php 6,713,612.72</u></b>

**Balance of proceeds as of June 30, 2016****Php 6,713,612.72**

Vista Land sold P500.4 million of the Bonds on its initial offering. Six months prior to maturity, bondholders have the following options for their accumulated investments: (1) Apply as downpayment to Vista property; (2) Payout; and (3) Extend for another 2 years. On December 1, 2015, the Bonds matured and 398 bondholders were paid in cash for a total of P363.51 million and 20 bondholders extended for another 2 years. After issue-related expenses and payout, actual net collection amounted to P6.71 million as of June 30, 2016. The net collection were deposited in the bank and is part of the Cash and cash equivalents balance in the balance sheet as of June 30, 2016.

**P5B RETAIL BONDS***Schedule and Use of Proceeds**As of June 30, 2016*

	PER PROSPECTUS	ACTUAL
Estimated proceeds from the sale of the Bonds	<u>5,000,000,000.00</u>	<u>5,000,000,000.00</u>
Less: Estimated expenses		
Arranger's Fee	53,763,441.00	53,763,441.00
Documentary Stamp Tax	25,000,000.00	25,000,000.00
SEC Registration Fee	1,812,500.00	1,830,625.00
SEC Legal Research Fee	18,125.00	18,125.00
Publication Fee	150,000.00	150,000.00
Rating Agency Fee	3,360,000.00	3,000,000.00
Legal Fees (excluding OPE)	3,000,000.00	3,075,867.29
Trustee's Opening Fee	20,000.00	20,000.00
Listing Fee	150,000.00	150,000.00
Marketing and Signing Ceremony Expenses	800,000.00	1,255,214.84
Bond-related Expenses		261,670.76
	<u>88,074,066.00</u>	<u>88,524,943.89</u>
<b>Net proceeds to Vista Land &amp; Lifescapes, Inc.</b>	<b><u>4,911,925,934.00</u></b>	<b><u>4,911,475,056.11</u></b>
<b>Balance as of June 30, 2016</b>		<b>4,911,475,056.11</b>

Vista Land sold P5 billion of the Bonds. After issue-related expenses, actual net collection amounted to P4.911 billion.



## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### *Results of operations covering 1st Semester of 2016 vs. 1st Semester of 2015*

#### Revenues

##### *Real Estate*

The Company recorded revenue from real estate sales amounting to ₱12,571 million for the 1st Semester of 2016 an increase of 3% from ₱12,189 million in same period last year. This was primarily attributable to the increase in the overall completion rate of sold inventories of its business units particularly of Camella Homes and Communities Philippines. The Company uses the Percentage of completion method of revenue recognition where revenue is recognized in reference to the stages of development of the properties.

- Real estate revenue of Camella Homes increased by 34% to ₱3,909 million for the 1st Semester of 2016 from ₱2,921 million for the 1st Semester of 2015. This increase was principally attributable to the increase in the number of sold low-cost and affordable housing segment completed or under construction in the Mega Manila area during the period.
- Real estate revenue of Communities Philippines increased by 15% to ₱6,857 million for the 1st Semester of 2016 from ₱5,959 million for the 1st Semester of 2015. This increase was principally attributable to the increase in the number of sold low-cost and affordable housing segment completed or under construction outside the Mega Manila area during the period.
- Real estate revenue from Vista Residences decreased by 37% to ₱1,062 million for the 1st Semester of 2016 from ₱1,673 million for the 1st Semester of 2015. This decrease was principally attributable to the decrease in the number of sold condominium units completed or under construction during the period. Vista Residences is the business unit of Vista Land that develops and sells vertical projects across the Philippines.
- Real estate revenue of Crown Asia decreased to ₱445 million for the 1st Semester of 2016 from ₱1,011 million for the 1st Semester of 2015. This decrease was principally attributable to the decline in the number of sold middle-income housing segment completed or under construction in the Mega Manila area during the period.
- Real estate revenue of Brittany decreased to ₱298 million for the 1st Semester of 2016 from ₱625 million in the same period last year. This decrease was principally attributable to the decrease in the number of sold high-end housing segment completed or under construction in the Mega Manila area, which was a reflection of the Company's focus on meeting the increased demand for housing in the low-cost and affordable as well as in the middle-income housing segments serviced by its other business units.

