



SHANG  
PROPERTIES®

LIMITLESS POTENTIAL

---

2014 ANNUAL REPORT



## *Our Vision*

Shang Properties is committed to be the leading developer and manager of prime properties in the Philippines.

## *Our Mission*

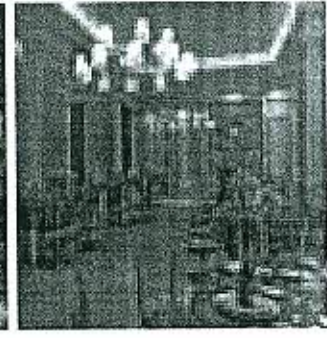
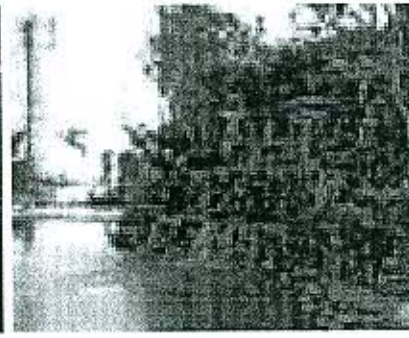
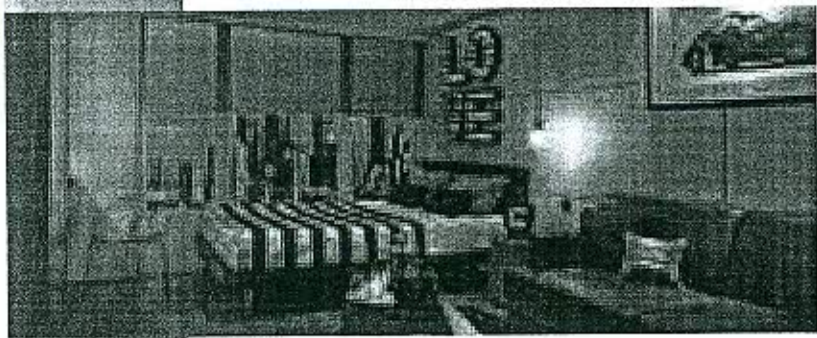
- Leading through product innovation
- Delighting with excellent service
- Fostering fair treatment and mutual respect
- Empowering people to attain their full potential
- Upholding good corporate citizenship



## *Cover Story*

Green, representing growth and prosperity, parallels the upward momentum of Shang Properties Inc., while gemstone facets symbolize multiple expansion projects it has undertaken during the year. With growth channels in place, the company is ready to explore its Limitless Potential.





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## Message to Stockholders

*"With the firm support of our valued shareholders, we remain steadfast in our commitment to the company to ensure continued business growth in the long term and our vision to be one of the leading developers and managers of prime properties in the Philippines."*

The Philippine economy ended on a high note in 2014, and this upswing was also reflected in Shang Properties' year end results. Your company experienced a record growth of 36% in net income or Php2.7 billion versus Php2.01 billion in 2013. These results are the highest in our 28 years in the Philippines, and are attributed to higher proceeds from sales and the recognized percentage of construction completion of our condominium projects, as well as the improved recurring income from our mall and office subsidiaries.

Construction of our twin-tower condominium project, One Shangri-La Place at the Ortigas Center, is nearing completion. As of 31 December 2014, all 664 condominium units in the North Tower were sold out while only 107 out of 620 units remained unsold in the South Tower. Turn-over of the units to buyers began in July 2014 and their reception has been very positive.

Shangri-La at the Fort, our 62-storey luxury hotel and residential development at the Bonifacio Global City, topped off in August 2014, and sales of the 98 Horizon Home residential units atop the hotel commenced in September of the same year. The hotel is targeting to soft open in the third quarter of 2015, and hand over of the residential units will begin in the first quarter of 2016.

Shang Properties currently has two residential projects under construction in Makati. The first project is the 67-storey Shang Sakeco Place whose construction reached the 28th floor at the end of 2014 and is expected to be completed by the fourth quarter of 2016.

The second project is The Rise Makati, which we launched in May 2014. The project was very well received by the market, with almost 50% out of the available 105,439 sq.m of net sellable area sold in just 10 months. Located on our 10,000 sq.m property in Malugay



Street, The Rise will have 3,044 units located above a two-level mall, and has set the benchmark for its world-class amenities designed to fit the lifestyle of a young and dynamic market.

The bullish demand in the office sector carried on in 2014 with The Enterprise Center commanding one of the highest lease rates amongst office buildings in the Makati Central Business District. Despite the influx of new office space in the market, The Enterprise Center achieved an average occupancy of 98% in 2014 and saw its net income increase by 11% versus 2013.

The Enterprise Center began a Php400 million plus rehabilitation program to ensure it remains the office building of choice amongst the top corporations in the country. These renovations will cover the corridors, lift lobbies and public areas of both towers, and are targeted for completion in 2017.

The retail sector remained aggressively competitive with the opening of several new malls that competed with our very own Shangri-La Plaza, and the introduction of small community shopping centers in key areas that ate into the market of top retail players.

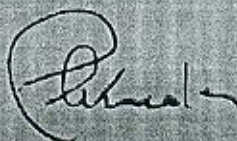
Notwithstanding this intense competition, in 2014, the mall attained a double-digit growth of 12% increase in rental income and a 13% increase in net income versus 2013.

Aside from the addition of the East Wing in 2013 which enhanced the image and maintained the prestige of Shangri-La Plaza, we also embarked on a major renovation and redevelopment program of the mall's Main Wing to create additional sources of revenue and growth. We anticipate that these improvements and enhancements will be completed towards the end of 2015.

Shang Properties had an excellent year in 2014 achieving gross revenues of Php7.6 billion, a 10.2% increase from Php6.9 billion of the previous year. Shareholders' equity was up 9.6% from Php21.7 billion to Php23.8 billion. This resulted in higher earnings per share which increased by 36.1% to Php0.574 from Php0.422 in 2013 and allowed Shang Properties to declare a higher dividend per share of Php0.13 from Php0.11 or an increase of 22.7%.

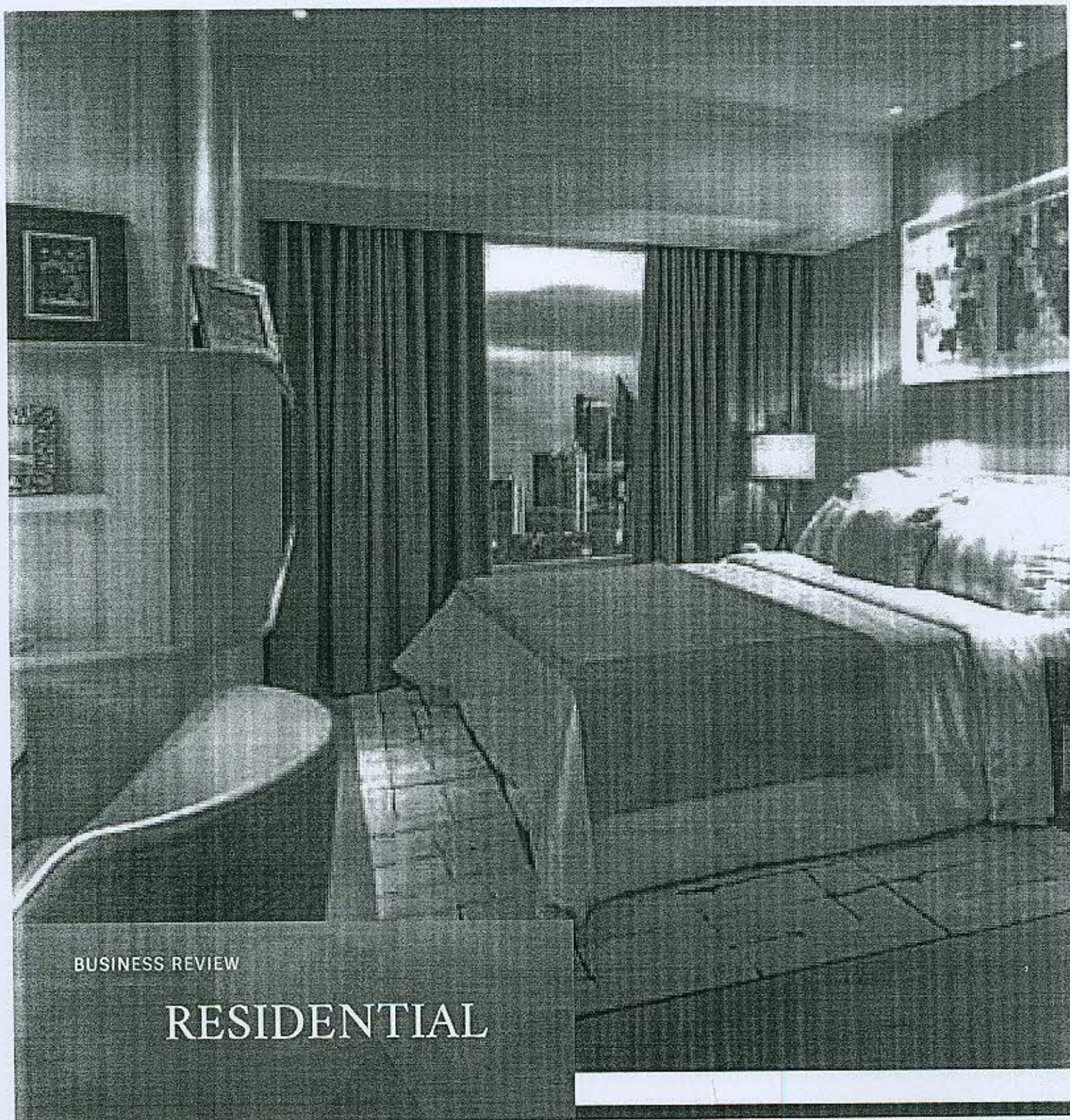
While we enjoyed unprecedented growth in 2014, it is important that we continue to look for new projects and opportunities which we are focusing on and consider a priority. With the firm support of our valued shareholders, we remain steadfast in our commitment to the company to ensure continued business growth in the long term and our vision to be one of the leading developers and managers of prime properties in the Philippines.

We thank our Board of Directors, management, and staff for their dedication and hard work, as well as our business partners, buyers, tenants and customers for their continued support and trust in Shang Properties.



EDWARD KUOK KHOON LOONG  
*Chairman*

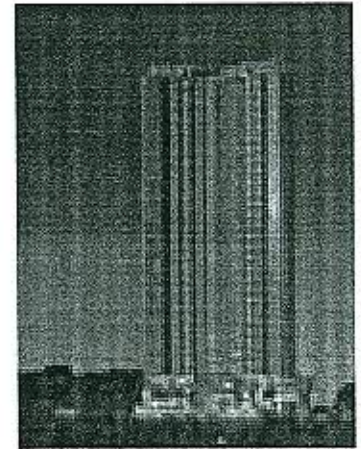
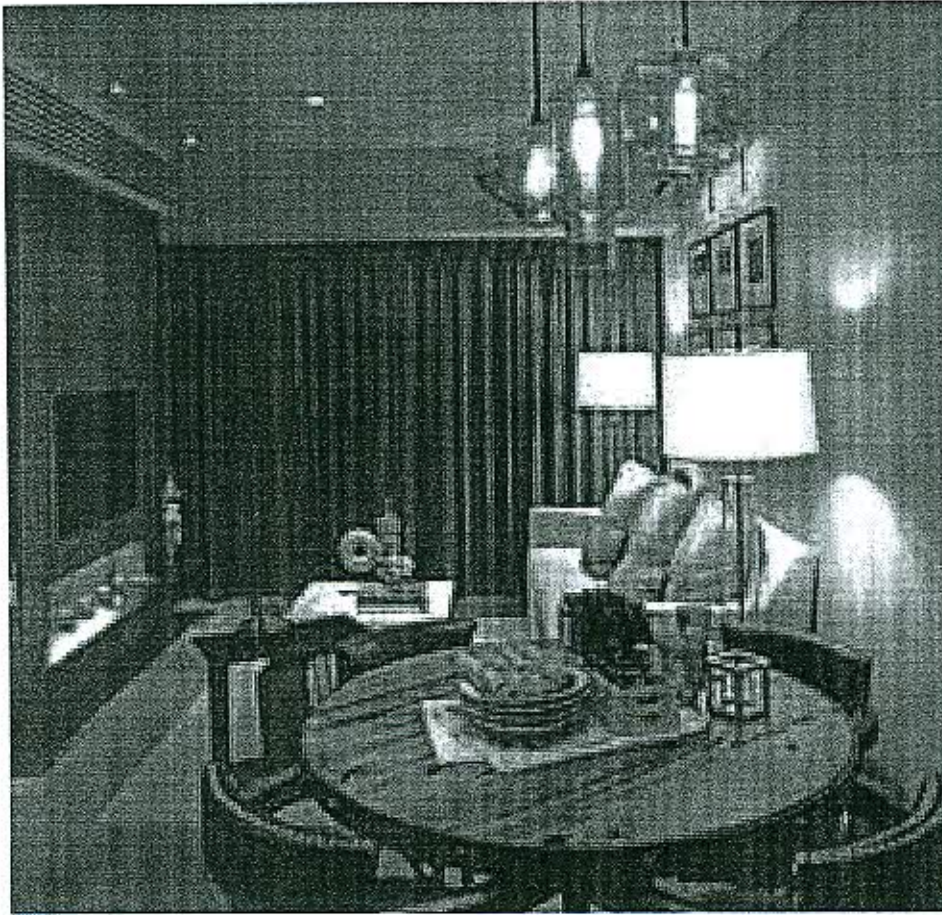




BUSINESS REVIEW

# RESIDENTIAL





Artist's Rendering

## THE RISE MAKATI

The company's newest residential offering, The Rise, made a huge splash during its introductory year in 2014 with a strong sales performance that generated Php4.58 billion in revenues from the sale of 1,488 units or nearly half of the total 3,044 units in its inventory.

In terms of gross floor area, The Rise sold 47,000 square meters during the year, or 44.1% of its total GFA of 106,460sqm.

Located just north of Ayala Avenue along Malugay Street in what is now known as the North Makati or NoMa, The Rise is a towering architectural landmark of 63 storeys that offers a new lifestyle concept in an area that is teeming with galleries, delicatessens and bistros, indie music venues and unique retail destinations.

The Rise features cozy and exceptional amenities such as The Hangout, a 300sqm open lounge that is ideal for entertaining friends and families for any occasion or simply for just a chat over coffee.

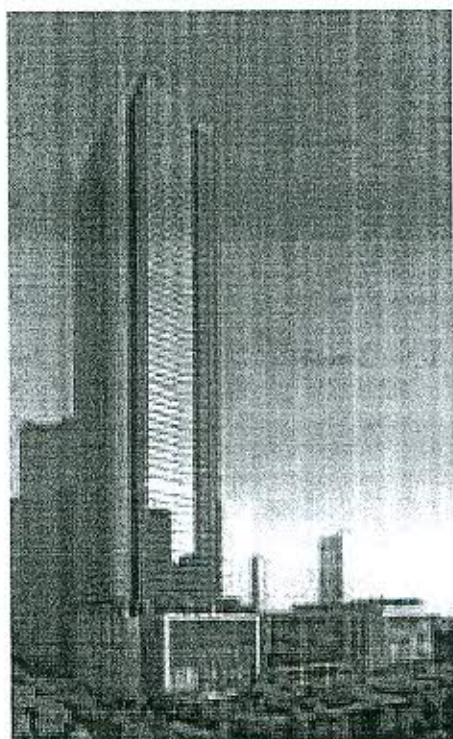
There is also The Workshop, which as the name suggests, is meant for work, meetings or studying. It offers an IT bar, a library, reading and meeting rooms, and other quiet work spaces.

For relaxation, there is The Nest to provide a welcome refuge from the hustle and bustle of city life. Whether just getting lost with a good read, hanging around in the garden terraces or curling up in a hammock, The Nest is a tranquil zone right within the confines of your building.

Other features of The Rise include a 28-meter tropical pool and children's pool, a jogging path set amid the greens, a children's play space, a barbecue patio, and a fully equipped and modern gym suited for training and exercise. The Rise's amenities has something to offer for every member of the family.

The Rise residential units sit on top of a two-level boutique mall that will house more than 50 retail and service outlets including cafes and bars, banks and convenience stores among others.





Artist's Renderings

### SHANGRI-LA AT THE FORT

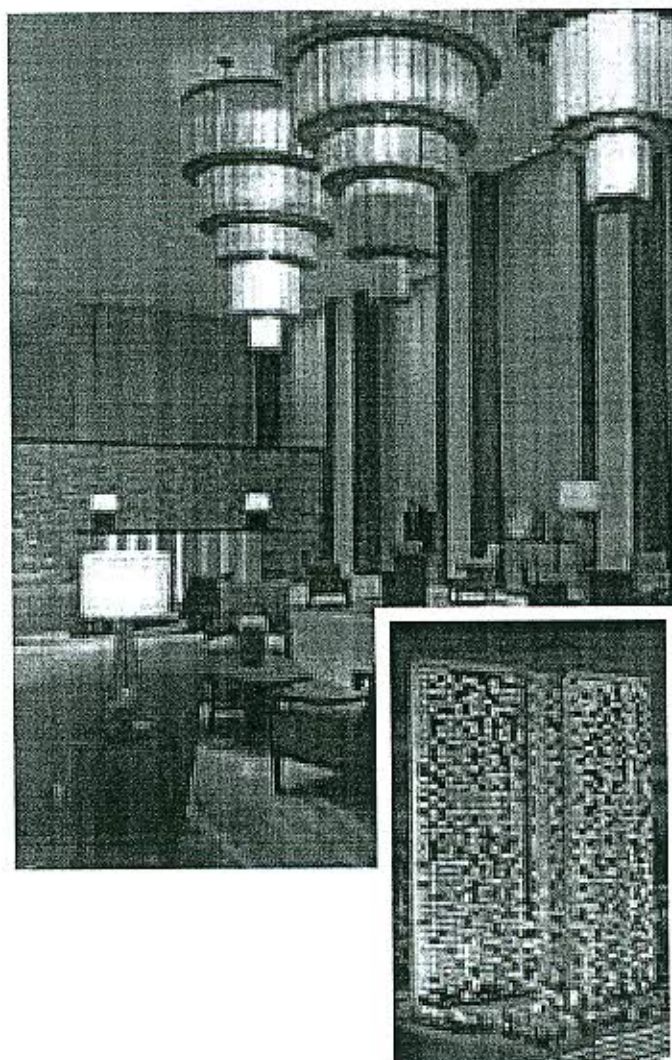
The Shangri-La at the Fort is the company's luxurious hotel and residential development at the Bonifacio Global City, offering a mix of 576 hotel guest rooms, 97 hotel residences and 98 exclusive Horizon Homes within the same ultra-prime property.

