

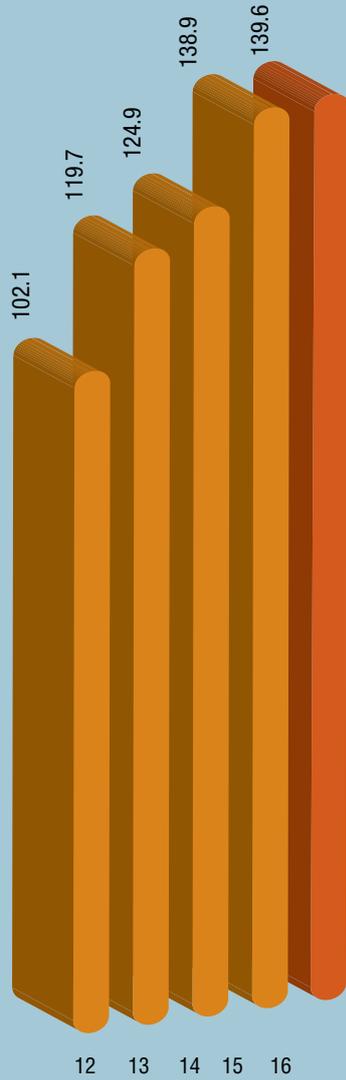
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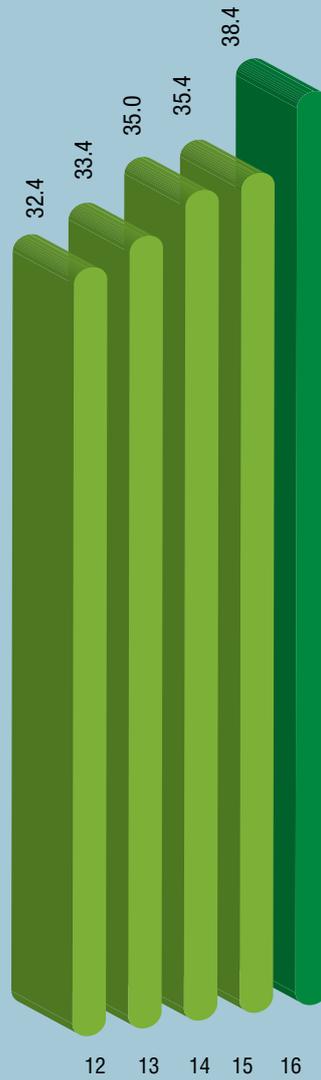


## FINANCIAL HIGHLIGHTS

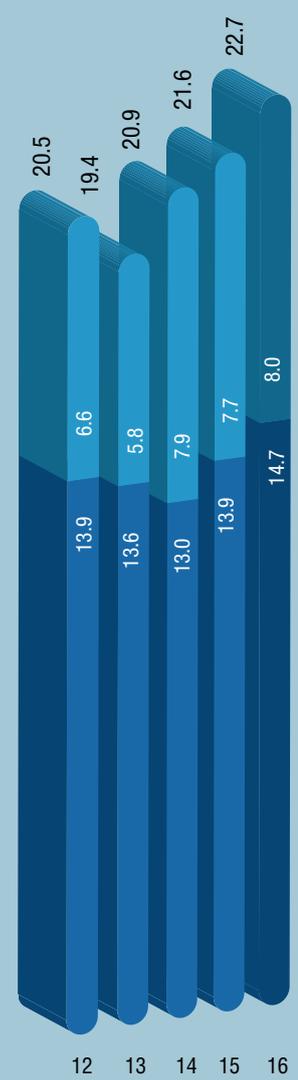
**REVENUES**  
(in billion pesos)



**EBITDA**  
(in billion pesos)



**NET PROFIT**  
(in billion pesos)



All figures are exclusive of non-recurring gains.

Attributable to:

- Non-controlling interest
- Owners of AGI



**We end 2016 with both an upbeat note and the recognition that the coming years will be more challenging for us all. As we strive to maintain leadership in the various fields where we do business, it is imperative that we nurture the spirit of innovation, hard work and focus that has sustained us through the years.**

Alliance Global Group, Inc. (AGI) looks back at 2016 with pride. Successfully building on the record setting achievements of 2015, the major subsidiaries of the Group again delivered strongly in terms of financial results and brand positioning in both the local and international markets.

Our net profit amounted to P22.8 billion, up 5% from the previous year's level of P21.7 billion, as consolidated revenues reached P139.7 billion. Net income to owners stood at P14.8 billion, reflecting a 6% year-on-year increase.

Megaworld Corporation broke its own record with net profit growth reported at 12% to P11.6 billion, excluding P82 million in non-recurring gains. Its stellar performance was achieved on the back of a sharp 15% rise in rental income to an all-time high of P10 billion (from P8.7 billion in 2015), while total residential revenues stood at P33.1 billion. The company also benefited from continued operational efficiencies which provided a boost in margins across all business segments.

Emperador Inc. recorded a healthy 11% growth in net profit to P7.7 billion, buoyed by an overall improvement in liquor margins. Consolidated revenues stood at P41 billion, with its high-margin brandy business contributing 72% of total, while its international whisky operations took the balance of 28%. Its flagship Emperador Brandy products maintained

market leadership in the country, while Whyte and Mackay's single malt branded products Dalmore and Jura made their way aggressively in various markets in Asia, Europe, the United States and Travel Retail.

Travellers International Hotel Group, Inc. maintained its profitable performance in 2016 with EBITDA rising by 4% to P6.4 billion despite a highly competitive environment. The country's first integrated resort ended the year with a net profit of P3.4 billion on revenues of P27.5 billion. Gross gaming revenues amounted to P23.6 billion, supported by better win rate and increasing contribution from its non-VIP segment. Revenues from non-gaming activities (which include hotel, F&B, and other sources) grew by 10% to P3.8 billion, benefiting from the diversified offerings that set Travellers apart from the competition.

Golden Arches Development Corporation (GADC) recorded a 62% spike in 2016 net profit to P1.2 billion from P760 million a year before. Sales revenues grew 11% to P22.6 billion coming on the back of an aggressive store expansion program and a robust system-wide same-store sales growth of 7.4%.

Our performance in 2016 underscored our Group's ongoing thrusts to identify and develop new products or ventures that could allow us to diversify risks and ensure a more sustainable growth over

the long term. This is also aligned with our ultimate goal of providing our customers with a wide range of pleasant and unique experiences through our varied product offerings and services.

To illustrate, our Megaworld's townships throughout the country serve our customers' needs for community – from our much in-demand residential units to our well-located office buildings and lifestyle malls that have become major leisure attractions. Add to this, Megaworld has tourism estate development projects in popular destinations, such as Boracay Newcoast and Twin Lakes in Tagaytay, that offer unique experiences in a community setting.

Emperador raised the bar in the Philippine liquor market with its varied offerings from our mainstream Emperador Brandy Light products to our aspirational Andy Player Whisky and premium Fundador Brandy, as well as our luxury Dalmore Scotch whisky under Whyte and Mackay. This was made possible by our international acquisitions starting from our vineyard, bodegas and distilleries in Spain to our whisky facilities in Scotland, which transformed Emperador from a purely domestic company into one of the major players in the global spirits market.

Travellers continued to be aggressive with its expansion projects at Resorts World Manila which, once completed, should make it the largest integrated resort in the country with the most hotel offerings. The Marriott Grand Ballroom remains a popular venue for MICE (Meetings, Incentives, Conventions and Exhibitions) events and has been instrumental in the government's global campaign to market the Philippines as a world-class tourism destination.

GADC's McDonald's has achieved increasing popularity among consumers despite tougher competition with the entry of new local and international players in the quick service restaurant business. Aside from keeping its core food offerings relevant, McDonald's has invested heavily in new store openings in strategic and attractive locations. It closed the year with a total of 520 stores nationwide, with 44 new stores opened, including the ones in Abra, Ormoc, Tiongsan, Bogo, Dipolog and Bayombong.

We end 2016 with both an upbeat note and the recognition that the coming years will be

more challenging for us all. As we strive to maintain leadership in the various fields where we do business, it is imperative that we nurture the spirit of innovation, hard work and focus that has sustained

us through the years. I am both confident and grateful that you and all stakeholders of the AGI Team are one in seeing our overall vision come true.



**Andrew L. Tan**

Chairman and CEO





# 4

## ALLIANCE GLOBAL GROUP, INC. ANNUAL REPORT 2016 AGI AT A GLANCE

Incorporated on October 12, 1993, Alliance Global Group, Inc. (AGI) began operations in 1994 as a glass container manufacturer after it acquired a glass manufacturing plant in Canlubang, Laguna. AGI initially listed its shares in the Philippine Stock Exchange (PSE) in 1999; after which in the same year, it obtained approval from the Securities and Exchange Commission (SEC) to broaden its primary business and become a holding company. In 2005, the company also invested into the quick-service restaurant business. In 2007, it reorganized to consolidate the businesses controlled by Dr. Andrew L. Tan and family specifically in the distilled spirit manufacturing and property development. In 2008, the company entered into integrated tourism development focusing on gaming activities by partnering with a leading multinational leisure, entertainment, and hospitality group. In 2011, AGI broadened its exposure to the integrated tourism estate development by improving its township portfolio outside of Metro Manila particularly in CALABARZON and Visayas, and Mindanao in 2014. From 2013 to 2016, the Group expanded its spirits manufacturing business abroad through business and asset acquisitions in Spain and the United Kingdom. The Group started acquiring vineyard lands and assets in Spain in the early parts of 2013 and 2014, and a brandy and sherry business in 2016. Also in 2014, the Group acquired the 5<sup>th</sup> largest manufacturer of Scotch whisky in the world; thus fortifying the distilled spirits business segment. The Group did realignments and acquisitions also in the real estate segment starting in 2013 to 2016, while pursuing continued expansion of its non-gaming facilities and offerings, as well as quick-service restaurant business.

Building upon its gains to achieve its targets and objectives by embarking and completing world-class projects, AGI focused on solidifying its earnings base to ensure stronger future growth. The Group further strengthened its position as a leading brand both domestically and globally. Working in concert, the member companies of the AGI Group relied on their core strengths to achieve individual and collective objectives aimed at further growing the business.

Looking forward, AGI will continue to use its stability and core strength to further establish itself as a leading global and domestic brand.



**2,639**  
Operational Hotel  
Room Keys



MEGAWORLD



**22**  
Townships and Integrated  
Lifestyle Communities



**3,650**  
Developable Land (hectares)



**851,100**  
Office Gross Leasable Area (sq.m.)



**273,400**  
Commercial Gross Leasable Area (sq.m.)



**374**  
Completed Residential, Office,  
Retail and Hotel Buildings

TRAVELLERS  
INTERNATIONAL



**1,500**  
Seats at the Newport Performing Arts Theatre



**4,000**  
Seating Capacity at the  
Marriott Grand Ballroom



**22,760**  
Casino Gross Floor Area (sq.m.)



**311**  
Total Number of Gaming Tables



**2,008**  
Total Number of Slot Machines



EMPERADOR INC.



**1**  
No. 1 Liquor Company  
in the Philippines



**1**  
Largest Brandy Company  
in the World by Volume



**5**  
5<sup>th</sup> Largest  
Scotch Whisky Maker in the World



**101**  
Countries Across



**6**  
Continents under its Global Distribution System

Export Markets for Emperador Brandy



- UAE
- West/East Africa
- Qatar
- Italy
- Eastern Europe
- Cambodia
- Macau
- Hong Kong
- North America



GOLDEN ARCHES DEVELOPMENT CORPORATION



**520**  
Number of Stores



**44**  
Number of New Stores in 2016



**245**  
Franchised Stores



**92**  
Franchisees



**28,440**  
Number of Employees  
(company-owned stores & head office)



New Store Openings

- 22 Provincial Luzon
- 14 NCR
- 3 Visayas
- 5 Mindanao



### MEGAWORLD

Megaworld, the largest developer of townships and integrated lifestyle communities in the Philippines, saw another banner year in 2016. It achieved numerous milestones during the year, most notable of which was breaching the P10-billion mark in rental income for the first time in its history, reinforcing its position as the country's largest office landlord. Likewise, it breached another milestone by surpassing 1 million sq.m. of total leasable space during the year. Megaworld also made significant progress in the hotel side of the business by breaking the P1-billion level in hotel revenues. All in all, it was able to achieve a double-digit net profit growth of 12%, expanding its bottomline from P10.4 billion in 2015 to P11.6 billion in 2016 excluding non-recurring gains.

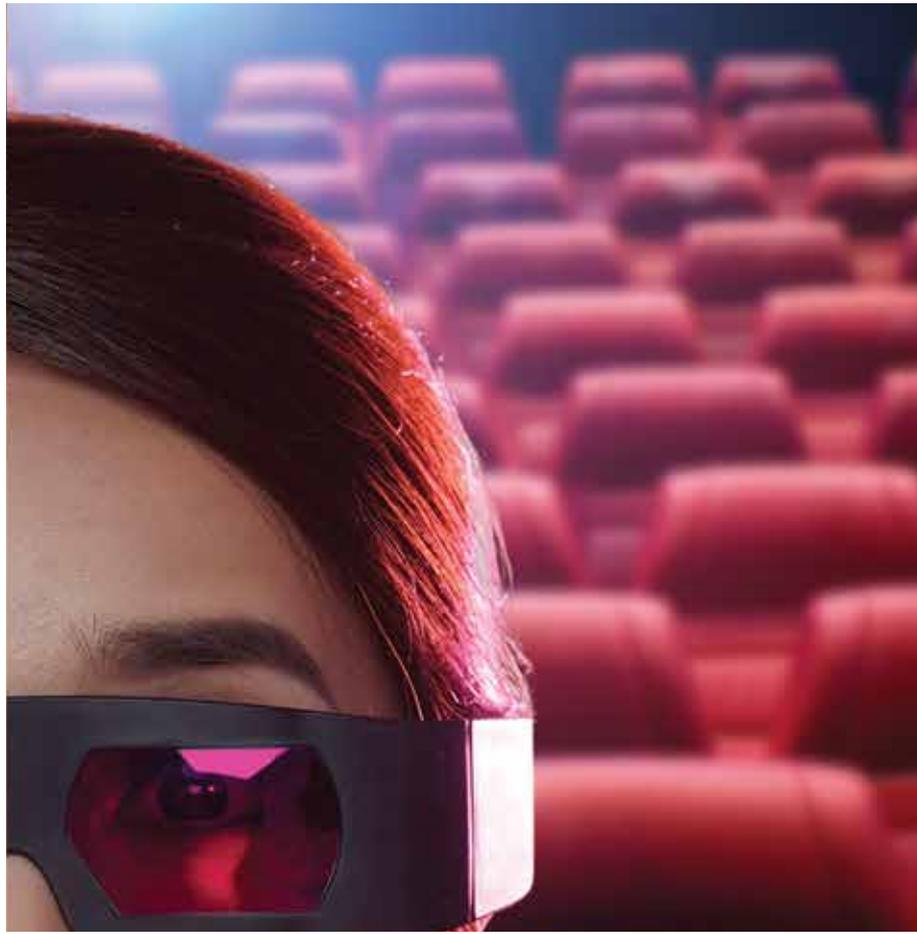


### GOLDEN ARCHES DEVELOPMENT CORPORATION

In 2016, McDonald's opened 44 stores – 6 new stores in new territories namely Abra, Ormoc, Tionsan, Bogo, Dipolog and Bayombong – and 38 new stores in existing territories. During the same period, it renovated 23 stores to continue bringing a more modern and comfortable ambiance to customers. McDonald's had a total of **520 stores** nationwide on 2016. It closed the year by posting a sales growth of 11% on year-on-year basis.

With customers' changing lifestyle, McDonald's through McDelivery aims to be the most convenient food solution to meet their needs. Both McDelivery sales and guest counts reported double digit growth versus target, attributed to its digital channels—the McDo PH App and [www.mcdelivery.com.ph](http://www.mcdelivery.com.ph). McDelivery orders from its digital channels grew at a faster rate than its voice orders.





## TRAVELLERS

INTERNATIONAL

Travellers International Hotel Group, Inc. (Travellers) continued to be profitable in 2016 despite a highly competitive environment. EBITDA increased by 4% to P6.4 billion, while net profit reached P3.4 billion. Gross revenues for the year stood at P27.5 billion, with gross gaming revenues amounting to P23.6 billion while revenue contribution from non-gaming activities grew by 10% to P3.8 billion. Total room count for the three hotels (Maxims Hotel, Remington Hotel, and Marriott Hotel Manila) rose to 1,454 with the addition of 228 premier rooms and suites from the Marriott West Wing. Hotel occupancy rates averaged 85% during the year, mainly due to the steady growth in international tourist arrivals which reached approximately 6 million in 2016.



## EMPERADOR INC.

Emperador Inc. grew its net profit last year by 11% to P7.7 billion helped by improvement in overall margins. Driven by high-margin brandy and whisky products, the company sustained its compounded annual growth rate in earnings from 2011 to 2016 at 27%. In the fourth quarter of 2016, the company achieved its highest quarterly earnings of P2.8 billion, reflecting an increase of 23% on year-on-year basis. It ended 2016 with consolidated revenues of P41 billion. The acquisition of Fundador in 2016, along with Whyte and Mackay of Scotland in 2014, reaffirmed the transformation of Emperador Inc. from a purely domestic company into the largest brandy company in the world. It is now a major player in the global spirits market with its brands sold in more than 100 countries in Europe, Asia and North and South America.



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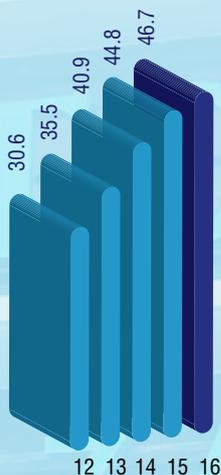


## MEGAWORLD

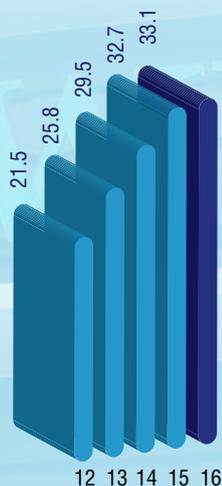


Ending the year with 22 bustling townships and integrated lifestyle communities, Megaworld built on its growing presence outside of Metro Manila through the continued expansion of its existing provincial developments in Batangas, Iloilo, and Davao, as well as its new areas in Cavite and Antipolo. The move forms part of Megaworld's diversification strategy to tap into emerging markets in the country, while maintaining its core market in Metro Manila in order to sustain its prominence in the real estate industry in the years to come.

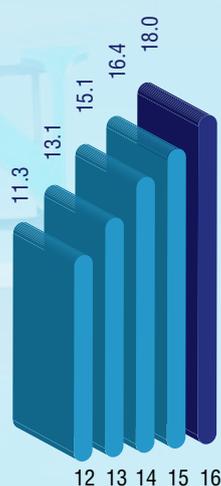
**CONSOLIDATED REVENUES**  
(in billion pesos)



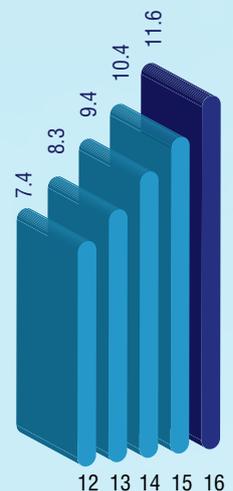
**REAL ESTATE REVENUES**  
(in billion pesos)



**EBITDA**  
(in billion pesos)



**NET PROFIT**  
(in billion pesos)



All figures are exclusive of non-recurring gains.



Megaworld started developing Eastwood City in the mid 1990s, which established the company as pioneers of township development in the Philippines. Located in an 18.5-hectare property in Libis, Quezon City, the township is also distinguished

as the first Philippine Economic Zone Authority (PEZA) IT Park and is often regarded as a cornerstone in business process outsourcing (BPO) operations in the country. Eastwood City has now emerged as an iconic district in Metro Manila, known for its vibrant atmosphere and serves as the company's proof of concept for succeeding live-work-play-learn communities.



Forbes Town, Megaworld's first development in Fort Bonifacio, is a 5-hectare township located beside the most exclusive villages in the country. It is home to the first high-end residential condominiums built by the company and offers an upscale yet laidback lifestyle to its residents. Besides being a neighborhood to the affluent, Forbes Town also features a wide array of commercial establishments, and is a known nightlife destination to professionals working in the adjacent central business district of Fort Bonifacio.





MEGAWORLD



McKINLEY HILL

McKinley Hill, the largest township of Megaworld in Taguig City, is a 50-hectare live-work-play-learn community conveniently located between C-5 Road and Lawton Avenue. Having excellent accessibility,

the township has the biggest concentration of office developments and is currently home to numerous multinational companies. The Italian-inspired township's centerpiece is the Venice Grand Canal Mall, which since its opening in the latter months of 2015, has been well received by Manileños because of its unique offerings.



NEWPORT CITY

Newport City is a 25-hectare township in Pasay situated across the busiest airport in the country, the Ninoy Aquino International Airport (NAIA). The property is conveniently linked to the airport via Runway

Manila, a world-class footbridge built by Travellers to ease going to and from Terminal 3. It features Resorts World Manila, the first integrated resort in the Philippines, and the Marriott Grand Ballroom, which hosts the largest pillar-less ballroom in the country. It also has an array of hotels such as Remington Hotel, Maxims Hotel and Marriott Hotel Manila.





McKinley West is a 34.5-hectare township along Lawton Avenue across McKinley Hill. This upscale development, which is adjacent to the most posh villages in Metro Manila, as well as the Manila Polo Club, is envisioned to complement the already fully-built McKinley Hill. The township is currently in its early stages of development with a couple of office projects online and the exclusive McKinley West Village slowly being populated. Once completed, it will have the trademark mix of residential, office, and commercial developments that Megaworld townships have been known for.



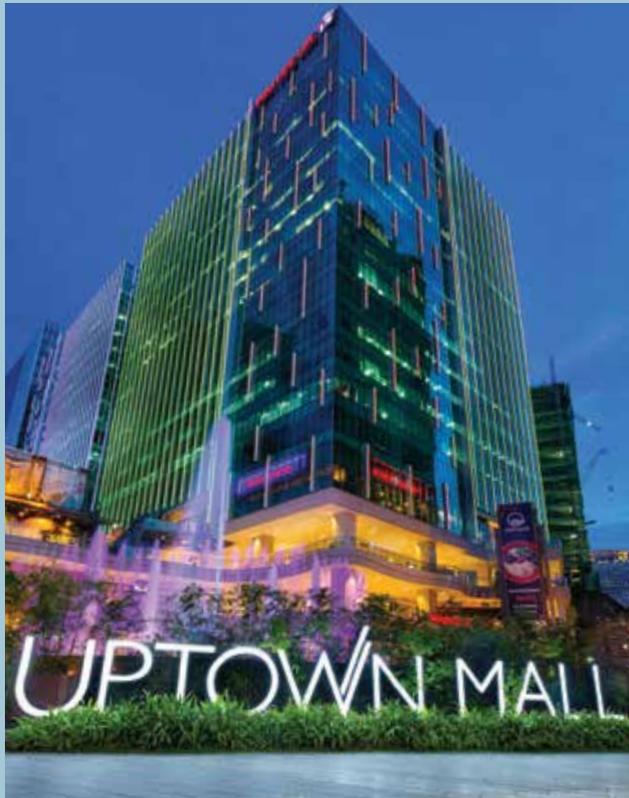
### THE MACTAN NEWTOWN

The Mactan Newtown, Megaworld's first township in the Visayas, not only offers the typical live-work-play-learn lifestyle, but also serves as an excellent vacation destination. The 30-hectare development in Lapu-Lapu City, Cebu is conveniently located just 15 minutes away from the Mactan Cebu International Airport. It has its own beachline, making it a good location to sit back and relax. In addition, it is in close proximity to the tourist attractions in Cebu such as the Mactan Shrine, Magellan Bay, and the Hilutungan Channel making it an ideal home for tourists during their visit to the province.





MEGAWORLD



Uptown Bonifacio holds the distinction of being Megaworld's home. The 15.4-hectare township is the site of the Alliance Global Tower, which is the corporate headquarters of the company and most of its subsidiaries. It is situated towards the northern part of Fort Bonifacio adjacent to Kalayaan

Avenue, which makes it highly accessible from the major thoroughfares such as EDSA and C-5 Road. Being at the heart of the country's fastest-growing business district, the township is in close proximity to reputable schools and hospitals as well as high-end shops and restaurants, making it a well-placed community to cater to the fast-paced lives of young professionals and growing families.



Boracay Newcoast is a 150-hectare master-planned tourism estate development under Megaworld's leisure brand, Global-Estates Resorts, Inc. The township is the largest piece of property in Boracay comprising about 15%

of the entire island. Fairways and Bluewater, the township's resort, hosts the only golf course in the island and distinguishes itself by having its own private shoreline. Once fully developed, Boracay Newcoast will have a variety of developments ranging from condominiums, hotels, and retail shops.





Twin Lakes is Megaworld's largest township development spanning 1,200 hectares. The sprawling leisure-centric township is conveniently located in Laurel, Batangas, which is just about one hour by land from Metro Manila. Unique for being the only vineyard resort community in the Philippines, it features a scenic view of Taal lake and Taal volcano. It will have its own chateau and vineyard of grapes to produce authentic wine. The township will also feature its own man-made lake, numerous vertical and horizontal residential developments, commercial establishments, and a hotel.



The 72-hectare property where the old Iloilo International Airport once stood is now the development site of Iloilo Business Park. Being the biggest Megaworld-branded township in the Visayas, Iloilo Business Park has quickly become a symbol of modernization in the fast-rising province of Iloilo. It is currently home to a growing number of BPO companies and will soon be the address of the most affluent Ilonggos once the first residential tower is completed in the coming months. It also features the Iloilo Convention Center, which has quickly become one of the top MICE centers in the region.





MEGAWORLD

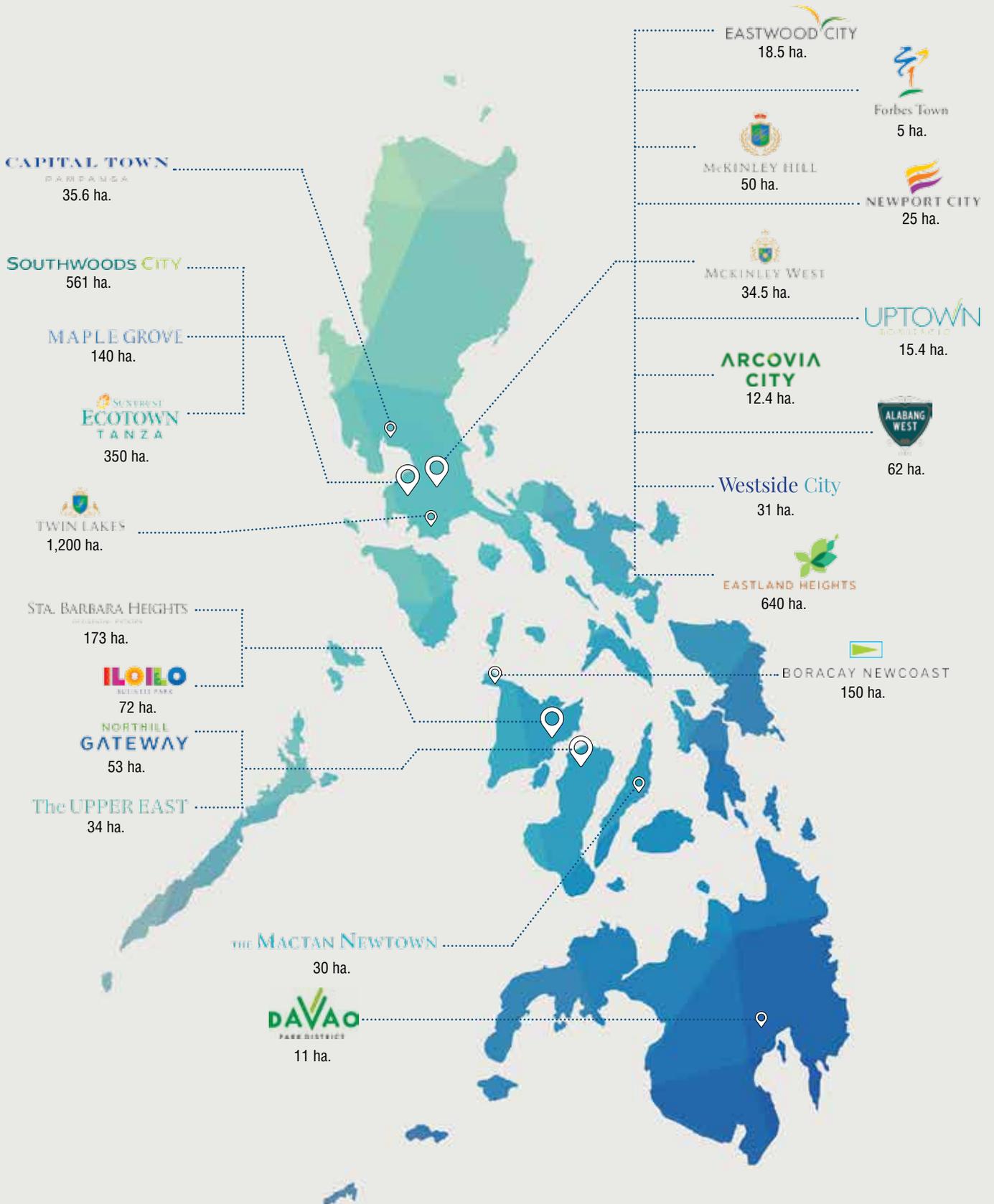


This 350-hectare property in Tanza, Cavite marks the first mixed-use development that integrates an industrial park in a township and will be strategically located near major airports, seaports and other business districts. An additional 40 hectares will be earmarked for expansion for lifestyle amenities and commercial and leisure hubs.



Sta. Barbara Heights in Iloilo is a 173-hectare mixed-use development with 34 of its 173 hectares allocated for residential lots. The property provides a unique offering as it is situated near the historic Santa Barbara Church and Convent and the Iloilo Golf Course Club, considered the oldest in Asia, and has a natural lake and rolling hills as a backdrop.







Hollywood's Rodeo Drive is the inspiration of the 1.3-kilometer-long retail row of this P10 billion, 62-hectare development in Alabang. Adding to that is its residential component featuring 797 prime lots and recreational amenities.

### ARCOVIA CITY

This 12.4-hectare environment-friendly township project along C-5 Road in Pasig City will have Leadership in Energy and Environmental Design (LEED) technology and will be planted with no less than 1,000 trees as part of its landscape. It will house two office towers that were designed and being built under the supervision of world-renowned architectural firm Skidmore, Owings and Merrill.

### Westside City

Westside City, Megaworld's 31-hectare leisure destination within the PAGCOR Entertainment City Complex, will house prestigious residential condominiums, international hotels and a luxury mall, along with its highly-anticipated Grand Opera House.

### CAPITAL TOWN PAMPANGA

Easily accessible via North Luzon Expressway, this 35.6-hectare development in the City of San Fernando, Pampanga integrates residential, office and commercial developments, as well as institutional components.



### EASTLAND HEIGHTS

This 640-hectare "integrated lifestyle community" development in Antipolo City, Rizal sits on rolling terrain at the foot of the scenic Sierra Madre mountain range. Its main feature is a world-class 36-hole golf course and country club which will occupy around 20% of the entire development. More than a hundred hectares will be allocated for residential villages that will subsequently include commercial, retail, and institutional components.

### SOUTHWOODS CITY

Set in what is envisioned as the next major central business district south of Metro Manila, Southwoods City is a 561-hectare master-planned township in Carmona, Cavite that offers cosmopolitan living in a suburban setting, complete with a Jack Nicklaus-designed golf course.

### MAPLE GROVE The UPPER EAST

The Maple Grove in Gen. Trias, Cavite is a 140-hectare property just 45-minutes away from Makati and other business districts. This township is designed to integrate urban lifestyle with nature and relaxation by offering a mix of residential, retail, office and institutional components.

### NORTHILL GATEWAY

Northill Gateway is a new integrated project composed of upscale residential villages, mixed-use office and retail developments and institutional facilities with leisure and recreational amenities in the boundaries of Talisay and Bacolod City. This 53-hectare joint development of Megaworld and its wholly-owned subsidiary Suntrust Properties Inc. has direct access to the new Bacolod-Silay Airport.



The 11-hectare Davao Park District will bring Megaworld's live-work-play lifestyle to Mindanao. Located in Lanang, Davao City, this development will feature BPO offices, a mall, commercial and retail strips alongside a themed residential condominium component.





## EMPERADOR INC.

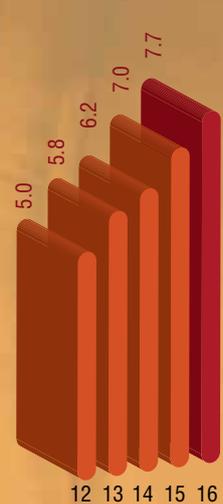
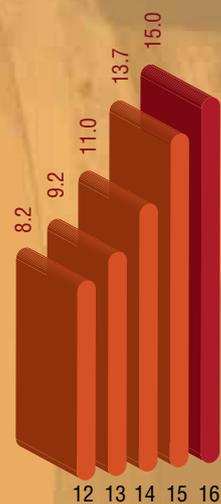
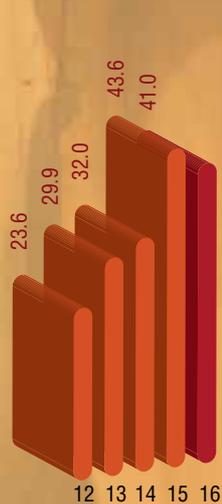
Emperador Inc. has become a global player with heritage brands under its portfolio through the acquisition of Bodegas Fundador, along with that of Scotch whisky company Whyte and Mackay. The company continues to broaden its portfolio by launching new products that cater to the palate of our target market, especially the millennials.



REVENUES  
(in billion pesos)

GROSS PROFIT  
(in billion pesos)

NET PROFIT  
(in billion pesos)





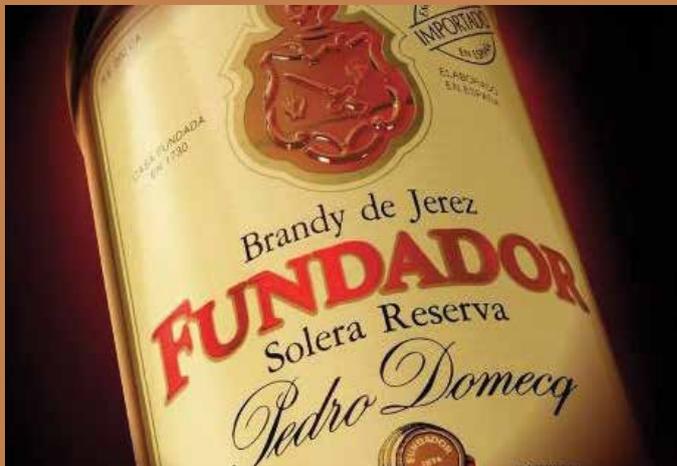
**EMPERADOR BRANDY:  
Our flagship product**

Emperor Brandy, the Filipino brandy we've known and loved through the years, leads our mainstream product line. This original classic derives its superb character from a delicate blending process and the solera system of aging.

Joining Emperor Brandy is Emperor Light, the Philippines' best-selling brandy. A meticulously-blended premium brandy liqueur with an extra smooth character, full body and notably distinctive aroma,

Emperor Light is the choice of younger drinkers who love the premium taste of brandy with a lighter and smoother finish that is happily shared with friends.

Emperor Gold rounds off the trio of our mainstream offers. The newest brandy in our selection, it is an exceptionally fine work of art with its elegant spirit made from Spanish blends and some of our best-aged holandas from Bodegas Las Copas in Toledo, Spain.



### FUNDADOR: Brandy de Jerez

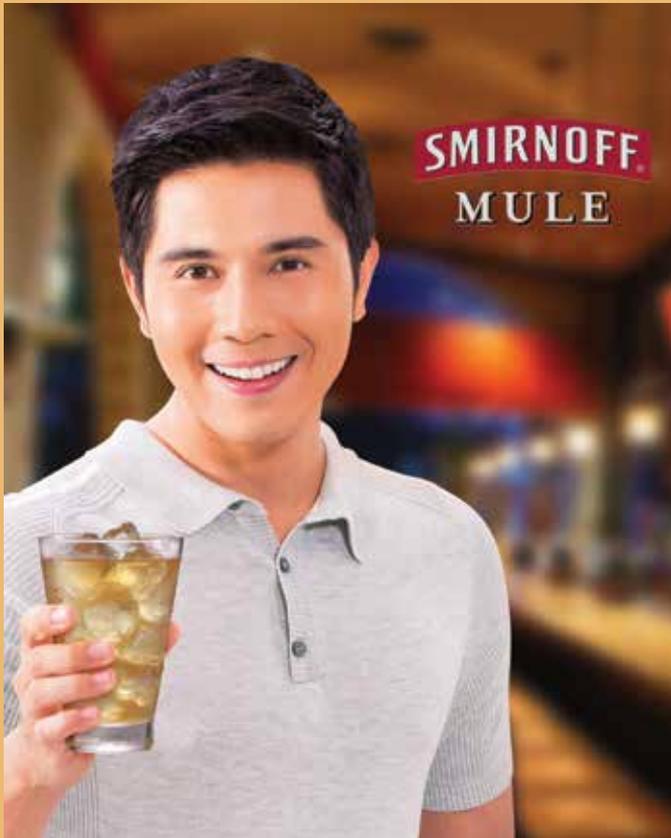
Our acquisition of Fundador in 2016, greatly enhanced our premium product offers. Fundador Solera, the first Spanish brandy aged in oak casks since 1874, proves its prestigious heritage with its smoothness, distinct aroma and rich, full-bodied flavor.

Fundador Gold Reserve is for discerning drinkers who do not mind paying a premium for its golden amber hue and a taste that is harmonious and smooth, bursting in the mouth with pleasant fullness and persistence.

Fundador Light, currently the best-selling Fundador in the Philippines, targets younger drinkers who enjoy sharing a smooth and lighter brandy with their friends.

In addition to our foreign brandy lineup is Tres Cepas, another brandy from the Jerez area in Spain. Produced from the distillation of selected grape wines and aged for a long time by the traditional system of hatcheries and sills, it has a balanced and clean aroma with a fragrance of wood seasoned by rich sherry.

The newest Fundador in the market, Fundador Ultra Smooth, has a coppery amber colour with rainbow-hued flashes of old gold delivering a distinguished and unique ultra smooth taste with a rich and mellow flavor.



### SMIRNOFF MULE: RTD of the millennials

Targeting the growing group of millennials, our Ready-to-Drink (RTD) category is bannered by Smirnoff Mule, a classic mix of Smirnoff Vodka, ginger beer, and lime. Introduced in the Philippines in 2015 in partnership with Diageo North America, Smirnoff Mule reached new heights in brand awareness and corresponding sales volume in 2016 through digital and traditional media as well as mass marketing.





EMPERADOR INC.



### ANDY PLAYER: Building the Philippine whisky segment

Andy Player Blended Whisky continued to establish its foothold in the local market by developing a culture of whisky drinking among young middle class consumers. This was achieved by promoting a variety of ways to consume the product which includes cocktail mixes and increased presence in on-trade accounts thus providing consumers a more affordable and enjoyable world-class whisky blend.

Andy Cola was also introduced into the market as an entry-level product into the whisky category. It provides consumers a fun and familiar way to enjoy whisky.





### JURA: Our premium Scotch single malt whisky brand

Located in an island off the west coast of Scotland, Jura is the most unique single malt with a diverse taste profile from sweet to smoky. Tailor-made for the Philippine market, Jura Discovery (comprises of Origin 10 Years, Journey, and Destiny) is everyman's gateway into the world of single malt. It was successfully launched at the Great British Festival 2016 organized by the British Embassy, inviting whisky beginners and enthusiasts alike to explore the unique flavors that single malt can offer.

In the US, Jura was re-launched with a new liquid, a new packaging and a new creative campaign with the tagline



“A Long Way from Ordinary”. The campaign builds on the unique relationship the tiny island community has with the production of a genuinely different single malt.



EMPERADOR INC.



### THE DALMORE: Our luxury Scotch single malt whisky brand

The Dalmore is the definitive luxury single malt whisky since 1839. Located in the heart of the Highlands, The Dalmore was born with a different purpose: to go above and beyond and create a luxurious single malt whisky unlike any other. The Dalmore is renowned for its new make spirit and pioneering heritage in the art of multi-cask maturation that results in a rich aroma and complex flavor.

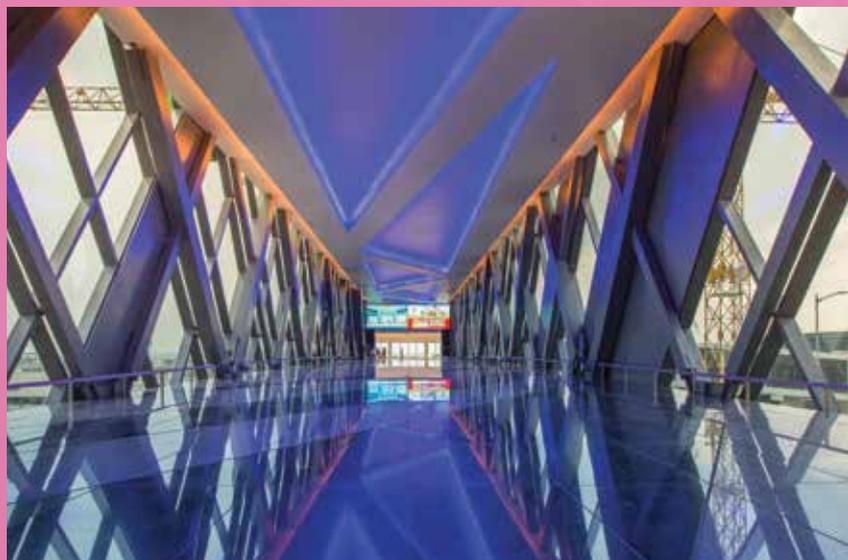
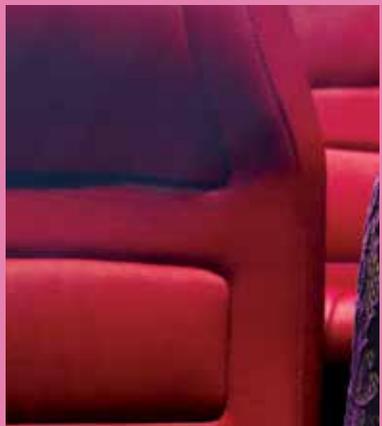
The year 2016 celebrated the 50<sup>th</sup> anniversary of Richard Paterson as The Dalmore Master Distiller. The whiskies he has created during his tenure have helped Richard achieve global celebrity status. He is the man who, with The Dalmore, created the category of super luxury single malt, a category he continues to define to this very day.

The Dalmore was aggressively marketed in the Philippines in 2016 through various activations from whisky dinners to pop-up displays. The year was capped off with a window display setup

situated at Rustan's Makati Department Store from the Christmas Season to the Chinese New Year.

Around the region, The Dalmore was featured in Luxe Asia, the luxury lifestyle program of Channel News Asia with a potential audience of over 1.2 million affluent viewers in Asia and the Middle East. The Dalmore boutiques have been set up in Taoyuan Airport in Taiwan and Changi Airport in Singapore.

We launched the Dalmore flagship store in Uptown Bonifacio, Taguig, our first in the Philippines. It has a Dalmore Keeper's Den where VIPs can deposit their bottle in one of the 84 vaults available. Also there is an exclusive release of The Dalmore Constellation Collection, which is touted as the "most expensive single malt whisky collection in the Philippines," valued at P18 million. This collection gathers together 21 individual expressions created between the years 1964 and 1992.





# TRAVELLERS

INTERNATIONAL

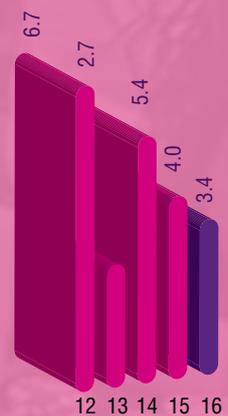
The year 2016 was eventful for Travellers International Hotel Group, Inc. with the completion of Phase 2 of Resorts World Manila's (RWM) expansion programs, healthy growth in the non-gaming business, improved employee engagement, and a host of recognitions and awards. As the country's first and fully-integrated entertainment and tourism destination, RWM now has three operational hotel brands, over 50 dining outlets, a theater, mall, the Marriott Grand Ballroom as a popular MICE venue, and an expansive gaming space.



**GROSS REVENUES**  
(in billion pesos)

**EBITDA**  
(in billion pesos)

**NET PROFIT**  
(in billion pesos)



■ Non-gaming  
■ Gaming





## GAMING AND NON-GAMING BUSINESS

The gaming facility is situated on three floors comprising an aggregate gaming area of 22,760 sq. m., with 311 tables, 210 ETGs, and 1,798 slot machines catering to both the VIP and non-VIP markets.

Gross gaming revenues for the year amounted to P23.6 billion, supported by an improved win rate. With its stable growth, the non-VIP segment contributed 62% of total, while the VIP segment accounted for the balance of 38%. Revenue contribution from non-gaming activities, which include hotel, F&B, and other sources, grew by 10% to P3.8 billion, benefiting from its diversified offerings that set it apart from the competition.



RWM ended 2016 with a total hotel room count of 1,454, with the opening of Marriott West Wing in Q4. The new annex to the existing Marriott Hotel Manila added 228 rooms, two new restaurants, an executive lounge, roof-top infinity pool, and multiple new guestroom configurations that brought the total hotel room count to 570 — one of the biggest in the metro.

Since the opening of Marriott Grand Ballroom in 2015, RWM has become a popular choice for MICE activities. Among the notable events held at the Marriott Grand Ballroom are the 27<sup>th</sup> Asia-Pacific Economic Cooperation (APEC) Ministerial Meeting including the 10<sup>th</sup> World Trade Organization (WTO) Ministerial Conference, the 1<sup>st</sup> YouTube FanFest, Rio Olympics Taekwondo qualifying tournament, and the 23<sup>rd</sup> Public Relations Society of the Philippines (PRSP) PR Congress, to name a few.



### RUNWAY MANILA

Replicating walkways found in leading international airports from Changi to Kansai, Runway Manila is a wide air-conditioned pedestrian bridge replete with PWD-friendly amenities, fully-functioning moving walkways, and three spacious elevators. Suspended 65 meters above Andrews Avenue and the new NAIA expressway, Runway Manila connects the bustling Terminal 3 airport with Newport City where the RWM complex is situated. Travel time between Terminal 3 and Newport City is only 10 minutes by foot via the bridge, conveniently avoiding the busy thoroughfare below. Runway Manila is 100% designed and built by Filipino architects and engineers.

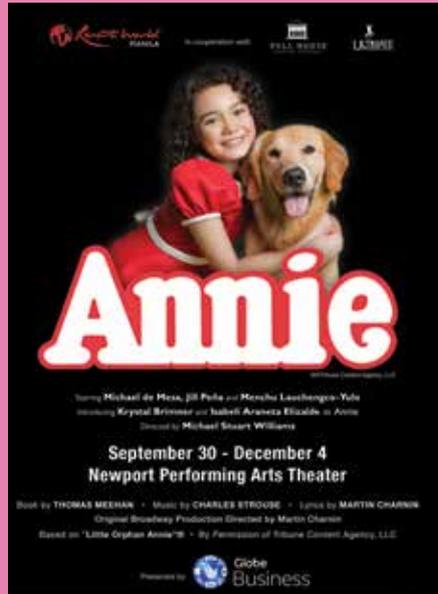
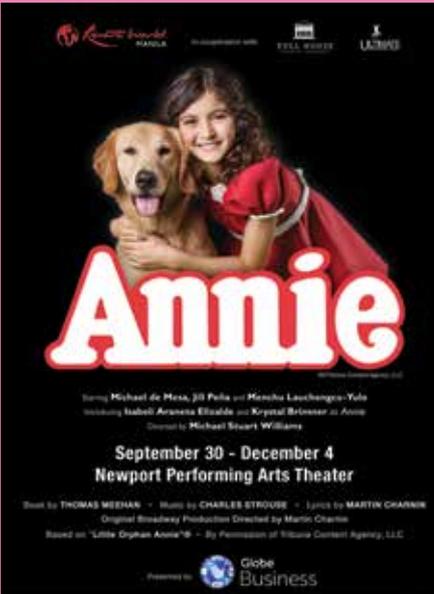




## EXPANSION PROGRAMS

The ongoing expansion at RWM will add more world-renowned hotel brands to its name – Sheraton Manila Hotel, Hilton Manila, and the new Maxims Hotel. Sheraton Manila Hotel will offer 391 new hotel rooms, Hilton Manila 355 and the new Maxims an additional 190. Upon completion of all three starting in 2018, RWM's room count will increase to 2,390—the largest among all integrated resorts in the Philippines. It will also have additional gaming areas, more retail space, and six basement parking decks.

