

3 1 1 6 8

SEC Registration Number

A B R O W N C O M P A N Y , I N C .

(Company's Full Name)

A I R P O R T R O A D U P T O W N

C A G A Y A N D E O R O C I T Y

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

Allan Ace R. Magdaluyo

Contact Person

02-6386832

Company Telephone Number

1 2 3 1

Month Day  
Fiscal Year

2 0 - I S

FORM TYPE

0 6

Month Day  
Annual Meeting

**Definitive Information Statement**

[Empty box for Secondary License Type]

Secondary License Type, if applicable

M S R D

Dept. Requiring this Doc.

[Empty box for Amended Articles Number/Section]

Amended Articles Number/Section

**Total Amount of Borrowings**

2,106 (July 31, 2017)

Total No. of Stockholders

₱1,965,289,315 (Dec. 2016)

Domestic

- 0 -

Foreign

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To be accomplished by SEC Personnel concerned

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File number

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LCU

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Document I.D.

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Cashier

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STAMPS

Remarks = pls. use black ink for scanning purposes



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Please be informed that the annual meeting of the Corporation's stockholders will be held on October 25, 2017 (Wednesday) at 1:00 o'clock in the afternoon at the Xavier Sports and Country Club, Xavier Estates, Balulang, Cagayan de Oro City, to consider the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Previous Meeting of Stockholders
4. President's Report and Presentation of Audited Financial Statements
5. Ratification of all Acts of the Board of Directors and Officers
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Only stockholders of record as of September 14, 2017 (Thursday) shall be entitled to notice and attend and vote at the said meeting.

Registration will start at 12:00 noon and end promptly at 1:00 p.m. To facilitate the registration process, please bring some form of identification document such as driver's license, passport, or voter's ID.

Should you be unable to attend the stockholders' meeting but wish to send a representative/proxy, you are advised to please send your proxy letter to the Corporate Secretary at least two (2) business days prior to the date of meeting, or on or before October 23, 2017 (Monday). All proxies to be submitted shall be validated on October 24, 2017 (Tuesday) at the Corporation's principal office.

For details and rationale of each agenda item, and the draft resolutions, if applicable, please refer to the attached sheet.

City of Pasig, Metro Manila, 31<sup>st</sup> day of August 2017.

Very truly yours,

**JASON C. NALUPTA**  
Corporate Secretary

## DETAILS AND RATIONALE OF THE AGENDA

### 1.) Call to Order

The Chairman of the Board of Directors, and the chairman of the meeting, Robertino E. Pizarro, will call the meeting to order.

### 2.) Certification of Notice and Quorum

The Corporate Secretary will certify the date when written notice of the date, time, place, and purpose of the meeting was sent to all stockholders of record as of September 14, 2017.

The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of a majority of the stocks of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of the business.

The following are the Rules of Conduct and Voting Procedures:

- a. Anyone who wishes to make a remark or to make a query shall identify himself after being acknowledged by the Chairman and shall limit his remarks and query to the item in the agenda under consideration.
- b. Voting shall be done viva voce or by raising of hands and the votes for or against the matter submitted per item in the agenda.
- c. All the items in the agenda requiring approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting capital stock. Each outstanding share of stock entitles the registered stockholder to one vote. All votes received shall be tabulated by the Office of the Corporate Secretary, and the results shall be validated by an independent party to be announced at the meeting.

In the forthcoming annual stockholders' meeting, stockholders shall be entitled to elect nine (9) members to the Board of Directors. Each stockholder may vote such number of shares for as many as nine (9) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by nine (9) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by nine (9).

The election of the directors shall be by plurality of votes and every stockholder shall be entitled to cumulate his votes.

### 3.) Approval of the Minutes of the Previous Meeting of Stockholders

Copies of the minutes of the stockholders meeting held on September 28, 2016 will be distributed to the stockholders upon their registration for this meeting. The minutes are also available at the Company website, <http://www.abrown.ph>.

The stockholders will be requested to approve the draft minutes of previous stockholders' meeting and to acknowledge the completeness and accuracy thereof.

Below is the proposed resolution for this agenda item:

***“RESOLVED, to dispense with the reading of the minutes of the previous Annual Shareholders’ Meeting of September 28, 2016 and to approve the same as circulated.”***

4.) President’s Report and Presentation of Audited Financial Statements

The Annual Report contains summaries on operations and the audited financial statements of the Company for the calendar year ended December 31, 2016.

The President & Chief Executive Officer, Mr. Roel Z. Castro (for real estate, agri-business and power) and the Chairman Emeritus, Dr. Walter W. Brown (for mining and energy) will deliver their reports on the highlights of the Y2016 Company performance as reflected in the audited financial statements and the outlook for Y2017.

The Chairman will request the stockholders’ approval of the annual report and the audited financial statements as of December 31, 2016.

The stockholders will be given opportunity to ask questions prior to submitting the Annual Report and the Audited Financial Statements for approval by the stockholders. Copies of the Annual Report and the Audited Financial Statements will be distributed to the stockholders before the meeting. Further, the Audited Financial Statements is released by the Company and made available at the Company’s website, <http://www.abrown.ph>.

Below is the proposed resolution for this agenda item:

***“RESOLVED, to approve the Company’s operations and results for 2016 together with the Audited Financial Statements and the accompanying notes thereto.”***

5.) Ratification of all Acts of the Board of Directors and Officers

The Chairman will request the stockholders to ratify all acts and resolutions adopted during the preceding year by the Board of Directors, the Board Committees, Management Committee and the officers of the Company.

The acts and resolutions of the Board and its Committees are reflected in the minutes of meetings and they include approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the SEC and PSE. The acts of the Management and officers were those taken to implement the resolutions of the Board or its Committees or taken in the general conduct of business.

Below is the proposed resolution for this agenda item:

***“RESOLVED, to approve and ratify all acts and resolutions of the Board of Directors, all the Board Committees, as well as all the acts of the Management and officers of the Company taken or adopted from the date of the last stockholders’ meeting up to the present (from September 28, 2016 until October 25, 2017).”***

6.) Election of Directors

In accordance with Section 2, Article II of the Company's By Laws, the directors shall be elected annually by the stockholders at the annual meeting and shall hold office until their successors are elected and qualified, unless removed from office as provided by law. The Nomination Committee, in the exercised of its assigned task under its charter and the Manual of Corporate Governance of the Company, shall evaluate and determine whether the nominees for election to the Board of Directors including the independent directors, have all the qualifications and none of the disqualifications before submitting the nominees for election by the stockholders of the nine (9) members of the Board of Directors including the independent directors.

Copies of the curriculum vitae and profiles of the candidates to the Board of Directors are provided in the Preliminary Information Statement and in the Definitive Information Statement.

7.) Appointment or Re-appointment of External Auditor

The external auditor of the Company is tasked with the issuance of audit opinion of the Company's annual financial statements based on its audit.

The stockholders approval for the re-appointment of Constantino Guadalquiver and Co. (CG & Co.), the Company's external auditor, will be sought at the meeting.

The Audit Committee will endorse to the stockholders the re-appointment of CG & Co. as external auditor for the ensuing year. The profile of the external auditor is provided in the Preliminary Information Statement and the Definitive Information Statement.

Below is the proposed resolution for this agenda item:

***"RESOLVED, to approve the re-appointment of the firm of Constantino Guadalquiver & Co. as external auditor of the Company for the fiscal year 2017."***

8.) Other Matters

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may also propose to consider such other relevant matters and issues.

9.) Adjournment

Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by a stockholder duly seconded, the Chairman shall declare the meeting adjourned.

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS  
INFORMATION STATEMENT PURSUANT TO SECTION 20  
of the Securities Regulation Code**

1. Check the appropriate box:  
( ) Preliminary Information Statement  
( x ) Definitive Information Statement
  2. Name of the Registrant as specified in its charter:  
**A BROWN COMPANY, INC. (ABCI)**
  3. Province, country or other jurisdiction of incorporation or organization:  
**Metro Manila, Philippines**
  4. SEC Identification Number: **31168**
  5. BIR Tax Identification Code: **002-724-446-000**
  6. Address of Principal Office : **Xavier Estates Uptown  
Airport Road, Balulang, Cagayan de Oro City**  
Postal Code : **9000**
  7. Registrant's telephone number, including area code:  
**(63)(088)-8588784 or (63)(02) 638-6832 (Liaison Office)**
  8. Date, time and place of the meeting of security holders:  
**Date : 25 October 2017**  
**Time : 1 o'clock p.m.**  
**Place : Xavier Sports and Country Club  
Xavier Estates, Balulang,  
Cagayan de Oro City**
  9. Approximate date on which the Information Statement is first to be sent or given to security holders: **04 October 2017**
  10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA

<i>Titles of each Class</i>	<i>Number of Shares of Stock Outstanding</i>
Common Shares as of July 31, 2017	<b>2,079,437,823*</b>
Amount of Debt Outstanding as of December 31, 2016	<b>P2,566,287,303</b>
- \*1,732,865,522 outstanding shares, net of 1,014 treasury shares as of December 31, 2016
11. Are any or all of the registrant's securities listed on the Philippine Stock Exchange?  
( x ) Yes ( ) No

**WE ARE NOT ASKING YOU FOR A PROXY  
AND YOU ARE REQUESTED NOT TO SEND US A PROXY**

## INFORMATION REQUIRED IN INFORMATION STATEMENT

### GENERAL INFORMATION

#### Date, Time and Place Meeting of security holders.

Date : **October 25, 2017**  
Time : **1 o'clock p.m.**  
Place : **Xavier Sports and Country Club  
Xavier Estates, Balulang,  
Cagayan de Oro City**

Registrant's mailing address : **Rm. 3304-C 33<sup>rd</sup> Floor West Tower  
Ortigas, Pasig City  
(Liaison Office)**

Approximate date on which the Information Statement is first sent or given to security holders:  
**04 October 2017**

#### Dissenter's Right of Appraisal

There is no matter or item to be submitted to a vote or acted upon in the annual stockholders' meeting of ABCI which falls under the instances provided by law when dissenting stockholders can exercise their appraisal right. Generally, however, the stockholders of ABCI have the right of appraisal in the following instances: (i) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares or of authorizing preferences over the outstanding shares or of extending or shortening the term of corporate existence; (ii) in case any sale, lease, mortgage, pledge or other disposition of all or substantially all of the corporate property or assets as provided in the Corporation Code; and (iii) in case of merger or consolidation.

The appraisal right may be exercised by any shareholder who shall have voted against the proposed corporate action by making a written demand on ABCI within thirty (30) days after the date on which the vote was taken for payment of the fair market value of his share: *Provided*, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, ABCI shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and ABCI cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by ABCI within thirty (30) days after such award is made: *Provided*, that no payment shall be made to any dissenting stockholder unless ABCI has unrestricted retained earnings in its book to cover such payment; *Provided, further*, That upon payment by ABCI of the agreed or awarded price, the stockholder shall forthwith transfer his shares to ABCI.

## Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No current director or officer of ABCI, or nominee for election as director of ABCI or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

No director has informed ABCI in writing that he intends to oppose any action to be taken by the registrant at the meeting.

## CONTROL AND COMPENSATION INFORMATION

### Voting Securities and Principal Holders Thereof

(a)	Class of Voting Securities	Common shares
	Number of Shares Outstanding as of 31 July 2017	2,079,437,823

Common shares are the only equity securities registered and issued by the Company. As of July 31, 2017, 18,815,921 shares or 0.90% of the total outstanding shares are owned by Non-Filipinos.

- (b) Record Date: All stockholders of record as of 14 September 2017 are entitled to notice and to vote at the Annual Stockholders' Meeting.

At present, ABCI's Articles of Incorporation (AOI) provide that the Board of Directors shall have nine (9) members.

- (c) Manner of Voting: In the forthcoming annual stockholders' meeting, stockholders shall be entitled to elect nine (9) members to the Board of Directors. Each stockholder may vote such number of shares for as many as nine (9) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by nine (9) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by nine (9).



(d) Security ownership of Certain Record and Beneficial Owners

1. Owners of more than 5% of any class of registrant's voting securities as of July 31, 2017.

Title of Class	Name and Address of Record / Beneficial Owner	Relationship with Issuer	Name of Beneficial Ownership & Relationship with Record Owner	Citizenship	No. of Shares Owned	Percent of Class
Common	<b>PCD Nominee Corporation**</b> (adjusted) 37/F Enterprise Bldg., Makati City	PCD Nominee	various shareholders	Filipino / Foreign	797,347,278	38.34%
Common	<b>Walter W. Brown</b> No. 10 Temple Drive, Greenmeadows Q. C.	Chairman Emeritus	direct & indirect	Filipino	548,507,185	26.38%
Common	<b>Annabelle P. Brown</b> No. 10 Temple Drive, Greenmeadows Q. C.	Director	direct & indirect	Filipino	162,444,488	7.81%
Common	<b>Brownfield Holdings Incorporated</b> 10 Giraffe St., Greenmeadows Q. C.	Stockholder	direct	Filipino / Domestic Corp.	426,000,000	20.49%
Total					1,934,298,951	93.02%
<p>** PCD Nominee Corporation has a total shares of 1,677,564,525 or 80.67% of the outstanding capital stock (OCS) including clients - beneficial owners owning 5% or more as enumerated below:</p> <p>** The following are the PCD participants with shareholdings of 5% or more of the OCS:</p> <p><b>COL Financial Group, Inc.</b> 638,095,250 30.69% 2401-B East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City</p> <p><b>Campos, Lanuza &amp; Company, Inc.</b> 474,261,338 22.81% Unit 2003B East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City</p> <p><b>Maybank ATR-Kim Eng Securities, Inc.</b> 149,967,620 7.21% 17F, Tower One &amp; Exchange Plaza, Makati City</p> <p>** The following are the clients - beneficial owners of the PCD participants owning 5% or more of the OCS:</p> <p><b>Walter W. Brown (direct and indirect)</b> 366,081,373 17.60% No. 10 Temple Drive, Greenmeadows, Quezon City</p> <p><b>Annabelle P. Brown (direct and indirect)</b> 88,135,874 4.24% No. 10 Temple Drive, Greenmeadows, Quezon City</p> <p><b>Brownfield Holdings Incorporated</b> 426,000,000 20.49% 10 Giraffe St., Greenmeadows, Quezon City</p>						

- PCD Nominee Corporation, a wholly-owned subsidiary of Philippine Central Depository, Inc. ("PCD"), is the registered owner of the shares in the books of the Company's transfer agent in the Philippines. The beneficial owners of such shares are PCD's participants who hold shares on their behalf or in behalf of their clients. PCD is a private company organized by major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transaction in the Phil.
- Brownfield Holdings Incorporated is represented by its authorized officer as approved by its Board of Directors to vote or direct the voting or disposition of its shares.

2. Security Ownership of Management

Shares held by Directors and Executive Officers as of 31 July 2017.

Title of Class	Name of Beneficial Owner	Citizenship	No. of Shares Owned	Nature of Ownership (r/b)	% of Class
Common	Walter W. Brown	Filipino	548,507,185	direct & indirect	26.3777%
Common	Annabelle P. Brown	Filipino	162,444,488	direct & indirect	7.8119%
Common	Robertino E. Pizarro	Filipino	6,579,129	direct & indirect	0.3164%
Common	Elpidio M. Paras	Filipino	1,581	r/b	0.0001%
Common	Antonio S. Soriano	Filipino	501,581	r/b	0.0241%
Common	Thomas G. Aquino	Filipino	1,500	r/b	0.0001%
Common	Roel Z. Castro	Filipino	1,001,500	r/b	0.0482%
Common	Joselito H. Sibayan	Filipino	146,400	r/b	0.0070%
Common	Marie Antonette U. Quinito	Filipino	120	r/b	0.0000%
Common	Joel A. Bañares	Filipino	0		0.0000%
Common	John L. Batac	Filipino	0		0.0000%
Total			719,183,484		

(e) Changes in Control. There had been no change of control in the company that had occurred since the beginning of the last fiscal year. Furthermore, management is not aware of any arrangement which may result in a change in control of the company.

(f) Voting Trust Holder. No person holds 5% or more of the common stock of the company under a voting trust or similar agreement.

## **Directors and Executive Officers**

### *Incumbent Directors and Executive Officers*

The Company's Board of Directors is responsible for the overall management of the business and properties of the Company. The Board of Directors is composed of nine (9) members, each of whom serves for a term of one year until his/her successor is duly elected and qualified. None of the board members and officers is employed with the government as certified by the corporate secretary. Please see Annex D.

The following are the current members of the Board of Directors who have likewise been nominated for re-election to the Board for the ensuing year except for Marie Antonette U. Quinto who has decided not to seek re-election. The information on the business affiliations and experiences of the above-named directors, officers and new nominees, as shown below, are current and/or within the past five years:

### **WALTER W. BROWN, Chairman Emeritus**

Walter W. Brown, Filipino, 78, Chairman Emeritus. He became Director of A Brown Company, Inc.\* in December 1966. He is also the Chairman of Palm Thermal Consolidated Holdings Corporation, Palm Concepcion Power Corporation, PeakPower Energy Inc., A Brown Energy & Resources Dev't. Inc. and Director of Monte Oro Resources and Energy, Inc. He also holds concurrent positions with other publicly-listed companies as Director/President and CEO of Apex Mining Company, Inc. and Director of Atok-Big Wedge Co., Inc.

He received two undergraduate degrees: B.S. Physical Science (1959) and B.S. Geology (1960), both from the University of the Philippines, and post graduate degrees from Stanford University: M.S. Economic Geology (1963), and Ph.D. in Geology, Major in Geochemistry (1965). He was also a candidate in Master of Business Economics (1980) from the University of Asia & Pacific (formerly Center for Research & Communications).

He was formerly associated with the following Philippine listed companies as Chairman or as President or Director: Philex Mining Corporation, Atlas Consolidated Mining Co., Petroenergy, Philippine Realty & Holdings Corporation, Dominion Asia Equities, Inc. (Belle Corp.), Palawan Oil & Gas Exploration (Vantage Equities), Sinophil Corporation (Premium Leisure Corp.), Semirara Coal Corporation (Semirara Mining Corp), and Vulcan Industrial and Mining Corporation. He also held a position in the following companies: National Grid Corporation of the Philippines, Philodrill Corporation,<sup>7</sup> Seas Oil Company, Inc. (Abacus), Universal Petroleum (Universal Rightfield), Asian Petroleum Corporation, Acoje Mining Corporation, Surigao Consolidated Mining Inc., (Suricon), San Jose Oil, Seafront Petroleum, and Basic Petroleum. He was also Technical Director of Dragon Oil, a company listed on the London Stock Exchange.

He is currently the Chairman and Director of Family Farm School (PPAI), Chairman and President of Studium Theologiae Foundation, Member of the Board of Trustees of Xavier University from 2003 to 2014 as Vice Chairman from 2006-2014 and member of the Geological Society of the Philippines.

*\* He was an incorporator/director when the company was incorporated on December 21, 1966 as Bendaña Brown Pizarro and Associates, Inc. The company was ultimately renamed to A Brown Company, Inc. on July 1, 1993.*

**ANNABELLE P. BROWN, Director**

Ms. Annabelle P. Brown, Filipino, 75. She became Director of A Brown Company, Inc.\* in December 1966. She holds the position of: Treasurer since 1993 to July 2011, Chairman of the Committee on Corporate Culture and Values Formation and Executive Committee and Member of the Compensation Committee.

She is President and Director of PBJ Corporation; Chairman of the Board of Petwindra Media Inc.; Treasurer of Brown Resources Corporation; Treasurer/ Director of Bendana-Brown Holdings Corporation, Pine Mountain Properties Corporation. She is also a Director of the following corporations: North Kitanglad Agricultural Corp., Cogon Corporation and Shellac Petrol Corp. She has no directorship in other publicly-listed companies.

Her civic involvement includes: Founding Chairperson of Alalay sa Pamilya at Bayan (APB) Foundation, Inc. (2009 to present), Development Advocacy for Women Volunteerism (DAWV) Foundation, Inc. (1988 to present), Professional and Cultural Development for Women (PCDW) Foundation, Inc. (1979 to present); Consultant/Moderator of EDUCHILD Foundation, Inc. (1985 to present) and Chair of the Rosevale School, CDO (2011 to present).

Mrs. Brown holds a Bachelor of Science in Business Administration degree from the University of the Philippines, Diliman, Quezon City and is a candidate for a degree in Masters in Business Economics at the University of Asia and Pacific (formerly CRC).

For her outstanding contribution to the academe, business and socio-community development, Mrs. Brown is a recipient of several awards and citation, latest are the 2010 Soroptimists Award and 2010 UPCBA Distinguished Alumna Award.

*\* She was an incorporator/director when the company was incorporated on December 21, 1966 as Bendaña Brown Pizarro and Associates, Inc. The company was ultimately renamed to A Brown Company, Inc. on July 1, 1993.*

**ANTONIO S. SORIANO, Director**

Atty. Antonio S. Soriano, Filipino, 69, Director from Aug 2007 to present and Corporate Secretary (June 2002 to Nov. 2008). He obtained his Bachelor of Laws Degree from the University of the East in 1974 and was admitted to the Bar in 1975. He is the Senior Managing Partner of Soriano, Saarenas & Llido Law Office. He acts as the Corporate Secretary of the following: RISE Foundation, Inc. (1994 to present), ICS Development Corporation (1980 to present), PACEMAN General Services (1993 to present), Kagayhaan-Davao Resources Management Corporation (1994 to present), Kagayhaan - Cagayan de Oro City Resources Management Corporation (1993 to present), Chairman of Xavier Sports and Country Club (2000 to present), and Roadside Shops, Inc. (2000 to present). He is the Chairman of Cagayan de Oro Medical Centre, Philippine National Red Cross-Misamis Oriental and First Industrial Plastic Ventures, Inc. (present). He is also active in civic and professional organizations like Integrated Bar of the Phils. – Misamis Oriental Chapter (Vice-President 1984-1986), Rotary Club of Cagayan de Oro City (IPP & SAG), Philippine Association of Voluntary Arbitrators (member - 1994) and Court of Appeals Mediation-Mindanao Station (member - 2007). He was also elected as Vice Mayor of Cagayan de Oro City from 1992-1995 and member of the City Council of the same city from 1988-1992. During his tenure he was able to pass several ordinances and resolutions that contributed to the development of the City. He has no directorship in other publicly-listed companies.

### **ROBERTINO E. PIZARRO, Director and Chairman**

Mr. Robertino E. Pizarro, Filipino, 62, was the President of the company from August 2003 to September 2016. He was elected as Executive-Chairman on September 28, 2016. On March 28, 2017, his designation as Executive Chairman was changed to Chairman. He finished the course on Strategic Business Economic Program at University of Asia and the Pacific (Aug 2002–Aug 2003). Currently, he is the President of Cagayan de Oro Chamber of Commerce and Industry. He is also the President of ABERDI, Brown Resources Corporation, NAKEEN Corporation (February 26, 1997 to present), Xavier Sports and Country Club (1999 to present), Simple Homes Development, Inc., Bonsai Agricultural Corporation and Minpalm Agricultural Co., Inc. (2004 to present). Former President and now Director of Philippine Palmoil Development Council, Inc. (PPDCI). He has no directorship in other publicly-listed companies.

### **ELPIDIO M. PARAS, Independent Director**

Engr. Elpidio M. Paras, Filipino, 65, Independent Director, June 28, 2002 to present. He obtained his Bachelor of Science major in Mechanical Engineering from the De La Salle University (1974). He is the President and CEO of Parasat Cable TV, Inc. (1991 to present), UC-1 Corporation (2002 to present), Arriba Telecontact, Inc. (2005 - present). , Trustee - Promote CDO Foundation, Inc. (2005 to present), President – Cagayan de Oro Chamber (2007), Chairman of the Board of Trustees – Xavier University (2007 to 2016) and independent director of Southbank. He is a founding member of the Philippine Society for Orphan Disorders (PSOD). He was also a Board member of the Cagayan de Oro International Trade and Convention Center Foundation, Inc. (2005). He is also a member of PhilAAPA (Philippine Association of Amusement Parks& Attractions), and Member of the Board of trustees of Maria Reyna-Xavier University Hospital, Inc. (MRXUH).He was also three time Pres. and Chairman of the Philippine Cable TV Association and currently he is the Vice President for Mindanao area. He has no directorship in other publicly-listed companies.

### **THOMAS G. AQUINO, Independent Director**

Dr. Thomas G. Aquino, Filipino, 68, Independent Director since March 12, 2012 to present. He has professional expertise in several fields namely business strategy, trade, investments and technology promotions, industrial policy and international trade negotiations.

He is Senior Fellow at the Center for Research and Communication of the University of Asia and the Pacific (UA&P). He specializes in economic policy related to reinvigorating manufacturing for regional and global competition. He is Chairman of NOW Corporation, a publicly-listed firm engaged in telecommunications, media and technology, and an Independent Director of Alsons Consolidated Resources Inc., also a publicly listed firm involved in property development and power generation in Mindanao. He is Vice-Chairman of Knowledge Professionals Service Cooperative Inc., a cooperative among knowledge professionals committed to advance Philippine IT competencies in various fields of endeavour

Dr. Aquino was formerly Senior Undersecretary of the Philippine Department of Trade and Industry. He managed international trade promotions by assisting exporters to the country's trade partners and led the country's trade negotiations work in the World Trade Organization and Asean Economic Community and representation in Asia Pacific Economic Cooperation. He was the lead negotiator for the Philippines-Japan Economic Partnership Agreement, the first bilateral free trade agreement for the Philippines. He was conferred the Presidential Service Award (or Lingkod Bayan) for extraordinary contribution of national impact on public interest, security and patrimony and was recipient of the Gawad Mabini Award with the rank of Grand Cross (or Dakilang Kamanong) for distinguished service to the country at home and abroad by the President of the Republic of the Philippines.

He obtained a Doctorate in Management from IESE Business School, University of Navarre (Spain) in 1980, an MS in Industrial Economics from the Graduate School of CRC (now UA&P) in 1972 and an AB in Economics from the School of Economics, University of the Philippines in 1970.

#### **ROEL Z. CASTRO, Director and President & Chief Executive Officer\***

Mr. Roel Z. Castro, Filipino, 50, President and Chief Executive Officer joined the company on May 2010 and has become a Director since December 2012. He finished his Bachelor of Science in Agricultural Business degree at the University of the Philippines – Los Baños with Best Special Problem (Thesis) Award in 1988. He also earned his Master in Management at Asian Institute of Management with commendation from the faculty in 1997.

He had written and presented technical articles such as Issues and Concerns in Agri-Enterprises Development in the Philippines and Investment Portfolio on Renewable Energy Projects in the Philippines, among others. His broad range of experience in general management covers: project management and development, brand marketing and management, financial management, financial valuation and modelling, agri-business systems, policy analysis, development banking and corporate planning, strategic planning and organizational development

Currently, Mr. Castro is the President of the following companies: Palm Thermal Consolidated Holdings Corp., Palm Concepcion Power Corporation, Peakpower Energy, Inc., Peakpower Soccargen, Inc., Peakpower San Francisco, Inc., Peakpower Bukidnon, Inc., Hydro Link Projects Corp. These companies are engaged in power generation such as coal-fired, bunker-fired and hydro power. He is also President of Brownfield Holdings Inc., a private firm that has shares in ABCI and operates as an investment holding company. He has no directorship in other publicly-listed companies.

Before his stint as President and Chief Executive Officer in ABCI, he held the position as EVP for Business Development. He became the Head of the Corporate Affairs Department and Concurrent Special Assistant to the President/CEO of National Grid Corporation of the Philippines (NGCP). He was appointed as the Chief Finance Officer of Monte Oro Resources and Energy, Inc. (MORE) and Monte Oro Grid Resources Corporation (MOGRC). He held also various posts in other local power consulting companies. He also became the Country Head Marketing and Member of Country Leadership Team of Syngenta Philippines, Inc.; Enterprise and Investment Specialist and Area Head of Louie Berger International, Inc. (Phils.), Growth with Equity in Mindanao (GEM) Program. He rose from various positions in Mindanao Development Bank from Special Assistant to the Managing Director, Partnership Officer, Senior Manager of the Corporate Planning Unit and Assistant Vice President of the Corporate Support Division.

Recently, he was elected as Board of Director of the Philippines-Korea Economic Council (PHILKOREC).

*\*He was elected as President on September 28, 2016. On March 28, 2017, his designation as President was changed to President and Chief Executive Officer.*

#### **JOSELITO H. SIBAYAN, Director and Treasurer\***

Joselito H. Sibayan, 59, Filipino, was appointed as Director and Treasurer of A Brown Company, Inc. on March 28, 2017. Currently, he is an Independent Director of Apex Mining Co. Inc. and SM Prime Holdings, Inc., publicly-listed companies. He is also President and CEO of Mabuhay Capital.

Prior to forming Mabuhay Capital, he was the Vice-Chairman of Investment Banking-Philippines and Philippine Country Manager for Credit Suisse First Boston (1998-2005). He held various

positions from Senior Vice-President, Head of International Fixed Income Sales to Executive Director and Chief Representative at Natwest Markets (1993-1998). He was also the Head of International Fixed Income Sales at Deutsche Bank in New York (1988-1993). He spent 30 years in investment banking with experience spanning securities sales and trading, capital-raising, and mergers & acquisitions advisory.

Mr. Sibayan obtained his MBA from the University of California in Los Angeles and his B.S. Chemical Engineering from De La Salle University – Manila.

*\*The temporary designation of Mr. Sibayan has ceased with the appointment of Mr. Joel A. Bañares as Treasurer on May 04, 2017.*

### **MARIE ANTONETTE U. QUINITO, Chief Finance Officer**

Atty. Marie Antonette U. Quinito, 40, Filipino, joined the A Brown Group of Companies in November 2013 as Comptroller. She was appointed as Chief Finance Officer effective September 1, 2015. She finished her Bachelor of Science in Accountancy at the University of San Carlos Cum Laude in 1997 and became a Certified Public Accountant on the same year. She finished her Master in Business Administration at Southwestern University last May 2003. She finished her Bachelor in Laws at Xavier University Ateneo de Cagayan and was admitted to the Bar last 2011. She has taken up twenty four (24) units in Doctor in Education Planning and Supervision at COC Phinma. She has also taken courses with institutions such as the Asian Institute of Management and American Management Association.

She started as a Staff Auditor of Sycip, Gorres Velayo and Company, CPAs then joined the SM Group of Companies for 15 years. She has no directorship in other publicly-listed company.

#### *New Nominee for Directorship*

### **JOEL BAÑARES, Treasurer**

Joel A. Bañares, 59, Filipino, was appointed Treasurer of A Brown Company Inc. on May 4, 2017.

He is currently a financial advisor to various power and infrastructure-related projects and is Managing Director/President of St. Arnold Development Corp. His previous corporate finance experiences included serving as Chief Financial Officer of the National Grid Corporation of the Philippines (2009-2010) and of the National Steel Corp. (1996-1997). He was an independent director of publicly-listed Marcventures Holdings Corp. (2010-2013). He started off his career in the field of finance as a banker at the Philippine National Bank where he worked for six years (1983-1989) and rose to the position of Vice President. He became president of two stock brokerage firms, First Peninsula Securities Corp. and Wincorp Securities Corp., during the '90s. He had a stint in government as Undersecretary of Finance, in charge of International Finance and Privatization from 1998 to 2001.

Mr. Bañares obtained his MBA from the Wharton School of the University of Pennsylvania and his B.S. in Business Economics from the University of the Philippines, Diliman. He is a Fellow of the Institute of Corporate Directors.

### **Nomination of Independent Directors and Procedure for Nomination**

Messrs. Elpidio Paras and Thomas Aquino, qualify as independent directors of the Company pursuant to Rule 38 of the Implementing Rules of the Securities Regulation Code and the Corporation's Manual on Corporate Governance.

In compliance with the requirements of the Securities and Exchange Commission's Guidelines on the Nomination and Election of Independent Directors which have been adopted and made part of the Corporation's By-Laws, the Nomination Committee, in a meeting held on 18 April 2017, endorsed the nominations given in favor of Messrs. Paras (by Robertino E. Pizarro) and Aquino (by Mr. Roel Z. Castro). The Nomination Committee has determined that these nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in Rule 38 of the Implementing Rules of the Securities Regulation Code. The nominated independent directors are in no way related to the stockholders who nominated them.

The Members of the Nomination Committee are as follows:

Chairman: Dr. Thomas G. Aquino, Independent Director  
Members: Engr. Elpidio M. Paras, Independent Director  
Roel Z. Castro

Please see pages 23 to 25 for the Certification of Qualification of Independent Directors

### **Executive Officers of ABCI**

**ROBERTINO E. PIZARRO, Chairman** (refer above for his profile)

**ROEL Z. CASTRO, President & Chief Executive Officer** (refer above for his profile)

**RENATO N. MIGRIÑO, Director and Treasurer**

Mr. Renato N. Migriño, 68, Filipino, was appointed as Treasurer of A Brown Company, Inc. effective September 1, 2015. Currently, he is also the Treasurer of Apex Mining Company, Inc. and an Independent Director of Mabuhay Vinyl Corporation. These companies are listed in the Philippine Stock Exchange.

Prior to his joining A Brown, Mr. Migriño was Treasurer, Chief Financial Officer, Senior Vice President for Finance, and Compliance Officer of Philex Mining Corporation, Director and Chief Financial Officer of Philex Gold Inc., and Director of FEC Resources Inc., Silangan Mindanao Mining Co., Inc., Brixton Energy & Mining Corporation and Lascogon Mining Corporation. He was also formerly Senior Vice President & Controller of Benguet Corporation.

*\*He resigned as Director and Treasurer on March 28, 2017*

**JOEL A. BAÑARES, Treasurer** (refer above for his profile)

**MARIE ANTONETTE U. QUINITO, Chief Finance Officer** (refer above for her profile)

**JOHN L. BATAAC, Vice-President – Construction and Development**

Engr. John L. Bataac, Filipino, 48, AVP from Aug 2008 until he was appointed as VP effective June 2014. He is a Civil, Sanitary and Geodetic Engineer. He graduated from the University of the East in 1991 for his Civil Engineering course, at National University in 1994 for Sanitary Engineering and at The University of Northern Eastern Philippines in 1998 for Geodetic Engineering. He used to be an Instructor at International Training Center for Surveyors (Sept 1991 to April 1995), a Manager for Project Development of A Brown Company, Inc. (May 1995 to July 2000) and a Technical Consultant of Green Square Properties Corp. (2000 to 2008) . He is also a member of the following organizations: Philippine Institute of Civil Engineers (PICE), Philippine Society of Sanitary Engineers (PSSE) and Geodetic Engineers of the Philippines (GEP).

## **Other Officers**

### **JASON C. NALUPTA, Corporate Secretary**

Jason C. Nalupta, Filipino, 45, is the Corporate Secretary of the Corporation. He is also currently the Corporate Secretary or Assistant Corporate Secretary of listed firms Asia United Bank, Belle Corporation, Crown Asia Chemicals Corporation, and Pacific Online Systems Corporation. He is also a Director and/or Corporate Secretary or Assistant Corporate Secretary of private companies Sino Cargoworks Agencies, Inc., Falcon Resources, Inc., Mercury Ventures, Inc., Total Gaming Technologies, Inc., Parallax Resources, Inc., SLW Development Corporation, Metropolitan Leisure & Tourism Corporation, Sagesoft Solutions, Inc., Radenta Technologies, Inc., Xirrus, Inc., Glyphstudios, Inc., Loto Pacific Leisure Corporation, and Sta. Clara International Corporation. He is a Partner at Tan Venturanza Valdez Law Offices specializing on corporate, securities, and business laws. Mr. Nalupta earned his Juris Doctor degree, as well as his Bachelor of Science degree in Management (major in Legal Management), from the Ateneo de Manila University in 1996 and 1992, respectively. Mr. Nalupta was admitted to the Philippine Bar in 1997.

### **ANNA FRANCESCA C. RESPICIO, Asst. Corporate Secretary**

Anna Francesca C. Respicio, Filipino, 31, is the Assistant Corporate Secretary. She is the incumbent Corporate Secretary or Assistant Corporate Secretary of the following publicly-listed companies, I-Remit, Inc., Jolliville Holdings Corporation, Discovery World Corporation, and First Abacus Financial Holdings Corporation, as well as the following registered corporations: Sterling Bank of Asia, Inc. (A Savings Bank), Tagaytay Highlands International Golf Club, Inc, and The Spa and Lodge at Tagaytay Highlands, Inc

Atty. Respicio obtained her Bachelor of Arts degree (major in Philosophy) in 2007 and her Juris Doctor degree in 2011 from the Ateneo de Manila University. She is currently a Senior Associate at Tan Venturanza Valdez. She was admitted to the Philippine bar in April 2012.

## **Significant Employees**

The Company values its human resources. It expects every employee to perform the function assigned to him and to contribute in achieving the Company's goals. While each employee's role is important, there is no employee, other than the executive officers, who is expected by the Company to make a significant contribution to the business.

## **Family Relationships**

Walter W. Brown, the Chairman Emeritus of the Company, is married to Annabelle Pizarro Brown., Robertino E. Pizarro, the Chairman of the Corporation, is the brother of Annabelle Pizarro Brown. Ma. Cristina P. Pizarro, a Consultant of ABCI is the wife of Robertino E. Pizarro. The Operations Consultant of ABERDI, Juan Paolo Pizarro is the son of Robertino E. Pizarro and Ma. Cristina P. Pizarro.

## **Involvement in Certain Legal Proceedings**

The Company has no knowledge of any involvement by the members of the Board of Directors or Executive Officers in any legal proceeding affecting or involving themselves or their properties, or of said persons being subject to any order, judgment or decree before any court of law or



administrative body in the Philippines. Neither have said persons filed any petition for suspension of payments or bankruptcy/ insolvency nor have been convicted by final judgment of any violation of a securities or commodities law or any offense punishable by laws of the Republic of the Philippines or any other country during the past five (5) years up to the latest date.

### Certain Relationships and Related Transactions

The company, being a parent company, in its regular course of trade or business, enters into transactions with its subsidiaries consisting of reimbursement of expenses, purchase of other assets, construction and development contracts, management, marketing and service agreements. Sales and purchases of goods and services to and from related parties are made at arms-length transaction.

No other transaction was undertaken by the Company in which any Director or Executive Officers was involved or had a direct or indirect material interest except on the receipt of loan in 2012 from the family of Dr. Walter W. Brown amounting to ₱107,280,000. ABCI availed additional loan amounting to ₱ 60,000,000 in 2014, ₱ 50,000,000 in 2015 and ₱191,000,000 in 2016 excluding re-availment.

The parent company purchased 29,376,039 ordinary shares of PhiGold Limited on November 29, 2011. Before the transaction, Dr. Walter W. Brown, ABCI Chairman of the Board has an interest in PhiGold Limited through his shareholdings under Strait Fire Capital, Limited, the seller of the 18,230,833 ordinary shares. Strait Fire Capital, Limited is a company registered in the British Virgin Islands. As of the end of 2012, ABCI has paid the Strait Fire payable.

Related Party Transactions are also discussed in Note 19 of the Audited Consolidated Financial Statements.

For the past five years, the Company did not enter into any contract with promoters.

### Disagreement with Director

None of the directors have resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders because of disagreement with the Company on any matter relating to the Company's operations, policies or practices.

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Summary Compensation

Name	Position	As of December 31, 2016			2017 (Estimates)		
		Salary	Per Diem*	Others/Bonus	Salary	Per Diem*	Others/Bonus
Walter William B. Brown	Executive Chairman, then Chairman Emeritus						
Robertino E. Pizarro	President, then Executive Chairman						
John L. Batac	VP- Construction & Dev't.						
Marie Antonette U. Quinto	Chief Finance Officer						
Ma. Theresa E. Merto	Sr. Sales & Marketing Manager						
all above-named Directors & Officers as a group		18,584,324	205,000	2,508,197	12,480,000	481,000	1,040,000
all other officers and directors as a group unnamed		16,329,250	645,000	3,441,671	24,700,275	1,166,000	2,058,356

\* includes travel allowance

Name	Position	As of December 31, 2015			2016 (Estimates)		
		Salary	Per Diem*	Others/Bonus	Salary	Per Diem*	Others/Bonus
Walter William B. Brown	Chairman						
Robertino E. Pizarro	President						
Rosa Anna Duavit-Santiago	VP/ Chief Finance Officer						
John L. Batac	VP- Construction & Dev't.						
Marie Antonette U. Quinito	Controller, then CFO						
all above-named Directors & Officers as a group		20,637,365	162,000	2,826,270	16,397,647	191,000	1,406,471
all other officers and directors as a group unnamed <i>* includes travel allowance</i>		21,290,705	575,000	3,551,735	19,145,919	736,000	1,595,493

### **Directors**

The regular directors receive P10,000 while the Chairman of the Board and Independent Directors receive P15,000 as per diem for every board and committee meeting. As provided in the By-Laws Article V, Section 1 (as amended and adopted by the BOD on March 12, 2012 and approved by SEC on June 13, 2012), a bonus may be distributed to the members of the Board of Directors, officers and employees “upon the recommendation of the Compensation and Remuneration Committee and shall not exceed ten (10) per centum of the net income of the corporation (excluding the unrealized equity in the net earnings of affiliated and subsidiary corporations) before this bonus and taxes of the preceding year or preceding years if in a cumulative basis...” The said bonus is to be pro-rated with respect to Director’s attendance and for those who have served for less than one year.

### **Officers**

The Company adopts a performance-based compensation scheme as incentive. Payments to all senior personnel from Manager and up were all paid in cash. The total annual compensation includes the basic salary and other variable pay (performance bonus and other taxable income). Each executive officer executed an employment contract with the Company for an indefinite period (the terms and conditions of which are in accordance with existing laws) and is entitled to receive retirement benefits in accordance with the terms and conditions of the Company’s BIR-registered Employees’ Retirement Fund.

Other than the previously exercised stock option plan, there are no stock, non-cash compensation, warrants or options granted to the officers and directors. There are no other material term or other arrangement, other than the above to which any Director / officer named above was compensated.

### **INDEPENDENT PUBLIC ACCOUNTANTS**

The accounting firm of Constantino Guadalquiver & Co., (CG & Co.) was duly appointed as the Independent Public Accountants on 28 August 2009. Representatives of CG & Co. shall be present during annual meetings and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed.

There was no instance that CG & Co. had any disagreement relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure. Per SEC Memo Circular

of 2005 – Amendments to SRC Rules 68 and 68.1, “... the external auditors shall be rotated every after five (5) years of engagement. In case of a firm, the signing partner shall be rotated every after said period. The reckoning date for such rotation shall commence in year 2002...” For five consecutive years, from 2009 to 2013, Rogelio M. Guadalquiver has been the Partner-In-Charge of the independent examination. For the audit year 2014 and 2015, Annalyn B. Artuz is the Partner-In-Charge. After the two (2) years cooling off period, Rogelio M. Guadalquiver is again the Partner-In-Charge.

The company is compliant with SRC Rule 68, paragraph 3(b)(iv) on the five (5) year rotation requirement for external auditors.

Section IV of Annex C - Audit Committee Charter of our Revised Manual on Corporate Governance provides that the Audit Committee constituted by the Board of Directors shall be primarily responsible for the appointment, compensation, retention, rotation and oversight of the independent directors. Pursuant to this Manual provision, the Audit Committee approved the re-appointment of Constantino Guadalquiver & Co. (CG & Co.), a member practice of Baker Tilly International as the company’s independent directors.

Members of the Audit Committee and Risk Committee are as follows:

Chairman: Engr. Elpidio M. Paras, Independent Director  
Members: Dr. Thomas G. Aquino, Independent Director  
Atty. Antonio S. Soriano, Director

## **ISSUANCE AND EXCHANGE OF SECURITIES**

### **Financial and Other Information**

Please see Management Report and Annexes:

Annex A – Management’s Discussion and Analysis

Annex B – Audited Financial Statements for 2016

Annex C – Sample Proxy Form

Annex D – Certification that none of the board members and officers is employed with the Government

Annex E – SEC 17-Q for the 2nd Quarter of 2017

### **AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE**

The Corporation issued only one class of equity securities which is Common Stock. As of December 31, 2016, the authorized capital stock is Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares with subscribed and issued capital stock of One Billion Seven Hundred Thirty Two Million, Eight Hundred Sixty Six Thousand and Five Hundred Thirty Six Pesos (P1,732,866,536) divided into One Billion Seven Hundred Thirty Two Million, Eight Hundred Sixty Six Thousand and Five Hundred Thirty Six (1,732,866,536) Common Shares.

The increase in authorized capital stock from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares will increase the authorized capital stock by Three Billion Pesos (P3,000,000,000.00) divided into Three Billion (3,000,000,000) Common Shares in two tranches.

The company's Revised Manual on Corporate Governance listed the following shareholders' rights: Voting Right, Pre-emptive Right, Power of Inspection, Right to Information, Right to Dividends and Appraisal Right among others.

The Seventh Article of the Amended Articles of Incorporation provided that, "shareholders have no Pre-emptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors as provided for in Section 39 of the Corporation Code of the Philippines.

Other stockholders' rights concerning Annual/Special Stockholders' Meeting are as follows: Right to attend and vote in person or by proxy; Right to elect and remove directors; Right to adopt and amend or repeal the by-laws or adopt new by-laws; Right to approve certain corporate acts; Right to compel the calling of meetings of stockholders when for any cause there is no person authorized to call a meeting; Right to be furnished the most recent financial statement and to receive a financial report of corporation's operations.

## **AMENDMENTS OF CHARTER, BY-LAWS & OTHER DOCUMENTS**

The increase in the Corporation's authorized capital stock is to be implemented in two tranches, as follows:

- a. First, an increase by One Billion Three Hundred Million Pesos (P1,300,000,000.00), divided into One Billion Three Hundred Million (1,300,000,000) Common Shares and out of said increase, the Twenty Percent (20%) stock dividend declaration is to be issued which is approximately 346,573,104 Common Shares.
- b. Second, an increase of up to One Billion Seven Hundred Million Pesos (P1,700,000,000.00), divided into One Billion Seven Hundred Million (1,700,000,000) Common Shares, to be issued, together with the remaining authorized but unissued capital stock of the Corporation in a capital raising exercise that may be undertaken by the Corporation subsequent to the issuance and listing of the 20% stock dividend declaration.

The August 8, 2016 BOD's proposed amendments in the Articles of Incorporation were approved by stockholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting on September 28, 2016.

The application on the first tranche of the increase in authorized capital stock was submitted to the Securities and Exchange Commission on December 29, 2016 and subsequently approved the amendment on January 11, 2017, to wit:

"Amendment to paragraph 7: "That the amount of capital stock of this Corporation is Three Billion Three Hundred Million Pesos (P 3,300,000,000.00), Philippine Currency and the said capital stock is divided into Three Billion Three Hundred Million (3,300,000,000) shares with a par value of One Peso (P1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

The documents required on the application to the increase in authorized capital stock for the second tranche were not yet submitted to the SEC as of March 28, 2017.

## OTHER MATTERS

### Action with Respect to Reports

The Company will seek the approval by the stockholders of the 2016 Operations and Results, contained and discussed in the annual report attached and made part of this Information Statement. Approval of the reports will constitute approval and ratification of the acts of Management and of the Board of Directors for the past year.

### Other Proposed Actions

The following are to be proposed for approval during the stockholders' meeting:

1. Minutes of the Previous Meeting of Stockholders
2. 2016 Operations and Results
3. Ratification of all Acts of the Board of Directors and Officers
4. Election of Directors for 2017-2018
5. Re-appointment of Constantino Guadalquivier & Co., CPAs as External Auditors
6. Other Matters

The items covered with respect to the ratification of the acts of the Board of Directors and officers for the past year up to the date of the meeting are those items entered into in the ordinary course of business, with those of significance having been covered by appropriate disclosures such as:

- a.) Membership in the relevant committees such as the Executive, Audit, Nomination, Governance, Compensation, Risk and Corporate Culture and Values Formation Committees;
- b.) Designation of authorized signatories;
- c.) Financing activities;
- d.) Opening of accounts;
- e.) Appointments in compliance with corporate governance policies; and
- f.) Funding support for projects

Management reports which summarize the acts of management for the year 2016 are included in the company's Annual Report to be sent to the stockholders together with this Information Statement and shall be submitted for approval by the stockholders at the meeting. Accordingly, approval of the Annual Report will constitute approval and ratification of the acts of Management stated in the Management Report during the period covered thereby.

### Voting Procedure

The procedure to be followed will be in accordance with the By-Laws (Article 1, Section 5) Voting: "At every meeting of stockholders, every stockholder with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the Company, provided, however, that in the case of the election of Directors every stockholder with voting privilege shall be entitled to accumulate his votes in the manner provided by law. Every Stockholder entitled to vote any meeting of stockholders may vote by proxy, provided that the proxy shall have been appointed in writing by the stockholders himself, or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to the Secretary and the Inspectors of election shall be lodged with the Secretary at the time of the meeting if he shall so request."

For motions on other corporate matters that will be submitted for approval and for such other matters as may properly come before the Meeting, a vote of the majority of the shares present or represented by proxy at the meeting is necessary for their approval. Voting shall be done viva voce

or by raising of hands and the votes for or against the matter submitted shall be tallied by the Corporate Secretary and shall be validated by an independent party.

**OMITTED ITEMS**

Items 10, 12, 13, and 14 are not responded to herein the Corporation not intending to take any action with regard to the same during the stockholders' meeting.

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ELPIDIO M. PARAS**, Filipino, of legal age with address at 12 Gemini St., Villa Ernesto, Gusa, Cagayan de Oro City, after having been duly sworn to in accordance with law do hereby declare that:

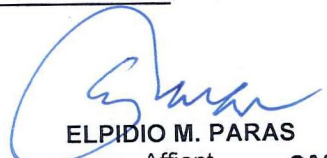
1. I am a nominee as Independent Director of **A BROWN COMPANY, INC.** and I have holding said position since June 2002.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Parasat Cable TV, Inc	President & CEO	1991 - present
Arriba Telecontact, Inc.	President & CEO	2005 - present
Phil. Cable TV Association	Chairman of the Board	2000 - 2008
Phil. Cable TV Association	President & Chairman	2010 - 2012
Phil. Cable TV Association	Vice President for Mindanao Area	2015 - present
Promote CDO Foundation, Inc.	Trustee	2005 - present
Cagayan de Oro Chamber	President	2007 - 2008
Xavier University	Chairman of the Board of Trustees	2007 - 2016
CDO ICT Committee	Member	2005 - present
Cagayan de Oro International Trade and Convention Center Foundation, Inc.	Board Member	2005 - 2010
UC-1 Corporation	President & CEO	2002- present
Philippine Association of Amusement Parks & Attractions	Member	2012 - present
Jade Cable TV Systems, Inc.	President & CEO	1991- present
Accolade Resources, Inc.	Director	2012- present
Maria Reyna- Xavier University Hospital, Inc.	Member of the Board of Trustees	2012- present
Southbank	Independent Director	2014- present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **A Brown Company, Inc.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the other director/officer/substantial shareholder of **A BROWN COMPANY INC. and its subsidiaries and affiliates** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not affiliated with any agency or instrumentality of the Philippine Government, including any of the government-owned and controlled corporations.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
8. I shall inform the Corporate Secretary of **A BROWN COMPANY, INC.** of any changes in the abovementioned information within five days from its occurrence.

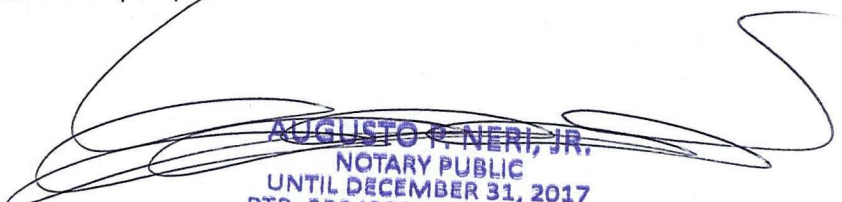
Done, this \_\_\_\_ day of \_\_\_\_\_, at \_\_\_\_\_  
**APR 27 2017** **CAGAYAN DE ORO CITY**

  
**ELPIDIO M. PARAS**

**APR 27 2017** Affiant **CAGAYAN DE ORO CITY**

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiant personally appeared before me and exhibited to me his passport no. EB9957346 issued on January 10, 2014 as his competent evidence of identity.

Doc. No. 70;  
 Page No. 14;  
 Book No. 108  
 Series of 2017

  
**AUGUSTO P. NERI, JR.**  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2017  
 PTR 3324238 12-27-16 CDO  
 IBP 1059513 01-06-17 CDO  
 ROLL NO. 30260 5-9-80; TIN 129-045-747  
 MCLE COMPLIANCE NO. VI-0000820  
 ISSUED ON 09-29-16 PASIG CITY  
 NC-2016-051



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **THOMAS G. AQUINO**, Filipino, of legal age with address at 24 Barcelona St., Merville Park, Paranaque City 1709, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee as Independent Director of **A BROWN COMPANY, INC.** and I have holding said position since March 2012.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
NOW Corporation	Chairman	2011-present
Alsons Consolidated Resources, Inc.	Independent Director	2011-present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **A Brown Company, Inc.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the other director/officer/substantial shareholder of **A BROWN COMPANY INC. and its subsidiaries and affiliates** other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not affiliated with any agency or instrumentality of the Philippine Government, including any of the government-owned and controlled corporations.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
8. I shall inform the Corporate Secretary of **A BROWN COMPANY, INC.** of any changes in the abovementioned information within five days from its occurrence.

Done, this APR 27 2017 day of MANDALUYONG CITY.

*Thomas G. Aquino*  
**THOMAS G. AQUINO**  
 Affiant

SUBSCRIBED AND SWORN to before me this APR 27 2017 day of MANDALUYONG CITY, affiant personally appeared before me and exhibited to me his Passport No. EB6321659 issued on September 12, 2012 as his competent evidence of identity.

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 Book No. 91  
 Series of 2017

**NOTARY PUBLIC**  
 FOR THE CITY OF MANDALUYONG  
 Until December 31, 2017  
 COMMISSION NO. 458-16  
 IBP LIFETIME NO. 0995268 / IFUGAO  
 PTR NO. 69252527, 1-3-17, Cainta, Rizal  
 ROLL NO. 26304  
 MCLE COMP. NO. V-0022171, 6-15-16  
 VALID UNTIL 04-14-2019  
 D22-AB GUVENTVILLE II, D.M. GUEVARA ST.  
 MAUWAY, MANDALUYONG CITY  
 TEL 532-8858, 5334664  
 email: jbdunuan@gmail.com

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE WITHOUT CHARGE A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

**Office of the Corporate Secretary**  
**A BROWN COMPANY, INC.**  
3304-C West Tower, PSE Centre  
Exchange Road, Ortigas Center, Pasig City  
(Liaison Office)

Attention: **Atty. Jason C. Nalupta**  
Corporate Secretary

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on August 31, 2017.

**A BROWN COMPANY, INC.**  
Issuer

By:

  
**ROEL Z. CASTRO**  
President

## MANAGEMENT REPORT 2015

## MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Current Period (2016 & 2015) Operational and Financial Information

## Financial Condition

In Thousand Pesos	Audited 2016	Audited 2015	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		Audited 2016	Audited 2015
			Amount	%		
Current Assets	1,339,798	1,519,821	(180,022)	-12%	24%	28%
Noncurrent Assets	4,244,735	3,987,969	256,767	6%	76%	72%
Total Assets	5,584,534	5,507,789	76,744	1%	100%	100%
Current Liabilities	1,664,361	1,467,895	196,466	13%	30%	27%
Noncurrent Liabilities	901,926	1,227,967	(326,041)	-27%	16%	22%
Capital	3,018,246	2,811,927	206,319	7%	54%	51%
Total Liab. & Capital	5,584,534	5,507,789	76,744	1%	100%	100%

## A Brown Company - CONSOLIDATED

## Balance Sheet items – December 2016 vs. December 2015

The Group's total assets increased by 1% or **₱76.7 million**, from a balance of **₱5.5 billion** as of end of the year 2015 to **₱5.6 billion** as of December 31, 2016.

**Current assets decreased by 12% or ₱176 million as a result of the net effect of the following:**

**11% or ₱4.9M increase in Cash**– due to the net effect of the provided by operating activities and cash used in investments and deposits and other investing and financing activities.

**44% or ₱191.9 M decrease in Current Receivable** due to the net effect of:

- a) 13.2% or **₱58.1M decrease in contract receivables on sale of real estate**
- b) 63% or **₱8.3M decrease in Trade Receivable** – directly related from the sale of crude palm oil (CPO), palm Olein, Palm Stearin and other palm products
- c) 73% or **₱1M increase in advances to officers and employees**
- d) 32% or **₱29.9M decrease in accounts receivable others**

**3% or ₱22M increase in Real estate held for sale** – due to the net effect of the increase in development costs of various projects over sales

**5% or ₱2M increase in Inventories** – due to increase in production of palm olein and palm stearin

**6% or ₱18M decrease in Prepayments and other current assets** – due to the net effect of:

- a) 22% or **₱15.84M decrease in creditable withholding taxes** – as a result of decrease in real estate sales made during the year.
- b) 26% or **₱9.35M decrease in prepaid expenses** – directly related to utilization of the prepaid expenses made by the group during the year
- c) 9% or **₱3.73M increase in input VAT** - due to increase in recognized input VAT from various purchases made during the year.

d) 95% or ₱42M decrease in other deposits

**20% or ₱5M Advances to a related party** – this pertains to the additional advances made during the year

**Non-Current assets increased by 6% or ₱252.8 million** as a result of the net effect of the following:

**28% or ₱273.5M increase in Available for sale investments** – due to the increase in the market value of investments.

**9% or ₱85.6M decrease in Investment in Associates** – due to the Group's share in the net loss of an associate

**17% or ₱36.8M decrease in Investment Properties** – due to the net effect of disposals made during the year

**3% or ₱28M increase in Property and Equipment** - net due to the net effect in:

- a) 13% or ₱181k increase in land improvements
- b) 12% or ₱1.3M decrease in Building Improvements
- c) 6% or ₱9M decrease in machinery and equipment
- d) 22% or ₱443k increase in furniture and fixtures
- e) 48% or ₱5M decrease in Transportation Equipment
- f) 35% or ₱12.3M increase in Construction in progress
- g) 26% or ₱151k decrease in tools and other equipment
- h) 1% or ₱2.5M increase in Fractionation Machineries
- i) 7% or ₱29.7M increase in Bearer Plants
- j) 18% or ₱1.5M increase in other fixed assets

**4% or ₱1.2M decrease in Leasehold rights**

**32% or ₱12.9M decrease in Deferred Tax Assets** – directly related to the decrease in the net operating loss carry over (NOLCO) of the group during the year.

**62% or ₱6.9M increase in Refundable deposits** – additional deposits made during the year which is mostly utility deposits

**Current liabilities increased by 13% of ₱196.5 million** as a result of the net effect of the following:

**3% or ₱9.9M increase in Accounts payable and accrued expenses** – primarily due to the net effect of the following:

- a) 1% or ₱2.40M increase in accounts payable
- b) 5% or ₱1.44M increase in accrued expenses
- c) 18% or ₱980k decrease in contracts payable
- d) 31% or ₱3.3M decrease in accrued interest payable
- e) 6% or ₱781k decrease in retention payable
- f) 50% or ₱11M increase in other payables

**2% or ₱0.9M decrease in Deposit from Customers** – due to increase in book sales settled through end buyer's financing.

**171% or ₱493.9M increase in Short term Debt** – due to the net effect of the additional clean term loan availed by the group and payments made during the year

**45% or ₱306.5M decrease in Current maturities portion of long-term debt**

**Non-Current liabilities decreased by 27% or ₱326million** as a result of the net effect of the following:

**28% or ₱309.5M decrease in Long-term Debt** – due to the net effect of the repayments, decrease in long term loans availed and reclassification of the principal amount that will be due within one year.

**29% or ₱9.5M decrease in Retirement liability** – due to the payment of retirement benefits to retired employees in 2016

**9% or ₱7M decrease in Deferred tax liabilities** - due to the decrease in the tax effect of sales on deferred payment scheme.

**Equity increased by 7% or ₱206.2 million as a result of the net effect of the following:**

**181% or ₱273.5M increase in Net unrealized gain on available for sale** – due to the increase in market value of available for sale investments

**100% or ₱346.6M increase in Stock dividends distributable**– due to the declaration of 20% stock dividends

**117%% or ₱423M decrease in the Retained Earnings** – directly related to the declaration of 20% stock dividends and the net loss for the year amounting to 77M which was primarily caused by the increase in Equity in net loss of an associate, net (20% share on the net loss of PCPC amounting to P110.6M and net earnings of PEI amounting to P24.9M during the year)

## Results of Operation

In Thousand Pesos	December 31, 2016	December 31, 2015	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		2016	2015
			Amount	%		
Net Sales	484,069	621,352	(137,282)	-22%	82%	87%
Financial Income	10,503	14,747	(4,243)	-29%	2%	2%
Rental Income	5,058	14,049	(8,990)	-64%	1%	2%
Discount on Loans Payable	3,565	16,718	(13,154)	0%	1%	2%
Sale of aggregates	-	-	-	#DIV/0!	0%	0%
Gain on Sale of investment properties	72,351	15,672	56,679	0%	12%	2%
Gain on Sale of property and equipment	1,461	-	1,461	0%	0%	0%
gain on disposal of net asset of deconsolidated sub		105	(105)	0%	0%	0%
Dividend income	4	13	(9)	0%	0%	0%
Equity in net income of an associate	-	7,540	(7,540)	0%	0%	1%
Other Income	11,834	22,565	(10,731)	-48%	2%	3%
<b>Total Revenues</b>	<b>588,845</b>	<b>712,759</b>	<b>(123,914)</b>	<b>-17%</b>	<b>100%</b>	<b>100%</b>
Cost of sales and services	264,520	365,819	(101,298)	-28%	45%	51%
General and Admin Expenses	145,276	179,439	(34,162)	-19%	25%	25%
Finance Cost	102,197	109,409	(7,212)	-7%	17%	15%
Marketing	33,320	21,481	11,839	55%	6%	3%
Equity in net loss of an associate	85,627	-	85,627	#DIV/0!	15%	0%
Provision for Impairment Loss	-	4,055	(4,055)	-100%	0%	1%
Loss on sale of asset (PPE)		263	(263)	-100%	0%	0%
Discount on Loans Receivable	-	-	-	0%	0%	0%
<b>Total Cost and Expenses</b>	<b>630,940</b>	<b>680,466</b>	<b>(49,525)</b>	<b>-7%</b>		
<b>Income before Tax</b>	<b>(42,095)</b>	<b>32,293</b>	<b>(74,389)</b>	<b>-230%</b>		
Tax expense	34,712	22,730	11,981	53%	6%	3%
<b>Income after Tax</b>	<b>(76,807)</b>	<b>9,563</b>	<b>(86,370)</b>	<b>-903%</b>	<b>-13%</b>	<b>1%</b>
Unrealized gain on Available-For-Sale investments	273,458	32,179	241,278	750%		
Actuarial loss	9,669	4,658	5,011	108%		
Comprehensive Net Income	206,320	46,401	159,919	345%		

### A Brown Company - CONSOLIDATED Results of Operations For the year ending December 31, 2016

The consolidated financial statements for the year ending December 31, 2016 resulted to an after tax net loss of **₱76.8 million** compared to a **₱9.6 million** net income of last year due to the net effect of the following:

#### **22% or ₱135.1M decrease in Sales due to:**

- a) **Decrease in Real estate Sales by 22% or ₱101.7M** - due to the price points of the units sold this year. Units sold this year were mostly economic and socialized housing compared to that of last year which had a contribution from high end projects.
- b) **Decrease in Sales of crude palm oil by 69% or ₱68M** – This is due to the decrease in quantity sold by 70% or 2,601 metric tons, from a volume of 3,708 metric tons in 2015 to 1,107 metric tons in 2016; the average selling price per metric ton increased by P 1,004 per metric ton from P 26,592 per metric ton last year to P 27,596 per metric ton in 2016. This year, the company has commercially ventured into further processing the crude palm oil to palm olein and palm stearin.
- c) **Decrease in Palm Fatty Acid Distillate Sales by 31% or ₱1.1M**– Decrease in production due to a more efficient process of producing RBDO, Palm Fatty Acid

Distillate (PFAD) being a by product in producing RBDO. A more efficient production of RBDO, the main product, would decrease the production of PFAD, the by product.

- d) **Increase in Sales from water services by 11% or ₱1.7M** – the increase in the year's revenue is due to the increase in the number of new connections during 2016. There is also an increase in water consumption during 2016.
- e) **Increase in RBDO Sales by 100% or ₱7.4M**– this sales of RBDO amounted to ₱7.4M for a total quantity sold of 213 metric tons at a selling price of ₱34,899.84.
- f) **Decrease in Palm Acid Oil Sales by 26% or ₱1M** – Decrease in production due to a more efficient process of producing Crude Palm Oil, Palm Acid Oil (PAO) being a by product in producing Crude Palm Oil. A more efficient production of Crude Palm Oil, the main product, would decrease the production of PAO, the by product.
- g) **Increase in Palm Olein Sales by 90% or ₱22 M** – this is due to the increase in quantity produced and sold as compared to last year.
- h) **Increase in Palm Stearin Sales by 99% or ₱7.5M** - this is due to the increase in quantity produced and sold as compared to last year.
- i) **Decrease in Kernel Nuts and Fertilizer Sales by 30% or ₱1.6M** - this is due to the decrease in quantity sold as compared to last year.
- j) **31% or ₱2.2 decrease in Sales of aggregates** – due to the cessation of the company's aggregate business.

**29% or ₱4.2M decrease in Financial income** – due to the increase in end buyer's financing by the bank leading to decrease in in house financing of real estate sales.

**100% or ₱7.5M decrease in Equity in net gain of an associate** – this pertains to the group's 20% share on the net loss of PCPC amounting to ₱15.3M and net earnings of PEI amounting to ₱22.9M from the previous year.

**61% or ₱9.0M decrease in Rental income** – due to the sale of an Investment Property for lease in November 2016.

**79% or ₱13.2M decrease in Discount on loans payable** – due to the decrease in discounting of additional loans availed from various stockholders during 2016

**362% or ₱56.7M increase in gain on sale of investment property** – due to the sale of various properties in 2016

**100% or ₱1.5M increase in gain on sale of property and equipment** – due to the sale of transportation and other equipment

**48% or ₱10.7M decrease in Other income** – due to the net effect of the following:

- a) **Increase in Income from forfeited deposits by 131% or ₱4M** – foreclosed accounts in 2016 is higher compared to last year's. The same were immediately resold in the 2016.
- b) **Decrease in Income from penalties and surcharges by 26% or ₱562k** – due to the decrease in number of end buyer aging accounts due to more efficient collection efforts.
- c) **Decrease in Other income by 82% or ₱14.2M** – directly related to the scrap sales from empty fresh fruit bunches and driving range fees

**28% or ₱101.3M decrease in Cost of Sales due to:**

- a) **34% or ₱85.4M decrease in cost of Real estate** – the decrease is relatively due to concentration of sales in the Economic and Socialized housing projects.

- b) **66% or ₱45.2M decrease in cost of production of Crude palm oil** – the decrease is relatively due to decrease in sales of crude palm oil due to further processing.
- c) **Increase in cost of Palm Fatty Acid Distillate by 27% or ₱555k** - the increase is related to the sales of palm fatty acid distillate
- d) **Increase in cost from Water services by 31% or ₱1.7M**– The increase is relatively due to increase in service income in water.
- e) **12% or 720K decrease in cost of Aggregates**– the decrease is relatively due to the cessation of the business.
- f) **Decrease in cost of Kernel Nuts and Fertilizer by 21% or ₱947K** - the decrease is relatively due to the decrease in sales of Kernel Nuts and Fertilizers
- g) **Increase in cost of RBDO by 100% or ₱4.7M**
- h) **Decrease in cost of Palm Acid Oil by 35% or ₱1M** – the decrease is directly related to the decrease sale of palm acid oil
- i) **Increase in cost of Palm Olein by 90% or ₱15.2M**
- j) **Increase in cost of Palm Stearin by 185% of ₱9.1M**
- k) **Increase by ₱887k in Other direct cost** – related to the increase in the direct plantation cost

**19% or ₱33.4M decrease in General and Administrative Expenses** - due to the following net effect of:

- a) **29% or ₱19.7M decrease in Personnel expenses** - due to the net effect of the decrease in manpower during 2016.
- b) **26% or ₱4.3M decrease in Depreciation and amortization** – due to the disposal of various property and equipment items in 2016.
- c) **14% or ₱3.4M decrease in Taxes and Licenses** – the decrease is due to application of creditable LGU tax paid and booked the previous years.
- d) **19% or ₱1.2M decrease in Repairs and maintenance** – due to the decrease in cost of repairs and maintenance during 2016.
- e) **2% or ₱134k decrease in Utilities and supplies** – due to the decrease in usage of supplies during 2016.
- f) **15% or ₱1M decrease in Rental expense** – directly related to the office space occupied by the parent company.
- g) **108% or ₱514k increase in Representation and Entertainment** – this refers to the cost of providing comfort/convenience (e.g. meals) to the prospective clients.
- h) **21% or ₱3M decrease in security services** - due to the decrease in number of security personnel assigned to real estate projects
- i) **23% or ₱1.9M decrease in professional fees** – directly related to the various consultancy services incurred by the group
- j) **8% or ₱408k increase in travel and transportation** – directly related to the various site visitations for mill and plantation operations and power group operations.
- k) **22% or ₱210k decrease in board meeting expenses** – due to the decrease in various materials and other expenses incurred related to board meetings and annual reports in 2016.
- l) **7% or ₱58k increase in insurance** – due to the additional sum insured or additional properties insured
- m) **21% or ₱294k decrease in director fees** – directly related to the various directors meetings conducted on 2016.
- n) **64% or ₱436K decrease in training and seminars** – due to the more inhouse trainings and seminars conducted during the year.
- o) **208% or ₱1.3M increase in subscription and dues**
- p) **180% or ₱99k increase in bank charges** – directly related to the payment of deposit box charges and other charges related to borrowings.
- q) **66% or ₱227k decrease in litigation expenses** – this is related to the Yulo case (please see Notes on Litigation).



r) **11% or ₱1.5M decrease in miscellaneous expenses** – includes community relations expenses such as scholar's tuition and other humanitarian assistance

**7% or ₱7.2M decrease in Finance costs** – directly related to the group's loan availment and amortization of discount on non-interest bearing loans during the 2016.

**55% or ₱11.8M increase in Marketing expenses** – due to the increase in various sponsorships of events for ads and promotions.

**100% or ₱85.6M increase in Equity in net loss of an associate** – this pertains to the group's 20% share on the net loss of PCPC amounting to P110.6M and net earnings of PEI amounting to P24.9M during the year

### Key Performance Indicator

Financial Ratios	Audited	Audited
Consolidated Figures	12/31/2016	12/31/2015
Current ratio <sup>1</sup>	0.80:1	1.04:1
Current Debt to Equity ratio <sup>2</sup>	0.55:1	0.52:1
Total Debt to Equity ratio <sup>3</sup>	0.85:1	0.96:1
Return on Assets <sup>4</sup>	-1.38%	0.17%
Return on Equity <sup>5</sup>	-2.63%	0.34%

<sup>1</sup>Current assets/Current liabilities

<sup>2</sup>Current liabilities/Stockholders' equity

<sup>3</sup>Total liabilities/Stockholders' equity

<sup>4</sup>Net income/Average Total assets

<sup>5</sup>Net income/ Average Stockholders' equity

## Prior Period (2015 & 2014) Operational and Financial Information

### Financial Condition

In Thousand Pesos	Audited 2015	Audited 2014	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		Audited 2015	Audited 2014
			Amount	%		
Current Assets	1,519,821	1,368,521	151,300	11%	28%	23%
Noncurrent Assets	3,987,969	4,500,801	(512,832)	-11%	72%	77%
Total Assets	5,507,789	5,869,322	(361,533)	-6%	100%	100%
Current Liabilities	1,467,895	1,316,243	151,652	12%	27%	22%
Noncurrent Liabilities	1,227,967	1,729,195	(501,228)	-29%	22%	29%
Capital	2,811,927	2,823,884	(11,957)	0%	51%	48%
Total Liabilities & Capital	5,507,789	5,869,322	(361,533)	-6%	100%	100%

### A Brown Company - CONSOLIDATED

#### Balance Sheet items – December 2015 vs. December 2014

The Group's total assets decreased by **6% or P362 million**, from a balance of P5.9 billion as of end of the year 2014 to **P5.5 billion** as of end of the year 2015.

**Current assets increased by 11% or P152 million as a result of the net effect of the following:**

**53% or P49M decrease in Cash and cash equivalents** – due to the net effect of the cash provided by operating activities and cash used in investing and other financing activities such as payments of long term and short term debt, additions of property and equipment and advances to related parties.

**16% or P61.5 M increase in Current Receivable** due to the net effect of:

- 57% or P119M increase in contract receivables on sale of real estate** – due to the net effect of the increase in booked sales and total collections during the year as a result of bank take out of end-buyer's financing.
- 69% or P29.83M decrease in Trade Receivable** – due to the increase in cash sales and collection of sales of crude palm oil products and its by-products
- 85% or P8M decrease in advances to officers and employees** – due to the net effect of liquidation of advances used in operating activities and additional advances made during the year.
- 100% or P66.11K decrease in accrued interest receivable** – due to the collection of interest income
- 18% or P20.58M decrease in accounts receivable others** – due to the decrease in receivables from third parties

**100% or P347.3K decrease in Notes Receivable** – due to the collection of loans granted to a third party

**11% or P67.3M increase in Real estate held for sale** – due to the net effect of the increase in development costs for horizontal and vertical development of the new projects.

**18% or P6.9M increase in Inventories** – due to the group's additional inventories on palm olein and its by-products such as refined bleach deodorized oil, palm olein, palm stearin, and increase in inventory of palm acid oil, fatty acid distillate, and aggregates.

**16% or ₱40.3M increase in Prepayments and other current assets** – due to the net effect of:

- a) 9% or ₱6.12M increase in creditable withholding taxes – as a result of increase in real estate sales made during the year.
- b) 2% or ₱1.92M increase for deposit on land acquisition;
- c) 23% or ₱10.68M decrease in prepaid expenses - due to the utilization of the prepayments
- d) 307% or ₱30.36M increase in input VAT – due to increase in recognized input VAT from various purchases made during the year.
- e) 42% or ₱12.9M decrease in other deposits

**Non-Current assets decreased by 11% or ₱512.8 million** as a result of the net effect of the following:

**33% or ₱53.6M decrease in noncurrent contract receivables** – due to the net effect of the total collections during the year as a result of bank take out of end-buyer's financing; increase in booked sales and changes in payment schemes of real estate buyers

**100% or ₱554.2M decrease in Investments and deposits** – due to the application of deposits to subscription and reclassification to available for sale investment.

**58% or ₱362.4M increase in Available-for-sale investments** – due to the net effect of the reclassification from investments and deposits (₱389M), decrease due to deconsolidation of subsidiary (₱480k) and the decline in the market value of investments (₱26M)

**20% or ₱245.3M decrease in Investment in Associates** – mainly due to the reduction of subscription (₱252.8M)

**11% or ₱26.1M decrease in Investment Properties** – due to the net effect of disposals made during the year (₱19.5M), impairment loss on properties held for capital appreciation (₱4.1M) and depreciation on the properties held under lease during the year (₱2.6M)

**7% or ₱30.5M increase in Property and Equipment** - net due to the net effect in:

- a) 34% or ₱1.24M decrease in land improvements – due to the net effect of the additions and deconsolidation during the year.
- b) 40% or ₱36.45M decrease in Building and improvements – due to the deconsolidation during the year
- c) 85% or ₱255.62M increase in Machinery and equipment – due to the completion of construction of RBD and fractionation machines thereby having commercial operations which generated revenues producing Palm Olein and Stearin.
- d) 26% or ₱ 7.6M decrease in furniture, fixtures and equipment – due to the net effect of the disposals and deconsolidation during the year.
- e) 1% or ₱555.9K increase in transportation equipment – due to the net effect of the disposal and purchases of various transportation equipment made during the year
- f) 60% or ₱2.15M decrease in tools and other equipment – due to the disposal during the year
- g) 10% or ₱2.69M increase in other fixed assets – due to the net effect of additional purchases made during the year as against deconsolidation.
- h) 84% or ₱180.92M decrease in CIP – as a result of the additional capital expenditures related to Refined, Bleached, and Deodorized (RBD) for the agri-business.
- i) 6% or ₱158K increase in leasehold improvements – due to the additions during the year.
- j) And 0.05% or ₱146K Increase in Accumulated depreciation

**11% or ₱85.8M decrease in Land and improvements** – due to the conversion of landbanking to real estate projects.

**21% or ₱69.1M increase in Biological Assets** – due to additional capitalized costs for Kalabugao, and Tignapoloan plantation made during the year.

**4% or ₱1.3M decrease in Leasehold rights** – due to the additional amortization of P1.3M during the year

**21% or ₱10.7M decrease in Deferred tax assets** – due to the net effect of the decrease in the tax effect on available net operating loss carry-over (₱12.2M), allowance for impairment losses on investment properties (₱6.3M), and decrease in others tax assets (₱8.2M)

**23% or ₱2M increase in Refundable deposits** – due to the increase in refundable deposits made during the year

**Current liabilities increased by 12% of ₱152 million** as a result of the net effect of the following:

**17% or ₱54.3M increase in Accounts payable and accrued expenses** – primarily due to the net effect of the following:

- a) 26% or ₱62.5M increase in accounts payable – due to the increase on development cost of new projects incurred and unpaid near the end of the year
- b) 17% or ₱4.17M increase in accrued expenses
- c) 195% or ₱6.29M increase in accrued interest payable
- d) 10% or ₱600K decrease in contracts payable
- e) 34% or ₱18M decrease in other payables

**13% or ₱6.5M decrease in Deposit from Customers** – due to the net effect of the decrease in real estate booked sales and increase in sales reservations during the year

**9% or ₱24M increase in Short term Debt** – due to the net effect of the additional clean term loan availed by the group amounting to ₱45.2M and payments made during the year of ₱21.2M.

**86% or ₱424.5M decrease in Subscription payable** – the decrease is mainly due to the application to subscription and reduction of subscription in shares of stocks in an associate.

**278% or ₱504.3 M increase in current maturities portion of long-term debt**

**Non-Current liabilities decreased by 29% or ₱501.2million** as a result of the net effect of the following:

**31% or ₱505.2M decrease in Long-term Debt** – due to increase on current maturity portion of the long-term debt.

**22% or ₱5.97M increase in Retirement liability** – due to the net effect of the expense recognized during the year and defined benefit cost recognized in statements of comprehensive income

**2% or ₱1.96M decrease in Deferred tax liabilities** – due to the decrease of the tax-effects from the deferred income on sale of real estate, decrease in of the tax effect from the rental income, and the decrease in unrealized foreign exchange gain

**Equity decreased by 0.4% or ₱11.96 million** as a result of the net effect of the following:

**14% or ₱25.6M decrease in Net unrealized gain on available for sale** – due to the decrease in market value of investments

**3% or ₱674K increase in cumulative remeasurement loss on retirement benefits** – due to the defined benefit cost recognized in other comprehensive income

**4% or ₱14.8M increase in the Retained Earnings** – due to the effect of net income earned for the year

## Results of Operation

In Thousand Pesos	December 31, 2015	December 31, 2014	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		2015	2014
			Amount	%		
Net Sales	614,312	624,654	(10,342)	-2%	86%	85%
Financial Income	14,747	18,599	(3,852)	-21%	2%	3%
Rental Income	14,049	8,182	5,867	72%	2%	1%
Discount on Loans Payable	16,718	24,874	(8,156)	0%	2%	3%
Sale of aggregates	7,040	9,652	(2,612)	-27%	1%	1%
Gain on Sale of investment properties	15,672	-	15,672	0%	2%	0%
Gain on Sale on Disposal of Net assets of deconsolidated subsidiaries	105	-	105	0%	0%	0%
Gain on Sale of property and equipment		993	(993)	0%	0%	0%
Gain on sale of shares		25,521	(25,521)	0%	0%	3%
Equity in net income of an associate	7,540	-	7,540	0%	1%	0%
Dividend income	13	8	5	0%	0%	0%
Other Income	22,565	25,791	(3,226)	-13%	3%	3%
<b>Total Revenues</b>	<b>712,759</b>	<b>738,274</b>	<b>(25,515)</b>	<b>-3%</b>	<b>100%</b>	<b>100%</b>
Cost of sales and services	365,819	365,063	755	0%	51%	49%
General and Admin Expenses	179,439	173,681	5,757	3%	25%	24%
Finance Cost	109,409	90,738	18,671	21%	15%	12%
Marketing	21,481	40,864	(19,383)	-47%	3%	6%
Equity in net loss of an associate	-	29,943	(29,943)	-100%	0%	4%
Provision for Impairment Loss	4,055	1,529	2,526	165%	1%	0%
Loss on sale of investment property		8,357	(8,357)	-100%	0%	1%
Loss on sale of asset (PPE)	263	-	263	-	0%	0%
<b>Total Cost and Expenses</b>	<b>680,466</b>	<b>710,175</b>	<b>(29,710)</b>	<b>-4%</b>		
<b>Income before Tax</b>	<b>32,293</b>	<b>28,099</b>	<b>4,194</b>	<b>15%</b>		
Tax expense	22,730	25,373	(2,643)	-10%	3%	3%
<b>Income after Tax</b>	<b>9,563</b>	<b>2,725</b>	<b>6,838</b>	<b>251%</b>	<b>1%</b>	<b>0%</b>
Unrealized gain on Available-For-Sale investments	(25,571)	32,179	(57,751)	-179%		
Actuarial loss	(1,178)	4,658	(5,836)	-125%		
<b>Comprehensive Net Income</b>	<b>(17,186)</b>	<b>39,563</b>	<b>(56,749)</b>	<b>-143%</b>		

## A Brown Company - CONSOLIDATED Results of Operations For the year ending December 31, 2015

The consolidated financial statements for the year ending December 31, 2015 resulted to a net income of **₱9.56 million** compared to a ₱2.7 million income against last year due to the following net effect:

**2% or ₱10.34 M decrease in Sales due to:**

- a) **Increase in Real estate Sales by 6% or ₱23.95M** – in 2015, 218 accounts were booked. The net increase is due to the net effect of the increase in sales of Ventura Residences (₱105M), XavierVille (₱6M), Coral Resort Estates (₱59M), Mountain View

Homes (P74M) and net decrease in sales of Xavier Estates (P32M), West Highlands (P110M), St. Therese (P6M), Valencia Estates (P9.7M), and Teakwood Hills (P51M).

- b) Decrease in Sales of Crude palm oil by 36% or P55.69M** – due to increase in quantity sold this year by 672MT from a volume of 4,380 MT in 2014 to 3,708 MT in 2015 and with a decrease in the average selling Price per MT of 25%, from P35,224 per MT last year to P26,592 per MT in this year of 2015
- c) Increase in sales from Water services by 19 % or P2.6M** – as a result of the increase in billed water consumption this year from 474,737 cubic meter (cu.m). in 2014 to 508,768 cu.m in 2015 with a corresponding average selling price of P37 per cu.m; the increase in consumption is attributable to the new water connections in 2015.
- d) Decrease in sales from Hotel operations by 100% or P8.1M** – due to the deconsolidation of a subsidiary holding the hotel operations
- e) Decrease in sales of Crop and Palm Seedlings by 85% or P3.4M** – due to the decrease in sale of palm seedlings from 10,495 pcs in 2014 to 988 pcs in 2015 @ selling price of P220/pc in 2014 and 2015
- f) Decrease in sales of Kernel nuts and fertilizers by 2% or P111.29K** – due to the net effect of the decrease in quantity sold of *kernel nuts* this year by 6 MT from 575MT in 2014 to 569 MT in 2015; average selling price in 2015 decreased by 0.2% from P9,748 in 2014 to P9,727 in 2015; and decrease in *fertilizers* as there are no sales recognized during the year.
- g) 17% or P1.5M decrease in sales of Other By-products of CPO** – due to the decrease in sale of recovered oil
- h) 100% or P24.4M increase in sales of Palm Olein** – sales and production of Palm Olein started only in 2015
- i) 100% or P7.56M increase in sales of Palm Stearin**– sales and production of Palm Stearin started only in 2015

**100% or P7.5M increase in equity in net income of an associate** – this pertains to the group's 20% share in the net income of PEI and PCPC

**21% or P3.85M decrease in Financial income** – due to the decrease in interest income of from in-house financing of real estate sale (P3.2M), decrease in interest from notes receivable (P487K), and decrease in interest from cash in bank and cash equivalents (181K)

**Decrease in Sales of aggregates by 27% or P2.6 M** – due to disruption of operations in the first quarter of 2015 due to environmental concerns but was later resolved by the imposition of higher extraction tax by Bukidnon Environment and Natural Resources Office; with this, there is a decrease in sales volume from 12,880 cubic meter in 2014 with an average price of P749 per cu.m to 12,502 cubic meter in 2015 with an average price of P563 per cubic meter

**72% or P5.9M increase in Rental income** – due to the additional space occupied by third parties and increase in rental of equipment

**100% or P993.13K increase in Gain on sale of property and equipment** – this refers to the gain on disposal of transportation equipment

**100% or P25.5M decrease in Gain on sale of shares** – due to the sale of various available-for-sale investments in 2014

**33% of P8.16 M decrease the Discount of Loans payable** – discounted non-interest bearing loans availed from various stockholders is higher in 2014.

**13% or P3.2M decrease in other income** – due to the following:

- a) **55% or ₱3.8 M decrease in income from forfeited deposits** – due to the decrease in number of forfeited accounts this year as compared to last year
- b) **31% or ₱951.6K decrease in income from penalties and surcharges** – payments received from customers with past due accounts
- c) **9% or ₱1.5 increase in other income** – due to the additional earnings from lot staking and driving range fees

**₱755.5K increase in Cost of Sales due to the net effect of the following:**

- a) **14% or ₱30.2M increase in cost of real estate sales** – directly related to the increase in real estate sales
- b) **41% or ₱46.93M decrease in cost of production of crude palm oil** – directly related to the decrease in sale of crude palm oil
- c) **58% or ₱2.3M increase in cost of aggregates** – relative to the increase in the cost of major repairs of the crushing plant.
- d) **15% or ₱754K increase in the production of water services** – due to the repairs and maintenance of the water pump house
- e) **8% or ₱452K decrease in cost of crop and palm seedlings** – directly related to the decrease in sales of crop and palm seedlings
- f) **22% or ₱799K increase in the cost of kernel nuts and fertilizers** – due to the decrease in costs directly related to the sale of kernel nuts and fertilizers.
- j) **100% or ₱14.3M decrease in the hotel operation** - due to the deconsolidation of a subsidiary holding the hotel operations
- k) **100% or ₱4.9M increase in production of Palm Stearin** – commercial operation started in 2015
- l) **100% or ₱16.9M increase in production of Palm Olein** – commercial operation started in 2015
- g) **99% or ₱5.9M decrease in other direct cost** – due to the decrease in other cost directly related to the group's operating activities.