Located at the corner of 5th Avenue and 30th Street, it is destined to become one of the country's newest landmarks. The hotel-residential complex has a total GFA of 137,453sqm and an estimated construction cost of Php18 billion, making it one of the most expensive property developments in the Philippines.

As of the end of December 2014, the sale of 12 Horizon Homes units have been completed representing 12.2% of the total 98 units available for sale. Revenues were at Php1.17 billion while total GFA sold reached 3,976 sqm out of the overall GFA of 33,606sqm.

One of Shangri-La at the Fort's unique feature is an extensive sports club within the development. The club will have swimming pools, an indoor sports hall, boxing, NBA standard basketball facilities, and tennis courts that are spread out in two large floors. Other amenities include the Adventure Zone for children and a spa that will offer membership programs.





Artist's Rendering

### ONE SHANGRI-LA PLACE

One Shangri-La Place is Shang Properties' biggest completed condominium project to date, with a total development cost of Php11 billion. It topped off in September 2013 and started turning over units to buyers during the 3rd quarter of 2014.

The 64-storey twin tower condominium sits atop the Shangri-La Plaza's East Wing at the Ortigas Center in Mandaluyong City and has a total GFA of 110,484sqm and 1,304 residential units offered.

Gross revenues from One Shangri-La Place as of end-2014 stood at Php11.6 billion, with 1,177 units already sold or 91.6% of the combined units from the North and South Towers. The project has sold 102,218sqm or 92.5% of the total GFA available.



Artist's Rendering

### SHANG SALCEDO PLACE

The company's second residential project in Makati City, Shang Salcedo Place is a 67-storey luxury development with a very limited number of units – only 749 in total – that will define and become the standard of true and exclusive luxury in Salcedo Village.

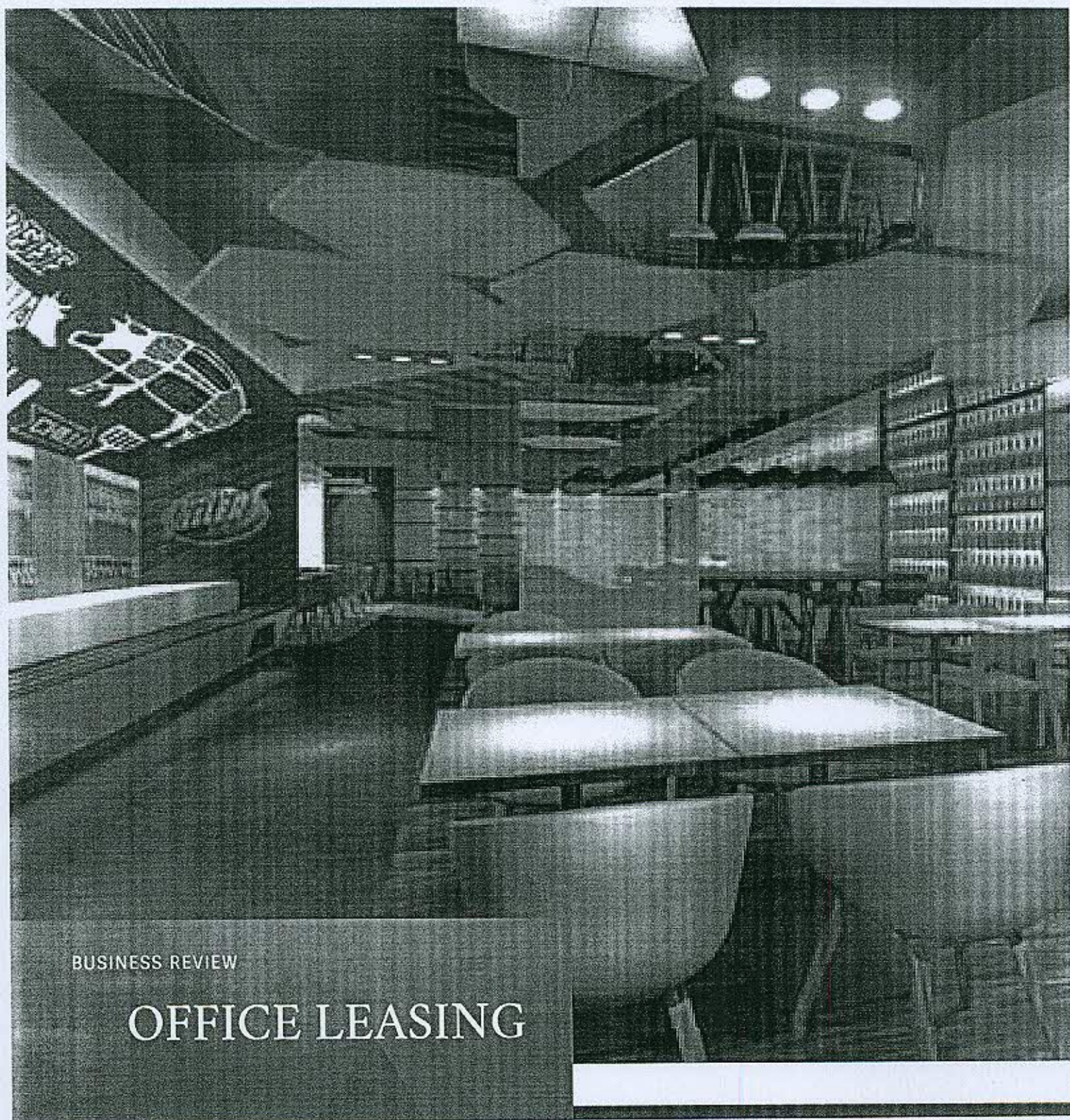
Shang Salcedo Place has sold 346 units as of end 2014, or 46.2% of its available inventory. Gross floor area sold reached 20,611.54sqm or 45.3% of the projects' total GFA of 45,521sqm.

Total revenues from Shang Salcedo Place stood at Php2.48 billion as of December 31, 2014.

Amenities at Shang Salcedo Place include separate swimming pools for children and adults, gym and exercise rooms, a children's play area and an outdoor garden at the podium level.

Shang Salcedo Place is scheduled for completion in 2015.

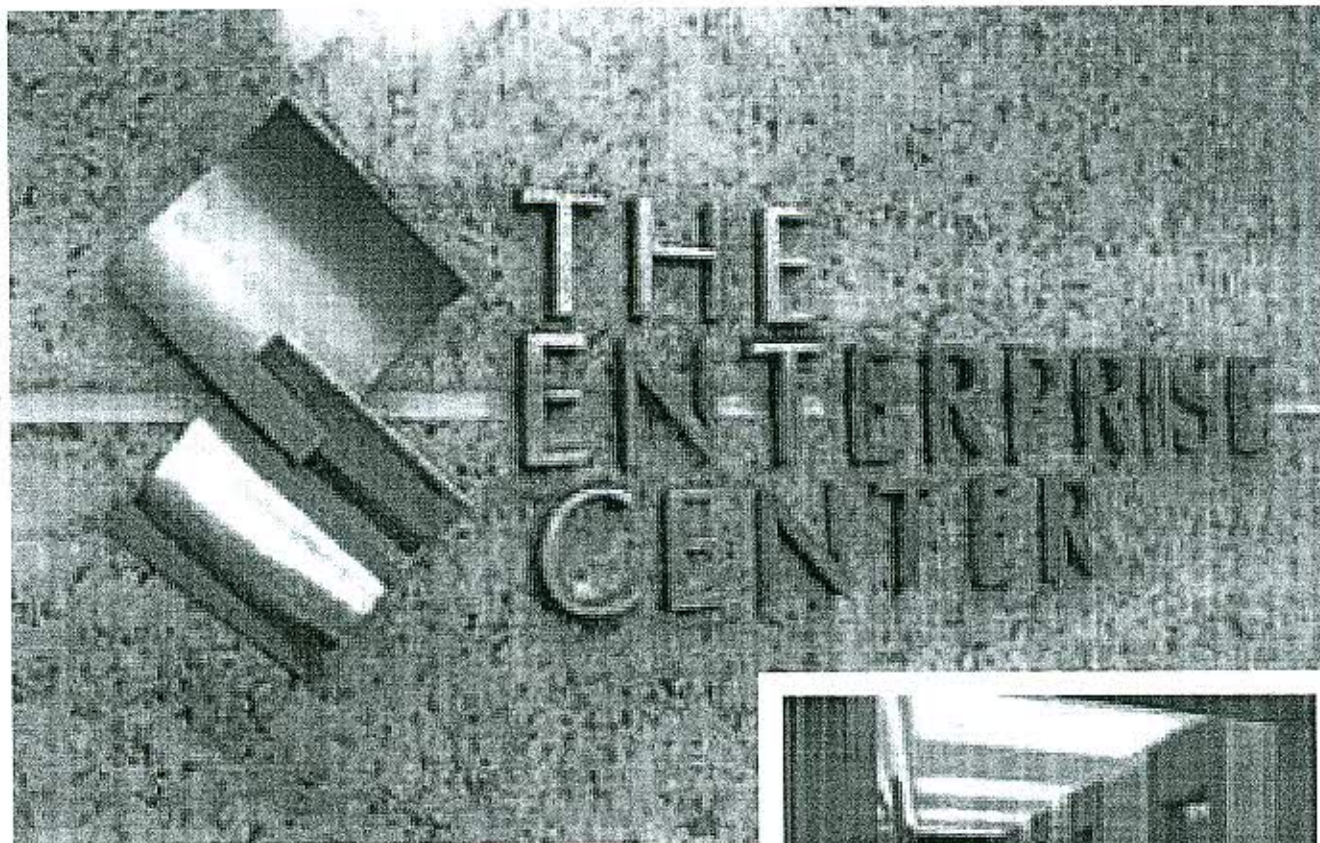




BUSINESS REVIEW

# OFFICE LEASING





## THE ENTERPRISE CENTER

The Enterprise Center faced big challenges in 2014 – the expiration of some of its leases and the entry of new office spaces in the Makati Central Business district. The company's commitment to retaining its tenants prevailed and more than 90% of the expiring leases were renewed.

At the same time, other remaining vacant spaces in the building were taken up by new and existing tenants, resulting in a 98% average occupancy rate and an average rental rate of Php921 per square meter by the end of the year.

As a result, net income of The Enterprise Center grew 11% from Php620 million in 2013 to Php690 million or an increase of Php70 million. Gross rental revenue also increased by Php70 million to Php906 million, up 8% from the Php837 million in the previous year.

To retain and maintain its existing tenants and to continue to strengthen The Enterprise Center's position as the prestigious business address of the Philippines' top corporations, The

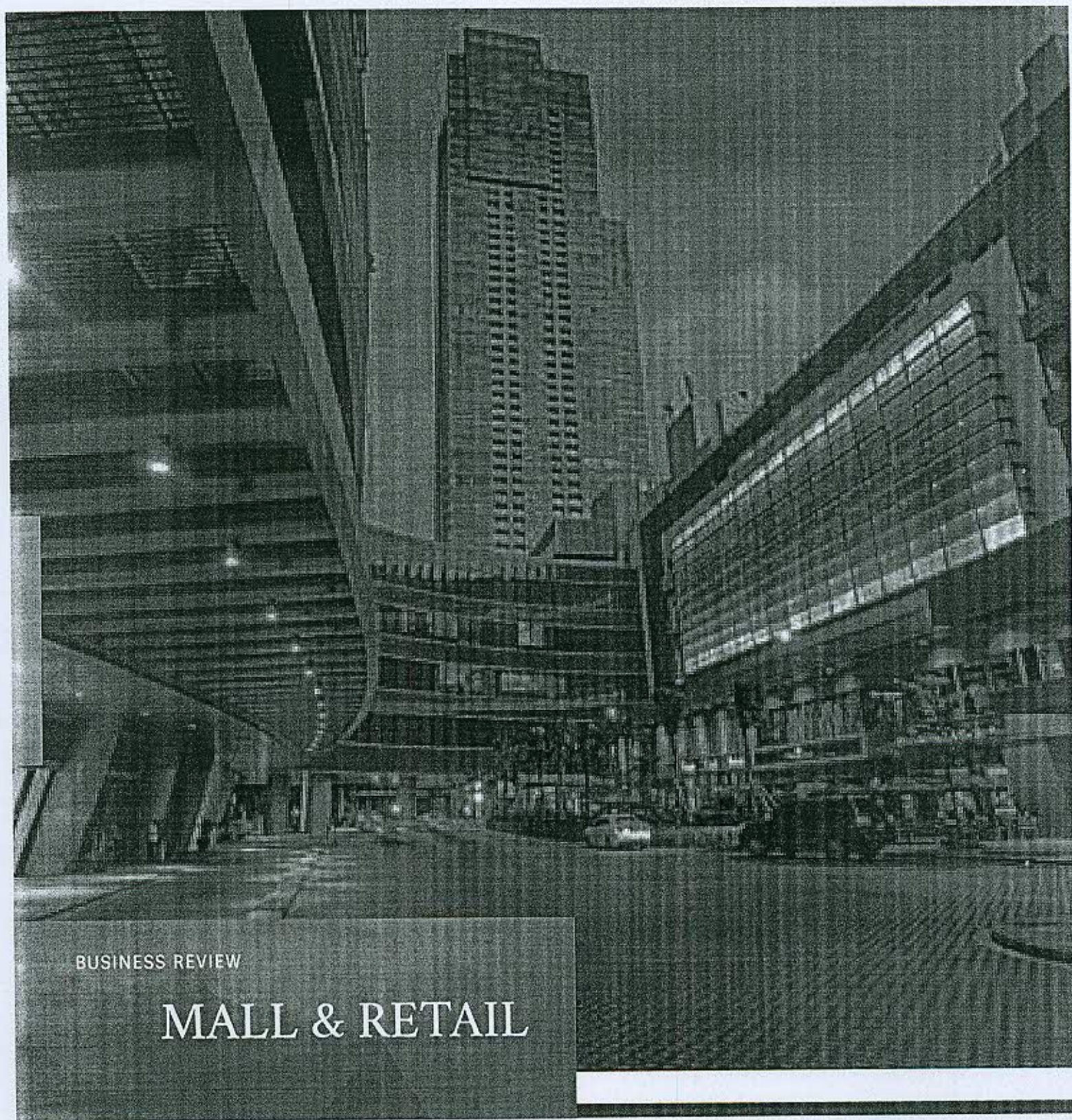


*Artist's Renderings*

Enterprise Center embarked on a 2-year program to upgrade and renovate its existing facilities, amenities, and major equipment. The renovation will also create additional office spaces for lease and the upgrades will cover all common areas in the tenanted floors as well as the surrounding landscape, driveway and lobbies. The food court will also undergo a complete makeover.

In 2014, The Enterprise Center also earned major distinctions during the 16th Fire Safety Compliance Awards given jointly by the City of Makati, the Rotary Club of Makati, and the Makati Commercial Estate Association for its safety and fire prevention programs, winning awards for Building Fire Safety, Fire Brigade, and Corporate Fire Safety in the commercial building category.





BUSINESS REVIEW

## MALL & RETAIL





### SHANGRI-LA PLAZA

Shangri-La Plaza is undisputedly the country's most established upscale shopping and lifestyle destination. Located in Shang Place, an integrated community built on 8.6 hectares of land in the bustling Ortigas Center commercial and financial district in Mandaluyong City, it offers its customers a complete and carefully selected mix of superior goods and services in well-planned merchandise zones.

Known for its pioneering innovative retail concepts, Shangri-La Plaza opened its East Wing in 2013. The new wing, which seamlessly complements the world class lifestyle experience at the Main Wing, further boosted the signature Shang mall experience. Thus, in 2014, Shangri-La Plaza was recognized anew for its unparalleled retail power, having been adjudged as the 2013 Shopping Center of the Year (Large Category) in the Outstanding Filipino Retailers and Shopping Centers of the Year Awards, a joint effort of the Philippine Retailers Association (PRA) and the Department of Trade and Industry (DTI).

Currently, the Main Wing is under a major renovation and redevelopment program which is expected to be completed in 2015. Aimed at achieving a unified Shangri-La Plaza, these ongoing improvements and upgrading in and around the Main Wing will pave the way for new retail concepts and create additional sources of revenue and growth.

Shangri-La Plaza's more than one hundred thousand sqm of retail space is a delightful and dynamic environment that evolves with its loyal customers. Shopping at the Shang is a truly enjoyable and vibrant experience, as the mall itself is a pleasure to be in, featuring cutting-edge architecture, spacious interiors, and a relaxing ambience. The mall's more than 600 establishments not only provide vibrant and pleasurable shopping that is a feast for the senses, it also imbues this experience with choice events, performances and exhibits showcasing the country's culture and art.



# Board of Directors

## ***Edward Kuok Khoon Loong***

is the Chairman of the Company and also Vice Chairman of Kerry Holdings Limited. He has been with the Kuok Group since 1978. He has a Masters degree in Economics from the University of Wales in the United Kingdom.

## ***Alfredo C. Ramos***

is the Vice Chairman of the Company. He is the Chairman of the Board of Anglo Philippine Holdings, Inc., Anvil Publishing, Inc., Carmen Copper Corporation, NBS Express, Inc. and Vulcan Materials Corporation. He is the Chairman and President of Atlas Consolidated Mining & Development Corporation, the Philodrill Corporation, National Book Store, Inc., Vulcan Industrial & Mining Corporation and United Paragon Mining Corporation. He is also the President of Abacus Book & Card Corporation, Crossings Department Store Corp., Power Books, Inc., and MRT Holdings Inc. He is Vice Chairman of Shangri-La Plaza Corporation, MRT Development Corporation, Metro Rail Transit Corporation and LR Publications, Inc.

## ***Johnny O. Cobankiat***

is the President of Co Ban Kiat Hardware, Inc., Ace Hardware, Philippines, and Coby's Marketing Corp. He is Vice Chairman of the Federation of Filipino-Chinese Chamber of Commerce, Director of R. Nubla Securities, Inc. and of the Philippine Hardware Association.

