



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended: March 31, 2015
2. Commission Identification Number: 845
3. BIR Tax Identification No.: 321-000-508-536
4. Exact name of registrant as specified in its charter **SOLID GROUP INC.**
5. Province, Country or other jurisdiction  
of incorporation: Philippines
6. \_\_\_\_\_ (SEC Use Only)  
Industry Classification Code
7. Address of principal office: Postal Code: 1231  
2285 Don Chino Roces Avenue, Makati City,  
Philippines
8. Telephone No: (632) 843-15-11
9. Former name, former address and former fiscal year,  
if changed since last report: N/A
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the  
RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P1 par value	1,821,542,000 shares

11. Are any or all of the securities listed on the Philippine Stock Exchange?  
Yes [ X ] No [ ]

If yes, state the name of such Stock Exchange and the classes of securities listed therein:

Philippine Stock Exchange Common

12. Indicate by check mark whether the registrant:

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

Yes [ X ]

No [ ]

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

Yes [ X ]

No [ ]

## **PART I. – FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

The unaudited consolidated financial statements of the Company and its subsidiaries for the three (3) months period ended March 31, 2015 are attached to this report.

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

#### Key Performance Indicators

The following key performance indicators are identified by the Company and included in the discussion of the results of operations and financial condition: revenue growth, asset turnover, operating expense ratio, earnings before interest, taxes, depreciation and amortization (EBITDA), earnings per share (EPS), current ratio and debt to equity ratio.

Key performance indicators for 2015 and 2014 are as follows:

	<u>2015</u>	<u>2014</u>
Revenue growth(decline)	(22%)	23%
Asset turnover	19%	25%
Operating expense ratio	26%	23%
EBITDA	(P30 million)	(P37 million)
EPS	(P0.03)	(P0.03)
Current ratio	2.31:1	2.31 : 1
Debt to equity ratio	0.43:1	0.44 : 1

Revenue growth (decline) is determined as follows: revenues for the current period less revenues for last period divided by the revenues of the previous period.

Asset turnover is computed based on the revenues (annualized) earned during the period divided by the average total assets.

Operating expense ratio is calculated as follows: operating expenses for the period divided by revenues for period.

EBITDA is determined by adding back interest expense, depreciation and amortization charges, to income from operations before income tax for the period.

Earnings per share (EPS) is computed based on the net income or loss for the period divided by the weighted average shares outstanding during the year.

Current ratio is computed as follows: total current assets as of end of the period divided by total current liabilities as of end of the period.

Debt to equity ratio is computed by dividing the total liabilities excluding amounts due to related parties as of end of the period by the total equity as of end of the period.

Revenue decreased by 22% for the first quarter of 2015 vs. 23% increase for the same period in 2014 principally due to lower revenues of the distribution segment on digital product sales.

Asset turnover stood lower at 19% for the first quarter of 2015 from 25% for the same period in 2014 as a result of lower revenues for the period.

Operating expense ratio was 26% and 23% for the first quarter of 2015 and 2014, respectively principally due to lower revenues for the period.

EBITDA amounted to P30 million loss for the first quarter of 2015 against P37 million loss for the same period in 2014. The decrease was mainly due to net loss of the distribution and real estate segments.

Earnings per share amounted to P0.03 loss in 2015 and 2014 mainly from net loss for the period.

Current ratio stood the same at 2.31:1 as of March 31, 2015 December 31, 2014.

Debt to equity ratio stood at 0.43: 1 as of March 31, 2015 from 0.44: 1 as of December 31, 2013 primarily due to lower liabilities.

### **Results of Operations**

Revenues decreased by 22% in the first quarter of 2015 reaching P650 million from P835 million for the same period in 2014 principally from lower revenues of the distribution segment from digital product sales.

Sale of goods amounted to P477 million for the first quarter of 2015, lower by 29% from P672 million for the same period in 2014 mainly due lower volume of sales of the digital products.

Service revenue went up to P119 million for the first quarter of 2015, increasing by 17% for the same period in 2014 of P102 million mainly due to higher revenues for the services rendered from Green Sun operation.

Rental income amounted to P37 million for the first quarter of 2015 from P41 million for the same period in 2014 due to lower occupancy.

Sale of real estate amounted to nil for the first quarter of 2015 from P8 million for the same period in 2014. There was no condominium sale for the period.

Interest income amounted to P14 million for the first quarter of 2015, higher by 120% from P6 million for the same period in 2014 mainly from higher yield and principal invested in time deposits.

Fair value gains on FAFVTPL amounted to nil for the first quarter of 2015 versus P1.9 million for the same period in 2014 primarily due to transfer of certain placements to time deposit.

Gain on redemption of financial assets amounted to nil for the first quarter of 2015 versus P500 thousand for the same period in 2014 primarily due to transfer of certain placements to time deposit.

Cost of sales, services, real estate sold and rentals amounted to P526 million for the first quarter of 2015, or an decrease of 26% from P709 million for the same period in 2014 as discussed below.

Cost of sales amounted to P 406 million for the first quarter of 2015, lower by 33%, from P607 million for the same period of last year in relation to decrease in sales.

Cost of services amounted to P100 million for the first quarter of 2015 from P78 million for the same period of 2014, up by 27% mainly in relation to higher service revenue.

Cost of rentals amounted to P19 million for the first quarter of 2015 from P15 million for the same period in 2014, higher by 24% in relation to higher taxes and licenses.

Cost of real estate sold amounted to nil for the first quarter of 2015 compared to P6 million for the same period of 2014. There was no sale of real estate for the period.

Gross profit amounted to P123 million for the first quarter of 2015 from P125 million for the same period in 2014. The decrease was principally due to lower revenues.

Other operating expenses (income) amounted to P174 million for the first quarter of 2015 against P183 million for the same period in 2014 as explained below.

General and administrative expenses amounted to P86 million for the first quarter of 2015 from P91 million for the same period of 2014. Expenses went down due to no penalty for late delivery of units in 2015 and lower repair and maintenance of the real estate segment.

Selling and distribution costs amounted to P 83 million for the first quarter of 2015, down by 6% from P101 million for the same period of 2014 mainly due to lower marketing and advertising expenses of the distribution segment.

Other operating income –net amounted to P4 million expense for the first quarter of 2015, down by 142% from P10 million other operating income for the same period in 2014 principally due to fair value loss on investment property of real estate segment..

Operating loss amounted to P 50 million for the first quarter of 2015 from P57 million loss for the same period in 2014, a recovery by 12 % mainly from lower losses of the distribution segment.

Other income (charges) amounted to P18 million loss for the first quarter of 2015 against P3 million loss for the same period in 2014 mainly from the following:

Finance income was lower at P 3 million for the first quarter of 2015 compared with P16 million for the same period of last year mainly due to lower foreign currency gains and reclassification of certain interest income to Revenues.

Finance costs increased to P22 million for the first quarter of 2015 compared with P20 million in 2014 primarily due to higher interest cost for our Golden Hill project.

Loss before tax was P69 million for the first quarter of 2015, an increase of 14 % from P60 million loss for the same period in 2014 mainly due to higher finance cost.

Tax income amounted to P 678 thousand for the first quarter of 2015 from P4 million tax expense in 2014 principally due to deferred tax assets recognized.

Net loss amounted to P68 million for the first quarter of 2015 against P64 million net income for the same period in 2014 due to the factors discussed above.

Net loss attributable to equity holders of the parent amounted to P54.1 million for the first quarter of 2015 against P53.8 million net loss in for the same period of 2014 as discussed above.

Net loss attributable to minority interest amounted to P 14 million for the first quarter of 2015 compared with P11 million loss in 2014 primarily due to higher reported losses of the Golden Hill project in Nanning, China.

### **Financial Position**

Cash and cash equivalents amounted to P2,373 million as of first quarter of 2015 up by 46% from P1,623 million as of December 31, 2014. Cash was provided from investing activities mainly from decreasing of FAFVTPL and from operating activities primarily from decrease in trade and other receivables.

Financial assets at fair value through profit or loss amounted to P150 million as of first quarter of 2015, down by 80% from P746 million as of December 31, 2014 from termination of unit investments in trust funds.

Trade and other receivables reached P1,079 million as of first quarter of 2015 against P1,438 million as of December 31, 2014, or a decrease of 25% due to collection of trade receivables of the distribution segment. Trade customers are generally established and stable companies with reasonable assurance of collectibility of their accounts. Nonetheless, trade accounts are periodically reviewed to assess the possible losses from non-collection and allowance is provided for possible losses on accounts which are considered doubtful of collection.

Advances to related parties amounted to P25 million as of first quarter of 2015 and P28 million as of December 31, 2014, a decrease of 14% due to collection of advances.

Merchandise inventories and supplies - net amounted to P774 million as of first quarter of 2014, compared with P594 million as of December 31, 2014 due to buildup of inventories of the myphone business.

Real estate inventories amounted to P2,374 million as of first quarter of 2015 and P2,371 million as of December 31, 2014. There was no material change for this account.

Other current assets amounted to P524 million as of first quarter of 2015 compared with P574 million as of December 31, 2014, a decrease of 9% due to lower creditable withholding taxes.

Total current assets reached P 7,3 million as of first quarter of 2015 from P7,377 million as of December 31, 2014 mainly from higher merchandise inventories as discussed above.

Non-current trade and other receivables amounted to P587 million as of first quarter of 2015 from P582 million as of December 31, 2014. There was no material change for this account.

Non-current available-for-sale financial assets stood at P9 million as of first quarter of 2015 and December 31, 2014. There was change for this account.

Property, plant and equipment amounted to P1,733 million as of first quarter of 2015 from P1,739 million as of December 31, 2014. There was no material change for this account.

Investment property decreased to P3,647 million as of first quarter of 2015 from P3,653 as of December 31, 2014. There was no material change for this account.

Retirement benefit assets amounted to P 123 million as of first quarter of 2015 and December 31, 2014.

Deferred tax assets - net amounted to P139 million as of first quarter of 2015 and P127 million as of December 31, 2014 respectively, an increase of 10% due to recognition of deferred tax assets on MCIT and NOLCO.

Other non-current assets amounted to P24 million as of first quarter of 2015 or a decrease of 45% from P44 million as of December 31, 2014 primarily due to lower deferred input VAT.

Total non-current assets amounted to P6,265 million as of first quarter of 2015 from P6,279 million as of December 31, 2014 as discussed above.

Total assets reached P13,567 million as of first quarter of 2015 from P13,657 million as of December 31, 2014 as discussed above.

Interest-bearing loans amounted to P875 million as of first quarter of 2015 from P844 million as of December 31, 2014. There was no material change for this account.

Trade and other payables amounted to P635 million as of first quarter of 2015 against P732 million as of December 31, 2014, lower by 13% due to lower trade payables.

Customers' deposits amounted to P1,530 million as of first quarter of 2015 versus P1,502 million as of December 31, 2014. There was no material change for this account.

Advances from related parties amounted to P39 million as of First quarter of 2015 , an increase of 8% from P36 million as of December 31, 2014 due to higher advances.

Estimated liability for land and land development costs amounted to P 68 million as of first quarter of 2015 and December 31, 2014.

Income tax payable amounted to P13 million as of first quarter of 2015 from P9 million as of December 31, 2014 mainly from provision for income taxes of certain subsidiaries.

Total current liabilities stood at P3,162 million as of first quarter of 2015 from P3,193 million as of December 31, 2014 as explained above.

Non-current refundable deposits amounted to P15 million as of first quarter of 2015 from P13 million as of December 31, 2014 from additional customers' deposits.

Retirement benefit obligation amounted to P20 million as of first quarter of 2015 and as of December 31, 2014. This represents the unfunded retirement obligation of certain subsidiaries.

Deferred tax liabilities -net amounted to P938 million as of first quarter of 2015 and December 31, 2014. There was no change for this account.



Total non-current liabilities amounted to P974 million as of first quarter of 2015 from P972 million as of December 31, 2014.

Total liabilities amounted to P4,137 million as of first quarter of 2015 from P4,166 million as of December 31, 2014.

Capital stock stood at P2,030 million as of first quarter of 2015 and December 31, 2014.

Additional paid-in capital amounted to P4,641 million as of first quarter of 2015 and December 31, 2014.

Treasury shares amounted to P115 million as of first quarter of 2015 and December 31, 2014.

Revaluation reserves amounted to P22 million gain as of first quarter of 2015 from P21 million gain as of December 31, 2014 due to currency differences on translating financial statements of foreign operation.

Retained earnings amounted to P2,536 million as of first quarter of 2015 from P2,590 million as of December 31, 2014 as a result of net loss during the period.

Total equity attributable to Equity holders of Parent amounted to P9,115 million as of first quarter of 2015 from P9,168 million as of December 31, 2014 mainly due to lower retained earnings.

Minority interest amounted to P314 million as of first quarter of 2015 and P322 million as of December 31, 2014 primarily due to higher reported losses of the Golden Hill project in Nanning, China.

Total equity amounted to P9,430 million as of first quarter of 2014 from P9,491 million as of December 31, 2014.

i. Known Trends or Demands, Commitments, Events or Uncertainties that will impact Liquidity.

The Company is not aware of any known trends, demands, commitments, events or uncertainties that will materially impact on its liquidity.

ii. Events that will trigger Direct or Contingent Financial Obligation that is material to the Company, including any default or acceleration of an obligation.

As discussed in Notes of the financial statements under Contingencies, certain subsidiaries of the Company are involved in litigation or proceedings, the outcome of which could individually or taken as a whole, not adversely affect the financial results, operations or prospects of the Company. Except of these contingencies, the Company is not aware of other events that will materially trigger direct or contingent financial obligation.

iii. Material Off-Balance Sheet Transactions, Arrangements, Obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

The Company has no material off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons created during the period that is not included in the financial statements.

- iii. Material Commitments for Capital Expenditures, the general purpose of the Commitment and Expected Sources of Funds

The Company estimates capital expenditures for the year 2015 to amount to P100 million for various real estate development. The purchase and/or construction of these capital expenditures will be financed primarily through the funds of the Company.

- v. Known Trends, Events or Uncertainties that will impact Sales/Revenues/Income from Continuing Operations

In 2012, Solid Broadband Corporation (SBC) sold its wired and satellite assets and broadband/internet subscriber base. After the sale of its assets, SBC remaining business was acting as collecting agent of Skycable until SBC's clients are transferred to the latter. SBC broadband business is expected to decrease about 10% of revenues and net income

- vi. Significant elements of Income or Loss that did not arise from Continuing Operations

None

- vii. Causes for any Material Changes from Period to Period

None

**Discussion of the material changes for each account is included in the Management Discussion and Analysis**

- viii. Seasonal Aspects that had Material Effect on the Financial Condition or Results of Operations

There were no significant seasonality in the Company's business that materially affects financial condition or results of operations.

## **PART II –OTHER INFORMATION**

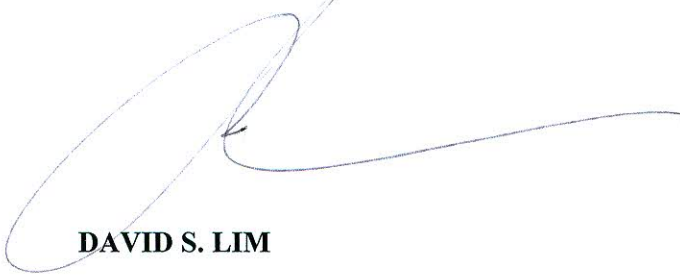
On April 7, 2015, the Board of Directors advised that it approved the subscription of Ten Million Pesos (P10,000,000.00) worth of 100,000 new shares with a par value of P100 per share out of the unissued stock of Solid Video Corporation, a wholly owned subsidiary.

On May 8, 2015, Solid Manila Corporation, a wholly owned subsidiary of the Company has sold its property located in Balintawak, Quezon City, with a total area of 31,423.50 sq. m. at an agreed purchase price of One Billion Two Hundred Thirty One Million Four Hundred Sixteen Thousand Three Hundred Eighty Three and 80/100 Pesos(P1,231,416,383.80).

## SIGNATURES

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

**SOLID GROUP INC.**

A large, stylized handwritten signature in blue ink, consisting of a large loop on the left and a long horizontal stroke extending to the right.

**DAVID S. LIM**

President & Chief Executive Officer

A smaller, more compact handwritten signature in black ink, appearing to be 'Vincent S. Lim'.