**3% or ₱5.8M increase in general and administrative expenses** due to the following net effect of:

- a) **20% or ₱11.3M increase in Personnel Expenses** – the increase is due to net effect of the adjustment on the retirement liability, capitalized salaries and employee benefits of some personnel directly involved in the testing of RBD Oil production, and increase in salaries expense of the group
- b) **19% or ₱3.8M increase in Taxes and Licenses** – due to the various taxes and licenses including SEC fees paid in 2015
- c) **37% or ₱9.9M decrease in Depreciation and Amortization** – due to the net effect of the disposal of depreciable assets, full depreciation of a number of assets and additional depreciation of various new acquisitions of equipment and other depreciable assets during the year
- d) **12% or ₱883K decrease in Repairs and Maintenance** – due to the decrease in various repairs of various equipment in 2015
- e) **17% or ₱1.4M decrease in Utilities and Supplies** – due to the acquisition of Safety gear for mill and plantation and other consumable supplies for mill and plantation in 2014
- f) **100% or ₱0.8M decrease in provision for doubtful accounts** – due to the increase in the provision for the various receivable accounts with high possibility of non-collection in 2014
- g) **212% or ₱4.6M increase in Rental expense** – due to the additional office space occupied
- h) **24% or ₱856K increase in Retirement Benefits**
- i) **70% or ₱1.1M decrease in Representation and Entertainment** – the frequency and cost of providing comfort/convenience (i.e. meals) to the prospective clients and other stakeholders of the company's future projects as well as various representations made to government in relation to the Group's projects is lesser in 2015 as compared in 2014

- j) **5% or ₱430K increase in Professional fees/retainers fee** – due to the additional required services related to the real estate operations
- k) **28% or ₱2.1M decrease in Travel and transportation** – due to the decrease in various travels made related to the development of real estate projects in various locations during the year
- l) **2% or ₱300K decrease in Security services**
- m) **0.2% or ₱1.7K increase in Board meeting expenses**
- n) **15% or ₱87K increase in Training and seminars** – due to various training and seminars conducted and attended this year compared to last year.
- o) **6% or ₱38k increase in Subscription and dues** – due to the increase in subscription of business magazines
- p) **29% or ₱331K decrease in Insurance expense** – due to the decrease in properties insured
- q) **56% or ₱435K decrease in Litigation expenses** – due to the incurrence of litigation expenses related to Bernardino and Yulo case in the prior year
- r) **16% or ₱197K increase in Directors' fees**
- s) **90% or ₱501K decrease in Bank charges** – due to the charges related to bank loans
- t) **20% or ₱2.2M decrease in Miscellaneous expenses**

**100% or ₱29.9M decrease in Equity in net losses of associate** – pertains to the Group's 20% share of the net income of PCPC and PEI in 2014.

**21% or ₱18.7 M increase in Finance costs** – due to the additional availment of interest bearing loans

#### Key Performance Indicator

<b>Financial Ratios Consolidated Figures</b>	<b>Audited 12/31/2015</b>	<b>Audited 12/31/2014</b>
Current ratio <sup>1</sup>	1.04:1	1.04:1
Current Debt to Equity ratio <sup>2</sup>	0.52:1	0.47:1
Total Debt to Equity ratio <sup>3</sup>	0.96:1	1.08:1
Return on Assets <sup>4</sup>	0.17%	0.05%
Return on Equity <sup>5</sup>	0.34%	0.10%

<sup>1</sup>Current assets/Current liabilities

<sup>2</sup>Current liabilities/Stockholders' equity

<sup>3</sup>Total liabilities/Stockholders' equity

<sup>4</sup>Net income/Average Total assets

<sup>5</sup>Net income/ Average Stockholders' equity



## Prior Period (2014 & 2013) Operational and Financial Information

### Financial Condition

In Thousand Pesos	Audited 2014	Audited 2013	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		Audited 2014	Audited 2013
			Amount	%		
Current Assets	1,368,521	1,472,983	(104,462)	-7%	23%	28%
Noncurrent Assets	4,500,801	3,717,671	783,129	21%	77%	72%
Total Assets	5,869,322	5,190,654	678,668	13%	100%	100%
Current Liabilities	1,316,243	771,637	544,606	71%	22%	15%
Noncurrent Liabilities	1,729,195	1,634,696	94,499	6%	29%	31%
Capital	2,823,884	2,784,321	39,563	1%	48%	54%
Total Liab. & Capital	5,869,322	5,190,654	678,668	13%	100%	100%

### A Brown Company - CONSOLIDATED

#### Balance Sheet items – December 2014 vs. December 2013

The Group's total assets increased by **13% or P679 million**, from a balance of P5.2 billion as of end of the year 2013 to **P5.9 billion** as of end of the year 2014.

**Current assets decreased by 7% or P104 million as a result of the net effect of the following:**

**29% or P38.1M decrease in Cash and cash equivalents** – due to the net effect of the cash provided by operating activities, availment of loans and other financing activities and cash used in investments and deposits and other investing activities

**20% or P62.5 M increase in Current Receivable** due to the net effect of:

- a) **3% or P12.31M decrease in contract receivables on sale of real estate** – due to the net effect of the total collections during the year as a result of bank take out of end-buyer's financing and increase in booked sales
- b) **84% or P19.67M increase in Trade Receivable** – due to the net effect of the increase in sales of crude palm oil (CPO) and the collections of receivables
- c) **752% or P8.28M increase in advances to officers and employees** – due to the advances made for marketing expenses subject for liquidation
- d) **35% or P0.04M decrease in accrued interest receivable** – due to the collection of interest income
- e) **6% or P6.21M increase in accounts receivable others** – due to the increase in receivables from third parties

**95% or P6.3M decrease in Notes Receivable** – due to the collection of loans granted to a third party

**22% or P172.8M decrease in Real estate held for sale** – due to the net effect of the increase in development costs for horizontal and vertical development of Xavier Estates Phase 5 (P19M); Teakwood Hills (P3M); Coral Resort Estates (P38.2M) and Butuan West Highlands (P76.6M); reclassification of accounts, less cost of booked sales

**159% or P23.1M increase in Inventories** – due to increase in inventories of supplies and materials, fertilizers, aggregates and crude palm oil

**12% or P27M increase in Prepayments and other current assets** – due to the net effect of:

- a) 17% or ₱9.49M increase in creditable withholding taxes – as a result of increase in real estate sales made during the year which are subject to withholding taxes
- b) 4% or ₱3.81M increase for deposit on land acquisition;
- c) 3% or ₱1.3M decrease in prepaid expenses - due to the utilization of the prepayments
- d) 4% or ₱0.36M increase in input VAT
- e) 66% or ₱12.34M increase in other deposits
- f) 8% or ₱0.03M decrease in other current assets

**Non-Current assets increased by 21% or ₱783 million** as a result of the net effect of the following:

**20% or ₱41.5M decrease in noncurrent contract receivables** – due to the net effect of the total collections during the year as a result of bank take out of end-buyer's financing; increase in booked sales and changes in payment schemes of real estate buyers

**20% or ₱141.7M decrease in Investments and deposits** – due to the net effect of the application of deposits to subscription (₱696M), cancellation of deposits (₱40M), and additional deposits made during the year (₱594M)

**31% or ₱287.6M decrease in Available for sale investments** – due to the net effect of the disposal of shares, net of changes in value (₱400M), additions made during the year (₱4M), application of deposits (₱94M) and the decline in the market value of investments (₱14M)

**456% or ₱1,014.5M increase in Investment in Associates** – due to the net effect of the additional investments made, application of deposits to available for sale investments, increase due to merger and decrease due to Group's share in equity in net loss on the investment in shares of stocks of Peakpower Energy, Inc. (PEI) and Palm Concepcion Power Corporation (PCPC)

**17% or ₱48.9M decrease in Investment Properties** – due to the net effect of impairment loss in the properties held for capital appreciation and depreciation on the properties held under lease during the year, reclassification from Property and Equipment, and additions made during the year

**11% or ₱45.2M increase in Property and Equipment** - net due to the net effect in:

- a) 21% or ₱3.43M decrease in land – due to the reclassification of a parcel of land to investment property which was also sold during the year
- b) 8% or ₱6.47M increase in Building and improvements – due to the net effect of the reclassification of Mill warehouse and staff house from construction in progress (CIP)
- c) 8% or ₱21.4M increase in Machinery and equipment – due to the net effect of the reclassification from CIP, purchase of additional and disposal of various construction equipment
- d) 3% or ₱0.90 M increase in furniture, fixtures and equipment – due to purchase of various office equipment and furniture and various computers and office equipment used by the Group
- e) 4% or ₱2.32M decrease in transportation equipment – due to the net effect of the disposal and purchases of various transportation equipment made during the year
- f) 20% or ₱0.59M increase in tools and other equipment – due to the various purchases made during the year
- g) 23% or ₱8.92M decrease in other fixed assets – due to the net effect of the reclassifications to building and improvements and machinery and equipment and the additional purchases of various depreciable assets made during the year
- h) 52% or ₱73.97M increase in CIP – as a result of the additional capital expenditures related to Refined, Bleached, Deodorized (RBD) for the agri-business.
- i) And 17% or ₱43.54M Increase in Accumulated depreciation

**37% or ₱215.8M increase in Land and improvements** – due to the net effect in:

- a) ₱17.7 M additions to development costs
- b) ₱173.3 M reclassification of accounts from real estate held for sale to land and improvements
- c) ₱10.5 M reclassification of accounts from land and improvements to real estate held for sale

**11% or ₱32.9M increase in Biological Assets** – due to additional capitalized costs for Kalabugao, and Tignapoloan plantation

**4% or ₱1.3M decrease in Leasehold rights** – due to the additional amortization of P1.3M during the year

**8% or ₱4.5M decrease in Deferred tax assets** – due to the net effect of the decrease in the tax effect on available net operating loss carry-over (₱13.1M), allowance for impairment losses on investment properties (₱4.6M), allowance for impairment losses on investment in real estate (₱5M), unrealized foreign exchange loss (₱388k), defined benefit cost (₱7.7M) and the decrease in the minimum corporate income tax (₱975k)

**5% or ₱0.4M increase in Refundable deposits** – due to the increase in refundable deposits made during the year

**Current liabilities increased by 71% of ₱545 million** as a result of the net effect of the following:

**13% or ₱36.6M increase in Accounts payable and accrued expenses** – primarily due to the net effect of the following:

- a) 28% or ₱52.10M increase in accounts payable
- b) 39% or ₱15.39M decrease in accrued expenses
- c) 65% or ₱6.09M decrease in accrued interest payable
- d) 42% or ₱3.38M increase in retention payable
- e) 7% or ₱2.65M increase in other payables

**26% or ₱17.1M decrease in Deposit from Customers** – due to the net effect of the increase in real estate booked sales and increase in sales reservations during the year

**20% or ₱45M increase in Short term Debt** – due to the net effect of the additional clean term loan availed by the group amounting to ₱65M from PBCOM and payments made during the year - ₱10M to UCPB and ₱10M to CBC

**485% or ₱409.9M increase in Subscription payable** – the increase is mainly due to the capital call to complete the equity component of Power project

**63% or ₱70.2 M increase in current maturities portion of long-term debt**

**Non-Current liabilities increased by 6% or ₱94.5 million** as a result of the net effect of the following:

**9% or ₱127.3M increase in Long-term Debt** – due to the net effect of the net increase in loans (additional loans availed after deducting various payments made) and reclassification of the non-current portion to current portion

**41% or ₱7.8M increase in Retirement liability** – due to the net effect of the expense recognized during the year and defined benefit cost recognized in statements of comprehensive income

**1% or ₱0.6M decrease in Deferred tax liabilities** – due to the decrease of the tax-effects from the deferred income on sale of real estate, decrease in of the tax effect from the rental income, and the decrease in unrealized foreign exchange gain

**100% or ₱40M decrease in Deposit for future stock subscription** – due to cancellation of deposits received from a third party investor

**Equity increased by 1% or ₱39.7 million as a result of the net effect of the following:**

**22% or ₱32.4M increase in Net unrealized gain on available for sale** – due to the increase in market value of investments

**17% or ₱4.7M decrease in cumulative remeasurement loss on retirement benefits** – due to the defined benefit cost recognized in other comprehensive income

**1% or ₱2.3M increase in the Retained Earnings** – due to the effect of net income earned for the year

## Results of Operation

In Thousand Pesos	Audited 2014	Audited 2013	Analysis		Vertical Analysis	
			Increase (Decrease)		2014	2013
			Amount	%		
Net Sales	624,654	452,664	171,990	38%	85%	82%
Financial income	18,599	31,546	(12,947)	-41%	3%	6%
Rental income	8,182	5,448	2,734	50%	1%	1%
Discount on long-term debt	24,874	-	24,874	0%	3%	0%
Sale of aggregates	9,652	13,458	(3,806)	-28%	1%	2%
Gain on sale of available-for-sale investments	25,521	-	25,521	0%	3%	0%
Gain on sale of property and equipment	993	234	759	325%	0%	0%
Dividend income	8	5	3	56%	0%	0%
Others	25,791	49,364	(23,573)	-48%	3%	9%
<b>Total Revenues</b>	<b>738,274</b>	<b>552,720</b>	<b>185,554</b>	<b>34%</b>	<b>100%</b>	<b>100%</b>
Cost of sales and services	365,063	234,345	130,718	56%	49%	42%
General and administrative expenses	173,681	197,380	(23,699)	-12%	24%	36%
Finance costs	90,738	68,468	22,270	33%	12%	12%
Marketing	40,864	41,308	(444)	-1%	6%	7%
Equity in net loss of an associate	29,943	11,846	18,097	153%	4%	2%
Provision for impairment loss	1,529	1,529	-	0%	0%	0%
Loss on sale of investment property	8,357	-	8,357	0%	1%	0%
<b>Total Cost and Expenses</b>	<b>710,175</b>	<b>554,876</b>	<b>155,299</b>	<b>28%</b>	<b>96%</b>	<b>100%</b>
<b>Profit (Loss) before income tax</b>	<b>28,099</b>	<b>(2,156)</b>	<b>30,255</b>	<b>1403%</b>	<b>3.81%</b>	<b>-0.39%</b>
Income tax expense (benefit)	25,373	(6,144)	31,518	513%	3.44%	-1.11%
<b>Net Profit</b>	<b>2,725</b>	<b>3,988</b>	<b>(1,263)</b>	<b>-32%</b>	<b>0.37%</b>	<b>0.72%</b>
Unrealized gain (loss) on available-for-sale investments	32,179	(2,501)	34,681	1386%		
Remeasurement gain (loss) on retirement benefits	4,658	(3,075)	7,733	251%		
<b>Total Comprehensive Income(Loss)</b>	<b>39,563</b>	<b>(1,588)</b>	<b>41,151</b>	<b>2591%</b>		

### A Brown Company - CONSOLIDATED Results of Operations For the year ending December 31, 2014

The consolidated financial statements for the year ending December 31, 2014 resulted to a net income of **₱2.7 million** compared to a ₱4.0 million income against last year due to the following net effect:

#### **38% or ₱172 M increase in Sales due to:**

- a) **Increase in Real estate Sales by 28% or ₱95.1M** – in 2014, 218 accounts were booked. The net increase is due to the net effect of the increase in sales of West Highlands (₱72M), Coral Resort Estates (₱30M), Valencia Estates (₱12M), Xavier Ville (₱3M), and net decrease in sales of Xavier Estates (₱36M), St. Therese (₱13M) and Ventura Residences (₱9M), Teakwood Hills (₱4M).
- b) **Increase in Sales of Crude palm oil by 139% or ₱89.6M** – due to increase in quantity sold this year by 2,213.53 MT from a volume of 2,356.72 MT in 2013 to 4,570.25 MT in 2014 and with an increase in the average selling Price per MT of 23%, from ₱27,448.53 per MT last year to ₱33,759.64 per MT in this year of 2014
- c) **Decrease in Management income by 100% or ₱23.2M** – to raise equity for the Power projects
- d) **Increase in sales from Water services by 10 % or ₱1.2M** – as a result of the increase in billed water consumption this year from 432,017 cubic meter (cu.m). in 2013 to

474,737 cu.m in 2014 with a corresponding average selling price of ₱28.39 per cu.m; the increase in consumption is attributable to the new water connections in 2014

- e) **Increase in sales from Hotel operations by 15% or ₱1.1M** – due to increase in room occupancy.
- f) **Decrease in sales of Crop and Palm Seedlings by 65% or ₱4.2 M** – due to the decrease in sale of palm seedlings from 29,788 pcs in 2013 to 10,495 pcs in 2014 @ selling price of ₱220/pc in 2013 and 2014
- g) **Increase in sales of Kernel nuts and fertilizers by 52% or ₱1.9M** – due to the net effect of the increase in quantity sold of **kernel nuts** this year by 172.52 MT from 402.6MT in 2013 to 575.12 MT in 2014; average selling price in 2014 increased by 10% from ₱8,844.60 in 2013 to ₱9,748.47 in 2014; and decrease in **fertilizers** due to 76% decrease in quantity sold from 195 bags in 2013 to 47 bags in 2014; average selling price is still at ₱850 per bag
- h) **100% or ₱10.5M increase in sales of Other Byproducts of CPO** – due to the production and sale of Feed oil and Palm acid oil as byproducts of CPO

**41% or ₱12.9M decrease in Financial income** – due to the decrease in interest from savings and money market placements (₱8.1M), decrease in interest income of from in house financing of real estate sale (₱4.8M) and decrease in interest from notes receivable (₱93k)

**Decrease in Sales of aggregates by 28% or ₱3.8 M** – due to disruption of operations in the first quarter of 2014 due to environmental concerns but was later resolved by the imposition of higher extraction tax by Bukidnon Environment and Natural Resources Office; with this, there is a decrease in sales volume from 21,150 cubic meter in 2013 with an average price of ₱636 per cu.m to 12,880 cubic meter in 2014 with an average price of ₱749 per cubic meter

**50% or ₱2.7M increase in Rental income** – due to the additional space occupied by third parties and increase in van rental

**325% or ₱0.8M increase in Gain on sale of property and equipment** – this refers to the gain on disposal of transportation equipment

**100% or ₱25.5M increase in Gain on sale of shares** – due to the sale of various available-for-sale investments in 2014

**100% of ₱24.9 M increase the Discount of Loans payable** – due to the discounting of the additional non-interest bearing loans availed by the Group from shareholders

**48% or ₱23.6 M decrease in other income** – due to the following:

- a) **80% or ₱3.0 M increase in income from forfeited deposits** – due to the increase in number of forfeited accounts this year as compared to last year
- b) **8% or ₱0.2M increase in income from penalties and surcharges** – payments received from customers with past due accounts
- c) **63% or ₱26.8M decrease in other income** – due to the reimbursement of marketing expenses from XU in 2013

**56% or ₱130.7M increase in Cost of Sales due to:**

- a) **57% or ₱78.4M increase in cost of real estate sales** – directly related to the increase in real estate sales
- b) **79% or ₱51.2M increase in cost of production of crude palm oil** – directly related to the increase in sale of crude palm oil
- c) **3% or ₱0.4M increase in cost of hotel operations** – due to the fixed costs incurred regardless of the number of room occupancy

- d) **50% or ₱3.9M decrease in cost of aggregates** – relative to the decrease in quantity sold of aggregates
- e) **22% or ₱0.9M increase in the production of water services** – due to the repairs and maintenance of the water pump house
- f) **45% or ₱1.5M decrease in cost of crop and palm seedlings** – directly related to the decrease in sales of crop and palm seedlings
- g) **65% or ₱1.4M increase in the cost of kernel nuts and fertilizers** – due to the increase in costs directly related to the sale of kernel nuts and fertilizers
- h) **176% or ₱3.8M increase in other direct cost** – due to the costs incurred related to the sale of other by products of CPO

**12% or ₱23.7M decrease in general and administrative expenses** due to the following net effect of:

- a) **10% or ₱6.7M decrease in Personnel Expenses** – the decrease is due to net effect of the adjustment on the retirement liability of Parent Company in 2013, capitalized salaries and employee benefits of some personnel directly involved in the testing of RBD Oil production, and increase in salaries expense of the group
- b) **10% or ₱2.1M decrease in Taxes and Licenses** – due to the various taxes and licenses including SEC fees paid in 2013
- c) **4% or ₱1.2 M decrease in Depreciation and Amortization** – due to the net effect of the disposal of depreciable assets, full depreciation of a number of assets and additional depreciation of various new acquisitions of equipment and other depreciable assets during the year
- d) **47% or ₱2.3M increase in Repairs and Maintenance** – due to the various repairs of various equipment in 2014
- e) **34% or ₱2.2M increase in Utilities and Supplies** – due to the acquisition of Safety gear for mill and plantation and other consumable supplies for mill and plantation, and increase in utilities due to additional office space occupied
- f) **100% or ₱0.8M increase in provision for doubtful accounts** – due to the provision for the various receivable accounts with high possibility of non-collection
- g) **135% or ₱1.2M increase in Rental expense** – due to the additional office space occupied
- h) **55% or ₱0.6M increase in Representation and Entertainment** – the frequency and cost of providing comfort/convenience (i.e.meals) to the prospective clients and other stakeholders of the company's future projects as well as various representations made to government in relation to the Group's projects is higher in 2014 as compared in 2013
- i) **75% or ₱24.1M decrease in Professional fees/retainers fee** – the decrease is related to the arrangers fee to solicit potential investors in the Power group incurred in 2013
- j) **6% or ₱0.4 M increase in Travel and transportation** – due to various travels made related to the development of real estate projects in various locations
- k) **8% or ₱1.1M increase in Security services** – due to the increase in number of security personnel assigned to real estate projects
- l) **22% or ₱0.3M decrease in Board meeting expenses**
- m) **112% or ₱0.3M increase in Training and seminars** – due to various training and seminars conducted and attended this year compared to last year.
- n) **6% or ₱31k increase in Subscription and dues** – due to the increase in subscription of business magazines
- o) **16% or ₱0.2M increase in Insurance expense** – due to the increase in properties insured
- p) **29% or ₱0.3M decrease in Litigation expenses** – due to the incurrance of litigation expenses related to Bernardino and Yulo case in the prior year
- q) **18% or ₱0.3M decrease in Directors' fees**
- r) **538% or ₱0.5M increase in Bank charges** – due to the charges related to bank loans

s) **19% or ₱1.7M increase in Miscellaneous expenses** – due to various expenses related to corporate social responsibility

**153% or ₱18.1M increase in Equity in net losses of associate** – pertains to the Group's 30% share of the net loss of PCPC and 20% of the net loss of PEI

**33% or ₱22.3 M increase in Finance costs** – due to the additional availment of loans

**100% or ₱8.4 M increase in Loss on sale of investment properties** – this is related to the disposal of investment property located in Kamuning, Quezon City

### Key Performance Indicators

Financial Ratios Consolidated Figures	Audited 12/31/2014	Audited 12/31/2013
Current ratio <sup>1</sup>	1.04:1	1.91:1
Current Debt to Equity ratio <sup>2</sup>	0.47:1	0.28:1
Total Debt to Equity ratio <sup>3</sup>	1.08:1	0.86:1
Return on Assets <sup>4</sup>	0.04%	0.07%
Return on Equity <sup>5</sup>	0.08%	0.13%

<sup>1</sup>Current assets/Current liabilities

<sup>2</sup>Current liabilities/Stockholders' equity

<sup>3</sup>Total liabilities/Stockholders' equity

<sup>4</sup>Net income/Total assets

<sup>5</sup>Net income/Stockholders' equity

### Material Event/s and Uncertainties

The Company has no other events to report on the following:

- Any known trends, demands, commitments, events or uncertainties that will have a material impact on its liquidity.
- Any material commitments for capital expenditures.
- Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.
- Any significant elements of income or loss that did not arise from the issuer's continuing operations.
- Any seasonal aspects that had a material effect on the financial condition or results of operations.
- Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation
- All material off-balance sheet transactions, arrangement, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.



## Prospects of Real Property Development:

The growth of Philippine real estate sector remains positive through 2016. With the GDP rebounding from 5.6% in the first quarter to 6.4% in the second quarter, the outlook for investment flow into the country continues to be on an uptrend affirmed as well by rosy growth forecasts by credit rating agencies and financial institutions such as the IMF (International Monetary Fund), ADB (Asian Development Bank), and S&P (Standard & Poor's). Hinging on this optimism, real estate players are forging ahead with aggressive developments in all sectors – office, retail, residential and industrial – across, within and outside the main city centers of the country (<http://www.cbre.com.ph/philippine-real-estate-bullish-2016-bpo-sector-sustain-momentum/>).

Despite the annual increase in real estate developments, the Philippine housing backlog is estimated at 4.6M, as of the end of 2016. Industry players said that this may even increase in the next years through 2030 if the demand for socialized houses or mass houses in particular is not addressed. Sixty seven percent (67%) of the housing needs in the country are economic and socialized houses. Demand for low cost and socialized housing is actually increasing faster than what the Developers can deliver.

<b>New Housing Need, 2012-2030 Market Segment</b>	<b>Price Range</b>	<b>Units Needed</b>	<b>% of TOTAL Need</b>
<b>Can't Afford/Needs Subsidy</b>	400K & below	1,449,854	23%
<b>Socialized Housing</b>	400K & below	1,582,497	25%
<b>Economic Housing</b>	400K – 1.25M	2,588,897	42%
<b>Low Cost Housing</b>	1.25M – 3M	605,692	10%
<b>Mid Cost Housing</b>	3M – 6M	No need	
<b>High End Housing</b>	> 6M	No need	
<b>TOTAL Need</b>		6,226,940	

Total New Need Average: **345,941** housing units per year

### ***Estimated Backlog by 2030\****

<b>Those who can't afford</b>	832,046
<b>Backlog, as of 2011</b>	3,087,520
<b>Total Housing Backlog, as of 2011</b>	3,919,566
<b>New Housing Need, 2012-2030</b> (345,941 units/yr X 18 yrs.)	6,226,540
<b>Housing Production Capacity</b> (200,000 units/yr X 18 yrs.)	3,600,000
<b>Backlog by 2030</b>	6,546,106

*\*If no special housing program is created.*

Source: <http://industry.gov.ph/industry/housing/>

As part of the Philippine Development Plan for its housing and urban development, the government provided housing tenure assistance through the following reform measures: (a) loan interest-rate reductions that brought down the lowest socialized housing package to 3 percent per annum; (b) extension of payment terms for all housing loans from 25 up to 30 years; (c) reduction of loan requirements from fifteen (15) to eight (8); and (d) reduction of loan processing time from three months to seven working days for developer accounts with buy-back guarantee, and 30 days for retail and developer accounts without buy-back guarantee (<http://www.hudcc.gov.ph/sites/default/files/styles/large/public/document/PHILIPPINE%20DEVELOPMENT%20PLAN.pdf>)

## Plan of Action

### Short Term Prospects

#### **Real Property Development:**

Being at the forefront in real estate development in Mindanao, the management and the Board of ABCI will continue to pursue its real estate projects in key cities in the Land of Promise. Overtime, ABCI was able to build a reputation and credibility to deliver first class development. It has created a niche in Mindanao and has carved a name to beckon with when it comes to property development. It shall take advantage of the continuous demand in Xavier Estates lots since it is still the preferred place due to its aura. Xavier Estates Phase V-A Ventura Residences offered Ventura Lane and Clusters B&C for the lot-only market. The strongest factor especially among the OFWs and foreigners married to a Filipino are its tree-lined streets now fully-grown, its in-house water system, strict security system, the largest clubhouse in Mindanao as well as having a luxurious view of nature on top of a plateau. Teakwood sales are beginning to pick-up and are also the preferred place compared to its competitors due to its magnificent location which is overlooking the Macajalar Bay. Coral Resort Estates is gaining popularity among local residents due to the tranquility the water front offers. Adelaida Park Residences is ABCI's response to the growing demand for economic house and lot packages. The project gained edge because of its ridgeview linear park and single houses sufficiently spaced from each other. Mountain View Homes Phase 2 attracted teachers, government employees and managers. ABCI will continue to focus on increasing revenue generation, reduction of costs and expenses, and increasing efficiency in its operations to continuously provide the growth of shareholder value. Thru its subsidiaries' diversified ventures, it will keep on pursuing businesses which will eventually replace the adhesive and chemical business ABCI was known for.

Cagayan de Oro City projects:

**Teakwood Hills:** Horizontal development has three (3) phases. Phase 1 & 2 are expected to produce a total of 543 saleable lots after an alteration has been made for the development area of 40 and 5.2 hectares, respectively. The company opted to put on hold the development of 13.34 hectares for Phase III momentarily.

On the other hand, **Xavierville Homes** is already 100% complete as to horizontal works. There were 131 saleable lots that were subdivided from the 4.8 hectares of development.

**Xavier Estates Phase 5A – Ventura Residences** is 91% complete. Cluster A is subdivided to produce 128 saleable house and lot packages of which 115 units were already completed. Cluster B is expected to provide 48 saleable lots & 2 house & lot packages while 91 saleable lots for Cluster C. **Ventura Lane** on the other hand is already 100% developed, it offers 30 lots with cuts starting at 250sq.m. Clusters B & C have lot cuts at 110 sq.m.

In October 2016, ABCI launched **Adelaida Park Residences Phase 1-A**, located in Upper Balulang, Cagayan de Oro. Economic house and lot units are sold in 90sq.m. lot area with floor area of 60 sq.m. and single detached houses in 115-161 sq.m. of 65.5 sq.m. Total development area is 4.4 hectares with a total of 126 saleable units in Phase 1-A. License to Sell was released in September 2016.

Socialized Housing project:

**St. Therese Subdivision** located in mid- Balulang, Cagayan de Oro is a 1.67-hectare socialized housing that will provide 155 lots of which 91 lots have row houses with an lot area of 50 sq.m. while 38 units are duplexes and 17 are single-attached with lot area of either 68 sq.m. or 75 sq.m. There are nine (9) units that are up for new design.

**Mountain View Homes Phase 1** is located in mid-Balulang, Cagayan de Oro City, it's the latest project offering of ABCI. This has a development area of 2.3 hectares with 216 saleable house and lots. Project development is 85% accomplished with amenities. Its License to Sell was released on Feb. 2015.

In November 2016, ABCI opened **Mountain View Homes Phase 2** with 1.3 hectares development area, it offers 83 saleable houses and lot units. The row houses have lot area of 50 sq.m. and floor area of 26sq.m. while single detached units for economic housing have a lot area of 75-143 sq.m. and floor area of 36-38 sq.m. License to Sell was released in September 2016.

Misamis Oriental project:

Another residential development is located in Initao, Misamis Oriental with a total land area of 10 hectares. This development, **Coral Resort Estates** is currently working on its Phase 1 with two clusters. Cluster A has 42 saleable lots and 2 house and lot units with a development area of 2.5 hectares. Cluster B has developmental area of 2.9 hectares with 40 saleable lots. As of the end of the year, 97% has already been accomplished for Cluster A while Cluster B is already 94% done.

Butuan project:

**West Highlands Phase 1** is a residential estate located in Brgy. Bonbon, Butuan City with a total development area of 25.9 hectares. Phase 1 of the project is expected to generate 322 saleable lots. The project development is 95% accomplished with spillway, concrete barrier, riprap and spine road which already 100% done.

*Medium to Long-Term Prospects.*

**Real Property Development:**

A commercial building will be erected in the commercial strip of Xavier Estates to have a recurring rental income.

There is a rise in the demand of housing requirements for middle income, starter families and single market. To address these markets, ABCI intends to develop socialized and economic housing in Cagayan de Oro City, Butuan City and in Tanay, Rizal.

**PROSPECTS OF PALM OIL:**

The palm oil industry is a promising enterprise as the palm oil continuously being considered as the most important tropical vegetable oil in the global oils and fats industry, in terms of production and trade.

Citing a study published by the University of Asia and the Pacific, Mindanao Economic Development Council (Medco) said palm oil's domestic demand will continue to increase 5 percent a year in the next 10 years to 2020. (<http://ppdci.org/?p=20>)

According to industry estimates, the current local demand for palm oil is at 800,000 metric tons (MT). However, the country produces only an average of 100,000 MT a year. This means the Philippines imports as much as 700,000 MT of palm oil from Indonesia and Malaysia just to meet local demand.

Data from the PPDCI showed that the country's crude palm-oil production in 2014 increased by 10.67 percent to 135,000 MT, from 122,000 MT in 2013. Production in 2015 grew slightly to 137,000 MT, as the low price of oil palm discouraged farmers from planting the crop. Last year the price of oil palm (fresh fruit bunch) reached P3,400 per MT, lower than the "comfortable" price of P5,000 per MT. The inventory was high, but the demand for palm oil declined last year, causing prices to fall (<http://www.businessmirror.com.ph/2016/06/07/pinol-eyes-palm-oil-regulatory-body/>).

Key industry players are positive about the bright prospects of increasing palm oil production in the world market not to mention the great demand from the domestic market and the prospect of eventually exporting palm oil globally. This growing demand presents an opportunity for ABERDI to expand its current crude oil capacity of 10 tons per hour to 30 tons per hour. This expansion requires an additional 2,800 hectares of oil palm plantation representing 50% of the additional requirement of 5,500 hectares. Suitable lands for expansion are available in Misamis Oriental and Bukidnon Provinces due to its strategic proximity to the mill. More importantly, these areas have adequate and ideal available land; in good climatic conditions; and has a vast potential area for oil palm plantation.

There are now seven (7) out of nine (9) milling plants in the country which are located in Mindanao. On top of this, two (2) additional milling plants are in the pipeline. Out of the nine (9) plants, two (2) have upgraded into refinery plants. ABERDI is the second next to Caraga Oil Refinery Inc. (CORI).

### **Plan of Action**

To respond to the lack of adequate local production, the management has targeted to develop 2,000 hectares of oil palm plantation in Kalabugao, Impasug-ong, Bukidnon. As of the end of 2016, about 3,699.085 (gross area) hectares were already acquired for development, of which almost 1,547.96 hectares were planted while about 1,697.53 hectares total area for planting (are prepared to be available for planting open for investor. ABERDI is targeting to plant additional 200 hectares. The company is anticipating the signing of agreements with local communities in Misamis Oriental and Bukidnon interested for its expansion program aggregating to 3,000 hectares. Due to the synergy and tax efficiency, ABERDI and Nakeen Corp. have applied for an Amended Articles and Plan of Merger as approved by its Board of Directors and shareholders.

ABERDI's refinery with fractionation machine is now operational in full capacity of 50 MT/day. Likewise, the company is producing Palm Olein, Palm Stearin and Palm Fatty Acid Distillate in bulk sales. In 2016, it has already engaged in branding and packaging of premium cooking oil labelled as "Golden Belle". Its products are now FDA and HALAL-certified.

The company's strategic *Route to Market* design is divided into two (2) service packages. First service package is direct serve outlets which will cover industrial or food processing companies, supermarkets, hyper-marts, wholesalers, groceries, catering services, hotels and restaurants around Mindanao region. Second service package will be indirect serve outlets like sari-sari stores, traditional food outlets, mini marts, direct household consumptions or specials events markets will serve by our potential Trade Execution Partners (TRP). This Dealership System has good functional discounts plus variable incentive scheme. This will provide customers and consumers excellent service and good margin to the best quality products.

In 2016, yields and production are reasonably low compared to prior year due to El Nino. Thus, prices for Palm Oil and its by-products slightly grew. Based on the trend and after effect of El Nino, price will significantly increase in the coming year.

## PROSPECTS OF POWER GENERATION:

The total installed power generating capacity in the Philippines continued to expand by 4.6% from 17,944 MW in 2014 to 18,765 MW in 2015 equivalent to 821 MW increase. Coal-fired power plants constitute the biggest share in the installed and dependable capacity in the year 2015 at 32% and 34% respectively. Meantime, among the renewable energy, the share from the hydro sources remained the highest at 19%, most of which coming from the Mindanao Grid. With the FIT incentives and continued support of the Department of Energy (DOE) and energy agencies and stakeholders, Variable Renewable Energy (VRE) such as wind and solar grew remarkable by 50.9% (144 MW increase) and 616% (142 MW increase respectively from 2014 to 2015).

On a per Grid basis, the percent share remained unchanged over the years. In 2015, almost 75% of the total power capacities was in Luzon, while Visayas and Mindanao, with at par shares, comprised the remaining 25%. The commercial operation of power plants from different technologies provided the needed additional capacities for the Luzon Grid in 2015.

On the average, the actual available capacity during peak hours in Luzon, Visayas in Mindanao was 70% of the total installed capacity in the Philippines in 2015. Among other plant technologies, natural gas in Luzon provided the highest percentage of available capacity over installed capacity at 95%, followed by coal at 85% and geothermal at 70%. Whereas, wind and solar, due to variability and intermittency, provided the lowest available capacity in 2015 at only 22% and 33% of the total installed capacity.

For Visayas and Mindanao, coal-fired power plants delivered the highest available capacity at 91% and 89% respectively. The actual available capacity over installed capacity provided by wind and solar was the highest in Visayas at 89% and 72%. However, due to El Niño, the available capacity of hydro in Mindanao was limited to only 58% of the total hydro capacity.

The net increase in power capacity in the Visayas was the smallest compared to the two Grids, newly operational RE plants coming from biomass, solar and wind provided additional 200 MW in the installed capacity and 170 MW in the dependable capacity. However, due to the decommissioning of Salcon's Cebu Thermal Power Plant (TPP), the total installed and dependable capacity of Luzon declined in 2015. The units of Cebu Land-Based Gas Turbine of SPC Island Power Corporation is currently under preservation and have not provided power to the grid during the past years which contributed to the 80 MW drop in dependable capacity coming from oil-based sources in 2015. Likewise, the non-operation of DESCO Inc.'s Natural Gas Power Plant due to non-availability of fuel and the adjustments in capacities of Unified Leyte Geothermal Power Plants also decreased the dependable capacity of the Visayas Grid.

Power capacities in Mindanao increased significantly compared to previous years after the entry of new power plants coming from base-load coal (150 MW Therma South Coal Unit 1), oil (20.9 MW Peak Power Soccsargen, 5.9 MW Peak Power ASELCO, and 7.8 MW King Energy – Maramag) and solar (12.5 MW Kirahon Solar Farm and 6.2 MW Centralla Solar Farm). On the other hand, the dependable capacity of hydro declined by 3 MW due to deratings.

In the first quarter of 2016, power demand-supply situation remained stable despite the onset of strong El Niño which generally resulted in increased peak demand levels in the three Grids. On the power supply side, hydro capacities especially in Mindanao decreased. Several yellow and red alerts were declared by the National Grid Corporation of the Philippines (NGCP) in Luzon and Visayas during the summer period of April to May 2016. However, the El Niño Mitigating Measures of the Energy Sector alongside with the preparation for the May 9, 2016 National and Local Elections stabilized the power situation during the critical periods. These measures include the activation of the Interruptible Load Program (ILP), ensuring minimal forced outages, management of power plant maintenance schedules and optimization of hydro capacities specifically in Mindanao.

*Source: DOE*

## Plan of Action

### **Coal-Fired Power Project:**

As economic activities continue to expand in the Visayas, specifically in Panay, a need for a more stable and sufficient power supply situation is a must. The 2 x 135 MW coal-fired power plant project in Concepcion, Iloilo was developed due to the foreseen power capacity requirements in the Visayas region. The first unit of this new base load plant was designed to address the power supply requirements of the Visayas grid and provide a steady flow of power when it goes on line. Palm Concepcion Power Corporation (PCPC) the project proponent, constructed the power plant in 2013. The power plant is equipped with a steam turbine generator manufactured by Alstom of Europe.

PCPC started commercial operations of the first unit of the 135 MW Circulating Fluidized Bed Combustion (CFBC) power plant on August 16, 2016. It is now delivering power supply to Panay, Negros, and the rest of Visayas.

Ten (10) distribution utilities and electric cooperatives have signed up with PCPC for their base load power capacity requirements in order to deliver reliable and stable power generation supply to industrial, commercial, and residential consumers.

For the second unit, requirements for the Environment Compliance Certificate (ECC) has been completed and was already submitted to the Department of Environment and Natural Resources (DENR).

### **Bunker-Fired Power Project:**

Peakpower Energy, Inc. was set up in 2013 to implement projects designed to generate peaking energy across various A+/Green rated electric cooperatives in Mindanao. These are Build-Operate-Maintain and Transfer agreements for brand new bunker-fired engines, which will last for 15 years.

After signing a power purchase and transfer agreement for 20-megawatt of peaking power supply with South Cotabato II Electric Cooperative and 5-megawatt with Agusan del Sur Electric Cooperative in 2013, the respective plants Peakpower Soccsargen, Inc. (PSI) and Peakpower San Francisco, Inc. (PSFI) are commercially operational, supplying the very much needed power capacities in their franchise areas.

Expansion of these two plants are almost complete and are expected to be in commercial operations this year. A third plant, Peakpower Bukidnon, which is a 2 x 5.2MW Inc. peaking plant and embedded to Bukidnon Second Electric Cooperative is also nearing completion and is expected to be on commercial operations by July 2016.

### **Hydro Power Project:**

Hydro Link Projects Corporation (HLPC) has several prospect sites for hydroelectric generation across the Philippines pursuant of ABCI's Vision of energizing the country's development. HLPC is currently pursuing the Carac-an Hydroelectric Project (CHP) in Cantilan, Surigao del Sur. It is a run-of-river type of hydroelectric development along the Carac-an River, the largest river stream around the Carac-an watershed area. This 16.3MW hydroelectric plant is HLPC's first foray in the renewable energy market under the auspices of ABCI.

Mindanao is rich in natural resources and has a huge potential for renewable energy, especially hydropower. The Carac-an Hydropower Project is in line with the objective of the government to

accelerate the exploration of renewable energy resources to achieve energy self-reliance to reduce the country's dependence on imported fuels.

The DOE has granted the Hydropower Service Contract for the exclusive right to explore, develop and utilize the hydropower potential of the Caracan River located in Barangay Lobo and Cabangahan, Municipality of Cantilan, Surigao del Sur. It is the water source of Cantilan National Irrigation System. The irrigation system will not be affected by this hydropower development.

The project covers a drainage area of about 161 sq. km. measured at the proposed dam site. The result of the feasibility study shows that it would necessitate to build a diversion dam with a height of about 42 meters to attain the projected capacity and energy. The water will be diverted to a powerhouse located about four (4) kms downstream via a 4.4-km length of associated headrace and 140-m penstock. The powerhouse will be equipped with two (2) units of 8.15MW (2 x 8.15MW) of Francis Turbine for a total of installed capacity of 16.3MW with an estimated annual energy generation of about 78.9 GWh.

The output of the power station is proposed to be connected to the nearest sub-station of the Surigao del Sur Electric Cooperative II (SURSECO II), located in Madrid Sub-station. Currently SURSECO II has a peak demand of about 13MW. The excess power can be sold to other customer around the Mindanao Grid.

The proposed Project, being an indigenous source, can offer a very competitive energy price and is projected to help the stability of power in the area. In the economic terms, the Project can help save the environment by displacing part of the energy generated by fossil-fired power plants and can help protect the watershed and its environment.

The Project is also seen as an integral part of the economic development in the area and will further boost the economic and living condition of the constituents.

Along with the Hydropower Service Contract (HSC), the project has been granted its corresponding Certificate of Registration. After the Feasibility Study was completed, the project has been presented to the DOE as part of the process in its evaluation on granting the Certificate of Commerciality (COC).

The application for Water Permit has also been filed. In the application for water permit, NWRB requires developer the submission of "River System Ecological Study and Sustainability Plan." This additional requirement of NWRB will be included during the conduct of the environmental study.

Likewise, procurement for other permitting and approvals shall follow which include: Environmental Study, Endorsement from NCIP for FPIC, Endorsement and Resolution of Support from LGUs, and Public Consultation. The acquisition of the above approvals is the requirement of DOE in order for the Project to advance to the next phase of project implementation which is the development/commercial stage. Afterwards, the project is ready for construction.

### **Significant Change in the number of employees**

The Brown Group of Companies foresees significant change in the number of employees at around six (6) new employees to cover new and/or additional positions, replacement for resigned/(ing) and retired/(ing) employees. Hiring of employees will continue in the regular course of the business as the need arises.

## External Audit Fees and Services

A) Aggregate fees billed for the calendar years 2016 and 2015 for the audit of financial statements:

	<u>2016</u>	<u>2015</u>
1) Regular Annual Audit of Financial Statements (inclusive of VAT)	P 492,800	P 470,400
2) The nature of services comprising the fees includes the following:		
a) Audit in accordance with generally accepted auditing standards.		
b) Examination of the company's internal control structure for the purpose of establishing a basis for determining the nature, timing and extent of auditing procedures necessary for expressing an opinion.		
c) Procedures designed to provide reasonable assurance of detecting errors and irregularities that are material to the financial statements.		
d) Audit and Business Advisory		

The audit fee of the parent's eight (8) subsidiaries (direct & indirect) in 2016 and 2015 were P364,000 and P341,600, respectively.

B) Aggregate fees billed for the calendar years 2016 and 2015 for Tax Compliance Audit are as follows:

	2016	2015
1) Tax Compliance Audit (Inclusive of VAT)	P -	P -
2) The nature of services comprising the fees includes the following:		
a) In-depth review of company's records to ascertain compliance with the rules and regulations of the Bureau of Internal Revenue and the local government;		
b) Review completeness of documents for BIR and local government purposes;		
c) Evaluation of income and business tax positions based on past and current operations to determine tax savings and/or exposures;		
d) Recommend corrective measures to ensure compliance with tax laws; and		
e) Recommend measures for tax- savings purposes.		

C) There are no services other than the services reported under items (a) and (b).

Reyes, Tacandong & Company was the external tax consulting firm who conducted the 2011 tax compliance audit of the parent and some of its subsidiaries. The firm was retained as tax consultant thereafter until September 2016.

The ABCI Audit Committee recommends to the Board and stockholders the appointment of the external auditor and the fixing of audit fees. The Board and stockholders approve the Audit Committee's recommendation.

During end-of-audit, an initial conference by the external auditors with the management's authorized representatives discuss the initial findings. After the clarification conference, the external auditors together with the partner in-charge will discuss before the rest of the Audit Committee. If there are any revisions, another round of discussion will be set before the audited reports are finalized, accepted and approved.



## **CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

The accounting firm of Constantino Guadalquiver & Co., (CG & Co.) was duly appointed as the Independent Public Accountants on 28 August 2009. Representatives of CG & Co. shall be present during annual meetings and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed.

There was no instance that CG & Co. had any disagreement relating to accounting principles or practices, financial statement disclosures or auditing scope or procedure. Per SEC Memo Circular of 2005 – Amendments to SRC Rules 68 and 68.1, "... the external auditors shall be rotated every after five (5) years of engagement. In case of a firm, the signing partner shall be rotated every after said period. The reckoning date for such rotation shall commence in year 2002 ...". For five consecutive years, from 2009 to 2013, Rogelio M. Guadalquiver has been the Partner-In-Charge of the independent examination. For the audit year 2014 and 2015, Annalyn B. Artuz is the Partner-In-Charge. After the two (2) years cooling off period, Rogelio M. Guadalquiver is again the Partner-In-Charge.

### **Discussion of Compliance with leading practices on Corporate Governance:**

- a. The Company has participated in the Corporate Governance Survey per SEC Memorandum Circular No. 8, series of 2008 and used the CG Scorecard as its performance evaluation checklist for year 2009 to 2012. With the issuance of SEC Memorandum Circular No. 5 Series of 2013, as amended, the Company submitted its Annual Corporate Governance Report (SEC Form ACGR) for 2012 on July 1, 2013. The Consolidated Changes in the Annual Corporate Governance Report for 2013 (with updates as of May 9, 2014) was submitted on May 13, 2014. The Consolidated ACGR for 2014 was submitted on January 9, 2015. The Consolidated ACGR for 2015 was submitted on January 8, 2016. The Consolidated ACGR for 2016 was submitted on May 30, 2017.
- b. The Company's Corporate Governance Compliance Officer submitted the Certification on Compliance with its Revised Manual on Corporate Governance for Year 2012 to the SEC on January 29, 2013 and to the PSE on February 04, 2013 confirming that ABCI has conformed to and complied with the provisions and leading practices and principles on good corporate governance as set forth in the Manual and SEC Code of Corporate Governance, as amended. The Company likewise submitted its 2015 PSE Corporate Governance Guidelines Disclosure Template to the exchange and duly posted on the PSE website on March 29, 2016 reflecting the company's level of adoption of the PSE recommended corporate governance guidelines as embodied under PSE Memorandum No. 2010-0574 dated November 26, 2010. The 2016 PSE Corporate Guidelines Disclosure Template was submitted to the exchange on March 30, 2017. In compliance with SEC Memorandum Circular No. 19 series of 2016, the Company submitted the Revised Manual on Corporate Governance on May 31, 2017.
- c. The Company's Corporate Secretary submitted to the SEC on January 6, 2017 the Certification on attendance of members of Board of Directors for the year 2016. The directors' attendance to the nine (9) Board meetings held for the year is as follows:

	Date of Meeting								
	Jan 6	Jan 29	March 8	March 18	May 19	Aug 8	Sept 28	Sept 28*	Dec 8
Walter W. Brown	✓	✓	✓	✓	✓	✓	✓	✓	✓
Annabelle P. Brown	✓	✓	✓	-	✓	✓	✓	✓	✓
Robertino E. Pizarro	✓	✓	✓	✓	✓	✓	✓	✓	✓
Elpidio M. Paras	✓	✓	✓	✓	✓	✓	✓	✓	✓
Thomas G. Aquino	✓	✓	✓	-	✓	✓	-	-	✓
Antonio S. Soriano	✓	✓	✓	✓	✓	✓	✓	✓	✓
Roel Z. Castro	✓	✓	✓	✓	✓	✓	✓	✓	✓
Gerardo Domenico Antonio V. Lanuza**	✓	✓	✓	-	-	-	-		
Renato N. Migriño***								✓	✓
Marie Antonette U. Quinito***								✓	✓

Note: \* Organizational Meeting

\*\* Term ended on 28 September 2016. GADVL did not seek re-election during the 28 September 2016 Annual Stockholders' Meeting

\*\*\* Elected on 28 September 2016

- d. Part of the measures being adopted by ABCI in order to comply with the leading practices is the participation and attendance by members of the Board and top level management in corporate governance initiated by accredited institutions. For 2016, thirteen (13) directors and officers attended a seminar on Corporate Governance in compliance with SEC Memorandum Circular No. 20 Series of 2013.
- e. Annual self-assessment of the Board of Directors to determine compliance not only with its Manual of Corporate Governance but also all other regulations and rules prescribing good corporate governance is regularly being done.
- f. Adoption of best practices and creation of different committees such as Audit, Nomination, Compensation and Governance. The Board of Directors organized the committee - Committee on Corporate Culture and Values Formation to promote, foster, and institutionalize the corporate vision, mission, core values, good corporate governance and ethical conduct among the members of the Board, officers and employees of the company. The formation of the Risk Committee to effectively manage financial and business risks in accordance with company's risk profile and risk culture will strengthen the company's position in terms of mitigated exposures. The different board and management committees also perform oversight functions over compliance with the Manual and other corporate policies of ABCI.
- g. The Board of Directors through the Governance Committee has approved in December 2014 the Company's whistle blowing policy which provided the guidelines on handling employee disclosure or complaints of violation of the corporate governance rules which protects whistleblower from retaliation and ensures confidentiality and fairness in the handling of a disclosure or complaint. Likewise, the Insider Trading Policy has been approved to apprise and ensure compliance by all members of the Board of Directors, officers and employees of their obligations under the applicable securities laws to refrain from trading (buying and selling) the Issuer's securities based on inside information and tipping or passing information to someone who may use such information to trade Issuer's securities during prescribed blackout periods. The policy also includes the requirement to report their direct and indirect beneficial ownership of the Issuer's shares as well as any changes in such beneficial ownership within the prescribed period. The policy was adopted in keeping with the trend on sound corporate governance practices that support the integrity of capital market based on the principle of "equal opportunity based on equal access of information".
- h. The Compliance Officer of ABCI coordinates with the Board and management committees in monitoring compliance with the Manual, determine the violations, if any, and recommend penalties for such violations. He/She also helps identify, monitor and control compliance risks.

There are no known material deviations from the Manual on Corporate Governance by ABCI.

## 2016 Corporate Social Responsibility

Initiative	Beneficiary
1.) ABCI Scholarship Program – on going since 2011	<p>There are five (5) college students, two (2) junior high school students and one (1) student enrolled in graduate studies belonging to the Higaonon tribe from Kalabugao, Impasugong, Bukidnon and Tingalan Opol respectively are recipients of the ABCI Scholarship program. Of the eight (8) ABCI Scholars, two (2) of them are 2nd year college enrolled at Misamis Oriental State College of Agriculture and Technology taking up Bachelor of Science in Agriculture. Two (2) 2nd year college students enrolled at Opol Community college taking up Bachelor of Science in Business Administration. One (1) is first year student taking up the same course. Two (2) students enrolled under junior high school program at Opol National High School. One (1) student enrolled at Mindanao University of Science and Technology graduate studies</p>
2.) Blood-Letting Activity	<p>In partnership with Philippine Red Cross, HR organized/facilitated Bloodletting activities in CDO, Opol, Misamis Oriental and Impasugong, Bukidnon on Feb. 24, 26, 2016 &amp; April 20, 2016. A total of 50 successful blood donors where gathered during the said activities (14 in Cagayan de Oro City, 16 in Salawaga, Opol and 20 in ABERDI-Mill, Impasugong Bukidnon)</p> <p>Participated by employees and agency workers of the company. This blood-letting activity is an annual humanitarian activity of A Brown Group of Companies</p>
3.) Financial Assistance to Indigent People (IP) Community	<p>The financial assistance serves to sustain partnership with IP's in Kalabugao to preserve peace and order in the community.</p>

## BUSINESS AND GENERAL INFORMATION

### Item 1. BUSINESS

On 01 October 1992, the Securities and Exchange Commission (SEC) approved the amended Articles of the Incorporation and By-laws of Bendana, Brown, Pizarro & Associates, Inc. (incorporated on December 21, 1966) which changed the parent Company's name to Epic Holdings Corporation and effected a 5:1 stock split by reducing the par value of shares from ₱5 to ₱1 while increasing the total number of authorized shares from 20,000,000 to 100,000,000.

On 25 June 1993, the SEC approved the plan of merger of Brown Chemical Corporation and Brown Chemical Sales Corporation (absorbed corporations) into Epic Holdings Corporation as the surviving corporation. Subsequently, Epic Holdings Corp. changed its name to A Brown Company, Inc. (its current name) as approved by SEC on 01 July 1993. ABCI was thereafter listed with the Philippine Stock Exchange on February 8, 1994 and became the holding company of the Brown Group of Companies.

On 24 December 1999, the SEC approved the plan of merger of A Brown Company, Inc. ("ABCI") (surviving company) and five of its wholly-owned subsidiaries, namely: A Brown Chemical Corporation, Geoex Farms, Inc., East Pacific Investors Corporation, Terra Asia Pacific Development Manager, Inc and Victorsons Trans Cargo System, Inc. (absorbed corporations).

On 27 June 2002, the Securities and Exchange Commission approved the plan of merger of A Brown Company, Inc. (surviving corporation) and five (5) of its wholly owned subsidiaries (absorbed corporations) namely: Another Brown Co., Inc. (formerly W. Brown Co., Inc.), Geoex Drilling Corp., Northmin Mining and Development Corp., Manresa Golf and Country Club and Norphil Properties, Inc.

#### Investment in Power Companies

Mid 2006 marked the entry of ABCI in the energy business through its investment in Monte Oro Resources and Energy, Inc. (MORE). ABCI's 11.70% equity interest in MORE was reduced to 7.59% after the non-subscription to the increase in authorized capital stock (ACS).

In October 2014, the Parent Company sold all its 388,694,698 shares in MORE to Apex Mining Company, Inc. (APEX).

In 2010, the Parent Company subscribed 2,850,000 shares and 3,000,000 shares of Palm Thermal Consolidated Holdings, Corp. (PTCHC) and Panay Consolidated Land Holdings, Corp. (PCLHC), respectively, at par value. The investment represented 95% and 100% shareholdings of PTCHC and PCLHC, respectively. PTCHC and PCLHC were newly organized subsidiaries of the Parent Company. In December 8, 2010, Palm Thermal Consolidated Holdings, Corp. (PTCHC) acquired 100% of the outstanding capital stock of DMCI Concepcion Power Corporation, the former corporate name of Palm Concepcion Power Corporation (PCPC). PCLHC acquired thirty (30) hectares of land from DMCI Power Corporation ("DPC") with the intention of using it as the site for a coal-fired power plant project. PTCHC is the corporate entity that initiated the ABCI's entry in the power generation business. PCPC is the corporate vehicle which will construct and operate a 1x135MW coal-fired power plant project in Concepcion, Iloilo. The Department of Energy (DOE) classified the project from "indicative" to "committed" in February 2012 after the progress report has been evaluated.

In 2012, Palm Thermal entered into various agreements and deeds which decreased its shareholdings in Palm Concepcion Power Corporation (PCPC) from 100% to 30% and acquired 30% equity stake in Panay Consolidated Land Holdings Corporation (PCLHC) from the previous shares of the Parent Company as of December 31, 2012.

With the divestment of AC Energy Holdings, Inc. (ACEHI) in May 2013, PTCHC acquired ACEHI's 40% interest in PCPC and PCLHC, increasing PTCHC interest in the coal-fired project to 70%. With the entry of new investor, Oriental Knight Limited (OKL) in PCPC and new subscription of the PTCHC and Jin Navitas Resources, Inc. (JNRI) in December 2013, the equity interest resulted to the following: PTCHC (39.54%); JNRI (30%) and OKL (30.46%). PTCHC's interest in PCLHC remained at 70% as of December 31, 2013.

During the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC with PCPC as the surviving entity as well as the increase in authorized capital stock (ACS) of PCPC. The merger and the increase in ACS resulted to the 30% equity interest of the Company in PCPC.

On December 2014, PCPC applied for an increase in its authorized capital stock which was approved by SEC on January 6, 2015. Palm Thermal's shareholdings have been reduced from 30% to 20% due to non-subscription on the increase of PCPC's authorized capital stock.

On January 12, 2011, ABCI and Hydro Link Projects Corp. (HLPC) entered into a deed of subscription with an aggregate share of 37,500 common shares which will be taken from the 150,000 increase of the authorized capital stock which represents 93.75% of the outstanding capital. HLPC amended its articles of incorporation to effect the deed of subscription and subsequently approved by the SEC on July 21, 2011. On December 2011, a deed of assignment was entered into by ABCI and HLPC's stockholder, assigning the remaining 6.25% of HLPC shares to ABCI bringing the total subscription to 40,000 shares. On October 2012, ABCI subscribed to the remaining 120,000 unsubscribed share capital of HLPC.

In February 2013, the company caused the incorporation of Peakpower Energy, Inc. (PEI), the holding company that will venture on projects designed to generate peaking energy in Mindanao using brand new bunker-fired engines. The company is working to develop, construct, and operate diesel power plants in Mindanao through PEI's subsidiaries: Peakpower SOCCSARGEN, Inc. (PSI) and Peakpower San Francisco, Inc. (PSFI).

On July 24, 2014, a new subsidiary, Peakpower Bukidnon Inc.(PBI), was incorporated for a 15-year Build-Operate-Maintain and Transfer agreement with the Bukidnon II Electric Cooperative Inc. (Buseco). PBI and Buseco signed a Power Purchase and Transfer Agreement for 10.4MW Diesel/Bunker-fired power plant to be constructed in Manolo Fortich, Bukidnon. On October 16, 2016, the company sold all its 100% interest in PBI to Peakpower Energy Inc. (PEI) to consolidate its investment in peaking project under one holding company.

#### Investment in Mining Company

In November 2011, ABCI acquired the 22.87% outstanding equity of PhiGold Limited. It is a holding company incorporated in the Cayman Islands on October 20, 2010 with its principal activity of investing in gold mining assets. It has invested 40% in the total voting rights in PhiGold Metallic Ore Inc. (PMOI), a gold mining company incorporated in the Philippines last January 7, 2008. PMOI is the contractor of its acquired mining property covered by Mineral Production Sharing Agreement 190-2009-XIII (MPSA 190) granted by the Philippine Government. As of December 31, 2014, the company's equity interest was reduced to 18.7% with the entry of new investors.

Last October 2014, the Parent company sold all its 388,694,698 shares in Monte Oro Resources and Energy Inc. (MORE) to Apex Mining Co., Inc. (Apex) and subsequently subscribed the same number of shares of Apex. The Parent Company has 8.89% shareholdings in Apex after the SEC approved the increase in its authorized capital stock on January 12, 2015. After the next round subscription, the company's interest is reduced to 6.24%. Apex Mining Co., Inc. is principally engaged in the business of mining and production of gold, silver, copper, lead and other precious metals. Apex acquisition of MORE gives it access to another mineral processing plant, as well as

expansion opportunities in Jose Panganiban in Camarines Norte since Monte Oro fully owns Paracale Gold Ltd. that runs a mineral processing plant in Jose Panganiban, Camarines Norte, and 40 percent of Bunawan Mineral Resources Corporation which has two mining lease contracts covering 652.2891 hectares and pending applications for production sharing agreement and exploration permits. Moreover, Monte Oro has 30 percent participating interest in Service Contract no. 72 for natural gas in the Sampaguita gas field offshore northwest of Palawan in the West Philippine Sea, as well as a 52 percent stake in International Cleanenvironment Systems Inc. that has a solid waste management contract with the Philippine government for Metro Manila. Monte Oro's other assets include holdings in foreign firms engaged in mining and exploration work in Mongolia, Uganda and Sierra Leone in Africa and also in Myanmar. Apex Mining also has an expansion program that sought a production hike of 1,500 tons of ore per day in its Maco mine in Campostela Valley from 850 tons per day. The Maco mine produces bullions containing gold and silver which are smelted in a Metalor refinery in Switzerland. Apex also acquired Itogon-Suyoc Resources, Inc. which has mining claims and owns the mill and production facilities in Sangilo, Itogon, Benguet and Suyoc mine in Mankayan, Benguet.

#### Amendment to Articles of Incorporation and By-Laws

The Board of Directors during their meeting held on November 28, 2011 and by the stockholders of the Parent Company holding at least two-thirds (2/3) of the outstanding capital stock, through written assent on December 27, 2011, amended the Articles of Incorporation, changing the principal office to Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City. The amendment was approved by SEC on December 28, 2011.

On June 13, 2012, the SEC approved the amendment of the Company's By-Laws to amend and define the functions of its Executive Chairman and President, remove the requirement that the Company's vice presidents must be a member of the Board and to impose certain requirements on granting of bonuses to its BOD, officers and employees.

In a Board of Directors meeting held on May 2, 2012 and the annual stockholders meeting on June 1, 2012, the Board of Directors and the shareholders representing 2/3 of the outstanding capital stock approved the following amendments in the Articles of Incorporation:

- a. Amendment to paragraph 4: "That the term for which the Corporation is to exist is extended for another fifty (50) years from and after the date of the expiration of the original corporate term on 20 December 2016".
- b. Amendment to paragraph 6: "That the number of directors of this Corporation shall be Nine (9)....."
- c. Amendment to paragraph 7: "That the amount of the capital stock of this Corporation is One Billion Six Hundred Twenty Million Pesos (₱ 1,620,000,000.00), Philippine Currency, and the said capital stock is divided into One Billion Six Hundred Twenty Million (1,620,000,000) shares with a par value of One Peso (₱ 1.00) each, provided that, stockholders shall have no pre-emptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors".

The SEC approved the said amendments on December 28, 2012.

During the annual stockholders' meeting on June 7, 2013, the shareholders approved the amendment of the Corporation's Articles of Incorporation to increase the authorized capital stock from One Billion Six Hundred Twenty Million Pesos (₱ 1,620,000,000.00) and the declaration of 25% stock dividend, equivalent to 346,573,307 common shares which will be issued out of the increase in the Corporation's authorized capital stock. The SEC approved the amendment on August 16, 2013.

In the Board of Directors meeting held on April 4, 2014 and the annual stockholders meeting on May 9, 2014, the Board of Directors and shareholders representing 2/3 of the outstanding capital stock approved the increase in authorized capital stock to Three Billion (₱ 3,000,000,000). This proposal to increase ACS to 3 Billion was superseded with the approval of the increase in ACS as approved by the Board on May 19, 2016 and August 8, 2016.

On May 19, 2016, the Board of Directors initially approved the amendment of the Corporation's Articles of Incorporation to increase its authorized capital stock (ACS) from the current Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Four Billion Pesos (P4,000,000,000.00) divided into Five Billion (4,000,000,000) Common Shares. On August 8, 2016, the BOD's earlier approved amendment was further amended to increase It was later on amended on August 8, 2016 to increase its authorized capital stock (ACS) from the current Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares.

The increase in the Corporation's authorized capital stock, however, will be implemented in two tranches, as follows:

a.) First, an increase by One Billion Three Hundred Million Pesos (P1,300,000,000.00), divided into One Billion Three Hundred Million (1,300,000,000) Common Shares will be immediately implemented, and out of said increase, the Twenty Percent (20%) stock dividend declared on May 19, 2016 will be issued. This was approved by the Securities and Exchange Commission (SEC) on January 11, 2017.

b.) Second, an increase of up to One Billion Seven Hundred Million Pesos (P1,700,000,000.00), divided into One Billion Seven Hundred Million (1,700,000,000) Common Shares, to be issued, together with the remaining authorized but unissued capital stock of the Corporation in a capital raising exercise that may be undertaken by the Corporation subsequent to the issuance and listing of the 20% stock dividend declaration.

The August 8, 2016 BOD's proposed amendments in the Articles of Incorporation were approved by stockholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting on September 28, 2016.

The application on the first tranche of the increase in authorized capital stock was submitted to the Securities and Exchange Commission on December 29, 2016 and subsequently approved the amendment on January 11, 2017, to wit:

"Amendment to paragraph 7: "That the amount of capital stock of this Corporation is Three Billion Three Hundred Million Pesos (P 3,300,000,000.00), Philippine Currency and the said capital stock is divided into Three Billion Three Hundred Million (3,300,000,000) shares with a par value of One Peso (P1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

The documents required on the application to the increase in authorized capital stock for the second tranche were not yet submitted to the SEC as of March 28, 2017.

The Company is not under bankruptcy, receivership or similar proceedings. There is no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business during the past three years.

As a holding company, the following are the other businesses and investments (refer also to Note 2 *Basis of Preparation- Principles of Consolidation* of the attached Notes to Consolidated Financial Statement):

**A BROWN ENERGY AND RESOURCES DEVELOPMENT, INC. is 100% owned**

ABERDI (formerly A Brown Energy, Inc. amended on August 27, 2002) was registered with the Securities and Exchange Commission on 21 February 2001 under SEC Registration No. A200102288 and started commercial operations in April 2002. It may engage in the business of manufacturing and trading goods such as crude oil and petroleum products on wholesale/retail basis. Its principal place of business is at Malubog, Impasug-ong, Bukidnon. It has 75 employees as of December 31, 2016.

Likewise, on August 2006, ABERDI entered into a Development Contract (DC) with Kapunungan Sa Mga Mag-Uuma sa Kaanibungan(KASAMAKA) now KAanibungan Farmers Association (KAFA) at the Barangay Kalabugao, Municipality of Impasugong, Bukidnon concerning the development of Oil Palm Commercial Plantation.

The Peoples Organization (PO) has been granted Community Based Forest Management Agreement (CBFMA) No. 55093, by the Department of Environment and Natural Resources (DENR) on December 22, 2000, covering an area of 2,510.80 hectares of forest lands located at Sitio Kaanibungan, Barangay Kalabugao, Impasugong, Bukidnon. Under the said CBFMA No. 55093, the PO is mandated to develop, manage, and protect the allocated Community Forest Project Area. Article II, Sec. 2 (vii) of DENR Administrative Order (DAO) No. 96-29 dated October 10, 1966, otherwise known as the CBFM Implementing Rules and Regulations, the PO is allowed to “enter into agreements or contracts with private or government entities for the development of the whole or portion of the CBFM area; provided that the development is consistent with the approved Community Resource Management Framework (CRMF) Plan of the CBFM area. The PO is desirous in engaging the participation of ABERDI Inc. for the development of the said area into an Oil Palm commercial plantation.

The project's objective is to establish approximately 894 hectares into a commercial palm plantation. ABERDI (the Developer) may intercrop suitable agricultural crops in the plantation and raise livestock, the harvest and produce of which shall belong to the Developer. The responsibilities of KASAMAKA now KAFA in regard to the project are: 1) to provide the land area of 894 hectares within the CBFMA area 2) to provide manpower needs of the Developer in all developmental activities such as land preparation, planting, weeding, fertilization, harvesting, maintenance and others 3) To secure all the required documents pertinent to this agreement from concerned agencies. On the other hand, ABERDI will provide the technical and financial resources to develop the 894 hectares into Palm Oil Plantation. The rights and responsibilities of the Development Contract were transferred to Nakeen Corporation starting year 2006.

The status of the other development contracts between ABERDI and other Peoples' Organization are as follows:

- Kalabugao Ulayanon Farmer's Association (KUFA) – DENR survey of plantation perimeter map done. Tribal Resolution for FPIC-CP application on process with NCIP.
- Kapunungan sa mga Mag-uuma sa Barangay Tingalan (KMBT) – The CP-FPIC process has been expanded to cover two big tribal groups – the Dulanga Unified Tribal Council and the Unified Higaonon Tribal Council of Bagooboc. The CP-FPIC process has been done and the issuance of the certificate from NCIP is due within March 2016.
- Kapunungan sa mga Mag-uuma sa Barangay Tignapoloan (KMBT) – CBFM application submitted to DENR. Tribal resolution supporting CBFM application is done. CP-FPIC application on process with NCIP.



The Company has paid advance rental of ₱ 6 million for 20 years up to 2026. On 26 March 2007, the Board of Directors passed and approved the transfer of its oil palm nursery and plantation operations to its subsidiary Nakeen Corporation (NC) effective 1 March 2007 to facilitate efficiency and profitability. Likewise, ABERDI is into palm oil milling operations. Its mini mill constructed in 2006 is located in Impasug-ong, Bukidnon. The refinery with fractionation machine is now operational in full capacity of 50 MT/day.

Fresh Fruit Bunches (FFB) processed for year 2016 was 16,865.53 MT, with 38.78% decline compared to 27,550.54 MT in 2015 due to effect of El Niño. A total of 3,132.78 MT of Crude Palm Oil (CPO) was recovered at an oil extraction rate (OER) of 18.58% in 2016 as compared to 6,061.12 MT at an extraction rate of 22% in 2015. Total kernels produced for the year was 369.54 MT as compared to 538.71 MT in 2015. Sales were as follows: CPO was 1,106.83 MT, 341.73 MT of kernel, 307.32 MT of Palm Acid Oil, 205.29 MT of Palm Fatty Acid Distillate (PFAD), 1,241.05 MT of Palm Olein, 607.45 MT of Palm Stearin, and 212.71 MT of Refined Bleached Deodorized Oil (RBDO).

On March 6, 2012, the BOD of ABERDI and NC approved and authorized the application of merger of the two subsidiaries. Before the SEC approved the Articles and Plan of Merger, the BOD and the stockholders of both companies approved and ratified the subscription of ABERDI to the 750,000 unsubscribed shares of Nakeen Corp. at ₱ 1.00 per share with 50M as additional paid-in capital. The BOD and shareholders of the company also approved the filing with Securities and Exchange Commission (SEC) the amended Articles and Plan of Merger reflecting the new capital structure of the Nakeen Corp. and specifying the effectivity date of the revised merger to be the first day of the subsequent month following the SEC approval.

On February 19, 2013, the BOD of Nakeen approved the filing of the amended Articles and Plan of Merger using the 2012 audited Financial Statements. The amended articles and plan was filed with the SEC on July 24, 2013 to amend certain provision on the articles and plan of merger as follows:

1. Issuance of the Company's shares to Nakeen's shareholders in exchange of the net assets of the latter as result of the merger.
2. Specify the effectivity date of the merger which will be the first day of the month succeeding the month of approval of the merger by the SEC.

On February 11, 2015, SEC denied the petition to amend plan of merger. The Company and Nakeen's management filed a request for reconsideration to approve the petition. As of March 28, 2017, the request for reconsideration is still pending before the SEC.

The Company entered into a lease agreement with Nakeen Corporation for the plantation area inclusive of the standing crops, properties and equipment effective January 1, 2013 which expired on December 31, 2013 with an option to pre-terminate the lease agreement as agreed by both parties. Also provided in the lease agreement, from October 1, 2012 up to December 31, 2012, the Company shall be given access to enter Nakeen's premises for the set-up, construction and preparation for its intended use of the plantation area. The lease was extended up to April 1, 2020.

The operating performance of the company for year 2016 decreased from previous year's net income of ₱ 2 million to a net loss of 33 million. The sales of crude palm oil decreased by 69.02% from ₱ 98.6 million in 2015 to ₱ 30.5 million this year due to its utilization as a raw material of Palm Olein and Palm Stearin. The quantity sold declined by 70.15% or 2,601.23 from a volume 3,708.06 MT in 2015 to 1,106.83 in 2016 but the average selling Price per MT slightly increased by 3.78% from ₱ 26,592 per MT last year to ₱ 27,595.87 per MT this year. Sales volume variance is ₱69.2 million or is 70% unfavorable and sales price variance is ₱137.2 million or 1% favorable. Sales from kernels declined to 29.69% or ₱ 1.6M and have a higher average price of ₱11,387.80 per MT as compared to the ₱ 9,726.89 per MT from previous year. The quantity sold fell by 39.95% or 227.33 MT less than that of last year. Sales volume variance for palm kernel is ₱ 2.2 million or 40%

unfavorable and sales price variance is ₱ 3.8 million or 10% favorable. Sales of PFAD dropped from ₱ 3.6 million last year to ₱ 2.5 million this year. Sales from palm acid oil is 307.32 MT compared from last year of 406.23 MT. Sales Volume variance is ₱ 903 thousand or 24% unfavorable. The price variance of palm acid oil is 1.9 million or 2% unfavorable. Decrease in the sale of the by products Palm Acid Oil and Palm Fatty Acid Distillate is due to the more efficient production process giving a better yield to main products Palm Olein and Palm Stearin. Sales of palm olein in 2016 grew by 90% or 22 million from 751.16 MT amounted ₱ 24 million last year to 1,241.05 MT amounted to 46.4 million this year. Sale of palm stearin also increased from 384.92 MT amounted to ₱ 7.6 million to 607.45 MT amounted to P15 million this year. Other services rendered last year amounted to P6,713,558. Cost of sales decreased by 17.81% from last year's ₱ 100 million to ₱ 82.2 million this year. Operating expenses increased by ₱8.8 million or 21.89% due to additional assessment of real property taxes for refinery and fractionation properties after the plant area was reclassified to industrial, additional security personnel at mill site, and increased materials and supplies needed at mill site. The net income before income tax amounted to ₱ 6.98 million in 2015 dropped to a net loss of ₱ 31.1 million this year due to low production for year 2016, low production was caused by low supply of FFB due to El Nino.

Total assets increased by 3.57% or ₱ 36 million from ₱ 1.009 billion in 2015 to ₱ 1.046 billion in 2016. Receivables (net) were recorded at ₱ 11.7 million in 2016, it dropped by P4.8 million or 29% as compared to ₱ 16.5 million in 2016 since the sales of all main products are more on cash basis. Prepaid expenses dropped to ₱ 26 million as compared to last year's ₱35.7 million. This year, property and equipment increased by 6.61% or ₱ 37.1 million based on the ₱ 561.4 million last year. Total liabilities grew from ₱ 632.8 million in 2015 to ₱ 702.2 million in 2016.

#### **SIMPLE HOMES DEVELOPMENT INC. (formerly Andesite Corp.) is 100% owned by ABCI**

Andesite Corporation was originally registered as Andesite Holdings Corporation, it was incorporated in 1997 under SEC registration no. A199703502. Its registered office address is at Cagayan de Oro City. Its primary purpose prior to the new amendment application is to engage in the business of agriculture.

ABCI bought Andesite Corporation from A Brown Energy Resources and Development Inc. (ABERDI) to undertake its socialized housing projects last December 2014.

On March 13, 2015, an application to amend its Articles of incorporation was filed to the Securities and Exchange Commission (SEC) to amend its corporate name to **Simple Homes Development, Inc.** and its primary purpose to invest in, purchase or otherwise acquire and own, hold sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporation or association, domestic or foreign, for whatever legal purpose or purposes the same may have been organized without being a stock broker or dealer, and to pay therefore in money or by exchanging therefore stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, provided the corporation shall not exercise the functions of a trust corporation. This was approved by SEC on April 10, 2015.

As of March 28, 2017, the Company has not yet started its commercial operations and has no employee as of December 31, 2016.

The company incurred a net loss of ₱ 239,565 this year and ₱ 562,727 last year. Total Assets decreased from 10.30 million last year compared to 9.7 million this year. Total liability slightly decreased from 10.2 million last year to 9.8 million this year.

### **NAKEEN CORPORATION is 100% owned by ABERDI**

Nakeen Corporation (the "Company") was incorporated on February 26, 1997 under SEC registration no. A199703509. Its primary purpose, as amended, is to engage in the business of agriculture in all aspects, including but not limited to, the operation of fishponds and fish pens, the raising of cattle, both large and small, the raising of hogs and chicken and any and all other activities related to or incidental to the foregoing markets. The Company is also engaged in selling palm seedlings and bunch.

The Company's registered office address and principal place of business is Lonucan, Manolo Fortich, Bukidnon. Its commercial operations started on March 1, 2007 in line with the approval of the Board of Directors of ABERDI (parent company) to transfer the oil palm nursery and plantation operations.

On August 30, 2012, the Philippine Securities and Exchange Commission (SEC) approved the Company and ABERDI's Articles and Plan of Merger which was approved by their Board of Directors (BOD), in their meeting on March 6, 2012.

However, on July 31, 2012, before the SEC approved the Company's Articles and Plan of Merger which was filed on July 12, 2012, the BOD and the Stockholders of the Company approved and ratified the subscription by ABERDI to the 750,000 unsubscribed shares of the Company at ₱1 per share with ₱50 million as Additional paid-in capital. The BOD and the Stockholders of the Company also approved the filing with SEC of the amended Articles and Plan of Merger reflecting the new capital structure of the Company and specifying the effectivity date of the revised merger to be the first day of the subsequent month following the SEC approval.

On February 19, 2013, the BOD of Nakeen approved the filing of the amended Articles and Plan of Merger using the 2012 audited financial statements. The amended articles and plan was filed to the SEC on July 24, 2013 to amend certain provision on the Articles and Plan of Merger. On February 11, 2015, SEC denied the petition to amend the plan of merger. The Company filed for a request for reconsideration to approve the petition. As of March 28, 2017, the motion for reconsideration is still pending before the SEC.

As of December 31, 2016, it has no employee since all its existing personnel were transferred to ABERDI in anticipation of the merger.

ABERDI entered into a lease agreement with the Company for the plantation area inclusive of the standing crops, properties and equipment effective January 1, 2013 with the option to pre-terminate the lease agreement as agreed by both parties. Also, as provided in the lease agreement, that from October 1, 2012 up to December 31, 2012, ABERDI shall be given access to enter the Company's premises for the set-up, construction and preparation for its intended use of the plantation area. The lease was extended up to April 1, 2020.

Currently, the plantation and nursery are in the following areas: Opol (630.77 has.= 623.27 has. planted & 7.50 has. for planting), plantations in Kalabugao (1,087.75 has. = 920.55 has. planted & 167.20 has. for planting), Impasug-ong (4.14 has. planted), and Tignapoloan (929.96 has. for planting). Kalabugao and Impasug-ong plantation and/or nursery are all located in Bukidnon, while Opol and Tignapoloan are located in Misamis Oriental. A total of 193,227 trees (net of mortality) were planted as of December 31, 2016.

As of December 2016, there was no increase of land rights in Kalabugao, Bukidnon.

The following are the status of the four plantation areas:

As of December 31, 2016

Location	Gross Area	Area That Can Be	Area Planted	Number	Flowering	Vegetative
				Of Trees		
Kalabugao	1,276.53	1,087.75	920.55*			
Phase I				29,439	100%	0%
Phase II				28,964	100%	0%
Phase III				15,899	100%;70%;0%	0%;30%;100%
Phase IV				22,318	20%;0%	80%;100%
Phase V				10,652	20%	80%
Impasug-ong	4.14	4.14	4.14	563	100%	-
Opol	1,089.85	630.77**	623.27	85,392		
Phase I a					100%	0%
Phase I b					100%	0%
Phase I c					100%	0%
Phase II a					100%	0%
Phase II b					100%	0%
Phase III a					100%	0%
Phase III b					80%	20%
Phase IV a					10%	90%
Phase V a					0%	100%
Tignapoloan	1,328.56	929.96	-			

\*Total area planted in Kalabugao is net of 55 has. of trees that were uprooted due to severe diseases. texture (rocky with limestone outcroppings).

As of December 31, 2015

Location	Gross Area	Area That Can Be	Area Planted	Number	Flowering	Vegetative
				Of Trees		
Kalabugao	1,276.53	1,087.75	920.55*			
Phase I				29,439	100%;70%	0%;30%
Phase II				28,964	100%;70%	0%;30%
Phase III				15,899	100%;40%;0%	0%;60%;100%
Phase IV				22,318	20%;0%	80%;100%
Phase V				10,652		100%
Impasug-ong	4.14	4.14	4.14	563	100%	-
Opol	1,089.85	630.77**	623.27	85,392		
Phase I a					100%	0%
Phase I b					70%	30%
Phase I c					70%	30%
Phase II a					60%	40%
Phase II b					40%	60%
Phase III a					30%	70%
Phase III b					20%	80%
Phase IV a					10%	90%
Phase V a					0%	100%
Tignapoloan	1,328.56	929.96	-			

\*Total area planted in Kalabugao is net of 55 has. of trees that were uprooted due to severe diseases.

\*\*Total area that can be planted in Opol is net of 60.03 has. which was discovered not suitable for planting due to soil texture (rocky with limestone outcroppings).

Total assets increased by 0.66% from P 250.06 million to P 251.71 million. Leasehold rights also decreased by 4.22% with P 26.06 million in 2015 to P 24.96 million in 2016. There were no sale of fresh fruit bunches and seedlings for the year 2016 and 2015. However, the company incurred related direct costs amounting to P 928 thousand this year and P 41 thousand last year. Operating Income before tax increased from P 44 thousand last year compared to P 1.18 million this year. Other income this year amounting to P 3.5 million and P 3.1 million last year represents rental income from the lease agreement. Net income for the year is P 690 thousand as compared to the net loss last year of P 6.4 million.

#### **BONSAI AGRI CORPORATION is 100% owned by ABERDI**

The Company is wholly owned subsidiary of ABERDI. It was incorporated on February 26, 1997 under SEC registration no. A199703510. The primary purpose of the Company as amended, is to engage in the business of agriculture in all aspect, including but not limited to, the operation of fishponds and fish pens, the raising of cattle, both large and small, the raising of hogs and chicken and any and all other activities related to or incidental to the foregoing, and to market, sell, or otherwise dispose of any and all produce and products in both local and foreign markets.

The Company has not started its commercial operations as of March 28, 2017. Its principal place of business is in Manolo Fortich, Bukidnon and has no employee as of December 31, 2016. Its operating loss was reduced to P 188,438 from previous year's operating loss of P 376,852 due to lower company's share in the compensation incurred by the parent company for its key management personnel for the administrative functions and supervisions extended to the company.

#### **MASINLOC CONSOLIDATED POWER, INC. (MCPI) 49% owned**

MCPI was registered with the Securities and Exchange Commission on 4 July 2007 with SEC Registration No. CS200710562. Its primary purpose is to engage in, conduct and carry on the business of construction, planning, purchasing, management and operation of power plants and the purchase, generation, production, supply and sale of electricity, to enter into all kinds of contracts for the accomplishment of the aforementioned purpose. Its registered address is at 3301-A West Tower, PSE Centre, Ortigas Center, Pasig City. The Company has not started its commercial operations as of March 18, 2017 and has no employee as of December 31, 2016.

The company has net income for the year amounting to P306,855. The net loss last year of P422,681 was significantly attributed to P704,869 discount on loans receivable with the amortized portion of P313,807. Financial Income of P360,440 for 2016 is mainly the amortized portion of discount on loans receivable. Other pre-operating expenses were P53,585 in 2016 and P31,619 in 2015. The total assets as of December 31, 2016 amounted to P 6,918,722.

#### **PALM THERMAL CONSOLIDATED HOLDINGS CORP. (PTCHC) is 100% owned**

Palm Thermal Consolidated Holdings, Corp. (PTCHC) was registered with the Securities and Exchange Commission on 22 November 2010 with SEC Registration No. CS201018744. Its primary purpose is to purchase, acquire, own, hold, lease, sell and convey properties of every kind and description, including lands, buildings, factories and warehouses and machinery, equipment , the goodwill, shares of stock, equity, rights, and property of any person, firm, association, or corporation and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock , debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

Its principal office address is currently at 3301-A West Tower, PSE Tektite Towers, Exchange Road, Ortigas Center, Pasig City which an amendment from its previous address at 2903-B West Tower, PSE Tektite Tower, Exchange Road, Ortigas Center, Pasig City, Philippines through the submission of General Information Sheet (GIS) in compliance with SEC Memorandum Circular 16 series of 2014. As of December 31, 2016, the company has no employees since the manpower it merely serves as the corporate holding vehicle for investments in Palm Concepcion Power Corp. (PCPC).

The Company acquired 100% of the outstanding capital stock of Palm Concepcion Power Corporation (formerly DMCI Concepcion Power Corporation) in line with the Parent Company's move to pursue its plan in expanding into the power industry. PTCHC is the corporate entity for ABCI's entry in the power generation business.

In 2012, the company entered into various agreements and agreements which decreased its shareholdings in Palm Concepcion Power Corporation (PCPC) from 100% to 30% and also allowed PTCHC to acquire a 30% shareholding in Panay Consolidated Land Holdings Corporation (PCLHC) as of December 31, 2012.

As a result of AC Energy Holdings, Inc. (ACEHI)'s decision to focus on its other existing power project imminent in its development pipeline, PTCHC and ACEHI agreed in May 2013 to the acquisition of ACEHI's 40% equity interest in PCPC and PCLHC. The said acquisition increased PTCHC interest to 70%. In December 2013, a new subscription agreement was executed between PTCHC, Jin Navitas Resources, Inc. (JNRI) and the new investor, Oriental Knight Limited (OKL) for the joint venture project in PCPC which resulted to the following equity interest: PTCHC (39.54%); JNRI (30%) and OKL (30.46%). While PTCHC's interest in PCPC was reduced to 39.54%, its equity interest in PCLHC remained at 70% as of December 31, 2013.

In the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC with PCPC as the surviving entity as well as the increase in authorized capital stock (ACS) of PCPC. The merger and the increase in ACS resulted to the Company's 30% equity interest in PCPC.

On January 6, 2015, the SEC approved PCPC's application of the increase in authorized capital stock to 6,000,000,000 shares divided into 1,500,000,000 common shares and 4,500,000,000 redeemable preferred shares both with a par value of P1.00 per share which reduced PTCHC equity interest in PCPC to 20%.

PTCHC incurred a net loss amounting to ₱1.26 million and ₱0.56 million for the year 2016 and 2015, respectively. Increase in net loss was due to the tax effect of deferred income tax benefit and the booking of financial income from non-interest bearing loan which were recognized last year. This year the company has deferred income tax expense due to expired NOLCO of ₱0.7 million. The operating expenses fell by 63% or ₱ 962 thousand from last year's ₱ 1.527 million versus this year's ₱ 565 thousand due to decreased in professional fee expense. As of the end of 2016, the assets of PTCHC reached ₱ 927 million inclusive of the ₱ 921 million investment in associates. The deposits for future subscription amounting to ₱ 818 million were classified as non-current liability in 2015.

## **PALM CONCEPCION POWER CORPORATION (PCPC) is 20% owned by PTCHC**

Palm Concepcion Power Corporation (formerly DMCI Concepcion Power Corporation) (PCPC) was registered with the Securities and Exchange Commission on 08 November 2007 with SEC Registration No. CS200718932. Its primary purpose is to acquire, design, construct, invest in, and operate power generating plants in the Municipality of Concepcion, Province of Iloilo and engage in the business of a Generation Company in accordance with Republic Act No. 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (the "EPIRA"); and its implementing rules and regulations; and to design, develop assemble and operate other power related facilities, appliances and devices. Its principal place of business is at Sitio Puntales, Brgy. Nipa, Concepcion, Iloilo, Philippines (as amended on 07 January 2011 by the Board of Directors and approved by the SEC on 09 March 2011).

In 2010, PTCHC acquired 100% of the outstanding capital stock of PCPC as PCPC would be the corporate vehicle used to construct and operate a 1x135MW coal-fired power plant project in Concepcion, Iloilo. This project will be a base-load plant and will make use of Circulating Fluidized Bed Combustion (CFBC) technology.