## ***Antonio O. Cojuangco***

is the Chairman of Ballet Philippines, CAP Life Insurance Corporation, Cinemalaya Foundation, Mantrade Development Corporation, Nabasan Subic Development Corporation, Radio Veritas, Tanghalang Pilipino, and Directories Philippines Corporation. He is the President and Director of Calatagan Golf Club Inc. and Canlubang Golf and Country Club.

## ***Manuel M. Cosico***

is a Partner of Romulo, Mabanta, Buenaventura, Sayoc & de los Angeles Law Firm. He is Chairman of the Construction Industry Arbitration Commission (CIAC) since 2011 and was a former Arbitrator of CIAC from 2001 to 2011. He was previously the Presiding Judge of Branch 136 of the Regional Trial Court of Makati from 1986 to 1991 and a Special Criminal Court Judge from 1986 to 1991. He was formerly a Professor of Evidence, Civil Procedure, Special Proceedings and Trial Techniques at the Ateneo de Manila University.

## ***Cynthia Roxas Del Castillo***

is a Partner at Romulo, Mabanta, Buenaventura, Sayoc & de los Angeles and has been with the firm for over 30 years. She holds an LL.B from Ateneo, graduated Valedictorian in 1976 and placed 11th in the 1976 Bar Examinations. She currently serves as Corporate Secretary and Director of other various Philippine corporations.

## ***Danila Regina I. Fojas***

is the Executive Vice President and General Manager of Shangri-La Plaza Corporation. She is also a Director of KSA Realty Corporation and The Enterprise Center Condominium Corporation. She is the first female to graduate with honors from the Asian Institute of Management. She completed her Masters in Business Management with Distinction in 1978 and participated in the one-year advanced top management course in economics and business development at the University of Asia and the Pacific in 1993.



### ***Ho Shut Kan***

is the Co-Managing Director of Kerry Properties Limited [KPL]. He is responsible for overseeing the operations of the project companies and the projects of KPL in Hong Kong, Macau and overseas. He is a non-executive director of Eagle Asset Management (CP) Limited and manager of Champion Real Estate Investment Trust, which is listed in Hong Kong.

### ***Koay Kean Choon***

is the Senior Project Director of the company. He worked as M & E Manager with Kerry Project Management Ltd. Hong Kong and as Senior Project Manager for Shangri-La Hotel Management Ltd. from 2000 to 2011.

### ***Wilkie Lee***

is a Project Director of Kerry Properties Ltd. He obtained his Bachelor's Degree in Civil Engineering from the University of Saskatchewan, Canada and a Masters Degree in Business Administration from the University of Notre Dame, USA and the London Business School.

### ***Maximo G. Licauco III***

is the Director of the Philodrill Corporation. He is also President of Filstar Distributors Corporation (Hallmark Licensee) and Area Vice President of National Book Store, Inc.

### ***Kinsun Andrew Ng***

is the Group Financial Controller of the Company. He also serves as Director of the various boards of Shang Properties affiliates and subsidiaries. He is an associate member of the Hong Kong Society of Accountants and a fellow member of the Association of Chartered Certified Accountants in the U.K. He graduated from the Hong Kong Shue Yan University with a degree in Accounting.

### ***Federico G. Noel, Jr.***

is the General Counsel of the Company. He is also the Corporate Secretary and Legal Counsel for the other Kuok Group companies in the Philippines including the Shangri-La Plaza Corporation and the Shangri-La Hotels. He graduated from the Ateneo Law School in 1991 with a Juris Doctor degree.

### ***Benjamin I. Ramos***

is the President of Powerbooks since 2009 and is the Special Assistant to the Vice President at National Book Store. He has an MBA from the Stanford Graduate School of Business.

### ***Wilfred Shan Chen Woo***

is the Executive Assistant to the Chairman of the Board. He is a member of the Institute of Chartered Accountants of British Columbia and the Canadian Institute of Chartered Accountants since 1985. He graduated in 1982 from the University of British Columbia in Vancouver, Canada with a Bachelor's Degree in Commerce, majoring in Accounting and Management Information Systems.



# Corporate Governance

Shang Properties, Inc. and its Board of Directors have always recognized and effected the globally accepted three (3) basic principles of corporate governance: fairness, transparency, and accountability to all its stakeholders. Shang Properties adopted its Corporate Governance Manual and submitted this to the Securities and Exchange Commission in 2002.

The following sections demonstrate the Company's compliance with these principles as detailed in the Manual during the financial year ending December 31, 2014.

## THE BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic directions and financial performance. It sets and provides the role modeling for the Company's values and standards ensuring further that its obligations to the Company's shareholders are understood and met. To this end, it assumes responsibility for strategy formulation, corporate governance, and performance monitoring. The management is delegated the authority and responsibility for the administration of the Company within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Executive Committee, the Audit Committee and the Nomination Committee. Further details of these committees are set out in this annual report.

The number of meetings held and the attendance record of the Board members at these meetings for the last three (3) years are as follows:

	2015*	2014	2013
Number of Meetings	1	5	5
Attendance			
Executive	100%	100%	94%
Independent Non-Executive	80%	66%	75%
Average	87%	77%	84%

\*Meetings are held in the year-to-date

Board minutes kept by the Corporate Secretary, are sent to the Directors for records, and are open for inspection.

## Board Composition

The Board is currently composed of five (5) Executive Directors and ten (10) Non-Executive Directors of which three (3) are Independent Directors.

The Executive Directors are Messrs. Wilfred Shan Chen Woo, Federico G. Noel Jr., Kinsun Andrew Ng, Koay Kean Choon and Ms. Danila Regina I. Fojas. The Non-Executive Directors are Edward Kuok Khoo Loong, Alfredo C. Ramos, Maximo G. Licaucó III, Antonio O. Cojuangco, Benjamin I. Ramos, Cynthia Roxas del Castillo, Manuel M. Cosico, Ho Shut Kan, Johnny O. Cobankiat, and Wilkie Lee. Messrs. Cobankiat, Cojuangco and Cosico were elected Independent Directors. The biographies of the Directors are set out on page 12 and 13 of this annual report, which demonstrate a diversity of skills, expertise, experience and qualifications.

## Division of Responsibilities

The Board has appointed a Chairman who has executive responsibilities and who provides leadership in establishing policies and business directions. The Chairman ensures that the Board works effectively, discharges its responsibilities, and discusses all key and appropriate issues in a timely manner.

The Executive Directors are tasked with the day-to-day running of the Company and are responsible for the different aspects of Shang Properties' businesses.

Non-Executive Directors bring strong independent judgment, knowledge and experience to the Board's deliberations. Apart from their appointments, the Non-Executive Directors do not have any form of service contract with the Company or any of its subsidiaries.

The Independent Directors take an active role in Board meetings, participate in Board Committees, contribute to the development of strategies and policies, and take the lead when potential conflicts of interest arise.

## Directors' Re-election and Removal

The Directors of the Company are elected during the annual general meeting and hold office for one (1) year and until their successors are elected and deemed qualified.



### *Access to Information*

All Directors are continually updated with legal and regulatory developments, regularly receive comprehensive information about business activities, financial highlights and operations review of the Company's business and market changes, and developments so that they are up-to-date and are well-informed during Board meetings and to facilitate in discharging their responsibilities. The Board members are provided with Board papers and relevant materials prior to the intended meeting date, including business and financial reports covering the Group's principal business activities and are at liberty to contact management for enquiries and to obtain further information, when required. All Directors have unrestricted access to the advice and services of the Corporate Secretary, who ensures that they receive appropriate and timely information for their decision-making and that Board procedures are being followed. The Directors can obtain independent professional advice at the Company's expense.

### **DELEGATION BY THE BOARD**

#### *Executive Committee*

The Executive Committee consists of five (5) members of the Board. It meets regularly and operates as a general management committee chaired by Wilfred Shan Chen Woo, an Executive Director and Executive Assistant to the Chairman. The Executive Committee meets to discuss the corporate and development strategies of the Company.

#### *Nomination Committee*

Pursuant to its Corporate Governance Manual, the Board created a Nomination Committee in August 2005 composed of three (3) Directors with at least one (1) Independent Director of the Company. The committee acts in an advisory capacity and makes recommendations to the Board. It promulgates the guidelines or criteria to govern the conduct of the nominations of the Directors. The same is properly disclosed in the Company's information statement or as well as any reports that are submitted to the Securities and Exchange Commission.

## **ACCOUNTABILITY AND AUDIT**

### *Financial Reporting*

The Board is responsible for the preparation of the financial statements, which adopt generally accepted accounting standards in the Philippines, ensuring appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. The auditing and reporting on the financial statements are the primary responsibility of the external auditor whose "Auditor's Report" to the shareholders is included in this annual report.

Towards the end of the year, the Board reviews the financial projections of the group for the financial year ending 31 December on any given year. The Board has continued to adopt going concern basis in preparing the financial statements to ensure that any material uncertainties relating to events or conditions that may affect the Company's ability to manage effectively are met.

### *Internal Controls*

The Board is responsible for maintaining an adequate system of internal controls and reviewing their effectiveness. The system of internal control is designed to facilitate effective and efficient operations, safeguard its assets, and ensure that the quality of internal and external reporting comply with applicable laws and regulations. In establishing internal controls, the Company has taken into consideration the nature and extent of the Company's business, operational and financial risks, the likelihood of crystallization of such risks, and the costs of implementing the relevant internal controls. These internal controls are designed to manage, but not eliminate, the risk of failure to achieve business objectives and provide reasonable, but not absolute, assurance against the risks of material misstatement, fraud or losses.

During the year ended 31 December 2014, the Board, through the Audit Committee, reviewed the risks and evaluated the internal control framework that operates within the Company and considered that the system of internal controls in operation is effective.

More details on the Company's internal control framework and the Board's process to evaluate its system of internal controls is set out in the section headed internal controls on page 16 of this annual report.



## Audit Committee

Pursuant to its Corporate Governance Manual, the Board created an Audit Committee in August 2002 currently composed of Independent Non-Executive Directors. Each member is required to have at least an adequate understanding of or competence on most of the Company's financial management systems and environment.

The major responsibilities of the Audit Committee are:

- To check that all financial reports comply with pertinent accounting standards, including regulatory requirements;
- To perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Company, and crisis management;
- To perform direct interface functions with the internal and external auditors;
- To elevate to international standards the accounting and auditing processes, practices and methodologies, and to develop, among others, a timetable within which the accounting system of the Company will be 100% compliant with International Accounting Standards.
- To develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Company through a step-by-step procedures and policies handbook that will be used by the entire organization.

The number of meetings held and the attendance record of the Committee members at these meetings for the last three (3) years are as follows:

	2015*	2014	2013
Number of Committee Meetings	1	5	5
Attendance	100%	76%	76%

\*Meetings are held in the year-to-date

## Auditor's Remuneration

During the financial year ended 31 December 2014, the fees paid / payable to the auditor in respect of the audit and non-audit services provided by the external auditor to the Company amounted to Php3.9 million.

## INTERNAL CONTROLS

The Board is responsible for maintaining and reviewing the effectiveness of the Company's system of internal controls. The internal controls are designed to meet the Group's particular needs, minimize the risks to which the Company is exposed, manage rather than eliminate the risks to achieve business objectives, and provide reasonable but not absolute assurance against misstatements or losses. The Company's internal control framework covers (i) the setting of objectives, budgets, and targets; (ii) the establishment of regular reporting of financial information, in particular, the tracking of deviations between actual performances and budgets/targets; (iii) the delegation of authority; and (iv) the establishment of clear lines of accountability.

Strategies and objectives of the Company as a whole are determined by the Board. Budgets are prepared annually and reviewed by the Board. In implementing these strategies and achieving these objectives, each Executive Director has specific responsibilities for monitoring the conduct and operations of individual business units within the Company. This includes the review and approval of business strategies and plans, the setting of business-related performance targets as well as the design and implementation of internal controls.

Periodic financial information is provided to the Executive Directors. Variance analysis between actual performances and targets are prepared and documented for discussion at Board meetings, with explanations noted for any material variances and deviations between actual performances and budgets / targets. This helps the Board and the Company's Management to monitor the Group's business operations and to plan on a prudent and timely basis. Other regular and ad hoc reports are prepared for the Board and its various committees, to ensure that the Directors are provided with all the requested information in a timely and appropriate manner.

To allow for delegation of authority as well as to enhance segregation of duties and accountability, a clear organizational structure exists detailing different levels of authority and control responsibilities within each business unit of the Company. Certain specific matters are reserved for the Board's decision and cannot be delegated. These include, among others, the approval of annual and interim results, annual budgets, capital structure, declaration of dividends, material acquisitions, disposals and capital expenditures, Board structure and its composition and succession.

In addition, the Board also monitors its internal controls through a program of internal audits. The internal audit team reviews the major operational, financial and risk management controls of the Company on a continuing basis, and aims to cover all its major operations on a rotational basis. The scope of review and the audit



program of the internal audit team, formulated and based on a risk assessment approach, with focus on areas with relatively higher perceived risks, are approved by the Audit Committee at the end of the preceding financial year in conjunction with the Company's senior management. During its visits, the internal audit team also ensures that appropriate controls are in place and deficiencies or irregularities (if any) are rectified.

The internal audit function reports directly to the Audit Committee. Accordingly, regular internal audit reports are circulated to the Audit Committee members, the Chief Financial Officer, and the external auditors for review in accordance with the approved internal audit program.

## COMMUNICATION WITH SHAREHOLDERS

### *Investor Relations*

#### **Communication Channels**

In order to develop and maintain a continuing investor's relationship program with its shareholders, the Company has established various channels of communication:

- i) Shareholders can raise any comments on the performance and future directions of the Company with the Directors at the annual general meeting.
- ii) The Company distributes the annual results to shareholders.
- iii) The Company's website [www.shangproperties.com](http://www.shangproperties.com) contains important corporate information, biographical details of Directors and senior management, organizational structure, annual and interim reports, major historical developments with comprehensive and user-friendly information about the Company, as well as announcements and circulars issued by the Company in order to enable the Company's shareholders and the investor community to have timely access to updated information.
- iv) Shareholders and members of the investor community are welcome to raise enquiries through the Legal Department, whose contact details are available in the Company's website [www.shangproperties.com](http://www.shangproperties.com)

## General Meetings

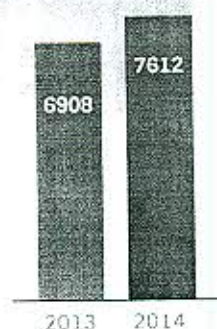
1. The general meeting provides a forum for the Board to communicate with the shareholders of the Company.
2. To facilitate enforcement of shareholders' rights, significant issues are dealt with under separate resolutions at general meetings.
3. The 2013 Annual Stockholders' Meeting of the Company was held on 24 June 2014 at the Garden Ballroom, Edsa Shangri-La, Ortigas Center, Mandaluyong City. The following resolutions were passed during the meeting:
  1. To adopt the audited financial statements and the report of the directors and the auditors for the financial year ended 31 December 2013.
  2. To ratify the acts of the Board of Directors and the Management since the annual meeting of stockholders held on 26 June 2013.
  3. To elect the members of the Board of Directors for the year 2014-2015, namely: Edward Kuok Khoo Loong, Alfredo C. Ramos, Wilfred Shan Chen Woo, Federico G. Noel Jr., Kinsun Andrew Ng, Koay Kean Choon, Danila Regina I. Foja, Johnny O. Cobankiat, Antonio O. Cojuangco, Manuel M. Cosico, Cynthia Roxas del Castillo, Ho Shut Kan, Wilkie Lee, Maximo G. Licaucio III, and Benjamin I. Ramos.
  4. To re-appoint SGV as external auditors for the year 2014-2015.



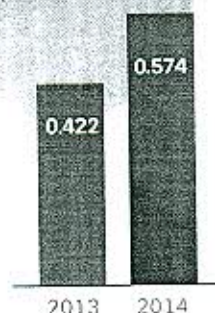
# Financial Highlights

		2014	2013	Change
Turnover	(Php M)	7,612	6,908	10.2%
Profit attributable to shareholders	(Php M)	2,735	2,011	36.0%
Shareholders' equity	(Php M)	23,819	21,734	9.6%
Earnings per share	(Php Ctv)	0.574	0.422	36.1%
Net asset value per share	(Php)	5.002	4.564	9.6%
Share price at year end	(Php)	3,300	3,270	0.9%
Price earnings ratio at year end	(Ratio)	5.745	7.742	-25.8%
Market capitalization at year end	(Php M)	15,054	15,578	-3.4%
Dividend per share	(Php Ctv)	0.14	0.11	22.7%
Dividend payout ratio	(%)	23.5%	26.0%	-9.6%
Dividend yield at year end	(%)	4.1%	3.4%	20.3%
Operating Margin	(%)	57.2%	47.0%	21.6%
Return on equity	(%)	11.5%	9.3%	23.5%
Return on total financing	(%)	8.0%	8.0%	0.6%
Interest cover	(Ratio)	19.121	17.514	9.2%
Gross interest as a % of total borrowings	(%)	1.9%	3.7%	-49.5%
Current ratio	(Ratio)	2.4	2.1	-
Total Debt to Equity	(%)	85.3%	40.3%	111.6%
Total Bank Loans to Equity	(%)	51.0%	22.7%	124.7%

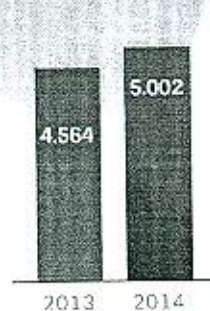
**Turnover**  
PHP Millions



**Earnings Per Share**  
PHP



**Net Assets Value Per Share**  
PHP



**Profit Attributable to Shareholders**  
PHP Millions





## STOCK BEHAVIOR: QUARTERLY SHARE PRICE

For the past three (3) years, the Company's share prices have traded as follows:

2014	HIGH (in Php)	LOW (in Php)
First Quarter	3.29	3.05
Second Quarter	3.60	3.08
Third Quarter	3.47	3.20
Fourth Quarter	3.60	3.18

2013	HIGH (in Php)	LOW (in Php)
First Quarter	3.87	3.00
Second Quarter	3.95	2.71
Third Quarter	3.69	3.00
Fourth Quarter	3.29	2.90

2012	HIGH (in Php)	LOW (in Php)
First Quarter	2.70	1.96
Second Quarter	2.60	2.40
Third Quarter	2.85	2.50
Fourth Quarter	3.10	2.69

## STOCK PERFORMANCE

### Dividends

For the year 2014, the Board of Directors declared total cash dividends of Php643 Million (2013:Php524 Million)

