Prime Orion Philippines, Inc. and Subsidiaries

Consolidated Financial Statements
June 30, 2014 and 2013
and Years Ended June 30, 2014, 2013 and 2012

and

Independent Auditors' Report

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BOA/PRC Reg. No. 0001,
December 28, 2012, valid until December 31, 2015
SEC Accreditation No. 0012-FR-3 (Group A),
November 15, 2012, valid until November 16, 2015

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Prime Orion Philippines, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of Prime Orion Philippines, Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at June 30, 2014 and 2013, and the consolidated statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for the three years ended June 30, 2014, 2013 and 2012, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Philippine Financial Reporting Standards, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Prime Orion Philippines, Inc. and its subsidiaries as at June 30, 2014 and 2013, and their financial performance and their cash flows for the three years then ended June 30, 2014, 2013 and 2012, in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.

Alicia O. Lu

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PTR No. 4225183, January 2, 2014, Makati City

October 2, 2014

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands, Except Par Value and Number of Shares)

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
ASSETS			
Current Assets			
Cash and cash equivalents (Note 4)	**₱378,629**	₱645,877	₱544,601
Receivables (Note 5)	**596,046**	873,292	509,115
Inventories (Note 6)	**18,474**	34,810	198,732
Real estate held for sale and development (Note 7)	**429,507**	280,179	300,679
Amounts owed by related parties (Note 18)	**22**	25	1,023
Available-for-sale (AFS) financial assets (Note 8)	**1,643,898**	1,238,284	427,411
Held-to-maturity (HTM) investments (Note 9)	–	2,000	2,000
Other current assets (Note 10)	**210,390**	198,196	196,293
Total Current Assets	**3,276,966**	3,272,663	2,179,854
Noncurrent Assets			
Investments in an associate (Note 11)	**2,564**	2,588	531,026
Leasehold rights (Note 27)	–	4,239	13,165
Investment properties (Note 12)	**737,488**	754,604	768,288
Property, plant and equipment (Note 13)	**672,083**	704,689	730,358
Software costs (Note 14)	**8,957**	8,178	8,506
Other noncurrent assets (Note 15)	**127,932**	114,570	115,760
Total Noncurrent Assets	**1,549,024**	1,588,868	2,167,103
TOTAL ASSETS	**₱4,825,990**	₱4,861,531	₱4,346,957
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses (Note 16)	**₱673,383**	₱1,059,589	₱1,139,520
Current portion of rental and other deposits (Note 17)	**166,655**	120,504	128,815
Amounts owed to related parties (Note 18)	–	2,673	2,673
Total Current Liabilities	**840,038**	1,182,766	1,271,008
Noncurrent Liabilities			
Rental and other deposits - net of current portion (Note 17)	**48,088**	78,655	77,506
Retirement benefits liability (Note 23)	**99,185**	138,319	115,012
Deferred rent income (Note 27)	**1,107**	684	–
Deferred income tax liabilities - net (Note 24)	**241,561**	171,094	173,426
Subscriptions payable (Note 19)	**481,675**	481,675	528,470
Total Noncurrent Liabilities	**871,616**	870,427	894,414
Total Liabilities	**₱1,711,654**	₱2,053,193	₱2,165,422

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
Equity Attributable to Equity Holders of the Parent			
Capital stock - ₱1 par value			
Authorized - 2,400,000,000 shares			
Issued and subscribed - 2,367,149,383 shares (net of subscriptions receivable of ₱300,792 as at June 30, 2014, 2013 and 2012)	**₱2,066,357**	₱2,066,357	₱2,066,357
Additional paid-in capital	**829,904**	829,904	829,904
Revaluation increment on property, plant and equipment (Note 13)	**252,233**	259,844	261,017
Unrealized valuation gains (losses) on AFS financial assets (Note 8)	**83,801**	(4,859)	63,035
Loss on remeasurement of retirement benefits plan (Note 2)	**(66,736)**	(75,328)	(51,709)
Deficit	**(123,362)**	(343,172)	(1,072,577)
	3,042,197	2,732,746	2,096,027
Non-Controlling Interests	**72,139**	75,592	85,508
Total Equity	**3,114,336**	2,808,338	2,181,535
TOTAL LIABILITIES AND EQUITY	**₱4,825,990**	₱4,861,531	₱4,346,957

See accompanying Notes to Consolidated Financial Statements.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Earnings Per Share)

	Years Ended June 30		
	2014	2013	2012
REVENUE			
Rental (Note 12)	**₱402,520**	₱419,769	₱491,477
Insurance premiums and commissions - net	**222,126**	209,889	192,729
Gain on sale of AFS financial assets (Note 8)	**159,189**	147,303	110,901
Merchandise sales - net	**22,070**	255,390	490,406
Interest income on AFS financial assets (Note 8)	**7,803**	21,979	21,390
Service fees	**6,972**	3,446	4,020
Dividend income (Note 8)	**4,032**	1,319	941
	824,712	1,059,095	1,311,864
COSTS AND EXPENSES			
Cost of goods sold and services (Note 20)	**242,802**	563,630	733,487
Operating expenses (Note 20)	**386,673**	405,950	392,955
Commission and other underwriting expenses	**186,534**	185,914	137,118
	816,009	1,155,494	1,263,560
OTHER INCOME (CHARGES)			
Recovery from insurance (Note 1)	**269,282**	78,086	–
Rehabilitation expenses (Note 1)	**(13,495)**	(10,660)	(1,413)
Reversal of inventory losses (Note 6)	**4,360**	–	–
Impairment loss on AFS financial assets (Note 8)	**(2,600)**	(291,501)	–
Interest expense and bank charges - net (Note 22)	**(1,866)**	(1,845)	(865)
Loss on write off on investment properties (Note 12)	**(288)**	–	–
Gain on sale of property, plant and equipment (Note 13)	**196**	1,206	1,310
Equity in net income of associates (Note 11)	**(24)**	32	95
Reversal of probable losses (Note 16)	**–**	243,346	44,944
Gain on re-measurement to AFS financial assets (Note 8)	**–**	594,107	–
Gain on condonation of debt (Note 1)	**–**	199,282	–
Casualty loss (Notes 12 and 13)	**–**	(63,247)	–
Reversal of impairment losses on amounts owed by related parties (Note 18)	**–**	62,462	–
Others – net	**23,585**	11,934	33,796
	279,150	823,202	77,867
INCOME BEFORE INCOME TAX	**287,853**	726,803	126,171
PROVISION FOR INCOME TAX - Net (Note 24)	**81,950**	5,590	24,273
NET INCOME	**₱205,903**	₱721,213	₱101,898
ATTRIBUTABLE TO:			
Equity holders of the Parent	**₱210,618**	₱728,630	₱94,408
Non-controlling interests	**(4,715)**	(7,417)	7,490
	₱205,903	₱721,213	₱101,898
EARNINGS PER SHARE (Note 25)			
Basic and diluted, for income for the year attributable to ordinary equity holders of the Parent	₱0.09	₱0.31	₱0.04

(Forward)

	Years Ended June 30		
	2014	2013	2012
NET INCOME	**₱205,903**	₱721,213	₱101,898
OTHER COMPREHENSIVE INCOME			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Unrealized valuation gains on AFS financial assets (Note 8)	**245,666**	62,571	98,569
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:			
Remeasurement gain (loss) on retirement plan, net of tax (Note 23)	**(8,592)**	(23,619)	(51,709)
Effect of shortened corporate life of a subsidiary (Note 1)	**5,026**	–	–
Revaluation increment on property, plant and equipment, net of tax (Note 13)	**–**	(398)	77,976
TOTAL COMPREHENSIVE INCOME	**₱448,003**	₱759,767	₱226,734
ATTRIBUTABLE TO:			
Equity holders of the Parent	**₱454,024**	₱760,937	₱215,898
Non-controlling interests	**(6,021)**	(1,170)	10,836
	₱448,003	₱759,767	₱226,734

See accompanying Notes to Consolidated Financial Statements.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED JUNE 30, 2014, 2013 AND 2012

	Capital Stock	Additional Paid-in Capital	Revaluation Increment on Property, Plant and Equipment (Note 13)	Unrealized Valuation Gains (Losses) on AFS Financial Assets (Note 8)	Gains (Losses) on Remeasurement of Retirement Benefits Plan (Note 23)	Deficit	Non-Controlling Interests	Total
Balances at June 30, 2011	₱2,066,352	₱829,904	₱188,170	₱52,432	₱–	(₱1,172,114)	₱74,672	₱2,039,416
Net income, as previously stated						93,057	7,490	100,547
Effect of adoption of revised PAS 19, net of tax	–	–	–	–	–	1,351	–	1,351
Net income, as restated	–	–	–	–	–	94,408	7,490	101,898
Other comprehensive income (loss)								
Unrealized valuation gain (loss) on AFS financial assets	–	–	–	95,223	–	–	3,346	98,569
Revaluation increment in property, plant and equipment	–	–	77,976	–	–	–	–	77,976
Actuarial loss recognized in OCI	–	–	–	–	(51,709)	–	–	(51,709)
Total comprehensive income	–	–	77,976	95,223	(51,709)	94,408	10,836	226,734
Issuance of capital stock	5	–	–	–	–	–	–	5
Transfer of realized valuation increment on property, plant and equipment	–	–	(5,129)	–	–	5,129	–	–
Unrealized gain transferred from equity to consolidated statement of income	–	–	–	(84,620)	–	–	–	(84,620)
Balances at July 1, 2012, as restated	2,066,357	829,904	261,017	63,035	(51,709)	(1,072,577)	85,508	2,181,535
Net income, as previously stated		–	–	–	–	727,435	(7,417)	720,018
Effect of adoption of revised PAS 19, net of tax	–	–	–	–	–	1,195	–	1,195
Net income, as restated	–	–	–	–	–	728,630	(7,417)	721,213
Other comprehensive income (loss)								
Unrealized valuation gain (loss)on AFS financial assets	–	–	–	65,070	–	–	(2,499)	62,571
Revaluation increment in property, plant and equipment	–	–	(398)	–	–	–	–	(398)
Actuarial loss recognized in OCI	–	–	–	–	(23,619)	–	–	(23,619)
Total comprehensive income	₱–	₱–	(₱398)	₱65,070	(₱23,619)	₱728,630	(₱9,916)	₱759,767

(Forward)

	Capital Stock	Additional Paid-in Capital	Revaluation Increment on Property, Plant and Equipment (Note 13)	Unrealized Valuation Gains (Losses) on AFS Financial Assets (Note 8)	Gains (Losses) on Remeasurement of Retirement Benefits Plan (Note 23)	Deficit	Non-Controlling Interests	Total
Transfer of realized valuation increment on property, plant and equipment	₱–	₱–	(₱775)	₱–	₱–	₱775	₱–	₱–
Unrealized gain transferred from equity to consolidated statement of income	–	–	–	(132,964)	–	–	–	(132,964)
Balances at June 30, 2013, as restated	2,066,357	829,904	259,844	(4,859)	(75,328)	(343,172)	75,592	2,808,338
Net income						210,618	(4,715)	205,903
Other comprehensive income (loss)								
Unrealized valuation gain (on AFS financial assets	–	–	–	247,849	–	–	(2,183)	85,830
Actuarial gain recognized in OCI	–	–	–	–	8,592	–	–	8,592
Total comprehensive income	–	–	–	247,849	8,592	210,618	(6,898)	300,325
Transfer of realized valuation increment on property, plant and equipment	–	–	(7,611)	–	–	7,611	–	–
Effect of shortened corporate life of a subsidiary (Note 18)	–	–	–	–	–	1,581	3,445	5,026
Unrealized gain transferred from equity to consolidated statement of income	–	–	–	(159,189)	–	–	–	647
Balances at June 30, 2014	₱2,066,357	₱829,904	₱252,233	₱83,801	(₱66,736)	(₱123,362)	₱72,139	₱3,114,336

See accompanying Notes to Consolidated Financial Statements.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱287,853**	₱726,803	₱126,171
Adjustments for:			
Depreciation and amortization (Notes 12, 13, 14 and 27)	**81,675**	85,107	79,740
Provision (Recovery of) for impairment losses on:			
AFS financial assets (Note 8)	**2,600**	291,501	–
Inventories (Note 6)	**1,588**	70,952	15,986
Other current assets (Note 10)	**61**	193	120
Receivables (Note 5)	**(553)**	20,536	21,873
Amounts owed by related parties (Note 18)	**–**	(62,462)	–
Equity in net loss of associates (Note 11)	**24**	(32)	(95)
Unrealized foreign exchange losses (gains) - net	**4**	65	(6,130)
Recovery from insurance (Note 1)	**(269,282)**	(78,086)	–
Gain on sale of:			
AFS financial assets (Note 8)	**(159,189)**	(147,303)	(110,901)
Property, plant and equipment (Note 13)	**(196)**	(1,206)	(1,310)
Movement of retirement benefits liability (Note 23)	**25,339**	21,345	19,537
Interest income	**(13,623)**	(28,055)	(28,589)
Reversal of probable losses (Note 16)	**–**	(243,346)	(44,944)
Reversal for inventory losses (Note 6)	**(4,360)**	–	–
Dividend income (Note 8)	**(4,032)**	(1,319)	(941)
Interest expense and bank charges (Note 22)	**1,569**	812	317
Loss on write-of investment property (Note 12)	**288**	–	–
Reversal of impairment losses on receivables (Note 5)	**–**	–	(12,217)
Gain on re-measurement to AFS financial assets (Note 8)	**–**	(594,107)	–
Gain on condonation of debt (Note 1)	**–**	(199,282)	–
Casualty loss (Notes 12 and 13)	**–**	63,247	–
Operating income (loss) before working capital changes	**(50,234)**	(74,637)	58,617
Decrease (increase) in:			
Receivables	**546,238**	(305,431)	161,362
Inventories	**14,744**	92,970	72,876
Real estate held for sale and development	**(149,328)**	(1,059)	(83)
Other current assets	**(10,750)**	(8,198)	(8,254)
Increase (decrease) in:			
Accounts payable and accrued expenses	**(381,846)**	364,346	(221,676)
Rental and other deposits	**15,584**	(7,162)	400
Net cash flows generated from (used in) operations	**(15,592)**	60,829	63,242
Interest received	**14,466**	28,055	28,589
Income tax paid	**(11,589)**	(7,057)	–
Interest paid	**(1,569)**	(812)	(317)
Net cash flows from (used in) operating activities	**(₱14,284)**	₱81,015	₱91,514

(Forward)

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
CASH FLOWS FROM INVESTING ACTIVITIES			
Contributions paid	**(₱55,881)**	(₱21,657)	(₱27,792)
Proceeds from sale of			
AFS financial assets (Note 8)	**222,945**	293,437	152,758
Property, plant and equipment	**230**	2,084	–
Acquisitions of:			
Investment properties (Note 12)	**(15,477)**	(58,486)	(46,173)
AFS financial assets (Note 8)	**(383,204)**	(178,101)	(34,839)
Software cost (Note 14)	**(4,183)**	(3,095)	(1,366)
Property, plant and equipment (Note 13)	**(10,660)**	(16,918)	(8,170)
Decrease (increase) in:			
Other noncurrent assets	**(13,362)**	1,190	31,089
Amounts owed by related parties	**3**	(196)	10
HTM investments	**2,000**	–	–
Deferred rent income	**423**	684	–
Dividends received (Note 8)	**4,032**	1,319	941
Net cash flows from (used in) investing activities	**(253,134)**	20,261	66,458
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in amounts owed to related parties (Note 18)	**(2,673)**	–	(25)
Decrease in minority interest	**2,843**	–	–
Net cash flows from (used in) financing activities	**170**	–	(25)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(267,248)**	101,276	157,947
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**645,877**	544,601	386,654
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱378,629**	₱645,877	₱544,601

See accompanying Notes to Consolidated Financial Statements.

PRIME ORION PHILIPPINES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information and Status of Operations

Corporate Information
Prime Orion Philippines, Inc. (POPI; the Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on May 19, 1989. The Parent Company's registered office address is 20th Floor LKG Tower, 6801 Ayala Avenue, Makati City.

The Parent Company's primary purpose is to acquire by purchase, exchange, assign, donate or otherwise, and to hold, own and use, for investment or otherwise and to sell, assign, transfer, exchange, lease, develop, mortgage, pledge, traffic, deal in and with, and otherwise operate, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, domestic or foreign.

Prime Orion Philippines, Inc. and its subsidiaries, collectively referred to as "the Group", have principal business interests in holding companies, real estate and property development, financial services and manufacturing and distribution (see Note 26).

Status of Operations
On December 23, 2011, Lepanto Ceramics, Inc. (LCI; a subsidiary) filed a Petition for Rehabilitation (PR) with the Regional Trial Court of Calamba (RTC-Calamba) under the Financial Rehabilitation and Insolvency Act of 2010, to arrest its continuing financial losses for the past several years and to enable it to eventually meet its financial obligations to its creditors. On January 13, 2012, RTC-Calamba, Branch 34 (the Court) issued a Commencement Order which stayed enforcement of all claims against LCI accruing prior to January 13, 2012. On March 26, 2012, the Court issued an Order, giving due course to the PR and directing the Rehabilitation Receiver (RR) to submit an amended Rehabilitation Plan (RP) based on comments submitted by creditors.

However, the Revised and Restated RP, the Second Amended and Restated RP, and the Third Amended and Restated RP, all of which were crafted by the RR, were respectively voted upon and rejected by the creditors. On November 28, 2012, the RR submitted to the Court the Third Amended and Restated RP with the Recommendation to Confirm the Third Amended and Restated RP Pursuant to Section 63, of Republic Act No. 10142.

On December 20, 2012, the Court issued an Order approving the Third Amended and Restated RP and ordering LCI to submit a Status Report on the implementation thereof every 90 days. On January 11, 2013, the RR issued a Notice to Creditors that the pay-out of claims would commence on January 21, 2013.