While only 135 megawatts is on a firm basis, the plant site and support units are programmed for 2 units. It was projected the preparations for the 2 unit to begin 2 to 3 years after commissioning of the first unit if the power market in the region continues to expand as projected. The target date for commissioning the first unit is June 2016.

In September 2012, ABCI together with its subsidiaries: PTCHC, PCPC and PCLHC signed a Memorandum of Agreement with AC Energy Holdings, Inc. (ACEHI) and a separate Memorandum of Agreement with Jin Navitas Resource, Inc. (JNRI). Towards the end of October 2012, PTCHC together with other principal stockholders of PCPC namely ACEHI and JNRI finalized and executed their Shareholders' Agreement to document and implement their agreement on their joint investment in PCPC, including the constitution of PCPC as the Project Company for the 135MW coal-fired power plant as well as to confirm the terms and conditions by which PCPC will be owned, managed and controlled, and by which PCPC shall implement the development and operation of its power generation project.

The divestment of AC Energy Holdings, Inc. (ACEHI) of its PCPC shares and the acquisition by PTCHC of the said shares in May 2013 increased PTCHC's equity interest to 70%. In December 2013, a new investor entered into the joint venture in PCPC reducing PTCHC's interest to 39.54%.

PTCHC's investment in PCPC was reduced from 30% to 20% due to non-subscription on the increase in authorized capital stock which was approved by SEC on January 6, 2015.

## **HYDRO LINK PROJECTS CORP. (HLPC) is 100% owned**

Hydro Link Projects Corp. (HLPC) was registered with the Securities and Exchange Commission on 6 May 2010 with SEC Registration No. CS201006733. Its primary purpose is to engage in, conduct, and carry on the business of developing, constructing, operating, and maintaining hydro-electrical plants and system and other power generating or converting stations, manufacture, operation, and repair of related mechanical and electric equipment. Its principal address is at 3301-A West Tower, PSE Centre, Ortigas Center, Pasig City  
HLPC is currently pursuing the 26MW Carac-an Hydroelectric Project.

It has secured the Hydropower Service Contract from the Department of Energy (DOE) for the development of the Carac-an river in Cantilan, Surigao del Sur. The contract gives Hydro Link exclusive rights to explore, develop and utilize the hydropower potential of the Carac-an River. This project is ABCI's first foray in the renewable energy market. It's part of ABCI's plans to provide

much-needed additional power capacities for the electric cooperatives and the Mindanao Grid and to continue to look for other projects similar to it.

The Hydropower Service Contract was signed last June 2013, after the Department of Energy (DOE) completed its financial, technical and legal evaluation of the service contract application. The results of the feasibility study conducted in compliance with the Service Contract shows that the project can derive an optimum capacity of 16.3MW and expected to generate an average of 78.9 GWh annual energy. The output of the power station will be connected to the nearest substation of the Surigao del Sur Electric Cooperative II. Being a registered DOE project, it will enjoy all the incentives accorded to this type of project which include a seven-year income tax holiday as provided by RA 9513 (Renewable Energy Act) and issued by Board of Investments (BOI).

Along with the Hydropower Service Contract (HSC), the project has been granted its corresponding Certificate of Registration. After the Feasibility Study was completed, the project has been presented to the DOE as part of the process in its evaluation on granting the Certificate of Commerciality (COC).

The application for Water Permit has also been filed. In the application for water permit, NWRB requires developer the submission of "River System Ecological Study and Sustainability Plan." This additional requirement of NWRB will be included during the conduct of the environmental study.

Likewise, procurement for other permitting and approvals shall follow which include: Environmental Study, Endorsement from NCIP for FPIC, Endorsement and Resolution of Support from LGUs, and Public Consultation. The acquisition of the above approvals is the requirement of DOE in order for the Project to advance to the next phase of project implementation which is the development/commercial stage. Afterwards, the project is ready for construction.

The company has three (3) employees as of December 31, 2016 and has not started its commercial operations as of March 28, 2017.

Net loss increased from ₱ 4.4 million to ₱ 6.4 million due to derecognition of income tax benefit arising from NOLCO and increased in pre-operating expenses. Pre-operating expenses incurred in 2016 grew from ₱ 3.2 million last year to ₱ 6.4 million due to increase in professional fee and salaries.

#### **PEAKPOWER ENERGY, INC. (PEI) is 20% owned**

Peakpower Energy, Inc. (PEI) was registered with the Securities and Exchange Commission on 19 February 2013 with SEC Registration No. CS201303004. Its primary purpose is to purchase, acquire, own and hold, shares of stock, equity, rights and property of energy companies and to others and to provide management services and/or shared services to its subsidiaries and affiliates or to third parties engaged in the energy business. Its principal place of business is at 3/F Joy-Nostalg Center, # 17 ADB Ave., Ortigas Center, Pasig City, Philippines.

PEI was formed to implement projects designed to generate peaking energy spread across various A+/Green rated electric cooperatives in Mindanao. These are Build-Operate-Maintain and Transfer (BOMT) Agreements for brand new bunker-fired engines, which will last for 15 years through its subsidiaries as operating units: Peakpower SOCCSARGEN, Inc. (PSI) and Peakpower San Francisco, Inc. (PSFI) and Peakpower Bukidnon, Inc.

The salient points of the projects are: short gestation, ownership transfer to the electric cooperative after 15 years and a significant contribution to address the lack of base load power in the Mindanao grid for the next 2 to 3 years and in the future to allow cooperatives to meet the needs for peaking power.



Last October 2013, ABCI along with Enterprise Holdings Corporation, World Power Alliance Limited and Power Mavens Holdings Limited finalized and executed a Shareholders' Agreement for their joint investment in PEI. The Shareholders' Agreement confirmed the terms and conditions, by which PEI will be owned, managed and controlled, and by which PEI shall implement the development and operation of its power generation project.

To consolidate all peaking projects under one holding company, ABCI sold its 100% equity interest in PBI to PEI on October 16, 2015.

#### **PEAKPOWER SOCCSARGEN, INC. (PSI) is 100% owned by PEI**

Peakpower SOCCSARGEN Inc. (PSI) was registered with the Securities and Exchange Commission on 18 February 2013 with SEC Registration No. CS201302468. Its primary purpose is to acquire, design, develop, invest in, and operate power generating plants in the General Santos City and engage in the business of a generation company in accordance with Republic Act No. 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (EPIRA) and its implementing rules and regulations, develop and operate conventional and renewable energy resources, sell electricity and carbon credits, act as a wholesale and retail electricity supplier and aggregator and maintain power plants, among others. Its principal place of business is at SOCOTECO II Sub-Station Compound, Brgy. Apopong, General Santos City, Philippines.

Peakpower Soccsargen Inc. (PSI) is a 20.9MW Diesel/Bunker-Fired Power Plant located in General Santos City. It has a 15-year BOMT agreement with the South Cotabato II Electric Cooperative Inc. (Socoteco 2). Socoteco 2 is the largest distribution utility in Mindanao and its franchise area includes General Santos City, the municipalities of Glan, Malapatan, Alabel, Makungon, Kiamba, Maasim and Maitum in Sarangani and the municipalities of Polomolok and Tupi in South Cotabato. The Energy Regulatory Commission issued the PSI Certificate of Compliance on December 1, 2014. Commercial operation started on January 27, 2015.

PSI has started its 13.9MW Power Plant expansion. The 2 units of Wartsila Engines were delivered last July 2016. As of December 31st, 2016 the power plant expansion is 99.52% complete. Target commercial operations for the new units will be August 2017.

#### **PEAKPOWER SAN FRANCISCO, INC. (PSFI) is 100% owned by PEI**

Peakpower San Francisco, Inc. (PSFI) was registered with the Securities and Exchange Commission on 22 May 2013 with SEC Registration No. CS201309160. Its primary purpose is to acquire, design, develop, invest in, and operate power generating plants in the Agusan del Sur and engage in the business of a generation company in accordance with Republic Act No. 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (EPIRA) and its implementing rules and regulations, develop and operate conventional and renewable energy resources, sell electricity and carbon credits, act as a wholesale and retail electricity supplier and aggregator and maintain power plants, among others. Its principal place of business is at ASELCO Compound, Barangay San Isidro, San Francisco Municipality, Agusan del Sur, Philippines.

Peakpower San Francisco Inc. (PSFI) is a 5.2MW Diesel/Bunker-Fired Power Plant located in San Francisco, Agusan del Sur. It has a 15-year BOMT agreement with the Agusan del Sur Electric Cooperative Inc. (Aselco). Aselco's franchise area includes the municipalities of San Francisco, Prosperidad, Rosario, Trento, Bunawan, Veruela, Sta. Josefa, Loreto, Sibagat, Esperanza, Talacogon, La Paz, San Luis and Bayugan City. San Francisco serves as the primary commercial and service center in the province of Agusan del Sur, being situated at the crossroads leading to other production centers in the region. Commercial operation started on March 1, 2015.

PSFI has commenced its 5.2MW Power Plant expansion. The single unit Wartsila Engine was delivered last July 2016. As of December 31<sup>st</sup>, 2016 the power plant expansion is 72.17% complete. Target commercial operations for this new unit will be August 2017.

#### **PEAKPOWER BUKIDNON, INC. (PBI) - 100% owned by PEI**

Peakpower Bukidnon Inc. (PBI) was registered with the Securities and Exchange Commission (SEC) on July 24, 2014 with SEC Registration No. CS201414293 primarily to acquire, develop, construct, invest in and operate power generating plants in Bukidnon and engage in the business of a generation company in accordance with Republic Act No. (RA) 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (the "EPIRA") and its implementing rules and regulations, and to develop, assemble and operate other power related facilities, appliances, and devices, and develop and operate conventional and renewable energy resources, sell electricity and carbon credits, act as a wholesale and retail electricity supplier and aggregator, operate and maintain power plants, securing any needed licenses to engage in such business activities and purchasing or otherwise acquiring, for the purpose of holding or disposing of the same, shares of stock, equity, rights, and property of any person, firm, association, or corporation engaged in industries or activities related to energy development, paying for the same in cash, shares of stocks, or bonds of this corporation. Its registered office address is located at Unit 3304-C West Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City.

Peakpower Bukidnon Inc. (PBI) is a 10.4MW Diesel/Bunker-Fired Power Plant located in Barangay Alae, Manolo Fortich, Bukidnon. It has a 15-year BOMT agreement with the Bukidnon Second Electric Cooperative Inc. (Buseco). Buseco's franchise area includes the municipalities of Libona, Manolo Fortich, Sumilao, Baungon, Malibog, Talakag, Impasug-ong, Malaybalay, Lantapan and Cabanglasan,, all in the Province of Bukidnon. The highlands of Bukidnon is considered to be the food basket of the Philippines and is home to more than a few food processing industries.

PBI has commenced its 10.4MW Power Plant construction. The 2 units of Wartsila Engines were delivered last July 2016. As of December 31<sup>st</sup>, 2016 the power plant construction is 50.75% complete. Target commercial operations for this new unit will be September 2017.

#### **AB BULK WATER COMPANY, INC. (ABWCI) is 100% owned by ABCI**

AB Bulk Water Company, Inc. (ABWCI) was incorporated on March 31, 2015 to engage in the business of holding and providing rights to water to public utilities and cooperatives and in particular to provide bulk water supply in the Municipality of Opol, securing any needed licenses to engage in such business activities and purchasing or otherwise acquiring, for the purpose of holding or disposing of the same, shares of stock, equity, rights, and property of any person, firm, association, or corporation engaged in industries or activities related to water development, paying for the same in cash, shares of stocks, or bonds of this corporation.

ABWCI is pursuing the proposed Bulk Water Supply Project for the Municipality of Opol in Misamis Oriental. The Project which will tap the water resources of Lumayagan River aims to supply about 15 to 20 million liters per day (MLD) of potable water, with potential expansion up to 25 MLD, to cater the present and future requirements of the municipality. Other potential service areas include the neighboring municipalities of Opol – the city of El Salvador, and the municipalities of Alubijid, Laguindingan, and Gitagum. Based on the study, these are potential growth areas.

The detailed engineering design of the Project has been completed confirming the technical viability of the project as defined during the pre-feasibility study. The components of the Project include the civil works, electro-mechanical equipment, the soft cost consisting of engineering and

administration cost and the right-of-way and other related cost. These components are directly related to the project implementation and considered as part of the investment.

The Groundbreaking ceremony was held in April 2016. The Water Permit has already been granted by the National Water Resources Board (NWRB) in which the board approved the applied quantity required for the project. Likewise, the Environmental Compliance Certificate (ECC) has been secured from the Department of Environment and Natural Resources. The Watershed Management Study was also completed with the involvement of different LGU sectors and stakeholders. The project was submitted to the local government of Opol and is currently being evaluated.

#### **APEX MINING COMPANY, INC.(APEX) – 6.24% owned by ABCI**

Apex Mining Company, Inc. was incorporated on February 26, 1970, principally engaged in the business of mining and production of gold, silver, copper, lead and other precious metals. The company is listed in the Philippine Stock Exchange.

In October 2014, the Parent company sold all its 388,694,698 shares in Monte Oro Resources and Energy Inc. (MORE) to Apex Mining Co., Inc. (Apex) and subsequently subscribed the same number of shares of Apex. The Parent Company has 8.89% shareholdings in Apex after the SEC approved the increase in its authorized capital stock on January 12, 2015. After the next round subscription, the company's interest was reduced to 6.24%.

Apex acquisition of MORE expanded the mining business of the corporation by taking over the mining business under MORE which include the mineral processing plant and tenements in Jose Panganiban, in Camarines Norte and tenements in other provinces. It also include a 30 percent participating interest in Service Contract no. 72 that covers an offshore gas project in Palawan, as well as BOT Contract for solid waste management with the Philippine government for Metro Manila and mining interest in other countries like Myanmar, Mongolia, Uganda and Sierra Leone.

Apex Maco mine in Compostela Valley continues to improve on its operation throughput. It successfully hurdled the recent audit by the Department of Environment and Natural Resources (DENR) and has been allowed to continue with its operation. The mine has likewise obtained its ISO 14001:2015 international certification on environment system which reaffirms its compliance with pertinent environmental laws and regulation. Apex also owned Itogon-Suyoc Resources, Inc. which has mining claims and owns the mill and production facilities in Sangilo, Itogon, Benguet and Suyoc mine in Mankayan, Benguet.

#### **PHIGOLD LTD. (PhiGold) - 18.70%**

PhiGold Limited, a company incorporated in the Cayman Islands on October 20, 2010, is the holding company of the Group comprising PhiGold Plc (100%) and its wholly owned subsidiary PhiGold Mining Limited, both incorporated in England and Wales. The two subsidiaries, however, are currently inactive. PhiGold with its principal activity of investing in gold mining assets has invested 40% in the total voting rights in PhiGold Metallic Ore Inc. (PMOI), a gold mining company incorporated in the Philippines last January 7, 2008. Upon the sale of PMOI shares from PhiGold Mining Limited to PhiGold Limited in March 2011, PMOI is already a direct subsidiary of PhiGold Limited.

PMOI is the contractor of its acquired mining property covered by Mineral Production Sharing Agreement 190-2009-XIII (MPSA 190) granted by the Philippine Government through the Mines and Geosciences Bureau (MGB) under the Department of Environment and Natural Resources (DENR). It has a term of 25 years and is renewable for another term of 25 years. MPSA 190, which has gold and other mineral deposits, is situated in Barobo, Surigao del Sur and has an area of

449.49 hectares. Its exploration period is two (2) years initially and renewable every two years but not to exceed eight (8) years in total. On August 24, 2011, all documentary requirements submitted to MGB Regional Office in Surigao have been forwarded to MGB Central Office in Manila. These documents are required in the conversion of MPSA from Exploration status into Development and Production. On October 11, 2011, the provincial board of Surigao del Sur has resolved to approved and endorsed the mining operations of PMOI. The provincial board resolution has also been submitted to MGB.

With the promising prospect in mining industry due to the increasing gold prices in the world market, A Brown Company's Board of Directors approved on November 29, 2011 the acquisition of 29,376,039 of PhiGold Limited shares representing 22.87% of its outstanding equity. With the entry of the new investor in Phigold, ABCI's equity interest reduced to 18.7%.

## **(2) Business of Issuer**

### **Principal Products and Services**

A Brown Company, Inc. ("ABCI") is a publicly listed corporation which has major interest in the property development and investment in listed and non-listed companies. It is engaged in the business of real estate development located in Cagayan de Oro City and Initao in Misamis Oriental, Cainta, Rizal; Valencia City, Bukidnon and Butuan City, Agusan del Norte. ABCI, through its subsidiaries, also ventured into oil palm nursery and seedlings distribution, palm oil milling, operation of hotels and real estate brokerage. It has recently ventured into power generation and investment in gold mining assets.

**Xavier Estates** ("XE") - located in Fr. Masterson Avenue, Upper Balulang, is the pioneer in premier mixed use development in Northern Mindanao. This 220-hectare development sprawled on a panoramic plateau overlooking the City has now become 288 hectares through additional acquisitions of adjacent developable areas over the years. It is a perfectly master planned community which guarantees luxury, elegance, prestige, convenience and security. It has 24-hour security, tree-lined streets and landscaped roadways, high pressure sodium streetlamps, telecommunications, own rotary garbage truck and maintenance crew, own fire truck, two of which are capable of storing up to 14,000 liters of water, centralized water supply system and water treatment facility, parks and playground, jogging and bicycle paths, forest park and bird sanctuary. Within the Estates, is a fully air-conditioned chapel, a school offering preparatory and elementary education, convenience stores, gasoline station and the Xavier Sports and Country Club – *the first and only country club with proprietary membership*. Other modern conveniences are also within reach such as SM mall and a par 72-hole golf course. Just across it, is Xavier University – a grade school and high school university run by the Jesuits. For year 2016, there were 10 lots sold.

**Ventura Residences** (Phase V-A) is the first venture of A Brown Company, Inc. into the middle market house-and-lot package. Ventura Residences is nestled inside the Xavier Estates, a secluded place in a guarded gated community. Alicia-modified model house has three rooms and a master's bedroom; three toilet and bath (T & B); a maid's quarter with separate T & B; a carport and terrace. Ventura Residences has parks and playground and 6-meter wide service roads. There were 46 house & lot sold in 2016.

**Ventura Lanes** is located beside Phase V-A Ventura Residences which also situated inside the Xavier Estate. It offers lot cuts at 250 while lots in Cluster B & C have lots cut at 110sq.m. A total of 10 lots were sold in 2016.

**Xavierville Homes Subdivision** is adjacent to the Xavier Estates project. It is an economic housing development under BP 220. Phase 1 has an area of 1.8 hectares while Phase 2 has an area of 0.60 hectares for a total of 131 saleable lots. There were 8 house and lot sold for the year.

**Teakwood Hills Subdivision** located in Barangay Agusan, Cagayan de Oro City, some 2.3 kilometers from the national highway going uphill. This new and idyllic enclave has a breathtaking endless view of the mountains and the sea. It was inaugurated on September 22, 2007. Part of its master plan development is a perimeter fence with ingress and egress controlled by two gates, 24 hour security, private cul-de-sac with esplanades and parks designed to create a pastoral ambience. The roads are eight meters wide and lined with trees. It has a club house with recreational amenities such as swimming pool, billiards, darts and table tennis. A restaurant and village post will also serve the needs of the community. Lot sizes starts from a minimum cut of 250 sq.m., all with a 180-degree scenic view of the famous Macajalar bay and an elevation of 220 meters above sea level. A total of 33 lots were sold in 2016.

**Valencia Estates** is located in Barangay Lumbo, Valencia City, Bukidnon officially launched on October 2008. It is a 11.72 hectares project with an estimated 368 saleable lots ranging from 150 to 293 sq.m. each. Valencia Estates' amenities are patterned after the excellent standards of a plush subdivision with a road network of 15 meters for the main road, 10 meters for the service roads complete with sodium street lamps; a basketball court, a clubhouse with a swimming pool. It also has open spaces and playground, perimeter fence and a 24-hour security service. There were 16 lots sold in 2016.

**East Cove Village** is located in Barangay Sto. Domingo, Cainta, Rizal which is conveniently situated at the back of Robinsons shopping center and very accessible by public transportation along Ortigas Extension. This master planned mini subdivision will have the atmosphere of resolute safety and conspicuous ambience of a first rate community and neighborhood, truly an affordable world of enclave living. It is a 2.6 hectares project with 140 lots. It was opened to the market in 2005 and was sold out in less than 2 years. It has a perimeter fence for security and privacy, landscaped entrance gate, wide cemented roads – 10 meters wide main road and 8 meters wide auxiliary roads, concrete curbs and gutters, paved sidewalks lined with trees, storm drainage system, mercury lamps along the road, park and playground, street lamps and centralized water system. The HLURB had issued the Certificate of Completion of the project in February 2009 and the Local Government Unit has already accepted the donation of its open spaces and road lots. On January 21, 2012, the village administration was turned over by ABCI to the new set of officers of the Homeowner's Association.

**St. Therese Subdivision** is a socialized housing project located in mid-Balulang, Cagayan de Oro City. It is about 1.67-hectare project with 155 saleable lots ranging from 50 to 75 sq. m. with floor area of 25 to 28 square meters. There are 91 units of row houses; 38 units of duplexes and 17 units of single-attached that have been for the project. Nine (9) units are up for new design. Sales booked in 2016 totaled to 35 lots.

**Coral Resort Estates** is a mixed-use development located at Brgy. Pagahan, Initao, Misamis Oriental, between the cities of Cagayan de Oro and Iligan. The project is 60 kilometers from Cagayan de Oro and is 27 kilometers away from the Laguindingan International Airport. The development includes a ₱ 30 million clubhouse. The total land area is 10 hectares with a total development area of 5.397 hectares with an average lot cut of 250 sqm. Phase 1 of the project will comprise 82 lots. Cluster A has 42 saleable lots with an area of 2.5 hectares while Cluster B has 40 saleable lots with an area of 2.9 hectares. There were 12 lots sold for the year.

**West Highlands** is a residential estate located in Brgy. Bonbon, Butuan City. The project is just 3 kilometers from the JC Aquino Avenue junction and approximately a 5- kilometer drive to all major establishments and service facilities in the city. The total area of development of Phase 1 is 25.9 hectares and 289 feet above sea level which gives you an opportunity to have an exclusive view of the historic Mt. Mayapay or the cityscape. Situated at the delta of the mighty Agusan River, Butuan was a trading entrepot that flourished about 900-1000AD within the Southeast Asian maritime

trading empire. It is also in Butuan that actual specimens of the ancient boats know as balanghai-today aptly renamed the Butuan Boats- were found. There were 84 lots sold this year.

**Mountain View Homes** is the latest project offering of ABCI. This project has a development area of 2.32 hectares with 217 saleable house and lots. Project development is 85% accomplished including the amenities. The guard house and basketball court is 100% completed. **Mountain View Homes Phase 2** is a new venture into the socialized and economic housing. Located in Mid-Balulang, Cagayan de Oro City. It is accessible to churches, schools, malls and commercial establishment. The socialized housing project has row houses with lot area of 50 sq.m. and floor area of 26sq.m. Single detached units for economic housing have a lot area of 75-143 sq.m. and floor area of 36-38 sq.m. A total of 132 house and lot were booked as sale in 2016.

**Adelaida Park Residences** located beside Mountain View Homes is the first residential subdivision in the region offering a ridgeview linear park. The linear park is 410 linear meters in length with park lights along the jogging path/bicycle path. Single detached and attached house and lot units are offered with lot area ranging 90-161 sq.m. with floor area ranging 60-60.5 sq.m. Adelaida Park Residences has single houses sufficiently spaced from each other with its own parking space; is a gated community with ranch-type perimeter fence; has proposed pavilion; and is certified flood free with an elevation of 157 feet above river bank. A total of 17 house and lot were booked as sale in 2016.

#### Product Lines:

Net Sales	82.21%
Gain on Sale of Investment Property	12.29%
Financial Income	2.39%
Rental Income	0.86%
Gain on sale of property and equipment	0.25%
Others	2.01%

The Company has seven categories for products and services. The **first** category covers real estate activities, sale of palm olein, palm stearin, refined bleached deodorized oil, palm acid oil, palm fatty acid distillate and crude palm oil processed from the mill plant of ABERDI, water services, aggregates, palm seedling, crop, and kernels. The revenue from this category is known as net sales and accounts for about 82.21% of revenues. The **second** covers the gain on sale of investment property. The **third** category covers interest income for in-house financed lot sales and discount on loans payable. The **fourth** category is leasing activities of investment properties. The **fifth** category is gain on sale of property and equipment. The **sixth** category derived from service fees, penalties on late payments, income from forfeited lots, retitling fees, sale of scrap oil and diesel, rental of pay loader and trucking services, lot staking and driving range fees. This also includes earnings being the marketing arm of Mountain Pines Farm<sup>1</sup> located along the slope of Mt. Kitanglad in Dahilayan, Bukidnon.

<sup>1</sup>This property has a temperature of a gentle 20 to 27°C in summer, similar to spring in some places of Europe and the US. January is 12°C. The climate is ideal for raising strawberries and apples right in your backyard. It is a healthy and comfortable destination for camping, horseback riding and bird watching.

**Foreign Sales** not applicable

## **Distribution Methods of Products and Services**

The company's products are distributed to a wide range of clients through various sales groups. For its Cagayan de Oro projects, it has existing contracts with the following accredited realty companies: Chee Realty and Development Corporation, CDO Brokers and Associates, JCA's Westbridge and Eagleridge Groups. And in 2016, 4 more realties were accredited: Gambe Realty, Leuterio Realty and Brokerage, Truly Wealthy Realty Corporation and Power Properties. In Butuan, these aforementioned realties are joined by BCP Realty and JCA Westlands. The nine (9) major realty brokerage firms also handle and take charge other affiliate realties focused in selling ABCI projects. They do the leg work to sell the projects of ABCI.

The Company on the other hand gives them support through timely completion of the projects and easy access to different support groups such as credit and collection, engineering, maintenance and homeowner's association. ABCI also handles the advertising and promotions of all real estate projects. Airport and downtown billboards including road signages are placed in well-targeted areas. Outright incentives and commission and other perks are also well-thought of to properly commensurate the enthusiasm and dedication of its partners – the Brokers. The company is also broadening its market reach from traditional local marketing to the online marketplace where most real estate transactions begin with an internet search. By maximizing the use of ABCI's website and direct link to clients through the use of technology (i.e. Email, cellphone texting, Search Engine Optimization (SEO), Facebook, etc), it is able to provide its clientele and brokers the best available information. Moreover, marketing activities include mall exhibits and roadshow in other areas in Mindanao. Regular weekend activities are now conducted in partnership with accredited banks.

Annually, sales performance of accredited realties and brokers are recognized in a Sales Conference. Awards are given to each realty broker to recognize their invaluable contribution to the success of ABCI's real estate venture. Special citations are also given to top individual performers. Maintaining a strong and harmonious relationship with its business partners is of utmost importance to the company.

For Palm Oil Operations, fresh fruit bunch suppliers are from nearby towns of Bukidnon, Misamis Oriental, Cagayan de Oro City, Agusan Sur, Sultan Kudarat, and North Cotabato while the buyers for the crude palm oil (CPO) are from Quezon Province, Manila, Bukidnon, Surigao de Norte, Iligan and Butuan City.

The buyers for palm oil kernel/nuts are from Davao City and Manila while for the Palm Acid Oil, the export buyers are from Quezon Province, Batangas and General Santos City .

The buyers for Palm Olein are from Manila, Iloilo, Davao, Bukidnon, Misamis Oriental, Butuan, Cagayan de Oro and Iloilo City.

## **New Products or Services**

**Xavier Estates Phase V-A Ventura Residences** offers lot only packages. **Ventura Lane** offers lot cuts at a minimum of 250sq.m. while lots in Clusters B & C have lot cuts at 110 sqm.

**Mountain View Homes** Phase 2 is a new venture into the socialized and economic housing. Located in Mid-Balulang, Cagayan de Oro City, Mountain View Homes is accessible to churches, schools, malls and commercial establishments. The socialized housing project has row houses with lot area of 50 sq.m. and floor area of 26sq.m. Single detached units for economic housing have a lot area of 75-143 sq.m. and floor area of 36-38 sq.m. Sales reservation on the project is 100% upon launching in November 2016.

**Adelaida Park Residences** located beside Mountain View Homes is the first residential subdivision in the region offering a ridgeview linear park. The linear park is 410 linear meters in length with park lights along the jogging path/bicycle path. Single detached and attached house and lot units are offered with lot area ranging 90-161 sq.m. with floor area ranging 60-60.5 sq.m. Adelaida Park Residences has single houses sufficiently spaced from each other with its own parking space; is a gated community with ranch-type perimeter fence; has proposed pavilion; and is certified flood free with an elevation of 157 feet above river bank. Adelaida Park Residences has 85% sales reservation in three months after launching in October 2016. Subsequently, considering the overwhelming response of the market, the Company decided to immediately doing the second phase of Adelaida Park Residences and Mountain View Homes.

## **Competition**

Among several real estate business developments in Cagayan de Oro City, Camella Homes and Johndorf Ventures Inc. are competitors offering same product and pricing packages as that of Adelaida Park Residences under the economic housing category. Ayala Land's Alegria Hills claim to be a competitor of Teakwood Hills' magnificent and endless view. For the project in Valencia City, Mountain Breeze is the project in the same category. For Butuan City, other players are the developers of Camella, Filinvest and VCDU projects. Ayala Land, Johndorf Ventures Inc., and Camella are competitors in the socialized housing. For the lot only market in Cagayan de Oro, competitor is Pueblo de Oro Development Corporation (mixed use development).

Most buyers of ABCI real estate projects regard its value appreciation potentials as highly attractive. Another plus factor is the dynamism of its marketing group which is ably handled by its very able marketing personnel in tandem with its well-trained sales agents/brokers. This is the Company's commitment to offer affordable lot and house and lot packages for a well-planned project focused on family oriented and nature-themes environment. The key is good location and accessibility to basic locations (supermarkets, churches, public utilities, etc.). It is able to compete for its ability to attract customers which greatly depend on the quality and location of the projects, reputation as a developer, and reasonable prices and pricing schemes and the concept of a well-planned integrated community.

For the Oil Palm Mill and Nursery operations, the competitors are Filipinas Palm Oil Plantation, Inc. (Rosario, Agusan del Sur), Kenram Industrial & Development, Inc. (Kenram, Isulan Kultan Kudarat), Agumil Philippines, Inc. (Trento, Agusan del Sur) and Univanich Palm Oil Inc.(Carmen, North Cotabato).

## **Sources and Availability of Raw Materials**

Construction materials for the Cagayan de Oro project were mostly sourced within the city while those used for Manila Operations were also sourced in Manila. The company is not dependent upon any single supplier. Projects are awarded to qualified bidders. Thus, the Company's suppliers are just related to supplies needed for maintenance and/or office needs. List of its principal suppliers are provided on Exhibit II, page 88-89.

For its palm oil milling operation, fresh fruit bunches are supplied from Bukidnon, Misamis Oriental, Cagayan de Oro City, Sultan Kudarat, Agusan del Sur, North and South Cotabato, and Maguindanao. The oil palm seedlings are imported from Papua New Guinea.



## **Customer Profile**

ABC's clients are both from the local residents and OFWs, with dominant buyers from the U.S., London and Japan. 75% of the lot buyers in Mindanao projects come from Northern Mindanao, 15% are Filipinos married to a foreigner and 10% are classified as the "\$-earner" group. This group is composed of Filipinos working abroad, majority are nurses, seamen, caregivers, IT and fiancées or married to a foreigner. Payment habits are good and very keen on the project's completion. For East Cove Village, the lot buyers are 72 local and 68 from OFWs. On the other hand, the buyers for Teakwood Hills Subdivision, Valencia Estates and West Highlands are local businessmen and professionals who want to upgrade their location. Buyers for Mountain View Homes are teachers, government employees and professionals. Adelaida Park Residences' buyers are local professionals and businessmen.

Buyers for the crude palm oil (CPO) are from Manila, Malaybalay and Valencia Bukidnon, Cagayan de Oro City and Butuan City, Cebu City and Davao City. The buyers for palm oil kernel/nuts are from Agusan del Sur, Davao City and Manila while for the sludge or Palm Acid Oil, the buyers/exporter are from Bukidnon, General Santos, Manila and Quezon City.

## **Related Parties**

The Company and its subsidiaries and certain affiliates, in the ordinary course of business have entered into transactions with each other principally consisting of reimbursement of expenses, and management agreements. All transactions were done on commercial terms and arms-length basis. See Note 19 of the attached Notes to the Consolidated Financial Statements.

**Patents, Trademarks, etc.** Not applicable

## **Government Regulations**

There are no existing governmental regulations which may have adverse effects on the business. Licenses to sell for all on-going projects have been secured.

Phases 1 to 4 of Xavier Estates have accordingly been secured and compliance with all the requirements of HLURB have been undertaken. The existing real estate project called Xavier Estates has been granted an Environmental Clearance Certificate (ECC) No. 10(43)00-01-31-1502-50110 which was released on January 31, 2000 consolidating the four phases (I, II, III, IV) of the project. The said certificate supersedes the ECCs previously issued to Phases I, II and III. Xavier Estates Block 62 and 63 belong to Phase 1 of XE project which has an alteration permit no. 026-2008 while its ECC is 10(43)00 01-31-1502-50110. Phase V of Xavier Estates has been issued an ECC No. R10-0912-0091. It supersedes ECC No. 10(43)00 01-31-1502-50110. The project is being visited twice a year by the Multi-partite Monitoring Team to check the Company's compliance to the ECC issued. ABCI pays an annual fee for its Mindanao projects and its being handled by the Guardians of the Earth Association, Inc.

Teakwood Hills Subdivision's ECCs are (43)06 09-11 4294-50200 and R10-0912-0090, Development Permit No. is 014-2007, and License to Sell are 25268 and 030226 which amends LTS Nos. 18507/24800/28390. For Xavierville Homes Subdivision its ECC is 10(43)05 05-16 4004-50200, Development permit no. is 010-2007 and License to Sell are 18500/22399. Valencia Estates ECC license is R10-1001-0009/10(13)07 07-30 4456-50200 while its Development Permit is 07/01 and its License to Sell are 19846 and 24770. For the Cainta project, an ECC has been issued last November 6, 2003 under no. 4A-2003-1100-8410 and a development permit issued by the Sangguniang Bayan of Cainta, Rizal under Resolution No. 2003-084. The HLURB License to Sell No. 11990 was released in February 2005. Saint Therese Socialized Housing has been issued with ECC No. R10-0912-0089, Development Permit No. 002-2011 and License to Sell No. 24799 while

Initao Coral Resort Estates has an ECC No. R10-1001-0013 with Development Permit No. 2011-04-01 and License to Sell Nos. 28380/28404/029461. Ventura Residences ECC License is R10-0912-0091, Development Permit No. 007-2011 and License to Sell are 25834/25265/029473/030205 while for Ventura Lane's ECC No. is R10-0912-0091, Development Permit is 007-2011 and License to Sell No. is 02469. In Butuan City's West Highlands, the only golf and residential estates in Caraga region has an ECC No. R13-1204-037, Certificate of Registration No. 23586 and License to Sell Nos. 25889 which was amended to 28412, 28413 & 029465. Mt. View Homes has an ECC No. R10-1408-0217 with Development Permit No. 005-2014 and License to Sell No. 029442 for its socialized housing and License to Sell No. 029443 for its economic housing. Mt. View Homes 2 has License to Sell No. 031712 for its economic housing and License to Sell No. 031713 for its socialized housing. Adelaida Park Residences has License to Sell No. 031714.

The Palm Oil Mill's ECC 10(13)06 04-19 4210-31171 was issued on April 19, 2006. It was amended to include Palm Oil Refinery with Fractionation Plant which was approved on February 6, 2013. For the oil palm plantation project, its ECC no. 10(13)07 03-20 4384-31171 was issued on March 20, 2007. For Kalabugao nursery, the Philippine Coconut Authority registration was approved and released last December 24, 2008. While the permit to import oil palm seeds were released on January 12, 2009. The Talakag Crushing Plant with ECC No. 10(43)99 05-21 1462-22330 in Talakag, Bukidnon has secured its business permit and quarrying permit that allows extraction and removal of allowable volume of basalt rock and other incidental activities thereto.

ABERDI received its License to Operate as Food Manufacturer with LTO NO. CFRR-RX-FM-1195 from Food and Drug Administration on July 1, 2016. In addition, the company also received the HALAL registration certificate for the Refined Palm Oil Products on April 29, 2016 with IDCP-NO. 2016-F-828,

Palm Concepcion Power Corp. (formerly DMCI Concepcion Power Corp.) was granted ECC No. 0606-006-4021 dated May 27, 2007 as amended in November 4, 2010 for the proposed construction of the power plant. Endorsements from different levels of the local government units were also issued for the project, namely: Sangguniang Barangay Resolution No. 2004-17 dated December 22, 2004; SB Resolution No. 2005-06 dated January 24, 2005 and SB Resolution No. 2011-068 dated June 13, 2011 (which affirms earlier Resolution and recognizing new corporate name), Provincial Development Council through Resolution No.2005-031 dated July 5, 2005 which favorably endorsing the project to the Regional Development Council; from the Office of the Provincial Governor of Iloilo dated November 10, 2011 and from the Office of the Municipal Mayor of Concepcion, Iloilo dated November 10, 2011.

The Department of Energy (DOE) endorsed the project to the National Grid Corporation of the Philippines (NGCP) to conduct Grid Impact Study (GIS) on February 16, 2011 and classified the project from "Indicative" to "Committed" on February 10, 2012.

The Department of Natural Resources (DENR) granted PCPC's request for ECC extension on May 9, 2012 and likewise approved the request for ECC amendment for the increase in capacity from 100 MW to 135 MW and relocation of certain project components on October 12, 2012.

With the ECC amendment, the company once again consulted the local government units and appropriate Resolutions interposing no objections were passed and issued as follows: "Sangguniang Barangay Resolution No. 2012-19 dated October 17, 2012 affirming Resolution No. 2012-04; Sangguniang Bayan Resolution No. 2012-99 dated November 5, 2012 affirming SB Resolution No. 2011-69 and Provincial Development Council Executive Committee Resolution No. 2013-034 dated March 13, 2013 affirming the Provincial Development Council's Resolution No. 2005-031.

The Board of Investments (BOI) issued the Certificate of Registration (2012-114) to PCPC on June 27, 2012 and approved PCPC's request for amendment for the change in ownership and increase in capacity from 100 MW to 135 MW on October 2, 2012.

The Environmental Management Bureau (EMB)- Region 6, granted PCPC the Authority to Construct (14-AC-F-0630-1258) and Permit to Operate (14-POA-F-0630-1258) Air Pollution Source and Control Installations on November 3, 2014. A Discharge Permit (15-DPW-F-0630-1258) was also issued by EMB on January 5, 2015, allowing PCPC to discharge treated wastewater to Concepcion Bay.

With the request of PCPC to DENR to amend its ECC for the extension of the 350 meter pier conveyor facility, DENR issued a new ECC (ECC-CO-1409-0022) to PCPC on June 19, 2015.

The National Water Resources Board (NWRB) issued a Conditional Water Permit (CWP No. 11-26-14-036) to PCPC on November 26, 2014 granting PCPC to use Concepcion Bay as water source for its desalination plant. Thereafter, the CWP issued was superseded by NWRB as they issued a Water Permit to PCPC with No. 023707 on January 22, 2016.

The Philippine Ports Authority (PPA) granted a Permit to Construct with No. 2015-001 to PCPC on April 24, 2015 granting PCPC to construct a Private Non-commercial port in Barangay Nipa, Concepcion, Iloilo. PPA, then, issued a Certificate of Registration/Permit to Operate (No.491) to PCPC effective February 29, 2016.

The Energy Regulatory Commission issued to PCPC a Provisional Authority to Operate on July 14, 2016 for its 135 MW Circulating Fluidized Bed Coal-Fired Power Plant. Hence, on August 16, 2016, the said plant started its commercial operations. Ten (10) distribution utilities and electric cooperatives have signed up with PCPC for their base load power capacity requirements. At present, PCPC is fulfilling its purpose by serving the needs of its customers, helping ensure that homes and businesses have dependable and uninterrupted power supply, which they can afford, as it continues to uphold its commitment to the environment and host communities.

**Personnel complement** of the Brown Group of Companies as of December 31, 2016 is presented below.

As to position:

Positions	No. of Personnel
Senior Officers	5
Managers	18
Supervisors	39
Rank and File	120
<b>Total</b>	<b>182</b>

As to function:

Functions	No. of Personnel
Operations	87
Sales and Marketing	24
Accounting/Credit and Collection/Finance	26
Administration	44
Other	1
<b>Total</b>	<b>182</b>

The Company expects to increase its number of employees in the next 12 months.

## Risks

A Brown Co., Inc. and its subsidiaries are exposed to financial, operational and administrative risks which are normal in the course of the business, depending on the business industry sector where each of the subsidiaries operate. It is subject to significant competition in each of its principal businesses. ABCI competes with other developers and developments to attract lot buyers and customers for its hotel and palm oil operation. Other risks that the company may be exposed to are the following: changes in Philippine interest rates, changes in the value of the Peso, changes in construction material and labor costs, power rates and other costs, changes in laws and regulations that apply to the Philippine real estate industry and changes in the country's political and economic conditions. Please refer to Note 32 of the Notes to the Audited Consolidated Financial Statements for the discussion on Financial Risk Management and Policies.

The Company and its subsidiaries have formed board committees composed by their respective directors to mitigate if not to avoid these risks. The Audit Committee and Risk Committee in cooperation with the Company's external and internal auditors exercise the oversight role in managing these risks. It also manages the financial and business risks in accordance with the company's risk profile and risk culture to strengthen the company's position when faced with these risks.

Even larger economies are confronted with downside risk on its credit ratings. The US government has lost its sterling credit rating from Standard & Poor's AAA rating to AA+ in August 2011 for the first time since granting it in 1917. The move came less than a week after a gridlocked Congress finally agreed to spending cuts that would reduce the debt by more than \$2 trillion – a tumultuous process that contributed to convulsions in financial markets. Other sovereignties have also been feared to default on its obligations. Global financial crisis if not contained will have a ripple effect to other volatile economies as investors lost confidence and hold back investment.

In recent years, the Philippines enjoys an unprecedented level of confidence among international business community and has improved its global competitiveness rankings. It has received an investment grade and stable outlook on its long-term sovereign credit ratings among the three major credit ratings agencies. The improvement of credit ratings will provide a lower cost of capital on its borrowings.

In spite of opportunities, downside risks to growth exist with the presence of external and domestic shocks. The slowdown in large emerging economies, weakness in the Euro area, recession in Japan and conflicts in Middle East are some of the external forces that would pull growth opportunities down. Disasters arising from natural hazards, delays in infrastructure and reconstruction projects, logistics bottlenecks and thin power reserves are perceived to be internal forces that will hamper growth.

Philippine housing market did face a slight slowdown as consumers are force to hold off property purchases. The Asian property market felt the heat of the global recession, too. It is expected though that the country will be able to weather a global economic slowdown for as long as the fiscal reforms are sustained. Regulatory agencies are also key partners in combating financial crisis through continued vigilance in their examination of compliance to rules and regulations, pro-active in implementing economic programs to sustain pump-priming activities and responsive to the needs of time like the implementation of economic bail-out plan in order to curtail the systemic effect of sectoral crisis trickling down to the whole economy that will affect all local business sectors. Bangko Sentral ng Pilipinas in particular should remain steadfast in its mandate to maintain effective financial system and institute preventive and corrective measures to alleviate the ill-effects of the startling financial difficulty i.e. credit crunch resulting to home foreclosures that became the housing crisis which will ultimately affect the whole economy if not resolved in immediacy. The government

should also have the capacity to fix and clean-up the mess that scandals and accusations of graft and corruption within the bureaucracy to encourage and boost foreign and domestic investors' confidence. Although this may have an indirect impact on the company's growth but if the economic slowdown will set in, inevitably this will weaken the business volume, revenue and profits. It may affect the Company's business activity – low demand, higher interest rates and stiff competition.

The company is also subject to risks inherent in real estate development. There is a risk that financing for development may not be available on favourable terms; that construction may not be completed on schedule or within budget due to shortages of materials, work stoppages due to unfavourable weather conditions, unforeseen engineering, environmental and geological problems and unanticipated cost increases; that new governmental regulations including changes in building and planning regulations and delays to obtain requisite construction and occupancy permits; and developed properties may not be leased or sold in profitable terms and the risk of purchaser and/or tenant defaults.

On the other hand, there are also factors that expose the Plantation and Nursery to risks. These are the peace and order condition of the plantation sites, infestation of pests and diseases and farm to market road (provincial and barangay roads). Generally, the peace and order situation in the plantation area is stable. Coordination for security is made with the cooperation from the local government. Weather disturbance which causes landslides making the roads impassable also delay transporting the seedlings and fertilizers. The company implements measures to assuage these risks such as i) strict adherence to sound nursery management practices such as source the seedlings only from reputable suppliers, hire a pathologist who is an expert on quarantine diseases, proper planning and land preparation for the nursery and plantation prior to ordering the germinated seeds; ii) conduct daily routine inspection following the steps of the Bureau of Plant and Industry.

Risk factors for the mill business are as follows: i) breakdown of one major equipment such as steam boiler, turbo-alternator and/or fruit digester will paralyze the operation for days, weeks or months; ii) non-adherence to environmental restrictions may cause plant closure or work stoppage; iii) unplanned breakdown of High Power Boiler equipment for Refinery and Chiller for Fractionation can cause to cease operation.

## **Research and Development**

The company is currently doing market studies for a possible expansion of its palm oil plantation and possible projects related to energy and power. The company does not expect to conduct any significant product research and development in the foreseeable future other than related to its existing operations.

## **Item 2. PROPERTIES**

Real properties owned by A Brown Company, Inc. and its subsidiaries are shown on Exhibit IIIa, IIIb and IIIc, page 90-93. Most of the properties were already transferred under ABCI's name. The merger of ABCI and several of its subsidiaries in December 1999 and June 2002 as mentioned in Item 1 of Part 1, has caused the inclusion of properties under East Pacific Investors Corp. (EPIC), but legally, the owner is already ABCI. For properties with individual names indicated, the documentation on the transfer of ownership is still on process. Some real properties were on lease with contracts providing for renewal options subject to mutual agreement of the parties. Rental rates are based on prevailing market rates for the said properties. Other real properties that the Company intends to acquire are still under review depending on the factor/s such as demographics and accessibility to public transport. ABCI's preferred mode of acquisition would be thru purchase or joint ventures with landowners. It continues to assess its landholdings to identify properties which no longer fit its overall business strategy and hence, can be disposed of.

## EXHIBIT- I

### FINANCIAL SOUNDNESS INDICATORS

Financial Ratios	Audited	Audited
Consolidated Figures	12/31/2015	12/31/2014
Current ratio <sup>1</sup>	1.04:1	1.04:1
Total Debt to Equity ratio <sup>2</sup>	0.96:1	1.08:1
Asset to Equity ratio <sup>3</sup>	1.96:1	2.08:1
Interest coverage ratio <sup>4</sup>	1.30x	1.31x
Net Profit Margin ratio <sup>5</sup>	1.51%	0.42%
Return on Assets <sup>6</sup>	0.17%	0.05%
Return on Equity <sup>7</sup>	0.34%	0.10%

<sup>1</sup>Current assets/Current liabilities

<sup>2</sup>Total liabilities/Stockholders' equity

<sup>3</sup>Total assets/Stockholders' equity

<sup>4</sup>Earnings before interest, income tax/Total Financing Cost

<sup>5</sup>Net Income/Sales

<sup>6</sup>Net income/Total assets

<sup>7</sup>Net income/Stockholders' equity

**EXHIBIT- II****LIST OF ACCREDITED SUPPLIERS (TOP 20) – ABCI  
FOR THE YEAR 2016**

<b>SUPPLIERS NAME</b>	<b>ADDRESS</b>
AVP TRADING & CONSTRUCTION	BALOY, CAGAYAN DE ORO CITY
BME PARTNERS, INC.	GUSA HIGHWAY, CAGAYAN DE ORO CITY
DAVAO CITY HARDWARE (BULUA)	ZONE 1 BULUA, CAGAYAN DE ORO CITY
HOME PLUS TRADING DEPOST, INC.	NEAR JETTI GAS STATION, BULUA BRANCH, CAGAYAN DE ORO CITY
HOME DESIGN	LAPASAN HIGHWAY, CAGAYAN DE ORO CITY
JAS TRADING & GEN. SERVICES	T. NERIST., BALOY, TABLON, CAGAYAN DE ORO CITY
GTS CONSTRUCTION SUPPLY & DEV'T CORP.	CORRALES EXTENSION, CAGAYAN DE ORO CITY
ORO MIGHTY ENTERPRISES	#196 CORRALES AVENUE, CAGAYAN DE ORO CITY
SHARP ELECTRICAL SUPPLY	#6 OSMENA ST., CAGAYAN DE ORO CITY
SOUTH MILANDIA, INC. (LAPASAN)	LAPASAN HIGHWAY, CAGAYAN DE ORO CITY
UP MARKETING	#11 LAPASAN HIGHWAY, CAGAYAN DE ORO CITY
JABONILLO GEN. MERCHANDISE & CONST. SUPPLY	MACANHAN, CAGAYAN DE ORO CITY
GOLDTOWN INDUSTRIAL SALES CORP.	LAPASAN HIGHWAY, CAGAYAN DE ORO CITY
WESLEY'S MARBLE & GEN. MERCHANDISE	NAZARETH, CAGAYAN DE ORO CITY
UNITED BEARING INDUSTRIAL CORP.	OSMEÑA, CAGAYAN DE ORO CITY
TECHNO-TRADE RESOURCES INC.	KAUSWAGAN, CAGAYAN DE ORO CITY
SQUARE DEAL ENT.	CANITO-AN, CAGAYAN DE ORO CITY
RCCA GLASS & ALUMINUM SUPPLY	CARMEN, CAGAYAN DE ORO CITY
FMV DRILLING INDUSTRIES SALES & SERVICES	KAUSWAGAN, CAGAYAN DE ORO CITY
AFLE COMMERCIAL	COGON, CAGAYAN DE ORO CITY

**LIST OF ACCREDITED SUPPLIERS (TOP 20) – ABERDI  
FOR THE YEAR 2016**

<b>Trade Name</b>	<b>Owner's Name</b>	<b>Address</b>
ANGELES, ANTONIO	ANGELES, ANTONIO	CAGAYAN DE ORO CITY
ARA INDUSTRIAL SUPPLY	RONA P. MARQUIÑO	NO. 053 SACRED HEART VILLAGE CARMEN, CDOC
BALI OIL PALM MULTI PURPOSE COOPERATIVE	Manny Boniao	BRGY 5 BALINGASAG MIS OR
BERNARDO, NOEL ANDREW	BERNARDO, NOEL ANDREW	TACURONG CITY, SULTAN KUDARAT
BETA TECHNOLOGIES INC		SUITE 301/303 LYDEN BLDG., 301 F. RAMOS ST., COGON CENTRAL, CEBU CITY NORTH, CEBU CITY / IPONAN, CDOC
BROWN RESOURCES CORPORATION		XAVIER ESTATES AIRPORT ROAD UPPER BALULANG CDOC
CALDERON, APOLONIO	CALDERON, APOLONIO	TACURONG CITY, SULTAN KUDARAT
CONNEX TECHNOLOGY & INDUSTRIAL SERVICES		371 SAN FRANCISCO, SAN PABLO CITY, LAGUNA
DY, LINO	DY, LINO	CAGAYAN DE ORO CITY
ENVISAGE SECURITY AGENCY INC		CONGRESSIONAL AVENUE, QUEZON CITY, 1100 /BLK.38 LOT 18 XAVIER HEIGHTS, UPPER BALULANG, CAGAYAN DE ORO CITY
FIL CONVEYOR COMPONENTS	JAQUEFIL V. DAFLAG	DOOR 6, CUI BUILDING, SAN PEDRO GUSA, CDOC
JAS TRADING AND GENERAL SERVICES	MA. JOCELYN I. SAGRADO	T. NERI ST., BALOY TABLON CDOC
MARIA CRISTINA AGRO TRADING		XAVIER ESTATES, AIRPORT ROAD, CAGAYAN DE ORO CITY
MEGANTECH ENGINEERING CENTER		2/F NEO CENTRAL BLDG., CUGMAN, CAGAYAN DE ORO CITY
NAKEEN CORPORATION		TAGBALULA LUNOCAN MANOLO FORTICH BUKIDNON 8703
RAJAH BAGANI PROTECTIVE AGENCY INC	MARIE M. NOBLE	#1020 GUILLERMO HAYES STS., CDOC / 30-B NEO CENTRAL ARCADE CUGMAN CDOC
SERVICE PARTNERS INC		UNIT 302 3RD FLR., ORTIGAS ROYALE BLDG., ORTIGAS AVE., SAN JUAN, CAINTA, RIZAL
TAGBAGANI SECURITY AND INVESTIGATION AGENCY	MARIE M. NOBLE	#1020 GUILLERMO HAYES STS., CDOC / 30-B NEO CENTRAL ARCADE CUGMAN CDOC
UNITED COCOUT PLANTERS BANK		OSMENA ST COR. LIMKETKAI DRIVE, CAGAYAN DE ORO CITY
XAVIER SPORTS AND COUNTRY CLUB INC		XAVIER ESTATES, AIRPORT ROAD, CAGAYAN DE ORO CITY



**EXHIBIT- IIIa**

**List of Properties as of December 31, 2016**

Location	Area in Sq. Meters	Condition	Owner
<b>Luzon:</b> Angono, Rizal	263	An idle residential lot subject for sale	A Brown Company, Inc.
Binangonan, Rizal	148,953	Raw land w hich is suitable for residential development and near the vicinity of East Ridge Golf and Country Club	A Brown Company, Inc.
Ortigas Ave., Pasig	87.30	Lot easement subject to expropriation - DPWH <i>(688.78 sold to Mission Hospital)</i>	A Brown Company, Inc.
Tektite, Pasig	110 37.5	Office unit w / three parking slots at 12.5 sqm each <i>(leased to E Business Services, Inc. for 3 years from September 2014 to September 2017 Lease rate starting at Php71,090.02 with 10% yearly escalation plus 12% VAT)</i>	A Brown Company, Inc.
Culiat, Quezon City	5,550	Residential property w ith informal settlers and subject to land litigation	A Brown Company, Inc.
New Manila, Quezon City	45 86 12.50	Residential condominium unit (Unit 1001-B) Residential condominium unit (Unit 701-A) Parking slot	A Brown Company, Inc.
Tanay, Rizal	1,614,881	mostly raw land	A Brown Company, Inc.
	276,977	A raw land for title tranfer to ABCI since the (1) year redemption period expired on January 2016. With Certificate of Sale from RTC, Malolos, Bulacan	Home Industry Dev. Corp.

Note: all option to renew is subject to new terms and conditions, as the case may be

**EXHIBIT- IIIb**

Location	Area in Sq. Meters	Condition	Owner
<b>Mindanao:</b> Initao, Misamis Or.	54,261	developed residential subdivision - Corral Resort Estate	A Brown Company, Inc.
	51,867	undeveloped land for residential use	A Brown Company, Inc.
	11,856	undeveloped land for residential use	A Brown Company, Inc.
Sirawan, Toril, Davao	51,418	raw land; for resort/residential development	EPIC (merged w/ABCI)
Cugman, Cagayan de Oro City	1,160	developed with infrastructure containing warehouse facilities and staff housing	Epic Holdings Corp./ ABCI
Brgy. Balulang, Cagayan de Oro City	969	subdivision lot at Xavier Estates	A Brown Company, Inc.
	916	subdivision lot at Xavier Estates	A Brown Company, Inc.
	345	subdivision lot at Xavier Estates	A Brown Company, Inc.
Upper Balulang, Cagayan de Oro City	468,743	developed residential subdivision Xavier Estates - Phase 4	A Brown Company, Inc.
Lower Balulang, Cagayan de Oro City	48,396	developed residential subdivision; economic housing; Xavierville Homes	A Brown Company, Inc.
Panginuman, Balulang, Cagayan de Oro City	90,957	developed residential subdivision Xavier Estates - Phase 5	A Brown Company, Inc.
	23,179	developed residential subdivision ; socialized housing - Mt. View Homes	A Brown Company, Inc.
	6,002	on-going development residential subdivision ; socialized housing - Mt. View Homes Phase 2	A Brown Company, Inc.
	43,672	developed residential subdivision ; socialized housing - Adelaida Residences	A Brown Company, Inc.
	131,521	undeveloped land for residential use	A Brown Company, Inc.
	83,198	undeveloped land for residential use	A Brown Company, Inc.
Brgy. Balulang, Cagayan de Oro City	16,335	undeveloped land for residential use	A Brown Company, Inc.
	16,720	developed residential subdivision; socialized housing; St. Therese Subd.	MGCC (merged w/ ABCI)
	12,998	raw land for residential use	MGCC (merged w/ ABCI)
	23,618	undeveloped land for residential use	MGCC (merged w/ ABCI)
	5,198	undeveloped land for residential use	MGCC (merged w/ ABCI)
	10,900	undeveloped land for residential use, accretion	MGCC (merged w/ ABCI)
	33,780	undeveloped land	A Brown Company, Inc.
38,832	undeveloped land	A Brown Company, Inc.	

Location	Area in Sq. Meters	Condition	Owner
<b>Mindanao:</b>			
Lumbo, Valencia	117,244	developed residential subdivision - Valencia Estates Phase 1	EPIC (merged w/ABC I)
	211,277	undeveloped land for residential development - Valencia Estates	EPIC (merged w/ABC I)
Brgy. Agusan, Cagayan de Oro City	278,136	developed residential subdivision - Teakwood Hills	A Brown Company, Inc.
	121,900	undeveloped land for residential use - Teakwood Hills 1	A Brown Company, Inc.
	30,914	undeveloped land for residential use - Teakwood Hills 2	A Brown Company, Inc.
	21,761	undeveloped land for residential use - Teakwood Hills 3	A Brown Company, Inc.
	47,200	undeveloped land for residential use - Teakwood Hills 4	A Brown Company, Inc.
	28,610	undeveloped land for residential use - Teakwood Hills 5	A Brown Company, Inc.
	13,355	undeveloped land for residential use - Teakwood Hills 6	A Brown Company, Inc.
	11,657	undeveloped land for residential use - Teakwood Hills 6	A Brown Company, Inc.
	19,054	undeveloped land for residential use - Teakwood Hills	A Brown Company, Inc.
Bonbon, Butuan City	201,370	developed residential subdivision - West Highlands	A Brown Company, Inc.
	53,600	undeveloped land	A Brown Company, Inc.
	2,955	undeveloped land	A Brown Company, Inc.
	29,551	undeveloped land	A Brown Company, Inc.
	10,000	undeveloped land for access road	A Brown Company, Inc.
	27,619	undeveloped land for residential use	A Brown Company, Inc.
	30,000	undeveloped land for residential use	A Brown Company, Inc.
	49,995	undeveloped land for residential use	A Brown Company, Inc.
	49,999	undeveloped land for residential use	A Brown Company, Inc.
	59,428	undeveloped land for residential use	A Brown Company, Inc.
	36,698	undeveloped land for residential use	A Brown Company, Inc.
	53,694	undeveloped land for residential use	A Brown Company, Inc.
Talakag, Bukidnon	221,230	raw land, utilized for quarrying; source of aggregates	Northmin Mining & Dev't. Corp. (merged with ABC I)
Casisang, Malaybalay City	36,898	undeveloped land	A Brown Company, Inc.
MAMBUAYA	28,464	undeveloped land	A Brown Company, Inc.

**EXHIBIT- IIIc****Properties owned by the Subsidiaries**

Location	Area in Sq. Meters	Condition	Owner
Pagahan, Initao Mis.Or.	7,840 T-27642	agricultural land for development in the future as a beach-front property	Bonsai Agri. Corp.
Impasug-ong, Bukidnon	16 hec. T-90115	agricultural land; 10 has. converted to agro-industrial & currently the site of 10 T/hr palm oil mill and the 50T/day refinery (construction on-going)	ABERDI = 5 has Nakeen Corp. = 5 has. Bonsai Agri. Corp. = 4 has. RFI (merged w/ BRC) = 2 has.
Libertad, Butuan City	20,000	undeveloped land for residential use	Andesite Corp. (Now Simple Homes Development Inc.)

### Item 3. LEGAL PROCEEDINGS

The Company has contingent liabilities for lawsuits and various other matters occurring in the ordinary course of business. On the basis of information furnished by the legal counsel, management believes that none of these contingencies will materially affect the Company's financial position and results of operation. Please refer to Note 37 of the accompanying notes to the Consolidated Financial Statement for a discussion on legal proceedings to which the Company is a party.

### Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Except for the matters taken up during the Annual Stockholders' Meeting, there was no other matter submitted to a vote of security holders during the period covered by this report.

## PART II SECURITIES OF THE REGISTRANT

### Item 5. MARKET FOR REGISTRANT'S COMMON SHARES AND RELATED STOCKHOLDER MATTERS

#### Market Information

The common shares of ABCI have been listed at the Philippine Stock Exchange (PSE) since February 1994. The table below shows the high and low sales prices of the Company's shares on the PSE for each quarter within the last two (2) fiscal years, to wit:

Quarter	Year 2016		Year 2015	
	High	Low	High	Low
Jan-Mar	1.08	0.59	1.21	0.91
Apr-Jun	1.65	1.01	1.03	0.65
Jul-Sept	1.48	1.13	0.80	0.55
Oct-Dec	1.29	1.02	1.21	0.57

The company's stock price was trading as high as ₱1.65 and as low as ₱ 0.59 for the four quarters of the year. It also closed at ₱1.04 on December 29, 2016.

The table below shows the high and low sales prices of the Company's shares on the PSE for the first (1<sup>st</sup>) semester of 2017, to wit:

Quarter	Year 2017	
	High	Low
Jan-Mar	1.34	0.89
Apr-Jun	1.71	0.91

On June 30, 2017, ABCI's shares of common stock were traded at a high of ₱1.35 and a low of ₱1.27 at the Philippine Stock Exchange with closing price of ₱1.31. On August 30, 2017, ABCI's shares of common stock were traded at a high of ₱1.23 and a low of ₱1.17 with closing price of ₱1.20. The stocks are not traded in any foreign market.

## Holders of Common Equity

The number of holders of common stock as of December 31, 2016 was 2,115. As of July 31, 2017 the number of holders of common stock was 2,106.

## Public Float

As of December 31, 2016 and 2015, the company is compliant with the minimum public float requirement by the Philippine Stock Exchange (PSE) at 37.86% and 42.56%, respectively. The company's public float of 37.86% is equivalent to 656,127,846 shares out of the 1,732,865,522 outstanding shares. As of June 30, 2017, the company's public float is 44.98% which is equivalent to 935,254,339 shares out of 2,079,437,823 outstanding shares.

**A BROWN COMPANY, INC.**  
LIST OF TOP 20 STOCKHOLDERS  
AS OF JULY 31, 2017

Rank	Name of Stockholders	Total Number of Shares Subscribed	Percent to Total Outstanding
1	PCD NOMINEE CORPORATION**	1,677,564,525	80.6739%
2	BROWN, WALTER W.	176,880,000	8.5061%
3	JIN NATURA RESOURCES CORPORATION	102,000,000	4.9052%
4	PBJ CORPORATION	74,306,496	3.5734%
5	BROWN, WALTER W. OR ANNABELLE P. BROWN	4,585,701	0.2205%
6	TAN, A. BAYANI K.	2,033,120	0.0978%
7	TAN, MA. GRACIA P.	1,123,089	0.0540%
8	PIZARRO, ROBERTINO E.	1,060,613	0.0510%
9	BROWN, WALTER (SPECIAL FUND)	957,474	0.0460%
10	DAVILA REGINA	938,462	0.0451%
11	JUAT, PATRICIA B. &/OR MIGUEL VICTOR B. JUAT	937,527	0.0451%
12	FERNANDEZ, LUISITO	853,147	0.0410%
	GANDIONCO, ANDREA L.	853,147	0.0410%
	PIZARRO, LOURDES	853,147	0.0410%
13	LORENZO, ALICIA P.	750,769	0.0361%
14	PIZARRO, DANILO E.	710,677	0.0342%
15	LAGDAMEO, JR. ERNESTO R.	602,690	0.0290%
16	KALINANGAN YOUTH FOUNDATION, INC.	561,123	0.0270%
17	KING, JOSEFA B.	557,334	0.0268%
18	GAMILLA, JULIANA	544,615	0.0262%
19	EBC SECURITIES CORPORATION	518,221	0.0249%
20	TAN, JOAQUIN T.Q.	511,885	0.0246%
		2,049,703,762	98.5701%
	<i>** The following are the clients - beneficial owners owning 5% or more of the Outstanding Capital Stock:</i>		
	<i>Walter W. Brown (direct and indirect)</i>	<i>366,081,373</i>	<i>17.6048%</i>
	<i>Annabelle P. Brown (direct and indirect)</i>	<i>88,135,874</i>	<i>4.2384%</i>
	<i>Brownfield Holdings Incorporated</i>	<i>426,000,000</i>	<i>20.4863%</i>

## **Dividend**

A Php 0.05 cash dividend was declared by the Company for the year 2006 and was given to stockholders of record as at the close of business on January 15, 2007 and paid on February 8, 2007. The previous declaration was on June 1998 where a 10% stock dividend was given to stockholders of record as at the close of business on July 17, 1998.

On July 9, 2010, the BOD of the Parent Company resolved to declare a cash dividend equal to Php .20/share to shareholders of record as of August 6, 2010 payable on August 30, 2010.

On August 18, 2010, the Parent Company's Board of Directors has approved the declaration of a total 63,120,433 of the Parent's treasury shares as property dividends. After the regulatory examination of the Securities and Exchange Commission (SEC), the Parent Company was directed on October 4, 2010 to set the record date. The Parent Company's Board of Directors has set November 3, 2010 as the record date for the determination of Company's shareholders entitled to receive the property dividend. Shareholders as of the record date owning sixteen (16) shares shall be entitled to one (1) BRN treasury share. No fractional shares shall be issued. The Company was expected to complete the distribution of the property dividends by November 29, 2010.

The Board of Directors approved the 25% stock dividend equivalent to 346,573,307 shares on June 7, 2013. The record date was set on September 12, 2013 after the approval by the Securities and Exchange Commission of the Corporation's increase of its authorized capital stock from which the stock dividends were to be issued. The Corporation was to issue the said stock dividend shares on or before October 8, 2013.

On November 27, 2013, the company notified the investing public of the publication in a newspaper of general circulation of the Notice that the cash dividends which remain long outstanding will be reverted to the corporation after thirty (30) days from publication. The said Notice was published in Manila Bulletin on November 28, 2013.

On 7 June 2013, the Corporation further indicated that it was not to issue fractional shares which were expected to arise from the stock dividend declaration; instead, the Corporation undertook to acquire said fractional shares from the shareholders concerned and pay the latter the monetary value thereof.

There were no dividend declaration in 2014 and 2015.

As of 28 November 2016, pursuant to the authority granted under Section 41 of the Corporation Code, the Corporation has acquired all of the unissued fractional shares arising from the 2013 stock dividend declaration, constituting an aggregate of One Thousand Fourteen (1,014) shares. These 1,014 shares shall be treated as Treasury Shares in the books of the Corporation.

On May 19, 2016 the Board of Directors approved the proposal for the Corporation to declare a twenty percent (20%) stock dividend, consisting of approximately 346,573,104 shares, to the Corporation's shareholders. The same was approved by SEC on January 27, 2017. The 20% stock dividend was given to the stockholders of record as at the close of business on February 10, 2017 with March 8, 2017 as the distribution date.

**Dividend policy:**

Dividends are declared by the Company on its shares of stocks and are payable in cash or in additional shares of stock. The declaration and payment of dividends in the future will depend upon the earnings, cash flow and financial condition of the Company and other factors affecting the availability of unrestricted retained earnings, as prescribed under the Corporation Code. Dividend declaration must also take into account the Company's capital expenditure and project requirements and settlement of its credit. Cash and property dividends are subject to approval by the Company's Board of Directors while stock dividends require the approval of both the Company's Board of Directors and Stockholders. In addition, the payment of stock dividends is likewise subject to the approval of the SEC and PSE, if shares are to be listed with the Exchange. Other than the restrictions imposed by the Corporation Code of the Philippines, there is no other restriction that limits the Company's ability to pay dividends on common equity.

**Recent Sales of Unregistered Securities or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction**

The Board of Directors approved on October 5, 2012 the private placement of Two Hundred Fifty Million shares (250,000,000) of its listed common shares ("the Placement Tranche") consisting of:

Treasury Shares	-----	173,633,704 common shares
Walter W. Brown Shares	-----	76,366,296 common shares

Each of the Placement Tranche shares has a par value of One Peso (₱ 1.00) per share and was sold at a price of Two Pesos and 89/100 (₱ 2.89) per share and was crossed in the Exchange on October 8, 2012.

The Board likewise approved the issuance of an equal number of new shares of the Corporation ("the Subscription Tranche"), at an issue price equal to the net proceeds per share in favor of Dr. Walter W. Brown, the seller of the Placement Tranche and subscriber of the Subscription Tranche (the "Top-up Placement"). The Subscription Tranche was issued out of an increase in the Corporation's authorized capital stock from the present One Billion Three Hundred Twenty Million Pesos (P1,320,000,000.00) to One Billion Six Hundred Twenty Million Pesos (P1,620,000,000.00) which increase was approved by the Corporation's Board of Directors on 02 May 2012 and by the Shareholders on 01 June 2012. The Subscription Tranche constituted Five and 51/100 Percent (5.5087%) of the Corporation's issued and outstanding capital stock after the completion of the Top-Up Placement. On February 1, 2013, the Company filed to the Philippine Stock Exchange the listing application of the said shares.

The Corporation did not directly receive the proceeds from the sale of the Top Up Shares, but the Facilitating Stockholder has agreed to subscribe for, and the Corporation agreed to issue, new shares in an amount equal to the aggregate number of shares sold by the Facilitating Stockholder, at a subscription price equal to the net proceeds per share.

The proceeds received by the Corporation from the sale of the treasury shares held by it, as well as from the subscription of the Facilitating Stockholder will be used by the Corporation to form part of its working capital as well as for investment in its present and future projects.

The Top Up Shares (Placement Tranche) were offered and sold in the Philippines pursuant to the exemption under Section 10.1(k) & (l) of the Securities Regulation Code. The Top-up shares (Subscription Tranche) were subscribed by the Facilitating Stockholder and issued pursuant to the exemption under Section 10.1 (k) of the Securities Regulation Code.

The SEC approved the Amended Articles of Incorporation on December 28, 2012. Subsequently, the Company has issued the 76,366,296 shares (Subscription Tranche) to Walter W. Brown.



On May 19, 2016, the Board of Directors initially approved the amendment of the Corporation's Articles of Incorporation to increase its authorized capital stock (ACS) which was amended later on August 8, 2016 to increase its authorized capital stock (ACS) from the current Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Common Shares to up to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares.

The first tranche of the increase in the Corporation's authorized capital stock, is implemented with an increase by One Billion Three Hundred Million Pesos (P1,300,000,000.00), divided into One Billion Three Hundred Million (1,300,000,000) Common Shares and out of said increase, the Twenty Percent (20%) stock dividend declared on May 19, 2016 are issued. This was approved by the Securities and Exchange Commission (SEC) on January 11, 2017.

There was no sale of unregistered securities by the registrant during the past three years except as discussed above.





March 28, 2017

The Securities and Exchange Commission  
SEC Building, EDSA, Greenhills  
Mandaluyong City

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR  
CONSOLIDATED FINANCIAL STATEMENTS**

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

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

**Constantino Guadalquiver & Co.**, the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
\_\_\_\_\_  
**ROBERTINO E. PIZARRO**  
Executive Chairman


  
\_\_\_\_\_  
**ROEL Z. CASTRO**  
President

  
\_\_\_\_\_  
**ATTY. MARIE ANTONETTE U. QUNITO**  
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this 11 day of APRIL, 2017, affiants exhibiting to me their respective passports, as follows:

Names	Passport No.	Date of Issue	Place of Issue
Robertino E. Pizarro	EB8037747	May 4, 2013	DFA - Cagayan de Oro City
Roel Z. Castro	EB9274541	October 1, 2013	DFA - NCR East
Atty. Marie Antonette U. Quinito	P0153658A	September 3, 2016	DFA - Cagayan de Oro City

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Page No. 77  
Book No. 77A  
Series of 2017

  
**ATTY. BENJAMIN F. ALFONSO**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2017  
PTR. NO. 3862946 - 1/13/2017 QUEZON CITY  
IBP NO. 1038579 - 11/26/2016 QUEZON CITY  
ROLL NO. 13296  
ADM. MATTER NO. NP-043 (2017-2018)  
ADD.: NO. 34 ASSET'S ST. GISIS VILL., PROJ. 8, Q.C.  
MCLE NO. 11862879 - OCT. 29, 2011

**The Board of Directors****A BROWN COMPANY, INC. AND SUBSIDIARIES**Xavier Estates Uptown, Airport Road, Balulang  
Cagayan de Oro City

We have compiled the accompanying consolidated financial statements of **A BROWN COMPANY, INC. AND SUBSIDIARIES** (The Group) based on the information you have provided. These consolidated financial statements comprise the consolidated statement of financial position of the Group as at December 31, 2016, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

We performed this compilation engagement in accordance with Philippine Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist you in the preparation and presentation of these consolidated financial statements in accordance with Philippine Financial Reporting Standards (PFRS). We have complied with relevant ethical requirements, including principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these consolidated financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these consolidated financial statements are prepared in accordance with PFRS.

**BACONGA PATRIANA & CO.**

By:

  
**PIO D. BACONGA**

Partner

CPA Certificate No. 38514

PTR No. 3335903 A - January 3, 2017, Cagayan de Oro City

Firm BOA/PRC Cert. of Reg. No. 2431, December 29, 2014 to December 31, 2017

Cagayan de Oro City

March 28, 2017



 an independent member of  
**BAKER TILLY**  
INTERNATIONAL

**Constantino Guadalquiver & Co.**  
Certified Public Accountants  
22nd Floor Citibank Tower  
8741 Paseo de Roxas Street  
Salcedo Village, Makati City, Philippines  
Telephone (+632) 848-1051  
Fax (+632) 728-1014  
E-mail address: mail@cgco.com.ph

## INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors  
A Brown Company, Inc.  
Xavier Estates Uptown, Airport Road,  
Balulang, Cagayan de Oro City

### **Report on the Financial Statements**

#### Opinion

We have audited the consolidated financial statements of A Brown Company, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2016 and 2015 and January 1, 2015, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2016, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2016 and 2015 and January 1, 2015, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2016 in accordance with Philippine Financial Reporting Standards.

#### Basis for Opinion

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

#### Key Audit Matters

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

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

#### *Revenue Recognition on Sale of Real Estate*

The amount of revenue from sales of real estate forms a significant portion of the revenues recognized by the Group for each reporting period. The timing of revenue recognition is dependent upon a certain condition to be met. Such condition pertains to the established threshold of collection over total contract price which is the Group's basis of determination that the collectability of sales price is reasonably assured. The amount of revenue recognized is also dependent on the percentage of completion of the sold units. Because of these factors, we considered the revenue recognition of the sales of real estate to be a key audit matter.

The Group's accounting policy on revenue recognition of sale of real estate is fully described in Note 4 to the consolidated financial statements.

#### *Audit Response*

We tested the percentage of total collections received over the total contract price of selected samples to determine whether the Group's policy on collection threshold as basis for revenue recognition was observed. We also conducted physical site visits of selected major projects and compared our physical observations of the completion phase with the project status reports. We then checked the accuracy of the application of the percentage of completion to the total contract price of selected samples of sold units. Also, we checked the accuracy of the outstanding customer balances taking into consideration the total contract price and collections received from customers.

#### *Consolidation Process*

The Group's consolidated financial statements comprise the financial statements of A Brown Company, Inc. and its Subsidiaries. The Group's consolidation process is a key audit matter because of the complexity of the process which involves identifying and combining of like items in the financial statements of the Parent Company and subsidiaries, and identifying and eliminating intercompany transactions and balances to properly reflect the consolidated financial position and its consolidated financial performance and consolidated cash flows in accordance with PFRS.

#### *Audit response*

Our audit procedure involves obtaining an understanding of the Group's corporate structure and its consolidation process and policy, such as identifying intercompany transactions and reconciliation of intercompany balances. We checked the Group's combination of like items of assets, liabilities, equity, income, costs and expenses, and cash flows of the Parent Company with those of the subsidiaries. We checked the appropriateness of the intercompany elimination entries of the carrying amount of the Parent Company's investments in each subsidiary and the Parent Company's portion of equity of each subsidiary, and the recognition of the noncontrolling interest. We further checked the elimination in full of intercompany assets and liabilities including deposits for future stock subscriptions, income, costs and expenses, and cash flows relating to transactions involving companies within the Group. We also evaluated whether uniform accounting policies for like transactions and events are adopted by all entities within the Group in preparing the consolidated financial statements. We further evaluated the sufficiency of the disclosures in the Group consolidated financial statements.

Other Information

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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



The engagement partner on the audit resulting in this independent auditor's report is Annalyn B. Artuz.

CONSTANTINO GUADALQUIVER & CO.

BOA Registration No. 0213, valid until December 31, 2019

SEC Accreditation No. (AN) 0003-FR-3, valid until November 10, 2017 (Group A)

TIN 000-451-068-000

BIR AN 08-001507-0-2014, valid until January 4, 2018

By:

  
ANNALYN B. ARTUZ

Partner

CPA License No. 88651

PTR No. 5966636, issued on February 8, 2017, Makati City

SEC AN 0020-AR-3 (Group A), valid until December 16, 2017

TIN 153-978-171-000

BIR AN 08-001507-7-2014, valid until January 5, 2018

Makati City, Philippines

March 28, 2017

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2016 and 2015, and JANUARY 1, 2015**  
*(Amounts in Philippine Pesos)*

	Notes	2016	December 31, 2015 (As restated)	January 1, 2015 (As restated)
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	6	<b>₱48,831,511</b>	₱43,920,481	₱93,045,062
Current portion of receivables – net	7	<b>239,942,295</b>	435,880,598	374,400,468
Notes receivable	8	–	–	347,316
Real estate held for sale	9	<b>692,910,637</b>	670,938,440	603,598,222
Inventories	9	<b>46,694,821</b>	44,668,043	27,456,634
Prepayments and other current assets	10	<b>281,698,086</b>	299,692,171	269,673,728
Due from a related party	19	<b>29,721,000</b>	24,721,000	–
<b>Total Current Assets</b>		<b>1,339,798,350</b>	1,519,820,733	1,368,521,430
<b>Noncurrent Assets</b>				
Noncurrent portion of receivables	7	<b>210,598,167</b>	109,980,748	163,622,780
Available-for-sale investments	11	<b>1,262,397,297</b>	988,939,404	626,496,144
Investments in associates	12	<b>906,306,991</b>	991,933,944	1,237,194,151
Investment properties – net	13	<b>184,237,438</b>	220,989,321	247,075,235
Property and equipment – net	2, 14	<b>904,228,455</b>	876,246,390	776,617,011
Land and improvements	15	<b>698,329,984</b>	713,999,468	799,835,370
Leasehold rights	16	<b>33,011,123</b>	34,244,607	35,532,828
Deferred tax assets	28	<b>27,692,091</b>	40,582,210	51,280,542
Refundable deposits	5	<b>17,933,821</b>	11,052,656	8,999,549
Investments and deposits	11, 19	–	–	554,146,919
<b>Total Noncurrent Assets</b>		<b>4,244,735,367</b>	3,987,968,748	4,500,800,532
		<b>₱5,584,533,717</b>	₱5,507,789,481	₱5,869,321,962

**LIABILITIES AND EQUITY**

**Current Liabilities**

Accounts payable and accrued expenses	17	<b>₱391,171,478</b>	₱381,241,640	₱326,911,807
Short-term debt	18	<b>782,929,167</b>	289,000,000	265,000,000
Current portion of long-term debt	18	<b>378,906,559</b>	685,396,811	181,111,133
Deposit from customers	21	<b>41,328,215</b>	42,230,985	48,737,809
Subscription payable	11, 12	<b>70,025,817</b>	70,025,817	494,482,038
<b>Total Current Liabilities</b>		<b>1,664,361,236</b>	1,467,895,253	1,316,242,787

(Forward)

(Carryforward)

	Notes	2016	December 31, 2015 (As restated)	January 1, 2015 (As restated)
<b>Noncurrent Liabilities</b>				
Noncurrent portion of long-term debt	18	<b>₱803,453,589</b>	₱1,112,983,579	₱1,618,220,076
Retirement liability	26	<b>23,092,323</b>	32,557,786	26,586,981
Deferred tax liabilities	28	<b>75,380,155</b>	82,425,417	84,388,134
Total Noncurrent Liabilities		<b>901,926,067</b>	1,227,966,782	1,729,195,191
Total Liabilities		<b>2,566,287,303</b>	2,695,862,035	3,045,437,978
<b>Equity</b>				
Equity attributable to equity holders of Parent Company	32			
Capital stock	20	<b>1,732,866,536</b>	1,732,865,522	1,732,865,522
Additional paid-in capital	20	<b>586,198,947</b>	586,198,947	586,198,947
Stock dividend distributable	33	<b>346,573,104</b>	-	-
Retained earnings (deficit)		<b>(61,743,399)</b>	361,793,923	347,042,787
Treasury shares, at cost		<b>(1,014)</b>	-	-
Net cumulative unrealized gain on fair value of available-for-sale investments	11	<b>424,459,419</b>	151,001,526	176,572,963
Net cumulative remeasurement loss on retirement benefits	26	<b>(13,629,399)</b>	(23,298,404)	(22,624,441)
		<b>3,014,724,194</b>	2,808,561,514	2,820,055,778
<b>Non-controlling interests</b>		<b>3,522,220</b>	3,365,932	3,828,206
Total Equity		<b>3,018,246,414</b>	2,811,927,446	2,823,883,984
		<b>₱5,584,533,717</b>	₱5,507,789,481	₱5,869,321,962

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 and 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2016	2015	2014
<b>INCOME</b>				
Sales	21	<b>₱484,069,409</b>	₱621,351,823	₱634,306,016
Gain on sale of:				
Investment properties	13	<b>72,350,527</b>	15,671,727	-
Property and equipment	14	<b>1,461,023</b>	-	993,126
Net assets of deconsolidated subsidiaries	2	-	104,604	-
Available-for-sale investments	11	-	-	25,521,240
Financial income	22	<b>10,503,310</b>	14,746,667	18,599,067
Rental income	13, 27	<b>5,058,462</b>	14,048,602	8,181,575
Discount on long-term debt	18	<b>3,564,536</b>	16,718,115	24,874,165
Dividend income	33	<b>4,150</b>	12,874	8,349
Equity in net profit of associates	12	-	7,539,793	-
Others	23	<b>11,833,752</b>	22,564,837	25,790,729
		<b>588,845,169</b>	712,759,042	738,274,267
<b>COST AND EXPENSES</b>				
Cost of sales and services	24	<b>264,520,483</b>	365,818,697	365,063,241
General and administrative expenses	25	<b>145,276,354</b>	179,438,554	173,681,243
Finance costs	18	<b>102,196,839</b>	109,408,927	90,737,347
Equity in net loss of associates	12	<b>85,626,953</b>	-	29,943,472
Marketing	25	<b>33,319,862</b>	21,481,327	40,864,447
Provision for impairment loss on investment properties	13	-	4,054,869	1,528,600
Loss on sale of:				
Property and equipment	14	-	263,417	-
Investment properties	13	-	-	8,356,634
		<b>630,940,491</b>	680,465,791	710,175,484
<b>PROFIT (LOSS) BEFORE INCOME TAX</b>		<b>(42,095,322)</b>	32,293,251	28,098,783
<b>INCOME TAX EXPENSE</b>				
Current	28	<b>33,009,366</b>	13,519,933	12,185,260
Deferred		<b>1,702,228</b>	9,210,227	13,188,208
		<b>34,711,594</b>	22,730,160	25,373,468
<b>NET PROFIT (LOSS)</b>		<b>(₱76,806,916)</b>	₱9,563,091	₱2,725,315
<b>NET PROFIT (LOSS) ATTRIBUTABLE TO:</b>				
Equity holders of the Parent Company		<b>(₱76,963,204)</b>	₱10,025,365	₱2,232,423
Non-controlling interests		<b>156,288</b>	(462,274)	442,892
		<b>(₱76,806,916)</b>	₱9,563,091	₱2,725,315
<b>BASIC AND DILUTED EARNINGS (LOSS) PER SHARE</b>				
<b>Attributable to:</b>				
Equity holders of the Parent Company	29	<b>(₱0.044414)</b>	₱0.005785	₱0.00132

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2016	2015	2014
<b>NET PROFIT (LOSS)</b>		<b>(₱76,806,916)</b>	₱9,563,091	₱2,725,315
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
<i>Item that may be reclassified subsequently to profit or loss</i>				
Net change in unrealized gain (loss) on fair value of available-for-sale investments	11	<b>273,457,893</b>	(25,771,437)	32,179,480
<i>Item that will not be reclassified subsequently to profit or loss</i>				
Remeasurement gain (loss) on retirement benefits – net of deferred tax	26	<b>9,669,005</b>	(1,177,719)	4,658,018
Total other comprehensive income (loss)		<b>283,126,898</b>	(26,949,156)	36,837,498
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		<b>₱206,319,982</b>	(₱17,386,065)	₱39,562,813
<b>Attributable to:</b>				
Equity holders of the Parent Company		<b>₱206,163,694</b>	(₱16,923,791)	₱39,119,921
Non-controlling interests		<b>156,288</b>	(462,274)	442,892
		<b>₱206,319,982</b>	(₱17,386,065)	₱39,562,813

See accompanying Notes to Consolidated Financial Statements.

