

COVER SHEET

4	3	3	7	0		
---	---	---	---	---	--	--

SEC Registration Number

								F	&	J		P	R	I	N	C	E								
				H	O	L	D	I	N	G	S		C	O	R	P	O	R	A	T	I	O	N		

(Company's Full Name)

5	T	H		F	L	O	O	R		C	I	T	I	B	A	N	K		C	E	N	T	E	R	
8	7	4	1		P	A	S	E	O		D	E		R	O	X	A	S		M	A	K	A	T	I

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

Atty. Fina C. Tantuico

Contact Person

8927133 • 8927137

Company Telephone Numbers

1	2		3	1
---	---	--	---	---

Month Day
Fiscal Year

0	4		1	2
---	---	--	---	---

Month Day
Annual Meeting

DEFINITIVE INFORMATION STATEMENT

Form Type

--

Secondary License Type, If Applicable

--

Dept. Requiring this Doc.

--

Amended Articles Number/Section

--

Total Number of Stockholders

Total Amount of Borrowings

--

Domestic

--

Foreign

--	--	--	--	--	--	--	--	--

File Number

--	--	--	--	--	--	--	--	--

Document I.D.

LCU

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

F & J Prince Holdings Corporation

08 June 2015

SECURITIES AND EXCHANGE COMMISSION
SEC Bldg., Edsa, Greenhills, Mandaluyong City

Attention : MR. VICENTE GRACIANO P. FELIZMENIO, JR.
Director, Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE, INC.
PSE Plaza, Ayala Triangle, Ayala Avenue, Makati City

Attention : MS. JANET A. ENCARNACION
Head, Disclosure Department

Subject : Definitive Information Statement

Gentlemen:

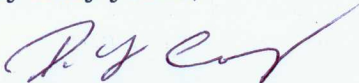
In accordance with SRC Rule 20, prior to the sending of the Definitive copies to stockholders, we are submitting herewith for your review and approval, drafts of the following:

- 1) Definitive Information Statement.
- 2) Notice of Annual Stockholders' Meeting.
- 3) Proxy Form.
- 4) 2014 Management Report.
- 5) 2014 Audited Financial Statements including 2015 Unaudited First Quarter Report

The Statement of Management's Responsibility for Financial Statement was under oath and manually signed by the Chairman, Chief Executive Officer and Chief Financial Officer in the final 2014 Management/Annual Report. The Report of Independent Public Accountants was likewise manually signed by the certifying partner in the final printed 2014 Management/Annual Report.

We trust you will find the foregoing in order.

Very truly yours,



ROBERT Y. COKENG
President

5/F Citibank Center, 8741 Paseo de Roxas, Makati City 1226

Tel. Nos.: 8927133 • 8927137 • 8929443 • Fax Nos.: 8927127 • 8927150

My Docs>F&J>2015 Files>SEC Form 20-IS>
Definitive IS>RYC/FCT Letter

Email Address: fjphco@gmail.com

F & J Prince Holdings Corporation
5th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City

ANNUAL STOCKHOLDERS' MEETING

Tuesday, July 28, 2015, 2:30 P.M.
Function Room 7, Top of the Citi
34th Floor, Citibank Tower
8741 Paseo de Roxas, Makati City

**(DEFINITIVE)
INFORMATION STATEMENT**

THE CORPORATION UNDERTAKES TO PROVIDE WITHOUT CHARGE TO THE SHAREHOLDERS, UPON THE WRITTEN REQUEST OF ANY SHAREHOLDER, A COPY OF THE ANNUAL REPORT ON SEC FORM 17-A. HOWEVER, THE MANAGEMENT RESERVES THE RIGHT TO CHARGE REASONABLE FEES FOR PROVIDING COPIES OF THE EXHIBITS ATTACHED TO THE REGISTRANT'S SEC FORM 17-A. SAID WRITTEN REQUEST MAY BE DIRECTED TO:

ATTY. FINA C. TANTUICO

Corporate Secretary

F & J Prince Holdings Corporation
5th Floor, Citibank Center
8741 Paseo de Roxas, Makati City 1226

F & J Prince Holdings Corporation

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To: All Stockholders

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of *F & J Prince Holdings Corporation* will be held on **July 28, 2015, Tuesday at 2:30 in the afternoon, at Function Room 7, Top of the Citi, Citibank Tower, 8741 Paseo de Roxas, Makati City.**

The following matters will be taken up during the meeting:

- 1. CALL MEETING TO ORDER.** The Chairman will formally open the 2015 Annual Stockholders' Meeting and will call the meeting to order.
- 2. PROOF OF NOTICE AND QUORUM.** The Corporate Secretary will certify on the date when written notice of the time, date, place and purpose of the meeting was sent to all registered stockholders of record as of June 5, 2015. The Corporate Secretary will further certify the presence of a quorum. The holders of record for the time being of majority of the stock 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 business.
- 3. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON JULY 31, 2014.** Copies of the minutes of the stockholders' meeting held on July 31, 2014 will be distributed to the stockholders before the meeting. Shareholders will vote for the adoption of a resolution approving the Minutes of the July 31, 2015 annual general meeting of the stockholders.
- 4. MANAGEMENT REPORTS.** The Chairman will deliver a report to the stockholders on the highlights of the company's performance for the year 2014 and the outlook for the year 2015.
- 5. PRESENTATION AND APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2014.** The stockholders will be given an 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 Audited Financial Statements will be distributed before the meeting.

6. **RATIFICATION OF CORPORATION ACTION TAKEN.** Ratification by the stockholders will be sought for all the acts and resolutions of the Board of Directors, Board Committees and management of the Company taken or adopted since the annual stockholders' meeting on July 31, 2014. The acts and resolutions of the Board and its Committees were reflected in the minutes of meetings including approval of contracts and agreements, projects and investments, treasury matters and acts of resolutions covered by the disclosures to the SEC and PSE.
7. **ELECTION OF DIRECTORS.** The list of names for the office of the Board of Directors including the Independent Directors for the year 2015-2016 will be announced, for purposes of their election.
8. **ELECTION OF EXTERNAL AUDITOR FOR THE FISCAL YEAR JANUARY TO DECEMBER, 2015.** Upon the endorsement of the Audit Committee, the stockholders shall elect the external auditor for the year 2015.
9. **OTHER MATTERS.** Shareholders may raise questions or express comments that are relevant to the corporation.
10. **ADJOURNMENT.** Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by the stockholders, the Chairman shall declare the meeting adjourned.

For purposes of the meeting, only stockholders of record at the close of business on June 5, 2015 shall be entitled to vote thereat.

Stockholders who cannot attend the meeting in person are requested to accomplish the attached proxy and return the same to the office of the Corporation not later than the close of office hours on July 21, 2015. If the stockholder is a corporation, a Secretary's Certificate quoting the board resolution authorizing the corporate officer to execute the proxy should also be submitted.

Validation of proxies will be held on July 21, 2015 at 11:00 a.m. at the 5th Floor, Citibank Center Building, Paseo de Roxas, Makati City.

Makati City, June 8, 2015.

By Resolution of the Board of Directors:


FINA C. TANTUICO
Corporate Secretary

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

☒ Definitive Information Statement

F & J Prince Holdings Corporation

2. Name of Registrant as specified in its charter

Philippines

3. Province, country or other jurisdiction of incorporation or organization

43370

4. SEC Identification Number

000-829-097

5. BIR Tax Identification Number

**5th Floor, Citibank Center
8741 Paseo de Roxas, Makati City**

6. Address of principal office

1226

Postal Code

(632) 8927133 or 8927137

7. Registrant's telephone number, including area code

**July 28, 2015, 2:30 p.m.
Function Room 7, Top of the Citi
34th Floor, Citibank Tower
8741 Paseo de Roxas, Makati City**

8. Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders.

July 7, 2015

10. In case of Proxy Solicitations:

F & J Prince Holdings Corporation

Name of Person Filing the Statement/Solicitor:

**5th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City
8927133 or 8927137**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (As of May 31, 2015)
Class "A"	292,610,118
Class "B"	189,217,535

12. Are any or all of registrant's securities listed on the Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein

Philippine Stock Exchange, Class "A" and "B"

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

ITEM 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

Date	:	July 28, 2015, Tuesday
Time	:	2:30 p.m.
Place	:	Function Room 7, Top of the Citi 34th Floor, Citibank Tower 8741 Paseo de Roxas, Makati City
Complete mailing address of principal office	:	5th Floor, Citibank Center 8741 Paseo de Roxas, Makati City 1226

The Information Statement and the proxy forms and other solicitation materials will be sent to the shareholders on or before **Tuesday, July 7, 2015**.

ITEM 2. DISSENTERS' RIGHT OF APPRAISAL

The appraisal right is available in the following instances stated in the Corporation Code, to wit:

- (1) any amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Sec. 81);
- (2) any sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Sec. 81);

- (3) any merger or consolidation of the Corporation with or into another entity (Sec. 81); and
- (4) any investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which the Corporation was organized (Sec. 42).

However, the present meeting is being called in order to approve the following matters, namely:

- (1) Approval of the Minutes of the 2014 Annual Stockholders' Meeting;
- (2) Approval of the Audited Financial Statements as of December 31, 2014;
- (3) Ratification of corporate acts of the Board of Directors;
- (4) Election of members of the Board of Directors; and
- (5) Appointment of the external auditor of the Corporation for the fiscal year 2015.

Therefore, the matters to be taken up during the meeting do not call for the availability and the exercise of the shareholder's appraisal right.

ITEM 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

None of the directors and executive officers of the Corporation, nor any associate of said persons, have any substantial interest, direct or indirect, in any matter to be acted upon at the meeting, other than elections to office.

None of the directors of the Corporation has informed the Corporation, whether in writing or otherwise, of any intention to oppose any matter to be taken up at the forthcoming stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The securities of the Registrant are divided into two (2) classes: Class A which is issued solely to Filipino citizens and Class B which may be issued to Filipino citizens or to aliens alike. As of **May 31, 2015**, One Hundred Forty Million Two Hundred Twenty Nine Thousand Seven Hundred Fifty Nine **(140,229,759)** shares are foreign owned.

The following number of shares is outstanding and entitled to vote as of **May 31, 2015**:

<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Votes to which entitled</u>
Class "A"	292,610,118	292,610,118
Class "B"	<u>189,217,535</u>	<u>189,217,535</u>
Total	<u>481,827,653</u>	<u>481,827,653</u>

The record date for shareholders who shall be entitled to vote has been fixed at **June 5, 2015**. All shareholders entitled to vote may vote such number of shares of stock standing in his name on the stock and transfer book of the Corporation as of **June 5, 2015**. Said shareholders may vote such shares for as many persons as there are directors to be elected or he may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares 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 as shown in the books of the Corporation multiplied by the total number of directors to be elected.

(1) Security Ownership of Certain Record and Beneficial Owners

As of **May 31, 2015**, the record or beneficial owners of Five Percent (5%) or more of the outstanding capital stock of the Corporation are as follows:

TITLE OF CLASS	NAME, ADDRESS OF RECORD OWNER AND RELATIONSHIP WITH ISSUER	NAME OF BENEFICIAL OWNER AND RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NO. OF SHARES HELD	PERCENTAGE
Common B	Essential Holdings Limited 11/F, Belgian House 77-79 Gloucester Road, Hong Kong <i>Stockholder</i>	Same as Record Owner Robert Y. Cokeng Managing Director	Foreign	139,778,670 Record & Beneficial	29.01%
Common A	PCD Nominee Corporation 37 th Floor Tower I, The Enterprise, 6766 Ayala Avenue Makati City <i>Stockholder</i>	None of the beneficial owners own Five (5%) Percent or more of the outstanding capital stock of the Corporation	Filipino	72,583,988	15.06%

Common A & B	Pinamucan Industrial Estates, Inc. 5 th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City <i>A Subsidiary of the Subsidiary of Issuer</i>	Same as Record Owner Johnson U. Co President	Filipino	49,486,805	10.27%
Common A	Magellan Capital Holdings Corporation 5 th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City <i>94% Subsidiary of Issuer</i>	Same as Record Owner Robert Y. Cokeng President	Filipino	47,548,022	9.87%
Common A	Consolidated Tobacco Industries of the Philippines, Inc. CTIP Compound, Ortigas Avenue Extension, Rosario, Pasig City <i>Stockholder</i>	Same as Record Owner Robert Y. Cokeng President	Filipino	43,052,023	8.93%
Common A	Vructi Holdings Corporation 52 Narra Avenue, Forbes Park, Makati City <i>Stockholder</i>	Same as Record Owner Rufino B. Tiangco President	Filipino	34,250,628	7.11%

Mr. Robert Y. Cokeng is the controlling stockholder of Essential Holdings Limited (“EHL”). He is also the President of the Registrant. Mr. Robert Y. Cokeng has the power to vote the shares of EHL in the upcoming Stockholders’ Meeting.

Mr. Robert Y. Cokeng is the Chairman of Pinamucan Industrial Estates, Inc. (“PIEI”). He has voting power over the shares of stock of PIEI. He is also President of the Registrant.

Mr. Robert Y. Cokeng has voting power over the shares of stock of Magellan Capital Holdings Corporation (“MCHC”) in the Registrant.

Consolidated Tobacco Industries of the Philippines, Inc. (“CTIPI”) is principally owned and controlled by the Cokeng and Co families. Mr. Robert Y. Cokeng has voting power over the shares of stock of CTIPI.

Vructi Holdings Corporation is controlled by Mr. Rufino B. Tiangco, a director of the Registrant. He has the voting power over the shares of Vructi Holdings Corporation.

(2) Security Ownership of Management

As of **May 31, 2015**, the Directors, Executive Officers and Nominees of the Corporation are the beneficial owners of the following number of shares:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP		CITIZENSHIP	PERCENT OF OWNERSHIP
Common A	Robert Y. Cokeng	13,693,072 1,808,000	Direct Indirect	Filipino	3.22%
Common A	Francisco Y. Cokeng, Jr.	2,160,000	Direct	Filipino	0.45%
Common A	Johnson U. Co	1,100,000	Direct	Filipino	0.23%
Common A	Emeterio L. Barcelon, SJ	304,952	Direct	Filipino	0.06%
Common A	Mark Ryan K. Cokeng	10,000	Indirect	Filipino	0.002%
Common A	Johnson Tan Gui Yee	15,371,747	Direct	Filipino	3.19%
Common A	Mary K. Cokeng	1,000	Indirect	Filipino	0.0002%
Common A	Johnny O. Cobankiat	7,227,076	Indirect	Filipino	1.50%
Common A & B	Rufino B. Tiangco	128,000	Direct	Filipino	0.03%
Common A & B	Robert Y. Ynson	325,667	Direct	Filipino	0.07%
Common A	Francis L. Chua	100,000	Direct	Filipino	0.02%
Total		42,229,514			8.77%

(3) Voting Trust Holders of 5% or More of the Outstanding Shares

No shareholder holding more than Five Percent (5%) of the outstanding capital stock of the Corporation holds such shares under a voting trust or similar agreement.

(4) Changes in Control

There has been no change in the voting control of the Registrant nor has there been any arrangement with any party which may result in a change of control since the last fiscal year.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

(1) Directors and Nominees

The following are the incumbent Directors and Executive Officers of the Registrant, and their respective ages, citizenship, business experiences for the last five (5) years, positions and periods of service:

ROBERT Y. COKENG, 63 years old, Filipino citizen.

Chairman, President & Chief Executive Officer

Re-elected on 31 July 2014 for a one-year term. Director and Officer since 1996.

President & Chief Executive Officer, Magellan Capital Holdings Corporation, Magellan Utilities Development Corporation, Pinamucan Power Corporation, Malabrigo Corporation, Consolidated Tobacco Industries of the Philippines, Inc. and Center Industrial and Investment, Inc.; *Director*, Alcorn Gold Resources Corporation (PSE listed company); *Chairman*, Pinamucan Industrial Estates, Inc.; *Managing Director*, Essential Holdings Ltd.; *Chairman*, Pointwest Technologies Corporation and Pointwest Innovations Corporation; *Director and Chairman of the Executive Committee*, Business Process Outsourcing International, Inc.; *Chairman*, Ipads Developers, Inc.

FRANCISCO Y. COKENG, JR., 61 years old, Filipino citizen.

Vice-Chairman and Director

Re-elected on 31 July 2014 to a one-year term. Director since 1996.

Also director from 1980-1991.

Director, Consolidated Tobacco Industries of the Philippines, Inc., Magellan Capital Holdings Corporation; *Chairman*, Sunflare Horizon International, Inc.

EMETERIO L. BARCELON, S.J., 87 years old, Filipino citizen.

Senior Vice-President and Director

Re-elected on 31 July 2014 for a one-year term. Director since 1980.

Former Director, Oriental Petroleum and Minerals Corporation; *Former President*, Ateneo de Davao; *Vice-President*, Xavier University; *Former Professor*, Asian Institute of Management; *Columnist*, Manila Bulletin; *Director*, Magellan Capital Holdings Corporation.

JOHNSON U. CO, 62 years old, Filipino citizen.

Vice-President for Administration

Re-elected on 31 July 2014 for a one-year term. Director and Treasurer since 1996.

President, Pinamucan Industrial Estates, Inc., Sunflare Horizon International, Inc.; *Vice-President for Administration and Director*, Magellan Capital Holdings Corporation; *Treasurer*, Magellan Utilities Development Corporation and Malabrigo Corporation; *Director*, Pinamucan Power Corporation; *Vice Chairman*, Consolidated Tobacco Industries of the Philippines, Inc.

MARK RYAN K. COKENG, 29 years old, Filipino citizen.

Treasurer and Director

Elected on 31 July 2014 to a one-year term.

Treasurer and Director, Magellan Capital Holdings Corporation; *Director and Treasurer*, Magellan Capital Corporation; *Director*, IPADS Developers, Inc.; *Director*, Pointwest Technologies Corporation, *Director*, Pointwest Innovations Corporation, *Director and Treasurer*, Business Process Outsourcing International, Inc. Bachelor of Arts in Economics and Statistics, Boston University.