The following are the conditions provided in the Third Amended and Restated RP approved by the Court:

(a) Class 1 (Workers) shall be paid the full amount of their allowed claims within one (1) year from approval of the Third Amended and Restated RP;
(b) Class 2 (Local Government of Calamba) shall be paid the full amount of its allowed claim within one (1) year from approval of the Third Amended and Restated RP;
(c) Class 3 (Trade) Creditors will condone 85% of their allowed claims;

(d) Class 4 (Non-Trade Unsecured) Creditors will advance to LCI such amount necessary to pay 15% of the allowed claim of each Class 3 (Trade) Creditor;
(e) The post commencement advances of Class 4 (Non-Trade Unsecured) Creditors will be converted to voting common shares;
(f) The pre-commencement allowed claims of Class 4 (Non-Trade Unsecured) Creditors will be condoned;
(g) Class 5 (Secured) Creditor will condone its claims in excess of the market value of LCI's assets which serve as a security for LCI's liability to the Secured Creditor. All servicing of the remaining claims of Class 5 (Secured) Creditor will be made after the Class 3 (Trade) Creditors are settled; and
(h) The common shares held by the Class 5 (Secured Creditor) in LCI will be converted to preferred shares.

As a result of the approval by the Court of the Third Amended and Restated RP, LCI recognized a gain on condonation of debt from related parties amounting to ₱1,499.8 million and ₱2,360.2 million in June 30, 2014 and 2013, respectively (see Note 18). In 2013, the Group also recognized a gain on condonation of debt from trade creditors amounting to ₱199.3 million (see Note 16).

On August 12, 2013, LCI filed a Motion to Amend the Rehabilitation Plan seeking the following amendments to the Third Amended and Restated RP (a) inclusion of the Deposit for Future Subscription of Orion I Holdings Philippines, Inc. (OIHPI) in the amount of ₱373.6 million among the claims to be condoned; and (b) Condonation of the claims of OIHPI to the extent of 60% of the market value of LCI's assets securing the Mortgage Trust Indenture and Collateral Trust Indenture, or in the amount of ₱677.5 million.

Both RR and the affected creditor, OIHPI, filed their comment to the Motion to Amend, signifying their assent thereto. On March 3, 2014, the Court issued an Order granting the Motion to Amend.

On May 29, 2014, a Motion for Termination of Rehabilitation Proceedings was submitted to the court. The following were enumerated in the filed motion, claiming that LCI complied with the Third Amended and Restated RP:

a. Payment to claimants - LCI has already paid 50% of its obligation to Class 1 creditors amounting to ₱0.7 million. Class 2 creditor has already been paid in full. Meanwhile, Class 3 creditors have been paid ₱34.2 million or 86% of the claim. The unclaimed payments were deposited to Metropolitan Bank and Trust Company (MBTC) as "Unclaimed Claims Reserve Fund". A creditor or worker may obtain payment from the account upon presentation of sufficient proof of authority or identity within two (2) years from the opening of the account (see Note 15).

b. Conversion of shares - LCI's BOD authorized the conversion of shares of stocks in accordance with the conditions in the Third Amended Plan. On April 30, 2013, the SEC approved the amendment of its Articles of Incorporation to reflect the said conversion.

c. Condonation of debt - In a special meeting held on March 27, 2014, the BOD of OIHPI approved a resolution condoning the entire unsecured claim and a portion of its secured claim equivalent to 60% of the market value of the LCI's collateral assets. Included in the debts condoned are loans listed in the books of the LCI as Deposit for Future Subscription amounting to ₱373.6 million.

On August 28, 2014, the Court granted LCI's Motion for Termination of Rehabilitation Proceedings and declared LCI's rehabilitation successful.

In 2014, 2013 and 2012, the rehabilitation expenses incurred by LCI amounted to ₱13.5 million, ₱10.7 million, and ₱1.4 million, respectively.

On August 6, 2012, the Board of Directors (BOD) of OYL Holdings, Inc. (OYLHI; a subsidiary) approved its immediate dissolution and commenced its liquidation thereafter. Consequently, OYLHI changed its basis of accounting from going-concern basis to liquidation basis of accounting. On November 14, 2012, the SEC approved the amended articles of incorporation of OYLHI that shorten its corporate term to December 31, 2013. The ₱5.0 million effect of shortened corporate life of OYLHI was recognized in the consolidated statement of comprehensive income.

On September 4, 2012, certain property and equipment and investment properties of Tutuban Properties, Inc. (TPI; a subsidiary) were damaged by fire. Fixed assets which were completely destroyed were written off, while those partially damaged assets were provided with an allowance for impairment. These property losses, with a net book value of ₱63.2 million are recorded as "Casualty loss" in the consolidated statement of income.

FLT Prime Insurance Corporation (FPIC), the insurance policy provider and a related party, recognized the incident as a fire loss event. The insurance policy was substantially ceded by FPIC to third party reinsurers. In line with this, the Group recognized recovery from insurance amounting to ₱269.3 million and ₱78.1 million in the consolidated statement of income in 2014 and 2013, respectively.

As at June 30, 2014, TPI already received ₱174.7 million from FPIC. In September 2014, TPI received additional ₱30.2 million.

In November 2012, TPI opened Orion Hotel, a 2.5-star hotel located at the third level of the Tutuban Primeblock Building. The hotel provides lodging and other services to the public on a commercial basis.

The consolidated financial statements of the Group as at June 30, 2014 and 2013 and for years ended June 30, 2014, 2013 and 2012 were approved and authorized for issuance by the BOD on October 2, 2014.

2. Basis of Preparation, Statement of Compliance, Basis of Consolidation and Summary of Significant Accounting and Financial Reporting Policies

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for AFS financial assets, land, land improvements, building and building improvements under "property, plant and equipment" which are carried at fair values. The consolidated financial statements are presented in Philippine peso, which is the Group's functional and presentation currency. All values are rounded off to the nearest thousand (₱000) except when otherwise indicated.

Statement of Compliance

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

Basis of Consolidation
The consolidated financial statements include the accounts of the Parent Company and its subsidiaries as at June 30, 2014 and 2013:

Subsidiaries	Nature of Business	Effective Percentage of Ownership	
		2014	2013
Real Estate, Property Development and Others:			
Orion Land, Inc. (OLI) and Subsidiaries:			
OLI	Real Estate and Investment Holding Company	**100.0**	100.0
TPI and Subsidiaries:			
TPI	Real Estate, Mall Operations	**100.0**	100.0
TPI Holdings Corporation (TPIHC)	Investment Holding Company	**100.0**	100.0
Orion Property Development, Inc. (OPDI) and Subsidiaries:			
OPDI	Real Estate Development	**100.0**	100.0
Orion Beverage, Inc. (OBI) *	Manufacturing	**100.0**	100.0
Luck Hock Venture Holdings, Inc.	Other Business Activities	**60.0**	60.0
Manufacturing and Distribution:			
OIHPI and Subsidiaries:			
OIHPI	Financial Holding Company	**100.0**	100.0
LCI	Manufacture of Ceramic Floor and Wall Tiles	**100.0**	100.0
OYLHI**	Financial Holding Company	–	60.0
Financial Services and Others:			
OE Holdings, Inc. (OEHI) and Subsidiaries:			
OEHI	Wholesale and Trading	**100.0**	100.0
Orion Maxis Inc. (OMI)	Marketing and Administrative Services	**100.0**	100.0
ZHI Holdings, Inc. (ZHI)	Financial Holding Company	**100.0**	100.0
FPIC	Non-Life Insurance Company	**70.0**	70.0
Orion Solutions, Inc. (OSI)	Management Information Technology Consultancy Services	**100.0**	100.0

* *Inactive*
***Liquidated*

All of the companies are incorporated and based in the Philippines.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The financial statements of the subsidiaries are prepared for the same accounting period as the Parent Company using uniform accounting policies. All significant intercompany transactions and balances between and among the Group, including intercompany profits and unrealized profits, have been eliminated in the consolidation.

Non-controlling interests represent the portion of profit or loss and net assets in the subsidiaries not held by the Group and are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from the equity holders of the parent.

Changes in Accounting Policies

The Group applied amendments on Philippine Accounting Standards (PAS) 19, *Employee Benefits* (Revised 2011) that require reconsolidated statement of previous financial statements and changes in accounting disclosures.

The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended PFRSs, PAS and Philippine Interpretations and Improvements to PFRSs which were adopted as at July 1, 2013:

- PFRS 1, *First-time Adoption of International Financial Reporting Standards - Government Loans* (Amendments)
  The amendments to PFRS 1 require first-time adopters to apply the requirements of PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, prospectively to government loans existing at the date of transition to PFRS. However, entities may choose to apply the requirements of PAS 39, *Financial Instruments: Recognition and Measurement*, and PAS 20 to government loans retrospectively if the information needed to do so had been obtained at the time of initially accounting for those loans. These amendments are not applicable to the Group.

- PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities* (Amendments)
  These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32, *Financial Instruments: Presentation*.

  These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or "similar agreement", irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:

  a) The gross amounts of those recognized financial assets and recognized financial liabilities;
  b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the consolidated statement of financial position;
  c) The net amounts presented in the consolidated statement of financial position;
  d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
     i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32;
     ii. Amounts related to financial collateral (including cash collateral); and

e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PFRS 10, *Consolidated Financial Statements*
  PFRS 10 replaced the portion of PAS 27, *Consolidated and Separate Statements,* that addressed the accounting for consolidated financial statements. It also included the issues raised in Standing Interpretation Committee (SIC) 12, *Consolidation - Special Purpose Entities*. PFRS 10 established a single control model that applied to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. The new standard has no impact to the Group.

- PFRS 11, *Joint Arrangements*
  PFRS 11 replaced PAS 31, *Interests in Joint Ventures*, and SIC 13, *Jointly-controlled Entities (JCE) - Non-Monetary Contributions by Venturers*. PFRS 11 removed the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method. The new standard is not applicable to the Group.

- PFRS 12, *Disclosure of Interests in Other Entities*
  PFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in PFRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries (for example, where a subsidiary is controlled with less than a majority of voting rights). The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PFRS 13, *Fair Value Measurement*
  PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS. PFRS 13 defines fair value as an exit price. PFRS 13 also requires additional disclosures.

  The Group has assessed that the application of PFRS 13 has not materially impacted the fair value measurements of the Group. Additional disclosures, where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined. Fair value hierarchy is provided in Note 31.

- PAS 1, *Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income or OCI* (Amendments)
  The amendments to PAS 1 introduced a grouping of items presented in OCI. Items that will be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. The amendments affect presentation only and have no significant impact on the Group's financial position or performance.

- PAS 19, *Employee Benefits* (Revised)
  The revised standard includes a number of amendments that range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. The revised standard also requires new disclosures such as, among others, a sensitivity analysis for each significant actuarial assumption, information on asset-liability matching strategies, duration of the defined benefit obligation, and disaggregation of plan assets by nature and risk. On July 1, 2013, the Group adopted the revised standards retrospectively, with permitted exception on sensitivity disclosures for the defined benefit obligation for the comparative period which have not been provided.

  For defined benefit plans, the Revised PAS 19 requires all actuarial gains and losses to be recognized in and unvested past service costs previously recognized over the average vesting period to be recognized immediately in profit or loss when incurred.

  Prior to adoption of the Revised PAS 19, the Group recognized actuarial gains and losses as income or expense when the net cumulative unrecognized gains and losses for each individual plan at the end of the previous period exceeded ten percent (10%) of the higher of the defined benefit obligation and the fair value of the plan assets and recognized unvested past service costs as an expense on a straight-line basis over the average vesting period until the benefits become vested. Upon adoption of the Revised PAS 19, the Group changed its accounting policy to recognize all actuarial gains and losses in OCI and all past service costs in the consolidated statement of comprehensive income in the period they occur.

  The Revised PAS 19 replaced the interest cost and expected return on plan assets with the concept of net interest on defined benefit liability or asset which is calculated by multiplying the net balance sheet defined benefit liability or asset by the discount rate used to measure the employee benefit obligation as at the beginning of the annual period.

  The Revised PAS 19 also amended the definition of short-term employee benefits and requires employee benefits to be classified as short-term based on expected timing of settlement rather than the employee's entitlement to the benefits. In addition, the Revised PAS 19 modifies the timing of recognition for termination benefits. The modification requires the termination benefits to be recognized at the earlier of when the offer cannot be withdrawn or when the related restructuring costs are recognized.

  Changes to definition of short-term employee benefits and timing of recognition for termination benefits do not have any impact to the Group's financial position and financial performance. The changes in accounting policies have been applied retrospectively. The effects of adoption of the Revised PAS 19 on the consolidated financial statements are as follows:

	As at June 30, 2014		
	Under previous PAS 19	Increase (decrease)	Under revised PAS 19
Consolidated statement of financial position:			
Retirement benefits liability	₱107,777	(₱8,592)	₱99,185
Remeasurement loss on retirement benefits liability	–	66,736	66,736
Deferred tax liabilities	245,892	1,410	247,302
Deficit	193,361	(69,999)	119,443

	As at June 30, 2013		
	Under previous PAS 19	Increase (decrease)	Under revised PAS 19
Consolidated statement of financial position:			
Retirement benefits liability	₱63,607	₱74,712	₱138,319
Remeasurement loss on retirement benefits plan	–	75,328	75,328
Deferred tax liabilities	169,288	(2,113)	167,175
Deficit	345,718	(2,546)	343,172

	As at July 1, 2012		
	As previously reported	Increase (decrease)	Under revised PAS 19
Consolidated statement of financial position:			
Retirement benefits liability	₱61,825	₱53,187	₱115,012
Remeasurement loss on retirement benefits plan	–	51,709	51,709
Deficit	1,073,928	(1,351)	1,068,658

	For the year ended June 30, 2014	For the year ended June 30, 2013
Consolidated statement of income:		
Retirement benefits costs	₱25,339	₱21,345
Provision for income tax	7,602	6,404
Net income	(17,737)	(14,941)

	For the year ended June 30, 2014	For the year ended June 30, 2013
Consolidated statement of comprehensive income:		
Remeasurement loss on retirement benefits liability	(₱8,592)	(₱23,619)

The net effect of all transitions adjustments are closed to retained earnings on the transition date. The Revised PAS 19 has been applied retrospectively from July 1, 2012, in accordance with its transitional provisions. Consequently, the Group has restated its reported results throughout the comparative periods presented and reported the cumulative effect as at July 1, 2012 as adjustment to opening balances.

The application of Revised PAS 19 did not have a material effect on the consolidated statements of cash flows.

Change of Presentation
Upon adoption of the Revised PAS 19, the presentation of the consolidated statement of income was updated to reflect these changes. Net interest is now shown under interest expense line item (previously under personnel costs under operating expenses). This presentation better reflects the nature of net interest since it corresponds to the compounding effect of the long-term net defined benefit liability (net defined benefit asset). In the past, the expected return on plan assets reflected the individual performance of the plan assets, which were regarded as part of the operating activities.

- PAS 27, *Separate Financial Statements* (as revised in 2011)
  As a consequence of the issuance of the new PFRS 10, *Consolidated Financial Statements*, and PFRS 12, *Disclosure of Interests in Other Entities*, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in the separate financial statements. The revised standard is not expected to have an impact on the consolidated financial statements.

- PAS 28, *Investments in Associates and Joint Ventures* (as revised in 2011)
  As a consequence of the issuance of the new PFRS 11, *Joint Arrangements*, and PFRS 12, *Disclosure of Interests in Other Entities*, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The revised standard is applicable but the Group assess no material effect on the consolidated financial statements.

- Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 20, *Stripping Costs in the Production Phase of a Surface Mine*
  This interpretation applies to waste removal costs ("stripping costs") that are incurred in surface mining activity during the production phase of the mine ("production stripping costs"). If the benefit from the stripping activity will be realized in the current period, an entity is required to account for the stripping activity costs as part of the cost of inventory. When the benefit is the improved access to ore, the entity should recognize these costs as a non-current asset, only if certain criteria are met ("stripping activity asset"). The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset. After initial recognition, the stripping activity asset is carried at its cost or revalued amount less depreciation or amortization and less impairment losses, in the same way as the existing asset of which it is a part or this interpretation applies to waste removal (stripping) costs incurred in surface mining activity, during the production phase of the mine. The interpretation addresses the accounting for the benefit from the stripping activity. The new standard has no impact on the Group's financial position or performance.

Annual Improvements to PFRSs (2009-2011 cycle)
The Annual Improvements to PFRSs (2009-2011 cycle) contain non-urgent but necessary amendments to PFRSs. The Group adopted these amendments for the current year.

- PFRS 1, *First-time Adoption of PFRS - Borrowing Costs*
  The amendment clarifies that, upon adoption of PFRS, an entity that capitalized borrowing costs in accordance with its previous generally accepted accounting principles, may carry forward, without any adjustment, the amount previously capitalized in its opening consolidated statement of financial position at the date of transition. Subsequent to the adoption of PFRS, borrowing costs are recognized in accordance with PAS 23, *Borrowing Costs*. The amendment does not apply to the Group as it is not a first-time adopter of PFRS.

- PAS 1, *Presentation of Financial Statements - Clarification of the Requirements for Comparative Information*
  These amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective consolidated statement or reclassification of items in the consolidated financial statements.

An entity must include comparative information in the related notes to the consolidated financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of consolidated financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective consolidated statement or reclassification of items in the consolidated financial statements) are not required. As a result, the Group has not included comparative information in respect of the opening consolidated statement of financial position as at July 1, 2012. The amendments affect disclosures only and have no impact on the Group's position or performance.

- PAS 16, *Property, Plant and Equipment - Classification of Servicing Equipment*
  The amendment clarifies that spare parts, stand-by equipment and servicing equipment should be recognized as property, plant and equipment when they meet the definition of property, plant and equipment and should be recognized as inventory if otherwise. The amendment does not have significant impact on the Group's financial position or performance.