##### *Rental income*

Rental income increased by 73% from ₱1,187 million for the 1st Semester of 2015 to ₱2,058 million for the 1st Semester of 2016. The increase was primarily attributable the increase in occupancy and rental rates of our existing malls and additional gross floor area of our investment properties for the period.

##### *Interest income*

Interest income increased by 7% from ₱633 million for the 1st Semester of 2015 to ₱677 million for the 1st Semester of 2016 due primarily to the increase in the interest coming from the Company's cash and investments.

### ***Miscellaneous Income***

Miscellaneous income decreased by 12% from ₱495 million for the 1st Semester of 2015 to ₱435 million for the 1st Semester of 2016. The decrease was primarily attributable to the lower forfeited reservation fees.

### **Costs and Expenses**

Cost and expenses increased by 5% to ₱9,953 million for the 1st Semester of 2016 from ₱9,521 million for the 1st Semester of 2015.

- Cost of real estate sales increased by 4% from ₱6,010 million for the 1st Semester of 2015 to ₱6,260 million for the 1st Semester of 2016 primarily due to the increase in the overall recorded sales of Vista Land's business units.
- Operating expenses increased by 5% from ₱3,511 million for the 1st Semester of 2015 to ₱3,693 million for the 1st Semester of 2016 primarily due to the following:
  - an increase in commissions from ₱609 million for the 1st Semester of 2015 to ₱667 million for the 1st Semester of 2016 resulting from increase in sales of the Company during the year.
  - an increase in salaries, wages and employee benefits from ₱573 million for the 1st Semester of 2015 to ₱586 million for the 1st Semester of 2016 resulting from the increase in total number of employees hired to keep pace with the Company's expansion into new geographic areas and new projects.
  - an increase in repairs and maintenance from ₱320 million for the 1st Semester of 2015 to ₱403 million for the 1st Semester of 2016 due to the increase in new projects that the Company maintains.

### **Interest and other financing charges**

Interest and other financing charges increased by 44% from ₱936 million for the 1st Semester of 2015 to ₱1,344 million for the 1st Semester of 2016. The increase was primarily attributable increase in the interest bearing debt of the Company for the period.

### **Unrealized foreign exchange losses**

Unrealized foreign exchange losses decreased by 57% from ₱3 million for the 1st Semester of 2015 to ₱1 million for the 1st Semester of 2016 due to the appreciation of the reporting currency for the period.

### **Net Income**

As a result of the foregoing, the Company's net income increased by 11% to ₱3,925 million for the 1st Semester of 2016 from ₱3,542 million for the 1st Semester of 2015.

For the 1st Semester of 2016, there were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. The Company is not aware of events that will cause a material change in the relationship between the costs and revenues.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

## FINANCIAL CONDITION

### *As of June 30, 2016 vs. December 31, 2015*

Total assets as of June 30, 2016 were ₱166,928 million compared to ₱152,895 million as of December 31, 2015, or a 9% increase. This was due to the following:

- Cash and cash equivalents including short term and long-term cash investments, available-for-sale financial assets (excluding equity securities) and held-to-maturity investments increased by 25% from ₱28,870 million as of December 31, 2015 to ₱35,970 million as of June 30, 2016 primarily due to the net proceeds from the issuance of dollar notes at the beginning the year.
- Receivables including non-current portion increased by 6% from ₱34,254 million as of December 31, 2015 to ₱36,332 million as of June 30, 2016 due to a slight increase in the installment contracts receivables from the current year sale and increase in other non-trade receivables.
- Receivables from related parties increased by 42% from ₱3,426 million as of December 31, 2015 to ₱4,868 million as of June 30, 2016 due primarily to advances made to related parties during the period.
- Real estate inventories decreased by 15% from ₱ 22,856 million as of December 31, 2015 to ₱19,481 million as of June 30, 2016 due to lower project launches for the period.
- Investment properties increased by 11% from ₱26,676 million as of December 31, 2015 to ₱29,734 million as of June 30, 2016 due primarily to additions to commercial developments of both the Company and its newly acquired subsidiary Starmalls.
- Land and improvements increased by 11% from ₱27,865 million as of December 31, 2015 to ₱31,041 million as of June 30, 2016 million due primarily to acquisitions of land made during the period.
- Property and equipment decreased by 5% from ₱801 million as of December 31, 2015 to ₱759 million as of June 30, 2016 due to the depreciation recorded for the period.
- Other assets including current portion increased by 12% from ₱4,831 million as of December 31, 2015 to ₱5,397 million as of June 30, 2016 due primarily to increase in creditable withholding taxes, prepaid expenses and input vat.