**VINCENT S. LIM**

SVP & Chief Financial Officer

May 12, 2015

# Solid Group Inc. and Subsidiaries

Unaudited Consolidated Financial Statements

March 31, 2015 and December 31, 2014

**SOLID GROUP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**MARCH 31, 2015 AND DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
<b><u>ASSETS</u></b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	5	<b>P 2,373,636,600</b>	P 1,623,834,847
Financial Assets at Fair Value Through Profit or Loss	6	<b>150,349,578</b>	746,071,954
Trade and other receivables - net	7	<b>1,079,019,112</b>	1,438,189,029
Advances to related parties	25	<b>25,022,708</b>	28,980,645
Merchandise inventories and supplies - net	9	<b>774,485,905</b>	594,629,960
Real estate inventories - net	10	<b>2,374,739,487</b>	2,371,682,863
Other current assets	13	<b>524,568,021</b>	574,294,025
		<b><u>7,301,821,411</u></b>	<u>7,377,683,323</u>
<b>NON-CURRENT ASSETS</b>			
Trade and other receivables	7	<b>587,649,813</b>	582,579,966
Available-for-sale financial assets - net	8	<b>9,456,527</b>	9,456,527
Property, plant and equipment - net	11	<b>1,733,667,181</b>	1,739,229,451
Investment property - net	12	<b>3,647,835,281</b>	3,653,879,915
Retirement benefit asset	21	<b>123,066,094</b>	123,066,094
Deferred tax assets - net	22	<b>139,833,616</b>	127,125,734
Other non-current assets - net	13	<b>24,435,433</b>	44,270,694
		<b><u>6,265,943,945</u></b>	<u>6,279,608,381</u>
<b>TOTAL ASSETS</b>		<b><u>P 13,567,765,356</u></b>	<u>P 13,657,291,704</u>

	Notes	2015	2014
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>CURRENT LIABILITIES</b>			
Interest-bearing loans	14	P 875,242,723	P 844,408,549
Trade and other payables	15	635,088,664	732,391,095
Customers' deposits	10	1,530,648,573	1,502,205,749
Advances from related parties	25	39,644,336	36,873,493
Estimated liability for land and land development costs	10	68,304,647	68,304,647
Income tax payable		<u>13,523,049</u>	<u>9,404,626</u>
Total Current Liabilities		<u>3,162,451,992</u>	<u>3,193,588,159</u>
<b>NON-CURRENT LIABILITIES</b>			
Refundable deposits - net	16	15,574,166	13,313,947
Retirement benefit obligation	21	20,705,704	20,705,704
Deferred tax liabilities - net	22	<u>938,404,585</u>	<u>938,404,585</u>
Total Non-current Liabilities		<u>974,684,455</u>	<u>972,424,236</u>
Total Liabilities		<u>4,137,136,447</u>	<u>4,166,012,395</u>
<b>EQUITY</b>			
Equity attributable to the Parent Company's stockholders			
Capital stock	23	2,030,975,000	2,030,975,000
Additional paid-in capital		4,641,701,922	4,641,701,922
Treasury shares - at cost	23	( 115,614,380 )	( 115,614,380 )
Revaluation reserves	23	22,382,113	21,082,300
Retained earnings	23	<u>2,536,249,664</u>	<u>2,590,367,022</u>
Total equity attributable to the Parent Company's stockholders		9,115,694,319	9,168,511,864
Non-controlling interests	2	<u>314,934,590</u>	<u>322,767,445</u>
Total Equity		<u>9,430,628,909</u>	<u>9,491,279,309</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b><u>P 13,567,765,356</u></b>	<b><u>P 13,657,291,704</u></b>

*See Notes to Consolidated Financial Statements.*

**SOLID GROUP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2015	2014
<b>REVENUES</b>			
Sale of goods	2	P 477,924,918	P 672,831,576
Rendering of services	25, 26	119,628,470	102,285,916
Sale of real estate	2	-	8,796,350
Rentals	12, 25, 27	37,824,538	41,796,631
Interests	7, 20, 25	14,852,114	6,746,573
Fair value gains on FAFVTPL			1,966,646
Gain on redemption of financial assets		-	578,386
		<u>650,230,040</u>	<u>835,002,078</u>
<b>COST OF SALES, SERVICES, REAL ESTATE</b>			
<b>SOLD AND RENTALS</b>			
Cost of sales	17	406,978,662	607,900,515
Cost of services	17	100,042,141	78,970,283
Cost of real estate sold	18	-	6,476,690
Cost of rentals	17	19,527,823	15,750,480
		<u>526,548,626</u>	<u>709,097,968</u>
<b>GROSS PROFIT</b>		<u>123,681,414</u>	<u>125,904,110</u>
<b>OTHER OPERATING EXPENSES (INCOME)</b>			
General and administrative expenses	18	86,303,131	91,869,457
Selling and distribution costs	18	83,423,168	101,792,230
Other operating income - net	19	4,403,418	( 10,519,139 )
		<u>174,129,717</u>	<u>183,142,548</u>
<b>OPERATING PROFIT</b>		<u>( 50,448,303 )</u>	<u>( 57,238,438 )</u>
<b>OTHER INCOME (CHARGES)</b>			
Finance costs	20	( 22,713,736 )	( 20,056,022 )
Finance income		3,838,568	16,497,693
Other gains - net		194,725	-
		<u>( 18,680,443 )</u>	<u>( 3,558,329 )</u>
<b>PROFIT BEFORE TAX</b>		<u>( 69,128,746 )</u>	<u>( 60,796,767 )</u>
<b>TAX EXPENSE</b>	22	( 678,533 )	4,093,061
<b>PROFIT (LOSS) FOR THE PERIOD</b>		<u>( 68,450,213 )</u>	<u>( P 64,889,828 )</u>
<b>Profit for the year attributable to the:</b>			
Parent Company's stockholders		( P 54,117,358 )	( P 53,810,031 )
Non-controlling interests		( 14,332,855 )	( 11,079,797 )
		<u>( P 68,450,213 )</u>	<u>( P 64,889,828 )</u>
<b>Earnings per share attributable to the</b>			
Parent Company's stockholders - basic and diluted	24	( P 0.03 )	( P 0.03 )

*See Notes to Consolidated Financial Statements.*

**SOLID GROUP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	<u>Note</u>	<u>2015</u>	<u>2014</u>
<b>EQUITY ATTRIBUTABLE TO THE PARENT COMPANY'S STOCKHOLDERS</b>			
<b>CAPITAL STOCK - P1 par value</b>			
Authorized - 5,000,000,000 shares			
Issued - 2,030,975,000 shares			
Outstanding - 1,821,542,000 shares		<b>P 2,030,975,000</b>	P 2,030,975,000
<b>ADDITIONAL PAID-IN CAPITAL</b>		<b>4,641,701,922</b>	4,641,701,922
<b>TREASURY SHARES - at cost</b>			
Acquired at P0.5520 per share - 209,433,000 shares		( 115,614,380 )	( 115,614,380 )
<b>REVALUATION RESERVES</b>			
	23		
Balance at beginning of year		21,082,300	( 16,786,209 )
Other comprehensive income (loss) for the year		1,299,813	1,889,657
Balance at end of year		22,382,113	( 14,896,552 )
<b>RETAINED EARNINGS (DEFICIT)</b>			
Balance at beginning of year			
As previously reported		2,590,367,022	2,820,926,308
Prior period adjustments, net of tax		-	-
As restated		2,590,367,022	2,820,926,308
Profit (loss) for the year attributable to the			
Parent Company's stockholders		( 54,117,358 )	( 53,810,031 )
Cash dividends		-	-
Balance at end of year		2,536,249,664	2,767,116,277
Total Equity Attributable to the Parent Company's stockholders		<b>9,115,694,319</b>	9,309,282,267
<b>NON-CONTROLLING INTERESTS</b>			
Balance at beginning of year		322,767,445	390,232,106
Additional non-controlling interests on acquired subsidiary		6,500,000	
Profit for the year attributable to non-controlling interests		( 14,332,855 )	( 11,079,797 )
Balance at end of year		314,934,590	379,152,309
<b>TOTAL EQUITY</b>		<b>P 9,430,628,909</b>	P 9,688,434,576
<b>Total comprehensive income (loss) for the year attributable to:</b>			
Parent Company's stockholders		( P 52,817,545 )	( P 51,920,374 )
Non-controlling interests		( 14,332,855 )	( 11,079,797 )
		<b>( P 67,150,400 )</b>	<b>( P 63,000,171 )</b>

*See Notes to Consolidated Financial Statements.*



**SOLID GROUP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2015	2014
<b>NET PROFIT (LOSS) FOR THE PERIOD</b>	( P	<b>68,450,213</b> )	( P 64,889,828)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Reclassification adjustments for losses recognized in profit or loss		-	
Fair value gains (losses) on available-for-sale financial assets, net of taxes		-	
Currency exchange differences on translating balances of foreign operations		<b>1,299,813</b>	1,889,657
		-	-
		<b>1,299,813</b>	1,889,657
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	( P	<b>67,150,400</b> )	( P 63,000,171)
<b>Total comprehensive income (loss) for the period attributable to:</b>			
Parent Company's stockholders	( P	<b>52,817,545</b> )	( P 51,920,374)
Non-controlling interests	(	<b>14,332,855</b> )	( 11,079,797)
	( P	<b>67,150,400</b> )	( P 63,000,171)

*See Notes to Consolidated Financial Statements.*

**SOLID GROUP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2015	2014	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before tax	(	69,128,746)	(	60,796,767)
Adjustments for:				
Interest income	(	17,124,616)	(	6,746,573)
Depreciation and amortization		17,975,273		10,067,304
Losses (gain) on sale of financial assets	(	363,056)	(	578,386)
Impairment losses on financial assets		-		-
Impairment losses on trade and other receivables		85,778		-
Interest expense		21,518,080		13,994,522
Fair value gains on financial assets at fair value through profit or loss		-	(	1,966,646)
Loss (reversal) on inventory obsolescence		-		-
Unrealized foreign currency losses (gains) - net	(	287,249)		5,589,467
Fair value gains on investment property - net		-		-
Impairment (reversal) losses on available-for-sale financial assets		-		-
Operating profit before working capital changes	(	47,324,536)	(	40,437,079)
Decrease (increase) in trade and other receivables		354,525,477		145,566,759
Decrease (increase) in available-for-sale financial assets	(	363,056)	(	237,005)
Decrease (increase) in financial assets at fair value through profit or loss		-		-
Decrease (increase) in held-to-maturity investments		-		-
Decrease (increase) in merchandise inventories and supplies	(	179,855,945)	(	13,037,300)
Decrease (increase) in real estate inventories	(	1,756,811)		1,219,244
Decrease (increase) in advances to related parties		3,957,937	(	118,818)
Decrease (increase) in other current assets		49,726,004		19,544,800
Decrease (increase) in retirement benefit asset		-		-
(Increase) in deferred tax assets	(	12,707,882)	(	3,257,038)
Decrease (increase) in other non-current assets		19,835,261		14,823,743
Increase (decrease) in trade and other payables	(	98,170,802)	(	59,519,994)
Increase in estimated liability for land and land development costs		-		-
Increase (decrease) in customers' deposits		28,442,824		139,480,644
Increase (decrease) in advances from related parties		2,770,843		2,720,527
Increase (decrease) in refundable deposits		2,260,219		4,855,834
Increase (decrease) in retirement benefit obligation		-		-
Increase in deferred tax liabilities		-		-
Cash generated from (used in) operations		121,339,534		211,604,317
Interest received		14,852,114		6,746,573
Cash paid for income taxes		4,796,956		728,131
<b>Net Cash From Operating Activities</b>		<b>140,988,604</b>		<b>219,079,021</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Decrease (Acquisition) of financial assets at fair value through profit or loss		595,722,376	(	1,901,340,722)
Decrease (Acquisitions) of property and equipment	(	11,686,892)	(	59,758,856)
Interest received		1,761,317		1,669,380
Minority interest		6,500,000		-
Decrease (Additions) to investment property		6,044,634		-
<b>Net Cash Used in Investing Activities</b>		<b>598,341,435</b>	(	<b>1,959,430,198</b> )

<u>Notes</u>	<u>2015</u>	<u>2014</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from (repayments) of interest-bearing loans - net	30,834,174	( 1,046,428 )
Interest paid	( 20,649,709 )	( 13,987,766 )
Net Cash From (Used in) Financing Activities	<u>10,184,465</u>	( <u>15,034,194</u> )
<b>Effect of Currency Rate Changes on Cash and Cash Equivalents</b>		
	<u>287,249</u>	( <u>5,589,467</u> )
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>749,801,753</b>	( 1,760,974,838 )
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<u>1,623,834,847</u>	<u>2,327,335,632</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b><u>P 2,373,636,600</u></b>	<b><u>P 566,360,794</u></b>

*See Notes to Consolidated Financial Statements.*

**SOLID GROUP INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2015 AND DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

**1. CORPORATE INFORMATION**

**1.1 Company Background**

Solid Group Inc. (SGI or the Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on October 16, 1933. On February 22, 1982, the SEC approved the extension of SGI's corporate life for another 50 years. SGI currently conducts business as an investment holding company. On September 4, 1996, SGI listed its shares of stock in the Philippine Stock Exchange (PSE).

The Parent Company holds ownership interests in the following subsidiaries (the Parent Company and the subsidiaries are collectively referred to herein as "the Group"):

Subsidiaries	Percentage of Ownership		Notes	Nature of Business
	2015	2014		
Brilliant Reach Limited (BRL)	100	100	(a)	Investment holding company
Kita Corporation (Kita)	100	100		Leasing of real estate properties
Solid Broadband Corporation (SBC)	100	100		Broadband, cable and satellite services and sale of LCD televisions
Solid Group Technologies Corporation (SGTC)	100	100		Trading of prefabricated modular house and office units
Precos, Inc. (Precos)	100	100	(c)	Real estate
Solid Electronics Corporation (SE Corp.)	100	100		Repair services for audio and video products
Solid Manila Corporation (SMC)	100	100		Leasing of real estate properties and hotel operations
Casa Bocobo Hotel, Inc. (CBHI)	100	100	(b)	Hotel operations
Solid Manila Finance, Inc. (SMFI)	100	100		Financing
Solid Video Corporation (SVC)	100	100		Trading of professional audio and video equipment
Zen Towers Corporation (ZTC)	100	100		Real estate
Phil-Nanning Consortium, Inc. (PNCI)	100	100	(f)	Investment holding company
My Solid Technologies & Devices Corporation (My Solid)	100	100		Sale of mobile phones, devices and accessories
Omni Solid Services, Inc. (OSSSI) [formerly Solid Laguna Corporation (SLC)]	100	100	(i)	Logistics and assembly of consumer electronics products
MyApp Corporation (MyApp)	100	-	(h)	Investment holding company
Skyworld Corporation (Skyworld)	75	75	(b), (c)	Investment holding company
Interstar Holdings Company, Inc. (Interstar)	73	73	(b), (c)	Investment holding company
Fil-Dragon Real Estate Development, Ltd. (Fil-Dragon)	51	51	(g)	Real estate
Starworld Corporation (Starworld)	50	50	(b), (e)	Real estate
Laguna International Industrial Park, Inc. (LIIP)	50	50	(b), (d)	Real estate
Creative HotHouse Manila Inc.	50	-	(j)	Developing mobile applications

Notes:

- (a) Incorporated and domiciled in the British Virgin Islands
- (b) Indirectly owned through SMC
- (c) Pre-operating or non-operating
- (d) LIIP is 22.5% owned by SMC and 37.5% owned by Interstar
- (e) Starworld is 20% owned by SMC and 40% owned by Skyworld
- (f) Indirectly owned through Precos
- (g) Indirectly owned through PNCI; incorporated and domiciled in the People's Republic of China (PRC)
- (h) Incorporated on October 23, 2014; has not yet started commercial operation as of December 31, 2014
- (i) On March 19, 2012, the SEC approved the change in corporate name of SLC to OSSSI.
- (j) Incorporated on February 5, 2015.

SBC holds a provisional authority, granted by the National Telecommunications Commission (NTC), to use its legislative franchise under Republic Act (RA) No. 9116, *An Act Granting Solid Broadband Corporation a Franchise to Construct, Install, Establish, Operate and Maintain Telecommunications Systems throughout the Philippines* (see Note 26.3).

SMFI is subject to the rules and regulations provided under RA No. 8556, *The Financing Company Act of 1998*.

## **1.2 Status of Operations and Mergers**

### **(a) Mergers of Certain Subsidiaries**

On December 26, 2011 and January 10, 2012, the SEC approved the mergers of Solid Corporation (SC) and SMC; and of Omni Logistics Corporation (OLC) and OSSSI, respectively, whereby SMC and OSSSI were the surviving entities (see Note 15). Both mergers became effective on January 1, 2012; hence, starting that date, SC started to operate under the corporate name of SMC and OLC under the corporate name of OSSSI.

On May 28, 2012, the SEC approved the merger of Mytel Mobility Solutions, Inc. and My Solid, wherein My Solid became the surviving entity. The merger became effective on June 1, 2012.

## **1.3 Other Corporate Information**

The registered offices and principal places of business of the Parent Company and its subsidiaries, except those listed below, are located at 2285 Don Chino Roces Avenue, Makati City. The registered offices and principal places of business of the other subsidiaries are as follows:

BRL	-	2 <sup>nd</sup> Floor, Abbott Building, P.O. Box 933, Road Town, Tortola, British Virgin Islands
Kita	-	N7175 Gil Puyat Ave. cor. Feati St., Clark Freeport Zone, Clarkfield, Pampanga
OSSI	-	Solid Street, LIIP, Mamlasan, Biñan, Laguna
SMC and CBHI	-	1000 J. Bocobo St., Ermita, Manila
SE Corp.	-	1172 E. delos Santos Avenue, Balintawak, Quezon City
Starworld	-	Bo. Prinza, Calamba City
ZTC	-	1111 Natividad A. Lopez Street, Brgy. 659-A, Zone 79 District 5, Ermita, Manila
PNCI	-	139 Joy St. Balingasa, Quezon City
Fil-Dragon	-	16 Zhujin Road, ASEAN Commercial Park, Nanning City, Guangxi Province, PRC
My Solid	-	2000 East Service Road Bicutan, Parañaque City

#### ***1.4 Approval for Issuance of Consolidated Financial Statements***

The consolidated financial statements of the Group as of and for the year ended December 31, 2014 (including the comparative financial statements for December 31, 2013 and 2012) were authorized for issue by the Parent Company's BOD on April 7, 2015.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

### ***2.1 Basis of Preparation of Consolidated Financial Statements***

#### ***(a) Statement of Compliance with Philippine Financial Reporting Standards***

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

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

#### ***(b) Presentation of Consolidated Financial Statements***

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents the consolidated statement of comprehensive income separate from the consolidated statement of income.

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

#### ***(c) Functional and Presentation Currency***

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

Items included in the consolidated financial statements of the Group are measured using the Parent Company's functional currency, which is the currency of the primary economic environment in which the Parent Company operates.

## 2.2 Adoption of Amended PFRS and Interpretation

### (a) Effective in 2015 that are Relevant to the Group

In 2015, the Group adopted for the first time the following amendments and annual improvements to PFRS that are relevant to the Group and effective for consolidated financial statements for the annual periods beginning on or after July 1, 2014:

PAS 32 (Amendment)	:	PAS 19 (Amendment), Employee Benefits – Defined Benefit Plans – Employee Contributions
Annual Improvements (2010-2012 Cycle)		
PAS 16 and 38 (Amendments)	:	Property, Plant and Equipment and Intangible Assets
PAS 24 (Amendment)	:	Related Party Disclosures
PFRS 3 (Amendment)	:	Business Combinations
PFRS 8 (Amendment)	:	Operating Segments
PFRS 13 (Amendment)	:	Fair Value Measurements
Annual Improvements (2011-2013 Cycle)		
PAS 40 (Amendment)	:	Investment Property
PFRS 3 (Amendment)	:	Business Combinations
PFRS 13 (Amendment)	:	Fair Value Measurements

Discussed below and in the succeeding pages are the relevant information about these amended standards and annual improvements.

(i) PAS 19 (Amendment), *Employee Benefits – Defined Benefit Plans – Employee Contributions* (effective from July 1, 2014). The amendment clarifies that if the amount of the contributions from employees or third parties is dependent on the number of years of service, an entity shall attribute the contributions to periods of service using the same attribution method (i.e., either using the plan's contribution formula or on a straight-line basis) for the gross benefit. Management has determined that this amendment does not a significant impact on the Group's consolidated financial statements as the Group's post-employment benefit plan is noncontributory.

### (ii) Annual Improvements to PFRS (2010-2012 Cycle)

(a) PAS 16 (Amendment), *Property, Plant and Equipment* and PAS 38 (Amendment), *Intangible Assets*. The amendments clarify that when an item of property, plant and equipment, and intangible assets is revalued, the gross carrying amount is adjusted in a manner that is consistent with a revaluation of the carrying amount of the asset. This amendment did not result in a significant impact in the Group's consolidated financial statements as the Group's property and equipment and intangible assets

are stated at cost less accumulated depreciation, amortization and any impairment losses.