Westside City Resorts World (WCRW), a 31-hectare property situated in Philippine Amusement and Gaming Corporation's (PAGCOR) Entertainment City in Parañaque will open in 2020. It is projected to have at least 1,500 hotel rooms from in-house and international hotel brands.



## SHOWS

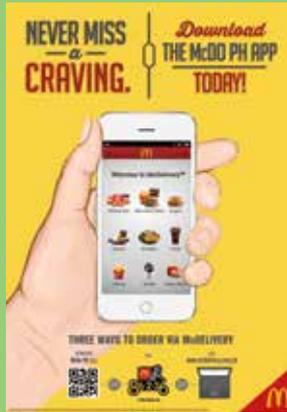
RWM's Newport Performing Arts Theater (NPAT) has entertained over half a million patrons since it opened in 2010—a testament to the ongoing evolution in the Philippine theater. In 2016, RWM, through the Full House Theater Company (FHTC), staged "Annie", its seventh musical and most successful production to date. The show's two-month run was extended by one week due to popular demand. Apart from being a commercial success, "Annie" and its all-Filipino cast won the Best Musical Production and Best Discoveries of the Year citations in the prestigious 29<sup>th</sup> ALIW Awards.



## CORPORATE SOCIAL RESPONSIBILITY

Over 800 RWM employees, partners, and special celebrity guests participated in “Run With Me,” a 7-km charity fun run at the McKinley West Park in September 2016. Organized by RWM to celebrate its seventh year, the event generated a total of P1.3 million in donations for the benefit of Caritas Manila, the Lola Grande Foundation for Women and Children, the Tzu Chi Foundation, and White Cross

Philippines. The “Run With Me” celebrity charity run will become an annual employee-initiated activity in line with RWM’s corporate social responsibility vision of “Making Communities Win,” while promoting a culture of health and wellness in the company.





## GOLDEN ARCHES DEVELOPMENT CORPORATION

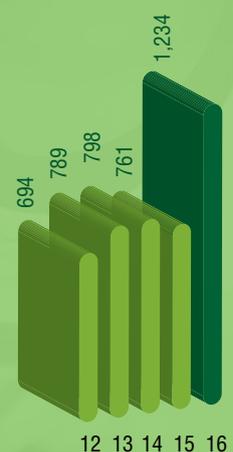
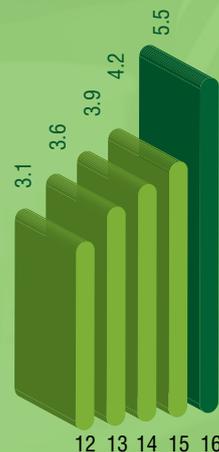
The sustained growth of the Philippine economy in 2016 provided a favorable environment for businesses to flourish. As a result, competition has become even more aggressive in the Informal Eat Out and Quick Service Restaurant industry. New local and international brands have entered the market while existing chained brands and other food players like convenience stores continue their expansion. McDonald's has stayed relevant through new, exciting and convenient offers, and local community initiatives all designed to meet the changing demands of its consumers.



**REVENUES**  
(in billion pesos)

**GROSS PROFIT**  
(in billion pesos)

**NET PROFIT**  
(in million pesos)



All amounts are lifted from GADC's consolidated audited FS.



McDonald's Philippines' 500<sup>th</sup> store, located along the Tagaytay-Calamba Road, officially welcomed the public on December 10, 2016 with a fresh and unique look matching its backdrop of the world-famous Taal lake and volcano.

Designed to create an enhanced lounging and dining experience for the hordes of families and friends visiting Tagaytay, the store's exterior and interior set it apart from other McDonald's stores in the country. Using raw concrete, brick and wood in the dining spaces, al fresco area and other outdoor areas, it extends and blends in with the natural landscape and environment. Another unique feature is a floor dedicated entirely to McCafé where customers can enjoy a wide array of specialty coffee drinks, cakes, and pastries.





GOLDEN ARCHES DEVELOPMENT CORPORATION





## PRODUCT HIGHLIGHTS

McDonald's continued to leverage and build on its core menu, while at the same time providing customers with new and exciting product offers.

### Cheesy Eggdesal

Cheesy Eggdesal is a delicious local breakfast product that was introduced to the Filipino market back in 2015 which drew positive sales results. It is a menu offering that has melty cheese wrapped in a fluffy, folded egg, sandwiched between a soft, toasted pandesal bun. McDonald's further delighted customers by adding two Cheesy Eggdesal variants in 2016—Cheesy Eggdesal with tender and juicy sausage and Cheesy Eggdesal with smoky ham.

### Chicken McDo

Customers continued to enjoy the best-tasting Chicken McDo, that is crispy, golden brown, juicy, and served with steaming rice. McDonald's provided more ways for them to enjoy this well-loved product by offering sides to accompany the meal, such as their World Famous Fries and Mushroom Soup.

### Burger McDo Relaunch

Burger McDo is a local menu item that's available only in the Philippines. To encourage trial and drive sales for this all-time classic burger, McDonald's introduced an improved Burger McDo recipe to its customers. The new formulation boasts of a meatier and beefier patty and is topped with a tastier sauce. Marketing supported this new recipe with the Welcome Change campaign.





### McFreeze

McDonald's began introducing McFreeze to the market in 2015 and accomplished a system-wide rollout by 2016. This refreshingly icy drink first came in two delicious flavors, Frozen Coke and Frozen Royal. McDonald's continued to leverage on this unique product by eventually adding a limited time offer flavor, Frozen Berry Delight. McFreeze is a differentiating product versus competitors because McDonald's is the only QSR that offers this type of frozen beverage.

### McSpicy

McDonald's continued to spice up their menu by bringing back for a limited time the popular and well-loved McSpicy. Customers were able to enjoy a juicy cut of 100% whole chicken meat marinated with the perfect blend of flavors and spiced just right for the Filipino palate. It was topped with crunchy lettuce and creamy mayo and sandwiched in a uniquely shaped, toasted sesame bun.



### World Famous Fries

McDonald's continues to remain as a market leader by dominating the Fries category. World Famous Fries is a customer favorite with its deep fried potato strips that are perfectly salted, served hot and crispy, and is the perfect pair to meals. McDonald's made this product even more exciting by introducing a limited time offer, Shake Shake Fries. Customers could enjoy World Famous Fries with Creamy Cheddar, Garlic Butter, or BBQ flavors.

### McShare Box

To make bonding moments more delicious and special, McDonald's launched the McShare Box, which contains 6 or 8 pieces of best-tasting Chicken McDo. Customers could also enjoy the McShare Bundle, which is served with Chicken McDo, regular drinks, and BFF Fries that are good for groups of 3 or 4. The launch of the new McShare box accompanied the release of a video called "The Boy who Loves to Study", which produced massive online conversations and bagged numerous awards.





## RMHC INITIATIVES

Ronald McDonald House Charities (RMHC), the charity of choice of McDonald's Philippines, is a global organization on a mission to make a difference in the lives of Filipino children through programs that support their need for shelter, education, and happiness. Since the local chapter in the Philippines began its operation in 1995, RMHC has raised over P208 million and has helped over 11.8 million children all over the country.

RMHC currently has two flagship programs which focus on different, but equally essential, aspects of a child's development: Ronald McDonald Read to Learn, a beginning reading program for grades 1 and 2 pupils, and Ronald McDonald Bahay Bulilit, which strives to build day care centers in areas where they are most needed.

The organization also regularly holds fundraising events such as golf tournaments, and celebrates the annual Stripes Run, in order

to raise awareness and support for RMHC's programs. The annual Stripes Run for Reading had more than 7,000 families and groups enjoyed a morning of run and activities both in Manila and Cebu this 2016. Through the record-breaking number of participants, McDonald's raised P2 million worth for the benefit of Ronald McDonald House Charities' flagship program, Ronald McDonald Read to Learn.

### Read To Learn

Ronald McDonald Read to Learn is a beginning reading program in partnership with the Department of Education (DepEd). It provides reading materials to grades 1 and 2 multigrade school pupils and conducts training for educators on teaching beginning reading.

As of 2016, the program has benefited more than 8,000 multigrade and monograde public schools nationwide, helping over 11.7 million children. Read to Learn also continues to provide training to over 28,000 educators in the country.

### Bahay Bulilit

Children are most receptive to learning during their formative years. With this in mind, RMHC established Ronald McDonald Bahay Bulilit, a program that builds day care centers in areas where they are most needed. In partnership with the Department of Social Welfare and Development (DSWD) and local government units (LGUs), the program aims to provide low-income families with a safe

environment where their children can learn and play.

Inside every Ronald McDonald Bahay Bulilit, children ages 2 to 5 years old are taught basic skills in preparation for formal schooling. Each day care center has books and other educational materials that can be utilized to aid the children's learning journey. Accredited social workers and community volunteers also facilitate lessons and group activities for the children.

As of 2016, there are 26 Active Ronald McDonald Bahay Bulilit Day Care Centers nationwide.



## ICONIC PROGRAMS

### Kiddie Crew

Kiddie Crew Workshop has been McDonald's annual summer flagship program for the past 25 years, making it the longest-running in the country. It is a 5-day summer program specially designed for kids ages 6-12 years old. During each workshop day, Kiddie Crew members get to experience on-floor training like greeting customers and assisting the crew at the drive-thru and front counters; showcase their skills through creative art workshops; and learn the importance of hard work, discipline and teamwork, through values formation lessons. At the end of the workshop, a series of graduation rites are held in major cities all over the country to recognize the achievements of all Kiddie Crew members and their families by treating them to a day filled with exciting booths, games and prizes.

In 2016, more than 60,000 children all over the country participated in this well-loved summer workshop.

### National Breakfast Day

McDonald's continues to give Filipinos a great morning with its best-tasting breakfast offers. In March 2016, it celebrated its 4th National Breakfast Day – the biggest breakfast activation in the country. Customers enjoyed their free McMuffin sandwiches all over the country.

This initiative was made even more special by extending the National Breakfast Day celebration to groups of Early Risers, or those who are unable to enjoy a good breakfast due to their early work schedule. McDonald's paid tribute to them by going to their work locations and serving them free breakfast. An online video called "The Boat" was released to celebrate groups of Early Risers. This video featured fishermen who were surprised with McDonald's breakfast while they were working.





*PANATA Marketing Effectiveness Awards*

"The Boy Who Loves to Study"  
- Grand PANAta

"Chicken ni Joy" - Gold

*The Boomerang Awards*

"Chicken ni Joy" - Bronze

*The Asia-Pacific Tambuli Awards*

"The Boy Who Loves to Study"  
- Gold

*Kidlat Awards*

"The Boy Who Loves to Study"  
- Bronze

*AdFest Awards*

"The Boy Who Loves to Study"  
- Bronze

*The Franchise Excellence Awards*

"Best CSR Program for Ronald McDonald House Charities (RMHC) Read to Learn program"

"Best Overall Marketing Campaign under the Food category"

"International Master Franchise Award"

"Regional Franchisee Awards for Ray Ordoveza (South Luzon)"

"Regional Franchisee Awards for Caroline Andrade (Visayas)"

"National Franchisee Award for Ray Ordoveza"





6<sup>th</sup> ASIA Best CSR Practices for Megaworld Foundation, Inc.

Asian NGO Leadership Awards for Megaworld Foundation

8<sup>th</sup> Annual Global CSR Summit and Awards Excellence in Provision of Literacy & Education for Megaworld Foundation, Inc.

Silver Anvil Award  
Megaworld Foundation  
Scholarship program

Franchise Excellence Awards 2017  
Best Overall Marketing Campaign Award



AREA Award for the L.O.V.E. corporate social responsibility program, the Philippine Quill Award for Grand Fiesta Manila

RWM was accorded "Best Social Media Strategy" in the 2016 Asia-Pacific Communications Summit (APCS) in Singapore for #BrighterTomorrow, an online video featuring the young cast of RWM's hit musical "Annie"

RWM was accorded "Best Social Media Strategy" in the 2016 Asia-Pacific Communications Summit (APCS) in Singapore for #BrighterTomorrow, an online video featuring the young cast of RWM's hit musical "Annie"



RWM's League of Volunteer Employees (L.O.V.E.) program earned a Gold Anvil during the 5<sup>1st</sup> Anvil Awards for successfully cultivating a culture of volunteerism within RWM's ranks

ALIW Awards  
"Annie" under "Best Musical Production" and "Discoveries of the Year" categories for Krystal Brimmer and Isabeli Araneta-Elizalde.



### ANDREW L. TAN

Chairman  
of the  
Board

Dr. Tan has served as Chairman of the Board since September 2006 and as Vice Chairman of the Board from August 2003 to September 2006. He is also the Chairman of Emperor Inc. from August 2013 to present. Dr. Tan is also the Chairman and President of Megaworld Corporation from August 1989 to present. He also holds the position as Chairman of the Board of Global-Estate Resorts, Inc. and Empire East Land Holdings, Inc., both subsidiaries of Megaworld Corporation. Dr. Tan was also elected as Director of Travellers International Hotel Group, Inc. on July 2008. He is concurrently the Chairman of the Board and President of Megaworld Land, Inc., Richmond Hotel Group International Limited, and Yorkshire Holdings, Inc. He is also chairman of Emperor Distillers, Inc., Alliance Global Brands, Inc., Consolidated Distillers of the Far East, Inc., Eastwood Cyber One Corporation,

Megaworld Central Properties, Inc., Megaworld Foundation, Inc., Townsquare Development, Inc., and Adams Properties, Inc. He also serves as Vice Chairman and Treasurer of Golden Arches Development Corporation and Golden Arches Realty Corporation. He sits in the boards of Andresons Global, Inc. and Twin Lakes Corporation. He pioneered the live-work-play-learn model in the real estate development through the Megaworld Corporation's integrated township communities, fueling the growth of the business process outsourcing (BPO) industry, food and beverage, and quick service restaurants industries. Dr. Tan graduated Magna Cum Laude from the University of the East with a degree of Bachelor of Science in Business Administration.



## SERGIO R. ORTIZ-LUIS, JR.

Independent Director / Vice Chairman

Mr. Ortiz-Luis has served as Independent Director and Vice Chairman of the Board since September 2007. He is the President of the Philippine Exporters Confederation, Inc. (PHILEXPORT) and Honorary Chairman and Treasurer of the Philippine Chamber of Commerce & Industry. He is also Honorary Chairman of Integrated Concepts

& Solutions, Inc. and Vice Chairman of Export Development Council. He is a Director of Waterfront Philippines, Inc., Philippine Estate Corporation, B.A. Securities, Manila Exposition Complex, Inc., Calapan Ventures, Inc. and Jolliville Holdings Corporation. He is also an Independent Director of Forum Pacific, Inc.

## KINGSON U. SIAN

Director and President

Mr. Sian has served as Director and President since February 20, 2007. He is currently a member of the board of Megaworld Corporation and is its Executive Director since April 2007. Mr. Sian was first elected as Director of Emperador Inc. on August 2013. He is also the Director and President of Travellers International Hotel Group, Inc. since June 2008 and as Chief Executive Officer since October 2014. He is also the Chairman & President of Asia Finest Hotels & Resorts, Inc., Megaworld Resort Estates, Inc., Prestige Hotels & Resorts, Inc., and Manila Bayshore Property Holdings, Inc. He is Director/President of Adams Properties, Inc., Eastwood Cyber One Corporation, Eastwood Locator's Assistance Center, Inc., and Forbestown Properties Holdings, Inc. He is also a Director of Asia E-Commerce, Inc., Citywalk

Building Administration, Inc., Eastwood Corporate Plaza Building Administration, Inc., Eastwood City Estates Association, Inc., Forbes Town Commercial Center Administration, Inc., ICITE Building Administration, Inc., Paseo Center Building Administration, Inc., Techno Plaza One Building Administration, Inc., and World Café, Inc. He is the Senior Vice President & Chief Executive Officer of Megaworld Land, Inc. Mr. Sian graduated from the University of the Philippines with the degree of Bachelor of Science in Business Economics. He obtained his Masters Degree in Business Administration for Finance and Business Policy from the University of Chicago.





### KATHERINE L. TAN

Director  
and  
Treasurer

Ms. Tan has served as Director and Treasurer since February 2007. She also holds the position as Director and Treasurer of Emperador Inc. since August 2013. She has also served as Director of Megaworld Corporation from August 1989 to present and as Treasurer from August 1989 to June 1995. Ms. Tan is also the Chairman and President of Andresons Global, Inc. and Choice Gourmet Banquet, Inc. She is also Director/President of Consolidated Distillers of the Far East, Inc., Raffles and Company, Inc., and The Andresons Group, Inc. She is

the Director/Treasurer of Alliance Global Brands, Inc., Emperador Brandy, Inc., Emperador Distillers, Inc., and Yorkshire Holdings, Inc. She is also Director of Emperador International Limited, Kenrich Corporation, McKester Pik-Nik International Limited, Megaworld Cayman Islands, Inc., Venezia Universal Limited, and The Bar Beverage, Inc. She is the Treasurer of Newtown Land Partners, Inc. Ms. Tan graduated from St. Scholastica's College with a degree in Nutrition.



### WINSTON S. CO

Director

Mr. Co has served as Director of Alliance Global Group, Inc. since 1998 where he previously was Vice Chairman of the Board from November 1999 to August 2003 and Chairman from June 1998 to October 1999. He also holds the position of President and Chief Executive Officer of Emperador Inc. since August 2013. He is the Chairman and President of New Town Land Partners, Inc., Chairman of Anglo Watsons Glass, Inc. and Director/President

of Emperador Distillers, Inc. He sits in the boards of Alliance Global Brands, Inc., Forbes Town Properties & Holdings, Inc., McKester Pik-Nik International Limited, Raffles & Company, Inc., and The Bar Beverage, Inc. He is also Senior Vice President of The Andresons Group, Inc. Mr. Co is a Magna Cum Laude graduate of Jose Rizal College with a Bachelor of Science in Commerce.



## KEVIN ANDREW L. TAN

Director

Mr. Tan has served as Director since April 20, 2012. He also holds the position as Director of Global-Estate Resorts, Inc. since June 2014. He also serves as Director of Empire East Land Holdings, Inc., a subsidiary of Megaworld Corporation. He is concurrently a Director of Emperador Distillers, Inc., Alliance Global Brands, Inc., AngloWatsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperador Brandy, Inc., and New Town Land Partners, Inc. He has over 11 years of experience in retail leasing, marketing and operations. He currently heads the Commercial Division of Megaworld

Corporation, which markets and operates the Megaworld Lifestyle Malls, including Eastwood Mall and The Clubhouse at Corinthian Hills in Quezon City, Venice Piazza at McKinley Hill and Burgos Circle at Forbes Town, both in Fort Bonifacio, California Garden Square in Mandaluyong City, Newport Mall at Resorts World Manila in Pasay City, and Lucky Chinatown Mall in Binondo, Manila. Mr. Tan holds a Bachelor of Science Business Administration degree, major in Management, from the University of Asia and the Pacific.



## ALEJO L. VILLANUEVA, JR.

Independent  
Director



Mr. Villanueva has served as Independent Director since August 2001. He also held the position of Independent Director of Emperador Inc. from August 2013 to present, of Empire East Land Holdings, Inc. from June 2007 to present, and of Suntrust Home Developers, Inc. from October 2012 to present.

He is the Chairman of Ruru Courier Systems, Inc. and Vice Chairman of Public Relations Counsellors Foundation of the Philippines, Inc. He is Director of First Capital Condominium Corporation, a non-stock non-profit corporation. He is a professional consultant who has more than twenty years

of experience in the fields of training and development, public relations, community relations, institutional communication, and policy advocacy, among others. He has done consulting work with the Office of the Vice President, the Office of the Senate President, the Commission on Appointments, the Securities and Exchange Commission, the Home Development Mutual Fund, the Home Insurance Guaranty Corporation, Department of Agriculture, Philippine National Railways, International Rice Research Institute, Rustan's Supermarkets, Louis Berger International (USAID-funded projects on Mindanao growth), World Bank (Subic Conversion Program), Ernst & Young (an agricultural productivity project), Chemonics (an agribusiness project of USAID), Price Waterhouse

(BOT program, a USAID project), Andersen Consulting (Mindanao 2000, a USAID project), Renardet S.A. (a project on the Privatization of MWSS, with World Bank funding support), Western Mining Corporation, Phelps Dodge Exploration, and Marubeni Corporation. Mr. Villanueva obtained his bachelor's degree in Philosophy from San Beda College, summa cum laude. He has a master's degree in Philosophy from the University of Hawaii under an East-West Center Fellowship. He also took up special studies in the Humanities at Harvard University. He studied Organizational Behavior at INSEAD in Fontainebleau, France. He taught at the Ateneo Graduate School of Business, the UST Graduate School, and the Asian Institute of Journalism.



### a. Key Performance Indicators

Presented below are the top five (5) key performance indicators of the Company and subsidiaries:

<i>In Million Pesos</i>				Growth	
	2016	2015	2014	2016	2015
<b>REVENUES</b>	<b>139,741</b>	<b>139,098</b>	<b>125,405</b>	<b>0.46%</b>	<b>10.92%</b>
Non-recurring gains <sup>1</sup>	136	188	525		
<b>Recurring revenues</b>	<b>139,605</b>	<b>138,910</b>	<b>124,880</b>	<b>0.50%</b>	<b>11.23%</b>
<b>NET PROFIT</b>	<b>22,819</b>	<b>21,686</b>	<b>21,110</b>	<b>5.22%</b>	<b>2.73%</b>
Non-recurring gains <sup>1</sup>	136	68	215		
<b>Recurring net profit</b>	<b>22,683</b>	<b>21,618</b>	<b>20,895</b>	<b>4.93%</b>	<b>3.46%</b>
<b>NET PROFIT TO OWNERS OF AGI</b>	<b>14,801</b>	<b>13,965</b>	<b>13,246</b>	<b>5.99%</b>	<b>5.42%</b>
Non-recurring Gains <sup>1</sup>	136	29	215		
<b>Recurring net profit to owners</b>	<b>14,665</b>	<b>13,936</b>	<b>13,031</b>	<b>5.23%</b>	<b>6.94%</b>
Net profit rate	16.33%	15.59%	16.83%		
Recurring NP rate	16.25%	15.56%	16.73%		
NP Attributable to parent	10.59%	10.04%	10.56%		
Recurring NP attributable to parent	10.50%	10.03%	10.43%		
Return on investment/assets [NP/TA]	4.64%	4.83%	5.15%		
	<b>31-Dec-16</b>	<b>31-Dec-15</b>	<b>31-Dec-14</b>		
TOTAL ASSETS	491,297	448,725	409,619	9.49%	10%
CURRENT ASSETS	230,074	225,720	220,869	1.93%	2.20%
CURRENT LIABILITIES	123,072	89,733	92,541	37.15%	-3.03%
Current ratio	1.87x	2.52x	2.39x		
Quick ratio	0.95x	1.40x	1.40x		

<sup>1</sup>Non-recurring gains in 2014 refer to P520.2 million gain from acquisition and deconsolidation of subsidiaries of MEG and P4.6 million from acquisitions of GADC, with P310.0 million one-time expenses on acquisition by EMP. In 2015, there is P181 million gain on sale of investment in an associate of Megaworld, P3.7 million gain on acquisition of GADC subsidiary, P3.5 million gain on divestment interest and P120 million one-time expenses on acquisition by EMP. In 2016, there is P88.8 million gains from acquisition and deconsolidation of MEG subsidiaries and P46.9 million from disposal of a GADC subsidiary.

- Revenue growth – measures the percentage change in revenues over a designated period of time. Performance is measured both in terms of amount and volume, where applicable.
- Net profit growth – measures the percentage change in net profit over a designated period of time.
- Net profit rate – computed as percentage of net profit to revenues - measures the operating efficiency and success of maintaining satisfactory control of costs.
- Return on asset investment [or capital employed] – the ratio of net profit to total assets - measures the degree of efficiency in the use of resources to generate net income.
- Current ratio – computed as current assets divided by current liabilities - measures the ability of the business to meet its current obligations. To measure immediate liquidity, quick assets [cash, marketable securities, accounts receivables] is divided by current liabilities.

## b. Discussion And Analysis Of Operation

The following discussion and analysis must be read in conjunction with the submitted audited consolidated financial statements and the related notes thereto.

### b.1. Results Of Operations – By Subsidiary Groups

2016	MEG	EMP	RWM	GADC	Others	TOTAL
<b>Revenues</b>	46,814	40,938	27,635	22,811	5,604	143,802
Intercompany/ Adjustment	-126	-22	-58	0	-3,855	
<b>Consolidated</b>	<b>46,688</b>	<b>40,916</b>	<b>27,577</b>	<b>22,811</b>	<b>1,749</b>	<b>139,741</b>
% contribution	33.41%	29.28%	19.74%	16.32%	1.25%	100.00%
<b>Costs and expenses</b>	31,616	31,502	24,172	21,049	2,790	111,129
Intercompany/ Adjustment	3	-27	-34	0	-30	
<b>Consolidated</b>	<b>31,619</b>	<b>31,475</b>	<b>24,138</b>	<b>21,049</b>	<b>2,760</b>	<b>111,041</b>
<b>Tax Expense</b>	<b>3,489</b>	<b>1,743</b>	<b>64</b>	<b>529</b>	<b>56</b>	<b>5,881</b>
<b>Net profit</b>	11,709	7,693	3,399	1,233	2,758	26,792
Intercompany/ Adjustment	-129	5	-24	0	-3,825	
<b>Consolidated</b>	<b>11,580</b>	<b>7,698</b>	<b>3,375</b>	<b>1,233</b>	<b>-1,067</b>	<b>22,819</b>
% contribution	50.75%	33.73%	14.79%	5.41%	-4.68%	100.00%
<b>Net profit to owners</b>	11,332	7,693	3,402	1,220	2,758	26,405
Intercompany/ Adjustment	-3,767	-1,400	-1,918	-622	-3,897	
<b>Consolidated</b>	<b>7,565</b>	<b>6,293</b>	<b>1,484</b>	<b>598</b>	<b>-1,139</b>	<b>14,801</b>
% contribution	51.11%	42.52%	10.03%	4.04%	-7.70%	100.00%
2015	MEG	EMP	RWM	GADC	Others	TOTAL
<b>Revenues</b>	44,992	43,660	27,803	20,421	6,476	143,352
Intercompany/ Adjustment	-94	0	33	0	-4,193	
<b>Consolidated</b>	<b>44,898</b>	<b>43,660</b>	<b>27,836</b>	<b>20,421</b>	<b>2,283</b>	<b>139,098</b>
% contribution	32.28%	31.39%	20.01%	14.68%	1.64%	100.00%
<b>Costs and expenses</b>	31,133	35,210	23,736	19,295	2,936	112,310
Intercompany/ Adjustment	-22	0	0	0	-117	
<b>Consolidated</b>	<b>31,111</b>	<b>35,210</b>	<b>23,736</b>	<b>19,295</b>	<b>2,819</b>	<b>112,171</b>
<b>Tax Expense</b>	<b>3,285</b>	<b>1,490</b>	<b>49</b>	<b>366</b>	<b>51</b>	<b>5,241</b>
<b>Net profit</b>	10,575	6,960	4,018	760	3,489	25,802
Intercompany/ Adjustment	-72	0	33	0	-4,077	
<b>Consolidated</b>	<b>10,503</b>	<b>6,960</b>	<b>4,051</b>	<b>760</b>	<b>-588</b>	<b>21,686</b>
% contribution	48.43%	32.09%	18.68%	3.51%	-2.71%	100.00%
<b>Net profit to owners</b>	10,215	6,960	4,021	751	3,489	25,436
Intercompany/ Adjustment	-3,417	-1,288	-2,206	-383	-4,177	
<b>Consolidated</b>	<b>6,798</b>	<b>5,672</b>	<b>1,815</b>	<b>368</b>	<b>-688</b>	<b>13,965</b>
% contribution	48.68%	40.62%	13.00%	2.63%	-4.93%	100.00%



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## MANAGEMENT'S DISCUSSION AND ANALYSIS

2014	MEG	EMP	RWM	GADC	Others	TOTAL
<b>Revenues</b>	53,029	31,951	31,713	18,748	11,154	146,595
Intercompany/ Adjustment	-12,213	0	-41	0	-8,936	
<b>Consolidated</b>	<b>40,816</b>	<b>31,951</b>	<b>31,672</b>	<b>18,748</b>	<b>2,218</b>	<b>125,405</b>
% contribution	32.55%	25.48%	25.26%	14.95%	1.76%	100.00%
<b>Costs and expenses</b>	28,354	23,842	26,193	17,640	2,870	98,899
Intercompany/ Adjustment	-9	-18	-81	0	-22	
<b>Consolidated</b>	<b>28,345</b>	<b>23,824</b>	<b>26,112</b>	<b>17,640</b>	<b>2,848</b>	<b>98,769</b>
<b>Tax Expense</b>	<b>3,120</b>	<b>1,904</b>	<b>76</b>	<b>310</b>	<b>116</b>	<b>5,526</b>
<b>Net profit</b>	21,555	6,204	5,445	798	8,168	42,170
Intercompany/ Adjustment	-12,204	18	40	0	-8,914	
<b>Consolidated</b>	<b>9,351</b>	<b>6,222</b>	<b>5,485</b>	<b>798</b>	<b>-746</b>	<b>21,110</b>
% contribution	44.29%	29.48%	25.98%	3.78%	-3.53%	100.00%
<b>Net profit to owners</b>	21,220	6,204	5,445	794	8,168	41,831
Intercompany/ Adjustment	-15,279	-1,132	-2,849	-405	-8,920	
<b>Consolidated</b>	<b>5,941</b>	<b>5,072</b>	<b>2,596</b>	<b>389</b>	<b>-752</b>	<b>13,246</b>
% contribution	44.85%	38.29%	19.60%	2.94%	-5.68%	100.00%
<b>Year-on-year Change</b>	<b>MEG</b>	<b>EMP</b>	<b>RWM</b>	<b>GADC</b>	<b>Others</b>	<b>TOTAL</b>
<b>2016</b>						
Revenues	3.99%	-6.29%	-0.93%	11.70%	-23.36%	0.46%
Costs and expenses	1.63%	-10.61%	1.69%	9.09%	-2.08%	-1.01%
Tax Expense	6.21%	16.98%	30.61%	44.54%	9.80%	12.21%
Net profit	10.26%	10.59%	-16.69%	62.20%	81.60%	5.22%
Net profit to owners	11.29%	10.94%	-18.27%	62.52%	65.37%	5.99%
<b>2015</b>						
Revenues	10.00%	36.65%	-12.11%	8.93%	2.86%	10.92%
Costs and expenses	9.76%	47.79%	-9.10%	9.38%	-1.05%	13.57%
Tax Expense	5.29%	-21.74%	-35.53%	18.06%	-56.03%	-5.16%
Net profit	12.33%	11.86%	-26.16%	-4.69%	-21.24%	2.73%
Net profit to owners	14.42%	11.84%	-30.06%	-5.48%	-8.37%	5.42%

- Amounts are in million pesos. Numbers may not add up due to rounding off. Percentages are taken based on full numbers, not from the presented rounded amounts.
- At AGI consolidated level, revenues and costs and expenses may not tally the totals as separately reported by subsidiaries as there may be items reclassified from/to revenues to/from costs or expenses at AGI consolidated level.
- RWM revenues are presented gross of promotional allowance, which is then included under costs and expenses. GERI was deconsolidated in 2014 at AGI level as it now belongs and consolidated in MEG group.

These strong performances are reflected in the profit and loss accounts, as follows:

<i>In Million Pesos</i>					
	2016	2015	2014	2016 vs 2015	2015 vs 2014
<b>REVENUES</b>					
Sale of goods	74,739	77,192	62,036	-3.18%	24.43%
Consumer goods	41,608	44,465	32,529	-6.42%	36.69%
Revenues from real estate (RE) sales	33,131	32,727	29,507	1.23%	10.91%
RE sales	27,451	27,262	24,607	0.69%	10.79%
Realized gross profit on RE sales	3,979	3,787	3,229	5.07%	17.27%
Interest income on RE sales	1,701	1,678	1,671	1.39%	0.39%
Rendering of services	62,172	58,482	58,559	6.31%	-0.13%
Gaming	23,649	24,217	28,377	-2.35%	-14.66%
Sales by company-operated quick-service restaurant	20,540	18,476	16,921	11.17%	9.19%
Franchise revenues	2,089	1,864	1,495	12.06%	24.65%
Rental income	10,485	9,185	7,463	14.16%	23.08%
Other services	5,409	4,740	4,303	14.11%	10.16%
Hotel operations	3,790	3,265	2,987	16.07%	9.30%
Other services	1,619	1,475	1,316	9.76%	12.13%
Share in net profits of associates and joint ventures	356	269	123	32.38%	118.86%
Finance and other income	2,474	3,156	4,687	-21.61%	-32.68%
<b>TOTAL</b>	<b>139,741</b>	<b>139,098</b>	<b>125,405</b>	<b>0.46%</b>	<b>10.92%</b>
<b>COSTS AND EXPENSES</b>					
Cost of goods sold	46,020	50,443	40,131	-8.77%	25.70%
Consumer goods sold	26,307	30,493	21,229	-13.73%	43.64%
RE sales	15,515	15,435	14,364	0.52%	7.46%
Deferred gross profit on RE sales	4,198	4,515	4,538	-7.03%	-0.50%
Cost of services	30,870	30,163	28,095	2.34%	7.36%
Gaming-license fees, promo allowances	10,856	11,362	11,543	-4.46%	-1.56%
Services	20,014	18,801	16,552	6.45%	13.59%
Other operating expenses	27,219	25,712	26,087	5.86%	-1.44%
Selling and marketing	11,383	11,075	12,644	2.78%	-12.41%
General and administrative	15,835	14,637	13,443	8.19%	8.88%
Finance costs and other charges	6,933	5,852	4,456	18.46%	31.34%
<b>TOTAL</b>	<b>111,041</b>	<b>112,171</b>	<b>98,769</b>	<b>-1.01%</b>	<b>13.57%</b>
<b>TAX EXPENSE</b>	<b>5,881</b>	<b>5,241</b>	<b>5,526</b>	<b>12.22%</b>	<b>-5.16%</b>
<b>NET PROFIT</b>	<b>22,819</b>	<b>21,686</b>	<b>21,110</b>	<b>5.22%</b>	<b>2.73%</b>

Amounts in million pesos; numbers may not add up due to rounding off. n/m-not meaningful

**For the Year Ended December 31, 2016 vs. 2015**

**The Group** net profited P22.8 billion in 2016, up 5% from P21.7 billion in 2015, as revenues inched to P139.7 billion and operating efficiencies improved across all segments. Net profit attributable to owners amounted to P14.8 billion, up 6% year-on-year.

The Group has adopted an aggressive expansion strategy since 2013, to expand its product portfolios and geographic footprint both in the Philippines and across the globe to further seal growth in business earnings.

**Megaworld**, the country's largest developer of integrated urban townships and the biggest lessor of office spaces, reportedly grew its group net profit by 12% to P11.6 billion (net of P82 million non-recurring gain) from P10.4 billion (net of P181 million non-recurring gain) a year ago. The sustained double-digit growth was attributed to stronger rental revenues that soared 15% in 2016 to an all-time high of P10.0 billion as well as the group's efficient operating cost management. Consolidated revenues, excluding non-recurring gains, which include Global-Estate Resorts, Inc. (GERI), Empire East Land Holdings, Inc. (Empire East) and Suntrust Properties, Inc. (Suntrust), grew 4% year-on-year to P46.7 billion. The group now has twenty-two townships nationwide. Earlier this year, Megaworld unveiled its 21<sup>st</sup> integrated urban township, the 140-hectare Maple Grove in General Trias, Cavite and, later this year, the 22<sup>nd</sup> township under a new concept of 'integrated lifestyle community', the 640-hectare Eastland Heights in Antipolo, Rizal. Township development remains to be a key strength, with focus on strengthening the various components on top of residential business, such as offices, malls and commercial developments and hotels. About 23% of real estate sales were from Fort Bonifacio projects, 47% from other Metro Manila projects, 15% from Luzon outside Metro Manila and 14% from Visayas. The Megaworld-GERI-Empire East-Suntrust brands shared 60-16-15-9 of real estate sales. The office and mall leasing business provided the earning stability for the group. Hotel revenues grew 46% from a year ago as hotel portfolio expanded with the introduction of another local hotel brand, Belmont Hotel, which launched its first hotel in Newport City last year. The group now has three homegrown hotel brands – Richmond, Belmont and Savoy. The group's operating results brought in 33% and 51% to AGI's consolidated revenues and net profit, respectively.

**Emperador**, the world's largest brandy company and owner of the world's 5<sup>th</sup> largest Scotch whisky manufacturer, realized a consolidated net profit of P7.7 billion which is 11% higher than a year ago. The year was marked with a significant milestone as Emperador takes over the largest and oldest brandy producer in Spain - the 286-year old Bodegas Fundador - at end-February, fortifying Emperador as the largest brandy company in the world. The acquisition bolstered EMP's brandy business and sherry wine business in Spain and United Kingdom, adding four iconic brands to the Group's portfolio – 'Fundador Brandy de Jerez', the first Spanish brandy to be marketed; 'Terry Centenario', the largest brandy in Spain; 'Tres Cepas', a market leader in Equatorial Guinea; and 'Harveys', the number 1 selling sherry wine in the world and the leader in UK where it holds the distinction of being the only sherry wine that can be served to the Queen in Buckingham Palace. Consolidated revenues were reported at P41.0 billion this year as compared to P43.6 billion a year ago, a 6% slowdown attributed to the termination at end-2015 of distribution of an agency brand from the Scotch whisky business. Own Scotch whisky labels, led by Dalmore and Jura, were driving offshore growth particularly in USA, Europe, Latin America and Travel Retail. The brandy business, which combined Emperador and Fundador brands, on the other hand, turned over revenues higher by 11% year-on-year. Gross profit margins improved to 37% from 32% a year ago. The brandy segment's gross profit rate was up 40% as compared to 39% a year ago due to cost efficiencies. The Scotch whisky segment, which has a relatively low gross margin, improved its GP rate to 28% this year from 20% a year ago. The Scotch whisky business contributed about 28% and 14% of EMP's consolidated revenues and net profit, respectively. EBITDA, which is computed as profit before interest expense, tax, depreciation and amortization, amounted to P11.0 billion in 2016 and P9.6 billion in 2015 representing 27% and 22% margin in the respective years. The group accounted for 29% and 34% of AGI's consolidated revenues and net profit, respectively.

**Travellers**, the owner and operator of RWM, ended the year with revenues of P27.6 billion, net profit of P3.4 billion, and EBITDA growing 4% to P6.4 billion. Gross gaming revenues amounted to P23.6 billion, supported by an improved win rate and stable growth in the non-VIP segment. Non-gaming revenues, which include hotel and food and beverage, expanded to P2.6 billion. Total room count for the three hotels (Maxims Hotel, Remington Hotel and Marriott Hotel Manila) has increased to 1,454 with the addition of 228 premier rooms and suites from Marriott West Wing which formally opened on November 30, 2016. The Marriott Grand Ballroom which became fully operational in June 2015 provided added revenues during the year. Increased revenues were also seen in the entertainment front, specifically with the RWM's theatrical production of Annie. Direct costs, which included promotional allowance, for the year contracted with the decrease in promotional allowance as Travellers preferred the traditional rolling-based commissions. Other operating costs increased due to higher marketing and promotions and depreciation. The group contributed 20% and 15% to AGI's consolidated revenues and consolidated net profit, respectively.

**GADC**, the master franchise holder of McDonald's brand in the Philippines, reported a 62% surge in net profit to P1.2 billion from P760 million a year ago as revenues climbed 12% to P22.8 billion. This all-time high is achieved from the opening of 44 new restaurants (22 company-owned, 17 franchised, 1 joint venture), renovation of existing restaurants, expansion of business extensions (delivery service, drive-thru, dessert centers, midnight hours and breakfast daypart), the introduction of new products (Chicken Fillet ala King, Cheesy Eggdesal, Mushroom Soup) and the continuous marketing and promotions of core menu. The new and improved Burger McDo was introduced on May 27, 2016. The new restaurants contributed about 3% to total system sales while business extensions comprise 23% of the total. Drive-thru is the extension which has the biggest contribution of 12% of total revenues. There were 520 restaurants operating by the end of 2016, as compared

to 481 restaurants a year ago, out of which 275 were company owned and operated as compared to 254 a year ago. Systemwide same-store sales grew by 7% year-on-year. Price increases were also strategically implemented in order to mitigate the impact of increase in cost of raw materials and to maintain the level of product quality. Cost of sales and services went up by 7%, primarily due to cost of inventory which increased by 6% brought about by increase in sales volume, higher prices of imported raw materials and the shift in product mix. These operating results translated into 16% and 5% of the consolidated revenues and net profit of AGI and subsidiaries.

**Revenues**, as a result of the foregoing, totaled P139.7 billion this year as compared to P139.1 billion a year ago. Service revenues grew by 6% or P3.7 billion which mitigated the 3% contraction in sale of goods. The growth in service revenues (gaming, hotel, quick-service restaurants, rentals, cinemas) was attributed to the 11% increment in quick-service restaurant sales, 14% jump in rental income and 16% boom in hotel revenues. The contraction in sale of goods (real estate, alcoholic beverages and snack products) was attributed to an agency brand which Emperador's WMG stopped distributing by the end of 2015.

**Costs and expenses** decreased 1.0% year-on-year. Cost of goods sold, which is a function of sales, decreased by 9%, while cost of services went up 2% due to higher restaurant sales and brisk hotel and rental operations. Other operating expenses rose 6% primarily due to higher general marketing expenditures and depreciation at RWM, payroll and rentals of GADC, salaries and benefits of MEG employees, and operating expenses of the new Spanish business unit. There was also an increase in strategic marketing spend in the Scotch core malt brands as compared to a year ago.

**Share in net profits of associates and joint ventures** increased 32% year-on-year due to take-up of share in net profit of EMP's joint venture which was up 69% this year.

**Finance and other income** went down 22% this year because of lower cash level during the year as compared to a year ago which resulted in lower interest income earnings during the year. **Finance costs and other charges** went up 18% due to higher interest expense this year as new loans were obtained during the year.

**Income tax** increased by 12% this year as compared to a year ago, which is attributed to higher taxable income for Megaworld, EMP and GADC this year.

**Net profit attributable to owners** grew by 6%.

#### For the Year Ended December 31, 2015 vs. 2014

The Group's financial performance continues to be compelling in spite of the challenges faced by the gaming business. The Group ended the year with revenues growing 11.2% to P139 billion (net of P189 million non-recurring gain) from P125 billion (net of 525 billion non-recurring gain) a year ago, which resulted in net profit of P22 billion, up 3.5% from P21 billion a year ago, which further gave net profit to owners of P14 billion, up 6.9% from P13 billion a year ago. All businesses showed positive profitable results and contributions.

**Megaworld's** core net profit reached P10 billion (net of P181 million non-recurring gain), a 10.5% increase from its P9 billion (net of P12.2 billion non-recurring gain at its level) reported a year ago. Its strong roster of townships across Luzon, Visayas and Mindanao provided the impetus for the 9% growth in revenues excluding non-recurring gains. Revenues from leasing, residential sales and hotel operations climbed 23%, 11% and 10%, respectively, during the year. The Group launched five townships during the year, namely, The Upper East (34ha) and Northhill (53ha) in Bacolod City, Sta. Barbara Heights (173ha) in Iloilo, a prime property (35.6ha) in Pampanga and Westside City (31ha) in Parañaque City, or a total of about 330ha of land. Suntrust launched 2 residential projects: Fountain Grove (horizontal) in Bacolod and One Lake Shore Drive Towers 3 and 4 (vertical) in Davao while GERI launched Holland Park (4towers) in Southwoods City and commercial lots in Sta. Barbara Shophouse District. During the year, Megaworld completed 16 residential and 6 BPO office towers with retail components while GERI completed 2 for the 4 condominium clusters of Oceanway Residences in Boracay Newcoast, Phase 2 of Sta. Barbara Heights and the commercial building in Twin Lakes called Twin Lakes Shopping Village. ELI realized sales across all its high-rise and horizontal projects, with the bulk coming from San Lorenzo Place and SouthPoint Science Park. The group contributed 32% and 48% to AGI's consolidated revenues and net profit, respectively, in 2015.

**Emperador** hit P7 billion net profit and P44 billion revenues, up 12% and 37% year-on-year. These are inclusive of offshore operations, with full-year results of Scotch whisky business tucked in. The Scotch whisky business reported P16 billion revenues and P1 billion net profit for full year 2015 which represent 38% and 16% of respective consolidated totals. The share in net profit of Bodega Las Copas that was added to consolidated revenues and net profit amounted to P130 million in 2015 versus P40 million in 2014. Emperador now has a much bigger product portfolio of brandy and whisky that has greater global presence and which positions it to premiumization opportunities in the Philippine market. Emperador introduced the 'The Dalmore' line locally and relaunched 'Andy Player' during the year. The group contributed 31% and 32% to AGI's consolidated revenues and net profit, respectively in 2015.



**Travellers** focused on building a base in 2015, particularly in the Mass and Premium Mass segments and controlled its operating costs so it remained profitable even as revenues and net profit declined year-on-year. In 2015, revenues totaled P28 billion which turned in P4 billion net profit. While drops volumes contracted during the year, the win rates improved from last year. Travellers continues to expand its non-gaming facilities and offerings. Hotel occupancy remains strong with all 3 hotels registering average occupancy of above 86% for the entire year. With the Marriott Grand Ballroom now fully operational, the MICE market is a key differentiator. The group turned in 20% and 19% of AGI's consolidated revenues and net profit, respectively.

**GADC's** total revenues grew by 9% primarily due to the opening of 28 new restaurants (QSRs), reimagining of 28 (35 in 2014) existing restaurants, expansion of business extensions (delivery service, drive-thru, dessert centers, midnight hours and breakfast daypart), the introduction of new products (Chicken Fillet Ala King, Cheesy Eggdesal), Limited Time Offer Products (McGriddles, Shake Shake Fries, Twister Fries, Bacon Burgers, Dessert Campaigns, McRib, Chicken Muffin and Sweet Ham Special), and aggressive advertising/promotional campaigns to support Extra Value Meals (Chicken McDo Price Reduction, Coke Glass), Everyday McSavers (Float, Sundae and Fries), McSaver Meals, Desserts and Breakfast. Average sales per restaurant increased by 4%, with 3% growth in sales per company-owned restaurant and 6% for sales per franchised restaurant. Business extensions provided a growth rate of 15%, with Drive-thru boosted total revenues by 11%. Value pricing strategy is adopted in order to drive more guest count and price adjustments are strategically implemented to mitigate the increase in cost of raw materials and to maintain the level of product quality. This is however outpaced by the increases in prices of imported raw materials and product mix shift and costs of utilities and crew labor. As a result, net profit contracted slightly 5% year-on-year. GADC's results accounted for 15% and 4% of AGI's consolidated revenues and net profit, respectively.

**Revenues** with or without the one-time items, thus, as a result of the foregoing, grew by 10.9% year-on-year. Sale of goods soared by 24.4% from 36.7% expansion in sale of consumer goods (distilled spirits, beverages and snacks) and 11% growth in real estate revenues. Rendering of services (gaming, hotels, restaurants, rentals), on the other hand, is at same level as last year with revenues from company-operated QSRs, franchised QSRs, rentals of office and retail spaces and hotel operations growing by 9.2%, 24.7%, 23.1% and 9.3%, respectively, which offset the 14.7% drop in gaming revenues at RWM.