### Shareholder Profile

As of 31 December 2014, the Company had 5,457 stockholders. Common shares outstanding as of said date are 4,764,058,982. The Company's stockholders owning at least 5% or more of the common shares outstanding as of 31 December 2014 are:

Rank	Shareholders	No. of Shares	Percentage
1	TRAVEL AIM INVESTMENT BV*	1,648,869,372	34.61
2	PCD NOMINEE CORPORATION (FILIPINO)	2,658,050,942	55.79

\*This company is wholly owned subsidiary of Kerry Properties Limited



## Ten Year Financial Summary

	2014	2013	2012 as restated
Profit and loss account	Php '000	Php '000	Php '000
Turnover	7,612,188	6,908,465	5,406,229
Operating profit	4,351,455	3,244,166	2,574,363
Interest expense & bank charges	(227,066)	(184,962)	(172,280)
Share in profit (loss) of associated companies	(9,693)	(4,674)	29,491
Profit before taxation	4,114,696	3,054,530	2,431,575
Taxation	(995,502)	(751,430)	(536,193)
Profit after taxation	3,119,194	2,303,100	1,895,382
Minority interests	(383,818)	(291,827)	(248,905)
Income/(loss)			
Profit attributable to shareholders	2,735,376	2,011,273	1,646,477
Assets and liabilities			
Fixed assets	38,389,161	27,295,207	25,506,150
Associated company	410,790	2,441,310	2,514,446
Other assets	68,494	37,286	42,956
Net current assets/(liabilities)	9,342,797	5,257,295	4,563,719
	48,211,242	35,031,099	32,627,270
Long term liabilities	(20,696,779)	(10,240,307)	(9,474,933)
Total equity	27,514,462	24,790,791	23,152,338



	2011	2010	2009	2008	2007 as restated	2006	2005
	Php '000	Php '000	Php '000	Php '000	Php '000	Php '000	Php '000
	3,589,163	2,797,513	4,030,408	3,781,157	3,108,922	1,587,373	1,669,145
	2,070,157	1,865,515	2,137,487	1,905,348	1,220,915	474,036	569,277
	(213,337)	(261,892)	(313,261)	(298,744)	(54,125)	(50,542)	(58,285)
	19,967	84,238	(2,724)	4,672	127,695	62,370	77,740
	1,876,787	1,687,860	1,821,502	1,611,276	1,294,485	485,864	588,733
	(514,785)	(402,266)	(319,475)	(509,645)	(306,520)	152,753	206,760
	1,362,002	1,285,594	1,502,027	1,101,631	987,965	638,617	795,493
	(305,286)	(284,891)	(330,539)	(221,831)	(43,369)	(30,675)	(23,964)
					944,596	607,942	771,529
	1,056,716	1,000,703	1,171,489	879,801	944,596	607,942	771,529
	24,961,947	24,217,513	24,068,278	24,500,533	16,677,884	14,757,807	14,813,853
	2,480,863	1,834,046	1,742,446	1,736,745	1,537,670	1,335,602	1,567,231
	29,575	417,677	418,724	403,873	36,804	9,073	7,458
	4,061,180	4,897,750	4,171,218	3,376,368	3,268,579	2,889,756	2,367,893
	31,533,564	31,366,986	30,400,666	30,017,520	21,520,938	18,992,237	18,756,435
	(9,743,185)	(9,915,737)	(9,683,477)	(10,353,073)	(4,760,440)	(4,294,957)	(4,499,252)
	21,790,379	21,451,248	20,717,189	19,664,446	16,760,498	14,697,280	14,257,183



# Statement of Management's Responsibility for the Financial Statements

March 27, 2015

To the Securities and Exchange Commission  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

The management of **Shang Properties, Inc.** is responsible for the preparation and fair presentation of the **consolidated** financial statements as of December 31, 2014 and 2013, including the additional components attached therein, in accordance with Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the **consolidated** financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the **consolidated** financial statements and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors, appointed by the stockholders have examined the **consolidated** financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such examination.

Signed under oath of by the following:



Edward Kuok  
Chairman of the Board



Wilfred Woo  
Executive Assistant to the Chairman



Kinsun Ng  
Vice-President – Group Financial Controller/ Acting Chief Financial Officer



# Audit Committee Report

The Audit Committee of The Board has been established since 2002 is composed of three (3) Directors, one (1) Executive and two (2) Non-executive Directors, of whom 2 (two) are independent directors and with audit experience. The chair of the Audit Committee is an independent director.

The Audit Committee operates pursuant to the approved Audit Committee Charter. In general, the Audit Committee is responsible for assisting the Board in its responsibilities in monitoring the integrity of the Group's financial reporting process, the financial statements and reports of the Company, the compliance with legal and regulatory requirements, the external auditor's qualifications and independence, and the performance of the Group's internal audit function and external auditor.

In performing its responsibilities, set out below is a summary of the work performed by the Audit Committee during the financial year ended 31 December 2014.

- (i) The Audit Committee reviewed the draft annual and interim financial statements and the draft results announcements of the Company, focusing on main areas of judgment, consistency of and changes in accounting policies and adequacy of information disclosure prior to recommending them to the Board for approval.
- (ii) The Audit Committee reviewed, in conjunction with the external auditor, the developments of accounting standards and assessed their potential impacts on the Group's financial statements.
- (iii) The Audit Committee assessed the independence of the Company's external auditor, prior to formally engaging the external auditor to carry out the audit for the Company's financial statements for the year ended 31 December 2014.
- (iv) Prior to the actual commencement of the audit, the Audit Committee discussed the proposed scope of work and approach of the audit with the external auditor. Upon completion of the audit, the Audit Committee reviewed the results of the external audit, and discussed with the external auditor on any significant findings and audit issues.
- (v) The Audit Committee recommended to the Board regarding the appointment and remuneration of the external auditor.
- (vi) The Audit Committee reviewed and approved the internal audit program, reviewed the internal audit reports and discussed any significant issues with the internal audit team and the Group's senior management.

- (vii) The Audit Committee reviewed the independence of the internal audit function and the level of support and co-operation given by the Group's management to the internal audit team, as well as the resources of the internal audit team when undertaking its duties and responsibilities.
- (viii) The Audit Committee reviewed the adequacy and effectiveness of the Group's systems of internal controls, through a review of the work undertaken by the Group's internal and external auditor, written representations by the senior management of each of the Group's business divisions and discussions with the Board.
- (ix) The Audit Committee evaluated the sufficiency and effectiveness of the risk management processes and fraud prevention through a review of the company's Enterprise Risk Management and the Whistle Blowing Policy.

During the financial year ended 31 December 2014, the Audit Committee met three times and the Audit Committee also conducted meetings with the Group's senior management, the external auditor and the internal audit team from time to time. Minutes of the Audit Committee Meetings are documented and circulated to the Board for information. The Audit Committee also reports and presents its findings and makes recommendations for consideration and discussion at Board meetings.

The Audit Committee reviewed the financial statements of the Group for the year ended 31 December 2014 prior to recommending them to the Board for approval.

Members of the Audit Committee:

**MR. JOHNNY I. COBANKIAT**  
Chairman

**MR. ALFREDO C. RAMOS**  
Member

**MR. MANUEL M. COSICO**  
Member





Building a better  
working world

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

Tel: (632) 891 0307  
Fax: (632) 819 0672  
sgv.com/ph

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

The Stockholders and the Board of Directors  
Shang Properties, Inc.

We have audited the accompanying consolidated financial statements of Shang Properties, Inc. and Subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2014, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

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

#### Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Shang Properties, Inc. and Subsidiaries as at December 31, 2014 and 2013, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2014 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.

Arnel F. De Jesus

Partner

CPA Certificate No. 43285

SEC Accreditation No. 0075-AR-3 (Group A),  
February 14, 2013, valid until February 13, 2016

Tax Identification No. 152-884-385

BIR Accreditation No. 08-001998-15-2012,

June 19, 2012, valid until June 18, 2015

PTR No. 4751272, January 5, 2015, Makati City

March 27, 2015



## Consolidated Statements of Financial Position

	December 31	
	2014	2013
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Note 5)	¥2,911,004,820	¥1,891,446,943
Financial assets at fair value through profit or loss (Note 6)	33,012,524	30,348,704
Receivables (Notes 7 and 31)	4,162,249,384	3,534,271,525
Properties held for sale (Note 8)	5,773,117,694	2,443,509,795
Prepayments and other current assets (Note 9)	1,805,192,006	497,659,236
<b>Total Current Assets</b>	<b>14,684,576,428</b>	<b>8,397,236,203</b>
<b>Noncurrent Assets</b>		
Investments in associates (Note 10)	410,790,229	2,441,310,290
Investment properties (Note 13)	27,110,867,488	26,743,225,950
Real estate development projects (Note 14)	11,211,283,922	484,885,587
Available-for-sale financial assets (Note 15)	502,822,842	502,322,842
Property and equipment (Note 16)	67,009,417	67,095,620
Goodwill (Notes 12 and 17)	269,870,864	-
Refundable deposits	68,493,754	37,286,169
Deferred income tax assets - net (Note 29)	356,407,946	371,956,483
<b>Total Noncurrent Assets</b>	<b>39,997,546,462</b>	<b>30,648,082,941</b>
<b>TOTAL ASSETS</b>	<b>¥54,682,122,890</b>	<b>¥39,045,319,144</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other current liabilities (Notes 18 and 31)	¥4,883,213,157	¥2,651,001,467
Current portion of:		
Bank loans (Note 19)	583,333,333	647,619,048
Deposits from tenants (Note 20)	484,423,000	616,747,724
Deferred lease income (Note 20)	18,163,625	28,628,512
Dividends payable (Note 22)	104,294,980	20,844,007
Income tax payable	127,582,324	49,379,716
<b>Total Current Liabilities</b>	<b>6,201,010,419</b>	<b>4,014,220,474</b>
<b>Noncurrent Liabilities</b>		
Accrued employee benefits (Note 27)	68,502,035	40,255,076
Bank loans - net of current portion (Note 19)	11,565,335,572	4,295,833,333
Deposit for future stock subscription (Note 12)	1,959,000,000	-
Deferred income tax liabilities - net (Note 29)	6,589,901,691	5,500,560,988
Deposits from tenants - net of current portion (Note 20)	494,021,217	338,066,025
Deferred lease income - net of current portion (Note 20)	20,018,732	65,591,879
<b>Total Noncurrent Liabilities</b>	<b>20,696,779,247</b>	<b>10,240,307,301</b>
<b>Total Liabilities</b>	<b>26,897,789,666</b>	<b>14,254,527,775</b>

(Forward)



	December 31	
	2014	2013
<b>EQUITY</b>		
Equity attributable to equity holders of the Parent Company:		
Capital stock (Note 21)	P4,764,058,982	P4,764,058,982
Additional paid-in capital	834,439,607	834,439,607
Treasury shares (Note 21)	(6,850,064)	(6,850,064)
Retained earnings (Notes 21 and 22)	18,234,935,332	16,142,418,632
Other components of equity (Notes 15 and 27)	(8,046,511)	342,764
	23,818,537,346	21,734,409,921
Equity attributable to non-controlling interests (Note 11)	3,965,795,878	3,056,381,448
<b>Total Equity</b>	<b>27,784,333,224</b>	<b>24,790,791,369</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>P54,682,122,890</b>	<b>P39,045,319,144</b>

*See accompanying Notes to Consolidated Financial Statements.*



## Consolidated Statements of Comprehensive Income

	Years Ended December 31		
	2014	2013	2012
<b>REVENUES</b>			
Condominium sales	P3,764,277,893	P3,935,170,304	P2,698,045,454
Rental	2,624,893,646	2,338,990,151	1,848,769,513
Cinema	60,367,560	56,448,809	53,090,582
	6,449,539,099	6,330,609,264	4,599,905,549
<b>COST AND EXPENSES</b>			
Cost of condominium sales (Note 24)	2,442,444,122	2,991,014,104	2,224,877,909
Staff costs (Note 26)	295,539,144	241,336,108	221,058,539
Taxes and licenses (Note 25)	205,446,842	145,063,414	144,573,177
General and administrative (Note 25)	193,324,687	156,933,328	201,934,178
Unreimbursed share in common expenses (Note 28)	85,943,421	96,092,860	11,051,866
Depreciation and amortization (Note 16)	20,414,157	18,177,996	16,589,501
Insurance	17,620,267	15,681,448	11,780,537
	3,260,732,640	3,664,299,258	2,831,865,707
<b>OTHER INCOME (CHARGES)</b>			
Interest (Note 23)	269,361,029	279,426,867	284,513,613
Gains on:			
Remeasurement arising from business combinations (Note 12)	824,431,141	-	-
Reversal of impairment loss on real estate development project (Note 14)	-	181,954,697	-
Fair value adjustment of investment properties (Note 13)	-	-	400,126,054
Foreign exchange gains (losses) - net	880,730	4,081,797	(2,871,943)
Others - net (Note 23)	67,975,685	112,392,231	124,555,744
	1,162,648,585	577,855,592	806,323,468
<b>SHARE IN NET EARNINGS (LOSSES) OF ASSOCIATES</b> (Note 10)	(9,692,903)	(4,674,079)	29,490,674
<b>INTEREST EXPENSE AND BANK CHARGES</b> (Note 23)	227,066,344	184,961,863	172,279,478
<b>INCOME BEFORE INCOME TAX</b>	4,114,695,797	3,054,529,656	2,431,574,506
<b>PROVISION FOR INCOME TAX</b> (Note 29)	995,501,739	751,429,724	536,192,511
<b>NET INCOME</b>	3,119,194,058	2,303,099,932	1,895,381,995
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Items that may be reclassified to profit or loss:			
Change in fair value of available-for-sale financial assets, net of tax effect (Note 15)	350,000	210,000	777,000
Translation adjustments	17,554	556,540	(415,850)
Items that will not be reclassified to profit or loss:			
Remeasurement gains (losses) on defined benefit liability, net of tax effect (Note 27)	(8,756,829)	23,248,589	(25,557,602)
	(8,389,275)	24,015,129	(25,196,452)
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>P3,110,804,783</b>	<b>P2,327,115,061</b>	<b>P1,870,185,543</b>

(Forward)



	Years Ended December 31		
	2014	2013	2012
<b>Net income attributable to:</b>			
Equity holders of the Parent Company	P2,735,375,946	P2,011,272,641	P1,646,477,037
Non-controlling interests	383,818,112	291,827,291	248,904,958
	<b>P3,119,194,058</b>	<b>P2,303,099,932</b>	<b>P1,895,381,995</b>
<b>Total comprehensive income attributable to:</b>			
Equity holders of the Parent Company	P2,726,986,671	P2,035,287,770	P1,621,280,585
Non-controlling interests	383,818,112	291,827,291	248,904,958
	<b>P3,110,804,783</b>	<b>P2,327,115,061</b>	<b>P1,870,185,543</b>
<b>BASIC AND DILUTED EARNINGS</b>			
<b>PER SHARE (Note 30)</b>			
Based on net income	<b>P0.574</b>	<b>P0.422</b>	<b>P0.346</b>
Based on total comprehensive income	<b>P0.573</b>	<b>P0.427</b>	<b>P0.340</b>

*See accompanying Notes to Consolidated Financial Statements.*



## Consolidated Statements of Changes in Equity

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

	Equity Holders of the Parent Company									
	Other Components of Equity									Non-controlling Interests (NCI) (Note 11)
	Capital Stock (Note 21)	Additional Paid-in Capital	Treasury Shares (Note 21)	Available-for-Sale Financial Assets (Note 15)	Cumulative Translation Adjustments	Retained Earnings (Notes 21 and 22)	Subtotal	Total		
BALANCES AT										
DECEMBER 31, 2013	R\$4,764,058,982	R\$34,439,607	(R\$6,850,064)	R\$3,062,500	(R\$10,722)	(R\$2,509,013)	R\$12,764	R\$16,142,418,632	R\$1,734,409,921	R\$7,056,381,448
Total comprehensive income (loss) recognized for the year	-	-	-	350,000	17,554	(8,756,029)	(8,389,275)	2,735,375,946	2,726,986,671	383,818,112
Acquisition of non-controlling interest (Note 12)	-	-	-	-	-	-	-	-	-	902,396,318
Cash dividends (Note 22)	-	-	-	-	-	-	-	(642,859,246)	(642,859,246)	(376,800,000)
BALANCES AT										
DECEMBER 31, 2014	R\$4,764,058,982	R\$34,439,607	(R\$6,850,064)	R\$3,412,500	(R\$93,169)	(R\$1,065,842)	(48,046,511)	R\$18,234,935,332	R\$23,818,537,346	R\$9,965,795,878
										R\$27,784,333,224

See accompanying Notes to Consolidated Financial Statements.



	Equity Holders of the Parent Company								
	Other Components of Equity							Total	
	Capital Stock (Note 21)	Additional Paid-in Capital	Treasury Shares (Note 21)	Cumulative Fair Value of Available-for-Sale Financial Assets (Note 15)	Cumulative Translation Adjustments (Note 27)	Retained Earnings (Notes 21 and 22)	Non-controlling Interests (NCI) (Note 11)		
									Items that may be Reclassified to Profit or Loss
BALANCES AT DECEMBER 31, 2012	P4,764,058,982	P834,439,607	(P6,850,064)	P2,852,500	(P967,263)	(P23,672,365)	P14,654,957,228	P2,929,404,157	P23,152,337,545
Total comprehensive income				210,000	556,540	23,248,589	2,011,272,641	2,035,287,770	2,327,115,061
Cash dividends (Note 22)							(523,811,237)	(523,811,237)	(688,661,237)
BALANCES AT DECEMBER 31, 2013	P4,764,058,982	P834,439,607	(P6,850,064)	P3,062,500	(P410,723)	(P2,309,013)	P16,142,418,032	P21,731,409,921	P24,790,791,369
BALANCES AT DECEMBER 31, 2011	P4,764,058,982	P834,439,607	(P6,850,064)	P2,075,500	(P851,413)	P-	P13,398,957,437	P18,992,130,019	P21,790,379,248
Total comprehensive income (less)				777,000	(415,850)	(25,557,602)	1,646,477,017	1,621,280,585	1,870,185,513
Cash dividends (Note 22)							(390,477,246)	(390,477,246)	(508,227,246)

See accompanying Notes to Consolidated Financial Statements.