- (b) PAS 24 (Amendment), *Related Party Disclosures*. The amendment clarifies that an entity providing key management services to a reporting entity is deemed to be a related party of the latter. It also clarifies that the information required to be disclosed in the consolidated financial statements are the amounts incurred by the reporting entity for key management personnel services that are provided by a separate management entity and not the amounts of compensation paid or payable by the management entity to its employees or directors. This amendment did not have a significant impact in the Group's consolidated financial statements as the Group did not enter into any management service agreement with any entity.
- (c) PFRS 3 (Amendment), *Business Combinations*. This amendment clarifies that an obligation to pay contingent consideration which meets the definition of a financial instrument is classified as a financial liability or as equity in accordance with PAS 32. It also clarifies that all non-equity contingent consideration should be measured at fair value at the end of each reporting period, with changes in fair value recognized in profit or loss. This amendment did not result in a significant impact in the Group's consolidated financial statements.
- (d) PFRS 8 (Amendment), *Operating Segments*. The amendment requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments. This includes a description of the segments which have been aggregated and the economic indicators which have been assessed in determining that the aggregated segments share similar economic characteristics. It further classifies the requirement to disclose for the reconciliations of segment assets to the entity's assets if the amount is regularly provided to the chief operating decision maker. This amendment did not result in additional disclosures in the Group's consolidated financial statements (see Note \_\_\_).
- (e) PFRS 13 (Amendment), *Fair Value Measurement*. The amendment in the basis of conclusion of PFRS 13 clarifies that issuing PFRS 13 and amending certain provisions of PFRS 9 and PAS 39 related to discounting of financial instruments did not remove the ability to measure short-term receivables and payables with no stated interest rate on an undiscounted basis, when the effect of not discounting is immaterial. This amendment did not result in a significant impact in the Group's consolidated financial statements.

*Annual Improvements to PFRS (2011-2013 Cycle)*

- (a) PAS 40 (Amendment), *Investment Property*. The amendment clarifies the interrelationship of PFRS 3 and PAS 40 in determining the classification of property as an investment property or owner-occupied property, and explicitly requires an entity to use judgment in determining whether the acquisition of an investment property is an acquisition of an asset or a group of asset in accordance with PAS 40, or a business combination in accordance with



PFRS 3. This amendment did not result in a significant impact in the Group's consolidated financial statements.

- (b) PFRS 3 (Amendment), *Business Combinations*. It clarifies that PFRS 3 does not apply to the accounting for the formation of any joint arrangement under PFRS 11 in the consolidated financial statements of the joint arrangement itself. This amendment did not result in a significant impact in the Group's consolidated financial statements.
- (c) PFRS 13 (Amendment), *Fair Value Measurement*. The amendment clarifies that the scope of the exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis (the portfolio exception) applies to all contracts within the scope of and accounted for in accordance with PAS 39 or PFRS 9, regardless of whether they meet the definition of financial assets or financial liabilities as defined in PAS 32. This amendment did not result in a significant impact in the Group's consolidated financial statements.

(b) *Effective Subsequent to 2015 but not Adopted Early*

There are new PFRS, amendments and annual improvements to existing standards effective for annual periods subsequent to 2014, which are issued by the FRSC, subject to the approval of the BOA. Management will adopt the following relevant pronouncements in accordance with their transitional provisions, and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 1 (Amendment), *Presentation of Financial Statements – Disclosure Initiative* (effective from January 1, 2016). The amendment encourages entities to apply professional judgment in presenting and disclosing information in the financial statements. Accordingly, it clarifies that materiality applies to the whole financial statements and an entity shall not reduce the understandability of the financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. Moreover, the amendment clarifies that an entity's share of other comprehensive income of associates and joint ventures accounted for using equity method should be presented based on whether or not such other comprehensive income item will subsequently be reclassified to profit or loss. It further clarifies that in determining the order of presenting the notes and disclosures, an entity shall consider the understandability and comparability of the consolidated financial statements.
- (ii) PAS 16 (Amendment), *Property, Plant and Equipment*, and PAS 38 (Amendment), *Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization* (effective from January 1, 2016). The amendment in PAS 16 clarifies that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment. In addition, amendment to PAS 38 introduces a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is not appropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be

demonstrated that revenue and the consumption of the economic benefits of an intangible asset are highly correlated. The amendment also provides guidance that the expected future reductions in the selling price of an item that was produced using the asset could indicate an expectation of technological or commercial obsolescence of an asset, which may reflect a reduction of the future economic benefits embodied in the asset.

- (iii) PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception* (effective from January 1, 2016). This amendment addresses the concerns that have arisen in the context of applying the consolidation exception for investment entities. This amendment permits a non-investment entity investor, when applying the equity method of accounting for an associate or joint venture that is an investment entity, to retain the fair value measurement applied by that investment entity associate or joint venture to its interests in subsidiaries.
- (iv) PFRS 10 (Amendment), *Consolidated Financial Statements*, and PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Venture* (effective from January 1, 2016). The amendment to PFRS 10 requires full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, *Business Combinations*, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendment has been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.
- (v) PFRS 10 (Amendment), *Consolidated Financial Statements* (effective from January 1, 2016). This amendment confirms that the exemption from preparing consolidated financial statements continues to be available to a parent entity that is a subsidiary of an investment entity, even if the investment entity measures its interest in all its subsidiaries at fair value in accordance with PFRS 10. The amendment further clarifies that if an investment entity has a subsidiary that is not itself an investment entity and whose main purpose and activities are to provide services that are related to the investment activities of the investment entity parent, the latter shall consolidate the subsidiary.
- (vi) PFRS 11 (Amendment), *Joint Arrangements* (effective from January 1, 2016). This amendment requires the acquirer of an interest in a joint operation in which the activity constitutes a business defined in PFRS 3 to apply all accounting principles and disclosure requirements on business combination under PFRS 3 and other PFRSs, except for those principles that conflict with the guidance in PFRS 11.

- (vii) PFRS 12 (Amendment), *Disclosures of Interests in Other Entities* (effective from January 1, 2016). The amendment clarifies that an investment entity that measures all its subsidiaries at fair value should provide the disclosures required by PFRS 12.
- (viii) IFRS 15, *Revenue from Contract with Customers* (effective from January 1, 2017). This standard will replace PAS 18, *Revenue*, and PAS 11, *Construction Contracts*, the related Interpretations on revenue recognition: IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreement for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and Standing Interpretations Committee 31, *Revenue – Barter Transactions Involving Advertising Services*. This new standard establishes a comprehensive framework for determining when to recognize revenue and how much revenue to recognize. The core principle in the said framework is for an entity to recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard has not yet been adopted in the Philippines; however, management is currently assessing the impact of this standard on the Group's consolidated financial statements in preparation for the adoption of this standard in the Philippines.
- (ix) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will eventually replace PAS 39 and PFRS 9 (2009, 2010 and 2013 versions). This standard contains, among others, the following:
- three principal classification categories for financial assets based on the business model on how an entity is managing its financial instruments;
  - an expected loss model in determining impairment of all financial assets that are not measured at fair value through profit or loss (FVTPL), which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset; and,
  - a new model on hedge accounting that provides significant improvements principally by aligning hedge accounting more closely with the risk management activities undertaken by entities when hedging their financial and non-financial risk exposures.

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

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

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

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

The Group does not expect to implement and adopt PFRS 9 (2014) until its effective date. In addition, management is currently assessing the impact of PFRS 9 (2014) on the consolidated financial statements of the Group and it will conduct a comprehensive study of the potential impact of this standard prior to its mandatory adoption date to assess the impact of all changes.

- (x) Annual Improvements to PFRS. Annual improvements to PFRS (2012-2014 Cycle) effective for annual periods beginning on or after January 1, 2016, made minor amendments to a number of PFRS. Among those improvements, the following amendments are relevant to the Group but management does not expect those to have material impact on the Group's consolidated financial statements:
  - (a) PFRS 7 (Amendment), *Financial Instruments – Disclosures*. The amendment provides additional guidance to help entities identify the circumstances under which a contract to “service” financial assets is considered to be a continuing involvement in those assets for the purposes of applying the disclosure requirements of PFRS 7. Such circumstances commonly arise when, for example, the servicing is dependent on the amount or timing of cash flows collected from the transferred asset or when a fixed fee is not paid in full due to non-performance of that asset.
  - (b) PAS 19 (Amendment), *Employee Benefits*. The amendment clarifies that the currency and term of the high quality corporate bonds which were used to determine the discount rate for post-employment benefit obligations shall be made consistent with the currency and estimated term of the post-employment benefit obligations.

### **2.3 Basis of Consolidation**

The Group's consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries as enumerated in Note 1.1, after the elimination of intercompany transactions. All intercompany balances and transactions with subsidiaries, including income, expenses and dividends, are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are

recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting principles.

The Parent Company accounts for its investments in subsidiaries and non-controlling interests (NCI) as follows:

*(a) Investments in Subsidiaries*

Subsidiaries are entities (including structured entities) over which the Parent Company has control. The Parent Company controls an entity when it has power over the investee, it is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date the Parent Company obtains control.

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

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

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

The excess of the consideration transferred, the amount of any NCI in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.13).

(b) *Transactions with NCI*

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

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

## **2.4 Segment Reporting**

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

In identifying its operating segments, management generally follows the Group's products and service lines as disclosed in Note 4, which represent the main products and services provided by the Group.

Each of these operating segments is managed separately as each of these service lines requires different technologies and other resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under PFRS 8 are the same as those used in its consolidated financial statements, except that the following are not included in arriving at the operating profit of the operating segments:

- post-employment benefit expenses; and,
- revenue, costs and fair value gains from investment property.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to any segment.

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

## 2.5 *Financial Assets*

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. Financial assets other than designated and effective as hedging instruments are classified into the following categories: financial assets at FVTPL, loans and receivables, held-to-maturity investments and available-for-sale (AFS) financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired.

Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at FVTPL are initially recognized at fair value plus any directly attributable transaction costs. Financial assets carried at FVTPL are initially recorded at fair value and the related transaction costs are recognized in profit or loss.

A more detailed description of the categories currently relevant to the Group is as follows:

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

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

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

### (b) *Loans and Receivables*

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

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Trade and Other Receivables (excluding Advances to suppliers), Advances to Related Parties and Refundable deposits, Restricted cash and Cash bond, presented as part of Other Current Assets and Other Non-Current Assets accounts, in the consolidated statement of financial position. Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments with original maturities of three months or less, readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment loss, if any. Impairment loss is provided when there is objective evidence that the Group will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated cash flows (excluding future credit losses that have not been incurred), discounted at the financial assets' original effective interest rate or current effective interest rate determined under the contract if the loan has a variable interest rate.

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

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of reversal is recognized in the profit or loss.

(c) *AFS Financial Assets*

This category includes non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. They are included in non-current assets under the Available-for-sale Financial Assets account in the consolidated statement of financial position unless management intends to dispose of the investment within 12 months from the end of reporting period. The Group's AFS financial assets include proprietary membership club shares, equity securities and corporate bonds.

All financial assets within this category are subsequently measured at fair value. Gains and losses from changes in fair value are recognized in other comprehensive income, net of any income tax effects, and are reported as part of the Revaluation Reserves account in equity, except for interest and dividend income, impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss.



When the financial asset is disposed of or is determined to be impaired, that is, when there is significant prolonged decline in the fair value of the security below its cost, the cumulative fair value gains or losses recognized in other comprehensive income is reclassified from equity to profit or loss and is presented as reclassification adjustment within other comprehensive income even though the financial asset has not been derecognized.

Reversal of impairment loss is recognized in other comprehensive income, except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized.

Except for interest income earned by SGI, SMFI, BRL, Starworld and Interstar, which is presented as Interest under the Revenues section of the consolidated statement of income, all income and expenses, including impairment losses, relating to financial assets that are recognized in profit or loss are presented as part of Finance Income and Finance Cost in the consolidated statement of income, respectively.

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

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

## ***2.6 Merchandise Inventories and Supplies***

Inventories are valued at the lower of cost and net realizable value. Cost is determined using the moving average method. Merchandise inventories, service parts, supplies, and others include all costs directly attributable to acquisitions, such as the purchase price, import duties and other taxes that are not subsequently recoverable from taxing authorities.

Net realizable value of merchandise inventories is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale. Net realizable value of spare parts, supplies and others is the current replacement cost.

## ***2.7 Real Estate Inventories***

Real estate inventories consist of the following:

### ***(a) Land and Land Development Costs***

Land and land development costs include the acquisition cost of raw land intended for future development and sale, as well as other costs and expenses incurred to effect the transfer of property title.

(b) *Property Development Costs*

Property development costs include the cost of land used as a building site for a condominium project and the accumulated costs incurred in developing and constructing the property for sale.

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

**2.8 Other Assets**

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

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

**2.9 Property and Equipment**

Property and equipment, except land, are carried at acquisition cost or construction cost less subsequent depreciation, amortization and any impairment losses. Land held for use in production or administration is stated at cost less any impairment losses.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense as incurred.

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

Buildings and improvements	10 to 25 years
Test, communication and other equipment	5 to 20 years
Machinery and equipment	5 to 10 years
Transportation equipment	5 years
Computer system	2 to 5 years
Furniture, fixtures and office equipment	2 to 5 years
Tools and equipment	2 to 3 years

Construction in progress represents properties under construction and is stated at cost. This includes cost of construction, applicable borrowing cost (see Note 2.20) and other direct costs. The account is not depreciated until such time that the assets are completed and available for use.

Leasehold improvements are amortized over the estimated useful lives of the assets from 2 to 15 years or the terms of the relevant leases, whichever is shorter.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.18).

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

An item of property and equipment, including the related accumulated depreciation, amortization and any impairment losses, 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 (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.

### ***2.10 Investment Property***

Investment property represents property held either to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment property is accounted for under the fair value model. It is revalued annually and is included in the consolidated statement of financial position at its fair value. Fair value is supported by market evidence and is determined by independent appraisers with sufficient experience with respect to both the location and the nature of the investment property (see Note 30.4).

Investment property, which consists mainly of land and improvements and buildings and improvements under operating lease agreements, is initially measured at acquisition cost, including transaction costs.

Any gain or loss resulting from either a change in the fair value or the sale or retirement of an investment property is immediately recognized in profit or loss as Fair value gains or losses on investment property under Other Operating Income in the consolidated statement of income.

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal.

For tax purposes, investment property is carried at cost less accumulated depreciation computed on a straight-line basis over the estimated net useful lives of the assets ranging from 11 to 25 years.

### ***2.11 Financial Liabilities***

Financial liabilities, which include interest-bearing loans, trade and other payables [excluding output value-added tax (VAT) and other tax-related liabilities, advances from customers, reserve for warranty costs], advances from related parties and refundable deposits, are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges are recognized as an expense in profit or loss under the caption Finance Costs in the consolidated statement of income.

Interest-bearing loans are recognized at proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to profit or loss on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Trade and other payables, advances from related parties and refundable deposits are initially recognized at their fair values and subsequently measured at amortized cost, using the effective interest method, less settlement payments.

Dividend distributions to shareholders are recognized as financial liabilities upon declaration by the Parent Company's BOD.

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

Financial liabilities are derecognized from the consolidated statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

### ***2.12 Offsetting Financial Instruments***

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the consolidated statement of financial position when the Group currently has legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on a future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy, and must be legally enforceable for both entity and all counterparties to the financial instruments.

### **2.13 Business Combinations**

Business acquisitions are accounted for using the acquisition method of accounting.

The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they are recorded in the consolidated financial statements prior to acquisition. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for the subsequent measurement in accordance with the Group's accounting policies.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed (see Note 2.18).

Negative goodwill which is the excess of the Group's interest in the net fair value of net identifiable assets acquired over acquisition cost is charged directly to profit or loss.

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

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of goodwill relating to it.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in the profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

### **2.14 Provisions and Contingencies**

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

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

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

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

Revenue comprises revenue from the sale of goods and the rendering of services measured by reference to the fair value of consideration received or receivable by the Group for goods sold and services rendered, excluding VAT and trade discounts.

Revenue is recognized to the extent that the revenue can be reliably measured, it is probable that the economic benefits will flow to the Group, and the costs incurred or to be incurred can be measured reliably. In addition, the following specific recognition criteria must also be met before revenue is recognized:

- (a) *Rendering of services (other than commission income)* – Revenue is recognized when the performance of contractually agreed services have been substantially rendered.
- (b) *Sale of goods (other than sale of real estate)* – Revenue is recognized when the risks and rewards of ownership of the goods have passed to the buyer i.e., generally when the customer has acknowledged delivery of goods.
- (c) *Rentals* – Revenue is recognized on a straight-line basis over the duration of the term of the lease (see Note 2.16).
- (d) *Warranty and network support fee (shown as part of Rendering of Services)* – Revenue from warranty is recognized upon actual rendering of in-warranty and out-of-warranty services to the customers. Revenue from network support is accrued monthly based on a fixed amount specified in the service contract as agreed with the customer.

- (e) *Sale of real estate* – Revenues from sale of real estate is accounted for using the full accrual method. Under this method, gross profit on sale is fully recognized when: (a) the collectibility of the sales price is reasonably assured; (b) the earnings process is virtually complete; and, (c) the seller does not have a substantial continuing involvement with the subject properties. The collectibility of the sales price is considered reasonably assured when: (a) the related loan documents have been delivered to the banks; or (b) the full down payment comprising a substantial portion (at least 25%) of the contract price is received and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

Subsequent cancellations of prior years' real estate sales are deducted from revenues and cost of real estate sales in the year in which such cancellations are made.

If the transaction does not yet qualify as a sale, the deposit method is applied until all conditions for recording the sale are met. Pending the recognition of sale, payments received from buyers are presented under the Customers' Deposits account in the liabilities section of the consolidated statement of financial position.

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of real estate property sold before completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development, as determined by technical staff. The estimated future expenditures for the development of the real estate property for sale are shown under the Estimated Liability for Land and Land Development Costs account in the consolidated statement of financial position.

- (f) *Interest income on loans receivables* – Revenue is recognized as the interest accrues using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

- (g) *Commission income (shown as part of Rendering of Services)* – Revenue is recognized on an accrual basis computed based on a certain percentage of sales.

- (b) *Increase in cash surrender value of life insurance* – Revenue is recognized when the increase in cash surrender value occurs and becomes determinable.
- (i) *Service charges and penalties* – Revenue is generally recognized on an accrual basis when the service has been provided and when there is reasonable degree of certainty as to their collectibility.
- (j) *Interest income on cash and cash equivalents* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.

Cost and expenses are recognized in the consolidated statement of income upon receipt of the goods or utilization of services or at the date they are incurred. Expenditure for warranties is recognized and charged against the associated provision when the related revenue is recognized. All finance costs are reported in the consolidated statement of income on an accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset (see Note 2.20).

## **2.16 Leases**

The Group accounts for its leases as follows:

### *(a) Group as Lessee*

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

### *(b) Group as Lessor*

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized in the consolidated statement of income on a straight-line basis over the lease term (see Note 2.15).

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

## **2.17 Foreign Currency Transactions and Translation**

### *(a) Transactions and Balances*

The accounting records of the Group, except BRL and Fil-Dragon, are maintained in Philippine pesos. Foreign currency transactions during the period are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates. The accounting records of BRL and Fil-Dragon are maintained in United States (U.S.) dollar and Chinese yuan renminbi (RMB), respectively.



Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of income as part of Finance Income or Finance Costs.

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

The operating results and financial position of BRL and Fil-Dragon are translated to Philippine pesos, the Parent Company's functional and presentation currency, as presented below.