MARY K. COKENG, 62 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 to a one-year term. Director since 2008.

Director, Essential Holdings, Limited, *Director*, Magellan Capital Holdings Corporation.

JOHNNY O. COBANKIAT, 63 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 to a one-year term. Director since 2008.

President, Ace Hardware Phils., Cobankiat Hardware, Inc. and Milwaukee Builders Center, Inc.; *Executive Vice President*, Hardware Workshop; *Vice Chairman*, R. Nubla Securities; *Director*, Shang Properties, Inc. (PSE-listed Company).

FRANCIS LEE CHUA, 63 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 for a one-year term. Director since 2001.

General Manager, Sunny Multi Products and Land Management Inc., Rocky's Construction Supplies and Marketing, Inc.; *Corporate Secretary*, Sunflare Horizon International, Inc.

JOHNSON TAN GUI YEE, 68 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

Chairman, Armak Tape Corporation; *President & Chief Executive Officer*, Armak Holdings and Development, Inc.; *President*, Yarnton Traders Corporation; *Director*, Magellan Capital Holdings Corporation.

RUFINO B. TIANGCO, 65 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

Chairman of the Board, R.A.V. Fishing Corporation, Marala Vitas Central Terminal & Shipyard Corp.; *President*, Vrukti Holdings Corporation; Trufsons Holdings Corporation, Ruvict Holdings Corporation; *Director*, Magellan Capital Holdings Corporation and Magellan Utilities Development Corporation.

ROBERT Y. YNSON, 67 years old, Filipino citizen.

Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

President, Phesco, Incorporated, Benter Management & Construction Corporation, Pearl of the Orient Realty & Development Corporation; INAVEIT Systems Technologies, Inc., Pumps Internationale Corporation; *Director*, Super Industrial Corporation.

FINA C. TANTUICO, 53 years old, Filipino citizen.

Corporate Secretary

Elected on 31 July 2014 to a one-year term.

Legal Counsel and Corporate Secretary, F & J Prince Holdings Corporation and its subsidiaries and affiliates (2002 up to the present); Magellan Capital Holdings Corporation and its subsidiaries, Magellan Utilities Development Corporation, Pointwest Technologies Corporation, Pointwest Innovations Corporation, Pinamucan Industrial Estates Inc; *Corporate Secretary*, Philippine Telegraph & Telephone Co. (PT&T), Capitol Wireless Inc. (Capwire), Philippine Wireless Inc. (Pocketbell), Republic Telecommunications Company (Retelcom), U.P. Law Alumni Foundation Inc. (UPLAF), *Former Assistant Vice-President and Corporate Secretary*, United Overseas Bank Philippines (2000-2001).

Term of Office. The directors of the Registrant were elected during the annual stockholders' meeting held on 31 July 2014. The directors have a one (1) year term of office.

Executive Officers. The Executive Officers of the Registrant, and their respective ages, citizenship, positions are as follows:

NAME	AGE	CITIZENSHIP	POSITION	PERIOD DURING WHICH THE INDIVIDUAL HAS SERVED AS SUCH
Robert Y. Cokeng	63	Filipino	President and Vice Chairman; Chairman and President	since 1996 - 2007 to present
Francisco Y. Cokeng, Jr.	61	Filipino	Vice Chairman	2007 to present
Emeterio L. Barcelon, SJ	87	Filipino	Senior Vice President	1980 to present
Johnson U. Co	62	Filipino	Vice-President for Administration	2013 to present
Mark Ryan K. Cokeng	29	Filipino	Treasurer and Chief Financial Officer	2013 to present
Fina C. Tantuico	53	Filipino	Corporate Secretary	2009 to present

Independent Directors

The independent directors of the Registrant are as follows:

Robert Y. Ynson - as recommended by Phesco, Inc.
Francis L. Chua - as recommended by Arsenio C. Tang

Mr. Francis L. Chua has no relationship with Mr. Arsenio L. Tang, a shareholder of the Registrant with 30,000 common shares and with equivalent percentage of 0.006%. Mr. Robert Y. Ynson is an officer of Phesco, Inc., which owns the equivalent percentage of about 5.28% of the Registrant's Class A common shares or 3.2% of total common shares. The shares owned by Phesco, Inc. were lodged on November 16, 2007 with the Philippine Central Depository (PCD) through the Tri-State Securities, Inc. and are still lodged with the PCD.

Robert Y. Ynson and Francis L. Chua are the incumbent Independent Directors of the company. The Nominations Committee has determined that the incumbent independent directors meet the same qualifications and recommend them for re-election. Information on Mr. Chua and Mr. Ynson such as their family relationships, involvement in legal proceedings has been discussed and is shown in the proceeding section.

During the Annual Stockholders' Meeting held on 12 July 2006, the stockholders, constituting more than 2/3 of the issuer's outstanding capital stock, approved the proposed amendment to the By-Laws adopting the requirements of SRC Rule 38 on the nomination and election of Independent Directors. The aforesaid amendment to the company's By-Laws adopting the requirements of SRC Rule 38 was approved by the SEC on February 2008.

Pursuant to SRC Rule 38 as amended, the Company's Nominations Committee promulgated the following guidelines to govern the conduct of the nomination for independent directors:

1. The Committee shall ascertain that all candidates for nominees meet the qualifications of an independent director pursuant to the Code of Corporate Governance and applicable issuances from the SEC.
2. Each of the Committee members shall choose possible nominees from candidates nominated by shareholders. The nominees must meet the following minimum qualifications:
 - (i) He shall have at least one (1) share of stock of the corporation;
 - (ii) He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five (5) years;
 - (iii) He shall possess integrity/probity; and
 - (iv) He shall be assiduous.

The members of the Nomination Committee of the Registrant are the following:

Robert Y. Cokeng	-	Chairman
Johnson U. Co		
Rufino B. Tiangco		
Johnson Tan Gui Yee		
Robert Y. Ynson	-	Independent Director

Nomination for Directorship. The nominees for Directors are the eleven (11) incumbent directors namely Robert Y. Cokeng, Emeterio Barcelon, SJ., Johnson U. Co, Johnny O. Cobankiat, Mary K. Cokeng, Francis L. Chua, Francisco Y. Cokeng, Jr., Johnson Tan Gui Yee, Rufino B. Tiangco, Robert Y. Ynson and Mark Ryan K. Cokeng. The Nomination committee has determined that they meet the qualifications for directors as outlined above. The business background of the eleven (11) incumbent directors have been shown above.

(2) Significant Employees

There are no other persons other than the Registrant's executive officers who are expected to make a significant contribution to its business.

(3) Family Relationships

Messrs. Robert Y. Cokeng and Francisco Y. Cokeng, Jr. are brothers. They are first cousins of Mr. Johnson U. Co. Mrs. Mary K. Cokeng is the spouse of Robert Y. Cokeng. Mr. Mark Ryan K. Cokeng is the son of Robert and Mary Cokeng. Other than the ones disclosed, there no other family relationships known to the Registrant.

(4) Certain Relationship and Related Transaction

There is no transaction or proposed transaction during the last two (2) years to which the Registrant was or is to be a party in relation to any director, any nominee for election as director, any security holder of certain record beneficial owner or management or any member of the immediate families of such directors. The Registrant's subsidiary, Magellan Capital Holdings Corporation (MCHC), and certain of MCHC's subsidiaries and affiliates as well as Registrant's affiliate, Business Process Outsourcing International (BPOI), have transactions with each other such as rental contracts and intercompany loans. These transactions are on arms-length basis and, in the case of partially owned affiliates, are subject to approval of unrelated shareholders of these affiliates. A summary of receivables and transactions with related parties is found on page 46 of Audited Financial Statements in the 2014 Management Report. In the case of rental contracts, the rental rates charged are similar to those charged to outside parties leasing similar properties.

No director has resigned or declined to stand for re-election to the Board of Directors since 31 July 2014, the date of the last annual stockholders' meeting, because of a disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices.

As of December 31, 2014, MCHC and its subsidiary, Pinamucan Industrial Estates, Inc. (PIEI) have receivables from Magellan Utilities Development Corporation (MUDC), a minority owned affiliate of MCHC. As of December 31, 2014, the Registrant also had dividend receivables from its outsourcing affiliates, PTC and BPOI. Receivables from MUDC are fully provided for in the Audited Financial Statements.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

(1) GENERAL

None of the directors and executive officers of the Registrant are paid any compensation as such. Among its officers, only Messrs. Fina C. Tantuico, Robert Y. Cokeng, Johnson U. Co, Manuel N. Dy and Mark Ryan K. Cokeng are paid professional fees and compensation by the Registrant or its affiliates, MCHC and PIEI, respectively. Directors are not paid any compensation by the Registrant other than a *per diem* of Five Thousand Pesos (₱5,000.00) per attendance of Board Meeting. Apart from the CEO, there are only three (3) highly compensated executive officers. The next tier is composed of regular staff members.

(2) SUMMARY COMPENSATION TABLE

**Summary Compensation Table
Annual Compensation**

NAME & PRINCIPAL POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION*
Robert Y. Cokeng, President	2015	-	-	₱9,100,000.00 ^{1>}
Johnson U. Co, Vice-President-Administration	2015	-	-	
Mark Ryan K. Cokeng, Treasurer	2015	-	-	
Fina C. Tantuico, Corporate Secretary	2015	-	-	
All Other Officers & Directors	2015	₱ 370,000.00		

NAME & PRINCIPAL POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION*
Robert Y. Cokeng, President	2014	-	-	₱8,855,011.00
Johnson U. Co, Vice-President-Administration	2014	-	-	
Mark Ryan K. Cokeng, Treasurer	2014	-	-	
Fina C. Tantuico, Corporate Secretary	2014	-	-	
All Other Officers & Directors	2014	₱370,000.00		

NAME & PRINCIPAL POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION*
Robert Y. Cokeng, President	2013	-	-	₱8,578,566.00 ⁺
Johnson U. Co, Vice-President-Administration	2013	-	-	
Mark Ryan K. Cokeng, Treasurer	2013	-	-	
Fina C. Tantuico, Corporate Secretary	2013	-	-	
All Other Officers & Directors	2013	₱350,000.00		..***

* The amount given represents the professional fees and compensation paid by the affiliates of Registrant.

*** Other directors and executive officers of the Registrant are not paid any compensation as such.

^{1>} Estimated compensation for the year 2015.

⁺ On 12 February 2002, the SEC approved the Amendment to the Registrant's By-Laws, specifically Article III, Section 6 on Compensation of Directors. The cap of Pesos (₱500.00) has been removed. Each director may now receive a reasonable per diem, as may be fixed by the Board of Directors, for attendance at board meetings.

(3) COMPENSATION OF DIRECTORS

Directors receive a *per diem* of ₱5000 *per* attendance at Board Meetings and no other compensation as such.*

(4) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no employment contracts nor any compensatory plan or arrangements with the Executive Officers of the Registrant.

(5) Warrants and Options Outstanding: Re-pricing

There are no existing warrants outstanding. One detachable Subscription Warrant was issued for each share subscribed under the share offering in 2002. Warrants for 723,727 “A” shares and 71,198 “B” shares were exercised. All the remaining warrants that were not exercised have expired as of May 2008. There are no options or warrants currently outstanding.

LEGAL PROCEEDINGS

For the past five (5) years up to the present, there are no proceedings involving, and to the best of knowledge threatened against the Registrant. As of **May 31, 2015**, none of the current directors, or nominees for election as director, executive officer, underwriter or control person of the Registrant has been involved in or in the subject of any bankruptcy petition, conviction by final judgment, or is the subject of any order judgment or decree, or involved in any violation of a securities of commodities law.

However, with respect to its subsidiaries, following is a summary of pending litigation involving them:

- (a) ***“Rolando M. Zosa v. Magellan Capital Holdings Corporation and Magellan Capital Management Corporation”***, Civil Case No. CEB-18619, Regional Trial Court of Cebu City, Branch 58; *Magellan Capital Management Corporation and Magellan Capital Holdings Corporation v. Rolando M. Zosa, et al.*” G.R. No. 129916, Supreme Court; *Ad Hoc Arbitration with an Arbitral Tribunal composed of Justice Florentino P. Feliciano, as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members; Regional Trial Court, Branch 139, SP Proc. No. M-6259 and SP Proc. No. 6264.*

* Pursuant to the Amended By-Laws, the Securities and Exchange Commission approved the Amendment of By-Laws Registrant’s Board of Directors, During a regular meeting held on 28 February 2002 approved and adopted a resolution fixing the *per diem* at ₱5000 *per* attendance at Board Meetings.

This is a case for damages instituted in May 1996, wherein complainant Zosa seeks to enforce his purported rights under his Employment Agreement with defendants and claims entitlement to the following reliefs, to wit:

- (1) actual damages in the amount of ₱10,000,000;
- (2) attorney's fees in the amount of ₱300,000; and
- (3) expenses of litigation in the amount of ₱150,000.

Defendants sought a dismissal of the case, invoking the provision of arbitration in the Employment Contract. In a Decision dated 18 July 1997, the trial court declared invalid the arbitration clause providing for the manner by which the arbitrators will be chosen and substituted the provisions of the Arbitration Law therefor. The Supreme Court, on 26 March 2001 affirmed the trial court's decision which became final and executory. Arbitrators have now been appointed one by Zosa, on the one hand, and the other jointly appointed by MCHC and MCMC.

Sometime in November 2004, the Arbitral Tribunal was finally constituted composed of Justice Florentino P. Feliciano as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members.

On March 14, 2005, the parties submitted to the Tribunal their Confirmation of Agreement to Submit to Arbitration. The Complainant has submitted its Statement of Claims & Memorials. The respondents have submitted their Statement of Defenses and are scheduled to submit their Counter-Memorials on 02 May 2004.

On 02 August 2005, the Memoranda of the parties were submitted and the case was submitted for resolution.

On 06 March 2005, the Tribunal rendered its decision awarding Zosa's claim for severance pay but disallowed his claims for attorney's fees and moral and exemplary damages and costs of suit.

On 12 April 2006, MCHC filed with the Regional Trial Court of Makati City, a verified petition with prayer for the issuance of an Order to Vacate the Arbitral Award, dated 6 March 2006, pursuant to Sections 22 to 29 of Republic Act No. 876 ("The Arbitration Law") and the relevant provisions of Republic Act No. 9825 (the "Alternative Dispute Resolution Act of 2004"). Likewise, Zosa filed his Application for Confirmation of Award on 12 April 2006. The two cases were consolidated and are presently pending with Branch 139 of the Regional Trial Court of Makati as Sp. Proc. No. M-6259 and M-6264. The parties are presently awaiting the Court's resolution on the issue of whether the Application for Confirmation of Award was seasonably filed considering the non-payment of docket fees at the time of filing. On 17 March 2009, a hearing was held whereby the Court directed all the parties to submit their respective Memoranda. In compliance with the aforesaid order, MCHC submitted its Memoranda on 17 May 2009. The case has been submitted

for resolution as of 29 January 2013. On May 6, 2015, MCHC received the Order of the Court formally submitting the Case for resolution.

- (b) ***"People of the Philippines vs. Ariel Balatbat"***, Criminal Case No. 115515, Regional Trial Court of Pasig City, Branch 155. MCHC filed a complaint, through its authorized officer, against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount ₱41,021.50 (converted to US\$1,000.00). On 29 October 2004, the Court rendered its decision finding the accused guilty beyond reasonable doubt of the crime of qualified theft under Article 310 of the Revised Penal Code and imposed the corresponding penalty of imprisonment of 10 years minimum to a maximum of 14 years. The case is pending appeal as of this writing.
- (c) ***"People of the Philippines vs. Ariel Balatbat"***, Criminal Case No. 114955, Regional Trial Court of Pasig City, Branch 151. MUDC, through its authorized officer, has also filed a complaint against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount of ₱121,500.00 (equivalent to US\$3,000.00), US\$4,000.00, and US\$1,020.00. Said amounts were never recovered or accounted for. The case is currently pending before the Regional Trial Court, which also issued a warrant of arrest for the same. The bail was set for ₱40,000.00. The accused was arrested and subsequently arraigned. Three (3) witnesses have been presented - two (2) from the bank and one (1) from MUDC.

On 28 February 2005, the Prosecution filed its "Formal Offer of Evidence". Defense rested its case on 4 December 2006. On 22 January 2007, the Prosecution presented its rebuttal evidence. The Memorandum for the Prosecution having been filed, the case was submitted for decision. As of this writing or on April 29, 2013 the Court rendered its decision finding the accused guilty of the crime of qualified theft and sentenced the accused to *reclusion perpetua*. It also ordered the restitution to MUDC of the amount of \$4,000.00 or its peso equivalent ₱105,720.00 Pesos. The Court found no liability for the amount of \$3,000.00 withdrawn it appearing that same was credited to private complainant.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

Management intends to recommend the re-appointment of Sycip Gorres Velayo & Co. as the external auditor of the Corporation. Said accounting firm was first engaged by the Corporation as its external auditor in 1997 and re-appointed through 1998 to 2005 during the stockholders' meeting of said years. There has been no changes in and disagreements with SGV on its accounting and financial disclosure since their appointment in 1997. Prior to 1997, the external auditor of the Corporation was Velandria Dimagiba & Co. The change in the external auditor was not due to any disagreement between the Corporation and the former auditor on accounting and financial disclosures, or their resignation or dismissal.

In compliance with SRC Rule 68 as amended, Part 3(b)(iv)(ix), requiring that the signing partner of the auditing firm of the regulated entity shall be rotated every five years of engagement, and that a two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual auditor, the following were the SGV partners assigned to handle the Issuer for the past six years and the partner expected to be assigned for 2015:

2009 – Jose Pepito E. Zabat
2010 – John Nai Peng Ong
2011 – John Nai Peng Ong
2012 – Leovina Mae V. Chu
2013 – Leovina Mae V. Chu
2014 – Jhoanna Feliza C. Go
2015 – Jhoanna Feliza C. Go (Expected Partner in-charge)

The representatives of the Independent Auditors will be present at the Annual Stockholders' Meeting to answer any questions raised to or to make appropriate statements.