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

	Notes	2016	2015	2014
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY</b>				
<b>CAPITAL STOCK - ₱1 par value</b>				
Authorized - 2,000,000,000 shares				
Subscribed - 1,732,866,536 shares in 2016 and 1,732,865,522 shares in 2015 and 2014				
Balance at beginning of year		<b>₱1,732,865,522</b>	₱1,732,865,522	₱1,732,865,522
Issuances during the year	38	<b>1,014</b>	-	-
Balance at end of year		<b>1,732,866,536</b>	1,732,865,522	1,732,865,522
<b>ADDITIONAL PAID-IN CAPITAL</b>				
Balance at beginning and end of year	20	<b>586,198,947</b>	586,198,947	586,198,947
<b>STOCK DIVIDEND DISTRIBUTABLE</b>				
Stock dividend declared during the year	33	<b>346,573,104</b>	-	-
<b>RETAINED EARNINGS (DEFICIT)</b>				
Balance at beginning of year		<b>361,793,923</b>	347,042,787	344,760,364
Net profit (loss) during the year		<b>(76,963,204)</b>	10,025,365	2,282,423
Stock dividend declared during the year	33	<b>(346,573,104)</b>	-	-
Issuance of shares	38	<b>(1,014)</b>	-	-
Effect of deconsolidation of subsidiaries during the year		-	4,725,771	-
Balance at end of year	33	<b>(61,743,399)</b>	361,793,923	347,042,787
<b>TREASURY SHARES, AT COST</b>				
Treasury shares acquired during the year	38	<b>(1,014)</b>	-	-
<b>NET CUMULATIVE UNREALIZED GAIN ON FAIR VALUE OF AVAILABLE-FOR-SALE INVESTMENTS</b>				
Balance at beginning of year		<b>151,001,526</b>	176,572,963	144,393,483
Net change in unrealized gain (loss) during the year	11	<b>273,457,893</b>	(25,771,437)	32,179,480
Reclassification due to deconsolidation of a subsidiary during the year	1	-	200,000	-
Balance at end of year		<b>424,459,419</b>	151,001,526	176,572,963

(Forward)

(Carryforward)

	Note	2016	2015	2014
<b>NET CUMULATIVE REMEASUREMENT LOSS ON RETIREMENT BENEFITS</b>				
	26			
Balance at beginning of year		(₱23,298,404)	(₱22,624,441)	(₱27,282,459)
Remeasurement gain (loss) during the year		9,669,005	(1,177,719)	4,658,018
Reclassification due to deconsolidation of a subsidiary during the year		-	503,756	-
Balance at end of year		(13,629,399)	(23,298,404)	(22,624,441)
<b>TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY</b>				
		3,014,724,194	2,808,561,514	2,820,055,778
<b>NON-CONTROLLING INTERESTS</b>				
Balance at beginning of year		3,365,932	3,828,206	3,385,314
Increase (decrease) during the year		156,288	(462,274)	442,892
Balance at end of year		3,522,220	3,365,932	3,828,206
		<b>₱3,018,246,414</b>	<b>₱2,811,927,446</b>	<b>₱2,823,883,984</b>

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**  
*(Amounts in Philippine Pesos)*

	Notes	2016	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit (loss) before income tax and non-controlling interest		<b>(P42,095,322)</b>	P32,293,254	P28,098,783
Adjustments for:				
Finance costs	18	<b>102,196,839</b>	109,408,927	90,737,847
Equity in net loss (profit) of an associate	12	<b>85,626,953</b>	(7,539,793)	29,943,472
Loss (gain) on sale of:				
Investment property	13	<b>(72,350,527)</b>	(15,671,727)	8,356,634
Property and equipment	14	<b>(1,461,023)</b>	263,417	(993,126)
Net assets of deconsolidated subsidiaries	2	-	(104,604)	-
Available-for-sale investments	11	-	-	(25,521,240)
Depreciation and amortization	14, 15	<b>25,075,442</b>	30,663,997	50,638,214
Financial income	22	<b>(10,503,310)</b>	(14,746,667)	(18,599,067)
Retirement benefits expense	26	<b>4,691,139</b>	4,458,824	3,602,483
Discount on long-term debt	18	<b>(3,564,536)</b>	(16,718,115)	(24,874,165)
Amortization of leasehold rights	17	<b>1,233,484</b>	1,288,221	1,328,366
Unrealized foreign exchange loss (gain)	31	<b>70,965</b>	(14,837)	110,259
Provisions for:				
Impairment of investment properties	13	-	4,054,869	1,528,600
Doubtful receivables	7, 26	-	-	769,679
Operating income before working capital changes		<b>88,920,104</b>	127,635,766	145,126,739
Decrease (increase) in:				
Receivables	7	<b>95,320,884</b>	(17,386,594)	(21,779,284)
Real estate held for sale	9	<b>27,827,673</b>	50,671,368	19,108,250
Inventories	9	<b>(2,026,778)</b>	(17,424,712)	(23,146,625)
Prepayments and other current assets	10	<b>2,153,568</b>	(27,177,813)	(17,253,985)
Increase (decrease) in:				
Accounts payable and accrued expenses	17	<b>13,188,512</b>	51,888,307	43,135,646
Deposit from customers	21	<b>(902,770)</b>	(5,353,287)	(17,135,733)
Cash provided by operations		<b>224,481,193</b>	162,853,035	128,055,008
Income tax paid		<b>(17,168,849)</b>	(19,639,922)	(21,677,052)
Interest received		<b>10,503,310</b>	14,812,778	18,195,593
Retirement benefits paid	26	<b>(215,652)</b>	-	-
Contributions to plan assets	26	<b>(129,317)</b>	-	(424,010)
Net cash provided by operating activities		<b>217,470,685</b>	158,025,891	124,149,539

(Forward)



(Carryforward)

	Notes	2016	2015	2014
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from disposal of:				
Investment properties	13	<b>₱107,109,676</b>	₱35,140,801	₱16,428,578
Property and equipment	14	<b>2,272,467</b>	547,059	2,200,033
Available-for-sale investments	11	-	-	439,115,838
Additions to:				
Property and equipment	14	<b>(51,725,642)</b>	(158,464,497)	(129,929,072)
Land and improvements	15	<b>(7,380,386)</b>	-	(11,944,484)
Refundable deposits		<b>(6,881,164)</b>	(2,053,106)	(443,017)
Investment properties	13	<b>(150,575)</b>	-	(43,509)
Available-for-sale investments		-	-	(50,000)
Advances made to a related party	19	<b>(5,000,000)</b>	(24,721,000)	-
Net assets of deconsolidated subsidiaries	2	-	31,825,000	-
Payment of subscription payable	11, 12	-	(6,204,000)	(14,524,925)
Cash of deconsolidated subsidiaries	2	-	(4,419,467)	-
Collection of notes receivable	8	-	347,316	8,652,684
Investments and deposits made	19	-	-	(594,146,919)
Investment in an associate	12	-	-	(17,716,322)
Loans granted (notes receivables)	8	-	-	(2,000,000)
Net cash provided by (used in) investing activities		<b>38,244,376</b>	(128,001,894)	(304,401,115)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Payments of:				
Long-term debt	18	<b>(725,286,807)</b>	(322,323,599)	(179,400,167)
Short-term debt	18	<b>(57,020,833)</b>	(21,204,579)	(25,000,000)
Proceeds from:				
Short-term debt	18	<b>550,950,000</b>	45,204,579	70,000,000
Long-term debt	18	<b>89,000,000</b>	323,734,400	388,748,000
Finance costs paid	18	<b>(108,375,426)</b>	(104,574,216)	(112,065,326)
Net cash provided by (used in) financing activities		<b>(250,733,066)</b>	(79,163,415)	142,282,507

(Forward)

(Carryforward)

	Notes	2016	2015	2014
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	6	<b>(70,965)</b>	14,837	(110,259)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>4,911,030</b>	(49,124,581)	(38,079,328)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>43,920,481</b>	93,045,062	131,124,390
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	6	<b>₱48,831,511</b>	₱43,920,481	₱93,045,062

**SUPPLEMENTAL DISCLOSURE ON  
NON-CASH TRANSACTIONS**

**INVESTING ACTIVITIES**

Investments and deposits:	11, 19			
Reclassification to available-for-sale investments		₱- ₱388,694,697	₱93,600,445	
Application to subscription payable		- 165,452,221	269,547,779	
		₱- ₱554,146,918	₱363,148,224	

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
*(Amounts in Philippine Pesos)*

**1. Corporate Information**

A Brown Company, Inc. (Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 21, 1966 as Bendana Brown Pizarro and Associates, Inc. to primarily engage in the business of property development and to invest in shares of stocks of listed companies. On October 1, 1992, the Parent Company amended its articles of incorporation to change its registered name to EPIC Holdings Corporation, which was further amended on July 1, 1993 to its current registered name. On February 8, 1994, the Parent Company was listed in the Philippine Stock Exchange.

The Parent Company's principal purpose is to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including of shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporation, associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized without being a stock broker or dealer, and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, provided the corporation shall not exercise the functions of a trust corporation. The principal activities of the operating subsidiaries are as follows:

Name of Subsidiary	Principal Activity
A Brown Energy and Resources Development, Inc. (ABERDI)	Manufacturing, trading of goods on wholesale and retail basis such as crude oil and petroleum products
Brown Resources Corporation (BRC)*	Real estate holding and management of chalet operations
Bonsai Agri Corporation (BAC)** and Nakeen Corporation (NC)	Development of land for palm oil production and sale of palm seedlings and crude palm oil
Simple Homes Development, Inc. (SHDI), <i>Formerly Andesite Corporation (AC)**</i>	Development of socialized housing projects
AB Bulk Water Co., Inc. (ABBWCI)**	Holding and providing rights to water to public utilities and cooperatives or in water distribution
Masinloc Consolidated Power, Inc. (MCPI)**	Operating of power plants and/or purchase, generation, production supply and sale of power
Palm Thermal Consolidated Holdings, Corp. (PTCHC)	Holding of properties of every kind and description
Hydro Link Projects Corp. (HLPC)** and Peakpower Bukidnon, Inc. (PBI)***	Developing, constructing and operating power generating plants

\*Subsidiary up to January 2015

\*\*Has not yet started commercial operations as at March 28, 2017

\*\*\* Subsidiary up to October 2015

On June 13, 2012, the SEC approved the amendment of the Parent Company's By-Laws to amend and define the functions of its Executive Chairman and President, remove the requirement that the Company's vice presidents must be a member of the Board of Directors (BOD), and to impose certain requirements on granting of bonuses to its BOD, officers and employees.

On October 5, 2012, the Parent Company's BOD approved during their meeting the private placement of 250.0 million of its listed common shares consisting of 173.6 million treasury common shares and 76.4 million common shares owned by a shareholder. The Placement Shares, with a par value of ₱1 per share was sold at a price of ₱2.89 per share and crossed in the Exchange on October 8, 2012. The BOD likewise approved the issuance of an equal number of shares of the Parent Company at an issue price equal to the net proceeds per share in favor of the lending shareholder. The shares will be issued out of the increase in the Parent Company's authorized capital stock from ₱1.32 billion divided into 1.32 billion shares with a par value of ₱1 to ₱1.62 billion divided into 1.62 billion shares with par value of ₱1. On December 28, 2012, the SEC approved the Company's application for increase in authorized capital stock. Subsequently, the 76.4 million common shares were issued.

The SEC also approved on December 28, 2012 the amendment of Article IV of the Articles of Incorporation, "That the term for which the Corporation is to exist is extended for another fifty (50) years from and after the date of the expiration of the original corporate term on 20 December 2016".

On June 7, 2013 the Parent Company's BOD unanimously approved the proposed 25% stock dividend declaration or equivalent to 346.6 million of the Parent Company's outstanding shares. The shares will be distributed to the stockholders record as at September 12, 2013 and shall be issued out of the increase in the Parent Company's authorized capital stock from ₱1.62 billion divided into 1.62 billion shares with par value of ₱1 to ₱2.0 billion divided into 2 billion shares with par value of ₱1. On August 16, 2013, the SEC approved the Parent Company's application for increase in authorized capital stock. Subsequently, 346.6 million shares were issued.

The Parent Company's BOD declared a 20% stock dividend or an equivalent to 346.6 million of the Parent Company's outstanding shares on May 19, 2016. The shares were distributed to the stockholders of record as at February 10, 2017 and issued from the increase in the Parent Company's authorized capital stock from ₱2.0 billion divided into 2 billion common shares with par value of ₱1 to ₱3.3 billion divided into 3.3 billion common shares with a par value of ₱1. On January 11, 2017, the SEC approved the Parent Company's application for increase in authorized capital stock (see Note 35).

The Parent Company's registered office and principal place of business is at Xavier Estates, Upper Balulang, Cagayan de Oro City, Philippines.

The accompanying consolidated financial statements of the Parent Company and the above mentioned subsidiaries (collectively referred herein as "the Group") as at December 31, 2016 and 2015 and January 1, 2015, and for each of the three years in the period ended December 31, 2016 were authorized for issue by the Board of Directors on March 28, 2017.

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## 2. Basis of Preparation

The consolidated financial statements of the Group have been prepared using the historical cost basis, except for available-for-sale investments which are measured at fair value and agricultural produce which is measured at fair value less cost to sell at the point of harvest. These consolidated financial statements are presented in Philippine Peso, which is the Group's functional and reporting currency. All values are rounded to the nearest peso, except when otherwise indicated.

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

**Basis of Adoption and Presentation**

In 2015 and prior years, the Group accounted and presented the bearer plants as biological assets. In 2016, the Group adopted the amendments to PAS 16, "Property and Equipment" and PAS 41, "Agriculture": Bearer Plants which clarify that biological assets that meet the definition of bearer plants will be accounted for in the same way as property, plant and equipment.

Accordingly, in 2016, the Group restated the opening of the Consolidated Statement of financial position at the earliest period (January 1, 2015) to reflect the reclassification of bearer plants from biological assets to property and equipment (see Note 14).

Consolidated financial statements presented below:

		December 31, 2015		
		As Previously Reported	Adjustment	As Restated
Consolidated Statement of financial position:	Note			
Property and equipment – net	14	₱472,579,972	₱403,666,418	₱876,246,390
Biological asset – net		403,666,418	(403,666,418)	-
		January 1, 2015		
		As Previously Reported	Adjustment	As Restated
Consolidated Statement of financial position:	Note			
Property and equipment – net	14	₱442,085,994	₱334,531,067	₱776,617,011
Biological asset – net		334,531,067	(334,531,067)	-
		For the year ended December 31, 2015		
		As Previously Reported	Adjustment	As Restated
Consolidated Statement of cash flows	Note			
Additions to:				
Property and equipment	14	(₱89,329,146)	(₱69,135,351)	(₱158,464,497)
Biological assets		(69,135,351)	69,135,351	-
		For the year ended December 31, 2014		
		As Previously Reported	Adjustment	As Restated
Consolidated Statement of cash flows	Note			
Additions to:				
Property and equipment	14	(₱96,934,934)	(₱32,994,138)	(₱129,929,072)
Biological assets		(32,994,138)	32,994,138	-

The above restatement has no impact on the Consolidated Statements of income, Consolidated Statements of comprehensive income, and Consolidated Statements of changes in equity in 2016, 2015 and 2014.

**Statement of Compliance**

The accompanying consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS, Philippine Accounting Standards (PAS) and Philippine interpretations - International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council.

**Principles of Consolidation**

The consolidated financial statements consist of the financial statements of the Parent Company and its subsidiaries as at December 31 of each year. The consolidated financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Intercompany balances and transactions, including intercompany profits and unrealized profits and losses are eliminated.

When the Group loses control over a subsidiary, at the date when control is lost, it: (a) derecognizes the assets (including any goodwill) and liabilities of the subsidiary at their carrying amount; (b) derecognizes the carrying amount of any noncontrolling interests including any components of other comprehensive income attributable to them; (c) recognizes the fair value of the consideration received; (d) recognizes the fair value of any investment retained in the former subsidiary at its fair value; (e) account for all amounts recognized in other comprehensive income in relation to the subsidiary on the same basis as would be required if the parent had directly disposed of the related assets and liabilities, and (f) recognizes any resulting difference as gain or loss in profit or loss attributable to the parent.

Noncontrolling interests represent interests in certain subsidiaries not held by the Parent Company and are presented separately in the Consolidated Statements of income, Consolidated Statements of comprehensive income and Consolidated Statements of changes in equity and within equity in the Consolidated Statements of financial position, separately from equity attributable to the equity holders of Parent Company.

The subsidiaries and the percentage of ownership of the Parent Company are as follows:

Name of subsidiary	Nature of business	Percentage of ownership		
		2016	2015	2014
ABERDI	Manufacturing and trading/Service/Agriculture	100	100	100
BAC	Agriculture	100	100	100
NC	Agriculture	100	100	100
SHDI*	Real estate	100	100	100
ABBWCI	Water service	100	100	100
MCPI	Power plant operations	49	49	49
PTCHC	Holdings	100	100	100
HLPC	Power plant operations	100	100	100
PBI	Power plant operations	-	-	100
BRC	Real estate holding/Hotel operations	-	-	100

\*Formerly AC

All of the above subsidiaries were incorporated in the Philippines.

#### Investment in ABERDI

ABERDI obtained control in the ownership of BAC and NC. BAC is still in its development stages. NC started its commercial operations as at March 1, 2007. Prior to 2013, NC manages the palm oil nursery and plantation operations. The separate financial statements of these companies are included in the consolidated financial statements as at December 31, 2016 and 2015.

On August 30, 2012, the Philippine Securities and Exchange Commission (SEC) approved the Articles and Plan of Merger of the ABERDI and NC which was approved by their BOD, in their meeting on March 6, 2012. However, on July 31, 2012, before the SEC approved ABERDI's Articles and Plan of Merger which was filed on July 12, 2012, the BOD and the stockholders of NC approved and ratified the subscription by the ABERDI to the 750,000 unsubscribed shares of NC at ₱1 per share with ₱50 million as additional paid-in capital. The BOD and the stockholders of NC also approved the filing with SEC of the amended Articles and Plan of Merger reflecting the new capital structure of NC and specifying the effectivity date of the revised merger to be the first day of the subsequent month following the SEC approval.

On February 19, 2013, the BOD of NC approved the filing of the amended Articles and Plan of Merger using the 2012 audited financial statements. The amended articles and plan was filed with the SEC on July 24, 2013 to amend certain provisions on the articles and plan of merger as follows:

- a. Issuance of the ABERDI shares to NC shareholders in exchange of the net assets of the latter as result of the merger.
- b. Specify the effectivity date of the merger which will be the first day of the month succeeding the month of approval of the merger by the SEC.

On February 11, 2015, SEC denied the petition to amend plan of merger. NC and ABERDI's management filed a request for reconsideration to approve the petition. As at March 28, 2017 the request for reconsideration is still pending with SEC.

#### Investment in SHDI

In December 2014, the Parent Company bought SHDI from ABERDI to undertake its socialized housing projects. As at March 28, 2017, SHDI has not yet started its commercial operations. On March 13, 2015, SHDI filed an application with the SEC to amend its primary purpose in the Articles of Incorporation from engaging business in agriculture to socialized housing property development which was later approved on April 10, 2015.

#### Investment in ABBWCI

In March 2015, the Parent Company invested ₱5.0 million in ABBWCI, representing 100% equity holdings. ABBWCI engages in the business of holding and providing rights to water to public utilities and cooperatives or in water distribution in the Municipality of Opol, Misamis Oriental. As at March 28, 2017, ABBWCI has not started its operations.

#### Investment in MCPI

In 2007, the Parent Company invested ₱4.9 million in MCPI representing 49% equity holdings. However, control over the operating and financial policies of MCPI is exercised by the Parent Company through its representations in the BOD. Accordingly, MCPI qualifies as a subsidiary of the Parent Company. The financial statements of MCPI as at and for each years ended December 31, 2016 and 2015 are included in the consolidated financial statements.

The BOD in their meeting on February 6, 2009, unanimously decided to wind up the affairs of MCPI, cease any and all of its operations; and close its business. Pursuant to the same, MCPI shall do all acts legally that are necessary and required. However, on October 29, 2009, the BOD resolved the revocation of its previous resolution to dissolve MCPI and any act pursuant to the dissolution.

Investment in PTCHC

In 2010, the Parent Company subscribed 2,850,000 shares and 3,000,000 shares of PTCHC and Panay Consolidated Land Holdings Corporation (PCLHC), respectively, at par value. The investment represents 95% and 100% equity holdings of PTCHC and PCLHC, respectively. PTCHC and PCLHC are newly organized companies in 2010.

On December 8, 2010, PTCHC acquired 100% of equity holdings of Palm Concepcion Power Corporation (PCPC), formerly DMCI Concepcion Power Corporation. DMCI Power Corporation, PCPC's former parent company, transferred and conveyed to PTCHC all of the rights, title and interest in and to the shares of stock of PCPC. The acquisition cost is higher than the fair value of the identifiable net assets of the acquired subsidiary. Accordingly, goodwill of ₱21,472,567 is recognized in the 2010 Consolidated Statements of financial position. In 2011, additional acquisition cost amounting to ₱1,199,375 was capitalized as investment in subsidiaries which resulted to additional goodwill of the same amount. In 2012, when the Group's equity interest in PCPC was reduced to 30%, the entire goodwill was derecognized.

In September 2012, the Parent Company, together with its subsidiaries, PTCHC, Palm Concepcion Power Corporation (PCPC) and PCLHC, has signed a Shareholders' Agreement with AC Energy Holdings, Inc. (ACEHI) and Jin Navitas Resource, Inc. (JNRI) to implement the Memorandum of Agreement between the parties to build power generation plant in the Province of Iloilo.

In relation to the above agreements, the Parent Company transferred all of its equity interest in PCLHC to PTCHC. Likewise, PTCHC, ACEHI and JNRI subscribed on the remaining unissued authorized share capital of PCLHC and PCPC. The subscription of ACEHI and JNRI to PCLHC and PCPC reduced the Parent Company's holdings, through PTCHC, to 30%.

In May 2013, ACEHI sold all its interest in PCPC and PCLHC to focus its investing power to its existing power projects imminent in its development pipeline. In light of this event, PTCHC had taken the opportunity to acquire the entire stake of ACEHI bringing its interest to 70% on both entities. Later before the end of the year, Oriental Knight Limited (OKL) bought out and subscribed to the 30.46% equity interest of PCPC from the PTCHC. Additional shares were subscribed by the PTCHC bringing its equity interest to 39.54%. On the other hand, the PTCHC's interest in PCLHC as at December 31, 2013 remained at 70%. On December 11, 2013, the BOD and shareholders of PCLHC and PCPC approved the merger of the two entities, with PCPC as the surviving entity. As at December 31, 2013, PTCHC still holds sufficient interest in PCPC for it to be able to exercise significant influence. PTCHC's interest in PCLHC was presented under the investment in associate account as a result of the merger application as at December 31, 2013. During the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC as well as the increase in authorized capital stock of PCPC. After the merger, the Parent Company's holding through PTCHC retained its 30% interest in the outstanding capital of PCPC as at December 31, 2014 (see Note 12).

On January 6, 2015, the SEC approved PCPC's application of the increase in authorized capital stock which reduced the Parent Company's holding through PTCHC to 20% as at December 31, 2016 and 2015.



Investment in HLPC

On January 12, 2011, the Parent Company and HLPC entered to a deed of subscription, which increased HLPC's authorized share capital from 10,000 to 160,000 shares with par value of one hundred pesos (₱100) per share. Out of the 150,000 increase in authorized shares of HLPC, the Parent Company subscribed an aggregate share of 37,500 common shares which represents ninety three and seventy five percent (93.75%) of the resulting total issued and subscribed share capital of 40,000 shares. Accordingly, goodwill of ₱250,000 is recognized in the 2011 Consolidated Statements of financial position. In December 2011, a deed of assignment was entered into by the Parent Company and HLPC's stockholder, assigning the remaining six and twenty five percent (6.25%) shares of HLPC to the Parent Company.

Investment in PBI

In July 2014, the Parent Company caused the incorporation of PBI with the primary purpose of acquiring, developing, constructing, investing in, and operating power generating plants in Bukidnon and engaging in the business of a generation company in accordance with Republic Act No. 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (the "EPIRA").

In 2014, the Parent Company invested ₱2.5 million in PBI representing 100% of the equity holdings, of which the related subscription payable amounted to ₱1.9 million. As at December 31, 2014, the paid-up capital and deposits for future subscriptions made by the Parent Company to PBI relative to this investment amounted to ₱0.6 million and ₱7.5 million, respectively. In 2015, the Parent Company applied ₱1.9 million of deposits for future subscriptions against its subscription payable to PBI. Also in 2015, the Parent Company assigned the remaining balance of deposit for future subscription of ₱5.6 million and sold its 100% equity interest in capital stock of PBI to Peakpower Energy, Inc (PEI), an associate, for ₱2.5 million.

Investment in BRC

In January 2015, the Parent Company sold its 100% equity interest in BRC to Angelus Agri Corporation, for ₱23.7 million.

The net gain from the disposal of net assets of deconsolidated subsidiaries is shown below:

	Amount
Consideration for the disposal	₱31,825,000
Net assets disposed:	
Assets	49,973,527
Liabilities	18,253,131
Net assets	31,720,396
Net gain	₱104,604

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### 3. Changes in Accounting Policies

The accounting policies adopted by the Group are consistent with those of the previous financial year except for the following amended PFRS, amended PAS and interpretations issued by International Financial Reporting Interpretations Committee (IFRIC) which became effective in 2016:

- PFRS 10, PFRS 12 and PAS 28, "*Investment Entities*": *Applying the Consolidation Exception*  
The amendments clarify that the exemption from preparing consolidated financial statements is available to a parent entity that is subsidiary of an investment entity, even if the investment entity measures all its subsidiaries at fair value in accordance with PFRS 10. Consequential amendments have also been made to PAS 28 to clarify that the exemption from applying the equity method is also applicable to an investor in an associate or joint venture if that investor is a subsidiary of an investment entity that measures all its subsidiaries at fair value.

The amendments further clarify that the requirement for an investment entity to consolidate a subsidiary providing services related to the former's investment activities applies only to subsidiaries that are not investment entities themselves.

Moreover, the amendments clarify that in applying the equity method of accounting to an associate or a joint venture that is an investment entity, an investor may retain the fair value measurements that the associate or joint venture used for its subsidiaries.

Lastly, clarification is also made that an investment entity that measures all its subsidiaries at fair value should provide the disclosures required by PFRS 12 Disclosure of Interests in Other Entities.

The amendments have no significant impact on the Groups financial statements.

- PFRS 11, "*Accounting for Acquisitions of Interests in Joint Operations*"  
The amendments clarify the accounting for acquisitions of an interest in a joint operation when the operation constitutes a business. The acquirer of an interest in a joint operation in which the activity constitutes a business is required to apply the principles on business combinations accounting. Previously held interest in joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. Amendments do not apply when the parties sharing joint control, including the reporting entity, are under the common control of the same ultimate controlling party.

The amendments do not apply to the Group as it currently has no interest in joint operations.

- 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.

The standard has no significant impact on the Group's financial statements.

- **PAS 1, "Presentation of Financial Statements": Disclosure Initiative**

The amendments were a response to comments that there were difficulties in applying the concept of materiality in practice as the wording of some of the requirements in PAS 1 had in some cases been read to prevent the use of judgment. Certain key highlights in the amendments are follows:

- An entity should not reduce the understandability of its financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions.
- An entity need not provide a specific disclosure required by a PFRS if the information resulting from that disclosure is not material.
- In the other comprehensive income section of a statement of profit or loss and other comprehensive income, the amendments require separate disclosure for the following items:
  - The share of other comprehensive income of associates and joint ventures accounted for using the equity method that will not be reclassified subsequently to profit or loss;
  - The share of other comprehensive income of associates and joint ventures accounted for using the equity method that will be reclassified subsequently to profit or loss.

The amendments have no significant impact on the Group's financial statements.

- **PAS 16, "Property, Plant and Equipment" and PAS 38, "Intangible Assets": Classification of Acceptable Methods of Depreciation and Amortization**

The amendments clarify that revenue-based methods to calculate the depreciation of an asset is inappropriate because revenue generated by an activity that includes the use of an asset reflects factors other than the consumption of the economic benefits embodied in 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 have no significant impact on the Group's financial statements.

- **PAS 16, "Property, Plant and Equipment" and PAS 41, "Agriculture": Bearer Plants**

The amendment clarifies that biological assets that meet the definition of bearer plants will be accounted for in the same way as property, plant and equipment PAS 16 Property, Plant and Equipment. The amendment also clarifies that produce growing on bearer plants continues to be accounted under PAS 41. For government grants related to bearer plants, PAS 20, Accounting for Government Grants and Disclosure of Government Assistance will apply.

The amendments resulted to a restatement of the opening Statements of financial position at the earliest period comparable period (January 1, 2015) to reflect the reclassification of the Group's bearer plant to property and equipment previously recognized as biological assets (see Note 2).

- **PAS 27, "Separate Financial Statements": Equity Method in Separate Financial Statements**  
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 the 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 have no significant impact on the Group's financial statements.

Annual Improvements to PFRS (2012-2014 Cycle)

The annual improvements to PFRS (2012-2014 cycle) contain non-urgent but necessary amendments to the following standards:

- **PFRS 5, "Noncurrent Assets Held for Sale and Discontinued Operations": Changes in Methods of Disposal**  
The amendment clarifies the accounting for a change in a disposal plan from a plan to sell to a plan to distribute a dividend in kind to its shareholders (or vice versa) when an entity reclassifies an asset (or disposal group) directly from one method of disposal to other should not be considered a new plan rather as a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that changing the disposal method does not change date of classification.

The amendment does not apply to the Group's financial statements as it currently has no noncurrent assets held for sale.

- **PFRS 7, "Financial Instruments: Disclosure – Servicing Contracts"**  
This amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity is required to disclose any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will be applied retrospectively. An entity that first applies the amendments is not required to provide comparative disclosures for any period beginning before the annual period of first application.

This amendment has no significant impact on the Group's financial statements.

- **PFRS 7, "Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements"**  
The amendment clarifies that the disclosures on offsetting of financial assets and financial liabilities are not required in the condensed interim financial report unless they provide a significant update to the information reported in the most recent annual report. This amendment is applied.

This amendment has no significant impact on the Group's financial statements.

- **PAS 19, "Employee Benefits": Regional Market Issue Regarding Discount Rate**  
This amendment clarifies that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid (thus, the depth of the market for high quality corporate bonds should be assessed).

This amendment has no significant impact on the Group's financial statements.

- PAS 34, "Interim Financial Reporting" Disclosure of Information 'elsewhere in the Interim Financial Report'

These amendments clarify that an entity discloses information elsewhere in the interim financial report when it incorporates disclosures by cross-reference to information in another statement and wherever they are included within the greater interim financial report (e.g., management commentary or risk report).

This amendments have no significant impact on the Group's financial statements.

#### New Accounting Standards, Amendments to Existing Standards Annual Improvements and Interpretations Effective Subsequent to December 31, 2016

The standards, amendments, annual improvements and interpretations which have issued but are not yet effective are discussed below and in the subsequent pages. The Group will adopt these standards, amendments and annual improvements and interpretations when these become effective and applicable to the Group. Except as otherwise indicated, the Group does not expect the adoption of these new and amended standards, annual improvements and interpretations to have a significant impact on its financial statements.

#### Effective in 2017

- Amendment to PFRS 12, *Clarification of the Scope of the Standard (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*

The amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale. These amendments are currently not applicable to the Group.

- PAS 7, "Cash Flow Statements": *Disclosure Initiative*

The amendments require the entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The specific disclosure that may be necessary in order to satisfy the above requirement includes:

- changes in liabilities arising from financing activities caused by changes in financing cash flows, foreign exchange rates or fair values, or obtaining or losing control of subsidiaries or other businesses; and
- a reconciliation of the opening and closing balances of liabilities arising from financing activities in the Statements of financial position including those changes identified immediately above.

These amendments are effective for annual periods beginning on or after January 1, 2017 with earlier application permitted. The Group does not expect that the amendments will have significant impact on the financial statements.

- PAS 12, "Income Taxes": *Recognition of Deferred Tax Assets for Unrealized Losses*

The amendments in recognition of deferred tax assets for unrealized losses clarify the requirements on recognition of deferred tax assets for unrealized losses related to debt instruments measured at fair value.

These amendments are effective for annual periods beginning on or after January 1, 2017, with earlier application permitted. As transition relief, an entity may recognize the change in the opening equity of the earliest comparative period in opening retained earnings on initial application without allocating the change between opening retained earnings and other components of equity.

The Group does not expect that the amendments will have significant impact on the financial statements.

Effective in 2018

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

The amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

These amendments are currently not applicable to the Group as it has no share-based payment transactions.

- Amendments to PFRS 4, *Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4*

The amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

The amendments are currently not applicable to the Group since it does not have activities that are predominantly connected with insurance or issue insurance contracts.

- PFRS 15, *Revenue from Contracts with Customers*

PFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 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 PFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018.

The Group is currently assessing the impact of PFRS 15 and plans to adopt the new standard on the required effective date.

- **PFRS 9, "Financial Instruments: Classification 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 OCI or profit or loss. Equity financial assets held for trading must be measured at FVPL. For liabilities designated as at FVPL using the FVO, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI.

The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change relating to the entity's own credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward to PFRS 9, including the embedded derivative bifurcation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

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

This is not expected to have a significant impact on the Group's financial statements.

- **Amendments to PAS 28, *Measuring an Associate or Joint Venture at Fair Value* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)**  
The amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

These amendments are not expected to have significant impact on the Group's financial statements.

- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*  
The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.

The amendment is not expected to have a significant impact on the Groups' financial statements.

- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*  
The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation.
- Amendments to PFRS 1, *"Deletion of Short-term Exemptions for First-time Adopters"* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)

This is not applicable to the Group as it is not a first-time adopter.

#### Effective in 2019

- PFRS 16, *"Leases"*  
On January 13, 2016, the IASB issued its new standard, PFRS 16, Leases, which replaces PAS 17, the current leases standard, and the related Interpretations. Under the new standard (renamed as PFRS 16), lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their Statements of financial position, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements. The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is not permitted until the FRSC has adopted the new revenue recognition standard. When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.



The Group plans to adopt the new standard on the required effective date. It is currently assessing the impact of the new standard and expects it to significantly impact its lease arrangements wherein the Group is a lessee as it will already recognize the related assets and liabilities in the Group's Consolidated Statements of financial position.

Deferred

- *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 Philippine SEC and the Financial Reporting Standards Council (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. Management will continuously assess the impact of this interpretation. Currently, management believes that the adoption of the interpretation will have no a significant impact on the Group's financial statements.
- *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 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. The amendments are currently not expected to have significant impact on the Group's financial statements.

The Group will continue to assess the relevance and impact of the above standards, amendments to standards and interpretations. The revised disclosures on the financial statements required by the above standards and interpretations will be included in the Group's financial statements when these are adopted.

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#### 4. **Summary of Significant Accounting and Financial Reporting Policies**

The principal accounting and financial reporting policies adopted in preparing the financial statements of the Group are summarized below and in the succeeding pages. The policies have been consistently applied to all years presented unless otherwise stated.

Current versus Noncurrent Classification

The Group presents assets and liabilities in the Consolidated Statements of financial position based on whether it is current and noncurrent.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or a cash equivalent unless the asset is 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 the normal operating cycle;
- Held primarily for the purpose of trading;

- Due to be settled within twelve months after the reporting period; or
- Not subject to unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as noncurrent.

#### Fair Value Measurement

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 nonfinancial 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 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 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 assets or liabilities and the level of the fair value hierarchy.

## Financial Assets and Liabilities

### Date of recognition

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

### Initial recognition

Financial assets and financial liabilities are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The fair value of the consideration given or received is determined by preference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rate of interest for similar instruments with similar maturities. The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction costs.

### Determination of fair value

Fair value is determined by preference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value is determined by using appropriate valuation techniques.

Valuation techniques include net present value model where the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rates of interest for a similar instruments with similar maturities. Other valuation techniques include comparing to similar instruments for which market observable prices exist; recent arm's length market transaction; option pricing model and other relevant valuation models.

### Financial Assets

The Group determines the classification at initial recognition and, where allowance is appropriate, re-evaluates this designation every reporting date. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Subsequent to initial recognition, the Group classifies its financial assets in the following categories:

- *Financial asset at fair value through profit or loss (FVPL)*  
A financial asset is classified in this category if acquired principally for the purpose of selling or repurchasing in the near term or upon initial recognition, it is designated by the management as at FVPL. Derivatives are also categorized as held at fair value through profit or loss, except those derivatives designated as effective hedging instruments. Assets classified in this category are carried at fair value in the Consolidated Statements of financial position. Changes in the fair value of such assets are accounted for in Consolidated Statements of income. Financial instruments held at fair value through profit or loss are classified as current if they are expected to be realized within 12 months from the end of financial reporting period.

As at December 31, 2016 and 2015, the Group has no financial asset at FVPL.

- *Loans and receivables*  
Loans and receivables are non-derivative financial assets with fixed or determinable payments and are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables.

Such assets are carried initially at cost and at amortized cost subsequent to initial recognition in the Consolidated Statements of financial position. Amortization is determined using the effective interest method. Loans and receivables are included in current assets if maturity is within 12 months from the end of financial reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2016 and 2015, the Group's cash on hand and in banks, receivables (including advances to employees for car loans; excluding advances to suppliers and contractors), notes receivable, due from a related party, investments and deposits and refundable deposits under noncurrent assets are included in this category (see Notes 6, 7, 8, 19 and 30).

- *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities wherein the Group has the positive intention and ability to hold to maturity. Held-to-maturity investments are carried at cost or amortized cost in the Consolidated Statements of financial position. Amortization is determined by using the effective interest method. Assets under this category are classified as current assets if maturity is within 12 months from the end of financial reporting period and as non-current assets if maturity is more than a year from the end of financial reporting period.

As at December 31, 2016 and 2015, the Group has no held-to-maturity investments.

- *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial recognition, available-for-sale financial assets are measured at fair value with gains or losses being recognized as separate component of equity until the investment is derecognized or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the Consolidated Statements of income.

The fair value of investments that are actively traded in organized financial market is determined by reference to quoted market bid prices at the close of business on the end of financial reporting period. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include reference to recent arm's length market transaction, reference to the current market value of another instrument which is substantially the same, discounted cash flows analysis and option pricing models.

The Group's investment in shares of stocks in golf, sports and country clubs, listed and non-listed companies which the Group does not have significant influence and control are included in this category (see Note 11).

#### Financial Liabilities

- *Financial liabilities at FVPL*

Financial liabilities are classified in this category if these result from trading activities or derivatives transaction that are not accounted for as accounting hedges, or when the Group elects to designate a financial liability under this category. As at December 31, 2016 and 2015, the Group has no financial liabilities at FVPL.

- *Other financial liabilities*

This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. As at December 31, 2016 and 2015, these include liabilities arising from operations (e.g. accounts payable and accrued expenses including payable to related parties, if any; excluding statutory regulated payables) or borrowings (e.g., short term and long-term debt), and subscription payable (see Notes 11, 17 and 18).

The financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest rate method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

The Group's accounts payable and accrued expenses, short-term and long-term debt, and subscription payable are included in this category (see Notes 17 and 18).

#### Impairment of Financial Assets

The Group assesses at each end of financial reporting period whether a financial asset or group of financial assets is impaired.

- *Assets carried at amortized cost.* If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of the loss shall be recognized in the Group's Consolidated Statements of income.

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

If, in a subsequent period, the amount of the impairment loss decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the Consolidated Statements of income to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

- *Assets carried at cost.* If there is objective evidence that an impairment loss has been incurred in an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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.
- *Available-for-sale financial assets.* If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the Consolidated Statements of income, is transferred from consolidated equity to the Consolidated Statements of income. Reversals in respect of equity instruments classified as available-for-sale financial assets are not recognized in the Consolidated Statements of income. For available-for-sale 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 available-for-sale financial assets, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost.

Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the Consolidated Statements of income, is removed from consolidated equity and recognized in the Consolidated Statements of income. Impairment losses on equity investments are not reversed through the Consolidated Statements of income; increases in their fair value after impairment are recognized directly in consolidated equity.

#### Derecognition of Financial Assets and Liabilities

##### *Financial Assets*

A financial asset is derecognized when (1) the rights to receive cash flows from the financial instruments expire, (2) the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement, or (3) the Group has transferred its rights to receive cash flows from the asset and either has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows of an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of an asset nor transferred control of the assets, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

##### *Financial Liabilities*

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

#### Classification of Financial Instrument between Debt and Equity

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest relating to a financial instrument or a component that is a financial liability is reported as expenses.

A financial instrument is classified as debt if it provides for a contractual obligation to: (a) deliver cash or another financial asset to another entity; or (b) exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or (c) satisfy the obligation other than by exchange of a fixed amount of cash or other financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

#### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Statements 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 agreements, and the related assets and liabilities are presented gross in the Consolidated Statements of financial position.

#### Cash and Cash Equivalents

Cash is stated at face value and includes cash on hand and in banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

#### Advances to Suppliers and Contractors

Advances to suppliers and contractors represent amounts paid in advance for goods or services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within the normal operating cycle or within 12 months from the financial reporting date. These are initially recorded at actual cash advanced and are subsequently applied against subsequent purchases. Advances to contractors and suppliers are stated at realizable value.

#### Advances to Officers and Employees

Advances to employees for business expenses that are yet to be received such as purchases of goods and services subject to liquidation are recognized at the actual cash amount advanced to employees, less any impairment. These are subsequently applied to the related assets, costs or expenses incurred. Current noninterest-bearing advances to employees for personal cash advances, if any, are stated at the expected cash consideration to be received.

#### Real Estate Held for Sale and Land and Improvements

Real estate held for sale and land and improvements consisting of properties held for future development are initially recorded at cost. Subsequent to initial recognition, these are valued at the lower of cost and net realizable value (NRV). Cost includes the acquisition cost of the land plus all costs incurred directly attributable to the development and improvement of the properties. NRV is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Transfers to or from real estate held for sale, or land and improvements are measured at the carrying values of the assets transferred.

#### Inventories

Inventories are initially recorded at cost. Cost consists of direct costs in bringing the inventories to their present location and condition. Subsequent to initial recognition, these are valued at the lower of cost and net realizable value.

Costs incurred in bringing inventory to its present conditions are accounted for as follows:

- Finished goods and goods in process – cost includes direct materials and labor and proportion of manufacturing overhead costs based on normal operating capacity but excluding borrowing costs. Cost is determined by the moving average method.
- Materials and supplies – at cost of purchases using the first-in-first out method.

At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognized immediately in profit or loss. Provision for inventory losses is established for estimated losses on inventories which are determined based on specific identification of slow - moving, damaged, and obsolete inventories and charged to operations.

When inventories are sold, the carrying amount of those inventories is recognized in the period in which the related revenue is recognized. The amount of any write – down of inventories to net realizable value and all losses of inventories is as an expense in the period the write – down or loss occurs. The amount of any reversal of any write – down of inventories, arising from an increase in net realizable value, shall be recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

#### Prepayments and Other Current Assets

Prepayments are expenses paid in advance and recorded as asset before they are utilized. This account comprises the following:

- Value Added Tax (VAT). VAT is recognized when an entity in the Group purchases goods or services from a VAT-registered supplier. This account is offset, on a per entity basis, against any output tax previously recognized. Input VAT is stated at its realizable value.
- Prepaid Expenses. Prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate account in the Group Consolidated Statements of income when incurred. Prepaid expenses are stated at its realizable value.
- Creditable Withholding Tax. Creditable withholding tax is recognized for income taxes withheld by customers. The balance as at end of each reporting period represents the unutilized amount after deducting any income tax payable. Creditable withholding tax is stated at its realizable value.

Prepayments and other assets that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as other noncurrent asset. Prepayments and other current assets are stated at their realizable value (cost less impairment).

#### Deferred Input VAT

Deferred input VAT represents portion of input VAT incurred and paid in connection with purchase of capital assets in excess of ₱1 million per month. As provided by Republic Act No. 9337 which is implemented by Revenue Regulation 4-2007, said portion of the input VAT shall be deferred and depreciated over the shorter of the expected useful lives of said capital asset or five years. Deferred Input VAT is stated at its realizable value.

#### Investment in an Associate

Investment in shares of stock where the Group holds 20% or more ownership, or where it has the ability to significantly influence the investee company's operating activities is accounted for under the equity method. Under the equity method, the cost of the investment is increased or decreased by the Group's equity in net earnings or losses of the investee company since the date of acquisition.

Any excess of the cost of acquisition over the Group's share in the fair value of the identifiable net assets of the associate at date of acquisition is recognized as goodwill. Any excess of the fair value of the identifiable assets, liabilities and contingent liabilities and assets of the investee company over cost is included in the determination of the Group's share of the profit or loss in the period in which the investment is acquired.

Under the equity method, investment in shares of stock is carried at cost adjusted by post-acquisition changes in the Group's share of the net assets of the investee. The Group's share in the investee's post-acquisition profits or losses is recognized in the Consolidated Statements of income, and its share of post-acquisition movements in reserves is recognized in reserves, if any. The cumulative post-acquisition movements are adjusted against the carrying amount of investment. The carrying value is also decreased for any cash or property dividends received.



#### Investment Properties

Investment properties consist of properties held to earn rental income, for capital appreciation or both. These are initially recorded at cost, including transaction cost. The carrying amount includes the cost of replacing part of an existing property at the time the cost are incurred if the recognition criteria are met, and excludes the costs of day-to-day servicing of investment properties. Subsequent to initial recognition, investment properties are carried at cost less accumulated depreciation and any impairment in value.

Depreciation and amortization are computed on a straight-line method over estimated useful lives ranging from 2 to 20 years. The useful lives and depreciation method are reviewed periodically to ensure that the period and the method of depreciation are consistent with the expected pattern of economic benefits from the use of the properties for lease.

Investment properties are derecognized when these are disposed of or when the investment property is permanently withdrawn from use and there is no future economic benefit expected to arise from the continued use of the properties. Any gain or loss on the retirement or disposal of said properties are recognized in the Consolidated Statements of income in the year of retirement or disposal. Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by: (a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property; (b) commencement of development with a view to sale, for a transfer from investment property to inventories; (c) end of owner occupation, for a transfer from owner-occupied property to investment property; or, (d) commencement of an operating lease to another party, for a transfer from inventories to investment property. Transfers to or from investment properties are measured at the carrying value of the assets transferred.

#### Property and Equipment

Property and equipment are initially recorded at cost. Subsequent to initial recognition, property and equipment are stated at cost less accumulated depreciation, amortization and any impairment in value.

The initial cost of property and equipment comprises its purchase price or construction cost and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenses incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the 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 an additional cost of property and equipment.

Depreciation and amortization are computed using the straight-line method over the following estimated useful lives, except for leasehold improvements, which are amortized over their estimated lives or term of the lease, whichever is shorter, crushing equipment included in machinery and equipment, which is depreciated using units of production method based on estimated recoverable reserves, and bearer plants which are depreciated based on output method:

Category	Estimated useful life
Refined bleached deodorized (RBD) and fractionation machineries	2 to 25 years
Land improvements	1 to 10 years
Building and improvements	10 to 20 years
Leasehold improvements	2 to 5 years
Machinery and equipment	2 to 10 years
Furniture, fixtures and equipment	2 to 9 years
Transportation equipment	2 to 5 years
Tools and other equipment	2 to 5 years
Other assets	3 to 5 years

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

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 on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statements of income in the year the asset is derecognized.

Construction in progress represents structures under construction and is stated at cost. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time the relevant assets are completed and ready for operational use.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is recognized at fair value at acquisition date. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets are not capitalized and expenditure is reflected in the Consolidated Statements of income in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed to be either finite or indefinite. The intangible asset recognized and determined by the Group has finite useful lives and represents leasehold rights.

Intangible assets with finite lives are amortized over the straight-line method over their useful economic lives of three (3) to twenty (20) years and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at least annually. Changes in expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is capitalized as part of the "bearer plants under property and equipment" account in the in the Consolidated Statements of financial position consistent with the function of the intangible asset.

Goodwill

Goodwill arising from the acquisition of a subsidiary or a jointly controlled entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or jointly controlled entity recognized at the date of acquisition. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently, if changes in circumstances indicate that the carrying value may be impaired. An impairment loss is recognized for goodwill is not reversed in a subsequent period. Negative goodwill, which is the excess of net fair value of subsidiaries' identifiable assets, liabilities and contingent liabilities over the cost of the business combination, is immediately recognized as income.

On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Investments and Deposits

This account which represents amount paid for deposits for future stock subscriptions of the capital stock of investee companies is stated at cost (actual amount of cash paid) less any impairment.

Impairment of Non-financial Assets

The carrying values of nonfinancial assets such as prepayments and other current assets, investments in associates, investment properties, property and equipment, leasehold rights and investments and deposits are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of net selling price or value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's-length transaction less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is charged to operations in the period in which it arises unless the asset is carried at a revalued amount in which case the impairment is charged to the revaluation increment of the said asset.

An assessment is made at each end of financial reporting period to determine whether there is any indication that an impairment loss previously recognized for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's 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 recoverable amount of an asset, however, not to an amount higher than the carrying amount that would have been determined (net of any depreciation), 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 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.

#### Related Party Transactions and Relationships

Related party transactions are transfers of resources, services or obligations between the company and its related parties, regardless whether a price is charged. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; (c) and, individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

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

#### Equity

*Capital stock* is determined using the nominal value of shares that have been issued.

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

*Stock dividend distributable* are dividends declared and approved by the BOD, but not yet issued.

*Treasury shares* are recorded at cost and are presented as a deduction from equity. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

*Retained earnings (deficit)* include all current and prior period results of operations as disclosed in the Consolidated Statements of income, net of dividends declared and the effects of retrospective application of changes in accounting policies or restatements, if any.

*Net cumulative unrealized gain on fair value of available-for-sale investment* accounts for the excess of the fair market value over the carrying amounts of these investments. When fluctuation is deemed permanent, the gain or loss resulting from such fluctuation will be reversed and charged to Consolidated Statements of income in the year that the permanent fluctuation is determined.

*Net cumulative remeasurement gains and losses on retirement benefits* are recognized immediately in other comprehensive income (loss) in equity in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

#### Non-controlling Interests

Non-controlling interest represents the interest in a subsidiary, which is not owned, directly or indirectly through subsidiaries, by the Group. If losses applicable to the minority interest in a subsidiary exceed the minority interest's equity in the subsidiary, the excess, and any further losses applicable to the minority interest, are charged against the majority interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. If the subsidiary subsequently reports profits, the majority interest is allocated all such profits until the minority interest's share of losses previously absorbed by the majority interest has been recovered.

#### Earnings (loss) per Share (EPS)

Basic earnings per share is determined by dividing net profit for the year by weighted average number of common shares outstanding during the year (after retroactive adjustment for any stock dividends declared and distributed in the current year).

Diluted EPS is computed by dividing net profit for the year by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares.

In determining both the basic and diluted earnings per share, the effect of stock dividends, if any, is accounted for retroactively.

#### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transactions will flow to the Group and the amount of revenue, related cost incurred or to be incurred/cost to complete the transactions can be measured reliably. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. Revenue is measured at the fair value of the consideration received or receivable taking into account any trade discounts, prompt settlement of discounts and volume rebates allowed by the Group, if any. Revenue recognized excludes any value added taxes. The following specific recognition criteria must also be met before revenue is recognized:

- *Sale of real estate*

Sale of real estate is recognized in full provided the profit is determinable, and the earning process is virtually complete. Specifically, revenue recognition is applied to sale if construction development is almost complete, sufficient cumulative down payment has been received, and that collectability of sales price is reasonably assured.

The percentage of completion method is used to recognize revenue from sales of projects where the Group has material obligations to complete the project after the property is sold. 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.

Pending recognition of sale when conditions for recording a sale are not met, cash received from buyers are presented under "Deposit from customers" in the liability section of the Consolidated Statements of financial position. Any excess of collections over the recognized receivables are also included in the said account.

- *Sale of goods (e.g. crude palm oil, agricultural produce, food and beverage items)* Revenue is recognized when the risks and rewards are transferred to the buyer, specifically, upon delivery or shipment of goods to customers.

Cash received from the Group's customers for sales that do not meet the revenue recognition criteria (i.e., transfer of risk and rewards to customers through actual delivery of inventories) as at reporting date are included in "Deposit from customers". These customers' deposits will be applied against future deliveries of inventories which are generally completed within the next twelve months.

- *Water service income*

Revenue is recognized when services are rendered and normally when billed.

- *Hotel operations*

Revenue is recognized when the services are rendered and when goods are delivered to the buyer.

- *Interest income*  
Interest income is recognized as the interest accrues, taking into account the effective yield on the asset. Interest income from bank deposits is recognized on a time proportion basis on the principal outstanding and at the rate applicable.
- *Rental income*  
Rental income on leased properties arising from operating leases or investment properties is accounted for on a straight-line basis over the lease term.
- *Dividend income*  
Dividend income is recognized when the shareholders' right to receive payment is established.
- *Realized gains and losses on sale of property and equipment and investment property*  
Realized gains and losses are recognized when the sale transaction occurs.
- *Penalties, surcharges and other income*  
Revenue is recognized as this accrues.
- *Income from forfeited deposits*  
Revenue is recognized when the customer cancel their reservation as this accrues in accordance with the substance of agreement relative to the receipt of deposit.
- *Other services*  
Revenue is recognized the extent of services rendered.

#### Cost and Expense Recognition

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined.

Costs of sales of goods are recognized when goods are sold upon delivery to buyers. Cost of service, operating and other expenses which include expenses related to administering and operating the business and are expensed upon utilization of the service or at the date they are incurred. Interest and similar expenses are reported on accrual basis.

#### Pre-operating Expenses

Pre-operating expenses are charged to expense as incurred.

#### VAT

Revenues, expenses and assets are recognized, net of the amount of VAT, except when VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of "Prepayments and other current assets" or "Accounts payable and accrued expenses" in the Consolidated Statements of financial position.

Operating Lease

*Group as a lessee*

Leases of assets under which the lessor effectively retains all the risks and reward of ownership are classified as operating lease. Operating lease payments are recognized as expense in the Consolidated Statements of income on a straight-line basis over the lease term. Associated costs such as repairs and maintenance and business taxes are expensed when incurred.

*Group as a lessor*

Leases where the Group does not transfer substantially all the risks and benefits of the ownership of the assets are classified as operating leases. Operating lease receipts are recognized in the Consolidated Statements of income on a straight-line basis over the lease term.

Employee Benefits

*Short-Term Benefits*

Short-term employee benefits are recognized as expense at undiscounted amount expected to be paid in exchange of service in the period when the economic benefits are given. Unpaid benefits at end of the accounting period are recognized as accrued expense while benefits paid in advance are recognized as prepayment to the extent that it will lead to a reduction in future payments. Short-term employee benefits given by the Company includes salaries and wages, life and health insurances, social security system contributions, short-term compensated absences, bonuses and other non-monetary benefits.

*Retirement Benefit Costs*

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

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method. The retirement benefit costs comprise of the 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 nonroutine 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, difference between return on plan assets and interest income (calculated as part of the net interest) and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income (loss) 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 in trust and managed by a trustee bank. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. The fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

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

#### *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 expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

#### *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.

#### Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset while the asset, which includes intangibles and property and equipment, is being constructed are capitalized as part of the cost of that asset. Capitalization of borrowing cost should commence when: (i) expenditures for the asset and borrowing costs are being incurred; and (ii) activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when the asset is substantially ready for its intended use or sale. If active development is interrupted for an extended period, capitalization is suspended. When construction occurs piecemeal and use of each part is possible as construction continues, capitalization of each part ceases upon substantial completion of that part. For borrowing associated with a specific asset, the actual rate on that borrowing is used. Otherwise, a weighted average cost of borrowing is used.

All other borrowing costs are expensed as incurred.



#### Foreign Currency Transactions

The consolidated financial statements are presented in Philippine Pesos, which is the Group's functional and presentation currency. Items included in the consolidated financial statements of each entity are measured using the functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange as at the financial reporting date. Gains or losses arising from these transactions and translations are recognized in the Consolidated Statements of income. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

#### Income Tax

Income taxes represent the sum of the tax currently due and deferred tax.

##### *Current income tax*

The tax currently due is based on taxable income for the year. Taxable income differs from income as reported in the Consolidated Statements of income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current income tax is calculated using tax rates that have been enacted or substantively enacted at the end of financial reporting period.

##### *Deferred income tax*

Deferred tax is provided, using the liability method. Deferred tax assets and liabilities are recognized for future tax consequence attributable to differences between the financial reporting bases of assets and liabilities and their related tax bases. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefit of unused tax credits from excess minimum corporate income tax (MCIT) and carryforward benefit of unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets and liabilities are measured using the tax rate that is expected to apply to the period when the asset is realized or the liability is settled.

The carrying amount of deferred tax assets is reviewed at each end of financial reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current liabilities, and the Group intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to passage of time is recognized as a financial expense.

#### Contingencies

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

### Segment Reporting

For management purposes, the Group is organized into six (6) major operating businesses which comprise the bases on which the Group reports its primary segment information. Financial information on business segments is presented in Note 34. The Group has no geographical segments as all of the companies primarily operate in the Philippines only.

Segment revenue, expenses and performance include transfers between business segments. The transfers are accounted for at competitive market prices charged to unaffiliated customers for similar products and services. The measurement policies the Group used for segment reporting are the same as those used in the consolidated financial statements. There have been no changes from prior periods in the measurement methods used to determine profit and loss. No asymmetrical allocations have been applied between segments.

Inter-segment assets, liabilities, revenue, expenses and results are eliminated in the consolidated financial statements.

### Events After End of Financial Reporting Period

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

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

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

The following is a summary of these significant estimates and judgments and the related impact and associated risks on the consolidated financial statements.

### Judgments

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

#### ▪ *Determination of Control*

The Parent Company determines control when it is exposed, or has rights, to variable returns from its involvement with an entity and has the ability to affect those returns through its power over the equity. The Parent Company controls an entity if and only if the Parent Company has all of the following:

- Power over the entity;
- Exposure, or rights, to variable returns from its involvement with the entity; and,
- The ability to use its power over the entity to affect the amount of the Parent Company's returns.

The Parent Company regularly reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

- *Real Estate Revenue and Cost Recognition*

In determining whether economic benefits will flow to the Group and the revenue can be reliably measured, the Group assesses certain judgments based on buyers' commitment on sale which may be ascertained through the significance of the buyer's initial down payment, and stage of completion of the project development. Total costs of property development are based on cost estimates made by the Group's technical personnel made in concurrence with management. These estimated costs are reviewed at least annually and are updated if expectations differ from previous estimates. Changes are mainly due to adjustments in development plan, materials and labor prices.

Also, the Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue from real estate sales are recognized based on the percentage-of-completion and the completion rate is measured principally on the basis of the estimated completion of a physical proportion of the contract work, and by reference to the actual costs incurred to date over the estimated total costs of projects. Revenue and costs from sale of real estate are shown in Notes 21 and 24, respectively.

- *Determination of Fair Value of Financial Instruments*

The Group carries certain financial instruments at fair value or discloses the fair values of its financial instruments, which requires extensive use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies and assumptions. Any changes in fair value of these financial assets and liabilities would affect income and loss and equity.

The summary of the carrying values and fair values of the Group's financial instruments as at December 31, 2016 and 2015 is shown in Note 30.

- *Classification of Financial Instruments*

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

- *Classification of Leases*

The Group has entered into various lease agreements as either a lessor or a lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Currently, all of the Group's lease agreements are determined to be operating leases.

Rental expense and income for 2016 and 2015 are shown in Notes 25 and 27.

- *Distinction Between Investment Property and Owner-Occupied Property*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to the other assets used in the supply process.

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

- *Operating Lease Commitments – the Group as a Lessor*  
The Group has entered into various lease agreements as a lessor. The Group has determined, based on an evaluation of the terms and conditions of the arrangements that it retains all the significant risks and rewards of ownership of the properties and, thus, accounts for the contracts as operating leases.
- *Operating Lease Commitments – the Group as a Lessee*  
The Group has entered into various lease agreements as a lessee. Management has determined that all the significant risk and benefits of ownership of the properties, which the Group leases under operating lease arrangements, remain with the lessor. Accordingly, the leases were accounted for as operating leases.
- *Determination of Functional Currency*  
Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Group has been determined to be the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences the sale of real properties, services, and investments and the costs of goods, providing the services and of the sold investments.
- *Measurement of Refundable Deposits and Utility Deposits*  
The fair value of refundable deposits under noncurrent assets which significantly include utility deposits are not readily determinable nor reliably measured because the actual timing of receipt is linked to the cessation of the service of the utility or service entities to the Group which cannot be reasonably predicted. Accordingly, the refundable deposits are carried at cost less any impairment. The carrying value of refundable deposits shown under noncurrent assets amounted to ₱17,933,821 and ₱11,052,656 as at December 31, 2016 and 2015, respectively.

#### Estimates

The key assumptions concerning the future and other key sources of estimation at the reporting date that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

- *Estimation of Allowances for Impairment of Receivables and Deposits*  
Recoverability of specific receivables including amounts due from related parties is evaluated based on the best available facts and circumstances, the length of the Group's relationship with its customers and debtors, the customers or debtors' payment behavior and known market factors. These specific reserves are reevaluated and adjusted as additional information received affects the amount estimated to be uncollectible. In the case of refundable utility deposits, the Group considers the utility service companies' ability to continuously provide the services. Any increase in impairment on financial assets would increase operating expenses and decrease the related accounts.

The Group's allowance for doubtful accounts amounted to ₱453,225 as at December 31, 2016 and 2015 (see Note 7). The carrying values of receivables and notes receivable as at December 31, 2016 and 2015 are shown in Notes 7 and 8, respectively.

- *Estimation of Impairment of Available-for-Sale Investments*

The computation for the impairment of available-for-sale investments requires an estimation of the present value of the expected future cash flows and the selection of an appropriate discount rate. An impairment issue arises when there is an objective evidence of impairment, which involves significant judgment and estimates. In making this judgment, the Group evaluates the financial health of the issuer, among others. In the case of available-for-sale equity instruments, the Group expands its analysis to consider changes in the issuer's industry and sector performance, legal and regulatory framework, changes in technology, and other factors that affect the recoverability of the Group's investments.

The carrying values of available-for-sale investments amounted to ₱1.3 billion and ₱988.9 million as at December 31, 2016 and 2015, respectively (see Note 11).

- *Estimation of Useful Lives of Certain Assets*

The Group estimates the useful lives of investment properties, property and equipment and intangible assets based on the period over which the assets are expected to be available for use. The useful lives of intangible assets are assessed at the individual asset level as having either a finite or indefinite life. Intangible assets are regarded to have an indefinite useful life when, based on analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful lives of these assets is based on collective assessment of internal technical evaluation and experience with similar assets, if any. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by any changes in factors mentioned. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of investment properties, property and equipment and intangible assets would increase recorded operating expenses and decrease the related noncurrent assets. There were no significant changes on the estimated useful lives of the abovementioned assets.

The carrying values of the Group's depreciable investment properties, property and equipment, and leasehold rights as at December 31, 2016 and 2015 are shown in Notes 13, 14 and 16, respectively.

As at December 31, 2016 and 2015, the Group's property and equipment have no residual values.

- *Estimation of Net Realizable Value of Real Estate Held for Sale, Inventories and Land and Improvements*

In determining the net selling prices of real estate held for sale and other inventories, and land and improvements, management takes into account the most reliable evidence of fair value available at the time the estimates are made. The net realizable value is calculated in an effort to prevent the Group from under or over estimating the value of such assets. The Group adjusts the cost of the assets to the recoverable value at a level considered adequate to reflect obsolescence or decline in value of the recorded amounts, if any. Provision for obsolescence or decline in value is established based on the evaluation of age and movement of inventories, and current selling prices of real estate held for sale and land and improvements. Any increase in provision for decline in value or obsolescence would increase recorded expenses and decrease the related assets.

As at December 31, 2016 and 2015, the carrying values of real estate held for sale, inventories and land and improvements are shown in Notes 9 and 15, respectively.

- *Estimation of Impairment and Recoverable Values of Non-financial Assets*

The Group reviews prepayments and other current assets, investment in associates, investment properties, property and equipment, leasehold rights, and investment and deposits for impairment of value. This includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, obsolescence or physical damage of an asset, plans in the real estate projects, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends. The Group estimates the recoverable amount as the higher of the net selling price and value in use. In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that may affect certain non-financial assets.

The Group's allowance for impairment loss pertaining to investment properties amounted to ₱20.9 million as at December 31 2015 (see Note 13). Provision for impairment loss recognized in the Consolidated Statements of income amounted to ₱4.1 million in 2015 and ₱1.5 million in 2014.

The carrying amounts of prepayments and other current assets, investment in associates, investment properties, property and equipment, leasehold rights, and investments and deposits are disclosed in Notes 10, 12, 13, 14 and 16, respectively.

- *Estimation of Retirement Benefits*

The determination of the Group's obligation and cost for pension and other retirement benefits is dependent on management's selection of certain assumptions used by actuaries in calculating such amounts.

The assumptions for obligations and cost of retirement benefits are described in Note 26, and include among others, discount rates and rates of compensation increase. In accordance with PFRS, actual results that differ from our assumptions generally affect the Group's recognized expense and recorded obligation in such future periods. While management believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in management assumptions may materially affect the Group's retirement obligations. Any changes in assumptions would increase or decrease the net retirement liability and the amount recognized in total comprehensive income.

Retirement liability amounted to ₱23.1 million and ₱32.6 million as at December 31, 2016 and 2015, respectively (see Note 26).

- *Estimation of Deferred Income Tax Assets and Deferred Tax Liabilities*

Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax in the period in which such determination is made.

The Group's deferred income tax assets amounted to ₱27.7 million and ₱40.6 million as at December 31, 2016 and 2015, respectively. The Group's deferred tax liabilities amounted to ₱75.4 million and ₱82.4 million as at December 31, 2016 and 2015, respectively (see Note 28).

- *Estimation of Provisions for Contingencies*

The estimate of the probable costs for the resolution of possible third party claims including current tax assessments, if any, is developed in consultation with outside consultant handling the Group's defense on these matters and is based upon an analysis of potential results. When management and its outside consultant/legal counsel believe that the eventual liabilities under these claims, if any, will not have material effect on the Group's consolidated financial statements, no provision for probable losses is recognized in the Group's consolidated financial statements. The Group has an outstanding assessment for taxable year 2011 from the Bureau of Internal Revenue amounting to ₱24.9 million. The Group protested such assessment which is currently re-investigated. On August 16, 2016, the Group received the Final Assessment Notice amounting to ₱3.1 million which was recognized in the Group's consolidated financial statements in 2016.

- *Estimation of Production and Amortization of Bearer plants*

The total estimated production of the Group's bearer plants is based on the expected crop yield over its expected lifespan which is patterned on the scientific studies conducted on neighboring countries wherein similar biological assets are also grown. Unit-of-harvest method is used in determining the periodic amortization over the estimated yield of the crops over its life span. Any decrease in estimated production would increase the amortization per unit and decrease related assets.

As at December 31, 2016 and 2015, the net carrying value of the Group's bearer plants reported under property and equipment, amounted to ₱433.1 million and ₱403.7 million, respectively (see Note 14).

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## 6. Cash and Cash Equivalents

This account consists of:

	2016	2015
Cash on hand	₱850,643	₱861,629
Cash in banks	47,980,868	43,058,852
	<b>₱48,831,511</b>	<b>₱43,920,481</b>

Cash in banks pertain to savings and current accounts that generally earn interest based on prevailing respective bank deposit rates of approximately less than 1% annually.

The Group's cash in banks include dollar denominated accounts with Philippine Peso equivalents amounting to ₱6,113,436 and ₱389,395 as at December 31, 2016 and 2015, respectively. The Group's foreign currency denominated cash account is translated to Peso equivalents using an exchange rate of ₱49.813/\$1.00 and ₱47.166/\$1.00 as at December 31, 2016 and 2015, respectively.

The Parent Company established and opened a project deposit account with the Development Bank of the Philippines for the purpose of complying with the requirements of Republic Act No. 7279, otherwise known as the "Urban Development and Housing Act of 1992" relative to the Parent Company's socialized housing at West Highland Subdivision Project located in Butuan, Agusan Del Norte. As at December 31, 2016 and 2015, total cash in bank set-aside as project deposit account amounted to ₱0.2 million and ₱1.3 million, respectively.

Cash equivalents as at December 31, 2014 include short-term money market placements placed by the Group in a local bank. These have a maturity of less than 90 days with an interest of 1.05% to 3.6% per annum in 2014.

Financial income recognized in the Consolidated Statements of income on cash in banks and cash equivalents amounted to ₱14,710 in 2016, ₱64,506 in 2015 and ₱245,492 in 2014 (see Note 22).

## 7. Receivables - Net

This account consists of:

	2016	2015
Contract receivables on sale of real estate	₱380,632,750	₱438,734,960
Trade receivables	8,070,103	13,130,365
Advances to officers and employees	2,475,895	1,427,312
Others	59,814,939	93,021,934
Total receivables	450,993,687	546,314,571
Less: Allowance for doubtful accounts	453,225	453,225
Net carrying amount	450,540,462	545,861,346
Less: Noncurrent portion of receivables	210,598,167	109,980,748
Current portion receivables	₱239,942,295	₱435,880,598

Contract receivables on sale of real estate represent amounts due and collectible in monthly installment over a period of 5 to 15 years, and bear interest ranging from 10% to 18% in 2016 and 2015. The transfers certificates of title remain in the possession of the Group until full payment has been made by the customers. Interest income pertaining to sale of real estate amounted to ₱10,457,160 in 2016, ₱14,571,176 in 2015 and ₱17,756,941 in 2014 (see Note 22).

Trade receivables include receivables from water service and sale of crude palm oil and its by-products.

Advances to officers and employees include car loans to employees. Interest income pertaining these loans amounted to ₱31,440 in 2016, ₱110,985 in 2015 and ₱134,380 in 2014 (see Note 22).

Accrued interest receivable includes interest from contract receivables, notes receivable and loans receivable.

Other receivables which are interest-free include receivables from various companies for the sale of available-for-sale investments in 2008 and various advances to suppliers and contractors.

No receivable is collateralized to any of the Group's debt as at December 31, 2016 and 2015.

The movement of allowance for doubtful accounts is as follows:

	2016	2015
Balance at beginning of year	₱453,225	₱1,364,796
Decrease due to deconsolidation	-	(911,571)
Balance at end of year	₱453,225	₱453,225



## 8. Notes Receivable

- In January 2014, the Parent Company extended a loan to XSCCI amounting to ₱2.0 million. This unsecured loan bears an interest of 10% and collectible within one (1) year for twelve monthly equal installments. The outstanding balance relative to this loan amounted to ₱347,316 as at December 31, 2014 which was fully collected in 2015.

Interest income on notes receivable amounted to ₱95,082 in 2014 (see Note 22).

- On February 2, 2012, the Group granted a noninterest-bearing loan to a third party debtor amounting to ₱7.0 million payable on or before December 31, 2014. The debtor fully settled the account on December 29, 2014.

The loan was discounted at the prevailing interest rate applicable to the Group. The carrying value of this loan is presented below:

	Note	2014
Principal:		
Balance at beginning of year		₱7,000,000
Principal collections during the year		(7,000,000)
Balance at end of year		₱-
Discount on loans receivable:		
Balance at beginning of year		367,172
Amortization of discount on loans during the year	22	(367,172)
Balance at end of year		-
		₱-

## 9. Real Estate Held for Sale and Inventories

### a. Real Estate Held for Sale

Real estate held for sale represents land, development costs and construction materials issued to the Group's various projects in Cagayan de Oro City, Initao, Valencia City, Bukidnon and Butuan detailed as follows:

	2016	2015
Land	₱168,175,564	₱173,795,994
Development cost and materials	524,735,073	497,142,446
	₱692,910,637	₱670,938,440

Real estate held for sale with carrying value of ₱501.3 million and ₱518.5 million as at December 31, 2016 and 2015, respectively, are collateralized to the loans obtained from UBP, AUB, BPI, UCPB, BPIF and DBP (see Note 18).

In 2014, investment properties with carrying value of ₱22,294,887 were reclassified to real estate held for sale (see Note 13).

The Group reclassified land and improvements with a total cost of ₱23,049,870 and ₱85,835,902 to real estate held for sale in 2016 and 2015, respectively (see Note 15). The reclassification has no impact on the Consolidated Statements of cash flows.

b. Inventories

This account consists of:

	2016	2015
Palm olein	₱13,154,674	₱6,354,518
Refined bleached deodorized oil	12,672,243	11,569,301
Crude palm oil	9,267,225	13,902,968
Palm stearin	5,979,256	3,597,750
Palm acid oil and fatty acid distillate	5,131,051	4,234,707
Aggregates and water meter	410,772	5,008,799
Palm kernels	79,600	-
	<b>₱46,694,821</b>	<b>₱44,668,043</b>

No allowance for inventory obsolescence was recognized as at December 31, 2016 and 2015. There are no inventories that are pledged as collateral for any of the Group's debt.

#### 10. Prepayments and Other Current Assets

This account consists of:

	2016	2015
Deposit for land acquisition	₱106,758,303	₱106,758,303
Creditable withholding taxes	56,839,018	72,679,535
Other deposits	44,235,153	43,966,440
Value-added input taxes	43,988,237	40,259,226
Prepaid expenses	27,481,606	26,311,717
Supplies and materials	2,395,769	9,716,950
	<b>₱281,698,086</b>	<b>₱299,692,171</b>

The Group entered into several contracts to sell with several sellers of land. Installment payments made by the Group to the sellers were presented as deposit for land acquisition as the transfers certificates of title were not yet transferred to the name of the Group.

Prepaid expenses include prepaid commission related to the sale of real estate, supplies, insurance and taxes and licenses which are applicable in the future period.

Other deposits pertain to payments made by the Group in connection with its engagement of a third party to look for suitable parties for the Group to enter into a joint venture agreement for acceptable agricultural and real estate development projects. Such payment will be used to answer for the out-of-pocket expenses to be incurred in relation to and during the engagement.

## 11. Available-for-Sale Investments

The rollforward analysis of the net carrying value of this account is shown below:

	2016			Total
	Listed Companies	Non-listed Companies	Golf, Sports and Country Clubs	
Carrying value:				
Balance at beginning of year	₱824,275,828	₱48,684,575	₱115,979,001	₱988,939,404
Unrealized gain (loss) on fair value changes	310,261,450	(36,803,557)	-	273,457,893
Balance at end of year	₱1,134,537,278	₱11,881,018	₱115,979,001	₱1,262,397,297

	2015			Total
	Listed Companies	Non-listed Companies	Golf, Sports and Country Clubs	
Carrying value:				
Balance at beginning of year	₱135,906,548	₱209,969,995	₱280,619,601	₱626,496,144
Reclassification from deposit for future stock subscriptions included in Investments and deposits	388,694,697	-	-	388,694,697
Unrealized gain (loss) on fair value changes	299,674,583	(161,285,420)	(164,160,600)	(25,771,437)
Derecognition due to deconsolidation of a subsidiary	-	-	(480,000)	(480,000)
Balance at end of year	₱824,275,828	₱48,684,575	₱115,979,001	₱988,939,404

Available-for-sale (AFS) investments are stated at fair value. The changes in the fair value are recognized directly in equity, through the Consolidated Statements of comprehensive income and of changes in equity.

- The fair values of AFS investments in listed companies have been determined directly by reference to published prices in active market. Fair values of unquoted equity instruments are determined at the present value of estimated future cash flows. Fair values of golf, sports and country club shares are based on prevailing market prices.

In 2014, the Group sold its investment in a listed company with a cost of ₱24.9 million at a gain of ₱25.5 million. Accordingly, the cost of ₱24.9 million and previously recognized unrealized loss on fair value of ₱18.2 million were derecognized in 2014.

The related subscriptions payable on the above investments in listed companies amounted to ₱70.0 million as at December 31, 2016 and 2015, respectively.

- On November 29, 2011, the Group acquired investment in shares of stock of Phigold Limited (Phigold), with 22.87% ownership wherein it exercises significant influence over its operations. The Group reclassified its investment in shares of stock of Phigold Limited amounting to ₱209.0 million previously recognized as investment in associate into available-for-sale investment after losing significant influence in 2013. As at December 31, 2014, the Group's equity interest in Phigold was reduced to 18.70% with the entry of new investors.

- As at December 31, 2013, the Group had investments in Monte Oro Resources and Energy, Inc. (MOREI), a non-listed company, of ₱295.1 million, representing 11.70% equity holdings, and deposits for future stock subscriptions of ₱93.1 million. The Group has no power to govern the financial and operating policies of MOREI.

In 2014, a total of ₱93.6 million deposits to MOREI were applied to subscription. In October 2014, all of its investments in MOREI were sold at cost of ₱388.7 million and the proceeds were used as deposits for future stock subscriptions to Apex Mining Corporation's (AMC) increase in authorized capital stock which was applied with the SEC.

In January 2015, the SEC approved AMC's application for increase in authorized capital stock and the Group subsequently reclassified the related deposits for future stock subscriptions (included in Investments and deposits account) to available-for-sale investments.

The net change in unrealized gain (loss) on available-for-sale investments follows:

	2016	2015	2014
Balance at beginning of year	₱151,001,526	₱176,572,963	₱144,393,483
Net unrealized gain (loss) on fair value during the year	273,457,893	(25,771,437)	14,002,553
Reclassification due to deconsolidation of a subsidiary during the year	-	200,000	-
Net unrealized loss on fair value of sold investments removed from equity and included in profit or loss	-	-	18,176,927
Balance at end of year	<b>₱424,459,419</b>	<b>₱151,001,526</b>	<b>₱176,572,963</b>

## 12. Investments in Associates

This account consists of the Group's investments in the following companies as at December 31, 2016 and 2015.

	Percentage of ownership	Amount	
		2016	2015
Palm Concepcion Power Corporation (PCPC)	20%	₱755,866,238	₱866,428,382
Peakpower Energy, Inc. (PEI)	20%	150,440,753	125,505,562
		<b>₱906,306,991</b>	<b>₱991,933,944</b>

The rollforward analysis of this account follows:

	2016	2015
Carrying value at beginning of year	₱991,933,944	₱1,237,194,151
Equity in net profit (loss) for the year	(85,626,953)	7,539,793
Reduction in subscription during the year	-	(252,800,000)
Carrying value at end of year	<b>₱906,306,991</b>	<b>₱991,933,944</b>

- In February 2013, the Parent Company subscribed to 25% of 160,000,000 authorized shares of PEI, a joint venture with other investors, with ₱1 par value per share for ₱40.0 million. In October 2013, a shareholders' agreement was signed together with new investors to the joint venture whereby the Parent Company will hold 20% of the total outstanding shares. Total deposit for future stock subscriptions to PEI amounted to ₱63.8 million as at December 31, 2013. In 2014, the deposits of ₱63.8 million were applied to subscription of PEI's capital stock. The Parent Company holds 20% equity ownership as at December 31, 2016 and 2015.
- As discussed in Note 2, the Parent Company, together with its subsidiaries, PTCHC, PCPC and PCLHC, has signed a Shareholders' Agreement with AC Energy Holdings, Inc. (ACEHI) and Jin Navitas Resource, Inc. (JNRI) to implement the Memorandum of Agreement between the parties to build power generation plant in the Province of Iloilo. PTCHC reacquired the interest of ACEHI in PCPC and PCLHC in 2013 bringing its interest to 70%. OKL subscribed to the 30.46% equity interest of PCPC from the PTCHC.

In May 2013, ACEHI sold all its interest in PCPC and PCLHC to focus its investing power to its existing power projects imminent in its development pipeline. In light of this event, PTCHC has taken the opportunity to acquire the entire stake of ACEHI bringing its interest to 70% on both entities. Later before the end of the year, OKL bought out and subscribed to the 30.46% equity interest of PCPC from PTCHC. Additional shares were subscribed by PTCHC bringing its equity interest to 39.54%. On the other hand, PTCHC's interest in PCLHC as of December 31, 2013 remained at 70%. On December 11, 2013, the BOD and shareholders of PCLHC and PCPC approved the merger of the two entities, with PCPC as the surviving entity. PTCHC will hold sufficient interest in PCPC for it to be able to exercise significant influence. PTCHC's interest in PCLHC will still be presented under the investment in associate account as a result of the merger application. During the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC as well as the increase in authorized capital stock of PCPC.

After the merger of PCPC and PCLHC, PTCHC hold 30% interest in the outstanding capital of PCPC. As a result of the merger and the increase in PCPC's authorized capital stock, the PTCHC's investment in PCLHC was converted to Investment in PCPC - Redeemable Preferred Share comprising of the net asset of PCLHC amounting to ₱34,634,779 and DFFS amounting to ₱35,000,000. In addition, PTCHC's DFFS in PCPC amounting to ₱91,373,331 was converted to Investment in PCPC - Common Shares while another DFFS amounting to ₱412,113,000 was converted to Investment in PCPC - Preferred Shares. Total costs of the investment including direct costs fees related to the acquisition of such investment totaled ₱1,173,510,918 as at December 31, 2014. The subscription payable related to the above investment amounted to ₱418,252,221 as at December 31, 2014.

On January 6, 2015, the SEC approved PCPC's application of the increase in its authorized capital stock to 6 billion shares divided into 1.5 billion common shares and 4.5 billion redeemable preferred shares both with a par value of ₱1.00 per share which reduced PTCHC equity interest in PCPC to 20%. PTCHC continues to account its investment in PCPC as investment in associate as it continues to exercise significant influence over PCPC. The reduction of the subscription in preferred shares amounted ₱252,800,000 and subsequently, DFFS was applied as full payment to the remaining subscription payable amounting to ₱165,452,221 on February 6, 2015.

- The breakdown of the Group's investment in PCPC and PEI as to common shares and preferred shares is as follows:

Type of Shares	PCPC	PEI
Common	210,000,000	40,000,000
Redeemable Preferred	647,200,000	70,000,000
<b>Total</b>	<b>857,200,000</b>	<b>110,000,000</b>

Management believes that there is no indication of impairment on the Group's investments in associates.

The financial information of the associates is summarized below:

a. PCPC

	2016	2015
<b>Total Assets</b>		
Current assets	<b>₱2,242,158,799</b>	₱2,493,281,409
Noncurrent assets	<b>12,302,107,055</b>	10,465,419,138
	<b>₱14,544,265,854</b>	<b>₱12,958,700,547</b>
<b>Total Liabilities</b>		
Current liabilities	<b>₱1,161,770,573</b>	₱142,396,252
Noncurrent liabilities	<b>9,890,152,355</b>	8,771,150,643
	<b>₱11,051,922,928</b>	<b>₱8,913,546,895</b>
<b>Total Equity</b>		
Capital stock	<b>₱4,286,000,000</b>	₱4,286,000,000
Accumulated losses	<b>(793,657,074)</b>	(240,846,348)
	<b>₱3,492,342,926</b>	<b>₱4,045,153,652</b>
<b>Gross revenues for the year</b>	<b>₱643,181,968</b>	₱18,219,441
<b>Net loss for the year</b>	<b>(₱552,810,726)</b>	(₱76,601,542)

b. PEI

	2016	2015
<b>Total Assets</b>		
Current assets	<b>₱332,722,405</b>	₱380,118,047
Noncurrent assets	<b>3,007,380,597</b>	2,108,882,976
	<b>₱3,340,103,002</b>	<b>₱2,489,001,023</b>
<b>Total Liabilities</b>		
Current liabilities	<b>₱1,517,212,493</b>	₱734,695,573
Noncurrent liabilities	<b>1,079,120,626</b>	1,135,211,529
	<b>₱2,596,333,119</b>	<b>₱1,869,907,102</b>

(Forward)

(Carryforward)

	2016	2015
Total Equity		
Capital stock	₱550,000,000	₱550,000,000
Retained earnings	193,769,883	69,093,921
	<b>₱743,769,883</b>	<b>₱619,093,921</b>
Gross revenues for the year	<b>₱624,953,154</b>	₱885,203,513
Net profit for the year	<b>₱124,675,962</b>	₱114,300,508

### 13. Investment Properties - Net

This account consists of:

	2016	2015
Properties held for capital appreciation - net	₱182,577,374	₱197,930,785
Properties held under lease	1,660,064	23,058,536
	<b>₱184,237,438</b>	<b>₱220,989,321</b>

Investment properties are stated at cost less any impairment. Investment properties have a fair value of about ₱395.9 million and ₱453.0 million as at December 31, 2016 and 2015, respectively. The fair value as at December 31, 2016 and 2015 was based on appraisal report as at December 31, 2014 as determined by independent firm of appraisers. Management believes that the fair value of the investment properties as at December 31, 2016 and 2015 does not significantly differ for the appraised value determined as at December 31, 2014. Land and building in 2015 which was sold in January 2016 had a fair value of ₱12.5 million based on the net recoverable amount of the sale.

The rollforward analysis of investment properties held for capital appreciation as at and for the years ended December 31, 2016 and 2015 follows:

	2016		
	Land and improvements	Building	Total
Cost:			
Balance at beginning of year	₱188,267,450	₱30,532,806	₱218,800,256
Additions	150,575	-	150,575
Disposal	(5,840,651)	(30,532,806)	(36,373,457)
Balance at end of year	182,577,374	-	182,577,374
Allowance for impairment loss:			
Balance at beginning of year	-	20,869,471	20,869,471
Disposal	-	(20,869,471)	(20,869,471)
Balance at end of year	-	-	-
Net carrying value	₱182,577,374	₱-	₱182,577,374

	<b>2015</b>		
	Land and improvements	Building	Total
<b>Cost:</b>			
Balance at beginning of year	₱199,777,415	₱30,532,806	₱230,310,221
Disposal	(11,509,965)	-	(11,509,965)
Balance at end of year	188,267,450	30,532,806	218,800,256
<b>Allowance for impairment loss:</b>			
Balance at beginning of year	-	16,814,602	16,814,602
Provision for impairment	-	4,054,869	4,054,869
Balance at end of year	-	20,869,471	20,869,471
<b>Net carrying value</b>	<b>₱188,267,450</b>	<b>₱9,663,335</b>	<b>₱197,930,785</b>

The disposals in 2016 include sale of building located in Davao City and land properties which resulted to a total gain of ₱2,353,157, and sale of land and building at the carrying value of ₱12.5 million. The disposals in 2015 pertain to sale of various land properties which resulted to a total gain of ₱9,430,835.

In 2014, the Group reclassified land under property and equipment into investment properties which amounted to ₱3,431,522 (see Note 14), and reclassified parcels of land under investment properties to real estate held for sale (see Note 9) which amounted to ₱22,294,887. The reclassification has no impact on the Consolidated Statements of cash flows.

The provision for impairment loss of ₱4,054,869 in 2015 and ₱1,528,600 in 2014 represents the write-down of an unfinished building to its estimated net recoverable amount of ₱9,663,335 as at December 31, 2015.

Direct operating expenses relative to investment properties which are not earning income are as follow:

	<b>2016</b>	2015	2014
Taxes and licenses	<b>₱4,648,536</b>	₱1,680,684	₱2,062,821
Security	<b>847,522</b>	1,856,752	2,224,435
Utilities	<b>461,167</b>	38,727	28,095
Professional fee	<b>29,745</b>	47,059	66,610
Transportation	<b>5,049</b>	8,411	6,133
Insurance	<b>3,487</b>	2,864	-
Provision for impairment	-	4,054,869	1,528,600
Repairs and maintenance	-	552,029	687,774
Others	-	-	330
	<b>₱5,995,506</b>	<b>₱8,241,395</b>	<b>₱6,604,798</b>



The details of the properties held under lease follows:

	<b>2016</b>		
	Land	Building and improvements	Total
<b>Cost:</b>			
Balance at beginning of year	₱15,423,023	₱87,753,964	₱103,176,987
Disposals	(13,812,960)	(80,611,217)	(94,424,177)
Balance at end of year	1,610,063	7,142,747	8,752,810
<b>Accumulated depreciation:</b>			
Balance at beginning of year	-	80,118,451	80,118,451
Additions	-	2,143,309	2,143,309
Disposals	-	(75,169,014)	(75,169,014)
Balance at end of year	-	7,092,746	7,092,746
<b>Net carrying value</b>	<b>₱1,610,063</b>	<b>₱50,001</b>	<b>₱1,660,064</b>

	<b>2015</b>		
	Land	Building and improvements	Total
<b>Cost:</b>			
Balance at beginning of year	₱23,382,132	₱87,753,964	₱111,136,096
Disposals	(7,959,109)	-	(7,959,109)
Balance at end of year	15,423,023	87,753,964	103,176,987
<b>Accumulated depreciation:</b>			
Balance at beginning of year	-	77,556,480	77,556,480
Additions	-	2,561,971	2,561,971
Balance at end of year	-	80,118,451	80,118,451
<b>Net carrying value</b>	<b>₱15,423,023</b>	<b>₱7,635,513</b>	<b>₱23,058,536</b>

In 2016, the Group sold land, land and improvements, and building and improvements which resulted to a gain of ₱69,997,370. In 2015, the Group sold land property which resulted to a gain of ₱6,240,892. In 2014, the Group sold buildings and improvements with a carrying value of ₱24,785,206 which resulted to a loss of ₱8,356,634.

Rental income generated from investment properties held under lease amounted to ₱5.1 million in 2016, ₱14.0 million in 2015 and ₱8.2 million in 2014 (see Note 27).

Direct operating expenses relative to investment properties held under lease are as follows:

	Notes	<b>2016</b>	2015	2014
<b>Depreciation:</b>				
General and administrative expense	25	<b>₱2,143,309</b>	₱2,561,971	₱2,561,970
Cost of services—other direct cost	24	-	-	1,180,474
		<b>2,143,309</b>	2,561,971	3,742,444
Insurance		<b>12,693</b>	6,369	25,978
Taxes and licenses		<b>4,470</b>	43,416	288,673
Transportation and travel		<b>468</b>	520	13,814
Utilities		-	-	7,592
Others		-	223	536
		<b>₱2,160,940</b>	₱2,612,499	₱4,079,037

The Group collateralized investment properties with a carrying amount of ₱21.3 million as at December 31, 2016 and 2015, respectively, on its long-term debts from AUB and MPI (see Note 18).