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (ii) Income and expenses for each statement of income account are translated at the monthly average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates prevailing at the dates of the transactions); and,
- (iii) All resulting exchange differences are recognized as a separate component of other comprehensive income under currency exchange differences on translating financial statements of foreign operations, which is included under items that will be reclassified subsequently to profit or loss.

On consolidation, exchange differences arising from the translation of the net investments in BRL and Fil-Dragon are recognized in other comprehensive income and taken to equity under Revaluation Reserves. When a foreign operation is partially disposed of or sold, such exchange differences are reclassified in the consolidated statement of income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

The translation of the financial statements into Philippine pesos should not be construed as a representation that the U.S. dollar and Chinese yuan RMB amounts could be converted into Philippine pesos amounts at the translation rates or at any other rates of exchange.

**2.18 Impairment of Non-financial Assets**

The Group's property and equipment, investment property and other non-financial assets are subject to impairment testing whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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

Impairment loss is recognized for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. Except for impairment losses on goodwill, an impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

### ***2.19 Employee Benefits***

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

#### *(a) Post-employment Defined Benefit Plan*

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

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

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

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

(b) *Post-employment Defined Contribution Plans*

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

(c) *Termination Benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) *Profit-sharing and Bonus Plans*

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

(e) *Compensated Absences*

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

## ***2.20 Borrowing Costs***

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

For income tax purposes, interest and other borrowing costs are charged to expense when incurred.

## ***2.21 Income Taxes***

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

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

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. For purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted, that is, when the investment property is depreciable and is held within the business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

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

### ***2.22 Related Party Transactions and Relationships***

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

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

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

### ***2.23 Equity***

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

Additional paid-in capital (APIC) includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from APIC, net of any related tax benefits.

Treasury shares are stated at the cost of reacquiring such shares and are deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of.

Revaluation reserves comprise the remeasurements of post-employment defined benefit plan, cumulative translation adjustments and unrealized fair value gains (losses) arising from the revaluation of certain AFS financial assets.

Retained earnings represent all current and prior period results of operations as reported in the consolidated statement of income, reduced by the amounts of dividends declared, if any.

Non-controlling interests represent the portion of net assets and profit or loss not attributable to the Parent Company's stockholders which are presented separately in the Group's consolidated statement of income and consolidated statement of comprehensive income and within equity in the Group's consolidated statement of financial position and consolidated statement of changes in equity.

#### ***2.24 Earnings Per Share***

Basic earnings (loss) per share is computed by dividing net profit attributable to the Parent Company's stockholders by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividends declared, stock split and reverse stock split declared during the current period.

Diluted earnings (loss) per share is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of potential dilutive shares. Currently, the Group does not have potentially dilutive shares outstanding; hence, the diluted earnings (loss) per share is equal to the basic earnings (loss) per share.

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

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

### **3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

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

### ***3.1 Critical Management Judgments in Applying Accounting Policies***

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

*(a) Revenue Recognition Criteria on Real Estate Sales*

The Group recognizes revenues from real estate sales under the full accrual method. Under this method, critical judgment is made by management in determining whether the collectibility of the sales price is reasonably assured. Management considers the collectibility of real estate sales as reasonably assured when: (a) the related loan documents have been delivered to the banks; or (b) the full down payment comprising a substantial portion (at least 25%) of the contract price is received and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

*(b) Impairment of AFS Financial Assets*

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

Based on the recent evaluation of information and circumstances affecting the Group's AFS financial assets, management concluded that certain assets are permanently impaired as of March 31, 2015 and December 31, 2014, as disclosed in Note 8. Future changes in those information and circumstances might significantly affect the carrying amount of the assets.

*(c) Costing of Merchandise Inventories and Supplies*

The Group's inventory costing policies and procedures were based on a careful evaluation of present circumstances and facts affecting production operations. A review of the benchmarks set by management necessary for the determination of inventory costs and allocation is performed regularly. Actual data are compared to the related benchmarks and critical judgment is exercised to assess the reasonableness of the costing policies and procedures which are currently in place and to make the necessary revisions in light of current conditions.

(d) *Distinguishing Investment Property, Owner-occupied Properties and Real Estate Inventories*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to the properties but also to other assets used in the production or supply process. On the other hand, real estate inventories are properties intended to be sold in the normal course of business.

(e) *Distinguishing Operating and Finance Leases*

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

(f) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provision and contingencies are discussed in Note 2.14 and the disclosures on relevant provisions and contingencies are presented in Notes 26 and 27.

### **3.2 Key Sources of Estimation Uncertainty**

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

(a) *Impairment of Trade and Other Receivables and Advances to Related Parties*

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

The carrying value of trade and other receivables and the analysis of allowance for impairment on such financial assets are shown in Note 7. There were no impairment losses recognized on advances to related parties for the period ended March 31, 2015 and December 31, 2014 based on management's assessment (see Note 25).



(b) *Fair Value Measurement of Financial Instruments*

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

The carrying values of the Group's financial assets at FVTPL and AFS financial assets and the amounts of fair value changes recognized on those assets are disclosed in Notes 6 and 8, respectively.

(c) *Determining Net Realizable Value of Merchandise Inventories and Supplies*

In determining the net realizable value of merchandise inventories and supplies, management takes into account the most reliable evidence available at the time the estimates are made. The Group's core business is continuously subject to rapid technology changes which may cause inventory obsolescence. Moreover, future realization of the carrying amounts of inventories is affected by price changes in different market segments of electronic devices, modular houses, broadcast equipment and accessories (see Note 9). Both aspects are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's merchandise inventories and supplies within the next reporting period.

(d) *Determining Net Realizable Value of Real Estate Inventories*

The Group adjusts the cost of its real estate inventories to net realizable value based on its assessment of the recoverability of the inventories. Net realizable value for completed real estate inventories is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Group in the light of recent market transactions. Net realizable value in respect of real estate inventories under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less estimated costs to sell. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized.

Management's assessment of net realizable value of properties under development requires the estimates of future cash flows to be derived from these properties. These estimates require judgment as to the anticipated sale prices by reference to recent sales transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales) and the expected costs to completion of properties, the legal and regulatory framework and general market conditions.

The carrying amounts of the real estate inventories are disclosed in Note 10.

(e) *Estimating Useful Lives of Property and Equipment*

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

The carrying amounts of property and equipment are analyzed in Note 11. Based on management's assessment as at March 31, 2015 and December 31, 2014, there is no change in the estimated useful lives of property and equipment during those years. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(f) *Fair Value Measurement of Investment Property*

The Group's investment property composed of parcels of land and buildings and improvements are carried at fair value at the end of the reporting period. In determining the fair value of these assets, the Group engages the services of professional and independent appraisers applying the relevant valuation methodologies as discussed in Note 30.

For investment properties with appraisal conducted prior to the end of the current reporting period, management determines whether there are significant circumstances during the intervening period that may require adjustments or changes in the disclosure of fair value of those properties.

A significant change in these elements may affect prices and the value of the assets. The amounts of fair value gains recognized on investment property are disclosed in Notes 12 and 19.

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

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The carrying value of recognized deferred tax assets, which management assessed may be fully utilized in the coming years, as of December 31, 2014 and 2013 is disclosed in Note 22.2. Further, certain deferred tax assets were not recognized since management believes that there is no assurance that the related tax benefits will be realized in the coming years.

(b) *Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.18). Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Based on management's assessment, there were no impairment losses recognized on the Group's non-financial assets in 2015 and 2014.

(i) *Estimating Liability for Land and Land Development Costs*

The Group's liability for land and development cost for future development is determined by technical staff based on updated budgets and available information and circumstances, as well as its previous experience. The amount of estimated liability for land and development costs as of March 31, 2015 and December 31, 2014 is disclosed in Note 10.

(j) *Estimating Reserve for Warranty Costs*

The Group offers warranty, for a period ranging from one to two years, for each consumer electronic product sold. Management estimates the related provision for future warranty costs based on a certain percentage of sales, as determined based on historical warranty claim information as well as recent trends that might suggest that past cost information may differ from expectations. Warranty costs also include the actual cost of materials used in repairing the electronic products.

The amounts of provision for warranty claims recognized and the outstanding balance of Reserve for Warranty Costs are disclosed in Note 15.

(k) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 21.2 and include, among others, discount rates and expected rate of salary increases. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of the present value of the retirement benefit obligation and the analysis of the movements in the present value of retirement benefit obligation, as well as the significant assumptions used in estimating such obligation are presented in Note 21.2.

## 4. SEGMENT INFORMATION

### *4.1 Business Segments*

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

- (a) Distribution segment is involved in the sale of professional audio and video equipment and peripherals, mobile phones, and prefabricated modular houses;
- (b) Real estate segment is involved in the leasing and development and sale of industrial and other real estate properties; and,
- (c) Other related services segment is presently engaged in the business of broadband services, after sales services, investing, financing and others.

Segment accounting policies are the same as the policies described in Note 2.4.

### *4.2 Segment Assets and Liabilities*

Segment assets include all operating assets used by each business segment and consist principally of operating cash, receivables, inventories and property and equipment, net of allowances and provisions. Similar to segment assets, segment liabilities include all operating liabilities used by each segment and consist principally of accounts, wages, taxes currently payable and accrued liabilities. Segment assets and liabilities do not include deferred taxes.

### *4.3 Intersegment Transactions*

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

#### 4.4 Analysis of Segment Information

The following tables present certain asset and liability information regarding business segments as of March 31, 2015 and December 31, 2014 and the related revenue and profit information for the months ended March 31, 2015 and March 31, 2014 (in thousands).

	Distribution	Real Estate	Support Services and Others	Elimination	Total
<b>2015</b>					
<b>SEGMENT RESULTS</b>					
Total revenues	P 476,671	P 55,152	P 133,441	(P 15,034)	P 650,230
Net profit (loss)	(P 30,241)	(P 55,130)	P 16,921	(P - )	(P 68,450)
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Total assets	P 1,792,107	P 8,384,205	P 8,893,471	(P 5,502,017)	P 13,567,766
Total liabilities	P 1,337,693	P 4,991,649	P 608,700	(P 2,800,906)	P 4,137,136

	Distribution	Real Estate	Support Services and Others	Elimination	Total
<b>2014</b>					
<b>SEGMENT RESULTS</b>					
Total revenues	P 674,181	P 53,486	P 121,353	(P 14,018)	P 835,002
Net profit (loss)	(P 59,284)	(P 21,508)	P 15,902	(P - )	(P 64,890)
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Total assets	P 2,206,908	P 8,136,646	P 10,629,513	(P 7,315,775)	P 13,657,292
Total liabilities	P 1,699,454	P 4,957,638	P 610,590	(P 3,101,670)	P 4,166,012

#### 5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components as of March 31, 2015 and December 31, 2014:

	<u>2015</u>	<u>2014</u>
Cash on hand and in banks	<b>P 710,701,984</b>	P 353,183,816
Short-term placements	<b><u>1,662,934,616</u></b>	<u>1,270,651,031</u>
	<b><u>P 2,373,636,600</u></b>	<b><u>P 1,623,834,847</u></b>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods of between 1 to 90 days and earn annual interests ranging from 1.0% to 3.9% in 2014, (see Note 20.2).

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

This account consists of unit investments in trust funds (UITF) which have been classified as financial assets at FVTPL upon initial recognition.

Balance at end of year **P 150,349,578** **P 746,071,954**

Financial assets at FVTPL are stated at their fair values which have been determined directly by reference to published prices. As of December 31, 2014, the fair value of these financial assets were derived using the net asset value per unit (computed by dividing the net asset value of the fund by the number of outstanding units at the end of the reporting period), as published by banks and the Investment Company Association of the Philippines.

## 7. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Current:			
Trade receivables	25.3, 26.1	<b>P 521,204,894</b>	<b>P 1,003,118,161</b>
Advances to suppliers	25.6	<b>287,382,422</b>	<b>240,813,791</b>
Loans receivables	25.4, 25.7	<b>196,705,118</b>	<b>195,173,248</b>
Interest receivable		<b>23,981,145</b>	<b>23,643,317</b>
Rental receivable			<b>10,541,882</b>
Other receivables		<b><u>124,173,827</u></b>	<b><u>49,783,028</u></b>
		<b>1,153,447,406</b>	<b>1,512,531,545</b>
Allowance for impairment		<b>(<u>74,428,294</u>)</b>	<b>(<u>74,342,516</u>)</b>
		<b><u>1,079,019,112</u></b>	<b><u>1,438,189,029</u></b>
Non-current:			
Trade receivables		<b>20,606,238</b>	<b>22,427,768</b>
Loans receivables	25.4	<b>21,612,500</b>	<b>21,832,209</b>
Cash surrender value of investment in life insurance		<b><u>545,431,075</u></b>	<b><u>538,319,989</u></b>
		<b><u>587,649,813</u></b>	<b><u>582,579,966</u></b>
		<b><u>P 1,666,668,925</u></b>	<b><u>P 2,020,768,995</u></b>

Trade receivables include amounts due from the Group's real estate buyers arising from the sale of industrial lots and condominium units. The title to the real estate properties remain with the Group until such time that the Group fully collects its receivables from the real estate buyers. Trade receivables from sale of condominium units are measured at amortized cost and bear effective interests ranging from 9.8% to 18.0% depending on the terms of payment (see Note 20.2).

Advances to suppliers mainly include advance payments made by My Solid to Solid Trading Limited (STL) for future purchases of mobile phone inventories (see Note 25.6). These also include advances made to various contractors for the construction of ZTC's Tri Towers condominium building (see Note 10) and to various suppliers for CBHI's acquisition of supplies.

Interest income recognized on the Group's loans receivables and are presented as part of Interest under the Revenues section of the consolidated statements of income. The effective interest rates on loans receivables range from 7.5% to 30.0% in 2014.

Cash surrender value of investment in life insurance pertains to insurance policies purchased by BRL for certain directors of the Parent Company. The investment in life insurance is accounted for under the cash surrender value method. Under this method, the initial cash surrender value of the insurance policies is recognized immediately in the consolidated statements of income (see Note 19).

The cash surrender value of the investment in life insurance is used as collateral for interest-bearing loans obtained by BRL (see Note 14).

Other receivables consist primarily of unsecured, noninterest-bearing cash advances made to the ZTC's Unit Owners' Association for expenses incurred by the Unit Owners.

All of the Group's trade and other receivables have been reviewed for indications of impairment. Certain trade and other receivables, which are mostly due from small business customers, were found to be impaired; hence, adequate amount of allowance for impairment has been recognized.

Certain loans receivables are secured by real estate properties and shares of stock of the borrowing companies which are owned by a related party (see Note 25.4).

8. **AVAILABLE-FOR-SALE FINANCIAL ASSETS**

This account comprises the following AFS financial assets:

	<u>2015</u>	<u>2014</u>
Current:		
Investments in foreign currency-denominated bonds	<b>P 13,617,144</b>	<b>P 52,237,573</b>
Allowance for impairment	<b>( 13,617,144)</b>	<b>( 52,237,573)</b>
	<u>-</u>	<u>-</u>
Non-current:		
Club shares	<b>11,472,400</b>	<b>11,472,400</b>
Equity securities	<b>8,580,000</b>	<b>8,580,000</b>
Others	<b><u>634,127</u></b>	<b><u>634,127</u></b>
	<b>20,686,527</b>	<b>20,686,527</b>
Allowance for impairment	<b>( 11,230,000)</b>	<b>( 11,230,000)</b>
	<b><u>9,456,527</u></b>	<b><u>9,456,527</u></b>
	<b><u>P 9,456,527</u></b>	<b><u>P 9,456,527</u></b>

Investment in equity securities pertains to the Parent Company's 33% ownership interest in the common stock of Sony Philippines, Inc. (SPI). The Joint Venture Agreement (JVA) executed in 1997 with Sony Corporation of Japan covering the Company's investment in SPI expired on May 8, 2005. On April 11, 2005, the Parent Company received a formal notice of the expiry of the JVA. The Parent Company and Sony Corporation have both agreed to pursue negotiations for an equitable settlement of all matters relating to the JVA and its expiration.

As a result of the above events, the Parent Company determined that it no longer has significant influence over the investee company. Consequently, it reclassified its remaining investment in shares of stock of SPI with total cost of P8.6 million to AFS financial assets in 2005.

The Parent Company's management has determined that there is an objective evidence that the decline in the fair values of SPI shares and of some of its club shares is permanent. Accordingly, the Parent Company recognized impairment losses on the SPI shares and such club shares in prior years. The Parent Company's investment in SPI is fully provided with allowance for impairment losses as of December 31, 2014 and 2013.

The fair values of the Group's investments in club shares, which represent proprietary membership club shares, as of December 31, 2014 have been determined directly by reference to published prices in active markets (see Note 30.2).



## 9. MERCHANDISE INVENTORIES AND SUPPLIES

The details of this account are shown below (see Notes 17.1 and 25.2).

	<u>2015</u>	<u>2014</u>
Merchandise inventories	P 825,622,388	P 656,074,999
Service parts, supplies and others	<u>38,499,728</u>	<u>40,180,389</u>
	864,122,116	696,255,388
Allowance for inventory obsolescence	( <u>89,636,211</u> )	( <u>101,625,428</u> )
	<u>P 774,485,905</u>	<u>P 594,629,960</u>

The Group has no outstanding purchase commitment for the acquisition of merchandise inventories and supplies as of March 31, 2015 and December 31, 2014.

## 10. REAL ESTATE INVENTORIES

This account is composed of:

	<u>Note</u>	<u>2015</u>	<u>2014</u>
Land and land development costs:			
Land		P 9,725,593	P 9,725,593
Land development costs		<u>431,556,543</u>	<u>438,069,675</u>
		441,282,136	447,795,268
Allowance for impairment		( <u>2,022,800</u> )	( <u>2,022,800</u> )
		439,259,336	445,772,468
Property development costs –			
Construction in progress			
and development costs	12	<u>1,935,480,151</u>	<u>1,925,910,395</u>
		<u>P 2,374,739,487</u>	<u>P 2,371,682,863</u>

Land and land development costs pertain to cost of land and related improvements, held by Starworld and LIIP, which are held for sale. Property development costs pertain to the cost of land used as a building site and the accumulated construction costs of the condominium building project being developed by ZTC and Fil-Dragon, which are also for sale.

Borrowing costs incurred from loans availed of by Fil-Dragon were capitalized as part of Property development costs. Borrowing cost incurred in 2013 relating to these loans amounted to ¥6.8 million (P46.9 million) and is capitalized as part of Real Estate Inventories (see Notes 14 and 25.8). No borrowing cost was capitalized in 2014.

The allowance for impairment recognized in prior years pertains to the estimated cost of parcels of land and land development costs which may not be fully realized as a result of the Group's long-outstanding claims against the seller for the transfer of title to the name of LIIP. There were no additional impairment losses recognized in 2014.

Under its registration with the Board of Investments, Starworld shall develop 118 hectares of land in its development project located in Calamba Premiere

International Park (CPIP) in Bo. Prinza, Calamba City, Laguna. As of March 31, 2015 and December 31, 2014, lot areas totaling 83 hectares (65 hectares for Phase 1 and 18 hectares for Phase 2) were acquired and fully developed.