**Costs and expenses** went up by 13.6% year-on-year. Costs of goods sold and services rendered expanded by 25.7% and 7.4%, respectively, as a result of revenue growth. Other operating expenses contracted by 1.4% due to lower advertising and promotions inspite of increases in salaries and employee benefits, utilities, rentals and commissions. These five accounts comprised 59.7% and 59.4% of other operating expenses in 2015 and 2014, respectively. The decrease in advertising and promotions is primarily attributed to the contraction in RWM's general marketing expenditures.

**Share in net profits of associates and joint ventures** more than doubled at 118.9% year-on-year due to take-up of share in net profit of associates and joint venture of MEG, EMP and GADC.

**Finance and other income** shrank 32.7% from a year ago because of one-time gains from acquisitions and divestments (P188 million in 2015 and P525 million in 2014) and reversal of liabilities (P6 million in 2015 and P121 million in 2014) in 2014 and lower interest income in 2015.

**Finance costs and other charges** increased by 31.3% due to foreign currency losses of Travellers and Megaworld from translation of their foreign-currency denominated bonds.

**Tax expense** totaled P5.2 billion, down 5.2% from P5.5 billion a year ago, primarily due to reductions in taxes of Travellers and Emperor inspite of increase in Megaworld and GADC.

**Net profit attributable to owners** grew by 5.4%, or 6.9% before non-recurring gains.

## Financial Condition

### December 31, 2016 vs 2015

**Consolidated total assets** amounted to P491.3 billion at end-2016 from P448.7 billion at beginning of year. The Group is strongly liquid with **current assets** exceeding **current liabilities** 1.9times. Current assets amounted to P230.0 billion while current liabilities amounted to P123.1 billion at the end of the year.

For most of the balance sheet accounts, there is a corresponding note found in the audited consolidated financial statements where details, breakdown or composition of the accounts are presented. Please refer to those notes accompanying the consolidated financial statements. In summary:

**Cash and cash equivalents** dipped by P19.9 billion or 29% to end at P48.7 billion from P68.6 billion at the beginning of the year, primarily due to cash outlaid in the completion of Emperor's acquisition of assets of Bodegas Fundador; capital expenditures and business expansion of RWM, Megaworld and GADC; and dividend payments. Cash flows from operating, financing and investing activities during the period were presented in the consolidated statements of cash flows.

**Financial assets at fair value through profit or loss** went up 30% or P2.4 billion from additional investments made during the year and marked-to-market gains by the end of the year.

**Current trade and other receivables** rose 18% or P8.6 billion and **Non-current trade and other receivables** climbed 9% or P2.9 billion mainly from real estate customers. Advances to contractors and suppliers, which are due within one year, soared 1.73 times due to mobilization or initial payments made for real estate construction projects. Megaworld group pumped up its project development across all segments.

**Inventories** increased 8% or P6.3 billion from the maturing inventories of Spanish brandy and Scotch whisky and the condominium units for sale. Emperor is currently laying down stocks for future growth of its Scotch whisky.

**Property development costs** escalated 35% or P5.2 billion due to various ongoing development projects under Megaworld group.

**Other current assets** increased 25% or P1.6 billion mainly due to an increase in input vat, refundable deposits and timing of prepayments and subsequent charging to profit or loss of such expenses.

**Advances to landowners and joint ventures** escalated by 6% or P266 million due to development of projects.

**Non-current Available-for-sale financial assets** dwindled 73% or P1.6 billion from securities sold to get fresh funds. **Current available-for-sale financial assets** consist of euro-denominated bonds maturing in 2017.

**Investment in and advances to associates and other related parties** decreased 14% primarily due to a related party which became a subsidiary and consolidated in 2016 by Megaworld.

**Property, plant and equipment** swelled 25% or P16.7 billion primarily from the assets of the acquired Spanish business unit which include vineyards and buildings; massive constructions at RWM which expanded a new wing and will add three new hotels; and new hotel buildings of Megaworld. The Marriott West Wing in RWM formally opened its doors to the public in November 2016 while the three hotels, Hilton Manila, Sheraton Manila Hotel, and Maxims II, will be completed by 2018. It will also include an additional gaming area, new retail spaces and six basement parking decks.

**Investment property** increased 29% or P14.1 billion as more revenue-generating property get completed by Megaworld.

**Intangible assets** ballooned 27% or P8.0 billion from the acquired Spanish trademarks and the goodwill resulting in the business unit acquisition.

**Deferred tax assets** rose 30% or P229 million principally from GADC's retirement and other long-term employee benefits.

**Other non-current assets** dropped 50% or P4.9 billion primarily due to decrease in advances for future investment being made by Travellers to PAGCOR in connection with development of Site A. In 2016, the Group received parcels of land amounting to P3.7 billion from PAGCOR which were offset or deducted from the advances account. There was also a P2.85 billion advance payment made in 2015 for the purchase of Bodegas Fundador which was applied and closed upon completion of the purchase in February 2016. Moreover, the end-2016 balance included deposit for certain brandy assets and an acquired mortgage receivable on a leased bottling plant in UK, which will decrease as rentals are billed.

**Interest bearing loans**, both current and non-current portions combined, increased 33% or P18.8 billion from the new loans obtained by Travellers (P7.0 billion), Megaworld (P7.0), GERI (P2.0 billion), SPI (P0.4 billion), EMP (P4.7 billion) and AGI during the year. Principal amortizations and repayments were made as they fall due.

**Income tax payable** went up 78% or P492 million due to higher taxable profit and the resulting accrual of annual taxes which were higher for EMP and GADC.

**Bonds payable**, current and non-current combined, increased 13.4% or P7.3 billion due to higher forex translation this year and the free-up of Megaworld bonds held by the Group. Last yearend, such bonds were deducted from the bonds payable balance in consolidation, and this year, such bonds had been sold or traded already.



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## MANAGEMENT'S DISCUSSION AND ANALYSIS

**Advances from related parties** escalated 17% or P250 million due to advances made by Megaworld during the year.

**Retirement benefit obligation** expanded 40% or P738 million primarily from additions booked by WMG and GADC.

**Redeemable preferred shares** increased by 4% or P84 million due to interest accretion only.

The **changes in equity components** are presented in detail in the consolidated statements of changes in equity. The equity attributable to owners of AGI increased 7% or P10.0 billion primarily from net profit share for the year and marked-to-market gains on available-for-sale financial assets, which were partly reduced by the actuarial and translation losses during the year. The equity to non-controlling interest increased by 5% from net profit share for the year.

### December 31, 2015 vs 2014

**Total assets** amounted to P448.7 billion at end of 2015 from P409.6 billion at beginning of year, up 9.6% primarily due robust business across all business segments. The Group is strongly liquid with **current assets** exceeding **current liabilities** 2.5times. Current assets amounted to P225.7 billion while current liabilities amounted to P89.7 billion at end of the current year.

For most of the balance sheet accounts, there is a corresponding note found in the audited consolidated financial statements where details, breakdown or composition of the accounts are presented. Please refer to those notes accompanying the consolidated financial statements. In summary:

**Cash and cash equivalents** shrank by P13.5 billion or 16.4% to end at P68.6 billion from P82.1 billion at the beginning of the year, primarily due to the capital expenditures, business expansion activities and debt repayments during the current year. Cash flows from operating, financing and investing activities during the period were presented in the consolidated statements of cash flows.

**Financial assets at fair value through profit or loss** soared 85.5% or P3.7 billion due to additional investments during the year, which include adjustments for gains in fair values and currency translations at year-end.

**Current trade and other receivables** rose up P6.3 billion or 14.7% primarily due to Megaworld group's robust sales, UK sales, and additional advances paid by Megaworld and Travellers to their suppliers and contractors in connection with the ongoing expansion works. **Noncurrent trade and other receivables** went up by P3.9 billion or 13.5% due to higher real estate sales.

**Inventories** increased by P4.9 billion or 6.7% due primarily to additional real estate lots, condominium units and resort shares completed and put up for sale, increase in Scotch whisky work-in-process, and other materials.

**Property development costs** went up by P2.5 billion or 19.9%, reflecting the costs incurred in ongoing real estate projects.

**Available-for-sale financial assets** dipped by P3.8 billion or 63.4% from asset disposals to get fresh funds for financing purposes and marked-to-market changes in values. Marketable securities at Megaworld level depreciated in market values. The loss to adjust carrying values to market prices is shown under Equity portion of the statement of financial position.

**Land for future development** increased by 37.1% or P4.9 billion primarily from acquisitions and contribution of a new MEG subsidiary.

**Investments in and advances to associates and other related parties** expanded by P2.5 billion or 30.8% due to ELL's acquisition of an associate, Travellers' joint venture in a newly-incorporated entity, and an increase in advances to other related parties.

**Property, plant and equipment** increased by P12.0 billion or 22.2% with the ongoing constructions at Phase 2 (expansion of Marriott Hotel and Marriott West Wing) and Phase 3 (extension of Maxims Hotel, new Hilton Manila Hotel and new Sheraton Manila Hotel) at RWM, a new local distillery plant for Emperador, hotels brands under Megaworld, and McDonald's stores; plus the ongoing upgrade of IT system in Scotland. Marriott Grand Ballroom which is part of Phase 2 formally opened in July 2015. Marriott West Wing is scheduled for turnover by end of second quarter of 2016. Phase 3, which shall also include a new gaming area, additional retail space and six-level basement parking decks, is scheduled to be turned over by end of 2017.

**Investment property** expanded by P10.4 billion or 27.6% from completion of properties for lease of Megaworld group. In 2015, Megaworld completed 6 BPO office towers with retail components in Uptown Bonifacio, Mactan Newtown, McKinley West and Iloilo Business Park and GERI completed Twin Lakes Shopping Village.

**Other current assets** escalated 16.6% or P938 million due to increase in input vat and advances to suppliers of Megaworld group. **Other non-current assets** soared by 90.1% or P4.7 billion due to the P1.5 billion additional advances for future investment made by Travellers and the P2.8 billion deposit made by Emperador for the acquisition of the brandy and sherry business from Beam Suntory. Refundable deposits and accumulated jackpot seed money also increased from a year ago.

**Trade and other payables** went up by 3.37% or P1.3 billion as trade payables, accrued expenses, retentions, gaming license fees, and liabilities for land acquisition increase. This is due to the aggressive real estate development, construction works and timing of accruals at yearend.

**Current interest-bearing loans** increased by 7.7% or P2.0 billion while **non-current interest-bearing loans** surged by 261.6% or P21.0 billion, for a total increase of P23.7 billion which is attributed to new long-term loans obtained by Megaworld, GERI and ELI to finance their project development and expansion activities. While Emperador fully settled all its existing loans in the first half of the year, it incurred new short-term foreign loans primarily to finance its offshore expansion in the later part of the year.

**Income tax payable** decreased by 31.3% or P287 million due to lower unpaid taxes at the end of the year by EMP, GADC, MEG and Travellers.

**Current bonds payable** decreased by P5 billion from the full redemption of Megaworld bonds upon maturity in May 2015. **Non-current bonds payable** increased by P3.0 billion or 5.9% due to weaker peso translations of long-term USdollar-denominated bonds of Megaworld (\$450 million), Travellers (\$300 million) and AGC (\$500 million).

**Advances from related parties** rose up by 65.1% or P588 million which is attributed to advances obtained by Megaworld group.

**Retirement benefit obligation** went down 31.8% or P870 million which is attributed to the reductions for the plans of Megaworld and Emperador, which include the balance in Whyte and Mackay.

**Deferred tax liabilities** increased by 13.0% or P1.3 billion due to tax differences in Megaworld group arising primarily from their uncollected gross profit and capitalized interest.

**Other non-current liabilities** grew by 12.5% or P3.0 billion from increases in reserve for property development, deferred income on real estate sales and deferred rental income, which are reflective of aggressive real estate development and pre-selling activities. The reserve pertains to costs to complete the development of various projects while the deferred income represents unearned revenue.

The changes in **equity components** are presented in detail in the consolidated statements of changes in equity. The equity attributable to owners of AGI increased by P10.6 billion or 8.4% which is attributed to net profit for the year and other comprehensive income.

**b.2. Liquidity and Capital Resources**

The consolidated statements of financial position showed strong liquidity with current assets exceeding current liabilities 1.9times and 2.5times at end of 2016 and 2015, respectively. Total-liabilities-to-equity ratios were at 1.0:1 and 0.9:1 at the end of 2016 and 2015, respectively, while interest-bearing-debt-to-controlling-equity ratios were correspondingly at 0.76:1, 0.65:1, and 0.76:1. Assets exceeded liabilities 2.0times and equity 2.0times as well.

In general, working capital was sourced internally from operations and bank loans during the year. In the ensuing year, the Group expects to meet its working capital and investment requirements from operating cash flows and debt. It may also from time to time seek other sources of funding, if necessary, depending on its financing needs and market conditions.

Amounts in Million Pesos	31-Dec-16	31-Dec-15	31-Dec-14
Cash and equivalents	48,673	68,594	82,059
FVTPL/AFS financial assets	11,138	10,260	10,323
Total Available	59,811	78,854	92,382
Interest-bearing debt – current	60,831	28,705	31,661
Interest-bearing debt – noncurrent	77,831	83,791	59,726
Equity-linked securities-non-current*	5,263	5,259	5,254
Total Debt	143,924	117,755	96,641
Net debt [total debt less total available]	-84,113	-38,901	-4,259
Available Cash and financial assets to total debt [total available / total debt]	42%	67%	96%
Total debt to total Equity [total debt / total Equity]	58%	51%	51%

\*Equity-linked debt securities are presented under Other non-current liabilities.

**b.3. Prospects for the future**

AGI has a proven track record of creating value over time and is confident in its ability to deliver sustainable profitable growth and value for its stakeholders. AGI remains vigilant on delivering its business goals and intends to continue to adopt prudent measures to ensure financial sustainability. It is always on the lookout for new opportunities that will enhance the overall profitability of the group while maintaining established products and markets.

Emperador group is best positioned to capitalize on premiumization opportunities, with its bigger product portfolio of brandy and Scotch whisky and greater global reach. The group is looking forward into an exciting integration.

Megaworld has a strong roster of townships nationwide that are backed by sizable landbanking and carefully-thought masterplans. Its aggressive thrust to grow its investment properties has resulted in increased recurring income stream which has insulated it from the vagaries of the property cycle. It recently introduced another concept in real estate development which it calls the 'integrated lifestyle community' and targets to add more developments under this category.

Travellers sees a lot of potential for further growth, as it continues to expand its non-gaming facilities and offerings. Now with the Marriott Grand Ballroom fully operational, the MICE market becomes a key differentiator. The diversity of its non-gaming businesses and attractive entertainment offerings will set Travellers apart as a tourist destination.

GADC targets to open more stores and is consistently bringing out innovations to delight customers.

In 2017, all the business segments are expected to sustain their growth trajectory in line with targets and will continue to bolster their presence in their respective fields.

***b.4. Others***

There are no other known material events subsequent to the end of the year that would have a material impact on the current year.

There are no other known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way. The Group does not have nor anticipate having any cash flow or liquidity problems within the next twelve months. AGI and its subsidiaries are not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments.

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

There are no other material off-balance sheet transactions, arrangements, obligations, and other relationships with unconsolidated entities or other persons created during the reporting period.

There are no other known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. There are also no known events that will cause material change in the relationship between costs and revenues.

There are no other significant elements of income or loss that did not arise from continuing operations.

There were no other material issuances, repurchases or repayments of debt and equity securities.

The business has no seasonal aspects that had a material effect on the financial condition and results of operations of the Group.



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ALLIANCE GLOBAL GROUP, INC.  
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## STATEMENT OF MANAGEMENT’S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

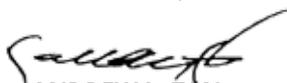
The management of **Alliance Global Group, Inc. and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, for the years ended December 31, 2016 and 2015, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

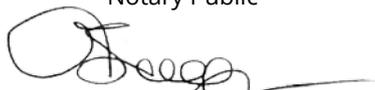
  
**KINGSON U. SIAN**  
President

  
**DINA D.R. INTING**  
Chief Financial Officer

**SUBSCRIBED AND SWORN** to before me this April 10, 2017, affiants exhibiting to me their Passport/SSS No., as follows:

Names	Passport No./SSS No.	Date	Place of Issue
Andrew L. Tan	EC1087269	May 14, 2014 to 2019	Manila
Kingson U. Sian	EB7369260	February 12, 2013 to 2018	Manila
Dina D.R. Inting	SSS 03-5204775-3		

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Book No. IV  
Series of 2017

Notary Public  
  
**ATTY. RENATO R. BALISACAN, JR.**  
Notary Public for Makati City until December 31, 2017  
Roll No. 60563/Commission No. M-130  
28<sup>th</sup> Floor, Philamlife Tower, Paseo de Roxas, Makati City  
PTR No. 8744247. 01/12/2016. Ilocos Norte  
IBP No. 1019782. 01/04/2016. Ilocos Norte  
MCLE Compliance No. IV-0017791

## REPORT OF INDEPENDENT AUDITORS

### **The Board of Directors and Stockholders Alliance Global Group, Inc. and Subsidiaries**

7<sup>th</sup> floor, 1880 Eastwood Avenue  
Eastwood City CyberPark  
188 E. Rodriguez, Jr. Avenue  
Bagumbayan, Quezon City

### **Opinion**

We have audited the consolidated financial statements of Alliance Global Group, Inc. and subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2016, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2016 in accordance with Philippine Financial Reporting Standards (PFRS).

### **Basis for Opinion**

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

### **Key Audit Matters**

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

#### **(a) Consolidation Process**

##### *Description Matter*

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

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



## REPORT OF INDEPENDENT AUDITORS

### *How the Matter was Addressed in the Audit*

Among others, our audit procedures to address the risk associated with the Group's consolidation process are as follows:

- Obtaining an understanding of the Group structure and consolidation process, including the procedures for identifying intercompany transactions and reconciling intercompany balances; and,
- Testing significant consolidation adjustments, which includes elimination of intercompany revenues, expenses and investments, reversal of unrealized fair value adjustments on intercompany investments, and recognition of equity transactions to measure non-controlling interest, by identifying such intercompany transactions and balances among the entities or business activities within the Group.

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

#### *Description of the Matter*

The Group, through its Megaworld business segment, recognizes revenue from sale of pre-completed properties using the percentage-of-completion method after establishing that collection of the total contract price is reasonably assured, which is determined when a certain percentage of the total contract price has already been collected. Further, under the percentage-of-completion method, the Group recognizes gross profit based on the stage of completion as estimated by management with the assistance of project engineers. Revenue recognition from sale of pre-completed properties amounting to P33.1 billion was significant to our audit as it comprises 24% of total revenues of the Group. Further, revenue recognition involves significant management judgments and estimates. Management applies judgment in ascertaining the collectability of the contract price, and estimating the stage of completion and contract costs of the real estate project. An error in application of judgment and estimate could cause a material misstatement in the consolidated financial statements.

The Group's disclosure on its revenue recognition policy and details of total revenues are presented in Notes 2 and 23, respectively, to the consolidated financial statements.

#### *How the Matter was Addressed in the Audit*

Our audit procedures to address the risk of material misstatements relating to revenue recognition on sale of pre-completed properties included the following:

- Testing, on sample basis, the application of percentage of collection threshold on the sales contracts entered during the year;
- Testing the reasonableness of the collection threshold as basis of determining revenue recognition criterion on the collectability of contracts price;
- Ascertaining the qualification of project engineers who certified the stage of completion of projects;
- Testing the reasonableness of percentage of completion by performing physical inspection of selected projects under development and comparing our observations of physical stage of completion with cost-to-cost budgetary estimate; and,
- Evaluating the reasonableness of estimated contract costs with reference to contractors' and suppliers' quotes and historical costs of similar and recently completed projects.

### **(c) Revenue Recognition for Sale of Consumer Goods**

#### *Description of the Matter*

Sale of consumer goods amounting to P41.6 billion, which mainly from its Emperador business segment, represents 30% of the Group's total revenues. The Group recognizes sale of goods when the risks and rewards of ownership of the goods have passed to the buyer, i.e., generally when the customer has acknowledged delivery of goods. We considered revenue recognition as a key audit matters since it involves significant volume of transactions, requires proper observation of cut-off procedures, and directly impacts the Group's profitability.

The Group disclosures on its revenue recognition policy and details of total revenues are presented in Notes 2 and 23, respectively, to the consolidated financial statements.

*How the Matter was Addressed in the Audit*

Our audit procedures to address the risk of material misstatement relating to revenue recognition included, among others, following:

- Updating our understanding of the Group's revenue recognition policy, revenue processes and controls over the recognition and measurement of revenues from sale of goods;
- Performing substantive analytical review procedures over revenues such as, but not limited to, yearly and monthly analyses of sales per product/brand and location, and sales mix composition based on our expectations and following up variances from our expectations; and, verifying that the underlying data used in the analyses are valid;
- Testing sales invoices and delivery receipts immediately prior and subsequent to the current period to determine whether the related sales transactions are recognized in the proper reporting period;
- Testing sales invoices, delivery receipts and cash receipts, on a sample basis, of sales transactions throughout the current period to determine whether sale of goods is valid and actually occurred;
- Reviewing third party contracts and testing related sales invoices, delivery receipts and cash receipts, on sample basis, for bulk sales transactions; and,
- Confirming trade receivables, on a sample basis, as of the end of the current period from the sales of goods; and, performing alternatively procedures such as, but not limited to, examining cash receipts, or sales invoices and delivery receipts.

**(d) Revenue Recognition on Gaming Operations**

*Description of the Matter*

The Group, through its Travellers business segment, is the operator of integrated gaming resorts and tourist destination, Resorts World Manila. Total revenue from gaming operations amounted to P23.6 billion in 2016. In our view, revenue recognition is significant to our audit because the amount is significant and it involves voluminous transactions at any given period in time, which undergo complex automated and manual gaming processes and controls under the Group's principal gaming and gaming-related systems.

The Group's disclosures on its revenue recognition policy and details of total revenues are presented in Notes 2 and 23, respectively, to the consolidated financial statements.

*How the Matter was Addressed in the Audit*

Our audit procedures to address the risk of material misstatement relating to revenue recognition on gaming operations, which was considered to be a significant risk, included the following:

- Updating our understanding of the Group's gaming revenue processes and key controls over the recognition and measurement of gaming revenues;
- Testing the key controls including, among others, those over major casino process namely; buy-in and pay-out, float maintenance, end-of-day recording, casino credit billing and collection and month-end reconciliation procedures;
- Performing analytical review procedures on gaming revenues drops and win rates from both gaming tables and slot machine based on our expectations and followed up variances from our expectations;
- Testing the recognition and measurement of gaming revenue by tracing a sample transactions throughout the current period to source data to verify the accuracy of reported gaming revenues; and,
- Performing detailed observations of cash count procedures at the end of the reporting period to verify the appropriateness of the Group's cut-off procedures on gaming revenues.



## REPORT OF INDEPENDENT AUDITORS

### ***(e) Acquisition of Fundador***

#### *Description of the Matter*

In 2016, the Group through its Emperador business segment, completed the purchase of Fundador, a Spanish brandy and sherry business in Jerez de la Frontera, Cadiz, Spain for a total consideration of P14.7 billion, which resulted in the recognition of goodwill, tangible and intangible assets amounting to P1.5 billion, P6.6 billion and P6.7 billion, respectively. We considered the acquisition of Fundador as a key audit matter due to the significance and complexity of the transactions.

The Group's disclosures of the acquisition, accounting policy for business combination, and management judgment are disclosed in Notes 1, 2 and 3 to the consolidated financial statements.

#### *How the Matter was Addressed in the Audit*

Our audit procedures to address the risk of material misstatement relating to the acquisition of Fundador included, among others, the following:

- Reading the relevant minutes of meeting of the Group and the related Asset Purchase Agreement for the acquisition of Fundador;
- Evaluating whether the transaction qualifies as a business combination under PFRS 3, *Business Combination*;
- Testing the assumptions and methodology of the independent third party valuation expert engaged by the Group on the valuation of identifiable assets acquired and purchase price allocation process, as assisted by our own internal valuation specialist;
- Checking the appropriateness of recognition of the tangible and intangible assets acquired, including recalculation of the resulting goodwill from the acquisition: and,
- Evaluating the sufficiency and adequacy of disclosures in the Group's consolidated financial statements in accordance with PFRS.

### ***(f) Impairment of Goodwill and Trademarks with Infinite Useful Life***

#### *Description of the Matter*

Under Philippine Accounting Standard 36, *Impairment of Assets*, the Group is required to annually test the amounts of its goodwill and trademarks, from its Emperador business segment, with infinite useful life for impairment. As at December 31, 2016, goodwill amounted to P19.8 billion while the trademarks, which include "Jura", "The Dalmore", "Fundador Brandy", "Terry Centenario", "Tres Cepas Brandy" and "Harveys", amounted to P16.6 billion. We considered the impairment as a key audit matter because the amounts of goodwill and trademarks are material to the consolidated financial statements. In addition, management's assessment process is highly judgmental, and is based on significant assumptions, specifically the determination of the discount rate and cash flows projections used in determining the value-in-use of the trademarks and cash-generating units over which the goodwill was allocated. The assumptions used by management are generally affected by expected future market and economic conditions.

The Group's policy on impairment assessment of goodwill and trademarks with infinite useful life is more fully described in Note 2 to the consolidated financial statements while their corresponding carrying amounts are presented in Note 15 to the consolidated financial statements.

#### *How the Matter was addressed in the Audit*

Our audit procedures to address the risk of material misstatement relating to the goodwill and trademarks with infinite useful life included, among others, the following;

- Evaluating the reasonableness of assumptions and methodology used in determining the value-in-use of cash-generating units attributable to the trademarks and goodwill, which include the discount rate and the cash flow projections by comparing them to external and historical data; and performing sensitivity analysis of the projections and discount rate to determine whether a reasonably possible change in assumptions could cause the carrying amount of cash generating units to exceed the recoverable amount; and,
- Comparing the net present value of excess earnings attributable to the trademarks and cash generating units over which the goodwill was allocated against the carrying amounts of trademarks and goodwill.

#### **(g) Fair Value of Investment Properties**

##### *Description of the Matter*

The carrying amount of the Group's investment properties, which mainly from its Megaworld business segment, carried at cost less accumulated depreciation as at December 31, 2016 is P62.3 billion. As required by Philippine Accounting Standard 40, *Investment Property*, the Group disclosed in Note 14 to the consolidated financial statements the total fair value of its investment properties amounting to P260.5 billion. Management determined the fair value using the discounted cash flows model using assumptions that are mainly based on market conditions existing at the end of the reporting period, such as the receipt of contractual rentals, expected future market rentals, void periods, maintenance requirements and appropriate discount rate.

The disclosure of fair value of investment properties was significant in our audit as the amount is material to the consolidated financial statements and that the processes of determining the fair value involves significant estimates.

The method of assumptions used in determining the fair value of investment properties is more fully described in Notes 3 and 33 to the consolidated financial statements while the fair value of investment properties as at December 31, 2016 is presented in Note 14.

##### *How the Matter was Addressed in the Audit*

We tested the integrity of inputs of the projects cash flows used in the valuation to lease contracts and other supporting documents. We challenged the discount rate used in the valuation by comparing with industry data, taking into consideration comparability and market factors.

#### **(h) Existence and Valuation of Inventory**

##### *Description of the Matter*

Inventories amounted to P84.9 billion as at December 31, 2016, which mainly from its Megaworld and Emperor business segments. The valuation of inventories is at the lower of cost or net realizable value (NRV).

Real estate inventories principally comprise of land for future development, property development costs, residential and condominium units for sale, and golf and resort shares for sale while consumable inventories mostly comprise of alcoholic beverages. Future realization of inventories is affected by price changes in the costs incurred necessary to complete and make a sale. Due to the significant volume and carrying amount of inventories, and the high level of judgment in estimating its NRV, we considered existence and valuation of inventories as significant to our audit.

The Group's disclosures on accounting policy, estimation uncertainty, and Inventories account are presented in Notes 2, 3, and 8, respectively, to the consolidated financial statements.



## REPORT OF INDEPENDENT AUDITORS

### *How the Matter was Addressed in the Audit*

Our audit procedures to address the risk of material misstatement relating to the existence and valuation of inventories included, among others, the following:

On the existence of inventories:

- Performing, on a sample basis, physical inspection of real estate properties held as inventories;
- Observing physical inventories count procedures on consumer goods and obtaining relevant cut-off information and copy of count control documents;
- Performing a physical count test on consumer goods, on a sample basis, during the physical inventory count procedures and other test count dates, and verifying the inventory movements during the intervening periods between the actual and reporting dates to further test the quantities of inventory items as of the reporting date; and,
- Performing substantive analytical review procedures over inventory-related ratios such as, but not limited to, inventory turnover and current period's component of inventories; and, verifying that the underlying data used in the analyses are valid.

On valuation of inventories:

- Updating our understanding of the method of inventory costing and accounting policy on the lower of cost or NRV;
- Performing a price test, on a sample basis, of inventory items by examining supporting documents such as, but not limited to, construction contracts for real estate inventories, purchase contracts and invoices, and relevant importation documents;
- Performing detailed analysis of the Group's standard costing of inventories through analytical review procedures of actual costs during the current period against the budgeted standard, and testing significant actual costs, on a sample basis, by agreeing with contracts and invoices;
- Determining whether the application of the lower cost or NRV is appropriate and consistent with prior periods; and,
- Evaluating the sufficiency and appropriateness of the amount of allowance for inventory write-down by testing the key assumptions used on the expected realization of inventories.

### **(i) Taxation of Gaming Revenues**

#### *Description of the Matter*

The Group, through its Travellers business segment, is subject to 25% and 15% license free, inclusive of franchise tax and in lieu of all taxes, with reference to the income component of the gross gaming revenues, as provided under the Provisional License Agreement with the Philippine Amusement and Gaming Corporation (PAGCOR). The Bureau of Internal Revenue (BIR), however, issued Revenue Memorandum Circular (RMC) 33-2013 in April 2013 declaring that PAGCOR, its contractees and its licenses are no longer exempt from corporate income tax under National Internal Revenue Code of 1997, as amended. In August 2016, the Philippine Supreme Court (SC), in *Bloomberry Resorts and Hotels, Inc. vs. BIR* (the SC Decision), confirmed that "all contractees and licensees of PAGCOR, upon payment of the 5% franchise tax, shall be exempted from all other taxes, including income tax realized from the operation of casinos." The SC Decision has been affirmed with finality by the SC in a Resolution dated November 28, 2016, when it denied the Motion for Reconsideration filed by the BIR. In our view, the taxation on gaming revenues is significant to our audit as it triggered uncertainty in current and previous years as a result of RMC 33-2013 and prior to the SC Decision in 2016.

The Group's disclosures on the taxation of gaming revenues are included in Notes 2, 28 and 30 to the consolidated financial statements.

#### *How the Matter was Addressed in the Audit*

Our audit procedures include, among others, the following:

- Testing the Group's compliance on the PAGCOR license fee during the current and previous years;
- Reading and corroborating the relevant SC Decision dated August 10, 2016 and SC Resolution dated November 28, 2016, as assisted by our own legal specialist; and,
- Evaluating the sufficiency and adequacy of disclosures in the Group's consolidated financial statements in accordance with PFRS.

#### **Other Information**

Management is responsible for the other information. The other information comprises the information included in the Group's Securities and Exchange Commission (SEC) Form 17-A, which obtained prior to the date of the auditor's report, and the Group's SEC Form 20-IS (Definitive Information Statement) and Annual Report, which are expected to be made available to us after the date, for the year ended December 31, 2016, but does not include the consolidated financial statements and our auditors' report thereon.

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

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

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

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

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



## REPORT OF INDEPENDENT AUDITORS

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Mailene Sigue-Bisnar.

**PUNONGBAYAN & ARAULLO**

By:   
**Mailene Sigue-Bisnar**  
Partner

CPA Reg. No. 0090230  
TIN 120-319-128  
PTR No. 5908624, January 3, 2017, Makati City  
SEC Group A Accreditation  
Partner - No. 0396-AR-3 (until Oct. 15, 2018)  
Firm - No. 0002-FR-4 (until Apr. 30, 2018)  
BIR AN 08-002511-20-2015 (until Mar. 18, 2018)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2018)

March 29, 2017



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ALLIANCE GLOBAL GROUP, INC.  
ANNUAL REPORT 2016

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2016 AND 2015

(Amounts in Philippine Pesos)

	Notes	2016	2015
<b>A S S E T S</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	5	P 48,672,938,017	P 68,593,959,027
Trade and other receivables - net	6	57,600,956,140	48,974,257,881
Financial assets at fair value through profit or loss	7	10,465,266,604	8,071,599,462
Inventories - net	8	84,928,119,642	78,630,596,803
Property development costs	2	20,105,196,663	14,858,143,294
Available-for-sale financial assets - net	11	66,501,898	-
Other current assets	9	8,235,312,421	6,591,193,029
Total Current Assets		<u>230,074,291,385</u>	<u>225,719,749,496</u>
<b>NON-CURRENT ASSETS</b>			
Trade and other receivables - net	6	35,678,314,324	32,815,736,822
Advances to landowners and joint ventures	10.1	4,859,000,177	4,593,436,457
Available-for-sale financial assets - net	11	606,613,388	2,188,729,177
Land for future development	2	22,079,341,640	18,115,516,349
Investments in and advances to associates and other related parties	12	9,224,586,430	10,668,198,034
Property, plant and equipment - net	13	82,993,671,075	66,274,228,540
Investment property - net	14	62,306,769,151	48,170,946,188
Intangible assets - net	15	37,524,214,229	29,562,197,769
Deferred tax assets	28	980,756,248	751,558,125
Other non-current assets	9	4,969,404,868	9,864,457,430
Total Non-current Assets		<u>261,222,671,530</u>	<u>223,005,004,891</u>
<b>TOTAL ASSETS</b>		<u><b>P 491,296,962,915</b></u>	<u><b>P 448,724,754,387</b></u>
<b>LIABILITIES AND EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	16	P 38,967,103,207	P 38,899,002,354
Interest-bearing loans	17	21,095,657,317	28,704,613,782
Income tax payable		1,122,497,897	629,965,773
Bonds payable	18	39,734,990,308	-
Other current liabilities	20	22,151,381,020	21,499,813,670
Total Current Liabilities		<u>123,071,629,749</u>	<u>89,733,395,579</u>
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing loans	17	55,500,216,708	29,071,029,819
Bonds payable	18	22,330,589,969	54,719,727,451
Advances from related parties	29	1,741,255,704	1,491,160,829
Retirement benefit obligation	27	2,604,306,467	1,866,100,741
Redeemable preferred shares	19	2,013,695,292	1,929,355,258
Deferred tax liabilities - net	28	11,454,686,710	11,587,737,168
Other non-current liabilities	20	26,476,910,868	27,138,053,551
Total Non-current Liabilities		<u>122,121,661,718</u>	<u>127,803,164,817</u>
Total Liabilities		<u>245,193,291,467</u>	<u>217,536,560,396</u>
<b>EQUITY</b>			
Equity attributable to owners of the parent company	21	147,140,151,266	137,056,497,134
Non-controlling interest		98,963,520,182	94,131,696,857
Total Equity		<u>246,103,671,448</u>	<u>231,188,193,991</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u><b>P 491,296,962,915</b></u>	<u><b>P 448,724,754,387</b></u>

See Notes to Consolidated Financial Statements.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**
*(Amounts in Philippine Pesos)*

	Notes	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>REVENUES</b>				
Sale of goods	23	<b>P 74,739,178,749</b>	P 77,191,938,805	P 62,035,977,237
Rendering of services	23	<b>62,172,432,145</b>	58,481,511,173	58,558,856,300
Share in net profits of associates and joint ventures - net	12	<b>355,605,317</b>	268,621,860	122,737,983
Finance and other income	26	<b>2,473,666,563</b>	3,155,787,700	4,687,588,254
		<b><u>139,740,882,774</u></b>	<u>139,097,859,538</u>	<u>125,405,159,774</u>
<b>COSTS AND EXPENSES</b>				
Cost of goods sold	24	<b>46,019,543,082</b>	50,442,851,655	40,130,669,400
Cost of services	24	<b>30,870,331,895</b>	30,163,499,053	28,094,670,463
Other operating expenses	25	<b>27,218,660,549</b>	25,712,056,719	26,087,776,019
Finance costs and other charges	26	<b>6,932,664,573</b>	5,852,497,011	4,455,909,712
		<b><u>111,041,200,099</u></b>	<u>112,170,904,438</u>	<u>98,769,025,594</u>
<b>PROFIT BEFORE TAX</b>		<b>28,699,682,675</b>	26,926,955,100	26,636,134,180
<b>TAX EXPENSE</b>	28	<b>5,880,979,710</b>	5,240,654,206	5,526,445,051
<b>NET PROFIT</b>		<b><u>22,818,702,965</u></b>	<u>21,686,300,894</u>	<u>21,109,689,129</u>
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>Items that will not be reclassified subsequently to profit or loss</b>				
Actuarial gains (losses) on remeasurement of retirement benefit obligation	27	( <b>807,696,890</b> )	887,318,413	( 414,155,236 )
Share in other comprehensive income (loss) of associates and joint ventures	12	( <b>27,975,475</b> )	38,744,144	-
Deferred tax income (expense) relating to components of other comprehensive income	28	<b>130,194,376</b>	( 206,483,118 )	86,813,531
		<b><u>( 705,477,989 )</u></b>	<u>719,579,439</u>	<u>( 327,341,705 )</u>
<b>Items that will be reclassified subsequently to profit or loss</b>				
Translation adjustments	2	( <b>2,602,327,527</b> )	( 773,889,829 )	( 819,063,669 )
Net unrealized fair value gains (losses) on available-for-sale financial assets	11	<b>1,094,114</b>	( 1,116,201,288 )	620,309,706
Decrease in revaluation reserves due to available-for-sale financial assets sold by subsidiaries		-	-	( 214,810,937 )
Deferred tax income (expense) relating to components of other comprehensive income	28	( <b>13,068,552</b> )	( 20,960,996 )	30,684,518
		<b><u>( 2,614,301,965 )</u></b>	<u>( 1,911,052,113 )</u>	<u>( 382,880,382 )</u>
<b>TOTAL COMPREHENSIVE INCOME</b>		<b><u>P 19,498,923,011</u></b>	<u>P 20,494,828,220</u>	<u>P 20,399,467,042</u>
<b>Net profit attributable to:</b>				
Owners of the parent company		<b>P 14,801,009,539</b>	P 13,964,765,317	P 13,246,243,353
Non-controlling interest		<b>8,017,693,426</b>	7,721,535,577	7,863,445,776
		<b><u>P 22,818,702,965</u></b>	<u>P 21,686,300,894</u>	<u>P 21,109,689,129</u>
<b>Total comprehensive income attributable to:</b>				
Owners of the parent company		<b>P 13,239,431,722</b>	P 13,581,880,917	P 13,581,880,917
Non-controlling interest		<b>6,259,491,289</b>	6,912,947,303	6,912,947,303
		<b><u>P 19,498,923,011</u></b>	<u>P 20,494,828,220</u>	<u>P 20,494,828,220</u>
<b>Earnings Per Share for the Net Profit Attributable to Owners of the Parent Company:</b>				
<b>Basic</b>	22	<b><u>P 1.4587</u></b>	<u>P 1.3763</u>	<u>P 1.3065</u>
<b>Diluted</b>		<b><u>P 1.4437</u></b>	<u>P 1.3715</u>	<u>P 1.2999</u>

*See Notes to Consolidated Financial Statements.*



**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	Capital Stock	Additional Paid-in Capital	Treasury Shares – at cost	Net Actuarial Losses on Retirement Benefit Plan	Attributable to Net Fair Value Gains (Losses) on Available-for-Sale Financial Assets
Balance at January 1, 2016		P 10,269,827,979	P 34,395,380,979	(P 936,157,074)	(P 71,269,938)	(P 690,503,745)
Transactions with owners:						
Share-based compensation	21, 27	-	-	-	-	-
Reclassification adjustment		-	-	-	( 11,091,008)	1,100,000
Change in percentage ownership		-	-	-	-	-
Acquisition of a subsidiary		-	-	-	-	-
Dividend from investee		-	-	-	-	-
Cash dividends declared	21	-	-	-	-	-
		<u>-</u>	<u>-</u>	<u>-</u>	<u>( 11,091,008)</u>	<u>1,100,000</u>
Appropriation of retained earnings	21	-	-	-	-	-
Reversal of appropriation	21	-	-	-	-	-
Total comprehensive income		<u>-</u>	<u>-</u>	<u>-</u>	<u>( 503,068,166)</u>	<u>1,167,147,883</u>
Balance at December 31, 2016		<b><u>P 10,269,827,979</u></b>	<b><u>P 34,395,380,979</u></b>	<b><u>(P 936,157,074)</u></b>	<b><u>(P 585,429,112)</u></b>	<b><u>P 477,744,138</u></b>
Balance at January 1, 2015		P 10,269,827,979	P 34,395,380,979	(P 936,157,074)	(P 551,140,907)	(P 505,662,807)
Transactions with owners:						
Issuances during the year		-	-	-	-	-
Share-based compensation	21, 27	-	-	-	-	-
Change in percentage ownership		-	-	-	-	-
Acquisition of a subsidiary		-	-	-	-	-
Dividend from investee		-	-	-	-	-
Cash dividends declared	21	-	-	-	-	-
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Appropriation of retained earnings	21	-	-	-	-	-
Reversal of appropriation	21	-	-	-	-	-
Total comprehensive income		<u>-</u>	<u>-</u>	<u>-</u>	<u>479,870,969</u>	<u>( 184,840,938)</u>
Balance at December 31, 2015		<u>P 10,269,827,979</u>	<u>P 34,395,380,979</u>	<u>(P 936,157,074)</u>	<u>(P 71,269,938)</u>	<u>(P 690,503,745)</u>
Balance at January 1, 2014		P 10,269,827,979	P 33,611,840,432	(P 955,217,410)	(P 227,805,621)	(P 911,161,576)
Transactions with owners:						
Issuances during the year		-	783,540,547	139,708,955	-	-
Share-based compensation	21, 27	-	-	-	-	-
Change in percentage ownership		-	-	-	-	-
Acquisition of a subsidiary		-	-	( 120,648,619)	4,006,419	-
Dividend from investee		-	-	-	-	-
Cash dividends declared	21	-	-	-	-	-
		<u>-</u>	<u>783,540,547</u>	<u>19,060,336</u>	<u>4,006,419</u>	<u>-</u>
Appropriation of retained earnings	21	-	-	-	-	-
Reversal of appropriation	21	-	-	-	-	-
Total comprehensive income		<u>-</u>	<u>-</u>	<u>-</u>	<u>( 327,341,705)</u>	<u>405,498,769</u>
Balance at December 31, 2014		<u>P 10,269,827,979</u>	<u>P 34,395,380,979</u>	<u>(P 936,157,074)</u>	<u>(P 551,140,907)</u>	<u>(P 505,662,807)</u>

**Owners of the Parent Company**

Accumulated Translation Adjustments	Dilution Gain	Share Options	Retained Earnings		Total	Noncontrolling Interest	Total Equity
			Appropriated	Unappropriated			
(P 2,370,232,891)	P 19,980,402,684	P 727,492,290	P 1,990,590,660	P 73,760,966,190	P 137,056,497,134	P 94,131,696,857	P 231,188,193,991
-	-	88,261,583	-	-	88,261,583	48,020,050	136,281,633
-	-	( 71,077,821)	-	( 113,265,968)	( 194,334,797)	194,334,797	-
-	-	-	-	95,823,396	95,823,396	( 112,820,053)	( 16,996,657)
-	-	-	-	-	-	143,598,107	143,598,107
-	-	-	-	-	-	( 1,700,800,865)	( 1,700,800,865)
-	-	-	-	( 3,145,527,772)	( 3,145,527,772)	-	( 3,145,527,772)
-	-	17,183,762	-	( 3,162,970,344)	( 3,155,777,590)	( 1,427,667,964)	( 4,583,445,554)
-	-	-	2,084,587,400	( 2,084,587,400)	-	-	-
-	-	-	( 1,542,340,660)	1,542,340,660	-	-	-
( 2,225,657,534)	-	-	-	14,801,009,539	13,239,431,722	6,259,491,289	19,498,923,011
<b>(P 4,595,890,425)</b>	<b>P 19,980,402,684</b>	<b>P 744,676,052</b>	<b>P 2,532,837,400</b>	<b>P 84,856,758,645</b>	<b>P 147,140,151,266</b>	<b>P 98,963,520,182</b>	<b>P 246,103,671,448</b>
(P 1,692,318,460)	P 19,980,402,684	P 577,813,280	P 1,225,000,000	P 63,707,319,305	P 126,470,464,979	P 91,012,950,893	P 217,483,415,872
-	-	-	-	-	-	-	-
-	-	149,679,010	-	-	149,679,010	150,322,881	300,001,891
-	-	-	-	-	-	( 2,291,217,054)	( 2,291,217,054)
-	-	-	-	-	-	254,687,970	254,687,970
-	-	-	-	-	-	( 1,907,995,136)	( 1,907,995,136)
-	-	-	-	( 3,145,527,772)	( 3,145,527,772)	-	( 3,145,527,772)
-	-	149,679,010	-	( 3,145,527,772)	( 2,995,848,762)	( 3,794,201,339)	( 6,790,050,101)
-	-	-	1,990,590,660	( 1,990,590,660)	-	-	-
-	-	-	( 1,225,000,000)	1,225,000,000	-	-	-
( 677,914,431)	-	-	-	13,964,765,317	13,581,880,917	6,912,947,303	20,494,828,220
(P 2,370,232,891)	P 19,980,402,684	P 727,492,290	P 1,990,590,660	P 73,760,966,190	P 137,056,497,134	P 94,131,696,857	P 231,188,193,991
(P 903,939,309)	P 10,974,217,660	P 264,469,448	P 2,145,000,000	P 53,400,459,760	P 107,667,691,363	P 82,553,954,269	P 190,221,645,632
-	-	-	-	-	923,249,502	-	923,249,502
-	-	313,343,832	-	-	313,343,832	-	313,343,832
-	8,997,252,151	-	-	( 3,575,572)	8,993,676,579	2,074,643,166	11,068,319,745
-	8,932,873	-	-	-	( 107,709,327)	-	( 107,709,327)
-	-	-	-	-	-	( 1,479,092,318)	( 1,479,092,318)
-	-	-	-	( 3,855,808,236)	( 3,855,808,236)	-	( 3,855,808,236)
-	9,006,185,024	313,343,832	-	( 3,859,383,808)	6,266,752,350	595,550,848	6,862,303,198
-	-	-	1,225,000,000	( 1,225,000,000)	-	-	-
-	-	-	( 2,145,000,000)	2,145,000,000	-	-	-
( 788,379,151)	-	-	-	13,246,243,353	12,536,021,266	7,863,445,776	20,399,467,042
(P 1,692,318,460)	P 19,980,402,684	P 577,813,280	P 1,225,000,000	P 63,707,319,305	P 126,470,464,979	P 91,012,950,893	P 217,483,415,872



## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

(Amounts in Philippine Pesos)

	Notes	2016	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before tax		<b>P 28,699,682,675</b>	P 26,926,955,100	P 26,636,134,180
Adjustments for:				
Depreciation and amortization	24, 25	<b>5,100,711,730</b>	4,486,155,305	4,293,318,046
Interest expense	26	<b>4,856,184,716</b>	4,030,183,353	4,281,446,845
Unrealized foreign currency losses (gains) - net		<b>1,833,760,579</b>	1,671,668,080	( 29,509,849)
Interest income	26	<b>( 1,818,829,674)</b>	( 2,477,581,190)	( 2,589,097,758)
Share in net profits of associates and joint ventures	12	<b>( 355,605,317)</b>	( 268,621,860)	( 122,737,983)
Impairment and other losses	6, 8, 25	<b>166,497,656</b>	51,187,163	287,425,470
Fair value gains	26	<b>( 159,134,466)</b>	( 257,633,748)	( 8,363,512)
Stock option benefit expense	27	<b>136,281,633</b>	300,444,171	313,343,832
Gain on sale of investments in an associate	26	<b>( 82,459,513)</b>	( 181,347,731)	-
Income from acquisition and deconsolidation of subsidiaries	26	<b>( 53,333,760)</b>	( 3,758,167)	( 524,766,704)
Loss (gain) on disposal of property, plant and equipment, investment property and intangible assets	26	<b>35,820,601</b>	( 1,779,421)	( 69,298,776)
Unrealized loss on interest rate swap	26	<b>31,769,386</b>	30,186,511	36,405,850
Loss (gain) on sale of investment in available-for-sale financial assets	26	<b>( 11,942,807)</b>	34,615,950	( 41,859,502)
Dividend income	26	<b>( 6,312,863)</b>	( 15,376,038)	( 20,278,117)
Gain on reversal of liabilities	26	-	( 6,000,000)	( 121,428,571)
Gain on reversal of impairment losses	13	-	( 1,877,430)	-
Reversal of preacquisition loss	26	-	( 291,847)	( 9,150,638)
Operating profit before working capital changes		<b>38,373,090,576</b>	34,317,128,201	32,311,582,813
Increase in trade and other receivables		<b>( 10,815,452,815)</b>	( 12,471,473,657)	( 13,545,274,090)
Decrease (increase) in financial assets at fair value through profit or loss		<b>1,381,247,869</b>	( 2,874,686,770)	2,976,051,218
Increase in inventories		<b>( 6,646,895,698)</b>	( 5,010,665,696)	( 13,207,753,710)
Increase in property development costs		<b>( 5,200,693,240)</b>	( 2,467,537,709)	( 1,950,203,880)
Increase in other current assets		<b>( 2,954,106,410)</b>	( 1,614,508,215)	( 1,721,938,963)
Increase (decrease) in trade and other payables		<b>( 574,864,877)</b>	1,346,538,032	10,623,483,673
Increase (decrease) in other current liabilities		<b>599,129,197</b>	( 1,060,888,298)	1,114,963,317
Increase in retirement benefit obligation		<b>34,207,167</b>	16,743,203	205,550,332
Increase (decrease) in other non-current liabilities		<b>( 321,679,183)</b>	3,347,111,659	8,598,925,379
Cash generated from operations		<b>13,873,982,586</b>	13,527,760,750	25,405,386,089
Cash paid for taxes		<b>( 4,455,061,359)</b>	( 4,210,292,049)	( 4,283,611,063)
Net Cash From Operating Activities		<b>9,418,921,227</b>	9,317,468,701	21,121,775,026
Balance carried forward		<b>P 9,418,921,227</b>	P 9,317,468,701	P 21,121,775,026

See Notes to Consolidated Financial Statements.