## SHANG PROPERTIES, INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

	Years Ended December 31		
	2014	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	P4,114,695,797	P3,054,529,656	P2,431,574,506
Adjustments for:			
Interest income (Note 23)	(269,361,029)	(279,426,867)	(284,513,613)
Interest expense (Note 23)	225,860,264	184,388,327	164,926,575
Losses (gains) on:			
Remeasurement arising from business combinations (Note 12)	(824,431,141)	-	-
Reversal of impairment loss on real estate development project (Note 14)	-	(181,954,697)	-
Disposal of investment in associate (Note 23)	-	(17,438,767)	-
Sale of property and equipment (Note 23)	-	(216,983)	(163,535)
Fair value adjustment of investment properties (Note 13)	-	-	(400,126,054)
Derecognition of long-outstanding liabilities (Note 23)	-	-	(8,836,466)
Depreciation and amortization (Note 16)	20,414,157	18,177,996	16,589,501
Dividend income (Note 23)	(15,234,198)	(18,823,456)	(54,695,511)
Share in net losses (profits) of associates (Note 10)	9,692,903	4,674,079	(29,490,674)
Adjustment of financial assets at fair value through profit or loss (Note 23)	(2,663,820)	1,926,992	(4,936,110)
Provision for Bad debts (Note 25)	982,363	-	11,426,470
Unrealized foreign exchange losses (gains) - net	(880,730)	(3,525,257)	2,272,111
Operating income before working capital changes	3,259,074,566	2,762,311,023	1,844,027,200
Decrease (increase) in:			
Receivables	(390,351,260)	(1,949,033,659)	315,760,540
Properties held for sale	(2,844,722,312)	906,915,626	(839,667,226)
Real estate development project	-	(21,890,467)	-
Prepayments and other current assets	(469,044,442)	(40,082,817)	42,048,224
Increase (decrease) in:			
Accounts payable and other current liabilities	1,803,634,063	898,743,103	(359,704,790)
Deferred lease income	(56,038,034)	16,499,217	10,852,673
Accrued employee benefits	15,762,280	(230,786)	4,989,791
Cash generated from operations	1,318,314,861	2,573,231,240	1,018,306,412
Income taxes paid	(745,899,225)	(607,138,948)	(456,279,640)
Interest received	32,141,486	51,389,706	47,843,192
Net cash provided by operating activities	604,557,122	2,017,481,998	609,869,964

(Forward)



	Years Ended December 31		
	2014	2013	2012
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to:			
Investment properties (Note 13)	(P367,641,538)	(P1,589,435,591)	(P133,590,170)
Property and equipment (Note 16)	(17,541,185)	(14,766,250)	(27,787,692)
Investment in associate (Note 10)	(15,000,000)	(6,100,000)	(4,092,223)
Proceeds from sale of:			
Property and equipment	—	567,171	259,606
Investment in associate (Note 10)	—	92,000,000	—
Dividends received	15,234,198	18,823,456	54,695,511
Acquisition of a subsidiary, net of cash acquired (Note 12)	(1,465,048,492)	—	—
Decrease in real estate development projects	284,877,078	—	—
Decrease (increase) in refundable deposits	(15,931,785)	5,669,539	(13,380,985)
Net cash used in investing activities	(1,581,051,724)	(1,493,241,675)	(123,895,953)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from loan avaiement, net of debt issue costs (Note 19)	3,754,336,434	1,400,000,000	1,000,000,000
Payments of:			
Loan principal (Note 19)	(647,619,048)	(952,980,952)	(806,985,711)
Interest (Note 19)	(168,584,440)	(182,181,047)	(164,423,225)
Cash dividends paid to:			
Stockholders	(559,408,273)	(520,922,329)	(388,259,760)
Non-controlling shareholders of subsidiaries	(376,800,000)	(164,850,000)	(117,750,000)
Increase (decrease) in deposits from tenants	(6,593,557)	183,105,842	158,338,213
Net cash provided by (used in) financing activities	1,995,331,116	(237,828,486)	(319,080,483)
<b>NET EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS (Note 5)</b>	721,363	4,081,797	(2,687,961)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	1,019,557,877	290,493,634	164,205,567
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	1,891,446,943	1,600,953,309	1,436,747,742
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>P2,911,004,820</b>	<b>P1,891,446,943</b>	<b>P1,600,953,309</b>

See accompanying Notes to Consolidated Financial Statements.



# Notes to Consolidated Financial Statements

## 1. Corporate Information and Authorization for Issue of the Consolidated Financial Statements

### Corporate Information

Shang Properties, Inc. (the Parent Company), a corporation duly organized and existing in the Philippines, was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on October 21, 1987 to acquire, own, develop, subdivide, sell, mortgage, exchange, lease or hold for investment, real estate of all kinds.

The Parent Company's registered office address, which is also its principal place of business, is Administration Office, Shangri-La Plaza Mall, EDSA corner Shaw Boulevard, Mandaluyong City.

The Parent Company's and Subsidiaries' (collectively referred to as the Group) businesses include property investment and development, real estate management, leasing, mall and carpark operations.

Shang Properties Realty Corporation (SPRC, a wholly owned subsidiary) is the developer of The Shang Grand Tower Project (TSGT), located in Makati City, The St. Francis Shangri-La Place Project (TSFSP) and the One Shangri-La Place Project (OSP), both located in Mandaluyong City.

Shang Property Developers, Inc. (SPDI, a wholly owned subsidiary) is the developer of Shang Salcedo Place Project (SSP), located in Makati City.

### *Acquisition of 20% Equity Interest in Shang Global City Properties, Inc. (SGCPI) and Fort Bonifacio Shangri-La Hotel, Inc. (FBSHI) from a Third Party*

On April 30, 2014, the Parent Company, through its wholly owned subsidiaries, Shang Global City Holdings, Inc. (SGCHI) and Shang Fort Bonifacio Holdings, Inc. (SFBHI), acquired additional 20% interest in SGCPI and FBSHI, respectively, which were owned by a third party for a purchase price of ₱1,700,000,000. Prior to the acquisition, the Group owned 40% equity interest in SGCPI and FBSHI. On December 17, 2014, the SEC approved the merger of SGCPI and FBSHI, with SGCPI as the surviving entity (see Note 12).

### *Incorporation of The Rise Development Company, Inc. (TRDCI)*

In 2013, the Board of KRC approved the redevelopment of its real estate project (see Note 14). As such, on April 22, 2014, The Rise Development Company, Inc. (TRDCI) was incorporated and registered with the SEC. On the same date, KRC transferred its contractual obligations in The Rise Project located in Makati City to TRDCI. As of December 31, 2014, the project is 1.88% completed.

### Authorization for Issue of the Consolidated Financial Statements

The consolidated financial statements have been approved and authorized for issue in accordance with a resolution of the Board of Directors (the Board) on March 27, 2015.

## 2. Summary of Significant Accounting and Financial Reporting Policies

### Basis of Preparation

The consolidated financial statements have been prepared under the historical cost basis, except for investment properties, financial assets at fair value through profit or loss (FVPL) and available-for-sale (AFS) financial assets that have been measured at fair value. The consolidated financial statements of the Group are presented in Philippine Peso (Peso), which is the Parent Company's functional and presentation currency, with amounts rounded to the nearest Peso.



#### Statement of Compliance

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) as issued by the Financial Reporting Standards Council (FRSC).

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and all of its subsidiaries as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.

Subsidiaries are entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. Specifically, the Group controls the subsidiary if and only if the Group has:

- Power over the subsidiary (i.e. existing rights that give it the current ability to direct the relevant activities of the subsidiary),
- Exposure, or rights, to variable returns from its involvement with the subsidiary, and
- The ability to use its power over the subsidiary to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements, and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary.
- Derecognizes the carrying amount of any NCI.
- Derecognizes the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.



Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the NCI having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

The following are the subsidiaries for which the Parent Company acts as the principal decision maker:

	<u>Effective Percentages of Ownership</u>	
	2014	2013
Property Development:		
SPRC	100.00%	100.00%
SPDI	100.00%	100.00%
TRDCI (Note 14)	100.00%	–
SGCPI (Note 12)	60.00%	40%*
Leasing:		
SPSI	100.00%	100.00%
SLPC	100.00%	100.00%
KSA	52.90%	52.90%
Real Estate:		
IPPI	100.00%	100.00%
KRC	100.00%	100.00%
MBPI	100.00%	100.00%
NCRI	100.00%	100.00%
PSI	100.00%	100.00%
SFBHI	100.00%	100.00%
SGCHI	100.00%	100.00%
Property Management:		
KMSC	100.00%	100.00%
SPMSI	100.00%	100.00%
Others:		
Gipsey (BVI Company)	100.00%	100.00%
SHIL (BVI Company)	100.00%	100.00%
ELHI	60.00%	60.00%

\*In 2013, the Group accounted for its interest in SGCPI as investment in associate.

Except for Gipsey and SHIL, which were incorporated in the British Virgin Islands, all the other subsidiaries were incorporated in the Philippines.

#### Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new, amended and improvements to PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) which the Group has adopted during the year. However, they do not impact the consolidated financial statements of the Group, unless otherwise stated below:



- Investment Entities (Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and PAS 27, *Separate Financial Statements*)  
These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. The amendments must be applied retrospectively, subject to certain transition relief.
- PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities* (Amendments)  
These amendments clarify the meaning of 'currently has a legally enforceable right to set-off' and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and are applied retrospectively.
- PAS 39, *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting* (Amendments)  
These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required.
- PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets* (Amendments)  
These amendments remove the unintended consequences of PFRS 13, *Fair Value Measurement*, on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period.
- Philippine Interpretation IFRIC 21, *Levies*  
IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. Retrospective application is required for IFRIC 21.
- Annual Improvements to PFRSs (2010-2012 cycle) (PFRS 13, *Fair Value Measurement*)  
In the 2010 – 2012 annual improvements cycle, seven amendments to six standards were issued, which included an amendment to PFRS 13, *Fair Value Measurement*. The amendment to PFRS 13 is effective immediately and it clarifies that short-term receivables and payables with no stated interest rates can be measured at invoice amounts when the effect of discounting is immaterial.
- Annual Improvements to PFRSs (2011-2013 cycle) (PFRS 1, *First-time Adoption of PFRS*)  
In the 2011 – 2013 annual improvements cycle, four amendments to four standards were issued, which included an amendment to PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards—First-time Adoption of PFRS*. The amendment to PFRS 1 is effective immediately. It clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but permits early application, provided either standard is applied consistently throughout the periods presented in the entity's first PFRS financial statements.



#### Future Changes in Accounting Policies

New standards issued but not yet effective as at the date of issuance of the consolidated financial statements are listed below. This is a listing of standards and interpretations issued, which the Group reasonably expects to be applicable at a future date. The Group intends to adopt these standards when they become effective.

- **PFRS 9, *Financial Instruments – Classification and Measurement* (2010 version)**  
PFRS 9 (2010 version) reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39, *Financial Instruments: Recognition and Measurement*. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

PFRS 9 (2010 version) is effective for annual periods beginning on or after January 1, 2015. This mandatory adoption date was moved to January 1, 2018 when the final version of PFRS 9 was adopted by the Philippine Financial Reporting Standards Council (FRSC). Such adoption, however, is still for approval by the Board of Accountancy (BOA).

- **Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate***  
This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. The adoption of this interpretation will result to a change in the revenue and cost recognition from percentage of completion method to completed contract method. The Group is still monitoring the impact of this new interpretation to its consolidated financial statements.



The following new standards and amendments issued by the IASB were already adopted by the FRSC but are still for approval by BOA.

*Effective January 1, 2015*

- PAS 19, *Employee Benefits – Defined Benefit Plans: Employee Contributions* (Amendments)  
PAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. This amendment is effective for annual periods beginning on or after January 1, 2015. It is not expected that this amendment would be relevant to the Group, since none of the entities within the Group has defined benefit plans with contributions from employees or third parties.
- Annual Improvements to PFRSs (2010-2012 cycle)  
The Annual Improvements to PFRSs (2010-2012 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group. They include:
  - PFRS 2, *Share-based Payment – Definition of Vesting Condition*;
  - PFRS 3, *Business Combinations – Accounting for Contingent Consideration in a Business Combination*;
  - PFRS 8, *Operating Segments – Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*;
  - PFRS 13, *Fair Value Measurement – Short-term Receivables and Payables*;
  - PAS 16, *Property, Plant and Equipment – Revaluation Method – Proportionate Restatement of Accumulated Depreciation*;
  - PAS 24, *Related Party Disclosures – Key Management Personnel*; and
  - PAS 38, *Intangible Assets – Revaluation Method – Proportionate Restatement of Accumulated Amortization*.
- Annual Improvements to PFRSs (2011-2013 cycle)  
The Annual Improvements to PFRSs (2011-2013 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group. They include:
  - PFRS 1, *First-time Adoption of PFRS – Meaning of 'Effective PFRSs'*;
  - PFRS 3, *Business Combinations – Scope Exceptions for Joint Arrangements*;
  - PFRS 13, *Fair Value Measurement – Portfolio Exception*; and
  - PAS 40, *Investment Property*.



*Effective January 1, 2016*

- *PFRS 10, Consolidated Financial Statements and PAS 28, Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*  
These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments are effective from annual periods beginning on or after January 1, 2016.

- *PFRS 11, Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations (Amendments)*

The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

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

- *PFRS 14, Regulatory Deferral Accounts*

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

- *PAS 16, Property, Plant and Equipment, and PAS 38, Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortization (Amendments)*

The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.



- PAS 16, *Property, Plant and Equipment*, and PAS 41, *Agriculture – Bearer Plants* (Amendments)

The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, will apply. The amendments are retrospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group as the Group does not have any bearer plants.

- PAS 27, *Separate Financial Statements – Equity Method in Separate Financial Statements* (Amendments)

The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. For first-time adopters of PFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to PFRS. The amendments are effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. These amendments will not have any impact on the Group's consolidated financial statements.

- Annual Improvements to PFRSs (2012-2014 cycle)

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

- PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations – Changes in Methods of Disposal*
- PFRS 7, *Financial Instruments: Disclosures – Servicing Contracts*
- PFRS 7 - *Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*
- PAS 19, *Employee Benefits – regional market issue regarding discount rate*
- PAS 34, *Interim Financial Reporting – disclosure of information 'elsewhere in the interim financial report'*

*Effective January 1, 2018*

- PFRS 9, *Financial Instruments – Hedge Accounting* and amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)

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



from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

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

The adoption of PFRS 9 is not expected to have any significant impact on the Group's consolidated financial statements.

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

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

- **IFRS 15, *Revenue from Contracts with Customers***  
IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Group is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effective date once adopted locally.

#### Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any NCI in the acquiree. For each business combination, the Group elects whether to measure the NCI in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

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



When such an acquisition is not judged to be an acquisition of a business, it is not treated as a business combination. Rather, the cost to acquire the corporate entity is allocated between the identifiable assets and liabilities of the entity based on their relative fair values at the acquisition date. Accordingly, no goodwill or additional deferred tax arises.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PAS 39 is measured at fair value with changes in fair value recognized either in profit or loss or as a change to OCI. If the contingent consideration is not within the scope of PAS 39, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for NCI, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

#### Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification.

An asset is current when it is:

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



All other assets are classified as noncurrent.

A liability is current when:

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

The Group classifies all other liabilities as noncurrent.

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

#### Fair Value Measurement

The Group measures financial instruments, such as financial assets at FVPL and AFS financial assets and non-financial assets such as investment properties, at fair value at each reporting date. Additional fair value related disclosures including fair values of financial instruments measured at amortized cost are disclosed in Note 34.

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

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

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.



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

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

#### Cash and Cash Equivalents

Cash includes cash on hand and in banks that earn interest at the respective bank deposit rates. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from the date of acquisition and are subject to an insignificant risk of change in value.

#### Financial Instruments

##### *Initial Recognition and Measurement*

Financial instruments are recognized initially at fair value, adjusted for directly attributable transaction costs in the case of financial instruments not at FVPL. The Group recognizes a financial instrument in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument.

All regular way purchases and sales of financial assets are recognized on the trade date, which is the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

##### *Classification*

Financial assets are classified as financial assets at FVPL, loans and receivables, held to maturity (HTM) financial assets, and AFS financial assets as appropriate. Financial liabilities are classified as financial liabilities at FVPL and other financial liabilities. The Group determines the classification of its financial instruments at initial recognition and, where allowed and appropriate, re-evaluates the designation at each reporting date. As of December 31, 2014 and 2013, the group has no HTM financial assets and financial liabilities at FVPL.

##### *Financial Assets or Liabilities at FVPL*

Financial instruments at FVPL include financial assets or liabilities held for trading and those designated upon initial recognition as financial assets or liabilities at FVPL.

Financial assets and liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts. Dividends, interests and gains or losses on held for trading financial instruments are recognized in the profit or loss.

Financial instruments may be designated at initial recognition as financial assets or liabilities at FVPL when any of the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing the gains or losses on them on a different basis; (ii) the assets or liabilities are part of a group of financial instruments which are managed and their performances are evaluated on fair value basis, in accordance with a documented risk management strategy; or (iii) the financial instrument contains an embedded derivative that would need to be separately recorded.



As of December 31, 2014 and 2013, the Group has investments in shares of stock of various publicly listed companies which are classified as held for trading financial assets.

#### *Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate (EIR) method, less any allowance for impairment. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Amortized cost is calculated taking into account any discount or premium on acquisition, and includes fees that are an integral part of the EIR. The EIR amortization is included in interest income in the profit or loss. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized, impaired or amortized.

As of December 31, 2014 and 2013, the Group's loans and receivables consist of cash in banks, cash equivalents, cash in escrow, receivables (except for advances to contractors and suppliers) and refundable deposits.

#### *AFS Financial Assets*

AFS financial assets include equity investments. Equity investments classified as AFS are those that are neither classified as held for trading nor designated as at FVPL. Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are carried at fair value in the consolidated statement of financial position. Changes in fair value of such assets are accounted for in OCI in the cumulative changes in fair value of AFS financial assets until the financial assets are derecognized or until they are determined to be impaired. When an AFS financial asset is derecognized or determined to be impaired, the cumulative gains or losses previously recorded in OCI are recognized in profit or loss.

Investments in equity investments that do not have quoted market prices in an active market and whose fair values cannot be reliably measured are carried at their cost, less any impairment in value.

As of December 31, 2014 and 2013, the Group's investment in proprietary club shares and listed and unlisted shares of stock are classified as AFS financial assets.

#### *Other Financial Liabilities*

This category pertains to financial liabilities that are not held for trading nor designated as financial liabilities at FVPL upon inception of the liability.