The Group, through ZTC, has initiated the planning and construction of the Tri Towers condominium building (see Notes 7, 27.5 and 27.6). The construction was started by SMC in 2005. The accumulated construction costs (including cost of the land) were eventually transferred to ZTC. The construction of Tower 1 and Tower 2 was completed in 2008 and 2012, respectively, while the construction of Tower 3 has not yet started as of December 31, 2014.

In addition, the balances of Property development costs as of March 31, 2015 and December 31, 2014 include costs incurred in the construction of the Group's Golden Hill Project through Fil-Dragon (see Note 27.7). The Golden Hill Project involves the development of multi-storey residential and commercial condominium units within the ASEAN Commercial Park in Nanning City, Guangxi Province, PRC. In 2010, Fil-Dragon has obtained sales permit for selling the property from the local government of the PRC. Customer deposits received as of March 31, 2015 and December 31, 2014 amounting to P1, 436.6 million (¥199.9 million) and 1,468 million (¥ 203.4 million) respectively, are shown as part of Customers' Deposits in the consolidated statements of financial position.

There were no movements in the Estimated Liability for Land and Land Development Costs account in 2014 which was established for the fulfilment of Starworld's projects in the development and marketing of CPIP (see Note 27.4).

## 11. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation, amortization and impairment losses of property and equipment at end of March 31, 2015 and December 31, 2014 are shown below.

	<u>Land</u>	<u>Buildings and Improvements</u>	<u>Machinery and Equipment</u>	<u>Furniture, Fixtures and Office Equipment</u>	<u>Transportation Equipment</u>	<u>Test, Communication and Other Equipment</u>	<u>Computer System</u>	<u>Leasehold Improvements</u>	<u>Tools and Equipment</u>	<u>Construction in Progress</u>	<u>Total</u>
March 31, 2015											
Cost	P 1,277,854,682	P 341,378,458	P 114,960,742	p 153,210,041	P 91,503,027	P 14,297,574	P 38,631,868	P 51,918,619	P 27,898,923	P 23,185,660	P 2,134,839,594
Accumulated depreciation and amortization	-	( 40,013,748)	( 33,819,987)	( 114,175,266)	( 72,078,676)	( 12,955,170)	( 28,728,433)	( 45,598,455)	( 18,802,678)	-	( 366,172,413)
Accumulated impairment losses	-	( 35,000,000)	-	-	-	-	-	-	-	-	( 35,000,000)
Net carrying amount	<b><u>P 1,277,854,682</u></b>	<b><u>P 266,364,710</u></b>	<b><u>P 81,140,755</u></b>	<b><u>P 39,034,775</u></b>	<b><u>P 19,424,351</u></b>	<b><u>P 1,342,404</u></b>	<b><u>P 9,903,435</u></b>	<b><u>P 6,320,164</u></b>	<b><u>P 9,096,245</u></b>	<b><u>P 23,185,660</u></b>	<b><u>P 1,733,667,181</u></b>
December 31, 2014											
Cost	P 1,277,854,682	P 323,788,521	P 124,527,734	p 199,360,565	P 120,963,265	P 103,495,972	P 68,538,753	P 83,853,786	P 45,171,444	P 10,654,183	P 2,358,208,905
Accumulated depreciation and amortization	-	( 35,912,391)	( 36,852,590)	( 148,595,553)	( 97,538,721)	( 102,812,248)	( 67,972,327)	( 66,771,863)	( 27,523,761)	-	( 583,979,454)
Accumulated impairment losses	-	( 35,000,000)	-	-	-	-	-	-	-	-	( 35,000,000)
Net carrying amount	<b><u>P 1,277,854,682</u></b>	<b><u>P 252,876,130</u></b>	<b><u>P 87,675,144</u></b>	<b><u>P 50,765,012</u></b>	<b><u>P 23,424,544</u></b>	<b><u>P 683,724</u></b>	<b><u>P 566,426</u></b>	<b><u>P 17,081,923</u></b>	<b><u>P 17,647,683</u></b>	<b><u>P 10,654,183</u></b>	<b><u>P 1,739,229,451</u></b>

In 2014 and 2013, the Group transferred certain land and building improvements from Investment Property to Property and Equipment as the Company intends to use such properties for the expansion of the Groups' hotel operations. The amount recognized as deemed cost represents the fair value of the properties at the time of transfers (see Note 12).

Construction in progress in prior years pertains to the construction of the Green Sun Hotel of SMC. Construction was completed in 2014 and, accordingly, amounts have been reclassified to the appropriate accounts. Further, construction in progress also includes costs incurred for the acquisition of furniture and fixtures and machinery and equipment which are not yet available for use.

No additional impairment losses were recognized in 2014, based on management's assessment.

The amount of depreciation and amortization computed on property and equipment is presented as part of the following accounts:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Cost of services	17.2	<b>P 10,134,658</b>	P 3,147,903
Cost of rentals	17.3	<b>673,062</b>	<b>384,891</b>
General and administrative expenses		<u><b>7,167,553</b></u>	<u><b>6,534,510</b></u>
	18	<u><b>P 17,975,273</b></u>	<u><b>P 10,067,304</b></u>

There were no restrictions on titles and items of property and equipment as of December 31, 2014.

Fully depreciated property and equipment still in use in the Group's operations amounted to P146.3 million as of December 31, 2014.

## 12. INVESTMENT PROPERTY

The Group's investment property, which is accounted for under the fair value method, consists mainly of land and improvements, and buildings and improvements under operating lease agreements. These properties earn rental income, presented as Rentals in the consolidated statements of income and incur direct costs such as real property taxes, repairs and maintenance and utilities which are presented as part of Cost of Rentals in the consolidated statements of income (see Note 17.3).

The fair values of the Group's investment property as of December 31, 2014 were determined based on appraisal reports dated April 6, 2015. Management obtains annual appraisal reports on its investment property from independent appraisers (see Note 30.4).

The changes in the carrying amounts of investment property as presented in the consolidated statements of financial position can be summarized as follows.

	<u>Land and Improvements</u>	<u>Buildings and Improvements</u>	<u>Total</u>
<b>2015:</b>			
Balance at end of year	<u><b>P 2,757,818,840</b></u>	<u><b>P 890,016,441</b></u>	<u><b>P 3,647,835,281</b></u>

2014:				
Balance at beginning of year	P	2,982,289,350	P	666,521,666
Fair value gains on investment property – net (see Note 19)		114,909,157	(	62,232,922)
Additions		-		8,597,740
Disposal		-	(	9,802,000)
Reclassifications to real estate inventories and property and equipment	(	70,000,000)		23,596,924
			(	46,403,076)
Balance at end of year	<b>P</b>	<b><u>3,027,198,507</u></b>	<b>P</b>	<b><u>626,681,408</u></b>
			<b>P</b>	<b><u>3,653,879,915</u></b>

Certain real estate properties owned by SMC are the subject of litigations brought up by third parties against the subsidiary (see Notes 13 and 27.3).

In 2014 and 2013, SMC transferred certain investment properties with a carrying amount of P46.4 million and P386.8 million, respectively, to Property and Equipment account, while ZTC transferred investment properties with carrying amount of P5.2 million to Real Estate Inventories account in 2013 (see Notes 10 and 11).

### 13. OTHER ASSETS

The composition of these accounts is shown below.

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Current:			
Prepayments		<b>P 311,977,909</b>	P 254,525,544
Creditable withholding taxes		<b>62,045,288</b>	209,771,122
Input VAT - net		<b>108,751,129</b>	71,030,015
Restricted cash		<b>9,857,004</b>	16,317,217
Refundable deposits	27.2	<b>6,804,780</b>	8,510,304
Advances to contractors		<b>3,368,991</b>	4,006,750
Others		<b><u>21,762,920</u></b>	<u>10,133,073</u>
		<b><u>524,568,021</u></b>	<u>574,294,025</u>
Non-current:			
Deferred input VAT			26,519,873
Land under litigation	12, 27.3	<b>4,935,606</b>	4,935,606
Deposits to suppliers		<b>3,661,213</b>	3,661,213
Refundable deposits - net	27.2	<b>9,433,451</b>	4,739,045
Investment in shares		<b>1,303,591</b>	1,375,290
Cash bond		<b>568,234</b>	568,234
Others		<b><u>4,533,338</u></b>	<u>2,471,433</u>
		<b><u>24,435,433</u></b>	<u>44,270,694</u>
		<b>P <u>549,003,454</u></b>	<b>P <u>618,564,719</u></b>

Prepayments include prepaid insurance, rentals and other business taxes.

Restricted cash pertains to bank deposits pledged by Fil-Dragon as security in favor of banks and financial institutions in the PRC which provided mortgage loan to purchasers of properties. Such charges would be released when the certificates for housing ownership are granted to the property purchasers. This deposit earns interest based on daily bank deposit rates (see Note 20.2).

#### 14. INTEREST-BEARING LOANS

Short-term interest-bearing loans and borrowings as of March 31, 2015 and December 31, 2014 are broken down as follows:

	2015			2014		
	USD	RMB	Total in PHP	USD	RMB	Total in PHP
BRL	\$ 5,273,940	¥ -	P 236,251,415	\$ 5,273,940	¥ -	P 235,307,381
Fil-Dragon	-	88,549,556	638,991,308	-	84,749,556	609,101,168
	<u>\$ 5,273,940</u>	<u>¥ 88,549,556</u>	<u>P 875,242,723</u>	<u>\$ 5,273,940</u>	<u>¥ 84,749,556</u>	<u>P 844,408,549</u>

The Group's short-term interest-bearing loans as of March 31, 2015 and December 31, 2014 amounting to P875.2 million, respectively, are denominated in U.S. dollar and Chinese yuan RMB, and are currently due within 12 months after the end of reporting period; hence, classified as part of the Group's current liabilities in the consolidated statements of financial position.

Information relating to significant loan transactions of the Group are as follows:

(a) *Loans of BRL*

The loans of BRL are secured by the cash surrender value of investment in life insurance (see Note 7). The loans bear interest at prevailing market rates per annum of 1.4% in 2015 and 2014. Interest expense arising from these loans amounted to P856 thousand in March 31, 2015 and is presented as part of Finance Costs in the consolidated statements of income (see Note 20.1).

(b) *Loans of Fil-Dragon*

In 2011, Fil-Dragon obtained loans denominated in Chinese yuan RMB from companies that are owned by Solid Company Limited (SCL), a shareholder owning 19% of the total shares of Fil-Dragon (see Note 25.8). The loans bear interest at prevailing market rates per annum ranging from 6.0% to 15.0% in 2015 and 2014. Borrowing cost incurred in 2014 amounting to ¥7.6 million (P55.0 million) is shown as part of Interest expense on interest-bearing loans under Finance Costs account in the 2014 consolidated statement of income (see Note 20.1).

The fair value of loans obtained approximates the carrying values since the interest rates are repriced at market rates at the end of the reporting period. As of March 31, 2015 and December 31, 2014, the Group is not subjected to any covenants relating to the above loans.

## 15. TRADE AND OTHER PAYABLES

This account consists of:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Trade payables	25.2, 25.6	<b>P 294,848,888</b>	P 430,716,156
Accrued dealers' incentives		<b>54,581,104</b>	<b>94,206,270</b>
Accrued expenses		<b>85,369,077</b>	<b>51,870,459</b>
Advances from customers		<b>24,871,233</b>	<b>32,504,767</b>
Due to a related party	25.6	<b>18,859,638</b>	<b>25,163,043</b>
Refundable deposits	16	<b>24,400,726</b>	<b>22,462,909</b>
Rentals payable		<b>16,199,195</b>	<b>16,638,726</b>
Deferred output VAT		<b>6,283,478</b>	<b>9,247,138</b>
Output VAT		<b>7,370,787</b>	<b>5,890,577</b>
Reserve for warranty costs		<b>4,149,678</b>	<b>3,526,235</b>
Retention payable		<b>1,694,672</b>	<b>1,709,557</b>
Other payables		<b>96,460,189</b>	<b>38,455,258</b>
		<b><u>P 635,088,664</u></b>	<b><u>P 732,391,095</u></b>

Accrued dealers' incentives pertain to rebates awarded to dealers once certain sales levels were achieved during a particular period.

Accrued expenses include amounts charged for rentals, outside services, salaries and other operating expenses which remained unpaid as at the end of the reporting periods.

Reserve for warranty costs pertains to amounts recognized by My Solid and SVC for expected warranty claims on products sold based on their past experience of the level of repairs and returns. In addition, provision for warranty claims also includes the amounts recognized by OSSI for expected warranty claims on consumer electronic products sold by a certain company owned by the Group's majority stockholders.

The outstanding deferred output VAT arises from the outstanding receivables on the Group's sale of services.

Other payables primarily consist of payroll-related liabilities and due to government agencies for unpaid tax obligations.

## 16. REFUNDABLE DEPOSITS

SMC and Kita have long-term refundable deposits from various tenants amounting to P13.3 million as at December 31, 2014. The refundable deposits are remeasured at amortized cost using the effective interest ranging from 3.05% to 6.13% at the inception of the lease terms. The interest expense recognized amounting to P0.2 million in 2014 is presented as part of Finance Costs in the consolidated statements of income (see Note 20.1). The non-current refundable deposits is shown as a separate line item under non-current liabilities in the consolidated statements of financial position.

## 17. COST OF SALES, SERVICES AND RENTALS

### 17.1 Cost of Sales

The details of this account are shown below.

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Merchandise inventories at beginning of year	9	<b>P 656,074,999</b>	P 846,213,717
Net purchases of merchandise inventories during the year	18, 25.2 25.6	<u>576,526,051</u>	<u>642,444,013</u>
Goods available for sale		<b>1,232,601,050</b>	1,488,657,730
Merchandise inventories at end of year	9	<b>( 825,622,388)</b>	( 880,757,215)
Net provision (reversal of allowance) for inventory obsolescence	9, 18	<u>                    </u>	<u>                    </u>
	18	<b><u>P 406,978,662</u></b>	<b><u>P 607,900,515</u></b>

### 17.2 Cost of Services

The following are the breakdown of direct costs and expenses from rendering of services:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Materials, supplies and other consumables	25.2	<b>P 24,822,579</b>	P 20,837,707
Service fees	26.3(a)	<b>16,174,661</b>	10,330,393
Salaries and employee benefits	21.1	<b>12,251,430</b>	10,673,506
Subcontracting services			
Outside services		<b>19,300,443</b>	18,932,755
Rentals	27.2	<b>65,490</b>	12,670
Depreciation and amortization	11	<b>10,134,658</b>	3,147,903
Communication, light and water		<b>5,020,780</b>	3,346,744
Transportation and travel		<b>567,695</b>	499,925
Repairs and maintenance		<b>1,798,789</b>	853,511
Transponder rental and leased line			
Cable services		<b>77,082</b>	95,393
Others		<u>9,828,534</u>	<u>10,239,776</u>
	18	<b><u>P 100,042,141</u></b>	<b><u>P 78,970,283</u></b>



### 17.3 Cost of Rentals

The details of this account are as follows (see Note 12):

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Taxes and licenses		<b>P 11,847,809</b>	P 8,797,633
Outside services		<b>2,003,046</b>	1,932,276
Repairs and maintenance		<b>1,005,635</b>	1,004,446
Rentals	27.2	<b>1,888,190</b>	1,848,226
Depreciation and amortization	11	<b>673,062</b>	384,891
Salaries and employee benefits	21.1	<b>165,834</b>	187,291
Others		<b><u>1,944,247</u></b>	<u>1,595,717</u>
	12, 18	<b><u>P 19,527,823</u></b>	<u>P 15,750,480</u>

Cost of rentals – others primarily consists of supplies and transportation and travel expenses.

### 18. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Net purchases of merchandise inventories	17.1, 25.2		
	25.6	<b>P 576,526,051</b>	P 642,444,013
Salaries and employee benefits	21.1	<b>64,150,189</b>	59,890,196
Subcontracting services			
Changes in merchandise, finished goods and work-in-process inventories		<b>( 169,547,389 )</b>	( 34,543,498 )
Outside services		<b>38,670,704</b>	44,320,879
Advertising and promotions			
Materials, supplies and other consumables	25.2	<b>27,073,455</b>	22,085,422
Taxes and licenses		<b>35,260,660</b>	26,801,576
Rentals	27.2	<b>12,081,581</b>	14,107,315
Service fees	26.3(a)	<b>16,174,661</b>	10,330,393
Depreciation and amortization	11	<b>17,975,273</b>	10,067,304
Utilities and communication		<b>9,131,623</b>	7,844,875
Provision for warranty	15		7,701,101
Net provision (reversal of allowance) for inventory obsolescence	17.1		( )
Transportation and travel		<b>3,886,920</b>	5,366,030
Repairs and maintenance		<b>4,323,817</b>	
Cost of real estate sales			6,476,690
Transponder rental and leased line			
Miscellaneous		<b><u>60,567,380</u></b>	<u>79,867,359</u>
		<b><u>P 696,274,925</u></b>	<u>P 902,759,655</u>

These expenses are classified in the consolidated statements of income as follows:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Cost of sales	17.1	<b>P 406,978,662</b>	P 607,900,515
Cost of services	17.2	<b>100,042,141</b>	78,970,283
Cost of rentals	17.3	<b>19,527,823</b>	15,750,480
Cost of real estate sales		-	6,476,690
Selling and distribution costs		<b>83,423,168</b>	101,792,230
General and administrative expenses		<b>86,303,131</b>	91,869,457
		<b><u>P 696,274,925</u></b>	<b><u>P 902,759,655</u></b>

## 19. OTHER OPERATING EXPENSES (INCOME)

The breakdown of this account is as follows:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Fair value loss on investment property	12	<b>P 12,379,050</b>	P
Increase in cash surrender value of investment in life insurance	7	<b>(4,887,878)</b>	(4,782,861)
Reversal of warranty provision	15	-	
Gain on insurance settlement		-	
Reversal of impairment losses on property and equipment	11	<b>(3,087,754)</b>	-
Miscellaneous			(5,736,278)
		<b><u>P 4,403,418</u></b>	<b><u>(P 10,519,139)</u></b>

## 20. OTHER INCOME (CHARGES)

### *20.1 Finance Costs*

This account consists of the following:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Interest expense on interest-bearing loans	14	<b>P 21,518,080</b>	P 13,994,522
Impairment losses on trade and other receivables	7	<b>330,342</b>	
Foreign currency losses		<b>736,063</b>	5,589,467
Interest amortization on refundable deposits	16		
Loss on write-off of trade receivables			
Impairment losses on AFS financial assets	8	-	29,159
Others		<b>129,251</b>	442,874
		<b><u>P 22,713,736</u></b>	<b><u>P 20,056,022</u></b>

## 20.2 Finance Income

This account consists of the following:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Gain on redemption of financial assets at FVTPL	6	<b>P 363,055</b>	P
Interest income from cash and cash equivalents and restricted cash	5, 13	<b>2,272,502</b>	6,316,413
Fair value gains on financial assets at FVTPL	6	<b>127,108</b>	889,903
Foreign currency gains		<b>1,075,903</b>	9,291,377
Others		-	-
		<b><u>P 3,838,568</u></b>	<b><u>P 16,497,693</u></b>

Interest income earned by SGI, SMFI, BRL, Starworld, and Interstar from cash and cash equivalents amounting to P14 million in March 31, 2015 and P 6 million in March 31, 2014 are presented as part of Interest under the Revenues account in the consolidated statements of income, as these were generated from the entities' primary business operations.