	Notes	2016	2015	2014
<i>Balance brought forward</i>		<u>P 9,418,921,227</u>	<u>P 9,317,468,701</u>	<u>P 21,121,775,026</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisitions of:				
Property, plant and equipment	13	( 15,258,990,246)	( 13,362,202,290)	( 9,891,036,964)
Investment property	14	( 12,979,191,612)	( 12,896,131,534)	( 8,727,663,262)
Subsidiaries, associates and a business unit	12	( 12,208,064,237)	( 956,432,437)	( 25,804,429,496)
Land for future development		( 1,687,208,045)	( 4,358,367,202)	( 4,097,181,884)
Available-for-sale financial assets	11	( 161,284,871)	( 536,169,158)	( 1,687,722,424)
Intangible assets	15	-	( 125,000)	( 1,158,446,571)
Proceeds from:				
Sale of available-for-sale financial assets		1,689,935,683	3,240,197,938	1,553,703,097
Collections of advances from associates and other related parties	12	386,790,457	193,297	1,258,582,989
Sale of investment in associates	12	343,867,951	422,256,169	5,000,000
Disposal of property, plant and equipment		76,795,977	205,139,013	937,649,618
Disposal of investment property		766,776	33,846,200	455,094,610
Disposal of intangible assets		-	-	1,219,545
Decrease (increase) in other non-current assets		2,025,977,244	( 4,675,923,285)	( 2,908,143,881)
Interest received		1,578,065,218	2,190,794,144	2,460,586,253
Collections (advances) to landowners, joint ventures and other related parties		( 265,563,720)	230,269,524	-
Additional advances granted to (collected from) associates		( 35,162,769)	( 1,557,034,759)	( 996,006,650)
Cash dividends received		<u>99,704,157</u>	<u>15,376,038</u>	<u>20,278,117</u>
Net Cash Used in Investing Activities		<u>( 36,393,562,037)</u>	<u>( 32,004,313,342)</u>	<u>( 48,578,516,903)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from:				
Interest-bearing loans and bonds		46,474,698,987	50,622,198,717	26,897,068,225
Issuance of shares of subsidiaries		-	13,737,924	-
Issuance of equity-linked debt securities		-	-	5,253,600,000
Sale of treasury shares		-	-	802,600,883
Payment of interest-bearing loans		( 27,657,660,328)	( 32,852,765,742)	( 9,632,098,450)
Interest paid		( 6,504,307,008)	( 5,230,421,625)	( 4,409,911,861)
Dividends paid	21	( 4,846,328,637)	( 5,053,522,908)	( 3,855,808,236)
Advances granted and paid to related parties	29	( 1,405,950,723)	( 420,471,559)	( 2,362,902,237)
Advances collected and received from related parties	29	1,330,728,915	2,404,220,900	1,617,259,882
Payments of derivative liabilities	20	( 339,463,500)	( 324,351,375)	( 318,270,188)
Net Cash From Financing Activities		<u>7,051,717,706</u>	<u>9,158,624,332</u>	<u>13,991,538,018</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>( 19,922,923,104)</b>	<b>( 13,528,220,309)</b>	<b>( 13,465,203,859)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>68,593,959,027</b>	<b>82,058,836,647</b>	<b>94,977,525,445</b>
<b>BEGINNING BALANCE OF CASH AND CASH EQUIVALENTS OF NEW SUBSIDIARIES</b>		<b>1,902,094</b>	<b>63,342,689</b>	<b>387,730,871</b>
<b>PREACQUISITION CHANGES IN CASH AND CASH EQUIVALENTS OF ACQUIRED SUBSIDIARIES</b>		<b>-</b>	<b>-</b>	<b>158,784,190</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b><u>P 48,672,938,017</u></b>	<b><u>P 68,593,959,027</u></b>	<b><u>P 82,058,836,647</u></b>

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

In the normal course of business, the Group enters into non-cash activities which are not reflected in the cash flows, including the following: (a) exchanges or purchases or sale on account of real estate and other assets that remain unpaid at end of year; (b) reclassifications or transfers of property as it goes through its various stages of development, such as incurred costs from Land for Future Development to Property Development Costs or to Investment Property or to Inventories; (c) borrowing costs capitalized under Property Development Costs or Construction in Progress; (d) prior year's deposits applied during the year.

*See Notes to Consolidated Financial Statements.*



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2016, 2015 AND 2014

(Amounts in Philippine Pesos)

### 1. CORPORATE INFORMATION

#### 1.1 General Information

Alliance Global Group, Inc. (the Company, Parent Company, or AGI) was registered with the Philippine Securities and Exchange Commission (SEC) on October 12, 1993 and began operations in 1994 as a glass-container manufacturer. On March 12, 1999, it obtained approval from the SEC to broaden its primary business into that of a holding company. Given a wider scope of business, AGI immediately diversified its investment holdings and on April 19, 1999, AGI listed its shares in the Philippine Stock Exchange (PSE). Currently, the Company and its subsidiaries, associates and joint ventures (collectively referred to as the Group) operate businesses in real estate development, tourism-entertainment and gaming, food and beverage, and quick-service restaurant under the following entities (see Notes 4 and 12):

Subsidiaries/Associates/ Joint Ventures	Short Name	Notes	Percentage of Effective Ownership of AGI		
			2016	2015	2014
<b>Subsidiaries</b>					
<b>Megaworld and subsidiaries</b>					
Megaworld Corporation	Megaworld	(a)	<b>67%</b>	67%	67%
Megaworld Resort Estates, Inc.		(b)	<b>83%</b>	83%	83%
Sonoma Premiere Land, Inc.		(c)	<b>73%</b>	73%	73%
Megaworld Land, Inc.			<b>67%</b>	67%	67%
Prestige Hotels and Resorts, Inc.			<b>67%</b>	67%	67%
Mactan Oceanview Properties and Holdings, Inc.			<b>67%</b>	67%	67%
Megaworld Cayman Islands, Inc.		(d)	<b>67%</b>	67%	67%
Richmonde Hotel Group International Ltd.	RHGI	(e)	<b>67%</b>	67%	67%
Eastwood Cyber One Corporation	ECOC		<b>67%</b>	67%	67%
Megaworld Cebu Properties, Inc.			<b>67%</b>	67%	67%
Megaworld Newport Property Holdings, Inc.			<b>67%</b>	67%	67%
Oceantown Properties, Inc.			<b>67%</b>	67%	67%
Piedmont Property Ventures, Inc.			<b>67%</b>	67%	67%
Stonehaven Land, Inc.			<b>67%</b>	67%	67%
Streamwood Property, Inc.			<b>67%</b>	67%	67%
Suntrust Properties, Inc.	SPI		<b>67%</b>	67%	67%
Luxury Global Hotels and Leisures, Inc.			<b>67%</b>	67%	67%
Suntrust Ecotown Developers, Inc.	SEDI		<b>67%</b>	67%	67%
Arcovia Properties, Inc.	API		<b>67%</b>	67%	67%
Citywalk Building Administration, Inc.			<b>67%</b>	67%	67%
Forbestown Commercial Center Administration, Inc.			<b>67%</b>	67%	67%
Paseo Center Building Administration, Inc.			<b>67%</b>	67%	67%
Uptown Commercial Center Administration, Inc.			<b>67%</b>	67%	67%
Global One Integrated Business Services, Inc.			<b>67%</b>	67%	67%
Luxury Global Malls, Inc.			<b>67%</b>	67%	67%
Davao Park District Holdings Inc.	DPDHI		<b>67%</b>	67%	67%
Governor's Hills Science School, Inc.			<b>67%</b>	67%	67%
Sunrays Properties Management, Inc.			<b>67%</b>	67%	67%
Suntrust One Shanata, Inc.			<b>67%</b>	67%	67%
Suntrust Two Shanata, Inc.			<b>67%</b>	67%	67%
Belmont Newport Luxury Hotels, Inc.		(f)	<b>67%</b>	67%	-
Global One Hotel Group, Inc.		(f)	<b>67%</b>	67%	-
Ilo-ilo Center Mall Administration, Inc.		(f)	<b>67%</b>	67%	-
Newtown Commercial Center Administration, Inc.		(f)	<b>67%</b>	67%	-
Valley Peaks Property Management, Inc.		(f)	<b>67%</b>	67%	-
Landmark Seaside Properties, Inc.	LSPI	(g)	<b>67%</b>	-	-
San Vicente Coast, Inc.	SVCI	(h)	<b>67%</b>	-	-
Megaworld Bacolod Properties, Inc.	MBPI	(i)	<b>62%</b>	62%	-
Southwoods Mall Inc.	SMI	(j)	<b>61%</b>	61%	54%
Megaworld Global-Estate, Inc.		(k)	<b>60%</b>	60%	59%
Manila Bayshore Property Holdings, Inc.	MBPHI	(l)	<b>57%</b>	57%	57%
Twin Lakes Corp.	TLC		<b>56%</b>	56%	45%
Empire East Land Holdings, Inc.	EELHI		<b>55%</b>	55%	55%
Valle Verde Properties, Inc.			<b>55%</b>	55%	55%
Empire East Communities, Inc.			<b>55%</b>	55%	55%
Sherman Oak Holdings, Inc.			<b>55%</b>	55%	55%

Subsidiaries/Associates/ Joint Ventures	Short Name	Notes	Percentage of Effective Ownership of AGI		
			2016	2015	2014
<b>Subsidiaries</b>					
<b>Megaworld and subsidiaries</b>					
Eastwood Property Holdings, Inc.			55%	55%	55%
20th Century Nylon Shirt, Inc.		(i)	55%	55%	-
Global-Estate Resorts, Inc.	GERI	(m)	55%	55%	54%
Fil-Estate Properties, Inc.	FEPI		55%	55%	54%
Aklan Holdings Inc.			55%	55%	54%
Blu Sky Airways, Inc.			55%	55%	54%
Fil-Estate Subic Development Corp.			55%	55%	54%
Fil-Power Construction Equipment Leasing Corp.			55%	55%	54%
Golden Sun Airways, Inc.			55%	55%	54%
La Compañía De Sta. Barbara, Inc.			55%	55%	54%
MCX Corporation			55%	55%	54%
Pioneer L-5 Realty Corp.			55%	55%	54%
Prime Airways, Inc.			55%	55%	54%
Sto. Domingo Place Development Corp.			55%	55%	54%
Fil-Power Concrete Blocks Corp.			55%	55%	54%
Fil-Estate Golf and Development, Inc			55%	55%	54%
Golforce, Inc.			55%	55%	54%
Fil-Estate Urban Development Corp.			55%	55%	54%
Novo Sierra Holdings Corp.			55%	55%	54%
Global Homes and Communities, Inc.			55%	55%	54%
Megaworld Central Properties, Inc.			51%	51%	51%
Townsquare Development, Inc.			50%	50%	50%
Golden Panda-ATI Realty Corporation			50%	50%	50%
Soho Cafe and Restaurant Group, Inc.	SCRGI	(g)	50%	-	-
La Fuerza, Inc.	LFI		45%	45%	45%
Fil-Estate Industrial Park, Inc.			44%	44%	43%
Megaworld-Daewoo Corporation	MDC		40%	40%	40%
Laguna Bel-Air School, Inc.			40%	40%	40%
Gilmore Property Marketing Associates Inc.	GPMAI		35%	35%	35%
Megaworld Globus Asia, Inc.			34%	34%	34%
Philippine International Properties, Inc.			34%	34%	34%
Maple Grove Land, Inc.	MGLI	(h)	34%	-	-
Southwoods Ecocentrum Corp.		(n)	33%	31%	30%
Philippine Aquatic Leisure Corp.		(n)	33%	31%	30%
Sherwood Hills Development Inc.			30%	30%	30%
Oceanfront Properties, Inc.	OFPI		28%	28%	27%
Lucky Chinatown Cinemas, Inc.	LCCI	(o)	-	67%	67%
McKinley Cinemas, Inc.	MCI	(o)	-	67%	-
Uptown Cinemas, Inc.	UCI	(o)	-	67%	-
Eastwood Cinema 2000, Inc.	EC2000	(o)	-	37%	37%
<b>Emperador and subsidiaries</b>					
Emperador Inc.	EMP or Emperador	(p)	82%	82%	81%
Emperador Distillers, Inc.	EDI		82%	82%	81%
Emperador International Ltd.	EIL	(e)	82%	82%	81%
The Bar Beverage, Inc.			82%	82%	81%
Grupo Emperador Spain, S.A.	GES	(q)	82%	82%	81%
Bodega San Bruno, SL	BSB	(q)	82%	82%	81%
Bodegas Fundador SLU	BFS	(q)	82%	82%	-
Emperador Gestion S.L.	Gestion	(q)	82%	-	-
Complejo Bodeguero San Patricio SL	Complejo	(q)	82%	-	-
Emperador Europe SARL	EES	(q)	82%	82%	81%
Emperador Asia Pte Ltd.	EA	(q)	82%	82%	81%
Emperador Holdings (GB) Limited.	EGB	(q)	82%	82%	81%
Emperador UK Limited	EUK	(q)	82%	82%	81%
Whyte and Mackay Group Limited	WMG	(q)	82%	82%	81%
Whyte and Mackay Limited	WML	(q)	82%	82%	81%
Whyte and Mackay Warehousing Ltd.	WMWL	(q)	82%	82%	81%
Cocos Vodka Distillers Philippines, Inc.		(f)	82%	82%	-
Tradewind Estates, Inc.	TEI	(r)	82%	100%	100%
Alcazar de Bana Holdings Company, Inc.	Alcazar	(h)	82%	-	-
ProGreen AgriCorp, Inc.		(g)	82%	-	-
Anglo Watsons Glass, Inc.	AWGI		64%	64%	81%



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

Subsidiaries/Associates/ Joint Ventures	Short Name	Notes	Percentage of Effective Ownership of AGI		
			2016	2015	2014
<b>Subsidiaries</b>					
<b>GADC and subsidiaries</b>					
Golden Arches Development Corporation	GADC		<b>49%</b>	49%	49%
Golden Arches Realty Corporation			<b>49%</b>	49%	49%
Clark Mac Enterprises, Inc.			<b>49%</b>	49%	49%
Advance Food Concepts Manufacturing, Inc.	AFCMI		<b>49%</b>	49%	46%
Golden Laoag Foods Corporation			<b>38%</b>	38%	38%
Davao City Food Industries, Inc.			<b>37%</b>	37%	37%
Red Asian Food Solutions			<b>37%</b>	37%	37%
First Golden Laoag Ventures			<b>34%</b>	34%	34%
Retiro Golden Foods, Inc.			<b>34%</b>	34%	34%
McDonald's Anonas City Center			<b>34%</b>	34%	34%
McDonald's Puregold Taguig			<b>29%</b>	29%	29%
Golden City Food Industries, Inc.	GCFII		<b>29%</b>	29%	29%
McDonald's Bonifacio Global City			<b>27%</b>	27%	27%
Molino First Golden Foods, Inc.	MFGFI		<b>26%</b>	26%	26%
GY Alliance Concepts, Inc.	GYACI		<b>19%</b>	19%	19%
Onzal Development Corp.	ODC	(s)	-	49%	-
<b>Travellers and subsidiaries</b>					
Travellers International Hotel Group, Inc.	Travellers	(t)	<b>47%</b>	47%	47%
APEC Assets Limited	APEC		<b>47%</b>	47%	47%
Bright Leisure Management, Inc.			<b>47%</b>	47%	47%
Deluxe Hotels and Recreation, Inc.			<b>47%</b>	47%	47%
Entertainment City Integrated Resorts & Leisure, Inc.			<b>47%</b>	47%	47%
Grand Integrated Hotels and Recreation, Inc.			<b>47%</b>	47%	47%
Grandservices, Inc.			<b>47%</b>	47%	47%
Grandventure Management Services, Inc.			<b>47%</b>	47%	47%
Lucky Star Hotels and Recreation, Inc.			<b>47%</b>	47%	47%
Majestic Sunrise Leisure & Recreation, Inc.			<b>47%</b>	47%	47%
Net Deals, Inc.			<b>47%</b>	47%	47%
Newport Star Lifestyle, Inc.			<b>47%</b>	47%	47%
Royal Bayshore Hotels & Amusement, Inc.			<b>47%</b>	47%	47%
FHTC Entertainment & Production, Inc.	FHTC		<b>47%</b>	47%	47%
Bright Pelican Leisure and Production, Inc.			<b>47%</b>	47%	47%
Golden Peak Leisure and Recreation, Inc.			<b>47%</b>	47%	47%
Westside City Resorts World, Inc.	WCRWI	(u)	<b>47%</b>	47%	47%
Purple Flamingos Amusement and Leisure Corporation			<b>47%</b>	47%	47%
Red Falcon Amusement and Leisure Corporation			<b>47%</b>	47%	47%
Agile Fox Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Aquamarine Delphinium Leisure and Recreation, Inc.		(f)	<b>47%</b>	47%	-
Brilliant Apex Hotels and Leisure Corporation		(f)	<b>47%</b>	47%	-
Coral Primrose Leisure and Recreation Corporation		(f)	<b>47%</b>	47%	-
Lucky Panther Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Luminescent Vertex Hotels and Leisure Corporation		(f)	<b>47%</b>	47%	-
Magenta Centaurus Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Sapphire Carnation Leisure and Recreation Corporation		(f)	<b>47%</b>	47%	-
Scarlet Milky Way Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Sparkling Summit Hotels and Leisure Corporation		(f)	<b>47%</b>	47%	-

Subsidiaries/Associates/ Joint Ventures	Short Name	Notes	Percentage of Effective Ownership of AGI		
			2016	2015	2014
<b>Subsidiaries</b>					
<b>Travellers and subsidiaries</b>					
Valiant Leopard Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Vermillion Triangulum Amusement and Leisure Corporation		(f)	<b>47%</b>	47%	-
Westside Theatre Inc.		(f)	<b>47%</b>	47%	-
<b>Corporate and Others</b>					
New Town Land Partners, Inc.	NTLPI		<b>100%</b>	100%	100%
Great American Foods, Inc.		(v)	<b>100%</b>	100%	100%
McKester America, Inc.		(v)	<b>100%</b>	100%	100%
Alliance Global Brands, Inc.			<b>100%</b>	100%	100%
McKester Pik-nik International Limited	MPIL	(e)	<b>100%</b>	100%	100%
Venezia Universal Ltd.		(e)	<b>100%</b>	100%	100%
Travellers Group Ltd.		(e)	<b>100%</b>	100%	100%
Alliance Global Group Cayman Islands, Inc.	AG Cayman	(d)	<b>100%</b>	100%	100%
Greenspring Investment Holdings Properties Ltd.	Greenspring	(e)	<b>100%</b>	100%	100%
Shiok Success International, Ltd.		(e)	<b>100%</b>	100%	100%
Dew Dreams International, Ltd.		(e)	<b>100%</b>	100%	100%
First Centro, Inc.	FCI		<b>100%</b>	100%	100%
Oceanic Realty Group International, Inc.			<b>100%</b>	100%	100%
ERA Real Estate Exchange, Inc.			<b>100%</b>	100%	100%
Global One Real Estate Spain, SAU	GORES	(w)	-	100%	100%
Adams Properties, Inc.	Adams		<b>60%</b>	60%	60%
<b>Associates</b>					
First Premiere Arches Restaurant Inc.	FPARI	(x), 12.6	<b>49%</b>	-	-
Bonifacio West Development Corporation	BWDC		<b>31%</b>	31%	31%
Suntrust Home Developers, Inc.	SHDI	12.3	<b>29%</b>	29%	29%
First Oceanic Property Management, Inc.		(y)	<b>29%</b>	29%	29%
Citylink Coach Services, Inc.		(y)	<b>29%</b>	29%	29%
Palm Tree Holdings and Development Corporation	PTHDC		<b>27%</b>	27%	27%
Boracay Newcoast Hotel Group, Inc.	BNHGI	(z), 12.4	<b>17%</b>	25%	32%
Fil-Estate Network, Inc.	FENI		<b>11%</b>	11%	11%
Fil-Estate Sales, Inc.	FESI		<b>11%</b>	11%	11%
Fil-Estate Realty and Sales Associates, Inc.	FERSAI		<b>11%</b>	11%	11%
Fil-Estate Realty Corp.	FERC		<b>11%</b>	11%	11%
Pacific Coast Mega City, Inc.	PCMCI	12.2	<b>11%</b>	11%	-
Nasugbu Properties, Inc.	NPI		<b>8%</b>	8%	8%
<b>Joint Ventures</b>					
Front Row Theatre Management, Inc.	FRTMI	(aa), 12.5	<b>50%</b>	50%	-
Bodegas Las Copas, SL	BLC	(bb)	<b>41%</b>	41%	41%

Explanatory notes:

- AGI's effective ownership interest is derived from its 44% direct ownership and 3% direct holdings of FCI, 18% direct holdings of NTLPI and 2% holdings of other subsidiaries.
- AGI and Megaworld directly owns 49% and 51%, respectively.
- A subsidiary through 60% and 40% direct ownership of EELHI and FCI, respectively.
- Foreign subsidiaries operating under the laws of the Cayman Islands.
- Foreign subsidiaries operating under the Business Companies Act of the British Virgin Islands (BVI).
- Incorporated subsidiaries in 2015.
- Newly acquired subsidiaries in 2016.
- Newly incorporated subsidiaries in 2016.
- Acquired subsidiaries in 2015.
- Effective ownership over SMI increased in 2015 due to additional subscriptions made by Megaworld.
- A subsidiary of through 60% and 40% direct ownership of GERI and Megaworld, respectively
- A subsidiary of through 50/50 ownership of Travellers and Megaworld.
- AGI's effective ownership interest represents its indirect holdings through Megaworld, which owns 82% of GERI as at December 31, 2016 and 2015. Megaworld owns 80% of GERI as at December 31, 2014.



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- (n) As a result of additional investments from GERI in 2016 and 2015, indirect ownership interest over these subsidiaries increased in proportion to the increase in effective interest over GERI.
- (o) In 2016, Megaworld disposed its ownership interest over LCCI, MCI, UCI and EC2000. No gain or loss was recognized from the disposal.
- (p) In 2015, the Company made additional investment in EMP increasing its effective ownership to 82%.
- (q) Subsidiaries under EIL. EA is operating under the laws of Singapore while GES and its subsidiaries, BSB and BFS, are operating under the laws of Spain. EES is operating under the laws of Luxembourg. EGB (the ultimate UK parent) is operating under the laws of England and Wales. EUK, WMG, WML and WMWL are operating under the laws of Scotland. EA, EES and EGB are direct subsidiaries of EIL.
- (r) In March 2016, AGBI sold its 100% ownership over TEI to EDI, a subsidiary of EMP; hence, the Company's effective interest decreased to 82%.
- (s) In December 2016, GADC sold its full ownership interest over ODC to AGI and a third party. The retained interest is now reclassified as available-for-sale (AFS) financial assets.
- (t) Travellers' common shares are directly owned 15% by AGI, 3% by FCI, 2% by Megaworld, 46% by Adams, 24% by Genting Hongkong Limited (GHL) and 10% by the public.
- (u) AGI's effective ownership is through 1% direct ownership, 45% through 95% ownership of Travellers, and 1% through ownership of other subsidiaries within the Group (i.e., FCI, Megaworld and Adams).
- (v) Foreign subsidiaries of MPIL operating under the laws of United States of America.
- (w) Foreign subsidiary operating under the laws of Spain. In 2016, the Group disposed its investment in GORES.
- (x) In 2016, FCI acquired 49% ownership in FPARI, a domestic corporation engaged in establishing, maintaining, operating and managing, for its own account, or for the account of other entities or individuals, restaurants, bars and general food catering services, specifically McDonald's.
- (y) Subsidiaries of SHDI, an associate of Megaworld
- (z) In 2016 and 2015, FEPI further sold its 15% ownership interest each year over BNHGI to third parties.
- (aa) A joint venture through FHTC.
- (bb) A foreign joint venture under GES and operating under the laws of Spain.

The Company, its subsidiaries, associates and joint ventures are incorporated and operating in the Philippines, except for such foreign subsidiaries and joint ventures as identified in the preceding table (see explanatory notes d, e, q, v, w and bb above).

AGI's shares of stock and those of Megaworld, EMP, Travellers, GERI, EELHI and SHDI are listed in and traded through the PSE.

The principal activities of the Group are further described in Note 4.

The Company's registered office and primary place of business is located at 7<sup>th</sup> Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City.

### 1.2 Business Acquisitions and Disposals

#### (a) 2016 Acquisitions

In February 2016, Emperador, through its subsidiary BFS, acquired the Spanish brandy and sherry business (Business Unit) of Beam Suntory Spain, S.L. The goodwill recognized from this acquisition reflects the opportunity to strengthen the Group's position in the global drinks market, and the synergies and economies of scale expected from combined operations.

Also in 2016, Megaworld acquired various business entities primarily to expand its reach in the local market (see Note 1.1).

The details of the recognized amounts of identifiable assets acquired and total consideration paid are as follows:

	<u>Spanish Brandy and Sherry Business</u>	<u>Various Acquisitions by Megaworld</u>
Recognized amounts of assets acquired:		
Tangible assets	P 6,592,734,082	P 1,131,637,070
Intangible assets	<u>6,662,974,698</u>	<u>-</u>
	<u>13,255,708,780</u>	<u>1,131,637,070</u>
Recognized amount of liabilities acquired	<u>-</u>	<u>(25,580,071)</u>
Net assets acquired	<u>13,255,708,780</u>	<u>1,106,056,999</u>
Fair value of consideration transferred:		
Cash	14,718,366,134	5,000,000
Advances to related parties	<u>-</u>	<u>1,100,445,738</u>
	<u>14,718,366,134</u>	<u>1,105,445,738</u>
Goodwill (gain on acquisition)	1,462,657,354	(2,027,645)
Non-controlling interest	-	(675,882)
Preacquisition income loss	-	3,314,788

(b) 2015 Acquisitions

In 2015, Megaworld and GADC acquired various subsidiaries for business expansion. The acquisitions are individually insignificant to the Group.

The aggregate information relating to the total recognized amounts of identifiable assets acquired and total consideration paid is presented as follows:

Recognized amount of tangible assets acquired	P 3,135,842,532
Recognized amount of liabilities assumed	<u>(25,168,087)</u>
Net assets acquired	<u>3,110,674,445</u>
Total cash consideration transferred	<u>2,855,308,414</u>
Gain on acquisition	3,758,167
Non-controlling interest	266,556,861
Preacquisition loss	<u>(291,847)</u>

(c) 2016 Disposals

In 2016, the Group disposed ownership interests in various entities thereby losing control (see Note 1.1). The carrying amount of net assets of the entities at the date of disposal and the resulting gain on deconsolidation are as follows:

Current assets (excluding cash)	P 9,612,358
Non-current assets	320,099,653
Current liabilities	<u>(133,614,177)</u>
Non-current liabilities	<u>(118,647,500)</u>
Total net assets	77,450,334
Total consideration received in cash	199,900,330
Cash and cash equivalents disposed of	<u>(75,643,883)</u>
Net cash received	<u>124,256,447</u>
Derecognized non-controlling interest	<u>(4,500,000)</u>
Gain on deconsolidation	<u>P 51,306,113</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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*(Amounts in Philippine Pesos)***1.3 Approval of the Consolidated Financial Statements**

The Board of Directors (BOD) approved on March 29, 2017 the issuance of the consolidated financial statements of the Group as at and for the year ended December 31, 2016 (including the comparative financial statements as at December 31, 2015 and for the years ended December 31, 2015 and 2014).

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**2.1 Basis of Preparation of Consolidated Financial Statements***(a) Statement of Compliance with Philippine Financial Reporting Standards*

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

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

*(b) Presentation of Consolidated Financial Statements*

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

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

*(c) Functional and Presentation Currency*

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

Items included in the consolidated financial statements of the Group are measured using the Company's functional currency (see Note 2.18). Functional currency is the currency of the primary economic environment in which the Company operates.

**2.2 Basis of Consolidation**

The Group's consolidated financial statements comprise the financial statements of the Company and its subsidiaries, as enumerated in Note 1, after the elimination of material intercompany transactions. All intercompany balances and transactions with subsidiaries, including income, expenses, dividends and unrealized profits and losses from intercompany transactions that are recognized in assets are eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

In addition, shares of stock of the Company acquired by any of its subsidiaries are recognized as treasury shares and these are presented as deduction in the consolidated statement of changes in equity at cost (see Note 2.14). Any changes in their market values, as recognized separately by the subsidiaries, are likewise eliminated in full. Gain or loss on the sale of these treasury shares is presented as addition to or deduction from additional paid-in capital (APIC).

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

The Group accounts for its investments in subsidiaries and associates, interests in joint arrangements, and transactions with non-controlling interest as follows:

(a) *Investments in Subsidiaries*

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

The acquisition method is applied to account for acquired subsidiaries (see Note 2.10). This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group, if any. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss.

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

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.10).

(b) *Investments in Associates*

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

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

All subsequent changes to the ownership interest in the equity of the associates are recognized in the Group's carrying amount of the investments. Changes resulting from the profit or loss generated by the associates are credited or charged against the Share in Net Profits (Losses) of Associates and Joint Ventures account in the consolidated statement of comprehensive income. These changes include subsequent depreciation, amortization and impairment of the fair value adjustments of the associates' assets and liabilities.

Impairment loss is provided when there is objective evidence that the investments in associates will not be recovered (see Note 2.19).

Changes resulting from other comprehensive income of the associates or items recognized directly in the associates' equity, for example, resulting from the associates' accounting for AFS financial assets, are recognized in other comprehensive income or equity of the Group, as applicable.

Any non-income related equity movements of the associates that arise, for example, from the distribution of dividends or other transactions with the associates' shareholders, are charged against the proceeds received or granted. No effect on the Group's net result or equity is recognized in the course of these transactions. However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of the profits exceeded the accumulated share of losses that has previously not been recognized. Distributions received from the associates are accounted for as a reduction of the carrying value of the investment.

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Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

*(c) Interests in Joint Arrangements*

For interest in a joint operation, the Group recognizes in its consolidated financial statements its share of the assets that it controls, the liabilities and the expenses that it incurs and its share in the income from the sale of goods or services by the joint operation. No adjustments or other consolidation procedures are required since the assets, liabilities, income and expenses of the joint operation are recognized in the separate financial statements of the operators.

For interest in a joint venture, the Group recognizes in its consolidated financial statements its interest using the equity method. Under the equity method, the interest in a joint venture is initially recognized at cost and the carrying amount is increased or decreased to recognize the Group's share in the profit or loss of the joint venture after the date of acquisition. Unrealized gains arising from transactions with joint venture are eliminated to the extent of the Group's interest in joint venture against the related investment. Unrealized losses are eliminated similarly but only to the extent that there is no evidence of impairment of the asset transferred.

*(d) Transactions with Non-controlling Interest*

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

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

The Parent Company holds beneficial interests in various subsidiaries and associates as presented in Notes 1 and 12.

**2.3 Adoption of New and Amended PFRS***(a) Effective in 2016 that are Relevant to the Group*

The Group adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2016:

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

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

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Disclosure Initiative*. The amendments encourage entities to apply professional judgment in presenting and disclosing information in the financial statements. Accordingly, they clarify that materiality applies to the whole financial statements and an entity shall not reduce the understandability of the financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. Moreover, the amendments clarify that an entity's share in other comprehensive income of associates and joint ventures accounted for using equity method should be presented based on whether or not such other comprehensive income item will subsequently be reclassified to profit or loss. They further clarify that in determining the order of presenting the notes and disclosures, an entity shall consider the understandability and comparability of the financial statements. The amendments did not affect the Group's consolidated financial statements.
- (ii) PAS 16 (Amendments), *Property, Plant and Equipment*, and PAS 38 (Amendments), *Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization*. The amendments in PAS 16 clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment. In addition, amendments to PAS 38 introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is not appropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of an intangible asset are highly correlated. The amendments also provide guidance that the expected future reductions in the selling price of an item that was produced using the asset could indicate an expectation of technological or commercial obsolescence of an asset, which may reflect a reduction of the future economic benefits embodied in the asset. The amendments did not affect the Group's consolidated financial statements.
- (iii) PAS 16 (Amendments), *Property, Plant and Equipment*, and PAS 41 (Amendments), *Agriculture – Bearer Plants*. The amendments define a bearer plant as a living plant that is used in the production or supply of agricultural produce, is expected to bear produce for more than one period and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales. On this basis, bearer plant is now included within the scope of PAS 16 rather than PAS 41, allowing such assets to be accounted for as property, plant and equipment and to be measured after initial recognition at cost or revaluation basis in accordance with PAS 16. The amendments further clarify that produce growing on bearer plants remains within the scope of PAS 41. The amendments did not affect the Group's consolidated financial statements.
- (iv) PFRS 10 (Amendments), *Consolidated Financial Statements*, PFRS 12 (Amendments), *Disclosure of Interests in Other Entities*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception*. These amendments address the concerns that have arisen in the context of applying the consolidation exception for investment entities. They clarify which subsidiaries of an investment entity are consolidated in accordance with paragraph 32 of PFRS 10 and clarify whether the exemption to present consolidated financial statements, set out in paragraph 4 of PFRS 10, is available to a parent entity that is a subsidiary of an investment entity. These amendments also permit a non-investment entity investor, when applying the equity method of accounting for an associate or joint venture that is an investment entity, to retain the fair value measurement applied by that investment entity associate or joint venture to its interests in subsidiaries. The amendments did not have any impact on the Group's consolidated financial statements.
- (v) PFRS 11 (Amendments), *Joint Arrangements – Accounting for Acquisitions of Interest in Joint Operations*. The amendments require the acquirer of an interest in a joint operation in which the activity constitutes a business as defined in PFRS 3, *Business Combinations*, to apply all accounting principles and disclosure requirements on business combinations under PFRS 3 and other PFRS, except for those principles that conflict with the guidance in PFRS 11. The amendments did not have any impact on the Group's consolidated financial statements.

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(vi) Annual Improvements to PFRS (2012-2014 Cycle). Among the improvements, the following amendments are relevant to the Group but had no material impact on the Group's consolidated financial statements as these amendments merely clarify the existing requirements:

- PAS 19 (Amendments), *Employee Benefits – Discount Rate: Regional Market Issue*. The amendments clarify that the currency and term of the high quality corporate bonds which were used to determine the discount rate for post-employment benefit obligations shall be made consistent with the currency and estimated term of the post-employment benefit obligations.
- PFRS 5 (Amendments), *Non-current Assets Held for Sale and Discontinued Operations – Changes in Methods of Disposal*. The amendments clarify that when an entity reclassifies an asset (or disposal group) directly from being held for sale to being held for distribution (or vice-versa), the accounting guidance in paragraphs 27-29 of PFRS 5 does not apply. They also state that when an entity determines that the asset (or disposal group) is no longer available for immediate distribution or that the distribution is no longer highly probable, it should cease held-for-distribution accounting and apply the guidance in paragraphs 27-29 of PFRS 5.
- PFRS 7 (Amendments), *Financial Instruments: Disclosures – Servicing Contracts*. The amendments provide additional guidance to help entities identify the circumstances under which a contract to “service” financial assets is considered to be a continuing involvement in those assets for the purposes of applying the disclosure requirements of PFRS 7. Such circumstances commonly arise when, for example, the servicing is dependent on the amount or timing of cash flows collected from the transferred asset or when a fixed fee is not paid in full due to non-performance of that asset.

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

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

PAS 27 (Amendments)	:	Separate Financial Statements – Equity Method in Separate Financial Statements
PFRS 14	:	Regulatory Deferral Accounts
Annual Improvements to PFRS (2012-2014 Cycle) PAS 34 (Amendments)	:	Interim Financial Reporting – Disclosure of Information “Elsewhere in the Interim Financial Report
PFRS 7 (Amendments)	:	Financial Instruments: Disclosure – Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements

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

There are new PFRS and amendments to existing standards effective for annual periods subsequent to 2016, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 7 (Amendments), *Statement of Cash Flows – Disclosure Initiative* (effective from January 1, 2017). The amendments are designed to improve the quality of information provided to users of financial statements about changes in an entity's debt and related cash flows (and non-cash changes). They require an entity to provide disclosures that enable users to evaluate changes in liabilities arising from financing activities. An entity applies its judgment when determining the exact form and content of the disclosures needed to satisfy this requirement. Moreover, they suggest a number of specific disclosures that may be necessary in order to satisfy the above requirement, including: (a) changes in liabilities arising from financing activities caused by changes in financing cash flows, foreign exchange rates or fair values, or obtaining or losing control of subsidiaries or other businesses; and, (b) a reconciliation of the opening and closing balances of liabilities arising from financing activities in the consolidated statement of financial position including those changes identified immediately above.

- (ii) PAS 12 (Amendments), *Income Taxes – Recognition of Deferred Tax Assets for Unrealized Losses* (effective from January 1, 2017). The focus of the amendments is to clarify how to account for deferred tax assets related to debt instruments measured at fair value, particularly where changes in the market interest rate decrease the fair value of a debt instrument below cost. The amendments provide guidance in the following areas where diversity in practice previously existed: (a) existence of a deductible temporary difference; (b) recovering an asset for more than its carrying amount; (c) probable future taxable profit against which deductible temporary differences are assessed for utilization; and, (d) combined versus separate assessment of deferred tax asset recognition for each deductible temporary difference.
- (iii) PFRS 2 (Amendments), *Share-based Payment – Classification and Measurement of Share-based Payment Transactions* (effective from January 1, 2018). The amendments contain three changes covering the following matters: the accounting for the effects of vesting conditions on the measurement of a cash-settled share-based payment; the classification of share-based payment transactions with a net settlement feature for withholding tax obligations; and, the accounting for a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.
- (iv) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will eventually replace PAS 39, *Financial Instruments: Recognition and Measurement*, and PFRS 9 (2009, 2010 and 2013 versions). This standard contains, among others, the following:
- three principal classification categories for financial assets based on the business model on how an entity is managing its financial instruments;
  - an expected loss model in determining impairment of all financial assets that are not measured at fair value through profit or loss (FVTPL) which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset; and,
  - a new model on hedge accounting that provides significant improvements principally by aligning hedge accounting more closely with the risk management activities undertaken by entities when hedging their financial and non-financial risk exposures.

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

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

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

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

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

- (v) PFRS 15, *Revenue from Contract with Customers* (effective from January 1, 2018). This standard will replace PAS 18, *Revenue*, and PAS 11, *Construction Contracts*, the related Interpretations on revenue recognition: International Financial Reporting Interpretations Committee (IFRIC) 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreement for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and Standing Interpretations Committee 31, *Revenue – Barter Transactions Involving Advertising Services*.



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This new standard establishes a comprehensive framework for determining when to recognize revenue and how much revenue to recognize. The core principle in the said framework is for an entity to recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Relative to the adoption of PFRS 15 in the Philippines, the FRSC also approved the issuance of Philippine Interpretations Committee Question & Answer No. 2016-04, Application of PFRS 15, "Revenue from Contracts with Customers," on Sale of Residential Properties under Pre-completion Contracts, which provides that sales of residential properties under pre-completion stage can be recognized over time until completion of construction.

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

- (vi) PFRS 16, *Leases* (effective from January 1, 2019). The new standard will eventually replace PAS 17, *Leases*.

For lessees, it requires to account for leases "on-balance sheet" by recognizing a "right-of-use" asset and a lease liability. The lease liability is initially measured as the present value of future lease payments. For this purpose, lease payments include fixed, non-cancellable payments for lease elements, amounts due under residual value guarantees, certain types of contingent payments and amounts due during optional periods to the extent that extension is reasonably certain. In subsequent periods, the "right-of-use" asset is accounted for similarly to a purchased asset and depreciated or amortized. The lease liability is accounted for similar to a financial liability using the effective interest method.

However, the new standard provides important reliefs or exemptions for short-term leases and leases of low value assets. If these exemptions are used, the accounting is similar to operating lease accounting under PAS 17 where lease payments are recognized as expenses on a straight-line basis over the lease term or another systematic basis (if more representative of the pattern of the lessee's benefit).

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

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

- (vii) PFRS 10 (Amendments), *Consolidated Financial Statements*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Venture* (effective date deferred indefinitely). The amendments to PFRS 10 require full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3 between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendments have been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.

## **2.4 Financial Assets**

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

### *(a) Classification and Measurement of Financial Assets*

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

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

(i) *Financial Assets at FVTPL*

This category includes financial assets that are either classified as held-for-trading or that meets certain conditions and are designated by the entity to be carried at FVTPL upon initial recognition. All derivatives fall into this category, except for those designated and effective as hedging instruments. Assets in this category are classified as current if they are either held for trading or are expected to be realized within 12 months from the end of the reporting period.

Financial assets at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Financial assets (except derivatives and financial instruments originally designated as financial assets at FVTPL) may be reclassified out of FVTPL category if they are no longer held for the purpose of being sold or repurchased in the near term.

The Group's financial assets included in this category consist mainly of investments in marketable debt and equity securities and derivative instruments.

(ii) *Loans and Receivables*

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

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Trade and Other Receivables (except Advances to contractors and suppliers), Advances to associates and other related parties (included under Investments in and Advances to Associates and Other Related Parties account), Time deposits and Refundable security deposits (included under Other Assets account). Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

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

(iii) *AFS Financial Assets*

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

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

When the financial asset is disposed of or is determined to be impaired, the cumulative fair value gains or losses recognized in Net Unrealized Gains (Losses) on Available-for-sale Financial Assets is reclassified from equity to profit or loss and is presented as reclassification adjustment within consolidated other comprehensive income even though the financial asset has not been derecognized.

(b) *Impairment of Financial Assets*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial asset is impaired. The Group recognizes impairment loss based on the category of financial assets as presented below and in the succeeding page.

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

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

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



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

### (ii) *Carried at Cost – AFS Financial Assets*

If there is objective evidence of impairment for any of the unquoted equity instruments that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and required to be settled by delivery of such an unquoted equity instrument, impairment loss is recognized. The amount of impairment loss is the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed.

### (iii) *Carried at Fair Value – AFS Financial Assets*

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

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

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

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

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

### (d) *Derecognition of Financial Assets*

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

## 2.5 *Inventories*

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is determined using weighted average method, except for food, supplies and other consumables which use the first-in, first-out method. Finished goods and work-in-process include the cost of raw materials, direct labor and a proportion of manufacturing overhead (including an element of depreciation) based on normal operating capacity. The cost of raw materials include all costs directly attributable to acquisitions, such as the purchase price, import duties and other taxes that are not subsequently recoverable from taxing authorities.

NRV is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. NRV of raw materials, spare parts and other operating supplies is the current replacement cost.

Real estate for sale are carried at the lower of cost and NRV. Cost includes costs incurred for development and improvement of the properties and borrowing costs on loans directly attributable to the projects which were capitalized during construction (see Note 2.16). Accounting policies for real estate development transactions are discussed in more detail in Note 2.6.

## 2.6 Real Estate Transactions

Acquisition costs of raw land intended for future development, including other costs and expenses incurred to effect the transfer of title of the property to the Group, are charged to the Land for Future Development account. These costs are reclassified to Property Development Costs account when the development of the property starts. Related property development costs are then accumulated in this account. Borrowing costs on certain loans, if any, incurred during the development of the real estate properties are also capitalized by the Group as part of Property Development Costs (see Note 2.16). Once a revenue transaction occurs on a per project basis, up to the stage the unit is sold, the related property development costs are reclassified to Real Estate for Sale classified under Inventories account (see Note 2.5) in the consolidated statement of financial position.

The cost of real estate property sold before completion of the development, if any, is determined based on the actual costs incurred to date plus estimated costs to complete the development of the property (see Note 24). The estimated expenditures for the development of sold real estate property, as determined by the project engineers, are presented as part of Cost of Goods Sold in the consolidated statement of comprehensive income with a corresponding credit to the liability account, Reserve for property development account under Other Liabilities account in the consolidated statement of financial position (see Note 20).

Costs of properties and projects accounted for as Land for Future Development, Property Development Costs and Real Estate for Sale are assigned using specific identification of their individual costs. These properties and projects are valued at the lower of cost and NRV.

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

## 2.7 Other Assets

Other assets presented either under current or non-current assets classification in the consolidated statement of financial position pertain to other resources controlled by the Group as a result of past events. They are recognized in the consolidated financial statements when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably.

Where future economic benefits are expected to flow to the Group beyond one year after the end of the reporting period (or in the normal operating cycle of the business, if longer), such assets are classified as non-current assets.

## 2.8 Property, Plant and Equipment

Property, plant and equipment, except land, are stated at cost less accumulated depreciation, amortization and any impairment in value. As no finite useful life for land can be determined, the related carrying amount is not depreciated. Land held for use in production or administration is stated at cost less any impairment in value.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use, including borrowing costs (see Note 2.16) and asset retirement obligation (ARO) relating to property and equipment installed/constructed on leased properties [see Note 3.2(n)]. GADC is legally required under various lease agreements to dismantle the installations and restore the leased sites at the end of the lease term. It is also a Group's policy to remove permanent improvements or additions which contain designs and configurations inherent to GADC's business signs, trademarks, trade names, patent and other similar intellectual property rights belonging to McDonald's Corporation (McDonald's) upon the termination or expiration of lease contract. The present value of ARO is recognized as part of the balance of the related property, plant and equipment accounts, which are being depreciated on a straight-line basis over the shorter of the useful life of the related asset or the lease term. The outstanding ARO as at the end of the reporting period is presented as part of Other Non-current Liabilities account in the consolidated statement of financial position (see Note 20).

Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense as incurred.

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

Buildings and land improvements	5 to 50 years
Condominium units	10 to 25 years
Machinery and equipment	2 to 12 years
Fixtures and other equipment	3 to 10 years
Transportation equipment	3 to 10 years

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Leasehold improvements are amortized over the life of the assets of 5 to 40 years or the term of the lease, whichever is shorter.

Construction in progress represents properties under construction and is stated at cost. This includes cost of construction, applicable borrowing costs (see Note 2.16) and other direct costs. The account is not depreciated until such time that the assets are completed and available for use.

An asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.19).

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

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

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

**2.9 Investment Property**

Properties held for lease under operating lease agreements, which comprise mainly of land, buildings and condominium units, are classified as Investment Property and are carried at cost less accumulated depreciation and any impairment in value, except for land which is not subjected to depreciation (see Note 2.19).

Cost capitalization, depreciation, impairment loss and asset derecognition are recorded in the same manner as in Property, Plant and Equipment (see Note 2.8). Depreciation of investment property (excluding land) is computed using the straight-line method over the estimated useful lives of the assets ranging from 5 to 50 years.

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

**2.10 Business Combinations**

Business acquisitions are accounted for using the acquisition method of accounting. The cost of an acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognized in profit or loss in the consolidated statement of comprehensive income as incurred.

Goodwill represents the excess of the cost of an acquisition and any non-controlling interest in the acquiree over the fair value of the Group's share of the net identifiable assets at the date of acquisition [see Notes 2.2(a) and (b)]. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Any impairment loss is recognized immediately in profit or loss and is not subsequently reversed (see Note 2.19). Negative goodwill, which is the excess of the Group's interest in the net fair value of net identifiable assets acquired over acquisition cost, is recognized directly to income.

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

Where appropriate, the cost of acquisition which includes any asset or liability resulting from a contingent consideration arrangement is measured at its fair value at the date of acquisition. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, either in profit or loss or to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the date of acquisition that if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Group receives complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its fair value at the date of acquisition (the date the Group attains control) and recognize the resulting gain or loss, if any, in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the date of acquisition that have previously been recognized in other comprehensive income are reclassified to profit or loss in the consolidated statement of comprehensive income, where such treatment would be appropriate if such interests were disposed of.

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of the related goodwill (see Note 2.11).

### **2.11 Intangible Assets**

Intangible assets include goodwill, trademarks, leasehold rights and computer software. Except goodwill and some specific trademarks, all other intangible assets have finite lives and are carried at cost less accumulated amortization and any impairment in value. Goodwill and certain trademarks are not amortized, but are reviewed for impairment at least annually (see Notes 2.10 and 15).

The cost of trademarks, leasehold rights and computer software includes the acquisition price and other direct costs. Capitalized costs are amortized on a straight-line basis over the estimated useful life of 10 and 3 years, for trademarks [except specific trademarks with indefinite useful lives (see Note 15)] and computer software, respectively, and over the term of the lease for leasehold rights. Capitalized costs for trademarks with indefinite useful lives are not amortized. In addition, these assets are subject to impairment testing as described in Note 2.19. When these assets are retired or otherwise disposed of, the cost and the related accumulated amortization and any impairment in value are removed from the accounts. Any resulting gain or loss is credited to or charged against current operations.

Costs associated with maintaining computer software and any costs associated with research activities are recognized as expense in profit or loss as incurred.

### **2.12 Financial Liabilities**

The categories of financial liabilities relevant to the Group are more fully described below and in the succeeding pages.

#### *(a) Financial Liabilities at FVTPL*

Financial liabilities are classified in this category if they are held-for-trading or derivative transactions that are not accounted for as accounting hedges, or when the Group elects to designate a financial liability under this category.

The Group occasionally uses derivative financial instruments, such as foreign exchange forward contracts and interest rate swaps. Such derivative financial instruments are initially recognized at fair value on the date on which the derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative, which are presented under the Other Assets or Other Liabilities (current and non-current) account in the consolidated statement of financial position (see Note 20).

The Group's derivative instruments provide economic hedges under the Group's policies but are not designated as accounting hedges. Consequently, any gains or losses arising from changes in fair value are taken directly to net profit or loss for the period.

#### *(b) Financial Liabilities at Amortized Costs*

This category pertains to financial liabilities that are not held-for-trading or not designated as FVTPL upon inception of the liability. These include liabilities arising from operations or borrowings.

Financial liabilities, which include Interest-bearing Loans, Bonds Payable, Trade and Other Payables (except tax-related payables), Advances from Related Parties, Redeemable Preferred Shares, Equity-linked debt securities and Guaranty deposits (presented as part of Other Non-current Liabilities) are recognized when the Group becomes a party to the contractual agreements of the instrument.

All interest-related charges incurred on financial liabilities are recognized as an expense in profit or loss under the caption Finance Costs and Other Charges in the consolidated statement of comprehensive income.

Interest-bearing Loans, Bonds Payable and Equity-linked debt securities are raised for support of long-term funding of operations. These are recognized at proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to profit or loss on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that these are not settled in the period in which they arise.

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Trade and Other Payables, Advances from Related Parties and Guarantee deposits are recognized initially at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

Redeemable Preferred Shares of GADC and TLC which are mandatorily redeemable at the option of the holder, are recognized at fair value, net of transaction costs, on inception date and presented as a liability in the consolidated statement of financial position; the liability is subsequently measured at amortized cost. The corresponding accretion of the liability and the dividends paid on those shares are charged as part of Interest expense under Finance Costs and Other Charges account in the consolidated statement of comprehensive income.

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

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

Financial liabilities are derecognized from the consolidated statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration.

**2.13 Provisions and Contingencies**

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

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

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

**2.14 Equity**

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

APIC includes any premiums received on the issuance or reissuance of capital stock. Any transaction costs associated with such issuances of shares are deducted from APIC, net of any related income tax benefits. Excess of proceeds over acquisition cost of treasury shares is also added to APIC.

Treasury shares are AGI shares reacquired by the Company but not cancelled or AGI shares held by subsidiaries for investment purposes. These are carried at cost of reacquiring such shares (see Note 2.2).

Net actuarial gains or losses on post-employment benefit plan pertain to actuarial gains or losses from remeasurement of post-employment benefit obligation.

Net unrealized fair value gains or losses on AFS financial assets pertains to cumulative mark-to-market valuations on such securities [see Note 2.4(a)].

Accumulated translation adjustments represent the translation adjustments resulting from the conversion of foreign currency denominated financial statements of certain subsidiaries into the Group's presentation currency (see Note 2.18).

Dilution gain or loss arises when an investor or the Group exercises its pre-emptive rights to maintain its ownership interest in an investee. This represents the difference between the book value per share in an investee versus the Group's offer price at the time the rights are exercised. This also includes the Group's share in previous period's profit (loss) as a result of the current increase (decrease) in equity ownership over its subsidiaries. Dilution gain or loss is recognized on investments of which the Group continues to exercise control.

Share options represent the value of share options during vesting period upon recognition of share-based remuneration expense in profit or loss [see Note 2.20(d)].

Retained earnings, the appropriated portion of which is not available for dividend declaration, represent all current and prior period results of operations as reported in the profit and loss section of the consolidated statement of comprehensive income, reduced by the amount of dividends declared.

### **2.15 Revenue and Expense Recognition**

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

- (a) *Sale of goods* – Revenue, net of rebates and trade discounts, is recognized when the risks and rewards of ownership of the goods have passed to the buyer. This is generally when the customer acknowledged delivery of goods.
- (b) *Sale of residential and condominium units [included under Real Estate (RE) Sales]* – For financial reporting purposes, revenues from transactions covering sales of residential and condominium units for occupancy are recognized using the full accrual method while sales of units sold prior to completion are recognized under the percentage-of-completion method.

Under the full accrual method, revenue is recognized in full when the risks and rewards of ownership of the properties have passed to the buyer, i.e., generally when the customer has acknowledged delivery of goods. Under the percentage-of-completion method, realization of gross profit is recognized by reference to the stage of development of the properties (i.e., revenue is recognized in the period in which the work is performed). The unrealized gross profit on a year's sales is presented as Deferred gross profit on RE sales (under Cost of Goods Sold account) in the consolidated statement of comprehensive income; the cumulative unrealized gross profit as of the end of the year is shown as Deferred income on real estate sales (under Other Current and Non-current Liabilities) in the consolidated statement of financial position.

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

If the transaction does not yet qualify as sale, the deposit method is applied until all conditions for recording the sale are met. Pending the recognition of sale, payments received from buyer are initially recorded as Customers' deposits and presented as part of Other Liabilities (current and non-current) in the consolidated statement of financial position. Revenues and costs relative to forfeited or back out sales are reversed in the current year.

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

- (c) *Interest income on real estate sales* – considered in the determination of total revenue for real estate sales (see Note 23). It is recognized when interest accrues taking into account the underlying sale of real estate under installment method through in-house financing (not through externally financed home loans obtained by customers).
- (d) *Sale of undeveloped land and golf and resort shares (included under RE Sales)* – Revenues on sale of undeveloped land and golf and resort shares for sale are recognized using the full accrual method. Under the full accrual method, revenue is recognized when the risks and rewards of ownership have passed to the buyer and the amount of revenue can be measured reliably.
- (e) *Construction contracts* – Revenue is recognized when the performance of contractually agreed tasks have been substantially rendered using the cost recovery and percentage-of-completion methods. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.
- (f) *Gaming revenues* – Revenue is recognized from net wins from gaming activities which represent the difference between coins and currencies deposited into the gaming machines and the payments to customers and, for other games, the difference between gaming wins and losses.
- (g) *Revenue from hotel operations* – Revenue from hotel operations is recognized when services are rendered. This is presented under Revenue from Rendering of Services (see Note 23).
- (h) *Sales from Company-operated quick-service restaurants* – Revenue from restaurant sales operations are recognized when the services are rendered, that is, food and beverage products or promotional items purchased by customers have been delivered and accepted by the customers.

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- (i) *Franchise revenues* – Revenue from franchised McDonald's restaurants (including the restaurant operated by a joint venture) includes continuing rental, royalty and management fees. These are recognized in the period earned.
- (j) *Rentals* – Rental income is recognized on a straight-line basis over the duration of the lease terms [see Note 2.17(b)]. For tax purposes, rental income is recognized based on the contractual terms of the lease. Advance rentals and refundable rental deposits, if any, are recorded as deferred rental. Deferred rental, specifically the refundable rental deposit, is measured at amortized cost using the effective interest rate method.
- (k) *Interest* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.
- (l) *Dividends* – Revenue is recognized when the right to receive the payment is established.

Revenue and expenses are recognized excluding the amount of value-added tax (VAT).

The Group provides a membership card for its gaming patrons (i.e., of Travellers). Members earn points on gaming activity and such points are redeemable for complimentary goods and services such as room accommodations, food, beverages and others. Members may also earn special coupons or awards as determined during marketing promotions. The Group records revenue for the original transaction and a provision (and a corresponding recognition of promotional allowances in profit or loss) for the value of the points earned by members by reference to the relative fair values of the complimentary goods or services.

Costs of residential and condominium units sold before completion of the projects include the acquisition cost of the land, development costs incurred to date, applicable borrowing costs (see Note 2.16) and estimated costs to complete the project, determined based on estimates made by the project engineers (see Note 2.6).

Cost and expenses (other than cost of real estate sales) are recognized in profit or loss upon utilization of the services or receipt of the goods or at the date they are incurred.

All finance costs are reported in profit or loss on an accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset (see Note 2.16).

**2.16 Borrowing Costs**

Borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset (i.e., an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of the cost of such asset. The capitalization of borrowing costs commences when expenditures for the asset are being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when substantially all such activities are complete.

**2.17 Leases**

The Group accounts for its leases as follows:

**(a) Group as Lessee**

Leases which transfer to the Group substantially all risks and benefits incidental to ownership of the leased item are classified as finance leases and are recognized as assets and liabilities in the consolidated statement of financial position at amounts equal to the fair value of the leased property at the inception of the lease or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between the finance costs and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance costs are recognized in profit or loss. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

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

**(b) Group as Lessor**

Leases wherein the Group substantially transfers to the lessee all risks and benefits incidental to ownership of the leased item are classified as finance leases and are presented as receivable at an amount equal to the Group's net investment in the lease. Finance income is recognized based on the pattern reflecting a constant periodic rate of return on the Group's net investment outstanding in respect of the finance lease.

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

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

### **2.18 Foreign Currency Transactions and Translation**

#### *(a) Transactions and Balances*

Foreign currency transactions during the period are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

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

#### *(b) Translation of Financial Statements of Foreign Subsidiaries*

The operating results and financial position of foreign subsidiaries (see Note 1) which are measured using the United States (U.S.) dollars, British pound sterling and European Union euro, their functional currencies, are translated to Philippine pesos, the Company's functional currency as follows:

- (i)* Assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (ii)* Income and expenses for each profit or loss account are translated at the average exchange rates over the reporting period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and,
- (iii)* All resulting exchange differences are recognized in other comprehensive income and in a separate component of equity under Accumulated Translation Adjustments account.

When a foreign operation is partially disposed of or sold, such exchange differences are recognized in the consolidated statement of comprehensive income as part of the gain or loss on sale.

The translation of the financial statements into Philippine peso should not be construed as a representation that the foreign currency amounts could be converted into Philippine peso amounts at the translation rates or at any other rates of exchange.

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

The Group's Investments in associates and joint ventures, Intangible Assets, Investment Property, Property, Plant and Equipment and other non-financial assets are subject to impairment testing. Intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All other individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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

Impairment loss is recognized for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist and the carrying amount of the asset is adjusted to the recoverable amount resulting in the reversal of the impairment loss.

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*(Amounts in Philippine Pesos)***2.20 Employee Benefits**

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

*(a) Post-employment Benefit Plan*

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

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

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

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

*(b) Post-employment Contribution Plan*

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

*(c) Termination Benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either: (i) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (ii) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

*(d) Share-based Employee Remuneration*

The Group grants share options to key executive officers and employees eligible under each share option plan of the Parent Company, Megaworld, GERI and EMP. The services received in exchange for the grant, and the corresponding share options, are valued by reference to the fair value of the equity instruments granted at grant date. This fair value excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions), if any. The share-based remuneration is recognized as an expense in profit or loss and the corresponding share option is recorded in the equity section of the consolidated statement of financial position.

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

Upon exercise of share option, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to capital stock with any excess being recorded as APIC, and the cost of the share option under Share Options account is reclassified to APIC.

(e) *Bonus Plans*

The Group recognizes a liability and an expense for bonuses, based on a formula that takes into consideration the Group's profits after certain adjustments. The Group recognizes a provision where it is contractually obliged to pay the benefits, or where there is a past practice that has created a constructive obligation.

(f) *Compensated Absences*

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

### **2.21 Income Taxes**

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

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

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

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

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

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

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in consolidated profit or loss. Only changes in deferred tax assets or liabilities that relate to items recognized in other comprehensive income or directly in equity are recognized in other comprehensive income or directly in equity, respectively.

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

### **2.22 Earnings per Share**

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

Diluted EPS is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares [e.g., vested share options (see Note 21.5)].

### **2.23 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's Strategic Steering Committee (SSC), its chief operating decision-maker. The SSC is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally considers the Group's major subsidiaries, as disclosed in Note 4, which represent the main products and services provided by the Group and the line of business in which the Group operates.



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Each of these operating segments, which represents the major subsidiaries within the Group, is managed separately by each respective officers and management. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its financial statements. However, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to any segment.

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

### 2.24 Related Party Transactions and Relationships

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

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

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

### 2.25 Events After the End of the Reporting Period

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

## 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

### 3.1 Critical Management Judgments in Applying Accounting Policies

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

#### (a) Recognizing Revenue for Real Estate Activities

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

#### (b) Assessing Impairment of AFS Financial Assets

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

#### (c) Distinguishing Investment Properties, Owner-Occupied Properties and Land for Future Development

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. Investment property comprise of properties held to earn rental or for capital appreciation. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the production or supply process while Land for Future Development are properties intended solely for future development. The Group considers each property separately in making its judgment.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in the Group's main line of business or for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the Group's main line of business 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.

*(d) Distinguishing Residential and Condominium Units for Sale and Investment Properties*

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

*(e) Distinguishing AFS Financial Assets and Golf and Resort Shares*

In determining whether golf and resort shares shall be accounted for as either inventories or financial instruments, the Group considers its role in the development of the club and its intent for holding these shares. The Group classifies such shares as inventories when the Group acts as the developer and it intends to sell a developed property together with the club share.

*(f) Determining Control, Joint Control or Significant Influence*

Judgment is exercised in determining whether the Group has control, joint control or significant influence over an entity. In assessing each interest over an entity, the Group considers voting rights, representation on the board of directors or equivalent governing body of the investee, participation in policy-making process and all other facts and circumstances, including terms of any contractual arrangement.

*(g) Distinguishing Asset Acquisition and Business Combinations*

The Group acquires entities that own real estate properties. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business.

The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property. More specifically, consideration is made with regard to the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the Group (e.g., maintenance, cleaning, security, bookkeeping, hotel services, etc.). The significance of any process is judged with reference to the guidance in PAS 40, *Investment Property*, on ancillary services.

In 2016 and 2015, the Group gained control over various entities as described in Note 1. Based on management's assessment, the acquisition of MBPI in 2015 was accounted for as an asset acquisition; hence, no goodwill or gain on acquisition was recognized. MBPI is engaged in the same line of business as Megaworld. All other acquisitions in 2016 and 2015 were accounted for as business combinations.

*(h) Distinguishing Operating and Finance Leases*

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

*(i) Classifying Preferred Shares as Financial Liability*

The Group determines the classification of preferred shares based on the substance of the contractual agreement and the characteristics of a financial liability or an equity instrument (see Note 19).

*(j) Recognizing Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.13 and disclosures on relevant provisions and contingencies are presented in Note 30.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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*(Amounts in Philippine Pesos)***3.2 Key Sources of Estimation Uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period:

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

The Group uses the percentage-of-completion method in accounting for its realized gross profit on real estate sales. The use of the percentage-of-completion method requires the Group to estimate the portion completed using relevant information such as costs incurred to date as a proportion of the total budgeted cost of the project and estimates by engineers and other experts [see Note 2.15(b)].

There were no changes in the assumptions or basis for estimation during the year. The realized gross profit on real estate sales recognized in 2016, 2015 and 2014 is disclosed in Note 23.

*(b) Impairment of Trade and Other Receivables*

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

The carrying value of trade and other receivables and the analysis of allowance for impairment on such financial assets are shown in Note 6.

*(c) Valuation of Inventories and Real Estate Properties*

In determining the net realizable values of inventories and real estate properties, management takes into account the most reliable evidence available at the dates the estimates are made. Net realizable value is one of the key variables used in analyzing property development costs, residential and condominium units for sale, golf and resort shares for sale and land for future development for possible impairment. The Group's core business is subject to changes in market factors that directly affect the demand for inventories and real estate properties such as purchasing power of consumers, degree of competition, and other market-related factors. Future realization of the carrying amounts of these assets is also affected by price changes in the costs incurred necessary to make a sale. Changes in the sources of estimation may cause significant adjustments to the Group's inventories and real estate properties within the next financial reporting period.

The amounts of allowance for inventory obsolescence provided by management are based on, among others, age and status of inventories and the Group's past experience. The net realizable value of inventories and an analysis of allowance for inventory write-down are presented in Note 8.

Considering the Group's pricing policy, the net realizable values of certain real estate properties are higher than their related costs.

*(d) Fair Valuation of Financial Assets Other than Trade and Other Receivables*

The Group carries certain financial assets at fair value, which requires the extensive use of accounting estimates and judgment. Significant components of fair value measurement are determined using verifiable objective evidence such as foreign exchange rates, interest rates and volatility rates. However, the amount of changes in fair value would differ if the Group utilized different valuation methods and assumptions. Any change in fair value of these financial assets and liabilities would affect profit and loss and other comprehensive income.

Management estimates the fair value of financial instruments where active market quotes are not available based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

The carrying amounts of financial assets at FVTPL and AFS financial assets are disclosed in Notes 7 and 11, respectively.

(e) *Fair Valuation of Investment Properties*

Investment properties are measured using the cost model. The fair value disclosed in Note 14 to the consolidated financial statements were estimated either by: (i) using the fair value of similar properties in the same location and condition; or, (ii) using the discounted cash flows valuation technique since the information on current or recent prices of certain investment property is not available. The Group uses assumptions that are mainly based on market conditions existing at each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

(f) *Fair Valuation of Share Options*

The Group estimates the fair value of the Executive Share Option (the Options) by applying an option valuation model, considering the terms and conditions on which the executive share option were granted. The estimates and assumptions used are presented in Note 21.5 which include, among other things, the option's time of expiration, applicable risk-free interest rate, expected dividend yield, volatility of the share price (i.e., the Parent Company, Megaworld, GERI and EMP) and fair value of the specific common shares. Changes in these factors can affect the fair value of share options at grant date.

The fair value of the Options recognized as part of Salaries and employee benefits is shown under Other Operating Expenses account in the consolidated statement of comprehensive income (see Note 25). A corresponding credit to Share Options Outstanding for options related to the Group is presented in the equity portion of the consolidated statement of financial position (see Note 21.5).

(g) *Estimating Useful Lives of Property, Plant and Equipment, Investment Property and Intangible Assets*

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

Specific trademarks mentioned in Note 15 were assessed to have an indefinite useful lives considering that there is no foreseeable limit to the period over which such trademarks are expected to generate cash inflows for the Group (i.e., trademarks for The Dalmore and Jura have been in existence for more than 100 years). Moreover, there are no legal or similar limits imposed on the period over which the Group has control or can use the said trademarks.

The carrying amounts of property, plant and equipment, investment property and intangible assets are analyzed in Notes 13, 14 and 15, respectively. Actual results, however, may vary due to changes in factors mentioned above.

Based on management assessment, no change in the estimated useful lives of property, plant and equipment, investment property and intangible assets is necessary in 2016 and 2015.

(h) *Impairment of Non-financial Assets*

Goodwill and specific intangible assets with indefinite life are reviewed annually for impairment. An impairment review on all other non-financial assets is performed when certain impairment indicators are present. The Group's policy on estimating the impairment of non-financial assets is discussed in detail in Note 2.19. Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Impairment loss recognized on Property, Plant and Equipment is discussed in Note 13. There is no impairment loss recognized on the Group's investment properties, goodwill, trademarks and other intangible assets and other non-financial assets based on management's evaluation for the years ended December 31, 2016, 2015 and 2014.

(i) *Determining Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. An analysis of the carrying amount of deferred tax assets, which management assessed to be fully utilizable in the coming years, is presented in Note 28.1.

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*(Amounts in Philippine Pesos)**(j) Valuation of Post-employment Defined Benefit Obligation*

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

The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 27.2.

*(k) Determining Fair Value of Gaming Points and Estimation of Liability for Unredeemed Gaming Points*

The Group provides gaming points to its patrons based on gaming activity. Gaming points are redeemable in a wide selection of redemption categories. The Group recognizes the fair values of gaming points, based on redemption terms, historical redemption pattern of patrons and fair value of promotional activities per source (i.e., hotel, food and beverage, and others). The Group reassesses the measurement basis used for calculating the fair value of gaming points on a regular basis. The carrying value of the gaming points accrued by the Group is presented as Unredeemed gaming points under Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

*(l) Recognizing Liability and Equity Components of Compound Financial Instruments*

Equity-linked debt securities (ELS) instrument contains both a liability and an equity component as this instrument creates a financial liability and grants an option to the holder to convert it into an equity instrument of the issuer. The equity component is assigned the residual value after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component.

The Group determined the carrying amount of the liability component by measuring the fair value of similar liabilities that do not have an associated equity component. Consequently, after deducting the fair value of the financial liability from the fair value of the compound financial instrument as a whole, it was determined that the equity component of the ELS has no value; hence, no equity component was recognized in the consolidated financial statements. The carrying amount of the ELS is presented as part of Other Non-current Liabilities account in the consolidated statements of financial position (see Note 20).

*(m) Provision for Restoration of Leased Property*

Property, plant and equipment includes the estimated cost of dismantling and restoring leased properties (building and leasehold improvements) to their original condition for which the Group is liable (see Note 2.8). The estimated cost was initially based on a recent cost to dismantle facilities. This was adjusted to consider estimated incremental annual cost up to the end of the lease term. The estimated dismantling cost was discounted using the prevailing market rate at the inception of the lease for an instrument with maturity similar to the term of the lease.

The carrying amount of ARO and provision for dilapidation are presented as part of Other Non-current Liabilities account in the consolidated statements of financial position (see Note 20).

*(n) Provision for Onerous Lease*

The Group determines the provision for leasehold properties which are no longer used in the business for which the recoverable amount of the interest in the property is expected to be insufficient to cover future obligations relating to the lease using discounted cash flows and assumptions relating to future sublet income expectations. A significant change in the credit-adjusted risk-free rate used in discounting the estimated cost and sublet assumptions would result in a significant change in the amount of provision recognized with a corresponding effect on profit or loss.

The carrying amount of provision for onerous lease is presented as part of Other Non-current Liabilities account in the consolidated statements of financial position (see Note 20).

*(o) Business Combinations*

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

#### 4. SEGMENT INFORMATION

##### 4.1 Business Segments

The Group is organized into major business segments, which are the major subsidiaries of the Group. These represent the main products and services provided by the Group and the line of business in which the Group operates (see Note 2.23). Presented below is the basis of the Group in reporting its primary segment information.

- (a) The *Megaworld* segment consists of development of real estate, integrated resorts, leasing of properties and hotel operations business which is primarily undertaken by Megaworld Corporation and subsidiaries, the Group's forerunner in the real estate industry.
- (b) The *Travellers* segment relates to tourism-oriented business that integrates entertainment, hospitality and leisure, including gaming, as that of Resorts World Manila, which is operated by Travellers International Hotel Group, Inc. and subsidiaries.
- (c) The *GADC* segment refers to operations of McDonald's restaurants in the Philippines in accordance with the franchise agreement between GADC and McDonald's Corporation, USA.
- (d) The *Emperador* segment refers to the manufacture and distribution of distilled spirits, including the production of glass containers, which is undertaken by Emperador Inc. and subsidiaries.

##### 4.2 Segment Assets and Liabilities

Segment assets are allocated based on their physical location and use or direct association with a specific segment and they include all operating assets used by a segment and consist principally of operating cash and cash equivalents, trade and other receivables, inventories, property, plant and equipment, intangible assets and investment properties. Segment liabilities include all operating liabilities and consist principally of trade and other payables, interest-bearing loans and bonds payable.

##### 4.3 Intersegment Transactions

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

##### 4.4 Analysis of Segment Information

Segment information can be analyzed as follows for the years ended December 31, 2016, 2015 and 2014:

	2016				
	Megaworld	Travellers	GADC	Emperador	Total
<b>REVENUES</b>					
Sales to external customers	P 45,159,209,745	P 27,490,917,963	P 22,629,168,991	P 40,470,950,595	P 135,750,247,294
Intersegment sales	129,197,283	58,136,406	-	22,485,362	209,819,051
Finance and other revenues	1,529,137,444	85,896,223	182,258,141	444,501,068	2,241,792,876
Segment revenues	<u>46,817,544,472</u>	<u>27,634,950,592</u>	<u>22,811,427,132</u>	<u>40,937,937,025</u>	<u>138,201,859,221</u>
Cost of sales and expenses excluding depreciation and amortization	( 27,260,830,172)	( 21,036,434,023)	( 19,714,018,727)	( 30,053,548,917)	( 98,064,831,839)
	19,556,714,300	6,598,516,569	3,097,408,405	10,884,388,108	40,137,027,382
Depreciation and amortization	( 1,486,971,728)	( 1,643,106,203)	( 1,102,983,228)	( 708,238,131)	( 4,941,299,290)
Finance cost and other charges	( 2,867,726,950)	( 1,458,618,238)	( 231,718,113)	( 713,874,962)	( 5,271,938,263)
Profit before tax	15,202,015,622	3,496,792,128	1,762,707,064	9,462,275,015	29,923,789,829
Tax expense	( 3,489,339,020)	( 64,314,408)	( 529,208,455)	( 1,742,331,316)	( 5,825,193,199)
<b>SEGMENT PROFIT</b>	<b><u>P 11,712,676,602</u></b>	<b><u>P 3,432,477,720</u></b>	<b><u>P 1,233,498,609</u></b>	<b><u>P 7,719,943,699</u></b>	<b><u>P 24,098,596,630</u></b>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Segment assets	<b>P 282,832,774,666</b>	<b>P 73,934,705,268</b>	<b>P 15,617,095,043</b>	<b>P 93,657,270,308</b>	<b>P 466,041,845,285</b>
Segment liabilities	<b>119,545,632,116</b>	<b>31,683,728,199</b>	<b>10,220,260,865</b>	<b>40,626,020,465</b>	<b>202,075,641,645</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)*

	2015				
	Megaworld	Travellers	GADC	Emperador	Total
<b>REVENUES</b>					
Sales to external customers	P 43,106,965,673	P 27,719,688,907	P 20,339,823,705	P 43,309,839,802	P134,476,318,087
Intersegment sales	93,909,127	( 32,929,706)	-	-	60,979,421
Finance and other revenues	<u>1,791,188,160</u>	<u>116,287,960</u>	<u>81,529,137</u>	<u>350,349,040</u>	<u>2,339,354,297</u>
Segment revenues	44,992,062,960	27,803,047,161	20,421,352,842	43,660,188,842	136,876,651,805
Cost of sales and expenses excluding depreciation and amortization					
	( 27,039,717,335)	( 21,557,822,114)	( 18,064,249,651)	( 34,027,719,502)	( 100,689,508,602)
	17,952,345,625	6,245,225,047	2,357,103,191	9,632,469,340	36,187,143,203
Depreciation and amortization	( 1,348,751,764)	( 1,402,874,562)	( 1,046,140,030)	( 639,514,403)	( 4,437,280,759)
Finance cost and other charges	( 2,722,669,407)	( 775,371,564)	( 184,499,714)	( 543,116,587)	( 4,225,657,272)
Profit before tax	13,880,924,454	4,066,978,921	1,126,463,447	8,449,838,350	27,524,205,172
Tax expense	( 3,284,678,495)	( 49,370,190)	( 365,972,332)	( 1,489,782,064)	( 5,189,803,081)
<b>SEGMENT PROFIT</b>	<b><u>P 10,596,245,959</u></b>	<b><u>P 4,017,608,731</u></b>	<b><u>P 760,491,115</u></b>	<b><u>P 6,960,056,286</u></b>	<b><u>P 22,334,402,091</u></b>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Segment assets	P 252,105,958,522	P 68,119,691,610	P 13,829,633,657	P 96,600,733,758	P 430,656,017,547
Segment liabilities	104,018,432,250	25,103,384,020	8,939,177,060	41,249,488,480	179,310,481,810
<b>2014</b>					
	Megaworld	Travellers	GADC	Emperador	Total
<b>REVENUES</b>					
Sales to external customers	P 38,037,325,483	P 31,557,796,008	P 18,416,598,616	P 31,461,270,278	P119,472,990,385
Intersegment sales	12,213,404,741	40,887,560	-	-	12,254,292,301
Finance and other revenues	<u>2,778,519,577</u>	<u>114,569,512</u>	<u>331,435,577</u>	<u>489,170,118</u>	<u>3,713,694,784</u>
Segment revenues	53,029,249,801	31,713,253,080	18,748,034,193	31,950,440,396	135,440,977,470
Cost of sales and expenses excluding depreciation and amortization					
	( 25,452,945,290)	( 23,568,121,238)	( 16,541,609,442)	( 23,316,371,477)	( 88,879,047,447)
	27,576,304,511	8,145,131,842	2,206,424,751	8,634,068,919	46,561,930,023
Depreciation and amortization	( 1,300,385,226)	( 1,516,728,535)	( 919,497,248)	( 404,805,804)	( 4,141,416,813)
Finance cost and other charges	( 1,591,978,535)	( 1,026,706,225)	( 178,478,645)	( 102,935,717)	( 2,900,099,122)
Profit before tax	24,683,940,750	5,601,697,082	1,108,448,858	8,126,327,398	39,520,414,088
Tax expense	( 3,120,330,226)	( 75,568,162)	( 310,494,049)	( 1,904,172,008)	( 5,410,564,445)
<b>SEGMENT PROFIT</b>	<b><u>P 21,563,610,524</u></b>	<b><u>P 5,526,128,920</u></b>	<b><u>P 797,954,809</u></b>	<b><u>P 6,222,155,390</u></b>	<b><u>P 34,109,849,643</u></b>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Segment assets	P222,696,668,271	P 62,704,306,464	P 12,260,171,563	P 96,183,811,446	P393,844,957,744
Segment liabilities	80,666,774,428	23,106,167,980	7,980,931,664	44,775,107,154	156,528,981,226

#### 4.5 Reconciliations

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

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>Revenues</b>			
Total segment revenues	P 138,201,859,221	P 136,876,651,805	P 135,509,985,632
Unallocated corporate revenue	1,748,842,604	2,282,187,154	2,149,466,443
Elimination of intersegment revenues	( 209,819,051)	( 60,979,421)	( 12,254,292,301)
Revenues as reported in consolidated profit or loss	<u>P 139,740,882,774</u>	<u>P 139,097,859,538</u>	<u>P 125,405,159,774</u>
<b>Profit or loss</b>			
Segment operating profit	P 24,098,596,630	P 22,334,402,091	P 34,109,849,643
Unallocated corporate profit (loss)	( 1,070,074,614)	( 587,121,776)	( 745,868,213)
Elimination of intersegment revenues	( 209,819,051)	( 60,979,421)	( 12,254,292,301)
Profit as reported in consolidated profit or loss	<u>P 22,818,702,965</u>	<u>P 21,686,300,894</u>	<u>P 21,109,689,129</u>
<b>Assets</b>			
Segment assets	P 466,041,845,285	P 430,656,017,547	P 393,844,957,744
Unallocated corporate assets	<u>25,255,117,630</u>	<u>18,068,736,840</u>	<u>15,773,966,350</u>
Total assets reported in the consolidated statements of financial position	<u>P 491,296,962,215</u>	<u>P 448,724,754,387</u>	<u>P 409,618,924,094</u>
<b>Liabilities</b>			
Segment liabilities	P 202,075,641,645	P 179,310,481,810	P 156,528,981,226
Unallocated corporate liabilities	<u>43,117,649,822</u>	<u>38,226,078,586</u>	<u>35,606,526,996</u>
Total liabilities reported in the consolidated statements of financial position	<u>P 245,193,291,467</u>	<u>P 217,536,560,396</u>	<u>P 192,135,508,222</u>

Intersegment revenues in 2014 include P12.2 billion gain recognized by Megaworld upon its sale of Travellers' common shares to the Parent Company.

Concentration of revenue is considered when at least 10% of total segment revenue is generated from a single customer. There is no concentration of the Group's revenue in a single customer as the 10% threshold has not been met in any of the years presented.

#### 5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents are broken down as follows:

	<u>Note</u>	<u>2016</u>	<u>2015</u>
Cash on hand and in banks		P 23,131,024,687	P 32,398,766,521
Short-term placements	30.3(a)	<u>25,541,913,330</u>	<u>36,195,192,506</u>
		<u>P 48,672,938,017</u>	<u>P 68,593,959,027</u>

Cash in banks generally earn interest at rates based on daily bank deposit rates [see Notes 26 and 31.1(b)].

Short-term placements are made for varying periods up to 90 days and earn effective interest per annum ranging from 0.6% to 2.5% in 2016, 1.2% to 2.8% in 2015 and 1.1% to 4.0% in 2014. Placements amounting to P115.7 million and P114.7 million as at December 31, 2016 and 2015, respectively, which earn effective interest of 1.4% in 2016, and 1.3% in 2015 and 2014, and have a term of 360 days for those years, are shown under Other Current Assets account in the consolidated statements of financial position (see Note 9).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**6. TRADE AND OTHER RECEIVABLES**

Trade and other receivables consist of:

	Notes	2016	2015
Current:			
Trade receivables	17(p, cc), 29.2	<b>P 43,580,278,243</b>	P 37,555,371,270
Advances to contractors and suppliers		<b>12,457,276,299</b>	10,708,984,576
Due from employees and related parties	29.6	<b>812,050,310</b>	273,130,005
Accrued interest receivable		<b>181,572,152</b>	207,618,669
Others	30.4	<b>1,320,509,088</b>	943,166,939
		<b>58,351,686,092</b>	49,688,271,459
Allowance for impairment		<b>( 750,729,952)</b>	<b>( 714,013,578)</b>
		<b>57,600,956,140</b>	48,974,257,881
Non-current:			
Trade receivables	29.2	<b>35,682,910,226</b>	32,812,624,224
Others		<b>7,629,034</b>	15,337,534
		<b>35,690,539,260</b>	32,827,961,758
Allowance for impairment		<b>( 12,224,936)</b>	<b>( 12,224,936)</b>
		<b>35,678,314,324</b>	32,815,736,822
		<b>P 93,279,270,464</b>	<b>P 81,789,994,703</b>

Most receivables from trade customers, particularly those relating to real estate sales, are covered by postdated checks. As at December 31, 2016 and 2015, the Group has outstanding receivables assigned to local banks amounting to P1,089.4 million and P1,066.4 million, respectively [see Note 17(p and cc)].

The installment period of real estate sales contracts averages from one to five years. These trade receivables are noninterest-bearing and are remeasured at amortized cost using the effective interest rate of 10%. Interest income from amortization amounted to P1,700.9 million, P1,677.6 million and P1,671.1 million for the years ended December 31, 2016, 2015 and 2014, respectively. These amounts are presented as Interest income on real estate sales under Revenue from Sale of Goods account in the consolidated statements of comprehensive income (see Note 23).

Advances to contractors and suppliers pertain to noninterest-bearing and unsecured advances to the Group's contractors and suppliers as initial payment or mobilization funds for services to be rendered and goods to be delivered to the Group. These are reduced proportionately upon receipt of progress billings from said suppliers.

Due from employees and related parties pertain to noninterest-bearing, unsecured and immediately demandable advances, settlement of which is generally made in cash, or through deduction from employees' salary or employees' liquidation of business related expenses (see Note 29.6).

Others include receivables from insurance claims, loan receivable, rental receivable and receivable from sale of subsidiary.

All of the Group's trade and other receivables have been reviewed for indications of impairment. Certain receivables were found to be impaired; hence, adequate amounts of allowance for impairment have been recognized. Certain past due accounts are not provided with allowance for impairment to the extent of the expected market value of the property sold to the customer as the titles to the real estate properties remain with the Group until the receivables are fully collected (see Note 31.2).

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

	Notes	<u>2016</u>	<u>2015</u>
Balance at beginning of year		<b>P 726,238,514</b>	P 725,938,324
Impairment losses during the year	25	<b>40,591,819</b>	35,555,627
Reversal of impairment previously recognized	26	<b>( 3,875,445)</b>	( 24,845,025)
Write-off of trade receivables previously provided with allowance		-	( 10,410,412)
Balance at end of year		<b><u>P 762,954,888</u></b>	<b><u>P 726,238,514</u></b>

Impairment losses are presented as part of Other Operating Expenses (see Note 25), while the gain on reversal is presented as part of Miscellaneous under Finance and Other Income (see Note 26).

All trade receivables are subject to credit risk exposure. However, the Group does not identify specific concentrations of credit risk with regard to Trade and Other Receivables as the amounts recognized consist of a large number of receivables from various customers.

## 7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

This account consists of foreign investments, held for trading, as follows:

	<u>2016</u>	<u>2015</u>
Marketable debt securities	<b>P 9,242,483,204</b>	P 5,724,173,088
Quoted equity securities	<b><u>1,222,783,400</u></b>	<u>2,347,426,374</u>
	<b><u>P 10,465,266,604</u></b>	<b><u>P 8,071,599,462</u></b>

Marketable debt securities, which bear interest ranging from 2.8% to 8.3%, 2.5% to 10.6% and 2.8% to 11.1% per annum as at December 31, 2016, 2015 and 2014, respectively, are measured at their fair values determined directly by reference to published prices quoted in an active market. The net changes in fair values of these financial assets are presented as part of either Fair value gains or Fair value losses under Finance and Other Income or Finance Costs and Other Charges, respectively, in the consolidated statements of comprehensive income (see Note 26). Interest income amounting to P285.5 million, P569.1 million and P995.1 million for 2016, 2015 and 2014, respectively, is shown as part of Finance and Other Income account in the consolidated statements of comprehensive income (see Note 26).

A portion of marketable debt securities placed with certain foreign banks is covered by a set-off provision. The loans set-off against marketable debt securities amounted to U.S.\$45.1 million (P2,248.8 million) and U.S.\$45.8 million (P2,151.0 million) as at December 31, 2016 and 2015, respectively.

Changes in foreign currency value arising from such investments are taken up in profit or loss and are recorded either as part of Fair value gains under Finance and Other Income account or Fair value losses under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26).



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### 8. INVENTORIES

The details of inventories are shown below.

	Notes	2016	2015
At cost –			
Real estate for sale	17(cc)	<b>P 60,091,240,355</b>	P 58,325,562,562
At net realizable value:			
Work-in-process goods		<b>13,532,427,366</b>	11,494,183,891
Finished goods		<b>3,244,991,251</b>	2,383,315,627
Raw materials		<b>3,100,031,589</b>	1,860,851,150
Golf and resort shares for sale		<b>2,669,705,396</b>	2,487,372,777
Food, supplies and other consumables		<b>2,548,122,730</b>	2,374,804,113
		<b>25,095,278,332</b>	20,600,527,558
Allowance for inventory write-down	2.5	<b>( 258,399,045)</b>	( 295,493,317)
		<b>24,836,879,287</b>	20,305,034,241
		<b>P 84,928,119,642</b>	P 78,630,596,803

Real estate for sale pertains to the accumulated costs incurred in developing residential houses, lots and condominium units for sale. Total cost includes capitalized borrowing costs amounting to P1,540.4 million, P642.3 million and P466.0 million in 2016, 2015, and 2014, respectively, forming part of the Inventory and Property Development Costs accounts (see Notes 17 and 18). The amount capitalized was determined using a capitalization rate of 4.32%, 5.53% and 6.19% in 2016, 2015 and 2014, respectively. Certain real estate for sale are subject to negative pledge on certain loans obtained by the Group [see Note 17(m)].

Work-in-process pertains mainly to substantial inventory of aged whisky stocks in Scotland which mature over periods of up to 60 years. These maturing whisky stock inventory amounted to P11,030.3 million and P11,087.1 million as of December 31, 2016 and 2015, respectively.

Golf and resort shares for sale comprise of proprietary or membership shares (landowner shares and founders shares) that are of various types and costs. The cost of the landowner resort shares is based on the acquisition and development costs of the land and the project. The cost of the founders shares is based on the par value of the resort shares which is P100 per share. Food, supplies and other consumables, on the other hand, include paper and packaging, promotional materials, membership program items, operating supplies, spare parts, fuel and lubricants.

A reconciliation of the allowance for inventory write-down at the beginning and end of the reporting periods is shown below.

	Notes	2016	2015
Balance at beginning of year		<b>P 295,493,317</b>	P 283,980,886
Reversals of write-down	26	<b>( 75,813,133)</b>	( 4,119,105)
Additional losses during the year	25	<b>38,718,861</b>	15,631,536
Balance at end of year		<b>P 258,399,045</b>	P 295,493,317

The additional losses on inventories were recognized to reduce the carrying values of cased stocks and dry goods in 2016 and 2015. The additional losses are shown as Write-down of inventories under Other Operating Expenses account (see Note 25) in the consolidated statements of comprehensive income. The reversal of write-down is shown as part of Miscellaneous under Finance and Other Income account in the consolidated statements of comprehensive income (see Note 26).

## 9. OTHER ASSETS

The composition of this account is shown below.

	Notes	2016	2015
Current:			
Input VAT		<b>P 5,510,958,384</b>	P 3,990,674,261
Prepayments		<b>1,316,988,835</b>	1,115,078,851
Creditable withholding tax		<b>609,162,285</b>	622,494,744
Refundable deposits		<b>218,393,171</b>	358,464,766
Time deposits	5	<b>115,737,185</b>	114,739,381
Deferred commission		<b>59,089,057</b>	59,389,160
Guarantee deposits		<b>36,310,054</b>	36,693,382
Others		<b>368,673,450</b>	293,658,484
		<b>8,235,312,421</b>	6,591,193,029
Non-current:			
Refundable deposits		<b>1,632,348,277</b>	1,412,568,856
Advances for future investment	30.3	<b>968,194,588</b>	4,088,235,294
Property mortgage receivable		<b>597,604,251</b>	-
Advance payments for assets acquisition		<b>866,362,114</b>	3,316,846,369
Deferred input VAT		<b>270,699,487</b>	350,158,096
Accumulated jackpot seed money		<b>170,676,888</b>	148,550,000
Claims for tax refund		<b>112,282,175</b>	112,282,175
Rental receivable		<b>26,888,817</b>	27,711,589
Front-end payment for credit facility		-	71,545,250
Loans receivables		-	20,000,000
Others		<b>324,348,271</b>	316,559,801
		<b>4,969,404,868</b>	9,864,457,430
		<b>P 13,204,717,289</b>	P 16,455,650,459

Prepayments include paid taxes, insurance, rentals and advertising, which are expected to be realized in the next reporting period.

Advances for future investment pertain to the advances made by Travellers to Philippine Amusement and Gaming Corporation (PAGCOR) starting 2014 in connection with the development of Site A of the Entertainment City Project in accordance with the Provisional License Agreement with PAGCOR (see Note 30.3). In 2016 and 2015, Travellers made additional payments to PAGCOR amounting to P0.6 billion and P1.5 billion, respectively, to fulfill the future investment. Further, in 2016, MBPHI [see Note 1.1 footnote (I)], who shall develop the non-casino components of Site A, received parcels of land from PAGCOR, amounting to P3.7 billion, which will be used for the non-casino components of Site A. As a consideration for the transfer, the advances for future investment was reduced by P3.7 billion. Travellers remains committed to fulfill the investment as at December 31, 2016.

In 2016, EMP purchased from one of its property lessors an outstanding mortgage debt on one of the Group's leased properties. The purchased mortgage asset entitles the Group to full security over the leased property and to monthly interest payments from the property lessor. However, the Group remains as lessee over the property; hence, it is still required to make monthly lease payments to the property lessor.

In 2016, the Group made a deposit amounting to P449.3 million for a certain acquisition, which remains outstanding as of December 31, 2016. Advance payments for asset acquisition in 2015 includes P2.8 billion deposit made by EMP Group to acquire the brandy and sherry business from Beam Suntory (see Note 1.2). The deposit was applied in full against the total consideration paid in 2016.

Current others include operating and office supplies and food and beverage inventory while non-current others include prepaid rentals and non-financial deposits or advances to suppliers.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)***10. ADVANCES TO/FROM LANDOWNERS AND JOINT VENTURES****10.1 Advances to Landowners and Joint Ventures**

The Group enters into numerous joint operation agreements for the joint development of various real estate projects. The joint operation agreements stipulate that the Group's joint operator shall contribute parcels of land and the Group shall be responsible for the planning, conceptualization, design, demolition of existing improvements, construction, financing and marketing of residential and condominium units to be constructed on the properties. Costs incurred for these projects are recorded under the Real estate for sale under Inventories account or Property Development Costs account in the consolidated statements of financial position (see Note 2.6).

The Group also grants noninterest-bearing, secured cash advances to a number of landowners and joint operators under the joint operation agreements they entered into with landowners covering the development of certain parcels of land. Under the terms of the joint operation agreements, the Group, in addition to providing specified portion of total project development costs, also commits to advance mutually agreed-upon amounts to the landowners to be used for pre-development expenses such as the relocation of existing occupants.

Repayments of these advances shall be made upon completion of the project development either in the form of the developed lots corresponding to the owner's share in saleable lots or in the form of cash to be derived from the sales of the landowner's share in the saleable lots and residential and condominium units.

As at December 31, 2016 and 2015, the Group's management has assessed that the advances to joint ventures are fully recoverable. Accordingly, no impairment loss was recognized in those years.