Other financial liabilities are initially recorded at fair value, less directly attributable transaction costs. After initial recognition, other financial liabilities are carried at amortized cost using the EIR method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses are recognized in profit or loss when the liabilities are derecognized or amortized.

As of December 31, 2014 and 2013, the Group's other financial liabilities include accounts payable and other current liabilities (except for customers' deposits, reservation payables, output VAT, deferred output VAT and withholding taxes), bank loans, deposits from tenants and accrued employee benefits (excluding defined benefit liability).



#### *Financial Guarantee*

Financial guarantees are not recognized in the consolidated financial statements until an obligation to pay the liability of another party to the arrangement is established. Such liability is classified as other financial liability. It is only disclosed as part of liquidity risk of the Group.

#### *Determination of Fair Value*

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For investments and all other financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include using arm's-length market transactions; reference to the current market value of another instrument, which is substantially the same; and discounted cash flow (DCF) analysis and other valuation models. If the fair value cannot be measured reliably, the financial instruments are measured at cost, being the fair value of the consideration paid, in case of an asset, and received, in case of a liability. All transaction costs directly attributable to the acquisition are also included in the cost of investment.

#### *Day 1 Difference*

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a Day 1 difference) in the profit or loss unless it qualifies for recognition as some other type of asset. In cases where the data used are not observable, the difference between the transaction price and model value is only recognized in the profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the Day 1 difference.

#### *Offsetting*

A financial asset and a financial liability are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts, and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreement, and the related assets and liabilities are presented gross in the consolidated statement of financial position.

#### *Impairment of Financial Assets*

The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.



a. *Financial Assets Carried at Amortized Cost*

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

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the profit or loss. Interest income (recorded as finance income in the profit or loss) continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to finance costs in the profit or loss.

b. *AFS Financial Assets*

For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as AFS, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. When there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in profit or loss, is removed from OCI and recognized in the profit or loss. Impairment losses on equity investments are not reversed through profit or loss; increases in their fair value after impairment are recognized in OCI.

c. *Financial Assets Carried at Cost*

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



## *Derecognition*

### *a. Financial Assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's consolidated statement of financial position) when:

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

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

### *b. Financial Liabilities*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of an original liability and a recognition of a new liability. The difference in the respective carrying amounts is recognized in the profit or loss.

## Properties Held for Sale

Properties held for sale are properties being constructed or acquired for sale in the ordinary course of business, rather than for rental or capital appreciation, and are carried at the lower of cost and net realizable value (NRV). NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated costs of completion and estimated costs to sell.

## *Condominium Units Held for Sale*

Cost of condominium units held for sale represent accumulated costs of the unsold units of the completed Projects. Cost includes those directly attributable to the construction of the Projects such as cost of land, direct materials, borrowing costs, professional and consultancy fees, and project management costs, which are allocated to the unsold units.

## *Construction in Progress*

Cost of construction in progress represents the accumulated costs for the construction and development of the ongoing Projects. It includes those that are directly attributable to the construction of the Projects such as cost of land, direct materials, borrowing costs, professional and consultancy fees, and project management costs.



## Prepayments and Other Current Assets

### *Prepaid Commission and Expenses*

Prepaid commission and expenses include expenditures already paid but not yet incurred and from which future economic benefits are expected to flow to the Group within the normal operating cycle. These are measured at cost less allowance for impairment losses, if any.

### *Creditable Withholding Tax (CWT)*

CWT represents taxes withheld for goods and services provided. CWTs can be claimed as credit against income tax due.

## Investments in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries, and are generally accompanying a shareholding between 20% to 50% of the voting rights.

An investment in associate is accounted for using the equity method from the date when it becomes an associate. On acquisition of the investment, any difference between the cost of the investment and the investor's share in the net fair value of the associate's identifiable assets, liabilities and contingent liabilities is accounted for as follows:

- a. Goodwill relating to an associate is included in the carrying amount of the investment. However, amortization of that goodwill is not permitted and is therefore not included in the determination of the Group's share in the associate's profits or losses.
- b. Any excess of the Group's share in the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Company's share in the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The profit or loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share in net profit or loss of an associate is reported in the consolidated statement of comprehensive income outside operating profit and represents profit or loss after tax and NCI in the subsidiaries of the associate.



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

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognizes the loss as 'Share in net profit (loss) of an associate' in the profit or loss.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate and accounts for the investment in accordance with PAS 39 from that date, provided the associate does not become a subsidiary or a joint arrangement as defined in PFRS 11. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the profit or loss.

#### Investment Properties

Investment properties consist of land and buildings that are held for long-term rental yields or for capital appreciation or both, and that are not owner-occupied by the companies in the Group.

Investment properties are measured initially at their costs, including related transaction costs. The cost of a purchased investment property comprises of its purchase price and any directly attributable costs. Transaction costs include transfer taxes, professional fees and other costs necessary to bring the investment properties to the condition necessary for them to be capable of being used.

After initial recognition, investment properties are carried at fair value. Gains or losses arising from changes in fair value are recorded in profit or loss in the year in which they arise. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset.

The Group obtains an updated appraisal report when management believes there are significant changes in the fair values of the investment properties. The fair values of investment properties are determined by independent valuers. The fair value of each of the Group's investment property is determined whenever there are significant changes in the assumptions used in determining the fair value. An investment property that is being redeveloped for continuing use as investment property, or for which the market has become less active, continues to be measured at fair value.

A subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the item can be reliably measured. Repair and maintenance costs are recognized in profit or loss in the period in which they are incurred.



Investment properties are derecognized when they are disposed of or permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the profit or loss. Gain or loss on disposal of investment property is determined as the difference between the net disposal proceeds and the carrying amount of the asset at the date of disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by the ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment properties when, and only when, there is a change in use, evidenced by the commencement of owner-occupation or commencement of development with a view to sell.

When the Group completes the construction or development of a self-constructed investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognized in profit or loss. If a land or building and building improvement classified as "Property and equipment" becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use. For transfer from investment property carried at fair value to property and equipment or construction in progress, the investment property's deemed cost shall be its fair value at the date of change in use.

#### Real Estate Development Projects

The real estate development projects are undertaken by the subsidiaries and are carried at cost less any impairment in value. Cost primarily consists of acquisition cost of the property being constructed, air rights, expenditures for the development and construction of the real estate project and borrowing costs incurred, if any, in the acquisition of qualifying assets during the construction period and up to the date of completion of construction.

Upon completion, the accumulated costs are reclassified to investment property or properties held for sale depending on the future use of the property at the then carrying amount.

#### Property and Equipment

Property and equipment is stated at cost, net of accumulated depreciation and amortization, and accumulated impairment losses, if any.

The initial costs of property and equipment consist of their purchase prices and any directly attributable costs of bringing the assets to their working condition and location for their intended use. Expenditures incurred after the property and equipment have been put into operation, such as repair and maintenance costs, are recognized in profit or loss in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

Depreciation and amortization commence once the assets are available for use and are provided on all property and equipment at rates calculated to write off the costs, less estimated residual values based on prices prevailing at the reporting date, of each asset evenly over its expected useful life as follows:



Category	Useful Lives in Years
Building improvements	25
Transportation equipment	2 to 5
Furniture, fixtures and other equipment	2 to 4

Depreciation or amortization ceases at the earlier of the date when the asset is classified as either investment property or property held for sale and the date the asset is derecognized.

The assets' estimated useful lives (EUL), and depreciation and amortization method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from the items of property and equipment. The assets' estimated residual values are reviewed periodically and adjusted if appropriate.

Fully depreciated and amortized property and equipment are retained in the accounts until they are no longer in use, and no further depreciation and amortization are charged to profit or loss.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss when the asset is derecognized.

#### Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that the nonfinancial assets consisting of investments in associates, real estate development projects, property and equipment and goodwill may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses, if any, are recognized in profit or loss in those expense categories consistent with the function of the impaired assets.

An assessment is made at each reporting date as to whether there is any indication that the previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset or CGU is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such a reversal, the depreciation or amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.



The following criteria are also applied in assessing impairment of specific assets:

#### *Investments in Associates*

After application of the equity method, the Group determines whether it is necessary to recognize impairment loss on the Group's investments in associates. The Group determines at each reporting date whether there is objective evidence that an investment is impaired. If that is the case, the Group calculates the amount of impairment as the difference between the fair value of the investee company and the carrying value of the investment. The difference is recognized in profit or loss.

#### *Goodwill*

Impairment testing for goodwill is performed annually and when circumstances indicate that its carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the CGU or group of CGUs to which the goodwill relates. Where the recoverable amount of the CGU or group of CGUs to which goodwill has been allocated is less than its carrying amount, an impairment loss is recognized in the profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### Customers' Deposits

Customers' deposits mainly represent reservation fees and advance payments. These deposits will be recognized as revenue in the consolidated statement of income as the related obligations to the real estate buyers are fulfilled.

#### Deposits from Tenants

Deposits from tenants are carried at the present value of future cash flows using appropriate discount rates.

The difference between the present value and the actual deposit received is treated as additional rental incentive which is recorded under "Deferred lease income" in the statement of financial position and are recognized as rental income using the straight-line method over the term of the lease.

#### Refundable Deposits

Refundable deposits represent cash received from customers for rent and utilities which are expected to be returned after a specified period of time, or when certain conditions are satisfied.

#### Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provision is determined by discounting the expected future cash flows at a pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in provision due to passage of time is recognized as interest expense. When the Group expects a provision or loss to be reimbursed, the reimbursement is recognized as a separate asset only when the reimbursement is virtually certain and its amount is estimable. The expense relating to any provision is presented in profit or loss, net of any reimbursement.



## Equity

### *Capital Stock and APIC*

Capital stock is measured at par value for all shares issued. When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "APIC" account. When shares are issued for a consideration other than cash, the proceeds are measured at the fair value of consideration received. In case the shares are issued to extinguish or settle a liability of the Parent Company, the shares are measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

### *Treasury Shares*

Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is also recognized in the APIC. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value, upon retirement, is charged to APIC when the shares are issued.

### *Other Components of Equity*

These are recorded for items that are directly recognized in equity, which include cumulative changes in fair value of AFS financial assets, cumulative translation adjustments and remeasurement gains (losses) on defined benefit liability. They are measured either at gross amount or net of tax effect depending on the tax laws and regulations that apply.

Other components of equity are derecognized when the related asset or liability where they arise are derecognized.

### *Retained Earnings*

Retained earnings include cumulative profits attributable to the Parent Company's stockholders, and reduced by dividends. Retained earnings also include effect of changes in accounting policies as may be required by the standards' transitional provisions.

### *Dividend Distribution*

The Company recognizes a liability to make cash distributions to equity holders of the Parent Company when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the corporate laws in the Philippines, a distribution is authorized when it is declared by the Board. A corresponding amount is recognized directly in equity.

## Revenue and Expense Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue and expense can be reliably measured, regardless of when the collection or payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as the principal in all of its major revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude and is also exposed to properties held for sale and credit risks.

The following specific recognition criteria must also be met before revenue and expenses are recognized:



#### *Condominium Sales*

The Group assesses whether it is probable that the economic benefits will flow to the Group when the contract price is collectible. Collectability of the contract price is demonstrated by the buyer's commitment to pay, which is supported by the buyer's initial and continuous investments that motivates the buyer to honor its obligation. Collectability is also assessed by considering factors such as collections and credit standing of the buyer.

Revenue from condominium sales is accounted for using the full accrual method. In accordance with Philippine Interpretations Committee Q&A No. 2006-01, the percentage of completion (POC) method is used to recognize income from condominium sales where the Group has material obligations under the sales contract to complete the real estate project after the unit is sold, the equitable interest has been transferred to the buyer, construction is beyond preliminary stage (i.e., engineering, design work, construction contracts execution, site clearance and preparation, excavation and the building foundation are finished), and the costs incurred or to be incurred can be measured reliably. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

Any excess of collections over the recognized revenue are included in the "Customers' deposits" account in the consolidated statement of financial position. If the revenue recognition criteria under the full accrual or POC method are not met, the deposit method is applied until all the conditions for recognizing a sale are met. Until revenue from condominium sales is recognized, cash received from customers are recognized also as part of "Customers' deposits."

Cost of real estate sales is recognized consistent with the revenue recognition method applied. Cost of condominium units sold before the completion of the development is determined on the basis of the acquisition cost of the land plus its full development costs, which include estimated costs for future development works.

The cost of condominium sales recognized in profit or loss on their disposal is determined with reference to the specific cost incurred on the property, allocated to saleable area based on relative size and takes into account the POC used for revenue recognition purposes.

Estimated loss on unsold units is recognized in profit or loss immediately when it is probable that total project costs will exceed total contract revenue.

#### *Rental*

Rental revenues from the leasing of properties held under operating lease are recognized on a straight-line basis over the periods of the respective leases or on a certain percentage of gross revenue of the lessees, whichever is appropriate.

#### *Interest Income*

Interest income is recognized as it accrues, taking into account the effective yield on the asset. Interest income from accretion of installment contracts receivable is recognized using the EIR method.

#### *Dividend Income*

Revenue is recognized when the Group's right to receive the payment is established, which is generally when the Board of the investee company approved the dividend.



#### *Other Service Income*

Administration and management services, customer lounge fees, banner income, income from cinema operations and other service income are recognized when the related services have been rendered. Revenues from auxiliary services such as handling, sale of scrap materials, import break bulk and brokerage are recognized when services are provided or when goods are delivered. Money received or amounts billed in advance for rendering of services or delivery of goods are recorded as unearned income until the earning process is complete.

#### *Commission Expense*

Commissions paid to sales and marketing agents on the sale of pre-completed units are deferred when recoveries are reasonably expected and are charged to expense in the period in which the related revenues are recognized as earned. Accordingly, when the POC method is used, commissions are likewise charged to expense in the period the related revenues are recognized.

#### *General and Administrative Expenses*

General and administrative expenses are recognized as incurred.

#### Leases

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

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

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

#### *Group as the Lessor*

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

#### Employee Benefits

##### *Retirement Benefits*

The net defined benefit liability or asset is the aggregate of the present value of defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling.

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method.



Defined benefit costs comprise the following:

- service cost,
- net interest on the net defined benefit liability or asset, and
- remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

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

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

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

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

#### *Termination Benefits*

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and an expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the benefit and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefit are measured in accordance with the nature of the employee benefit, as either post-employment benefit, short-term employee benefit, or other long-term employee benefit. Benefits falling due more than twelve months from the reporting date are discounted to their present values.



#### *Employee Leave Entitlement*

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period. The liability for leave expected to be settled more than twelve months after the end of the annual reporting period are discounted to its present value.

#### Foreign Currencies

The Group's consolidated financial statements are presented in Peso, which is also the Parent Company's functional currency. For each entity, the Group determines their functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and has elected to recycle the gains or losses that arise from using this method.

#### *Transactions and Balances*

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

#### *Group Companies*

On consolidation, the assets and liabilities of GipseY and SHIL, foreign subsidiaries with functional and presentation currency of Hong Kong Dollar (HK\$), are translated into Peso at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign subsidiary, the component of OCI relating to that particular foreign subsidiary is recognized in profit or loss.

#### Income Tax

##### *Current Tax*

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted, at the reporting date.

In the sale of condominium units resulting to recognition of installment contracts receivable, full recognition for income tax purposes is applied when more than 25% of the selling price has been collected in the year of sale. Otherwise, the installment method is applied.



#### *Deferred Tax*

Deferred tax is provided on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority. Subsidiaries operating in the Philippines file income tax return on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on an per entity basis.



#### VAT

Revenue, expenses, assets and liabilities are recognized net of the amount of VAT, except:

- where the VAT incurred on a purchase of assets or services is not recoverable from the tax authority, in which case the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the tax authority is included as part of "Prepayments and other current assets" or "Accounts payable and other current liabilities" accounts, respectively, in the consolidated statements of financial position.

#### Earnings Per Share

Earnings per share is computed by dividing the net income attributable to equity holders of the Parent Company for the year by the weighted average number of shares outstanding during the year adjusted to give retroactive effect to any stock dividends declared during the year.

Basic earnings per share is calculated by dividing the net income attributable to equity holders of the Parent Company for the year by the weighted average number of common shares outstanding during the year.

Diluted earnings per share is computed by dividing the adjusted net income attributable to equity holders of the Parent Company for the year by the weighted average number of shares taking into account the effects of all potential dilutive common shares.

#### Segment Reporting

For management purposes, the Group is organized and managed separately according to the nature of the business. These operating businesses are the basis upon which the Group reports its segment information presented in Note 4 to the consolidated financial statements.

An operating segment is a component of an entity:

- a. that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- b. with operating results regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance; and
- c. for which discrete financial information is available.

#### Contingencies

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

#### Events after the Reporting Date

Any post year-end event that provides additional information about the Group's financial position at the reporting date (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, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements based on evaluation of relevant facts and circumstances at the reporting date. Future events may occur which can cause the assumptions used in arriving at those judgments and estimates to change. The effects of any changes will be reflected in the consolidated financial statements as they become reasonably determinable.

#### Judgments

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

#### *Property Acquisition and Business Combination*

The Group acquires real estate properties. At the time of acquisition, the Group considers whether the acquisition represents an acquisition of a business or a group of assets and liabilities. The Group accounts for an acquisition as a business combination if it acquires an integrated set of business processes in addition to the real estate property. The consideration is made to the extent that the significant business processes are acquired and the additional services to be provided by the subsidiary.

When the acquisition of subsidiary does not constitute a business, it is accounted for as an acquisition of a group of assets and liabilities. The purchase price of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values at the date of acquisition, no goodwill or deferred tax is recognized.

In 2014, the Group accounted for the acquisition of the 20% equity interest of Alphaland Development, Inc. (Alphaland) in SGCP and FBSP as a business combination achieved in stages (see Note 12).

#### *Assessing Significant Influence over Associates*

Significant influence is presumed when there is a holding of 20% or more of the voting power of the investee (held directly or indirectly, through subsidiaries). Management assessed that the Group has significant influence over all its associates by virtue of the Group's holding more than 20% voting power in the investee, representation on the board of directors, and participation in policy-making processes of the associates.

#### *Distinction between Properties Held For Sale, Investment Properties and Property and Equipment*

The Group determines whether a property is to be classified as a property held for sale or an investment property through the following:

- Properties held for sale comprise properties that are held for sale in the ordinary course of business. These are condominium units that the Group developed or is developing and intends to sell.
- Investment properties comprise land and buildings which are not occupied, substantially for use by, or in the operations of, nor for sale in the ordinary course of business of the Group, but are held primarily to earn rental income or capital appreciation.