## 20.3 Other Gains – Net

The breakdown of this account is as follows:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Loss on sale of investment property		<b>194,725</b>	-
-		-	-
		<b><u>P 194,725</u></b>	<b><u>P -</u></b>

## 21. EMPLOYEE BENEFITS

### 21.1 Salaries and Employee Benefits Expense

Expenses recognized for salaries and employee benefits are summarized below (see Notes 25.9 and 25.10).

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Short-term benefits		<b><u>P 64,150,189</u></b>	<b><u>P 59,890,196</u></b>

### 21.2 Post-employment Benefit

#### (a) Characteristics of the Defined Benefit Plan

The Group maintains a funded, tax-qualified, non-contributory post-employment benefit plan that is being administered by a trustee bank that is legally separated from the Group. The trustee bank managed the fund in coordination with the Group's management who acts in the best interest of the plan assets and is responsible for

setting the investment policies. The post-employment plan covers all regular full-time employees.

The normal retirement age is 60 with a minimum of five years of credited service. The Company's post-employment benefit plan provides retirement benefits ranging from 100% to 115% of the final monthly salary for every year of credited service.

(b) *Explanation of Amounts Presented in the Financial Statements*

Actuarial valuations are made annually to update the retirement benefit costs and the amount of contributions. All amounts presented below are based on the actuarial valuation reports obtained from independent actuaries in 2014 and 2013.

The components of the retirement benefit asset of SGI and certain subsidiaries at the end of the reporting periods are shown below.

	<u>2014</u>
Fair value of plan assets	<b>P 186,230,815</b>
Present value of obligation	<u>( 63,164,721)</u>
	<b>123,066,094</b>
Effect of asset ceiling	<u>-</u>
	<b><u>P 123,066,094</u></b>

The amounts of the retirement benefit obligation recognized by certain subsidiaries at the end of the reporting periods amounted to P20.7 million and P26.5 million as of December 31, 2014.

The movements in the present value of the retirement benefit obligation recognized in the books are as follows:

	<u>2014</u>
Balance at beginning of year	<b>P 94,033,079</b>
Current service costs	<b>13,190,735</b>
Interest costs	<b>4,846,353</b>
Benefits paid	<b>( 1,592,787)</b>
Remeasurements – actuarial losses (gains) arising from:	
Changes in financial assumptions	<b>( 26,606,955)</b>
Experience adjustments	<u>-</u>
Balance at end of year	<b><u>P 83,870,425</u></b>

The movements in the fair value of plan assets of the Group are presented below.

	<u>2014</u>
Balance at beginning of year	<b>P 181,854,959</b>
Interest income	<b>9,366,444</b>
Return on plan assets (excluding amounts included in net interest)	<b>( 6,019,977)</b>
Contributions paid into the plan	<b>2,622,176</b>
Benefits paid by the plan	<b>( 1,592,787)</b>

Balance at end of year **P 186,230,815**

The plan assets consist of the following as of December 31:

	<u>2014</u>
Debt securities:	
Philippines government bonds	P 155,215,174
Corporate bonds	16,155,433
UITF	10,076,227
Mutual funds	<u>4,783,981</u>
	<b><u>P 186,230,815</u></b>

UITF and mutual funds are composed of short-term and money-market funds denominated in Philippine peso.

The fair values of the above debt securities and investments are determined based on quoted market prices in active markets.

The plan assets earned a net return of P3.3 million, P12.0 million and P10.5 million in 2014, 2013 and 2012, respectively.

Plan assets do not comprise any of the Group's own financial instruments or any of its assets occupied and/or used in its operations.

The components of amounts recognized in profit or loss and in other comprehensive income in respect of the defined benefit post-employment plan are as follows:

	<u>Notes</u>	<u>2014</u>
<i>Reported in consolidated statements of income:</i>		
Current service cost	21.1	P 13,190,735
Net interest income	20.3	( 1,846,008 )
Effect of asset ceiling		<u>-</u>
		<b><u>P 11,344,727</u></b>
<i>Reported in consolidated statements of comprehensive income:</i>		
Actuarial gains (losses) from:		
- Financial assumptions		P 26,606,955
- Changes in experience adjustments		-
Return on plan assets (excluding amounts included in net interest)		( 6,019,977 )
Effect of asset ceiling		<u>33,935,160</u>
		<b><u>P 54,522,138</u></b>

Current service cost is presented under the General and Administrative Expenses account in the consolidated statements of income (see Note 18).

The net interest income is included in Other Gains - net account in the consolidated statements of income (see Note 20.3). Amounts recognized in other comprehensive income, net of tax, were classified within items that will not be reclassified subsequently to profit or loss in the consolidated statements of comprehensive income.

For determination of the post-employment benefit obligation, the following actuarial assumptions were used:

	<u>2014</u>
Discount rates	3.5% - 5.5%
Expected rate of salary increases	7.0%

Assumptions regarding future mortality are based on published statistics and mortality tables. The average remaining working life of employees before retirement at the age of 60 is 20 years for males and 21 years for females. These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero coupon government bond with terms to maturity approximating to the terms of the post-employment obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

The plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

(i) *Investment and Interest Risks*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has generally concentrated on investment in debt securities.

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(iii) *Inflation Risk*

A significant proportion of the defined benefit obligation is linked to inflation. The increase in inflation will increase the Group's liability. A portion of the plan assets are inflation-linked debt securities which will mitigate some of the effects of inflation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Group's asset-liability matching strategy, and the timing and

uncertainty of future cash flows related to the retirement plan are described in the succeeding page.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the defined benefit obligation as of December 31, 2014:

	<u>Impact on Post-employment Benefit Obligation</u>		
	<u>Change in Assumption</u>	<u>Increase in Assumption</u>	<u>Decrease in Assumption</u>
<b><u>2014</u></b>			
Discount rate	+/- 1.0%	( 12,535,944)	14,114,556
Salary increase rate	+/- 1.0%	14,301,179	( 11,413,997)

The sensitivity analysis above is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Group through its Management Committee, ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in long-term fixed interest securities (i.e., government or corporate bonds) with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

In view of this, investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of the plan assets as of December 31, 2014 and 2013 consists of debt securities, although the Group also invests in UITF and mutual funds.

(iii) *Funding Arrangements and Expected Contributions*

The plan is currently overfunded by P102.4 million based on the latest actuarial valuations.

The Group expects to make contribution of P7.7 million to the plan during the next reporting period.

The maturity profile of undiscounted expected benefit payments from the plan follows:

	<u>2014</u>
Within one year	<b>P 603,683</b>
More than one year to five years	<b>6,217,666</b>
More than five years to ten years	<b>44,111,082</b>
More than ten years to 15 years	<b>96,871,267</b>
More than 15 years to 20 years	<b>147,445,343</b>
More than 20 years	<b><u>1,431,810,776</u></b>
	<b><u>P1,727,059,817</u></b>

## 22. TAXES

### ***22.1 Registration with Economic Zone Authorities and Fil-Dragon Taxation***

(a) *Registration with Clark Development Corporation (CDC)*

Kita, a subsidiary, is registered with CDC under RA 7227, *The Bases Conversion and Development Act of 1992*, as amended under RA 9400, *An Act Amending RA 7227, as Amended, Otherwise Known as the Bases Conversion and Development Act of 1992, and for Other Purposes*. As a registered business enterprise within the Clark Freeport Zone, Kita is exempted from national and local taxes and is entitled to tax and duty free importation of raw materials, equipment, household and personal items. In lieu of said taxes, Kita is subject to a 5% preferential tax rate on its registered activities. However, the 30% regular corporate income tax (RCIT) tax rate is applied to income coming from sources other than Kita's registered activities.

(b) *Registration with Philippine Economic Zone Authority (PEZA)*

SMC is registered with the PEZA as an Ecozone Facilities Enterprise at the Laguna International Industrial Park – Special Economic Zone (LIIP – SEZ). As an Ecozone Facilities Enterprise, SMC shall lease its building in LIIP – SEZ to PEZA-registered export enterprises located therein. SMC is subject to 5% tax on gross income earned on such facilities in lieu of all national and local taxes.

On July 1, 1998, the PEZA approved Starworld's registration as an Ecozone developer and operator of the CPIP – Special Economic Zone located at Bo. Parian, Calamba City. Under the terms of the registration and subject to certain requirements, Starworld shall be exempt from all national and local taxes and instead will be subject to the 5% preferential tax rate on gross income after allowable deductions.



(c) *Fil-Dragon Taxation*

Pursuant to the relevant laws and regulations in the PRC, Fil-Dragon is subject to PRC corporate income tax of 25% on the estimated assessable profit for the year. No provision has been provided in the consolidated financial statements as Fil-Dragon did not generate any assessable profits in 2014, 2013 and 2012.

**22.2 Current and Deferred Taxes**

The components of tax expense (income) as reported in the consolidated statements of income and consolidated statements of comprehensive income are as follows:

	<u>2014</u>
<i>Reported in consolidated statements of income:</i>	
Current tax expense:	
Regular corporate	
income tax (RCIT) at 30%	P 23,255,725
Preferential tax at 5%	2,317,513
Final taxes at 20% and 7.5%	2,118,018
Minimum corporate	
income tax (MCIT) at 2%	<u>10,464,465</u>
	38,155,721
Deferred tax expense (income) relating to origination and reversal of temporary differences	( <u>60,834,614</u> )
	<u>(P 22,678,893)</u>
<i>Reported in consolidated statements of comprehensive income:</i>	
Deferred tax expense on	
remeasurements of defined benefit	
post-employment obligation	P 15,481,707
Deferred tax income on changes in	
fair value of AFS financial assets	( <u>66,000</u> )
	<u>P 15,415,707</u>

A reconciliation of tax on pretax profit (loss) computed at the applicable statutory rate to tax expense reported in the consolidated statements of income is shown below.

	<u>2014</u>
Tax on pretax profit (loss) at 30%	(P 63,423,096)
Adjustment for income subjected to lower tax rates	( 6,141,378)
Tax effects of:	
Nondeductible expenses and losses	32,196,473
Unrecognized deferred taxes from net operating loss carry-over (NOLCO) and MCIT	27,007,912
Income of foreign subsidiary not subject to taxes	( 6,934,118)
Nontaxable income differences	( 4,761,937)
Benefit from previously unrecognized NOLCO, MCIT and other temporary differences	( 1,283,511)
Unrecognized deductible temporary Excess of optional standard deduction over itemized deductions	-
Others	660,762
	<u>(P 22,678,893)</u>

The net deferred tax assets of SGI and certain subsidiaries having a net deferred tax asset position as of December 31 relate to the following:

	<u>2014</u>
Deferred tax assets:	
Accrued expenses	P 32,392,525
Allowance for inventory obsolescence	30,213,350
NOLCO	22,499,960
MCIT	20,338,677
Allowance for impairment on trade and other receivables	19,013,913
Retirement benefit obligation	2,827,969
Unrealized foreign currency gain	( 1,218,530)
Provision for warranty claims	1,057,870
Fair value losses on investment property	-
Deferred tax assets – net	<u>P 127,125,734</u>

The net deferred tax liabilities of the other subsidiaries which have a net deferred tax liability position as of December 31 relate to the following:

	<u>2014</u>
Deferred tax assets:	
NOLCO	<b>P 7,017,490</b>
Allowance for impairment on trade and other receivables	<b>1,761,507</b>
Deferred rent expense – PAS 17	<b>1,362,172</b>
Unamortized past service costs	<b>1,104,176</b>
Loss on investment in subsidiaries	<b>838,709</b>
MCIT	<b>821,226</b>
Changes in fair value of AFS financial asset	<b>174,000</b>
Allowance for inventory obsolescence	<b>108,857</b>
Unearned rent income	<b>47,083</b>
Fair value loss on investment property	-
Provision for warranty claims	-
Accrued expenses	-
Refundable deposits	-
Deferred tax liabilities:	
Fair value gains on investment property	<b>( 756,438,495)</b>
Accumulated depreciation on investment property	<b>( 159,517,857)</b>
Retirement benefit asset	<b>( 33,876,845)</b>
Changes in fair value of financial assets at FVTPL	<b>( 1,584,259)</b>
Deferred rent income – PAS 17	<b>( 213,036)</b>
Unrealized foreign currency gains	<b>( <u>9,313</u>)</b>
Deferred tax liabilities – net	<b>(<u>P 938,404,585</u>)</b>

The components of net deferred tax expense (income) reported in the consolidated statements of income are as follows:

	<u>2014</u>
NOLCO	(P 29,517,450)
Accrued expenses	( 17,788,274)
Fair value gains on investment property	15,802,871
Allowance for inventory obsolescence	( 11,880,671)
Allowance for impairment on trade and other receivables	( 10,723,596)
Benefits from previously unrecognized MCIT	( 10,063,378)
Accumulated depreciation on investment property	5,652,610
Unrealized foreign currency gains - net	( 2,775,783)
Provision for warranty claims	1,729,126
Changes in fair value of financial assets at FVTPL	1,584,260
Deferred rent expense – PAS 17	( 1,414,138)
Retirement benefit obligation (asset)	( 1,042,378)
Deferred rent income – PAS 17	( 652,166)
Unamortized past service costs	232,161
Refundable deposits	22,192
Change in fair value of AFS	-
Unearned rent income	-
Unamortized pre-operating expenses	-
	<u>(P 60,834,614)</u>

The deferred tax income recognized in the consolidated statements of comprehensive income pertains to the tax effect of the changes in fair value of AFS financial assets and remeasurements of post-employment defined benefit plan (see Note 23.3).

The movements in the Group's NOLCO and MCIT are as follows:

<u>Year</u>	<u>Original Amount</u>	<u>Applied in Previous Years</u>	<u>Applied in Current Year</u>	<u>Expired Balance</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
<b>NOLCO:</b>						
2014	P 157,221,922	P -	P -	P -	P 157,221,922	2017
2013	36,638,281	-	-	-	36,638,281	2016
2012	15,862,462	-	-	-	15,862,462	2015
2011	<u>31,305,517</u>	<u>5,501,441</u>	<u>3,400,261</u>	<u>22,403,815</u>	<u>-</u>	2014
	<u>P 241,028,182</u>	<u>P 5,501,441</u>	<u>P 3,400,261</u>	<u>P 22,403,815</u>	<u>P 209,722,665</u>	
<b>MCIT</b>						
2014	P 10,352,997	P -	P -	P -	P 10,352,997	2017
2013	11,066,107	-	-	-	11,066,107	2016
2012	222,424	-	-	-	222,424	2015
2011	<u>832,637</u>	<u>-</u>	<u>611,343</u>	<u>221,294</u>	<u>-</u>	2014
	<u>P 22,474,165</u>	<u>P -</u>	<u>P 611,343</u>	<u>P 221,294</u>	<u>P 21,641,528</u>	

Fil-Dragon has incurred tax losses amounting to P138.5 million (¥19.1 million), P30.0 million (¥4.3 million) and P22.8 million (¥3.5 million) in 2014, 2013, and 2012 respectively. Similar to NOLCO, these tax losses can be applied as deductions from future taxable income of Fil-Dragon. However, the benefits from the tax losses expire within five years from the year such tax losses are incurred.

The NOLCO, MCIT and other deductible temporary differences as of December 31 for which the related deferred tax assets have not been recognized by certain entities in the Group are shown below.

	2014	
	Amount	Tax Effect
NOLCO	P 92,004,878	P 27,601,463
Unrealized foreign currency gain	( 5,031,816)	( 1,509,545 )
Retirement benefit obligation	2,316,827	695,048
MCIT	909,797	272,939
Allowance for impairment of trade receivables	844,748	253,424
Allowance for inventory obsolescence	165,422	49,627
Unearned income	-	-
Allowance for impairment of financial assets classified as loans and receivables	-	-
	<u>P 91,209,856</u>	<u>P 27,362,956</u>

Except for SBC, the Group opted to claim itemized deductions in computing for its income tax due in 2014. SBC used itemized deductions in 2014.2.

## 23. EQUITY

### *23.1 Capital Stock*

The Parent Company has a total authorized capital stock of P5.0 billion divided into 5,000,000,000 shares with P1 par value.

On June 18, 1996, the SEC issued an Order approving the Registration Statement covering the securities which comprised the Parent Company's entire authorized capital stock. On September 4, 1996, the Parent Company's shares were listed in the PSE and the trading of offer shares commenced. The Parent Company offered to the public 665,000,000 shares at an offer price of P5.85 per share. The offer shares consisted of 524,475,000 primary shares (new shares) and 140,525,000 secondary shares (existing shares).

As of December 31, 2014, the Parent Company has issued shares of 2,030,975,000 (with P1 par value), of which, 395,965,704 shares are held by the public, respectively. There are 4,366 and 4,415 holders of the listed shares which closed at P1.24 per share on December 31, 2014.

### *23.2 Retained Earnings*

In 2014, the BOD of the Parent Company approved the declaration of cash dividends of P0.06 per share or totaling to P109.3 million in each year, payable to stockholders of record as of August 29, 2014. The cash dividends were paid in the same year of declaration.

Retained earnings is restricted in the amount of P115.6 million as of December 31, 2014, equivalent to the cost of 209,433,000 shares held in treasury.

### 23.3 Revaluation Reserves

The components of this account and its movements are as follows:

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Remeasurement of post-employment:			
Balance at beginning of year		<b>P 21,082,300</b>	(P 12,085,205)
Actuarial gains during the year			54,522,138
Tax expense	22.2	( _____ )	( _____ 15,481,707)
Balance at the end of the year		<u>21,082,300</u>	( _____ 26,955,226)
Cumulative translation adjustments:			
Balance at beginning of year			90,686,928
Currency exchange differences on translating financial statements of foreign operations	2	<u>1,299,813</u>	<u>1,325,922</u>
Balance at end of year		_____	<u>89,361,006</u>
Fair value losses on AFS financial assets:			
Balance at beginning of year		( _____ )	( 95,422,932)
Fair value gains (losses)	8		220,000
Deferred tax income on changes in fair value of AFS financial assets	22.2	( _____ )	( 66,000)
Reclassification adjustments for losses recognized in profit or loss	8	_____ -	_____ -
Balance at end of year		( _____ )	( _____ 95,268,932)
Other comprehensive income attributable to non-controlling interest		_____	<u>35,000</u>
		<u><b>P 22,382,113</b></u>	<u>P 21,082,300</u>

### 24. EARNINGS (LOSS) PER SHARE

Basic and diluted EPS for profit (loss) attributable to the Parent Company's stockholders are computed as follows:

	<u>2015</u>	<u>2014</u>
Net profit (loss) for the year attributable to the Parent Company's stockholders	<u><b>(P 54,117,358)</b></u>	<u>(P 53,810,031)</u>
Divided by weighted average shares outstanding:		
Number of shares issued	<u>2,030,975,000</u>	2,030,975,000
Treasury shares	<u>( 209,433,000)</u>	( 209,433,000)
	<u>1,821,542,000</u>	<u>1,821,542,000</u>
Earnings (loss) per share – basic and diluted	<u><b>(P 0.03)</b></u>	<u>(P 0.03)</u>

There were no outstanding convertible preferred shares and bonds or other stock equivalents as of March 31, 2015 and 2014; hence, diluted earnings (loss) per share is equal to the basic earnings (loss) per share.