As at December 31, 2016 and 2015, there has been no outstanding commitment for cash advances under the joint arrangements. The net commitment for construction expenditures amounts to:

	<u>2016</u>	<u>2015</u>
Total commitment for construction expenditures	<b>P 25,275,787,747</b>	P 24,076,339,196
Total expenditures incurred	<b>( 18,965,104,576)</b>	( 16,403,084,016)
Net commitment	<b><u>P 6,310,683,171</u></b>	<u>P 7,673,255,180</u>

The Group's interests in joint operations and projects, ranging from 50% to 95% in 2016 and 2015, are as follows:

**Megaworld:**

- McKinley Hill
- McKinley West
- Newport City
- Manhattan Garden City
- Noble Place
- Uptown Bonifacio
- Northhill Gateway

**GERI:**

- Alabang West
- Boutique
- Shopwise
- Oceanway Residences
- Savoy Hotel
- Belmonte Hotel
- MSW Phase 6 Pahara
- Newport Hills
- Pahara at Southwoods
- Sta. Barbara Heights Phase 1, 2 & 3

**SPI:**

- Capitol Plaza
- Governor's Hills
- Mandara
- Sta. Rosa Heights
- Sta. Rosa Hills
- Sentosa
- Asmara
- 88 Gibraltar
- One Lakeshore
- Riva Bella
- Solana
- Gentry Heights
- Fountain Grove
- Palm City
- The Mist Residence

**EELHI:**

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

The aggregate amounts of current assets, long-term assets, current liabilities and long-term liabilities as at December 31, 2016 and 2015, and income and expenses for each of the three years in the period ended December 31, 2016 related to the Group's interest in these joint arrangements, are not presented or disclosed as these are only joint operations in which the Group is an operator [see Note 2.2(c)].

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

### 10.2 Advances from Joint Ventures

This account represents the share of joint venture partners in the proceeds from the sale of certain projects in accordance with various joint venture agreements entered into by the Group. The total outstanding balance is presented as part of Advances from Related Parties account in the consolidated statements of financial position (see Note 29.7).

## 11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale (AFS) financial assets is reflected in the statements of financial position as follows:

	<u>2016</u>	<u>2015</u>
Current	<b>P 66,501,898</b>	P -
Non-current	<b>606,613,388</b>	2,188,729,177
	<b><u>P 673,115,286</u></b>	<b><u>P 2,188,729,177</u></b>

This account comprises the following:

	<u>2016</u>	<u>2015</u>
Quoted marketable debt securities	<b>P 260,449,586</b>	P 1,868,193,490
Equity securities:		
Quoted	<b>129,142,426</b>	131,135,359
Unquoted	<b>286,781,214</b>	192,658,268
Allowance for impairment	<b>(3,257,940)</b>	<b>(3,257,940)</b>
	<b>283,523,274</b>	189,400,328
	<b>412,665,700</b>	320,535,687
	<b><u>P 673,115,286</u></b>	<b><u>P 2,188,729,177</u></b>

The securities can be further analyzed as follows:

	<u>2016</u>	<u>2015</u>
Local	<b>P 609,871,328</b>	P 323,793,627
Allowance for impairment	<b>(3,257,940)</b>	<b>(3,257,940)</b>
	<b>606,613,388</b>	320,535,687
Foreign	<b>66,501,898</b>	1,868,193,490
	<b><u>P 673,115,286</u></b>	<b><u>P 2,188,729,177</u></b>

The reconciliation of the carrying amounts of AFS financial assets are as follows:

	<u>2016</u>	<u>2015</u>
Balance at beginning of year	<b>P 2,188,729,177</b>	P 5,972,087,128
Additions	<b>102,680,652</b>	536,169,158
Disposals	<b>(1,677,992,876)</b>	<b>(3,201,853,091)</b>
Fair value gains (losses)	<b>59,698,333</b>	<b>(1,116,201,288)</b>
Reclassification	<b>-</b>	<b>(1,472,730)</b>
Balance at end of year	<b><u>P 673,115,286</u></b>	<b><u>P 2,188,729,177</u></b>

Marketable debt securities bear interests ranging from 5.4% to 10.6% per annum in 2016, and ranging from 2.3% to 10.6% per annum in 2015. Certain debt securities amounting to P66.5 million will mature in 2017 and are classified under current assets in the 2016 consolidated statement of financial position. As at December 31, 2016 and 2015, there were no permanent decline in value on these securities; therefore, no losses are transferred from equity to profit or loss.

Equity securities consist of local shares of stock and various club shares which are denominated in Philippine pesos. Golf club shares are proprietary membership shares.

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The fair values of quoted AFS financial assets have been determined by reference to published prices in an active market. The changes in the fair value arising from these AFS financial assets amounted to P59.7 million gain in 2016, P1,116.2 million loss in 2015 and P620.3 million gain in 2014 and are presented as part of Net Unrealized Fair Value Gains (Losses) on AFS Financial Assets in the consolidated statements of comprehensive income.

Upon disposal of various AFS financial assets, the Group realized gain amounting to P11.9 million in 2016 and P41.9 million in 2014, and loss amounting to P34.6 million in 2015. These are included under Finance and Other Income and Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26).

**12. INVESTMENTS IN AND ADVANCES TO ASSOCIATES AND OTHER RELATED PARTIES****12.1 Breakdown of Carrying Values**

The details of investments in and advances to associates and other related parties and interest in joint ventures, which are carried at equity method, are presented in the succeeding page.

	Notes	2016	2015
<b>Investments of Megaworld in Associates:</b>			
Acquisition costs:			
PCMCI	12.2	P 877,776,746	P 877,776,746
SHDI	12.3	875,445,000	875,445,000
NPI		734,396,528	734,396,528
BNHGI	12.4	293,602,421	534,510,859
BWDC		199,212,026	199,212,026
PTHDC		64,665,000	64,665,000
FERC		28,000,000	28,000,000
FENI		10,000,003	10,000,003
FESI		7,808,360	7,808,360
FERSAI		4,000,000	4,000,000
		<u>3,094,906,084</u>	<u>3,335,814,522</u>
Accumulated share in net losses:			
Balance at beginning of year		( 561,522,560)	( 700,136,780)
Share in net profits for the year		136,866,743	138,614,220
Balance at end of year		<u>( 424,655,817)</u>	<u>( 561,522,560)</u>
Accumulated equity in other comprehensive income:			
Balance at beginning of year		38,744,144	-
Share in other comprehensive income (loss) of associate		( 27,975,475)	38,744,144
Balance at end of year		<u>10,768,669</u>	<u>38,744,144</u>
		<u>2,681,018,936</u>	<u>2,813,036,106</u>
<b>Investment of EMP in BLC,</b>			
a joint venture – acquisition cost		<u>3,703,721,965</u>	<u>3,703,721,965</u>
Accumulated share in net profits:			
Balance at beginning of year		169,542,466	39,534,826
Share in profits for the year		219,276,919	130,007,640
Dividend received during the year		( 93,391,294)	-
Balance at end of year		<u>295,428,091</u>	<u>169,542,466</u>
		<u>3,999,150,056</u>	<u>3,873,264,431</u>
<b>Investment of Travellers in FRTMI,</b>			
a joint venture – acquisition cost	12.5	<u>10,000,000</u>	<u>10,000,000</u>
Accumulated share in net loss:			
Balance at beginning of year		-	-
Share in net loss for the year		( 538,345)	-
Balance at end of year		<u>( 538,345)</u>	<u>-</u>
		<u>9,461,655</u>	<u>10,000,000</u>
<i>Balance carried forward</i>		<b>P 6,689,630,647</b>	P 6,696,300,537

	Notes	2016	2015
<i>Balance brought forward</i>		<b>P 6,689,630,647</b>	P 6,696,300,537
<b>Investment of FCI in FPARI,</b> an associate- acquisition cost	12.6	<b>14,700,000</b>	-
		<b>6,704,330,647</b>	6,696,300,537
<b>Advances to Associates and Other Related Parties</b>	29.5	<b>2,520,255,783</b>	3,971,897,497
		<b>P 9,224,586,430</b>	P 10,668,198,034

The total share in net profits amounts to P355.6 million, P268.6 million and P122.7 million for the years ended December 31, 2016, 2015 and 2014 respectively. These amounts are shown as Share in Net Profits of Associates and Joint Ventures – Net account in the consolidated statements of comprehensive income.

The carrying costs of Investments in Associates is lower than the book values of such investments in the investees' books; hence, management has assessed that recognition of impairment losses in 2016, 2015 and 2014 is not necessary.

#### **12.2 PCMCI**

In 2015, EELHI acquired 750,000,000 PCMCI shares amounting to P877.8 million representing 20% ownership interest. Through this acquisition, the Group acquired an ability to exert significant influence over PCMCI.

#### **12.3 SHDI**

The shares of stock of SHDI are listed in the PSE. The total quoted or market value of investments in this associate amounted to P0.9 billion and P0.8 billion as at December 31, 2016 and 2015, respectively.

#### **12.4 BNHGI**

In December 2014, FEPI sold 40% of its equity interest in its subsidiary, BNHGI. Management assessed that the Group has lost control over BNHGI due to the loss of the Group's ability to direct the relevant activities of BNHGI. The fair value of the new interest of the Group in BNHGI amounting to P775.4 million was recognized as the deemed cost of the new investment in associate. Accordingly, a gain from sale amounting to P377.5 million was recognized which is presented as part of Gain on acquisitions and deconsolidation of subsidiaries under Finance and Other Income account in the 2014 consolidated statement of comprehensive income (see Note 26).

In 2016 and 2015, FEPI sold another 15% ownership interest each year, reducing the Group's effective ownership over BNHGI to 17% and 25%, respectively. Gain on sale of investment in associate amounting to P82.5 million and P181.3 million was recognized in 2016 and 2015, respectively and presented under Finance and Other Income in the consolidated statements of comprehensive income (see Note 26).

#### **12.5 FRTMI**

In 2015, the Group entered into a joint venture agreement with Viva Live, Inc. to form FRTMI, a joint venture and newly incorporated entity in the same year. The investment made by the Group amounting to P10.0 million is accounted for under the equity method. FRTMI started commercial operations in June 2016.

#### **12.6 FPARI**

In 2016, FCI acquired 49% ownership in FPARI, a domestic corporation engaged in establishing, maintaining, operating and managing, for its own account, or for the account of other entities or individuals, restaurants, bars and general food catering services, specifically McDonald's.



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**12.7 Summarized Financial Information**

The aggregated amounts of assets, liabilities, revenues and net profit (loss) of the associates and joint ventures are as follows as at and for the years ended December 31, 2016 and 2015 (in thousands):

	<b>2016</b>			
	<u>Assets</u>	<u>Liabilities</u>	<u>Revenues</u>	<u>Net Profit (Loss)</u>
NPI	P 5,675,416	P 1,317,006	P 18	(P 123)
BLC	5,132,925	1,056,563	4,140,938	438,554
BWDC	2,759,329	2,749,338	443,284	280,292
PCMC	2,451,853	8,433	-	( 6,422)
BNHGI	1,800,435	196,475	-	( 108)
PTHDC	1,136,165	1,007,332	5	( 766)
SHDI	684,683	402,542	417,351	47,758
FERC	277,875	209,509	-	-
FERSAI	157,909	173,014	-	-
FESI	61,571	16,234	1,521	( 2,415)
FENI	98,511	93,113	-	-
FRTMI	4,538	638	90	( 1,077)
	<b><u>P 20,241,210</u></b>	<b><u>P 7,230,197</u></b>	<b><u>P 5,003,207</u></b>	<b><u>P 755,693</u></b>
	<b>2015</b>			
	<u>Assets</u>	<u>Liabilities</u>	<u>Revenues</u>	<u>Net Profit (Loss)</u>
FRTMI	P 5,000,000	P 23,000	P -	(P 23,000)
PMCI	2,458,016	8,173	-	( 9,234)
NPI	5,675,539	1,317,006	21	( 18)
BWDC	3,327,984	2,637,530	384,745	259,062
BNHGI	1,799,799	196,247	-	( 2,020)
PTHDC	1,136,404	1,006,804	6	( 1,190)
SHDI	585,451	346,424	365,069	53,726
FERC	277,875	209,508	-	-
FERSAI	157,909	173,014	-	-
FESI	64,232	18,248	1,819	( 1,768)
FENI	98,511	931,113	-	-
BLC	5,054,709	1,063,831	3,315,098	260,015
	<b><u>P 25,636,429</u></b>	<b><u>P 7,930,898</u></b>	<b><u>P 4,066,758</u></b>	<b><u>P 535,573</u></b>

### 13. PROPERTY, PLANT AND EQUIPMENT

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

	Land and Land Improvements	Buildings and Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Condominium Units, Fixtures and Other Equipment	Construction in Progress	Total
December 31, 2016							
Cost	P 12,582,510,927	P 44,152,563,556	P 19,843,643,000	P 1,015,546,308	P 9,554,335,481	P 20,668,602,178	P 107,817,201,450
Accumulated depreciation, amortization and impairment	( 183,255,383)	( 8,479,481,389)	( 10,645,276,674)	( 594,039,740)	( 4,921,477,189)	-	( 24,823,530,375)
Net carrying amount	<u>P 12,399,255,544</u>	<u>P 35,673,082,167</u>	<u>P 9,198,366,326</u>	<u>P 421,506,568</u>	<u>P 4,632,858,292</u>	<u>P 20,668,602,178</u>	<u>P 82,993,671,075</u>
December 31, 2015							
Cost	P 11,056,902,519	P 36,558,047,118	P 18,876,650,033	P 889,003,599	P 8,564,373,419	P 13,006,191,319	P 88,951,168,007
Accumulated depreciation, amortization and impairment	( 160,463,480)	( 7,382,843,468)	( 10,079,353,913)	( 486,249,489)	( 4,568,029,117)	-	( 22,676,939,467)
Net carrying amount	<u>P 10,896,439,039</u>	<u>P 29,175,203,650</u>	<u>P 8,797,296,120</u>	<u>P 402,754,110</u>	<u>P 3,996,344,302</u>	<u>P 13,006,191,319</u>	<u>P 66,274,228,540</u>
January 1, 2015							
Cost	P 9,744,801,843	P 27,023,462,781	P 17,273,114,250	P 835,103,164	P 6,543,083,196	P 12,542,167,037	P 73,961,732,271
Accumulated depreciation, amortization and impairment	( 125,913,465)	( 6,264,369,660)	( 8,878,835,010)	( 426,226,366)	( 4,047,650,123)	-	( 19,742,994,624)
Net carrying amount	<u>P 9,618,888,378</u>	<u>P 20,759,093,121</u>	<u>P 8,394,279,240</u>	<u>P 408,876,798</u>	<u>P 2,495,433,073</u>	<u>P 12,542,167,037</u>	<u>P 54,218,737,647</u>



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

	Land and Land Improvements	Buildings and Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Condominium Units, Fixtures and Other Equipment	Construction in Progress	Total
Balance at January 1, 2016	P 10,896,439,039	P 29,175,203,650	P 8,797,296,120	P 402,754,110	P 3,996,344,302	P 13,006,191,319	P 66,274,228,540
net of accumulated depreciation amortization and impairment	-	-	-	-	457,721,767	-	457,721,767
Transfer from investment properties	26,086,122	3,109,764,343	1,309,997,571	148,988,825	980,817,163	10,962,996,747	16,538,650,771
Additions	1,641,237,414	1,946,144,699	525,133,832	463,738	10,056,278	14,424,834	4,137,460,795
Disposals - net	( 141,715,128)	( 30,720,024)	( 54,151,140)	( 3,867,648)	( 16,083,847)	( 178,791)	( 246,716,578)
Disposals due to deconsolidation of subsidiaries	-	-	-	-	( 87,509,567)	-	( 87,509,567)
Reclassifications - net	-	3,223,295,679	89,070,368	-	5,128,330	( 3,314,831,931)	2,662,446
Impairment loss	-	( 164,871,580)	( 1,626,076)	-	-	-	( 166,497,656)
Depreciation and amortization charges for the year	( 22,791,903)	( 1,585,734,600)	( 1,467,354,349)	( 126,832,457)	( 713,616,134)	-	( 3,916,329,443)
<b>Balance at December 31, 2016</b>	<b>P 12,399,255,544</b>	<b>P 35,673,082,167</b>	<b>P 9,198,366,326</b>	<b>P 421,506,568</b>	<b>P 4,632,858,292</b>	<b>P 20,668,602,178</b>	<b>P 82,993,671,075</b>
net of accumulated depreciation, amortization and impairment							
Balance at January 1, 2015	P 9,618,888,378	P 20,759,093,121	P 8,394,279,240	P 408,876,798	P 2,495,433,073	P 12,542,167,037	P 54,218,737,647
net of accumulated depreciation, amortization and impairment	1,321,887,733	1,146,538,457	1,602,068,559	111,488,824	898,457,795	9,302,139,494	14,382,580,862
Additions	( 16,387,925)	( 77,944,101)	( 70,510,806)	( 20,165,794)	( 18,350,966)	-	( 203,359,592)
Disposals - net	-	8,610,363,965	182,285,100	220,134	1,220,745,231	( 8,838,115,212)	1,175,058,950
Reclassifications - net	6,600,867	( 1,348,293)	3,989,691	-	65,884	-	9,308,149
Effect of foreign currency adjustment	-	1,877,430	-	-	-	-	1,877,430
Impairment loss - reversal	-	-	-	-	-	-	-
Depreciation and amortization charges for the year	( 34,550,014)	( 1,263,376,929)	( 1,314,815,664)	( 97,225,584)	( 600,006,715)	-	( 3,309,974,906)
<b>Balance at December 31, 2015</b>	<b>P 10,896,439,039</b>	<b>P 29,175,203,650</b>	<b>P 8,797,296,120</b>	<b>P 402,754,110</b>	<b>P 3,996,344,302</b>	<b>P 13,006,191,319</b>	<b>P 66,274,228,540</b>
net of accumulated depreciation, amortization and impairment							

Construction in progress includes accumulated costs incurred on the casino and hotel sites being constructed as part of Travellers' investment commitment in accordance with its Provisional License Agreement with PAGCOR [see Note 30.3(a)]. In 2016, the construction of Marriott West Wing, which is a 10-storey annex to the Marriott and with additional 228 rooms, was completed. In 2015, the construction of Marriott Grand Ballroom, which is a grand ballroom and convention center with a seating capacity of up to 4,000, was completed. Accordingly, the accumulated costs incurred for these facilities amounting to P3,003.5 million in 2016 and P8,420.5 million in 2015 were reclassified from Construction in progress to Buildings and leasehold improvements in those years. Additions to construction in progress include capitalized borrowing costs amounting to P779.8 million, P1,007.7 million and P189.0 million in 2016, 2015 and 2014, respectively, determined using a capitalization rate of 4.1% to 7.4%, 5.6% to 7.4% and 5.5% to 7.4% in 2016, 2015 and 2014, respectively (see Notes 17 and 18).

In 2015, GADC recognized gain on reversal of impairment losses amounting to P1.9 million. In 2016 and 2014, GADC recognized impairment losses of P166.5 million and P210.0 million, respectively, to write down to recoverable amount certain stores' property and equipment. Impairment losses are presented as Impairment of property, plant and equipment under Other Operating Expenses in the consolidated statements of comprehensive income (see Note 25), while the gain on reversal of the impairment losses are presented as part of Miscellaneous under Finance and Other Income account in the 2015 consolidated statement of comprehensive income (see Note 26). The value in use was computed using GADC's weighted average cost of capital of 15.5%, 16.0% and 18.0% in 2016, 2015 and 2014, respectively.

The Group recognized a net gain on disposal of various property, plant and equipment totaling P1.8 million in 2015 and P69.3 million in 2014, which is presented as part of Gain on disposal of PPE, investment properties and intangible assets - net under Finance and Other Income in the consolidated statements of comprehensive income (see Note 26). In 2016, the Group recognized a loss on disposal of various property, plant and equipment amounting to P35.8 million which is presented as part of Loss on disposal of PPE, investment properties and intangible assets - net account in the 2016 consolidated statement of comprehensive income (see Note 26).

The amount of depreciation is presented as part of Depreciation and Amortization which is presented under cost of goods sold, cost of services and other operating expenses (see Notes 24 and 25). In 2016 and 2015, depreciation expense amounting to P218.7 million and P198.6 million, respectively, was capitalized to form part of the work-in-process inventory. Such capitalized amount represents depreciation expense on barrels and warehouse buildings wherein the maturing bulk stocks of whisky are held.

Certain land and building is collateralized by GADC to a local bank. As at December 31, 2016, the carrying values of the land and building amounted to P112.1 million and P35.1 million, respectively [see Note 17(z)].

As at December 31, 2016 and 2015, total cost of fully depreciated assets that are still being used in operations amounted to P3.9 billion and P3.1 billion, respectively.

#### 14. INVESTMENT PROPERTY

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

	<u>Land and Land Improvements</u>	<u>Buildings and Improvements</u>	<u>Total</u>
December 31, 2016			
Cost	P 10,044,499,117	P 59,686,451,713	P 69,730,950,830
Accumulated depreciation	<u>-</u>	<u>( 7,424,181,679)</u>	<u>( 7,424,181,679)</u>
Net carrying amount	<b><u>P 10,044,499,117</u></b>	<b><u>P 52,262,270,034</u></b>	<b><u>P 62,306,769,151</u></b>
December 31, 2015			
Cost	P 9,823,058,912	P 44,538,546,995	P 54,361,605,907
Accumulated depreciation	<u>-</u>	<u>( 6,190,659,719)</u>	<u>( 6,190,659,719)</u>
Net carrying amount	<b><u>P 9,823,058,912</u></b>	<b><u>P 38,347,887,276</u></b>	<b><u>P 48,170,946,188</u></b>
January 1, 2015			
Cost	P 9,568,371,898	P 33,106,007,625	P 42,674,379,523
Accumulated depreciation	<u>( 136,338,719)</u>	<u>( 4,795,748,682)</u>	<u>( 4,932,087,401)</u>
Net carrying amount	<b><u>P 9,432,033,179</u></b>	<b><u>P 28,310,258,943</u></b>	<b><u>P 37,742,292,122</u></b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

	<u>Land and Land Improvements</u>	<u>Buildings and Improvements</u>	<u>Total</u>
Balance at January 1, 2016, net of accumulated depreciation	P 9,823,058,912	P 38,347,887,276	P 48,170,946,188
Transfer to property and equipment	-	( 457,721,767)	( 457,721,767)
Additions	163,153,826	12,816,037,786	12,979,191,612
Additions due to acquired subsidiaries and business unit	22,276,500	-	22,276,500
Disposals	-	( 766,776)	( 766,776)
Reclassifications - net	36,009,879	2,796,263,277	2,832,273,156
Depreciation charges for the year	-	( 1,239,429,762)	( 1,239,429,762)
Balance at December 31, 2016, net of accumulated depreciation	<b><u>P 10,044,499,117</u></b>	<b><u>P 52,262,270,034</u></b>	<b><u>P 62,306,769,151</u></b>
Balance at January 1, 2015, net of accumulated depreciation	P 9,432,033,179	P 28,310,258,943	P 37,742,292,122
Additions	513,077,164	12,383,054,370	12,896,131,534
Disposals	-	( 33,846,200)	( 33,846,200)
Reclassifications - net	( 122,051,431)	( 1,053,007,519)	( 1,175,058,950)
Depreciation charges for the year	-	( 1,258,572,318)	( 1,258,572,318)
Balance at December 31, 2015, net of accumulated depreciation	<b><u>P 9,823,058,912</u></b>	<b><u>P 38,347,887,276</u></b>	<b><u>P 48,170,946,188</u></b>

Rental income earned from the investment property amounted to P10.5 billion, P9.2 billion and P7.5 billion for the years ended December 31, 2016, 2015 and 2014, respectively, and shown as Rental income under Rendering of Services in the consolidated statements of comprehensive income (see Note 23). The direct operating costs, exclusive of depreciation, incurred by the Group relating to the investment property amounted to P563.0 million, P468.4 million and P471.7 million in 2016, 2015 and 2014, respectively, are presented as part of Cost of Services in the consolidated statements of comprehensive income (see Note 24). The operating lease commitments of the Group as a lessor are fully disclosed in Note 30.1.

In 2016, certain projects under property development costs were reclassified to investment properties due to change in management's intention. At the date of reclassification, the properties were fully constructed and started earning rental income.

Depreciation charges are presented as part of Depreciation and amortization under Cost of Services account in the consolidated statements of comprehensive income (see Note 24).

As at December 31, 2016 and 2015, none of the Group's investment properties were held as collateral.

The fair market values of these properties amounted to P260.8 billion and P207.5 billion as at December 31, 2016 and 2015, respectively. These are estimated either by reference to current prices for similar properties or by calculation of the present value of the estimated cash inflows anticipated until the end of the life of the investment property (see Note 33.4).

## 15. INTANGIBLE ASSETS

The gross carrying amounts and accumulated amortization of intangible assets at the beginning and end of the reporting periods are shown below (see Note 2.11).

	<u>Goodwill</u>	<u>Trademarks</u>	<u>Leasehold Rights</u>	<u>Computer Software</u>	<u>Total</u>
December 31, 2016					
Cost	P 19,848,347,372	P 16,655,559,198	P 1,194,058,929	P 29,758,358	P 37,727,723,857
Accumulated amortization	-	-	( 176,008,250)	( 27,501,378)	( 203,509,628)
Net carrying amount	<u><b>P 19,848,347,372</b></u>	<u><b>P 16,655,559,198</b></u>	<u><b>P 1,018,050,679</b></u>	<u><b>P 2,256,980</b></u>	<u><b>P 37,524,214,229</b></u>
December 31, 2015					
Cost	P 18,385,690,018	P 10,095,457,168	P 1,155,954,708	P 29,758,358	P 29,666,860,252
Accumulated amortization	-	-	( 78,562,744)	( 26,099,739)	( 104,662,483)
Net carrying amount	<u><b>P 18,385,690,018</b></u>	<u><b>P 10,095,457,168</b></u>	<u><b>P 1,077,391,964</b></u>	<u><b>P 3,658,619</b></u>	<u><b>P 29,562,197,769</b></u>
January 1, 2015					
Cost	P 18,385,690,018	P 11,000,870,823	P 1,194,058,929	P 29,633,358	P 30,610,253,128
Accumulated amortization	-	( 802,540,987)	( 38,104,221)	( 24,682,563)	( 865,327,771)
Net carrying amount	<u><b>P 18,385,690,018</b></u>	<u><b>P 10,198,329,836</b></u>	<u><b>P 1,155,954,708</b></u>	<u><b>P 4,950,795</b></u>	<u><b>P 29,744,925,357</b></u>

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

	<u>Goodwill</u>	<u>Trademarks</u>	<u>Leasehold Rights</u>	<u>Computer Software</u>	<u>Total</u>
Balance at January 1, 2016, net of accumulated amortization	P 18,385,690,018	P 10,095,457,168	P 1,077,391,964	P 3,658,619	P 29,562,197,769
Additions due to consolidation of subsidiaries and business unit	1,462,657,354	6,662,974,698	-	-	8,125,632,052
Amortization for the year	-	( 102,872,668)	( 59,341,285)	( 1,401,639)	( 163,615,592)
Balance at December 31, 2016, net of accumulated amortization	<u><b>P 19,848,347,372</b></u>	<u><b>P 16,655,559,198</b></u>	<u><b>P 1,018,050,679</b></u>	<u><b>P 2,256,980</b></u>	<u><b>P 37,524,214,229</b></u>
Balance at January 1, 2015, net of accumulated amortization	P 18,385,690,018	P 10,198,329,836	P 1,155,954,708	P 4,950,795	P 29,744,925,357
Additions due to consolidation of subsidiaries	-	-	-	125,000	125,000
Amortization for the year	-	( 102,872,668)	( 78,562,744)	( 1,417,176)	( 182,852,588)
Balance at December 31, 2015, net of accumulated amortization	<u><b>P 18,385,690,018</b></u>	<u><b>P 10,095,457,168</b></u>	<u><b>P 1,077,391,964</b></u>	<u><b>P 3,658,619</b></u>	<u><b>P 29,562,197,769</b></u>



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Trademarks include brand names "Emperador Brandy," "Generoso Brandy" and "The BaR" which were acquired up to 2008. In 2013, the Group registered another trademark under the new brand name "Emperador Deluxe."

In 2014, from the Group's acquisition of WMG Group, the trademarks "Jura" and "The Dalmore" were also recorded. In 2016, the Group's acquisition of the Business Unit in Jerez resulted in the recognition of four new trademarks, which amounted to P6.7 billion, to the Group's brand portfolio, namely "Fundador Brandy", "Terry Centenario Brandy", "Tres Cepas Brandy", and "Harveys" sherry wine [see Note 1.2(a)]. These trademarks have infinite useful lives; hence, no amortization was recognized for these brands for the periods presented.

The amortization of trademarks with finite useful lives amounted to P102.9 million for each of the three years in the period ended December 31, 2016 and are shown as part of Depreciation and amortization under Other Operating Expenses account in the consolidated statements of comprehensive income (see Note 25).

The remaining useful lives, as at December 31, of the trademarks with finite useful lives are as follows:

	<u>2016</u>	<u>2015</u>
Emperador Brandy	<b>1 month</b>	13 months
Generoso Brandy	<b>1 month</b>	13 months
The BaR	<b>1.5 years</b>	2.5 years
Emperador Deluxe	<b>6.5 years</b>	7.5 years

In 2014, WCRWI entered into a lease agreement with Nayong Pilipino Foundation (NPF) covering certain parcels of land located at the Manila Bay Reclamation Area in Parañaque City for a period of 25 years, renewable for another 25 years under the terms mutually acceptable to the parties. Upon effectivity of the lease agreement, WCRWI has paid NPF an advance rental of P1.0 billion (presented under Leasehold rights) covering the first 20 years of the lease. The amount of amortization charges in 2016 and 2015 amounted to P50.0 million and P66.7 million, respectively, which is presented as part of Rental under Other Operating Expenses account in the consolidated statements of comprehensive income (see Note 25). There was no amortization recognized in 2014 as the lease agreement entered by WCRWI is close to the end of the reporting period and the amount of amortization is not significant during such year.

Based on the Group's assessment, no impairment loss is required to be recognized on the carrying value of the Group's trademarks as the products that carry such brands are fast moving consumer products. Further, no impairment loss is required to be recognized on the carrying value of the other intangible assets (goodwill, leasehold rights and computer software) in 2016, 2015 and 2014.

As at December 31, 2016, the Group has no contractual commitments for the acquisition of any additional trademarks, leasehold rights and computer software.

## 16. TRADE AND OTHER PAYABLES

The breakdown of this account follows:

	Notes	<u>2016</u>	<u>2015</u>
Trade payables	29.1	<b>P 21,398,846,869</b>	P 21,209,079,619
Accrued expenses	18, 29.3	<b>8,664,793,944</b>	7,041,401,900
Retention payable		<b>3,954,252,112</b>	3,328,641,361
Accrued Interest		<b>1,316,215,677</b>	1,178,076,064
Due to related parties	29.6	<b>643,933,434</b>	430,329,812
Output VAT payable		<b>553,834,979</b>	508,138,283
Gaming license fees payable	28.3	<b>455,765,634</b>	2,643,207,205
Unredeemed gaming points		<b>345,075,419</b>	357,319,592
Withholding tax payable		<b>185,843,917</b>	112,825,990
Liabilities for land acquisition		-	789,104,396
Others		<b>1,448,541,222</b>	1,300,878,132
		<b><u>P 38,967,103,207</u></b>	<b><u>P 38,899,002,354</u></b>

Trade payables significantly comprise of obligations to subcontractors and suppliers of construction materials for the Group's projects and suppliers of raw materials. These also include unredeemed gaming chips determined as the difference between total gaming chips placed in service and the actual inventory of gaming chips under control or in custody, casino deposit certificates from patrons and other gaming-related liabilities.

Accrued expenses include accruals for salaries and other benefits, utilities, local and overseas travel, training and recruitment, due and subscription, advertising, rentals, marketing and other operating expenses of the Group.

Retention payable pertains to amount withheld from payments made to contractors for construction work performed to ensure compliance and completion of contracted projects. Upon completion of the contracted projects, the retained amounts are returned to the contractors.

The unredeemed gaming points liability represents the estimated costs of unredeemed casino gaming points issued, which are redeemable for complimentary goods or services of the Group (see Note 2.15).

Liabilities for land acquisition in 2015 represent the unpaid portion of land for future development acquired by the Group. The outstanding balance was fully settled in 2016.

Others include accrued construction costs, unearned rentals, and payables to government and other regulatory agencies, and various unreleased checks which are reverted to liability.

#### 17. INTEREST-BEARING LOANS

The composition of the Group's outstanding bank loans is shown below.

	<u>2016</u>	<u>2015</u>
Current:		
Local	<b>P 18,420,889,667</b>	P 4,739,879,636
Foreign	<b><u>2,674,767,650</u></b>	<u>23,964,734,146</u>
	<b><u>21,095,657,317</u></b>	<u>28,704,613,782</u>
Non-current:		
Local	<b>36,075,216,708</b>	29,071,029,819
Foreign	<b><u>19,425,000,000</u></b>	-
	<b><u>55,500,216,708</u></b>	<u>29,071,029,819</u>
	<b><u>P 76,595,874,025</u></b>	<u>P 57,775,643,601</u>

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The summarized terms and conditions of each availed loan as at December 31, 2016 and 2015 are as follows:

<u>Outstanding Principal Balance</u>		<u>Explanatory Notes</u>	<u>Interest Rate</u>	<u>Security</u>	<u>Maturity date</u>
<u>2016</u>	<u>2015</u>				
<b>P 19,425,000,000</b>	P -	(a)	Margin of 1.55% plus EURIBOR	Unsecured	2021
<b>8,750,000,000</b>	10,000,000,000	(b)	Fixed at 5.401%	Unsecured	2022
<b>5,000,000,000</b>	5,000,000,000	(c)	Fixed at 5.035%	Unsecured	2020
<b>5,000,000,000</b>	-	(d)	Fixed at 6.4274%	Unsecured	2021
<b>5,000,000,000</b>	-	(e)	Fixed at 3.0%	Unsecured	2017
<b>4,615,384,615</b>	5,000,000,000	(f)	Fixed at 5.05%	Unsecured	2022
<b>3,846,153,846</b>	4,615,384,615	(g)	Fixed at 5.125%	Unsecured	2021
<b>3,500,000,000</b>	-	(h)	Fixed at 3.6%	Unsecured	2017
<b>2,674,767,650</b>	-	(i)	0.75% over LIBOR	Secured	2017
<b>2,000,000,000</b>	-	(j)	Fixed at 5.2632%	Unsecured	2021
<b>2,000,000,000</b>	-	(k)	Fixed based on 5-year PDST-R2 Fixed based on plus 1.3% spread at 3% floor	Unsecured	2021
<b>2,000,000,000</b>	-	(l)	Fixed at 4.0%	Unsecured	2017
<b>1,916,666,667</b>	1,440,000,000	(m)	Floating from 3.1% to 5.4%	Unsecured	2022-23
<b>1,500,000,000</b>	1,500,000,000	(n)	Fixed based on 5-year PDST-R2 Fixed based on plus 1.3% spread at 5% floor	Unsecured	2020
<b>1,500,000,000</b>	1,200,000,000	(o)	3.15% to 5.15% subject to repricing	Unsecured	2020
<b>1,500,000,000</b>	-	(h)	Fixed at 3.7%	Unsecured	2017
<b>1,047,551,066</b>	997,439,756	(p)	Variable prevailing market rate 5.15% to 5.5%	Secured	Upon collection of related assigned receivables 2017
<b>750,952,381</b>	830,000,000	(q)	Fixed at 4.18% and 5.17%	Unsecured	2017
<b>750,000,000</b>	-	(r)	Fixed at 5.245%	Unsecured	2021
<b>750,000,000</b>	-	(r)	Fixed at 5.113%	Unsecured	2021
<b>571,428,572</b>	761,904,762	(s)	3.85% to 5.15%	Unsecured	2016 to 2019
<b>500,000,000</b>	500,000,000	(t)	5.0% subject to repricing	Unsecured	2020
<b>500,000,000</b>	-	(u)	Fixed at 5%	Unsecured	2021
<b>427,083,333</b>	500,000,000	(v)	Fixed at 5.035%	Unsecured	2020
<b>400,000,000</b>	-	(w)	3.15% subject to repricing	Unsecured	2021
<b>235,238,095</b>	260,000,000	(x)	Fixed at 4.71%	Unsecured	2017
<b>200,000,000</b>	200,000,000	(y)	5.25% subject to repricing	Unsecured	2020
<b>85,714,286</b>	102,857,143	(z)	Fixed at 5%	Secured	2021
<b>63,050,705</b>	64,971,354	(aa)	Fixed at 0.82%	Unsecured	2017
<b>45,000,000</b>	118,333,333	(bb)	Fixed at range of 5.50% to 5.75%	Unsecured	2017
<b>41,882,809</b>	69,002,604	(cc)	Fixed at range of 7.0% and 9.0%	Secured	Upon collection of assigned receivable 2016
-	467,500,000	(dd)	Variable based on floating 6-month PDSTF-R plus Spread	Unsecured	2016
-	221,808,235	(ee)	Floating at 2% plus benchmark	Unsecured	2016
-	26,679,007	(ff)	Fixed at 4.0%	Unsecured	2016
-	18,410,793,000	(gg)	Variable based EURIBOR spread	Unsecured	2016
-	1,010,668,792	(hh)	0.8% over LIBOR	Secured	2016
-	4,478,301,000	(gg)	0.66% subject to repricing	Unsecured	2016
<b><u>P76,595,874,025</u></b>	<b><u>P57,775,643,601</u></b>				

- (a) Loans denominated in foreign currency obtained by EIL from international financial institutions.
- (b) Loan obtained by Megaworld from a local bank in two tranches in March and June 2015 to fund various real estate projects and retire currently maturing obligations. Principal repayment on this seven-year loan commenced in June 2016 and interest is paid quarterly.
- (c) Loan obtained by Megaworld from a local bank in December 2015 for a five-year term. The principal repayments shall commence in March 2017 and interest is paid quarterly.
- (d) Loan obtained by Megaworld from a local bank in November 2016 for a five-year term. The principal repayments shall commence in February 2018 and interest is paid quarterly.
- (e) Loan obtained by AGI from a local bank for general corporate purposes. Principal and interest shall be paid lump-sum in 2017.
- (f) Loan obtained by Megaworld from a local bank in November 2015. The principal repayments on this seven-year loan commenced in November 2016 and interest is payable semi-annually.
- (g) Loan obtained by Megaworld from a local bank in 2014. The principal repayments on this seven-year loan commenced in August 2015 while interest is paid semi-annually.
- (h) Loans obtained by Travellers from a local bank for working capital requirements. Both principal and interest are payable lump-sum in 2017.
- (i) Loan denominated in foreign currency obtained by WMG from a foreign bank. The loan is secured by way of floating charge against WMG's inventories.
- (j) Loan obtained by Megaworld from a local bank payable in August 2016 for a term of five years with a grace period of two years upon availment. The principal repayment on the loan shall commence in November 2018 and interest is paid quarterly.
- (k) Five-year loan obtained by GERI from a local bank in 2016, with a grace period of two years on principal installment. The loan is payable in quarterly installments of P125.0 million commencing on the 9<sup>th</sup> quarter from the date of initial drawdown and balloon payment at the end of five years.
- (l) Loan obtained by Travellers from a P10.0 billion loan facility from a local bank. The principal and interest shall be paid in 2017.
- (m) Loan obtained by EELHI from a local bank with a negative pledge on assets (see Note 8).
- (n) Five-year loan obtained by GERI from a local bank in 2015. The loan is payable quarterly commencing on the 9<sup>th</sup> quarter from the date of initial drawdown.
- (o) Five-year loan obtained by SPI from a local bank in 2015, payable in monthly installments after two years from draw down.
- (p) Loans obtained by SPI from a local bank in 2015 through assignment of trade receivables (see Note 6).
- (q) Loans obtained by GADC from local banks. Quarterly principal payments commenced in September 2016.
- (r) Loans availed by EDI from local bank for a term of five years payable for twelve quarterly payments.
- (s) Loans drawn by GADC from a P1.0 billion credit facility granted by a local bank. Principal is payable in quarterly installments.
- (t) Five-year loan obtained by LFI from a local bank in December 2015. Quarterly installments begin in March 2017, plus interest.
- (u) Loans availed by EDI from local bank for a term of five years payable for twelve quarterly payments.
- (v) Five-year loan obtained by OFPI from a local bank in 2015.
- (w) Five-year loan obtained by SPI from a local bank in 2016, payable on a monthly basis after a grace period of two years from the date of availment. The loan bears floating interest which is subject to repricing every 30-180 days.
- (x) Loan obtained by GADC from a local bank in June 2015 in relation to the P500.0 million loan facility. Principal repayments began in June 2016 and every quarter thereafter.
- (y) Five-year loan obtained by SPI from a local bank. Quarterly repayment of the loan will begin in 2017.
- (z) Balance from loan granted to GADC in December 2011 by a local bank for the purchase of land and building from the latter, payable monthly starting on the third year of the loan. The acquired land and building served as collateral on the loan (see Note 13).



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- (aa) Euro-denominated short-term loan availed by RHGI from a foreign commercial bank. In June 2016, RHGI renewed the loan for another year.
- (bb) Outstanding balance of short-term loans availed by SPI from local banks in 2015 and 2016.
- (cc) Loans obtained by EELHI through assignment of receivables. Certain residential and condominium units for sale with carrying value of P188.4 million and P312.1 million as of December 31, 2016 and 2015, respectively, were used as collateral for the loans (see Note 6).
- (dd) Seven-year loan obtained by Megaworld in 2009 which was fully paid in 2016.
- (ee) Loan drawn by Travellers in 2012 from a P11.0 billion loan facility with a local bank, to settle Travellers' secured loans from the same bank. The loan was fully paid in 2016 (see Note 13).
- (ff) Short-term loans availed by AFCMI from a local bank in December 2015, to finance working capital requirements. Such loans were fully paid in 2016.
- (gg) Loans denominated in foreign currency obtained by EIL from international financial institutions. These were fully paid in 2016.
- (hh) Loan obtained by WMG from an international commercial bank secured by way of floating charge over its inventory.

As at December 31, 2016, the Group complied with related loan covenants, including maintaining certain financial ratios, at the reporting dates.

Total interest expense attributable to these loans, including amortization of capitalized transaction costs, amounted to P778.3 million, P497.4 million and P197.8 million for the years ended December 31, 2016, 2015 and 2014, respectively, and are presented as part of Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26). Interest charges capitalized for the years ended December 31, 2016, 2015 and 2014 are included as part of additions to Construction in progress under Property, Plant and Equipment account (see Note 13), Real estate for sale under Inventories account (see Note 8) and Property Development Costs account (see Note 2). The amounts of outstanding accrued interest as at December 31, 2016 and 2015 are presented as part of Accrued Interest under Trade and Other Payables account (see Note 16).

## 18. BONDS PAYABLE

This account consists of bonds payable of the Company's subsidiaries as follows:

	<u>2016</u>	<u>2015</u>
Current:		
AG Cayman	<b>P 24,855,927,368</b>	P -
Travellers	<b>14,879,062,940</b>	-
	<b><u>39,734,990,308</u></b>	<u>-</u>
Non-current:		
Megaworld	<b>22,330,589,969</b>	17,314,139,585
AG Cayman	-	23,383,990,867
Travellers	-	14,021,596,999
	<b><u>22,330,589,969</u></b>	<u>54,719,727,451</u>
	<b><u>P 62,065,580,277</u></b>	<u>P 54,719,727,451</u>

The significant terms of the bonds are discussed below and in the succeeding page.

Face Amount	Outstanding Principal Balance		Explanatory Notes	Interest Rate	Nature	Maturity
	2016	2015				
\$500.0 million	P 24.9 billion	P 23.4 billion	(a)	Fixed at 6.50%	Unsecured	2017
\$300.0 million	14.9 billion	14.0 billion	(b)	Fixed at 6.90%	Unsecured	2017
\$250.0 million	12.4 billion	7.9 billion	(c)	Fixed at 4.25%	Unsecured	2023
\$200.0 million	9.9 billion	9.4 billion	(d)	Fixed at 6.75%	Unsecured	2018
	<u>P 62.1 billion</u>	<u>P 54.7 billion</u>				

- (a) On August 18, 2010, AG Cayman issued seven-year bonds with accrued interest semi-annually in arrears on February 18 and August 18 of every year. The bonds are listed in the Singapore Exchange Securities Trading Limited. The net proceeds of the bonds are used to finance capital and project expenditures, refinance certain existing indebtedness of certain subsidiaries, and for general corporate purposes.

Subject to certain exceptions, the bonds may be redeemed by AG Cayman at their principal amount plus any accrued and unpaid interest. The bonds are unconditionally and irrevocably guaranteed by AGI which, together with certain subsidiaries, is required to comply with certain covenants. As at December 31, 2016, the Group is in compliance with the covenants.

- (b) On November 3, 2010, Travellers issued seven-year bonds with accrued interest semi-annually in arrears every May 3 and November 3 of each year. The bonds are listed in the Singapore Exchange Securities Trading Limited. The net proceeds of the bonds are intended to finance capital and project expenditures, to refinance certain existing indebtedness, and for general corporate purposes of Travellers.

Subject to certain exceptions, Travellers may, at its option, redeem the bonds (i) in full at a price of 100.0% of the principal if certain changes in laws, treaties, regulations or rulings affecting taxes would require Travellers to pay certain additional amount; and, (ii) at any time prior to November 3, 2014, up to 35.0% of the principal amount at a price of 106.9% of the principal amount with the net cash proceeds of an equity offering.

Also, Travellers is required to make an offer to purchase the bonds at a price of 101.0% of the principal amount following a change in control (e.g., a sale or other disposition of all or substantially all of the properties or assets of Travellers to any person or entity).

- (c) On April 17, 2013, Megaworld issued 10-year term bonds with semi-annual interest payments every April 10 and October 10. The proceeds of the bond issuance is being used by Megaworld for general corporate purposes.
- (d) On April 15, 2011, Megaworld issued seven-year term bonds with accrued interest semi-annually in arrears every April 15 and October 15 each year. The proceeds received from this bond are also being used by Megaworld to finance its capital expenditures for its real estate projects.

Interest expense on the bonds payable, including amortization of capitalized transaction costs, amounted to P3.4 billion in 2016, P2.8 billion in 2015 and P3.5 billion in 2014. These amounts are presented as part of Interest expense under Finance and Other Charges account in the consolidated statements of comprehensive income (see Note 26). Interest charges capitalized for the years ended December 31, 2016, 2015 and 2014 are included as part of additions to Construction in progress under Property, Plant and Equipment (see Note 13), Real estate for sale under Inventories account (see Note 8) and Property Development Costs account (see Note 2). The amounts of outstanding accrued interest as at December 31, 2016 and 2015 are presented as part of Accrued interest under Trade and Other Payables account in the consolidated statements of financial positions (see Note 16).

## 19. REDEEMABLE PREFERRED SHARES

The Group's redeemable preferred shares pertain to preferred shares issued by GADC and TLC as presented below and in the succeeding page. The preferred shares are considered as financial liabilities. Accordingly, the redeemable preferred shares are recognized at fair value on the date of issuance and are classified as a non-current liability in the consolidated statements of financial position.

	<u>2016</u>	<u>2015</u>
GADC	<b>P 755,707,392</b>	P 671,367,358
TLC	<b><u>1,257,987,900</u></b>	<u>1,257,987,900</u>
	<b><u>P 2,013,695,292</u></b>	<b><u>P 1,929,355,258</u></b>

### 19.1 GADC's Redeemable Preferred Shares

The shares were issued in March 2005 to McDonald's Restaurant Operations (MRO), a company incorporated in the U.S.A. and is a subsidiary of McDonald's Corporation. The features of these preferred shares with par value per share of P61,066 each are presented below (in exact amounts).