The Group determines whether a property qualifies as an investment property or an item of property and equipment. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group. Property and equipment generate cash flows that are attributable not only to them but also to the other assets used in the operations of the Group.

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

The carrying values of properties held for sale, investment properties, and property and equipment as of December 31, 2014 and 2013 amounted to P5,773,117,694, P27,110,867,488, P67,009,417 and P2,443,509,795, P26,743,225,950, P67,095,620, respectively (see Notes 8, 13 and 16).

#### *Valuation of Investment Properties*

The Group's financial controller and the managers of each property determine the policies and procedures for the fair value measurement of the investment properties. External valuers are involved in the valuation of investment properties as decided annually by the Group. The selection criteria for the external valuers include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Group analyzes the movements in the values of investment properties which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the major inputs by agreeing the information in the valuation computation to contracts and other relevant documents.

Based on the analysis performed by management, the Group has concluded that the fair value adjustment in 2014 and 2013 is insignificant (see Note 13).

#### *Classification of Leases as Operating Lease*

The Group has entered into commercial property leases on its investment property portfolio where it has determined that it retains the significant risks and rewards related to the ownership of the said investment properties.

The carrying values of investment properties as of December 31, 2014 and 2013 amounted to P27,110,867,488 and P26,743,225,950, respectively (see Note 13).

#### *Impairment of AFS Equity Financial Assets*

The Group treats AFS equity financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or whether other objective evidence of impairment exists. The determination of what is "significant" and "prolonged" requires judgment. The Group generally treats a decline of 20% or more of the original cost as "significant" and a period greater than six months as "prolonged". In addition, the Group evaluates other factors including normal volatility in share prices for quoted securities, future cash flows and discount factors for unquoted securities.



The carrying values of AFS equity financial assets amounted to P502,822,842 and P502,322,842 as of December 31, 2014 and 2013, respectively (see Note 15). Based on management's assessment, there has been no significant or prolonged decline in the fair value of AFS equity financial assets, thus, no impairment loss was recognized in 2014, 2013 and 2012.

#### *Determination of the Functional Currency*

Based on the economic substance of the underlying circumstances relevant to the Parent Company, management determined its functional currency to be the Peso. It is the currency that mainly influences the revenues, and costs and expenses of the Group.

#### *Classification of Financial Instruments*

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

Financial assets are classified as financial assets at FVPL, loans and receivables, HTM financial assets, and AFS financial assets. Financial liabilities, on the other hand, are classified as financial liabilities at FVPL and other financial liabilities. The Group determines the classification at initial recognition and re-evaluates the classification at every reporting date.

#### *Revenue Recognition*

Selecting an appropriate revenue recognition method for a particular real estate sale transaction requires certain judgments based on the buyer's commitment on the sale which may be ascertained through the significance of the buyer's initial investment and completion of development. The buyer's commitment is evaluated based on collections, credit standing and location of the property. Completion of development is determined based on engineer's judgments and estimates on the physical portion of contract work done and the completion of development beyond the preliminary stage.

Condominium sales recognized amounted to P3,764,277,893, P3,935,170,304 and P2,698,045,454 in 2014, 2013 and 2012, respectively.

#### *Contingencies*

The Group is currently involved in various legal proceedings. The estimates of the probable costs for the resolution of these claims have been developed in consultation with the outside legal counsel handling the defense in these matters and are based upon analyses of potential reports. Based on management's assessment, these proceedings will not have a material effect on the Group's financial position and performance (see Note 32).

#### Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities are as follows:

#### *Purchase Price Allocation in Business Combination*

The acquisition method requires extensive use of accounting estimates and judgments to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities at acquisition date. It also requires the acquirer to recognize goodwill. The Group's acquisition during the year has resulted in goodwill.



On April 30, 2014, the Group acquired the 20% equity interest of Alphaland in SGCP1 and FBSH1. The Group recognized goodwill from the business combination amounting to P269,870,864 (see Notes 12 and 17).

#### *Valuation of Financial Instruments*

Financial instruments carried at fair values require the use of accounting estimates. While significant components of fair value measurement are determined using verifiable objective evidence, it would differ if the Group utilizes a different valuation methodology. Any changes in the fair values of financial instruments will affect profit or loss and equity.

The fair values of financial instruments on initial recognition are normally the transaction prices. These prices are indicative of actual and regularly occurring market transactions on an arm's length basis.

The fair values of the Group's financial assets at FVPL and AFS financial assets traded in active markets are based on quoted market prices at the reporting date. The quoted market prices used for financial assets held for trading are the current bid prices. The Group's installment contracts receivable's and deposits from tenants' fair values are based on the present values of estimated future cash flows discounted using prevailing pre-tax discount rates at the reporting date. The fair values of the other financial instruments are estimated by discounting the future contractual cash flows at the current market interest rates that are available to the Group at the reporting date for similar financial instruments. The fair value measurement hierarchy of the Group's financial instruments is disclosed in Note 34.

#### *Estimation of Allowance for Impairment of Receivables*

The Group maintains an allowance for impairment of receivables at a level considered adequate to provide for potentially uncollectible receivables. The level of this allowance is evaluated by management on the basis of the factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Group's relationship with the customer, the customer's payment behavior and known market factors. The Group reviews the age and status of receivables, and identifies accounts that are to be provided with allowance on a continuous basis.

Bad debts recognized in 2014, 2013 and 2012 amounted to P982,362, nil and P11,426,470, respectively (see Note 25). Allowance for impairment of receivables amounted to P8,056,439 and P7,074,077 as of December 31, 2014 and 2013, respectively. The carrying values of the Group's receivables amounted to P4,162,249,384 and P3,534,271,525 as of December 31, 2014 and 2013, respectively (see Note 7).

#### *Estimation of POC of the Projects*

The Group's revenue and cost recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue from condominium sales, recognized based on the POC, are measured principally on the basis of the actual costs incurred to date over the total estimated project costs and by reference to the estimated completion of a physical proportion of the contract work. The total project costs are estimated by the Group's technical staff and are independently reviewed by the Group's third party consultants. At each reporting date, these estimates are reviewed and revised to reflect the current conditions, when necessary.



OSP is 88.00% and 72.12% complete as of December 31, 2014 and 2013, respectively. SSP is 28.00% and 12.81% complete as of December 31, 2014 and 2013, respectively. The Rise is 1.88% complete as of December 31, 2014.

#### *Estimation of NRV*

Properties held for sale are carried at the lower of cost and NRV. NRV for completed condominium units is the estimated selling price of condominium unit less estimated costs necessary to make the sale. NRV in respect of condominium units under construction is the estimated selling price of a condominium unit less estimated costs to complete the construction, less estimated time value of money to the date of completion and less estimated costs necessary to make the sale.

As of December 31, 2014 and 2013, properties held for sale amounted to P5,773,117,694 and P2,443,509,795, respectively (see Note 8).

#### *Determination of Fair Values of Investment Properties*

The fair values of investment properties are determined by independent real estate valuation experts using recognized valuation techniques. The fair value of the Group's land is determined using the market comparison method. Under the market comparison method (or market comparison approach), a property's fair value is estimated based on comparable transactions. The market comparison approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Group is the price per square meter (sqm). The market comparison approach is often used in combination with either DCF or the income capitalization method as many inputs to these methods are based on market comparison. In some cases, fair values are determined based on recent real estate transactions with similar characteristics and in the location to those of the Group's assets. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgment, the Group considers information from variety of sources including:

- a. current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- b. recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- c. DCF projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using pre-tax discount rates that reflect current market assessments of the uncertainty in the amounts and timing of the cash flows.

The significant methods and assumptions used by the valuers in estimating fair values of investment properties are set out in Note 13. The fair values, which are also the carrying values of investment properties, amounted to P27,110,867,488 and P26,743,225,950 as of December 31, 2014 and 2013 (see Note 13).



#### *EUL of Property and Equipment*

The Group estimates the EUL of property and equipment based on the internal technical evaluation and experience with similar assets. EUL of property and equipment are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical and commercial obsolescence and other limits on the use of property and equipment. There were no changes in EUL of the Group's property and equipment. As of December 31, 2014 and 2013, the carrying values of property and equipment amounted to P67,009,417 and P67,095,620, respectively (see Note 16).

#### *Impairment of Nonfinancial Assets, Including Goodwill*

The Group assesses whether there are any indicators of impairment for all nonfinancial assets at every reporting date. Nonfinancial assets with indefinite life such as goodwill are tested for impairment annually and at other times when impairment indicators exist. Other nonfinancial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

If any such indication exists or in case of nonfinancial assets with indefinite life, the recoverable amount of the asset is estimated. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Recoverable amount is estimated for an individual asset or, if it is not possible, for the CGU to which the asset belongs.

In 2013, the Group made a reassessment of the recoverable amount of the real estate development project of KRC due to the approval by its Board of its redevelopment. Accordingly, gain on the reversal of impairment loss on this project recognized in profit or loss in 2013 amounted to P181,954,697 (see Note 14).

As of December 31, 2014 and 2013, based on management's assessment, there are no indications of impairment for the rest of the Group's nonfinancial assets composed of properties held for sale, prepayments and other current assets, investment in associates, investment properties, real estate development projects, property and equipment and goodwill.

#### *Estimation of Retirement Benefit Costs*

The cost of defined benefit plan as well as the present value of defined benefit obligation is determined using actuarial valuations. Actuarial valuations involve making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuations, the underlying assumptions and the long-term nature, defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date. The net defined benefit liability as of December 31, 2014 and 2013 are P55,626,328 and P29,602,931, respectively (see Note 27).



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

The mortality rate is based on publicly available mortality tables and is modified accordingly with estimates of mortality improvements. Future salary increases and retirement increases are based on expected future inflation rates.

Further details about the assumptions used are provided in Note 27.

*Realizability of Deferred Income Tax Assets*

The Group reviews the carrying amounts of deferred income tax assets at each reporting date and reduces them to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. The Group expects to generate sufficient future taxable profits to allow its recognized deferred income tax assets to be utilized. Deferred income tax assets recognized as of December 31, 2014 and 2013 amounted to P500,792,965 and P432,625,901, respectively (see Note 29). The unrecognized deferred income tax assets of the Group are disclosed in Note 29.

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#### 4. Segment Information

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

The Group has operations only in the Philippines.

The Group derives revenues from two main segments as follows:

*Property Development*

This business segment pertains to the sale of condominium units.

*Leasing*

This business segment pertains to the leasing operations of the Shangri-La Plaza Mall, TEC and their related carpark operations. It also includes leasing of a portion of the Parent Company's land to ESHRI.

Other business segments pertain to property management services and the results of operations of real estate entities and BVI companies.

Except for the rental revenue from ESHRI, revenues come from transactions with third parties. There is no transaction with a single external customer that amounts to 10% or more of the Group's aggregate revenues.



The segment assets, liabilities and results of operations of the reportable segments of the Group as of and for the year ended December 31, 2014 are as follows

	Property Development	Leasing	Others	Total Segments	Eliminations	Consolidated
<b>Revenues:</b>						
Condominium sales	P3,764,277,893	P-	P-	P3,764,277,893	P-	P3,764,277,893
Rental	-	2,859,846,490	-	2,859,846,490	(234,952,844)	2,624,893,646
Crucera	-	60,367,560	-	60,367,560	-	60,367,560
Cost of condominium sales	(2,442,444,122)	-	-	(2,442,444,122)	-	(2,442,444,122)
Gross profit of revenues	1,321,833,771	2,920,214,050	-	4,242,047,821	(234,952,844)	4,007,094,977
Other income	54,802,220	22,905,278	870,245,781	947,953,279	(55,546,454)	892,406,825
Staff costs	(186,632,688)	(208,960,295)	47,259,488	(348,333,495)	52,794,352	(295,539,143)
General and administrative expenses	(75,981,444)	(112,546,749)	(4,081,096)	(192,609,289)	(715,398)	(193,324,687)
Taxes and licenses	(62,360,811)	(153,852,189)	10,766,158	(205,446,842)	-	(205,446,842)
Unreimbursed share in common expenses	-	(85,943,421)	-	(85,943,421)	-	(85,943,421)
Depreciation and amortization	(3,096,050)	(17,149,771)	(168,336)	(20,414,157)	-	(20,414,157)
Insurance	(245,975)	(17,278,530)	(95,762)	(17,620,267)	-	(17,620,267)
Segment results	1,048,319,023	2,347,388,373	923,926,233	4,319,633,629	(238,420,344)	4,081,213,285
Interest income	248,906,607	20,273,985	180,437	269,361,029	-	269,361,029
Foreign exchange gains - net	384,872	493,969	1,889	880,730	-	880,730
Share in net losses of associates	-	-	(9,692,903)	(9,692,903)	-	(9,692,903)
Interest expense and bank charges	(1,077,448)	(225,974,531)	(14,365)	(227,066,344)	-	(227,066,344)
Provision for income tax	(425,537,864)	(367,676,454)	(202,292,421)	(995,501,739)	-	(995,501,739)
Net income for the year	P871,000,190	P1,774,505,342	P712,108,870	P3,357,614,402	(P238,420,344)	P3,119,194,058
<b>Segment assets</b>	<b>P33,821,813,379</b>	<b>P23,502,537,637</b>	<b>P6,366,625,171</b>	<b>P63,690,976,187</b>	<b>(P9,419,643,526)</b>	<b>P54,271,332,661</b>
Associate companies	-	-	410,790,229	410,790,229	-	410,790,229
Total assets	P33,821,813,379	P23,502,537,637	P6,777,415,400	P64,101,766,416	(P9,419,643,526)	P54,682,122,890
<b>Segment liabilities</b>	<b>P19,605,625,096</b>	<b>P12,198,862,918</b>	<b>P5,138,635,900</b>	<b>P36,943,123,914</b>	<b>(P10,045,334,248)</b>	<b>P26,897,789,666</b>
Capital expenditures for the year	P3,439,204	P183,315,521	P337,114	P187,081,839	P21,398,562	P165,683,277



The segment assets, liabilities and results of operations of the reportable segments of the Group as of and for the year ended December 31, 2013 are as follows:

	Property Development	Leasing	Others	Total Segments	Eliminations	Consolidated
Revenues:						
Condominium sales	P3,935,170,304	P-	P-	P3,935,170,304	P-	P3,935,170,304
Rental	-	2,545,947,448	-	2,545,947,448	(206,957,297)	2,338,990,151
Cinema	-	56,448,809	-	56,448,809	-	56,448,809
Cost of condominium sales	(2,991,014,104)	-	-	(2,991,014,104)	-	(2,991,014,104)
Gross profit or revenues	944,156,200	2,602,396,257	-	3,546,552,457	(206,957,297)	3,339,595,160
Loss on sale of investment property	-	(317,379,436)	-	(317,379,436)	317,379,436	-
Other income	17,082,931	660,350,121	226,138,282	903,591,334	(791,199,103)	112,392,231
Staff costs	(60,238,037)	(175,664,382)	(7,982,792)	(243,885,211)	2,549,103	(241,336,108)
General and administrative expenses	(46,703,519)	(310,203,499)	(6,983,607)	(363,890,625)	206,957,297	(156,933,328)
Taxes and licenses	(17,850,490)	(126,481,041)	(731,883)	(145,063,414)	-	(145,063,414)
Unrecouped share in common expenses	-	(96,092,860)	-	(96,092,860)	-	(96,092,860)
Depreciation and amortization	(1,493,164)	(16,583,461)	(101,371)	(18,177,996)	-	(18,177,996)
Insurance	(150,055)	(15,514,061)	(17,332)	(15,681,448)	-	(15,681,448)
Segment results	834,803,866	2,204,827,638	210,341,297	3,249,972,801	(471,270,564)	2,778,702,237
Interest income	244,513,058	34,661,209	252,600	279,426,867	-	279,426,867
Gain on reversal of impairment loss on real estate development project	-	-	181,954,697	181,954,697	-	181,954,697
Foreign exchange gains - net	2,418,763	1,650,275	12,759	4,081,797	-	4,081,797
Share in net losses of associates	-	-	(4,674,079)	(4,674,079)	-	(4,674,079)
Interest expense and bank charges	(539,675)	(184,386,995)	(35,193)	(184,961,863)	-	(184,961,863)
Provision for income tax	(448,239,506)	(252,262,230)	(50,927,988)	(751,429,724)	-	(751,429,724)
Net income for the year	P632,956,506	P1,804,489,897	P336,924,093	P2,774,370,496	(P471,270,564)	P2,303,099,932
Segment assets	P9,711,851,940	P27,514,160,619	P4,099,459,524	P41,325,472,083	(P4,721,463,228)	P36,604,008,855
Associate companies	-	1,949,387,171	481,923,118	2,441,310,289	-	2,441,310,289
Total assets	P9,711,851,940	P29,473,547,790	P4,581,382,642	P43,766,782,372	(P4,721,463,228)	P39,045,319,144
Segment liabilities	P6,496,411,518	P9,144,810,490	P3,334,768,995	P18,975,991,003	(P4,721,463,228)	P14,254,527,775
Capital expenditures for the year	P253,223,655	P513,510,669	P258,705	P766,993,029	P-	P766,993,029



The segment assets, liabilities and results of operations of the reportable segments of the Group as of and for the year ended December 31, 2012 are as follows:

	Property Development	Leasing	Others	Total Segments	Eliminations	Consolidated
<b>Revenues:</b>						
Condominium sales	P2,698,045,454	P-	P-	P2,698,045,454	P-	P2,698,045,454
Rental	-	2,012,253,556	-	2,012,253,556	(163,484,043)	1,848,769,513
Cinema	(2,224,877,909)	53,090,582	-	53,090,582	-	53,090,582
Cost of condominium sales	473,167,545	-	-	(2,224,877,909)	-	(2,224,877,909)
Gross profit or revenues	2,065,344,138	2,065,344,138	-	2,538,511,683	(163,484,043)	2,375,027,640
Gain on fair value adjustment of investment properties	-	386,646,054	13,480,000	400,126,054	-	400,126,054
Other income	22,887,316	868,493,330	74,240,464	965,623,110	(841,067,366)	124,555,744
Staff costs	(63,656,499)	(150,861,616)	(8,854,790)	(223,375,905)	2,317,366	(221,058,539)
General and administrative expenses	(76,143,754)	(286,538,459)	(2,716,008)	(365,418,221)	163,484,043	(201,934,178)
Taxes and licenses	(24,864,649)	(119,346,780)	(361,748)	(144,573,177)	-	(144,573,177)
Unreimbursed share in common expenses	-	(11,051,866)	-	(11,051,866)	-	(11,051,866)
Depreciation and amortization	(918,816)	(15,609,567)	(61,118)	(16,589,501)	-	(16,589,501)
Insurance	(128,640)	(11,648,150)	(3,747)	(11,780,537)	-	(11,780,537)
Segment results	330,342,903	2,725,406,084	75,723,053	3,131,471,640	(838,750,000)	2,292,721,640
Interest income	244,767,711	39,027,195	718,707	284,513,613	-	284,513,613
Foreign exchange losses - net	(2,133,165)	(714,910)	(23,868)	(2,871,943)	-	(2,871,943)
Share in net profits of associates	-	-	29,490,674	29,490,674	-	29,490,674
Interest expense and bank charges	(742,409)	(171,534,589)	(2,480)	(172,279,478)	-	(172,279,478)
Provision for income tax	(141,886,938)	(388,212,809)	(6,092,764)	(536,192,511)	-	(536,192,511)
Net income for the year	P430,347,702	P2,203,970,971	P99,813,322	P2,734,131,995	(P838,750,000)	P1,895,381,995
Segment assets	P6,074,183,653	P27,274,503,219	P3,930,273,750	P37,278,960,622	(P3,813,935,456)	P33,465,025,166
Associate companies	-	2,033,948,404	480,497,198	2,514,445,602	-	2,514,445,602
Total assets	P6,074,183,653	P29,308,451,623	P4,410,770,948	P39,793,406,224	(P3,813,935,456)	P35,979,470,768
Segment liabilities	P3,901,063,378	P9,387,591,703	P3,352,413,598	P16,641,068,679	(P3,813,935,456)	P12,827,133,223
Capital expenditures for the year	P2,939,643	P158,222,519	P215,700	P161,377,862	P-	P161,377,862

Inter-segment transactions are entered into under the normal commercial terms and conditions that would also be available to third parties.