- PAS 32, *Financial Instruments: Presentation - Tax Effect of Distribution to Holders of Equity Instruments*
  The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12, *Income Taxes*. The amendment does not have significant impact on the Group's financial position or performance.

- PAS 34, *Interim Financial Reporting - Interim Financial Reporting and Segment Information for Total Assets and Liabilities*
  The amendment clarifies that the total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amount disclosed in the entity's previous annual consolidated financial statements for that reportable segment. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

Future Changes in Accounting Policies

The following new and revised standards, amendments to PFRS and Philippine Interpretations will become effective subsequent to June 30, 2014:

Effective for Fiscal Year Beginning July 2014:

- PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets* (Amendments)
  These amendments remove the unintended consequences of PFRS 13 on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for the assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- Investment Entities (Amendments to PFRS 10, PFRS 12 and PAS 27)
  They provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. The amended standards are not expected to have an impact on the consolidated financial statements.

- Philippine Interpretation IFRIC 21, *Levies*
  IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. The Group does not expect that IFRIC 21 will have material financial impact in future consolidated financial statements.

- PAS 39, *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting* (Amendments)
  These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. Adoption of this standard will have no impact on the Group's financial position or performance since it has neither derivatives nor hedge accounting transactions.

- PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*
  PAS 32 clarifies the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. While the amendment is expected not to have any impact on the net assets of the Group, any changes in offsetting is expected to impact leverage ratios and regulatory capital requirements. The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014. The amended standard is not expected to have an impact on the consolidated financial statements.

- PAS 19, *Employee Benefits - Defined Benefit Plans: Employee Contributions* (Amendments)
  PAS 19 is effective retrospectively for annual periods beginning on or after July 1, 2014. The amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the remeasurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans. The amendment is not relevant to the Group.

Annual Improvements to PFRSs (2010-2012 cycle)
The Annual Improvements to PFRSs (2010-2012 cycle) contain non-urgent but necessary amendments to the following standards:

- PFRS 2, *Share-based Payment - Definition of Vesting Condition* (Amendments)
  PFRS 2 revised the definitions of vesting condition and market condition and added the definitions of performance condition and service condition to clarify various issues. This amendment shall be prospectively applied to share-based payment transactions for which the grant date is on or after July 1, 2014. This amendment does not apply to the Group as it has no share-based payments.

- PFRS 3, *Business Combinations - Accounting for Contingent Consideration in a Business Combination (*Amendment)
  The amendment clarifies that a contingent consideration that meets the definition of a financial instrument should be classified as a financial liability or as equity in accordance with PAS 32. Contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PFRS 9 (or PAS 39, if PFRS 9 is not yet adopted). The amendment shall be prospectively applied to business combinations for which the acquisition date is on or after July 1, 2014. This amendment does not apply to the Group as it has no business combinations.

- PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets* (Amendment)
  PFRS 8 requires entities to disclose the judgment made by management in aggregating two or more operating segments. This disclosure should include a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics. The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if such amounts are regularly provided to the chief operating decision maker. These amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables* (Amendment)
  PFRS 13, effective for annual period beginning on or after July 1, 2014, clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PAS 16, *Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation* (Amendment)
  PAS 16 clarifies that, upon revaluation of an item of property, plant and equipment, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

  a) The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
  b) The accumulated depreciation is eliminated against the gross carrying amount of the asset.

  The amendment is effective for annual periods beginning on or after July 1, 2014. The amendment shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately preceding annual period. The amendment has no impact on the Group's financial position or performance.

- PAS 24, *Related Party Disclosures - Key Management Personnel (*Amendments)
  PAS 24 clarifies that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the parent Group of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity. The amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- PAS 38, *Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Amortization (*Amendments)
  PAS 38 clarifies that, upon revaluation of an intangible asset, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

  a) The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated amortization at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
  b) The accumulated amortization is eliminated against the gross carrying amount of the asset.

  The amendments also clarify that the amount of the adjustment of the accumulated amortization should form part of the increase or decrease in the carrying amount accounted for in accordance with the standard.

  The amendments are effective for annual periods beginning on or after July 1, 2014. The amendments shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately preceding annual period. The amendments have no impact on the Group's financial position or performance.

Annual Improvements to PFRSs (2011-2013 cycle)
The Annual Improvements to PFRSs (2011-2013 cycle) contain non-urgent but necessary amendments to the following standards:

- PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Meaning of 'Effective PFRSs'*
  The amendment clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but that permits early application, provided either standard is applied consistently throughout the periods presented in the entity's first PFRS consolidated financial statements. This amendment is not applicable to the Group as it is not a first-time adopter of PFRS.

- PFRS 3, *Business Combinations - Scope Exceptions for Joint Arrangements*
  The amendment clarifies that PFRS 3 does not apply to the accounting for the formation of a joint arrangement in the consolidated financial statements of the joint arrangement itself. The amendment is effective for annual periods beginning on or after July 1 2014 and is applied prospectively. The amendment is not relevant to the Group.

- PFRS 13, *Fair Value Measurement - Portfolio Exception*
  The amendment clarifies that the portfolio exception in PFRS 13 can be applied to financial assets, financial liabilities and other contracts. The amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment has no significant impact on the Group's financial position or performance.

- PAS 40, *Investment Property*
  The am endment clarifies the interrelationship between PFRS 3 and PAS 40 when classifying property as investment property or owner-occupied property. The amendment stated that judgment is needed when determining whether the acquisition of investment property is the acquisition of an asset or a group of assets or a business combination within the scope of PFRS 3. This judgment is based on the guidance of PFRS 3. This amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment has no impact on the Group's financial position or performance.

- PFRS 9, *Financial Instruments*
  PFRS 9, as issued, reflects the first and third phases of the project to replace PAS 39 and applies to the classification and measurement of financial assets and liabilities and hedge accounting, respectively. Work on the second phase, which relate to impairment of financial instruments, and the limited amendments to the classification and measurement model hedge accounting is still ongoing, with a view to replace PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through OCI or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities designated as at Fair Value through Profit or Loss (FVPL) using the fair value option, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change relating to the entity's own credit risk in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward to PFRS 9, including the embedded derivative bifurcation separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

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

PFRS 9 is effective for annual periods beginning on or after January 1, 2014. PFRS 9 may be applied before the completion of the limited amendments to the classification and measurement model and impairment methodology. The Group will not adopt the standard before the completion of the limited amendments and the second phase of the project.

Effective date to be determined:

- Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate*
  This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the Financial Reporting Standards Council have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. Adoption of the interpretation when it becomes effective will not have any impact on the consolidated financial statements of the Group.

The Group does not expect any significant impact in the consolidated financial statements when it adopts the above standards and interpretations. The revised, amended and additional disclosure or accounting changes provided by the standards and interpretations will be included in the Group's consolidated financial statements in the year of adoption, if applicable.

Summary of Significant Accounting and Financial Reporting Policies

Presentation of Financial Statements
The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of consolidated profit or loss (separate consolidated statement of income) and a second statement beginning with consolidated profit or loss and displaying components of other comprehensive income (consolidated statement of comprehensive income).

Financial Instruments - Initial Recognition
Financial assets within the scope of PAS 39 are classified as financial assets at FVPL, loans and receivables, HTM investments, AFS financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial instruments are recognized initially at fair value plus transaction costs, except in the case of financial instruments recorded at FVPL.

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

As at June 30, 2014 and 2013, the Group's financial assets are in the nature of loans and receivables, AFS financial assets and HTM investments. The Group has no financial assets at FVPL as at June 30, 2014 and 2013.

Financial liabilities within the scope of PAS 39 are classified as financial liabilities at FVPL, as derivatives designated as hedging instruments in an effective hedge, or as other financial liabilities. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value and in the case of other financial liabilities, plus directly attributable transaction costs.

As at June 30, 2014 and 2013, the Group's financial liabilities are in the nature of other financial liabilities. As at June 30, 2014 and 2013, the Group has no financial liabilities classified as at FVPL.

Financial Instruments - Subsequent Measurement

The subsequent measurement of financial instruments depends on their classification as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the consolidated statement of income. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are impaired or derecognized. Loans and receivables are included in current assets if maturity is within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables include cash and cash equivalents, receivables and amounts owed by related parties.

AFS Financial Assets

AFS financial assets include equity investments and debt securities. Equity investments classified as AFS are those that are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are included in current assets if it is expected to be realized or disposed of within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

After initial recognition, AFS financial assets are subsequently measured at fair value with unrealized gains and losses recognized under OCI in the "Unrealized valuation gains (losses) on AFS financial assets" in the consolidated statement of changes in equity until the investment is derecognized, at which time the cumulative gain or loss is recognized in the consolidated statement of income, or the investment is determined to be impaired, when the cumulative loss is reclassified from equity to the consolidated statement of income as finance costs.

Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in, first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the EIR. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right of payment has been established. The losses arising from impairment of such investments are recognized in the consolidated statement of income.

The Group's listed and nonlisted equity securities and quoted and unquoted debt securities are classified under this category.

HTM Investments
Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as HTM investments when the Group has the positive intention and ability to hold to maturity. After initial measurement, HTM investments are measured at amortized cost using the EIR, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the EIR. The EIR amortization is included in interest income in the consolidated statement of income. Where the Group sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS financial assets and the Group will be precluded from using the HTM investments account for the current period and for the next two succeeding periods from tainting date. Gains and losses are recognized in the consolidated statement of income when the investments are derecognized or impaired.

As at June 30, 2014, the Group has no HTM investment. As at June 30, 2013, the Group's HTM investments include investments in government debt securities.

Other Financial Liabilities
After initial recognition, interest-bearing other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the amortization process.

The Group's financial liabilities include accounts payable and accrued expenses, rental and other deposits and amounts owed to related parties.

<u>Fair Value of Financial Instruments</u>
The Group measures financial instruments, such as financial assets at FVPL, at fair value at each end of the reporting period. Also, fair values of financial instruments measured are disclosed in Note 31.

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

- In the principal market for the asset or liability, or

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

The principal or the most advantageous market must be accessible to by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business on the end of the reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow analysis or other valuation models.

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

<u>Offsetting of Financial Instruments</u>
Financial assets and financial liabilities are only offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to set off the recognized amounts and the Group intends to either settle, on a net basis, or to realize the asset and settle the liabilities simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented at gross amounts in the consolidated statement of financial position.

<u>Impairment of Financial Assets</u>
The Group assesses at each end of the reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has an impact on the estimated future cash flows of the

financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial Assets Carried at Amortized Cost

For financial assets carried at amortized cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial assets original EIR. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Loans and receivables, together with the associated allowance, are written off when there is no realistic prospect of future recovery. Interest income continues to be recognized based in the original EIR. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets Carried at Fair Values

AFS financial assets include equity investments and debt securities. Equity investments classified as AFS financial assets are those that are neither classified as for trading nor designated at FVPL. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are included in current assets if it is expected to be realized or disposed of within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

After initial recognition, AFS financial assets are subsequently measured at fair value with unrealized gains and losses recognized as other comprehensive income in the “Unrealized valuation gains (losses) on AFS financial assets” in the consolidated statement of changes in equity until the financial asset is derecognized, at which time the cumulative gain or loss is recognized in consolidated statement of income, or the investment is determined to be impaired, when the cumulative loss is reclassified from equity to the consolidated statement of income in finance costs.

Where the Company holds more than one investment in the same security, these are deemed to be disposed of on a first-in, first-out basis. Interest earned on holding AFS financial assets are reported as interest income using the EIR. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right of payment has been established. The losses arising from impairment of such financial assets are recognized in the consolidated statement of income.

Future interest income continues to be accrued based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. The interest income is recorded in the consolidated statement of income. If, in subsequent year, the fair value of a debt instrument increased and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument has been incurred, the amount of the loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Derecognition of Financial Instruments

Financial Assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained all the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognized in the consolidated statement of income.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV).

Costs incurred in bringing each product to its present location are accounted for as follows:

- Finished goods - direct materials, labor, and proportion of manufacturing overhead based on normal operating capacity but excluding borrowing costs.

- Factory supplies and spare parts - purchase cost on a moving-average method;

The NRV of finished goods is the selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. NRV of factory supplies and spare parts is the current replacement cost. In determining NRV, the Group considers any adjustment necessary for obsolescence.

Real Estate Held for Sale and Development

Real estate held for sale and development is carried at the lower of cost and NRV. NRV is the selling price in the ordinary course of business less the costs of completion, marketing and distribution. Cost includes acquisition cost of the land plus development and improvement costs. Borrowing costs incurred on loans obtained to finance the improvements and developments of real estate held for sale and development are capitalized while development is in progress.

Creditable Withholding Taxes (CWTs)

CWTs which are claimed against income tax due represents excess of the tax payable and are carried over in the succeeding period for the same purpose.

Input Value-added Tax (VAT)

Input VAT represents VAT imposed on the Group by its suppliers for the purchase of domestic goods and/or services as required by Philippine taxation laws and regulations. Input VAT is presented as current asset.

Investment in an Associate

The Group's investment in an associate is accounted for using the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in an associate is carried in the consolidated statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate.

When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The Group's share of profit of an associate is shown on the face of the consolidated statement of income. This is the profit attributable to equity holders of the associate and, therefore, is profit after tax and non-controlling interests in the subsidiaries of the associate.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an additional impairment loss on its investments in associates. The Group determines at each reporting date whether there is any objective evidence that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associates and its carrying value and recognizes the amount in the "Equity on net income of an associate" in the consolidated statement of income.

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

In the Parent Company's separate financial statements, investment in an associate is accounted for at cost less impairment losses.

Investment in an associate pertains to the 20% percentage of ownership in investment in BIB Aurora Insurance Brokers, Inc. (BAIBI).

As discussed in Note 8, the SEC approved the debt to equity conversion of Cyber Bay resulting to a change in percentage ownership of POPI from 22.28% to 10.46%. As a result of the change in ownership interest and loss of significant influence, the investment in Cyber Bay has been classified as AFS financial asset starting November 13, 2012.

Leasehold Rights
Leasehold rights are stated at cost and are amortized on a straight line basis over the remaining term of the lease from the start of commercial operation.

Investment Properties
The Group's investment properties include properties utilized in its mall operations, condominium unit, commercial building and certain land which are held for rentals while the rest of the land is held for capital appreciation.

Investment properties utilized in its mall operations are stated at their revalued amount as deemed cost as allowed under PFRS less accumulated depreciation and amortization and any accumulated impairment losses. Condominium unit and commercial building are stated at cost less accumulated depreciation and any accumulated impairment losses. Land is stated at cost less any impairment in value.

The initial cost of investment properties include the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Leasehold improvements under investment properties (including buildings and structures) on the leased land are carried at cost less accumulated amortization and any impairment in value.

Investment properties are derecognized when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of income in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Leasehold improvements and investment properties are amortized on a straight-line basis over the estimated useful lives or the term of the lease, whichever is shorter.

The lease contract on a land where investment property is located is for twenty five (25) years, which is also the amortization period of the investment property. In December 2009, the lease contract on a land where the Group's primary investment property is located was renewed (see Note 27). As a result of the lease renewal, and the review of the estimated useful life and amortization period of the said investment property, management came to a conclusion that there has been a significant change in the expected pattern of economic benefits from the said property of the Group. As a result, the Group prospectively revised the remaining amortization period of this property from an average of twenty five (25) years (which is the shorter of the lease term and the estimated useful life) to thirty five (35) years effective September 5, 2014. The change has been accounted for as a change in accounting estimates.

Property, Plant and Equipment

Land and Improvements and Buildings and Improvements at Revalued Amount

Land and buildings together with their improvements stated at appraised values were determined by an independent firm of appraisers. The excess of appraised values over the acquisition costs of the properties is shown under the "Revaluation increment in property, plant and equipment" account in the consolidated statement of financial position and in the consolidated statement of changes in equity. An amount corresponding to the difference between the depreciation based on the revalued carrying amount of the asset and depreciation based on the original cost is transferred annually from "Revaluation increment on property, plant and equipment" to "Deficit" account in the consolidated statement of financial position.

Leasehold Improvements, Machinery and Equipment, Transportation Equipment, Furniture, Fixtures and Equipment , Condominium Units and Improvements, and Hotel Equipment at Cost

Property, plant and equipment are carried at cost, less accumulated depreciation, amortization and any impairment in value. The initial cost of property, plant and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the property, plant and equipment to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefit expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

Depreciation and amortization are calculated on a straight-line basis over the estimated useful life of the property, plant and equipment as follows:

	Years
Land and improvements	30
Buildings and improvements	30
Machinery and equipment	5-10
Transportation equipment	5
Furniture, fixtures and equipment	3-5
Condominium units and improvements	25
Hotel equipment	5

Leasehold improvements are amortized on a straight-line basis over three (3) to five (5) years or the term of the lease, whichever is shorter.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. 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 asset) is included in the consolidated statement of income in the year the asset is derecognized.

The residual values, useful lives and depreciation and amortization methods are reviewed and adjusted if appropriate, at each end of the reporting period.

Fully depreciated assets are retained in the accounts until these are no longer in use. When assets are sold or retired, the cost and the related accumulated depreciation and amortization and any impairment in value are eliminated from the accounts and any gain or loss resulting from their disposal is included in the consolidated statement of income.

Software Costs
Acquired software license is capitalized on the basis of costs incurred to acquire and bring to use the specific software. Software license is amortized on a straight-line basis over its estimated useful life of three (3) to four (4) years. Costs associated with the development or maintenance of computer software programs are recognized as expense when incurred in the consolidated statement of income.

An item of software license is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset is included in the consolidated statement of income in the year the items is derecognized.

The Group's capitalized software costs includes purchase price payments for new software and other directly related costs necessary to bring the asset to use.