Total liabilities as of June 30, 2016 were ₱92,873 million compared to ₱82,929 million as of December 31, 2015, or a 12% increase. This was due to the following:

- Accounts and other payables decreased by 11% million from ₱11,208 million as of December 31, 2015 to ₱9,939 million as of June 30, 2016 due primarily to settlements for the period.
- Customers' advances and deposit decreased by 13% million from ₱3,131 million as of December 31, 2015 to ₱2,732 million as of June 30, 2016 due primarily to lower sales reservations for the period.
- Income tax payable decreased by 34% million from ₱158 million as of December 31, 2015 to ₱104 million as of June 30, 2016 due primarily to payments for the period.
- Dividends payables decreased by 100% to NIL as of March 31, 2106 from ₱20 million as of December 31, 2015 due to settlements for the period.

- Bank loans including non-current portion increased by 13% from ₱30,540 million as of December 31, 2015 to ₱34,552 million as of June 30, 2016 due to availments made during the period.
- Notes payable including non-current portion increased by 19% from ₱30,429 million as of December 31, 2015 to ₱36,085 million as of June 30, 2016 due primarily to the issuance of dollar notes at the beginning of the year.
- Deferred tax liabilities – net increased by 28% from ₱1,247 million as of December 31, 2015 to ₱1,675 million as of June 30, 2016 due to increase in temporary differences for the period.
- Other noncurrent liabilities increased by 58% from ₱2,097 million as of December 31, 2015 to ₱3,317 million as of June 30, 2016 due to increase in liabilities for purchase land from acquisition of land on account.

Total stockholder's equity from ₱69,966 million as of December 31, 2015 to ₱74,055 million as of June 30, 2016 due to issuance of common stock and the net income recorded for the 1st Semester of 2016.

Considered as the top five key performance indicators of the Company as shown below:

Key Performance Indicators	06/30/2016	12/31/2015
Current ratio <sup>(a)</sup>	3.70:1	3.42:1
Liability-to-equity ratio <sup>(b)</sup>	1.25:1	1.19:1

  

	06/30/2016	06/30/2015
Interest expense/Income before	23.2%	18.8%
Interest expense <sup>(c)</sup>		
Return on assets <sup>(d)</sup>	4.7%	4.6%
Return on equity <sup>(e)</sup>	10.6%	10.1%

Notes:

(a) *Current Ratio: This ratio is obtained by dividing the Current Assets of the Company by its Current liabilities. This ratio is used as a test of the Company's liquidity.*

(b) *Liability-to-equity ratio: This ratio is obtained by dividing the Company's Total Liabilities by its Total Equity. The ratio reveals the proportion of liability and equity a company is using to finance its business. It also measures a company's borrowing capacity.*

(c) *Interest expense/Income before interest expense: This ratio is obtained by dividing interest expense for the period by its income before interest expense. This ratio shows whether a company is earning enough profits before interest to pay its interest cost comfortably*

(d) *Return on assets: This ratio is obtained by dividing the Company's net income by its total assets. This measures the Company's earnings in relation to all of the resources it had at its disposal.*

(e) *Return on equity: This ratio is obtained by dividing the Company's net income by its total equity. This measures the rate of return on the ownership interest of the Company's stockholders.*

*Because there are various calculation methods for the performance indicators above, the Company's presentation of such may not be comparable to similarly titled measures used by other companies.*

Current ratio increased due primarily to a higher cash and investments balance as of June 30, 2016

Liability-to-equity ratio increased due to the availments of bank loans and issuance of notes for the period.

Interest expense over income before interest expense increased due to a higher interest expense recorded brought about by the increase in the interest bearing debt of the company.

**Material Changes to the Company's Balance Sheet as of June 30, 2016 compared to December 31, 2015 (increase/decrease of 5% or more)**

Cash and cash equivalents including short term and long-term cash investments, available-for-sale financial assets (excluding equity securities) and held-to-maturity investments increased by 25% from ₱28,870 million as of December 31, 2015 to ₱35,970 million as of June 30, 2016 primarily due to the net proceeds from the issuance of dollar notes at the beginning the year.