There are no restrictions on the realizability of investment properties nor on the remittance of income. There are also no contractual obligations to purchase, construct or develop investment properties for repairs, maintenance or enhancements as at December 31, 2016 and 2015.

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**14. Property and Equipment - Net**

The net carrying value of this account is as follows:

	<b>2016</b>	2015
Land	<b>₱12,967,297</b>	₱12,967,297
Bearer plants	<b>433,340,779</b>	403,666,418*
RBD and fractionation machineries	<b>251,143,003</b>	248,622,268
Land improvements	<b>1,279,006</b>	1,370,819
Building and improvements	<b>9,224,797</b>	10,513,767
Leasehold improvements	<b>30,857</b>	171,687
Machinery and equipment	<b>133,862,975</b>	142,786,031
Furniture, fixtures and equipment	<b>2,330,439</b>	1,987,359
Transportation equipment	<b>5,305,867</b>	10,297,081
Tools and other equipment	<b>494,899</b>	570,343
Other assets	<b>7,163,604</b>	8,532,026
Construction in progress	<b>47,084,932</b>	34,761,294
	<b>₱904,228,455</b>	₱876,246,390

*\*As restated (see Note 2)*

Rollforward analysis of this account is shown below:

	<b>2016</b>				
	Balance at beginning of year	Additions/ Depreciations	Disposals	Reclassification	Balance at end of year
<b>Cost:</b>					
Land	P12,967,297	P-	P-	P-	P12,967,297
Bearer plants	411,335,046*	30,694,604	-	-	442,029,650
RBD and fractionation machineries	248,622,268	2,975,780	-	1,172,915	252,770,963
Land improvements	2,410,830	-	-	-	2,410,830
Building and improvements	54,260,673	-	(429,202)	-	53,831,471
Leasehold improvements	2,955,709	14,532	-	-	2,970,241
Machinery and equipment	302,931,042	-	(1,100,000)	-	301,831,042
Furniture, fixtures and equipment	21,892,003	1,285,582	-	-	23,177,585
Transportation equipment	57,570,513	28,711	(4,797,857)	-	52,801,367
Tools and other equipment	2,914,494	207,216	-	-	3,121,710
Other assets	32,706,694	3,022,664	-	-	35,729,358
Construction in progress	34,761,294	13,627,308	-	(1,303,670)	47,084,932
	<b>1,185,327,863</b>	<b>51,856,397</b>	<b>(6,327,059)</b>	<b>(130,755)</b>	<b>1,230,726,446</b>
<b>Accumulated depreciation and amortization:</b>					
Bearer plants	7,668,628*	1,020,243	-	-	8,688,871
RBD and fractionation machineries	-	1,627,960	-	-	1,627,960
Land improvements	1,040,011	91,813	-	-	1,131,824
Building and improvements	43,746,906	1,255,789	(396,021)	-	44,606,674
Leasehold improvements	2,784,022	155,362	-	-	2,939,384
Machinery and equipment	160,145,011	8,923,055	(1,099,999)	-	167,968,067
Furniture, fixtures and equipment	19,904,644	942,502	-	-	20,847,146
Transportation equipment	47,273,432	4,241,663	(4,019,595)	-	47,495,500
Tools and other equipment	2,344,151	282,660	-	-	2,626,811
Other assets	24,174,668	4,391,086	-	-	28,565,754
	<b>309,081,473</b>	<b>22,932,133</b>	<b>(5,515,615)</b>	<b>-</b>	<b>326,497,991</b>
<b>Net carrying value</b>	<b>P876,246,390</b>	<b>P28,924,264</b>	<b>(P811,444)</b>	<b>(P130,755)</b>	<b>P904,228,455</b>

\*As restated (see Note 2)

2015

	Balance at beginning of year	Additions/ Depreciations	Disposals	Reclassification	Adjustment due to deconsolidation	Balance at end of year
<b>Cost:</b>						
Land	₱12,967,297	₱-	₱-	₱-	₱-	₱12,967,297
Bearer plants	342,199,695*	69,135,351				411,335,046
RBD and fractionation machineries	-	-	-	248,622,268	-	248,622,268
Land improvements	3,651,606	726,453	-	-	(1,967,229)	2,410,830
Building and improvements	90,898,516	-	-	2,996,340	(39,634,183)	54,260,673
Leasehold improvements	2,797,786	157,923	-	-	-	2,955,709
Machinery and equipment	301,670,328	1,160,714	(1,500,000)	1,600,000	-	302,931,042
Furniture, fixtures and equipment	29,267,115	1,087,272	(120,536)	-	(8,341,848)	21,892,003
Transportation equipment	57,176,214	4,529,234	(1,868,143)	-	(2,266,792)	57,570,513
Tools and other equipment	3,599,952	435,425	-	-	(1,120,883)	2,914,494
Other assets	25,994,121	7,086,992	-	4,004,803	(4,379,222)	32,706,694
Construction in progress	215,680,651	76,304,054	-	(257,223,411)	-	34,761,294
	<b>1,085,903,281</b>	<b>160,623,418</b>	<b>(3,488,679)</b>	<b>-</b>	<b>(57,710,157)</b>	<b>1,185,327,863</b>
<b>Accumulated depreciation and amortization:</b>						
Bearer plants	7,668,628*	-	-	-	-	7,668,628
Land improvements	2,590,561	62,754	-	-	(1,613,304)	1,040,011
Building and improvements	54,908,874	1,146,699	-	-	(12,308,667)	43,746,906
Leasehold improvements	2,440,870	343,152	-	-	-	2,784,022
Machinery and equipment	145,280,245	15,652,266	(787,500)	-	-	160,145,011
Furniture, fixtures and equipment	24,781,360	1,200,253	(120,536)	-	(5,956,433)	19,904,644
Transportation equipment	45,618,838	5,328,232	(1,770,167)	-	(1,903,471)	47,273,432
Tools and other equipment	3,066,001	249,245	-	-	(971,095)	2,344,151
Other assets	22,930,893	4,119,425	-	-	(2,875,650)	24,174,668
	<b>309,286,270</b>	<b>28,102,026</b>	<b>(2,678,203)</b>	<b>-</b>	<b>(25,628,620)</b>	<b>309,081,473</b>
<b>Net carrying value</b>	<b>₱776,617,011</b>	<b>₱132,521,392</b>	<b>(₱810,476)</b>	<b>₱-</b>	<b>(₱32,081,537)</b>	<b>₱876,246,390</b>

\*As restated (see Note 2)

Other assets include software applications and other various small equipment such as transmitter radios.

In 2014, the Group reclassified land amounting to ₱3,431,522 to investment property held for capital appreciation (see Note 13).

As at December 31, 2016 and 2015, the Company has 85,955 palm oil trees planted on a land under leasehold (see Note 16). Amortization of bearer plants was suspended starting 2014 in Kalabugao area because of the change in estimate of the harvesting age to year 2017 based on the latest study made for the plantation in this area. The palm oil trees in Kalabugao area are considered to be commercially fruiting for a longer period from the year of planting. The amortization of bearer plants was charged to cost of sales in the Consolidated Statement of comprehensive income.

Interest charges that were capitalized as part of construction in progress amounted to ₱2,158,921 in 2015.

The Group sold property and equipment which resulted to a gain of ₱1,461,023 in 2016, a loss of ₱263,417 in 2015 and a gain of ₱993,126 in 2014.

The RBD and fractionation machineries, machineries and equipment, and land with carrying value totaling to ₱336.5 million and ₱340.2 million as at December 31, 2016 and 2015, respectively were used as collateral to the Group's loans availed from UCPB and BPI (see Note 18).

There are no contractual commitments to purchase property and equipment.

The depreciation and amortization charges were presented as part of the following accounts:

	Notes	2016	2015	2014
General and administrative expenses	25	<b>₱10,082,784</b>	₱13,947,455	₱23,807,511
Real estate held for sale	9	<b>8,659,192</b>	10,523,384	13,053,872
Cost of sales and services	24	<b>4,164,324</b>	3,631,187	9,914,315
Capitalized to bearer plants		<b>25,833</b>	-	-
		<b>₱22,932,133</b>	₱28,102,026	₱46,775,698

The Group's management had reviewed the carrying values of the property and equipment for any impairment as at December 31, 2016 and 2015. Based on the evaluation, there are no indications that the property and equipment might be impaired. Furthermore, there is no property whose title is restricted from use of the Group in both years.

## 15. Land and Improvements

This account represents land held for future development and improvements consisting of various properties in Tanay, Initao, Cagayan de Oro City, Bukidnon and Butuan City.

The rollforward analysis of this account is shown below:

	Note	2016		
		Land	Improvements	Total
Balance at beginning of year		₱338,058,990	₱375,940,478	₱713,999,468
Reclassifications	9	(23,049,870)	-	(23,049,870)
Additions		6,924,425	455,961	7,380,386
Balance at end of year		<b>₱321,933,545</b>	<b>₱376,396,439</b>	<b>₱698,329,984</b>

	Note	2015		
		Land	Improvements	Total
Balance at beginning of year		₱347,268,780	₱452,566,590	₱799,835,370
Reclassifications	9	(9,209,790)	(76,626,112)	(85,835,902)
Balance at end of year		<b>₱338,058,990</b>	<b>₱375,940,478</b>	<b>₱713,999,468</b>

The Group reclassified land and improvements with a total cost of ₱23,049,870 and ₱85,835,902 to real estate held for sale in 2016 and 2015, respectively (see Note 9). The reclassification has no impact on the Consolidated Statements of cash flows.

**16. Leasehold Rights – Net**

This account pertains to amounts paid by the Group for the rights to use parcels of land in Impasugong and Kalabugao, Salawaga Tingalan, Opol, Misamis Oriental and Tignapoloan, Cagayan de Oro City and to develop them as palm oil commercial plantations (see Note 36).

Rollforward analysis of this account is shown below:

	Notes	2016	2015
<b>Cost:</b>			
Balance at beginning and end of year		<b>₱41,655,391</b>	₱41,655,391
<b>Accumulated amortization:</b>			
Balance at beginning of year		<b>7,410,784</b>	6,122,563
Amortization during the year	14, 24	<b>1,233,484</b>	1,288,221
Balance at end of year		<b>8,644,268</b>	7,410,784
<b>Net carrying value</b>		<b>₱33,011,123</b>	₱34,244,607

In 2014, some of the palm oil trees in plantation reached their commercially fruiting stage. The amortization of leasehold rights in these areas was directly charged to other direct costs under cost of sales and services (see Note 24). The amortization of leasehold rights attributable to palm oil trees that were still in growing stage were still capitalized as part of the production costs of the Company's bearer plants.

As at December 31, 2015, the management has re-assessed that bearer plants in all the plantation areas have not reached their commercially fruiting stage. Accordingly, the amortization of leasehold rights was fully capitalized to bearer plants (see Note 14). In 2016, the management has re-assessed that bearer plants in Kalabugao Phase 1A have reached their commercially fruiting stage. The amortization of leasehold rights in these areas was directly charged to other direct costs (see Note 24). The amortization of leasehold rights attributable to palm oil trees that were still in growing stage was still capitalized as part of the production costs of the Group's bearer plants.

Amortization of leasehold rights is distributed as follows:

	Note	2016	2015	2014
Capitalized to bearer plants under property and equipment	14	<b>₱1,121,945</b>	₱1,288,221	₱863,148
Charged to other direct costs	24	<b>111,539</b>	-	465,218
<b>Total amortization of leasehold rights</b>		<b>₱1,233,484</b>	₱1,288,221	₱1,328,366

Management believes that there is no indication of impairment on the Group's leasehold rights account and that its net carrying amount can be recovered through use in operations.

## 17. Accounts Payable and Accrued Expenses

This account consists of:

	Notes	2016	2015
Accounts payable		<b>₱304,974,046</b>	₱302,564,734
Accrued expenses:			
Third parties		<b>25,560,577</b>	27,322,257
Related parties	19	<b>3,871,096</b>	686,055
Retention payable		<b>11,826,298</b>	12,607,039
Accrued interest payable		<b>7,343,245</b>	10,602,933
Contracts payable		<b>4,346,335</b>	5,326,335
Others		<b>33,249,881</b>	22,132,287
		<b>₱391,171,478</b>	₱381,241,640

The above accrued expenses significantly include accrual for contractual services, telephones expenses, rentals, labor and other recurring expenses incurred by the Group from services rendered by the third parties and lease payable to related parties.

Retention payable pertains to the amount withheld by the Group from contractors' billings relative construction in progress which serves as security for the completion of the construction in acceptable condition as stipulated in the contracts. This will become due and payable on demand upon compliance and completion of the terms and conditions of the contracts.

Details of Accounts payable and accrued expenses - others are as follows:

	Note	2016	2015
Output VAT payable		<b>₱12,851,416</b>	₱8,479,321
Construction bond payable		<b>9,637,033</b>	7,562,828
Withholding tax payable		<b>3,650,234</b>	2,190,039
SSS, HDMF, PHIC premium payable		<b>2,750,531</b>	614,067
Others	38	<b>4,360,667</b>	3,286,032
		<b>₱33,249,881</b>	₱22,132,287

Others include unearned income on land lease and payable to shareholders for treasury shares (see Note 38).

## 18. Short-term and Long-term Debt

Short-term debt consists of loans obtained from the following:

	2016	2015
Financial Institutions:		
China Banking Corp. (CBC)	<b>₱390,000,000</b>	₱100,000,000
Union Bank of the Philippines (UBP)	<b>90,000,000</b>	100,000,000
Philippine Bank of Communication (PBCOM)	<b>60,229,167</b>	65,000,000
United Coconut Planters Bank (UCPB)	<b>20,000,000</b>	20,000,000
Shareholders	<b>221,700,000</b>	3,000,000
Affiliate	<b>1,000,000</b>	1,000,000
	<b>₱782,929,167</b>	₱289,000,000

- The loan from CBC pertains to a clean term loan availed by the Group amounting to ₱70 million in September 2012 with an annual interest rate of 6.0%. The loan matured in July 2013 and was renewed for another year until July 2014 with an annual interest rate of 5.5%. On October 4, 2013, the Group availed term loan amounting to ₱30 million with an annual interest rate of 5.5% which matured on July 31, 2014. In April 2014, the Group availed additional clean loan amounting to ₱5 million with an interest of 5.5% which was repaid in July 2014. In October 2014, a total of ₱100 million loans were renewed for another year until October 23, 2015 of which ₱10 million was already repaid on December 29, 2014. On January 29, 2015, the Group availed additional loan amounting to ₱10 million which bears annual interest rate of 5.5% and will mature one (1) year from the date of availment. On October 23, 2015, a total of ₱100 million loans were renewed for another year until October 23, 2016 with an annual interest rate of 5.5%. ₱10 million was repaid in 2016 and remaining balance of ₱90 million was renewed for another year maturing on October 12, 2017 with annual interest of 5.75%. The Group also availed additional loans on various dates within February to March 2016 totaling ₱300 million and will mature on February 16, 2017 with an annual interest rate of 5.75%.
- The loans from UBP pertain to the term loans availed by the Group totaling ₱100 million in January 2012 and October 2011. The loans bear annual interest rate of 5.5% and will mature one (1) year from the date of availment and were subsequently renewed annually in December 2013, 2014, 2015 and 2016 under the same term and interest rate. In December 2016, ₱10.0 million of the total outstanding balance was repaid before the renewal of the balance of ₱90.0 million for another year. The loan balance as at December 31, 2016 and 2015 is unsecured.
- A clean term loan amounting to ₱65 million was obtained by the Group on May 8, 2014 from PBCOM. The loan bears annual interest rate of 5.5% which is subject to renewal and collectible monthly in arrears and will mature on April 30, 2015. Prior to maturity on April 30, 2015, total principal payments made amounted to ₱15 million. The remaining ₱50 million loan was renewed on April 30, 2015 payable after one year from the date of availment with 5.5% interest rate. On April 16, 2015, the Group availed additional loan amounting to ₱15 million payable after one year from the date of availment which bears annual interest rate of 5.5%. Also, in April 2016, loans totaling ₱65 million were renewed for another year of which ₱19.8 million was already repaid in 2016. In July 2016, the Group availed two (2) additional loans from PBCOM totaling to ₱16.25 million. The loans consist of ₱3.75 million with annual interest rate of 5.625% maturing on January 4, 2017 of which ₱1.0 million was already repaid during 2016, and ₱12.5 million with annual interest of 5.75% maturing on January 17, 2017 with ₱0.2 million already repaid during the year.
- On March 18, 2013, the Group availed a clean term loan from UCPB amounting to ₱20 million payable after one year from the date of availment with 5.75% interest rate. The loan was subsequently renewed on March 31, 2014. Total principal payments in 2014 amounted to ₱10 million. On March 6, 2015, the ₱10 million remaining loan in 2014 was renewed for another year maturing on February 29, 2016 which bears 5.5% annual interest rate. On January 30, 2015, the Group availed additional loan amounting ₱10 million payable after one year from the date of availment with 5.5% interest rate. The outstanding loans of ₱20.0 million were subsequently renewed in 2016 under the same term and interest rate. The Group availed additional loans on June 2, 2016 and July 30, 2016 amounting to ₱6 million and ₱2 million, respectively, with 5.5% interest rate, which were subsequently paid by the Group on July 1, 2016 and October 24, 2016, respectively.



- On December 17, 2015, the Group obtained a noninterest-bearing and unsecured loan amounting to ₱3.0 million from a shareholder payable on June 14, 2016. This was subsequently paid before maturity period. The Group availed additional loans on various dates within April to July 2016 totaling ₱13.0 million of which repayments of loans in 2016 amounted to ₱5.0 million. The Group availed additional loans from other shareholders on various dates within February to December 2016 totaling ₱197.1 million with six (6) months term subject to renewal upon maturity. Also, on various dates within March to August 2016, the Group availed loans totaling ₱16.6 million with an interest rate of 5% payable after 90 days.
- In June 2015, the Group obtained a noninterest-bearing and unsecured loan amounting to ₱1.0 million from XSCCI, an affiliate, payable in June 2016. This was renewed for another year maturing on June 14, 2017. (see Note 19).

On July 15, 2015, the Group availed a loan totaling ₱6,204,579 with an interest rate of 6.5% payable after 30 days. The loan matured and was paid on August 14, 2015.

Long-term debt consists of loans obtained from the following:

	<b>2016</b>	2015
<b>Financial Institutions:</b>		
United Coconut Planters Bank (UCPB)	<b>₱379,583,364</b>	₱433,752,364
Union Bank of the Philippines (UBP)	<b>257,735,858</b>	329,583,808
Asia United Bank (AUB)	<b>218,910,325</b>	330,930,000
BPI Family Savings Bank (BPIF)	<b>144,220,027</b>	190,944,250
Bank of the Philippine Islands (BPI)	<b>45,600,000</b>	67,500,000
Development Bank of the Philippines (DBP)	<b>35,000,000</b>	-
Maybank Phils., Inc. (MPI)	<b>33,333,333</b>	53,333,333
China Banking Corp. (CBC)	<b>1,089,033</b>	301,562,539
<b>Total loans from financial institutions</b>	<b>1,115,471,940</b>	1,707,606,294
<b>Shareholders</b>	<b>66,888,208</b>	90,774,096
<b>Total long-term debt</b>	<b>1,182,360,148</b>	1,798,380,390
<b>Less current portion due within 1 year</b>	<b>378,906,559</b>	685,396,811
<b>Noncurrent portion of long-term debt</b>	<b>₱803,453,589</b>	₱1,112,983,579

- In August and December of 2011, the Group obtained ₱400.0 million loan from UCPB to refinance its outstanding term loan and finance various real estate development projects. The loan has a term which shall expire at the end of ten (10) years from initial date of drawdown and bears interest payable quarterly in arrears, based on 3-month Philippine Dealing System Treasury-Fixing rate obtaining at the time of availment, plus a spread of 2.0% inclusive of Gross Receipt Tax (GRT) or floor rate 5.25% inclusive of GRT per annum whichever is higher, subject to quarterly payment and resetting. This loan is collateralized by real estate mortgage over the real estate held for sale with a carrying value of ₱176.7 million and ₱133.9 million as at December 31, 2016 and 2015, respectively (see Note 9).

On September 22, 2015, the Group availed a loan from UCPB amounting to ₱80.1 million to pay the remaining balance of the loan from BPI with interest initially fixed at the rate of 5.50% per annum which is the prevailing market rate at the time of issuance for the first three (3) years. Succeeding rate shall be based on the present prevailing market rate and shall have a term of six (6) years until September 21, 2021. The principal shall be payable in quarterly installments amounting to ₱4.005 million to commence on December 22, 2016. On October 29, 2015, the Group availed additional loan amounting to ₱104.9 million from UCPB with interest initially fixed at the rate of 5.50% per annum with a term of six (6) years until October 29, 2021 to finance the rehabilitation of RBD and fractionation plant. The principal shall be payable in quarterly installments amounting to ₱5.245 million to commence on January 29, 2017. The loan is collateralized by the Group's land, building and machineries with a total carrying value of ₱336.5 million and ₱340.2 million as at December 31, 2016 and 2015, respectively (see Note 14).

- The loan from UBP pertains to a 7-year loan availed by the Group in 2012 amounting to ₱300 million, with 3 years grace period on principal. Principal payments of 48 equal monthly amortizations will be made starting on the end of the grace period which will start in 2015. Quarterly interest payment in arrears is made for the first 3 years, then monthly payments for the rest of the term. The loan bears annual interest rate of 5.56%. On September 23, 2015, the Group availed additional ₱75 million loan bearing 5.78% annual interest rate maturing on September 23, 2019. The loans are collateralized by the Group's real estate held for sale assets with carrying amount of ₱113.7 million and ₱101.6 million as at December 31, 2016 and 2015, respectively (see Note 9).
- On December 2, 2013, the Group availed of loan from AUB amounting to ₱85.0 million that will mature on December 1, 2017 with an interest rate of 5% per annum. This loan is collateralized by real estate mortgage on the Group's investment properties with net carrying amount of ₱0.1 million as at December 31, 2016 and 2015, respectively (see Note 13), and real estate mortgage on the property of the Group's stockholder.

In January 2014, the Group obtained additional loan from AUB amounting to ₱180.0 million that will mature in 5 years from release date. This loan bears an annual interest of 5.5%. In March 2014, two additional loans totaling ₱83.8 million were obtained by the Group from AUB. The loans consist of ₱65.0 million loans bearing an annual interest rate of 5.0% maturing in December 2017, and ₱18.8 million loans bearing an annual interest rate of 5.5% maturing in January 2019. These loans were collateralized by the Group's real estate held for sale assets with carrying amount of ₱35.8 million and ₱89.0 million as at December 31, 2016 and 2015, respectively (see Note 9).

- The loans from BPIF were obtained on various dates within 2004 to 2012 and will mature ten (10) years after loan release dates, the last of which will be in 2022. These bear interest at the rates ranging from 5.5% to 11.50% per annum. These are collateralized by real estate mortgages over the real estate held for sale of the Group with a total carrying value of ₱43.7 million and ₱98.0 million as at December 31, 2016 and 2015, respectively (see Note 9).

- The loans from BPI were obtained on various dates in 2011 and will mature five (5) years after loan release dates, the last of which being 2016. These bear interest at 3-month Philippine Dealing System Treasury-R2 plus a spread of 1.50% per annum or the applicable bank floor lending rate at the time of availment, whichever is higher, subject to monthly payment and quarterly resetting, with one time option to fix rate based on 5-year Philippine Dealing System Treasury-R2 rate, plus a spread of 1.25% per annum. The interest rate in 2016 and 2015 is at 4.75% per annum. Outstanding balance was paid by the Group upon maturity of the loan. On June 30, 2016, the Group availed additional loan amounting to ₱54.0 million payable in 39 months with a quarterly principal payment amounting to ₱4.2 million starting September 30, 2016 maturing on September 30, 2019. Interest rate is 5.23% per annum.

These are collateralized by real estate mortgages over the real estate held for sale of the Group with a total carrying value of ₱98.9 million and ₱96.0 million as at December 31, 2016 and 2015, respectively (see Note 9).

- On December 20, 2012, the Group availed a loan amounting to ₱89.0 million with interest initially fixed at the rate of 4.75% per annum which is the prevailing market rate at the time of issuance hereof repriced quarterly and payable monthly in arrears with option for rate fixing for one (1) or three (3) or five (5) years and payable monthly in arrears and shall have a term of seven (7) years until December 20, 2019. The principal is payable in quarterly installments amounting to ₱4.45 million to commence on March 20, 2015. The loan is collateralized by the Group's land and machineries with a total carrying value of ₱84 million (see Note 14). However, the loan was fully paid in 2015, ₱80.1 million of which was paid from the proceeds of loan from UCPB.
- On March 18, 2016, the Group availed a six (6)-year loan from DBP amounting to ₱35 million that will mature on March 18, 2022, with two (2) years grace period on principal. This loan bears an interest rate of 5.25% per annum (exclusive of GRT). Quarterly principal installment payments amounting to ₱2.2 million will start on June 18, 2018. This loan is collateralized by real estate mortgage with net carrying amount of ₱32.5 million (see Note 9).
- The Group availed of a ₱60.0 million loan from MPI in August 2014 with an annual interest rate of 5.5% subject to quarterly repricing and payable monthly in arrears that will mature in August 2018. This loan is collateralized by the Group's investment properties in Binangonan, Rizal with carrying amount of ₱21.2 million as at December 31, 2016 and 2015 (see Note 14).
- The Group availed several clean loans from CBC on various dates within February to July 2011 and will mature five (5) years after loan release dates. These loans bear interest rate of 7.33% per annum. Loan payment in 2016 amounted to ₱300.0 million.

The Group obtained another loans from CBC which include a 3-year loan with 8.08% annual interest rate amounting to ₱0.9 million availed in July 2015 and a 4-year with 10% annual interest rate amounting to ₱0.8 million availed in August 2015 for car loan plans for its officers. The loans are payable monthly in arrears.

- The loans from shareholders represent a 10-year noninterest-bearing loan with a total principal amount of ₱129.3 million availed on various dates from October to November 2012. The loans are repayable in lump sum on or before maturity. The Group recognized discount on loans payable amounting to ₱52.9 million in the Consolidated Statements of income in 2012. In September 2014, the Group availed of another 10-year noninterest-bearing loan from the shareholders amounting to ₱60.0 million. In 2015, the Group availed from shareholders additional noninterest-bearing loans totaling ₱62.0 million with 5 and 10-year term. A total of ₱3.6 million and ₱16.7 million was recognized as discount on loans payable in the Consolidated Statements of income in 2016 and 2015, respectively. Amortization of discount on loans recognized amounted to ₱23.8 million in 2016, ₱26.4 million in 2015 and ₱13.5 million in 2014. A total of ₱12.0 million loans payable was derecognized in 2015 in view of the deconsolidation of a subsidiary.

The following table presents the contractual maturity of short-term and long-term debt as at December 31, 2016 and 2015:

	2016	2015
Due within 1 year	<b>₱1,161,835,726</b>	₱974,396,811
Due beyond 1 year, not later than 5 years	<b>770,139,480</b>	1,017,826,614
Due beyond 5 years	<b>33,314,109</b>	95,156,965
	<b>₱1,965,289,315</b>	₱2,087,380,390

The finance costs relative to the foregoing loans were presented as part of the following accounts:

	2016	2015
Finance costs under profit or loss	<b>₱102,196,839</b>	₱109,408,927
Real estate held for sale	<b>26,750,000</b>	26,750,000
Construction in progress	-	2,158,921
	<b>₱128,946,839</b>	₱138,317,848

## 19. Related Party Transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party making financial and operating decisions. Such relationship also exists between and/or among entities, which are under common control with the reporting enterprise, or between and/or among the reporting entities and key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of relationship and not merely the legal form. For financial statements disclosure purposes, an affiliate is an entity under common control of the Parent Company's stockholders.

The Group enters into transactions with related parties. Outstanding balances at year-end are unsecured and noninterest-bearing and are settled based on agreed upon terms. The following are the related party transactions.

- Noninterest-bearing loans received from shareholders

The Group received noninterest-bearing loans from shareholders (see Note 18).

- Deposits for future stock subscription in an associate (included in Investment and deposits)

The Group made deposits for future subscription to an associate which amounted to ₱165,452,221 as at December 31, 2014 and subsequently applied to capital stock in full in 2015.

c. Advances made to an associate

The Group made unsecured and noninterest-bearing advances to PEI, an associate, amounting to ₱29,721,000 and ₱24,721,000 as at December 31, 2016 and 2015, respectively.

d. Lease of Group's office space from affiliates

	Notes	2016	2015
Rent expense charged to profit or loss	25	<b>₱3,939,315</b>	₱3,599,854
Rent expense capitalized to REHS	9	<b>261,469</b>	299,954
<b>Total rent expense</b>		<b>₱4,200,784</b>	<b>₱3,899,808</b>
<b>Outstanding balances</b>	17	<b>₱3,871,096</b>	<b>₱686,055</b>

e. Loan availed from an affiliate

In June 2015, the Parent Company availed of ₱1.0 million noninterest-bearing loan from Xavier Sports and Country Club, Inc. (XSCCI) payable within one year from date of availment. This was renewed for another year maturing on June 14, 2017 (see Note 18).

f. Treasury shares (see Note 38)

The summary of the above related party transactions follows:

Category	Amount/Volume	2016		
		Outstanding balance – Terms and Conditions/ Asset (Liability) Settlement Guaranty/Provision		
<b>Shareholders</b>				
a. Loans received from shareholders (see Note 18)				
• Loans received	(₱221,700,000)	(₱288,588,208)	Noninterest-bearing and repayable in lump sum in cash on or before maturity after 10 years from 2012	Unsecured; no significant warranties and covenants
• Payments made	47,152,453			
• Amortization of discount	(23,831,101)			
• Discount on loans received	3,564,536			
b. Treasury shares (see Notes 17 and 38)	(1,014)	(1,014)	Payable in cash on demand	Unsecured; no significant warranties and covenants

(Forward)

(Carryforward)

<b>2016</b>				
Category	Amount/Volume	Outstanding balance – Asset (Liability)	Terms and Conditions/ Settlement	Guaranty/Provision
<u>Associate</u>				
c. Advances				
• Advances made	₱5,000,000	₱29,721,000	Noninterest-bearing; payable in cash on demand	Unsecured; no significant warranties and covenants; no impairment
<u>Affiliate</u>				
d. Lease of office space from an affiliates (see Notes 17 and 27)				
• Rent expense	(4,200,785)	(3,871,096)	Noninterest-bearing; one year subject to annual review and renewable upon mutual agreement of parties; payable in cash every 15 <sup>th</sup> of the month without necessity of demand	No guarantees
e. Loan availed		(1,000,000)	Noninterest-bearing and repayable in cash within 1 year from date of availment; subsequently renewed for another year in 2016	Unsecured; no significant warranties and covenants

2015

Category	Amount/Volume	Outstanding balance – Terms and Conditions/		
		Asset (Liability)	Settlement	Guaranty/Provision
<u>Shareholders</u>				
a. Loans received from shareholders (see Note 18)	(₱65,000,000)	(₱93,774,096)	Noninterest-bearing and repayable in lump sum in cash on or before maturity after 10 years from 2012	Unsecured; no significant warranties and covenants
• Loans received				
• Discount on loans received	16,718,115 70,885,110			
• Payments made				
• Amortization of discount	(26,371,047)			
• Adjustment due to deconsolidation of subsidiary	12,014,553			
<u>Associate</u>				
b. Investments and deposits			To be applied to equity call	No significant warranties or covenants
• Applied to subscription payable	(165,452,221)			
c. Advances				
• Advances made	₱24,721,000	₱24,721,000	Noninterest-bearing; payable in cash on demand	Unsecured; no significant warranties and covenants; no impairment
<u>Affiliate</u>				
d. Lease of office space from an affiliates (Notes 17 and 27)				No guarantees
• Rent expense	(3,899,808)	(686,055)	Noninterest-bearing; One year subject to annual review and renewable upon mutual agreement of parties; payable in cash every 15 <sup>th</sup> of the month without necessity of demand	
e. Loan granted				
• Payments received	(347,316)		Noninterest-bearing and repayable in cash within 1 year from date of availment	Unsecured; no significant warranties and covenants; no impairment
f. Loan availed				
• Loan received	(1,000,000)	(1,000,000)	Noninterest-bearing and repayable in cash within 1 year from date of availment	Unsecured; no significant warranties and covenants

Below are the account balances as at December 31, 2016 and 2015 on the separate financial statements of the companies within the Group which were eliminated upon consolidation:

• Receivables/Payables

	<b>2016</b>			
	Receivables			
	ABCI-Parent	ABERDI	MCPI	Total
<b>Payables:</b>				
ABCI-Parent	₱-	₱8,658,568	₱-	₱8,658,568
ABBWCI	10,613,343	-	-	10,613,343
PTCHC	12,124	-	6,839,244	6,851,368
NC	700,000	1,263,044	-	1,963,044
SHDC	207,343	-	-	207,343
BAC	-	611,534	-	611,534
<b>Total</b>	<b>₱11,532,810</b>	<b>₱10,533,146</b>	<b>₱6,839,244</b>	<b>₱28,905,200</b>

	<b>2015</b>			
	Receivables			
	ABCI-Parent	ABERDI	MCPI	Total
<b>Payables:</b>				
ABBWCI	₱7,971,853	₱-	₱-	₱7,971,853
PTCHC	21,094	-	6,508,784	6,529,878
ABERDI	1,535,235	-	-	1,535,235
NC	-	874,419	-	874,419
SHDC	167,941	403,938	-	571,879
BAC	-	423,095	-	423,095
<b>Total</b>	<b>₱9,696,123</b>	<b>₱1,701,452</b>	<b>₱6,508,784</b>	<b>₱17,906,359</b>

• Deposits for future stock subscription

	<b>2016</b>		
	Deposits from		
	ABCI-Parent Company	ABERDI	Total
<b>Deposits to:</b>			
PTCHC	₱818,444,221	₱-	₱818,444,221
ABERDI	430,073,584	-	430,073,584
HLPC	16,218,820	-	16,218,820
SHDC	9,600,000	-	9,600,000
NC	-	247,165,103	247,165,103
<b>Total</b>	<b>₱1,274,336,625</b>	<b>₱247,165,103</b>	<b>₱1,521,501,728</b>

	<b>2015</b>		
	Deposits from		
	ABCI-Parent Company	ABERDI	Total
<b>Deposits to:</b>			
PTCHC	₱818,305,221	₱-	₱818,305,221
ABERDI	390,203,228	-	390,203,228
HLPC	10,355,922	-	10,355,922
SHDC	9,600,000	-	9,600,000
NC	-	247,085,103	247,085,103
<b>Total</b>	<b>₱1,228,464,371</b>	<b>₱247,085,103</b>	<b>₱1,475,549,474</b>



The compensation of key management personnel by benefit type follows:

	2016	2015
Salaries and wages	₱25,041,056	₱43,761,687
Short-term employee benefits	3,543,650	9,345,652
Post-employment benefits	325,423	4,259,125
	<b>₱28,910,129</b>	<b>₱57,366,464</b>

The Group has no transactions with its retirement fund involving loans (neither as creditor nor debtor), investments (neither as investor nor investee), lease on services and guarantee or surety made or received. The following information is shown in Note 26.

- a. carrying value and fair value of fund,
- b. amount of contributions to the fund,
- c. description and composition of the fund, and
- d. Trustee of the fund.

There are no other related party transactions.

## 20. Capital Stock

The details of the number of shares of authorized and subscribed capital stock follow:

	Note	2016	2015	2014
Authorized	1	2,000,000,000	2,000,000,000	2,000,000,000
Subscribed and issued	1	1,732,866,536*	1,732,865,522	1,732,865,522
Treasury shares	38	(1,014)	-	-

\*Includes fractional shares from the 2013 stock dividend totaling 1,014 shares

The movement of the number of authorized and subscribed and issued capital stock follows:

	Note	Share Capital		
		Authorized	Subscribed and issued	Treasury shares
Balance as at December 31, 2012		1,620,000,000	1,386,293,229	-
Increase in authorized capital stock in 2013		380,000,000	-	-
Stock dividend declared and issued in 2013		-	346,572,293	-
Issuance of fractional shares in 2016	38	-	1,014	-
Treasury shares in 2016	38	-	-	(1,014)
Balance as at December 31, 2013, 2014, 2015 and 2016		2,000,000,000	1,732,866,536	(1,014)

There is no movement in the number of authorized capital stock in 2016 and 2015.

Additional paid-in-capital amounted to ₱586,198,947 as at December 31, 2016 and 2015.

The Securities and Exchange Commission (SEC) issued the following orders related to the Group's registration of its securities: SEC-BED Order No. 1179 issued on December 17, 1993 amounting to ₱200.0 million; SEC-BED Order No. 847 issued on August 15, 1994 amounting to ₱230.0 million and SEC-CFD Order No. 64 issued on March 12, 1996 totaling ₱530.0 million. Common shares are the only equity securities registered and issued by the Group.

There are 2,115 and 2,121 stockholders as at December 31, 2016 and 2015, respectively, in the records of the transfer agent, Professional Stock Transfer, Inc. (PSTI).

The share price closed at ₱1.04 on December 29, 2016 and ₱0.75 on December 29, 2015.

## 21. Sales

This account consists of:

	Note	2016	2015	2014
Real estate		<b>₱352,538,122</b>	₱454,224,678	₱430,271,389
Palm olein		<b>46,419,778</b>	24,431,260	-
Crude palm oil (CPO)		<b>30,543,794</b>	98,604,592	154,290,000
Water service		<b>17,791,359</b>	16,066,623	13,477,155
Palm stearin		<b>15,016,432</b>	7,556,214	-
Refined bleached deodorized oil		<b>7,423,545</b>	-	-
Aggregates		<b>4,851,339</b>	7,039,915	9,651,974
Kernel nuts		<b>3,891,554</b>	5,535,203	5,606,538
Palm acid oil		<b>2,739,244</b>	3,712,363	3,318,556
Palm fatty acid distillate (PFAD)		<b>2,462,911</b>	3,594,263	728,260
Crops and palm seedlings		<b>391,331</b>	586,712	4,027,048
Hotel operations	2	-	-	8,174,383
Feed oil		-	-	4,720,763
Fertilizer		-	-	39,950
		<b>₱484,069,409</b>	₱621,351,823	₱634,306,016

Sales of crops include sales of cassava.

The sales revenue from the hotel operations in 2014 was previously reported under BRC, a former subsidiary sold in January 2015.

Deposits from customers representing cash received from buyers when conditions for recording sales are not met amounted to ₱41,328,215, ₱42,230,985 and ₱48,737,809 as at December 31, 2016, 2015 and 2014, respectively. Reservation fees are forfeited when customers cancelled their reservation. Income from forfeited accounts amounted to ₱7,040,884 in 2016, ₱3,043,441 in 2015 and ₱6,819,012 in 2014 (see Note 23).

## 22. Financial Income

This account consists of:

	Notes	2016	2015	2014
Interest from:				
Sales of real estate	7	<b>₱10,457,160</b>	₱14,571,176	₱17,756,941
Notes receivable	7, 8	<b>31,440</b>	110,985	229,462
Cash in banks and cash equivalents	6	<b>14,710</b>	64,506	245,492
Amortization of discount on notes receivable	8	-	-	367,172
		<b>₱10,503,310</b>	₱14,746,667	₱18,599,067

### 23. Other Income

This account consists of:

	Note	2016	2015	2014
Income from forfeited accounts	21	<b>₱7,040,884</b>	₱3,043,441	₱6,819,012
Surcharge income		<b>1,584,085</b>	2,145,639	3,097,271
Others		<b>3,208,783</b>	17,375,757	15,874,446
		<b>₱11,833,752</b>	₱22,564,837	₱25,790,729

Other income significantly includes revenue from providing services to foreign entity, income from sale of scrap oil and diesel, rental of pay loader and trucking services, lot staking and driving range fees.

### 24. Cost of Sales and Services

This account consists of:

	Notes	2016	2015	2014
Real estate		<b>₱168,539,126</b>	₱253,944,632	₱214,935,085
Palm olein		<b>32,099,917</b>	16,868,326	-
Crude palm oil		<b>23,585,499</b>	68,791,946	115,720,963
Palm stearin		<b>14,080,595</b>	4,949,219	-
Crop and palm seedlings		<b>8,949,690</b>	4,968,850	5,421,045
Water services		<b>7,417,594</b>	5,667,789	4,914,119
Aggregates		<b>5,430,799</b>	6,150,588	3,887,817
Kernel nuts and fertilizers		<b>3,488,973</b>	4,436,347	3,609,816
Hotel operations	2, 21	-	-	14,314,656
Other direct costs		<b>928,290</b>	41,000	2,259,740
		<b>₱264,520,483</b>	₱365,818,697	₱365,063,241

Cost of sales and services includes depreciation charges and other direct costs (e.g. repairs and maintenance, salaries and wages) related to the Group's property and equipment which were included as part of cost of real estate sold and hotel operations. This also includes amortization charges of bearer plants and leasehold rights which were included as part of cost of sales of crude palm oil.

## 25. General and Administrative and Marketing Expenses

### a. General and Administrative Expenses

This account consists of:

	Notes	2016	2015	2014
Personnel costs	19	<b>₱48,447,350</b>	₱68,120,787	₱56,860,498
Taxes and licenses		<b>20,256,885</b>	23,632,059	19,782,102
Depreciation and amortization	13, 14	<b>12,226,093</b>	16,509,426	26,369,481
Utilities and supplies		<b>7,091,852</b>	7,225,509	8,666,516
Rental	19, 27	<b>5,720,805</b>	6,714,207	2,154,230
Repairs and maintenance		<b>5,044,302</b>	6,242,019	7,124,548
Retirement benefits	26	<b>4,691,139</b>	4,458,824	3,602,483
Entertainment, amusement and recreation		<b>989,410</b>	475,855	1,591,208
Provision for doubtful accounts	7	-	-	769,679
Others		<b>40,808,518</b>	46,059,868	46,760,498
		<b>₱145,276,354</b>	₱179,438,554	₱173,681,243

Personnel costs include salaries and wages, short-term employee benefits and SSS, PHIC and HDMF contributions.

Depreciation and amortization are derived from:

	Notes	2016	2015	2014
Property and equipment	14	<b>₱10,082,784</b>	₱13,947,455	₱23,807,511
Investment properties	13	<b>2,143,309</b>	2,561,971	2,561,970
		<b>₱12,226,093</b>	₱16,509,426	₱26,369,481

Significant components of other operating expenses follow:

	2016	2015	2014
Security and janitorial services	<b>₱11,388,296</b>	₱14,356,837	₱14,656,836
Professional fees	<b>6,460,279</b>	8,384,902	7,954,939
Transportation and travel	<b>5,792,897</b>	5,385,320	7,444,491
Subscription and dues	<b>1,954,960</b>	634,099	596,379
Board meetings	<b>1,152,846</b>	942,807	941,109
Directors' fees	<b>1,119,821</b>	1,413,882	1,216,882
Insurance	<b>878,792</b>	820,735	1,151,934
Trainings and seminars	<b>240,865</b>	677,196	590,374
Bank charges	<b>153,309</b>	54,786	555,854
Litigation fees	<b>114,990</b>	342,461	777,122
Miscellaneous	<b>11,551,463</b>	13,046,843	10,874,578
	<b>₱40,808,518</b>	₱46,059,868	₱46,760,498

Miscellaneous expense includes supervision, regulation, notarization, listing and other fees.

### b. Marketing Expenses

Marketing expenses significantly include commission on real estate sales and advertising expenses incurred by the Group.

## 26. Retirement Benefits Costs

The Group has a funded non-contributory retirement plan covering all regular and full time employees effective July 1, 2002 (anniversary date was amended to take effect every January 1, retroactive 2003).

Actuarial valuations are made with sufficient regularity at least every one or two years. The last actuarial valuation dated March 1, 2017 was made for the retirement liability and expense as at and for the year ended December 31, 2016.

### Regulatory Framework in which the Retirement Plan Operates

In accordance with the provisions of the Bureau of Internal Revenue (BIR) RR No. 1-68, it is required that a formal Retirement Plan be Trusteed; that there must be no discrimination in benefits; that forfeitures shall be retained in the Retirement Fund and be used as soon as possible to reduce future contributions; and that no part of the corpus or income of the Retirement Fund shall be used for, or diverted to, any purpose other than for the exclusive benefit of the Plan members.

### Responsibilities of Trustee

The Group's plan assets are maintained by a trustee bank. The Retirement Plan Trustee, as appointed by the Group in the Trust Agreement executed between the Group and the duly appointed Retirement Plan Trustee, is responsible for the general administration of the Retirement Plan and the management of the Retirement Fund.

The Retirement Plan Trustee may seek the advice of counsel and appoint an investment manager or managers to manage the Retirement Fund, an independent accountant to audit the Fund, and an actuary to value the Retirement Fund.

### Unusual or Significant Risks to which the Retirement Plan Exposes the Group

There are no unusual significant risks to which the plan exposes the Group. However, in the event a benefit claim arises under the Retirement Plan and the Retirement Fund is not sufficient to pay the benefit, the unfunded portion of the claim shall immediately be due and payable from the Group to the Retirement Fund.

### Plan Amendments, Curtailments, or Settlements

There were no plan amendments or curtailments recognized for the years ended December 31, 2016, 2015 and 2014.

The principal actuarial assumptions used to determine retirement benefits were as follows:

	2016	2015
Discount rate, beginning of year	5.17%	4.73%
Discount rate, end of year	5.38%	5.17%
Salary increase rate, beginning and end of year	5.00%	5.00%

The net retirement liability recognized in the Consolidated Statements of financial position as at December 31, 2016 and 2015 was determined as follows:

	2016	2015
Present value of defined benefit obligations	₱30,505,698	₱43,604,338
Less fair value of plan assets	7,413,375	11,046,552
	<b>₱23,092,323</b>	<b>₱32,557,786</b>

The carrying amount of the plan assets approximates the fair value of plan assets which is allocated as at December 31, 2016 and 2015 as follows:

	<b>2016</b>	2015
Cash and cash equivalents	<b>58.79%</b>	60.87%
Equity instruments	<b>42.76%</b>	24.70%
Debt instruments-government bonds	<b>0.70%</b>	14.53%
Others (market gains (losses), accrued receivables, etc.)	<b>(2.25%)</b>	(0.10%)
	<b>100%</b>	100%

The rollforward of present value of defined benefit obligation follows:

	<b>2016</b>	2015
Balance at beginning of year	<b>₱43,604,338</b>	₱42,255,343
Benefits paid	<b>(3,706,627)</b>	(3,107,725)
Current service cost	<b>2,758,211</b>	3,185,855
Interest cost	<b>2,369,736</b>	1,893,839
Benefits paid by the Group	<b>(215,652)</b>	-
Remeasurement loss (gain) on:		
Experience	<b>(13,408,403)</b>	848,918
Demographic assumptions	<b>(567,857)</b>	(434,659)
Change in financial position	<b>(328,048)</b>	(179,158)
Derecognition due to deconsolidation of a subsidiary	-	(858,075)
Balance at end of year	<b>₱30,505,698</b>	₱43,604,338

The rollforward of fair value of plan assets follows:

	<b>2016</b>	2015
Balance at beginning of year	<b>₱11,046,552</b>	₱15,668,362
Benefits paid	<b>(3,706,627)</b>	(3,107,725)
Remeasurement loss on plan assets	<b>(492,675)</b>	(1,430,863)
Interest income	<b>436,808</b>	620,870
Contributions	<b>129,317</b>	-
Adjustment due to deconsolidation of a subsidiary	-	(704,092)
Balance at end of year	<b>₱7,413,375</b>	₱11,046,552

The retirement benefits expense recognized in the Consolidated Statements of income included in personnel costs under General and administrative expenses in Note 25 was determined as follows:

	Note	<b>2016</b>	2015	2014
Current service cost		<b>₱2,758,211</b>	₱3,185,855	₱2,577,412
Interest cost		<b>2,369,736</b>	1,893,839	1,821,325
Interest income		<b>(436,808)</b>	(620,870)	(796,254)
Total retirement benefits expense	25	<b>₱ 4,691,139</b>	₱4,458,824	₱3,602,483

The movement of the net retirement liability recognized in the Consolidated Statements of financial position follows:

	2016	2015
Retirement liability at beginning of year	<b>₱32,557,786</b>	₱26,586,981
Remeasurement loss (gain) – OCIL on:		
Defined benefit obligation (DBO)	<b>(14,304,308)</b>	235,101
Plan assets	<b>492,675</b>	1,430,863
Retirement benefits expense – profit or loss	<b>4,691,139</b>	4,458,824
Benefits paid by the Group	<b>(215,652)</b>	–
Actual contributions	<b>(129,317)</b>	–
Derecognition due to deconsolidation of a subsidiary	–	(153,983)
<b>Net retirement liability at end of year</b>	<b>₱23,092,323</b>	<b>₱32,557,786</b>

The movements of net remeasurement gain (loss) recognized in “Other Comprehensive Income (Loss)” (OCIL) follow:

	2016	2015	2014
Balance at beginning of year – net	<b>(₱23,298,404)</b>	(₱22,624,441)	(₱27,282,459)
Derecognition due to deconsolidation of a subsidiary	–	503,756	–
	<b>(23,298,404)</b>	(22,120,685)	(27,282,459)
Actuarial gain (loss):			
Experience	<b>13,408,403</b>	(848,918)	(5,392,118)
Demographic assumptions	<b>567,857</b>	434,659	306,885
Changes in financial assumptions	<b>328,048</b>	179,158	(162,956)
Remeasurement gain (loss) – fair value of plan assets arising from financial assumptions	<b>(492,675)</b>	(1,430,863)	673,603
Remeasurement gain (loss)	<b>13,811,633</b>	(1,665,964)	(4,574,586)
Deferred income tax	<b>(4,142,628)</b>	488,245	9,232,604
Remeasurement gain (loss) – net of deferred tax	<b>9,669,005</b>	(1,177,719)	4,658,018
<b>Balance at end of year – net</b>	<b>(₱13,629,399)</b>	<b>(₱23,298,404)</b>	<b>(₱22,624,441)</b>

Expected future benefit payments of the Group is shown below:

Year	2016	2015
Within one year	<b>₱13,897,731</b>	₱27,088,798
Within 2 to 5 years	<b>8,227,793</b>	1,709,826
Beyond 5 years	<b>13,443,343</b>	5,662,087

Sensitivity analysis on the retirement benefit obligation follows:

	2016	
	Percentage increase (decrease)	Effect on DBO
100 bps increase in discount rate	4.40%	₱874,210
100 bps decrease in discount rate	(4.00%)	(722,869)
100 bps increase in salary increase rate	4.20%	1,385,001
100 bps decrease in salary increase rate	(3.90%)	(1,267,902)
Increase in DBO, no attrition rates	10.90%	3,933,938

	2015	
	Percentage increase (decrease)	Effect on DBO
100 bps increase in discount rate	0.6%	₱88,107
100 bps decrease in discount rate	(0.5%)	(30,277)
100 bps increase in salary increase rate	0.5%	352,299
100 bps decrease in salary increase rate	(0.4%)	(307,684)
Increase in DBO, no attrition rates	12.90%	6,280,429

Asset-liability matching strategies to manage risks

The Retirement Plan Trustee has no specific matching strategy between the plan assets and the plan liabilities.

Funding arrangements

The Group is not required to pre-fund the future defined benefits payable under the Retirement Plan before they become due. For this reason, the amount and timing of contributions to the Retirement Fund are at the Group's discretion. However, in the event a benefit claim arises and the Retirement Fund is insufficient to pay the claim, the shortfall will then become due and payable by the Group to the Retirement Fund.

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**27. Lease Agreement**

The Group as a Lessor

The Group leased its various properties under operating lease with various lessees. The term of the lease agreements is for three (3) to ten (10) years and is renewable upon mutual agreement of both parties. On November 30, 2016, the lease contract with one of the lessees was terminated due to the disposal of the rented investment property. The lease agreements that are existing as at December 31, 2016 and 2015 will expire in various dates in 2017. The agreements provide that the lessees shall pay for all major and minor repairs, business taxes, and charges for water, light, telephone and other utilities expense.

Estimated future minimum rental receipts follow:

	2016	2015
Due within one year	<b>₱516,114</b>	₱10,899,541
Due beyond one year, not later than five years	-	51,833,166
Due beyond five years	-	62,724,015
	<b>₱516,114</b>	<b>₱125,456,722</b>

Rental income from non-related parties under these operating leases amounted to ₱5,058,462 in 2016, ₱14,048,602 in 2015 and ₱8,181,575 in 2014 (see Note 13).

The Group as a Lessee

The Group entered into operating lease agreements with related and non-related parties for its warehouse and offices in Cagayan de Oro City and Metro Manila. The term of the lease agreements are for one to three years and is renewable upon the agreement of both parties.

Breakdown of rental expense recognized under General and administrative expenses in the Consolidated Statements of income is as follows:

	Notes	2016	2015	2014
Related parties	19	<b>₱3,939,315</b>	₱3,599,854	₱478,337
Nonrelated parties		<b>1,781,490</b>	3,114,353	1,675,893
	25	<b>₱5,720,805</b>	₱6,714,207	₱2,154,230



Rent expense capitalized to Real estate held for sale account amounted to ₱261,469 in 2016, ₱299,954 in 2015 and ₱255,137 in 2014 (see Notes 9 and 19).

Estimated future minimum rental payments are as follows:

	2016	2015
Due within one year	₱4,130,356	₱4,720,947
Due beyond one year, not later than five years	765,934	3,716,841
	<b>₱4,896,290</b>	<b>₱8,437,788</b>

There are no other significant restrictions imposed by lease agreements such as those concerning dividends, additional debt and further leasing.

## 28. Income Taxes

- a. The current income tax expense is composed of MCIT and regular corporate income tax (RCIT). Components of current income tax reported in the Consolidated Statements of income follows:

	2016	2015	2014
RCIT	₱32,452,535	₱12,429,241	₱10,962,491
MCIT	556,831	1,090,692	1,222,769
	<b>₱33,009,366</b>	<b>₱13,519,933</b>	<b>₱12,185,260</b>

- b. The components of deferred tax accounts represent the future tax consequence of the following:

	2016	2015
Deferred tax assets		
Income tax effects of:		
NOLCO	₱8,875,273	₱12,170,631
Retirement liability and unamortized past service cost	8,031,822	11,248,183
Allowance for doubtful accounts	135,968	135,968
Allowance for impairment losses on investment properties	-	6,260,841
Others	7,972,676	8,210,992
MCIT	2,676,352	2,555,595
	<b>₱27,692,091</b>	<b>₱40,582,210</b>
	2016	2015
Deferred tax liabilities		
Income tax effects of:		
Deferred income on sale of real estate	₱75,281,844	₱80,776,419
Deferred rental income	95,990	1,644,894
Unrealized foreign exchange gain	2,321	4,104
	<b>₱75,380,155</b>	<b>₱82,425,417</b>

The Group did not recognize the deferred income tax asset on NOLCO amounting to ₱13.1 million as at December 31, 2016 since management believes that this could not be utilized prior to its expiration. NOLCO amounting to ₱29.6 million as at December 31, 2016, can be carried forward and claimed as deduction against regular taxable income for the next three (3) years. The details of NOLCO are shown below:

Date Incurred	Amount	Expired/Applied	Balance	Tax effect	Expiry Date
December 31, 2013	₱39,525,752	(₱39,525,752)	₱-	₱-	December 31, 2016
December 31, 2014	3,978,145	-	3,978,145	1,193,444	December 31, 2017
December 31, 2015	4,719,922	-	4,719,922	1,415,977	December 31, 2018
December 31, 2016	33,958,898	-	33,958,898	10,187,669	December 31, 2019
	<b>₱82,182,717</b>	<b>(₱39,525,752)</b>	<b>₱42,656,965</b>	<b>₱12,797,090</b>	

The carry forward benefits of the following MCIT can be claimed as deduction from regular corporate income tax for the next three (3) years as follows:

Date Incurred	Amount	Expired/Applied	Balance	Expiry Date
December 31, 2013	₱242,134	(₱242,134)	₱-	December 31, 2016
December 31, 2014	1,222,769	(132,260)	1,090,509	December 31, 2017
December 31, 2015	1,090,692	(61,680)	1,029,012	December 31, 2018
December 31, 2016	556,831	-	556,831	December 31, 2019
	<b>₱3,112,426</b>	<b>(₱436,074)</b>	<b>₱2,676,352</b>	

- c. The reconciliation between the income tax expense computed at the statutory tax rate and the income tax expense (benefit) shown in the Consolidated Statements of income follows:

	2016	2015	2014
Income tax expense computed at statutory tax rate	<b>(₱12,628,597)</b>	₱9,687,976	₱8,429,635
Income tax effects of:			
Equity in net loss (profit) of associates	<b>25,688,086</b>	(2,261,938)	8,983,042
Write-off of expired NOLCO and other deferred tax assets	<b>11,483,341</b>	10,270,217	15,580,431
Amortization of discount on long-term debt	<b>7,257,462</b>	8,005,410	4,131,608
Change in unrecognized deferred tax assets	<b>2,078,676</b>	1,247,606	2,568,701
Nondeductible expenses	<b>1,891,000</b>	711,231	738,141
Discount on long-term debt	<b>(1,069,361)</b>	(5,015,435)	(7,542,763)
Amortization of discount on notes receivable	<b>(108,132)</b>	(94,142)	(110,151)
Interest income subject to final tax	<b>(4,413)</b>	(19,301)	(73,541)
Dividend income	<b>(1,245)</b>	(3,861)	(2,505)
Gain on disposal of net assets of deconsolidated subsidiaries	-	(31,381)	-
Gain on sale of AFS - net	-	-	(7,602,372)
Capital gains tax paid	-	-	25,800
Applied and expired MCIT	<b>124,777</b>	233,778	247,442
	<b>₱34,711,594</b>	₱22,730,160	₱25,373,468

- d. RA No. 9504 that was enacted in 2008 amended various provisions in the existing 1997 National Internal Revenue Code. Among the forms introduced by the said RA was the option granted to corporations to avail of the optional standard deduction at 40% of gross income in lieu of the itemized deduction scheme.

The Group opted for the itemized deduction scheme for its income tax reporting in 2016, 2015 and 2014.

## 29. Earnings (Loss) per Share (EPS)

Basic EPS is computed as follows:

	2016	2015	2014
Net profit (loss) attributable to equity holders of Parent Company	<b>(₱76,963,204)</b>	₱10,025,368	₱2,282,423
Divided by weighted average number of shares outstanding	<b>1,732,866,029</b>	1,732,865,522	1,732,865,522
Basic earnings (loss) per share	<b>(₱0.044414)</b>	₱0.005785	₱0.00132

The Group has no dilutive potential shares as at December 31, 2016, 2015 and 2014 (see Note 20).

## 30. Financial Instruments

Set out below is a comparison by category of carrying values and estimated fair values of Group's financial instruments as at December 31, 2016 and 2015:

	Notes	2016				
		Carrying value	Fair value	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>						
Cash on hand and in banks	6	₱48,831,511	₱48,831,511	₱-	₱48,831,511	₱-
Receivables*	7	446,189,944	446,189,944	-	446,189,944	-
Due from a related party	19	29,721,000	29,721,000	-	29,721,000	-
Refundable deposits	5	17,933,821	17,933,821	-	17,933,821	-
AFS Investments	11	1,262,397,297	1,262,397,297	1,134,537,278	-	127,860,019
		<b>₱1,805,073,573</b>	<b>₱1,805,073,573</b>	<b>₱1,134,537,278</b>	<b>₱542,676,276</b>	<b>₱127,860,019</b>
<b>Financial liabilities:</b>						
Accounts payable and accrued expenses**	17	₱367,559,643	₱367,559,643	₱-	₱367,559,643	₱-
Short-term debt	18	782,929,167	782,929,167	-	782,929,167	-
Long-term debt	18	1,182,360,148	1,182,360,148	-	1,182,360,148	-
Subscriptions payable	11	70,025,817	70,025,817	-	70,025,817	-
		<b>₱2,402,874,775</b>	<b>₱2,402,874,775</b>	<b>₱-</b>	<b>₱2,402,874,775</b>	<b>₱-</b>

2015						
	Notes	Carrying value	Fair value	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>						
Cash on hand and in banks	6	₱43,920,481	₱43,920,481	₱-	₱43,920,481	₱-
Receivables*	7	533,964,983	533,964,983	-	533,964,983	-
Due from a related party	19	24,721,000	24,721,000	-	24,721,000	-
Refundable deposits	5	11,052,656	11,052,656	-	11,052,656	-
AFS investments	11	988,939,404	988,939,404	824,275,828	-	164,633,576
		<b>₱1,602,598,524</b>	<b>₱1,602,598,524</b>	<b>₱824,275,828</b>	<b>₱613,659,120</b>	<b>₱164,633,576</b>
<b>Financial liabilities:</b>						
Accounts payable and accrued expenses**	17	₱369,958,213	₱369,958,213	₱-	₱369,958,213	₱-
Short-term debt	18	289,000,000	289,000,000	-	289,000,000	-
Long-term debt	18	1,798,380,390	1,798,380,390	-	1,798,380,390	-
Subscriptions payable	11	70,025,817	70,025,817	-	70,025,817	-
		<b>₱2,527,364,420</b>	<b>₱2,527,364,420</b>	<b>₱-</b>	<b>₱2,527,364,420</b>	<b>₱-</b>

\* Excluding nonfinancial assets amounting to ₱4,350,518 and ₱11,896,363 as at December 31, 2016 and 2015, respectively.

\*\* Excluding nonfinancial liabilities amounting to ₱23,611,835 and ₱11,283,427 as at December 31, 2016 and 2015, respectively.

#### Methods and Assumptions Used to Estimate Fair Value

The carrying value of cash on hand and in banks, receivables, due from a related party, accounts payable and accrued expenses, and short-term bank debts approximates their fair value due to the short-term nature of the transactions.

AFS investments in listed companies included in level 1 are valued based on published prices. AFS investments in golf, sports and country clubs and non-listed companies, which are not traded in active market, are included in Level 3. The fair value of financial assets and liabilities included in Level 2 which are not traded in an active market are determined based on the expected cash flows of the underlying asset and liability based on the instrument where the significant inputs required to determine the fair value of such instrument are directly or indirectly observable.

The Group has no financial instruments that are carried at FVPL.

### **31. Financial Risk Management Objectives and Policies**

The Group is exposed to a variety of financial risks, which resulted from its operating, investing and financing activities. The Group's principal financial instruments comprise of cash on hand and in banks, receivables, investments in equity securities, and short and long-term debt. The main purpose of investing these financial instruments (assets) is to maximize interest yield and for capital appreciation. The main purpose of bank loans is to finance the Group's operations. The Group has various other financial assets and liabilities such as contract and trade receivables, due from a related party, refundable deposits, trade payables and accrued liabilities, which arise directly from operations. The Group's policies and guidelines cover credit risk, liquidity risk and market risks. The objective of financial risk management is to contain, where appropriate, exposures in these financial risks to limit any negative impact on the Group's results and financial position. The Group actively measures, monitors and manages its financial risk exposures by various functions pursuant to the segregation of duties principle.

The main risks arising from the use of financial instruments are credit risk, liquidity risk, interest rate risk, equity price risk, foreign currency risk and agricultural production and price risk. The Group's BOD reviews and agrees with policies for managing each of these risks. These are summarized below:

- *Credit risk*

Credit risk refers to the risk that a counterparty will default and/or fail to honor its financial or contractual obligations, resulting in financial loss to the Group. The Group only transacts with recognized and creditworthy counterparties, like investing in creditworthy equities. Moreover, the Group follows strict credit policies and procedures in granting of credit to customers, which are regularly reviewed and updated to reflect changing risk conditions, which includes credit evaluation, administration, monitoring and collection guidelines. The Group likewise monitors exposures through continuing assessment of creditworthiness of customers, and monitoring of the aged schedules of receivables. In addition, real estate buyers are subject to standard credit check procedures, which are calibrated based on payment scheme offered.

- a. *Credit risk exposure*

Generally, the maximum credit risk exposure of the financial assets is the carrying amounts of the Group's financial assets as summarized below:

	Notes	2016	2015
Cash in banks	6	<b>₱47,980,868</b>	₱43,058,852
Receivables - net	7	<b>446,189,944</b>	533,964,983
Due from a related party	19	<b>29,721,000</b>	24,721,000
Available-for-sale investments	11	<b>1,262,397,297</b>	988,939,404
Refundable deposits	5	<b>17,933,821</b>	11,052,656
		<b>₱1,804,222,930</b>	₱1,601,736,895

The Group's cash in banks have been invested with various creditworthy banks, thus limiting exposure to credit risk, in regard to its liquid assets. The Group's contract and trade receivables consist of significant number and various customers/lot buyers. Customers of the Group have been subjected to credit evaluation prior to sale. Moreover, ownership of the shares and title of the real estate sold on installment to various customers/lot buyers are only transferred, upon full payment of the agreed total contract price.

Available-for-sale investments include investments in shares that are actively traded in the stock market. The Group uses other publicly available financial information to monitor its investments.

With respect to credit risk arising from other financial assets, the Group's exposure to credit risk arises from default of the counterparties, with a maximum exposure equal to the carrying value of these instruments.

b. Credit Quality

Below is the credit quality by class of financial assets as at December 31, 2016 and 2015, gross of allowance for impairment losses.

2016							
Neither past due nor impaired							
Notes	High Grade	Standard Grade	Substandard Grade	Past due		Total	
				Not impaired	Impaired		
Loans and receivable							
Cash on hand and in banks	6	₱48,831,511	₱-	₱-	₱-	₱-	₱48,831,511
Receivables	7	384,595,674	7,503,884	457,347	53,633,039	453,225	446,643,169
Due from a related party	19	29,721,000	-	-	-	-	29,721,000
Refundable deposits	5	17,933,821	-	-	-	-	17,933,821
<b>Total loans and receivables</b>		<b>481,082,006</b>	<b>7,503,884</b>	<b>457,347</b>	<b>53,633,039</b>	<b>453,225</b>	<b>543,129,501</b>
AFS investments							
Equity securities	11	1,262,397,297	-	-	-	-	1,262,397,297
		<b>₱1,743,479,303</b>	<b>₱7,503,884</b>	<b>₱457,347</b>	<b>₱53,633,039</b>	<b>₱453,225</b>	<b>₱1,805,526,798</b>

2015							
Neither past due nor impaired							
Notes	High Grade	Standard Grade	Substandard Grade	Past due		Total	
				Not impaired	Impaired		
Loans and receivable							
Cash on hand and in banks	6	₱43,920,481	₱-	₱-	₱-	₱-	₱43,920,481
Receivables	7	463,855,378	7,828,700	519,094	61,761,811	453,225	534,418,208
Due from a related party	19	24,721,000	-	-	-	-	24,721,000
Refundable deposits	5	11,052,656	-	-	-	-	11,052,656
<b>Total loans and receivables</b>		<b>543,549,515</b>	<b>7,828,700</b>	<b>519,094</b>	<b>61,761,811</b>	<b>453,225</b>	<b>614,112,345</b>
AFS investments							
Equity securities	11	988,939,404	-	-	-	-	988,939,404
		<b>₱1,532,488,919</b>	<b>₱7,828,700</b>	<b>₱519,094</b>	<b>₱61,761,811</b>	<b>₱453,225</b>	<b>₱1,603,051,749</b>

High grade cash in banks are working capital cash fund placed, invested, or deposited in local banks belonging to the top 25 banks in the Philippines in terms of resources and profitability.

Other high grade accounts are accounts considered to be high value. The counterparties have a very remote likelihood of default and have consistently exhibited good paying habits. Standard grade accounts are active accounts with minimal to regular instances of payment default, due to ordinary/common collection issues. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly. Substandard grade accounts are accounts which have a probability of impairment based on historical trend. These accounts show propensity to default in payment despite regular follow-up and extended payment terms.

Below is the aging analysis of past due but not impaired receivables:

2016				
	Less than 30 days	30 to 60 days	More than 60 days	Total
Receivables	₱1,677,528	₱2,726,865	₱49,228,646	₱53,633,039

	2015			Total
	Less than 30 days	30 to 60 days	More than 60 days	
Receivables	₱1,986,220	₱3,228,652	₱56,546,939	₱61,761,811

*c. Risk concentrations of the maximum exposure to credit risk*

Concentrations arise when a number of counterparties are engaged in similar business activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographical location. Such credit risk concentrations, if not properly managed, may cause significant losses that could threaten the Group's financial strength and undermine public confidence.

Given the Group's diverse base of counterparties, significantly various individual buyers of real estates and manufacturers using crude palm oil and other Group products, it is not exposed to a large concentration of credit risks.

*d. Impairment assessment*

The Group recognizes impairment losses based on the results of the specific/individual and collective assessment of its credit exposures. Impairment has taken place when there is a presence of known difficulties in the servicing of cash flows by counterparties, infringement of the original terms of the contract has happened, or when there is inability to pay principal or interest overdue, if any, beyond a certain threshold. These and other factors constitute observable events and/or data that meet the definition of an objective evidence of impairment.

The two methodologies applied by the Group in assessing and measuring impairment include: (1) specific/individual assessment; and (2) collective assessment.

Under specific/individual assessment, the Group assesses each individual significant credit exposure for any objective evidence of impairment, and where such evidence exists, accordingly calculates the required impairment. Among the items and factors considered by the Group when assessing and measuring specific impairment allowances are: (a) the timing of the expected cash flows; (b) the projected receipts or expected cash flows; (c) the going concern of the counterparty's business; (d) the ability of the counterparty to repay its obligations during financial crises; (e) the availability of other sources of financial support; and, (f) the existing realizable value of collateral, if any. The impairment allowances, if any, are evaluated as the need arises, in view of favorable or unfavorable developments.

With regard to the collective assessment of impairment, allowances are assessed collectively for losses on receivables that are not individually significant and for individually significant receivables when there is no apparent or objective evidence of individual impairment. A particular portfolio is reviewed on a periodic basis, in order to determine its corresponding appropriate allowances. The collective assessment evaluates and estimates the impairment of the portfolio in its entirety even though there is no objective evidence of impairment on an individual assessment. Impairment losses are estimated by taking into consideration the following deterministic information: (a) historical losses/write offs; (b) losses which are likely to occur but has not yet occurred; and, (c) the expected receipts and recoveries once impaired.

- *Liquidity risk*

Liquidity risk refers to the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that investments have ample liquidity to finance operations and capital requirements and yield good returns. The Group manages liquidity by maintaining adequate reserves. Moreover, banking facilities and reserve bank lines and facilities are secured to fill in temporary mismatch of funds for new investments or projects.

As at December 31, 2016 and 2015, the available credit lines with banks and outstanding balances are as follows:

	<b>2016</b>		
	Available credit line	Drawable line	Unpaid
UCPB	₱605,000,000	₱-	₱399,583,364
UBP	475,000,000	10,000,000	347,735,858
CBC	410,000,000	10,000,000	391,089,033
AUB	348,748,000	-	218,910,325
BPIF	275,983,414	-	144,220,027
PBCOM	81,250,000	-	60,229,167
MPI	60,000,000	-	33,333,333
BPI	54,000,000	-	45,600,000
DBP	35,000,000	-	35,000,000
	<b>₱2,344,981,414</b>	<b>₱20,000,000</b>	<b>₱1,675,701,107</b>

	<b>2015</b>		
	Available credit line	Drawable line	Unpaid
UCPB	₱605,000,000	₱-	₱453,752,364
UBP	475,000,000	-	429,583,808
AUB	348,748,000	-	330,930,000
CBC TRUST	300,000,000	-	301,562,539
BPIF	275,983,414	-	190,944,250
BPI	135,000,000	-	67,500,000
CBC	110,000,000	-	100,000,000
PBCOM	65,000,000	-	65,000,000
MAY	60,000,000	-	53,333,333
	<b>₱2,374,731,414</b>	<b>₱-</b>	<b>₱1,992,606,294</b>

Furthermore, long-term debts are used for financing when the business requirement calls for it to ensure adequate liquidity for its operations. Additional funding requirements may be obtained from related parties.



The following table presents the Group's non-derivative financial assets and liabilities by contractual maturity and settlement dates as at December 31, 2016 and 2015:

		<b>2016</b>				
	Notes	On demand	Less than 3 months	3 to 12 months	Due beyond one year	Total
<b>Financial assets:</b>						
Cash on hand and in banks	6	₱48,831,511	₱-	₱-	₱-	₱48,831,511
Receivables*	7	7,421,236	44,765,520	183,405,021	210,598,167	446,189,944
Due from a related party	19	29,721,000	-	-	-	29,721,000
AFS investments	11	-	-	-	1,262,397,297	1,262,397,297
Refundable deposits	5	-	-	-	17,933,821	17,933,821
		<b>₱85,973,747</b>	<b>₱44,765,520</b>	<b>₱183,405,021</b>	<b>₱1,490,929,285</b>	<b>₱1,805,073,573</b>
<b>Financial liabilities:</b>						
Accounts payable and accrued expenses**	17	₱62,402,738	₱305,156,905	₱-	₱-	₱367,559,643
Short-term debt	18	16,600,000	11,020,833	755,308,334	-	782,929,167
Long-term debt	18	-	85,585,831	293,320,728	803,453,589	1,182,360,148
Subscription payable	11	70,025,817	-	-	-	70,025,817
		<b>₱149,028,555</b>	<b>₱401,763,569</b>	<b>₱1,048,629,062</b>	<b>₱803,453,589</b>	<b>₱2,402,874,775</b>
		<b>2015</b>				
	Notes	On demand	Less than 3 months	3 to 12 months	Due beyond one year	Total
<b>Financial assets:</b>						
Cash on hand and in banks	6	₱43,920,481	₱-	₱-	₱-	₱43,920,481
Receivables*	7	16,873,217	84,002,737	319,099,123	113,989,906	533,964,983
Due from a related party	19	24,721,000	-	-	-	24,721,000
AFS investments	11	-	-	-	988,939,404	988,939,404
Refundable deposits	5	-	-	-	11,052,656	11,052,656
		<b>₱85,514,698</b>	<b>₱84,002,737</b>	<b>₱319,099,123</b>	<b>₱1,113,981,966</b>	<b>₱1,602,598,524</b>
<b>Financial liabilities:</b>						
Accounts payable and accrued expenses**	17	₱48,776,651	₱321,181,562	₱-	₱-	₱369,958,213
Short-term debt	18	-	-	289,000,000	-	289,000,000
Long-term debt	18	-	72,208,714	613,188,097	1,112,983,579	1,798,380,390
Subscription payable	11	70,025,817	-	-	-	70,025,817
		<b>₱118,802,468</b>	<b>₱393,390,276</b>	<b>₱902,188,097</b>	<b>₱1,112,983,579</b>	<b>₱2,527,364,420</b>

\* Excluding nonfinancial assets

\*\* Excluding nonfinancial liabilities

### Market risks

Market risk refers to the risk that changes in market prices, such as interest rates, equity prices, foreign exchange rates, and agricultural production and prices will affect the Group's income. That objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

There has been no change to the Group's exposure to market risk or the manner in which it manages and measures the risk. The Group is subject to the following market risks:

a. *Interest Rate Risk*

The Group is exposed to interest rate fluctuations on their cash in bank and cash equivalents, contract receivables on sale of real estate and short-term and long-term debt. Other financial assets and liabilities which principally arise in the ordinary course of its operations, are generally short-term and noninterest-bearing.

Historically, the rate of fluctuations relative to its cash in banks and cash equivalents is minimal. Interest rates in 2016, 2015, and 2014 are approximately less than 1% for cash in banks and 1.05% to 3.60% for cash equivalents.

The contract receivables on sale of real estate are managed within the parameters approved by management. Currently, these have been offered at approved fixed rates. Interest rates, which are highly controllable by the Group, ranged from 10% to 18% in 2016 and 2015, depending on the terms and length of payment in years. Any changes in the interest rate have been subjected to thorough review and approval of the management.

Interest-bearing long-term debt carries interest rates which ranged from 5.5% to 7.33% in 2016 and 4.75% to 11.5% in 2015. Interest rates of certain debt are subject to quarterly repricing or subject to variability based on agreed terms with bank. An increase in interest rate by 1% would decrease equity by ₱0.8 million as at December 31, 2016. An equal change in the opposite would increase equity by the same amount.

b. *Equity Price Risk*

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. Changes in fair value of available-for-sale equity instruments due to a reasonably possible change in equity indices, with all other variables held constant will increase equity by ₱11.3 million as at December 31, 2016, if equity prices will increase by 1%. An equal change in the opposite direction would have decreased equity by the same amount.

c. *Foreign Currency Risk*

The Group's exposure to foreign currency risk is very minimal. The Group's policy is to maintain a level of foreign currency-denominated cash in bank that would not significantly affect the Group's financial position and results of operations due to movements in foreign exchange rates.

The following table demonstrates the sensitivity to a reasonably possible change in the Philippine Peso – United States (US) dollar exchange rate, with all variable held constant, the Group's profit before tax and the Group's equity as at December 31, 2016.

Reasonably Possible Changes in US Dollar – Philippine Peso Exchange Rate	Effect on Profit before tax	Effect on Equity
4%	₱254,391	178,074
(4%)	(254,391)	(178,074)

The Group's exposures to foreign currency rates vary during the year depending on the dollar denominated cash deposited in banks. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

d. *Agricultural Production and Price Risk*

Agricultural production risks include all factors that affect the productivity of the crop which also affect the profitability of biological assets. The variations in crop yields are affected by a range of factors such as weather conditions/climate change, pests, diseases, technological change as well as management of natural resources such as water. Agricultural production price risk is associated with variability, mostly, in output price and also in input price.

The Group reduces the agricultural production risk and price risk by implementing good farm practices, developing and improving relevant infrastructure and access to agricultural support practices, and by adopting social schemes. The Group also ensures that proper selection of planting sites has been performed.

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### 32. Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and maintains healthy ratios in order to support its business and maximize shareholders' value.

The Group considers the following accounts as its capital:

	<b>2016</b>	2015
Capital stock	<b>₱1,732,866,536</b>	₱1,732,865,522
Additional paid-in capital	<b>586,198,947</b>	586,198,947
Stock dividend distributable	<b>346,573,104</b>	-
Retained earnings (deficit)	<b>(61,743,399)</b>	361,793,923
Treasury shares	<b>(1,014)</b>	-
	<b>₱2,603,894,174</b>	<b>₱2,680,858,392</b>

The Group manages capital on the basis of the debt-to-equity ratio which is calculated as total debt divided by total equity (excluding net cumulative unrealized gain on fair value of available-for-sale investments and net cumulative remeasurement loss on retirement benefits expense).

The debt-to-equity ratios as at December 31, 2016 and 2015 follow:

	<b>2016</b>	2015
Total debt	<b>₱2,566,287,303</b>	₱2,695,862,035
Divided by total equity	<b>2,603,894,174</b>	2,680,858,392
Debt-to-equity ratio	<b>0.99:1.00</b>	1.01:1.00

The Group had not been subjected to externally imposed capital requirements in 2016 and 2015. No changes were made in the objectives, policies, and processes during the years ended December 31, 2016 and 2015.

### 33. Dividends

#### a. Dividend Declaration

On May 19, 2016, the Parent Company's BOD declared a 20% stock dividend equivalent to 346,573,104 shares of the Parent Company's outstanding shares to be distributed to the stockholders of record as at February 10, 2017 and issued from the ₱1.3 billion increase in the Parent Company's authorized capital stock approved by the SEC on January 11, 2017 (see Note 35).

On June 7, 2013, the Parent Company declared stock dividends equivalent to 25% of its outstanding capital stock for the stockholders of record as at September 12, 2013 and distributed the shares to the stockholders in October 2013.

#### b. Retained earnings of Parent Company available for dividend declaration

The retained earnings of Parent Company available for dividend declaration is as follows:

	Notes	2016	2015
Unappropriated Parent Company retained earnings, beginning		<b>₱538,947,952</b>	₱526,197,268
Reconciliations:			
Less: Deferred tax assets, beginning		<b>15,748,779</b>	15,568,064
Discount on long-term debt (net amortization)		<b>42,620,794</b>	52,273,726
<b>Unappropriated Parent Company retained earnings, as adjusted, beginning</b>		<b>480,578,379</b>	458,355,478
Add: Actual net profit			
Net profit during the year		<b>49,697,966</b>	12,750,684
Add (deduct): Non-actual losses /(unrealized income or non-actual income or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS)			
• Amortization of discounts on long-term debt	18	<b>23,831,101</b>	26,371,047
• Discount on long-term debt	18	<b>(3,564,536)</b>	(16,718,115)
• Change in deferred tax assets (excluding net change in deferred tax asset in Other comprehensive income and loss)		<b>5,701,784</b>	(180,715)
<b>Actual net profit</b>		<b>75,666,315</b>	22,222,901
Actual unappropriated Parent Company retained earnings before any dividend declarations		<b>556,244,694</b>	480,578,379
Less: Dividends declared during the year		<b>346,573,104</b>	-
Issuance of shares during the year	38	<b>1,014</b>	-
<b>Unappropriated retained earnings, as adjusted, ending</b>		<b>₱209,670,576</b>	₱480,578,379

### 34. Business Segment Information

The operating subsidiaries of the Group engaged in varied principal activities or operations such as real estate, quarry and mining, service/manufacturing/trading, agriculture, power and holding of which two or more subsidiaries share the same line of business. The operating results of these segments are regularly monitored by the President who is the chief operating decision maker (CODM) of the Group for the purpose of making decisions about resource allocation and performance assessment. However, as permitted by PFRS 8, Operating Segments, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- a. Nature of products and services
- b. Nature of operating processes
- c. Methods used to distribute their products and services.

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's CODM.

In identifying the operating segments, management generally follows the Group's principal activities or business operations, which represent the main products and services provided by the Group as follows:

Real estate	Development of land into commercial and residential subdivision, sale of lots and residential houses and the provision of customer financing for sales
Quarry and Mining	Quarrying and mining of basalt rocks for production of construction aggregates
Service/ Manufacturing /Trading	Holding and providing rights to water to public utilities and cooperatives; Manufacturing of crude palm oil; Selling of goods on wholesale and retail basis
Hotel	Management of hotel operations
Agriculture	Development of land for palm oil production and sale of palm seedlings and sale of crude palm oil
Power	Operating of power plants and/or purchase, generation, production supply and sale of power. However, there was no commercial operations yet in 2016.
Holding	Holding of properties of every kind and description

The Group generally accounts for inter-segment sales and transfers as if the sales and transfers were to third parties at current market prices.



2015

FINANCIAL INFORMATION ABOUT BUSINESS SEGMENTS

	Real estate	Quarry and Mining	Service/ Manufacturing/ Trading	Agriculture	Power Operations	Holding	Total	Adjustments and eliminations	Consolidated
<b>Revenues</b>									
External revenues	₱468,273	₱7,040	₱160,087	₱-	₱-	₱-	₱635,400	₱-	₱635,400
Inter-segment revenues	-	-	-	3,125	-	-	3,125	(3,125)	-
<b>Total revenues</b>	468,273	7,040	160,087	3,125	-	-	638,525	(3,125)	635,400
Costs and operating expenses	411,978	8,753	145,742	3,013	3,219	1,214	573,919	(3,125)	570,794
<b>Operating profit (loss)</b>	56,295	(1,713)	14,345	112	(3,219)	(1,214)	64,606	-	64,606
Financial expenses	(104,937)	-	(4,472)	-	(705)	(314)	(110,428)	1,019	(109,409)
Financial income	31,447	-	16	-	316	705	32,484	(1,019)	31,465
Gain (loss) on sale of assets	15,630	-	224	(445)	-	-	15,409	105	15,514
Equity in net profit of associates	-	-	-	-	-	-	-	7,540	7,540
Dividends income	13	-	-	-	-	-	13	-	13
Gain on sale of AFS investments	-	-	-	-	-	-	-	-	-
Other income	15,340	-	7,221	-	4	-	22,565	-	22,565
Income tax benefit (expense)	(10,285)	-	(4,983)	(6,432)	(1,287)	256	(22,731)	-	(22,731)
<b>Net profit (loss)</b>	₱3,503	(₱1,713)	₱12,351	(₱6,765)	(₱4,891)	(₱567)	₱1,918	₱7,645	₱9,563
Net profit attributable to:									
Equity holders of Parent Company									₱10,025
Noncontrolling interest									(462)
									₱9,563
<b>Other information</b>									
Segment assets	₱5,401,953	₱22,826	₱1,008,553	₱251,907	₱26,601	₱926,008	₱7,637,848	(₱2,170,640)	₱5,467,208
Deferred tax assets	24,825	-	14,014	311	-	1,432	40,582	-	40,582
<b>Total assets</b>	5,426,778	22,826	1,022,567	252,218	26,601	927,440	7,678,430	(2,170,640)	5,507,790
Segment liabilities	2,365,836	13,375	640,827	249,520	11,500	534,835	3,815,893	(1,202,456)	2,613,437
Deferred tax liabilities	82,424	-	-	-	1	-	82,425	-	82,425
<b>Total liabilities</b>	2,448,260	13,375	640,827	249,520	11,501	534,835	3,898,318	(1,202,456)	2,695,862
Segment additions to property and equipment and investment properties	8,000	-	147,934	-	4,689	-	160,623	-	91,488
Depreciation and amortization	(18,954)	(820)	(8,371)	(1,928)	(590)	-	(30,663)	-	(30,663)
Impairment loss	(₱4,055)	₱-	₱-	₱-	₱-	₱-	(₱4,055)	₱-	(₱4,055)

2014

FINANCIAL INFORMATION ABOUT BUSINESS SEGMENTS

	Real estate	Quarry and Mining	Service/ Manufacturing/ Trading	Hotel	Agriculture	Power Operations	Holding	Total	Adjustments and eliminations	Consolidated
<b>Revenues</b>										
External revenues	₱438,453	₱9,652	₱186,208	₱8,174	₱-	₱-	₱-	₱642,487	₱-	₱642,487
Inter-segment revenues	-	-	-	2,955	7,143	-	-	10,098	(10,098)	-
<b>Total revenues</b>	<b>438,453</b>	<b>9,652</b>	<b>186,208</b>	<b>11,129</b>	<b>7,143</b>	<b>-</b>	<b>-</b>	<b>652,585</b>	<b>(10,098)</b>	<b>642,487</b>
Costs and operating expenses	410,494	7,946	172,156	19,271	3,865	2,904	1,078	617,715	(36,577)	581,138
<b>Operating profit (loss)</b>	<b>27,959</b>	<b>1,706</b>	<b>14,052</b>	<b>(8,142)</b>	<b>3,278</b>	<b>(2,904)</b>	<b>(1,078)</b>	<b>34,871</b>	<b>26,479</b>	<b>61,350</b>
Financial expenses	(90,291)	-	-	(715)	-	-	-	(91,006)	268	(90,738)
Financial income	43,337	-	14	5	-	384	1	43,741	(268)	43,473
Equity in net loss of associates	-	-	-	-	-	-	-	-	(29,943)	(29,943)
Gain on sale of AFS investments	25,521	-	-	-	-	-	-	25,521	-	25,521
Gain (loss) on sale of assets	632	-	268	(8,356)	96	-	-	(7,360)	(4)	(7,364)
Dividends income	8	-	-	-	-	-	-	8	-	8
Other income	17,721	-	7,912	158	-	-	-	25,791	-	25,791
Income tax benefit (expense)	(11,811)	-	(2,886)	(6,551)	(5,028)	659	244	(25,373)	-	(25,373)
<b>Net profit (loss)</b>	<b>₱13,076</b>	<b>₱1,706</b>	<b>₱19,360</b>	<b>(₱23,601)</b>	<b>(₱1,654)</b>	<b>(₱1,861)</b>	<b>(₱833)</b>	<b>₱6,193</b>	<b>(₱3,468)</b>	<b>₱2,725</b>
Net profit attributable to:										
Equity holders of Parent Company										₱2,283
Noncontrolling interest										442
										<b>₱2,725</b>
<b>Other information</b>										
Segment assets	₱5,418,627	₱24,043	₱878,747	₱41,864	₱270,350	₱25,634	₱1,352,857	₱8,012,122	(₱2,193,901)	₱5,818,221
Deferred tax assets	24,218	-	17,906	-	6,682	1,085	1,190	51,081	200	51,281
<b>Total assets</b>	<b>5,442,845</b>	<b>24,043</b>	<b>896,653</b>	<b>41,864</b>	<b>277,032</b>	<b>26,719</b>	<b>1,354,047</b>	<b>8,063,203</b>	<b>2,194,101</b>	<b>5,869,502</b>
Segment liabilities	2,367,769	12,878	521,720	18,236	266,838	6,930	952,782	4,147,153	(1,186,103)	2,961,050
Deferred tax liabilities	84,388	-	-	-	-	-	-	84,388	-	84,388
<b>Total liabilities</b>	<b>2,452,157</b>	<b>12,878</b>	<b>521,720</b>	<b>18,236</b>	<b>266,838</b>	<b>6,930</b>	<b>952,782</b>	<b>4,231,541</b>	<b>(1,186,103)</b>	<b>3,045,438</b>
Segment additions to property and equipment and investment properties	10,369	1,650	79,215	8,752	9,600	12,187	-	121,773	(12,850)	108,923
Depreciation and amortization	(10,500)	(169)	(14,537)	(8,583)	(3,171)	(502)	(2)	(37,464)	-	(37,464)
Impairment loss	(₱27,829)	₱-	₱-	₱-	₱-	₱-	₱-	(₱27,829)	₱26,300	(₱1,529)



The Group's external revenues as shown in the preceding tables are analyzed as follows for each major product and service category:

	2016	2015	2014
<b>Real estate:</b>			
Sale of lot – real estate held for sale	<b>₱352,538,122</b>	₱454,224,678	₱430,271,389
Rental – investment properties	<b>5,058,462</b>	14,048,602	8,181,575
	<b>357,596,584</b>	468,273,280	438,452,964
<b>Service/Manufacturing and trading:</b>			
Palm olein	<b>46,419,778</b>	24,431,260	-
Crude palm oil	<b>30,543,794</b>	98,604,592	154,290,000
Water service	<b>17,791,359</b>	16,066,623	13,477,155
Palm stearin	<b>15,016,432</b>	7,556,214	-
Refined bleached deodorized oil	<b>7,423,545</b>	-	-
Other by-products of CPO	<b>5,202,155</b>	7,306,626	8,767,579
Kernel nuts	<b>3,891,554</b>	5,535,203	5,606,538
Crops and palm seedlings	<b>391,331</b>	586,712	4,027,048
Fertilizer	-	-	39,950
	<b>126,679,948</b>	160,087,230	186,208,270
<b>Quarry/ Mining</b>	<b>4,851,339</b>	7,039,915	9,651,974
<b>Hotel operations</b>	-	-	8,174,384
	<b>₱489,127,871</b>	₱635,400,425	₱642,487,592

Revenues from external customers have been identified based on the principal products and services. The Group's external revenues in each of the segment do not depend on a single customer.