Impairment of Nonfinancial Assets

Inventories

The Group recognizes provision for inventory losses when the net realizable values of inventory items become lower than the costs due to obsolescence or other causes. Obsolescence is based on the physical and internal condition of inventory items. Obsolescence is also established when inventory items are no longer marketable. Obsolete goods, when identified, are written down to their net realizable values.

Real Estate for Sale and Development, Leasehold Rights, Investment Properties, Property, Plant and Equipment and Software Costs

The Group assesses at each end of the reporting period whether there is an indication that real estate for sale and development, leasehold rights, investment properties, property, plant and equipment and software costs may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash-generating units (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

A previously recognized impairment loss is reversed by a credit to current operations to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

Nonfinancial Other Current and Noncurrent Assets

The Group provides allowance for impairment losses on nonfinancial other current and noncurrent assets when they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for impairment losses would increase recorded expenses and decrease other current and noncurrent assets.

Recovery of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. The recovery is recorded in the consolidated statement of income. However, the increased carrying amount of an asset due to a recovery of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined had no impairment loss been recognized for that asset in prior years.

Product Classification

Insurance contracts are defined as those containing significant insurance risk at the inception of the contract, or those where at the inception of the contract, there is a scenario with commercial substance where the level of insurance risk may be significant over time. The significance of insurance risk is dependent on both the probability of an insured event and the magnitude of its potential effect. As a general guideline, the Group defines significant insurance risk by comparing benefits paid with benefits payable if the insured event did not occur. Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, even if the insurance risk reduces significantly during this period, unless all rights and obligations are extinguished or has expired. Investment contracts can however be reclassified as insurance contracts after inception if the insurance risk becomes significant.

Recognition and Measurement

a) Premium Revenue

Premiums from short-duration insurance contracts are recognized as revenue over the period of the contracts using the 24th method, except for premiums arising from marine cargo where the provision for unearned premiums pertains to the premiums for the last two months of the year. The portion of the premiums written that relates to the unexpired periods of the policies at financial reporting dates is accounted for as "Reserve for unearned premiums" and shown as part of "Accounts payable and accrued expenses" in the Liabilities section of the consolidated statement of financial position. The related reinsurance premiums ceded that pertain to the unexpired periods at financial reporting dates are accounted for as "Deferred reinsurance premiums" and shown under "Other noncurrent assets" in the Assets section of the consolidated statement of financial positions. The net changes in these accounts between financial reporting dates are charged to or credited against income for the period.

b) Insurance Contract Liabilities

Insurance contract liabilities are recognized when contracts are entered into and premiums are charged.

Provision for Unearned Premiums

The proportion of written premiums, gross of commissions payable to intermediaries, attributable to subsequent periods is deferred as provision for unearned premiums using the 24^{th} method, except for the marine cargo's last two months of the year. The change in the provision for unearned premiums is taken to the consolidated statement of income in the order that revenue is recognized over the period of risk. Further provisions are made to cover claims under unexpired insurance contracts which may exceed the unearned premiums and the premiums due in respect of these contracts.

Claims Provision and Incurred but not Reported (IBNR) losses

Outstanding claims provision are based on the estimated ultimate cost of all claims incurred but not settled at the financial reporting date, whether reported or not, together with related claims handling costs and reduction for the expected value of salvage and other recoveries. Delays can be experienced in the notification and settlement of certain types of claims, therefore the ultimate cost of which cannot be known with certainty at the reporting date. The liability is not discounted for the time value of money and includes IBNR losses. No provision for equalization or catastrophic reserves is recognized. The liability is derecognized when the contract expires, is discharged or is cancelled.

Liability Adequacy Test

At each financial reporting date, liability adequacy tests are performed to ensure the adequacy of insurance contract liabilities. In performing the test, current best estimates of future cash flows, claims handling and policy administration expenses are used. Any inadequacy is immediately charged to the consolidated statement of income by establishing an unexpired risk provision for losses arising from the liability adequacy tests.

c) Reinsurance Assets
The Group cedes insurance risk in the normal course of business. Reinsurance assets represent balances due from reinsurance companies for ceded insurance liabilities. Recoverable amounts are estimated in a manner consistent with the outstanding claims provisions and are in accordance with the reinsurance contract.

An impairment review is performed on all reinsurance assets when an indication of impairment arises during the financial reporting period. Impairment occurs when objective evidence exists that the Group may not recover outstanding amounts under the terms of the contract and when the impact on the amounts that the Group will receive from the reinsurer can be measured reliably. The impairment loss is recorded in the consolidated statement of income.

Ceded reinsurance arrangements do not relieve the Group from its obligations to policyholders.

The Group also assumes reinsurance risk in the normal course of business for insurance contracts when applicable. Premiums and claims on assumed reinsurance are recognized as income and expense in the same manner as they would be if the reinsurance were considered direct business, taking into account the product classification of the reinsured business.

Deferred Acquisition Costs
Commission and other acquisition costs incurred during the financial reporting period that are related to securing new insurance contracts and/or renewing existing insurance contracts, but which relates to subsequent financial periods, are deferred to the extent that they are recoverable out of future revenue margins. All other acquisition costs are recognized as an expense when incurred.

Subsequent to initial recognition, these costs are amortized using the twenty-forth (24^{th}) method except for marine cargo where the deferred acquisition costs pertain to the commissions for the last two (2) months of the year. Amortization is charged to the consolidated statement of income. The unamortized acquisition costs are shown as deferred acquisition cost under "other noncurrent assets".

Rental and Other Deposits
Customer rental and other deposits represent payment from tenants on leased properties which are refundable at the end of the lease contract.

Subscriptions Payable
Subscriptions payable pertains to the Group's unpaid subscription of shares of stock of other entities. These are recognized and carried in the books at the original subscription price in exchange of which, the shares of stock will be issued.

Capital Stock
Common shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds. The excess of proceeds from issuance of shares over the par value of shares are credited to "Additional paid-in capital".

Deficit
Deficit includes accumulated losses attributable to the Group's equity holders.

Other Comprehensive Income (Loss)
Other comprehensive income (loss) comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRS.

Revenue Recognition
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be reliably measured, regardless of when payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized:

Rental
Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and included in revenue due to its operating nature.

Insurance Premiums and Commissions - net
Premiums from short-duration insurance contracts are recognized as revenue over the period of the contracts using the 24th method, except for premiums arising from marine cargo where the provision for unearned premiums pertains to the premiums for the last two months of the year. The portion of the premiums written that relates to the unexpired periods of the policies at financial reporting dates is accounted for as “Reserve for unearned premiums” and shown as part of “Insurance contract liabilities” in the Liabilities section of the consolidated statement of financial position. The related reinsurance premiums ceded that pertain to the unexpired periods at financial reporting dates are accounted for as “Deferred reinsurance premiums” and shown under “Reinsurance assets” in the Assets section of the statement of consolidated financial positions. The net changes in these accounts between financial reporting dates are charged to or credited against income for the period.

Reinsurance commissions are recognized as revenue over the period of the contracts using the 24th method, except for marine cargo where the deferred reinsurance commission pertains to the premiums for the last two months of the year. The portion of the commissions that relates to the unexpired periods of the policies at the financial reporting date is accounted for as “Deferred reinsurance commissions” in the Liabilities section of the consolidated statement of financial position.

Gain on Sale of AFS Financial Assets
Gain on sale of AFS financial assets is recognized when the Group sold its AFS financial assets higher than its fair market value at the time of sale.

Merchandise Sales - net
Revenue from sale of merchandise is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

Interest Income
For all financial instruments measured at amortized cost and interest bearing financial assets classified as AFS financial assets, interest income or expense is recorded using the EIR, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Dividend Income
Dividend income is recognized when the Group's right to receive the payment is established.

Service Fees
Service fees are recognized based on agreed rates upon completion of the service.

Cost and Expenses
Cost and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Expenses are recognized in the consolidated statement of income in the period these are incurred.

Operating Expenses
Operating expenses consist of cost associated with the development and execution of day-to-day operations of the Group. These are generally recognized when the services are incurred or the related expenses arise.

Cost of Goods Sold and Services
Cost of sales and services are incurred in the normal course of the business and are recognized when incurred. These comprise cost of goods sold, services, merchandise and handling services.

Earnings Per Share
Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the Parent Company (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Retirement Benefits Costs
The Group has a funded, non-contributory defined benefit retirement plan.

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

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:

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

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as "Retirement benefits costs" under personnel costs in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

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

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to the consolidated statement of comprehensive income in subsequent periods. Remeasurements recognized in OCI after the initial adoption of the Revised PAS 19 are retained in OCI which is included in 'Loss on remeasurement of retirement benefits plan' under equity.

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

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

Employee Leave Entitlement
Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve (12) months after the end of the reporting period is recognized for services rendered by employees up to the end of the reporting period.

Leases
Determination of Whether an Arrangement Contains a Lease
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement. A reassessment is made after the inception of the lease only if one of the following applies:

a. There is a change in contractual terms, other than a renewal or extension of the arrangement;

b. A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;

c. There is a change in the determination of whether fulfillment is dependent on a specified asset; or

d. There is a substantial change to the asset.

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

Operating Lease Commitments - Group as a Lessor
Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Rent income from operating leases are recognized as income on a straight-line basis over the lease term or based on the terms of the lease, as applicable. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

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

<u>Foreign Currency Translation</u>
Transactions in foreign currencies are initially recorded in Philippine peso based on the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency exchange rate at the end of the reporting period. All differences arising on settlement or translation of monetary items are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on retranslation of non-monetary items is treated in line with the recognition of gain or loss on change in fair value of the item.

<u>Income Taxes</u>
Current Income Tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted as at the end of the reporting period.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the profit or loss in the consolidated statement of income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward benefits of unused net operating loss carryover (NOLCO) and unused tax credits from excess minimum corporate income tax (MCIT), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences, and the carry forward of unused NOLCO and MCIT can be utilized, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and sufficient future taxable profits will be available against which the temporary differences can be utilized.

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

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

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

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

Claims

The liabilities for unpaid claim costs (including incurred but not reported losses) and claim adjustment expenses relating to insurance contracts are accrued when insured events occur. The liabilities for unpaid claims are based on the estimated ultimate cost of settling the claims. The method of determining such estimates and establishing reserves is continually reviewed and updated. Changes in estimates of claim costs resulting from the continuous review process and differences between estimates and payments for claims are recognized as income or expense for the period in which the estimates are changed or payments are made. Estimated recoveries on settled and unsettled claims are evaluated in terms of the estimated realizable values of the salvaged recoverables and deducted from the liability for unpaid claims. The unpaid claim costs are accounted as Claims payable under "Accounts payable and accrued expenses" account in the consolidated statement of financial position.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement.

Contingencies

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

Segment Reporting

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

Segment revenue, expenses and performance include transfers between business segments. The transfers are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

Events After the End of the Reporting Period

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

3. **Significant Accounting Judgments, Estimates and Assumptions**

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

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

Judgments

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

Determining Functional Currency

Based on the economic substance of underlying circumstances relevant to the Group, the functional currency of the Group has been determined to be the Philippine peso. The Philippine peso is the currency of the primary economic environment in which the Group operates and it is the currency that mainly influences the underlying transactions, events and conditions relevant to the Group.

Determining Classification of Financial Instruments

The Group classifies a financial instrument, or its component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual agreement and definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

Determining Loss of Significant Influence

The Group assesses whether lack of significant influence over an associate is evident. Aside from the presumption that holding of less than 20.0% of the voting power does not give rise to significant influence, the management also considers other circumstances that may lead them to believe that the Group cannot exercise significant influence over its associate. Such circumstances include inability to obtain timely financial information or cannot obtain more information than investors with significant influence, the Group's views and economic decisions are not considered in the operations of the investee, and other investors are opposing the Group's attempt to exercise significant influence. In 2013, the ownership interest of the Group over its investment in Cyber Bay has decreased from 22.28% to 10.46% (see Note 8) and management assessed that the Group has lost its significant influence over its investment in Cyber Bay. The Group therefore reclassified its investment in Cyber Bay as AFS financial asset from investment in associates.

Determining Classification of Investment Properties
The Group classifies its buildings and improvements and land and improvements either as investment property or owner-occupied property based on its current intentions where it will be used. When buildings and improvements as well as land and improvements are held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. Buildings and improvements and land and improvements which are held for rent are classified as investment properties.

Assessing Operating Lease Commitments - Group as Lessor
The Group has entered into commercial property leases on its investment properties portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out under operating lease arrangements.

Assessing Operating Lease Commitments - Group as Lessee
The Group has entered into a lease agreement for the corporate office space and a subsidiary's mall operations. The Group has determined that it does not obtain all the significant risks and rewards of ownership of the assets under operating lease arrangements.

Estimates and Assumptions
The key estimates and 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 financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes in circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimating Casualty Loss
As a result of the fire which occurred on September 4, 2012, the Group, in its own initiative, made an assessment of the extent of the damages sustained on its individual assets, including receivables, investment properties and property, plant and equipment. The reassessment was conducted with the joint coordination of the Group's engineering and operations group and other technical consultants, taking into consideration various factors such as assets' net book values, restoration costs and usability as of the reassessment date. Judgment by management was particularly employed when deciding whether an asset should be provided with full or partial allowance for losses.

These property losses, with a net book value of ₱63.2 million are recorded as "Casualty loss" in the consolidated statement of income.

Estimating Recovery from Insurance
Management estimates that the recorded amount of the recovery from insurance is virtually certain after an exhaustive review of its existing insurance coverage against the casualty loss incurred and the discussions with and inspections conducted by the insurance company, adjusters, and technical consultants. In 2014 and 2013, the Group recorded recovery from insurance amounting to ₱269.3 million and ₱78.1 million, respectively (see Note 1).

Estimating Allowance for Impairment Losses on Receivables and Amounts Owed by Related Parties

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

For the receivables, the Group evaluates specific accounts where the Group has information that certain customers or third parties are unable to meet their financial obligations and considers cumulative assessment for the risk of the collectability of past due accounts. Facts, such as the Group's length of relationship with the customers or other parties and the customers' or other parties' current credit status, are considered to ascertain the amount of allowance that will be provided. The allowances are evaluated and adjusted as additional information is received.

For the amounts owed by related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing allowance against the recorded receivable amounts.

Provision for impairment losses on receivables amounted to ₱0.7 million, ₱20.9 million and ₱21.9 million in 2014, 2013 and 2012, respectively. Reversal of impairment losses on receivables amounted to ₱1.3 million, ₱0.4 million and ₱12.2 million in 2014, 2013 and 2012, respectively. Receivables amounted to ₱596.0 million and ₱873.3 million as at June 30, 2014 and 2013, respectively, net of allowance for impairment losses amounting to ₱308.8 million and ₱316.3 million as at June 30, 2014 and 2013, respectively (see Note 5).

There was no provision for impairment loss on amounts owed by related parties recognized in 2014, 2013 and 2012. Reversal of impairment losses on amounts owed by related parties amounted to nil, ₱62.5 million and nil in 2014, 2013 and 2012. Amounts owed by related parties amounted to ₱0.02 million and ₱0.03 million as at June 30, 2014 and 2013, respectively, net of allowance for impairment losses amounting to ₱1.6 million as at June 30, 2014 and 2013 (see Note 18).

Estimating Allowance for Inventory Losses

The Group maintains an allowance for inventory losses. The level of this allowance is evaluated by management on the basis of factors that affect the recoverability of the inventory. These factors include, but are not limited to, the physical condition and location of inventories on hand, the fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period, and the purpose for which the inventory item is held.

Provision for inventory losses amounted to ₱1.8 million, ₱71.0 million, and ₱16.0 million in 2014, 2013 and 2012, respectively. Recovery on allowance for inventory losses amounted to ₱0.2 million in 2014 and nil in 2013 and 2012. Inventories amounted to ₱18.5 million and ₱34.8 million as at June 30, 2014 and 2013, respectively, net of allowance for inventory losses amounting to ₱82.0 million and ₱97.9 million as at June 30, 2014 and 2013, respectively (see Note 6).

Estimating Allowance for Impairment Losses on Real Estate for Sale and Development
The Group maintains an allowance for real estate for sale and development losses. The level of this allowance is evaluated by management on the basis of factors that affect the recoverability of the real estate for sale and development. These factors include, but are not limited to, the physical condition and location of real estate for sale and development, the fluctuations of price or cost directly relating to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period, and the purpose for which the real estate for sale and development item is held.

There was no impairment loss recognized in 2014, 2013 and 2012. Real estate for sale and development amounted to ₱429.5 million and ₱280.2 million as at June 30, 2014 and 2013, respectively (see Note 7).

Estimating Allowances for Impairment Losses of AFS Financial Assets
The Group recognizes impairment losses on AFS financial assets when there has been a significant or prolonged decline in the fair value of such investments below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment. For equity instruments, when determining whether the decline in value is significant, the Group considers historical volatility of share price (i.e., the higher the historical volatility, the
greater the decline in fair value before it is likely to be regarded as significant) and the period of time over which the share price has been depressed (i.e., a sudden decline is less significant than a sustained fall of the same magnitude over a longer period). For debt instruments, impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on the AFS financial assets previously recognized in the consolidated statement of income.

Provision for impairment losses on AFS financial assets amounted to ₱2.6 million, ₱291.5 million and nil in 2014, 2013 and 2012, respectively. The carrying amount of AFS financial assets amounted to ₱1,643.9 million and ₱1,238.3 million as at June 30, 2014 and 2013, respectively, net of allowance for impairment losses amounting to ₱294.10 and ₱291.5 million as at June 30, 2014 and 2013, respectively (see Note 8).

Estimating Allowance for Impairment of HTM Investment
The Group determines impairment of its HTM investment based on its evaluation of objective evidence of impairment which includes observable data that comes to the attention of the Group such as, but not limited to, significant financial difficulty of the counterparty or the probability that the issuer will enter bankruptcy or other financial reorganization.

There was no provision for impairment loss recognized in 2014, 2013 and 2012. The carrying value of HTM investment amounted to nil and ₱2.0 million as at June 30, 2014 and 2013 (see Note 9).