Receivables including non-current portion increased by 6% from ₱34,254 million as of December 31, 2015 to ₱36,332 million as of June 30, 2016 due to a slight increase in the installment contracts receivables from the current year sale and increase in other non-trade receivables.

Receivables from related parties increased by 42% from ₱3,426 million as of December 31, 2015 to ₱4,868 million as of June 30, 2016 due primarily to advances made to related parties during the period.

Real estate inventories decreased by 15% from ₱ 22,856 million as of December 31, 2015 to ₱19,481 million as of June 30, 2016 due to lower project launches for the period.

Investment properties increased by 11% from ₱26,676 million as of December 31, 2015 to ₱29,734 million as of June 30, 2016 due primarily to additions to commercial developments of both the Company and its newly acquired subsidiary Starmalls.

Land and improvements increased by 11% from ₱27,865 million as of December 31, 2015 to ₱31,041 million as of June 30, 2016 million due primarily to acquisitions of land made during the period.

Property and equipment decreased by 5% from ₱801 million as of December 31, 2015 to ₱759 million as of June 30, 2016 due to the depreciation recorded for the period.

Other assets including current portion increased by 12% from ₱4,831 million as of December 31, 2015 to ₱5,397 million as of June 30, 2016 due primarily to increase in creditable withholding taxes, prepaid expenses and input vat.

Accounts and other payables decreased by 11% million from ₱11,208 million as of December 31, 2015 to ₱9,939 million as of June 30, 2016 due primarily to settlements for the period.

Customers' advances and deposit decreased by 13% million from ₱3,131 million as of December 31, 2015 to ₱2,732 million as of June 30, 2016 due primarily to lower sales reservations for the period.

Income tax payable decreased by 34% million from ₱158 million as of December 31, 2015 to ₱104 million as of June 30, 2016 due primarily to payments for the period.

Dividends payables decreased by 100% to NIL as of March 31, 2106 from ₱20 million as of December 31, 2015 due to settlements for the period.

Bank loans including non-current portion increased by 13% from ₱30,540 million as of December 31, 2015 to ₱34,552 million as of June 30, 2016 due to availments made during the period.

Notes payable including non-current portion increased by 19% from ₱30,429 million as of December 31, 2015 to ₱36,085 million as of June 30, 2016 due primarily to the issuance of dollar notes at the beginning of the year.

Deferred tax liabilities – net increased by 34% from ₱1,247 million as of December 31, 2015 to ₱1,675 million as of June 30, 2016 due to increase in temporary differences for the period.

Other noncurrent liabilities increased by 58% from ₱2,097 million as of December 31, 2015 to ₱3,317 million as of June 30, 2016 due to increase in liabilities for purchase land from acquisition of land on account.

**Material Changes to the Company's Statement of income for the 1st Semester of 2016 compared to the 1st Semester of 2015 (increase/decrease of 5% or more)**

Rental income increased by 73% from ₱1,187 million for the 1st Semester of 2015 to ₱2,058 million for the 1st Semester of 2016. The increase was primarily attributable the increase in occupancy and rental rates of our existing malls and additional gross floor area of our investment properties.

Interest income increased by 7% from ₱633 million for the 1st Semester of 2015 to ₱677 million for the 1st Semester of 2016 due primarily to the increase in the interest coming from the Company's cash and investments.

Miscellaneous income decreased by 12% from ₱495 million for the 1st Semester of 2015 to ₱434 million for the 1st Semester of 2016. The decrease was primarily attributable the lower forfeited reservation fees for the period.

Operating expenses increased by 5% from ₱3,511 million for the 1st Semester of 2015 to ₱3,693 million for the 1st Semester of 2016 primarily due to the increase in commissions, salaries, wages and employee benefits and repairs and maintenance.

Interest and other financing charges increased by 44% from ₱936 million for the 1st Semester of 2015 to ₱1,344 million for the 1st Semester of 2016. The increase was primarily attributable increase in the interest bearing debt of the Company for the period.

Unrealized foreign exchange losses decreased by 57% from ₱3 million for the 1st Semester of 2015 to ₱1 million for the 1st Semester of 2016 due to the appreciation of the reporting currency for the period.

The Company's net income increased by 11% to ₱3,925 million for the 1st Semester of 2016 from ₱3,542 million for the 1st Semester of 2015.