The members of the Registrant's Audit Committee are the following:

Francis L. Chua	- Committee Chairman and Independent Director
Robert Y. Cokeng	
Johnson U. Co	
Johnson Tan Gui Yee	
Rufino B. Tiangco	

ITEM 8. COMPENSATION PLANS

There is no action to be taken with respect to any plan pursuant to cash or non-cash compensation to be paid or distributed.

The members of the Registrant's Compensation Committee are the following:

Robert Y. Cokeng	- Chairman
Johnson U. Co	
Francis L. Chua	- Independent Director
Johnson Tan Gui Yee	
Rufino B. Tiangco	

C. OTHER MATTERS

ITEM 9. ACTION WITH RESPECT TO REPORTS

Action will be required for the approval of the following matters:

- (1) Minutes of the Annual Stockholders' Meeting held on 31 July 2014 – briefly, directors for the year 2014 were nominated and elected, and the following matters were approved:
 - (a) minutes of the 2013 Annual Stockholders' Meeting were approved;
 - (b) 2013 Audited Financial Statements were likewise approved;
 - (c) ratification of corporate actions taken in 2013;
 - (d) re-appointment of SGV & Co. as external auditor;
- (2) Audited Financial Statements as of December 31, 2014; and
- (3) Ratification of corporate actions taken by the Board of Directors for the year 2014 (Attached herewith as Exhibit 2).

Actions taken on the above minutes and reports will constitute approval or disapproval of any of the matters referred to in such minutes and reports.

ITEM 10. MATTERS NOT REQUIRED TO BE SUBMITTED

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

ITEM 11. AMENDMENT OF CHARTER, BY-LAWS OR OTHER DOCUMENTS

No action is required for any amendment of the corporation's charter or By-laws.

ITEM 12. OTHER PROPOSED ACTION

No other action is to be taken with respect to any matter not specifically referred to above.

ITEM 13. DISAGREEMENTS

No director of the Registrant has informed the Registrant that he opposes any action intended to be taken or taken by the Registrant.

ITEM 14. VOTING PROCEDURES

Provided there is present, in person or by proxy, the owners of a majority of the outstanding capital stock of the Corporation:

- (1) matters presented for approval by the shareholders, other than election of directors, will be considered approved upon the affirmative vote of a majority of the shareholders present at the meeting, and
- (2) candidates for the positions of Directors of the Corporation receiving the highest number of votes shall be declared elected.

Each shareholder may vote in person or by proxy the number of shares of stock standing in his name on the books of the Corporation. Each share represents one vote. In accordance with the By-laws of the Corporation, the election of directors and/or approval of any other matters presented to the shareholders shall be by ballot, and the Corporate Secretary shall count the votes cast.

CERTIFICATION

I, **FINA C. TANTUICO**, the Corporate Secretary of **F & J PRINCE HOLDINGS CORPORATION**, hereby certify that to the best of my knowledge, none of the current Directors or Officers of F & J Prince Holdings Corporation, with principal address at the 5th Floor Citibank Center, 8741 Paseo de Roxas, Makati City, are employed by, or holding positions in, or are in any way connected with any government agency or instrumentality of the government. One of the directors, Father Emeterio Barcelon, retired from his position as a professor of the Development Academy of the Philippines in 1999 and has not occupied any government position since his retirement.

This Certification is issued in compliance with the directive of the Securities & Exchange Commission (in compliance with Office of the President Memorandum Circular No. 17, September 4, 1986), in relation to the submission of the Corporation's Preliminary Information Statement.

June 8, 2015.


(ATTY.) **FINA C. TANTUICO**
Corporate Secretary

SIGNATURE

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.

June 8, 2015, Makati City, Philippines.

F & J Prince Holdings Corporation

By:



ROBERT Y. COKENG
President

My Documents>F&J>2015 Files>
SEC Form 20-IS>Definitive IS

PART II

INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification

The proxy is being solicited by *F & J Prince Holdings Corporation* (the “Corporation”) for and in its behalf, in connection with its Annual Stockholders Meeting to be held on **Tuesday, July 28, 2015 at 2:30 p.m. at the Function Room 7, Top of the Citi, 34th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.**

Item 2. Instruction

In order that your securities may be represented at the meeting in case you are not personally present, please complete, sign and date the Proxy Form.

The Corporation shall be pleased to vote your securities in accordance with your wishes if you will execute the Proxy Form and return the same promptly. It is understood that if you sign without otherwise marking the form, the securities will be voted as recommended by the Board of Directors on all matters to be considered at the meeting. The Chairman of the meeting is hereby authorized and empowered to fully exercise all rights as the attorney and proxy at such meeting.

Item 3. Revocability of Proxy

The shareholder may revoke the proxy issued by him at any time prior to its use by the party who is thereby authorized to exercise the same. The By-laws do not provide any formal procedure by which revocation shall be done. However, the By-laws provide that no proxy bearing a signature that is not legally acknowledge, shall be recognized at any meeting unless such signature is known and recognized by the secretary of the meeting. Furthermore, proxies for meetings must be filed with and received at the offices of the Corporation at least five (5) days prior to the date of the meeting.

Item 4. Persons Making the Solicitation

The solicitation of proxies is being undertaken by the Corporation in order to obtain the required quorum and the required vote to approve the subject matter of the annual meeting. No director has informed the Corporation of any intention to oppose the matters to be taken up in the annual meeting. No director or executive officer of the Registrant has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

In addition to ordinary mail, the Corporation, in coordination with its stock and transfer agent, intends to utilize the usual couriers and messengers to undertake the personal delivery of the proxy forms. No special contracts for courier or delivery services have been entered into. Costs will be limited to the normal costs of such services.

The costs of distributing this Information Statement and of soliciting the relevant proxies, which will be approximately Thirty Thousand Pesos (P30,000.00) shall be borne by the Corporation.

PROXY

This proxy is being solicited by *F & J Prince Holdings Corporation* (the "Corporation") for and in its behalf, in connection with its Annual Stockholders' Meeting to be held on **Tuesday, July 28, 2015, at 2:30 p.m. at the Function Room 7, Top of the Citi, 34th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.**

In order that your securities may be represented at the meeting in case you are not personally present, please complete, sign and date this Proxy Form.

The Corporation shall be pleased to vote your securities in accordance with your wishes if you will execute this Proxy Form and return the same promptly. It is understood that if you sign without otherwise marking the form, the securities will be voted as recommended by the Board of Directors on all matters to be considered at the meeting. The Chairman of the meeting is hereby authorized and empowered to fully exercise all rights as the attorney and proxy at such meeting.

Hereunder are the matters to be taken up during the meeting, please indicate your proposal selection by firmly placing an "X" in the appropriate box:

1. Approval of the Minutes of the July 31, 2014 Annual Stockholders' Meeting.

Voting Instruction

☐

For

☐

Against

☐

Abstain

2. Approval of the Audited Financial Statements as of December 31, 2014.

Voting Instruction

☐

For

☐

Against

☐

Abstain

3. Ratification of Corporate Acts.

Voting Instruction

☐

For

☐

Against

☐

Abstain

4. Election of Directors.

Nominees	Authority to Vote Granted	Authority to Vote Withheld
1. Emeterio L. Barcelon, S. J.	<input type="checkbox"/>	<input type="checkbox"/>
2. Johnson U. Co	<input type="checkbox"/>	<input type="checkbox"/>
3. Johnny O. Cobankiat	<input type="checkbox"/>	<input type="checkbox"/>
4. Mark Ryan K. Cokeng	<input type="checkbox"/>	<input type="checkbox"/>
5. Francisco Y. Cokeng, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
6. Mary K. Cokeng	<input type="checkbox"/>	<input type="checkbox"/>
7. Robert Y. Cokeng	<input type="checkbox"/>	<input type="checkbox"/>
8. Rufino B. Tiangco	<input type="checkbox"/>	<input type="checkbox"/>
9. Johnson Tan Gui Yee	<input type="checkbox"/>	<input type="checkbox"/>
Independent Directors:		
10. Francis L. Chua (as recommended by Arsenio C. Tang)	<input type="checkbox"/>	<input type="checkbox"/>
11. Robert Y. Ynson (as recommended by Phesco, Inc.)	<input type="checkbox"/>	<input type="checkbox"/>

5. Appointment of Sycip Gorres Velayo & Company as External Auditor of the Corporation for the Fiscal Year January to December 2015.

Voting Instruction

☐

For

☐

Against

☐

Abstain

This Proxy shall confer discretionary authority to vote with respect to any of the following matters:

1. Matters which the Corporation does not know a reasonable time before this solicitation, are to be presented at the meeting; and
2. Matters incident to the conduct of the meeting.

No director of the Registrant has informed the Registrant that he opposes any action intended to be taken or taken by the Registrant.

IN WITNESS WHEREOF, the undersigned stockholder has executed this proxy this _____ day of _____ 2015, at _____.

Usual Signature

Print Name Here

Address

F & J Prince Holdings Corporation

2014

*Management
Report*

STOCK TRADING PRICE INFORMATION

The shares of the Registrant are listed with the Philippine Stock Exchange.

The high and low prices for each quarter within the last two (2) fiscal years and 1st quarter of 2015 are as follows:

QUARTER; YEAR	CLASS "A"		CLASS "B"	
	High	Low	High	Low
1 st Quarter, 2013	3.30	2.90	3.20	3.00
2 nd Quarter, 2013	3.96	2.85	3.99	2.75
3 rd Quarter, 2013	3.20	2.90	3.80	2.34
4 th Quarter, 2013	3.30	2.51	3.97	3.00
1 st Quarter, 2014	3.20	2.90	3.77	2.56
2 nd Quarter, 2014	3.20	2.95	3.14	3.00
3 rd Quarter, 2014	3.17	2.60	3.00	2.91
4 th Quarter, 2014	3.32	2.95	3.49	2.88
1 st Quarter, 2015	3.35	3.00	3.04	2.98

Note 1: Dividends amounting to ₱0.20 per share were declared and paid out in 2014. Dividends of ₱0.20 per share were declared and paid by the company in 2013.

Note 2: Class "A" shares may be owned only by Filipino citizens while Class "B" shares may be owned by Filipino citizens as well as foreigners.

Note 3: Latest market price traded was ₱3.56 per share for Class "A" shares transacted on May 29, 2015; and ₱3.40 per share for Class "B" shares transacted on May 15, 2015.

Number of Shareholders

As of **May 31, 2015**, the Registrant had Four Hundred Eighty One (481) stockholders of record, as follows: Class "A" shares – Four Hundred Thirty Six (436) shareholders; Class "B" shares – Thirty Eight (38) shareholders; and shareholders owning both Class "A" and "B" – Seven (7) shareholders.

Dividends

Dividends amounting to ₱0.20 per share were declared and paid in 2014. Dividends of ₱0.20 per share were declared and paid in 2013.

Under the Registrant's By-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Corporation Code, namely that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose. The amount of unrestricted retained earnings available for distribution as of December 31, 2014 was ₱355,172,334.

F & J Prince Holdings Corporation

Management Report

Annual Stockholders' Meeting

July 28, 2015

Contents

- Report of the Chairman and President
- Business and General Information
- Financial and Other Information
- Board of Directors and Management
- Statement of Management's Responsibility
- Financial Statements
 - Balance Sheet
 - Income Statement
 - Cash Flow Statement
 - Notes to Financial Statements
- Directory/Bankers

REPORT OF THE CHAIRMAN AND PRESIDENT

The Registrant's consolidated revenue in 2014 decreased by 23.9% to ₱117.9 million from ₱155.0 million in 2013. Equity in net earnings of associates decreased by 19.2% from ₱89.8 million in 2013 to ₱72.6 million in 2014 as the Registrant's outsourcing affiliates experienced a drop in earnings caused by the loss of a major account at BPOI and lower operating margins on some accounts of Pointwest. Interest income also dropped from ₱47.2 million in 2013 to ₱37.7 million in 2014 as interest levels continued its decline due to the increasing liquidity in capital markets. A net foreign exchange gain of ₱11.7 million was recorded in 2013 as the Peso declined against foreign currencies which benefitted the foreign exchange denominated bonds and other securities hold by the Registrant and its subsidiary against a foreign exchange loss in 2014. Rent increased from ₱4.5 million in 2014 to ₱3.5 million in 2013 due to escalation of rental rates and the leasing out of additional condominium office units in 2014. Gain on disposal of AFS and HTM Financial Assets of ₱1.3 million was recorded in 2013 against ₱0.2 million in 2014. Dividend income increased from ₱0.8 million in 2013 to ₱2.3 million in 2014. Rental income in 2015 is expected to exceed ₱12 million in 2015 as additional rental property was acquired at the end of 2014 and have been leased out.

Total consolidated expenses of the Registrant increased to ₱34.0 million in 2014 compared to ₱24.7 million in 2013. Fair Value losses of financial assets at FVPL of ₱5.5 million, foreign exchange loss of ₱2.8 million and loss on Disposal of AFS Financial assets of ₱1.1 million accounted for the bulk of the increase.

As a result of the above, total consolidated income before tax in 2014 totaled ₱83.9 million compared to ₱130.3 million in 2013. After provision for income tax, total consolidated net income after tax totaled ₱78.8 million in 2014 compared to ₱120.1 million in 2013.

Net income attributable to non-controlling interest, namely minority shareholder of Magellan Capital Holdings Corporation, totaled ₱1.5 million in 2014 compared to ₱3.3 million in 2013.

The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2014, the Registrant's consolidated cash and cash equivalent totaled over ₱946 billion which was lower than the level of ₱1.024 billion as of December 31, 2013 due to additional investments made in 2014. The Registrant and its subsidiary is planning to undertake development of MCHC's land in Fort Bonifacio into an income producing building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱30.1 million compared to total equity of ₱1.8 billion as of the end of 2014.

The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2014 totaled ₱946 million compared to ₱1,025 million at the end of 2013 while total current assets totaled ₱1.1 billion at year-end 2014 compared to ₱1.2 billion at year-end 2013. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

The following is a detailed discussion of the company direct and indirect subsidiaries and its affiliated associates:

MAGELLAN CAPITAL HOLDINGS CORPORATION (MCHC)

Magellan Capital Holdings Corporation (MCHC), your Company's 95% owned subsidiary, is involved in the development of and investment in infrastructure and power generation projects. Established in 1990, MCHC has ₱689 million in paid-in capital and ₱1,552 million in consolidated shareholders' equity as of December 31, 2014. After the acquisition of the block of shares owned by PSEG Philippine Holdings LLC. in December 2006, your Company owns 95% of the outstanding shares of MCHC and effectively controls and manages MCHC.

MCHC was until December 2006, 28% owned by PSEG Philippine Holdings LLC, a unit of the Public Service Enterprise Group (PSEG), the largest energy holding company in New Jersey and one of the largest in the United States.

MCHC's total consolidated assets at year-end 2014 was ₱1,578.9 million compared to ₱1,647.1 million at end of 2013. The primary reason for the decline in assets was the ₱78.1 million in cash dividends paid out in 2014. MCHC's consolidated revenues for the year 2014 totaled ₱61.3 million, a decrease of 37% from 2013. The decrease was due mainly to foreign exchange gain of ₱24.1 million in 2013 compared to nil in 2014 and lower interest income due to lower interest rates. Dividend income also increased slightly from ₱20.2 million in 2013 to ₱21.6 million in 2014. Total consolidated operating expenses of MCHC increased to ₱25.8 million in 2014 from ₱22.1 million in 2013 due mainly to net foreign exchange losses of ₱2.4 million. As a result of the above, net income after tax of MCHC totaled ₱31.1 million in 2014 from ₱66.3 million in 2013.

The Chairman of MCHC is Mr. Antonio H. Ozaeta, retired President of Philippine Trust Company and a former Chairman of the Manila Electric Company and former President of PCI Bank. The President and CEO of MCHC is Mr. Robert Y. Cokeng, who is also President of your Company.

MCHC owns 43% of Magellan Utilities Development Corporation (MUDC) which is discussed below. MCHC also owns the entire fifth floor of the Citibank Center Building in Makati as well as three (3) units in the adjacent Citibank Tower Building. Almost half of the floor in Citibank Center is used by your Company as well as MCHC and its subsidiaries as its corporate offices. One unit is leased to Cathay United Bank, one of the largest banks in Taiwan. Another unit is leased to Business Process Outsourcing International, a 35% owned affiliate of the Company. The other two units available for lease have also been rented out. MCHC also owns a 985 square meter lot in Fort Bonifacio that it intends to develop into an office building.

MAGELLAN UTILITIES DEVELOPMENT CORPORATION (MUDC)

Magellan Utilities Development Corporation (MUDC) is an MCHC project company developing a 320 MW Power Project in Pinamucan, Batangas. MCHC directly owns 43% of MUDC. GPU Power Philippines, Inc., a unit of GPU Corporation (GPU), former U.S. parent company of the Manila Electric Company (MERALCO), owns 40% of MUDC. MERALCO was established by a predecessor company of GPU during the American colonial era and was a wholly owned subsidiary of GPU until 1962 when MERALCO was acquired by a Lopez - led investor group.

With the continued uncertainty over the project being developed by MUDC, MUDC at the urging of its outside auditors had in 2004 written-off all its project development expenditures. It had in 2003 already written-off all pre-operating expenses as dictated by new accounting standards that became effective in 2003. With these write-offs, MUDC now has negative equity of ₱257 million as of year-end 2013. In 2005, your Company decided not to continue development of the project. Your Company's exposure including those of MCHC and its subsidiary, Pinamucan Industrial Estates, Inc., in the project have been

provided for and will not have any impact on the Company's financial position. MCHC, along with other shareholders of MUDC, will evaluate the future course of action for MUDC, including possible liquidation.

POINTWEST TECHNOLOGIES CORPORATION (PTC)

Established in 2003 with your Company as one of the founding shareholders, Pointwest Technologies Corporation (PTC) is a global service company offering outsourced IT services from the Philippines. It is led by an experienced management team that helped pioneer offshore outsourcing in the Philippines. Among others, it offers software servicing, maintenance, testing and development to various clients, mostly in the United States. Your Company owns 30% of PTC. PTC has been profitable since its inception and has grown to a staff of over 1,100 professionals and support staff and annual revenues in 2014 of over ₱1.38 billion.