Class	Voting	No. of Shares Authorized and Issued	Total Par Value (undiscounted)	Additional payment in the event of GADC's liquidation
A	No	778	P 47,509,348	U.S.\$1,086 per share or the total peso equivalent of U.S.\$845,061
B	Yes	25,000	1,526,650,000	U.S.\$1,086 per share or the total peso equivalent of U.S.\$27,154,927

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Additional features of the preferred shares are as follows:

- (a) Redeemable at the option of the holder after the beginning of the 19<sup>th</sup> year from the date of issuance (March 2005) for a total redemption price equivalent to the peso value on the date that the shares were issued;
- (b) Has preference as to dividend declared by the BOD, but in no event shall the dividend exceed P1 per share; and,
- (c) Further, the holder of preferred shares is entitled to be paid a certain amount of peso equivalent for each class of preferred shares, together with any unpaid dividends, in the event of liquidation, dissolution, receivership, bankruptcy or winding up of GADC.

The redeemable preferred shares are recognized at fair values on the date of issuance which were determined as the sum of all future cash payments, discounted using the prevailing market rates of interest as of the transaction date for similar instruments with similar term of 18 years.

The accretion of GADC's redeemable preferred shares in 2016, 2015 and 2014 amounted to P84.3 million, P74.9 million and P68.3 million, respectively, and is presented as part of Interest expense under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26). As at December 31, 2016 and 2015, the carrying value of the GADC redeemable preferred shares amounted to P755.7 million and P671.4 million, respectively, shown as part of Redeemable Preferred Shares account in the consolidated statements of financial position. As at December 31, 2016 and 2015, the fair value of these shares amounted to P1,036.9 million and P989.0 million, respectively, as determined by discounting the sum of all future cash flows using prevailing market rates of interest for instrument with similar maturities at a discount rate of 6.83% and 3.27%, respectively.

**19.2 TLC's Redeemable Preferred Shares**

These were issued by TLC in September 2012 consisting of 1,258.0 million shares which are nonvoting, earns dividend at a fixed annual rate of 2.50% and subject to the existence of TLC's unrestricted retained earnings. These were issued in exchange for certain parcels of land with total fair value of P1,338.2 million. The issuance through the exchange of land was approved by the SEC on April 17, 2013.

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

The accrued dividends on these preferred shares amounting to P118.1 million and P89.1 million as at December 31, 2016 and 2015, respectively, are presented as part of Other Non-Current Liabilities account in the consolidated statements of financial position (see Note 20). The related interest expense recognized for the years ended December 31, 2016, 2015 and 2014 amounting to P28.9 million each year is presented as part of Interest expense under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26). As at December 31, 2016 and 2015, the fair values of the redeemable preferred shares on the date of issuance approximate their par value.

## 20. OTHER LIABILITIES

The composition of this account is shown below.

	Notes	2016	2015
Current:			
Reserve for property development	2.6	<b>P 7,460,325,834</b>	P 6,437,971,861
Customers' deposits	2.15(b)	<b>6,145,027,638</b>	5,889,473,914
Deferred income on real estate sales	2.15(b)	<b>5,561,346,611</b>	5,653,790,826
Unearned revenues		<b>1,672,152,962</b>	1,639,368,747
Derivative liability	2.12(a)	<b>356,819,015</b>	10,782,959
Deferred rental income	2.15(j)	<b>197,890,667</b>	355,831,050
Others		<b>757,818,293</b>	1,512,594,313
		<b><u>22,151,381,020</u></b>	<u>21,499,813,670</u>
Non-current:			
Reserve for property development	2.6	<b>8,846,206,033</b>	9,751,642,232
Equity-linked debt securities		<b>5,262,906,379</b>	5,259,137,443
Deferred income on real estate sales	2.15(b)	<b>5,119,282,510</b>	4,808,072,809
Deferred rental income	2.15(j)	<b>4,334,195,802</b>	3,346,201,751
Customers' deposit	2.15(b)	<b>1,092,454,082</b>	1,062,317,494
Accrued Interest		<b>562,730,466</b>	283,528,767
Provision for onerous lease		<b>346,041,898</b>	476,915,255
Guaranty deposits		<b>294,114,566</b>	223,742,615
Provision for dilapidations		<b>134,475,781</b>	317,343,255
Accrued rent		<b>129,346,664</b>	110,423,563
Asset retirement obligation	2.8	<b>61,269,090</b>	52,254,229
Derivative liability	2.12(a)	-	614,964,522
Others	19.2	<b>293,887,597</b>	831,509,616
		<b><u>26,476,910,868</u></b>	<u>27,138,053,551</u>
		<b><u>P 48,628,291,888</u></b>	<u>P 48,637,867,221</u>

Deferred rental income refers to the rental payments advanced by the lessee at the inception of the lease which will be applied to the remaining payments at the end of the lease term.

The current derivative liability represents the reduction in fair market value as at December 31, 2016 of currency forward options contract entered into with certain foreign banks. On the other hand, the derivative liability consists of the fair market value of the interest rate swap entered into by Travellers with a certain foreign bank at a notional amount of U.S.\$250.0 million. Changes in the fair values of these current derivatives financial liabilities are presented as part of Fair value losses while those for non-current financial liability are presented under Unrealized loss on interest rate swap under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26).

Equity-linked debt securities (ELS) instrument arises from the subscription agreement between EMP and Arran Investment Private Limited for the issuance of additional common shares of EMP. The ELS may be converted into 480.0 million common shares (conversion shares) of EMP. The ELS bears a fixed annual interest rate of 5.0% and variable interest in an amount equal to the dividends that would be payable on the conversion shares if they were issued prior to the date that any dividend is declared by EMP. The fixed interest is payable either in cash or in new EMP shares (interest shares) on the conversion date, December 4, 2019, or December 4, 2021, as applicable. The variable interest is payable in cash on the date that the Issuer pays such dividends to its shareholders. Interest expense amounted to P364.0 million, P341.2 million and P19.8 million in 2016, 2015 and 2014, respectively, and is presented as part of Interest expense under Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26).



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Provision for onerous lease pertains to WML's existing non-cancellable lease agreements on leasehold properties located in Glasgow and Edinburgh, Scotland, covering manufacturing plant facilities, buildings and parking spaces, which are vacant or subleased at a discount. The provision takes into account the current market conditions, expected future vacant periods, and expected future sublet benefits. Provision for dilapidations is recognized for the present value of the costs to be incurred by WML for the restoration of the leased properties to a specified condition at the end of the lease term in 2029 as provided in the tenant repairing clauses of lease agreements.

Others, which are currently due, include liabilities on stocks purchases and due to condo unit holders arising from condo hotel operations while Others, which are not currently due, include accrued dividends on redeemable preferred shares (see Note 19.2) and security and miscellaneous deposits.

## 21. EQUITY

### 21.1 Capital Stock

Capital stock consists of:

	Shares			Amount		
	2016	2015	2014	2016	2015	2014
Common shares – P1 par value						
Authorized	<u>12,950,000,000</u>	<u>12,950,000,000</u>	<u>12,950,000,000</u>	<u>P12,950,000,000</u>	<u>P12,950,000,000</u>	<u>P12,950,000,000</u>
Issued and outstanding:	<b>10,269,827,979</b>	10,269,827,979	10,269,827,979	<b>P10,269,827,979</b>	P10,269,827,979	P10,269,827,979
Treasury stock – at cost	<u>( 122,964,200)</u>	<u>( 122,964,200)</u>	<u>( 122,964,200)</u>	<u>( 936,157,074)</u>	<u>( 936,157,074)</u>	<u>( 936,157,074)</u>
Total outstanding	<u><b>10,146,863,779</b></u>	<u>10,146,863,779</u>	<u>10,146,863,779</u>	<u><b>P9,333,670,905</b></u>	<u>P9,333,670,905</u>	<u>P9,333,670,905</u>

On March 12, 1999, the SEC approved the initial public offering of the Company's 336.1 million shares (248.1 million then outstanding and 88.0 million new issues) at P1.27 per share. The shares were initially listed in the PSE on April 19, 1999.

A 10% stock dividend was approved by the SEC and listed in September 1999. Three private placements ensued up to January 2011, of which 1.5 billion shares were listed in 2006. Then, a 10% rights offering of 200.47 million shares and 1:1 stock rights of 2.2 billion shares were approved and listed in 2005 and 2007, respectively. In 2007, there were also a share-swap transaction and a follow-on international offering wherein 4.1 billion and 1.8 billion shares, respectively, were issued and listed.

As at December 31, 2016 and 2015, the quoted closing price per share was P12.78 and P16.10, respectively. There are 863 holders, which include nominees, of the Company's total issued and outstanding shares as at December 31, 2016. The percentage of the Company's shares of stock owned by the public is 42.02% and 42.04% as at December 31, 2016 and 2015, respectively.

### 21.2 Additional Paid-in Capital

APIC consists mainly of P21.9 billion from the stock rights offering, share swap transaction and international offering in 2007. In 2014, the Group reissued treasury shares, resulting to an increase in APIC by P783.5 million. There was no similar transaction in 2016 and 2015.

### 21.3 Dilution Gain

The movement in dilution gain is a direct result of dilution in the Company's ownership interest in certain subsidiaries when such subsidiaries offer pre-emptive stock rights, underwent international stock offering, and acquire additional shares, in years prior to 2011.

In 2014, the movement is due to changes in ownership interest in certain subsidiaries.

### 21.4 Dividends

On August 19, 2016, August 12, 2015 and August 26, 2014, the BOD approved the declaration of cash dividends of P0.31, P0.31 and P0.38 per share, respectively. Total dividends amounting to P3,183.65 million in 2016, P3,183.65 million in 2015 and P3,902.53 million in 2014, were payable to stockholders of record as at September 5, 2016, September 1, 2015 and September 8, 2014, respectively. The said dividends were fully paid on September 19, 2016, September 14, 2015, and September 22, 2014, respectively. The amounts presented in the consolidated statements of changes in equity are net of dividends paid to subsidiaries.

## 21.5 Share Options

### (a) Of the Company

On July 27, 2011, the BOD approved an Executive Share Option Plan (ESOP) for the Company's key executive officers, which was subsequently ratified by the stockholders on September 20, 2011. Under the ESOP, the Company shall initially reserve for exercise of share options up to 300.0 million common shares, or 3% of the outstanding capital stock, which may be issued out of the authorized but unissued shares. Share options may be granted within 10 years from the adoption of the ESOP and continue to be exercisable in accordance with terms of issue. The options shall vest within three years from date of grant (offer date) and the holder may exercise only a third of the option at the end of each year of the three-year vesting period. The vested option may be exercised within seven years from date of grant. The exercise price shall be at a 15% discount from the volume weighted average closing price of the Company's shares for nine months immediately preceding the date of grant.

On December 19, 2011, pursuant to this ESOP, the Company granted share options to certain key executives to subscribe to 46.5 million common shares of the Company, at an exercise price of P9.175. As at December 31, 2016, all of the said options vested but none were exercised.

On March 14, 2013, the Company granted additional 59.1 million share options to certain key executives at an exercise price of P12.9997. As at December 31, 2016, all of the said additional options vested and none were exercised.

The fair values of the options granted were estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP. The following principal assumptions were used in the valuation:

		March 2013 Grant		December 2011 Grant
Option life		7 years		7 years
Share price at grant date	P	21.65	P	10.28
Exercise price at grant date	P	12.9997	P	9.175
Average fair value at grant date	P	9.18	P	2.70
Average standard deviation of share price returns		35.29%		37.75%
Average dividend yield		2.10%		1.70%
Average risk-free investment rate		2.92%		2.87%

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

### (b) Of Megaworld

On April 26, 2012, Megaworld's BOD approved an ESOP for its key executive officers, and on June 15, 2012, the stockholders adopted it.

The options shall generally vest on the 60<sup>th</sup> birthday of the option holder and may be exercised until the date of his/her retirement from Megaworld. The exercise price shall be at a 15% discount from the volume weighted average closing price of Megaworld's shares for nine months immediately preceding the date of grant.

Pursuant to this ESOP, on November 6, 2012, Megaworld granted share options to certain key executives to subscribe to 235.0 million of its common shares, at an exercise price of P1.77 per share. As at December 31, 2016, none of the said options vested and exercised.

In 2013, additional share options were granted to certain key executives to subscribe to 20.0 million common shares of the Megaworld at an exercise price of P2.33 per share. Additional 40.0 million share options were granted in 2014 at an average exercise price of P3.0 per share.

There were no additional share options granted in 2016 and 2015.

In 2016 and 2014, 5.0 million options each year were forfeited due to resignation of key executive officers. No option has vested as of December 31, 2016.

The fair value of the option granted was estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP.

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The following principal assumptions were used in the valuation:

Average option life	11.44 to 30.17 years
Average share price at grant date	P 2.54 to P4.52
Average exercise price at grant date	P 1.7731 to P3.2299
Average fair value at grant date	P 1.21 to P2.19
Average standard deviation of share price returns	1.03%
Average dividend yield	1.13%
Average risk-free investment rate	4.63%

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

Megaworld recognized a total of P29.5 million, P31.2 million and P30.1 million share-based executive compensation in 2016, 2015 and 2014, respectively, as part of Salaries and employee benefits under Other Operating Expenses account in the consolidated statements of comprehensive income and a corresponding credit in Non-controlling Interest account under equity.

*(c) Of GERI*

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

Under the ESOP, GERI shall initially reserve for exercise of share options up to 500.0 million common shares of its outstanding shares to be issued, in whole or in part, out of the authorized but unissued shares. Share options may be granted within 10 years from the adoption of the ESOP and may be exercised within seven years from date of grant.

The exercise price shall be at a 15% discount from the volume weighted average closing price of GERI's shares for twelve months immediately preceding the date of grant. The options shall vest within three years from date of grant and the holder of an option may exercise only a third of the option at the end of each year of the three-year period. GERI shall receive cash for the share options.

Pursuant to this ESOP, on February 16, 2012, key executive officers were granted options to subscribe to 100.0 million GERI shares, at an exercise price of P1.93. An option holder may exercise in whole or in part his vested option provided, that, an option exercisable but not actually exercised within a given year shall accrue and may be exercised at any time thereafter but prior to the expiration of said option's life cycle.

As at December 31, 2016 and 2015, a total of 283.3 million and 200.0 million options have vested but none of these have been exercised yet by any of the option holders as at the end of both reporting periods.

The fair value of the option granted was estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP.

The following principal assumptions were used in the valuation:

Average option life	7 years
Share price at grant date	P1.02 to P2.10
Exercise price at grant date	P1.0 to P1.93
Fair value at grant date	P0.24 to P2.27
Standard deviation of share price return	12.16% to 57.10%
Risk-free investment rate	2.14% to 2.59%

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

GERI recognized a total of P18.5 million, P115.1 million and P10.0 million share-based compensation in 2016, 2015, and 2014, respectively, as part of Salaries and employee benefits under Other Operating Expenses account in the consolidated statements of comprehensive income and a corresponding credit in Non-controlling Interest account under equity.

(d) *Of EMP*

On November 7, 2014, EMP's BOD approved an ESOP for qualified employees of EMP Group.

The options shall generally vest on the 60<sup>th</sup> birthday of the option holder and may be exercised until the date of his/her retirement from the Group provided that the employee has continuously served for 11 years after the option offer date. The exercise price shall be at a 15% discount from the volume weighted average closing price of EMP's shares of nine months immediately preceding the date of grant.

Pursuant to this ESOP, on November 6, 2015, EMP granted share options to certain key executives of EDI to subscribe to 118.0 million common shares of EMP at an exercise price of P7.0 per share.

The fair value of the options granted was estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP. The following principal assumptions were used in the valuation:

Average option life		20.23 years
Average share price at grant date	P	8.90
Average exercise price at grant date	P	7.00
Average fair value at grant date	P	4.09
Average standard deviation of share price returns		10.24%
Average dividend yield		1.08%
Average risk-free investment rate		4.89%

The underlying expected volatility was determined by reference to historical prices of EMP's shares over a period of one year.

A total of P136.3 million, P300.4 million and P313.3 million share-based executive compensation is recognized and presented as part of Salaries and employee benefits under Other Operating Expenses account in the consolidated statements of comprehensive income for the years 2016, 2015 and 2014, respectively (see Note 27.3).

### 21.6 Appropriated Retained Earnings

In 2016, the BOD of GADC appropriated P4.3 billion for the continuing business expansion. Such business expansion projects include construction of new stores and distribution centers, renovation of existing stores, development of information technology projects, store site acquisition and office renovations. The construction of new stores and renovation of existing stores are expected to be completed within a period of three to four months and spread throughout 2017. The development of information technology projects is expected to start by the second quarter of 2017 and be completed in 2018. Acquisition of store sites is expected to start by the second half of 2017 while office renovations are expected to begin in the last quarter of the year. In 2015 and 2014, GADC appropriated P3.1 billion and P2.5 billion, respectively, for business expansion projects. These have been fully utilized in 2016 and 2015, respectively; hence, appropriations were reversed.

In November 2015, AWGI appropriated portion of its retained earnings amounting to P550.0 million for the rehabilitation of the glass manufacturing plant in 2016, which have extended up to 2017. The rehabilitation of the glass manufacturing plant is expected to be completed within 2017.

### 21.7 Subsidiaries with Material Non-controlling Interest

The subsidiaries with material non-controlling interest (NCI) are shown below and in the succeeding page (in thousands).

Name	Proportion of Ownership Interest and Voting Rights Held by NCI		Subsidiary's Profit Allocated to NCI	
	2016	2015	2016	2015
Megaworld	33%	33%	P 4,015,151	P 3,705,150
Travellers	53%	53%	1,890,365	2,234,931
GADC	51%	51%	635,693	392,659
Emperador	18%	18%	1,464,529	1,287,610

Dividends paid to NCI amounted to P1.7 billion, P1.9 billion and P1.5 billion in 2016, 2015 and 2014, respectively.

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The summarized financial information of the subsidiaries, before intragroup elimination, is shown below (in thousands).

	<b>December 31, 2016</b>			
	<b>Megaworld</b>	<b>Travellers</b>	<b>GADC</b>	<b>Emperador</b>
Non-current assets	P 138,052,700	P 56,933,340	P 9,400,729	P 52,012,431
Current assets	<u>140,689,818</u>	<u>19,375,450</u>	<u>6,966,339</u>	<u>42,289,970</u>
Total assets	<b><u>P 278,742,518</u></b>	<b><u>P 76,308,790</u></b>	<b><u>P 16,367,068</u></b>	<b><u>P 94,302,401</u></b>
Non-current liabilities	P 94,234,642	P 334,438	P 2,944,336	P 30,164,796
Current liabilities	<u>40,889,535</u>	<u>31,349,290</u>	<u>7,275,925</u>	<u>11,913,117</u>
Total liabilities	<b><u>P 135,124,177</u></b>	<b><u>P 31,683,728</u></b>	<b><u>P 10,220,261</u></b>	<b><u>P 42,077,913</u></b>
<b>Revenues</b>	<b><u>P 46,817,544</u></b>	<b><u>P 25,094,629</u></b>	<b><u>P 22,629,169</u></b>	<b><u>P 41,018,101</u></b>
Profit for the year attributable to:				
Owners of Parent	P 11,331,824	P 3,402,125	P 1,220,012	P 7,693,367
NCI	<u>377,537</u>	<u>(3,598)</u>	<u>13,487</u>	<u>-</u>
Profit for the year	<u>11,709,361</u>	<u>3,398,527</u>	<u>1,233,499</u>	<u>7,693,367</u>
Other comprehensive loss attributable to:				
Owners of Parent	( 968,850)	( 6,073)	( 31,718)	( 2,857,728)
NCI	<u>(67,978)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive loss for the year	<u>(1,036,828)</u>	<u>(6,073)</u>	<u>(31,718)</u>	<u>(2,857,728)</u>
<b>Total comprehensive income for the year</b>	<b><u>P 10,672,533</u></b>	<b><u>P 3,392,454</u></b>	<b><u>P 1,201,781</u></b>	<b><u>P 4,835,639</u></b>
Net cash from (used in)				
Operating activities	P 3,918,234	P 7,722,489	P 3,735,337	(P 792,136)
Investing activities	( 12,997,729)	( 11,224,221)	( 1,700,277)	( 15,190,437)
Financing activities	<u>2,710,193</u>	<u>(4,252,075)</u>	<u>(829,241)</u>	<u>(3,021,061)</u>
<b>Net cash inflow (outflow)</b>	<b><u>(P 6,369,302)</u></b>	<b><u>(P 7,753,807)</u></b>	<b><u>P 1,205,819</u></b>	<b><u>(P 19,003,634)</u></b>

	December 31, 2015			
	Megaworld	Travellers	GADC	Emperador
Non-current assets	P 120,509,398	P 50,185,572	P 8,284,094	P 39,065,592
Current assets	131,175,366	19,582,366	6,001,123	59,193,041
Total assets	<u>P 251,684,764</u>	<u>P 69,767,938</u>	<u>P 14,285,217</u>	<u>P 98,258,633</u>
Non-current liabilities	P 80,792,592	P 14,919,190	P 3,047,274	P 8,684,106
Current liabilities	36,478,817	12,828,346	5,891,903	39,488,876
Total liabilities	<u>P 117,271,409</u>	<u>P 27,747,536</u>	<u>P 8,939,177</u>	<u>P 48,172,982</u>
Revenues	<u>P 44,995,660</u>	<u>P 24,602,122</u>	<u>P 20,339,824</u>	<u>P 43,645,077</u>
Profit for the year attributable to				
Owners of Parent	P 6,869,652	P 1,782,678	P 367,832	P 5,672,446
NCI	3,705,150	2,234,931	392,659	1,287,610
Profit for the year	<u>10,574,802</u>	<u>4,017,609</u>	<u>760,491</u>	<u>6,960,056</u>
Other comprehensive income (loss) attributable to:				
Owners of Parent	( 1,635,911)	9,081	46,519	( 300,086)
NCI	( 799,841)	11,403	48,418	( 68,117)
Other comprehensive income (loss) for the year	<u>( 2,435,752)</u>	<u>20,484</u>	<u>94,937</u>	<u>( 368,203)</u>
Total comprehensive income for the year	<u>P 8,139,050</u>	<u>P 4,038,093</u>	<u>P 855,428</u>	<u>P 6,591,853</u>
Net cash from (used in)				
Operating activities	P 1,649,796	P 6,674,017	P 2,337,407	P 2,699,991
Investing activities	( 17,970,448)	( 9,670,558)	( 1,601,984)	( 6,197,676)
Financing activities	13,940,766	( 2,802,235)	( 311,617)	( 2,559,402)
Net cash inflow (outflow)	<u>(P 2,379,886)</u>	<u>(P 5,798,776)</u>	<u>P 423,806</u>	<u>(P 6,057,087)</u>

## 22. EARNINGS PER SHARE

Earnings per share is computed as follows:

	2016	2015	2014
Basic:			
Net profit attributable to owners of the parent company	<b>P 14,801,009,539</b>	P 13,964,765,317	P 13,246,243,353
Divided by the weighted average number of outstanding common shares	<u>10,146,863,779</u>	10,146,863,779	10,138,358,746
	<u><b>P 1.4587</b></u>	<u>P 1.3763</u>	<u>P 1.3065</u>
Diluted:			
Net profit attributable to owners of the parent company	<b>P 14,801,009,539</b>	P 13,964,765,317	P 13,246,243,353
Divided by the weighted average number of outstanding common shares	<u>10,252,463,779</u>	10,181,954,022	10,190,162,998
	<u><b>P 1.4437</b></u>	<u>P 1.3715</u>	<u>P 1.2999</u>

As at December 31, 2016, 2015 and 2014, there are 105.6 million, 35.1 million and 33.6 million potentially dilutive shares, respectively, from the Company's ESOP (see Note 21.5). However, such number of dilutive shares has no significant effect on the weighted average number of outstanding common shares and, consequently, has little effect on the 2016, 2015 and 2014 diluted EPS.



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### 23. REVENUES

The breakdown of revenues from sale of goods and rendering of services is presented below.

	Notes	2016	2015	2014
<b>Sale of Goods:</b>				
Revenues from Real Estate sales:				
Real estate (RE) sales	2.15(b,d)	<b>P 27,450,993,911</b>	P 27,262,297,450	P 24,606,554,437
Realized gross profit on RE sales	2.15(b)	<b>3,978,988,971</b>	3,786,994,581	3,229,266,841
Interest income on RE sales	6	<b>1,700,850,559</b>	1,677,596,838	1,671,138,097
		<b>33,130,833,441</b>	32,726,888,869	29,506,959,375
Sales of consumer goods	2.15(a)	<b>41,608,345,308</b>	44,465,049,936	32,529,017,862
		<b>P 74,739,178,749</b>	P 77,191,938,805	P 62,035,977,237
<b>Rendering of Services:</b>				
Gaming	2.15(f)	<b>P 23,648,754,406</b>	P 24,216,681,861	P 28,376,733,234
Sales by company-operated quick-service restaurants	2.15(h)	<b>20,540,105,188</b>	18,475,579,809	16,921,020,974
Rental income	14	<b>10,485,484,341</b>	9,184,772,674	7,462,668,868
Hotel operations	2.15(g)	<b>3,789,710,840</b>	3,264,933,286	2,987,140,694
Franchise revenues	2.15(i)	<b>2,089,063,803</b>	1,864,243,896	1,495,577,642
Others		<b>1,619,313,567</b>	1,475,299,647	1,315,714,888
		<b>P 62,172,432,145</b>	P 58,481,511,173	P 58,558,856,300

Individual sublicense arrangements granted to franchisees and joint venturers generally include a lease and a license to use the McDonald's system in the Philippines and, in certain cases, the use of restaurant facility, generally for a period of 3 to 20 years provided, however, that should GADC's license rights from McDonald's be terminated at an earlier date or not renewed for any reason whatsoever, these sublicense agreements shall thereupon also be terminated.

Others include income from commissions, construction, cinema operations, property management operations, parking, laundry, arcade, bingo and production shows.

### 24. COST OF GOODS SOLD AND SERVICES

The components of cost of goods sold and services are as follows:

	Notes	2016	2015	2014
<b>Cost of Goods Sold:</b>				
Cost of consumer goods sold:				
Direct materials used		<b>P 21,158,868,946</b>	P 27,351,007,298	P 28,779,892,005
Change in work in process and finished goods		<b>1,957,971,123</b>	574,114,567	( 9,452,425,808)
Salaries and employee benefits	27.1	<b>1,032,839,073</b>	758,345,142	253,613,904
Depreciation and amortization	13, 15	<b>646,844,347</b>	520,867,517	370,375,806
Indirect materials and other consumables		<b>265,936,525</b>	285,586,448	446,173,945
Outside services		<b>224,995,771</b>	243,896,811	225,434,391
Utilities		<b>205,292,917</b>	199,722,841	202,545,524
Repairs and maintenance		<b>199,587,113</b>	118,267,079	99,947,875
Taxes and licenses		<b>82,846,890</b>	45,430,774	35,878,436
Supplies		<b>80,688,274</b>	90,219,850	99,277,030
Other direct and overhead costs		<b>451,155,189</b>	305,065,644	167,868,314
		<b>P 26,307,026,168</b>	P 30,492,523,971	P 21,228,581,422
Cost of RE sales:	2.15	<b>10,822,973,859</b>	9,520,350,982	7,762,486,949
Actual costs		<b>4,691,677,819</b>	5,914,591,370	6,601,382,238
Estimated costs to complete	2.6	<b>15,514,651,678</b>	15,434,942,352	14,363,869,187
Deferred gross profit on RE sales	2.6	<b>4,197,865,236</b>	4,515,385,332	4,538,218,791
		<b>P 46,019,543,082</b>	P 50,442,851,655	P 40,130,669,400

	Notes	2016	2015	2014
<b>Cost of Services:</b>				
Food, supplies and other consumables		<b>P 9,682,901,580</b>	P 9,232,150,550	P 8,254,659,729
Gaming license fees	30.3(c)	<b>5,212,622,104</b>	5,308,814,127	6,203,179,668
Salaries and employee benefits	27.1	<b>5,500,010,460</b>	5,284,971,588	4,318,125,264
Rental		<b>3,441,030,356</b>	3,216,207,324	3,090,990,551
Promotional allowance	2.15	<b>2,396,289,323</b>	3,117,567,390	2,502,976,854
Depreciation and amortization	13, 14, 15	<b>1,407,397,031</b>	1,365,736,393	1,312,901,467
Casino operating expense		<b>573,649,310</b>	268,339,360	485,916,735
Outside services		<b>523,816,634</b>	409,244,645	243,976,043
Flight operations		<b>338,691,065</b>	373,707,628	73,616,115
Entertainment, amusement and recreation		<b>30,287,816</b>	63,601,073	170,790,956
Other direct and overhead costs		<b>1,763,636,216</b>	1,523,158,975	1,437,537,081
		<b><u>P 30,870,331,895</u></b>	<b><u>P 30,163,499,053</u></b>	<b><u>P 28,094,670,463</u></b>

Total cost of RE sales pertains to actual and estimated construction costs. A further analysis of these costs follows:

	Notes	2016	2015	2014
Cost of RE sales:	2.15			
Contracted services		<b>P 13,467,972,535</b>	P 12,851,666,636	P 12,120,803,695
Land cost		<b>1,764,172,819</b>	2,058,899,931	1,770,144,307
Borrowing costs		<b>230,608,589</b>	331,643,102	273,887,171
Other development costs		<b>51,897,735</b>	192,732,683	199,034,014
		<b><u>P 15,514,651,678</u></b>	<b><u>P 15,434,942,352</u></b>	<b><u>P 14,363,869,187</u></b>

Deferred gross profit on real estate sales pertains to the unrealized portion of gross profit on a year's real estate sales.

Other direct and overhead costs include costs incurred for insurance, waste disposal, meals and various other costs.

## 25. OTHER OPERATING EXPENSES

The details of other operating expenses are shown below.

	Notes	2016	2015	2014
Advertising and promotions	29.2	<b>P 7,744,771,626</b>	P 7,215,923,519	P 8,838,474,580
Salaries and employee benefits	27.1	<b>5,184,938,181</b>	4,722,463,895	3,906,405,251
Depreciation and amortization	13, 15	<b>2,993,184,859</b>	2,599,551,395	2,579,790,544
Professional fees and outside services		<b>1,388,911,334</b>	1,093,324,654	1,084,037,742
Commissions		<b>1,266,390,961</b>	1,182,614,368	1,097,461,661
Utilities		<b>1,137,852,660</b>	1,150,875,287	765,238,642
Royalty	29.6	<b>1,059,923,224</b>	923,028,088	862,366,072
Rental	15	<b>1,009,152,130</b>	1,077,411,329	895,129,897
Taxes and licenses		<b>852,537,538</b>	842,717,343	1,038,518,994
Transportation and travel		<b>665,878,858</b>	626,245,120	565,420,089
Management fees	29.3	<b>442,592,805</b>	471,697,945	402,665,835
Freight and handling		<b>437,708,284</b>	888,372,559	914,947,142
Repairs and maintenance		<b>376,106,316</b>	405,619,385	429,023,839
Representation and entertainment		<b>171,311,998</b>	152,860,046	132,407,764
Impairment of property, plant and equipment	13	<b>166,497,656</b>	-	209,995,122
Communication and office expenses		<b>48,782,212</b>	42,312,207	50,135,251
Impairment of receivables	6	<b>40,591,819</b>	35,555,627	55,475,139
Write-down of inventories	8	<b>38,718,861</b>	15,631,536	21,973,209
Insurance		<b>7,044,281</b>	7,339,131	5,456,659
Miscellaneous		<b>2,185,764,946</b>	2,258,513,285	2,232,870,587
		<b><u>P 27,218,660,549</u></b>	<b><u>P 25,712,056,719</u></b>	<b><u>P 26,087,776,019</u></b>

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Miscellaneous expenses include expenses incurred for security services, supplies and other consumables, donations, training and development, dues and subscriptions, and various other expenses.

These other operating expenses are classified by function as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
General and administrative expenses	<b>P 16,735,925,815</b>	P 15,492,506,948	P 14,177,420,086
Selling and marketing expenses	<b>10,482,734,734</b>	10,219,549,771	11,910,355,933
	<b><u>P 27,218,660,549</u></b>	<u>P 25,712,056,719</u>	<u>P 26,087,776,019</u>

**26. OTHER INCOME AND CHARGES**

Other income and charges provide details of Finance and Other Income account and Finance Costs and Other Charges account as presented in the statements of comprehensive income.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>Finance and other income:</b>				
Interest income	5, 7	<b>P 1,818,829,674</b>	P 2,477,581,190	P 2,589,097,758
Fair value gains – net	7	<b>159,134,466</b>	257,633,748	8,363,512
Gain on sale of investments in an associate	12.4	<b>82,459,513</b>	181,347,731	-
Gain on acquisitions and deconsolidation of subsidiaries	12	<b>53,333,760</b>	3,758,167	524,766,704
Gain on sale of investment in AFS financial assets – net	11	<b>11,942,807</b>	-	41,859,502
Dividend income		<b>6,312,863</b>	15,376,038	20,278,117
Gain on reversal of liabilities		-	6,000,000	121,428,571
Gain on disposal of PPE, investment properties and intangible assets – net	13	-	1,779,421	69,298,776
Preacquisition income		-	291,847	9,150,638
Miscellaneous – net	6, 8, 13	<b>341,653,480</b>	212,019,558	1,303,344,676
		<b><u>P 2,473,666,563</u></b>	<u>P 3,155,787,700</u>	<u>P 4,687,588,254</u>
<b>Finance costs and other charges:</b>				
Interest expense	10.2, 17, 18	<b>P 4,856,184,716</b>	P 4,030,183,353	P 4,281,446,845
Foreign currency losses – net	19, 20, 28	<b>1,789,065,678</b>	1,551,620,605	57,235,428
Loss on disposal of PPE, investment properties and intangible assets – net		<b>35,820,601</b>	-	-
Unrealized loss on interest rate swap	20	<b>31,769,386</b>	30,186,511	36,405,850
Loss on sale of investment in AFS financial assets – net	11	-	34,615,950	-
Miscellaneous		<b>219,824,192</b>	205,890,592	80,821,589
		<b><u>P 6,932,664,573</u></b>	<u>P 5,852,497,011</u>	<u>P 4,455,909,712</u>

In 2015, GADC acquired 100% ownership over ODC for a total cash consideration of 129.3 million. The transaction resulted in the recognition of gain on acquisition of subsidiary amounting to P3.8 million.

In January 2014, Megaworld acquired additional 16.67% ownership in LFI, increasing its total ownership interest to 66.67%; thereby, obtaining control. The fair value of the identifiable net assets of P3.7 billion exceeded the acquisition cost of P3.6 billion; hence, a gain on acquisition (negative goodwill) of P77.6 million was recognized from the acquisition.

In December 2014, Megaworld also acquired 100% ownership in DPDHI to increase its landbank position in Davao City. The transaction was settled in cash amounting to P495.4 million and a gain on acquisition of P65.1 million was recognized.

The recognized gain on sale of investment in associates represents the difference between the proceeds from sale over the carrying amount of the Group's investment in BNHGI, partially sold in 2016 and 2015 (see Note 12.4), and GSTAI, sold in 2014.

In 2014, FEPI sold 40% of its ownership interest in BNHGI. The deconsolidation of BNHGI resulted in the recognition of gain on deconsolidation amounting to P377.5 million (see Note 12.4).

Also in 2014, AFCMI obtained control over MFGFI and GYACI which resulted to a gain on acquisition amounting to P3.6 million and P1.0 million, respectively.

Miscellaneous income refers to gain on sale of non-current assets, marketing fees and others.

Miscellaneous expenses pertain to amortization of discounts on security deposits, bank charges, impairment loss on receivables and other related fees.

## 27. SALARIES AND EMPLOYEE BENEFITS

### 27.1 Salaries and Employee Benefits

Expenses recognized for salaries and employee benefits are presented below.

	Notes	2016	2015	2014
Short-term employee benefits		<b>P 11,167,948,376</b>	P 9,990,150,534	P 7,854,178,380
Post-employment defined benefit	27.2	<b>413,557,705</b>	475,185,920	310,622,207
Share option benefit expense	21.5, 27.3 29.8	<b>136,281,633</b>	300,444,171	313,343,832
		<b><u>P 11,717,787,714</u></b>	<u>P 10,765,780,625</u>	<u>P 8,478,144,419</u>

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

	Notes	2016	2015	2014
Cost of goods sold	24	<b>P 1,032,839,073</b>	P 758,345,142	P 253,613,904
Cost of services	24	<b>5,500,010,460</b>	5,284,971,588	4,318,125,264
Other operating expenses	25	<b>5,184,938,181</b>	4,722,463,895	3,906,405,251
		<b><u>P 11,717,787,714</u></b>	<u>P 10,765,780,625</u>	<u>P 8,478,144,419</u>

### 27.2 Post-employment Defined Benefit

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

Except for Megaworld, GERI, GADC, EDI and WML, the Company and all other subsidiaries have no established corporate retirement plans. Travellers, AWGI and TEI compute its retirement obligation based on the provisions of Republic Act (R.A.) No. 7641, *The Retirement Pay Law*. The amounts of retirement benefit expense and obligation were actuarially determined using the projected unit credit method for those with corporate retirement plans and those retirement plans following R.A. 7641. Whereas, the Company and the other subsidiaries within the Group have not accrued any post-employment benefit obligation as each entity has less than ten employees.

The Group's management believes that the non-accrual of the estimated post-employment benefits will not have any material effect on the Group's consolidated financial statements.

Megaworld, EDI and WML maintains a funded, tax-qualified, noncontributory retirement plan that is being administered by each trustee bank covering all regular and full-time employees. GERI has an unfunded, noncontributory defined benefit plan covering all regular employees. GERI's plan provides for a lump-sum benefit equal to 85% to 150% of the employees' monthly salary for every year of qualified duration of service. GADC has a funded, defined contribution retirement plan covering all regular and full-time employees, which allows voluntary employee contribution.

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

Actuarial valuations are made annually to update the post-employment benefit costs and the amount of contributions. All amounts presented below and in the succeeding pages are based on the actuarial valuation reports obtained from independent actuaries in 2016 and 2015.



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The amounts of retirement benefit obligation as of the end of the reporting periods, presented as non-current liability in the consolidated statements of financial position, are determined as follows:

	<u>2016</u>	<u>2015</u>
Present value of the obligation	<b>P 14,156,797,542</b>	P 12,904,284,510
Fair value of plan assets	<b>( 11,552,491,075)</b>	( 11,038,183,769)
	<b><u>P 2,604,306,467</u></b>	<u>P 1,866,100,741</u>

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

	<u>2016</u>	<u>2015</u>
Balance at beginning of year	<b>P 12,896,319,852</b>	P 13,636,601,974
Remeasurement losses (gains)	<b>2,421,552,675</b>	( 1,011,864,498)
Current service and interest costs	<b>718,528,665</b>	773,308,860
Effects of foreign currency adjustment	<b>( 443,156,000)</b>	7,846,290
Availment of sabbatical leave	<b>( 1,882,829)</b>	( 2,132,264)
Additions due to consolidation of new subsidiary	<b>7,964,658</b>	-
Benefits paid	<b>( 1,442,529,479)</b>	( 499,475,852)
Balance at end of year	<b><u>P 14,156,797,542</u></b>	<u>P 12,904,284,510</u>

The movements in the fair value of plan assets of funded retirement plans of the Group are presented below.

	<u>2016</u>	<u>2015</u>
Balance at beginning of year	<b>P 11,038,183,769</b>	P 10,899,926,023
Contributions paid into the plan	<b>334,241,600</b>	340,000,000
Actual return on plan assets	<b>398,530,707</b>	387,601,222
Actuarial gain (loss)	<b>1,502,635,070</b>	( 118,865,632)
Foreign exchange adjustment	<b>( 1,298,771,500)</b>	14,140,851
Benefits paid	<b>( 422,328,571)</b>	( 484,618,695)
Balance at end of year	<b><u>P 11,552,491,075</u></b>	<u>P 11,038,183,769</u>

The plan assets of Megaworld pertaining only to cash and cash equivalents amounted to P196.1 million and P140.6 million as at December 31, 2016 and 2015, respectively. The plan assets of EMP and GADC in 2016 and 2015 consist of the following:

	<u>2016</u>	<u>2015</u>
Investments in:		
Other securities and debt instruments	<b>68.27%</b>	64.54%
Long-term equity investments	<b>25.13%</b>	28.24%
Unit investment trust fund	<b>1.46%</b>	1.02%
Cash and cash equivalents	<b>0.87%</b>	1.22%
Property	<b>4.25%</b>	4.97%
Loans and receivables	<b>0.02%</b>	0.01%
	<b><u>100.00%</u></b>	<u>100.00%</u>

Actual returns in 2016 and 2015 amounted to P398.5 million and P387.6 million, respectively.

The fair value of the plan assets is at Level 1 in the fair value hierarchy except for loans and receivables and property which are at Level 3.

The amounts of post-employment benefits expense recognized as part of Salaries and Employee Benefits in profit or loss (see Note 27.1) and other comprehensive income are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<i>Reported in profit or loss:</i>			
Current service cost	<b>P 413,557,705</b>	P 475,185,920	P 325,213,109
Remeasurement gain	-	-	( 14,546,900)
Curtailment gain	-	-	( 44,002)
	<b><u>P 413,557,705</u></b>	<b><u>P 475,185,920</u></b>	<b><u>P 310,622,207</u></b>
<i>Reported in OCI:</i>			
Actuarial gains (losses) arising from changes in:			
Financial assumptions	<b>(P 2,536,455,322)</b>	P 852,331,941	(P 832,416,099)
Demographic assumptions	<b>186,326,140</b>	9,325,795	( 18,374,487)
Experience adjustments	<b>1,539,642,898</b>	29,485,586	412,104,547
Return on plan assets (excluding amounts in net interest expense)	<b><u>2,789,394</u></b>	<u>( 3,824,909)</u>	<u>24,530,803</u>
	<b>( 807,696,890)</b>	887,318,413	( 414,155,236)
Tax expense	<b><u>130,194,376</u></b>	<u>( 206,483,118)</u>	<u>86,813,531</u>
	<b><u>(P 677,502,514)</u></b>	<b><u>P 680,835,295</u></b>	<b><u>(P 327,341,705)</u></b>

In 2016 and 2015, post-employment benefits expense amounting to P154.3 million and P179.0 million were incurred for WML's defined contribution plan, respectively, and thus will not be included in the current service cost presented under the movement of post-employment benefit obligation.

The amounts of post-employment benefits expense are included as part of Salaries and employee benefits account under Other Operating Expenses in the consolidated statements of comprehensive income.

In determining the post-employment benefit obligation, the following actuarial assumptions were used:

	<u>2016</u>	<u>2015</u>
Discount rates	<b>4.49% - 6.80%</b>	3.55% - 5.40%
Expected rates of salary increases	<b>4.00% - 10.00%</b>	4.00% - 10.00%

Assumptions regarding future mortality are based on published statistics and mortality tables. The discount rates assumed were based on the yields of long-term government bonds, as of the valuation dates. The applicable period used approximate the average years of remaining working lives of the Group's employees.

(c) *Risks Associated with the Retirement Plan*

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

(i) *Investment and Interest Risks*

Discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan.

Currently, the plans have relatively balanced investment in cash and cash equivalents, equity securities and debt securities. Due to the long-term nature of the plan obligation, a level of continuing equity investments is an appropriate element of the Group's long-term strategy to manage the plan efficiently.

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

*(d) Other Information**(i) Sensitivity Analysis*

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

	Change in Assumption	Maximum Impact on Post-employment Obligation	
		Increase in Assumption	Decrease in Assumption
<b>December 31, 2016</b>			
Discount rate	+/-0.5% to +/-5.38%	(P 153,051,334)	P 156,509,283
Salary increase rate	+/-1.0% to +/-4.0%	227,152,534 (	123,061,377)
<b>December 31, 2015</b>			
Discount rate	+/-0.5% to +/-14.3%	(P 791,165,042)	P 750,361,047
Salary increase rate	+/-1.0% to +/-11.0%	459,982,085 (	268,342,730)

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

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

*(ii) Asset-liability Matching Strategies*

The Group, through its BOD, envisions that the investment positions shall be managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This aims to match the plan assets to the retirement obligations by investing in equities and maintaining cash and cash equivalents that match the benefit payments as they fall due and in the appropriate currency.

*(iii) Funding Arrangements and Expected Contributions*

The plan is currently underfunded by P2,604.3 million based on the Group's latest actuarial valuation. While there are no minimum funding requirement in the country, the size of the underfunding may pose a cash flow risk in about 22 years' time when a significant number of employees is expected to retire.

The maturity profile of undiscounted expected benefit payments from the plan as at December 31 are as follows:

	2016	2015
Within one year	P 382,108,071	P 371,687,523
More than one year to five years	1,248,125,084	1,223,854,206
More than five years to ten years	1,311,752,719	1,287,297,395
More than ten years to 15 years	778,683,224	662,634,444
More than 15 years to 20 years	1,472,193,362	1,166,762,031
More than 20 years	35,469,691,751	21,590,449,193
	<b>P 40,662,554,211</b>	<b>P 26,302,684,792</b>

The Group expects to contribute in 2017, P40.0 million and P20.0 million to the retirement plan maintained for Megaworld and GADC, respectively. GERI and EMP have yet to decide the amount of future contributions to their existing retirement plans.

### 27.3 Share Option Benefits

The Group's share option benefit expense includes the amounts recognized by the Company, Megaworld, GERI and EMP over the vesting period of the options granted by them (see Note 21.5). Options for 388.9 million shares and 285.9 million shares have vested as at December 31, 2016 and 2015, respectively. Share option benefits expense, included as part of Salaries and Employee Benefits amounted to P136.3 million in 2016, P300.4 million in 2015 and P313.3 million in 2014 (see Note 27.1).

## 28. TAXES

### 28.1 Current and Deferred Taxes

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

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<i>Reported in consolidated profit or loss</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 30% and 10%	<b>P 4,888,671,510</b>	P 3,917,658,855	P 3,923,667,182
Final tax at 20% and 7.5%	<b>94,301,242</b>	103,732,980	138,822,313
Preferential tax rate at 5%	<b>43,955,624</b>	19,247,898	58,117,064
Minimum corporate income tax (MCIT) at 2%	<b>30,142,769</b>	23,850,865	164,745,654
Others	<b>52,836,625</b>	41,356,179	138,327,833
	<b>5,109,907,770</b>	4,105,846,777	4,423,680,046
Deferred tax expense relating to origination and reversal of temporary differences	<b>771,071,940</b>	1,134,807,429	1,102,765,005
	<b>P 5,880,979,710</b>	P 5,240,654,206	P 5,526,445,051
<i>Reported in consolidated other comprehensive income -</i>			
Deferred tax expense (income) relating to origination and reversal of temporary differences	<b>(P 117,125,824)</b>	P 227,444,114	(P 117,498,049)

ECOC, SEDI and Travellers are Philippine Economic Zone Authority - registered entities which are entitled to 5% preferential tax rate on gross income from registered activities in lieu of all local and national taxes and to other tax privileges.

In November 2011, the Board of Investments approved SPI's application for registration on a certain project. SPI is entitled to income tax holiday for three years from November 2011 or actual start of commercial operations/selling, whichever is earlier but in no case earlier than the date of registration, with certain terms.