### 35. Amendments to the Articles of Incorporation

- In the BOD Meeting held on May 19, 2016, the BOD approved the amendment of Article VII of the Articles of Incorporation of the Parent Company to increase its authorized capital stock from the current ₱2.0 billion divided into 2.0 common shares up to ₱4.0 billion divided into 4.0 billion common shares.

The increase in the Parent Company's authorized capital stock is to be implemented in two tranches, as follows:

- a. First, an increase by ₱1.3 billion divided into 1.3 billion common shares will be implemented immediately and out of said increase, the twenty percent (20%) stock dividend declaration will be issued.
- b. Second, an increase of up to ₱700.0 million divided into 700.0 million common shares, to be issued, together with the remaining authorized but unissued capital stock of the Parent Company in a capital raising exercise to be undertaken by the Parent Company subsequent to the issuance and listing of the 20% stock dividend declaration.

The increase in the Parent Company's authorized capital stock to up to ₱5.0 billion divided into 5.0 billion common shares is to be implemented in two tranches, as follows:

- a. First, an increase by ₱1.3 billion divided into 1.3 billion common shares will be implemented immediately and out of said increase, the twenty percent (20%) stock dividend declared on May 19, 2016 will be issued.
  - b. Second, an increase of up to ₱1.7 billion divided into 1.7 billion common shares, to be issued, together with the remaining authorized but unissued capital stock of the Parent Company in a capital raising exercise that may be undertaken by the Parent Company subsequent to the issuance and listing of the 20% stock dividend declaration.
- During the Annual Stockholders' Meeting on September 28, 2016, stockholders representing at least 2/3 of the outstanding capital stock approved the following amendment in the Articles of Incorporation:

Amendment to paragraph 7: "That the amount of capital stock of this Parent Company is Three Billion Three Hundred Million Pesos (₱3,300,000,000.00), Philippine Currency and the said capital stock is divided into Three Billion Three Hundred Million (3,300,000,000) shares with a par value of One Peso (₱1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

On January 11, 2017, the SEC approved the Parent Company's increase in its authorized capital stock of ₱1.3 billion consisting of 1.3 billion shares with a par value of ₱1 from ₱2.0 billion consisting of 2.0 billion shares with a par value of ₱1 to ₱3.3 billion consisting of 3.3 billion shares with par value of ₱1. The Parent Company's subscribed share capital increased from ₱1.7 billion to ₱2.1 billion.

The documents required on the application to the increase on authorized capital stock for the second tranche were not yet submitted to the SEC as at March 28, 2017.

- In the Board of Directors meeting held on April 4, 2014 and the annual stockholders meeting on May 9, 2014, the Board of Directors and the shareholders representing 2/3 of the outstanding capital stock approved the following amendments in the Articles of Incorporation:

Amendment to paragraph 7: "That the Corporation's authorized capital stock shall be increased from Two Billion Pesos (₱2,000,000,000.00) to Three Billion Pesos (₱3,000,000,000.00)."

The documents required on the application to the increase in authorized capital stock were not yet submitted to the SEC as at March 18, 2016.

- In a Board of Directors meeting held on May 2, 2012 and the annual stockholders meeting on June 1, 2012, the Board of Directors and the stockholders representing 2/3 of the outstanding capital stock approved the following amendments in the Articles of Incorporation:
  - a. Amendment to paragraph 4: "That the term for which the Corporation is to exist is extended for another fifty (50) years from and after the date of the expiration of the original corporate term on 20 December 2016."
  - b. Amendment to paragraph 6: "That the number of directors of this Corporation shall be Nine (9)....."

- c. Amendment to paragraph 7: "That the amount of the capital stock of this Corporation is One Billion Six Hundred Twenty Million Pesos (₱1,620,000,000.00), Philippine Currency, and the said capital stock is divided into One Billion Six Hundred Twenty Million (1,620,000,000) shares with a par value of One Peso (₱1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

The SEC approved the said amendments on December 28, 2012.

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### 36. Other Matter

#### Impasug-Ong and Kalabugao Plantations

ABERDI entered into a Development Contract (DC) with Kapunungan Sa Mga Mag-uuma sa Kaanibungan (KASAMAKA) at the Municipality of Impasug-ong, Bukidnon concerning the development of Oil Palm Commercial Plantation.

KASAMAKA had been granted with Community Based Forest Management Agreement (CBFMA) no. 55093, by the Department of Environment and National Resources (DENR) on December 22, 2000 covering an area of 2,510.80 hectares. Under the CBFMA, KASAMAKA is mandated to develop, manage and protect the allocated community forest project area. Moreover, it is allowed to enter into agreements or contracts with private or government entities for the development of the whole or portion of the CBFMA area.

The project's objectives are to establish approximately 894 hectares into a commercial palm plantation within 5 years (2006-2011). However, ABERDI may intercrop suitable agricultural crops in the plantation and raise livestock, the harvest and produce of which shall belong to ABERDI.

The responsibilities of KASAMAKA with regards to the project follow:

- To provide the land area of 894 hectares within CBFMA area for oil palm plantation.
- To provide manpower needs of the Group in all developmental activities such as land preparation, planting, weeding, fertilization, harvesting, maintenance and others.

On the other hand, the responsibility of ABERDI in regard to the project is to provide technical and financial resources to develop the 894 hectares into palm oil plantation for a period of 20 years up to 2026.

Relative to the agreement, the Group paid for leasehold rights on the land that are applicable up to year 2026 (see Note 16).

#### Opol Plantation

NC entered into a Development Contract for the establishment of Palm Oil Plantation in Tingalan, Opol, Misamis Oriental with Kahugpongong sa mga Mag-Uuma sa Barangay Tingalan (KMBT).

KMBT has been granted CBFMA No. 56297 by DENR on December 31, 2000 covering a total area of 1,000 hectares of forest lands located in Tingalan, Opol, Misamis Oriental to develop, manage and protect the allocated Community Forest Project Area.

The roles and responsibilities of KMBT under the Development Contract are as follows:

- To provide the land area within the CBFMA for oil plantation
- To provide manpower needs of NC in all developmental activities such as land preparation, planting, weeding, fertilization, harvesting, maintenance and others.

On the other hand, the responsibility of NC in regard to the project is to provide technical and financial resources to develop the covered area into palm oil plantation for a period of 25 years.

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### 37. Litigation

#### Yulo Case

On December 15, 2008, the First Division of the Supreme Court issued a resolution, denying with finality the motion for reconsideration filed by the Parent Company on October 15, 2008 concerning the case involving a claim for sum of money, specific performance and damage by a certain individual in November 2001. As a result, the Parent Company recognized an estimated litigation loss of ₱34.4 million, inclusive of 12% legal interest computed from default until judgment is fully satisfied based on the Court of Appeals amended decision on July 23, 2008 and claimant. On July 15, 2009, pursuant to the assailed Order of the trial court dated June 25, 2009, the Parent Company paid the claimant the amount of ₱22.4 million. The said payment was made with the intention of putting closure to the case. The difference between the amount of litigation liability and the amount of settlement has been recorded by the Parent Company as withholding tax on compensation pursuant to the BIR ruling that the nature of the claim is compensation income. In May 2010, the amount recorded by the Parent Company as withholding tax on compensation was released to the Court of Appeals until the decision is final. The presiding judge who handled the case was eventually replaced.

In an Order dated April 15, 2010, the new presiding judge, reversed the order of the former presiding judge, declaring that the judgment award is not subject to income tax and, at the same time, eliminating the threshold date of 15 July 2009 set by the former presiding judge in the computation of the total amount payable to the claimant. The new presiding judge ruled that the Parent Company was "still obligated to pay the amount of ₱14.1 million as at April 15, 2010, subject to daily interest at the rate of ₱4,305.73 until judgment is fully satisfied."

The Parent Company moved for reconsideration of the said order but, to no avail. The matter is elevated to the Court of Appeals and, thereafter, the Supreme Court. In due course, the Court of Appeals and the Supreme Court confirmed that the award in favor of Yulo is subject to 32% tax. Plaintiff filed a motion for execution with the RTC seeking additional interest. The court granted the said motion. On January 12, 2016, the Parent Company filed a Motion for Reconsideration (MR) which was denied outright by the judge.

On February 5, 2016, the Parent Company filed a petition for certiorari with prayer for temporary restraining order with Court of Appeals. However, on March 10, 2016 through a Compromise Agreement, the Parent Company settled the additional interest. The Plaintiff's counsel executed a notice of satisfaction of judgment to confirm the full and final satisfaction of the award last March 10, 2016. The plaintiff and the respondent reached an amicable settlement. The Parent Company paid the plaintiff ₱7.2 million on March 10, 2016.

Lustre Case

The Parent Company filed with the trial court a case for rescission with damages against defendants Home Industries Development Corporation ("HIDC") and/or Mr. Antonio Lustre. The instant case was brought about by the defendants' non-delivery of lots subject of a contract to sell. The amount involved in the instant case is Six Million Four Hundred Sixty-Four Thousand Four Hundred Twenty-Five Pesos (₱6,464,425.00) [(cash actually paid by the Parent Company) ₱794,425.00 + (present value of shares of stock) ₱5,400,000.00 + (difference between value of the shares of stock at the date of the execution of the Contract to Sell and the present value of the shares of stock) ₱270,000.00]. The trial court ruled in favor of the Parent Company.

The Parent Company learned that the shares of stock forming part of the trial court's judgment award had been disposed and were no longer in the name of Defendants Home Industries Development Corporation ("HIDC") and/or Mr. Antonio Lustre. As such, the Parent Company filed an Omnibus Motion dated 18 April 2011 praying, among others, that Defendant HIDC pay the value of the shares of stock, in lieu of the actual return of the same, which regrettably was denied by the trial court.

Considering the trial court's denial of the above-mentioned Omnibus Motion, the Parent Company filed with the Court of Appeals a Motion for Amendment and/or Clarification of Judgment Based on Supervening Events ("Motion") dated 22 February 2012. This Motion was subsequently denied in a Resolution dated 27 December 2012. Consequently, the Parent Company filed a Motion for Reconsideration (of the Resolution dated 27 December 2012).

On December 9, 2014, the Decision was executed through public sale wherein ABCI was declared the highest bidder at the bid price of Three Million Nine Hundred Ninety-Four Thousand Eight Hundred Thirty-Five Pesos & 31/100 (₱3,994,835.31). The Certificate of Sale in favor of ABCI has already been registered with the Register of Deeds on January 12, 2015 and is duly annotated on the corresponding Transfer Certificated of Title involved. HIDC has one (1) year from January 12, 2015 within which to redeem the property. However, the redemption period lapsed without HIDC redeeming the properties. In view thereof, the Parent Company is processing the payment of taxes due on the properties and the transfer of the titles into the Parent Company's name.

On June 23, 2016, the Regional Trial Court of Malolos, Branch 12 ("Trial Court") granted the Plaintiff's Motion for the Surrender of Owner's Duplicate Transfer Certificate of Title. Accordingly, Mr. Antonio U. Lustre of HIDC, or whoever actually possesses the duplicate copies as ordered by the Trial Court to deliver/surrender the same to the mentioned Branch of Court within fifteen days from the receipt of the Order. In this regard, the Deputy Sheriff of the Trial Court was directed to make a necessary return as to the implementation of the said Order. On August 19, 2016, the Court released the same to the Parent Company.

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### **38. Treasury Shares**

On November 28, 2016, pursuant to the authority granted under Section 41 of the Corporation Code, the Parent Company has acquired all of the unissued fractional shares arising from the 2013 stock dividend declaration, constituting an aggregate of 1,014 shares. These 1,014 shares were reflected as subscribed and issued shares and recognized as treasury shares at cost equal to par value. The related payables to shareholders are included in Other payables under "Accounts payable and accrued expenses" (see Notes 17 and 19).

# CG&Co

 an independent member of  
**BAKER TILLY**  
INTERNATIONAL

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Certified Public Accountants  
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E-mail address: mail@cgco.com.ph

## SUPPLEMENTAL STATEMENT OF INDEPENDENT AUDITORS

The Stockholders and Board of Directors  
A Brown Company, Inc. and Subsidiaries  
Xavier Estates Uptown, Airport Road,  
Balulang, Cagayan de Oro City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A Brown Company, Inc. and Subsidiaries as at December 31, 2016 and 2015 and January 1, 2015, and for each of the three years in the period ended December 31, 2016 and have issued our report thereon dated March 28, 2017. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying summary of effective standards and interpretations under Philippine Financial Reporting Standards as at December 31, 2016 is the responsibility of the Group's management. This schedule is presented for the purpose of complying with Securities Regulation Code Rule 68, As Amended (2011) and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

CONSTANTINO GUADALQUIVER & CO.

BOA Registration No. 0213, valid until December 31, 2019

SEC Accreditation No. (AN) 003-FR-3 (Group A), valid until November 10, 2017

TIN 000-451-068-000

BIR AN 08-001507-0-2014, valid until January 5, 2018

By:

  
ANNALYN B. ARTUZ

Partner

CPA License No. 88651

PTR No. 5966636, issued on February 8, 2017, Makati City

SEC AN 0020-AR-3 (Group A), valid until December 16, 2017

TIN 153-978-171-000

BIR AN 08-001507-7-2014, valid until January 5, 2018

Makati City, Philippines  
March 28, 2017

**A Brown Company, Inc. and Subsidiaries**

**SUMMARY OF EFFECTIVE STANDARDS AND INTERPRETATIONS UNDER  
PHILIPPINE FINANCIAL REPORTING STANDARDS  
DECEMBER 31, 2016**

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
<b>Framework for the Preparation and Presentation of Financial Statements</b>		✓		
Conceptual Framework Phase A: Objectives and qualitative characteristics				
<b>PFRSs Practice Statement Management Commentary</b>				
<b>Philippine Financial Reporting Standards</b>				
<b>PFRS 1 (Revised)</b>	First-time Adoption of Philippine Financial Reporting Standards	✓		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
	Annual Improvements (2009-2011 Cycle): Repeated Application of PFRS 1			✓
	Annual Improvements (2009-2011 Cycle): First-time Adoption of PFRS – Borrowing Cost			✓
	Annual Improvements (2011-2013 Cycle): First-time Adoption of PFRS – Meaning of Effective PFRS			✓
	Annual Improvements (2014-2016 Cycle) Deletion of Short-term Exemptions for Firsttime adopters*		✓	
<b>PFRS 2</b>	Share-based Payment			✓**
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓**
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓**
	Annual Improvements (2010-2012 Cycle): Definition of Vesting Condition			✓**

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 2: Classification and Measurement of Share-based Payment Transactions*		✓	
PFRS 3 (Revised)	Business Combinations			✓**
	Annual Improvements (2010-2012 Cycle): Accounting for Contingent Consideration in a Business Combination			✓
	Annual Improvements (2011-2013 Cycle): Scope Exceptions for joining Arrangements			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PFRS 4: Applying PFRS 9, Financial Instruments with PFRS 4, Insurance Contracts*		✓	
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
	Annual Improvements (2012-2014 Cycle): Noncurrent Assets Held for Sale and Discontinued Operations – Changes in Methods of Disposal			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets			✓**
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition			✓**
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets			✓**
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities			✓**
	Annual Improvements (2012-2014 Cycle): Financial Instruments: Disclosure – Servicing Contracts			✓**
	Annual Improvements (2012-2014 Cycle): Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements			✓**
PFRS 8	Operating Segments	✓		
	Annual Improvements (2010-2012 Cycle): Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets	✓		

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.



PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
PFRS 9	Financial Instruments	✓		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures			✓**
	Amendments to PFRS 9: Financial Instruments – Classification and Measurement*		✓	
PFRS 10	Consolidated Financial Statements	✓		
	Amendments for Investment Entities			✓
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception			✓**
	Amendments to PFRS 10: Consolidated Financial Statements and PAS 28: Investment in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate and Joint Venture			✓**
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interest in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments for Investment Entities			✓
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception			✓**
	Annual Improvements to PFRSs (2014 to 2016 Cycle): Amendments to PFRS 12 – Clarification of the Scope of the Standard*		✓	
PFRS 13	Fair Value Measurement	✓		
	Annual Improvements (2010-2012 Cycle): Short-term Receivables and Payables	✓		
	Annual Improvements (2011-2013 Cycle): Portfolio Exception	✓		
PFRS 14	Regulatory Deferral Accounts			✓**
PFRS 15	Revenue from Contracts with Customers*		✓	
	Amendments to PFRS 15: Clarifications to PFRS 15*		✓	
PFRS 16	Leases*		✓	

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
<b>Philippine Accounting Standards</b>				
<b>PAS 1 (Revised)</b>	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓**
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Annual Improvements (2009-2011 Cycle): Clarification of the Requirements for Comparative Information	✓		
	Amendment to PAS 1: Presentation of Financial Statements – Disclosure Initiative	✓		
<b>PAS 2</b>	Inventories	✓		
<b>PAS 7</b>	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative*		✓	
<b>PAS 8</b>	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
<b>PAS 10</b>	Events after the Reporting Period	✓		
<b>PAS 11</b>	Construction Contracts	✓		
<b>PAS 12</b>	Income Taxes	✓		
	Amendment to PAS 12: Deferred Tax - Recovery of Underlying Assets			✓**
	Amendment to PAS 12: Recognition of Deferred Tax Assets for Unrealized Losses*		✓	
<b>PAS 16</b>	Property, Plant and Equipment	✓		
	Annual Improvements (2009-2011 Cycle): Classification of Servicing Equipment			✓**
	Annual Improvements (2010-2012 Cycle): Revaluation Method – Proportionate Restatement of Accumulated Depreciation			✓**
	Amendment to PAS 16: Property, Plant and Equipment and PAS 38: Intangible Assets – Classification of Acceptable Methods of Depreciation and Amortization			✓**
	Amendment to PAS 16: Property, Plant and Equipment and PAS 41: Agriculture – Bearer Plants	✓		
<b>PAS 17</b>	Leases	✓		
<b>PAS 18</b>	Revenue	✓		

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adapted	Not Adopted	Not Applicable
PAS 19	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures			✓
PAS 19 (Amended)	Employee Benefits	✓		
	Amendments to PAS 19 – Defined Benefit Plans: Employee Contributions			✓**
	Annual Improvements (2012-2014 Cycle): Employee Benefits – Regional Market Issue Regarding Discount Rate			✓**
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
	Annual Improvements (2010-2012 Cycle): Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27	Consolidated and Separate Financial Statements	✓		
PAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments in Investment Entities			✓
	Amendments to PAS 27: Separate Financial Statements – Equity Method in Separate Financial Statements			✓**
PAS 28	Investments in Associates	✓		
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception			✓**
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate and Joint Venture*		✓	
	Annual Improvements to PFRSs (2014 to 2016 Cycle): Amendments to PAS 28 – Measuring an Associate or Joint Venture at Fair Value*		✓	
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures			✓

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
<b>PAS 32</b>	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓**
	Amendment to PAS 32: Classification of Rights Issues			✓**
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities			✓**
	Annual Improvements (2009-2011 Cycle): Presentation – Tax effect of Distribution to Holders of Equity Instruments			✓**
<b>PAS 33</b>	Earnings per Share	✓		
<b>PAS 34</b>	Interim Financial Reporting	✓		
	Annual Improvements (2009-2011 Cycle): Interim Financial Reporting and Segment Information for Total Assets and Liabilities	✓		
	Annual Improvements (2012-2014 Cycle): Interim Financial Reporting – Disclosure of information 'elsewhere in the Interim Financial Report'	✓		
<b>PAS 36</b>	Impairment of Assets	✓		
	Amendments arising from Recoverable Amount Disclosures for Non-Financial Assets			✓**
<b>PAS 37</b>	Provisions, Contingent Liabilities and Contingent Assets	✓		
<b>PAS 38</b>	Intangible Assets	✓		
	Annual Improvements (2010-2012 Cycle): Revaluation Method – Proportionate Restatement of Accumulated Amortization			✓**
	Amendment to PAS 16: Property, Plant and Equipment and PAS 38: Intangible Assets – Classification of Acceptable Methods of Depreciation and Amortization			✓**
<b>PAS 39</b>	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities			✓**
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓**
	Amendments to PAS 39: The Fair Value Option			✓**
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓**

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets			✓**
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition			✓**
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives			✓**
	Amendment to PAS 39: Eligible Hedged Items			✓**
	Amendment to PAS 39: Novations of Derivatives and Continuation of Hedge Accounting			✓**
PAS 40	Investment Property	✓		
	Annual Improvements (2011-2013 Cycle): Investment Property	✓		
	Amendments to PAS 40: Transfers of Investment Property*		✓	
PAS 41	Agriculture	✓		
	Amendment to PAS 16: Property, Plant and Equipment and PAS 41: Agriculture – Bearer Plants	✓		
<b>Philippine Interpretations</b>				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 8	Scope of PFRS 2			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓**
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives			✓**
IFRIC 10	Interim Financial Reporting and Impairment			✓**
IFRIC 11	PFRS 2- Group and Treasury Share Transactions			✓**
IFRIC 12	Service Concession Arrangements			✓

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PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓**
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓**
IFRIC 15	Amendments to Philippine Interpretations IFRIC- 15, Agreements for Construction of Real Estate*		✓	
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓**
IFRIC 18	Transfers of Assets from Customers			✓**
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓**
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓**
IFRIC 22	Foreign Currency Transactions and Advance Consideration*		✓	
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			✓
SIC-15	Operating Leases - Incentives			✓**
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓**
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease			✓**
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓**

\*These are effective subsequent to December 31, 2016.

\*\*Adopted but no significant impact.

# CG&Co

 an independent member of  
**BAKER TILLY**  
INTERNATIONAL

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## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and Board of Directors  
A Brown Company, Inc. and Subsidiary  
Xavier Estates Uptown, Airport Road,  
Balulang, Cagayan de Oro City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A Brown Company, Inc. and Subsidiaries as at December 31, 2016 and 2015 and January 1, 2015, and for each of the three years in the period ended December 31, 2016 included in this Form 17-A and have issued our report thereon dated March 28, 2017. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. These schedules listed in the Index to Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68.1 and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state in all material respect, the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

CONSTANTINO GUADALQUIVER & CO.

BOA Registration No. 0213, valid until December 31, 2019

SEC Accreditation No. (AN) 003-FR-3 (Group A), valid until November 10, 2017

TIN 000-451-068-000

BIR AN 08-001507-0-2014, valid until January 5, 2018

By:

  
ANNALYN B. ARTUZ

Partner

CPA License No. 88651

PTR No. 5966636, issued on February 8, 2017, Makati City

SEC AN 0020-AR-3 (Group A), valid until December 16, 2017

TIN 153-978-171-000

BIR AN 08-001507-7-2014, valid until January 5, 2018

Makati City, Philippines  
March 28, 2017

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULES REQUIRED BY THE SECURITIES AND EXCHANGE COMMISSION**  
**DECEMBER 31, 2016**

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**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE A - FINANCIAL ASSETS**

**AVAILABLE-FOR-SALE INVESTMENTS**

Description	Beginning balance		Additions		Unrealized gain (loss) during the period	Deductions		Ending Balance	
	Number of Shares	Amounts in Pesos	Number of Shares	Amounts In Pesos		Adjustment due to deconsolidation of subsidiary	Adjustment Amounts in Peso	Number of Shares	Amounts in Pesos
APEX Mining Co., Inc.	388,694,698	699,650,456			318,729,652	-	-	388,694,698	1,018,380,108
Philippine Realty & Holdings Corporation	279,470,248	124,364,260		-	(8,384,107)	-	-	279,470,248	115,980,153
PLDT Communications and Energy Ventures, Inc.	2,700	11,853		-	(84,095)	-	-	2,700	(72,242)
Philippine Long Distance Telephone Company	121	249,259		-	-	-	-	121	249,259
Universal Travel Corporation	9,999	999,900		-	-	-	-	9,999	999,900
Phiqold Limited	29,376,430	47,684,675		-	(36,803,557)	-	-	29,376,430	10,881,118
Xavier Sports and Country Club	586	115,079,001		-	-	-	-	586	115,079,001
Pueblo Golf and Country Club	2	900,000		-	-	-	-	2	900,000
		988,939,404		-	273,457,893	-	-		1,262,397,297

**A BROWN COMPANY, INC. AND SUBSIDIARIES**

**SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING CONSOLIDATION OF FINANCIAL STATEMENTS**

**Intercompany Receivable and Payables**

	Payables						Total
	ABCI-Parent	ABBWCI	SHDC	BAC	PTCHC	NC	
<b>Receivables:</b>							
ABCI - Parent	-	10,613,343	207,343	-	12,124	700,000	11,532,810
ABERDI	8,658,568	-	-	611,534	-	1,263,044	10,533,146
MCPI	-	-	-	-	6,839,244	-	6,839,244
	<u>8,658,568</u>	<u>10,613,343</u>	<u>207,343</u>	<u>611,534</u>	<u>6,851,368</u>	<u>1,963,044</u>	<u>28,905,200</u>

**Deposits for Future Subscription**

	Deposits from		Total
	ABCI-Parent Company	ABERDI	
<b>Deposits to:</b>			
PTCHC	818,444,221	-	818,444,221
ABERDI	430,073,584	-	430,073,584
SHDC	9,600,000	-	9,600,000
HLPC	16,218,820	-	16,218,820
NC	-	247,165,103	247,165,103
<b>Total</b>	<u>1,274,336,625</u>	<u>247,165,103</u>	<u>1,521,501,728</u>

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE D - INTANGIBLE ASSETS - OTHER ASSETS**

Description	Beginning balance	Charged to Costs and expenses	Ending balance
Leasehold rights	34,244,607	(1,233,484)	33,011,123

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE E - SHORT-TERM AND LONG-TERM DEBTS**

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Availed	Outstanding balance	Short-term Debt	Long-term Debt		
					Current Portion of Long-term Debt	Maturity Date	Noncurrent Portion of Long-term Debt Amount
<b><u>In the books of the Parent Company</u></b>							
<i>Financial Institutions</i>							
China Banking Corporation	410,000,000	410,000,000	390,000,000	390,000,000	—	2017	—
Union Bank of the Philippines	100,000,000	100,000,000	90,000,000	90,000,000	—	2017	—
Philippine Bank of Communications	81,250,000	81,250,000	60,229,167	60,229,167	—	2017	—
United Coconut Planters Bank	20,000,000	20,000,000	20,000,000	20,000,000	—	2017	—
Asia United Bank	85,000,000	85,000,000	42,500,000	—	42,500,000	2017	—
	180,000,000	180,000,000	131,441,500	—	56,441,500	2019	75,000,000
	65,000,000	65,000,000	32,500,000	—	32,500,000	2017	—
	18,748,000	18,748,000	12,468,825	—	4,687,000	2019	7,781,825
Union Bank of the Philippines	200,000,000	200,000,000	120,033,333	—	50,000,000	2019	70,833,333
	100,000,000	100,000,000	61,902,525	—	21,847,950	2019	40,054,575
	75,000,000	75,000,000	75,000,000	—	9,375,000	2019	65,625,000
United Coconut Planters Bank	300,000,000	300,000,000	136,088,364	—	37,500,000	2021	98,588,364
	100,000,000	100,000,000	62,500,000	—	12,500,000	2021	50,000,000
Bank of the Philippine Island - Family	35,283,860	35,283,860	5,840,774	—	5,840,774	2017	—
	20,041,839	20,041,839	10,771,276	—	3,731,414	2019	7,039,862
	18,949,461	18,949,461	8,588,247	—	3,617,638	2019	4,970,609
	115,000,000	115,000,000	77,648,284	—	13,878,360	2021	63,769,924
	36,708,254	36,708,254	3,290,004	—	3,290,004	2017	—
	50,000,000	50,000,000	38,081,442	—	5,791,450	2022	32,289,992
Bank of the Philippine Island - Commercial	54,000,000	54,000,000	45,600,000	—	16,800,000	2019	28,800,000
Development Bank of the Philippines	35,000,000	35,000,000	35,000,000	—	—	2022	35,000,000
Maybank	60,000,000	60,000,000	33,333,333	—	20,000,000	2018	13,333,333
China Banking Corporation	—	1,734,400	1,089,033	—	516,905	2019	572,128
Shareholders	—	439,380,000	271,988,208	205,100,000	1,088,564	2025	65,799,644
Affiliate - XSCCI	—	1,000,000	1,000,000	1,000,000	—	—	—
<b><u>In the books of the Subsidiaries</u></b>							
Shareholders	—	16,600,000	16,600,000	16,600,000	—	—	—
UCPB (ABERDI)	185,000,000	185,000,000	180,995,000	—	37,000,000	2021	143,995,000
	<b>2,344,981,414</b>	<b>2,803,695,814</b>	<b>1,965,289,315</b>	<b>782,929,167</b>	<b>378,906,559</b>		<b>803,453,589</b>

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE F - INDEBTEDNESS TO RELATED PARTIES**

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Avaliable	Outstanding balance	Short-term Debt	Long-term Debt		
					Current Portion of Long-term Debt	Maturity Date	Noncurrent Portion of Long-term Debt Amount
<b><u>In the books of the Parent Company</u></b>							
Shareholders	-	439,380,000	271,988,208	205,100,000	1,088,564	2025	65,799,644
Affiliate - XSCCI	-	1,000,000	1,000,000	1,000,000	-	2017	-
<b><u>In the books of the Subsidiaries</u></b>							
Shareholders	-	16,600,000	16,600,000	16,600,000.00	-	2017	-
	-	456,980,000	289,588,208	222,700,000	1,088,564		65,799,644

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE H – CAPITAL STOCK**

Title of Issue	Number of Shares		No. of Shares Reserved for Options, etc.	Number of Shares Held by		
	Authorized	Issued and Outstanding		Affiliates	Directors, Officers, and Employees	Others
Common share at ₱1 par value	2,000,000,000	1,732,865,522	–	442,930,319	510,109,339	779,825,864
	2,000,000,000	1,732,865,522	–	442,930,319	510,109,339	779,825,864



**Constantino Guadalquiver & Co.**  
Certified Public Accountants

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## SUPPLEMENTAL STATEMENT OF INDEPENDENT AUDITORS

The Stockholders and Board of Directors  
A Brown Company, Inc. and Subsidiaries  
Xavier Estates Uptown, Airport Road,  
Balulang, Cagayan de Oro City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A Brown Company, Inc. and Subsidiaries as at December 31, 2016 and 2015 and January 1, 2015, and for each of the three years in the period ended December 31, 2016 and have issued our report thereon dated March 28, 2017. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Schedule of Financial Soundness Indicators is the responsibility of the Group's management. This schedule is presented for purpose of complying with the Securities Regulation Code Rule 68, As Amended (2011), and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

CONSTANTINO GUADALQUIVER & CO.

BOA Registration No. 0213, valid until December 31, 2019

SEC Accreditation No. (AN) 003-FR-3 (Group A), valid until November 10, 2017

TIN 000-451-068-000

BIR AN 08-001507-0-2014, valid until January 5, 2018

By:

  
ANNALYN B. ARTUZ

Partner

CPA License No. 88651

PTR No. 5966636, issued on February 8, 2017, Makati City

SEC AN 0020-AR-3 (Group A), valid until December 16, 2017

TIN 153-978-171-000

BIR AN 08-001507-7-2014, valid until January 5, 2018

Makati City, Philippines  
March 28, 2017

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

FINANCIAL KEY PERFORMANCE INDICATOR	DEFINITION	FOR THE YEAR ENDED	
		2016	2015
<b>Current/Liquidity Ratio</b>			
Current ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	80.5%	103.5%
Quick ratio	$\frac{\text{Current Assets} - \text{Inventory} - \text{Prepayments}}{\text{Current Liabilities}}$	19.1%	34.4%
<b>Solvency ratio / Debt to equity ratio</b>			
	$\frac{\text{Total Liabilities}}{\text{Equity}}$	85.0%	95.9%
<b>Asset to equity ratio</b>			
	$\frac{\text{Total Assets}}{\text{Equity}}$	185.0%	195.9%
<b>Interest rate coverage ratio</b>			
	$\frac{\text{Income (loss) Before Tax}}{\text{Finance Cost}}$	-41.2%	29.5%
<b>Profitability Ratio</b>			
Return on assets	$\frac{\text{Net Income (loss)}}{\text{Average Total Assets}}$	-1.4%	0.2%
Return on equity	$\frac{\text{Net Income (loss)}}{\text{Average Total Equity}}$	-2.6%	0.3%



**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**LIST OF TOP 20 STOCKHOLDERS OF RECORD**

	Name of Stockholder	Subscribed	Outstanding
1	PCD NOMINEE CORPORATION	1,187,910,930	68.55%
2	ANNABELLE P. BROWN	188,829,288	10.90%
3	WALTER W. BROWN	147,400,000	8.51%
4	JIN NATURA RESOURCES CORPORATION	85,000,000	4.91%
5	PBJ CORPORATION	61,922,080	3.57%
6	PHILIPPINE REALTY & HOLDINGS CORP.	13,281,250	0.77%
7	BRIAN JUAT &/OR PATRICIA JUAT	3,960,937	0.23%
8	WALTER W. BROWN OR ANNABELLE BROWN	3,821,418	0.22%
9	A. BAYANI K. TAN	1,694,267	0.10%
10	ROBERTINO E. PIZARRO	1,060,613	0.06%
11	MA. GRACIA P. TAN	935,908	0.05%
12	WALTER BROWN (SPECIAL FUND)	797,895	0.05%
13	DAVID NICOLAS B. JUAT	782,207	0.05%
	JOHN WALTER B. JUAT	782,207	0.05%
	PAUL FRANCIS B. JUAT	782,207	0.05%
14	REGINA DAVILA	782,052	0.05%
15	PATRICIA B. JUAT &/OR MIGUEL VICTOR JUAT	781,273	0.05%
16	LUISITO FERNANDEZ	710,956	0.04%
	ANDREA L. GANDIONCO	710,956	0.04%
	LOURDES PIZARRO	710,956	0.04%
17	PATRICIA B. JUAT &/OR ANDREW PATRICK JUAT	679,368	0.04%
18	ALICIA P. LORENZO	625,641	0.04%
19	DANILO E. PIZARRO	592,231	0.03%
20	CARIDAD SAY	540,325	0.03%
		<b>1,705,094,965</b>	<b>98.39%</b>

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**BAKER TILLY**  
INTERNATIONAL

**Constantino Guadalquiver & Co.**  
Certified Public Accountants  
22<sup>nd</sup> Floor Citibank Tower  
8741 Paseo de Roxas Street  
Salcedo Village, Makati City, Philippines  
Telephone (+632) 848-1051  
Fax (+632) 728-1014  
E-mail address: mail@cgco.com.ph

## SUPPLEMENTAL STATEMENT OF INDEPENDENT AUDITORS

The Stockholders and Board of Directors  
A Brown Company, Inc. and Subsidiaries  
Xavier Estates Uptown, Airport Road,  
Balulang, Cagayan de Oro City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A Brown Company, Inc. and Subsidiaries as at December 31, 2016 and 2015 and January 1, 2015, and for each of the three years in the period ended December 31, 2016 and have issued our report thereon dated March 28, 2017. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Schedule of Retained Earnings Available for Dividend Declaration is the responsibility of the Group's management. This schedule is presented for the purpose of complying with SEC Memorandum Circular No. 11, Series of 2008 and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects, the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

CONSTANTINO GUADALQUIVER & CO.


BOA Registration No. 0213, valid until December 31, 2019

SEC Accreditation No. (AN) 003-FR-3 (Group A), valid until November 10, 2017

TIN 000-451-068-000

BIR AN 08-001507-0-2014, valid until January 5, 2018

By:

  
ANNALYN B. ARTUZ

Partner

CPA License No. 88651

PTR No. 5966636, issued on February 8, 2017, Makati City

SEC AN 0020-AR-3 (Group A), valid until December 16, 2017

TIN 153-978-171-000

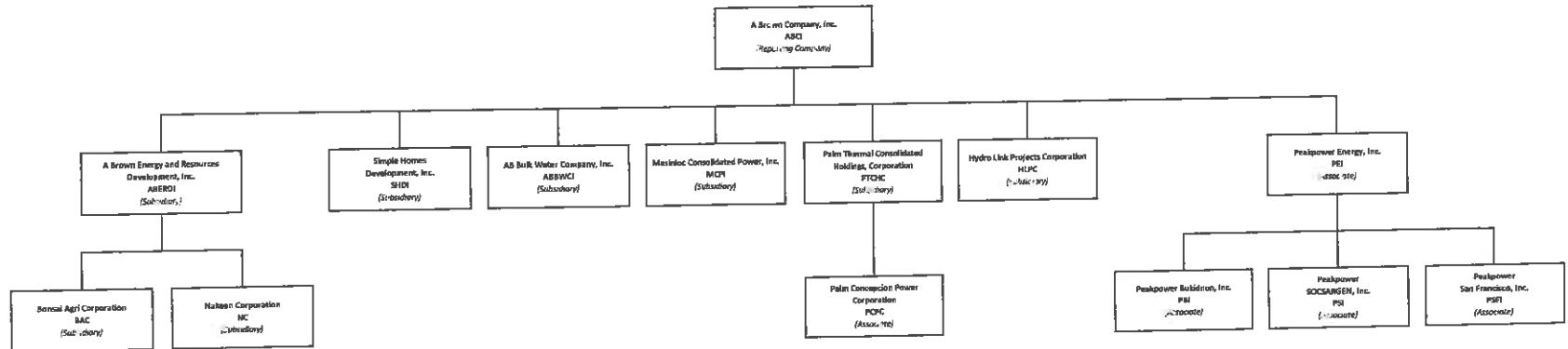
BIR AN 08-001507-7-2014, valid until January 5, 2018

Makati City, Philippines  
March 28, 2017

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION**

<b>Unappropriated Retained Earnings, beginning</b>	P	538,947,952
<b>Reconciliation:</b>		
Less:		
Deferred tax assets, beginning		15,748,779
Discount on long-term debt (net of amortization)		42,620,794
<b>Unappropriated parent company retained earnings, as adjusted, beginning</b>		<b>480,578,379</b>
<b>Add: Actual net profit</b>		
Net profit during the year		49,697,966
Add (deduct): Non-actual losses /(unrealized income or non-actual income or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS)		
• Amortization of discounts on long-term debt		23,831,101
• Discount on long-term debt		(3,564,536)
• Change in deferred tax assets (excluding net change in deferred tax asset in Other comprehensive income and loss)		5,701,784
<b>Actual net profit</b>		<b>75,666,315</b>
<b>Actual unappropriated retained earnings before any dividend declarations</b>		
<b>Less:</b> Dividend declaration during the year		346,573,104
Issuance of fractional shares during the year		1,014
<b>Unappropriated Retained Earnings, as adjusted, ending</b>	<b>P</b>	<b>209,670,576</b>

# A BROWN COMPANY, INC. AND SUBSIDIARIES GROUP CHART



P R O X Y

KNOW ALL MEN BY THESE PRESENTS:

\_\_\_\_\_ a stockholder of A BROWN COMPANY, INC. (the "Corporation") does hereby nominate, constitute and appoint \_\_\_\_\_ or in case of his/her non-attendance, \_\_\_\_\_, as its continuing proxy, with right of substitution and revocation, to represent and vote all his/her/its shares registered in his/her/its name in the books of the Corporation at any and all regular and special meetings of the stockholders of the Corporation, and all such adjournments and postponements thereof as fully to all intents and purposes as it might or could do if present and acting in person.

In case of non-attendance of both of the above-named proxies, the undersigned authorizes and empowers the Chairman of the Meeting to exercise fully all rights as its proxy at such meeting.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn by the undersigned through notice in writing delivered to the Corporate Secretary at least two (2) business days before any scheduled meeting but shall not apply in instances where I/we personally attend the meeting. This proxy shall be valid for a period of five (5) years from the date of its execution.

EXECUTED ON \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_

Stockholder

Address:

Witness:

\_\_\_\_\_

Number of Shares: \_\_\_\_\_

REPUBLIC OF THE PHILIPPINES )  
PASIG CITY, METRO MANILA ) S.S.

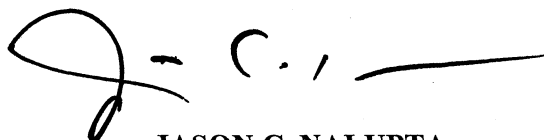
**CERTIFICATION**

**JASON C. NALUPTA**, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, after having been sworn to in accordance with law, does hereby certify that:

1. I am the duly elected and incumbent Corporate Secretary of **A BROWN COMPANY, INC.** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, with principal office at Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City and business office at Unit 3301-A West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City;

2. Based on the information provided to the Corporation by the members of its Board of Directors and its principal executive officers, none of said members of the Board of Directors and principal executive officers of the Corporation are presently employed by any office or agency of the Philippine Government.

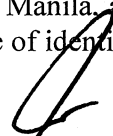
IN ATTESTATION OF THE ABOVE, this Certificate was signed this MAY 04 2017 day of May 2017 at Pasig City, Metro Manila.



**JASON C. NALUPTA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 04 2017 day of May 2017 at Pasig City, Metro Manila, affiant exhibiting to me his Community Tax Certificate No. Community Tax Certificate No. 01244560 issued on 12 January 2017 at Manila, as well as his Social Security System ID No. 33-5258550-0 as his competent evidence of identity.

Doc. No. 105 ;  
Page No. 62 ;  
Book No. III ;  
Series of 2017.



**ISAIIAH G. SAN MIGUEL**  
Notary Public for Cities of Pasig and San Juan  
and in the Municipality of Pateros  
Appointment No. 105 (2016-2017)  
Commission Expires on December 31, 2017  
2704 East Tower, PSE Centre Exchange Road,  
Ortigas Center, 1605 Pasig City  
PTR No. 2553925 / 01.09.2017 / Mandaluyong  
IBP No. LRN-013775 / 04.22.15 / PPLM  
Roll of Attorneys No. 64234

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SEC Registration Number

A	B	R	O	W	N	C	O	M	P	A	N	Y	,	I	N	C	.
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(Company's Full Name)

A	I	R	P	O	R	T	R	O	A	D	U	P	T	O	W	N
C	A	G	A	Y	A	N	D	E	O	R	O	C	I	T	Y	

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

Allan Ace R. Magdaluyo  
Contact Person

02-6386832  
Company Telephone Number

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Month Day  
Fiscal Year

1	7	-	Q
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FORM TYPE

0	6		
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Month Day  
Annual Meeting

Secondary License Type, if applicable

C	G	F	D
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Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings		
2,107 (June 30, 2017)	Php 1,877,492,882 (June 30, 2017)	- 0 -

Total No. of Stockholders	Domestic	Foreign
----- To be accomplished by SEC Personnel concerned		

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File number

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Document I.D.

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Cashier

STAMPS

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**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q**

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

1. For the **2nd** quarter ended **June 30, 2017**
2. Commission Identification Number: 31168
3. BIR Tax identification No. 002-724-446-000
4. **A BROWN COMPANY, INCORPORATED**
5. Metro Manila, Philippines
6. Industry Classification Code: (SEC use only)
7. **Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City 9000**
8. Telephone Nos. (088) 858-8784 or (02) 638-6832
9. Former address in last report is: **Rm. 3304-C, 33<sup>rd</sup> Floor  
West Tower, PSE Centre  
Ortigas Center, Pasig City  
(Liaison Office)**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each class	Number of shares outstanding
---------------------	------------------------------

Common shares	2,079,437,823
---------------	---------------

Amount of debt outstanding: **₱2,588,952,918**

11. Are any or all of the securities listed on a Stock Exchange?  
**Yes, all of the outstanding common securities are listed in the Philippine Stock Exchange**
- 12.a Yes, we have filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and the RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding 12 months (or for such shorter period the registrant was required to file such reports).
- 12.b Yes, we have been subject to such filing requirements for the past 90 days.



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- Consolidated Statement of Income for the Three Months Ended and Year-to-Date Ended June 30, 2017 and June 30, 2016	
- Consolidated Statement of Comprehensive Income for the Three Months Ended and Year-to-Date Ended June 30, 2017 and June 30, 2016	
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## PART I – Financial Information

### Item 1. Financial Statements

Please find attached herein the Unaudited Consolidated Financial Statements (as Exhibit 1) for the Second (2<sup>nd</sup>) Quarter ending June 30, 2017.

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

#### Financial Condition – Consolidated (Unaudited)

In Thousand Pesos	Unaudited 2017	Audited 2016	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		Unaudited 2017	Audited 2016
			Amount	%		
Current Assets	1,466,603	1,339,798	126,805	9%	28%	24%
Noncurrent Assets	3,862,318	4,244,735	(382,418)	-9%	72%	76%
Total Assets	5,328,921	5,584,534	(255,613)	-5%	100%	100%
Current Liabilities	1,790,206	1,664,361	125,845	8%	34%	30%
Noncurrent Liabilities	798,747	901,926	(103,179)	-11%	15%	16%
Capital	2,739,968	3,018,246	(278,279)	-9%	51%	54%
Total Liab. & Capital	5,328,921	5,584,534	(255,613)	-5%	100%	100%

#### **A Brown Company - CONSOLIDATED**

#### **Balance Sheet items – June 30, 2017 vs. December 2016**

The Group’s total assets decreased by **5% or ₱255.6 million**, from a balance of ₱5.6 billion as of end of the year 2016 to **₱5.3 billion** as of June 30, 2017.

**Current assets increased by 10% or ₱130.1 million as a result of the net effect of the following:**

**183% or ₱89.2M increase in Cash**– due to the net effect of cash provided by operating activities and cash used in investments and deposits and other investing and financing activities.

**8% or ₱18.3M increase in Current Receivable** due to the net effect of:

- a) **11% or ₱41.22M decrease in contract receivables on sale of real estate**
- b) **89% or ₱4.3M increase in Trade Receivable** – directly related from increase in the sale of Palm Olein, Palm Stearin and its by-products
- c) **3% or ₱74k decrease in advances to officers and employees**
- d) **131% or ₱82.41M increase in accounts receivable others**

**5% or ₱31.8M increase in Real estate held for sale** – due to the net effect of the increase in development costs of various projects over sales

**8% or ₱4M increase in Inventories** – due to increase in production of Palm olein, Palm stearin and its by-products

**10% or ₱28.3M decrease in Prepayments and other current assets** – due to the net effect of:

- a) **9% or ₱5.32M increase in creditable withholding taxes** – directly related to the increase in booked sales for the period.

- b) 2% or ₱635k decrease in prepaid expenses – refers to the utilization of advance payments made which was applied in 2017.
- c) 98% or ₱2.35M decrease in input VAT - due to decrease in recognized input VAT against Output VAT from various purchases made during the period
- d) 22% or ₱9.62M increase in other deposits
- e) 91% or ₱40.24M decrease in other current assets

**Non-Current assets decreased by 9.1% or ₱385.7 million** as a result of the net effect of the following:

**45% or ₱567M decrease in Available for sale investments** – due to the sale of available for sale investments

**14% or ₱126.3M increase in Investment in Associates** – due to the Group's share in the net income of the associates

**1% or ₱9.9M increase in Property and Equipment** - net due to the net effect in:

- a) 3% or ₱46k decrease in land improvements
- b) 3% or ₱4M decrease in machinery and equipment
- c) 6% or ₱591k decrease in building and improvement
- d) 11% or ₱258k decrease in furniture and fixtures
- e) 3% or ₱141k increase in transportation equipment
- f) 28% or ₱117k decrease in tools and other equipment
- g) 26% or ₱12.4M increase in construction in
- h) 24% or ₱1.7M decrease in other fixed assets

**2% or ₱0.6M decrease due to amortization of Leasehold Rights**

**85% or ₱23.6M increase in Deferred Tax Assets** – due to additional Minimum Corporate Income Tax during the period.

**122% or ₱22M increase in Refundable Deposits** – due to the increase of deposits made during the quarter of 2017.

**Current liabilities increased by 7.6% of ₱125.8 million** as a result of the net effect of the following:

**45% or ₱177.3M increase in Accounts payable and accrued expenses** – primarily due to the net effect of the following:

- a) 54% or ₱163.2M increase in accounts payable
- b) 16% or ₱4.83M decrease in accrued expenses
- c) 2% or ₱136K increase in accrued interest payable
- d) 6% or ₱668k decrease in retention payable
- e) 58% or ₱19.4M increase in other payables

**11% or ₱4.7M decrease in Deposit from Customers** – directly related to the booking made for the period from the sales reservation as of December 2016

**100% or ₱69.9M decrease in Subscription payable** – this is related to the disposal of available-for-sale investments

**5% or ₱42M increase in Short term Debt** – due to the net effect of the additional clean term loan availed by the group against payments made during the quarter

**5% or ₱18.8M decrease in Current maturities portion of long-term debt**

**Non-Current liabilities decreased by 4% or ₱34.1 million** as a result of the net effect of the following:

**14% or ₱111M decrease in Long-term Debt** – directly related to repayments made during the quarter and reclassification of the principal amount that will be due within one year.

**11% or ₱8.2M increase in Deferred tax liabilities** - due to the increase in collections pertaining to prior years' real estate sales

**Equity decreased by 9% or ₱278.3 million as a result of the net effect of the following:**

**20% or ₱346.6M increase in Share capital** – this is related to the distribution of the 20% stock dividends

**100% or ₱346.6M decrease in Stock dividend distributable** – due to the distribution of stock dividends on March 8, 2017

**116% or ₱492.9M decrease in Net unrealized gain on available for sale** – due to the decrease in market value of available for sale investments

**347% or ₱214.3M increase in the Retained Earnings** – due to the effect of net income earned during the year period

## Results of Operations – Consolidated (Unaudited)

In Thousand Pesos	June 30, 2017	June 30, 2016	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)		2017	2016
			Amount	%		
Net Sales	197,614	309,095	(111,480)	-36%	46%	93%
Financial Income	2,880	4,857	(1,977)	-41%	1%	1%
Rental Income	2,069	7,196	(5,127)	-71%	0%	2%
Sale of aggregates	-	3,304	(3,304)	-100%	0%	1%
Gain on Sale of shares	172,632	-	172,632	0%	40%	0%
Gain on Sale of property and equipment		978	(978)	0%	0%	0%
Discount on Longterm debt		246	(246)	0%	0%	0%
Equity in net income of an associate	50,621	1,379	49,242	0%	12%	0%
Other Income	4,271	4,849	(578)	-12%	1%	1%
<b>Total Revenues</b>	<b>430,086</b>	<b>331,902</b>	<b>98,183</b>	<b>30%</b>	<b>100%</b>	<b>100%</b>
Cost of sales and services	102,713	155,088	(52,375)	-34%	24%	47%
General and Admin Expenses	92,422	93,571	(1,149)	-1%	21%	28%
Finance Cost	39,527	45,465	(5,937)	-13%	9%	14%
Marketing	16,749	14,891	1,857	12%	4%	4%
<b>Total Cost and Expenses</b>	<b>251,411</b>	<b>309,016</b>	<b>(57,604)</b>	<b>-19%</b>		
<b>Income before Tax</b>	<b>178,674</b>	<b>22,886</b>	<b>155,788</b>	<b>681%</b>		
Tax expense	(10,379)	4,948	(15,327)	-310%	-2%	1%
<b>Income after Tax</b>	<b>189,053</b>	<b>17,939</b>	<b>171,115</b>	<b>954%</b>	<b>44%</b>	<b>5%</b>
Unrealized gain on Available-For-Sale investments	(364,191)	655,508	(1,019,698)	-156%		
Translation gain	328		328	#DIV/0!		
Comprehensive Net Income	(174,809)	673,446	(848,255)	-126%		

### A Brown Company - CONSOLIDATED Results of Operations For the 2nd Quarter ending June 30, 2017

The consolidated financial statements for the quarter ending June 30, 2017 resulted to a net income after tax of **₱149.2 million** compared to a **₱11.2 million** net income for the same quarter last year an increase by 954% or 171.1 million due to the net effect of the following:

**38% or ₱54.3M decrease in Sales on a QTR and 36% or ₱111.5M decrease on a YTD due to:**

- Decrease in Real estate Sales by 16% or P15.3M on a QTR and 50% or P176.9M decrease on a YTD** - due to the price points of the units sold this year. Units sold this year were mostly economic and socialized housing compared to that of last year which had a contribution from high end projects.
- Decrease in Sales of crude palm oil by 82% or P8.8M on a QTR and 94% or P28.7M decrease on a YTD**– due to the decrease in the quantity sold by 82% or 298.6 metric tons during the quarter as crude palm oil is further processed to palm oil.
- Decrease in Palm Fatty Acid Distillate Sales by 87% or P4M on a QTR and 49% or P1.2M decrease on a YTD** – due to the decrease in quantity produced and sold by 87% or 232.76 metric tons and increase in price by 2% or P383/metric ton during the quarter.
- Decrease in RBDO Sales by 100% or P3.8M on a QTR and 100% or P7.4M decrease on a YTD** – No RBDO were sold during the quarter. RBDO is further processed to palm oil.
- Decrease in Palm Acid Oil Sales by 97% or P5M on a QTR and 87% or P2.4M decrease on a YTD**– due to the decrease in quantity sold by 97% or 479 metric tons and decrease in price by 7% or P751.72 during the quarter.
- Decrease in Palm Olein Sales by 79% or P11.6M on a QTR and 86% or P39.9M decrease on a YTD** – due to the decrease in quantity sold by 81% or 315metric tons and increase in price by 12% or P4,683.63 during the quarter.

- g) ***Decrease in Palm Stearin Sales by 70% or P2.8M on a QTR and 85% or P12.8M decrease on a YTD*** - due to the decrease in quantity sold by 63% or 101.68 metric tons and decrease in price by 18% or P4,540.48 during the quarter.
- h) ***Decrease in Kernel Nuts and Fertilizer Sales by 84% or P1.4M on a QTR and 87% or P3.4M decrease on a YTD***

***50% or P1.1M decrease in Financial income on a QTR and 41% or P2M decrease on a YTD***– due to the increase in end-buyer's financing by the bank leading to decrease in the in-house financing of real estate sales.

***100% or P28.9M increase in Equity in net gain of an associate on a QTR and P49.2 increase on a YTD*** – this pertains to the group's 20% share on the net earnings of PCPC, PEI, and 33.33% share on the net earnings of EWRT's operating companies during the quarter and YTD.

***100% or P1.2M decrease in Sales of aggregates on a QTR and 100% or P3.3M on a YTD***– due to the cessation of the company's aggregate business.

***54% or P2.1M decrease in Rental income on a QTR and 71% or P5.1M decrease on a YTD*** – due to the sale of an Investment Property in November 2016

***100% or P1.1M decrease dividend income on a QTR*** – directly related to dividend received from an investee company

***100% or P89K decrease in Discount on loans payable on a QTR and 100% or P246K on a YTD*** – due to the amortization of discounts related to the non-interest bearing loans availed from various stockholders.

***52% or P1.4M increase in Other income on a QTR and 12% or P578K decrease on a YTD***– due to the net effect of the following:

- a) ***Increase in Income from forfeited deposits by 9% or P100K on a QTR and 70% or P4.9M decrease on a YTD*** – foreclosed accounts in the second quarter of 2017 is higher compared to last year's forfeited accounts of the same quarter.
- b) ***Increase in Income from penalties and surcharges by 181% or P1.2M on a QTR and 60% or 952K decrease on a YTD*** – due to the increase in the collection of penalties and surcharges through the in- house financing of real estate sales during the second quarter of 2017 as compared to the same quarter of last year.
- c) ***Increase in Other income by 8% or P72k on a QTR and 55% or P1.8M decrease on a YTD*** – due to the increase in scrap sales from empty fresh fruit bunches on the second quarter of 2017 as compared to the same quarter of last year.

***27% or P17.7M decrease in Cost of Sales on a QTR and 34% or P52.4M decrease on a YTD due to:***

- a) ***3% or P1.2M decrease in cost of Real estate on QTR and 48% or P81M decrease on a YTD*** – the increase is relatively due to decrease in lots sold
- b) ***58% or P2.4M decrease in cost of production of Crude palm oil on a QTR and 93% or P21.9M decrease on a YTD***
- c) ***Decrease in cost of Palm Fatty Acid Distillate by 78% or P1.2M on a QTR and 100% or P672K increase on a YTD***
- d) ***Increase in cost from Water services by 34% or P618K on a QTR and 46% or P3.4M decrease on a YTD***– The increase is relatively due to increase in service income in water and increase in new connections during the quarter.

- e) **100% or P637K decrease in cost of Aggregates on a QTR and 100% or P5.4M decrease on a YTD**– the decrease is due to the cessation of business last year.
- f) **Decrease in cost of Kernel Nuts and Fertilizer by 85% or P1.6M on a QTR and 100% or P3.5M decrease on a YTD** - the decrease is relatively due to the decrease in sales of Kernel Nuts and Fertilizers
- g) **Decrease in cost of Palm Acid Oil by 96% or P2.6M on a QTR and 100% or P224K increase on a YTD.**
- h) **Decrease in cost of Palm Olein by 74% or P7M on a QTR and 84% or P26.8M decrease on a YTD.**
- i) **Decrease in cost of Palm Stearin by 54% or P1.9M on a QTR and 81% or P11.5M decrease on a YTD.**

**31% or P13.2M increase in General and Administrative Expenses on a QTR and 1% or P1.1M decrease on a YTD** - due to the following net effect of:

- a) **5% or P1M decrease in Personnel expenses on a QTR and 33% or P17.4M decrease on a YTD**
- b) **24% or P912K decrease in Depreciation and amortization on a QTR and 53% or P6.5M decrease on a YTD**– due to the net effect of the fully depreciated property and equipment items and various additions in the second quarter of 2017
- c) **115% or P4.2M increase in Taxes and Licenses on a QTR and 51% or P10.3M decrease on a YTD**
- d) **32% or P208k increase in Repairs and maintenance on a QTR and 63% or P3.2M decrease on a YTD** – due to the increase in cost of repairs and maintenance during the quarter as against the second quarter of 2016.
- e) **7k increase in Utilities and supplies on a QTR and 47% or P3.3M decrease on a YTD**
- f) **20% or P406k decrease in Rental expense on a QTR and 48% or P2.8M decrease on a YTD**
- g) **203% or P413k decrease in Representation and Entertainment on a QTR and 57% or P562K on a YTD** – this refers to the cost of providing comfort/convenience (e.g. meals) to the prospective clients
- h) **4% or P140k increase in security services on a QTR and 31% or P3.5M decrease on a YTD** - due to the increase in number of security personnel assigned to real estate projects
- i) **338% or P7.4M increase in professional fees on a QTR and 67% or P4.4M on a YTD**– directly related to the various consultancy services incurred by the group
- j) **48% or P1.2M increase in travel and transportation on a QTR and 15% or P881K decrease on a YTD** – directly related to the various site visitation for mill and plantation operations and power group operations
- k) **159% or P192k increase in board meeting expenses on a QTR and 70% or P807K decrease on a YTD** – due to the various materials and other expenses incurred related to board meetings and annual reports
- l) **32% or P147k decrease in director fees on a QTR and 64% or P720k decrease on a YTD**
- m) **45% or P45k increase in training and seminars on a QTR and 34% or P81k decrease on a YTD** – due to the minimal trainings and seminars conducted and attended the second quarter of 2017 as compared last year
- n) **57% or P132k decrease in subscription and dues on a QTR and 30% or P582k decrease on a YTD**
- o) **78% or P17k decrease in bank charges on a QTR and 96% or P147k decrease on a YTD** – directly related to availment of loans, cancellation of mortgages and various charges on interbank deposits
- p) **51% or P59k decrease in litigation expenses on a YTD** – this is directly related to the settlement of Yulo case.

q) **339% or P3.5M increase in miscellaneous expenses on a QTR and 50% or P5.8M decrease on a YTD** – includes community relations expenses such as scholar’s tuition and other humanitarian assistance

**3% or P617K decrease in Finance costs on a QTR and 13% or 5.9M decrease on a YTD** – directly related to the group’s repayments of loans during the second quarter of 2017.

**Financial Soundness Indicators/Top Key Performance Indicators**  
(Consolidated Figures)

The table below sets forth the comparative performance indicators of the Company and its majority-owned subsidiaries:

<b>Financial Ratios</b>	<b>Unaudited</b>	<b>Unaudited</b>	<b>Audited</b>
<b>Consolidated Figures</b>	<b>June 30, 2017</b>	<b>June 30, 2016</b>	<b>12/31/2016</b>
Current ratio <sup>1</sup>	0.82:1	1.02:1	0.80:1
Current Debt to Equity ratio <sup>2</sup>	0.65:1	0.42:1	0.55:1
Total Debt to Equity ratio <sup>3</sup>	0.94:1	0.77:1	0.85:1
Asset to Equity ratio <sup>4</sup>	1.94:1	1.77:1	1.85:1
Interest coverage ratio <sup>5</sup>	5.52x	1.50x	0.59x
Profit Margin ratio <sup>6</sup>	43.96%	5.40%	-13.04%
Return on Assets <sup>7</sup>	3.46%	0.31%	-1.38%
Return on Equity <sup>8</sup>	6.57%	0.57%	-2.63%

<sup>1</sup>Current assets/Current liabilities

<sup>2</sup>Current liabilities/Stockholders’ equity

<sup>3</sup>Total liabilities/Stockholders’ equity

<sup>4</sup>Total assets/Stockholders’ equity

<sup>5</sup>Earnings before interest, income tax (EBIT)/Total financing cost

<sup>6</sup>Net income/Total revenue

<sup>7</sup>Net income/Average total assets

<sup>8</sup>Net income/Average total stockholders’ equity



## **Real Property Development:**

**Xavier Estates:** It is the pioneer in premier mixed use development in Northern Mindanao. This 220-hectare development located at Fr. Masterson Avenue, Upper Balulang, and sprawled on a panoramic plateau overlooking the City has now become 288 hectares through additional acquisitions of adjacent developable areas over the years. It is a perfectly master-planned community which guarantees luxury, elegance, prestige, convenience and security. There were eleven (11) lots sold for the 2<sup>nd</sup> quarter of 2017 compared to four (4) lots for the 2<sup>nd</sup> quarter of 2016.

**Phase 5-Ventura Residences** is the first venture of A Brown Company, Inc. into the middle market house-and-lot package nestled inside the Xavier Estates. Ventura Residences is 91% complete as of June 30, 2017. This project has a saleable area of 5.8 hectares. There were twenty (20) house and lot packages recorded as sold this quarter of the year and also twenty (20) house and lot packages for the same quarter of last year. For **Ventura Lanes**, there were three (3) lots sold for this quarter.

**Xavierville Homes:** It is an economic housing development project adjacent to the Xavier Estates. Phase 1 and 2 are 100% complete. Retouching of existing and completed units is being done for its housing component when necessary. There were four (4) units sold for the 2<sup>nd</sup> quarter of this year compared to five (5) units sold for the same quarter of last year.

**Teakwood Hills:** It is located in Barangay Agusan, Cagayan de Oro City, some 2.3 kilometers from the national highway going uphill. This idyllic enclave has a breathtaking endless view of the mountains and the sea. The roads are eight meters wide and lined with trees. It has a club house with recreational amenities such as swimming pool, billiards, darts and table tennis. Lot sizes start from a minimum cut of 250 sq. m., all with a 180-degree scenic view of the famous Macalajar bay and an elevation of 220 meters above sea level. Percentage-of-completion for Phase 1 is at 81% while Phase 2 is 100% completed. For this year's 2<sup>nd</sup> quarter, six (6) lots were sold compared to twenty six (26) lots for the same quarter last year.

**St. Therese Subdivision:** The subdivision is a 1.67 hectares socialized housing project located in Balulang, Cagayan de Oro that will provide 155 lots of which 91 units are row houses, 38 units are duplex, 17 single attached units and 9 units which have been allotted for a new design. There were sixteen (16) units sold for this year's 2<sup>nd</sup> quarter while thirteen (13) units for the 2<sup>nd</sup> quarter of last year.

**Valencia Estates:** It is located in Barangay Lumbo, Valencia City, Bukidnon. The amenities are patterned after the excellent standards of a plush subdivision with a road network of 15 meters for the main road, 10 meters for the service roads complete with sodium street lamps; a basketball court, a clubhouse with a swimming pool. It also has open spaces and playground, perimeter fence and a 24-hour security service. The project is 100% done. Eight (8) lots were sold for the 2<sup>nd</sup> quarter of 2017 while eleven (11) lots for the 2<sup>nd</sup> quarter of 2016.

**Coral Resort Estates:** The project is considered as the first residential resort estates in Northern Mindanao. It is strategically located in Initao, Misamis Oriental with a total development area of 5.4 hectares. Phase 1-Cluster A of the project with a development area of 2.5 hectares is 99% complete. Phase 1-Cluster B is currently 98% complete. Three (3) lots were sold for the 2<sup>nd</sup> quarter of this year while nine (9) lots for the same quarter of last year.

**West Highlands** is a golf and residential estate located in Brgy. Bonbon, Butuan City. The estate has a total developmental area of 25.9 hectares and is 289 feet above sea level which gives lot owners a panoramic view of historic Mt. Mayapay or the cityscape. There were eighteen (18) lots sold for this quarter as compared to the forty three (43) lots sold for the same quarter last year.

**Mountain View Homes** is the latest project offering of ABCI. This project has a development area of 2.3 hectares with 217 saleable house and lots with guard house and basketball court. **Mountain View Homes Phase 2** is a new venture into the socialized and economic housing which is adjacent to the original Mountain View Homes. It is accessible to churches, schools, malls and commercial establishment. The socialized housing project has row houses with lot area of 50 sq.m. and floor area of 26sq.m. Single detached units for economic housing have a lot area of 75-143 sq. m. and floor area of 36-38 sq. m. A total of twenty three (23) house and lot were booked as sale in the 2<sup>nd</sup> quarter of 2017 while forty nine (49) house and lot for the 2<sup>nd</sup> quarter of 2016.

**Adelaida Park Residences** located beside Mountain View Homes is the first residential subdivision in the region offering a ridgeview linear park. The linear park is 410 linear meters in length with park lights along the jogging path/bicycle path. Single detached and attached house and lot units are offered with lot area ranging 90-161 sq.m. with floor area ranging 60-60.5 sq.m. Adelaida Park Residences has single houses sufficiently spaced from each other with its own parking space; is a gated community with ranch-type perimeter fence; has proposed pavilion; and is certified flood free with an elevation of 157 feet above river bank. There were three (3) house and lot sold in the 2<sup>nd</sup> quarter of this year.

ABCI was engaged in quarrying and mining of basalt rocks for the production of construction aggregates of four different sizes as follow: 1 1/2" gravel, 3/4" gravel 3/8" gravel and crushed sand. The quarry site which is rocky in nature is located in Sitio Balaon, San Isidro, Talakag, Bukidnon. A total of 2,460 cubic meters of aggregates were produced for the 2<sup>nd</sup> quarter of last year. The company decided to cease the quarry operations on October 31, 2016.

**Oil Palm Plantation:**

For the Quarter Ending June 30, 2017

Location	Plantation Area in Hectares			Yields
	Gross Area	Area That Can Be Planted	Area Planted	Bunches
Kalabugao	1,276.53	1,087.75	920.55*	
Phase I				-
Phase II				-
Phase III				-
Phase IV				-
Phase V				-
Impasug-ong	4.14	4.14	4.14	651
Opol	1,089.85	630.77**	623.27	-
Tignapoloan	1,328.56	929.96	-	-
XE Plantation	43.74	43.74	43.74	3,531
<b>TOTAL</b>	<b>3,742.82</b>	<b>2,696.36</b>	<b>1,591.70</b>	<b>4,182</b>

\*Total area planted in Kalabugao is net of 55 has. of trees that were uprooted due to severe diseases.

\*\*Total area that can be planted in Opol is net of 60.03 has. It was discovered that it's not suitable for planting due to soil texture (rocky with limestone outcroppings).

For the Quarter Ending June 30, 2016

Location	Plantation Area in Hectares			Yields
	Gross Area	Area That Can Be Planted	Area Planted	Bunches
Kalabugao	1,276.53	1,087.75	920.55*	
Phase I				16,269
Phase II				15,239
Phase III				2,113
Phase IV				1,492
Phase V				650
Impasug-ong	4.14	4.14	4.14	1,021
Opol	1,089.85	630.77**	623.27	110,881
Tignapoloan	1,328.56	929.96	-	-
XE Plantation	43.74	43.74	43.74	6,484
<b>TOTAL</b>	<b>3,742.82</b>	<b>2,696.36</b>	<b>1,591.70</b>	<b>154,149</b>

\*Total area planted in Kalabugao is net of 55 has. of trees that were uprooted due to severe diseases.

\*\*Total area that can be planted in Opol is net of 60.03 has. It was discovered that it's not suitable for planting due to soil texture (rocky with limestone outcroppings).

The following are the status of the plantation areas as of June 30, 2017:

Location	Flowering	Vegetative
Kalabugao		
Phase I	100%;100%	0%;0%
Phase II	100%;100%	0%;0%
Phase III	100%;70%;0%	0%;30%;100%
Phase IV	20%;0%	80%;100%
Phase V	20%	80%
Impasug-ong	100%	0%
Opol		
Phase I a	100%	0%
Phase I b	100%	0%
Phase I c	100%	0%
Phase II a	100%	0%
Phase II b	100%	0%
Phase II c	100%	0%
Phase III a	100%	0%
Phase III b	80%	20%
Phase IV a	10%	90%
Phase V a	0%	100%
XE Plantation		
Phase I	100%	0%
Phase II	100%	0%

The following are the status of the plantation areas as of June 30, 2016:

Location	Flowering	Vegetative
Kalabugao		
Phase I	100%;70%	0%;30%
Phase II	100%;70%	0%;30%
Phase III	100%;40%;0%	0%;60%;100%
Phase IV	20%;0%	80%;100%
Phase V	20%	80%
Impasug-ong	100%	0%
Opol		
Phase I a	100%	0%
Phase I b	100%	0%
Phase I c	100%	0%
Phase II a	100%	0%
Phase II b	100%	0%
Phase II c	10%	90%
Phase III a	100%	0%
Phase III b	80%	20%
Phase IV a	10%	90%
Phase Va	0%	100%
Tignapoloan		
XE Plantation		
Phase I	100%	0%
Phase II	100%	0%

### **Nursery Operation:**

The 3rd batch of oil palm seeds are sourced from Thailand. All seedlings were already sold and no more remaining inventory.

### **Palm Oil Mill**

A total of 1,223.91 metric tons of Fresh Fruit Bunches (FFB) derived from internal and external sources were processed for the 2<sup>nd</sup> quarter of 2017, compared to 5,379.46 metric tons in the same period of last year, the decline is due to low delivery of FFB. This is an average of 407.97 metric tons of fresh fruit bunch processed per month as against 1,793.15 metric tons of the same period last year. The yield for the 2nd quarter of this year was 223.22 metric tons of crude palm oil with an average oil extraction rate of 18.24% as compared to 1,014.30 metric tons having an average extraction rate of 18.88% for the same period last year. The decrease in raw material (FFB) resulted to decrease in production of Palm Olein, Palm Stearin and its by-products.

The kernels that were produced totaled to 15.25 metric tons as compared to 109.50 metric tons of last year.

## **Refined Bleached Deodorized Oil (RBDO) Plant**

For the 2nd quarter of 2017, the refinery produced a total of 129.37 metric tons of RBDO compared to 925.27 metric tons of the same period last year.

In addition, 8.14 metric tons of Palm Fatty Acid Distillate was produced and sold 34.96 metric tons in the 2<sup>nd</sup> quarter of this year. This by product is generated during production of RBDO.

## **Fractionation Plant**

The production of Palm Olein and Palm Stearin started in June 2015. Crude Palm Oil produced is further processed into Refined Bleached and Deodorized Oil, the raw material of Palm Olein and Palm Stearin. In the 2<sup>nd</sup> quarter of 2017, there were 74.66 metric tons of Palm Olein compared to 392.95 metric tons for the same period last year and 40.96 metric tons of Palm Stearin compared to 210.99 metric tons for the 2nd quarter of last year were produced. The quantity sold during the 2<sup>nd</sup> quarter was 72.06 metric tons of Palm Olein and 60.14 metric tons of Palm Stearin.

## **Power Generation**

### **Coal-Fired Power Project**

#### **Palm Concepcion Power Corp. (PCPC) – 20% owned by PTCHC**

Palm Concepcion Power Corporation (PCPC) whose outstanding capital stock has been acquired by Palm Thermal Consolidated Holdings Corp. (PTCHC) in 2010 is the project company for the 135-megawatt coal-fired power plant in Concepcion, Iloilo.

In July 2013, the lending banks signed the term loan financing totaling to Php 10B to partially finance the Engineering, Procurement and Construction (EPC) and finance costs of the project. These are China Banking Corporation (Php 3.5B); Asian United Bank (Php 2.5B) and BDO Unibank, Inc. (Php 4B). BDO Capital & Investment Corporation acted as the Lead Arranger and Sole Bookrunner for the term loan facilities.

In 2014, the SEC approved the increase in authorized capital stock (ACS) and the Plan of Merger of PCPC and PCHLC, with PCPC as the surviving entity. The merger and the increase resulted to the Company's 30% equity interest in PCPC. On January 6, 2015, the SEC approved PCPC's application for another increase in authorized capital stock to 6,000,000,000 shares divided into 1,500,000,000 common shares and 4,500,000,000 redeemable preferred shares both with a par value of P1.00 per share. This reduced PTCHC equity interest in PCPC to 20%.

The plant site and support units are programmed for two (2) units. Project implementation for the first unit is already completed. The power plant has been synchronized with the Visayas grid in coordination with NGCP as of May 2016. PCPC's full commercial operations started on August 2016, delivering power supply to Panay, Negros, and the rest of Visayas. Ten (10) distribution utilities and electric cooperatives have signed up with PCPC for their baseload power capacity requirements in order to deliver reliable and stable power generation supply to industrial, commercial, and residential consumers. At present, nine (9) out of the ten power contracts with these customers were approved by the Energy Regulatory Commission (ERC) and they are now sourcing their base load power capacity requirements from the Concepcion power plant.

The second unit is in the initial stage of pre-construction activities, all requirements for the Environmental Compliance Certificate (ECC) has been submitted to the Department of Environment and Natural Resources (DENR). Construction is estimated to take two to three years after commissioning of the first unit.

## **Bunker-Fired Power Project**

### **Peakpower Energy Inc. (PEI) – 20% owned by ABCI**

In 2013, Peakpower Energy, Inc. was formed to implement projects designed to generate peaking energy spread across various A+/Green rated electric cooperatives in Mindanao. These are Build-Operate-Maintain and Transfer (BOMT) agreements for brand new bunker-fired engines, which will last for 15 years through its subsidiaries as operating units: Peakpower Soccsargen, Inc., Peakpower San Francisco, Inc. and Peakpower Bukidnon, Inc.

### **Peakpower Soccsargen Inc. (PSI) – 100% owned by PEI**

Peakpower Soccsargen Inc. (PSI) is a 20.9MW Diesel/Bunker-Fired Power Plant located in General Santos City. It has a 15-year BOMT agreement with the South Cotabato II Electric Cooperative Inc. (Socoteco 2). Socoteco 2 is the largest distribution utility in Mindanao and its franchise area includes General Santos City, the municipalities of Glan, Malapatan, Alabel, Makungon, Kiamba, Maasim and Maitum in Sarangani and the municipalities of Polomolok and Tupi in South Cotabato. The Energy Regulatory Commission issued the PSI Certificate of Compliance on December 1, 2014. Commercial operation started on January 27, 2015.

PSI has finished construction of its 13.9MW Power Plant expansion. Target commercial operations for the expansion plant will be August 2017.

### **Peakpower San Francisco Inc. (PSFI) – 100% owned by PEI**

Peakpower San Francisco Inc. (PSFI) is a 5.2MW Diesel/Bunker-Fired Power Plant located in San Francisco, Agusan del Sur. It has a 15-year BOMT agreement with the Agusan del Sur Electric Cooperative Inc. (Aselco). Aselco's franchise area includes the municipalities of San Francisco, Prosperidad, Rosario, Trento, Bunawan, Veruela, Sta. Josefa, Loreto, Sibagat, Esperanza, Talacogon, La Paz, San Luis and Bayugan City. San Francisco serves as the primary commercial and service center in the province of Agusan del Sur, being situated at the crossroads leading to other production centers in the region. Commercial operation started on March 1, 2015.

PSFI has commenced its 5.2MW Power Plant expansion. As of June 30<sup>th</sup> 2017 the power plant expansion is 99.55% complete. Target commercial operations will be August 2017.

### **Peakpower Bukidnon Inc. (PBI) – 100% owned by PEI**

Peakpower Bukidnon Inc. (PBI) is a 10.4MW Diesel/Bunker-Fired Power Plant located in Barangay Alae, Manolo Fortich, Bukidnon. It has a 15-year BOMT agreement with the Bukidnon Second Electric Cooperative Inc. (Buseco). Buseco's franchise area includes the municipalities of Libona, Manolo Fortich, Sumilao, Baungon, Malibog, Talakag, Impasug-ong, Malaybalay, Lantapan and Cabanglasan, all in the Province of Bukidnon. The highlands of Bukidnon are considered to be the food basket of the Philippines and are home to more than a few food processing industries.

PBI has commenced its 10.4MW Power Plant construction. The 2 units of Wartsila Engines were delivered last July 2016. As of June 30<sup>th</sup> 2017 the power plant construction is 97.61% complete. Target commercial operations for this unit will be September 2017.

## Outlook for the Year and Onwards

### Real Estate Business:

The growth of Philippine real estate sector remains positive through 2017. The outlook for investment flow into the country continues to be on an uptrend affirmed as well by rosy growth forecasts by credit rating agencies and financial institutions. Hinging on this optimism, real estate players are forging ahead with aggressive developments in all sectors – office, retail, residential and industrial – across, within and outside the main city centers of the country.

Despite the annual increase in real estate developments, the Philippine housing backlog is estimated at 4.8M, as of the end of 2017. Industry players said that this may even increase in the next years through 2030 if the demand for socialized houses or mass houses in particular is not addressed. Sixty seven percent (67%) of the housing needs in the country are economic and socialized houses. Demand for low cost and socialized housing is actually increasing faster than what the Developers can deliver.

### *New Housing Need, 2012-2030*

Market Segment	Price Range	Units Needed	% of TOTAL Need
<b>Can't Afford/Needs Subsidy</b>	400K & below	1,449,854	23%
<b>Socialized Housing</b>	400K & below	1,582,497	25%
<b>Economic Housing</b>	400K – 1.25M	2,588,897	42%
<b>Low Cost Housing</b>	1.25M – 3M	605,692	10%
<b>Mid Cost Housing</b>	3M – 6M	No need	
<b>High End Housing</b>	> 6M	No need	
<b>TOTAL Need</b>		6,226,940	

Total New Need Average: **345,941** housing units per year

### *Estimated Backlog by 2030\**

<b>Those who can't afford</b>	832,046
<b>Backlog, as of 2011</b>	3,087,520
<b>Total Housing Backlog, as of 2011</b>	3,919,566
<b>New Housing Need, 2012-2030</b> (345,941 units/yr X 18 yrs.)	6,226,540
<b>Housing Production Capacity</b> (200,000 units/yr X 18 yrs.)	3,600,000
<b>Backlog by 2030</b>	6,546,106

*\*If no special housing program is created.*

Source: <http://industry.gov.ph/industry/housing/>

Being at the forefront in real estate development in Mindanao, the management and the Board of ABCI will continue to pursue its real estate projects in key cities in the Land of Promise. Overtime, ABCI was able to build a reputation and credibility to deliver first class development. It has created a niche in Mindanao and has carved a name to beckon with when

it comes to property development. It shall take advantage of the continuous demand in Xavier Estates lots since it is still the preferred place due to its aura. Xavier Estates Phase V-A Ventura Residences offered Clusters B&C for the lot-only market. The strongest factor especially among the OFWs and foreigners married to a Filipino are its tree-lined streets now fully-grown, its in-house water system, strict security system, the largest clubhouse in Mindanao as well as having a luxurious view of nature on top of a plateau. Teakwood sales are beginning to pick-up and are also the preferred place compared to its competitors due to its magnificent location which is overlooking the Macajalar Bay. Coral Resort Estates is gaining popularity among local residents due to the tranquility the water front offers. West Highlands stands tall at 289 feet above sea level in Butuan City offering the only residential community beside a golf course development. Adelaida Park Residences is ABCI's response to the growing demand for economic house and lot packages. The project gained edge because of its ridgeview linear park and single houses sufficiently spaced from each other. Mountain View Homes Phase 2 attracted teachers, government employees and managers. ABCI will continue to focus on increasing revenue generation, reduction of costs and expenses, and increasing efficiency in its operations to continuously provide the growth of shareholder value. Through its subsidiaries' diversified ventures, it will keep on pursuing businesses which will eventually replace the adhesive and chemical business ABCI was known for.

### **Palm Oil Business:**

The palm oil industry is a promising enterprise as the palm oil continuously being considered as the most important tropical vegetable oil in the global oils and fats industry, in terms of production and trade.

Citing a study published by the University of Asia and the Pacific, Mindanao Economic Development Council (Medco) said palm oil's domestic demand will continue to increase 5 percent a year in the next 10 years to 2020. (<http://ppdci.org/?p=20>)

According to industry estimates, the current local demand for palm oil is at 800,000 metric tons (MT). However, the country produces only an average of 100,000 MT a year. This means the Philippines imports as much as 700,000 MT of palm oil from Indonesia and Malaysia just to meet local demand.

Data from the PPDCI showed that the country's crude palm-oil production in 2014 increased by 10.67 percent to 135,000 MT, from 122,000 MT in 2013. Production in 2015 grew slightly to 137,000 MT, as the low price of oil palm discouraged farmers from planting the crop. Last year the price of oil palm (fresh fruit bunch) reached P3,400 per MT, lower than the "comfortable" price of P5,000 per MT. The inventory was high, but the demand for palm oil declined last year, causing prices to fall (<http://www.businessmirror.com.ph/2016/06/07/pinol-eyes-palm-oil-regulatory-body/>).

Key industry players are positive about the bright prospects of increasing palm oil production in the world market not to mention the great demand from the domestic market and the prospect of eventually exporting palm oil globally. This growing demand presents an opportunity for ABERDI to expand its current crude oil capacity of 10 tons per hour to 30 tons per hour. This expansion requires an additional 2,800 hectares of oil palm plantation representing 50% of the additional requirement of 5,500 hectares. Suitable lands for expansion are available in Misamis Oriental and Bukidnon Provinces due to its strategic proximity to the mill. More importantly, these areas have adequate and ideal available land; in good climatic conditions; and has a vast potential area for oil palm plantation.

There are now seven (7) out of nine (9) milling plants in the country which are located in Mindanao. On top of this, two (2) additional milling plants are in the pipeline. Out of the nine (9) plants, two (2) have upgraded into refinery plants. ABERDI is the second next to Caraga Oil Refinery Inc. (CORI).



To respond to the lack of adequate local production, the management has targeted to develop 2,000 hectares of oil palm plantation in Kalabugao, Impasug-ong, Bukidnon. As of the end of the second quarter of 2017, about 3,743 (gross area) hectares were already acquired for development, of which almost 1,592 hectares were planted while about 1,105 hectares are prepared to be available for planting.

ABERDI's refinery with fractionation machine is now operational in full capacity of 50 MT/day. Likewise, the company is producing Palm Olein, Palm Stearin and Palm Fatty Acid Distillate in bulk sales. In 2016, it has already engaged in branding and packaging of premium cooking oil labelled as "Golden Belle". Its products are now FDA and HALAL-certified.

The company's strategic Route to Market design is divided into two (2) service packages. First service package is direct serve outlets which will cover industrial or food processing companies, supermarkets, hyper-marts, wholesalers, groceries, catering services, hotels and restaurants around Mindanao region. Second service package will be indirect serve outlets like sari-sari stores, traditional food outlets, mini marts, direct household consumptions or specials events markets will serve by our potential Trade Execution Partners (TRP). This Dealership System has good functional discounts plus variable incentive scheme. This will provide customers and consumers excellent service and good margin to the best quality products.

#### **Power Generation:**

The year 2016 is characterized by a significant increase in electricity consumption at 10% and peak demand at 8.7% attributed to several factors such as the increase in temperature and utilization of cooling equipment aggravated by the strong El Niño, the conduct of National and Local elections during the first half of the year, increase in economic growth, and entry of large power generating plants. The residential and industrial sectors remained the major drivers of electricity consumption in the country while Luzon remained the largest on a per grid basis.

Notably, the growth of the country's supply base supplemented the increase in demand with the growth of total installed capacity at 14% from 18,765 MWh (2015) to 21,423 MWh (2016) majority coming from coal-fired power plants. Among the three grids, Mindanao has the highest recorded growth in terms of capacity at 31% from 2015-2016. From 2017-2025 a total of 5,068 MW committed projects are expected to come online. The DOE is continuously encouraging investments in power generation in view of the increasing peak demand which is expected to grow by more than triple in 2040.

Along with supply security, the DOE also embarks on increasing the reliability and resiliency of the system. In 2016, several yellow and red alerts were declared by the system operator in Luzon and Visayas in addition to the major grid disturbances and load dropping incidents. Among the three major grids, Mindanao was adversely affected by El Niño which caused the decline in hydro power generation and curtailment of supply during the first half of 2016. The entry of large coal-fired power plants in Mindanao on the latter part of 2016 has addressed these supply shortfalls.