## 25. RELATED PARTY TRANSACTIONS

The Group's related parties include other companies owned by the Parent Company's majority stockholders and the Group's key management personnel.

A summary of the Group's related party transactions as of December 31, 2014 and for the period ended is summarized below and in the succeeding pages.

<u>2014</u>			
<u>Related Party Category</u>	<u>Notes</u>	<u>Amounts of Transaction</u>	<u>Outstanding Balances</u>
<b>Related Parties Under</b>			
<b>Common Ownership:</b>			
Purchase of mobile phones	25.6	3,383,722,069	( 231,208,127)
Advances to suppliers	25.6	8,629,196	226,647,707
Availment of loans	25.8	156,946,396	609,101,168
Interest expense	25.8	54,957,751	8,901,893
Cash advances obtained	25.5	( 44,450,070)	( 36,873,493)
Interest income	25.4, 25.7	10,659,395	21,664,409
Lease of real property	25.3	4,941,813	619,066
Cash advances granted			
(collected)	25.5	4,245,206	28,980,645
Commissions	25.6	1,800,000	1,800,000
Advances for equipment	25.6	741,153	( 992,122)
Collection of receivables	25.6	277,483	( 17,168,822)
Purchase of parts	25.2	4,653,561	( 10,425,847)
Granting of business loans	25.4	-	63,657,213
Granting of loans	25.7	-	113,031,548
Use of cable infrastructure	25.1	-	-
Management services	25.1	-	-

None of the companies under the Group is a joint venture. The Parent Company is not subject to joint control. Related parties that exercise significant influence over the Parent Company are AA Commercial, Inc. and AV Value Holdings Corporation.

None of the Group's outstanding receivables from related parties are impaired.

### ***25.1 Rendering of Services***

SBC's broadband cable infrastructure is used by Destiny Cable, Inc. (DCI), a company that is 100% owned by SGI's majority stockholders. SBC bills DCI based on a fixed fee per subscriber and based on the type of service rendered. On May 11, 2012, however, SBC has sold a significant portion of its assets used in its operations to a third party (see Note 26.3). Accordingly, there were no revenues recognized related to this transaction subsequent to such sale of assets.

In 2012, the Parent Company provided general management advisory services to CPD Access Corporation (CPD), a company owned by SGI's majority stockholders. In consideration for such services, the Parent Company received management fees on a monthly basis as determined based on a management contract mutually agreed upon by both parties. There were no similar transactions in 2014 and 2013.

### **25.2 Purchase of Goods**

SE Corp. purchases parts and supplies from CPD. Total purchases of parts and supplies are recorded as part of Materials, supplies and other consumables under Cost of Services in the consolidated statements of income (see Note 17.2) while unused parts and supplies are included as part of Service parts, supplies and others under the Merchandise Inventories and Supplies account in the consolidated statements of financial position (see Note 9). The outstanding liability arising from these are presented as part of Trade payables under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

### **25.3 Lease of Real Property**

SMC leases out certain land and buildings to Avid Sales Corporation (Avid), a related party under common ownership. Also, SE Corp. leases out its office space to CPD and Avid. Income from these leases is shown as part of Rentals in the consolidated statements of income (see Note 12). Uncollected billings, on the other hand, form part of Trade receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 7).

The outstanding receivables from related parties are unsecured and do not bear any interest. Based on management's assessment, all receivables from related parties are fully collectible; hence, no impairment loss was recognized in 2014.

### **25.4 Granting of Loans**

SMFI grants business loans and other loans to its related parties that bear interests ranging from 7.5% to 9.0% in 2014. Total interest earned from these loans amounted to P5.0 million in 2014 and is presented as part of Interest under the Revenues account in the consolidated statements of income. The outstanding receivables from these business loans are shown as part of Loans receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 7).

The outstanding receivables from business loans as of December 31, 2014 are as follows:

Avid	<b>P 25,000,000</b>
AA Export and Import Corp. (AA Export)	<b>8,332,060</b>
AA Marine Development Corp. (AA Marine)	<b>7,847,899</b>
Philippine Prawn, Inc. (PPI)	<b>7,492,418</b>
Baybayan Farm, Inc. (BFI)	<b>7,492,418</b>
Kawayan Farm, Inc. (KFI)	<b><u>7,492,418</u></b>
	<b><u>P 63,657,213</u></b>

In prior years, SMFI granted unsecured business loan to Avid with the original principal loan amounting to P80.0 million. Principal repayment related to this loan amounted of P2.0 million in 2014. There was no principal repayment in 2013 and 2012. This loan is payable on demand.



The business loans to AA Export, AA Marine, PPI, BFI and KFI were originally repayable with a lump sum payment in January 2009 of the outstanding principal balance as of December 31, 2008. On January 12, 2009, SMFI's BOD approved the extension of the payment term of the business loan for an additional period of seven years until December 31, 2015. Also, on August 23, 2012, SMFI's BOD approved the suspension of the payment of amortization for the principal amount of these loans; hence, there were no principal repayments on these loans in 2013 and 2012. In 2014, principal repayment amounted to P2.0 million.

The business loan granted to AA Export is secured by its own shares of stock which are owned by a related party. All other business loans granted to related parties are unsecured.

There were no impairment losses recognized on the outstanding balances of business loans to granted to related parties in 2014 based on management's assessment.

### ***25.5 Advances to and from Related Parties***

Certain subsidiaries of the Group grants to and obtains unsecured, noninterest-bearing cash advances from related parties owned by the Parent Company's majority stockholders for working capital requirements and other purposes. The outstanding balances of Advances to Related Parties amounted to P25 million and P29 million as of March 31, 2015 and December 31, 2014, respectively, while the outstanding balances of Advances from Related Parties amounted to P39.6 million and P36.8 million as of March 31, 2015 and December 31, 2014, respectively.

These advances have no definite repayment dates and are generally settled in cash depending on available resources of the parties involved. No impairment losses were recognized on the outstanding balances of Advances to Related Parties as management has assessed that such amounts are fully collectible.

### ***25.6 Transactions with STL***

SVC earns commission from sales of STL, a company owned by SGI's majority stockholders, to customers in the Philippines. Commissions earned are presented as part of Rendering of Services in the consolidated statements of income. The outstanding balance arising from these transactions as of December 31, 2014 is shown as part of Trade receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 7).

SVC also collects the receivables related to the sales of STL which are payable immediately upon receipt. Total collections received in behalf of STL in 2014 amounted to P0.3 million. Total obligations arising from this transaction as of December 31, 2014 amounting to P17.2 million is presented as Due to a related party under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

SVC also purchases materials and inventories from a foreign supplier, the payment of which is being paid in advanced by STL on behalf of SVC. Total payments advanced by STL on behalf of SVC related to this transaction amounted to P0.7 million in 2014. The outstanding balances arising from this transaction amounted to P1.0 million as of as of December 31, 2014 and, and is presented as part of Trade payables under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

My Solid purchases mobile phone inventories from STL. Total purchases amounted to P3.4 billion in 2014 and are presented as part of Cost of Sales in the consolidated statements of income (see Note 17.1). Outstanding liabilities relating to these transactions amounted to P231.2 million as of December 31, 2014, which are shown as part of Trade payables under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

My Solid also made advance payments to STL for its future purchase of mobile phone inventories. The outstanding advances amount to P226.6 million as of December 31, 2014 and is presented as part of Advances to suppliers under Trade and Other Receivables account in the consolidated statements of financial position (see Note 7).

### ***25.7 Transactions with SCL***

In 2008, BRL granted an unsecured, interest-bearing loan denominated in Chinese yuan renminbi to SCL, a related party owned by the Parent Company's majority stockholders, amounting to P125.1 million (¥17.4 million) which matures on March 1, 2011. The loan bears an annual interest rate of 6% payable annually with any unpaid interest compounded annually at the same rate of the principal amount. In 2009, the parties agreed to amend the loan agreement reducing the annual interest rate to 4% and making the loan payable in U.S. dollar. In 2011, the parties agreed to increase the annual interest rate to 5% and extend the loan for another year. In 2014, the parties agreed to further extend the term of the loan to March 31, 2015. Interest rate was maintained at 5%.

Interests earned from these loans amounted to P5.6 million in 2014, and is presented as part of Interest under the Revenues account in the consolidated statements of income. The outstanding balance of the loan amounting to P113.0 million as of December 31, 2014, is presented as part of Loans receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 7). No impairment loss was recognized on these loans in 2014 based on management's assessment.

### ***25.8 Loan Availments***

In 2011, Fil-Dragon obtained loans from companies that are owned by SCL. Outstanding balance from these loans amounted to ¥88.5 million (P638.9.1 million) and ¥84.7 million (P609.1 million) as of March 31, 2015 and December 31, 2014, respectively. These loans bear annual interest at prevailing market rates ranging from 6% to 15% in 2014. The liabilities are unsecured and payable on demand. The amount of loan is presented as part of Interest-bearing loans in the consolidated statements of financial position. Borrowing cost incurred in 2014 amounting to ¥7.6 million (P55.0 million) is shown as part of Interest expense on interest-bearing loans under the Finance Costs account in the 2014 consolidated statement of income (see Notes 14 and 20.1).

### ***25.9 Key Management Personnel Compensation***

The compensation of key management personnel is broken down as follows:

	<u>2014</u>
Short-term benefits	P 41,905,261
Post-employment benefit	<u>3,468,820</u>
	<b><u>P 45,374,081</u></b>

These amounts are shown as part of Salaries and employee benefits account under General and Administrative Expenses in the consolidated statements of income (see Note 21).

### ***25.10 Transactions with the Retirement Fund***

The Group has established a formal multi-employer retirement plan which is administered by a trustee bank, except for CBHI, My Solid, SGTC and ZTC, whose retirement fund remained unfunded as of December 31, 2014.

The retirement fund consists of government securities, corporate bonds, UITF and mutual funds with fair values totaling P186.2 million as of December 31, 2014 (see Note 21.2). The retirement fund neither provides any guarantee or surety for any obligation of the Group. The retirement fund also has no investments in the Parent Company's shares of stock which are listed for trading at the PSE.

The details of the contributions of the Group and benefits paid out by the plan to employees are presented in Note 21.2.

## **26. SIGNIFICANT CONTRACTS AND AGREEMENTS**

### ***26.1 Memorandum of Understanding with SPI***

On July 1, 2003, SE Corp. entered into a Memorandum of Understanding (MOU) with SPI for network support for SPI. Under the MOU, SPI authorized SE Corp. to perform in-warranty and out-of-warranty services to customers in the Philippines for a fee equivalent to a certain percentage of SPI's annual sales.

In-warranty services shall be rendered free of charge to customers. The actual cost of replacement parts related to in-warranty services shall be shouldered by SPI. In the first quarter of 2009, SE Corp. and SPI agreed to lower the network support fees to 0.45% of SPI's net sales. Subsequently, SE Corp. and SPI agreed that network support fees shall be fixed at P1.25 million per month effective April 2009. Management believes that the MOU continues to be effective unless revoked by any of the parties.

Network support fees and in-warranty service fees totaled to P98.0 million for the years ended December 31, 2014. Network support fees and in-warranty services recognized are presented as part of Rendering of Services in the consolidated statements of income. Outstanding balances arising from these transactions amounted to P5.5 million as of December 31, 2014, and are included as part of Trade receivables under the Trade and Other Receivables in the consolidated statements of financial position (see Note 7).

### ***26.2 Distributorship Agreement with Sony Corporation of Hong Kong Limited (Sony HK)***

SVC has a non-exclusive Distributorship Agreement (the Agreement) with Sony HK, a corporation organized and existing under and by virtue of the laws of Hong Kong. Under the Agreement, SVC was designated by Sony HK as its non-exclusive distributor of Sony products in the Philippines. In addition, SVC shall provide the customers in the Philippines with repair and parts replacement services, including but not limited to repair and parts replacement services rendered by SVC which are covered under the 12 month-warranty

period at its own costs and expenses. Management believes that the Agreement continues to be effective although no formal renewal has been made since 2007.

### **26.3 Sale of SBC's Assets**

#### *(a) Agreement on Sale of Assets*

On May 11, 2012, SBC entered into an agreement with Sky Cable Corporation (SCC) covering the sale, assignment and transfer of its assets, equipment, contracts, permits, licenses and subscriber base (the "Assets") of SBC used in the operation of its television, broadcasting and broadband business [see Note 26.3(d)]. In connection with such agreement, SBC shall also act as a collecting agent for the existing subscribers of SCC and, accordingly, remit to the latter all collections received. Service fees incurred related to this transaction amounted to P54.2 million in 2014 and are presented as Service fees and included as part of Cost of Services in the consolidated statements of income (see Note 17.2).

In addition, SCC assumes to pay SBC all costs and expenses in connection with use and operation of the Assets, until the Company's operation is transferred to SCC.

#### *(b) Management Agreement*

For continuity of services to subscribers, SBC and SCC agreed that the management and administration of the Assets be entrusted to SCC pending the approval of the NTC of the sale transaction.

SCC, as the manager of the Assets, was given the overall power and responsibilities to handle all aspects necessary to carry out the administration and operations of the Assets and SBC, to accord the necessary additional authorizations, should the need arise.

The Management Agreement shall remain in effect until December 31, 2013. If the NTC's approval is not obtained by December 31, 2013, the terms of the Management Agreement shall be automatically renewed for two years from such date and thereafter automatically renewed for another two years from the end of term of its renewal, until the Management Agreement is terminated. As of December 31, 2014, the NTC has not approved the sale and, as such, the Management Agreement is automatically renewed until December 31, 2015.

#### *(c) Option Agreement*

On the same date as the agreement on sale of assets, SGI entered into an Option Agreement with SCC to purchase SGI's shares of stocks in SBC. The option must be exercised not later than December 31, 2013. SCC has not exercised the option in 2013 and accordingly, the option has expired (see Note 27.8).

## 27. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Group:

### *27.1 Operating Lease Commitments – Group as Lessor*

Certain subsidiaries lease out real estate properties under various non-cancellable lease agreements with terms ranging from one to ten years. Some of these lease transactions are subject to 5% to 10% escalation rate. The future minimum lease receivables under these non-cancellable operating leases as of December 31 are as follows:

	<u>2014</u>
Within one year	<b>P 82,297,563</b>
After one year but not more than five years	<b>60,208,163</b>
More than five years	<u><b>4,090,127</b></u>
	<u><b>P 146,595,853</b></u>

Rental income earned from these transactions amounted to P151.0 million in 2014, and is presented as Rentals under Revenues in the consolidated statements of income.

### *27.2 Operating Lease Commitments – Group as Lessee*

The Group is a lessee under non-cancellable operating leases covering several parcels of land. These leases have terms of 25 years expiring in 2019. Lease payments are fixed for the first five years. Thereafter, the lease on land is subject to 100% escalation rate every five years while the lease on land improvements is subject to an annual escalation rate of 10%.

	<u>2014</u>
Within one year	<b>P 22,874,016</b>
After one year but not more than five years	<u><b>15,045,179</b></u>
	<u><b>P 37,919,195</b></u>

Rental expense charged to operations from these operating leases amounted to P7.4 million each in 2014, and are shown as part of Rentals under Cost of Services and Cost of Rentals in the consolidated statements of income (see Notes 17.2 and 17.3).

Refundable deposits received in relation to these lease arrangements amounted to P11.4 million in 2014. These amounts are presented as part of Other Current Assets and Other Non-current Assets in the consolidated statements of financial position (see Note 13).

### *27.3 Legal Claims*

SMC is involved in a number of litigations and is subject to certain claims relating to the following, among others:

- (i) a portion of land in Pililla, Rizal, with a carrying value of P7.5 million is subject to expropriation coverage under the Agrarian Reform Act; and,

- (ii) a piece of land, with a carrying value of P309.0 million is the subject of claims by third parties who filed court cases against SMC.

Management believes that the ultimate resolution of these cases will not materially affect the Group's consolidated financial statements.

#### ***27.4 Estimated Liability for Land and Land Development Cost***

The Group has commitment of about P68.3 million as of December 31, 2014 for the fulfillment of projects in the development and marketing of CPIP (see Note 10).

#### ***27.5 Purchase Commitments***

In 2007, ZTC entered into several construction contracts with various suppliers for the construction of the Tri Towers condominium building (see Note 10). The construction of Tower 1 and Tower 2 was completed in 2008 and 2012, respectively, while the construction of Tower 3 has not yet started as of December 31, 2014.

#### ***27.6 Possible Impact of Government Project***

In 2005, ZTC received a notification from the Urban Roads Projects Office (URPO) of the Department of Public Works and Highways (DPWH) that the location of the Tri Towers condominium building project (see Note 10) might be affected by the plans of the National Government of the Philippines for the construction of the proposed 2<sup>nd</sup> Ayala Bridge. However, the URPO stated that it has not yet undertaken the detailed engineering design that will ascertain if the location of the ZTC's property will be affected by the road's right-of-way.

The Group decided to continue the Tri Towers condominium building project despite the notification received from the DPWH because management believes that the likelihood of a possible expropriation of the land is remote given the current status of the government project.

#### ***27.7 Properties Under Development***

Fil-Dragon has a commitment for about P54.4 million (¥7.6 million) as of December 31, 2014, for the construction of the Golden Hill Project (see Note 10).

#### ***27.8 Option Agreement***

Relative to SBC's sale of its broadband assets and subscriber base, SGI granted SCC with an option to purchase SGPS shares in SBC. The said option is exercisable until December 31, 2013. As of December 31, 2013, SCC has not exercised this option [see Note 26.3(c)]; hence, the Parent Company still holds the ownership interests in SBC.

#### ***27.9 Others***

As of December 31, 2014, the Group has unused credit facilities amounting to P709.0 million.

There are other commitments, guarantees, litigations and contingent liabilities that arise in the normal course of the Group's operations which are not reflected in the consolidated financial statements. As of December 31, 2014, management is of the opinion that losses, if any, that

may arise from these commitments and contingencies will not have a material effect on the Group's consolidated financial statements.

## 28. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's financial assets and financial liabilities by category are summarized in Note 29.1. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated with its BOD and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate continuous returns.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described as follows:

### 28.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risk which result from both its operating, investing and financing activities.