BUSINESS PROCESS OUTSOURCING INTERNATIONAL, INC. (BPOI)

Business Process Outsourcing International, Inc. (BPOI) is a provider of accounting and finance related services such as payroll services, internal audit, payables processing and others. It has a total staff of over 400 servicing many of the multinational and large corporations operating in the country. BPOI was spun off from the BPO Department of SGV & Co., the biggest auditing firm in the country.

Your Company owns 35% of BPOI after it acquired another 8.75% in 2005. BPOI revenues in 2014 exceeded ₱331 million.

CONCLUSION

Your Company generated a consolidated net income after tax in 2014 of ₱78.8 million, a decrease from the ₱120.1 million net income after tax in 2013. The Company's outsourcing affiliates had a challenging year in 2014 and earnings decreased. Equity in net earnings of associates which represents the Company's share of earnings of its outsourcing affiliates totaled ₱72.6 million in 2014 compared to the ₱89.8 million reported in 2013. However, your Company also had other comprehensive income of ₱24.5 due to change in Fair Value of AFS Financial Assets held by the Company and its subsidiaries which increased total comprehensive income to ₱94.8 million. As a result of the higher comprehensive net income and the effect of dividend payments of ₱96.4 million in 2014, total stockholders equity increased to ₱1,758.1million at the end of 2014 from ₱1,744.6 million at the end of 2013. In addition, the Company and its subsidiary has been increasing its investment in income producing property and will be developing its lot in Fort Bonifacio into an office building generating lease income. Lease income in 2015 is expected to exceed ₱13 million from ₱4.5 million in 2014. It is also looking to acquire other income producing properties to increase the Company's income from continuing operations. The Company will be carefully and prudently evaluating other new projects that may be suitable to pursue in the current economic environment.

With the support of the Directors, Officers, Staff and Shareholders, we are confident of the Company's future prospects and continued success. We again reiterate our thanks to the Shareholders for their continued support.



ROBERT Y. COKENG
Chairman & President

BUSINESS AND GENERAL INFORMATION

A. BUSINESS DEVELOPMENT

The Registrant was incorporated and registered with the Securities and Exchange Commission ("SEC") on 18 February 1971 to engage primarily in the business of mining, including mineral and oil exploration. Its shares were registered and listed with the SEC in 1979 and thereafter listed and traded at the Manila Stock Exchange. Presently, its shares are listed with the Philippine Stock Exchange ("PSE").

On 28 July 1997, the Registrant's primary purpose was changed to that of a holding company. At present, the Registrant holds a 94.34% majority interest in Magellan Capital Holdings Corporation ("MCHC").

In addition, the Registrant owns 30% of Pointwest Technologies Corporation ("PTC"), a software servicing and development company. The Registrant also owns 35% of Business Process Outsourcing International, Inc. ("BPOI") a provider of accounting-based business process outsourcing ("BPO") services to a large number of clients.

From its incorporation to the present, the Registrant has not been subject to any bankruptcy, receivership or similar proceedings. There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets other than in the ordinary course of business and other than the sale by MCHC of its shares in one of its subsidiaries to J.G. Summit Holdings, Inc.

Business Development of the Registrant's Subsidiaries

Magellan Capital Holdings Corporation ("MCHC"), is a corporation which was incorporated and registered with the SEC on 06 November 1990. The Registrant owns a 94.34% majority interest in MCHC. MCHC's primary purpose is to engage in the business of identifying, developing and implementing infrastructure and industrial projects. On December 7, 2006, the Registrant acquired the shares of MCHC owned by PSEG Philippines Holdings LLC which represented a 27.67% total equity stake in MCHC. As a result of this transaction, the Registrant increased its ownership stake in MCHC from 66.67% to 94.34%.

MCHC owns 100% of the shares of the following companies:

NAME OF COMPANY	DATE OF INCORPORATION	PRIMARY PURPOSE
Pinamucan Industrial Estates, Inc.	05 May 1993	Real Estate holding and Development
Malabrigo Corporation	31 August 1993	Mining
Magellan Capital Trading, Inc.	04 January 1991	Trading
Magellan Capital Realty Development Corporation	14 November 1990	Realty

From its incorporation to the present, none of the Registrant's above-named subsidiaries have been subject to any bankruptcy, receivership or similar proceedings. There has also been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of their assets other than in the ordinary course of business.

Business of Registrant

Description of Registrant

The Registrant is a holding company. At present, it owns almost 95% of its subsidiary, MCHC, which is currently invested in real estate assets and in bond and stock investments and in shares of its subsidiaries. Most of the Registrant's indirect operating subsidiaries, i.e. MCHC's subsidiaries, are in development of infrastructure projects, as well as landholding and development. The Registrant also owns 30% of PTC, a soft ware servicing development company and 35% of BPOI, a company providing accounting, finance and payroll services which it acquired in 2004 and 2005.

Percentage of Consolidated Total Revenues

Breakdown of Revenue for the year 2014

	CONSOLIDATED TOTAL REVENUE	PERCENTAGE BREAKDOWN
Equity in Net Earnings of Associates	₱ 72,551,106	61.6%
Interest Income	37,719,971	32.0%
Rent	4,505,021	3.8%
Dividend Income	2,209,430	1.9%
Gain on AFS/HTM Financial Assets	235,949	0.2%
Others	564,518	0.5%
Total	₱ 117,866,995	100.00%

Breakdown of Revenue for the year 2013

	CONSOLIDATED TOTAL REVENUE	PERCENTAGE BREAKDOWN
Equity in Net Earnings of Associates	₱ 89,756,009	57.9%
Interest Income	47,161,868	30.4%
Net Foreign Exchange Gain	11,699,326	7.5%
Gain on Disposal of AFS and HTM Financial Assets	1,302,487	0.9%
Rent	3,714,974	2.4%
Dividend Income	767,640	0.5%
Gain on Disposal of Transport Equipment	320,000	0.2%
Others	270,000	0.2%
Total	₱ 154,992,338	100.00%

The Registrant's consolidated revenue in 2014 decreased by 23.9% to ₱117.9 million from ₱155.0 million in 2013. Equity in net earnings of associates decreased by 15.6% from ₱89.8 million in 2013 to ₱72.6 million in 2014 as the Registrant's outsourcing affiliates experienced lower earnings in 2014. Interest income dropped from ₱47.2 million in 2013 to ₱37.7 million in 2014 as interest levels continued its decline due to the increasing liquidity in capital markets. No net foreign exchange gain was recorded in 2014 compared to net Fx gain of ₱11.7 million recorded in 2013. Rent increased from ₱3.7 million in 2013 to ₱4.5 million in 2014 due to escalation of rental rates and rental of additional office units acquired. Gain on disposal of AFS and HTM Financial Assets of ₱1.3 million was recorded in 2013 against nil in 2014. Dividend income increased from ₱0.8 million in 2013 to ₱2.2 million in 2014.

B. PRINCIPAL PRODUCTS AND SERVICES OF MCHC

Currently, MCHC, the Registrant's subsidiary, has direct holdings in real estate and stock and bond investments. It also owns shares in subsidiaries and affiliates engaged in development of infrastructure projects and in real estate investment and development.

(a) Power Generation Project Companies

As a result of the crippling power shortages in the 1980s, the Philippine government launched its program to encourage private sector participation in the power industry through the enactment of Executive Order No. 215 ("EO 215"). Under EO 215, independent power producers ("IPPs") may participate in bulk generation to serve the requirements of the National Power Corporation ("NPC"), electric cooperatives, private utilities and other customers. It was against this background that MCHC's power generation project companies, Magellan Utilities Development Corporation ("MUDC"), Magellan Cogeneration, Inc. ("MCI") and Mactan Power Corporation ("MPC") were organized, on the basis of BOO schemes under Republic Act No. 6957, as amended by Republic Act No. 7718. The MPC project was sold by MCHC in 1997 right before the onset of the Asian economic crisis. The MCI project was completed and sold in 1998.

MUDC, which was established to develop an approximately 320MW power plant in Pinamucan, Batangas is 43%-owned by MCHC. The other major shareholder in MUDC is GPU Power Philippines, Inc. ("GPU Power"), with a 40% equity interest. GPU Power is a subsidiary of GPU Corporation ("GPU"), the former parent company of Manila Electric Company ("MERALCO"). GPU was a U.S.-based energy holding company with about US\$11 billion in assets that operates utilities and power plants in New Jersey and Pennsylvania, U.S.A. GPU has been acquired by First Energy Corporation of Ohio which has decided to withdraw from the project and has done so by liquidating GPU Power.

MUDC initially had a 25-year power sales contract with MERALCO, under which MUDC was to supply power to MERALCO from its 300 MW coal-fired power plant to be constructed in Pinamucan, Batangas. Under a Memorandum of Agreement executed in December 1998, the parties agreed to execute a power purchase agreement whereby MERALCO would purchase the power generated from MUDC's 320 MW power plant, which was to be fuelled primarily by natural gas. The said power purchase agreement has not yet been finalized.

As a result of the project's uncertain prospects, the Registrant's auditor recommended and management had agreed that provision be made for all project development expenditures and pre-operating expenses by MUDC in line with current accounting standards. MUDC has decided not to proceed with its power project due to MERALCO's unwillingness to enter into a revised Power Purchase Agreement and due to the withdrawal of its foreign partner, GPU. In addition, MCHC has fully provided for its receivables due from MUDC. In 2008, in the Registrant's Consolidated Financial Statements, receivables due to MCHC's subsidiary, Pinamucan Industrial Estates, Inc., were also fully provisioned. Thus, the Registrant's remaining exposure to the MUDC project is minimal at the end of 2013.

(b) Real Estate Holding and Development Companies

Until July 2011, MCHC owned 100% interest in Batangas Agro-Industrial Development Corporation ("BAID").

BAID has the following wholly-owned subsidiaries which together with BAID own 50 hectares of land fronting Batangas Bay in Pinamucan, Batangas:

- (1) Fruit of the East, Inc.;
- (2) United Philippines Oil Trading, Inc.;
- (3) Hometel Integrated Management Corporation;
- (4) King Leader Philippines, Inc.;
- (5) Samar Commodities & Industrial Corporation; and
- (6) Tropical Aqua Resources, Inc.

In July 2011, MCHC sold all its shares in BAID to J.G. Summit Holdings, Inc. for a total consideration of ₱1.04 billion.

(c) Principal Products and Services of Pointwest Technologies Corporation (“PTC”)

PTC is a global service company offering outsourced IT services from the Philippines. It is led by an experienced management team that helped pioneer offshore outsourcing in the Philippines. The Registrant is a founding shareholder of PTC and owns 30% of its equity. Among others, PTC offers software servicing, maintenance, testing, and development to various clients mostly in the United States. It started operations in 2003 and has now built up to a staffing level of over One Thousand One Hundred (1,100) IT Professionals and Support Staff. PTC's consolidated revenue in 2014 reached over ₱1.38 Billion.

(d) Principal Products and Services of Business Process Outsourcing International, Inc. (“BPOI”)

BPOI is a provider of finance and accounting services such as payroll services, internal audit, payables processing and other accounting based services. It has a total of over 600 employees servicing many of the large multinationals operating in the country. BPOI was spun off from the BPO department of SGV & Co, the biggest auditing firm in the country. The Registrant is the biggest shareholder of BPOI with a 35% ownership stake. BPOI's revenues in 2014 exceeded ₱331 million.

Competition

Pointwest Technologies Corporation and BPOI face competition from other providers of software and business process outsourcing services both in the country and abroad. Outsourcing is a competitive industry and being competitive requires ability to provide quality and reliable service and ability to control costs so that operating margins are maintained at viable levels.

Transactions with and/or Dependence on Related Parties

The Registrant's subsidiary, MCHC and certain of MCHC's subsidiaries and affiliates as well as Registrant's affiliate, BPOI have transactions with each other such as rental contracts and intercompany loans. These transactions are on arms-length basis and, in the case of partially owned affiliates, are subject to approval of unrelated shareholders of these affiliates. In the case of rental contracts, the rental rates charged are similar to those charged to outside parties leasing similar properties.

Patents, Trademarks, Copyrights, Etc.

As previously stated, other than for MUDC's power supply agreement with MERALCO and there are no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts and the like, owned by or pertaining to the Registrant and its subsidiary, MCHC.

Costs and Effects of Compliance with Environmental Laws

Since MUDC has decided not to pursue its power project, there is no anticipated need to comply with any environmental regulations. The other affiliates which are involved in the outsourcing industry which mainly involve the use of computer and other office equipment are expected to have negligible environmental impact.

Employees

The Registrant has three (3) full time employees, one (1) each for accounting, clerical, and administrative and one (1) consultant, not including the employees and consultants retained by the Registrant's subsidiary and affiliates. The Registrant's employees are not subject to any Collective Bargaining Agreements (CBA), nor are they involved in or have threatened to strike for the past three (3) years. Aside from the mandatory 13th month pay and additional 14th month pay and service incentive leaves (vacation and sick) benefits and retirement benefits mandated by R.A. 7641, there are no other benefits that are granted by the Registrant to its employees. The Registrant does not anticipate the need to hire additional employees within the ensuing twelve (12) months.

Risk of the Business of the Registrant and Subsidiaries

1. Pointwest Technologies Corporation (PTC)

PTC would face the normal risks faced by an IT services company serving mostly foreign clients. These risks include: 1) the risk that PTC may not find or retain clients; 2) some contracts are on non-recurring basis and may not be renewed; 3) risk of contract dispute in case of customer dissatisfaction with the services provided; 4) risk of non-collection of receivables due to contract dispute or to financial problems of customers; 5) high staff turnover which may affect service quality; 6) ability to recruit and retain qualified IT professionals; (7) change in foreign exchange rates that may affect the operating margin of its businesses.

2. Business Process Outsourcing International, Inc. ("BPOI")

BPO would face the normal risks faced by a BPO company which are very similar to the risks faced by an IT services outsourcing company such as PTC. BPOI currently services only domestic clients but intends to develop its foreign business. The risks BPOI takes include: 1) the risk that BPOI may not find or retain clients; 2) some contracts are on non-recurring basis and may not be renewed; 3) risk of contract dispute in case of customer dissatisfaction with the services provided; 4) risk of non-collection of receivables due to contract dispute or to financial problems of customers; 5) high staff turnover which may affect service quality; 6) ability to recruit and retain qualified accounting and finance professionals.

3. Portfolio Investments

The Registrant and its subsidiaries and affiliates also invest their excess cash in bonds, stocks and short-term placements. These involve government securities as well as corporate bond and stock investments which face the normal commercial risks such as price declines, payment defaults and foreign exchange risks in the case of foreign currency denominated investments.

Other Interests

MCHC also has a 100% interest in a mining company, Malabrigo Corporation ("Malabrigo"). Malabrigo has a paid-up capital of ₱10,000,000.00 and limestone mining claims in Batangas, which are not considered significant in potential. It has also invested as a partner in a shopping center project in the United States.

MCHC and MUDC (through Pinamucan Power Corporation) jointly own Magellan Power Partnership ("MPP"), at 25%-75% respectively. MPP has a capital of ₱100,000.00 and is presently registered with the Board of Investments. With the decision not to proceed with the MUDC project, this partnership will probably be liquidated.

Other than MUDC's power supply agreement with MERALCO and Memorandum of Understanding with SPEX, there are no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts and the like owned by or pertaining to the Registrant and its subsidiary, MCHC. Also, no substantial expenditures have been made for research and development activities for the past three (3) years.

PROPERTIES

Equity Interests. The Registrant's investment in MCHC, consists of shares of common stock with aggregate issued value representing approximately 94.34% of the outstanding shares of MCHC.

MCHC owns 70,458 shares of common stock, representing approximately 43% of the outstanding capital stock of MUDC. MUDC was set up to develop a 320 MW power plant project in Pinamucan, Batangas which has now been aborted. MCHC's exposure to MUDC has been fully provided for in the Consolidated Financial Statements.

MCHC and its subsidiary, Pinamucan Industrial Estates, Inc. also owns 3% of Aslan Pharmaceutical Ltd. a biomed company with offices in Singapore and Taiwan.

MCHC also has equity interests in Pinamucan Industrial Estates, Inc. (100%-owned), Malabrigo (100%-owned) and Magellan Power Partnership (25%-owned). MCHC also owns 100% of Magellan Capital Trading Corporation and Magellan Capital Realty Development Corporation, two inactive shell companies.

The Registrant owns common shares in Pointwest Technologies Corporation which represent a 30% ownership interest in the company. The Registrant also owns shares of BPOI equivalent to 35% ownership interest in BPOI.

Real Estate. The Registrant has no real estate holdings except through its subsidiary, MCHC.

(a) Condominium Units

MCHC owns five (5) office condominium units which comprise the entire 5th Floor of the Citibank Center building, located at 8741 Paseo de Roxas, Makati City, including five (5) appurtenant parking units, *per* a Deed of Sale executed on 26 April 2000. MCHC also owns an office condominium unit on the 25th Floor and two office condominium units on the 16th Floor of the Citibank Tower which are currently leased out. Rental from the office units owned by MCHC are expected to exceed ₱13 million in 2015 from ₱4.5 million in 2014.

MCHC, the Registrant's wholly-owned subsidiary, has relocated its corporate offices to its Citicenter Property which consists of the entire 5th Floor of the Citibank Center Building in Makati. The Registrant, as principal shareholder of MCHC, has been allocated office space by MCHC. MCHC has also leased out the four (4) remaining units. One of the units has been leased by Business Process Outsourcing International (BPOI) since February 16, 2009. Three other units are leased to Cathay United Bank, one of the largest banks in Taiwan and to two other lessees.

(b) Land/Property Ownership

MCHC has acquired a 985 m2 lot in Fort Bonifacio which it plans to develop into an office and/or residential building. Architectural plans for the building are currently being prepared. As of 31 December 2013, the above land and properties are not subject to any mortgages, liens or encumbrances.