The country's total installed capacity for 2016 grew to 21,423 MW compared to 18,765 MW from 2015. This increase in capacity is associated with the commercial operation of new power plants in Luzon such as the 2x150 MW SLPGC Coal Power Plant, 450 MW San Gabriel Natural Gas Power Plant; Visayas the 135 MW Palm Concepcion Coal Power Plant Unit 1, 132.5 MW HELIOS Solar Farm; and Mindanao the 2 x 135 MW FDC Misamis Coal Power Plant, and 150 MW SMC Malita Coal Power Plant. On the other hand, the country has a total of 19,097 MW dependable capacity or about 89% of the total installed capacity which has been delivered to the grid. The Philippines also displayed a significant growth in power generation at 10% from 82,413,213 MW in 2015 to 90,797,891 MW in 2016. Of this total generation, 48% comes

from coal, 22% comes from natural gas and 6% comes from oil-based generation. The remaining 24% or about one-fourth of the total power generation comes from renewable energy (RE) – based generating facilities.

Source: DOE

### **Coal-Fired Power Project:**

As economic activities increase in the Visayas, specifically in Panay, power supply stability and sufficiency is critical. The 2 x 135 MW coal-fired power plant project in Concepcion, Iloilo was developed due to the foreseen power capacity requirements in the Visayas region. The first unit of this new base load plant was designed to address the power supply requirements of the Visayas grid and provide a steady flow of power to the growing economic areas of Panay, Negros, Cebu and even Leyte. Palm Concepcion Power Corporation (PCPC), the project proponent, started construction of the power plant in 2013 and was able to complete the project after 37 months and 22 days. The power plant is equipped with a steam turbine generator manufactured by Alstom of Europe.

PCPC started commercial operations of the first unit of the 135 MW Circulating Fluidized Bed Combustion (CFBC) power plant on August 16, 2016. It is now delivering power supply to Panay, Negros, and the rest of Visayas.

Ten (10) distribution utilities and electric cooperatives have signed up with PCPC for their base load power capacity requirements in order to deliver reliable and stable power generation supply to industrial, commercial, and residential consumers. At present, nine (9) out of the ten power contracts with these customers were approved by the Energy Regulatory Commission (ERC) and they are now sourcing their base load power capacity requirements from the Concepcion power plant.

As of end June 2017, the power plant has a net generation capacity of 328,017,463.08 starting December 26, 2016, with an availability factor of 94.62%.

For the second unit, all requirements for the Environment Compliance Certificate (ECC) has been completed and just awaiting for the approval of the Department of Environment and Natural Resources (DENR).

### **Bunker-Fired Power Project:**

Peakpower Energy, Inc. was set up in 2013 to implement projects designed to generate peaking energy across various A+/Green rated electric cooperatives in Mindanao. These are Build-Operate-Maintain and Transfer agreements for brand new bunker-fired engines, which will last for 15 years.

After signing a power purchase and transfer agreement for 20-megawatt of peaking power supply with South Cotabato II Electric Cooperative and 5-megawatt with Agusan del Sur Electric Cooperative in 2013, the respective plants Peakpower Soccsargen, Inc. (PSI) and Peakpower San Francisco, Inc. (PSFI) are commercially operational, supplying the very much needed power capacities in their franchise areas.

Expansions of these two plants are nearing completion and are expected to be in commercial operations this year. A third plant, Peakpower Bukidnon Inc., which is a 2 x 5.2MW peaking plant and embedded to Bukidnon Second Electric Cooperative is also nearing completion and is expected to be on commercial operations by September 2017.

## **Hydro Power Project:**

### **Hydro Link Projects Corporation (HLPC) - 100% owned by ABCI**

Hydro Link Projects Corporation (HLPC) has several prospect sites for hydroelectric generation across the Philippines pursuant of ABCI's Vision of energizing the country's development. HLPC is currently pursuing the Carac-an Hydroelectric Project (CHP) in Cantilan, Surigao del Sur. It is a run-of-river type of hydroelectric development along the Carac-an River, the largest river stream around the Carac-an watershed area. This 16.3MW hydroelectric plant is HLPC's first foray in the renewable energy market under the auspices of ABCI.

Mindanao is rich in natural resources and has a huge potential for renewable energy, especially hydropower. The Carac-an Hydropower Project is in line with the objective of the government to accelerate the exploration of renewable energy resources to achieve energy self-reliance to reduce the country's dependence on imported fuels.

The DOE has granted the Hydropower Service Contract for the exclusive right to explore, develop and utilize the hydropower potential of the Caracan River located in Barangay Lobo and Cabangahan, Municipality of Cantilan, Surigao del Sur. It is the water source of Cantilan National Irrigation System. The irrigation system will not be affected by this hydropower development.

The project covers a drainage area of about 161 sq. km. measured at the proposed dam site. The result of the feasibility study shows that it would necessitate to build a diversion dam with a height of about 42 meters to attain the projected capacity and energy. The water will be diverted to a powerhouse located about four (4) kms downstream via a 4.4-km length of associated headrace and 140-m penstock. The powerhouse will be equipped with two (2) units of 8.15MW (2 x 8.15MW) of Francis Turbine for a total of installed capacity of 16.3MW with an estimated annual energy generation of about 78.9 GWh.

The output of the power station is proposed to be connected to the nearest sub-station of the Surigao del Sur Electric Cooperative II (SURSECO II), located in Madrid Sub-station. Currently SURSECO II has a peak demand of about 13MW. The excess power can be sold to other customer around the Mindanao Grid.

The proposed Project, being an indigenous source, can offer a very competitive energy price and is projected to help the stability of power in the area. In the economic terms, the Project can help save the environment by displacing part of the energy generated by fossil-fired power plants and can help protect the watershed and its environment.

The Project is also seen as an integral part of the economic development in the area and will further boost the economic and living condition of the constituents.

Along with the Hydropower Service Contract (HSC), the project has been granted its corresponding Certificate of Registration. After the Feasibility Study was completed, the project has been presented to the DOE as part of the process in its evaluation on granting the Certificate of Commerciality (COC).

The application for Water Permit has also been filed. In the application for water permit, NWRB requires developer the submission of "River System Ecological Study and Sustainability Plan." This additional requirement of NWRB will be included during the conduct of the environmental study.

Likewise, procurement for other permitting and approvals shall follow which include: Environmental Study, Endorsement from NCIP for FPIC, Endorsement and Resolution of

Support from LGUs, and Public Consultation. The acquisition of the above approvals is the requirement of DOE in order for the Project to advance to the next phase of project implementation which is the development/commercial stage. Afterwards, the project is ready for construction.

### **Bulk Water Project**

#### **AB Bulk Water Company, Inc. (ABWCI) - 100% owned by ABCI**

AB Bulk Water Company, Inc. (ABWCI) was incorporated on March 31, 2015 to engage in the business of holding and providing rights to water to public utilities and cooperatives and in particular to provide bulk water supply in the Municipality of Opol, securing any needed licenses to engage in such business activities and purchasing or otherwise acquiring, for the purpose of holding or disposing of the same, shares of stock, equity, rights, and property of any person, firm, association, or corporation engaged in industries or activities related to water development, paying for the same in cash, shares of stocks, or bonds of this corporation.

ABWCI is pursuing the proposed Bulk Water Supply Project for the Municipality of Opol in Misamis Oriental. The Project which will tap the water resources of Lumayagan River aims to supply about 15 to 20 million liters per day (MLD) of potable water, with potential expansion up to 25 MLD, to cater the present and future requirements of the municipality. Other potential service areas include the neighboring municipalities of Opol – the city of El Salvador, and the municipalities of Alubijid, Laguindingan, and Gitagum. Based on the study, these are potential growth areas.

The detailed engineering design of the Project has been completed confirming the technical viability of the project as defined during the pre-feasibility study. The components of the Project include the civil works, electro-mechanical equipment, the soft cost consisting of engineering and administration cost and the right-of-way and other related cost. These components are directly related to the project implementation and considered as part of the investment.

The Groundbreaking ceremony was held in April 2016. The Water Permit has already been granted by the National Water Resources Board (NWRB) in which the board approved the applied quantity required for the project. Likewise, the Environmental Compliance Certificate (ECC) has been secured from the Department of Environment and Natural Resources. The Watershed Management Study was also completed with the involvement of different LGU sectors and stakeholders. The project was submitted to the local government of Opol and is currently being evaluated.

### **East West Railway Project:**

#### **Blaze Capital Limited – 100% owned by ABCI**

Blaze Capital Limited is a British Virgin Islands company, incorporated and registered on August 8, 2011. It was acquired by ABCI on May 22, 2017. Blaze Capital Limited has a 33.33% ownership in East West Rail Transit Corporation (EWRTC) which is part of a consortium for the East-West Railway Project.

The Consortium, composed of EWRTC, Alloy MTD Group (represented by MTD Philippines Inc.) and Megawide Construction Corporation, has submitted an unsolicited proposal to the Philippine National Railways to build and then operate and maintain the East-West Rail Project. The East-West Rail Project is an integrated light rail mass transportation

system designated as MRT-8 and is intended to help alleviate the gap in the transportation infrastructure in the metropolis. This project is in line with the objective of the government to increase the ratio of rail transport systems to the rocketing ridership demand in Metro Manila and other major urban cities. The Project will involve the development, design, construction, supply, completion, testing, commissioning, and operation & maintenance of the East-West Rail Project that will traverse the corridor of Quezon Avenue in Quezon City and España Boulevard in Manila.

### **Impact of Economic/Political Uncertainties:**

The Company's performance will continue to hinge on the overall economic performance of the country. Interest rate movements may affect the performance of the real estate industry, including the Company. Good governance will definitely lead to better economy and better business environment and vice-versa. Political stability encourages people to work better and spend more and the investors to infuse funds for additional investment. Given the other positive economic indicators like recovery in exports, sustained rise in remittances and growing liquidity in the domestic financial market, the monetary officials agree that the government's projected growth targets is attainable.

The average headline inflation rate for full year 2016 settled to 1.8% which was below the government's target range of 2%-4% but higher than 1.4% (using the 2006-base price) of 2015. The inflation is higher from last year due to the relative increase in international oil price with an agreement among OPEC members to cut production; weaker exchange rate which provided inflation pressure with the peso now trading at 49-level to a dollar from 47-level earlier this year, and weather-related disturbances that affected food supply. Head inflation rate is the percent increase in the prices of goods and services commonly purchased by households, as measured by the Consumer Price Index (CPI). Core inflation represents a more long-term inflation trend, as it excludes certain items that have volatile price movements. The annual average core inflation declined at 1.9% in 2016 as compared to the 2.1% in 2015. For 2017, the inflation target of the Development Budget Coordination Committee (DBCC) is between 2 to 4 percent, (at 3% plus or minus 1 percentage point for 2017 to 2018). The current low inflation target could be sustained over the medium term as underlying structural inflation dynamics are favorable with the improved ability of the domestic economy to accommodate supply shocks. Specifically, the support to food production through infrastructure development, credit availability and insurance coverage is necessary to be resilient on climate-related shocks. The inflation target takes into account higher oil prices, pending petitions for adjustments in electricity rates and especially strong domestic economic activity. The inflation outlook is supported by the country's brisk domestic demand conditions, buoyed by solid private household spending, higher government expenditure and adequate domestic liquidity. Damage to crops resulting from climate-related shocks could lead to faster inflation in early 2017 including rice, a food staple, which comprises sizeable portion of the Consumer Price Index basket.

In 2016, the country's full year real GDP growth was 6.8% which is along the high-end of the government's target of 6.0% to 7.0% growth rate for the year. This also brings the seven-year moving average of real GDP growth rate to 6.3 % – the highest since 1978. In 2015, the GDP growth rate of 5.8% (growth rates at constant 2000 prices) is short of the government's 7% to 8% target and slower than the 6.1% in 2014 and 7.2% growth in 2013. For full-year of 2016, we are so far remains as one of the best performing economies in the Asian region if not the fastest growing economy with China at 6.7% and Vietnam at 6.2%. Domestic demand, in terms of investment and consumption, continued to fuel growth. Public investment in infrastructure remained strong with public construction expanding. This is attributed to high consumer confidence, modest inflation and interest rates, and improving labor market conditions. External demand improved with exports in goods rising. Growth in imports likewise accelerated supported by sustained increase in purchases of capital and durable goods, which indicate business and consumer confidence, and sustainability of growth. In terms of sectors on the supply side, growth in services improved but the agricultural growth

was a let-down as it returned to negative territory, reeling from the effects of typhoons. The total factor productivity of the Philippines has been the fastest in ASEAN, growing at 2.3% while capital efficiency has been improving.

Philippine economy is perceived to remain strong in 2017 with the government's 6.5% to 7.5% growth target which believed to be attainable given that the industry sector to stay vibrant with construction industry as the limelight following the government's aggressive commitment to approve and implement critical infrastructure projects. Likewise, the services sector is also expected to remain strong, supported by moderate inflation, expected influx in inbound tourists, expansion in retail trade, a healthy financial system, sustained growth of remittance, and the continuing growth of the IT-BPM sector. Domestic demand has so far remained buoyant, and should continue to provide support to economic growth in the near to medium-term. Improved employment prospects and favorable income conditions will underpin the growth in household consumption.

To achieve these goals, there are risks that lie ahead. Extreme weather disturbances like El Nino and strong typhoons will be the biggest roadblock. The agriculture sector challenge is to make it resilient to such shocks. Reducing the cost of food, especially of rice, is important in reducing poverty. At the same time, there's need to raise productivity in the agricultural sector by helping farmers transition to higher value crops and making technology easily accessible. Other potential downside risks also include possible policy shifts in the US, greater volatility in capital flows, and geopolitical risks. Thus, the government needs to remain vigilant and consider potential repercussions to the Philippine economy.

There's a need as well to nurture entrepreneurship and attract investments to produce higher-paying, higher quality jobs especially outside of Metro Manila. In turn, such investments will require a truly secure and stable economic and political environment. Moreover, the sectors should be resilient and diversified in both of products and markets, in particular, championing innovation and diversification in the industry sector. In the services sector, there is a need for a policy environment that makes it easier for firms to set up and operate businesses, as well as to comply with regulations. The government also need to make the regulatory system much more efficient and transparent.

The crafting of the Philippine Development Plan (PDP) of the present administration will provide a holistic and comprehensive approach to equipping the economy to accommodate higher growth in the following years. Importantly, this PDP is people-centered, as it is anchored on the people's aspirations for the long-term, as articulated in AmBisyon Natin 2040. Among the government's priorities are infrastructure development, human capital investment, regional development, social protection and humanistic governance in order to lay the foundation for inclusive growth, a high-trust society, resilient communities, and a globally competitive knowledge economy.

The Philippines remains to be one of the best-performing economies in Asia, as its GDP grew by 6.5% in the 2nd Quarter of 2017. This performance is well on track in meeting the full-year growth rate target of 6.5% to 7.5%. The Philippines overtook both Vietnam's 6.2% growth and Indonesia's 5.0 % growth. This puts the country as either the second or third fastest growing major Asian economy, next to China which grew by 6.9 % according to the report of National Economic and Development Authority (NEDA).

We believe that the Company's available cash, including cash flow from operations and drawings from existing and anticipated credit facilities, will provide sufficient liquidity to fund our projected operating, investment, capital expenditures and debt service requirements for the next twelve months. We have also implemented a number of initiatives under our liability management program to meet our debt service requirements in the short and medium term.

The Company does not expect to conduct any product research and development in the foreseeable future. No extraordinary purchase or sale of plant and equipment are expected

beyond those in the regular course of the Company's operations. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation nor material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

**Material Event/s and Uncertainties:**

The Company has no other events to report on the following:

- a) Any known trends, demands, commitments, events or uncertainties that will have a material impact on its liquidity.
- b) Any material commitments for capital expenditures.
- c) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/ revenues/ income from continuing operations.
- d) Any significant elements of income or loss that did not arise from the issuer's continuing operations.
- e) Any seasonal aspects that had a material effect on the financial condition or results of operations.
- f) Any event/s that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- g) Any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

The Company has no other information that needs to be disclosed other than disclosures made under SEC Form 17-C (if any).

SIGNATURES:

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

Registrant: **A BROWN COMPANY, INC.**



**ROEL Z. CASTRO**  
President & Chief Executive Officer



**MARIE ANTONETTE U. QUITO**  
Chief Finance Officer

DATE: AUGUST 18, 2017



## EXHIBIT I

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
*(Amounts in Philippine Pesos)*

	Notes	June 30, 2017 (Unaudited)	December 31, 2016 (Audited)
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash	6	₱ 138,036,215	₱ 48,831,511
Current portion of accounts receivable – net	7	258,224,127	239,942,295
Real estate held for sale	8	724,707,673	692,910,637
Advances to a related party	18	41,577,400	29,721,000
Inventories	9	50,644,950	46,694,821
Prepayments and other current assets	9	253,412,729	281,698,086
<b>Total Current Assets</b>		<b>1,466,603,094</b>	<b>1,339,798,350</b>
<b>Noncurrent Assets</b>			
Noncurrent portion of accounts receivable	7	237,743,288	210,598,167
Available-for-sale investments	10	695,675,044	1,262,397,297
Investment in associates	11	1,032,627,146	906,306,991
Investment properties – net	12	183,797,044	184,237,438
Property and equipment – net	13	914,133,038	904,228,455
Land and improvements	14	674,775,644	698,329,984
Leasehold rights	15	32,392,276	33,011,123
Deferred tax assets	27	51,276,765	27,692,091
Refundable Deposits	5	39,897,401	17,933,821
<b>Total Noncurrent Assets</b>		<b>3,862,317,646</b>	<b>4,244,735,367</b>
		<b>₱ 5,328,920,740</b>	<b>₱5,584,533,717</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accounts payable and accrued expenses	16	₱568,427,441	₱391,171,478
Short-term debt	17	824,905,112	782,929,167
Current portion of long-term debt	17	360,097,871	378,906,559
Deposit from customers	29, 30	36,610,825	41,328,215
Subscription payable	10, 29, 30	164,505	70,025,817
<b>Total Current Liabilities</b>		<b>1,790,205,754</b>	<b>1,664,361,236</b>

(Forward)

(Carryforward)

	Notes	June 30, 2017 (Unaudited)	December 31, 2016 (Audited)
<b>Noncurrent Liabilities</b>			
Long-term debt – net of current portion	17	<b>₱692,489,899</b>	₱803,453,589
Retirement liability	25	<b>22,723,678</b>	23,092,323
Deferred tax liabilities	27	<b>83,533,587</b>	75,380,155
Total Noncurrent Liabilities		<b>798,747,164</b>	901,926,067
Total Liabilities		<b>2,588,952,918</b>	2,566,287,303
<b>Equity</b>			
<b>Equity attributable to equity holders of Parent Company</b>			
Share capital	19	<b>2,079,438,837</b>	1,732,866,536
Additional paid-in capital	19	<b>586,198,947</b>	586,198,947
Stock dividend distributable		-	346,573,104
Retained earnings (deficit)		<b>152,535,942</b>	(61,743,399)
Treasury shares, at cost		<b>(1,014)</b>	(1,014)
Net cumulative unrealized gain on fair value of available-for-sale investments		<b>(68,432,835)</b>	424,459,419
Net cumulative translation gain		<b>328,002</b>	-
Net cumulative remeasurement loss on retirement benefits	25	<b>(13,629,399)</b>	(13,629,399)
		<b>2,736,438,480</b>	3,014,724,194
<b>Non-controlling interests</b>		<b>3,529,342</b>	3,522,220
Total Equity		<b>2,739,967,822</b>	3,018,246,414
		<b>₱ 5,328,920,740</b>	₱5,584,533,717

See accompanying Notes to Consolidated Financial Statements.

## A BROWN COMPANY, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Philippine Pesos)

		For the quarter ending June 30		Year-to-Date	
	Notes	2017 (Unaudited)	2016 (Unaudited)	6/30/2017 (Unaudited)	06/30/2016 (Unaudited)
<b>REVENUES</b>					
Sales	20	₱ 88,279,851	₱142,629,107	₱197,614,162	₱309,094,536
Financial income	21	1,103,363	2,193,390	2,879,512	4,856,842
Rental income	20, 26	1,833,322	3,952,708	2,068,630	7,195,595
Equity in net income of an associate		28,890,878	-	50,620,651	1,378,879
Discount on long term debt		-	89,073	-	245,662
Sales of aggregates		-	1,157,658	-	3,304,286
Gain on sale of shares		143,023,837	-	172,631,541	-
Gain on sale of property		-	977,690	-	977,690
Dividend Income	11	(1,076,400)	-	-	-
Others	22	4,034,639	2,647,593	4,271,033	4,848,616
		₱			
		266,089,489	₱153,647,219	₱ 430,085,529	₱331,902,106
<b>COST AND EXPENSES</b>					
Cost of sales and services	23	₱ 47,655,214	₱ 65,376,493	₱102,713,219	₱155,088,487
General and administrative	24	56,127,764	42,966,525	92,422,340	93,571,329
Finance costs	17	22,020,486	22,637,281	39,527,428	45,464,641
Marketing		8,445,879	6,611,371	16,748,509	14,891,382
Provision for impairment loss	12	-	-	-	-
Equity in net loss of an associate		-	71,332	-	-
		134,249,343	137,663,002	251,411,496	309,015,839
<b>INCOME BEFORE INCOME TAX</b>					
		131,840,146	15,984,217	178,674,033	22,886,267
<b>INCOME TAX EXPENSE (BENEFIT)</b>					
Current	27	(8,417,277)	1,517,077	5,051,811	2,713,552
Deferred		(9,173,339)	3,312,605	(15,431,242)	2,234,007
		(17,590,616)	4,829,682	(10,379,431)	4,947,559
<b>NET INCOME</b>					
		₱ 149,430,762	₱11,154,535	₱ 189,053,464	17,938,708
<b>NET INCOME (LOSS) ATTRIBUTABLE TO:</b>					
Equity holders of the Parent Company		₱ 149,424,899	₱11,189,808	₱ 189,046,342	₱17,861,948
Non-controlling interests		5,863	(35,273)	7,122	76,760
		₱ 149,430,762	₱11,154,535	₱ 189,053,464	₱17,938,708
<b>BASIC AND DILUTED EARNINGS PER SHARE</b>					
28					
<b>Attributable to:</b>					
Equity holders of the Parent Company		₱ 0.07186	₱0.00646	₱ 0.09091	₱ 0.01031

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(Amounts in Philippine Pesos)*

		For the quarter ending June 30		Year-to-Date	
	Note	2017 (Unaudited)	2016 (Unaudited)	6/30/2017 (Unaudited)	6/30/2016 (Unaudited)
<b>NET INCOME</b>		<b>P 149,430,762</b>	P 11,154,535	<b>P 189,053,464</b>	P 17,938,708
<b>OTHER COMPREHENSIVE INCOME</b>					
Unrealized gain on available-for-sale investments	10	(46,086,577)	549,959,475	(364,190,611)	655,507,578
Translation Gain(Loss)		328,002	-	328,002	-
<b>COMPREHENSIVE NET INCOME</b>		<b>P 103,672,187</b>	P 561,114,010	<b>(P 174,809,145)</b>	P 673,446,286
<b>Attributable to:</b>					
Equity holders of the Parent Company		<b>P 103,666,324</b>	P 561,149,283	<b>(P 174,816,266)</b>	P 673,369,526
Non-controlling interests		5,863	(35,273)	7,122	76,760
		<b>P 103,672,187</b>	P 561,114,010	<b>(P 174,809,145)</b>	P 673,446,286

See accompanying Notes to Consolidated Financial Statements.

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
*(Amounts in Philippine Pesos)*

	Notes	As of 06/30/2017 (Unaudited)	As of 06/30/2016 (Unaudited)	As of 12/31/2016 (Audited)
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY</b>				
<b>CAPITAL STOCK - ₱1 par value</b>				
Authorized – 3,300,000,00 shares in 2017 and 2,000,000,000 shares in 2016	19			
Subscribed – 2,079,438,837 shares in 2017 and 1,732,866,536 shares in 2016 and 1,732,865,522 shares in 2015 and 2014				
Balance at beginning of year		<b>₱ 1,732,866,536</b>	₱1,732,865,522	₱1,732,865,522
Issuances during the year	37	<b>346,572,301</b>	-	1,014
Issued - Balance at end of the period/year		<b>2,079,438,837</b>	1,732,865,522	1,732,866,536
<b>ADDITIONAL PAID-IN CAPITAL</b>				
Balance at beginning and end of the period/ year	19	<b>586,198,947</b>	586,198,947	586,198,947
<b>STOCK DIVIDEND DISTRIBUTABLE</b>				
Stock dividend declared during the period/year	32	-	-	346,573,104
<b>RETAINED EARNINGS (DEFICIT)</b>				
Balance at beginning of year		<b>(61,743,400)</b>	361,793,923	361,793,923
Net profit (loss) during the period/year		<b>189,046,342</b>	17,861,948	(76,963,205)
Increase due to consolidated subsidiaries		<b>25,233,000</b>	-	-
Stock dividend declared during the period/year	32	-	-	(346,574,118)
Balance at end of the period/year	32	<b>152,535,942</b>	379,655,871	(61,743,399)

(Forward)

(Carryforward)

		As of 06/30/2017 (Unaudited)	As of 06/30/2016 (Unaudited)	As of 12/31/2016 (Audited)
<b>TREASURY SHARES, AT COST</b>				
Treasury shares for the period/year	37	(1,014)	-	(1,014)
<b>NET CUMULATIVE UNREALIZED GAIN ON FAIR VALUE OF AVAILABLE-FOR-SALE INVESTMENTS</b>				
Balance at beginning of year		424,459,419	151,001,526	151,001,526
Realized gain on Sale of Shares		(128,701,643)	-	-
Net change in unrealized gain (loss) during the period/year	10	(364,190,611)	655,507,578	273,457,893
Balance at end of the period/year		(68,432,835)	806,509,104	424,459,419
<b>NET UNREALIZED TRANSLATION GAIN</b>				
Balance at beginning of year				
Net change in unrealized gain during the year		328,002	-	-
Balance at end of year		328,002	-	-
<b>NET CUMULATIVE REMEASUREMENT LOSS ON RETIREMENT BENEFITS</b>				
	25			
Balance at beginning of year		(P13,629,399)	(P23,298,404)	(P23,298,404)
Remeasurement gain during the period/year		-	-	9,669,005
Balance at end of the period/year		(13,629,399)	(23,298,404)	(13,629,399)
<b>TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY</b>				
		2,736,438,480	3,481,931,040	3,014,724,194
<b>NON-CONTROLLING INTERESTS</b>				
Balance at beginning of year		3,522,220	3,365,932	3,365,932
Increase during the period/year		7,122	76,760	156,288
Balance at end of the period/year		3,529,342	3,442,692	3,522,220
		<b>P 2,739,967,822</b>	<b>P 3,485,373,732</b>	<b>P3,018,246,413</b>

See accompanying Notes to Consolidated Financial Statements

**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Amounts in Philippine Pesos)*

	Note	Three months ended June 30		Year-to-date	
		2017 (Unaudited)	2016 (Unaudited)	6/30/2017 (Unaudited)	6/30/2016 (Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Income before income tax and non-controlling interest		<b>₱131,605,146</b>	₱15,984,217	<b>₱ 178,674,033</b>	₱22,886,267
Adjustments for:					
Finance costs	17	<b>22,020,486</b>	22,497,905	<b>39,527,428</b>	45,464,641
Discount on long-term debt	17	<b>8,206,727</b>	(3,064,421)	<b>8,206,727</b>	(245,662)
Depreciation and amortization	12, 13	<b>4,337,654</b>	6,519,960	<b>8,832,802</b>	12,645,034
Financial income	21	<b>(1,103,363)</b>	(2,279,309)	<b>(2,879,512)</b>	(4,856,842)
Equity in net loss (gain) of associate	11	<b>(28,890,878)</b>	(647,787)	<b>(50,620,651)</b>	(1,378,879)
Amortization of leasehold rights		<b>309,426</b>	322,055	<b>618,846</b>	644,110
Provision for retirement benefits		<b>3,922,626</b>	-	<b>3,922,626</b>	-
Provision for impairment losses	12	-	-	-	-
Increase in equity due to consolidation of subsidiary		<b>25,233,000</b>	-	<b>25,233,000</b>	-
Loss (Gain) on sale of:					
Available for Sale investment		<b>(143,023,837)</b>	-	<b>(172,631,541)</b>	-
Property and equipment		-	(977,690)	-	(977,690)
Unrealized foreign exchange loss		<b>(89,360)</b>	78,965	<b>(89,360)</b>	82,297
Operating income before working capital changes		<b>22,527,627</b>	38,433,895	<b>38,794,398</b>	74,263,276
Decrease (increase) in:					
Accounts receivable	7	<b>(51,844,117)</b>	(17,871,046)	<b>(45,426,953)</b>	(51,199,093)
Real estate held for sale	8	<b>(16,746,626)</b>	158,393	<b>5,179,823</b>	30,553,029
Inventories		<b>191,547,633</b>	23,663,790	-	10,696,896
Prepayments and other current assets	9	<b>30,381,241</b>	(31,051,580)	<b>29,654,188</b>	(10,013,306)
Increase (decrease) in:					
Accounts payable and accrued expenses	16	-	25,363,738	<b>177,119,940</b>	42,582,676
Deposit from customers	29, 30	<b>(8,284,887)</b>	(5,660,108)	<b>(4,717,390)</b>	(27,764,278)
Cash provided by operations		<b>167,580,871</b>	33,037,083	<b>200,604,006</b>	69,119,200
Interest received		<b>1,103,363</b>	2,279,309	<b>2,879,512</b>	4,856,842
Income tax paid		<b>(11,816,679)</b>	(475,703)	<b>(14,662,042)</b>	(5,513,086)
Net cash provided by operating activities		<b>156,867,555</b>	34,827,008	<b>188,821,476</b>	68,462,956

*(Forward)*

(Carryforward)

	Note	Three months ended June 30		Year-to-Date	
		2017 (Unaudited)	2016 (Unaudited)	6/30/2017 (Unaudited)	6/30/2016 (Unaudited)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Additions to:					
Property and equipment	13	(15,623,622)	(6,351,765)	(18,838,403)	(12,289,841)
Land and improvements	14	(16,582)	(5,000,000)	(48,323)	(10,573,175)
Refundable deposits		(8,137,823)	(425,547)	(21,963,580)	96,520
Investment in an associate		(75,699,504)	-	(75,699,504)	-
Investment Properties		415,393	-	415,392	-
Decrease (increase) in:					
Biological assets	13	-	(8,981,784)	-	(17,496,967)
Proceeds from sale of Available for sale investments		101,600,226	-	176,600,230	-
Advances made to related parties		(11,856,400)	-	(11,856,400)	-
Proceeds from disposal of investment property		-	-	-	12,500,000
Proceeds from disposal of property and equipment		-	1,439,732	126,017	1,439,732
<b>Net cash used in investing activities</b>		<b>(9,318,312)</b>	<b>(19,319,364)</b>	<b>48,735,430</b>	<b>(26,323,731)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Payments of:					
Finance cost	17	(P24,787,034)	(P23,913,066)	(P52,766,404)	(P47,416,117)
Short-term debt	17	(58,389,555)	-	(78,302,055)	-
Long-term debt	17	(69,157,924)	(453,662,093)	(182,159,574)	(453,662,093)
Proceeds from:					
Short-term debt	17	60,278,000	115,600,000	120,278,000	318,600,000
Long-term debt	17	22,180,469	31,700,000	44,180,469	111,300,000
<b>Net cash used in financing activities</b>		<b>(69,876,044)</b>	<b>(43,608,180)</b>	<b>(148,769,564)</b>	<b>(71,178,210)</b>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>					
	6	89,360	(78,965)	89,360	(82,297)
<b>TRANSLATION GAIN/ LOSS</b>		<b>328,002</b>	<b>-</b>	<b>328,002</b>	<b>-</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>78,325,561</b>	<b>(29,121,282)</b>	<b>89,204,704</b>	<b>(29,121,282)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>59,710,654</b>	<b>43,920,481</b>	<b>48,831,511</b>	<b>43,920,481</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD/YEAR</b>	6	<b>P138,036,215</b>	<b>P14,799,199</b>	<b>P 138,036,215</b>	<b>P14,799,199</b>

See accompanying Notes to Consolidated Financial Statements.



**A BROWN COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
*(Amounts in Philippine Pesos)*

**1. Corporate Information**

A Brown Company, Inc. (Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 21, 1966 as Bendaña Brown Pizarro and Associates, Inc. to primarily engage in the business of property development and to invest in shares of stocks of listed companies. On October 1, 1992, the Parent Company amended its articles of incorporation to change its registered name to EPIC Holdings Corporation, which was further amended on July 1, 1993 to its current registered name. On February 8, 1994, the Parent Company was listed in the Philippine Stock Exchange.

The Parent Company's principal purpose is to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including of shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporation, associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized without being a stock broker or dealer, and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, provided the corporation shall not exercise the functions of a trust corporation. The principal activities of the operating subsidiaries are as follows:

Name of Subsidiary	Principal Activity
A Brown Energy and Resources Development, Inc. (ABERDI)	Manufacturing, trading of goods on wholesale and retail basis such as crude oil and petroleum products
Bonsai Agri Corporation (BAC)* and Nakeen Corporation (NC)	Development of land for palm oil production and sale of palm seedlings and crude palm oil
Simple Homes Development, Inc. (SHDI), <i>Formerly Andesite Corporation (AC)*</i>	Development of socialized housing projects
AB Bulk Water Co., Inc. (ABBWCI)*	Holding and providing rights to water to public utilities and cooperatives or in water distribution
Masinloc Consolidated Power, Inc. (MCPI)*	Operating of power plants and/or purchase, generation, production supply and sale of power
Palm Thermal Consolidated Holdings, Corp. (PTCHC)	Holding of properties of every kind and description
Hydro Link Projects Corp. (HLPC)* and Peakpower Bukidnon, Inc. (PBI)**	Developing, constructing and operating power generating plants
Blaze Capital Limited (BCL)*	Investing in infrastructure projects including but not limited to mass transport

\*Has not yet started commercial operations as at June 30, 2017

\*\* Subsidiary up to October 2015

On June 13, 2012, the SEC approved the amendment of the Parent Company's By-Laws to amend and define the functions of its Executive Chairman and President, remove the requirement that the Company's vice presidents must be a member of the Board of Directors (BOD), and to impose certain requirements on granting of bonuses to its BOD, officers and employees.

On October 5, 2012, the Parent Company's BOD approved during their meeting the private placement of 250.0 million of its listed common shares consisting of 173.6 million treasury common shares and 76.4 million common shares owned by a shareholder. The Placement Shares, with a par value of ₱1 per share was sold at a price of ₱2.89 per share and crossed in the Exchange on October 8, 2012. The BOD likewise approved the issuance of an equal number of shares of the Parent Company at an issue price equal to the net proceeds per share in favor of the lending shareholder. The shares will be issued out of the increase in the Parent Company's authorized capital stock from ₱ 1.32 billion divided into 1.32 billion shares with a par value of ₱1 to ₱1.62 billion divided into 1.62 billion shares with par value of ₱1. On December 28, 2012, the SEC approved the Company's application for increase in authorized capital stock. Subsequently, the 76.4 million common shares were issued.

The SEC also approved on December 28, 2012 the amendment of Article IV of the Articles of Incorporation, "That the term for which the Corporation is to exist is extended for another fifty (50) years from and after the date of the expiration of the original corporate term on 20 December 2016".

On June 7, 2013 the Parent Company's BOD unanimously approved the proposed 25% stock dividend declaration or equivalent to 346.6 million of the Parent Company's outstanding shares. The shares will be distributed to the stockholders record as at September 12, 2013 and shall be issued out of the increase in the Parent Company's authorized capital stock from ₱1.62 billion divided into 1.62 billion shares with par value of ₱1 to ₱2.0 billion divided into 2 billion shares with par value of ₱1. On August 16, 2013, the SEC approved the Parent Company's application for increase in authorized capital stock. Subsequently, 346.6 million shares were issued.

The Parent Company's BOD declared a 20% stock dividend or an equivalent to 346.6 million of the Parent Company's outstanding shares on May 19, 2016. The shares were distributed to the stockholders of record as at February 10, 2017 and issued from the increase in the Parent Company's authorized capital stock from ₱2.0 billion divided into 2 billion common shares with par value of ₱1 to ₱3.3 billion divided into 3.3 billion common shares with a par value of ₱1. On January 11, 2017, the SEC approved the Parent Company's application for increase in authorized capital stock (see Note 34).

The Parent Company's registered office and principal place of business is at Xavier Estates, Upper Balulang, Cagayan de Oro City, Philippines.

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## 2. Basis of Preparation

The consolidated financial statements of the Group have been prepared using the historical cost basis, except for available-for-sale investments which are measured at fair value and agricultural produce which is measured at fair value less cost to sell at the point of harvest. These consolidated financial statements are presented in Philippine Peso, which is the Group's functional and reporting currency. All values are rounded to the nearest peso, except when otherwise indicated.

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

### Basis of Adoption and Presentation

In 2015 and prior years, the Group accounted and presented the bearer plants as biological assets. In 2016, the Group adopted the amendments to *PAS 16, "Property and Equipment"* and *PAS 41, "Agriculture": Bearer Plants* which clarify that biological assets that meet the definition of bearer plants will be accounted for in the same way as property, plant and equipment.

Accordingly, in 2016, the Group restated the opening of the Consolidated Statement of financial position at the earliest period (January 1, 2015) to reflect the reclassification of bearer plants from biological assets to property and equipment (see Note 13).

Consolidated financial statements presented below:

		December 31, 2015		
	Note	As Previously Reported	Adjustment	As Restated
Consolidated Statement of financial position:				
Property and equipment – net	14	₱472,579,972	₱403,666,418	₱876,246,390
Biological asset – net		403,666,418	(403,666,418)	–
		January 1, 2015		
	Note	As Previously Reported	Adjustment	As Restated
Consolidated Statement of financial position:				
Property and equipment – net	14	₱442,085,994	₱334,531,067	₱776,617,011
Biological asset – net		334,531,067	(334,531,067)	–
		For the year ended December 31, 2015		
	Note	As Previously Reported	Adjustment	As Restated
Consolidated Statement of cash flows				
Additions to:				
Property and equipment	14	(₱89,329,146)	(₱69,135,351)	(₱158,464,497)
Biological assets		(69,135,351)	69,135,351	–
		For the year ended December 31, 2014		
	Note	As Previously Reported	Adjustment	As Restated
Consolidated Statement of cash flows				
Additions to:				
Property and equipment	14	(₱96,934,934)	(₱32,994,138)	(₱129,929,072)
Biological assets		(32,994,138)	32,994,138	–

The above restatement has no impact on the Consolidated Statements of income, Consolidated Statements of comprehensive income, and Consolidated Statements of changes in equity in 2017, 2016 and 2015.

### Statement of Compliance

The accompanying consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS, Philippine Accounting Standards (PAS) and Philippine interpretations - International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council.

### Principles of Consolidation

The consolidated financial statements consist of the financial statements of the Parent Company and its subsidiaries as at June 30, 2017 and December 31, 2016. The consolidated financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Intercompany balances and transactions, including intercompany profits and unrealized profits and losses are eliminated.

When the Group loses control over a subsidiary, at the date when control is lost, it: (a) derecognizes the assets (including any goodwill) and liabilities of the subsidiary at their carrying amount; (b) derecognizes the carrying amount of any noncontrolling interests including any components of other comprehensive income attributable to them; (c) recognizes the fair value of the consideration received; (d) recognizes the fair value of any investment retained in the former subsidiary at its fair value; (e) account for all amounts recognized in other comprehensive income in relation to the subsidiary on the same basis as would be required if the parent had directly disposed of the related assets and liabilities, and (f) recognizes any resulting difference as gain or loss in profit or loss attributable to the parent.

Noncontrolling interests represent interests in certain subsidiaries not held by the Parent Company and are presented separately in the Consolidated Statements of income, Consolidated Statements of comprehensive income and Consolidated Statements of changes in equity and within equity in the Consolidated Statements of financial position, separately from equity attributable to the equity holders of Parent Company.

The subsidiaries and the percentage of ownership of the Parent Company are as follows:

Name of subsidiary	Nature of business	Percentage of ownership	
		2017	2016
ABERDI	Manufacturing and trading/Service/Agriculture	100	100
BAC	Agriculture	100	100
NC	Agriculture	100	100
SHDI*	Real estate	100	100
ABBWCI	Water service	100	100
MCPI	Power plant operations	49	49
PTCHC	Holdings	100	100
HLPC	Power plant operations	100	100
BCL	Infrastructure	100	-

\*Formerly AC

All of the above subsidiaries except BCL were incorporated in the Philippines (*see investment in BCL below*).

### Investment in ABERDI

ABERDI obtained control in the ownership of BAC and NC. BAC is still in its development stages. NC started its commercial operations as at March 1, 2007. Prior to 2013, NC manages the palm oil nursery and plantation operations. The separate financial statements of these companies are included in the consolidated financial statements as at June 30, 2017 and December 31, 2016.

On August 30, 2012, the Philippine Securities and Exchange Commission (SEC) approved the Articles and Plan of Merger of the ABERDI and NC which was approved by their BOD, in their meeting on

March 6, 2012. However, on July 31, 2012, before the SEC approved ABERDI's Articles and Plan of Merger which was filed on July 12, 2012, the BOD and the stockholders of NC approved and ratified the subscription by the ABERDI to the 750,000 unsubscribed shares of NC at ₱1 per share with ₱50 million as additional paid-in capital. The BOD and the stockholders of NC also approved the filing with SEC of the amended Articles and Plan of Merger reflecting the new capital structure of NC and specifying the effectivity date of the revised merger to be the first day of the subsequent month following the SEC approval.

On February 19, 2013, the BOD of NC approved the filing of the amended Articles and Plan of Merger using the 2012 audited financial statements. The amended articles and plan was filed with the SEC on July 24, 2013 to amend certain provisions on the articles and plan of merger as follows:

- a. Issuance of the ABERDI shares to NC shareholders in exchange of the net assets of the latter as result of the merger.
- b. Specify the effectivity date of the merger which will be the first day of the month succeeding the month of approval of the merger by the SEC.

On February 11, 2015, SEC denied the petition to amend plan of merger. NC and ABERDI's management filed a request for reconsideration to approve the petition. As at June 30, 2017 the request for reconsideration is still pending with SEC.

#### Investment in SHDI

In December 2014, the Parent Company bought SHDI from ABERDI to undertake its socialized housing projects. As at June 30, 2017, SHDI has not yet started its commercial operations. On March 13, 2015, SHDI filed an application with the SEC to amend its primary purpose in the Articles of Incorporation from engaging business in agriculture to socialized housing property development which was later approved on April 10, 2015.

#### Investment in ABBWCI

In March 2015, the Parent Company invested ₱5.0 million in ABBWCI, representing 100% equity holdings. ABBWCI engages in the business of holding and providing rights to water to public utilities and cooperatives or in water distribution in the Municipality of Opol, Misamis Oriental. As at June 30, 2017, ABBWCI has not started its operations.

#### Investment in MCPI

In 2007, the Parent Company invested ₱4.9 million in MCPI representing 49% equity holdings. However, control over the operating and financial policies of MCPI is exercised by the Parent Company through its representations in the BOD. Accordingly, MCPI qualifies as a subsidiary of the Parent Company. The financial statements of MCPI as at and for each years ended June 30, 2017 & December 31, 2016 are included in the consolidated financial statements.

The BOD in their meeting on February 6, 2009, unanimously decided to wind up the affairs of MCPI, cease any and all of its operations; and close its business. Pursuant to the same, MCPI shall do all acts legally that are necessary and required. However, on October 29, 2009, the BOD resolved the revocation of its previous resolution to dissolve MCPI and any act pursuant to the dissolution.

### Investment in PTCHC

In 2010, the Parent Company subscribed 2,850,000 shares and 3,000,000 shares of PTCHC and Panay Consolidated Land Holdings Corporation (PCLHC), respectively, at par value. The investment represents 95% and 100% equity holdings of PTCHC and PCLHC, respectively. PTCHC and PCLHC are newly organized companies in 2010.

On December 8, 2010, PTCHC acquired 100% of equity holdings of Palm Concepcion Power Corporation (PCPC), formerly DMCI Concepcion Power Corporation. DMCI Power Corporation, PCPC's former parent company, transferred and conveyed to PTCHC all of the rights, title and interest in and to the shares of stock of PCPC. The acquisition cost is higher than the fair value of the identifiable net assets of the acquired subsidiary. Accordingly, goodwill of ₱21,472,567 is recognized in the 2010 Consolidated Statements of financial position. In 2011, additional acquisition cost amounting to ₱1,199,375 was capitalized as investment in subsidiaries which resulted to additional goodwill of the same amount. In 2012, when the Group's equity interest in PCPC was reduced to 30%, the entire goodwill was derecognized.

In September 2012, the Parent Company, together with its subsidiaries, PTCHC, Palm Concepcion Power Corporation (PCPC) and PCLHC, has signed a Shareholders' Agreement with AC Energy Holdings, Inc. (ACEHI) and Jin Navitas Resource, Inc. (JNRI) to implement the Memorandum of Agreement between the parties to build power generation plant in the Province of Iloilo.

In relation to the above agreements, the Parent Company transferred all of its equity interest in PCLHC to PTCHC. Likewise, PTCHC, ACEHI and JNRI subscribed on the remaining unissued authorized share capital of PCLHC and PCPC. The subscription of ACEHI and JNRI to PCLHC and PCPC reduced the Parent Company's holdings, through PTCHC, to 30%.

In May 2013, ACEHI sold all its interest in PCPC and PCLHC to focus its investing power to its existing power projects imminent in its development pipeline. In light of this event, PTCHC had taken the opportunity to acquire the entire stake of ACEHI bringing its interest to 70% on both entities. Later before the end of the year, Oriental Knight Limited (OKL) bought out and subscribed to the 30.46% equity interest of PCPC from the PTCHC. Additional shares were subscribed by the PTCHC bringing its equity interest to 39.54%. On the other hand, the PTCHC's interest in PCLHC as at December 31, 2013 remained at 70%. On December 11, 2013, the BOD and shareholders of PCLHC and PCPC approved the merger of the two entities, with PCPC as the surviving entity. As at December 31, 2013, PTCHC still holds sufficient interest in PCPC for it to be able to exercise significant influence. PTCHC's interest in PCLHC was presented under the investment in associate account as a result of the merger application as at December 31, 2013. During the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC as well as the increase in authorized capital stock of PCPC. After the merger, the Parent Company's holding through PTCHC retained its 30% interest in the outstanding capital of PCPC as at December 31, 2014 (see Note 11).

On January 6, 2015, the SEC approved PCPC's application of the increase in authorized capital stock which reduced the Parent Company's holding through PTCHC to 20% as at June 30, 2017 and December 31, 2016.

Investment in HLPC

On January 12, 2011, the Parent Company and HLPC entered to a deed of subscription, which increased HLPC's authorized share capital from 10,000 to 160,000 shares with par value of one hundred pesos (₱100) per share. Out of the 150,000 increase in authorized shares of HLPC, the Parent Company subscribed an aggregate share of 37,500 common shares which represents ninety three and seventy five percent (93.75%) of the resulting total issued and subscribed share capital of 40,000 shares. Accordingly, goodwill of ₱250,000 is recognized in the 2011 Consolidated Statements of financial position. In December 2011, a deed of assignment was entered into by the Parent Company and HLPC's stockholder, assigning the remaining six and twenty five percent (6.25%) shares of HLPC to the Parent Company.

Investment in PBI

In July 2014, the Parent Company caused the incorporation of PBI with the primary purpose of acquiring, developing, constructing, investing in, and operating power generating plants in Bukidnon and engaging in the business of a generation company in accordance with Republic Act No. 9136 otherwise known as the Electric Power Industry Reform Act of 2001 (the "EPIRA").

In 2014, the Parent Company invested ₱2.5 million in PBI representing 100% of the equity holdings, of which the related subscription payable amounted to ₱1.9 million. As at December 31, 2014, the paid-up capital and deposits for future subscriptions made by the Parent Company to PBI relative to this investment amounted to ₱0.6 million and ₱7.5 million, respectively. In 2015, the Parent Company applied ₱1.9 million of deposits for future subscriptions against its subscription payable to PBI. Also in 2015, the Parent Company assigned the remaining balance of deposit for future subscription of ₱5.6 million and sold its 100% equity interest in capital stock of PBI to Peakpower Energy, Inc (PEI), an associate, for ₱2.5 million.

Investment in BRC

In January 2015, the Parent Company sold its 100% equity interest in BRC to Angelus Agri Corporation, for ₱23.7 million.

The net gain from the disposal of net assets of deconsolidated subsidiaries is shown below:

	Amount
Consideration for the disposal	₱31,825,000
Net assets disposed:	
Assets	49,973,527
Liabilities	18,253,131
Net assets	31,720,396
Net gain	₱104,604

Investment in Blaze Capital Limited

Blaze Capital Limited is a British Virgin Islands company, incorporated and registered on August 8, 2011. It was acquired by ABCI on May 22, 2017. Blaze Capital Limited has a 33.33% ownership in East West Rail Transit Corporation (EWRTC) which is part of a consortium for the East-West Railway Project. The Consortium, composed of EWRTC, Alloy MTD Group (represented by MTD Philippines Inc.) and Megawide Construction Corporation, has submitted an unsolicited proposal to the Philippine National Railways to build and then operate and maintain the East-West Rail Project. The East-West Rail Project is an integrated light rail mass transportation system designated as MRT-8 and is intended to help alleviate the gap in the transportation infrastructure in the metropolis. This project is in line with the objective of the government to increase the ratio of rail transport systems to the rocketing ridership demand in Metro Manila and other major urban cities. The Project will involve the development, design, construction, supply, completion, testing, commissioning, and operation & maintenance of the East-West Rail Project that will traverse the corridor of Quezon Avenue in Quezon City and España Boulevard in Manila.

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### 3. Changes in Accounting Policies

The accounting policies adopted by the Group are consistent with those of the previous financial year except for the following amended PFRS, amended PAS and interpretations issued by International Financial Reporting Interpretations Committee (IFRIC) which became effective in 2017:

- Amendment to PFRS 12, *Clarification of the Scope of the Standard (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*

The amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale. These amendments are currently not applicable to the Group.

- PAS 7, *"Cash Flow Statements": Disclosure Initiative*

The amendments require the entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The specific disclosure that may be necessary in order to satisfy the above requirement includes:

- changes in liabilities arising from financing activities caused by changes in financing cash flows, foreign exchange rates or fair values, or obtaining or losing control of subsidiaries or other businesses; and
- a reconciliation of the opening and closing balances of liabilities arising from financing activities in the Statements of financial position including those changes identified immediately above.

These amendments are effective for annual periods beginning on or after January 1, 2017 with earlier application permitted. The Group does not expect that the amendments will have significant impact on the financial statements.

- PAS 12, *"Income Taxes": Recognition of Deferred Tax Assets for Unrealized Losses*

The amendments in recognition of deferred tax assets for unrealized losses clarify the requirements on recognition of deferred tax assets for unrealized losses related to debt instruments measured at fair value.



These amendments are effective for annual periods beginning on or after January 1, 2017, with earlier application permitted. As transition relief, an entity may recognize the change in the opening equity of the earliest comparative period in opening retained earnings on initial application without allocating the change between opening retained earnings and other components of equity.

The Group does not expect that the amendments will have significant impact on the financial statements.

#### Effective in 2018

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

The amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

These amendments are currently not applicable to the Group as it has no share-based payment transactions.

- Amendments to PFRS 4, *Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4*

The amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

The amendments are currently not applicable to the Group since it does not have activities that are predominantly connected with insurance or issue insurance contracts.

- PFRS 15, *Revenue from Contracts with Customers*

PFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 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 PFRS 15 provide a more structured approach to measuring and recognizing revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018.

The Group is currently assessing the impact of PFRS 15 and plans to adopt the new standard on the required effective date.

- PFRS 9, "*Financial Instruments: Classification 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 OCI or profit or loss. Equity financial assets held for trading must be measured at FVPL. For liabilities designated as at FVPL using the FVO, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI.

The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change relating to the entity's own credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward to PFRS 9, including the embedded derivative bifurcation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

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

This is not expected to have a significant impact on the Group's financial statements.

- Amendments to PAS 28, *Measuring an Associate or Joint Venture at Fair Value* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)

The amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

These amendments are not expected to have significant impact on the Group's financial statements.

- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*  
The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.

The amendment is not expected to have a significant impact on the Groups' financial statements.

- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*  
The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation.
- Amendments to PFRS 1, *"Deletion of Short-term Exemptions for First-time Adopters"* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)

This is not applicable to the Group as it is not a first-time adopter.

#### Effective in 2019

- PFRS 16, *"Leases"*  
On January 13, 2016, the IASB issued its new standard, PFRS 16, Leases, which replaces PAS 17, the current leases standard, and the related Interpretations. Under the new standard (renamed as PFRS 16), lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their Statements of financial position, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements. The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is not permitted until the FRSC has adopted the new revenue recognition standard. When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.

The Group plans to adopt the new standard on the required effective date. It is currently assessing the impact of the new standard and expects it to significantly impact its lease arrangements wherein the Group is a lessee as it will already recognize the related assets and liabilities in the Group's Consolidated Statements of financial position.

#### Deferred

- 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 Philippine SEC and the Financial Reporting Standards Council (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. Management will continuously assess the impact of this interpretation. Currently, management believes that the adoption of the interpretation will have no a significant impact on the Group's financial statements.
- 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 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. The amendments are currently not expected to have significant impact on the Group's financial statements.

The Group will continue to assess the relevance and impact of the above standards, amendments to standards and interpretations. The revised disclosures on the financial statements required by the above standards and interpretations will be included in the Group's financial statements when these are adopted.

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#### 4. **Summary of Significant Accounting and Financial Reporting Policies**

The principal accounting and financial reporting policies adopted in preparing the financial statements of the Group are summarized below and in the succeeding pages. The policies have been consistently applied to all years presented unless otherwise stated.

##### Current versus Noncurrent Classification

The Group presents assets and liabilities in the Consolidated Statements of financial position based on whether it is current and noncurrent.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or a cash equivalent unless the asset is 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 the normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- Not subject to unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as noncurrent.

### Fair Value Measurement

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 nonfinancial 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 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 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 assets or liabilities and the level of the fair value hierarchy.

## Financial Assets and Liabilities

### Date of recognition

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

### Initial recognition

Financial assets and financial liabilities are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The fair value of the consideration given or received is determined by preference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rate of interest for similar instruments with similar maturities. The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction costs.

### Determination of fair value

Fair value is determined by preference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value is determined by using appropriate valuation techniques.

Valuation techniques include net present value model where the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rates of interest for a similar instruments with similar maturities. Other valuation techniques include comparing to similar instruments for which market observable prices exist; recent arm's length market transaction; option pricing model and other relevant valuation models.

### Financial Assets

The Group determines the classification at initial recognition and, where allowance is appropriate, re-evaluates this designation every reporting date. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Subsequent to initial recognition, the Group classifies its financial assets in the following categories:

- *Financial asset at fair value through profit or loss (FVPL)*  
A financial asset is classified in this category if acquired principally for the purpose of selling or repurchasing in the near term or upon initial recognition, it is designated by the management as at FVPL. Derivatives are also categorized as held at fair value through profit or loss, except those derivatives designated as effective hedging instruments. Assets classified in this category are carried at fair value in the Consolidated Statements of financial position. Changes in the fair value of such assets are accounted for in Consolidated Statements of income. Financial instruments held at fair value through profit or loss are classified as current if they are expected to be realized within 12 months from the end of financial reporting period.

As at June 30, 2017 & December 31, 2016, the Group has no financial asset at FVPL.

- *Loans and receivables*  
Loans and receivables are non-derivative financial assets with fixed or determinable payments and are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables.

Such assets are carried initially at cost and at amortized cost subsequent to initial recognition in the Consolidated Statements of financial position. Amortization is determined using the effective interest method. Loans and receivables are included in current assets if maturity is within 12 months from the end of financial reporting period. Otherwise, these are classified as noncurrent assets.

As at June 30, 2017 and December 31, 2016, the Group's cash on hand and in banks, receivables (including advances to employees for car loans; excluding advances to suppliers and contractors), notes receivable, due from a related party, investments and deposits and refundable deposits under noncurrent assets are included in this category (see Notes 6, 7, 18 and 30).

- *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities wherein the Group has the positive intention and ability to hold to maturity. Held-to-maturity investments are carried at cost or amortized cost in the Consolidated Statements of financial position. Amortization is determined by using the effective interest method. Assets under this category are classified as current assets if maturity is within 12 months from the end of financial reporting period and as non-current assets if maturity is more than a year from the end of financial reporting period.

As at June 30, 2017 and December 31, 2016, the Group has no held-to-maturity investments.

- *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial recognition, available-for-sale financial assets are measured at fair value with gains or losses being recognized as separate component of equity until the investment is derecognized or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the Consolidated Statements of income.

The fair value of investments that are actively traded in organized financial market is determined by reference to quoted market bid prices at the close of business on the end of financial reporting period. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include reference to recent arm's length market transaction, reference to the current market value of another instrument which is substantially the same, discounted cash flows analysis and option pricing models.

The Group's investment in shares of stocks in golf, sports and country clubs, listed and non-listed companies which the Group does not have significant influence and control are included in this category (see Note 10).

#### Financial Liabilities

- *Financial liabilities at FVPL*

Financial liabilities are classified in this category if these result from trading activities or derivatives transaction that are not accounted for as accounting hedges, or when the Group elects to designate a financial liability under this category. As at June 30, 2017 and December 31, 2016, the Group has no financial liabilities at FVPL.

- *Other financial liabilities*

This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. As at June 30, 2017 and December 31, 2016, these include liabilities arising from operations (e.g. accounts payable and accrued expenses including payable to related parties, if any; excluding statutory regulated payables) or borrowings (e.g., short term and long-term debt), and subscription payable (see Notes 11, 16 and 17).

The financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest rate method of

amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

The Group's accounts payable and accrued expenses, short-term and long-term debt, and subscription payable are included in this category (see Notes 16 and 17).

#### Impairment of Financial Assets

The Group assesses at each end of financial reporting period whether a financial asset or group of financial assets is impaired.

- *Assets carried at amortized cost.* If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of the loss shall be recognized in the Group's Consolidated Statements of income.

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

If, in a subsequent period, the amount of the impairment loss decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the Consolidated Statements of income to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

- *Assets carried at cost.* If there is objective evidence that an impairment loss has been incurred in an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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.
- *Available-for-sale financial assets.* If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the Consolidated Statements of income, is transferred from consolidated equity to the Consolidated Statements of income. Reversals in respect of equity instruments classified as available-for-sale financial assets are not recognized in the Consolidated Statements of income. For available-for-sale 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 available-for-sale financial assets, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost.

Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the Consolidated Statements of income, is removed from consolidated equity and recognized in the Consolidated Statements of income. Impairment losses on equity



investments are not reversed through the Consolidated Statements of income; increases in their fair value after impairment are recognized directly in consolidated equity.

#### Derecognition of Financial Assets and Liabilities

##### *Financial Assets*

A financial asset is derecognized when (1) the rights to receive cash flows from the financial instruments expire, (2) the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement, or (3) the Group has transferred its rights to receive cash flows from the asset and either has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows of an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of an asset nor transferred control of the assets, the asset is recognized to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

##### *Financial Liabilities*

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

#### Classification of Financial Instrument between Debt and Equity

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest relating to a financial instrument or a component that is a financial liability is reported as expenses.

A financial instrument is classified as debt if it provides for a contractual obligation to: (a) deliver cash or another financial asset to another entity; or (b) exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or (c) satisfy the obligation other than by exchange of a fixed amount of cash or other financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

#### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Statements 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 agreements, and the related assets and liabilities are presented gross in the Consolidated Statements of financial position.

#### Cash and Cash Equivalents

Cash is stated at face value and includes cash on hand and in banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

#### Advances to Suppliers and Contractors

Advances to suppliers and contractors represent amounts paid in advance for goods or services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within the normal operating cycle or within 12 months from the financial reporting date. These are initially recorded at actual cash advanced and are subsequently applied against subsequent purchases. Advances to contractors and suppliers are stated at realizable value.

#### Advances to Officers and Employees

Advances to employees for business expenses that are yet to be received such as purchases of goods and services subject to liquidation are recognized at the actual cash amount advanced to employees, less any impairment. These are subsequently applied to the related assets, costs or expenses incurred. Current noninterest-bearing advances to employees for personal cash advances, if any, are stated at the expected cash consideration to be received.

#### Real Estate Held for Sale and Land and Improvements

Real estate held for sale and land and improvements consisting of properties held for future development are initially recorded at cost. Subsequent to initial recognition, these are valued at the lower of cost and net realizable value (NRV). Cost includes the acquisition cost of the land plus all costs incurred directly attributable to the development and improvement of the properties. NRV is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Transfers to or from real estate held for sale, or land and improvements are measured at the carrying values of the assets transferred.

#### Inventories

Inventories are initially recorded at cost. Cost consists of direct costs in bringing the inventories to their present location and condition. Subsequent to initial recognition, these are valued at the lower of cost and net realizable value.

Costs incurred in bringing inventory to its present conditions are accounted for as follows:

- Finished goods and goods in process – cost includes direct materials and labor and proportion of manufacturing overhead costs based on normal operating capacity but excluding borrowing costs. Cost is determined by the moving average method.
- Materials and supplies – at cost of purchases using the first-in-first out method.

At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognized immediately in profit or loss. Provision for inventory losses is established for estimated losses on inventories which are determined based on specific identification of slow - moving, damaged, and obsolete inventories and charged to operations.

When inventories are sold, the carrying amount of those inventories is recognized in the period in which the related revenue is recognized. The amount of any write – down of inventories to net realizable value and all losses of inventories is as an expense in the period the write – down or loss occurs. The amount of any reversal of any write – down of inventories, arising from an increase in net realizable value, shall be recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

### Prepayments and Other Current Assets

Prepayments are expenses paid in advance and recorded as asset before they are utilized. This account comprises the following:

- Value Added Tax (VAT). VAT is recognized when an entity in the Group purchases goods or services from a VAT-registered supplier. This account is offset, on a per entity basis, against any output tax previously recognized. Input VAT is stated at its realizable value.
- Prepaid Expenses. Prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate account in the Group Consolidated Statements of income when incurred. Prepaid expenses are stated at its realizable value.
- Creditable Withholding Tax. Creditable withholding tax is recognized for income taxes withheld by customers. The balance as at end of each reporting period represents the unutilized amount after deducting any income tax payable. Creditable withholding tax is stated at its realizable value.

Prepayments and other assets that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as other noncurrent asset. Prepayments and other current assets are stated at their realizable value (cost less impairment).

### Deferred Input VAT

Deferred input VAT represents portion of input VAT incurred and paid in connection with purchase of capital assets in excess of ₱1 million per month. As provided by Republic Act No. 9337 which is implemented by Revenue Regulation 4-2007, said portion of the input VAT shall be deferred and depreciated over the shorter of the expected useful lives of said capital asset or five years. Deferred Input VAT is stated at its realizable value.

### Investment in an Associate

Investment in shares of stock where the Group holds 20% or more ownership, or where it has the ability to significantly influence the investee company's operating activities is accounted for under the equity method. Under the equity method, the cost of the investment is increased or decreased by the Group's equity in net earnings or losses of the investee company since the date of acquisition.

Any excess of the cost of acquisition over the Group's share in the fair value of the identifiable net assets of the associate at date of acquisition is recognized as goodwill. Any excess of the fair value of the identifiable assets, liabilities and contingent liabilities and assets of the investee company over cost is included in the determination of the Group's share of the profit or loss in the period in which the investment is acquired.

Under the equity method, investment in shares of stock is carried at cost adjusted by post-acquisition changes in the Group's share of the net assets of the investee. The Group's share in the investee's post-acquisition profits or losses is recognized in the Consolidated Statements of income, and its share of post-acquisition movements in reserves is recognized in reserves, if any. The cumulative post-acquisition movements are adjusted against the carrying amount of investment. The carrying value is also decreased for any cash or property dividends received.

### Investment Properties

Investment properties consist of properties held to earn rental income, for capital appreciation or both. These are initially recorded at cost, including transaction cost. The carrying amount includes the cost of replacing part of an existing property at the time the cost are incurred if the recognition criteria are met, and excludes the costs of day-to-day servicing of investment properties. Subsequent to initial recognition, investment properties are carried at cost less accumulated depreciation and any impairment in value.

Depreciation and amortization are computed on a straight-line method over estimated useful lives ranging from 2 to 20 years. The useful lives and depreciation method are reviewed periodically to ensure that the period and the method of depreciation are consistent with the expected pattern of economic benefits from the use of the properties for lease.

Investment properties are derecognized when these are disposed of or when the investment property is permanently withdrawn from use and there is no future economic benefit expected to arise from the continued use of the properties. Any gain or loss on the retirement or disposal of said properties are recognized in the Consolidated Statements of income in the year of retirement or disposal. Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by: (a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property; (b) commencement of development with a view to sale, for a transfer from investment property to inventories; (c) end of owner occupation, for a transfer from owner-occupied property to investment property; or, (d) commencement of an operating lease to another party, for a transfer from inventories to investment property. Transfers to or from investment properties are measured at the carrying value of the assets transferred.

Property and Equipment

Property and equipment are initially recorded at cost. Subsequent to initial recognition, property and equipment are stated at cost less accumulated depreciation, amortization and any impairment in value.

The initial cost of property and equipment comprises its purchase price or construction cost and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenses incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the 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 an additional cost of property and equipment.

Depreciation and amortization are computed using the straight-line method over the following estimated useful lives, except for leasehold improvements, which are amortized over their estimated lives or term of the lease, whichever is shorter, crushing equipment included in machinery and equipment, which is depreciated using units of production method based on estimated recoverable reserves, and bearer plants which are depreciated based on output method:

<u>Category</u>	<u>Estimated useful life</u>
Refined bleached deodorized (RBD) and fractionation machineries	2 to 25 years
Land improvements	1 to 10 years
Building and improvements	10 to 20 years
Leasehold improvements	2 to 5 years
Machinery and equipment	2 to 10 years
Furniture, fixtures and equipment	2 to 9 years
Transportation equipment	2 to 5 years
Tools and other equipment	2 to 5 years
Other assets	3 to 5 years

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

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 on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statements of income in the year the asset is derecognized.

Construction in progress represents structures under construction and is stated at cost. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time the relevant assets are completed and ready for operational use.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is recognized at fair value at acquisition date. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets are not capitalized and expenditure is reflected in the Consolidated Statements of income in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed to be either finite or indefinite. The intangible asset recognized and determined by the Group has finite useful lives and represents leasehold rights.

Intangible assets with finite lives are amortized over the straight-line method over their useful economic lives of three (3) to twenty (20) years and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at least annually. Changes in expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is capitalized as part of the "bearer plants under property and equipment" account in the in the Consolidated Statements of financial position consistent with the function of the intangible asset.

#### Goodwill

Goodwill arising from the acquisition of a subsidiary or a jointly controlled entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or jointly controlled entity recognized at the date of acquisition. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently, if changes in circumstances indicate that the carrying value may be impaired. An impairment loss is recognized for goodwill is not reversed in a subsequent period. Negative goodwill, which is the excess of net fair value of subsidiaries' identifiable assets, liabilities and contingent liabilities over the cost of the business combination, is immediately recognized as income.

On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### Investments and Deposits

This account which represents amount paid for deposits for future stock subscriptions of the capital stock of investee companies is stated at cost (actual amount of cash paid) less any impairment.

#### Impairment of Non-financial Assets

The carrying values of nonfinancial assets such as prepayments and other current assets, investments in associates, investment properties, property and equipment, leasehold rights and investments and deposits are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash generating units are

written down to their recoverable amounts. The recoverable amount of the asset is the greater of net selling price or value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's-length transaction less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is charged to operations in the period in which it arises unless the asset is carried at a revalued amount in which case the impairment is charged to the revaluation increment of the said asset.

An assessment is made at each end of financial reporting period to determine whether there is any indication that an impairment loss previously recognized for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's 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 recoverable amount of an asset, however, not to an amount higher than the carrying amount that would have been determined (net of any depreciation), 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 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.

#### Related Party Transactions and Relationships

Related party transactions are transfers of resources, services or obligations between the company and its related parties, regardless whether a price is charged. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; (c) and, individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

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

#### Equity

*Capital stock* is determined using the nominal value of shares that have been issued.

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

*Stock dividend distributable* are dividends declared and approved by the BOD, but not yet issued.

*Treasury shares* are recorded at cost and are presented as a deduction from equity. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

*Retained earnings (deficit)* include all current and prior period results of operations as disclosed in the Consolidated Statements of income, net of dividends declared and the effects of retrospective application of changes in accounting policies or restatements, if any.

*Net cumulative unrealized gain on fair value of available-for-sale investment* accounts for the excess of the fair market value over the carrying amounts of these investments. When fluctuation is

deemed permanent, the gain or loss resulting from such fluctuation will be reversed and charged to Consolidated Statements of income in the year that the permanent fluctuation is determined.

*Net cumulative remeasurement gains and losses on retirement benefits* are recognized immediately in other comprehensive income (loss) in equity in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

#### Non-controlling Interests

Non-controlling interest represents the interest in a subsidiary, which is not owned, directly or indirectly through subsidiaries, by the Group. If losses applicable to the minority interest in a subsidiary exceed the minority interest's equity in the subsidiary, the excess, and any further losses applicable to the minority interest, are charged against the majority interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. If the subsidiary subsequently reports profits, the majority interest is allocated all such profits until the minority interest's share of losses previously absorbed by the majority interest has been recovered.

#### Earnings (loss) per Share (EPS)

Basic earnings per share is determined by dividing net profit for the year by weighted average number of common shares outstanding during the year (after retroactive adjustment for any stock dividends declared and distributed in the current year).

Diluted EPS is computed by dividing net profit for the year by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares.

In determining both the basic and diluted earnings per share, the effect of stock dividends, if any, is accounted for retroactively.

#### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transactions will flow to the Group and the amount of revenue, related cost incurred or to be incurred/cost to complete the transactions can be measured reliably. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. Revenue is measured at the fair value of the consideration received or receivable taking into account any trade discounts, prompt settlement of discounts and volume rebates allowed by the Group, if any. Revenue recognized excludes any value added taxes. The following specific recognition criteria must also be met before revenue is recognized:

- *Sale of real estate*

Sale of real estate is recognized in full provided the profit is determinable, and the earning process is virtually complete. Specifically, revenue recognition is applied to sale if construction development is almost complete, sufficient cumulative down payment has been received, and that collectability of sales price is reasonably assured.

The percentage of completion method is used to recognize revenue from sales of projects where the Group has material obligations to complete the project after the property is sold. 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.

Pending recognition of sale when conditions for recording a sale are not met, cash received from buyers are presented under "Deposit from customers" in the liability section of the Consolidated Statements of financial position. Any excess of collections over the recognized receivables are also included in the said account.

- *Sale of goods (e.g. crude palm oil, agricultural produce)* Revenue is recognized when the risks and rewards are transferred to the buyer, specifically, upon delivery or shipment of goods to customers.

Cash received from the Group's customers for sales that do not meet the revenue recognition criteria (i.e., transfer of risk and rewards to customers through actual delivery of inventories) as at reporting date are included in "Deposit from customers". These customers' deposits will be applied against future deliveries of inventories which are generally completed within the next twelve months.

- *Water service income*  
Revenue is recognized when services are rendered and normally when billed.
- *Interest income*  
Interest income is recognized as the interest accrues, taking into account the effective yield on the asset. Interest income from bank deposits is recognized on a time proportion basis on the principal outstanding and at the rate applicable.
- *Rental income*  
Rental income on leased properties arising from operating leases or investment properties is accounted for on a straight-line basis over the lease term.
- *Dividend income*  
Dividend income is recognized when the shareholders' right to receive payment is established.
- *Realized gains and losses on sale of property and equipment and investment property*  
Realized gains and losses are recognized when the sale transaction occurs.
- *Penalties, surcharges and other income*  
Revenue is recognized as this accrues.
- *Income from forfeited deposits*  
Revenue is recognized when the customer cancel their reservation as this accrues in accordance with the substance of agreement relative to the receipt of deposit.
- *Other services*  
Revenue is recognized the extent of services rendered.

#### Cost and Expense Recognition

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined.

Costs of sales of goods are recognized when goods are sold upon delivery to buyers. Cost of service, operating and other expenses which include expenses related to administering and operating the business and are expensed upon utilization of the service or at the date they are incurred. Interest and similar expenses are reported on accrual basis.

#### Pre-operating Expenses

Pre-operating expenses are charged to expense as incurred.

#### VAT

Revenues, expenses and assets are recognized, net of the amount of VAT, except when VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case VAT



is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of "Prepayments and other current assets" or "Accounts payable and accrued expenses" in the Consolidated Statements of financial position.

#### Operating Lease

##### *Group as a lessee*

Leases of assets under which the lessor effectively retains all the risks and reward of ownership are classified as operating lease. Operating lease payments are recognized as expense in the Consolidated Statements of income on a straight-line basis over the lease term. Associated costs such as repairs and maintenance and business taxes are expensed when incurred.

##### *Group as a lessor*

Leases where the Group does not transfer substantially all the risks and benefits of the ownership of the assets are classified as operating leases. Operating lease receipts are recognized in the Consolidated Statements of income on a straight-line basis over the lease term.

#### Employee Benefits

##### *Short-Term Benefits*

Short-term employee benefits are recognized as expense at undiscounted amount expected to be paid in exchange of service in the period when the economic benefits are given. Unpaid benefits at end of the accounting period are recognized as accrued expense while benefits paid in advance are recognized as prepayment to the extent that it will lead to a reduction in future payments. Short-term employee benefits given by the Company includes salaries and wages, life and health insurances, social security system contributions, short-term compensated absences, bonuses and other non-monetary benefits.

##### *Retirement Benefit Costs*

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

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method. The retirement benefit costs comprise of the 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 nonroutine 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, difference between return on plan assets and interest income (calculated as part of the net interest) and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income (loss) 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 in trust and managed by a trustee bank. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. The fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

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

#### *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 expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

#### Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset while the asset, which includes intangibles and property and equipment, is being constructed are capitalized as part of the cost of that asset. Capitalization of borrowing cost should commence when: (i) expenditures for the asset and borrowing costs are being incurred; and (ii) activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when the asset is substantially ready for its intended use or sale. If active development is interrupted for an extended period, capitalization is suspended. When construction occurs piecemeal and use of each part is possible as construction continues, capitalization of each part ceases upon substantial completion of that part. For borrowing associated with a specific asset, the actual rate on that borrowing is used. Otherwise, a weighted average cost of borrowing is used.

All other borrowing costs are expensed as incurred.

#### Foreign Currency Transactions

The consolidated financial statements are presented in Philippine Pesos, which is the Group's functional and presentation currency. Items included in the consolidated financial statements of each entity are measured using the functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange as at the financial reporting date. Gains or losses arising from these transactions and translations are recognized in the Consolidated Statements of income. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

### Income Tax

Income taxes represent the sum of the tax currently due and deferred tax.

#### *Current income tax*

The tax currently due is based on taxable income for the year. Taxable income differs from income as reported in the Consolidated Statements of income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current income tax is calculated using tax rates that have been enacted or substantively enacted at the end of financial reporting period.

#### *Deferred income tax*

Deferred tax is provided, using the liability method. Deferred tax assets and liabilities are recognized for future tax consequence attributable to differences between the financial reporting bases of assets and liabilities and their related tax bases. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefit of unused tax credits from excess minimum corporate income tax (MCIT) and carryforward benefit of unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets and liabilities are measured using the tax rate that is expected to apply to the period when the asset is realized or the liability is settled.

The carrying amount of deferred tax assets is reviewed at each end of financial reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current liabilities, and the Group intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to passage of time is recognized as a financial expense.

### Contingencies

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

### Segment Reporting

For management purposes, the Group is organized into six (6) major operating businesses which comprise the bases on which the Group reports its primary segment information. Financial information on business segments is presented in Note 33. The Group has no geographical segments as all of the companies primarily operate in the Philippines only.

Segment revenue, expenses and performance include transfers between business segments. The transfers are accounted for at competitive market prices charged to unaffiliated customers for similar products and services. The measurement policies the Group used for segment reporting are the same as those used in the consolidated financial statements. There have been no changes from prior

periods in the measurement methods used to determine profit and loss. No asymmetrical allocations have been applied between segments.

Inter-segment assets, liabilities, revenue, expenses and results are eliminated in the consolidated financial statements.

#### Events After End of Financial Reporting Period

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

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

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

The following is a summary of these significant estimates and judgments and the related impact and associated risks on the consolidated financial statements.

#### Judgments

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

- *Determination of Control*

The Parent Company determines control when it is exposed, or has rights, to variable returns from its involvement with an entity and has the ability to affect those returns through its power over the equity. The Parent Company controls an entity if and only if the Parent Company has all of the following:

- Power over the entity;
- Exposure, or rights, to variable returns from its involvement with the entity; and,
- The ability to use its power over the entity to affect the amount of the Parent Company's returns.

The Parent Company regularly reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

- *Real Estate Revenue and Cost Recognition*

In determining whether economic benefits will flow to the Group and the revenue can be reliably measured, the Group assesses certain judgments based on buyers' commitment on sale which may be ascertained through the significance of the buyer's initial down payment, and stage of completion of the project development. Total costs of property development are based on cost estimates made by the Group's technical personnel made in concurrence with management. These estimated costs are reviewed at least annually and are updated if expectations differ from previous estimates. Changes are mainly due to adjustments in development plan, materials and labor prices.

Also, the Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue from real estate sales are recognized based on the percentage-of-completion and the completion rate is measured principally on the basis of the estimated completion of a physical proportion of the contract work, and by reference to the actual costs incurred to date over the estimated total costs of projects. Revenue and costs from sale of real estate are shown in Notes 20 and 23, respectively.

- *Determination of Fair Value of Financial Instruments*

The Group carries certain financial instruments at fair value or discloses the fair values of its financial instruments, which requires extensive use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies and assumptions. Any changes in fair value of these financial assets and liabilities would affect income and loss and equity.

The summary of the carrying values and fair values of the Group's financial instruments as at June 30, 2017 and December 31, 2016 is shown in Note 29.

- *Classification of Financial Instruments*

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

- *Classification of Leases*

The Group has entered into various lease agreements as either a lessor or a lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Currently, all of the Group's lease agreements are determined to be operating leases.

Rental expense and income for June 30, 2017 and December 31, 2016 are shown in Notes 24 and 26.

- *Distinction Between Investment Property and Owner-Occupied Property*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to the other assets used in the supply process.

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

- *Operating Lease Commitments – the Group as a Lessor*  
The Group has entered into various lease agreements as a lessor. The Group has determined, based on an evaluation of the terms and conditions of the arrangements that it retains all the significant risks and rewards of ownership of the properties and, thus, accounts for the contracts as operating leases.
- *Operating Lease Commitments – the Group as a Lessee*  
The Group has entered into various lease agreements as a lessee. Management has determined that all the significant risk and benefits of ownership of the properties, which the Group leases under operating lease arrangements, remain with the lessor. Accordingly, the leases were accounted for as operating leases.
- *Determination of Functional Currency*  
Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Group has been determined to be the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences the sale of real properties, services, and investments and the costs of goods, providing the services and of the sold investments.
- *Measurement of Refundable Deposits and Utility Deposits*  
The fair value of refundable deposits under noncurrent assets which significantly include utility deposits are not readily determinable nor reliably measured because the actual timing of receipt is linked to the cessation of the service of the utility or service entities to the Group which cannot be reasonably predicted. Accordingly, the refundable deposits are carried at cost less any impairment. The carrying value of refundable deposits shown under noncurrent assets amounted to ₱ 39,897,401 and ₱17,933,821 as at June 30, 2017 and December 31, 2016, respectively.

#### Estimates

The key assumptions concerning the future and other key sources of estimation at the reporting date that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

- *Estimation of Allowances for Impairment of Receivables and Deposits*  
Recoverability of specific receivables including amounts due from related parties is evaluated based on the best available facts and circumstances, the length of the Group's relationship with its customers and debtors, the customers or debtors' payment behavior and known market factors. These specific reserves are reevaluated and adjusted as additional information received affects the amount estimated to be uncollectible. In the case of refundable utility deposits, the Group considers the utility service companies' ability to continuously provide the services. Any increase in impairment on financial assets would increase operating expenses and decrease the related accounts.

The Group's allowance for doubtful accounts amounted to ₱453,225 as at June 30, 2017 and December 31, 2016 (see Note 7). The carrying values of receivables as at June 30, 2017 and December 31, 2016 are shown in Notes 7.

- *Estimation of Impairment of Available-for-Sale Investments*

The computation for the impairment of available-for-sale investments requires an estimation of the present value of the expected future cash flows and the selection of an appropriate discount rate. An impairment issue arises when there is an objective evidence of impairment, which involves significant judgment and estimates. In making this judgment, the Group evaluates the financial health of the issuer, among others. In the case of available-for-sale equity instruments, the Group expands its analysis to consider changes in the issuer's industry and sector performance, legal and regulatory framework, changes in technology, and other factors that affect the recoverability of the Group's investments.

The carrying values of available-for-sale investments amounted to ₱696 million and ₱1.3 million as at June 30, 2017 and December 31, 2016, respectively (see Note 10).

- *Estimation of Useful Lives of Certain Assets*

The Group estimates the useful lives of investment properties, property and equipment and intangible assets based on the period over which the assets are expected to be available for use. The useful lives of intangible assets are assessed at the individual asset level as having either a finite or indefinite life. Intangible assets are regarded to have an indefinite useful life when, based on analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful lives of these assets is based on collective assessment of internal technical evaluation and experience with similar assets, if any. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by any changes in factors mentioned. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of investment properties, property and equipment and intangible assets would increase recorded operating expenses and decrease the related noncurrent assets. There were no significant changes on the estimated useful lives of the abovementioned assets.

The carrying values of the Group's depreciable investment properties, property and equipment, and leasehold rights as at June 30, 2017 and December 31, 2016 are shown in Notes 12, 13 and 15, respectively.

As at June 30, 2017 and December 31, 2016, the Group's property and equipment have no residual values.

- *Estimation of Net Realizable Value of Real Estate Held for Sale, Inventories and Land and Improvements*

In determining the net selling prices of real estate held for sale and other inventories, and land and improvements, management takes into account the most reliable evidence of fair value available at the time the estimates are made. The net realizable value is calculated in an effort to prevent the Group from under or over estimating the value of such assets. The Group adjusts the cost of the assets to the recoverable value at a level considered adequate to reflect obsolescence or decline in value of the recorded amounts, if any. Provision for obsolescence or decline in value is established based on the evaluation of age and movement of inventories, and current selling prices of real estate held for sale and land and improvements. Any increase in provision for decline in value or obsolescence would increase recorded expenses and decrease the related assets.

As at June 30, 2017 and December 31, 2016, the carrying values of real estate held for sale, inventories and land and improvements are shown in Notes 8,9, and 14, respectively.

- *Estimation of Impairment and Recoverable Values of Non-financial Assets*

The Group reviews prepayments and other current assets, investment in associates, investment properties, property and equipment, and leasehold rights for impairment of value. This includes considering certain indications of impairment such as significant changes in asset usage, significant decline in assets' market value, obsolescence or physical damage of an asset, plans in the real estate projects, significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends. The Group estimates the recoverable amount as the higher of the net selling price and value in use. In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that may affect certain non-financial assets.

The Group's allowance for impairment loss pertaining to investment properties amounted to ₱ 20.9 million as at December 31, 2016 (see Note 12). Provision for impairment loss recognized in the Consolidated Statements of income amounted to ₱1.5 million in December 31, 2016.

The carrying amounts of prepayments and other current assets, investment in associates, investment properties, property and equipment, and leasehold rights are disclosed in Notes 9, 11, 12, 13 and 15, respectively.

- *Estimation of Retirement Benefits*

The determination of the Group's obligation and cost for pension and other retirement benefits is dependent on management's selection of certain assumptions used by actuaries in calculating such amounts.

The assumptions for obligations and cost of retirement benefits are described in Note 26, and include among others, discount rates and rates of compensation increase. In accordance with PFRS, actual results that differ from our assumptions generally affect the Group's recognized expense and recorded obligation in such future periods. While management believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in management assumptions may materially affect the Group's retirement obligations. Any changes in assumptions would increase or decrease the net retirement liability and the amount recognized in total comprehensive income.

Retirement liability amounted to ₱22.7 million and ₱23.1 million as at June 30, 2017 and December 31, 2016, respectively (see Note 25).

- *Estimation of Deferred Income Tax Assets and Deferred Tax Liabilities*

Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax in the period in which such determination is made.

The Group's deferred income tax assets amounted to ₱51.3 million and ₱27.6 million as at June 30, 2017 and December 31, 2016, respectively. The Group's deferred tax liabilities amounted to ₱83.5 million and ₱75.3 million as at June 30, 2017 and December 31, 2016, respectively (see Note 27).



- *Estimation of Provisions for Contingencies*

The estimate of the probable costs for the resolution of possible third party claims including current tax assessments, if any, is developed in consultation with outside consultant handling the Group's defense on these matters and is based upon an analysis of potential results. When management and its outside consultant/legal counsel believe that the eventual liabilities under these claims, if any, will not have material effect on the Group's consolidated financial statements, no provision for probable losses is recognized in the Group's consolidated financial statements. The Group has an outstanding assessment for taxable year 2011 from the Bureau of Internal Revenue amounting to ₱24.9 million. The Group protested such assessment which is currently re-investigated. On August 16, 2016, the Group received the Final Assessment Notice amounting to ₱3.1 million which was recognized in the Group's consolidated financial statements in 2017.

- *Estimation of Production and Amortization of Bearer plants*

The total estimated production of the Group's bearer plants is based on the expected crop yield over its expected lifespan which is patterned on the scientific studies conducted on neighboring countries wherein similar biological assets are also grown. Unit-of-harvest method is used in determining the periodic amortization over the estimated yield of the crops over its life span. Any decrease in estimated production would increase the amortization per unit and decrease related assets.

As at June 30, 2017 and December 31, 2016, the net carrying value of the Group's bearer plants reported under property and equipment, amounted to ₱437.5 million and ₱433.3 million, respectively (see Note 13).

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## 6. Cash

This account consists of:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Cash on hand	<b>₱ 853,511</b>	₱ 850,643
Cash in banks	<b>137,182,704</b>	47,980,868
	<b>₱ 138,036,215</b>	₱ 48,831,510

Cash in banks pertain to savings and current accounts that generally earn interest based on prevailing respective bank deposit rates of approximately less than 1% annually.

The Group's cash in banks include dollar denominated accounts with Philippine Peso equivalents amounting to ₱256,563 and ₱6,113,436 as at June 30, 2017 and December 31, 2016, respectively. The Group's foreign currency denominated cash account is translated to Peso equivalents using an exchange rate of ₱50.466/\$1.00 and ₱49.813/\$1.00 as at June 30, 2017 and December 31, 2016 respectively.

The Parent Company established and opened a project deposit account with the Development Bank of the Philippines for the purpose of complying with the requirements of Republic Act No. 7279, otherwise known as the "Urban Development and Housing Act of 1992" relative to the Parent Company's socialized housing at West Highland Subdivision Project located in Butuan, Agusan Del Norte. As at June 30, 2017 and December 31, 2016 total cash in bank set-aside as project deposit account amounted to ₱0.2 million.

Financial income recognized in the consolidated statements of income on cash in banks amounted to ₱431 and ₱4,070 for the quarters ending June 30, 2017 and June 30, 2016 respectively (see Note 21).

## 7. Accounts Receivable

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This account consists of:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Contract receivables on sale of real estate	P 339,409,561	P 380,632,750
Trade receivable	9,178,804	4,868,772
Advances to officers and employees	2,401,563	2,475,895
Others	145,430,711	63,016,269
Total receivables	496,420,639	450,993,686
Allowance for doubtful accounts	(453,225)	(453,225)
	495,967,414	450,540,461
Noncurrent portion of receivables:		
Contract receivables on sale of real estates	(237,743,287)	(210,598,167)
	P 258,224,127	P 239,942,294

Contract receivables on sale of real estate represent amounts due and collectible in monthly installment over a period of 5 to 15 years, and bear interest ranging from less than 10% to 18% in 2017 and 2016.