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

**COMMITMENTS AND CONTINGENCIES**

The Parent Company's subsidiaries are contingently liable for guarantees arising in the ordinary course of business, including surety bonds, letters of guarantee for performance and bonds for its entire real estate project.

## PART II - OTHER INFORMATION

### Item 3. 1st Semester of 2016 Developments

- A. New Projects or Investments in another line of business or corporation.

*None*

- B. Composition of Board of Directors

Manuel B. Villar, Jr.	Chairman of the Board
Manuel Paolo A. Villar	Director, President & CEO
Cynthia J. Javarez	Director, Controller/ CFO
Jerylle Luz C. Quismundo	Director
Camille A. Villar	Director
Ruben O. Fruto	Independent Director
Marilou O. Adea	Independent Director
Gemma M. Santos	Corporate Secretary

- C. Performance of the corporation or result/progress of operations.

*Please see unaudited Financial Statements and Management's Discussion and Analysis.*

- D. Declaration of Dividends.

**P0.1357 per share Regular Cash Dividend**

Declaration Date: September 15, 2015

Record date: September 30, 2015

Payment date: October 15, 2015

**P0.11858 per share Regular Cash Dividend**

Declaration Date: September 15, 2014

Record date: March 31, 2015

Payment date: October 24, 2014

**~~P~~0.102 per share Regular Cash Dividend**

Declaration Date: September 11, 2013

Record date: September 26, 2013

Payment date: October 22, 2013

**~~P~~0.0839 per share Regular Cash Dividend**

Declaration Date: September 17, 2012

Record date: October 02, 2012

Payment date: October 26, 2012

**~~P~~0.04 per share Special Cash Dividend**

Declaration Date: June 15, 2012

Record date: July 02, 2012

Payment date: July 26, 2012

- E. Contracts of merger, consolidation or joint venture; contract of management, licensing, marketing, distributorship, technical assistance or similar agreements.

*None.*

F. Offering of rights, granting of Stock Options and corresponding plans thereof.

*None.*

G. Acquisition of additional mining claims or other capital assets or patents, formula, real estate.

*Not Applicable.*

H. Other information, material events or happenings that may have affected or may affect market price of security.

*None.*

Transferring of assets, except in normal course of business.

*None.*

**Item 4. Other Notes as of 1st Semester of 2016 Operations and Financials.**

I. Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that is unusual because of their nature, size, or incidents.

*None.*

J. Nature and amount of changes in estimates of amounts reported in prior periods and their material effect in the current period.

*There were no changes in estimates of amounts reported in prior interim period or prior financial years that have a material effect in the current interim period.*

K. New financing through loans/ issuances, repurchases and repayments of debt and equity securities.

*See Notes to Financial Statements and Management Discussion and Analysis.*

L. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

*See Notes to Financial Statements and Management Discussion and Analysis.*

M. The effect of changes in the composition of the issuer during the interim period including business combinations, acquisition or disposal of subsidiaries and long term investments, restructurings, and discontinuing operations.

*None.*

N. Changes in contingent liabilities or contingent assets since the last annual statement of financial position date.

*None.*

O. Existence of material contingencies and other material events or transactions during the interim period

*None.*



- P.** Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

*None.*

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

*None.*

- R.** Material commitments for capital expenditures, general purpose and expected sources of funds.

*The movement of capital expenditures being contracted arose from the regular land development and construction requirements which are well within the regular cash flow budget coming from internally generated funds.*

- S.** Known trends, events or uncertainties that have had or that are reasonably expected to have impact on sales/revenues/income from continuing operations.

*As of June 30, 2016, no known trends, events or uncertainties that are reasonably expected to have impact on sales/revenues/income from continuing operations except for those being disclosed in the 1st Semester of 2015 financial statements.*

- T.** Significant elements of income or loss that did not arise from continuing operations.

*None.*

- U.** Causes for any material change/s from period to period in one or more line items of the financial statements.

*None.*

- V.** Seasonal aspects that had material effect on the financial condition or results of operations.

*None.*

- W.** Disclosures not made under SEC Form 17-C.

*None.*

**SIGNATURES**

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

**Vista Land & Lifescapes, Inc.**  
Issuer

By:

  
**MANUEL PAOLO A. VILLAR**  
President & CEO

Date: August 11, 2016