## 5. Cash and Cash Equivalents

This account consists of:

	2014	2013
Cash on hand and in banks	₱404,681,437	₱143,428,962
Cash equivalents	2,506,323,383	1,748,017,981
	<u>₱2,911,004,820</u>	<u>₱1,891,446,943</u>

Cash in banks earn interest at the prevailing bank deposit rates. Temporary investments are made for three months or less depending on the immediate cash requirement of the Group and earn interest at the respective temporary investment rates. Temporary investments, which have an average maturity of 30 days, earn interest ranging from 1.75% to 2.00% in 2014, 1.00% to 1.88% in 2013, and 3.40% to 3.53% in 2012.

Total interest income earned from cash in banks and cash equivalents amounted to ₱25,492,852, ₱44,451,855 and ₱53,284,973 in 2014, 2013 and 2012 respectively (see Note 23).

As of December 31, the Group's cash and cash equivalents include United States Dollar (US\$) and Hong Kong Dollar (HK\$) deposits with local banks as follows:

	US Dollar		HK Dollar	
	2014	2013	2014	2013
Foreign currency	\$1,488,019	\$1,153,264	\$218,002	\$371,802
Peso equivalent	₱66,544,230	₱51,199,142	₱1,253,513	₱2,129,349
Closing exchange rate per dollar as at December 31	₱44.72	₱44.39	₱5.75	₱5.73

Unrealized foreign exchange gains charged to profit or loss amounted to ₱880,730 in 2014 and ₱4,081,797 in 2013.

## 6. Financial Assets at FVPL

Financial assets at FVPL represent shares of stock of various publicly listed companies as of December 31, 2014 and 2013.

The movements in this account are as follows:

	2014	2013
Beginning balance	₱30,348,704	₱32,275,696
Fair value adjustment (Note 23)	2,663,820	(1,926,992)
Ending balance	<u>₱33,012,524</u>	<u>₱30,348,704</u>

The Group recognized unrealized gains (losses) on fair value adjustments of the investments amounting to ₱2,663,820 in 2014, (₱1,926,992) in 2013, and ₱4,936,110 in 2012 (see Note 23). There were no additions or disposals in 2014 and 2013.



## 7. Receivables

This account consists of:

	2014	2013
Trade:		
Installment contracts receivable	P2,842,228,694	P2,229,966,071
Rent (Note 31)	201,286,080	139,562,396
Nontrade:		
Advances to contractors and suppliers	1,031,179,038	1,133,149,175
Related parties (Note 31)	42,794,110	23,761,686
Advances to officers and employees	7,695,914	1,373,381
Interest	1,697,524	1,164,094
Others	43,424,463	12,368,799
	4,170,305,823	3,541,345,602
Less allowance for impairment loss	8,056,439	7,074,077
	P4,162,249,384	P3,534,271,525

Installment contracts receivable represent noninterest-bearing receivables from sale of condominium units with average term ranging from one to five years. Installment contracts receivables are subject to either bank financing or in-house financing and are discounted using prevailing interest rates at the dates of transactions. The differences between the present values and face values of the receivables are amortized using the EIR method over the term of the respective contracts. Interest income from accretion of installment contracts receivable amounted to P236,879,642, P228,037,161 and P226,248,576 in 2014, 2013 and 2012, respectively (see Note 23).

Advances to contractors and suppliers are noninterest-bearing downpayments made to them and are recouped upon every progress billings payment depending on the percentage of completion.

Rental receivables are noninterest-bearing and pertain to rental fees charged to tenants and to the Group's affiliates for the office, commercial and carpark spaces. The normal credit terms range from 30 to 60 days.

Advances to officers and employees are normally settled within the next financial year.

The terms, balances and transactions with related parties are disclosed in Note 31.

Other receivables are noninterest-bearing and consist of banner and non-tenant related receivables.

The movements of the allowance for doubtful accounts in 2014 and 2013 are as follows:

	2014	2013
Beginning balance	P7,074,077	P7,074,077
Bad debts	982,362	—
Ending balance	P8,056,439	P7,074,077



The following table shows the expected cash flows from installment contracts receivable as of December 31:

	2014	2013
Expected cash flows in:		
2014	P-	P2,587,692,128
2015	4,795,800,178	2,619,058,049
2016	1,099,457,377	395,512,957
2017	570,046,949	30,175,441
2018	647,885,065	-
	7,113,189,569	5,632,438,575
Less unamortized discount and unearned income	4,270,960,875	3,402,472,504
	<u>P2,842,228,694</u>	<u>P2,229,966,071</u>

As of December 31, 2014 and 2013, excess collections from condominium unit buyers based on the percentage of completion method were recorded as part of the "Customers' deposits" account amounting to P945,320,881 and P200,656,899, respectively (see Note 18).

The movements in the unamortized discount and unearned income on installment contracts receivable are as follows:

	2014	2013
Beginning balance	P3,402,472,504	P4,338,508,419
Additions	4,869,645,906	3,227,171,550
Recognized as sales and interest income	(4,001,157,535)	(4,163,207,465)
Ending balance	<u>P4,270,960,875</u>	<u>P3,402,472,504</u>

## 8. Properties Held for Sale

This account consists of:

	2014	2013
Condominium units held for sale	P103,768,502	P119,518,437
Construction in progress	5,669,349,192	2,323,991,358
	<u>P5,773,117,694</u>	<u>P2,443,509,795</u>

Condominium units for sale pertain to the completed residential condominium projects of the Group.

Construction in progress pertains to the Group's on-going residential and mixed-use condominium projects.

The movements in "Condominium units held for sale" account are as follows:

	2014	2013
Beginning balance	P119,518,437	P210,446,366
Recognized cost of condominium sales (Note 24)	(15,749,935)	(90,927,929)
Ending balance	<u>P103,768,502</u>	<u>P119,518,437</u>



The movements in “Construction in progress” account are as follows:

	2014	2013
Beginning balance	P2,323,991,358	P3,139,517,781
Construction or development costs incurred	5,772,052,021	2,084,559,752
Recognized cost of condominium sales (Note 24)	(2,426,694,187)	(2,900,086,175)
Ending balance	P5,669,349,192	P2,323,991,358

Construction in progress consists of:

	2014	2013
Construction costs	P3,689,140,346	P1,070,010,267
Land	1,323,291,070	825,295,950
Project management	369,473,209	265,603,229
Professional and consultancy fees	287,444,567	163,081,912
	P5,669,349,192	P2,323,991,358

The Group has no unusual purchase commitments as of December 31, 2014 and 2013.

Condominium units held for sale and construction in progress are stated at cost as of December 31, 2014 and 2013. There were no allowances for inventory write-down as of December 31, 2014 and 2013.

## 9. Prepayments and Other Current Assets

	2014	2013
Input tax	P1,039,008,790	P169,812,148
Cash in escrow	352,027,489	–
CWT	222,707,813	127,938,208
Prepaid commission	159,004,639	143,394,878
Other prepaid expenses	32,443,275	56,514,002
	P1,805,192,006	P497,659,236

Input tax represents VAT paid to suppliers that can be claimed as credit against the future output VAT liabilities without prescription.

Cash in escrow pertains to the cash deposited with a local bank in compliance with the escrow agreement between TRDCI, a local bank and the Housing and Land Use Regulatory Board (HLURB). The cash in escrow shall be released upon written notice of the HLURB to an escrow agent upon submission by TRDCI of certain requirements. Pursuant to the escrow agreement, the HLURB issued a temporary license to sell to TRDCI.

CWT is the tax withheld by the withholding agents from payments to the Group which can be applied against the income tax payable.

Prepaid commission pertains to the excess of the commission paid to property consultants and brokers, and the commission expense for the year based on the percentage of completion.

Other prepayments mainly consist of advance payments for insurance, real property taxes, rent, and other expenses which are normally utilized within the next financial year.



## 10. Investments in Associates

This account consists of:

	2014	2013
Acquisition costs		
Beginning balance	₱2,290,388,110	₱2,358,849,343
Reclassification as a result of business combinations (Note 12)	(1,809,577,485)	–
Additions to investment	15,000,000	6,100,000
Disposal of investment	–	(74,561,233)
Ending balance	495,810,625	2,290,388,110
Accumulated share in net profits		
Beginning balance	150,922,180	155,596,259
Reclassification as a result of business combinations (Note 12)	(226,249,673)	–
Share in net losses of associates	(9,692,903)	(4,674,079)
Ending balance	(85,020,396)	150,922,180
	₱410,790,229	₱2,441,310,290

On April 30, 2014, the Group obtained control over both SGCPI and FBSHI through step acquisition as discussed in Note 12. The amount of investment in associate reclassified to investment in subsidiary is ₱2,035,827,158.

In 2013, the Group sold 623,800 common shares representing 35% interest in EPRC for a total consideration of ₱92,000,000. Gain on the disposal of EPRC shares recognized in the profit or loss amounted to ₱17,438,767 (see Note 23).

The Group is restricted from declaring dividends out of the accumulated share in net profits until these are declared by the associates.

All of the Group's associates are considered to be immaterial individually. The Group's associates are as follows:

	Percentages of Ownership	
	2014	2013
Sky Leisure Properties, Inc. (SLPI)	50.00%	50.00%
Ideal Sites and Properties, Inc. (ISPI)	40.00%	40.00%
Shang Global City Properties, Inc. (SGCPI)*	–	40.00%
Fort Bonifacio Shangri-la Hotel, Inc. (FBSHI)**	–	40.00%
Others	various	various

\* The Parent Company effectively owns 60% equity interest in SGCPI as of December 31, 2014 (see Note 12)

\*\* Previously owned through SFBHI; merged with SGCPI, the surviving entity, in the current year (see Note 12)

The aggregate amount of the Group's share in the net gains (losses) after tax and total comprehensive income (losses) of these associates are (₱9,692,903) in 2014, (₱4,674,079) in 2013 and ₱29,490,674 in 2012.

As at December 31, 2014 and 2013, the Group has no share in any contingent liabilities or capital commitments.



## 11. Material Partly-Owned Subsidiary

The proportion of equity interest held by the NCI of KSA and SGCPI, the Group's subsidiaries with NCI that are deemed material, are as follows:

	2014	2013
KSA	47.1%	47.1%
SGCPI	40.0%	–

The summarized financial information of material subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

### *KSA Realty Corporation*

	2014	2013
<b>Summarized Statements of Comprehensive</b>		
Rental revenue	P905,609,013	P836,652,466
General and administrative expenses	(61,821,297)	(64,206,912)
Finance cost - net	(1,724,886)	(5,906,763)
Other income - net	7,567,826	3,796,880
<b>Income before income tax</b>	<b>849,630,656</b>	<b>770,335,671</b>
Provision for income tax	(159,322,635)	(150,743,910)
<b>Total comprehensive income</b>	<b>P690,308,021</b>	<b>P619,591,761</b>

Net income and total comprehensive income attributable to:

Equity holders of the Parent Company	P365,172,943	P327,764,042
NCI	325,135,078	291,827,719
	<b>P690,308,021</b>	<b>P619,591,761</b>

<b>Dividends paid to NCI</b>	<b>P376,800,000</b>	<b>P164,850,000</b>
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### **Summarized Statements of Financial Position**

Current assets	P492,715,947	P409,146,406
Noncurrent assets	8,105,438,224	8,130,403,519
Current liabilities	(396,686,088)	(282,405,076)
Noncurrent liabilities	(1,823,018,230)	(1,740,689,622)
<b>Equity</b>	<b>P6,378,449,853</b>	<b>P6,516,455,227</b>

Equity attributable to:

Equity holders of the Parent Company	P3,374,199,972	P3,447,227,352
NCI	3,004,249,881	3,069,270,478
	<b>P6,378,449,853</b>	<b>P6,516,497,830</b>



	2014	2013
<b>Summarized Statements of Cash Flows</b>		
Operating activities	P770,395,062	P668,247,235
Investing activities	(3,757,036)	(1,377,852)
Financing activities	(691,073,780)	(586,372,512)
Net effect of exchange rate changes on cash and cash	2,823	26,490
<b>Net increase in cash and cash equivalents</b>	<b>P75,567,069</b>	<b>P80,523,361</b>

*Shang Global City Properties, Inc.*

	2014
<b>Summarized Statement of Comprehensive Income</b>	
Sale of condominium units	P425,762,627
Cost of sales of condominium units	(208,513,636)
General and administrative expenses	(16,697,532)
Other income - net	4,464,422
<b>Income before income tax</b>	<b>205,015,881</b>
Provision for income tax	58,303,499
<b>Total comprehensive income</b>	<b>P146,712,382</b>
Net income and total comprehensive income attributable to:	
Equity holders of the Parent Company	P88,027,429
NCI	58,684,953
	<b>P146,712,382</b>

<b>Summarized Statement of Financial Position</b>	
Current assets	P4,279,418,110
Noncurrent assets	8,290,510,828
Current liabilities	(5,393,047,264)
Noncurrent liabilities	(6,833,359,635)
<b>Equity</b>	<b>P343,522,039</b>
Equity attributable to:	
Equity holders of the Parent Company	P206,113,223
NCI	137,408,816
	<b>P343,522,039</b>

As a result of the business combination in 2014, NCI was remeasured in the consolidated statement of financial position resulting to additional balance amounting to P823,672,481 (see Note 12).

	2014
<b>Summarized Statement of Cash Flows</b>	
Operating activities	(P2,949,489,701)
Investing activities	(182,322,639)
Financing activities	3,378,025,000
Net effect of exchange rate changes on cash and cash equivalents	156,996
<b>Net increase in cash and cash equivalents</b>	<b>P246,369,656</b>



No dividends were paid to SGCPI's NCI in 2014.

The principal place of business of KSA is at 5th Floor, Tower 2, The Enterprise Center, 6766 Ayala Avenue corner Paseo de Roxas, Makati City while the principal place of business of SGCPI is at Crescent Park West District, Fort Bonifacio Global City, Taguig City.

## 12. Business Combination

### *Acquisition of additional 20% equity interest in SGCPI and FBSHI*

SGCPI and FBSHI are the developers of a mixed-use hotel, condominium, and retail tower, located in Bonifacio Global City, Taguig to be known as Shangri-La at the Fort. The project is 54.73% completed as of December 31, 2014. Pre-selling of the residential units has already commenced in 2014 while the hotel is expected to begin operations in 2015.

On April 30, 2014, SGCHI and SFBHI, both wholly owned subsidiaries of the Parent Company, each entered into an agreement and acquired the 20% equity interest of Alphaland Development, Inc. (Alphaland) in SGCPI and FBSHI.

Prior to the acquisition, the Parent Company through SGCHI and SFBHI effectively owned 40% equity interest in SGCPI and FBSHI. SGCHI and SFBHI each acquired from Alphaland additional 20% interest in SGCPI and FBSHI, respectively, for a total cash consideration of P1,700,000,000. As a result of the step acquisition, the Group obtained controlling interest in SGCPI and FBSHI owning 60% equity interest over each of the acquired entities.

The following are the fair values of the identifiable assets acquired and liabilities assumed as of date of acquisition:

	SGCPI	FBSHI	TOTAL
<i>Assets</i>			
Cash and cash equivalents	P59,912,485	P175,039,023	P234,951,508
Receivables	26,961	1,342,762	1,369,723
Property under development	4,800,000,000	6,696,161,000	11,496,161,000
Prepayments and other current assets	271,722,029	566,766,301	838,488,330
Property and equipment - net	—	2,786,769	2,786,769
Refundable deposit	—	15,275,800	15,275,800
	5,131,661,475	7,457,371,655	12,589,033,130
<i>Liabilities</i>			
Trade and other payables	3,165,762	399,637,815	402,803,577
Income tax payable	—	13,615	13,615
Long term bank loan	—	4,098,499,138	4,098,499,138
Deposit for future stock subscription	1,976,487,102	1,941,512,898	3,918,000,000
Deferred tax liability	782,412,892	154,658,230	937,071,122
	2,762,065,756	6,594,321,696	9,356,387,452
Total identifiable net assets at fair value	2,369,595,719	863,049,959	3,232,645,678
Goodwill (Note 17)	140,355,211	129,515,653	269,870,864
Acquisition cost	P2,509,950,930	P992,565,612	P3,502,516,542

As of acquisition date, the fair value of SGCPI's and FBSHI's property under development amounted to P4,800,000,000 and P6,696,161,000, respectively. Their carrying amounts in SGCPI's and FBSHI's books amounted to P2,373,840,000 and P6,180,633,566, respectively.