The transfer certificates of title remain in the possession of the Group until full payment has been made by the customers.

Interest income on contract receivables on sale of real estate amounted to P1.1 million and P2.2 million for the second quarter in 2017 and 2016, respectively (see Note 21).

No contract receivables on sale of real estate are collateralized as of June 30, 2017 and December 31, 2016.

Accrued interest receivable includes interest from contract receivables, notes receivable and loans receivable.

Other receivables are interest-free. These include receivables from various companies for the sale of available-for-sale investments in 2008 and various advances to suppliers and contractors in 2017 and 2016. Other receivables amounting to P0.5 million as of June 30, 2017 and December 31, 2016, were impaired and fully provided for.

There was no additional provision for doubtful accounts in the second quarter of 2017.

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## 8. Real Estate Held for Sale

Real estate held for sale represents land, development costs and construction materials issued to the Group's various projects in Cagayan de Oro City, Initao, Valencia City, Bukidnon and Butuan detailed as follows:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Land	P 182,602,643	P 168,175,564
Development cost and materials	542,105,030	524,735,073
	P 724,707,673	P 692,910,637

Real estate held for sale with carrying value of ₱502.9 million and ₱518.5 million as of June 30, 2017 and December 31, 2016, respectively, are collateralized to the loans obtained from UCPB, AUB, BPI, BPIF, UBP, and DBP (see Note 17).

In 2013, the Group reclassified land and improvements amounting to ₱10.5 million into real estate held for sale. Also, investment property with carrying value of ₱22.3 million was reclassified to real estate held for sale.

The Group reclassified land cost of ₱107.1 million in 2012 into real estate held for sale previously accounted for as land and improvements and investment properties (see Notes 12 and 14).

The Group also reclassified real estate held for sale with a total cost of ₱13.8 million in 2015, ₱203.8 million in 2014 and ₱173.3 million in 2013 into land and improvements (see Note 14).

## 9. Inventories, Prepayments and Other Current Assets

### a. Inventories

This account consists of:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Refined bleached deodorized oil	₱ 13,851,457	₱ 12,672,243
Palm Olein	14,426,052	13,154,674
Palm acid oil and fatty acid distillate	4,852,641	5,131,051
Crude palm oil	10,482,549	9,267,225
Palm Stearin	6,348,194	5,979,256
Palm kernels	43,376	79,600
Supplies and Materials	640,681	410,772
	<b>₱ 50,644,950</b>	<b>₱ 46,694,821</b>

### b. Prepayments and Other Current Assets

This account consists of:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Deposit for land acquisition	₱ 106,758,303	₱ 106,758,303
Creditable withholding taxes	62,157,978	56,839,018
Prepaid expenses	26,846,329	27,481,605
Value-added input taxes	53,608,754	43,988,236
Other deposits	44,657	2,395,769
Others	3,996,708	44,235,153
	<b>₱ 253,412,729</b>	<b>₱ 281,698,084</b>

In 2011, the Group entered into several contracts to sell with several sellers of land. Installments made by the Group to the sellers were presented as deposit for land acquisition as the Transfer Certificates of Title were not yet transferred to the name of the Group.

Other deposits pertain to payments made by the Group in connection with its engagement to a third party to look for suitable parties for the Group to enter into a joint venture agreement for acceptable agriculture related and real estate development projects. Such payment will be used to answer for the out-of-pocket expenses to be incurred in relation to and during the engagement.

## 10. Available-for-Sale Investments

The rollforward analysis of the net carrying value of this account is shown below:

	<b>As of 06/30/2017 (Unaudited)</b>			
	Golf, Sports and Country Clubs	Non-listed Companies	Listed Companies	Total
Carrying value:				
Balance at beginning of year	₱115,979,000	₱11,881,018	₱1,134,537,278	₱ 1,262,397,297
Additions				
Disposals:				
Derecognized Cost			(336,970,784)	(336,970,784)
Derecognized Cumulative unrealized loss on fair value			(128,701,643)	(128,701,643)
Allowance for impairment loss			263,140,784	263,140,784
Unrealized gain on fair value	-	-	(364,190,610)	(364,190,610)
<b>Balance at end of year</b>	<b>₱115,979,000</b>	<b>₱11,881,018</b>	<b>₱567,815,025</b>	<b>₱ 695,675,044</b>

	<b>As of December 31, 2016 (Audited)</b>			
	Golf, Sports and Country Clubs	Non-listed Companies	Listed Companies	Total
Carrying value:				
Balance at beginning of year	₱115,979,000	₱48,684,575	₱824,275,828	₱ 988,939,404
Unrealized gain (loss) on fair value	-	(36,803,557)	310,261,450	273,457,893
<b>Balance at end of year</b>	<b>₱115,979,000</b>	<b>₱11,881,018</b>	<b>₱1,134,537,278</b>	<b>₱1,262,397,297</b>

Available-for-sale (AFS) investments are stated at fair value. The changes in the fair value are recognized directly in equity, through the consolidated statements of comprehensive income and consolidated statements of changes in equity.

- The fair values of AFS investments in listed companies have been determined directly by reference to published prices in active market. Fair values of unquoted equity instruments are determined at the present value of estimated future cash flows. Fair values of golf, sports and country club shares are based on prevailing market prices.

In 2014, the Group sold its investment in a listed company with a cost of ₱24.9 million at a gain of ₱25.5 million. Accordingly, the cost of ₱24.9 million and previously recognized unrealized loss on fair value of ₱18.2 million were derecognized in 2014.

- As of December 31, 2013, the Group had investments in Monte Oro Resources and Energy, Inc. (MOREI), a non-listed company, of ₱295.1 million, representing 11.70% equity holdings, and deposits for future stock subscriptions of ₱93.1 million. The Group has no power to govern the financial and operating policies of MOREI. In 2014, a total of ₱93.6 million deposits to MOREI were applied to subscription. In October 2014, all of its investments in MOREI were sold at cost of ₱388.1 million and the proceeds were used as deposits for future stock subscriptions to Apex Mining Corporation's (AMC) increase in authorized capital stock which was applied with the SEC. In February 2015, the SEC approved AMC's application for increase in authorized capital stock. The Group subsequently reclassified the related deposits for future stock subscriptions (included in Investment and deposits account) to available-for-sale investments.

In 2017, the Group sold its investment with a cost of ₱337.0 million at a gain of ₱172.6 million.

- On November 29, 2011, the Group acquired investment in shares of stock of Phigold Limited (Phigold), with 22.87% ownership wherein it exercises significant influence over its operations. The acquisition cost equals the fair value of the net assets acquired. The Group reclassified its investment in shares of stock of Phigold Limited amounting to ₱209.0 million previously recognized as investment in associate into available-for-sale investment after losing significant influence in 2013. As of June 30, 2017, the Group's equity interest in Phigold was reduced to 18.70% with the entry of new investors.

## 11. Investment in Associates

Workforward analysis of this account follows:

	Percentage of ownership		Amount	
	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
PCPC	20.00%	20.00%	₱ 791,926,132	₱ 748,511,697
EWRT	33.33%	-	68,878,895	-
PEI	20.00%	20.00%	171,822,119	157,795,294
			<b>₱ 1,032,627,146</b>	<b>₱ 906,306,991</b>

The workforward analysis of this account follows:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Carrying value at beginning of year	₱906,306,991	₱ 991,933,944
Increase due to consolidation of subsidiary	75,699,505	
Reduction in subscription during the year	-	-
Equity in net income (loss) for the year	50,620,650	(85,626,953)
Carrying value at end of year	<b>₱1,032,627,146</b>	<b>₱ 906,306,991</b>

- On November 29, 2011 the Group acquired investment in shares of stocks of Phigold Limited (Phigold). In 2013, the Group reclassified this investment into available-for-sale investment (see Note 10).
- In February 2013, the Parent Company subscribed to 25% of 160,000,000 authorized shares of PEI with ₱1 par value per share for ₱40.0 million. In October 2013, a shareholders' agreement was signed together with new investors to the joint venture whereby the Parent Company will hold 20% of the total outstanding shares.

Total deposit for future stock subscriptions to PEI amounted to ₱63.8 million as of December 31, 2013. In 2014, the deposits of ₱63.8 million were applied to subscription of PEI's capital stock.

- As discussed in Note 2, the Parent Company, together with its subsidiaries, PTCHC, PCPC and PCLHC, has signed a Shareholders' Agreement with AC Energy Holdings, Inc. (ACEHI) and Jin Navitas Resource, Inc. (JNRI) to implement the Memorandum of Agreement between the parties to build power generation plant in the Province of Iloilo. PTCHC reacquired the interest of ACEHI in PCPC and PCLHC in 2013 bringing its interest to 70%. OKL subscribed to the 30.46% equity interest of PCPC from the PTCHC.

In May 2013, ACEHI sold all its interest in PCPC and PCLHC to focus its investing power to its existing power projects imminent in its development pipeline. In light of this event, PTCHC has taken the opportunity to acquire the entire stake of ACEHI bringing its interest to 70% on both entities. Later before the end of the year, OKL bought out and subscribed to the 30.46% equity

interest of PCPC from PTCHC. Additional shares were subscribed by PTCHC bringing its equity interest to 39.54%. On the other hand, PTCHC's interest in PCLHC as of December 31, 2013 remained at 70%. On December 11, 2013, the BOD and shareholders of PCLHC and PCPC approved the merger of the two entities, with PCPC as the surviving entity. PTCHC will hold sufficient interest in PCPC for it to be able to exercise significant influence. PTCHC's interest in PCLHC will still be presented under the investment in associate account as a result of the merger application. During the third quarter of 2014, the SEC approved the Plan of Merger of PCPC and PCLHC as well as the increase in authorized capital stock of PCPC.

After the merger of PCPC and PCLHC, PTCHC retained its 30% interest in the outstanding capital of PCPC. As a result of the merger and the increase in PCPC's authorized capital stock, the PTCHC's investment in PCLHC was converted to Investment in PCPC – Redeemable Preferred Share comprising of the net asset of PCLHC amounting to ₱34,634,779 and DFFS amounting to ₱35,000,000. In addition, PTCHC's DFFS in PCPC amounting to ₱91,373,331 was converted to Investment in PCPC - Common Shares while another DFFS amounting to ₱412,113,000 was converted to Investment in PCPC - Preferred Shares. Total costs of the investment including direct costs fees related to the acquisition of such investment totaled ₱1,173,510,918 as of December 31, 2016. As of June 30, 2017, the subscription payable related to the above investment amounted to ₱164,505.

On January 6, 2015, the SEC approved PCPC's application of the increase in its authorized capital stock to 6 billion shares divided into 1.5 billion common shares and 4.5 billion redeemable preferred shares both with a par value of ₱1.00 per share which reduced PTCHC equity interest in PCPC to 20%. PTCHC continues to account its investment in PCPC as investment in associate as it continues to exercise significant influence over PCPC. The reduction of the subscription in preferred shares amounted ₱252,800,000 and subsequently, DFFS was applied as full payment to the remaining subscription payable amounting to ₱165,452,221 on February 6, 2015.

EWRT is an associate of Blaze Capital Limited with ownership of 33.33% (see Note 2).

The aggregated financial information of the associates is summarized below:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Total assets		
Current assets	<b>₱3,948,643,400</b>	₱3,144,881,204
Noncurrent assets	<b>15,126,236,313</b>	15,309,487,632
	<b>19,074,879,713</b>	18,454,368,836
Current liabilities	<b>1,801,607,889</b>	2,679,024,356
Total equity	<b>4,811,472,181</b>	4,806,071,519
Gross revenues for the year	<b>2,218,236,233</b>	1,268,135,122
Net Income/Loss for the year	<b>266,742,427</b>	(428,134,764)

## 12. Investment Properties

This account consists of:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Properties held for capital appreciation – net	<b>₱ 182,161,981</b>	₱182,577,374
Properties held under lease	<b>1,635,063</b>	1,660,064
	<b>₱ 183,797,044</b>	₱184,237,438

Investment properties are stated at cost less any impairment. Investment properties have a fair market value of about ₱393.7 million as of June 30, 2017 and December 31, 2016, respectively, as determined by an independent firm of appraisers. The excess of the fair market value over the carrying amount of the asset is not recognized in the consolidated financial statements.

The rollforward analysis of properties held for capital appreciation as of June 30, 2017 and December 31, 2016 follows:

<b>As of June 30, 2017 (Unaudited)</b>			
Note	Land and improvements	Total	
Cost:			
	Balance at beginning and end of period	₱182,577,374	₱182,577,374
	Adjustments	(415,393)	(415,393)
	<b>Balance at end of year</b>	<b>182,161,981</b>	<b>182,161,981</b>
<b>As of December 31, 2016 (Audited)</b>			
	Land and improvements	Building	Total
Cost:			
	Balance at beginning of year	₱188,267,450	₱30,532,806
	Additions	150,575	-
	Disposal	(5,840,651)	(30,532,806)
	<b>Balance at end of year</b>	<b>182,577,374</b>	<b>-</b>
Allowance for impairment loss:			
	Balance at beginning of year	-	20,869,471
	Provision for impairment	-	(20,869,471)
	<b>Balance at end of year</b>	<b>-</b>	<b>-</b>
	<b>Net carrying value</b>	<b>₱ 182,577,374</b>	<b>₱-</b>
		<b>₱-</b>	<b>₱ 182,577,374</b>

In 2014, the Group reclassified land under property and equipment into investment property (see Note 14) and reclassified parcels of land under investment properties to real estate held for sale (see Note 8). The provision for impairment loss of ₱1.5 million in 2014, 2013 and 2012 represents the write-down of an unfinished building to its estimated net recoverable amount.

The provision for impairment loss of ₱0.38 million in the second quarter of 2016 represents the write-down of an unfinished building to its estimated net recoverable amount. This building was sold in January 2016.

The details of the properties held under lease follows:

<b>As of June 30, 2017 (Unaudited)</b>			
	Land	Building and improvements	Total
Cost:			
	Balance at beginning of year and end of period	₱ 1,610,063	₱ 7,142,747
		₱ 7,142,747	₱ 8,752,810
Accumulated depreciation:			
	Balance at beginning and end of period	-	7,092,747
	Additions	-	25,000
	<b>Balance at end of period</b>	<b>-</b>	<b>7,117,747</b>
	<b>Net book value</b>	<b>₱ 1,610,063</b>	<b>₱ 25,000</b>
		<b>₱ 25,000</b>	<b>₱ 1,635,063</b>

	As of December 31, 2016 (Audited)		
	Land	Building and improvements	Total
Cost:			
Balance at beginning of year	₱15,423,023	₱87,753,964	₱103,176,987
Disposals	(13,812,960)	(80,611,217)	(94,424,177)
Balance at end of year	1,610,063	7,142,747	8,752,811
Accumulated depreciation:			
Balance at beginning of year	–	80,118,451	80,118,451
Disposals	–	(75,169,014)	(75,169,014)
Additions	–	2,561,971	2,561,971
Balance at end of year	–	7,092,747	7,092,747
Net book value	₱ 1,610,063	₱ 50,000	₱ 1,660,064

Rental income generated from investment properties held under lease amounted to ₱1.8 million and ₱3.9 million for the second quarter of 2017 and 2016, respectively.

### 13. Property and Equipment - net

The carrying value of this account is as follows:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Land	₱ 12,967,297	₱12,967,297
Refined bleached deodorized (RBD) and fractionation machineries	250,974,245	251,143,003
Machinery and equipment	129,750,840	133,720,950
Construction in progress	59,499,493	47,084,931
Building and improvements	8,633,664	9,224,797
Transportation equipment	5,446,398	5,305,867
Furniture, fixtures and equipment	2,172,784	2,430,671
Land improvements	1,506,268	1,552,173
Tools and other equipment	302,384	419,243
Leasehold improvements	-	16,325
Bearer Plants	437,532,355	433,340,779
Other assets	5,347,310	7,022,418
	<b>₱ 914,133,038</b>	<b>₱ 904,228,455</b>

Rollforward analysis of this account is shown below:

	As of June 30, 2017 (Unaudited)			
	Balance at beginning of year	Additions/ Depreciations	Disposals/ Reclassifications	Balance at end of year
Cost:				
Land	₱12,967,297	₱-	₱-	₱12,967,297
Land improvements	2,748,656	-	-	2,748,656
Building and improvement	53,831,471	-	-	53,831,471
Machinery and equipment	302,898,103	190,000	-	303,088,103
Furniture, fixture and equipment	23,147,496	13,571	-	23,161,067
Transportation equipment	52,801,367	1,746,250	-	54,547,617
Tools and other equipment	3,151,799	15,607	-	3,167,406
Leasehold improvement	2,955,709	-	-	2,955,709
Construction in progress	47,084,931	12,483,436	(68,875)	59,499,493



Bearer plants	434,361,022	4,191,576	-	438,552,599
Others	34,662,297	197,962	(57,143)	34,803,116
RBD/ Fractionation Machineries	252,770,963	-	-	252,770,963
	1,223,381,111	18,838,403	(126,017)	1,242,093,497
Accumulated depreciation and amortization:			-	-
Land improvements	1,196,483	45,904	-	1,242,387
Building and improvement	44,606,674	591,134	-	45,197,807
Machinery and equipment	169,177,153	4,160,110	-	171,274,607
Furniture, fixture and equipment	20,716,825	271,459	-	20,988,284
Transportation equipment	47,495,500	1,605,719	-	49,101,219
Tools and other equipment	2,732,556	132,466	-	2,865,022
RBD/ Fractionation Machineries	1,627,960	168,758	-	1,796,718
Bearer plants	1,020,243	-	-	1,020,243
Leasehold improvement	2,939,384	16,325	-	2,955,709
Others	27,639,879	1,815,927	-	29,455,806
	319,152,657	8,807,802	-	327,960,458
Net carrying value	₱ 904,228,455	₱ 10,030,601	(₱126,017)	₱ 914,133,038

As of December 31, 2016 (Audited)

	Balance at beginning of year	Additions/ Depreciations	Disposals/ Reclassification	Balance at end of year
Cost:				
Land	₱12,967,297	₱-	₱-	₱12,967,297
RBD and fractionation machineries	248,622,268	2,975,780	1,172,915	252,770,963
Bearer plants	403,666,418	30,694,604	-	434,361,022
Land improvements	2,410,830	337,826	-	2,748,656
Building and improvements	54,260,673	-	(429,202)	53,831,471
Leasehold improvements	2,955,709	-	-	2,955,709
Machinery and equipment	302,931,042	1,067,061	(1,100,000)	302,898,103
Furniture, fixtures and equipment	21,892,003	1,255,493	-	23,147,496
Transportation equipment	57,570,513	28,711	(4,797,857)	52,801,367
Tools and other equipment	2,914,494	237,305	-	3,151,799
Other assets	32,706,694	1,955,603	-	34,662,297
Construction in progress	34,761,294	13,627,307	(1,303,670)	47,084,931
	1,177,659,235	52,179,690	(6,457,814)	1,223,381,111
Accumulated depreciation and amortization:				
Land improvements	1,040,011	156,472	-	1,196,483
Building and improvements	43,746,906	1,255,789	(396,021)	44,606,674
Leasehold improvements	2,784,022	155,362	-	2,939,384
Machinery and equipment	160,145,011	10,132,141	(1,099,999)	169,177,153
Furniture, fixtures and equipment	19,904,644	812,181	-	20,716,825
Transportation equipment	47,273,432	4,245,382	(4,023,314)	47,495,500
RBD and fractionation machineries	-	1,627,960	-	1,627,960
Bearer plants	-	1,020,243	-	1,020,243
Tools and other equipment	2,344,151	388,405	-	2,732,556
Other assets	24,174,668	3,465,211	-	27,639,879
	301,412,845	23,259,146	(5,519,334)	319,152,657
Net carrying value	₱ 876,246,390	₱ 28,920,544	(₱938,480)	₱ 904,228,455

In 2014, the Group reclassified land amounting to ₱3.43 million to investment property (see Note 12).

The Group's management had reviewed the carrying values of the property and equipment as of June 30, 2017 and December 31, 2016 for any impairment. Based on the evaluation, there are no indications that the property and equipment might be impaired. Furthermore, there is no property whose title is restricted from use of the Group in both years.

The RBD and fractionation machineries, machineries and equipment, and land with carrying value totaling to ₱251.0 million and ₱252.8 million as of June 30, 2017 and December 31, 2016, respectively were used as collateral to the Company's loans availed from UCPB (see Note 17).

There are no contractual commitments to purchase property and equipment. There also no property and equipment that are pledged as securities for liabilities.

#### 14. Land and Improvements

This account represents land held for future development and improvements consisting of various properties in Tanay, Initao, Cagayan de Oro City, Bukidnon and Butuan City.

The rollforward analysis of this account is shown below:

	<b>As of June 30, 2017 (Unaudited)</b>		
	Land	Improvements	Total
December 31, 2016	₱321,933,545	₱376,396,439	₱698,329,984
Reclassifications	(23,602,663)		(23,602,663)
Additions	-	48,323	48,323
<b>June 30, 2017</b>	<b>₱298,330,882</b>	<b>₱376,444,762</b>	<b>₱674,775,644</b>

		<b>As of December 31, 2016 (Audited)</b>		
	Note	Land	Improvements	Total
December 31, 2015		₱338,058,990	₱375,940,478	₱713,999,468
Reclassifications	9	(23,049,870)	-	(23,049,870)
Additions		6,924,425	455,961	7,380,386
<b>December 31, 2016</b>		<b>₱321,933,545</b>	<b>₱376,396,439</b>	<b>₱698,329,984</b>

In 2013, the Group reclassified land with a total cost of ₱10.5 million into real estate held for sale. Also, in 2013 the Group reclassified real estate held for sale with a total cost of ₱173.3 million to land and improvements (See Note 8).

The Group reclassified real estate held for sale to land and improvements with a total cost of ₱23.6 million and ₱23.0 million as of June 30, 2017 and December 31, 2016 (see Note 8).

The reclassification has no impact on the statements of cash flows.

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## 15. Leasehold Rights

This account pertains to amounts paid by the Group for the rights to use parcels of land in Impasugong and Kalabugao, Salawaga Tingalan, Opol, Misamis Oriental and Tignapoloan, Cagayan de Oro City and to develop them as oil palm commercial plantations (see Note 35).

Rollforward analysis of this account is shown below:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Cost:		
Balance at beginning and end of year	<b>₱41,655,391</b>	₱41,655,391
Accumulated amortization:		
Balance at beginning of year	<b>8,644,269</b>	7,410,784
Amortization during the year	<b>618,848</b>	1,233,483
Balance at end of year	<b>9,263,115</b>	8,644,267
<b>Balance at end of year</b>	<b>₱32,392,276</b>	₱33,011,124

As of June 30, 2017, the bearer plants in all the plantation areas were still in their growing stage (see Note 13). Accordingly, the amortization of leasehold rights was capitalized as part of the production cost of the Company's bearer plants as of June 30, 2017. In 2014, some of the palm oil trees in plantation reached their commercially fruiting stage. The amortization of leasehold rights in these areas were directly charged to direct plantation cost (see Note 15). The amortization of leasehold rights attributable to palm oil trees that were still in growing stage were still capitalized as part of the production costs of the Company's bearer plants. As of December 31, 2016, the management has re-assessed that bearer plants in all the plantation areas have not reached their commercially fruiting stage. Accordingly, the amortization of leasehold rights was fully capitalized to bearer plants (see Note 15).

Management believes that there is no indication of impairment on the Group's leasehold rights account and that its net carrying amount can be recovered through use in operations.

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## 16. Accounts Payable and Accrued Expenses

This account consists of:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Accounts payable	<b>₱ 468,180,585</b>	₱ 304,961,913
Accrued expenses	<b>24,610,320</b>	29,443,806
Retention Payable	<b>11,158,089</b>	11,826,298
Accrued interest payable	<b>7,479,269</b>	7,343,245
Contracts payable	<b>4,346,335</b>	4,346,335
Others	<b>52,652,844</b>	33,249,882
<b>Total</b>	<b>₱ 568,427,442</b>	₱391,171,479

The above accounts payable and accrued expenses do not include any advances from directors, officers, employees, principal stockholders and related parties which are not arising in the ordinary course of business.

Details of accounts payable and accrued expenses-others are as follows:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Output VAT payable	P 23,614,771	P 12,851,416
Construction bond payable	11,241,749	9,637,033
Withholding tax payable	13,519,146	3,650,234
Deposit from subscribers	1,300,659	
SSS, HDMF, PHIC premium payable	2,972,444	2,750,531
Others	4,075	4,360,668
	<b>P 52,652,844</b>	<b>P 33,249,882</b>

Retention payable pertains to the amount withheld by the Group from contractors' billings relative construction in progress which serves as security for the completion of the construction in acceptable condition as stipulated in the contracts. This will become due upon compliance and completion of the terms and conditions of the contracts.

Others include various accruals for security services, telephone expenses, rent expense, labor and other recurring expenses and unearned income on land lease.

## 17. Short-term and Long-term Debt

Short-term debt consists of loans obtained from the following:

	As of 06/30/2017 (Unaudited)	As of 12/31/2016 (Audited)
Financial Institutions:		
Union Bank of the Philippines (UBP)	P100,000,000	P 90,000,000
China Banking Corp. (CBC)	400,000,000	390,000,000
PBCOM	11,041,667	60,229,167
United Coconut Planters Bank (UCPB)	50,000,000	20,000,000
Shareholders	263,863,445	221,700,000
Affiliate	-	1,000,000
	<b>P824,905,112</b>	<b>P 782,929,167</b>

- The loan from UBP pertains to the term loans availed by the Group totaling P100 million in January 2012 and October 2011. The loan bears annual interest rate of 5.5% and will mature one (1) year from the date of availment and was subsequently renewed on December 20, 2013. On December 15, 2014, the loan was renewed under the same term and interest rate. The loan balance as of June 30, 2017 and December 31, 2016 is unsecured (see Note 8).
- The loan from CBC pertains to a clean term loan availed by the Group amounting to P70 million in September 2012 with an annual interest rate of 6.0%. The loan matured in July 2013 and was renewed for another year until July 2014 with an annual interest rate of 5.5%. On October 4, 2013, the Group availed term loan amounting to P30 million with an annual interest rate of 5.5% which matured on July 31, 2014. In April 2014, the Group availed additional clean loan amounting to P5 million with an interest of 5.5% which was repaid in July 2014. In October 2014, a total of P100 million loans were renewed for another year until October 23, 2015 of which P10 million was already repaid on December 29, 2014. In January 29, 2015, The Group availed additional loan amounting to P10 million which bears annual interest rate of 5.5% and will mature one (1) year from the date of availment. On October 23, 2015, a total of P100 million loans were renewed for another year until October 23, 2016 with an annual interest rate of 5.5%.

The Group availed of a clean loan from CBC amounting to ₱300 million on February 2017 and will mature on February 2018. This loan bears interest rate of 5.75% per annum.

- A clean term loan amounting to ₱65 million was obtained by the Group on May 8, 2014 from PBCOM. The loan bears annual interest rate of 5.5% which is subject to renewal and collectible monthly in arrears and will mature on April 30, 2015. Prior to maturity, total principal payments made amounted to ₱15 million. The remaining ₱50 million loan was renewed on the same date payable after one year from the date of availment with 5.5% interest rate. On April 16, 2015, the Group availed additional loan amounting to ₱15 million payable after one year from the date of availment which bears annual interest rate of 5.5%. On June 20, 2017, a total of ₱49.2 million was paid by the group.
- On July 15, 2015, the Group availed clean term loan from Maybank Philippines, Inc. (MPI) totaling ₱6,204,579 with an interest rate of 6.5% payable after 30 days. The loan matured and was paid on August 14, 2015.
- Other loans include loan availment from XSCCI and a third party in 2015. On June 16, 2015, the Group obtained a noninterest-bearing loan amounting to ₱1.0 million from XSCCI payable on June 14, 2016.
- On December 17, 2015, the Group obtained a noninterest-bearing loan amounting to ₱3.0 million from a third party payable on March 15, 2016. This loan was paid and reavailed of the same day. This loan was paid in 2017.

Long-term debt consists of loans obtained from the following:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
<b>Financial Institutions:</b>		
United Coconut Planters Bank (UCPB)	<b>₱ 325,082,004</b>	₱379,583,364
Asia United Bank (AUB)	<b>188,718,825</b>	218,910,325
Union Bank of the Philippines (UBP)	<b>221,811,924</b>	257,735,858
China Banking Corp. (CBC)	<b>836,249</b>	1,089,033
BPI Family Savings Bank (BPIF)	<b>121,755,878</b>	144,220,027
Bank of the Philippine Islands (BPI)	<b>37,200,000</b>	45,600,000
Maybank Philippines Inc. (MPI)	<b>23,333,333</b>	33,333,333
Development bank of the Philippines (DBP)	<b>32,582,960</b>	35,000,000
PBCOM	<b>44,180,469</b>	
	<b>995,501,641</b>	1,115,471,940
Shareholders	<b>57,086,129</b>	66,888,208
	<b>1,052,587,770</b>	1,182,360,148
Less current portion	<b>360,097,871</b>	378,906,559
	<b>₱ 692,489,899</b>	₱803,453,589

- On December 2, 2013, the Group availed of loan from AUB amounting to ₱85 million that will mature on December 1, 2017 with an interest rate of 5%. This loan is collateralized by real estate mortgage on the Group's investment properties with net carrying amount of ₱0.1 million as of December 31, 2016 (see Note 12) and real estate mortgage on the property of the Group's stockholder.

In January 2014, the Group obtained loan from AUB amounting to ₱180.00 million that will mature in 5 years from release date. This loan bears an annual interest of 5.5%. In March 2014, additional loans totaling ₱83.8 million were obtained by the Group from AUB. The ₱65.0 million loans bear an annual interest rate of 5.0% and will mature in

December 2017 and the ₱18.8 million loans bear an annual interest rate of 5.5% and will mature in January 2019. These loans were collateralized by the Group's real estate held for sale assets with carrying amount of ₱40.1 million.

- In August and December of 2011, the Group obtained ₱400 million loan from UCPB to refinance its outstanding term loan and finance various real estate development projects. The loan has a term which shall expire at the end of ten (10) years from initial date of drawdown and bears interest payable quarterly in arrears, based on 3-month Philippine Dealing System Treasury-Fixing rate obtaining at the time of availment, plus a spread of two percent (2.0%) inclusive of Gross Receipt Tax (GRT) or floor rate 5.25% inclusive of GRT per annum whichever is higher, subject to quarterly payment and resetting. This loan is collateralized by real estate mortgage over the real estate held for sale with a carrying value of ₱106.4 million as of June 30, 2017 (see Note 8).
- On September 22, 2015, the Group availed a loan from UCPB amounting to ₱80.1 million to pay the remaining balance of the loan from BPI with interest initially fixed at the rate of 5.50% per annum which is the prevailing market rate at the time of issuance for the first three (3) years. Succeeding rate shall be based on the present prevailing market rate and shall have a term of six (6) years until September 21, 2021. The principal shall be payable in quarterly installments amounting to ₱4.0 million to commence on December 22, 2016. On October 29, 2015, the Group availed additional loans amounting to ₱104.9 million from UCPB with interest initially fixed at the rate of 5.50% per annum with a term of six (6) years until October 29, 2021 to finance the rehabilitation of RBD and fractionation plant. The principal shall be payable in quarterly installments amounting to ₱5.3 million to commence on January 29, 2017. The loan is collateralized by the Company's land and machineries under Property and equipment with a total carrying amount of ₱340.2 million (see Note 13).
- The loan from UBP pertains to a 7-year loan availed by the Group in 2012, with 3 years grace period on principal. Principal payments of 48 equal monthly amortizations will be made starting on the end of the grace period which will start in 2015. Quarterly interest payment in arrears is made for the first 3 years, then monthly payments for the rest of the term. The loan bears annual interest of 5.56% and is collateralized by the Group's real estate held for sale assets with carrying amount of ₱97.8 million as of June 30, 2017.
- The Group obtained from CBC a 3-year car plan loan with 8.08% annual interest rate loan amounting to ₱0.9 million availed in July 2015. Another car plan loan was availed in August 2015 amounting to ₱0.8 million with 10% annual interest rate. The loans are payable monthly in arrears.
- The loans from BPIF were obtained on various dates within 2004 to 2012 and will mature ten (10) years after loan release dates, the last of which will be in 2022. These bear interest at the rates ranging from 5.5% to 11.50% per annum. These are collateralized by real estate mortgages over the real estate held for sale of the Group with a total carrying value of ₱55.0 million as of June 30, 2017 (see Note 8).
- The loans from BPI were obtained on various dates within 2011 and will mature five (5) years after loan release dates, the last of which being 2016. These bear interest at 3-month Philippine Dealing System Treasury- R2 plus a spread of one and a half percent (1.50%) per annum or the applicable bank floor lending rate at the time of availment, whichever is higher, subject to monthly payment and quarterly resetting, with one time option to fix rate based on 5-year Philippine Dealing System Treasury- R2 rate, plus a spread of one and a quarter percent (1.25%) per annum. The interest rate is currently at 4.75% per annum. These are collateralized by real estate mortgages over the real estate held for sale of the Group with a total carrying value of ₱88.6 million as of June 30, 2017.

On December 20, 2012, the Group availed a loan amounting to ₱89 million with interest initially fixed at the rate of 4.75% per annum which is the prevailing market rate at the time of issuance

hereof repriceable quarterly and payable monthly in arrears with option for rate fixing for one (1) or three (3) or five (5) years and payable monthly in arrears and shall have a term of seven (7) years until December 20, 2019. This loan was settled by the UCPB loan availed by the Group last September 22, 2015.

- The Group availed of a ₱60.0 million loan from MPI in August 2014 with an annual interest rate of 5.5% subject to quarterly repricing and payable monthly in arrears that will mature in August 2018. This loan is collateralized by the Group's investment properties in Binangonan, Rizal with carrying amount of ₱21.2 million.
- On March 18, 2016, the Group obtained a loan from DBP amounting to ₱35 million that will mature on March 18, 2022 with 2 years grace period on principal. This loan bears an interest of 5.25% per annum (exclusive of GRT). Quarterly interest payment in arrears. The principal shall be payable in quarterly installments amounting to ₱2.2 million to start on June 18, 2018. The loans are collateralized by the Group's real estate held for sale assets with carrying amount of ₱ 5.4 million.
- The loans from shareholders represent a 10-year noninterest-bearing loan with a total principal amount of ₱129.3 million availed on various dates from October to November 2012. The loans are repayable in lump sum on or before maturity. The Group recognized discount on loans payable amounting to ₱52.9 million in the statements of income in 2012.

In September 2014, the Group availed of another 10-year noninterest-bearing loan from the shareholders amounting to ₱60.0 million. In 2015, the Parent Company availed from shareholders additional noninterest-bearing loans totaling ₱62.0 million with 5 and 10-year term. A total of ₱16.7 million and ₱24.9 million was recognized as discount on loans payable in the statements of income in 2015 and 2014, respectively. Amortization of discount on loans recognized amounted to ₱26.4 million in 2015, ₱13.5 million in 2014 and ₱4.3 million in 2013. A total of ₱12,014,533 loans payable was derecognized in 2015 in view of the deconsolidation of a subsidiary.

During the second quarter of 2017, the group availed a non interest bearing note from shareholders amount to ₱60.3 million payable within the year.

- On June 20, 2017, a long term loan from Philippine Bank of Communications (PBCOM) amounting to ₱44.2 million with an interest rate of 8% payable in 51 months term was availed by the group. The loan will mature on July 29, 2021. Such loan was collateralized by the group's investment property.

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## 18. Related Party Transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party making financial and operating decisions. Such relationship also exists between and/or among entities, which are under common control with the reporting enterprise, or between and/or among the reporting entities and key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of relationship and not merely the legal form. For financial statements disclosure purposes, an affiliate is an entity under common control of the Parent Company's stockholders.

The Parent Company enters into transactions with related parties. Outstanding balances at year-end are unsecured and noninterest-bearing and are settled based on agreed upon terms. The following are the related party transactions.

a. Lease of Parent Company's office space from an affiliate

	For the quarters ending June 30	
	2017	2016
Amount of rent expense	<b>₱ 913,374</b>	₱781,212
Outstanding balances	<b>647,031</b>	358,082

b. Noninterest-bearing loans received from shareholders

The loans from the shareholders represent a 10-year noninterest-bearing loan with a total principal amount of ₱129.28 million availed on various dates from October to November 2012. The loan is re-payable in lump sum on or before maturity (see Note 18).

The summary of the above related party transactions follows:

June 30, 2017				
Category	Amount/Volume	Outstanding balance	Terms and Condition	Guaranty/Settlement /Provision
<u>Shareholders</u>				
1. Loans received from shareholders	₱ 487,958,000	₱320,949,574	Noninterest-bearing and repayable in lump sum on or before maturity after 10 years from 2012	Unsecured; no significant covenants
<u>Affiliates</u>				
2. Lease of office space from an affiliate	₱913,377	₱ 647,031	One year subject to annual review and renewable upon mutual agreement of parties; payable in cash every 15 <sup>th</sup> of the month without necessity of demand	No guarantees

June 30, 2016				
Category	Amount/Volume	Outstanding balance	Terms and Condition	Guaranty/Settlement /Provision
<u>Shareholders</u>				
1. Loans received from shareholders	₱301,880,000	₱182,918,328	Noninterest-bearing and repayable in lump sum on or before maturity after 10 years from 2012	Unsecured; no significant covenants
<u>Affiliates</u>				
2. Lease of office space from an affiliate	₱1,672,352	₱501,705	One year subject to annual review and renewable upon mutual agreement of parties; payable in cash every 15 <sup>th</sup> of the month without necessity of demand	No guarantees



Below are the account balances as of June 30, 2017 and December 31, 2016 on the separate financial statements of the companies within the Group which were eliminated upon consolidation:

- Receivables/Payables

<b>As of June 30, 2017 (Unaudited)</b>					
Receivable					
	ABCI-Parent	ABERDI	NAKEEN	SHDI	Total
Payable:					
ABCI-Parent Company	₱–	₱ 8,028,898	₱–	₱–	₱ 8,028,898
ABERDI	–	–	5,756,250	94,899	5,851,149
NC	700,075	1,363,130	–	–	2,063,205
SHDI	207,439	625,265	–	–	832,704
Hydrolink	9,614	–	–	–	9,614
	<b>₱ 917,128</b>	<b>₱ 10,017,293</b>	<b>₱ 5,756,250</b>	<b>₱ 94,899</b>	<b>₱ 16,785,570</b>

<b>As of December 31, 2016 (Audited)</b>				
Receivables				
	ABCI-Parent	ABERDI	MCPI	Total
Payables:				
ABCI-Parent	₱–	₱ 8,658,568	₱–	₱8,658,568
ABBWCI	10,613,343	–	–	₱10,613,343
PTCHC	12,124	–	6,839,244	6,851,368
NC	700,000	1,263,044	–	1,963,044
SHDC	207,343	–	–	207,343
BAC	–	611,534	–	611,534
	<b>₱11,532,810</b>	<b>₱10,533,146</b>	<b>₱6,839,244</b>	<b>₱28,905,200</b>

- Deposits for future stock subscription

<b>As of June 30, 2017 (Unaudited)</b>			
Deposits from			
	ABCI-Parent Company	ABERDI	Total
Deposits to:			
PTCHC	₱ 826,195,654	₱ –	₱ 826,195,654
ABERDI	504,375,401	–	504,375,401
SHDI	9,600,000	–	9,600,000
HLPC	28,366,413	–	28,366,413
NC	–	248,037,603	248,037,603
Blaze Capital	5,000,000	–	5,000,000
Total	<b>₱ 1,373,537,468</b>	<b>₱ 248,037,603</b>	<b>₱ 1,621,575,071</b>

<b>As of December 31, 2016 (Audited)</b>			
Deposits from			
	ABCI-Parent Company	ABERDI	Total
Deposits to:			
PTCHC	₱ 818,444,221	₱ –	₱ 818,444,221
ABERDI	430,073,584	–	430,073,584
HLPC	16,218,820	–	16,218,820
SHDC	9,600,000	–	9,600,000
NC	–	247,165,103	247,085,103
Total	<b>₱1,274,336,625</b>	<b>₱ 247,165,103</b>	<b>₱1,521,501,728</b>

## 19. Share Capital

The details of the number of shares of authorized and subscribed capital stock follows:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Authorized (Note 1)	<b>3,300,000,000</b>	2,000,000,000
Subscribed and issued (Note 1)	<b>2,079,438,837</b>	1,732,866,536
Treasury Shares	<b>(1,014)</b>	(1,014)
Outstanding Shares	<b>2,079,437,823</b>	1,732,865,522

Shown above are the subscribed shares that are issued and the outstanding shares as of June 30, 2017 and December 31, 2016.

Movements of the amount of subscribed capital stock and additional paid in capital (APIC) during the quarter ending June 30, 2017 follow:

<b>CAPITAL STOCK</b>				
	Subscribed and issued	Subscribed but not issued	Total	Additional paid in capital
Balance as at January 1, 2016 and June 30, 2017	P 1,732,866,536	P-	P1,732,866,536	P 586,198,947
Subscribed and Issued for the period	346,572,301		346,572,301	
	<b>2,079,438,837</b>		<b>2,079,438,837</b>	<b>586,198,947</b>

The Securities and Exchange Commission (SEC) issued the following orders related to the Group's registration of its securities: SEC-BED Order No. 1179 issued on December 17, 1993 amounting to P200,000,000; SEC-BED Order No. 847 issued on August 15, 1994 amounting to P230,000,000 and SEC-CFD Order No. 64 issued on March 12, 1996 totaling P530,000,000. Common shares are the only equity securities registered and issued by the Group. As of December 31, 2016 and 2015, there are 2,115 and 2,121 stockholders in the records of the transfer agent, Professional Stock Transfers, Inc. (PSTI), respectively. As of June 30, 2017, there are two thousand one hundred seven (2,107) stockholders in the books of the transfer agent.

## 20. Sales

This account consists of:

	<b>For the three months ended 06/30/2017</b>	For the three months ended 06/30/2016
Real estate	<b>P 78,009,168</b>	P 93,311,802
Crude palm oil	<b>1,885,815</b>	10,644,646
Palm Fatty Acid Distillate	<b>624,386</b>	4,678,756
Palm Olein	<b>3,061,337</b>	14,648,154
Palm Stearin	<b>1,217,768</b>	4,011,415
Palm Acid Oil	<b>167,971</b>	5,240,506
Water service income	<b>3,050,830</b>	4,703,501
Palm seedlings and kernel nuts	<b>262,576</b>	1,636,525
RBDO	-	3,753,802
	<b>P 88,279,851</b>	<b>P142,629,107</b>

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## 21. Financial Income

This account consists of:

	<b>For the three months ended 06/30/2017</b>	For the three months ended 06/30/2016
Interest from:		
Sales of real estate (Note 7)	<b>₱ 1,095,126</b>	₱ 2,189,320
Loans receivable (Note 7)	<b>7,805</b>	-
Cash in banks and cash equivalents (Note 6)	<b>431</b>	4,070
	<b>₱ 1,103,363</b>	₱ 2,193,390

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## 22. Other Income

This account consists of:

	<b>For the three months ended 06/30/2017</b>	For the three months ended 06/30/2016
Income from forfeited accounts	<b>₱ 1,207,424</b>	₱ 1,107,919
Surcharge income	<b>1,885,867</b>	670,442
Others	<b>941,348</b>	869,232
	<b>₱ 4,034,639</b>	₱2,647,593

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Other income includes sale of by-products derived from the production of crude palm oil and scrap sales.

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## 23. Cost of Sales and Services

This account consists of:

	<b>For the three months ended 06/30/2017</b>	For the three months ended 06/30/2016
Real estate	<b>₱ 38,558,766</b>	₱ 37,332,430
Crude palm oil	<b>1,709,784</b>	4,084,899
Palm Fatty Acid Distillate	<b>339,942</b>	1,538,126
Palm Olein	<b>2,508,662</b>	9,514,155
Palm Stearin	<b>1,610,845</b>	3,470,254
Palm Acid Oil	<b>105,346</b>	2,715,529
Palm seedlings and kernel nuts	<b>279,819</b>	1,919,378
Water services	<b>2,423,433</b>	1,805,288
Aggregates	-	636,712
RBDO	-	2,359,722
Other Direct Cost	<b>118,617</b>	-
	<b>₱ 47,655,214</b>	₱65,376,493

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Cost of sales and services includes depreciation charges and other direct costs (e.g. repairs and maintenance, salaries and wages) related to the Group's investment properties and property and equipment which were included as part of cost of real estate operations. This also includes amortization charges of bearer plants and leasehold rights which were included as part of cost of sales of crude palm oil, olein, stearin, and other byproducts.

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## 24. General and Administrative Expenses

This account consists of:	For the three months ended 06/30/2017	For the three months ended 06/30/2016
Personnel cost (Notes 23 and 25)	<b>₱ 18,605,561</b>	₱19,680,774
Taxes and licenses	<b>7,895,276</b>	3,671,583
Depreciation and amortization (Notes 12 and 13)	<b>2,879,408</b>	3,791,133
Utilities and supplies	<b>2,080,346</b>	2,073,313
Repairs and maintenance	<b>853,322</b>	645,316
Rental (Note 18 and 26)	<b>1,640,904</b>	2,046,508
Entertainment, amusement and recreation	<b>281,899</b>	203,305
Others	<b>21,891,047</b>	10,854,593
	<b>₱ 56,127,764</b>	₱ 42,966,525

Significant components of other operating expenses follow:

	For the three months ended 06/30/2017	For the three months ended 06/30/2016
Security services	<b>₱ 3,625,781</b>	₱ 3,765,373
Professional fees	<b>9,590,594</b>	2,187,594
Transportation and travel	<b>3,690,928</b>	2,497,543
Director fees	<b>316,870</b>	464,147
Board meetings	<b>312,800</b>	120,842
Subscription and dues	<b>99,573</b>	231,942
Insurance	<b>72,323</b>	342,744
Training and seminar	<b>145,125</b>	99,818
Litigation fees	<b>17,500</b>	17,500
Unrealized foreign exchange gain (loss)	-	78,965
Bank charges	<b>4,750</b>	21,936
Miscellaneous	<b>4,014,802</b>	1,026,189
	<b>₱ 21,891,047</b>	₱10,854,593

Miscellaneous expense includes supervision, regulation, notarization, listing and other fees.

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## 25. Retirement Benefits Costs

The Group has a funded non-contributory retirement plan covering all regular and full time employees effective July 1, 2002 (anniversary date was amended to take effect every January 1, retroactive 2003).

Actuarial valuations are made with sufficient regularity at least every one or two years. The last actuarial valuation was made for the year 2016 and the report was dated March 1, 2017.

### Regulatory Framework in which the Retirement Plan Operates

In accordance with the provisions of the Bureau of Internal Revenue (BIR) RR No. 1-68, it is required that a formal Retirement Plan be Trusteed; that there must be no discrimination in benefits; that forfeitures shall be retained in the Retirement Fund and be used as soon as possible to reduce future contributions; and that no part of the corpus or income of the Retirement Fund shall be used for, or diverted to, any purpose other than for the exclusive benefit of the Plan members.

### Responsibilities of Trustee

The Group's plan assets are maintained by a trustee bank. The Retirement Plan Trustee, as appointed by the Group in the Trust Agreement executed between the Group and the duly appointed Retirement Plan Trustee, is responsible for the general administration of the Retirement Plan and the management of the Retirement Fund.

The Retirement Plan Trustee may seek the advice of counsel and appoint an investment manager or managers to manage the Retirement Fund, an independent accountant to audit the Fund, and an actuary to value the Retirement Fund.

Unusual or Significant Risks to which the Retirement Plan Exposes the Group

There are no unusual significant risks to which the plan exposes the Group. However, in the event a benefit claim arises under the Retirement Plan and the Retirement Fund is not sufficient to pay the benefit, the unfunded portion of the claim shall immediately be due and payable from the Group to the Retirement Fund.

Plan Amendments, Curtailments, or Settlements

There were no plan amendments, curtailments or settlements recognized for the years ended December 31, 2016, 2015 and 2014.

The principal actuarial assumptions used to determine retirement benefits were as follows:

	<b>2017</b>	2016
Discount rate, beginning of year	<b>5.17%</b>	4.73%
Discount rate, end of year	<b>5.17%</b>	5.17%
Salary increase rate , beginning of year	<b>5.00%</b>	5.00%

Asset-liability matching strategies to manage risks

The Retirement Plan Trustee has no specific matching strategy between the plan assets and the plan liabilities.

Funding arrangements

The Group is not required to pre-fund the future defined benefits payable under the Retirement Plan before they become due. For this reason, the amount and timing of contributions to the Retirement Fund are at the Group's discretion. However, in the event a benefit claim arises and the Retirement Fund is insufficient to pay the claim, the shortfall will then become due and payable by the Group to the Retirement Fund.

**26. Lease Agreement**

Group as a Lessor

The Group leased its various properties under operating lease with various lessees. The term of the lease agreements is for one to five years and is renewable upon the agreement of both parties. The lease agreements that still exist as of June 30, 2017 and December 31, 2016 will expire in various dates in 2017 to 2024.

The agreements account the lessees for all major and minor repairs, business taxes, and charges for water, light, telephone, other utilities expense.

Group as a Lessee

The Group entered into an operating lease agreement with a related and nonrelated party for its office space in Cagayan de Oro City and Metro Manila. The term of the lease agreements is for one year and is renewable upon the agreement of both parties.

There are no other significant restrictions imposed by lease agreements such as those concerning dividends, additional debt and further leasing.

## 27. Income Taxes

a. The current income tax expense is **₱ 5,051,811** and **₱ 2,727,232** as of June 30, 2017 and 2016 respectively. This is the Minimum Corporate Income Tax for both periods.

b. The components of deferred tax accounts represent the future tax consequence of the following:

	As of <b>6/30/2017</b> <b>(Unaudited)</b>	As of 12/31/2016 <b>(Audited)</b>
Deferred tax assets		
Tax effects of:		
NOLCO	<b>₱ 27,468,588</b>	₱8,875,273
Retirement liability and unamortized past service cost	<b>8,008,942</b>	8,031,822
Allowance for doubtful accounts	<b>135,968</b>	135,968
Others	<b>7,972,676</b>	7,972,676
Unrealized foreign exchange loss	<b>22,880</b>	-
MCIT	<b>7,667,712</b>	2,676,352
	<b>₱ 51,276,766</b>	₱27,692,091

	As of <b>6/30/2017</b> <b>(Unaudited)</b>	As of 12/31/2016 <b>(Audited)</b>
Deferred tax liabilities		
Tax effects of:		
Deferred income on sale of real estate	<b>₱ 83,446,651</b>	₱75,281,844
Deferred rental income	<b>84,615</b>	95,990
Unrealized foreign exchange gain	<b>2,321</b>	2,321
	<b>₱ 83,533,587</b>	₱75,380,155

The Group did not recognize the deferred income tax asset on NOLCO amounting to **₱9,429** as of June 30, 2017 since management believes that this could not be utilized prior to its expiration. NOLCO amounting to **₱91.5 million** as of June 30, 2017, can be carried forward and claimed as deduction against regular taxable income for the next three (3) years as follows:

Date Incurred	Amount	Expired/Applied	Balance	Expiry Date
December 31, 2013	₱ 2,527,217	₱ 2,527,217	₱ -	Expired
December 31, 2014	1,032,987	-	1,032,987	December 31, 2017
December 31, 2015	1,213,549	-	1,213,549	December 31, 2018
December 31, 2016	27,249,156	-	27,249,156	December 31, 2019
June 30, 2017	61,977,715	-	61,977,715	June 30, 2020
	<b>₱ 94,000,625</b>	<b>₱ 2,527,217</b>	<b>₱ 91,473,408</b>	

The carry forward benefits of MCIT totaling **₱7.7 million** as of June 30, 2017, can be claimed as deduction from regular corporate income tax for the next three (3) years as follows:

Date Incurred	Amount	Expired/Applied	Balance	Expiry Date
December 31, 2013	₱ -	-	₱ -	December 31, 2016
December 31, 2014	1,090,509	-	1,090,509	December 31, 2017
December 31, 2015	1,029,012	-	1,029,012	December 31, 2018
December 31, 2016	556,831	-	556,831	December 31, 2019
June 30, 2017	4,991,360	-	4,991,360	June 30, 2020
	<b>₱ 7,667,712</b>	<b>-</b>	<b>₱ 7,667,712</b>	

The income tax expense shown in consolidated statements of income follows:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 06/30/2016 (Unaudited)	As of 12/31/2016 (Audited)
Income tax expense computed at statutory tax rate	<b>₱ 38,474,745</b>	₱ 1,526,548	₱9,687,976
Income tax effects of:			
Write-off of expired NOLCO and other deferred tax assets	-	-	10,270,217
Discount on long-term debt			(5,015,435)
Provision for Retirement Expense	<b>466,233</b>	-	-
Gain on Sale of AFS	<b>(51,789,462)</b>	-	-
Amortization of discounts on long-term debt	<b>9,232</b>	3,041,698	8,005,410
Change in unrecognized deferred tax assets	-	-	1,247,606
Nondeductible expenses	<b>372</b>	167,934	711,231
Amortization of discount on notes receivable	<b>2,452,781</b>	-	(94,142)
Interest income subject to final tax	<b>(2,467)</b>	(1,583)	(19,301)
Dividend Income	-	-	(3,861)
Gain on disposal of net assets of deconsolidated subsidiaries	-	-	(31,381)
Unrecognized NOLCO	<b>9,429</b>	212,962	-
Unrealized Forex Gain	<b>(293)</b>		
Equity in net loss of an associate	-	-	(2,261,938)
Others	-		-
Applied and expired MCIT	-	-	247,442
	<b>(₱10,379,431)</b>	₱4,947,559	₱22,730,160

- c. The Group opted for the itemized deduction scheme for its income tax reporting in 2017 and 2016.

## 28. Earnings per Share (EPS)

Basic EPS is computed as follows:

	<b>For the Quarter 06/30/2017 (Unaudited)</b>	For the Quarter 06/30/2016 (Unaudited)
Net income attributable to equity holders of Parent Company	<b>₱149,424,899</b>	₱11,189,808
Divided by weighted average number of shares outstanding	<b>2,079,437,823</b>	1,732,865,522
Basic earnings per share (for the quarter)	<b>₱ 0.07186</b>	₱ 0.00646

The Group has no dilutive potential shares as of June 30, 2017.

## 29. Financial Instruments

Set out below is a comparison by category of carrying values and estimated fair values of Group's financial instruments as of June 30, 2017 and December 31, 2016:

	<b>As of June 30, 2017 (Unaudited)</b>	
	Carrying value	Fair value
Financial assets:		
Cash (Note 6)	P 138,036,215	P 138,036,215
Accounts receivable (Note 7)*	495,967,415	495,967,415
Advances to a related party (Note 18)	41,577,400	41,577,400
Refundable deposits (Note 5)	39,897,401	39,897,401
AFS investments (Note 10)	695,675,044	695,675,044
	<b>P 1,411,153,475</b>	<b>P 1,411,153,475</b>
Financial liabilities:		
Short-term debt (Note 17)	824,905,112	824,905,112
Long-term debt (Note 17)	1,052,587,770	1,052,587,770
Accounts payable and accrued expenses (Note 16)**	528,321,080	528,321,080
Subscription payable (Note 10)	164,505	164,505
	<b>P 2,405,978,467</b>	<b>P 2,405,978,467</b>

	<b>As of December 31, 2016 (Audited)</b>	
	Carrying value	Fair value
Financial assets:		
Cash (Note 6)	P 48,831,511	P 48,831,511
Accounts receivable (Note 7)*	446,189,944	446,189,944
Advances to a related party	29,721,000	29,721,000
Refundable deposits (Note 5)	17,933,821	17,933,821
AFS investments (Note 11)	1,262,397,297	1,262,397,297
	<b>P 1,805,073,573</b>	<b>P 1,805,073,573</b>
Financial liabilities:		
Accounts payable and accrued expenses (Note 16)**	P 367,559,643	P 367,559,643
Short-term debt (Note 17)	782,929,167	782,929,167
Long-term debt (Note 17)	1,182,360,148	1,182,360,148
Subscription payable (Notes 10 and 11)	70,025,817	70,025,817
	<b>P 2,402,874,775</b>	<b>P 2,402,874,775</b>

\*Receivables exclude advances to suppliers and contractors as of June 30, 2017 and December 31, 2016.

\*\*Accounts payable and accrued expenses exclude statutory payables as of June 30, 2017 and December 31, 2016.

Fair value is defined as the amount at which the financial instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced liquidation or sale. Fair values are obtained from quoted market prices, discounted cash flow models, recent arm's length market transaction, option pricing models and other relevant valuation models, as appropriate.

The carrying value of cash and cash equivalents, accounts receivable, loans receivable, notes receivable, due from related parties, refundable deposits, accounts payable and accrued expenses, deposits from customers, due to related parties and loans payable approximate their fair values due



to the relatively short-term maturities of the financial instruments or short-term nature of transactions.

### 30. Financial Risk Management Objectives and Policies

The Group is exposed to a variety of financial risks, which resulted from its operating, investing and financing activities. The Group's principal financial instruments comprise of cash and cash equivalents, receivables, investment in equity securities, and bank loans. The main purpose of investing these financial instruments (assets) is to maximize interest yield and for capital appreciation. The main purpose of bank loans is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, trade payables and accrued liabilities, which arise directly from operations. The Group's policies and guidelines cover credit risk, liquidity risk and interest rate risk. The objective of financial risk management is to contain, where appropriate, exposures in these financial risks to limit any negative impact on the Group's results and financial position. The Group actively measures, monitors and manages its financial risk exposures by various functions pursuant to the segregation of duties principles.

The main risks arising from the use of financial instruments are credit risk, liquidity risk, interest rate risk, equity price risk and foreign currency risk. The Group's Board of Directors reviews and agrees with policies for managing each of these risks. These are summarized below:

- *Credit risk*

Credit risk refers to the risk that a counterparty will default and/or fail to honor its financial or contractual obligations, resulting in financial loss to the Group. The Group only transacts with recognized and creditworthy counterparties, like investing in creditworthy equities such as those listed in the Philippine Stock Exchange. Moreover, the Group follows strict credit policies and procedures in granting of credit to customers, which are regularly reviewed and updated to reflect changing risk conditions, which includes credit evaluation, administration, monitoring and collection guidelines. The Group, likewise monitors exposures through continuing assessment of creditworthiness of customers and monitoring of the aged schedules of receivables.

Real estate buyers are subject to standard credit check procedures, which are calibrated based on payment scheme offered.

Generally, the maximum credit risk exposure of the financial assets is the carrying amounts of the Group's financial assets as summarized below:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Cash	<b>₱137,182,704</b>	₱47,980,868
Accounts receivable	<b>495,967,415</b>	446,189,944
Advances to a related party	<b>41,577,400</b>	29,721,000
Refundable deposits	<b>39,897,401</b>	17,933,821
Available-for-sale investments	<b>695,675,044</b>	1,262,397,297
	<b>₱1,410,299,964</b>	₱1,804,222,930

The Group's cash and cash equivalents have been invested with various creditworthy banks, thus limiting exposure to credit risk, in regard to its liquid assets. The Parent Company's contract receivable consists of significant number and various customers/lot buyers. Customers of the Group have been subjected to credit evaluation prior to sale. Moreover, ownership of the shares and title of the real estate sold on installment to various customers/lot buyers are only transferred, upon full payment of the agreed total contract price.

Available-for-sale investments include investment in shares that are actively traded in the stock market. The Group uses other publicly available financial information to monitor its investments.

With respect to credit risk arising from other financial assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying value of these instruments.

- *Liquidity risk*

Liquidity risk refers to the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that investments have ample liquidity to finance operations and capital requirements and yield good returns. The Group manages liquidity by maintaining adequate reserves. Moreover, banking facilities and reserve bank lines and facilities are secured to fill in temporary mismatch of funds for new investments or projects.

As of June 30, 2017 and December 31, 2016, the available credit lines with banks and outstanding balances are as follows:

	<b>As of June 30, 2017 (Unaudited)</b>		
	Available credit line	Drawable line	Unpaid
UCPB	₱611,000,000	₱ –	₱375,082,004
CBC	710,000,000	–	400,836,249
BPIF	275,983,414	–	121,755,878
AUB	348,748,000	–	188,718,825
PBCOM	65,000,000	–	55,222,136
MPI	60,000,000	–	23,333,333
DBP	35,000,000	–	32,582,960
BPI	189,000,000	–	37,200,000
UBP	475,000,000	–	321,811,924
	<b>₱2,769,731,414</b>	<b>₱ –</b>	<b>₱1,556,543,308</b>

	<b>As of December 31, 2016 (Audited)</b>		
	Available credit line	Drawable line	Unpaid
UCPB	₱605,000,000	₱–	₱399,583,364
UBP	475,000,000	10,000,000	347,735,858
CBC	410,000,000	10,000,000	390,000,000
AUB	348,748,000	–	218,910,325
BPIF	275,983,414	–	144,220,027
PBCOM	81,250,000	–	60,229,167
MPI	60,000,000	–	33,333,333
BPI	54,000,000	–	45,600,000
DBP	35,000,000	–	35,000,000
	<b>₱2,344,981,414</b>	<b>₱20,000,000</b>	<b>₱1,674,612,074</b>

Furthermore, long-term debts are used for financing when the business requirement calls for it to ensure adequate liquidity for its operations. Additional funding requirements may be obtained from related parties.

The following table presents the Group's non-derivative financial assets and liabilities by contractual maturity and settlement dates as of June 30, 2017 and December 31, 2016. These have been based on the undiscounted cash flows and on the earliest date on which the Group will earn and/or will be required to pay.

<b>As of June 30, 2017 (Unaudited)</b>			
	Due within one year	Due beyond one year	Total
<b>Financial assets:</b>			
Cash	P 138,036,215	P-	P 138,036,215
Accounts receivable*	261,525,339	234,442,076	495,967,415
Due to a related party	41,577,400	-	41,577,400
Refundable deposits		39,897,401	39,897,401
<b>As of June 30, 2017 (Unaudited)</b>			
	Due within one year	Due beyond one year	Total
<b>Financial liabilities:</b>			
Short-term debt	P824,905,112	P-	P 824,905,112
Long-term debt	360,097,871	692,489,899	1,052,587,770
Accounts payable and accrued expenses**	528,321,080		528,321,080
Subscription payable	164,505		164,505
	P 1,713,488,568	P 692,489,899	P 2,405,978,467
AFS investments	-	695,675,044	695,675,044
	P 441,138,954	P 970,014,521	P 1,411,153,475

<b>As of December 31, 2016 (Audited)</b>			
	Due within one year	Due beyond one year	Total
<b>Financial assets:</b>			
Cash (Note 6)	P48,831,511	P-	P48,831,511
AFS investments (Note 11)	-	1,262,397,297	1,262,397,297
Accounts receivable (Note 7)	235,591,777	210,598,167	446,189,944
Advances to a related party	29,721,000	-	29,721,000
Refundable deposits (Note 5)	-	17,933,821	17,933,821
	P314,144,288	P1,490,929,285	P1,805,073,573
<b>Financial liabilities:</b>			
Short-term debt (Note 9)	P782,929,167	P-	P782,929,167
Long-term debt (Note 9)	378,906,559	803,453,589	1,182,360,148
Accounts payable and accrued expenses (Note 8)	367,559,643	-	367,559,643
Subscription payable	70,025,817	-	70,025,817
	P1,599,421,186	P803,453,589	P2,402,874,775

- **Market risks**

Market risk refers to the risk that changes in market prices, such as interest rates, equity prices, foreign exchange rates, and agricultural production and prices will affect the Group's income. That objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

There has been no change to the Group's exposure to market risk or the manner in which it manages and measures the risk. The Group is subject to the following market risks:

- Interest Rate Risk**

The Group is exposed to interest rate fluctuations on their cash in bank and cash equivalents, contract receivables on sale of real estate and short-term and long-term debt. Other

financial assets and liabilities which principally arise in the ordinary course of its operations, are generally short-term and noninterest-bearing.

Historically, the rate of fluctuations relative to its cash in bank and cash equivalents is minimal. Interest rates in 2015, 2014 and 2013 are approximately less than 1% for cash in banks and 1.05% to 3.60% for cash equivalents.

The contract receivables on sale of real estate are managed within the parameters approved by management. Currently, these have been offered at approved fixed rates. Interest rates, which are highly controllable by the Parent Company, ranged from 10% to 18% in 2014 and 2013, depending on the terms and length of payment in years. Any changes in the interest rate have been subjected to thorough review and approval of the management.

Interest-bearing long-term debt carries interest rates which ranged from 5.5% to 8% in 2017 and 2016. Interest rates of certain debt are subject to quarterly repricing or subject to variability based on agreed terms with bank. An increase in interest rate by 1% would decrease equity by ₱0.2 million. An equal change in the opposite would increase equity by the same amount.

*b. Equity Price Risk*

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. Changes in fair value of available-for-sale equity instruments due to a reasonably possible change in equity indices, with all other variables held constant will increase equity by ₱6.5 million as of June 30, 2017, if equity prices will increase by 1%. An equal change in the opposite direction would have decreased equity by the same amount.

*c. Foreign Currency Risk*

The Group's exposure to foreign currency risk is very minimal. The Group's policy is to maintain a level of foreign currency-denominated cash in bank that would not significantly affect the Group's financial position and results of operations due to movements in foreign exchange rates.

The following table demonstrates the sensitivity to a reasonable possible change in the Philippine Peso – United States (US) dollar exchange rate, with all variable held constant, the Group's profit before tax and the Group's equity on June 30, 2017.

Reasonably Possible Changes in US Dollar – Philippine Peso Exchange Rate	Effect on Profit before tax	Effect on Equity
1%	₱5,846	₱4,092
-1%	-5,846	-4,092

The Group's exposures to foreign currency rates vary during the year depending on the dollar denominated cash deposited in banks. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

*d. Agricultural Production and Price Risk*

Agricultural production risks include all factors that affect the productivity of the crop which also affect the profitability of bearer plants. The variations in crop yields are affected by a range of factors such as weather conditions/climate change, pests, diseases, technological change as well as management of natural resources such as water. Agricultural production price risk is associated with variability, mostly, in output price and also in input price.

The Group reduces the agricultural production risk and price risk by implementing good farm practices, developing and improving relevant infrastructure and access to agricultural support practices, and by adopting social schemes. The Group also ensures that proper selection of planting sites has been performed.

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### 31. Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and maintains healthy ratios in order to support its business and maximize shareholders' value.

The Group considers the following accounts as its capital:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Capital stock	<b>₱2,079,438,837</b>	₱1,732,866,536
Additional paid-in capital	<b>586,198,947</b>	586,198,947
Stock dividend distributable	-	346,573,104
Retained earnings (deficit)	<b>152,535,942</b>	(61,743,399)
Treasury shares	<b>(1,014)</b>	(1,014)
	<b>₱2,818,172,712</b>	₱2,603,894,174

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The debt-to-equity ratios as at June 30, 2017 and December 31, 2016 follow:

	<b>As of 06/30/2017 (Unaudited)</b>	As of 12/31/2016 (Audited)
Total debt	<b>₱2,588,952,918</b>	₱2,566,287,303
Divided by total equity	<b>2,818,172,712</b>	2,603,894,174
Debt-to-equity ratio	<b>0.92:1.00</b>	0.99:1.00

The Group had not been subjected to externally imposed capital requirements in 2017 and 2016. No changes were made in the objectives, policies, and processes during the quarter ended June 30, 2017 and year ended December 31, 2016.

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### 32. Dividend Declaration

On May 19, 2016, the Parent Company's BOD declared a 20% stock dividend equivalent to 346,573,104 shares of the Parent Company's outstanding shares to be distributed to the stockholders of record as at February 10, 2017 and issued from the ₱1.3 billion increase in the Parent Company's authorized capital stock approved by the SEC on January 11, 2017 (see Note 34). On January 20, 2017, the company disclosed that the stock dividend record date was on February 10, 2017 and the distribution date was on March 8, 2017.

On June 7, 2013, the Parent Company declared stock dividends equivalent to 25% of its outstanding capital stock for the stockholders of record as at September 12, 2013 and distributed the shares to the stockholders in October 2013.

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### 33. Business Segment Information

The operating subsidiaries of the Group engaged in varied principal activities or operations such as real estate, quarry and mining, service/manufacturing/trading, agriculture, power and holding of which two or more subsidiaries share the same line of business. The operating results of these segments are regularly monitored by the President who is the chief operating decision maker (CODM) of the Group for the purpose of making decisions about resource allocation and performance assessment. However, as permitted by PFRS 8, Operating Segments, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- a. Nature of products and services
- b. Nature of operating processes
- c. Methods used to distribute their products and services.

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's CODM.

In identifying the operating segments, management generally follows the Group's principal activities or business operations, which represent the main products and services provided by the Group as follows:

Real estate	Development of land into commercial and residential subdivision, sale of lots and residential houses and the provision of customer financing for sales
Quarry and Mining	Quarrying and mining of basalt rocks for production of construction aggregates
Service/ Manufacturing /Trading	Holding and providing rights to water to public utilities and cooperatives; Manufacturing of crude palm oil; Selling of goods on wholesale and retail basis
Agriculture	Development of land for palm oil production and sale of palm seedlings and sale of crude palm oil
Power	Operating of power plants and/or purchase, generation, production supply and sale of power
Holding	Holding of properties of every kind and description

Exhibit 1-B regarding business segments presents assets and liabilities as of June 30, 2017 and revenue and profit information for quarters ending June 30, 2017 and December 31, 2016 (in thousands).

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### 34. Amendments to the Articles of Incorporation and the By-Laws

- In the BOD Meeting held on May 19, 2016, the BOD approved the amendment of Article VII of the Articles of Incorporation of the Parent Company to increase its authorized capital stock from

the current ₱2.0 billion divided into 2.0 common shares up to ₱4.0 billion divided into 4.0 billion common shares.

The increase in the Parent Company's authorized capital stock is to be implemented in two tranches, as follows:

- a. First, an increase by ₱1.3 billion divided into 1.3 billion common shares will be implemented immediately and out of said increase, the twenty percent (20%) stock dividend declaration will be issued.
  - b. Second, an increase of up to ₱700.0 million divided into 700.0 million common shares, to be issued, together with the remaining authorized but unissued capital stock of the Parent Company in a capital raising exercise to be undertaken by the Parent Company subsequent to the issuance and listing of the 20% stock dividend declaration.
- On August 8, 2016, the Board of Directors amended its previous Board approval of an increase in authorized capital stock of up to ₱4.0 billion divided into 4.0 billion common shares to up to ₱5.0 billion divided into 5.0 billion common shares.

The increase in the Parent Company's authorized capital stock to up to ₱5.0 billion divided into 5.0 billion common shares is to be implemented in two tranches, as follows:

- a. First, an increase by ₱1.3 billion divided into 1.3 billion common shares will be implemented immediately and out of said increase, the twenty percent (20%) stock dividend declared on May 19, 2016 will be issued.
  - b. Second, an increase of up to ₱1.7 billion divided into 1.7 billion common shares, to be issued, together with the remaining authorized but unissued capital stock of the Parent Company in a capital raising exercise that may be undertaken by the Parent Company subsequent to the issuance and listing of the 20% stock dividend declaration.
- During the Annual Stockholders' Meeting on September 28, 2016, stockholders representing at least 2/3 of the outstanding capital stock approved the following amendment in the Articles of Incorporation:

Amendment to paragraph 7: "That the amount of capital stock of this Parent Company is Three Billion Three Hundred Million Pesos (₱3,300,000,000.00), Philippine Currency and the said capital stock is divided into Three Billion Three Hundred Million (3,300,000,000) shares with a par value of One Peso (₱1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

On January 11, 2017, the SEC approved the Parent Company's increase in its authorized capital stock of ₱1.3 billion consisting of 1.3 billion shares with a par value of ₱1 from ₱2.0 billion consisting of 2.0 billion shares with a par value of ₱1 to ₱3.3 billion consisting of 3.3 billion shares with par value of ₱1. The Parent Company's subscribed share capital increased from ₱1.7 billion to ₱2.1 billion.

- In the Board of Directors meeting held on April 4, 2014 and the annual stockholders meeting on May 9, 2014, the Board of Directors and the shareholders representing 2/3 of the outstanding capital stock approved the following amendments in the Articles of Incorporation:

Amendment to paragraph 7: "That the Corporation's authorized capital stock shall be increased from Two Billion Pesos (₱2,000,000,000.00) to Three Billion Pesos (₱3,000,000,000.00)."

- In a Board of Directors meeting held on May 2, 2012 and the annual stockholders meeting on June 1, 2012, the Board of Directors and the stockholders representing 2/3 of the outstanding capital stock approved the following amendments in the Articles of Incorporation:

- a. Amendment to paragraph 4: "That the term for which the Corporation is to exist is extended for another fifty (50) years from and after the date of the expiration of the original corporate term on 20 December 2016."
- b. Amendment to paragraph 6: "That the number of directors of this Corporation shall be Nine (9)....."
- c. Amendment to paragraph 7: "That the amount of the capital stock of this Corporation is One Billion Six Hundred Twenty Million Pesos (₱1,620,000,000.00), Philippine Currency, and the said capital stock is divided into One Billion Six Hundred Twenty Million (1,620,000,000) shares with a par value of One Peso (₱1.00) each, provided that, stockholders shall have no preemptive right to subscribe to unissued shares unless otherwise approved by the Board of Directors."

The SEC approved the said amendments on December 28, 2012.

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### 35. Other Matter

#### Impasug-Ong and Kalabugao Plantations

ABERDI entered into a Development Contract (DC) with Kapunungan Sa Mga Mag-uuma sa Kaanibungan (KASAMAKA) at the Municipality of Impasug-ong, Bukidnon concerning the development of Oil Palm Commercial Plantation.

KASAMAKA had been granted with Community Based Forest Management Agreement (CBFMA) no. 55093, by the Department of Environment and National Resources (DENR) on December 22, 2000 covering an area of 2,510.80 hectares. Under the CBFMA, KASAMAKA is mandated to develop, manage and protect the allocated community forest project area. Moreover, it is allowed to enter into agreements or contracts with private or government entities for the development of the whole or portion of the CBFMA area.

The project's objectives are to establish approximately 894 hectares into a commercial palm plantation within 5 years (2006-2011). However, ABERDI may intercrop suitable agricultural crops in the plantation and raise livestock, the harvest and produce of which shall belong to ABERDI.

The responsibilities of KASAMAKA with regards to the project follow:

- To provide the land area of 894 hectares within CBFMA area for oil palm plantation.
- To provide manpower needs of the Group in all developmental activities such as land preparation, planting, weeding, fertilization, harvesting, maintenance and others.

On the other hand, the responsibility of ABERDI in regard to the project is to provide technical and financial resources to develop the 894 hectares into palm oil plantation for a period of 20 years up to 2026.

Relative to the agreement, the Group paid for leasehold rights on the land that are applicable up to year 2026 (see Note 15).

#### Opol Plantation

NC entered into a Development Contract for the establishment of Palm Oil Plantation in Tingalan, Opol, Misamis Oriental with Kahugpongong sa mga Mag-Uuma sa Barangay Tingalan (KMBT).

KMBT has been granted CBFMA No. 56297 by DENR on December 31, 2000 covering a total area of 1,000 hectares of forest lands located in Tingalan, Opol, Misamis Oriental to develop, manage and protect the allocated Community Forest Project Area.



The roles and responsibilities of KMBT under the Development Contract are as follows:

- To provide the land area within the CBFMA for oil plantation
- To provide manpower needs of NC in all developmental activities such as land preparation, planting, weeding, fertilization, harvesting, maintenance and others.

On the other hand, the responsibility of NC in regard to the project is to provide technical and financial resources to develop the covered area into palm oil plantation for a period of 25 years.

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### 36. Litigation

#### Yulo Case

On December 15, 2008, the First Division of the Supreme Court issued a resolution, denying with finality the motion for reconsideration filed by the Parent Company on October 15, 2008 concerning the case involving a claim for sum of money, specific performance and damage by a certain individual in November 2001. As a result, the Parent Company recognized an estimated litigation loss of ₱34.4 million, inclusive of 12% legal interest computed from default until judgment is fully satisfied based on the Court of Appeals amended decision on July 23, 2008 and claimant. On July 15, 2009, pursuant to the assailed Order of the trial court dated June 25, 2009, the Parent Company paid the claimant the amount of ₱22.4 million. The said payment was made with the intention of putting closure to the case. The difference between the amount of litigation liability and the amount of settlement has been recorded by the Parent Company as withholding tax on compensation pursuant to the BIR ruling that the nature of the claim is compensation income. In May 2010, the amount recorded by the Parent Company as withholding tax on compensation was released to the Court of Appeals until the decision is final. The presiding judge who handled the case was eventually replaced.

In an Order dated April 15, 2010, the new presiding judge, reversed the order of the former presiding judge, declaring that the judgment award is not subject to income tax and, at the same time, eliminating the threshold date of 15 July 2009 set by the former presiding judge in the computation of the total amount payable to the claimant. The new presiding judge ruled that the Parent Company was "still obligated to pay the amount of ₱14.1 million as at April 15, 2010, subject to daily interest at the rate of ₱4,305.73 until judgment is fully satisfied."

The Parent Company moved for reconsideration of the said order but, to no avail. The matter is elevated to the Court of Appeals and, thereafter, the Supreme Court. In due course, the Court of Appeals and the Supreme Court confirmed that the award in favor of Yulo is subject to 32% tax. Plaintiff filed a motion for execution with the RTC seeking additional interest. The court granted the said motion. On January 12, 2016, the Parent Company filed a Motion for Reconsideration (MR) which was denied outright by the judge.

On February 5, 2016, the Parent Company filed a petition for certiorari with prayer for temporary restraining order with Court of Appeals. However, on March 10, 2016 through a Compromise Agreement, the Parent Company settled the additional interest. The Plaintiff's counsel executed a notice of satisfaction of judgment to confirm the full and final satisfaction of the award last March 10, 2016. The plaintiff and the respondent reached an amicable settlement. The respondent paid the plaintiff ₱7.2 million on March 10, 2016.

### Lustre Case

The Parent Company filed with the trial court a case for rescission with damages against defendants Home Industries Development Corporation ("HIDC") and/or Mr. Antonio Lustre. The instant case was brought about by the defendants' non-delivery of lots subject of a contract to sell. The amount involved in the instant case is Six Million Four Hundred Sixty-Four Thousand Four Hundred Twenty-Five Pesos (₱6,464,425.00) [(cash actually paid by the Parent Company) ₱794,425.00 + (present value of shares of stock) ₱5,400,000.00 + (difference between value of the shares of stock at the date of the execution of the Contract to Sell and the present value of the shares of stock) ₱ 270,000.00]. The trial court ruled in favor of the Parent Company.

The Parent Company learned that the shares of stock forming part of the trial court's judgment award had been disposed and were no longer in the name of Defendants Home Industries Development Corporation ("HIDC") and/or Mr. Antonio Lustre. As such, the Parent Company filed an Omnibus Motion dated 18 April 2011 praying, among others, that Defendant HIDC pay the value of the shares of stock, in lieu of the actual return of the same, which regrettably was denied by the trial court.

Considering the trial court's denial of the above-mentioned Omnibus Motion, the Parent Company filed with the Court of Appeals a Motion for Amendment and/or Clarification of Judgment Based on Supervening Events ("Motion") dated 22 February 2012. This Motion was subsequently denied in a Resolution dated 27 December 2012. Consequently, the Parent Company filed a Motion for Reconsideration (of the Resolution dated 27 December 2012).

On December 9, 2014, the Decision was executed through public sale wherein ABCI was declared the highest bidder at the bid price of Three Million Nine Hundred Ninety-Four Thousand Eight Hundred Thirty-Five Pesos & 31/100 (₱3,994,835.31). The Certificate of Sale in favor of ABCI has already been registered with the Register of Deeds on January 12, 2015 and is duly annotated on the corresponding Transfer Certificated of Title involved. HIDC has one (1) year from January 12, 2015 within which to redeem the property. However, the redemption period lapsed without HIDC redeeming the properties. In view thereof, the Parent Company is processing the payment of taxes due on the properties and the transfer of the titles into the Parent Company's name.

On June 23, 2016, the Regional Trial Court of Malolos, Branch 12 ("Trial Court") granted the Plaintiff's Motion for the Surrender of Owner's Duplicate Transfer Certificate of Title. Accordingly, Mr. Antonio U. Lustre of HIDC, or whoever actually possesses the duplicate copies as ordered by the Trial Court to deliver/surrender the same to the mentioned Branch of Court within fifteen days from the receipt of the Order. In this regard, the Deputy Sheriff of the Trial Court was directed to make a necessary return as to the implementation of the said Order. On August 19, 2016, the Court released the same to the Parent Company.

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### **37. Treasury Shares**

On November 28, 2016, pursuant to the authority granted under Section 41 of the Corporation Code, the Parent Company has acquired all of the unissued fractional shares arising from the 2013 stock dividend declaration, constituting an aggregate of 1,014 shares. These 1,014 shares were reflected as subscribed and issued shares and recognized as treasury shares at cost equal to par value. The related payables to shareholders are included in Other payables under "Accounts payable and accrued expenses" (see Note 16).

On June 1, 2010, the Parent Company acquired 300,000,000 treasury shares held by Baysfield Investments Limited (BIL) at the purchase price of ₱335,212,810, or about ₱1.12 per share.

On October 12, 2010, the Parent Company sold 63,865,705 common shares held in treasury at ₱3.01 per share resulting to additional paid-in capital amounting to ₱120,873,766.

As discussed in Note 1, the Parent Company's Board of Directors (BOD) approved, during their meeting on October 5, 2012, the private placement of 250.0 million of its listed common shares consisting of 173.6 million treasury common shares and 76.4 million common shares owned by a shareholder. The Placement Shares, with a par value of ₱1 per share was sold at a price of ₱2.89 per share and crossed in the Exchange on October 8, 2012.

## EXHIBIT 1-A

### A BROWN COMPANY, INC. & SUBSIDIARIES AGING OF INSTALLMENT CONTRACTS AND TRADE RECEIVABLES As of June 30, 2017

	TOTAL	Long-term	Current	1-30 days	31-60 days	61-90 days	91-120 days	Over 120 days
ABCI	₱344,869,443	₱237,743,287	92,893,711	2,158,359	2,630,209	1,282,156	1,068,207	7,093,514
ABERDI	3,718,923	–	42,101,306	–	–	–	–	103,605
<b>TOTAL</b>	<b>₱348,588,366</b>	<b>₱237,743,287</b>	<b>₱134,995,017</b>	<b>₱2,158,359</b>	<b>₱2,630,209</b>	<b>₱1,282,156</b>	<b>₱1,068,207</b>	<b>₱7,197,119</b>

N. B. Only the trade/installment contract receivables (current & non-current) were aged, gross of allowance.

# EXHIBIT 1-B

2017

	Real Estate		Service/ Manufacturing/ Trading		Agriculture		Power operations		Holding		Quarry & Mining		Total		Adjustments and eliminations		Consolidated		
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	
<b>Revenues</b>																			
External revenues	177,686	225,439	21,997	90,851	-	-	-	-	-	-	-	3,304	199,683	319,594	-	-	199,683	319,594	
Inter-segment revenues	-	-	-	-	1,750	1,563	-	-	-	-	-	-	1,750	1,563	(1,750)	(2,210)	-	-	
<b>Total revenues</b>	<b>177,686</b>	<b>225,439</b>	<b>21,997</b>	<b>90,851</b>	<b>1,750</b>	<b>1,563</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,304</b>	<b>201,433</b>	<b>321,157</b>	<b>(1,750)</b>	<b>(2,210)</b>	<b>199,683</b>	<b>319,594</b>	
Operating expenses	178,810	186,329	30,987	73,679	1,758	1,685	2,012	1,324	68	279	-	1,817	213,634	265,114	(1,750)	(2,210)	211,884	262,903	
	(1,124)	39,109	(8,990)	17,173	(8)	(123)	(2,012)	(1,324)	(68)	(279)	-	1,487	(12,201)	56,043	-	-	(12,201)	56,691	
Gain on sale of investment properties	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Gain on sale of AFS investments	172,632	-	-	-	-	-	-	-	-	-	-	-	172,632	-	-	-	172,632	-	
Equity in net income (loss) of associate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	50,621	-	50,621	-	
Dividends income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Financial income	2,874	4,855	5	2	-	0	31	0	-	-	-	-	2,910	4,857	(31)	-	2,880	4,857	
Financial expenses	(34,835)	(40,598)	(4,692)	(5,046)	-	-	-	-	(31)	-	-	-	(39,558)	(45,643)	31	(469)	(39,527)	(46,112)	
Gain (loss) on sale of assets	-	-	-	978	-	-	-	-	-	-	-	-	-	978	-	-	-	978	
Other income (loss)	4,377	5,003	(107)	91	0	-	1	179	-	-	-	-	4,271	5,273	-	1,200	4,271	6,473	
Income tax benefit (expense)	2,922	(4,175)	6,899	(1,205)	(60)	14	598	389	20	30	-	-	10,379	(4,948)	-	-	10,379	(4,948)	
<b>Net income</b>	<b>146,847</b>	<b>4,194</b>	<b>(6,887)</b>	<b>11,993</b>	<b>(68)</b>	<b>(109)</b>	<b>(1,381)</b>	<b>(756)</b>	<b>(78)</b>	<b>(249)</b>	<b>-</b>	<b>1,487</b>	<b>138,433</b>	<b>16,560</b>	<b>50,621</b>	<b>731</b>	<b>189,053</b>	<b>17,939</b>	
Net income attributable to:																			
Equity holders of Parent Company																		189,046	17,862
Noncontrolling interest																		7	77
<b>189,053</b>																			<b>17,939</b>
<b>Other information</b>																			
Segment assets	5,255,624	6,038,630	1,053,832	1,063,471	255,254	252,483	143,631	29,243	926,048	926,017	17,888	22,826	7,652,278	8,332,670	(2,374,634)	(2,200,948)	5,277,644	6,131,723	
Deferred tax assets	31,182	31,319	18,714	13,402	-	342	598	389	756	1,462	-	-	51,250	46,914	-	-	51,250	46,914	
<b>Total assets</b>	<b>5,286,806</b>	<b>6,069,949</b>	<b>1,072,546</b>	<b>1,076,873</b>	<b>255,254</b>	<b>252,825</b>	<b>144,230</b>	<b>29,632</b>	<b>926,803</b>	<b>927,479</b>	<b>17,888</b>	<b>22,826</b>	<b>7,703,528</b>	<b>8,379,584</b>	<b>(2,374,634)</b>	<b>(2,200,948)</b>	<b>5,328,894</b>	<b>6,178,637</b>	
Segment liabilities	2,237,848	2,330,090	740,269	692,323	252,123	250,237	86,183	15,288	826,538	826,123	11,154	13,375	4,154,114	4,127,436	(1,637,539)	(1,525,139)	2,516,576	2,602,297	
Deferred tax liabilities	83,531	90,973	-	-	-	-	-	-	-	-	-	-	83,531	90,973	-	-	83,531	90,973	
<b>Total liabilities</b>	<b>2,321,379</b>	<b>2,421,063</b>	<b>740,269</b>	<b>692,323</b>	<b>252,123</b>	<b>250,237</b>	<b>86,183</b>	<b>15,288</b>	<b>826,538</b>	<b>826,123</b>	<b>11,154</b>	<b>13,375</b>	<b>4,237,645</b>	<b>4,218,409</b>	<b>(1,637,539)</b>	<b>(1,525,139)</b>	<b>2,600,107</b>	<b>2,693,270</b>	
Segment additions to property and equipment and investment properties	1,916	2,541	15,048	8,423	329	-	1,546	2,606	-	-	-	-	18,838	13,571	-	-	18,838	13,571	
Depreciation and amortization	(2,481)	(4,092)	(2,482)	(2,440)	(546)	(642)	(255)	(385)	-	89	-	-	(5,763)	(7,470)	-	-	(5,763)	(7,470)	
Impairment loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

# A BROWN COMPANY, INC. AND SUBSIDIARIES

## GROUP CHART