The Registrant or its subsidiary may acquire additional property in the next twelve (12 months) as it is actively looking to acquire income producing properties and additional land holdings.

LEGAL PROCEEDINGS

There are no proceedings involving, and to the best of knowledge threatened against the Company. However, with respect to its subsidiaries, following is a summary of pending litigation involving them:

- (a) ***“Rolando M. Zosa v. Magellan Capital Holdings Corporation and Magellan Capital Management Corporation”***, Civil Case No. CEB-18619, Regional Trial Court of Cebu City, Branch 58; *Magellan Capital Management Corporation and Magellan Capital Holdings Corporation v. Rolando M. Zosa, et al.*” G.R. No. 129916, Supreme Court; *Ad Hoc Arbitration with an Arbitral Tribunal composed of Justice Florentino P. Feliciano, as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members; Regional Trial Court, Branch 139, SP Proc. No. M-6259 and SP Proc. No. 6264.*

This is a case for damages instituted in May 1996, wherein complainant Zosa seeks to enforce his purported rights under his Employment Agreement with defendants and claims entitlement to the following reliefs, to wit:

- (1) actual damages in the amount of ₱10,000,000;
- (2) attorney's fees in the amount of ₱300,000; and
- (3) expenses of litigation in the amount of ₱150,000.

Defendants sought a dismissal of the case, invoking the provision of arbitration in the Employment Contract. In a Decision dated 18 July 1997, the trial court declared invalid the arbitration clause providing for the manner by which the arbitrators will be chosen and substituted the provisions of the Arbitration Law therefor. The Supreme Court, on 26 March 2001 affirmed the trial court's decision which became final and executory. Arbitrators were appointed one by Zosa, on the one hand, and the other jointly appointed by MCHC and MCMC and a third jointly chosen by the two arbitrators.

Sometime in November 2004, the Arbitral Tribunal was finally constituted composed of Justice Florentino P. Feliciano as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members.

On March 14 2005, the parties submitted to the Tribunal their Confirmation of Agreement to Submit to Arbitration. The Complainant has submitted its Statement of Claims & Memorials. The respondents have submitted their Statement of Defenses and are scheduled to submit their Counter-Memorials on 02 May 2004.

On 02 August 2005, the Memoranda of the parties were submitted and the case was submitted for resolution.

On 06 March 2005, the Tribunal rendered its decision awarding Zosa's claim for severance pay but disallowed his claims for attorney's fees and moral and exemplary damages and costs of suit.

On 12 April 2006, MCHC filed with the Regional Trial Court of Makati City, a verified petition with prayer for the issuance of an Order to Vacate the Arbitral Award, dated 6 March 2006, pursuant to Sections 22 to 29 of Republic Act No. 876 ("The Arbitration Law") and the relevant provisions of Republic Act No. 9825 (the "Alternative Dispute Resolution Act of 2004). Likewise, Zosa filed his Application for Confirmation of Award on 12 April 2006. The two cases were consolidated and are presently pending with Branch 139 of the Regional Trial Court of Makati as Sp. Proc. No. M-6259 and M-6264. The parties are presently awaiting the Court's resolution on the issue of whether the Application for Confirmation of Award was seasonably filed considering the non-payment of docket fees at the time of filing. On 17 March 2009, a hearing was held whereby the Court directed all the parties to submit their respective Memoranda. In compliance with the aforesaid order, MCHC submitted its Memoranda on 17 May 2009. The case has been submitted for resolution as of 29 January 2013. On May 6, 2015, MCHC received the Order of the Court formally submitting the Case for resolution.

- (b) ***"People of the Philippines vs. Ariel Balatbat"***, Criminal Case No. 115515, Regional Trial Court of Pasig City, Branch 155. MCHC filed a complaint, through its authorized officer, against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount ₱41,021.50 (converted to US\$1,000.00). On 29 October 2004, the Court rendered its decision finding the accused guilty beyond reasonable doubt of the crime of qualified theft under Article 310 of the Revised Penal Code and imposed the corresponding penalty of imprisonment of 10 years minimum to a maximum of 14 years. The case is pending appeal as of this writing.

"People of the Philippines vs. Ariel Balatbat", Criminal Case No. 114955, Regional Trial Court of Pasig City, Branch 151. MUDC, through its authorized officer, has also filed a complaint against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount of ₱121,500.00 (equivalent to US\$3,000.00), US\$4,000.00, and US\$1,020.00. Said amounts were never recovered or accounted for. The case is currently pending before the Regional Trial Court, which also issued a warrant of arrest for the same. The bail was set for ₱40,000.00. The accused was arrested and subsequently arraigned. Three (3) witnesses have been presented - two (2) from the bank and one (1) from MUDC.

On 28 February 2005, the Prosecution filed its "Formal Offer of Evidence". Defense rested its case on 4 December 2006. On 22 January 2007, the Prosecution presented its rebuttal evidence. The Memorandum for the Prosecution having been filed, the case was submitted for decision. As of this writing or on April 29, 2013 the Court rendered its decision finding the accused guilty of the crime of qualified theft and sentenced the accused to *reclusion perpetua*. It also ordered the restitution to MUDC of the amount of \$4,000.00 or its peso equivalent ₱105,720.00 Pesos. The Court found no liability for the amount of \$3,000.00 withdrawn it appearing that same was credited to private complainant.

FINANCIAL AND OTHER INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Registrant's consolidated revenue in 2014 decreased by 23.9% to ₱117.9 million from ₱155.0 million in 2013. Equity in net earnings of associates decreased by 19.2% from ₱89.8 million in 2013 to ₱72.6 million in 2014 as the Registrant's outsourcing affiliates experienced a drop in earnings caused by the loss of a major account at BPOI and lower operating margins on some accounts of Pointwest. Interest income also dropped from ₱47.2 million in 2013 to ₱37.7 million in 2014 as interest levels continued its decline due to the increasing liquidity in capital markets. A net foreign exchange gain of ₱11.7 million was recorded in 2013 as the Peso declined against foreign currencies which benefitted the foreign exchange denominated bonds and other securities hold by the Registrant and its subsidiary against a foreign exchange loss in 2014. Rent increased from ₱4.5 million in 2014 to ₱3.5 million in 2013 due to escalation of rental rates and the leasing out of additional condominium office units in 2014. Gain on disposal of AFS and HTM Financial Assets of ₱1.3 million was recorded in 2013 against ₱0.2 million in 2014. Dividend income increased from ₱0.8 million in 2013 to ₱2.3 million in 2014. Rental income in 2015 is expected to exceed ₱12 million in 2015 as additional rental property was acquired at the end of 2014 and have been leased out.

Total consolidated expenses of the Registrant increased to ₱34.0 million in 2014 compared to ₱24.7 million in 2013. Fair Value losses of financial assets at FVPL of ₱5.5 million, foreign exchange loss of ₱2.8 million and loss on Disposal of AFS Financial assets of ₱1.1 million accounted for the bulk of the increase.

As a result of the above, total consolidated income before tax in 2014 totalled ₱83.9 million compared to ₱130.3 million in 2013. After provision for income tax, total consolidated net income after tax totalled ₱78.8 million in 2014 compared to ₱120.1 million in 2013.

Net income attributable to non-controlling interest, namely minority shareholder of Magellan Capital Holdings Corporation, totalled ₱1.5 million in 2014 compared to ₱3.3 million in 2013.

The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2014, the Registrant's consolidated cash and cash equivalent totalled over ₱946 billion which was lower than the level of ₱1.024 billion as of December 31, 2013 due to additional investments made in 2014. The Registrant and its subsidiary is planning to undertake development of MCHC's land in Fort Bonifacio into an income producing building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱30.1 million compared to total equity of ₱1.8 billion as of the end of 2014.

The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2014 totalled ₱946 million compared to ₱1,025 million at the end of 2013 while total current assets totalled ₱1.1 billion at year-end 2014 compared to ₱1.2 billion at year-end 2013. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

Top Five (5) Key Performance Indicators

The top five (5) performance indicators for the Registrant are as follows:

- (1) Revenue Generation
- (2) Change in net income
- (3) Earnings per share
- (4) Current ratio
- (5) Book value per share

Revenue Generation. Revenue in the last three fiscal years are summarized below along with vertical percentage analysis:

(P000)	YEAR 2014	PERCENTAGE	YEAR 2013	PERCENTAGE	YEAR 2012	PERCENTAGE
Equity in net earnings of associates	P 72,551	61.6%	P 89,756	57.9%	P 77,663	49.0%
Interest Income	37,720	32.0%	47,162	30.4%	69,540	43.9%
Fair value gains of Financial Assets at FVPL	-	-	-	-	6,646	4.2%
Rent	4,505	3.8%	3,714	2.4%	3,542	2.2%
Dividend Income	2,290	1.9%	767	0.5%	1,009	0.6%
Gain on Disposal of Transport Equipment	-	-	320	0.2%	125	0.1%
Gain on Disposal of AFS and HTM Investments	236	0.2%	1,302	0.9%	-	-
Net FX Gain	-	-	11,699	7.5%	-	-
Others	565	0.5%	270	0.2%	377	-
Total from continuing operation	P 117,867	100.0%	P 154,992	100.0%	P 158,327	100%

Because it is a holding company, the Registrant derives a large part of its revenue from its equity in net earnings of associates which in 2014 accounted for over 60% of consolidated total revenues from continuing operations. The Registrant's outsourcing affiliates have been increasing their earnings in the last few years. However, 2014 saw a drop in earnings of the outsourcing affiliates as BPOI lost a major account and Pointwest experienced lower margin on some new accounts. As a result, the Registrant's share in their net earnings dropped to P72.6 million in 2014 from P89.8 million in 2013. Interest income also decreased in 2014 to P37.7 million from P47.2 million in 2013 due to lower rates of interest in the capital markets. In the future, we would expect rental income to gradually increase as the Registrant and its subsidiary increases its portfolio of income producing properties by developing its land in Fort Bonifacio into an income producing building and by acquiring additional income producing properties and interest income to continue to drop. Rental income in 2015 is expected to exceed P12 million from P4.5 million in 2014 due to acquisition of additional income producing property. Poinwest has also gotten new projects which are expected to improve earnings prospects in 2015.

Change in net income. The summary income statement for the last three fiscal years are shown below with vertical percentage analysis.

(000)	YEARS ENDED DECEMBER 31					
	2014	PERCENTAGE	2013	PERCENTAGE	2012	PERCENTAGE
Revenue	P 117,867	100%	P 154,992	100.0%	P 158,527	100.0%
Expenses	33,996	28.8%	24,693	15.9%	29,730	18.8%
Net Income Before Tax	83,870	71.2%	130,299	84.1%	128,797	81.2%
Tax	(5,116)	4.3%	(10,155)	6.6%	(9,931)	6.3%
Net Income After Tax	78,754	66.8%	120,144	77.5%	118,868	74.9%
Total Net Income	P 78,754	66.8%	P 120,144	77.5%	P 118,866	74.9%
Attributable to Stockholders of Registrant	77,290	65.6%	116,865	75.4%	116,513	73.5%
Non-Controlling Interest	1,464	1.2%	3,277	2.1%	2,352	1.4%

As the above shows, net income dropped to P78.8 million in 2014 from P120.1 million in 2013. The drop in net income was due to lower equity in net earnings of associates, lower interest income and Fx losses and Fair Value loss on financial assets at FVPL. The net income in 2014 attributable to stockholders of the Registrant was P77.3 million while P1.5 million was attributable to non-controlling interests, namely minority shareholders of Magellan Capital Holdings Corporation. The net income attributable to stockholders of the Registrant in 2013 was P116.9 million while P3.3 million was attributable to non-controlling interests.

Earnings per share. The earnings per share in 2014 amounted to P0.201 per share compared to earnings per share from continuing operations of P0.304 in 2013 and P0.303 in 2012. The earnings per share are adjusted to reflect the shares held by the Registrant's subsidiaries which are classified as treasury shares in the Consolidated Financial Statements.

Current-Ratio. Current Ratio (current assets divided by current liabilities) which measures the liquidity position of the Registrant was 53 x at December 31, 2014 compared to 68 x at the end of 2013. The Registrant's liquidity position is very strong and gives it substantial resources to pursue its projects.

Book value per share. The Registrant's book value per share (excluding treasury shares owned by subsidiaries of the Registrant) was P4.39 per share at the end of 2014 from P4.34 at year-end 2013 and P4.35 at year-end 2012.

OPERATIONS AND FINANCIAL CONDITION FOR THE LAST THREE (3) FISCAL YEARS

The following is a detailed discussion of the Registrant's operations and financial condition for the past three (3) fiscal years.

Exhibit "2" shows the audited consolidated balance sheet as of December 31, 2014 and December 31, 2013 and audited consolidated income statements for the years 2014, 2013 and 2012. The accounts are discussed below in more detail.

OPERATING RESULTS

Revenues. In the year ended 31 December 2014, total consolidated revenues totaled ₱117.9 million compared to ₱155.0 million in 2013 and ₱158.5 million in 2012. The reasons for the change have been discussed in the revenue generation section earlier in Item 6 of this Report.

Expenses. Total consolidated operating expenses increased to ₱34.0 million in 2014 from the ₱24.7 million in 2013 due to the reasons discussed in Item 6 of this report.

Net Income Before Tax. As a result of the movement in revenues and expenses discussed in the preceding sections, net income before tax totaled ₱83.9 million in 2014 compared to ₱130.3 million in 2013 and ₱128.9 million in 2012.

Provision For Income Tax. In 2014, there was a provision for income tax of ₱5.1 million compared to ₱10.2 million in 2013.

Net Income After Tax. As a result of the provision for income tax discussed above, the Registrant had a consolidated net income after tax of ₱78.8 million in 2014 compared to ₱120.1 million in 2013 and ₱118.9 million in 2012.

BALANCE SHEET ACCOUNTS

The following comparative financial analysis is based on audited consolidated balance sheets as of December 31, 2014 and December 31, 2013 shown in Exhibit "2". Exhibit "4" shows the vertical percentage analysis of balance sheet accounts as of December 31, 2014 and December 31, 2013. The movements in the various accounts are discussed below:

ASSETS

Current Assets. Total current assets at year-end 2014 totaled ₱1,096 million compared to ₱1,197 million at year-end 2013. Cash and cash equivalents decreased to ₱946 million at year end 2014 from ₱1,024 million at year end 2013 as some cash was used for property investments and cash dividends during the year. Financial assets at Fair Value through Profit or Loss (FVPL) totaled ₱65.6 million at year-end 2014 from ₱62.3 million at year-end 2013. Receivables also decreased to ₱58.3 million at year-end 2014 from ₱65.6 million at year-end 2013 due mainly to lower dividend receivables from Pointwest Technologies Corporation and Business Process Outsourcing International, Inc. Current portion of HTM Investments totaled nil at year-end 2014 from ₱36.4 million at year end 2013. Prepayments and other assets increased to ₱16.6 million at year-end 2014 from ₱8.6 million at year-end 2013.

Non-Current Assets. Total non-current assets at year-end 2014 totaled ₱691.8 million versus ₱572.7 million at year-end 2013. Most of the increase was due to increase in investment property which increased from ₱46.3 million at year end 2013 to ₱136.7 million at year end 2013 due to investments made and due to increase in AFS Financial assets which increased due to reclassification of some investment from HTM to AFS and due to additional investments made.

Total Assets. As a result of the movement in the accounts described above, total consolidated assets of the Registrant at year-end 2014 totaled ₱1,778 million compared to ₱1,770 million at year-end 2013.

LIABILITIES AND EQUITY

Current Liabilities. Current liabilities increased to ₱20.4 million at year-end 2014 from ₱17.6 million at year-end 2013 mainly due to increase in accounts payable to ₱10.7 million at year end 2014 from ₱5.5 million at year end 2013.

Non-Current Liabilities. Non-current liabilities increased to ₱9.7 million at year-end 2014 from ₱8.1 million at year-end 2013 due mainly to increase in retirement benefit obligation.

Stockholder's Equity. Total Stockholder's Equity Attributable to Equity Holders of the Registrant increased to ₱1,688.7 million at year-end 2014 from ₱1,673.9 million at year end 2013. This was due mainly to the net income in 2014 attributable to equity holders of the Registrant of ₱77.3 million but reduced by dividends paid out during the year and the effect of unrealized gain on AFS Financial Assets and the effect of actuarial losses on retirement benefit obligations. Equity attributable to minority shareholders of MCHC totalled ₱69.4 million at year end 2014 compared to ₱70.8 million at year-end 2013 due to payment of dividends by Magellan Capital Holdings Corporation. As a result, total stockholders equity at year-end 2014 stood at ₱1,758.1 million compared to ₱1,744.7 million at year-end 2013.

(i) Any known trends or any known demands, commitments, events or uncertainties

The Registrant and its subsidiary and affiliates are now substantially debt-free, except for MUDC, which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements during the next twelve (12) months. Consolidated cash and cash equivalents totaled ₱946 million at year end 2014 compared to ₱1,024 million at year end 2013. Other than the normal fluctuations of the Philippine Peso to the U.S. Dollar, the Registrant is unaware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

(ii) Any events that will trigger direct or contingent financial obligation

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.

(iii) All material off-balance sheet transactions, arrangements, obligations

There are no 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.

(iv) There are no material commitments for capital expenditures, by the Company or its majority owned subsidiary.

(v) There are no trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable impact on net revenues/income from continuing operations except for possible unrealized or realized foreign exchange gains from the dollar denominated investments of the Company and its majority owned subsidiary. These are generally recognized in the year-end Audited Financial Statements except for realized foreign exchange gain which are reported in the period realized.

- (vi) The Company did not realize any non-operating income in the first quarter of 2014 or in the first quarter of 2014 aside from unrealized gains on trading securities and gains on disposal of AFS/HTM investments.

FIRST QUARTER 2015 REPORT

The following is a detailed discussion of the Registrant's operations and financial condition during the first quarter of 2015 and first quarter of 2014.