#### (a) Foreign Currency Risk

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise from the Group's foreign currency denominated trade and other receivables, interest-bearing loans and trade and other payables, which are primarily denominated in U.S. dollars and Chinese yuan RMB. The Group also holds U.S. dollar-denominated cash and cash equivalents.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign currency-denominated financial assets and liabilities, translated into Philippine pesos at the closing rate are as follows:

	2015		2014	
	U.S. Dollar	Chinese Yuan Renminbi	U.S. Dollar	Chinese Yuan Renminbi
Financial assets	P 628,947,632	P 113,147,771	P 134,695,957	P 249,674,557
Financial liabilities	( 358,533,911)	( 135,584,461)	( 380,841,477)	( 787,203,671)
	<b>(P 270,413,721)</b>	<b>(P 22,436,690)</b>	<b>(P 246,145,520)</b>	<b>(P 537,529,114)</b>

The following table illustrates the sensitivity of the Group's profit (loss) before tax with respect to changes in Philippine pesos against foreign currency exchange rates. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months at a 99% confidence level.

	2015		2014	
	Reasonably Possible Change in Rate	Effect in Loss Before Tax	Reasonably Possible Change in Rate	Effect in Profit Before Tax
Php – USD	2.31%	P 6,248,823	27.61%	(P 67,960,778)
Php – RMB	3.92%	(879,203)	43.06%	(231,460,036)
		<u>(P 5,369,623)</u>		<u>( P 162,499,258)</u>

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

*(b) Interest Rate Risk*

At March 31, 2015 and December 31, 2014, the Group is exposed to changes in market interest rates through its cash and cash equivalents, which are subject to variable interest rates (see Note 5).

The following illustrates the sensitivity of profit (loss) before tax for the year to a reasonably possible change in interest rates of +/-2.31% in 2015 and 2014. These changes in rates have been determined based on the average market volatility in interest rates, using standard deviation, in the previous 12 months, estimated at 99% level of confidence. The sensitivity analysis is based on the Group's financial instruments held at each reporting date, with effect estimated from the beginning of the year. All other variables held constant, if the interest rate increased by 2.31% profit before tax in 2015 would have increased by P6.2 million and P23.6 million profits before tax in 2014. Conversely, if the interest rate decreased by the same percentages, loss before tax would have lower by the same amounts.

*(c) Other Price Risk*

The Group's market price risk arises from its investments carried at fair value (i.e., financial assets classified as financial assets at FVTPL and AFS financial assets). The Group manages exposures to price risk by monitoring the changes in the market price of the investments and at some extent, diversifying the investment portfolio in accordance with the limit set by management.

**28.2 Credit Risk**

Credit risk is the risk that the counterparties may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments arising from granting loans and selling goods and services to customers including related parties, placing deposits with banks and investing in UITF.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the consolidated statements of financial position (or in the detailed analysis provided in the notes to the consolidated financial statements), as summarized below:



	<u>Notes</u>	<u>2015</u>	<u>2014</u>
Cash and cash equivalents	5	<b>P 2,373,636,600</b>	P1,623,834,847
Financial assets at FVTPL	6	<b>150,349,578</b>	746,071,954
Trade and other receivables (excluding advances to suppliers) – net	7	<b>813,249,190</b>	1,779,955,204
Advances to related parties	25	<b>25,022,708</b>	28,980,645
Restricted cash and cash bond	13		16,885,451
Refundable deposits – net	13		13,249,349
		<b><u>P 3,362,258,076</u></b>	<b><u>P 4,208,977,450</u></b>

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties. In addition, for a significant proportion of real estate sales, advance payments are received to mitigate credit risk.

The Group's management considers that all the above financial assets that are not impaired or past due at the end of each reporting period are of good credit quality.

(a) *Cash and Cash Equivalents and Financial Assets at FVTPL*

The credit risk for cash and cash equivalents and financial assets at FVTPL in the consolidated statements of financial position, is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution.

(b) *Trade and Other Receivables*

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates, management consider the quality of trade and other receivables that are not past due or impaired to be good.

Except for trade receivables arising from real estate sales, none of the financial assets are secured by collateral or other credit enhancements. Trade receivables arising from real estate sales are secured by industrial lots and condominium units sold to buyers and are covered by postdated checks.

(c) *Advances to Related Parties*

The Group is not exposed to any significant credit risk exposure in respect of advances to related parties. These advances are generally receivable in cash upon demand. These related parties are considered to be in good financial condition.

Some of the unimpaired trade receivables are past due at the end of the reporting period. Trade receivables and advances to related parties past due but not impaired can be shown as follows:

	<u>2014</u>
Not more than 3 months	<b>P 46,188,160</b>
More than 3 months but not more than one year	<b>13,642,967</b>
More than one year	<u><b>7,497,623</b></u>
	<u><b>P 67,328,750</b></u>

There were no other financial assets that are past due as of December 31, 2014 and 2013.

### **28.3 Liquidity Risk**

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 6-month and one-year period are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in short-term placements and UITF. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As of December 31, 2014, the Group's financial liabilities have contractual maturities which are presented below.

	<u>Current</u>		<u>Non-current</u>
	<u>Within 6 Months</u>	<u>6 to 12 Months</u>	<u>1 to 5 Years</u>
Interest-bearing loans	P 873,532,553	P -	P -
Trade and other payables	679,139,830	-	-
Advances from related parties	-	36,873,493	-
Refundable deposits	-	-	<u>13,704,646</u>
	<u><b>P 1,552,672,383</b></u>	<u><b>P 36,873,493</b></u>	<u><b>P 13,704,646</b></u>

The contractual maturities reflect the gross cash flows, which may differ with the carrying values of the financial liabilities at the end of reporting period.

## **29. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

### **29.1 Carrying Amounts and Fair Values by Category**

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

	Notes	2015		2014	
		Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
<b>Financial assets</b>					
Loans and receivables:					
Cash and cash equivalents	5	P 2,373,636,600	P 2,373,636,600	P 1,623,834,847	P 1,623,834,847
Trade and other receivables – net	7	1,379,286,503	1,379,286,503	1,779,955,204	1,779,955,204
Advances to related parties	25	25,022,708	25,022,708	28,980,645	28,980,645
Restricted cash and cash bond	13	10,425,238	10,425,238	16,885,451	16,885,451
Refundable deposits	13	13,566,669	13,566,669	13,249,349	13,249,349
		<u>3,801,937,718</u>	<u>3,801,937,718</u>	<u>3,462,905,496</u>	<u>3,462,905,496</u>
Financial assets at FVTPL	6	<u>150,349,578</u>	<u>150,349,578</u>	<u>746,071,954</u>	<u>746,071,954</u>
AFS financial assets					
Golf club shares – net	8	8,822,400	8,822,400	8,822,400	8,822,400
Others		<u>634,127</u>	<u>634,127</u>	<u>634,127</u>	<u>634,127</u>
		<u>9,456,527</u>	<u>9,456,527</u>	<u>9,456,527</u>	<u>9,456,527</u>
		<u>P 3,961,743,823</u>	<u>P 3,961,743,823</u>	<u>P 4,218,433,977</u>	<u>P 4,218,433,977</u>
<b>Financial liabilities</b>					
At amortized cost:					
Interest-bearing loans – net	14	P 875,242,723	P 875,242,723	P 844,408,549	P 844,408,549
Trade and other payables	15	580,507,560	580,507,560	679,139,830	679,139,830
Advances from related parties	25	39,644,336	39,644,336	36,873,493	36,873,493
Refundable deposits – net	16	<u>15,574,166</u>	<u>15,574,166</u>	<u>13,313,947</u>	<u>13,313,947</u>
		<u>P 1,510,968,785</u>	<u>P 1,510,968,785</u>	<u>P 1,573,735,819</u>	<u>P 1,573,735,819</u>

See Notes 2.5 and 2.11 for a description of the accounting policies for each category of financial instruments. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 28.

## 29.2 Offsetting of Financial Instruments

The Group has not set-off financial instruments in 2014 and 2013 and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) may have the option to settle all such amounts on a net basis in the event of default of the other party through approval by the respective BODs and stockholders of both parties.

The Group's outstanding cash advances obtained from other related parties amounting to P36.9 million as of December 31, 2014 and presented as Advances from Related Parties account in the consolidated statements of financial position, can be offset by the amount of outstanding cash advances granted to other related parties amounting to P29.0 million as of December 31, 2014.

For financial assets and financial liabilities subject to enforceable master netting agreements or similar arrangements above, certain agreements between the Group and counterparties allows for net settlement of the relevant financial assets and financial liabilities when both parties elect to settle on a net basis. In the absence of such an election, financial assets and financial liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party. As of March 31, 2015 and December 31, 2014, the Group's cash surrender value of investment in life insurance amounting to P545 million and P538.3 million, respectively, and presented as part of Trade and Other Receivables in the consolidated statements of financial position may be used to settle the outstanding loans of BRL amounting to P236 million and P235.5 million as of March 31, 2015 and December 31, 2014, respectively, and included as part of Interest-bearing Loans in the consolidated statements of financial position (see Notes 7 and 14).

## 30. FAIR VALUE MEASUREMENTS AND DISCLOSURES

### *30.1 Fair Value Hierarchy*

In accordance with PFRS 13, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

The different levels have been defined as follows:

- (a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- (b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- (c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

### *30.2 Financial Instruments Measured at Fair Value*

The table below shows the fair value hierarchy of the Group's classes of financial assets measured at fair value in the consolidated statements of financial position on a recurring basis as of March 31, 2015 and December 31, 2014.

	Notes	2015			
		Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	6	P -	P 150,349,578	P -	P 150,349,578
AFS financial assets	8	-	8,822,400	-	8,822,400
		<b>P -</b>	<b>P 159,171,978</b>	<b>P -</b>	<b>P 159,171,978</b>

	Notes	2014			
		Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	6	P -	P 746,071,954	P -	P 746,071,954
AFS financial assets	8	-	8,822,400	-	8,822,400
		<b>P -</b>	<b>P 754,894,354</b>	<b>P -</b>	<b>P 754,894,354</b>

As of December 31, 2014 and 2013, the Group has certain unquoted AFS financial assets amounting to P634,127 that are measured at cost; hence, these assets are not included within the fair value hierarchy.

The Group has no financial liabilities measured at fair value as of December 31, 2014.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in both years.

UITF classified as financial assets at FVTPL and club shares and equity securities classified as AFS financial assets are included in Level 2 as their prices are not derived from market considered as active due to lack of trading activities among market participants at the end or close to the end of the reporting period.

### ***30.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed***

The table below summarizes the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the consolidated statements of financial position but for which fair value is disclosed.

	Notes	2015			
		Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<i>Loans and receivables:</i>					
Cash and cash equivalents	5	P 2,373,636,600	P	P	P 2,373,636,600
Trade and other receivables	7			1,379,286,503	1,379,286,503
Advances to related parties	25			25,022,708	25,022,078
Restricted cash and cash bond	13			10,425,238	10,425,238
Refundable deposits	13			13,566,669	13,566,669
		<b>P2,373,636,600</b>	<b>P</b>	<b>P1,839,070,649</b>	<b>P 3,462,905,496</b>
<b>Financial Liabilities</b>					
<i>At amortized cost:</i>					
Interest-bearing loans – net	14	P	P	P 875,242,723	P 875,242,723
Trade and other payables	15			580,507,560	580,507,560
Advances from related parties	25			39,644,336	39,644,336
Refundable deposits - net	16			15,574,166	15,574,166
		<b>P</b>	<b>P</b>	<b>P 1,510,968,785</b>	<b>P 1,510,968,785</b>

	Notes	2014			
		Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<i>Loans and receivables:</i>					
Cash and cash equivalents	5	P 1,623,834,847	P -	P -	P 1,623,834,847
Trade and other receivables	7	-	-	1,779,955,204	1,779,955,204
Advances to related parties	25	-	-	28,980,645	28,980,645
Restricted cash and cash bond	13	-	-	16,885,451	16,885,451
Refundable deposits	13	-	-	13,249,349	13,249,349
		<b><u>P 1,623,834,847</u></b>	<b><u>P -</u></b>	<b><u>P 1,839,070,649</u></b>	<b><u>P 3,462,905,496</u></b>
<b>Financial Liabilities</b>					
<i>At amortized cost:</i>					
Interest-bearing loans – net	14	P -	P -	P 844,408,549	P 844,408,549
Trade and other payables	15	-	-	679,139,830	679,139,830
Advances from related parties	25	-	-	36,873,493	36,873,493
Refundable deposits - net	16	-	-	13,313,947	13,313,947
		<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 1,573,735,819</u></b>	<b><u>P 1,573,735,819</u></b>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short duration.

The fair values of the financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability based on the instrument where the significant inputs required to determine the fair value of such instruments.

### 30.4 Fair Value Measurements of Non-financial Assets

The table below shows the Levels within the hierarchy of non-financial assets measured at fair value on a recurring basis as of December 31.

	2015			
	Level 1	Level 2	Level 3	Total
Land	P -	P2,757,818,840	P -	P2,757,818,840
Building and building improvements	-	-	890,895,250	890,895,250
	<b><u>P -</u></b>	<b><u>P2,757,818,840</u></b>	<b><u>P 890,895,250</u></b>	<b><u>P3,648,714,090</u></b>
	2014			
	Level 1	Level 2	Level 3	Total
Land	P -	P3,027,198,507	P -	P3,027,198,507
Building and building improvements	-	-	626,681,408	626,681,408
	<b><u>P -</u></b>	<b><u>P3,027,198,507</u></b>	<b><u>P 626,681,408</u></b>	<b><u>P3,653,879,915</u></b>

The fair value of the Group's land and building and building improvements classified under Investment Property (see Note 12) are determined on the basis of the appraisals performed by Cuervo Appraisers, Inc. in 2014 and Asian Appraisal, Inc. in 2013, both are independent appraisers with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. To some extent, the valuation process was conducted by the appraisers in discussion with the Group's management with respect to the determination of the inputs such as the size, age, and condition of the land and buildings, and the comparable prices in the corresponding property location. In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management

assessment, the best use of the Group's non-financial assets indicated above is their current use.

The fair value of these non-financial assets were determined based on the following approaches:

(a) *Fair Value Measurement for Land*

The Level 2 fair value of land was derived using the market comparable approach that reflects the recent transaction prices for similar properties in nearby locations. Under this approach, when sales prices of comparable land in close proximity are used in the valuation of the subject property with no adjustment on the price, fair value is included in Level 2. On the other hand, if the observable recent prices of the reference properties were adjusted for differences in key attributes such as property size, zoning, and accessibility, the fair value is included in Level 3. The most significant input into this valuation approach is the price per square foot; hence, the higher the price per square foot, the higher the fair value.

(b) *Fair Value Measurement for Building and Building Improvements*

The Level 3 fair value of the buildings and improvements under Investment Property account was determined using the cost approach that reflects the cost to a market participant to construct an asset of comparable usage, construction standards, design and layout, adjusted for obsolescence. The more significant inputs used in the valuation include direct and indirect costs of construction such as but not limited to, labor and contractor's profit, materials and equipment, surveying and permit costs, electricity and utility costs, architectural and engineering fees, insurance and legal fees. These inputs were derived from various suppliers and contractor's quotes, price catalogues, and construction price indices. Under this approach, higher estimated costs used in the valuation will result in higher fair value of the properties.

### 31. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated statements of financial position. The Group's goal in capital management is to maintain a debt-to-equity structure ratio of not higher than 1:1 on a monthly basis.

The following is the computation of the Group's debt-to-equity ratio:

	<u>2015</u>	<u>2014</u>
Total liabilities (excluding advances from related parties)	<b>P 4,097,492,111</b>	P 4,129,138,902
Total equity	<b><u>9,430,628,909</u></b>	<u>9,491,279,309</u>
Debt-to-equity ratio	<b><u>0.43:1</u></b>	<u>0.44 : 1</u>

The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and liabilities excluding amounts due to related parties. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

As of March 31, 2015 and December 31, 2014, the Group is not subject to any externally-imposed capital requirements, except for SMFI as indicated below.

Under Section 6 of RA No. 8556, SMFI is required to maintain a minimum paid-up capital of not less than P10.0 million. SMFI is in compliance with the minimum paid-up capital requirement as of March 31, 2015 and December 31, 2014.



**SOLID GROUP INC. AND SUBSIDIARIES**  
**SCHEDULE OF RELEVANT RATIOS**  
**1ST QUARTER**

<b>LIQUIDITY RATIOS</b>	<b>FORMULA</b>	<b>2015</b>	<b>2014</b>
<b>LIQUIDITY RATIOS</b>			
Current ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	2.31 : 1	2.31 : 1
Acid Test ratio	$\frac{\text{Cash \& Cash Equivalents + Trade Receivables}}{\text{FAFVPL + AFS}} \div \frac{\text{Current Liabilities}}{\text{Current Liabilities}}$	1.14 : 1	1.19 : 1
<b>SOLVENCY RATIOS</b>			
Debt to Equity ratio	$\frac{\text{Total Liabilites (excluding advances from related parties)}}{\text{Total Equity}}$	0.43 : 1	0.44 : 1
Gearing Ratio	$\frac{\text{Financial Debt}}{\text{Total Equity}}$	0.09 : 1	0.09 : 1
<b>Asset to equity ratio</b>	$\frac{\text{Total Assets}}{\text{Total Equity}}$	1.44 : 1	1.44 : 1
<b>Interest coverage ratio</b>	$\frac{\text{EBIT}}{\text{Interest Expense}}$	-2.21 : 1	-3.34 : 1
<b>Profitability Ratios</b>			
Operating Margin	$\frac{\text{Operating Profit}}{\text{Total Revenues}}$	-8%	-7%
Net Profit Margin	$\frac{\text{Net Income after Tax}}{\text{Total Revenues}}$	-11%	-8%
Return on Total Assets	$\frac{\text{Net Income after Tax}}{\text{Average Total Assets}}$	-0.50%	-0.48%
Return on Equity	$\frac{\text{Net Income after Tax}}{\text{Total Equity}}$	-0.73%	-0.67%

**SOLID GROUP INC. & SUBSIDIARIES**  
**AGING OF TRADE AND OTHER RECEIVABLES**  
**MARCH 31, 2015**

	Current	1-30 days	31-60 days	61-90 days	91 days & over	<b>TOTAL</b>
TRADE	248,948,992	85,349,868	33,093,275	66,165,170	87,647,590	<b>521,204,894</b>
ADVANCES TO SUPPLIERS	248,625,686	14,897,259	8,801,108	3,495,581	11,562,789	<b>287,382,422</b>
LOANS RECEIVABLES	193,199,653	0	0	0	3,505,465	<b>196,705,118</b>
INTEREST RECEIVABLES	23,981,145	0	0	0	0	<b>23,981,145</b>
OTHER RECEIVABLES	100,507,220	712,768	470,073	902,181	21,581,585	<b>124,173,827</b>
<b>TOTAL</b>	<b>815,262,696</b>	<b>100,959,895</b>	<b>42,364,456</b>	<b>70,562,931</b>	<b>124,297,429</b>	<b>1,153,447,406</b>
ALLOWANCE FOR IMPAIRMENT						<b>74,428,293.92</b>
<b>TRADE AND OTHER RECEIVABLES, NET</b>						<b>1,079,019,112</b>