Estimating Allowance for Impairment Losses of Investments in an Associate
PFRS requires that an impairment review be performed when certain impairment indicators are present. Determining the fair value of investments in associates, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such asset, requires the Group to make estimates and assumptions that can materially affect its consolidated financial statements. Future events could cause the Group to conclude that the investment is impaired. Any resulting impairment loss could have a material adverse impact on the consolidated statement of financial position and consolidated statement of income.

There was no provision for impairment loss recognized in 2014, 2013 and 2012. Investments in an associate amounted to ₱2.6 million as at June 30, 2014 and 2013 (see Note 11).

Estimating Useful Lives of Leasehold Rights, Investment Properties, Property, Plant and Equipment and Software Costs
The estimated useful lives used as bases for depreciating and amortizing the Group's leasehold rights, investment properties, property, plant and equipment and software costs were determined on the basis of management's assessment of the period within which the benefits of these asset items are expected to be realized taking into account actual historical information on the use of such assets as well as industry standards and averages applicable to the Group's assets.
The Group estimates the useful lives of its leasehold rights, investment properties, property, plant and equipment and software costs based on the period over which the assets are expected to be available for use. The estimated useful lives of leasehold rights, investment properties, property, plant and equipment and software costs are reviewed, at least, annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of these assets increase depreciation and amortization and decrease in the corresponding leasehold rights, investment properties, property, plant and equipment and software costs.

The carrying value of leasehold rights amounted to nil and ₱4.2 million as at June 30, 2014 and 2013, respectively (see Note 27).

The carrying value of investment properties amounted to ₱737.5 million and ₱754.6 million as at June 30, 2014 and 2013, respectively (see Note 12).

The carrying value of property, plant and equipment amounted to ₱672.1 million and ₱704.7 million as at June 30, 2014 and 2013, respectively (see Note 13).

The carrying value of software costs amounted to ₱9.0 million and ₱8.2 million as at June 30, 2014 and 2013, respectively (see Note 14).

Estimating Allowance for Impairment Losses of Investment Properties
PFRS requires that an impairment review be performed when certain impairment indicators are present. Determining the value of investment properties which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets requires the Group to make estimates and assumptions that can materially affect its consolidated financial statements. Future events could cause the Group to conclude that this asset may not be recoverable. Any resulting impairment loss could have a material adverse impact on financial condition and results of operations of the Group.

Provision for impairment losses on investment properties amounted to nil, ₱6.6 million and nil in 2014, 2013 and 2012, respectively. In 2013, the Group recorded the provision for impairment loss amounting to ₱6.6 million as part of casualty loss in relation to the fire. The carrying value of investment properties amounted to ₱737.5 million and ₱754.6 million as at June 30, 2014 and 2013, respectively, net of allowance for impairment losses amounting to ₱6.3 million and ₱6.6 million as at June 30, 2014 and 2013, respectively (see Note 12).

Estimating Allowance for Impairment Losses of Leasehold Rights, Property, Plant and Equipment, and Software Costs

The Group assesses impairment of leasehold rights, property, plant and equipment, and software costs whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;

- significant changes in the manner of use of the acquired assets or the strategy for overall business; and

- significant negative industry or economic trends.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.

These assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss would be recognized whenever evidence exists that the carrying value is not recoverable. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

An impairment loss is recognized and charged to earnings if the discounted expected future cash flows are less than the carrying amount. Fair value is estimated by discounting the expected future cash flows using a discount factor that reflects the risk-free rate of interest for a term consistent with the period of expected cash flows.

The carrying value of leasehold rights amounted to nil and ₱4.2 million as at June 30, 2014 and 2013, respectively (see Note 27).

The carrying value of property, plant and equipment amounted to ₱672.1 million and ₱704.7 million as at June 30, 2014 and 2013, respectively (see Note 13).

The carrying value of software costs amounted to ₱9.0 million and ₱8.2 million as at June 30, 2014 and 2013, respectively (see Note 14).

Estimating Allowance for Impairment Losses on Non-financial Other Current and Noncurrent Assets

The Group provides allowance for losses on non-financial other current and noncurrent assets whenever they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for losses would increase recorded expenses and decrease non-financial other current and noncurrent assets.

Provisions for impairment losses on non-financial other current assets amounted to ₱0.01 million, ₱0.2 million, and ₱0.1 million in 2014, 2013 and 2012, respectively. As at June 30, 2014 and 2013, the carrying value of non-financial other current assets amounted to ₱210.4 million and ₱198.2 million, respectively, net of allowance for impairment losses amounting to ₱2.8 million and ₱3.0 million as at June 30, 2014 and 2013, respectively (see Note 10).

There was no provision for impairment losses on non-financial other noncurrent assets recognized in 2014, 2013 and 2012. As at June 30, 2014 and 2013, the carrying value of non-financial other noncurrent assets amounted to ₱100.6 million and ₱84.4 million, respectively (see Note 15).

Claims Liability Arising from Insurance Contracts
Estimates have to be made both for the expected ultimate cost of claims reported at the financial reporting period and for the expected ultimate cost of the IBNR claims as at financial reporting period. It can take a significant period of time before the ultimate claim costs can be established with certainty. The primary technique adopted by management in estimating the cost of notified and IBNR claims is that of using past claims settlement trends to predict future claims settlement trends. At each financial reporting period, prior year claims estimates are assessed for adequacy and changes made are charged to current year provision.

The carrying values of claims payable amounted to ₱267.0 million and ₱594.6 million as at June 30, 2014 and 2013, respectively (see Note 16).

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

Retirement benefit costs amounted to ₱25.3 million and ₱21.3 million and ₱19.5 million in 2014, 2013 and 2012, respectively. As at June 30, 2014 and 2013, the retirement benefits liability of the Group amounted to ₱99.2 million and ₱138.3 million, respectively (see Note 23).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. Further details about the assumptions used are provided in Note 23.

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

Deferred income tax assets recognized in the books amounted to ₱62.6 million and ₱70.2 million as at June 30, 2014 and 2013, respectively (see Note 24).

Temporary differences for which no deferred income tax assets were recognized as the management has assessed that it is not probable that sufficient future taxable income will be available for which the benefit of the deferred income tax assets can be utilized amounted to ₱1,236.6 million and ₱1,195.5 million as at June 30, 2014 and 2013, respectively (see Note 24).

Estimating Contingencies
The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with inside and outside legal counsel handling the defense in these matters and is based upon the analysis of potential results. It is possible, however, that future results of operations could be materially affected by changes in estimates or in the effectiveness of the strategies relating to these proceedings.

Estimating Fair Values of Financial Instruments
Where the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Any change in the fair value of these financial instruments would directly affect the consolidated statement of income and consolidated statement of changes in equity.

Fair values of financial assets as at June 30, 2014 and 2013 amounted to ₱3,250.4 million and ₱3.399.0 million, respectively, while the fair values of financial liabilities as at June 30, 2014 and 2013 amounted to ₱876.4 million and ₱1236.0 million, respectively (see Note 31).

4. **Cash and Cash Equivalents**

	2014	2013
	(In Thousands)	
Cash on hand and in banks	**₱98,623**	₱99,869
Short-term investments	**280,006**	546,008
	₱378,629	₱645,877

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates.

Interest earned from cash in banks amounted to ₱1.0 million, ₱0.3 million, and ₱0.4 million in 2014, 2013 and 2012, respectively. Interest earned from short-term investments amounted to ₱4.8 million, ₱5.5 million, and ₱6.4 million in 2014, 2013 and 2012, respectively (see Note 22).

5. **Receivables**

	2014	2013
	(In Thousands)	
Trade debtors	**₱141,187**	₱156,644
Insurance receivables	**506,857**	785,325
Others	**256,760**	247,604
	904,804	1,189,573
Less allowance for impairment losses	**308,758**	316,281
	₱596,046	₱873,292

Trade debtors are both interest and non-interest bearing and are generally collectible on thirty (30) days' term. The interest rates used ranges from 5% to 10% per annum.

Insurance receivables consist of premiums receivable, due from ceding companies, reinsurance recoverable on paid and unpaid losses - facultative, funds held by ceding companies and reinsurance accounts receivables and are generally on 60 to 180 days' term.

Other receivables include noninterest-bearing receivables of OLI from Cosco Land Corporation (CLC) which are due and demandable amounting to ₱167.8 million as at June 30, 2014 and 2013. These receivables are collateralized by the shares of stock of Cyber Bay owned by CLC. The receivables from CLC are fully provided with allowance.

Advances to suppliers and contractors, advances to officers and employees and interest receivables also form part of other receivables. These are non-interest bearing and are generally collectible on demand.

In 2014, the Parent Company has written-off portion of its advances to service providers and other receivables amounted to ₱6.97 million

Allowance for impairment losses pertains to specific and collective assessments. The movements of allowance for impairment losses on receivables are as follows:

	Trade debtors	Insurance receivables	Others	Total
	(In Thousands)			
At June 30, 2011	₱58,147	₱11,441	₱192,912	₱262,500
Provisions (Note 20)	17,619	–	4,254	21,873
Reversal	(5,685)	(3,865)	(2,667)	(12,217)
At July 1, 2012	70,081	7,576	194,499	272,156
Provisions (Note 20)	20,759	179	–	20,938
Write-off	–	–	(77)	(77)
Recovery	(402	–	–	(402)
Reclassification (Note 18)	–	–	23,666	23,666
At June 30, 2013	90,439	7,755	218,087	316,281
Provisions (Note 20)	146	586	–	732
Write-off	(2)	–	(6,968)	(6,970)
Recovery	(1,285)	–	–	(1,285)
At June 30, 2014	₱89,298	₱8,341	₱211,119	₱308,758

Interest earned from trade receivables amounted to ₱0.07 million, ₱0.05 million and ₱0.2 million in 2014, 2013 and 2012, respectively (see Note 22).

6. **Inventories**

	2014	2013
	(In Thousands)	
At NRV:		
Finished goods	**₱17,773**	₱31,908
Factory supplies and spare parts	**701**	2,902
	₱18,474	₱34,810

Movements in the allowance for inventory losses are as follows:

	2014	2013	2012
		(In Thousands)	
Beginning balances	**₱97,893**	₱33,526	₱36,385
Provisions (Note 20)	**1,813**	70,952	15,986
Recovery	**(225)**	–	–
Reversal	**(4,360)**	–	–
Write-off	**(13,105)**	(6,586)	(18,845)
	₱82,016	₱97,892	₱33,526

Inventories charged to operations amounted to ₱34.2 million, ₱136.4 million, and ₱187.5 million in 2014, 2013 and 2012, respectively (see Note 20).

7. **Real Estate Held for Sale and Development**

	2014	2013
	(In Thousands)	
Land for development	**₱395,509**	₱246,181
Homelands	**33,998**	33,998
	₱429,507	₱280,179

Land for development pertains to parcels of land located in Calamba, Laguna, Sto. Tomas, Batangas and San Vicente, Palawan. The composition of cost as at June 30, 2014 and 2013 are as follows:

	2014	2013
	(In Thousands)	
Land cost	**₱299,239**	₱152,031
Construction overhead and other related costs	**73,917**	73,438
Professional fees	**17,932**	17,932
Taxes	**4,421**	2,780
	₱395,509	₱246,181

Homelands pertain to land held for sale which is located in Calamba, Laguna.

Movements in the real estate held for sale and development are as follows:

	2014	2013
	(In Thousands)	
Balances at beginning of year	**₱280,179**	₱279,120
Additions	**149,328**	141
Repossessions	**–**	918
Balances at end of year	**₱429,507**	₱280,179

In October 2013, OPDI purchased 58,883 square meters parcel of land situated in Alimanguan, Sto. Nino, San Vicente, Palawan amounting to ₱148.83 million.

Additions include taxes, construction overhead and other related costs incurred during the year.

Repossessions pertain to the cost of repossessed land held for sale located in Calamba, Laguna due to the delinquent payment from land buyers.

8. AFS Financial Assets

	2014	2013
	(In Thousands)	
Listed equity securities	**₱1,390,601**	₱1,299,221
Nonlisted equity securities	**299,661**	31,532
Quoted debt securities	**241,655**	187,832
Unquoted debt securities	**6,082**	11,200
	₱1,937,999	₱1,529,785
Allowance for impairment losses	**294,101**	291,501
	₱1,643,898	₱1,238,284

AFS financial assets in quoted shares of stock are carried at fair value with cumulative changes in fair values presented as a separate account in equity. Meanwhile, unquoted debt and nonlisted equity AFS financial assets are based on discounted future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

On November 13, 2012, the SEC approved the conversion of debt to equity of Cyber Bay resulting to a change in percentage ownership of POPI from 22.28% to 10.46%. The management assessed that the Group ceased to have significant influence over Cyber Bay. As a result of the reduction in the ownership interest and loss of significant influence, the investment in Cyber Bay was reclassified to AFS financial asset starting November 13, 2012. The Group recognized a gain on re-measurement of ₱594.1 million from the reclassification of Cyber Bay investment (see Note 11).

Certain AFS financial assets are reserved investments in accordance with the provisions of the Insurance Code as security for the benefit of policy holders and creditors of the FPIC.

Movements in the allowance for impairment losses are as follows:

	2014	2013
	(In Thousands)	
Balances at beginning of year	**₱291,501**	₱–
Provisions	**2,600**	291,501
Balances at end of year	**₱294,101**	₱291,501

Movements of unrealized valuation gain (losses) on AFS financial assets are as follows:

	Equity Holders	Non-Controlling Interests	Total
		(In Thousands)	
June 30, 2011	₱52,432	₱1,269	₱53,701
Gain recognized directly in equity	95,223	3,346	98,569
Gain transferred from equity to consolidated statement of income	(84,620)	–	(84,620)
July 1, 2012	63,035	4,615	67,650
Gain (loss) recognized directly in equity	65,070	(2,499)	62,571
Gain transferred from equity to consolidated statement of income	(132,964)	–	(132,964)
June 30, 2013	(4,859)	2,116	(2,743)
Gain (loss) recognized directly in equity	247,849	(2,183)	245,666
Loss transferred from equity to consolidated statement of income	(159,189)	–	(159,189)
June 30, 2014	₱83,801	(₱67)	₱83,734

Proceeds from the sale of AFS financial assets amounted to ₱222.9 million, ₱293.4 million and ₱152.8 million in 2014, 2013 and 2012, respectively, with a corresponding gain on sale of ₱159.2 million, ₱147.3 million and ₱110.9 million in 2014, 2013 and 2012, respectively.

Interest earned from AFS financial assets amounted to ₱7.8 million and ₱22.0 million and ₱21.4 million in 2014, 2013 and 2012, respectively.

Dividend income received on AFS financial assets amounted to ₱4.0 million, ₱1.3 million and ₱0.9 million in 2014, 2013 and 2012, respectively.

9. HTM Investments

HTM investments at amortized cost amounted to nil and ₱2.0 million as at June 30, 2014 and 2013, respectively.

HTM investments are reserved investments in accordance with the provisions of the Insurance Code as security for the benefit of policy holders and creditors of the FPIC.

These are investments in government debt securities with interest rate of 9.0% in 2013. These investments matured in July 2013.

Interest earned from HTM investments amounted to nil in 2014 and ₱0.2 million in 2013 and 2012 (see Note 22).

10. **Other Current Assets**

	2014	2013
	(In Thousands)	
CWTs	**₱185,961**	₱175,421
Input VAT	**25,784**	23,492
Prepayments	**1,464**	2,253
	213,209	201,166
Less allowance for impairment losses	**2,819**	2,970
	₱210,390	₱198,196

CWTs are available for offset against income tax payable in the future periods.

Input VAT pertains to taxes earned from transactions with VAT registered vendors during the year.

Prepayments pertain to prepaid insurance, taxes and licenses and other prepaid expenses that are to be amortized over a period of one (1) year.

Movements in the allowance for impairment losses are as follows:

	2014	2013	2012
		(In Thousands)	
Balances at beginning of year	**₱2,970**	₱6,239	₱18,765
Provisions (Note 20)	**61**	193	120
Write-off	**(212)**	(3,462)	(12,646)
Balances at end of year	**₱2,819**	₱2,970	₱6,239

11. **Investments in an Associate**

	2014	2013
	(In Thousands)	
Acquisition costs:		
Balances at beginning of year	**₱5,959**	₱1,416,101
Additions	–	15,666
Reclassification (Note 8)	–	(1,425,808)
Balances at end of year	**5,959**	5,959
Accumulated equity in net losses of associates:		
Balances at beginning of year	**(3,371)**	(160,052)
Equity in net income of associates	**(24)**	32
Reclassification (Note 8)	–	156,649
Balances at end of year	**(3,395)**	(3,371)
	₱2,564	₱2,588

As discussed in Note 8, the investment in Cyber Bay amounting to ₱544.2 million net of accumulated equity in net losses of associates and allowance for impairment losses of ₱156.6 million and ₱725.0 million, respectively, was reclassified to AFS financial asset starting November 13, 2012.