Operating Results

Breakdown of Revenue for the Three Month Periods Ending March 31, 2015 and March 31, 2014 with Vertical and Horizontal Percentage Analysis:

(P000)	FIRST QUARTER MARCH 31, 2015	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2015	FIRST QUARTER MARCH 31, 2014	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2014	INCREASE (DECREASE) AMOUNT MARCH 31, 2015	INCREASE (DECREASE) PERCENTAGE MARCH 31, 2015
INTEREST INCOME						
From Banks	P 1,496	9.7%	P 2,281	21.8%	P (785)	(34.4%)
From Securities	5,583	36.4%	7,173	68.5%	(1,590)	(22.2%)
TOTAL	7,079	46.1%	9,454	90.3%	(2,375)	(25.1%)
Dividend Income	14	0.1%	18	0.2%	(4)	(22.2%)
Rent Income	3,356	21.9%	909	8.7%	2,447	169%
Unrealized Gain on Trading Securities	2,845	18.5%	-	-	285	-
Gains on Disposal of AFS/HTM	2,052	13.4%	40	0.4%	2,012	5,000%
Other Income	-	-	47	0.4%	(47)	-
TOTAL	P 15,346	100%	P 10,468	100%	P 4,878	46.6%

Revenues. Consolidated Revenues, during the 3 month period ended March 31, 2015, totaled P15.3 million compared to the P10.5 million during the same 3 month period in 2014 or an increase of 46.6%. The higher revenue was mainly due to higher rental income which increased by P2.4 million or 169% higher than the rental income in the first quarter of 2014. In addition, unrealized gain on trading securities totaled P2.9% million in the first quarter of 2015 compared to nil in the first quarter of 2014 as prices of listed securities owned by the Registrant and its subsidiary went up. This was partly offset by lower interest income due to lower interest rates on bank deposits and Short Term Investments.

Expenses. Consolidated General and Administrative Expenses in the first quarter of 2015 totaled P6.9 million which was lower than the P10.4 million in the first quarter of 2014. Lower foreign exchange loss of P1.0 million and lack of unrealized loss on financial assets at FVPL accounted for most of the decrease. Repair and maintenance expenses also decreased by P0.6 million due to the cost of installation of the fire sprinkler system in the office condominium owned by Magellan Capital Holdings Corporation, the Registrant's subsidiary in the first quarter of 2014 which was a one-time expense.

Operating Income. As a result of the factors discussed above, consolidated operating income in first quarter 2015 totaled P8.4 compared to a P58,911 net income in the same period of 2014.

Net Income. Net income totaled P8.4 million during the first quarter of 2015 compared to net income of P58,911 in the first quarter of 2014. The net income in the first quarter of 2015 attributable to shareholders of the Company totaled P8.0 million while P368,076 in net income was attributable to minority shareholders in the company's majority owned subsidiary Magellan Capital Holdings Corporation. In the first quarter of 2014, P7,851 net loss was attributable to shareholders of the company and P66,762 net income attributable to minority shareholders in the Registrant's subsidiary.

BALANCE SHEET ACCOUNTS

The following shows the Balance Sheet Accounts for March 31, 2015 compared to December 31, 2014.

ASSETS

Current Assets. Consolidated current assets as of March 31, 2015 totaled ₱1,095.8 million compared to ₱1,096 million as of December 31, 2014.

Receivables from Related Parties. This account stayed level at ₱1.9 million at March 31, 2015, the same level as at year-end 2014.

Investments in Associates. This account which consists of investment in Pointwest Technologies Corporation and BPO International, Inc. remained unchanged from year-end 2014 to March 31, 2015 at ₱149.1 million as equity in net earnings of associates are taken up at year-end.

Available for Sale Investments. This account which consists mostly of corporate bonds increased to ₱354.4 million as of March 31, 2015 from ₱351.4 million at year-end 2014 due to additional investment in bonds.

Property And Equipment. This account totaled ₱13.6 million as of March 31, 2015 compared to ₱13.9 million as of December 31, 2014 due to allowance for depreciation in the first quarter of 2015.

Investment in Property. This Account totaled ₱135.6 million as of March 31, 2015 compared to ₱136.8 million at year-end 2014 due to allowance for depreciation in the first quarter of 2015.

Other Non-Current Assets. This account totaled ₱38.8 million as of March 31, 2015 the same as at year-end 2014.

Total Assets. As a result of the foregoing, total assets increased slightly to ₱1,788.9 million as of March 31, 2015 from ₱1,788.1 million as of December 31, 2014.

LIABILITIES AND EQUITY

Current Liabilities. Current liabilities was at ₱15.4 million as of March 31, 2015 compared to ₱20.4 million at year-end 2014.

Non-Current Liabilities. Non-current liabilities which consists mostly of retirement benefits obligation was stable at ₱9.7 million as of March 31, 2015, the same level as at year-end 2014. The accrual of additional retirement benefit obligation is taken up at year-end based on actuarial studies commissioned at that time.

Stockholder's Equity. Total stockholder's equity increased slightly to ₱1,763.9 million as of March 31, 2015 from ₱1,758.1million at year-end 2014 due to the comprehensive net income of ₱5.8 million generated in the first quarter of 2015. Total equity attributable to stockholders of the company totaled ₱1,694.2 million at March 31, 2015 from ₱1,688.7 million at December 31, 2014 due to the comprehensive income of ₱5.5 million attributable to stockholders of the company. In the first quarter of 2015, minority interest which represents the share of minority shareholders of Magellan Capital Holdings Corporation was ₱69.8 million at March 31, 2015 compared to ₱69.4 million at December 31, 2014 due to their share of comprehensive income generated in the first quarter of 2015.

INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Audit Fees and Services

a) Audit and Audit- Related Fees for the Last Three Fiscal Years

	2012	2013	2014
Registrant	P 204,750	P 211,000	P 221,550
MCHC	316,050	325,000	341,250
Subsidiaries of MCHC	40,021	42,961	41,009
MUDC	23,157	24,013	19,149

b) Tax Fees: None

c) All Other Fees: None

d) Audit Committee's Approval of Policies and Procedures:

Prior to the commencement of audit work, the external auditors, present their program and schedule to the company's Audit Committee. The company's audited financial statements for the year are presented by the external auditors to the Audit Committee for committee approval and endorsement to the full Board for final approval. Upon the recommendation of the Audit Committee, the Board approved the audit fees and nomination of SGV & Co as external auditor for the year 2014.

Financial Statements

The Statement of Management's Responsibility along with Audited Consolidated Financial Statements as of December 31, 2014 are shown in this report.

Changes in and Disagreements with Accountants on Accountings and Financial Disclosure

The Corporation has continuously engaged the services of SGV & Co. as the Corporation's External Auditor. There has been no change in and disagreements with SGV & Co., on its accounting and financial disclosure since their appointment in 1997.

Attendance of Accountants in the meeting

Representatives of the Corporation's External Auditor, SGV & Co., are expected to be present at the Annual Stockholders' Meeting on July 28, 2015. Said accountants will be given the opportunity to make a statement if they desire to do so and will be available to respond to relevant questions on the financial statements.

Dividends

Dividends of ₱0.20 per share were declared and paid in 2014. Dividends of ₱0.20 per share were paid in 2013.

Under the Registrant's By-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Corporation Code, namely that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose. The amount of unrestricted retained earnings available for distribution as of December 31, 2014 was ₱355,172,334.00.

TOP 20 STOCKHOLDERS OF THE REGISTRANT

The top twenty (20) stockholders of the common equity of the Registrant as of **May 31, 2015** are as follows:

	NAME OF STOCKHOLDERS	NUMBER OF SHARES			PERCENTAGE
		CLASS A	CLASS B	TOTAL	
1	Essential Holdings Limited	-	139,778,670	139,778,670	29.01%
2	PCD Nominee Corporation	72,583,988	-	72,583,988	15.06%
3	Pinamucan Industrial Estates, Inc.	11,742,426	37,744,379	49,486,805	10.27%
4	Magellan Capital Holdings Corporation	47,548,022	-	47,548,022	9.87%
5	Consolidated Tobacco Industries of the Philippines, Inc.	43,052,023	-	43,052,023	8.93%
6	Vructi Holdings Corporation	34,250,628	-	34,250,628	7.11%
7	Center Industrial and Investment, Inc.	23,991,000	-	23,991,000	4.98%
8	Robert Y. Cokeng	15,501,072	-	15,501,072	3.22%
9	Johnson Tan Gui Yee	15,371,747	-	15,371,747	3.19%
10	Victorian Development Corporation	12,085,427	-	12,085,427	2.51%
11	PCD Nominee Corporation (F)	-	10,708,581	10,708,581	2.26%
12	Brixton Investment Corporation	2,815,000	-	2,815,000	0.58%
13	Francisco Y. Cokeng, Jr.	2,160,000	-	2,160,000	0.45%
14	Antonio H. Ozaeta	1,374,751	-	1,374,751	0.29%
15	Homer U. Cokeng, Jr.	1,020,000	80,000	1,100,000	0.23%
16	Betty C. Dy	1,100,000	-	1,100,000	0.23%
17	Johnson U. Co	1,100,000	-	1,100,000	0.23%
18	Rosalinda C. Tang	1,080,000	-	1,080,000	0.22%
19	Olivia Chua Ng	950,000	-	950,000	0.20%
20	Metro Agro Industrial Supply Corporation	523,833	270,144	793,977	0.16%

Percentage based on the Total Issued and Outstanding Shares of 481,827,653.

Recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exempt transaction

The Registrant has not sold any securities within the past three (3) years, which were not registered under the Securities Regulation Code, including sales of reacquired, as well as new issues, securities issued in exchange for property, services, or other securities and new securities resulting from the modification of outstanding securities.

Warrants

There are no warrants or options outstanding as of the end of December, 2014 and up to the present.

DISCUSSION ON COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

In Compliance with SEC Memorandum Circular No. 2, dated April 05, 2002, the Company submitted its Manual on Corporate Governance on August 29, 2002 as approved by its Board of Directors in a meeting held on August 14, 2002, which basically adopted the SEC's Model Manual. Since the Manual's effectivity on January 01, 2003, the Company's Board of Directors and Management has been complying with the principles laid down by the Code of Corporate Governance through the mechanisms which have been institutionalized in the Manual and so far as may be relevant and appropriate to the Company's business as a holding company.

The Company continues to adopt measures to ensure compliance with the leading practices on good corporate governance through, among others, the nomination and election of two independent directors, the constitution of the different committees required by the Code such as the Nominations Committee, the Audit Committee, the Compensation and Remuneration Committee, all of which have been performing their functions as laid down in the Manual.

During a meeting held on March 29, 2004 the company's Board of Directors approved the adoption as part of the Manual, Sec. 4.2 of the PSE's Revised Disclosure Rules, which is in consonance with Chapter VII of the Securities Regulation Code.

Since its effective date, there has been no deviation from the Company's Manual of Corporate Governance. No member of the Company's Board of Directors or its officers and personnel has done or caused to be done any act in violation of the principles laid down in the said Manual.

The Company continues to adhere to the principles and policies of its Manual with the view to continually improve the company's corporate governance.

On February 11, 2008, the Board of Directors of the Company attended and completed the Seminar on Corporate Governance given by the UP Law Center, as required by the Rules. The company continues to comply with the appropriate performance self-rating assessment and performance evaluation system in compliance with pertinent SEC regulations.

On February 22, 2011, the Company submitted its Revised Manual on Corporate Governance pursuant to SEC Memorandum Circular No. 6, Series of 2009.

In compliance with pertinent Rules, the Corporate Secretary of the Company attended various seminars on the Corporate Governance – the Asean Scorecard Information Briefing held on various dates, the last one being held last March 26, 2013 at the Institute of Corporate Directors.

On May 30, 2013, the Company submitted its Annual Corporate Governance Report pursuant to SEC Circular No. 5, Series of 2013.

On October 20, 2014, the Company's President and Corporate Secretary attended the SEC-PSE Corporate Governance Forum at the Makati Shangri-la Hotel.

On April 23, 2015, the Company's representatives attended the SEC Corporate Governance Workshop on the Asean Corporation Governance Scorecard at the Crowne Plaza Manila in Ortigas.

Evaluation System

The Company continues to adhere to the principles and policies of its Manual with the view to continually improve the company's corporate governance. It has adopted as a guideline the SEC's Corporate Governance Self-Rating Form (CG-SRF) in order to determine the Company's compliance with the leading practices on Corporate Governance.

Plan to Improve

The Company continues to take efforts to be abreast with development and trends on Corporate Governance as the same may emerge.

BOARD OF DIRECTORS AND MANAGEMENT

DIRECTORS

Robert Y. Cokeng
Chairman

Francisco Y. Cokeng, Jr.
Vice-Chairman

Emeterio L. Barcelon, S.J.

Francis L. Chua

Johnson U. Co

Johnny O. Cobankiat

Mark Ryan K. Cokeng

Mary K. Cokeng

Johnson Tan Gui Yee

Rufino B. Tiangco

Robert Y. Ynson

MANAGEMENT

ROBERT Y. COKENG
Chairman of the Board

ROBERT Y. COKENG
President

EMETERIO L. BARCELON, S.J.
Senior Vice-President

JOHNSON U. CO
Vice-President for Administration

MARK RYAN K. COKENG
Treasurer and
Chief Financial Officer

ATTY. FINA C. TANTUICO
Corporate Secretary

DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

DIRECTORS AND EXECUTIVE OFFICERS

The following are the directors and executive officers of the Registrant, with the past and present positions held by them in the Registrant's subsidiaries and other companies for the past five (5) years:

ROBERT Y. COKENG, 63 years old, Filipino citizen.
Chairman, President & Chief Executive Officer

Re-elected on 31 July 2014 for a one-year term. Director and Officer since 1996.

President & Chief Executive Officer, Magellan Capital Holdings Corporation, Magellan Utilities Development Corporation, Pinamucan Power Corporation, Malabrigo Corporation, Consolidated Tobacco Industries of the Philippines, Inc. and Center Industrial and Investment, Inc.; *Director*, Alcorn Gold Resources Corporation (PSE listed company); *Chairman*, Pinamucan Industrial Estates, Inc.; *Managing Director*, Essential Holdings Ltd.; *Chairman*, Pointwest Technologies Corporation and Pointwest Innovations Corporation; *Director and Chairman of the Executive Committee*, Business Process Outsourcing International, Inc.; *Chairman*, Ipads Developers, Inc.

FRANCISCO Y. COKENG, JR., 61 years old, Filipino citizen.
Vice-Chairman and Director

Re-elected on 31 July 2014 to a one-year term. Director since 1996.
Also director from 1980-1991.

Director, Consolidated Tobacco Industries of the Philippines, Inc., Magellan Capital Holdings Corporation; *Chairman*, Sunflare Horizon International, Inc.

EMETERIO L. BARCELON, S.J., 87 years old, Filipino citizen.
Senior Vice-President and Director

Re-elected on 31 July 2014 for a one-year term. Director since 1980.

Former Director, Oriental Petroleum and Minerals Corporation; *Former President*, Ateneo de Davao; *Vice-President*, Xavier University; *Former Professor*, Asian Institute of Management; *Columnist*, Manila Bulletin; *Director*, Magellan Capital Holdings Corporation.

JOHNSON U. CO, 62 years old, Filipino citizen.
Vice-President for Administration

Re-elected on 31 July 2014 for a one-year term. Director and Treasurer since 1996.

President, Pinamucan Industrial Estates, Inc., Sunflare Horizon International, Inc.; *Vice-President for Administration and Director*, Magellan Capital Holdings Corporation; *Treasurer*, Magellan Utilities Development Corporation and Malabrigo Corporation; *Director*, Pinamucan Power Corporation; *Vice Chairman*, Consolidated Tobacco Industries of the Philippines, Inc.

MARK RYAN K. COKENG, 29 years old, Filipino citizen.
Treasurer and Director

Elected on 31 July 2014 to a one-year term.

Treasurer and Director, Magellan Capital Holdings Corporation; *Director and Treasurer*, Magellan Capital Corporation; *Director*, IPADS Developers, Inc.; *Director*, Pointwest Technologies Corporation, *Director*, Pointwest Innovations Corporation, *Director and Treasurer*, Business Process Outsourcing International, Inc. Bachelor of Arts in Economics and Statistics, Boston University.

MARY K. COKENG, 62 years old, Filipino citizen.
Director

Re-elected on 31 July 2014 to a one-year term. Director since 2008.

Director, Essential Holdings, Limited, *Director*, Magellan Capital Holdings Corporation.

JOHNNY O. COBANKIAT, 63 years old, Filipino citizen.
Director

Re-elected on 31 July 2014 to a one-year term. Director since 2008.

President, Ace Hardware Phils., Cobankiat Hardware, Inc. and Milwaukee Builders Center, Inc.; *Executive Vice President*, Hardware Workshop; *Vice Chairman*, R. Nubla Securities; *Director*, Shang Properties, Inc. (PSE-listed Company).

FRANCIS LEE CHUA, 63 years old, Filipino citizen.
Director

Re-elected 31 July on 2014 for a one-year term. Director since 2001.

General Manager, Sunny Multi Products and Land Management Inc., Rocky's Construction Supplies and Marketing, Inc.; *Corporate Secretary*, Sunflare Horizon International, Inc.

JOHNSON TAN GUI YEE, 68 years old, Filipino citizen.
Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

Chairman, Armak Tape Corporation; *President & Chief Executive Officer*, Armak Holdings and Development, Inc.; *President*, Yarnton Traders Corporation; *Director*, Magellan Capital Holdings Corporation.

RUFINO B. TIANGCO, 65 years old, Filipino citizen.
Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

Chairman of the Board, R.A.V. Fishing Corporation, Marala Vitas Central Terminal & Shipyard Corp.; *President*, Vructi Holdings Corporation; Trufsons Holdings Corporation, Ruvict Holdings Corporation; *Director*, Magellan Capital Holdings Corporation and Magellan Utilities Development Corporation.

ROBERT Y. YN SON, 67 years old, Filipino citizen.
Director

Re-elected on 31 July 2014 to a one-year term. Director since 1997.