The reconciliation of tax on consolidated pretax income computed at the applicable statutory rates to consolidated tax expense is as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Tax on consolidated pretax income at 30%	<b>P 8,609,904,803</b>	P 8,078,118,494	P 7,990,840,254
Adjustment for income subjected to different tax rates	<b>( 348,542,968)</b>	( 329,600,325)	( 2,450,052,961)
Tax effects of:			
Income not subject to RCIT	<b>( 8,637,611,499)</b>	( 8,254,918,534)	( 6,453,316,654)
Nondeductible expenses	<b>6,264,672,750</b>	5,871,926,109	6,294,003,108
Tax benefit arising from unrecognized deferred tax asset	<b>494,620,447</b>	355,488,785	503,607,237
Additional deduction with the use of Optional Standard Deduction (OSD)	<b>( 405,692,407)</b>	( 558,234,820)	( 488,708,892)
Changes in tax rates	<b>( 100,089,472)</b>	-	-
Adjustment to current tax from prior years	<b>27,256,320</b>	-	-
Others	<b>( 23,538,264)</b>	77,874,497	130,072,959
Tax expense reported in consolidated profit or loss	<b>P 5,880,979,710</b>	P 5,240,654,206	P 5,526,445,051



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The deferred tax assets and liabilities as at December 31 presented in the consolidated statements of financial position relate to the following:

	2016	2015	2014
<b>Deferred tax assets:</b>			
Retirement benefit obligation	P 567,259,624	P 356,887,221	P 403,758,306
MCIT	150,326,920	150,733,088	146,272,494
Allowance for impairment losses	112,376,019	122,298,594	110,753,187
Accrued rent	28,662,399	32,995,141	36,213,490
Net operating loss carry-over (NOLCO)	20,849,612	16,281,073	9,874,627
Allowance for inventory write-down	11,396,504	18,484,887	19,724,387
Unrealized income - net	3,078,688	13,771,175	7,091,727
Others	86,806,482	40,106,946	42,147,748
	<b>P 980,756,248</b>	<b>P 751,558,125</b>	<b>P 775,835,966</b>
<b>Deferred tax liabilities – net:</b>			
Uncollected gross profit	P 9,661,687,872	P 8,884,257,510	P 7,617,315,708
Capitalized interest	1,803,280,040	1,431,498,138	998,345,338
Brand valuation	1,489,925,000	1,797,409,000	1,994,428,801
Unrealized foreign currency gains – net	( 1,220,035,435)	( 667,367,207)	( 323,118,182)
Retirement benefit obligation	( 295,187,069)	( 245,597,333)	-
Difference between the tax reporting base and financial reporting base of property, plant and equipment	287,572,150	258,790,669	234,176,793
Translation adjustments	( 109,801,221)	( 96,732,669)	( 117,693,665)
Fair value adjustment	101,765,080	363,554,500	426,376,168
Uncollected rental income	52,328,557	7,882,177	29,427,068
Others	( 316,848,264)	( 145,957,617)	( 600,191,965)
	<b>P 11,454,686,710</b>	<b>P 11,587,737,168</b>	<b>P 10,259,066,064</b>

The deferred tax expense reported in the consolidated statements of comprehensive income is shown below.

	Consolidated Profit or Loss			Consolidated Other Comprehensive Income		
	2016	2015	2014	2016	2015	2014
<b>Deferred tax expense (income):</b>						
Uncollected gross profit	P1,679,877,371	P1,266,941,802	P1,694,029,381	P -	P -	P -
Unrealized foreign currency gains - net	( 556,157,823)	( 344,249,025)	( 60,343,457)	-	-	-
Capitalized interest	371,781,902	433,152,800	( 111,644,539)	-	-	-
Brand valuation	( 307,484,000)	( 197,019,801)	-	-	-	-
Fair value adjustments on AFS	( 261,789,420)	( 62,821,668)	( 2,817,304)	-	-	4,080
Retirement benefit obligation	( 210,775,818)	46,871,085	( 98,417,399)	( 164,057,272)	206,483,118	( 86,813,531)
Uncollected rental income	44,446,380	( 21,544,891)	( 69,636,728)	-	-	-
Difference between the tax reporting base and financial reporting base of property, plant and equipment	28,781,481	24,613,876	35,364,155	-	-	-
Translation adjustments	( 13,068,552)	-	-	( 13,068,552)	20,960,996	( 30,688,598)
Allowance for impairment losses	10,710,914	11,545,407	( 92,789,582)	-	-	-
NOLCO	( 4,568,539)	( 6,406,446)	( 38,458,827)	-	-	-
MCIT	1,144,098	( 4,460,594)	( 122,954,873)	-	-	-
Accrued rent	-	3,218,349	( 10,064,742)	-	-	-
Others	( 11,826,054)	( 15,033,465)	( 19,501,080)	-	-	-
Deferred tax expense (income)	<b>P 771,071,940</b>	<b>P1,134,807,429</b>	<b>P1,102,765,005</b>	<b>(P 177,125,824)</b>	<b>P 227,444,114</b>	<b>(P 117,498,049)</b>

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

<u>Year</u>	<u>Amount</u>	<u>Original Applied</u>	<u>Balance</u>	<u>Expired Balance</u>	<u>Remaining Until</u>	<u>Valid</u>
2016	P 783,771,805	P -	P -	P 783,771,805	2019	
2015	744,065,328	( 5,844,324)	-	738,221,004	2018	
2014	1,568,565,938	( 984,970)	-	1,567,580,968	2017	
2013	<u>2,650,351,662</u>	<u>-</u>	<u>( 2,650,351,662)</u>	<u>-</u>		
	<b><u>P 5,746,754,733</u></b>	<b><u>(P 6,829,294)</u></b>	<b><u>(P 2,650,351,662)</u></b>	<b><u>P 3,089,573,777</u></b>		

Some companies of the Group are subject to the MCIT which is computed at 2% of gross income, as defined under the tax regulations. The details of excess MCIT over RCIT, which can be applied as deduction from the entities' respective future RCIT payable within three years from the year the MCIT was paid, are shown below.

<u>Year</u>	<u>Original Amount</u>	<u>Expired Balance</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2016	P 25,386,401	P -	P 25,386,401	2019
2015	17,670,426	-	17,670,426	2018
2014	162,705,396	-	162,705,396	2017
2013	<u>18,716,125</u>	<u>( 18,716,125)</u>	<u>-</u>	
	<b><u>P 224,478,348</u></b>	<b><u>(P 18,716,125)</u></b>	<b><u>P 205,762,223</u></b>	

The following summarizes the amount of NOLCO and other deductible temporary differences as at the end of 2016, 2015 and 2014 for which the related deferred tax assets- net have not been recognized by certain subsidiaries within the Group based on their assessments that the related tax benefits may not be realized within the prescriptive period:

	<u>2016</u>		<u>2015</u>		<u>2014</u>	
	<u>Amount</u>	<u>Tax Effect</u>	<u>Amount</u>	<u>Tax Effect</u>	<u>Amount</u>	<u>Tax Effect</u>
NOLCO	<b>P 3,020,075,070</b>	<b>P 906,022,521</b>	P 4,371,152,888	P 1,311,345,866	P 3,575,943,355	P 1,072,783,007
Unrealized loss on interest rate swap	<b>561,969,185</b>	<b>168,590,756</b>	561,969,185	168,590,756	856,134,049	256,840,215
Unrealized foreign currency losses - net	<b>547,769,984</b>	<b>164,330,995</b>	547,769,984	164,330,995	45,480,627	13,644,188
Share-based compensation	<b>175,780,739</b>	<b>52,734,222</b>	175,780,739	52,734,222	130,877,036	39,263,111
Retirement benefit obligation	<b>73,391,230</b>	<b>22,017,369</b>	73,391,230	22,017,369	57,895,901	17,368,770
MCIT	<b>55,435,303</b>	<b>55,435,303</b>	55,087,856	55,087,856	55,859,616	55,859,616
Allowance for inventory write-down	<b>496,529</b>	<b>148,959</b>	496,529	148,959	483,969	145,191
ARO	<b>300,867</b>	<b>90,260</b>	300,867	90,260	-	-
Allowance for impairment	<b>28,167</b>	<b>8,450</b>	28,167	8,450	-	-
	<b><u>P 4,435,247,074</u></b>	<b><u>P 1,369,378,835</u></b>	<b><u>P 5,785,977,445</u></b>	<b><u>P 1,774,354,733</u></b>	<b><u>P 4,722,674,553</u></b>	<b><u>P 1,455,904,098</u></b>

## 28.2 Optional Standard Deduction

Corporate taxpayers have an option to claim itemized deductions or OSD equivalent to 40% of gross sales. Once the option to use OSD is made, it shall be irrevocable for that particular taxable year.

In 2016, 2015 and 2014, the companies within the Group opted to continue claiming itemized deductions in computing for its income tax due, except for EDI, AWGI and MDC, which opted to claim OSD during the same taxable years.

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Under the Provisional License Agreement with PAGCOR, Travellers is subject to 25% and 15% license fees, inclusive of franchise tax and in lieu of all taxes, with reference to the income component of the gross gaming revenues. The license fees are directly remitted by Travellers to PAGCOR as required under the Provisional License Agreement.

In April 2013, the Bureau of Internal Revenue BIR issued RMC 33-2013 declaring that PAGCOR and its contractees and its licensees are no longer exempt from corporate income tax under the National Internal Revenue Code of 1997, as amended.

In August 2016, the Philippine Supreme Court (SC), in *Bloomerry Resorts and Hotels, Inc. vs. BIR*, (the SC Decision) confirmed that "all contractees and licensees of PAGCOR, upon payment of the 5% franchise tax, shall be exempted from all other taxes, including income tax realized from the operation of casinos." The SC Decision has been affirmed with finality by the SC in a Resolution dated November 28, 2016, when it denied the Motion for Reconsideration filed by the BIR.

Total license fees recognized amounted to P5.2 billion, P5.3 billion and P6.2 billion in 2016, 2015 and 2014, respectively, and are presented as Gaming license fees as part of Cost of Services account in the consolidated statements of comprehensive income (see Note 24). The outstanding liabilities are presented as Gaming license fees payable under the Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

Prior to the SC Decision in 2016, PAGCOR issued Guidelines for a 10% Income Tax Allocation (ITA) measure whereby, effective April 1, 2014, the 25% and 15% license fees were effectively reduced to 15% and 5%, respectively, inasmuch as 10% of the license fees was allocated for income tax on gaming, subject to quarterly and annual true-up mechanisms obliging the licensees to remit to PAGCOR any savings from the excess ITA over the actual tax paid on the gaming revenues. In 2016, the ITA ceased to be effective as a result of the SC Decision. As of December 31, 2015, portion of the Gaming license fees payable includes the 10% ITA.

**29. RELATED PARTY TRANSACTIONS**

The Group's related parties include its stockholders, associates, jointly controlled entities, the Group's key management personnel and retirement fund, and others. The summary of the Group's transactions and balances with its related parties as of and for the years ended December 31, 2016, 2015 and 2014 are as follows:

Related Party Category	Notes	Amount of Transaction			Outstanding Balance Receivable (Payable)	
		2016	2015	2014	2016	2015
<b>Parent Company and subsidiaries' stockholders:</b>						
Redeemable						
preferred shares	19	(P 2,536,455,322)	P -	P -	(P 2,013,695,292)	(P 1,929,355,258)
Casino transactions	29.2	<b>343,690,659</b>	2,878,377,127	7,941,612,756	( <b>16,989,712</b> )	31,319,430
Incidental rebate charges	29.2	-	155,568,762	1,946,203,700	-	-
Management fees	29.3	<b>379,568,801</b>	376,529,493	315,469,747	( <b>65,125,989</b> )	( 44,043,669)
Issuance of ELS	20	-	-	5,280,000,000	( <b>5,280,000,000</b> )	( 5,280,000,000)
Accounts payable	29.6	<b>2,500,000</b>	9,000,000	114,474,692	( <b>380,670,512</b> )	( 378,170,512)
<b>Related party under common ownership:</b>						
Purchase of raw materials						
	29.1	<b>3,368,144,240</b>	3,014,462,087	4,654,005,633	( <b>1,256,577,065</b> )	( 1,200,024,526)
Purchase of imported goods						
	29.1	<b>10,684,018</b>	4,686,357	3,475,578	( <b>1,059,608</b> )	( 207,002)
Sales of investment						
	29.4	-	-	5,000,000	-	-
Advances granted						
	29.5	( <b>1,297,135,789</b> )	1,553,845,244	( 572,143,376)	<b>1,393,983,581</b>	2,691,119,370
<b>Associates -</b>						
Advances granted						
	29.5	( <b>154,505,925</b> )	2,996,218	273,273,910	<b>1,126,272,202</b>	1,280,778,127
<b>Others:</b>						
Accounts receivable						
	29.6	<b>538,920,305</b>	( 1,559,905,766)	118,991,964	<b>812,050,310</b>	273,130,005
Accounts payable						
	29.6	<b>211,103,622</b>	( 173,165,011)	( 586,491,844)	( <b>263,262,922</b> )	( 52,159,300)
Advances from joint venture partners and others						
	29.7	<b>250,094,875</b>	588,008,586	549,044,994	( <b>1,741,255,704</b> )	( 1,491,160,829)

Unless otherwise stated, the outstanding balance of the Group's transactions with its related parties are unsecured, noninterest-bearing and payable on demand.

### **29.1 Purchase of Goods**

Emperador imports raw materials such as alcohol, flavorings and other items, and finished goods through Andresons Global, Inc. (AGL), related party under common ownership. These transactions are payable within 30 days.

Emperador also imports raw materials from Alcoholera dela Mancha Vinicola, S.L., a wholly owned subsidiary of BLC.

The outstanding liability related to these purchases is presented as part of Trade payables under Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

### **29.2 Joint Co-operation Agreement with Genting Hongkong, Ltd. (GHL)**

In 2014, Travellers and GHL executed a joint co-operation agreement for certain services of GHL to Travellers whereby the consideration is a certain percentage of net turnover from casino operations. In 2015, Travellers and GHL discontinued the joint co-operation agreement.

Incidental rebate charges arising from this transaction are presented as part of Advertising and promotions under the Other Operating Expenses account in the consolidated statements of comprehensive income (see Note 25). There are no outstanding balances arising from this agreement as of December 31, 2016 and 2015.

Travellers also recognized outstanding accounts to and from GHL representing show money received by GHL from foreign patrons which GHL will later remit to Travellers. The outstanding balances are presented as part of Trade payables under Trade and Other Payables account in the 2016 consolidated statement of financial position and Trade receivables under Trade and Other Receivables account in the 2015 consolidated statement of financial position (see Notes 6 and 16).

### **29.3 Operations and Management Agreement with GHL**

Some of Travellers' administrative functions are being handled by certain key officers and employees under the management of GHL as agreed by both parties under the Operations and Management Agreement. Management fees are presented as part of Management fees under the Other Operating Expenses account in the consolidated statements of comprehensive income (see Note 25).

The outstanding liability, which is unsecured, noninterest-bearing and payable in cash upon demand, arising from this transaction is presented as part of Accrued expenses in the Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

### **29.4 Sale of Investment in GSTAI**

In 2014, Travellers sold its investment in GSTAI to a related party under common ownership. There is no outstanding receivable arising from this transaction in 2014.

### **29.5 Advances to Associates and Other Related Parties**

Entities within the Group grant advances to associates and other entities for working capital purposes. These advances to associates and other related parties are unsecured, noninterest-bearing and repayable upon demand. Settlement is generally made in cash or through offsetting arrangements. The outstanding balances of Advances to associates and other related parties, which are shown as part of Investments in and Advances to Associates and Other Related Parties account in the consolidated statements of financial position, are presented as follows (these mainly represent advances granted by Megaworld) [see Note 12.1]:

	<u>2016</u>	<u>2015</u>
Associates	<b>P 1,126,272,202</b>	P 1,280,778,127
Other related parties	<b>1,393,983,581</b>	<u>2,691,119,370</u>
	<b><u>P 2,520,255,783</u></b>	<b><u>P 3,971,897,497</u></b>



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The movements in the Advances to Associates and Other Related Parties account are as follows:

	<u>2016</u>	<u>2015</u>
Balance at beginning of year	<b>P 3,971,897,497</b>	P 2,415,056,035
Cash advances granted	<b>35,162,769</b>	1,557,034,759
Advances eliminated through consolidation	<b>( 1,100,014,026)</b>	-
Collections	<b>( 386,790,457)</b>	( 193,297)
Balance at end of year	<b><u>P 2,520,255,783</u></b>	<u>P 3,971,897,497</u>

As at December 31, 2016 and 2015, based on management's assessment, the outstanding balances of advances to associates and other related parties are not impaired; hence, no impairment losses were recognized.

**29.6 Due from/to Related Parties**

Transactions with related parties include the following: financing of opening of letters of credit and payment of progress billing, royalty fees, rentals, interest and certain expenses in behalf of the entities within Group or other related parties. The amounts due from and to related parties are unsecured, noninterest-bearing and due and demandable any time. Settlement is generally made in cash or through offsetting arrangements.

The outstanding balances of Due from/to Related Parties are presented under Trade and Other Receivables (see Note 6) and Trade and Other Payables (see Note 16) accounts, respectively, in the consolidated statements of financial position as follows:

	<u>2016</u>	<u>2015</u>
<b><i>Due from Related Parties</i></b>		
Officers and employees	<b>P 222,313,986</b>	P 199,519,892
Other related parties	<b><u>589,736,324</u></b>	<u>73,610,113</u>
	<b><u>P 812,050,310</u></b>	<u>P 273,130,005</u>
<b><i>Due to Related Parties</i></b>		
Stockholder	<b>P 380,670,512</b>	P 378,170,512
Other related parties	<b><u>263,262,922</u></b>	<u>52,159,300</u>
	<b><u>P 643,933,434</u></b>	<u>P 430,329,812</u>

The details of the due from/to related parties are as follows:

	<u>2016</u>	<u>2015</u>
<b><i>Due from Related Parties</i></b>		
Balance at beginning of year	<b>P 273,130,005</b>	P 1,833,035,771
Additions	<b>649,883,409</b>	200,760,828
Collections	<b>( 110,963,104)</b>	( 1,760,666,594)
Balance at end of year	<b><u>P 812,050,310</u></b>	<u>P 273,130,005</u>
<b><i>Due to Related Parties</i></b>		
Balance at beginning of year	<b>P 430,329,812</b>	P 594,494,823
Additions	<b>969,670,936</b>	55,545,720
Repayments	<b>( 756,067,314)</b>	( 219,710,731)
Balance at end of year	<b><u>P 643,933,434</u></b>	<u>P 430,329,812</u>

McDonald's granted GADC the nonexclusive right to adopt and use the McDonald's System in its restaurant operations in the Philippines. In March 2005, the license agreement was renewed for another 20 years, and provides for a royalty fee based on certain percentage of net sales from the operations of GADC's restaurants, including those operated by the franchisees. GADC recognized royalty expenses amounting to P1,059.9 million, P923.0 million and P862.4 million for 2016, 2015 and 2014, respectively (see Note 25). The outstanding payable to McDonald's relating to royalty expenses amounted to P197.9 million and P159.8 million as at December 31, 2016 and 2015, respectively, and presented as part of Due to Related Parties under Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

GADC leases a warehouse and nine restaurant premises from MPRC, a company owned by MRO. The lease terms are for periods which are co-terminus with the lease agreements entered into by GADC with the owners of the land where the warehouse and restaurants are located. Except for the warehouse for which a fixed annual rental of P10.0 million is charged, rentals charged by MPRC to GADC are based on agreed percentages of gross sales of each store. Rental charged to operations amounted to P2.1 million, P2.0 million and P1.8 million in 2016, 2015 and 2014, respectively. The outstanding balance of this transaction amounted to P0.1 million as at December 31, 2016 and 2015.

As at December 31, 2016 and 2015, based on management's assessment, the outstanding balances of Due from officers and employees and related parties are not impaired, hence, no impairment losses were recognized.

### 29.7 Non-current Advances from Related Parties

Certain expenses of entities within the Group are paid for by other related parties. The advances are unsecured, noninterest-bearing, with no repayment terms, and generally payable in cash or through offsetting arrangements.

Advances from JV partners pertain to advances from golf share partners and lot owners which amounted to P471.1 million and P458.8 million in 2016 and 2015, respectively, net of deferred interest expense amounting to P31.1 million and P51.0 million, respectively. (See Note 10.2)

The amortization of deferred interest amounting to P19.8 million in 2016, 2015 and 2014 is presented as part of Interest expense under the Finance Costs and Other Charges account in the consolidated statements of comprehensive income (see Note 26).

Details of Advances from Related Parties and JV Partners are presented as follows:

	<u>2016</u>	<u>2015</u>
Advances from related parties	<b>P 1,270,198,038</b>	P 1,032,335,872
Advances from JV partners	<b>471,057,666</b>	458,824,957
	<b><u>P 1,741,255,704</u></b>	<b><u>P 1,491,160,829</u></b>

### 29.8 Key Management Personnel Compensation

The compensation of key management personnel is broken down as follows (see Note 27.1):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Short-term employee benefits	<b>P 730,699,750</b>	P 598,151,482	P 532,622,621
Share-option benefit expense	<b>94,630,786</b>	295,951,143	313,343,832
Retirement benefits expense	<b>74,849,437</b>	44,846,176	44,186,742
	<b><u>P 900,179,973</u></b>	<b><u>P 938,948,801</u></b>	<b><u>P 890,153,195</u></b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)***29.9 Transactions with the Retirement Plans**

The Group has a formal retirement plan established separately for each significant subsidiary, particularly Megaworld, GERI, GADC, EDI and WML. These plans are defined benefit post-employment plan maintained for qualified employees, administered and managed by trustee banks (except for GERI which is still an unfunded plan). The carrying amount and the composition of the plan assets as at December 31, 2016 and 2015 are shown in Note 27.2.

Unit investment trust fund and equity and debt securities, which are included as plan assets under the fund consist of investments in corporations listed in the PSE. The retirement fund neither provides any guarantee or surety for any obligation of the Group. The retirement fund also does not have any investments in the Group's shares of stock.

**30. COMMITMENTS AND CONTINGENCIES****30.1 Operating Lease Commitments – Group as Lessor**

The Group is a lessor under non-cancellable operating lease agreements covering certain office and commercial spaces. The leases have terms ranging from 3 to 20 years, with renewal options, and include annual escalation rate of 5% to 10%.

Future minimum lease receivables under these leases as of December 31 are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Within one year	<b>P 10,862,959,288</b>	P 8,249,672,567	P 7,100,714,265
After one year but not more than five years	<b>56,270,960,545</b>	44,341,754,362	35,657,874,236
More than five years	<b><u>18,267,699,701</u></b>	<u>14,314,334,326</u>	<u>11,299,924,365</u>
	<b><u>P 85,401,619,534</u></b>	<u>P 66,905,761,255</u>	<u>P 54,058,512,866</u>

**30.2 Operating Lease Commitments – Group as Lessee**

The Group is a lessee under several operating leases covering condominium units for administrative use. The leases have terms ranging from 1 to 40 years, with renewal options, and include a 5% to 10% annual escalation rate.

The future minimum rental payables under these non-cancellable leases as of the end of the reporting periods are as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Within one year	<b>P 374,066,033</b>	P 375,258,419	P 151,425,413
After one year but not more than five years	<b>685,514,740</b>	875,894,424	367,182,124
More than five years	<b><u>591,096,671</u></b>	<u>1,316,633,971</u>	<u>351,605,599</u>
	<b><u>P 1,650,677,444</u></b>	<u>P 2,567,786,814</u>	<u>P 870,213,136</u>

### **30.3 Provisional License Agreement of Travellers with PAGCOR**

On June 2, 2008, PAGCOR issued a Provisional License (License) authorizing Travellers to participate in the integrated tourism development project in two sites and to establish and operate casinos, and engage in gaming activities in the two sites. The term of Travellers' License shall be co-terminus with PAGCOR's franchise which will expire on July 11, 2033, and shall be renewed subject to the terms of the PAGCOR Charter.

#### *(a) Investment Commitments*

Under the terms of the License, Travellers and WCRWI are required to complete its U.S.\$1.3 billion (about P64.8 billion) investment commitment in phases, which amount is divided into Site A and Site B with the minimum investment of U.S.\$1.1 billion (about P54.8 billion) and U.S.\$216.0 million (about P10.8 billion), respectively (collectively, the Project).

Travellers and WCRWI are required to fully invest and utilize in the development of the Project at least 40% of the respective phases of the investment commitment for Site A and Site B within two years from Site Delivery.

As a requirement in developing the aforementioned Project, Travellers transferred U.S.\$100.0 million (about P4.9 billion) to an escrow account with a local bank mutually agreed by PAGCOR and Travellers. At any given time, the escrow account shall have a maintaining balance of not lower than U.S.\$50.0 million (about P2.5 billion) (see Note 5). For failure to comply with such maintaining balance requirement after a 15-day grace period, Travellers shall be charged by PAGCOR an amount equal to P2.5 million for every 15 calendar days until the noncompliance is corrected. All funds for the development of the Project shall pass through the escrow deposit and all drawdown therefrom must be applied to the Project.

As at December 31, 2016, Travellers has spent P62.1 billion for its casino projects pursuant to its investment commitment under the License. It has short-term placements amounting to U.S.\$62.8 million (about P3.0 billion) and U.S.\$62.8 million (about 3.0 billion) as at December 31, 2016 and 2015, respectively, to meet its requirements with PAGCOR in relation to these investment commitments (see Note 5).

#### *(b) Requirement to Establish a Foundation*

Travellers, in compliance with the requirement of PAGCOR to incorporate and register a foundation for the restoration of cultural heritage, incorporated Resorts World Philippines Cultural Heritage Foundation Inc. (or the Foundation), formerly Manila Bayshore Heritage Foundation, Inc., on September 7, 2011 primarily to engage in various activities for charitable, educational, cultural and artistic purposes, and to promote, perpetuate, preserve and encourage Filipino culture.

The Foundation shall be funded by Travellers by setting aside funds on a monthly basis. The funds set aside shall be remitted to the foundation on or before the 10th day of the succeeding month. Travellers has recognized accrual, based on 2% of total gross gaming revenues from non-junket tables.

As at December 31, 2016 and 2015, Travellers remitted to the Foundation the donation dues for the current and prior years. Pursuant to PAGCOR's guidelines, the Foundation is tasked to undertake projects in line with the following disciplines: (i) restoration of cultural heritage; (ii) education infrastructure; and, (iii) environment and health. As at December 31, 2016, the following are the completed and on-going projects of the Foundation:

- Construction of school buildings in partnership with the Philippine Department of Education (DepEd) whereby five school buildings in various public schools in Metro Manila and Luzon were completed and turned over to DepEd and the collegiate universities, while one more school building is currently being constructed;
- Computerization project with DepEd through providing a computer laboratory to various public schools in various parts of the country whereby all phases of the said project covering 27 schools have been completed;
- Funding of the construction of a cadet barracks at the Philippine Military Academy (PMA) in Baguio City in a joint effort with another PAGCOR licensee's foundation, which was completed and turned over to PMA; and,
- Agreements with various universities to provide scholarship opportunities to poor but deserving students enrolled in the field of performing arts whereby the related funds have been granted for the scholars in each school.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)**(c) Tax Contingencies of Casino Operations*

The PAGCOR Charter grants PAGCOR an exemption from taxes, income or otherwise, as well as exemption from any form of charges, fees, or levies, except for the 5% franchise tax on gross revenue or earnings derived by PAGCOR on its casino operations. On February 29, 2012, the BIR issued a circular which affirmed the nonexemption from corporate income taxation of PAGCOR by virtue of the amendment of R.A. No. 9337 of Section 27(c) of the National Internal Revenue Code of 1997.

Under the Travellers' License with the PAGCOR, Travellers is subject to the 25% and 15% license fees, in lieu of all taxes, with reference to the income component of the gross gaming revenues. In May 2014, PAGCOR issued Guidelines for a 10% ITA measure whereby, effective April 1, 2014, the 25% and 15% license fees were effectively reduced to 15% and 5%, respectively (see Note 28.3).

On December 10, 2014, the SC en banc issued a Decision in the case of PAGCOR v. BIR, *G.R. No. 215427*, confirming that income from gaming operations is subject only to 5% franchise tax, in lieu of all other taxes, under P.D. No. 1869, as amended. The BIR's Motion for Reconsideration of the foregoing pronouncement was denied with finality in a resolution issued by the SC dated March 10, 2015.

In August 2016, the SC confirmed that "all contractees and licensees of PAGCOR, upon payment of the 5% franchise tax, shall be exempted from all other taxes, including income tax realized from the operation of casinos." The SC Decision has been affirmed with finality by the SC in a Resolution dated November 28, 2016, when it denied the Motion for Reconsideration filed by the BIR.

**30.4 Participation in the Incorporation of Entertainment City Estate Management, Inc. (ECEMI)**

As a PAGCOR licensee, Travellers committed itself to take part in the incorporation of ECEMI in 2012, a non-stock, non-profit entity that shall be responsible for the general welfare, property, services and reputation of the Bagong Nayong Pilipino Entertainment City Manila. As at December 31, 2016 and 2015, contributions made to ECEMI booked in favor of Travellers amounted to P1.3 million and is presented as part of Others under Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

**30.5 Others**

As at December 31, 2016 and 2015, EELHI and SPI have unused lines of credit from certain banks and financial institutions totaling to P19.1 billion and P15.6 billion, respectively.

Travellers was granted a right by the Philippine Government to construct RunWay Manila, a pedestrian link bridge that will connect Ninoy Aquino International Airport Terminal 3 and Newport City, and which shall be accessible to the public, free of charge. RunWay Manila is fully financed by Travellers and is expected to be completed within the first half of 2017.

There are other commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Group which are not reflected in the accompanying consolidated financial statements. The management of the Group is of the opinion that losses, if any, from these items will not have any material effect on its consolidated financial statements.

**31. RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group has various financial instruments such as cash and cash equivalents, financial assets at FVTPL, AFS financial assets, interest-bearing loans, bonds payable, trade receivables and payables and derivative asset and liabilities which arise directly from the Group's business operations. The financial debts were issued to raise funds for the Group's capital expenditures.

The Group does not actively engage in the trading of financial assets for speculative purposes.

The Group is exposed to a variety of financial risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk.

### 31.1 Market Risk

#### (a) Foreign Currency Sensitivity

Most of the Group's transactions are carried out in Philippine pesos, Euros, UK pounds and US dollars, which are the functional currencies of the individual subsidiaries making the transactions. The currency exchange risk arises from transactions carried out in currencies other than the functional currency of the subsidiaries at each entity level.

Foreign currency denominated financial assets and liabilities, translated into Philippine pesos at period-end closing rate are as follows:

	2016		2015	
	U.S. Dollars	HK Dollars	U.S. Dollars	HK Dollars
Financial assets	P 2,668,826,850	P 1,875,066,202	P 10,145,546,404	P 1,813,558,543
Financial liabilities	( 37,979,525,901)	( 427,946,563)	( 39,079,558,751)	( 383,663,971)
	<u>(P 35,310,699,051)</u>	<u>P 1,447,119,639</u>	<u>(P 28,934,012,347)</u>	<u>P 1,429,894,572</u>

The sensitivity of the consolidated income before tax for the period with regard to the Group's financial assets and the U.S. dollar - Philippine peso exchange rate assumes +/- 7.50% and +/- 6.95% changes in exchange rate for the years ended December 31, 2016 and 2015, respectively. The HK dollar - Philippine peso exchange rate assumes +/- 9.10% and +/- 6.97% changes for the year ended December 31, 2016 and 2015. These percentages have been determined based on the average market volatility in exchange rates in the previous year and 12 months, respectively, estimated at 95% level of confidence. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting periods.

If the Philippine peso had strengthened against the U.S. dollar, with all other variables held constant, consolidated profit before tax would have increased by P2.6 billion and P2.0 billion for the years ended December 31, 2016 and 2015, respectively. If in 2016 and 2015, the Philippine peso had strengthened against the HK dollar, with all other variables held constant, consolidated profit before tax would have decreased by P0.1 billion in both years.

However, if the Philippine peso had weakened against the U.S. dollar and the HK dollar by the same percentages; then consolidated income before tax would have changed at the opposite direction by the same amount.

The Group periodically reviews the trend of the foreign exchange rates and monitors its non-functional currency cash flows.

Exposures to foreign exchange rates vary during the period depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

#### (b) Interest Rate Sensitivity

The Group interest risk management policy is to minimize interest rate cash flow risk exposures to changes in interest rates. At present, the Group is exposed to changes in market interest rates through bank borrowings and cash and cash equivalents, which are subject to variable interest rates. The Group maintains a debt portfolio unit of both fixed and variable interest rates. All other financial assets are subject to variable interest rates.

The sensitivity of the consolidated income before tax for the period to a reasonably possible change in interest rates of +/- 0.30% for Philippine peso and +/- 1.24% and U.S. dollar in 2016 and +/- 0.81% for Philippine peso and +/- 0.53% for U.S. dollar in 2015 with effect from the beginning of the period. These percentages have been determined based on the average market volatility in interest rates, using standard deviation, in the previous year and 12 months, respectively, estimated at 95% level of confidence.

The sensitivity analysis is based on the Group's financial instruments held as at December 31, 2016 and 2015, with effect estimated from the beginning of the period. All other variables held constant, the consolidated income before tax would have increased by P0.3 billion and P0.9 billion for the years ended December 31, 2016 and 2015, respectively. Conversely, if the interest rates decreased by the same percentage, consolidated income before tax would have been lower by the same amount.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)***31.2 Credit Risk**

Generally, the Group's credit risk is attributable to trade and other receivable arising mainly from transactions with approved franchisees, installment receivables, rental receivables and other financial assets. The carrying values of these financial assets subject to credit risk are disclosed in Note 32.

The Group maintains defined credit policies and continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. Franchisees are subject to stringent financial, credit and legal verification process. In addition, accounts receivables are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group's policy is to deal only with creditworthy counterparties. In addition, for a significant portion of sales, advance payments are received to mitigate credit risk.

With respect to credit risk arising from the other financial assets of the Group, composed of cash and cash equivalents, 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.

Cash in banks are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P500,000 per depositor per banking institution.

Trade and other receivables that are past due but not impaired are as follows:

	<u>2016</u>	<u>2015</u>
Not more than 30 days	<b>P 4,384,989,691</b>	P 2,366,208,718
31 to 60 days	<b>1,081,873,257</b>	1,791,680,836
Over 60 days	<b><u>2,184,716,830</u></b>	<u>2,040,211,996</u>
	<b><u>P 7,651,579,778</u></b>	<u>P 6,198,101,550</u>

**31.3 Liquidity Risk**

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a six-month and one-year period are identified monthly. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of loans, bonds, and preferred shares.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash are invested in time deposits, mutual funds or short-term marketable securities. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets. In addition, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues. As at December 31, 2016, the Group's financial liabilities have contractual maturities which are presented below.

	<u>Current</u>		<u>Non-current</u>	
	<u>Within 6 Months</u>	<u>6 to 12 Months</u>	<u>1 to 5 Years</u>	<u>Later than 5 Years</u>
Trade and other payables	P 31,743,193,261	P 5,379,255,873	P -	P -
Interest-bearing loans	13,793,727,560	9,037,005,807	59,565,861,374	1,054,328,785
Bonds payable	1,116,433,863	40,744,406,381	12,945,153,375	12,717,881,563
ELS	-	-	-	6,738,766,650
Advances from related parties	-	-	-	2,424,926,309
Redeemable preferred shares	-	-	1,848,898,877	251,597,580
Security deposits	-	-	241,114,566	-
Derivative liabilities	356,819,015	-	-	-
Other liabilities	<u>233,357,843</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<b><u>P 47,243,531,542</u></b>	<b><u>P 55,160,668,061</u></b>	<b><u>P 74,601,028,192</u></b>	<b><u>P 23,187,500,887</u></b>

As at December 31, 2015, the Group's financial liabilities have contractual maturities which are presented below.

	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 5 Years	Later than 5 Years
Trade and other payables	P 31,409,266,533	P 5,004,055,500	P -	P -
Interest-bearing loans	7,037,872,022	21,981,362,227	27,712,275,240	1,358,754,578
Bonds payable	488,168,100	488,168,100	47,720,324,913	7,941,219,038
ELS	-	-	6,738,766,650	-
Advances from related parties	-	-	1,998,248,486	-
Redeemable preferred shares	-	-	-	2,832,147,248
Security deposits	85,641,580	-	44,518,983	137,841,065
Derivative liabilities	10,782,959	-	614,964,522	-
Other liabilities	154,165,026	-	-	-
	<u>P 39,185,896,220</u>	<u>P 27,473,585,827</u>	<u>P 84,829,098,794</u>	<u>P 12,269,961,929</u>

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

#### 31.4 Other Price Risk Sensitivity

The Group's market price risk arises from its investments carried at fair value (financial assets classified as AFS financial assets). It manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

For equity securities listed in the Philippines, the observed volatility rates of the fair values of the Group's investments held at fair value and their impact on the equity as at December 31, 2016 and 2015 are summarized as follows:

	Observed Volatility Rates		Impact on Equity	
	Increase	Decrease	Increase	Decrease
2016 - Investment in equity securities	<b>+37.30%</b>	<b>-37.30%</b>	<b>P 153,909,820</b>	<b>(P 153,909,820)</b>
2015 - Investment in equity securities	+26.31%	-26.31%	34,500,401	( 34,500,401)

The maximum additional estimated loss in 2016 and 2015 is to the extent of the carrying value of the securities held as of these reporting dates with all other variables held constant. The estimated change in quoted market price is computed based on volatility of listed companies at the PSE for the past 12 months at 95% confidence level.

The investments in listed equity securities are considered long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilized in the Group's favor.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****DECEMBER 31, 2016, 2015 AND 2014***(Amounts in Philippine Pesos)***32. CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

Notes	2016		2015		
	Carrying Values	Fair Values	Carrying Values	Fair Values	
<b>Financial assets</b>					
Loans and receivables:					
Cash and cash equivalents	5	P 48,672,938,017	P 48,672,938,017	P 68,593,959,027	P 68,593,959,027
Trade and other receivables	6	80,832,484,761	80,832,484,761	70,856,800,739	70,856,800,739
Other financial assets	9	1,916,384,154	1,916,384,514	2,230,731,170	2,230,731,170
		<u>P 131,421,806,932</u>	<u>P 131,421,806,932</u>	<u>P 141,681,490,936</u>	<u>P 141,681,490,936</u>
Financial assets at FVTPL:					
Marketable debt and equity securities	7	P 10,465,266,604	P 10,465,266,604	P 8,071,599,462	P 8,071,599,462
AFS Financial Assets:					
Debt securities	11	P 260,449,586	P 260,449,586	P 1,868,193,490	P 1,868,193,490
Equity securities	11	412,665,700	412,665,700	320,535,687	320,535,687
		<u>P 673,115,286</u>	<u>P 673,115,286</u>	<u>P 2,188,729,177</u>	<u>P 2,188,729,177</u>
<b>Financial Liabilities</b>					
Financial liabilities at FVTPL –					
Derivative liabilities	20	P 356,819,015	P 356,819,015	P 625,747,481	P 625,747,481
Financial liabilities at amortized cost:					
Current:					
Trade and other payables	16	P 36,907,266,143	P 36,907,266,143	P 34,438,121,175	P 34,438,121,175
Interest-bearing loans	17	21,095,657,317	21,095,657,317	28,704,613,782	28,704,613,782
Bonds payable	18	39,734,990,308	39,734,990,308	-	-
Other current liabilities		999,524,921	999,524,921	292,779,105	292,779,105
		<u>P 98,737,438,689</u>	<u>P 98,737,438,689</u>	<u>P 63,435,514,062</u>	<u>P 63,435,514,062</u>
Non-current:					
Bonds payable	18	P 22,330,589,969	P 22,330,589,969	P 54,719,727,451	P 54,719,727,451
Interest-bearing loans	17	55,500,216,708	55,500,216,708	29,071,029,819	29,071,029,819
ELS	20	5,262,906,379	5,262,906,379	5,259,137,443	5,259,137,443
Redeemable preferred shares	19	2,013,695,292	2,013,695,292	1,929,355,258	1,929,355,258
Due to related parties	29	1,741,255,704	1,741,255,704	1,491,160,829	1,491,160,829
Security deposits		294,114,566	294,114,566	377,907,641	377,907,641
		<u>P 87,142,778,618</u>	<u>P 87,142,778,618</u>	<u>P 92,848,318,441</u>	<u>P 92,848,318,441</u>

See Notes 2.4 and 2.12 for a description of the accounting policies for each category of financial instrument. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 31.

### 33. FAIR VALUE MEASUREMENT AND DISCLOSURES

#### 33.1 Fair Value Hierarchy

The hierarchy groups financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the resource or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or financial liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value of Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing services, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

#### 33.2 Financial Instruments Measurements at Fair Value

The table below shows the fair value hierarchy of the Group's classes of financial assets and financial liabilities measured at fair value in the consolidated statements of financial position on a recurring basis as at December 31, 2016 and 2015.

	2016			
	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Financial assets at FVTPL –				
Debt and equity securities	P 10,465,266,604	P -	P -	P 10,465,266,604
AFS financial assets:				
Debt securities	260,449,586			260,449,586
Equity securities	66,501,898	69,900,000	276,263,802	412,665,700
	<b><u>P 10,792,218,088</u></b>	<b><u>P 69,900,000</u></b>	<b><u>P 276,263,802</u></b>	<b><u>P 11,138,381,890</u></b>
<b>Financial liabilities:</b>				
Financial liability at FVTPL –				
Derivative liabilities	<b><u>P 356,819,015</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 356,819,015</u></b>
	2015			
	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Financial assets at FVTPL –				
Debt and equity securities	P 8,071,599,462	P -	P -	P 8,071,599,462
AFS financial assets:				
Debt securities	1,868,193,490	-	-	1,868,193,490
Equity securities	131,135,359	63,680,000	125,720,328	320,535,687
	<b><u>P 10,070,928,311</u></b>	<b><u>P 63,680,000</u></b>	<b><u>P 125,720,328</u></b>	<b><u>P 10,260,328,639</u></b>
<b>Financial liabilities:</b>				
Financial liability at FVTPL –				
Derivative liabilities	<b><u>P 625,747,481</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 625,747,481</u></b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### DECEMBER 31, 2016, 2015 AND 2014

(Amounts in Philippine Pesos)

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in both years.

Described below are the information about how the fair values of the Company's classes of financial assets are determined.

(a) *Equity securities*

As at December 31, 2016 and 2015, instruments included in Level 1 comprise equity securities classified as financial assets at FVTPL or AFS financial assets. These securities were valued based on their market prices quoted in various stock exchanges at the end of each reporting period.

Golf club shares classified as AFS financial assets are included in Level 2 as their prices are not derived from market considered as active due to lack of trading activities among market participants at the end or close to the end of the reporting period. Moreover, equity security held in a private company is included in Level 3 since its market value is not quoted in an active market, hence, measured by reference to the fair value of a comparable instrument adjusted for inputs internally developed by management to consider the differences in corporate profile and historical performance of the entity.

(b) *Debt securities*

The fair value of the Group's debt securities which consist of corporate bonds is estimated by reference to quoted bid price in active market (i.e., Stock Exchange) at the end of the reporting period and is categorized within Level 1.

### 33.3 Financial Instruments Measured at Amortized Cost for Which Fair Value is Disclosed

The table below and in the succeeding page shows the fair value hierarchy of the Company's classes of financial assets and financial liabilities measured at fair value in the statements of financial position on a recurring basis as at December 31, 2016 and 2015.

	2016			
	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Cash and cash equivalents	P 48,672,938,017	P -	P -	P 48,672,938,017
Trade and other receivables	-	-	80,832,484,761	80,832,484,761
Other financial assets	-	-	1,916,384,514	1,916,384,514
	<b><u>P 48,672,938,017</u></b>	<b><u>P -</u></b>	<b><u>P 82,748,869,275</u></b>	<b><u>P 131,421,806,932</u></b>
<b>Financial liabilities:</b>				
Current:				
Trade and other payables	P -	P -	P 36,907,266,143	P 36,907,266,143
Interest-bearing loans	-	-	21,095,657,317	21,095,657,317
Bonds payable	39,734,990,308	-	-	39,734,990,308
Other current liabilities	-	-	999,524,921	999,524,921
Non-current:				
Bonds payable	22,330,589,969	-	-	22,330,589,969
Interest-bearing loans	-	-	55,500,216,708	55,500,216,708
ELS	-	-	5,262,906,379	5,262,906,379
Redeemable preferred shares	-	-	2,013,695,292	2,013,695,292
Due to related parties	-	-	1,741,255,704	1,741,255,704
Security deposits	-	-	294,114,566	294,114,566
	<b><u>P 62,065,580,277</u></b>	<b><u>P -</u></b>	<b><u>P 123,814,637,030</u></b>	<b><u>P 185,880,217,307</u></b>

	2015			
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash and cash equivalents	P 68,593,959,027	P -	P -	P 68,593,959,027
Trade and other receivables	-	-	70,856,800,739	70,856,800,739
Other financial assets	-	-	2,230,731,170	2,230,731,170
	<u>P 68,593,959,027</u>	<u>P -</u>	<u>P 73,087,531,909</u>	<u>P 141,681,490,936</u>
<i>Financial liabilities:</i>				
Current:				
Trade and other payables	P -	P -	P 34,438,121,175	P 34,438,121,175
Interest-bearing loans	-	-	28,704,613,782	28,704,613,782
Other current liabilities	-	-	292,779,105	292,779,105
Non-current:				
Bonds payable	54,719,727,451	-	-	54,719,727,451
Interest-bearing loans	-	-	29,071,029,819	29,071,029,819
ELS	-	-	5,259,137,443	5,259,137,443
Redeemable preferred shares	-	-	1,929,355,258	1,929,355,258
Due to related parties	-	-	1,491,160,829	1,491,160,829
Security deposits	-	-	377,907,641	377,907,641
	<u>P 54,719,727,451</u>	<u>P -</u>	<u>P 101,564,105,052</u>	<u>P 156,283,832,503</u>

For financial assets and financial liabilities with fair values included in Level 1, management considers that the carrying amounts of those short-term financial instruments approximate their fair values.

The fair values of the financial assets and financial liabilities included in Level 2 and Level 3 above which are not traded in an active market is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

### 33.4 Investment Property Measured at Cost for which Fair Value is Disclosed

The fair value of the Megaworld's investment property, except for investment properties of API, and LFI's investment properties, was determined by calculating the present value of the cash inflows anticipated until the life of the investment property using a discount rate of 8%. The fair value of API and LFI's investment properties was determined by independent appraisers with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Groups investment property is their current use.

As at December 31, 2016 and 2015, the fair value of the Group's investment property amounted to P260.8 billion and P207.5 billion, respectively (see Note 14) and is classified within Level 3 of the fair value hierarchy. The Level 3 fair value of the investment property was determined using the income approach which is performed with values derived using a discounted cash flow model. The income approach uses future free cash flow projections and discounts them to arrive at a present value. The discount rate is based on the level of risk of the business opportunity and costs of capital. The most significant inputs into this valuation approach are the estimated annual cash inflow and outgoing expenses, anticipated increase in market rental, discount rate and terminal capitalization rate.

Also, there were no transfers into or out of Level 3 fair value hierarchy in 2016 and 2015.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016, 2015 AND 2014**  
*(Amounts in Philippine Pesos)***34. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES**

The Group's capital management objective is to ensure its ability to continue as a going concern; to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk; and to maintain strong and healthy financial position to support its current business operations and drive its expansion and growth in the future.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated statements of financial position. The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

It monitors capital using the debt to equity ratio as shown below.

	<u>2016</u>	<u>2015</u>
Total liabilities	<b>P 245,193,291,467</b>	P 217,536,560,396
Equity attributable to owners of the parent company	<u><b>147,140,151,266</b></u>	<u>137,056,497,134</u>
Debt-to-equity ratio	<u><b>1.67:1</b></u>	<u>1.59:1</u>

The Group has complied with its covenant obligations, including maintaining the required debt-to-equity ratio for both periods.

**35. SUBSEQUENT EVENTS****35.1 Acquisition of Pedro Domecq**

On December 1, 2016, BLC signed an agreement with Pernod Richard to acquire its Domecq brandy wine business in Mexico. The purchase includes three brands of Mexican brandies: Presidente, Azteca de Oro and Don Pedro, and certain Mexican wine brands. The authorization from the Mexican Antitrust Authority to proceed was obtained on March 14, 2017. As of report date, the agreement is still undergoing completion of customary conditions.

**35.2 Megaworld Issuance of Fixed Rate Bonds**

In March 2017, the SEC approved the shelf registration of P30.0 billion fixed rate bonds of Megaworld. Relative to the first tranche of shelf registration, the SEC also granted the Company a permit to sell P8.0 billion, with an over subscription option of up to P4.0 billion, seven-year Series B fixed rate bonds due in 2024 with an interest rate of 5.35%. On March 28, 2017, the Company issued P12.0 billion bonds relative to the offer.

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**DATE OF INCORPORATION**

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**DATE OF PUBLIC LISTING**

April 19, 1999

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