Summarized combined financial statement information of the associate follows:

	2014	2013
	(In Thousands)	
Current assets	**₱10,098**	₱10,150
Noncurrent assets	**21**	65
Total liabilities	**297**	268
Revenue	**450**	693
Costs and expenses	**524**	543
Net income (loss)	**(125)**	167

12. **Investment Properties**

As at June 30, 2014

	Buildings and Improvements	**Land and Improvements**	**Total**
		(In Thousands)	
Cost			
At beginning of year	**₱2,167,397**	**₱131,624**	**₱2,299,021**
Additions	**15,477**	**–**	**15,477**
Write-off	**(1,833)**	**–**	**(1,833)**
At end of year	**2,181,041**	**131,624**	**2,312,665**
Accumulated Depreciation and Amortization			
At beginning of year	**1,537,382**	**414**	**1,537,796**
Depreciation and amortization (Note 20)	**32,167**	**138**	**32,305**
Write-off	**(1,205)**	**–**	**(1,205)**
At end of year	**1,568,344**	**552**	**1,568,896**
Balance	**612,697**	**131,072**	**743,769**
Less: Allowance for impairment losses	**6,281**	**–**	**6,281**
Net book values	**₱606,416**	**₱131,072**	**₱737,488**

As at June 30, 2013

	Buildings and Improvements	Land and Improvements	Total
		(In Thousands)	
Cost			
At beginning of year	₱2,187,055	₱131,624	₱2,318,679
Additions	58,486	–	58,486
Write-off (Note 1)	(78,144)	–	(78,144)
At end of year	2,167,397	131,624	2,299,021
Accumulated Depreciation and Amortization			
At beginning of year	1,528,556	276	1,528,832
Depreciation and amortization (Note 20)	30,511	138	30,649
Write-off (Note 1)	(21,685)	–	(21,685)
At end of year	1,537,382	414	1,537,796
Balance	630,015	131,210	761,225
Less: Allowance for impairment losses	6,621	–	6,621
Net book values	₱623,394	₱131,210	₱754,604

Investment properties of TPI substantially represent leasehold improvements on the land leased from Philippine National Railways (PNR) which are utilized in TPI's office space, mall operations and held for rentals. Upon adoption of PAS 40, *Investment Property*, upon its transition in 2005, TPI chose the cost model and continues to carry these investment properties at deemed cost using their revalued amount as allowed under PFRS.

TPI's investment properties were valued by independent professionally qualified appraisers. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price).

The appraised property consists of land, other land improvements, and building, machinery and equipment, located along Claro M. Recto Avenue, within Tondo Manila. The hierarchy in which the fair value measurement in its entirety is recognized is at Level 3.

a. Based on the lease contract, TPI leases a land consisting of sixty nine (69) lots, containing an aggregate area of 227,773 square meters.

   The value of the land was estimated using the Sales Comparison Approach. This is a comparative approach that considers the sale of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. Listings and offerings may also be considered.

b. The method used to determine the value of other land improvements and building, machinery and equipment is the Sales Comparison Approach. This is a comparative approach to the value of the property or another asset that considers as a substitute for the purchase of a given property, the possibility of constructing another property that is a replica of, or equivalent to the original or one that could furnish equal utility with no undue cost resulting from delay. It is based on the reproduction or replacement cost of the subject property or asset, less total (accrued) depreciation.

TPI has assessed that the highest and best use for its investment properties held for lease is its current use.

Based on the latest appraisal reports, as determined by an independent firm of appraisers on August 8, 2014, the appraised values of the TPI's investment properties amounted to ₱3,639.7 million as at June 30, 2014 and 2013.

In accordance with the general requirement under PFRS 1, the Group closed out the "Revaluation Reserve" on investment properties account to retained earnings which pertains to the remaining balance of the deemed cost adjustment on investment properties account which arose when the Group transitioned to PFRS in 2005.

On June 30, 2014 and 2013, the net book values of these properties follow:

	2014	2013
	(In Thousands)	
At net book value:		
Original cost	**₱318,859**	₱339,138
Revaluation reserve	**264,911**	279,326
	₱583,770	₱618,464

As discussed in Note 1, certain investment properties were damaged by the fire which occurred on September 4, 2012. After the assessment on the extent of the damage on the individual assets by the Company's engineering and operations group, and together with third party technical consultants, investment properties that were completely destroyed were written off and those that were partially damaged were impaired. These property losses are recorded as "Casualty loss" in the consolidated statements of income.

In 2014, the Management written-off the Bonifacio Plaza

In 2014, the Company written-off the remaining carrying value of Boni Plaza amounting to ₱0.3 million and the allowance for impairment loss recognized in 2013 amounting to ₱0.3 million as the demolition of CB1 affected the operations of Boni Plaza. The property losses on the remaining carrying value of Boni Plaza are recorded as "Loss on write-off on investment properties" in the consolidated statements of income.

Movements in the allowance for impairment losses on investment properties are as follows:

	2014	2013
	(In Thousands)	
Beginning balance	**₱6,621**	₱–
Write-off	**(340)**	–
Provision	–	6,621
	₱6,281	₱6,621

Below is the detail of casualty loss sustained by the Group on investment properties:

	Cost	Accumulated depreciation	Write- off	Allowance for impairment	Casualty Loss
			(In Thousands)		
Cluster Building 1	₱78,144	₱21,685	₱56,459	₱–	₱56,459
Cluster Building 2	45,399	20,277	–	6,281	6,281
Bonifacio Plaza	1,834	1,179	–	340	340
	₱125,377	₱43,141	₱56,459	₱6,621	₱63,080

Rental revenue from investment properties amounted to ₱402.5 million, ₱419.8 million, and ₱491.5 million in 2014, 2013 and 2012, respectively. Direct operating expenses incurred for investment properties amounted to ₱210.1 million, ₱233.9 million, and ₱269.4 million in 2014, 2013 and 2012, respectively.

13. Property, Plant and Equipment

<u>As at June 30, 2014</u>

	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Condominium Units and Improvements	Hotel Equipment	Total
				(In Thousands)			
Cost							
At beginning of year	**₱6,891**	**₱2,088,175**	**₱38,663**	**₱87,034**	**₱8,692**	**₱6,994**	**₱2,236,449**
Additions	**57**	**1,184**	**1,703**	**2,827**	**–**	**99**	**5,870**
Disposals	**–**	**–**	**(882)**	**(304)**	**–**	**–**	**(1,186)**
Reclassification	**–**	**(1,503)**	**–**	**–**	**–**	**–**	**(1,503)**
At end of year	**6,948**	**2,087,856**	**39,484**	**89,557**	**8,692**	**7,093**	**2,239,630**
Accumulated Depreciation and Amortization							
At beginning of year	**6,317**	**2,056,135**	**29,203**	**79,740**	**4,187**	**1,365**	**2,176,947**
Depreciation and amortization (Note 20)	**200**	**5,132**	**3,842**	**3,161**	**217**	**2,042**	**14,594**
Disposals	**–**	**–**	**(882)**	**(270)**	**–**	**–**	**(1,152)**
At end of year	**6,517**	**2,061,267**	**32,163**	**82,631**	**4,404**	**3,407**	**2,190,389**
Net Book Values	**₱431**	**₱26,589**	**₱7,321**	**₱6,926**	**₱4,288**	**₱3,686**	**₱49,241**

	Land and Improvements	Buildings and Improvements	Total
		(In Thousands)	
At revalued amounts:			
At beginning of year	**₱339,582**	**₱694,441**	**₱1,034,023**
Additions	**–**	**4,790**	**4,790**
At end of year	**339,582**	**699,231**	**1,038,813**
Accumulated depreciation and amortization			
At beginning of year	**18,357**	**370,481**	**388,838**
Depreciation and amortization (Note 20)	**680**	**26,453**	**27,133**
At end of year	**19,037**	**396,934**	**415,971**
Net book values	**₱320,545**	**₱302,297**	**₱622,842**

As at June 30, 2013

	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Condominium Units and Improvements	Hotel Equipment	Total
				(In Thousands)			
Cost							
At beginning of year	₱21,415	₱2,090,733	₱44,026	₱84,083	₱8,692	₱1,063	₱2,250,012
Additions	439	2,039	3,573	4,768	–	6,099	16,918
Disposals	–	–	(8,936)	(382)	–	–	(9,318)
Retirements	(9,963)	–	–	(411)	–	–	(10,374)
Write-off	–	(1,614)	–	(887)	–	–	(2,501)
Reclassification	(5,000)	(2,983)	–	(137)	–	(167)	(8,287)
At end of year	6,891	2,088,175	38,663	87,034	8,692	6,995	2,236,450
Accumulated Depreciation and Amortization							
At beginning of year	16,214	2,055,838	34,634	77,089	3,970	–	2,187,745
Depreciation and amortization (Note 20)	66	5,521	3,505	4,208	217	1,402	14,919
Disposals	–	–	(8,936)	(382)	–	–	(9,318)
Retirements	(9,963)	–	–	(402)	–	–	(10,365)
Write-off	–	(5,224)	–	(773)	–	–	(5,997)
Reclassification	–	–	–	–	–	(38)	(38)
At end of year	6,317	2,056,135	29,203	79,740	4,187	1,364	2,176,946
Net Book Values	₱574	₱32,040	₱9,460	₱7,294	₱4,505	₱5,631	₱59,504

	Land and Improvements	Buildings and Improvements	Total
		(In Thousands)	
At revalued amounts:			
At beginning of year	₱339,662	₱686,255	₱1,025,917
Revaluations	(80)	8,186	8,106
At end of year	339,582	694,441	1,034,023
Accumulated depreciation and amortization			
At beginning of year	17,543	343,677	361,220
Depreciation and amortization (Note 20)	814	26,092	26,906
Revaluations	–	712	712
At end of year	18,357	370,481	388,838
Net book values	₱321,225	₱323,960	₱645,185

Certain items of property, plant and equipment identified as idle and included under machinery and equipment were written down to their estimated recoverable amounts.

Gain on sale of property, plant and equipment was recognized in 2014, 2013 and 2012 amounting to ₱0.2 million, ₱1.2 million and ₱1.3 million, respectively.

The fair value of land and improvements and buildings and improvements, which has been determined based on the latest valuations performed by Asian Appraisal Company, Inc. dated July 23, 2013, exceeds its carrying cost. Asian Appraisal Company, Inc. is an industry specialist in valuing these types of properties. The aggregate fair value of land and improvements and buildings and improvements of LCI, a subsidiary, amounted to ₱622.8 million and ₱645.2 million as at June 30, 2014 and 2013, respectively.

Had land and improvements and buildings and improvements been carried at cost, the net book values of these assets would be ₱329.8 million and ₱381.1 million as at June 30, 2014 and 2013, respectively.

As at June 30, 2014 and 2013, the Group continues to utilize fully depreciated property, plant and equipment with an aggregate acquisition cost amounting to ₱1,884.6 million and ₱1,891.2 million, respectively.

As discussed in Note 1, certain property, plant and equipment were damaged by the fire which occurred on September 4, 2012. After the assessment on the extent of the damage on the individual assets by the Company's engineering and operations group, and together with third party technical consultants, property, plant and equipment that were completely destroyed were written off and those that were partially damaged were impaired. These property losses are recorded as "Casualty loss" in the consolidated statement of income.

Below is the detail of casualty loss sustained by the Group on property, plant and equipment:

	Cost	Accumulated depreciation	Write- off	Casualty Loss
		(In Thousands)		
Cluster Building 1	₱454	₱431	₱23	₱23
Cluster Building 2	211	199	12	12
TPI-Offices	1,836	1,704	132	132
	₱2,501	₱2,334	₱167	₱167

14. **Software Costs**

	2014	2013
	(In Thousands)	
At cost:		
Beginning balances	**₱28,968**	₱25,551
Additions	**4,183**	3,095
Reclassification	**–**	322
Ending balances	**33,151**	28,968
Accumulated amortization:		
Beginning balances	**20,790**	17,045
Amortization (Note 20)	**3,404**	3,707
Reclassification	**–**	38
Ending balances	**24,194**	20,790
Net book values	**₱8,957**	₱8,178

15. **Other Noncurrent Assets**

	2014	2013
	(In Thousands)	
Refundable deposits	**₱27,313**	₱30,161
Deferred acquisition cost	**25,641**	20,649
Deferred reinsurance premiums	**24,059**	33,338
Prepaid expenses	**16,177**	5,415
Deferred input VAT	**9,697**	10,929
Unclaimed claims reserve fund	**6,380**	–
Others	**18,665**	14,078
	₱127,932	₱114,570

Refundable deposits pertain to deposits made to utility companies, other suppliers and various miscellaneous deposits.

Deferred acquisition cost pertains to the unamortized acquisition costs incurred during the period that are related to securing new insurance contracts and or renewing existing insurance contracts.

Deferred reinsurance premiums pertain to the unexpired periods of the reinsurance premiums ceded at the end of the reporting period.

Prepaid expenses comprise of advances to insurance companies for personal accident, term life and fire and deposits to lessors which shall be applied in the future.

Deferred input VAT arises from the purchase of services on credit by the Group which is not yet paid as at yearend.

Unclaimed claims reserve fund pertains to fund deposited to MBTC for payment for Class 3 creditors of LCI (see Note 1).

Others consist mainly of various assets that are individually immaterial.

16. **Accounts Payable and Accrued Expenses**

	2014	2013
	(In Thousands)	
Claims payables	**₱266,951**	₱594,620
Reserves for unearned premiums	**111,909**	122,655
Accrued expenses	**93,690**	124,099
Nontrade payables	**62,529**	69,801
Trade payables	**46,997**	45,830
Due to reinsurers and ceding companies	**29,132**	29,899
Others	**62,175**	72,685
	₱673,383	₱1,059,589

Claims payables pertain to the estimated ultimate cost of incurred but not settled claims as at the reporting period.

Reserves for unearned premiums are portion of the premiums that relates to unexpired periods. Accrued expenses include janitorial, security, utilities and other accrued expenses.

The management reversed accrual for certain provisions amounting to nil, ₱243.3 million, and ₱44.9 million in 2014, 2013 and 2012, respectively.

Due to reinsurers and ceding companies refers to the balance of premium and claims with respect to accepted and ceded reinsurance agreement whether directly or through brokers.

The terms and conditions of the above payables are as follows:

- Trade payables and accrued expenses are noninterest-bearing and are normally settled on thirty (30) days' term.

- All other payables are noninterest-bearing and have an average term of one (1) year.

As mentioned in Note 1, as a result of the approval of the Court of the Third Amended and Restated RP on December 20, 2012, the Group recognized a gain on condonation of debt from trade creditors amounting to ₱199.3 million (see Note 18).

17. Rental and Other Deposits

	2014			2013		
	Due within One Year	**Beyond One Year**	**Total**	Due within One Year	Beyond One Year	Total
			(In Thousands)			
Rental deposits	**₱50,453**	**₱4,979**	**₱55,432**	₱31,411	₱16,256	₱47,667
Security deposits	**70,757**	**18,619**	**89,376**	55,447	32,112	87,559
Deferred rent	**34,998**	**12,796**	**47,794**	25,073	19,508	44,581
Customer deposits	**1,317**	**4,563**	**5,880**	1,557	2,303	3,860
Construction bond	**4,192**	**3,621**	**7,813**	3,340	4,411	7,751
Other deposits	**4,938**	**3,510**	**8,448**	3,676	4,065	7,741
	₱166,655	**₱48,088**	**₱214,743**	₱120,504	₱78,655	₱199,159

Deposits include rental, security, customer, construction bond and other deposits paid by tenants to the Group on the leased properties which are refundable at the end of the contract.

Customer deposits consist of priority premiums paid by tenants which serve as their reservation deposits. Discounted security deposits amounted to ₱9.1 million and ₱5.0 million as June 30, 2014 and 2013, respectively (see Note 27).

Deferred rent pertains to rent received in advance amounted to ₱47.8 million and ₱44.6 million as at June 30, 2014 and 2013, respectively.

18. **Related Party Transactions**

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities, which are under common control with the reporting enterprises and its key management personnel, directors or its stockholders. In considering each related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Parent Company and its subsidiaries, in their normal course of business, have entered into transactions with related parties principally consisting of noninterest-bearing advances with no fixed repayment terms and are due and demandable.

Account balances with related parties, other than intra-group balances which are eliminated in consolidation, are as follows:

Category		Amount/Volume	Outstanding Balance	Terms	Conditions
			(In Thousands)		
Amounts owed by related parties:					
Under common control					
Guoman Philippines, Inc	**2014**	**₱–**	**₱1,626**	Demandable and collectible on demand	Unsecured, non-interest bearing, with impairment, of ₱1,610, and unguaranteed
	2013	₱2	₱1,626		
Genez Investments Corp.	**2014**	–	**6**	Demandable and collectible on demand	Unsecured, non-interest bearing, no impairment, and unguaranteed
	2013	–	6		
Hongway Holdings, Inc.	**2014**	–	–	Demandable and collectible on demand	Unsecured, non-interest bearing, no impairment, and unguaranteed
	2013	5	3		
	2013	–	–		
Total	**2014**	**₱3**	**₱1,632**		
Total	2013	₱7	₱1,635		

	2014	2013
	(In Thousands)	
Amounts owed by related parties	**₱1,632**	₱1,635
Less allowance for impairment losses	**1,610**	1,610
	₱22	₱25

Movements of allowance for impairment losses on amounts owed by related parties are as follows:

	2014	2013	2012
		(In Thousands)	
Balances at beginning of year	**₱1,610**	₱87,995	₱87,995
Reversal during the year	**–**	(62,462)	–
Write-off during the year	**–**	(257)	–
Reclassification (Note 5)	**–**	(23,666)	–
Balances at end of year	**₱1,610**	₱1,610	₱87,995

This assessment is undertaken at each financial year-end by examining the financial position of the related parties and the market in which the related parties operate.

Category		Amount/Volume	Outstanding Balance	Terms	Conditions
Amounts owed to related parties:			(In Thousands)		
Under common control					
OYL Overseas, Limited	**2014**	**₱–**	**₱–**	Demandable and payable on demand	Unsecured, non-interest bearing, and unguaranteed
	2013	₱–	₱2,673		

Significant transactions entered into among subsidiaries other than advances include:
- Insurance premium coverage for certain properties of the subsidiaries (see Note 1).
- Condonation of debt as a result of the RP amounting to ₱1,499.8 million and ₱2,630. 2 million (see Note 1).
- Management contract and service agreement between the parent company and a subsidiary.

Compensation of key management personnel, including retirement and other benefits, amounted to ₱71.8 million, ₱73.2 million and ₱82.1 million in 2014, 2013 and 2012, respectively.