President, Phesco, Incorporated, Benter Management & Construction Corporation, Pearl of the Orient Realty & Development Corporation; INAVEIT Systems Technologies, Inc., Pumps Internationale Corporation; *Director*, Super Industrial Corporation.

FINA C. TANTUICO, 53 years old, Filipino citizen.
Corporate Secretary

Elected on 31 July 2014 to a one-year term.

Legal Counsel and Corporate Secretary, F & J Prince Holdings Corporation and its subsidiaries and affiliates (2002 up to the present); Magellan Capital Holdings Corporation and its subsidiaries, Magellan Utilities Development Corporation, Pointwest Technologies Corporation, Pointwest Innovations Corporation, Pinamucan Industrial Estates Inc; *Corporate Secretary*, Philippine Telegraph & Telephone Co. (PT&T), Capitol Wireless Inc. (Capwire), Philippine Wireless Inc. (Pocketbell), Republic Telecommunications Company (Retelcom), U.P. Law Alumni Foundation Inc. (UPLAF), *Former Assistant Vice-President and Corporate Secretary*, United Overseas Bank Philippines (2000-2001).

Term of Office. The directors of the Registrant were elected during the annual stockholders' meeting held on 31 July 2014. The directors have a one (1) year term of office.

The Independent Directors. The independent directors of the Registrant are Robert Y. Ynson and Francis L. Chua.

SIGNIFICANT EMPLOYEES

There are no other persons other than the Registrant's executive officers who are expected to make a significant contribution to its business.

FAMILY RELATIONSHIPS

Messrs. Robert Y. Cokeng and Francisco Y. Cokeng, Jr. are brothers. They are first cousins of Johnson U. Co. Mary K. Cokeng is the spouse of Robert Y. Cokeng. Mark Ryan K. Cokeng is the son of Robert and Mary Cokeng.

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

The management of **F& J Prince Holdings Corporation and its subsidiaries** is responsible for the preparation and fair presentation of the financial statements for the years ended December 31, 2014 and 2013, including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors or Trustees reviews and approves the financial statements and submits the same to the stockholders or members.

Sycip, Gorres, Velayo and Company, the independent auditors appointed by the stockholders, has examined the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signed under oath by the following:



Robert Y. Cokeng
President/ CEO/ Chairman


Mark Ryan K. Cokeng
Treasurer/Chief Financial Officer

SUBSCRIBED AND SWORN to before me this APR 14 2015 day of _____, 2015,
affiants exhibiting to me their Community Tax Certificates, as follows:

<u>Names</u>	<u>Community Tax Cert. No.</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Robert Y. Cokeng	02444315	14 January, 2015	Makati City
Mark Ryan K. Cokeng	02444316	14 January, 2015	Makati City

Doc.No. 288 ;
Page No. 78 ;
Book No. 32 ;
Series of 2015


ATTY. SOCRATES G. MARANAN
NOTARY PUBLIC
NOTARY PUBLIC DEC. 31, 2015
IBP No. 901984, MLA. 10-22-13 Until 12-31-15
PTR No. 3760290 MLA. 12-12-14 Until 12-31-15
NC No. 2014-023/ ROA No. 31923
MCLE No. IV-0018168/ CP #09157914910

F & J Prince Holdings Corporation

**Audited
Financial Statements
as of
December 31, 2014**

F & J Prince Holdings Corporation and Subsidiaries

Consolidated Financial Statements
December 31, 2014 and 2013
and Years Ended December 31, 2014, 2013 and 2012

and

Independent Auditors' Report



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
TABLE OF CONTENTS
DECEMBER 31, 2014

Independent Auditors' Report on Supplementary Schedules

Schedule I: Tabular Schedule of Effective Standards and Interpretations under PFRS

Schedule II: Supplementary Schedules Required by Securities Regulation Code (SRC) Rule 68,
Part II, Annex 68-E:

- A. Financial Assets
- B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders
- C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
- D. Intangible Assets - Other Assets
- E. Long-Term Debt
- F. Indebtedness to Related Parties
- G. Guarantees of Securities of Other Issuers
- H. Capital Stock



INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
F & J Prince Holdings Corporation
5th Floor, Citibank Center Building
8741 Paseo de Roxas corner Villar Street
Salcedo Village, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of F & J Prince Holdings Corporation and its subsidiaries as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, included in this Form 17-A and have issued our report thereon dated April 10, 2015. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011), 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 respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Jhoanna Feliza C. Go

Partner

CPA Certificate No. 0114122

SEC Accreditation No. 1414-A (Group A),

April 8, 2014, valid until April 7, 2017

Tax Identification No. 219-674-288

BIR Accreditation No. 08-001988-103-2014,

March 10, 2014, valid until March 9, 2017

PTR No. 4751286, January 5, 2015, Makati City

April 10, 2015



F&J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE OF ALL EFFECTIVE STANDARDS AND INTERPRETATIONS

List of Philippine Financial Reporting Standards (PFRSs) and Philippine Interpretations Committee (PIC) Q&As effective as of December 31, 2014:

Philippine Financial Reporting Standards and Interpretations Committee (PIC) Q&As		Adopted	Not Adopted	Not Adopted
Framework for the Preparation and Presentation of Financial Statements				
Conceptual Framework Phase A: Objectives and qualitative characteristics		✓		
PFRSs Practice Statement Management Commentary				✓
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	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			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
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	✓		

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PHILIPPINE FINANCIAL ACCOUNTING STANDARDS AND INTERPRETATIONS IN CONFORMANCE AND TO INTERNATIONAL FINANCIAL ACCOUNTING STANDARDS		Implemented	Not Implemented	Not Implemented
Effective Date of Implementation (See Table)				
PFRS 7	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	✓		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments *	See footnote.*		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	See footnote.*		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities			✓
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	See footnote.*		
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations*	See footnote.*		
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
PFRS 13	Fair Value Measurement	✓		
PFRS 14	Regulatory Deferral Accounts*	See footnote.*		
Philippine Accounting Standards				
PAS 1 (Revised)	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			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PUBLISHED FINANCIAL REPORTING STANDARDS AND/OR INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments to PAS 1: Disclosure Initiatives*	See footnote.*		
PAS 2	Inventories			✓
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*	See footnote.*		
	Amendments to PAS 16 and PAS 41: Bearer Plants*	See footnote.*		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19 (Amended)	Employee Benefits	✓		
	Amendments to PAS 19: Defined Benefit Plans - Employee Contributions*	See footnote.*		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment to PAS 21: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs			✓
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		
	Amendments to PAS 27: Equity Method in Separate Financial Statements*	See footnote.*		

*Standards and interpretations which will become effective subsequent to December 31, 2014.



IFRS STANDARDS, FINANCIAL INSTRUMENTS STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Adopted
Standards and Interpretations				
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	See footnote.*		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	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			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets			✓
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*			✓
PAS 39	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			✓
	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			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PHILIPPINE INTERPRETATIONS, RECOMMENDATIONS AND REVISIONS BASED ON INTERNATIONAL STANDARDS		Adopted	Not adopted	Not applicable
Interpretations in Development or Under				
PAS 39	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
	Amendments to PAS 39: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	See footnote. *		
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
	Amendments to PAS 16 and PAS 41: Bearer Plants*			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>			✓
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓
IFRIC 8	<i>Scope of PFRS 2</i>			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			✓
IFRIC 11	PFRS 2—Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19—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	Agreements for the Construction of Real Estate*	See footnote. *		
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



STANDARD / INTERPRETATION / GUIDANCE		ADOPTED	ADOPTED	ADOPTED
STANDARD / INTERPRETATION / GUIDANCE		ADOPTED	ADOPTED	ADOPTED
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	✓		
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
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			✓

**Standards and interpretations which will become effective subsequent to December 31, 2014.*



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
F & J Prince Holdings Corporation

We have audited the accompanying consolidated financial statements of F & J Prince Holdings Corporation and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

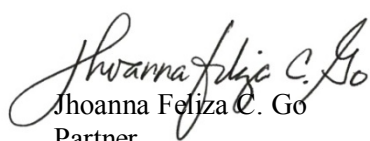
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of F & J Prince Holdings Corporation and its subsidiaries as at December 31, 2014 and 2013, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2014 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.



Johanna Feliza C. Go

Partner

CPA Certificate No. 0114122

SEC Accreditation No. 1414-A (Group A),

April 8, 2014, valid until April 7, 2017

Tax Identification No. 219-674-288

BIR Accreditation No. 08-001988-103-2014,

March 10, 2014, valid until March 9, 2017

PTR No. 4751286, January 5, 2015, Makati City

April 10, 2015



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2014	2013
ASSETS		
Current Assets		
Cash and cash equivalents (Note 5)	₱946,841,757	₱1,024,774,443
Financial assets at fair value through profit or loss (FVPL) (Note 6)	65,604,929	62,307,751
Receivables (Note 7)	58,259,175	65,568,796
Current portion of available-for-sale (AFS) financial assets (Note 9)	8,978,882	–
Current portion of held-to-maturity (HTM) investments (Note 10)	–	36,408,628
Prepayments and other current assets	16,643,654	8,636,902
Total Current Assets	1,096,328,397	1,197,696,520
Noncurrent Assets		
Receivables from related parties (Note 18)	1,884,564	1,863,314
Investments in associates (Note 8)	149,116,248	143,793,015
AFS financial assets - net of current portion (Note 9)	351,427,991	138,608,895
HTM investments - net of current portion (Note 10)	–	161,749,853
Property and equipment (Note 11)	13,875,919	42,310,973
Investment properties (Note 12)	136,677,566	46,319,625
Other noncurrent assets (Note 13)	38,822,113	38,086,634
Total Noncurrent Assets	691,804,401	572,732,309
TOTAL ASSETS	₱1,788,132,798	₱1,770,428,829
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Note 14)	₱10,710,792	₱5,495,080
Dividends payable (Note 17)	2,524,522	1,608,488
Income tax payable (Note 16)	2,153,252	5,537,208
Provision for legal obligation (Note 21)	5,000,000	5,000,000
Total Current Liabilities	20,388,566	17,640,776
Noncurrent Liability		
Retirement benefit obligation (Note 15)	9,679,932	8,143,006
Total Liabilities	30,068,498	25,783,782
Equity		
Common stock (Note 17)	481,827,653	481,827,653
Additional paid-in capital	144,759,977	144,759,977
Treasury shares (Note 17)	(98,942,697)	(98,942,697)
Net unrealized valuation gains (losses) on AFS financial assets (Note 9)	12,590,012	(15,891,249)
Actuarial loss on retirement benefit obligation (Note 15)	(2,376,318)	(1,902,158)
Accumulated share in other comprehensive income of associates (Note 8)	(26,709,841)	(13,171,541)
Retained earnings (Note 17)	1,177,526,941	1,177,181,819
Equity Attributable to Equity Holders of the Parent	1,688,675,727	1,673,861,804
Non-controlling Interests	69,388,573	70,783,243
Total Equity	1,758,064,300	1,744,645,047
TOTAL LIABILITIES AND EQUITY	₱1,788,132,798	₱1,770,428,829

See accompanying Notes to Consolidated Financial Statements.



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31		
	2014	2013	2012
INCOME			
Equity in net earnings of associates (Note 8)	₱72,551,106	₱89,756,009	₱77,663,475
Interest income (Notes 5, 9, 10 and 13)	37,719,971	47,161,868	69,540,176
Rent income (Notes 12 and 21)	4,505,021	3,714,974	3,542,743
Dividend income (Notes 6 and 9)	2,290,430	767,640	1,009,024
Gain on disposal of AFS and HTM financial assets (Notes 9 and 10)	235,949	1,302,487	—
Net foreign exchange gains (Note 22)	—	11,699,326	—
Gain on disposal of property and equipment (Note 11)	—	320,000	125,000
Fair value gains on financial assets at FVPL (Note 6)	—	—	6,646,383
Others	564,518	270,034	377
	117,866,995	154,992,338	158,527,178
EXPENSES			
Personnel expenses:			
Salaries and wages	9,819,912	8,998,307	8,784,003
Retirement benefits (Note 15)	1,103,105	1,512,887	731,334
Other employee benefits	1,807,045	1,628,883	1,583,049
Fair value losses on financial assets at FVPL (Note 6)	5,534,800	48,360	—
Depreciation (Notes 11 and 12)	3,549,572	2,992,212	2,903,072
Professional fees	2,976,152	2,851,545	2,741,558
Net foreign exchange losses (Note 22)	2,837,688	—	5,759,957
Condominium dues	2,241,724	3,586,024	1,943,374
Loss on disposal of AFS financial assets (Note 9)	1,110,399	—	173,022
Taxes and licenses	681,952	889,716	2,943,245
Entertainment, amusement and recreation	597,417	438,226	499,091
Utilities	454,720	389,170	359,100
Bank charges	291,315	195,930	215,478
Others	990,414	1,161,708	1,016,578
	33,996,215	24,692,968	29,652,861
INCOME BEFORE INCOME TAX	83,870,780	130,299,370	128,874,317
PROVISION FOR CURRENT INCOME TAX (Note 16)	5,116,409	10,155,438	9,931,283
NET INCOME	₱78,754,371	₱120,143,932	₱118,943,034
NET INCOME ATTRIBUTABLE TO			
Equity holders of the parent	₱77,290,274	₱116,865,971	₱116,590,657
Non-controlling interests	1,464,097	3,277,961	2,352,377
	₱78,754,371	₱120,143,932	₱118,943,034
Basic/Diluted Earnings Per Share for Net Income Attributable to Equity Holders of the Parent Company (Note 19)	₱0.201	₱0.304	₱0.303

See accompanying Notes to Consolidated Financial Statements.



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2014	2013	2012
NET INCOME	₱78,754,371	₱120,143,932	₱118,943,034
OTHER COMPREHENSIVE INCOME			
<i>Items that may be reclassified to consolidated statements of income</i>			
Movements in net unrealized valuation losses on AFS financial assets (Note 9):			
Changes in fair value of AFS financial assets (Note 9)	24,664,540	(13,769,240)	17,857,366
Reclassification of HTM investments to AFS financial assets (Notes 9 and 10)	4,530,346	—	—
Disposal of AFS financial assets (Note 9)	749,301	—	164,371
Amortization of net unrealized valuation gains on AFS financial assets reclassified to HTM investments (Note 9)	36,088	905,310	—
Disposal of AFS financial assets reclassified to HTM investments (Notes 9 and 10)	—	(2,113,797)	—
<i>Items that will not be reclassified to consolidated statements of income</i>			
Actuarial loss on retirement benefit obligation (Note 15)	(433,821)	(280,905)	(883,101)
Share in actuarial loss on retirement obligation of associates (Note 8)	(13,538,300)	(2,081,585)	(12,371,540)
	16,008,154	(17,340,217)	4,767,096
TOTAL COMPREHENSIVE INCOME	₱94,762,525	₱102,803,715	₱123,710,130
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO			
Equity holders of the parent	91,759,075	99,525,754	121,357,753
Non-controlling interests	3,003,450	3,277,961	2,352,377
	₱94,762,525	₱102,803,715	₱123,710,130

See accompanying Notes to Consolidated Financial Statements.



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

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

	Attributable to Equity Holders of the Parent									
	Common Stock (Note 17)	Additional Paid-in Capital	Treasury Shares (Note 17)	Net Unrealized Valuation Gains (Losses) on AFS Financial Assets (Notes 9 and 17)	Actuarial Gains (Losses) on Retirement Benefit Obligation (Note 15)	Share in Other Comprehensive Income of Associates (Note 8)	Retained Earnings (Note 17)	Total	Non-controlling Interests	Total Equity
Balances at January 1, 2012	₱481,827,653	₱144,759,977	(₱96,336,907)	(₱17,625,131)	(₱738,152)	₱1,281,584	₱1,086,907,693	₱1,600,076,717	₱78,145,394	₱1,678,222,111
Net income for the year	—	—	—	—	—	—	116,590,657	116,590,657	2,352,377	118,943,034
<i>Other comprehensive income</i>										
Net unrealized valuation gains on changes in fair value of AFS financial assets (Notes 9 and 17)	—	—	—	16,711,609	—	—	—	16,711,609	1,310,128	18,021,737
Actuarial loss on retirement benefit obligation (Note 15)	—	—	—	—	(883,101)	—	—	(883,101)	—	(883,101)
Share in other comprehensive income of associates (Note 8)	—	—	—	—	—	(12,371,540)	—	(12,371,540)	—	(12,371,540)
Total comprehensive income for the year	—	—	—	16,711,609	(883,101)	(12,371,540)	116,590,657	120,047,625	3,662,505	123,710,130
Dividends declared - ₱0.12 per share	—	—	—	—	—	—	(46,816,971)	(46,816,971)	—	(46,816,971)
Acquisition of treasury shares (Note 17)	—	—	(63,540)	—	—	—	—	(63,540)	—	(63,540)
Dividends declared by the subsidiary to non- controlling interests	—	—	—	—	—	—	—	—	(7,330,200)	(7,330,200)
Balances at December 31, 2012	₱481,827,653	₱144,759,977	(₱96,400,447)	(₱913,522)	(₱1,621,253)	(₱11,089,956)	₱1,156,681,379	₱1,673,243,831	₱74,477,699	₱1,747,721,530

(Forward)