Retirement Fund
The Group's retirement fund is being held in trust by a trustee bank. The carrying amount and fair value of the retirement fund follows:

	2014	2013
	(In Thousands)	
Carrying value	**₱70,434**	₱87,795
Fair value	**71,709**	87,711

The retirement fund consists of the following (see Note 23):

	2014	2013
Cash	**31.4%**	19.9%
Equity	**65.2%**	17.5%
Fixed income	**3.3%**	62.4%
Others	**0.1%**	0.2%
	100.0%	100.0%

There were no other transactions made between the Group or its parent company and the retirement fund during the year.

19. **Subscription Payable**

Cyber Bay and Central Bay

On April 25, 1995, Central Bay, a wholly-owned subsidiary of Cyber Bay, entered into a Joint Venture Agreement with the Philippine Reclamation Authority (PRA; formerly Public Estates Authority) for the complete and entire reclamation and horizontal development of a portion of the Manila-Cavite Coastal Road and Reclamation Project (the Project) consisting of three partially reclaimed and substantially eroded islands (the Three Islands) along Emilio Aguinaldo Boulevard in Parañaque and Las Piñas, Metro Manila, with a combined total area of 157.8 hectares, another area of 242.2 hectares contiguous to the Three Islands and, at Central Bay's option as approved by the PRA, an additional 350 hectares more or less to regularize the configuration of the reclaimed area.

On March 30, 1999, the PRA and Central Bay executed an Amended Joint Venture Agreement (AJVA) to enhance the Philippine Government's share and benefits from the Project which was approved by the Office of the President of the Philippines on May 28, 1999.

On July 9, 2002, the Supreme Court (SC) (in the case entitled "Francisco Chavez vs. Amari Coastal Bay and Reclamation Corp.") issued a ruling declaring the AJVA null and void.

Accordingly, PRA and Central Bay were permanently enjoined from implementing the AJVA. On July 26, 2002, Central Bay filed a Motion for Reconsideration (MR) of said SC decision. On May 6, 2003, the SC En Banc denied with finality Central Bay's MR. On May 15, 2003, Central Bay filed a Motion for Leave to Admit Second MR. In an En Banc Resolution of the SC dated July 8, 2003, the SC resolved to admit the Second MR of Central Bay.

On November 11, 2003, the SC rendered a 7-7 split decision on Central Bay's Second MR. Because of the new issues raised in the SC's latest resolution that were never tried or heard in the case, Central Bay was constrained to file on December 5, 2003 a Motion for Re-deliberation of the SC's latest resolution which motion was denied with finality by the SC. With the nullification of the AJVA, Central Bay has suspended all Project operations.

On August 10, 2007, in view of the failure by the PRA to comply with its obligations and representations under the AJVA, Cyber Bay and Central Bay have filed their claims for reimbursement of Project expenses in the amount of ₱10.2 billion with the PRA. Cyber Bay and Central Bay provided the PRA with the summary and details of their claims on September 5, 2007.

On July 15, 2008, Cyber Bay sent a follow-up letter to the PRA. The PRA, in its letter dated July 18, 2008, informed Cyber Bay that its claim is still being evaluated by the PRA.

As at June 30, 2014 and 2013 the Parent Company has unpaid subscription in Cyber Bay amounting to ₱481.7 million which is presented as "Subscriptions Payable" in the consolidated statements of financial position. Cyber Bay under "AFS financial assets" amounted to ₱930.0 million and ₱846.7 million as at June 30, 2014 and 2013, respectively, net of allowance for impairment losses amounted to ₱291.5 million as at June 30, 2014 and 2013.

20. **Cost of Goods Sold, Services and Operating Expenses**

	2014	2013	2012
		(In Thousands)	
Personnel expenses (Note 21)	**₱210,231**	₱220,132	₱223,301
Rental (Note 27)	**90,819**	92,546	118,910
Share in CUSA related expenses	**89,356**	116,736	134,913
Depreciation and amortization (Notes 12, 13, 14 and 27)	**81,675**	85,107	79,740
Taxes and licenses	**37,873**	21,300	21,050
Materials used and changes in inventories (Note 6)	**34,158**	136,398	187,517
Professional and legal fees	**21,563**	21,553	16,959
Janitorial and security services	**10,436**	10,809	7,604
Communication and transportation	**10,236**	11,488	14,925
Insurance	**8,249**	8,002	10,396
Marketing expenses	**7,852**	24,462	32,705
Supplies and repairs	**7,158**	23,486	44,545
Representations	**1,955**	3,359	1,968
Provision for impairment losses - net of recovery (Notes 5, 6 and 10)	**1,096**	91,682	37,979
Utilities and fuel	**–**	89,154	189,623
Others	**16,818**	13,366	4,307
	₱629,475	₱969,580	₱1,126,442

21. **Personnel Expenses**

	2014	2013	2012
		(In Thousands)	
Compensation and employee benefits	**₱191,008**	₱205,886	₱211,511
Retirement benefits costs (Note 23)	**19,223**	14,246	11,790
	₱210,231	₱220,132	₱223,301

22. **Interest Expense and Bank Charges - net**

	2014	2013	2012
Interest income:		(In Thousands)	
Short-term investments (Note 4)	**₱4,770**	₱5,535	₱6,448
Cash in banks (Note 4)	**978**	315	405
Receivables (Note 5)	**71**	46	166
HTM investments (Note 9)	**–**	180	180
	5,819	6,076	7,199
Interest expense and bank charges:			
Retirement benefits liability (Note 23)	**6,116**	7,109	7,747
Bank charges	**1,394**	662	205
Interest expense	**175**	–	–
Others	**–**	150	112
	7,685	7,921	8,064
	(₱1,866)	(₱1,845)	(₱865)

23. **Retirement Plan**

The Group has a funded, noncontributory retirement plan covering all its regular employees. The plan provides for retirement, separation, disability and death benefits to its members. The normal retirement benefit is based on a percentage of the employees' final monthly salary for every year of credited service.

The latest independent actuarial valuation dated August 1, 2013 was determined using the projected unit credit method in accordance with PAS 19.

The following tables summarize the funded status and amounts recognized in the consolidated statements of financial position, and the components of the net retirement benefit costs recognized in the consolidated statements of income for the retirement plan:

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
		(In Thousands)	
Retirement benefits liability:			
Present value of obligation (PVO)	**₱242,467**	₱231,516	₱190,820
Fair value of plan assets	**(143,282)**	(93,197)	(75,808)
Unfunded obligation	**₱99,185**	₱138,319	₱115,012

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
		(In Thousands)	
Retirement benefits costs:			
Current service cost	**₱20,843**	₱16,093	₱11,774
Interest cost - net (Note 22)	**6,116**	7,109	7,747
Past service cost - nonvested	**–**	–	16
Past service cost	**(1,620)**	(1,857)	–
	₱25,339	₱21,345	₱19,537

Movements in the retirement benefits liability are as follows:

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
	(In Thousands)		
Balances at beginning of year	**₱138,319**	₱115,012	₱71,558
Benefit expense	**25,339**	21,345	19,537
Actuarial losses (gains) - net	**(8,592)**	23,619	51,709
Actual contributions	**(55,881)**	(21,657)	(27,792)
Balances at end of year	**₱99,185**	₱138,319	₱115,012

Changes in the PVO are as follows:

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
		(In Thousands)	
Balances at beginning of year	**₱231,516**	₱190,820	₱145,827
Current service cost	**20,843**	16,093	11,774
Interest cost	**10,980**	11,695	12,159
Benefits paid	**(9,648)**	(14,680)	(13,384)
Actuarial loss	**(7,497)**	29,445	34,428
Past service cost	**(3,727)**	(1,857)	16
Balances at end of year	**₱242,467**	₱231,516	₱190,820

Changes in fair value of plan assets are as follows:

	June 30, 2014	June 30, 2013 (As restated, see Note 2)	July 1, 2012 (As restated, see Note 2)
		(In Thousands)	
Balances at beginning of year	**₱93,197**	₱75,808	₱55,039
Actual contributions	**55,881**	20,247	27,792
Interest income	**4,864**	4,586	4,412
Actuarial gain on plan assets	**1,095**	7,236	1,949
Benefits paid	**(11,755)**	(14,680)	(13,384)
Balances at end of year	**₱143,282**	₱93,197	₱75,808

The categories of plan assets as a percentage of fair value of the total plan assets are as follows:

	2014	2013	2012
Cash	**31.4%**	19.9%	2.4%
Equity	**65.2%**	17.5%	4.4%
Fixed income	**3.3%**	62.4%	92.6%
Others	**0.1%**	0.2%	0.6%
	100.0%	**100.0%**	100.0%

The Group expects to contribute ₱23.0 million to the retirement plan in 2014.

The principal assumptions used to determine pension for the Group are as follows:

	2014	2013	2012
Discount rates	**5.2%**	5.0%	7.0%
Expected rates of return on plan assets	**6.0%**	8.0%	8.0%
Salary increase rate	**7.5%**	7.0%	7.0%

Amounts for the current and previous four (4) years are as follows:

	2014	2013	2012	2011	2010
			(In Thousands)		
Defined benefit obligation	**₱242,467**	₱231,516	₱190,820	₱111,059	₱121,407
Plan assets	**143,282**	93,197	75,808	43,403	36,829
Unfunded obligation	**₱99,185**	₱138,319	115,012	67,656	84,578
Experience adjustment on plan liabilities - loss (gain)	**(21,676)**	6,256	(3,275)	(789)	13,750
Experience adjustment on plan assets - gain (loss)	**4,565**	4,714	(727)	3,339	(6,479)
Change in actuarial assumptions	**(3,919)**	20,793	15,615	620	2,065

24. Income Taxes

The Group's current provision for income tax in 2014 and 2013 represents regular corporate income tax.

	2014	2013	2012
		(In Thousands)	
Current	**₱10,105**	₱5,974	₱14,781
Final	**1,485**	3,417	3,776
Deferred	**70,360**	(3,801)	5,716
	₱81,950	₱5,590	₱24,273

The reconciliation of the statutory income tax rates to the effective income tax rates follows:

	2014	2013	2012
At statutory tax rates	**30.0%**	30.0%	30.0%
Additions to (reductions in) income taxes resulting from:			
Exempt income from extinguishment of debt	**(16.9)**	(31.6)	–
Gain on sale of AFS investments	**(1.7)**	(2.4)	(26.9)
Expired NOLCO	**0.8**	1.4	48.4
Movement in unrecognized deferred income tax assets	**(9.6)**	(8.1)	(23.8)
Interest income subjected to final taxes	**(0.1)**	(0.4)	(6.9)
Expired MCIT	**0.1**	0.1	0.9
Exempt income from dividend	**–**	–	(0.2)
Dilution loss on reversal of allowance	**–**	3.6	–
Other nontaxable income	**0.5**	7.7	(2.1)
At effective tax rates	**3.1%**	0.3%	19.4%

The significant components of the deferred income tax liabilities - net of the Group are as follows:

	2014	2013
	(In Thousands)	
Deferred income tax assets:		
Casualty loss	**₱18,974**	₱18,974
Deferred rent	**14,338**	13,374
Allowance for impairment losses on receivables	**11,976**	11,976
Retirement benefits liability	**8,041**	15,088
Unamortized past service cost	**6,704**	3,253
Unearned rent	**317**	–
Unamortized deferred costs	–	5,505
Others	**2,268**	2,066
	62,618	70,236
Deferred income tax liabilities:		
Revaluation increment on property, plant, and equipment	**(108,100)**	(111,362)
Recovery on insurance	**(98,382)**	(23,426)
Revaluation reserve on investment properties	**(79,474)**	(83,798)
Undepreciated capitalized rent, interest and customs duties	**(6,466)**	(10,319)
Accrued rent income	**(1,696)**	(4)
Remeasurement gain on retirement	**(9,280)**	(12,351)
Retirement plan assets	**(611)**	–
Unrealized gain on valuation of AFS	**(165)**	(58)
` Unrealized foreign exchange gain	**(5)**	(12)
	(304,179)	(241,330)
	(₱241,561)	(₱171,094)

Deferred income tax assets are recognized only to the extent that taxable income will be available against which the deferred income tax assets can be used. The Group reassesses the unrecognized deferred income tax assets on the following deductible temporary differences and recognizes the previously unrecognized deferred income tax assets to the extent that it has become probable that future taxable income would allow the deferred income tax assets to be recovered:

	2014	2013
	(In Thousands)	
NOLCO	**₱342,585**	₱302,473
Allowance for impairment losses on receivables, other current assets, inventories and others	**674,971**	678,169
Retirement benefits liability	**93,181**	88,026
Loss on remeasurement of retirement benefits plan	**84,606**	103,435
Unamortized past service cost	**37,927**	19,889
MCIT	**1,856**	3,189
Accrued rent	**909**	112
Provision for probable losses	**508**	–
Unrealized foreign exchange losses	**93**	54
Excess of reserve for unearned premiums	–	187
	₱1,236,636	₱1,195,534

As at June 30, 2014, the Group has NOLCO that can be claimed as deduction from future taxable income as follows:

NOLCO:

Year incurred	Available until	Balance (In Thousands)
2012	2015	₱92,636
2013	2016	137,731
2014	2017	112,218
		₱342,585

The following are the movements in NOLCO as at June 30, 2014 and 2013:

	2014	2013
	(In Thousands)	
Balances at beginning of year	**₱302,473**	₱249,836
Additions	**112,218**	137,731
Expirations	**(72,106)**	(85,094)
Balances at end of year	**₱342,585**	₱302,473

As at June 30, 2014, the Group has MCIT that can be used against payment of regular income tax as follows:

Year incurred	Available until	Balance (In Thousands)
2012	2015	₱1,178
2013	2016	464
2014	2017	214
		₱1,856

The following are the movements in MCIT as at June 30, 2014 and 2013:

	2014	2013
	(In Thousands)	
Balances at beginning of year	**₱3,189**	₱4,597
Additions	**214**	1,060
Expirations	**(1,547)**	(2,468)
Balances at end of year	**₱1,856**	₱3,189

The Group did not avail of the optional standard deduction in 2014, 2013 and 2012.

25. **Earnings Per Share**

The following table presents information necessary to calculate basic earnings per share:

	2014	2013	2012
		(In Thousands)	
a. Net income attributable to equity holders of the Parent	**₱210,618**	₱728,630	₱94,408
b. Weighted average number of shares	**2,367,149**	2,367,149	2,367,149
Basic earnings per share (a/b)	**₱0.09**	₱0.31	₱0.04

26. **Segment Information**

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

The industry segments where the Parent Company and its subsidiaries and associates operate are as follows:

- Holding company
- Financial services - insurance and related brokerage
- Real estate - property development
- Manufacturing and distribution - manufacture and distribution of beverage and ceramic tiles

Financial information about the operations of these business segments is summarized as follows:

2014

	Holding Company	Real Estate and Property Development	Financial Services	Manufacturing and Distribution	Others	Total	Elimination	Total
				(In Thousands)				
Revenue	**₱2,979**	**₱552,562**	**₱237,094**	**₱22,526**	**₱9,551**	**₱824,712**	**₱–**	**₱824,712**
Cost and expenses	**(25,637)**	**(431,981)**	**(248,836)**	**(95,223)**	**(18,671)**	**(820,348)**	**4,339**	**(816,009)**
Other income (charges)	**2,972**	**289,438**	**(2,629)**	**(5,899)**	**(393)**	**283,489**	**(4,339)**	**279,150**
Income (Loss) before income tax	**(19,686)**	**410,019**	**(14,371)**	**(78,596)**	**(9,513)**	**287,853**	**–**	**287,853**
Provision for income tax	**95**	**83,432**	**1,232**	**(3,490)**	**681**	**81,950**	**–**	**81,950**
Net income (loss)	**(₱19,781)**	**₱326,587**	**(₱15,603))**	**(₱75,106)**	**(10,194)**	**₱205,903**	**₱–**	**₱205,903**
Segment assets	**₱2,641,421**	**₱2,275,700**	**₱891,177**	**₱929,981**	**₱50,624**	**₱6,788,903**	**(₱1,962,913)**	**₱4,825,990**
Segment liabilities	**690,675**	**602,730**	**671,888**	**323,446**	**187,110**	**2,475,849**	**(764,195)**	**1,711,654**

2013

	Holding Company	Real Estate and Property Development	Financial Services	Manufacturing and Distribution	Others	Total	Elimination	Total
				(In Thousands)				
Revenue	₱3,397	₱562,841	₱232,282	₱255,288	₱5,287	₱1,059,095	₱–	₱1,059,095
Cost and expenses	(38,907)	(520,923)	(246,459)	(425,404)	(183,950)	(1,415,643)	260,149	(1,155,494)
Other income (charges)	367,809	15,859	(8,161)	1,126,900	13,263	1,515,670	(692,468)	823,202
Income (Loss) before income tax	332,299	57,777	(22,338)	956,784	(165,400)	1,159,122	(432,319)	726,803
Provision for income tax	117	3,011	2,465	(169)	166	5,590	–	5,590
Net income (loss)	₱332,182	₱54,766	(₱24,803)	₱956,953	(165,566)	₱1,153,532	(432,319)	₱721,213
Segment assets	₱2,546,405	₱1,943,020	₱1,135,473	₱997,437	₱69,384	₱6,691,720	(₱1,830,189)	₱4,861,531
Segment liabilities	710,272	561,904	893,610	674,277	184,690	3,024,753	(971,560)	2,053,193

2012

	Holding Company	Real Estate and Property Development	Financial Services	Manufacturing and Distribution	Others	Total	Elimination	Total
				(In Thousands)				
Revenue	₱5,239	₱515,039	₱216,051	₱490,355	₱85,180	₱1,311,864	₱–	₱1,311,864
Cost and expenses	(103,718)	(459,227)	(188,571)	(585,828)	(24,661)	(1,362,005)	98,446	(1,263,559)
Other income (charges)	14,247	43,018	662	36,614	78	94,619	(16,753)	77,866
Income (Loss) before income tax	(84,232)	98,830	28,142	(58,859)	60,597	44,478	81,693	126,171
Provision for income tax	342	22,824	2,872	(2,039)	274	24,273	–	24,273
Net income (loss)	(₱84,574)	₱76,006	₱25,270	(₱56,820)	₱60,323	₱20,205	₱81,693	₱101,898
Segment assets	₱2,265,609	₱1,968,962	₱610,247	₱1,107,519	₱254,144	₱6,206,481	(₱1,859,524)	₱4,346,957
Segment liabilities	740,225	596,936	352,344	1,859,744	187,231	3,736,480	(1,571,058)	2,165,422

Geographical Segments

The Group does not have geographical segments.

27. **Long-term Lease**

On August 28, 1990, TPI, a subsidiary, through a deed of assignment, acquired all the rights, titles, interests and obligations of Gotesco Investment, Inc. on a contract of lease of the land owned by PNR for the Tutuban Terminal and where the TPI's mall is located. The contract provided for a payment of a guaranteed minimum annual rental plus a certain percentage of gross sales. The lease covers a period of twenty five (25) years until 2014 and is automatically renewable for another twenty five (25) years subject to compliance with the terms and conditions of the lease agreement.

On December 22, 2009, TPI renewed its lease contract with PNR for another twenty five (25) years beginning September 5, 2014, the end of the original lease agreement. Rent expense charged to operations amounted to ₱90.8 million, ₱92.5 million and ₱118.9 million in 2014, 2013 and 2012, respectively (see Note 20).

As at June 30, 2014 and 2013, the aggregate annual commitments on these existing lease agreements for the succeeding years are as follows:

	2014	2013
	(In Thousands)	
Less than one (1) year	**₱121,991**	₱109,982
More than one (1) year but not more than five (5) years	**620,835**	612,035
More than five (5) years	**3,238,920**	3,304,023
	₱3,981,746	₱4,026,040

Leasehold rights pertaining to the leased property has a book value of nil and ₱4.2 million as at June 30, 2014 and 2013, respectively. Movements in the carrying value of the rights are presented below.

	2014	2013
	(In Thousands)	
Beginning balances	**₱4,239**	₱13,165
Amortization (Note 20)	**(4,239)**	(8,926)
Net book values	**₱–**	₱4,239

Group as a Lessor
The Group has entered into commercial property leases on its buildings. These leases have remaining terms of one (1) year to less than five (5) years. Renewals are subject to the mutual consent of the lessor and the lessee.

Tenants are required to post security deposits, which shall be refunded, without interest, within sixty (60) days after the expiration of the lease period, deducting the amount of damages to the leased premises, if any. The discounted amount of noncurrent rental deposits amounted to ₱9.1 million and ₱5.0 million as at June 30, 2014 and 2013, respectively.

The table below shows the movement analysis of the carrying value of noncurrent security deposits as at June 30, 2014:

	2014	2013
	(In Thousands)	
Undiscounted amount at beginning of year	**₱5,663**	₱5,663
Additions	**4,578**	–
	10,241	5,663
Discount on security deposit:		
Balance at beginning of year	**688**	734
Addition	**628**	–
Accretion of interest	**(195)**	(46)
Balance at end of year	**1,121**	688
Net carrying value	**₱9,120**	₱4,975

Accretion of interest for the fiscal year ended June 30, 2014 is included under "Other Income (Charges)" in the consolidated statement of income.

	2014	2013
	(In Thousands)	
Beginning of year	**₱684**	₱–
Additions	**627**	734
Amortization	**(204)**	(50)
Balance at end of year	**₱1,107**	₱684

The excess of the principal amounts of the rent deposits over the carrying values is presented as "Deferred rent income" in the consolidated statements of financial position. Deferred rent income is amortized to rent revenue in the statements of comprehensive income over the lease term using the straight-line method.

28. **Contingencies**

The Group is contingently liable for lawsuits or claims, and assessments, which are either pending decision by the courts or under negotiation. Management and its legal counsels believe that the eventual outcome of these lawsuits or claims will not have a material effect on the consolidated financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

29. **Financial Risk Management Objectives, Policies and Capital Management**

The Group has various financial instruments such as cash and cash equivalents, receivables, amounts owed by to related parties, AFS financial assets, HTM investments, deposits under other current assets and subscriptions payable. The main purpose of these financial instruments is to raise funds and maintain continuity of funding and financial flexibility for the Group. The Group has other financial liabilities such as accounts payable and accrued expenses and rental and other deposits, which arise directly from its operations.

The main risks from the use of financial instruments are credit risk, liquidity risk, foreign currency risk, equity price risk and interest rate risk. The Group's BOD reviews and approves policies for managing these risks as summarized below.

Credit Risk
The Group's credit risk originates from the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due.

The Group trades only with recognized, reputable and creditworthy third parties and/or transacts only with institutions and/or banks which have demonstrated financial soundness. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

The Group's gross maximum exposure to credit risk of its financial assets, which mainly comprise of cash, excluding cash on hand, receivables, amounts owed by related parties, AFS investments and HTM investments arises from default of the counterparty which has a maximum exposure equal to the carrying amount of these instruments at reporting date.

Credit quality of neither past due nor impaired financial asset
The credit quality of financial assets is being managed by the Group by grouping its financial assets into two: (a) High grade financial assets are those that are current and collectible; (b) Standard grade financial assets need to be consistently followed up but are still collectible. The tables below show the credit quality by class of financial assets based on the Group's credit rating system:

2014

	Neither past due nor impaired			
	High grade	Standard grade	Past due or individually impaired	Total
		(In Thousands)		
Loans and Receivables:				
Cash and cash equivalents	**₱353,677**	**₱–**	**₱–**	**₱353,677**
Receivables:				
Trade debtors	**41,933**	**9,956**	**89,298**	**141,187**
Insurance receivables	**315,135**	**183,380**	**8,342**	**506,857**
Others	**42,129**	**3,513**	**211,118**	**256,760**
Amounts owed by related parties	**22**	**–**	**1,610**	**1,632**
Deposits (under "Other noncurrent assets")	**27,214**	**–**	**99**	**27,313**
AFS Financial Assets:				
Listed equity securities	**1,096,500**	**–**	**294,101**	**1,390,601**
Quoted debt securities	**241,655**	**–**	**–**	**241,655**
Unquoted debt securities	**6,082**	**–**	**–**	**6,082**
Nonlisted equity securities	**299,661**	**–**	**–**	**299,661**
	₱2,424,008	**₱196,849**	**₱604,568**	**₱3,225,425**

2013

	Neither past due nor impaired		Past due or	
	High grade	Standard grade	individually impaired	Total
		(In Thousands)		
Loans and Receivables:				
Cash and cash equivalents	₱645,277	₱–	₱–	₱645,277
Receivables:				
Trade debtors	23,043	34,647	98,954	156,644
Insurance receivables	686,841	31,194	67,290	785,325
Others	30,830	2,567	214,207	247,604
Amounts owed by related parties	25	–	1,610	1,635
Deposits (under "Other noncurrent assets")	30,062	–	99	30,161
AFS Financial Assets:				
Listed equity securities	1,007,720	–	291,501	1,299,221
Quoted debt securities	187,832	–	–	187,832
Unquoted debt securities	11,200	–	–	11,200
Nonlisted equity securities	31,532	–	–	31,532
HTM Investments	2,000	–	–	2,000
	₱2,656,362	₱68,408	₱673,661	₱3,398,431

The tables below show the aging analyses of financial assets per class that the Group held as at June 30, 2014 and 2013. A financial asset is past due when a counterparty has failed to make payment when contractually due.

2014

	Neither past due nor impaired	**Past due but not impaired**					
		Less than 30 days	**31 to 60 days**	**61 to 90 days**	**Over 90 days**	**Individually impaired**	**Total**
			(In Thousands)				
Loans and Receivables:							
Cash and cash equivalents	**₱353,677**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱353,677**
Receivables:							
Trade debtors	**43,998**	**2,480**	**251**	**–**	**5,160**	**89,298**	**141,187**
Insurance receivables	**315,135**	**–**	**–**	**–**	**183,380**	**8,342**	**506,857**
Others	**43,901**	**–**	**–**	**–**	**1,741**	**211,118**	**256,760**
Amounts owed by related parties	**22**	**–**	**–**	**–**	**–**	**1,610**	**1,632**
Deposits (under "Other noncurrent assets")	**27,214**	**–**	**–**	**–**	**76**	**23**	**27,313**
AFS Financial Assets							
Listed equity securities	**1,096,500**	**–**	**–**	**–**	**–**	**294,101**	**1,390,601**
Quoted debt securities	**241,655**	**–**	**–**	**–**	**–**	**–**	**241,655**
Unquoted debt securities	**6,082**	**–**	**–**	**–**	**–**	**–**	**6,082**
Nonlisted equity securities	**299,661**	**–**	**–**	**–**	**–**	**–**	**299,661**
	₱2,427,845	**₱2,480**	**₱251**	**₱–**	**₱190,357**	**₱604,492**	**₱3,225,425**

2013

	Neither past due nor impaired	Past due but not impaired Less than 30 days	31 to 60 days	61 to 90 days	Over 90 days	Individually impaired	Total
			(In Thousands)				
Loans and Receivables:							
Cash and cash equivalents	₱645,277	₱–	₱–	₱–	₱–	₱–	₱645,277
Receivables:							
Trade debtors	57,690	–	2,882	1,057	4,398	90,617	156,644
Insurance receivables	718,035	12,836	8,010	4,882	33,986	7,576	785,325
Others	33,397	–	–	–	3,527	210,680	247,604
Amounts owed by related parties	25	–	–	–	–	1,610	1,635
Deposits (under "Other noncurrent assets")	30,062	–	–	–	–	99	30,161
AFS Financial Assets							
Listed equity securities	1,007,720	–	–	–	–	291,501	1,299,221
Quoted debt securities	187,832	–	–	–	–	–	187,832
Unquoted debt securities	11,200	–	–	–	–	–	11,200
Nonlisted equity securities	31,532	–	–	–	–	–	31,532
HTM Investments	2,000	–	–	–	–	–	2,000
	₱2,724,770	₱12,836	₱10,892	₱5,939	₱41,911	₱602,083	₱3,398,431

Liquidity Risk
Liquidity risk arises when there is a shortage of funds and the Group as a consequence could not meet its maturing obligations.

In the management of liquidity, the Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The tables below summarize the maturity profile of the Group's financial liabilities as at June 30, 2014 and 2013 based on contractual undiscounted payments:

2014

	On demand	**Less than 3 months**	**3 to 6 months**	**6 to 12 months**	**Total**
			(In Thousands)		
Accounts payable and accrued expenses	**₱558,194**	**₱30,533**	**₱15,349**	**₱57,598**	**₱661,674**
Rental and other deposits	**51,424**	**52,747**	**62,484**	**48,088**	**214,743**
	₱609,618	**₱83,280**	**₱77,833**	**₱105,686**	**₱876,417**

2013

	On demand	Less than 3 months	3 to 6 months	6 to 12 months	Total
			(In Thousands)		
Accounts payable and accrued expenses	₱901,694	₱27,152	₱9,960	₱95,349	₱1,034,155
Rental and other deposits	27,419	32,356	60,729	78,655	199,159
Amounts owed to related parties	2,673	–	–	–	2,673
	₱931,786	₱59,508	₱70,689	₱174,004	₱1,235,987

Foreign Currency Risk
The Group's foreign currency risk results from the foreign exchange rate movements of the Philippine peso against the United States dollars (USD), European Monetary Union (EUR) and Great Britain Pound (GBP). The Group's foreign currency risk arises primarily from its cash in banks and trade payables.

The Group monitors and assesses cash flows from anticipated transactions and financing agreements denominated in USD, EUR and GBP.

The table below summarizes the Group's exposure to foreign currency risk as at June 30, 2014 and 2013. Included in the table are the Group's assets and liabilities at carrying amounts:

	2014		2013	
	Foreign Currency	**Peso Equivalent**	Foreign Currency	Peso Equivalent
		(In Thousands)		
Financial Asset:				
Cash in banks				
USD	**$18**	**₱786**	$40	₱1,728
Financial Liability:				
Accounts payable				
USD	**2**	**87**	973	42,034
EUR	**1**	**60**	–	–
GBP	**1**	**75**	–	–
Net financial asset		**₱564**		(₱40,306)

As at June 30 2014 and 2013, the exchange rates of other currencies to Philippine Peso are as follows:

	2014	2013
USD	**₱43.65**	₱43.20
EUR	**59.76**	56.49
GBP	**74.59**	66.10

The following table presents the impact on the Group's income before income tax due to changes in the fair value of its financial assets and liabilities, brought about by a reasonably possible change in the foreign currencies/₱ exchange rate (holding all other variables constant) as at June 30, 2014 and 2013.

	Increase/ decrease in currency rate	Effect on income (loss) before income tax
	(In Thousands)	
2014		
USD	**+0.69%**	**(₱11.04)**
	-0.59%	**9.44**
EUR	**+1.14%**	**(1.14)**
	-0.82%	**0.82**

(Forward)

	Increase/ decrease in currency rate	Effect on income (loss) before income tax
	(In Thousands)	
GBP	**+1.70%**	**(1.70)**
	-0.73%	**0.73**
2013		
USD	+0.62%	578.46
	-0.27%	(251.91)

There is no other impact on the Group's equity other than those already affecting the consolidated statements of income.

Equity Price Risk
Equity price risk is the risk that the fair values of equities decrease as the result of change in the levels of equity indices and the value of individual stock. The equity price risk exposure arises from the Group's investment in stocks. Equity investment of the Group is categorized as AFS financial assets.

The Group measures the sensitivity to its equity securities by using Philippine Stock Exchange index fluctuations and its effect to respective share prices.

The Group's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine impact on its financial position.

The basic sensitivity analysis assumes that the stock's standard deviation on its historical yield for the past one year provides the basis for reasonably possible change in prices of the stock investment. The Group establishes the relative range of stock investment yields based on historical standard deviation for one year.

The following table demonstrates the sensitivity to reasonable possible change in equity prices, with all other variables held constant:

	Change in Equity price index	Effect on Equity
	(In Thousands)	
2014		
Upper Limit	**+17.62%**	**₱232,049**
Lower Limit	**(17.62%)**	**(232,049)**
2013		
Upper Limit	+19.06%	251,022
Lower Limit	(19.06%)	(251,022)
2012		
Upper Limit	+19.10%	40,739
Lower Limit	(19.10%)	(40,739)

The impact on the Group's equity already excludes the impact on transactions affecting the consolidated statements of income.

Interest Rate Risk
The Group's exposure to the risk for changes in market interest rate relates to quoted debt instrument.

The Group regularly monitors the market interest rate movements to assess exposure impact.

The sensitivity to a reasonably possible change in the interest rate (in basis points), with all other variables held constant, of the Group's equity as at June 30, 2014 and 2013 are as follows:

The impact on the Group's equity is caused by the changes in the market value of quoted debt due to interest rate movements. The quoted debt instruments of the Group pertain to HTM investments which matured in July 2013.

	Changes in interest rates (in basis points)	Sensitivity to equity
2013	+155	(₱2,572)
	(155)	2,572
2012	+141	(₱1,871)
	(141)	1,871

<u>Capital Management</u>
The primary objective of the Group's capital management is to optimize the use and earnings potential of the Group's resources and considering changes in economic conditions and the risk characteristics of the Group's activities.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes as at June 30, 2014 and 2013.
As at June 30, 2014 and 2013, the Group considers the following accounts as capital:

	2014	2013
	(In Thousands)	
Capital stock	**₱2,066,357**	₱2,066,357
Additional paid-in capital	**829,904**	829,904
	₱2,896,261	₱2,896,261

The Group is not subject to externally imposed capital requirements.

30. **Financial Instruments**

The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values at June 30, 2014 and 2013 are set out below:

Cash and Cash Equivalents
The carrying amount of cash and cash equivalents approximates its fair values due to the short-term maturity of this financial instrument.

Receivables, Accounts Payable and Accrued Expenses and Amounts owed by/to Related Parties
The carrying amounts receivables, accounts payable and accrued expenses and amounts owed by/to related parties approximate their fair values due to their short-term nature.

Rental and Other Deposits
Current portion of rental and other deposits the carrying amounts approximates its fair value due to the short-term maturity of this financial instrument.

The fair values non current security deposit recorded under 'Rental and other deposits" approximate its amortized cost which was based on the present value of the future cash flows.

AFS financial assets
AFS equity financial assets that are listed are based on their bid prices as at June 30, 2014 and 2013. AFS debt financial assets that are quoted are based on market prices. Unquoted debt and nonlisted AFS financial assets are based on latest available transaction price at the end of the reporting period.

HTM Investments
HTM investments are based on quoted price.

31. **Fair Value**

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

- Level 1 - Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2 - Other techniques for which all inputs that have significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3 - Techniques that use inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at June 30, 2014:

	Fair value measurement using		
	Quoted prices in active market (Level 1)	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
		(In Thousands)	
Assets for which fair values are disclosed			
Loans and Receivables			
Cash and cash equivalents	₱–	₱378,629	₱–
Receivables	–	–	–
Trade debtors	–	51,889	–
Insurance receivables	–	498,516	–
Others	–	45,691	–
Real estate for sale and development	–	–	429,507
Amounts owed by related parties	–	22	–
Refundable deposits under noncurrent assets	–	27,313	–
Assets for which fair values are measured			
AFS financial assets	1,338,155	304,743	–
Investment properties	–	–	3,639,697
	₱1,338,155	₱1,306,803	₱4,069,204
Liabilities for which fair values are disclosed			
Other Financial Liabilities			
Accounts payable and accrued expenses	₱–	₱674,490	₱–
Rental and other deposits	–	214,743	–
	₱–	₱889,233	₱–

During the year, there are no transfers between Level 1 and 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

32. Other Matters

Certain accounts in the 2013 financial statements were reclassified to conform with the 2014 presentation.