	Attributable to Equity Holders of the Parent									
	Common Stock (Note 17)	Additional Paid-in Capital	Treasury Shares (Note 17)	Net Unrealized Valuation Gains (Losses) on AFS Financial Assets (Notes 9 and 17)	Actuarial Gains (Losses) on Retirement Benefit Obligation (Note 15)	Share in Other Comprehensive Income of Associates (Note 8)	Retained Earnings (Note 17)	Total	Non-controlling Interests	Total Equity
Balances at January 1, 2013	₱481,827,653	₱144,759,977	(₱96,400,447)	(₱913,522)	(₱1,621,253)	(₱11,089,956)	₱1,156,681,379	₱1,673,243,831	₱74,477,699	₱1,747,721,530
Net income for the year	—	—	—	—	—	—	116,865,971	116,865,971	3,277,961	120,143,932
<i>Other comprehensive income</i>										
Net unrealized valuation losses on changes in fair value of AFS financial assets (Notes 9 and 17)	—	—	—	(14,977,727)	—	—	—	(14,977,727)	—	(14,977,727)
Actuarial loss on retirement benefit obligation (Note 15)	—	—	—	—	(280,905)	—	—	(280,905)	—	(280,905)
Share in other comprehensive income of associates (Note 8)	—	—	—	—	—	(2,081,585)	—	(2,081,585)	—	(2,081,585)
Total comprehensive income for the year	—	—	—	(14,977,727)	(280,905)	(2,081,585)	116,865,971	99,525,754	3,277,961	102,803,715
Dividends declared - ₱0.20 per share	—	—	—	—	—	—	(96,365,531)	(96,365,531)	—	(96,365,531)
Acquisition of treasury shares (Note 17)	—	—	(2,542,250)	—	—	—	—	(2,542,250)	—	(2,542,250)
Dividends declared by the subsidiary to non- controlling interests	—	—	—	—	—	—	—	—	(6,972,417)	(6,972,417)
Balances at December 31, 2013	₱481,827,653	₱144,759,977	(₱98,942,697)	(₱15,891,249)	(₱1,902,158)	(₱13,171,541)	₱1,177,181,819	₱1,673,861,804	₱70,783,243	₱1,744,645,047

(Forward)



Attributable to Equity Holders of the Parent										
	Common Stock	Additional	Treasury Shares	Net Unrealized	Actuarial Gains	Share in Other	Retained		Non-controlling	
	(Note 17)	Paid-in Capital	(Note 17)	Valuation Gains (Losses) on AFS Financial Assets (Notes 9 and 17)	(Losses) on Retirement Benefit Obligation (Note 15)	Comprehensive Income of Associates (Note 8)	Earnings (Note 17)	Total	Interests	Total Equity
Balances at January 1, 2014	₱481,827,653	₱144,759,977	(₱98,942,697)	(₱15,891,249)	(₱1,902,158)	(₱13,171,541)	₱1,177,181,819	₱1,673,861,804	₱70,783,243	₱1,744,645,047
Net income for the year	—	—	—	—	—	—	77,290,274	77,290,274	1,464,097	78,754,371
<i>Other comprehensive income</i>										
Net unrealized valuation gains on changes in fair value of AFS financial assets (Notes 9 and 17)	—	—	—	28,481,261	—	—	—	28,481,261	1,499,014	29,980,275
Actuarial loss on retirement benefit obligation (Note 15)	—	—	—	—	(474,160)	—	—	(474,160)	40,339	(433,821)
Share in other comprehensive income of associates (Note 8)	—	—	—	—	—	(13,538,300)	—	(13,538,300)	—	(13,538,300)
Total comprehensive income for the year	—	—	—	28,481,261	(474,160)	(13,538,300)	77,290,274	91,759,075	3,003,450	94,762,525
Dividends declared - ₱0.20 per share	—	—	—	—	—	—	(76,945,152)	(76,945,152)	—	(76,945,152)
Dividends declared by the subsidiary to non-controlling interests	—	—	—	—	—	—	—	—	(4,398,120)	(4,398,120)
Balances at December 31, 2014	₱481,827,653	₱144,759,977	(₱98,942,697)	₱12,590,012	(₱2,376,318)	(₱26,709,841)	₱1,177,526,941	₱1,688,675,727	₱69,388,573	₱1,758,064,300

See accompanying Notes to Consolidated Financial Statements



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱83,870,780	₱130,299,370	₱128,874,317
Adjustments for:			
Fair value losses (gains) on financial assets at FVPL (Note 6)	5,534,800	48,360	(6,646,383)
Depreciation (Notes 11 and 12)	3,549,572	2,992,212	2,903,072
Retirement benefits expense (Note 15)	1,103,105	1,512,887	731,334
Loss (gain) on disposal of:			
AFS financial assets (Note 9)	1,110,399	—	173,022
HTM investments and AFS financial assets (Note 10)	(235,949)	(1,302,487)	—
Property and equipment (Note 11)	—	(320,000)	(125,000)
Equity in net earnings of associates (Note 8)	(72,551,106)	(89,756,009)	(77,663,475)
Interest income (Notes 5, 9 and 10)	(37,719,971)	(47,161,868)	(69,540,176)
Dividend income (Notes 6 and 9)	(2,290,430)	(767,640)	(1,009,024)
Net unrealized foreign exchange losses (gains)	(1,870,226)	1,973,170	2,002,275
Operating losses before working capital changes	(19,499,026)	(2,482,005)	(20,300,038)
Decrease (increase) in:			
Receivables	837,680	684,456	(79,237)
Prepayments and other current assets	(8,006,752)	(3,061,606)	(248,535)
Accounts payable and accrued expenses	425,372	2,246,890	287,750
Net cash flows used in operations	(26,242,726)	(2,612,265)	(20,340,060)
Dividends received	60,915,292	99,772,545	69,698,076
Interest received	40,819,972	41,695,059	50,423,637
Income taxes paid	(8,500,365)	(5,570,866)	(11,852,992)
Net cash flows from operating activities	66,992,173	133,284,473	87,928,661
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal/redemption of:			
AFS financial assets	55,736,008	—	7,577,883
HTM investments	17,992,000	32,692,197	—
Property and equipment	—	320,000	125,000
Additions to:			
Investments in associate (Note 8)	(1,875,000)	—	—
Financial assets at FVPL (Note 6)	(8,831,978)	(3,180,000)	(157,087)
Property and equipment (Note 11)	(643,190)	(16,649,984)	(125,364)
Investment properties (Notes 12 and 25)	(60,038,929)	—	—
HTM investments	—	(16,571,100)	—
AFS financial assets	(67,457,497)	(46,982,401)	(40,106,677)
Decrease (increase) in:			
Other noncurrent assets	(735,479)	(26,518,709)	3,484,382
Receivables from related parties	(21,250)	1,997,200	44,276
Net cash flows used in investing activities	(65,875,315)	(74,892,797)	(29,157,587)

(Forward)



	Years Ended December 31		
	2014	2013	2012
CASH FLOWS FROM FINANCING ACTIVITIES			
Purchases of treasury shares (Note 17)	₱—	(₱2,542,250)	(₱63,540)
Dividends to non-controlling interest	(4,398,120)	(6,972,417)	(7,330,200)
Dividends paid (Note 17)	(76,029,118)	(95,437,013)	(45,857,413)
Cash flows used in financing activities	(80,427,238)	(104,951,680)	(53,251,153)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	1,377,694	23,790,454	(179,625)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(77,932,686)	(22,769,550)	5,340,296
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,024,774,443	1,047,543,993	1,042,203,697
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 5)	₱946,841,757	₱1,024,774,443	₱1,047,543,993

See accompanying Notes to Consolidated Financial Statements.



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Organization

F & J Prince Holdings Corporation (the Parent Company) was registered with the Philippine Securities and Exchange Commission (SEC) on February 18, 1971. Its primary purpose is to purchase, subscribe for 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, but not limited to, land, building, condominium units, shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities, contracts or obligations of any corporation and associations, domestic or foreign. The Parent Company's shares of stock are listed in and traded through the Philippine Stock Exchange (PSE). The principal activities of its subsidiaries are described in Note 2.

The registered office address of the Parent Company is 5th Floor, Citibank Center Building, 8741 Paseo de Roxas corner Villar Street, Salcedo Village, Makati City.

Authorization for Issuance

The consolidated financial statements of the Parent Company and its subsidiaries (collectively referred to as the Group) were authorized for issue by the Board of Directors (BOD) on April 10, 2015.

2. Basis of Preparation, Statement of Compliance and Basis of Consolidation

Basis of Preparation

The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss (FVPL) and available for sale (AFS) financial assets that have been measured at fair value (see Notes 6 and 9). The consolidated financial statements are presented in Philippine peso (₱), which is the Parent Company and its subsidiaries' functional currency, and rounded off to the nearest peso, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS and Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS and new Philippine Interpretation from International Financial Reporting Interpretations Committee (IFRIC). Except as otherwise indicated, the following amended standards and new interpretation did not have any significant impact on the Group's financial statements:



Investment Entities (Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and PAS 27, *Separate Financial Statements*)

These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The application of these exceptions requires investment entities to account for subsidiaries at FVPL.

PAS 32 (Amendments), *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*

These amendments clarify the meaning of “currently has a legally enforceable right to set-off” and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and are applied retrospectively.

PAS 36 (Amendments), *Impairment of Assets - Recoverable Amount Disclosures for Nonfinancial Assets*

These amendments remove the unintended consequences of PFRS 13, *Fair Value Measurement*, on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for assets or cash-generating units for which impairment loss has been recognized or reversed during the period.

PAS 39 (Amendments), *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting*

These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required.

Philippine Interpretation IFRIC 21, *Levies*

Philippine Interpretation IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached.

Annual Improvements to PFRSs

The Annual Improvements to PFRSs contain non-urgent but necessary amendments to PFRSs.

2010-2012 Cycle

PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables*

The amendment clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial.

2011-2013 Cycle

PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Meaning of “Effective PFRSs”*

The amendment clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but that permits early application, provided either standard is applied consistently throughout the periods presented in the entity’s first PFRS financial statements.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and Magellan Capital Holdings Corporation (MCHC) and its subsidiaries (MCHC Group) as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.



The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at December 31 of each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

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

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

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

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

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

As of December 31, 2014 and 2013, the Group has 94.37% interest in the unquoted equity stocks of MCHC, a holding company involved in investing real and personal properties of every kind, including, but not limited to, land, buildings, condominium units, shares of stock, bonds, and other securities of any corporation or association, domestic or foreign.



MCHC has investments in the following subsidiaries:

	Country of Incorporation	Percentage of Ownership	
		2014	2013
Pinamucan Industrial Estates, Inc. (PIEI)	Philippines	100%	100%
Malabrigo Corporation (MC)*	Philippines	100%	100%
Magellan Capital Realty Development Corporation (MCRDC)*	Philippines	100%	100%
Magellan Capital Trading Corporation (MCTC)*	Philippines	100%	100%

**Still in the preoperating stage.*

PIEI

PIEI was organized primarily as a real estate developer and was registered with the Philippine SEC on May 5, 1993. It started its commercial operations on July 14, 1994.

MC

MC was organized primarily to purchase, operate, maintain and sell coal mines and their products and by-products. MC was incorporated on August 31, 1993 and has not yet started commercial operations.

On December 11, 2012, the BOD of MC authorized the issuance of its remaining 7,500,000 unissued shares to MCHC and convert part of MCHC's advances to MC as payment of the subscription.

MCRDC

MCRDC was organized to purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities, contracts and obligations of any corporation or corporations, domestic or foreign. MCRDC was registered with the Philippine SEC on November 14, 1990 and has not yet started commercial operations.

MCTC

MCTC was organized to conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail all kinds of goods, commodities, wares and merchandise. MCTC was registered in the Philippine SEC on January 7, 1991 and has not yet started commercial operations.

Transactions with Non-controlling Interests

Non-controlling interests represent the portion of net income or loss and net assets in MCHC not held by the Group and are presented separately in the consolidated statement of income and within equity in the consolidated statement of financial position, separately from total equity attributable to equity holders of the Parent Company. Transactions with non-controlling interests are accounted for as equity transactions. On acquisitions of non-controlling interests, the difference between the consideration and the book value of the share of the net assets acquired is reflected as being a transaction between owners and recognized directly in equity. Gain or loss on disposals of non-controlling interests is also recognized directly in equity.

Investments in Associates

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



The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

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

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

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the consolidated statement of income. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in associates. At each reporting date, the Group determines whether there is objective evidence that the investments in the associates are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognizes the loss in the consolidated statement of income.

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

The Group has equity interest in the unquoted equity securities of and additional deposits for stock subscription to the following associates as of December 31:

	Country of Incorporation	Percentage of Ownership	
		2014	2013
Magellan Utilities Development Corporation (MUDC)	Philippines	43	43
Business Process Outsourcing, International (BPO)	Philippines	35	35
Pointwest Technologies Corporation (PTC)	Philippines	30	30



3. Summary of Significant Accounting Policies

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 by the Group.

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

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

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

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

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

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

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

Cash and Cash Equivalents

Cash includes cash on hand and with 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 from dates of acquisition and that are subject to insignificant risk of changes in value.



Financial Instruments

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position 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 disposals or retirements, as applicable, is done using settlement date accounting.

Financial assets and financial liabilities are recognized at fair value at inception. Transaction costs are included in the initial measurement of all financial assets and liabilities, except for financial instruments measured at FVPL.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

Financial assets

Financial assets, within the scope of PAS 39, are classified into the following categories: financial asset at FVPL, loans and receivables, held-to-maturity (HTM) investments, and AFS financial assets. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

Financial assets are classified as current assets when these are expected to be realized within 12 months after the reporting date or within the normal operating cycle, whichever is longer. Otherwise, these are classified as other noncurrent assets.

Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading purposes and financial assets designated upon initial recognition as at FVPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Derivatives, including embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts. Gains or losses on investments held for trading are recognized in the consolidated statement of income. Interest earned is recorded in interest income, respectively, while dividend income is recorded as such according to the terms of the contract, or when the right of payment has been established.

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

The Group's investments in trading securities are classified under financial assets at FVPL as of December 31, 2014 and 2013 (see Note 6).



Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not classified or designated as AFS financial assets or financial assets at FVPL. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate method, less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral part of the effective interest rate. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

The Group's cash and cash equivalents, receivables, fixed income deposit included under "Other noncurrent assets" account and receivables from related parties are classified as loans and receivables as of December 31, 2014 and 2013 (see Notes 5, 7, 13 and 18).

HTM investments

HTM investments are quoted non-derivative financial assets which carry fixed or determinable payments and fixed maturities and which the Group has the positive intention and ability to hold to maturity. Where the Group sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS financial assets and the Group will be precluded from using the HTM investments account for the current period and for the next two succeeding periods from tainting date. After initial measurement, HTM investments are measured at amortized cost. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral parts of the effective interest rate. Gains and losses are recognized in the consolidated statement of income when the investments are derecognized or impaired, as well as through the amortization process.

AFS financial assets

AFS financial assets are those non-derivative financial assets that are designated as such or do not qualify to be classified as financial assets at FVPL, HTM financial assets, or loans and receivables. AFS financial assets are purchased and held indefinitely and may be sold in response to liquidity requirements or changes in market conditions.

After initial measurement, AFS financial assets are measured at fair value with gains or losses being recognized as a separate component in the equity section of the consolidated statements of financial position 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 statement of income.

Interest earned on holding AFS financial assets are reported as interest income using the effective interest rate. Dividends earned on holding AFS equity instruments are recognized in the consolidated statement of income when the right to the payment has been established. AFS financial assets are classified as current if they are expected to be realized within 12 months from the reporting date. Otherwise, these are classified as noncurrent assets. The losses arising from impairment of AFS financial assets are recognized in the consolidated statement of income.

The Group's AFS financial assets consist of debt and equity securities as of December 31, 2014 and 2013 (see Note 9).



Derivative financial instruments

Derivative instruments (including embedded derivatives) are initially recognized at fair value on the date in which a derivative transaction is entered into or bifurcated, and are subsequently re-measured at fair value. Gains and losses from changes in fair value of these derivatives are recognized in the consolidated statement of income.

An embedded derivative is separated from the host contract and accounted for as derivative if all the following conditions are met:

- the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristic of the host contract;
- a separate instrument with the same terms as the embedded derivative would meet the definition of the derivative; and
- the hybrid or combined instrument is not recognized at FVPL.

The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes party to the contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

The Group has no bifurcated embedded derivatives as of December 31, 2014 and 2013.

Financial liabilities

Financial liabilities are classified as financial liabilities at FVPL and other financial liabilities. The Group's financial liabilities are of the nature of other financial liabilities.

Financial liabilities are classified as current liabilities when these are expected to be realized within 12 months from the reporting date or the Group does not have an unconditional right to defer settlement for at least 12 months from reporting date. Otherwise, these are classified as noncurrent liabilities.

Other financial liabilities

Issued financial instruments or their components, which are not held for trading or not designated at FVPL, are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. Other financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction costs. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument, as a whole, the amount separately determined as the fair value of the liability component on the date of issue. After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Any effects of restatement of foreign currency-denominated liabilities are recognized in the consolidated statement of income.

This accounting policy applies primarily to accounts payable and accrued expenses, dividends payable and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).



Derecognition of Financial Assets and Liabilities

Financial asset

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

- the rights to receive cash flows from the asset have expired;
- the Group 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
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. 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 liability

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

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Impairment of Financial Assets

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

Assets carried at amortized cost

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 assets 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 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). Time value is generally not considered when the effect of the discounting is not material. The carrying amount of the asset is reduced either directly or through use of an allowance account. Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. The financial assets, together with the associated allowance accounts, is written off when there is no realistic prospect of future recovery and all collateral, if any, has been realized or has been transferred to the Group. The amount of the loss shall be recognized in the consolidated statement of income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of income to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to receivables, a provision for impairment losses is made when there is objective evidence (such as the probability of insolvency or significant financial difficulty of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice.

The carrying amount of the receivables shall be reduced through the use of an allowance account. Impaired debts shall be derecognized when they are assessed as uncollectible.

Assets carried at cost

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

AFS financial assets

For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that the financial asset is impaired.

In the case of equity investments classified as AFS, objective evidence of impairment would include a significant or prolonged decline in the fair value of the investments 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 financial asset previously recognized in the consolidated statement of income is removed from equity and recognized in the consolidated statement of income. Impairment losses on equity investments are not reversed through the consolidated statement of income. Increases in fair value after impairment are recognized directly in equity.



In the case of debt instruments classified as AFS, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Future interest income is based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of “Interest income” in the consolidated statement of income. If, in subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

“Day 1” Profit or Loss

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

Reclassification of Financial Instruments

If, as a result of a change in intention or ability or in the rare circumstance that a reliable measure of fair value is no longer available, it becomes appropriate to carry a financial asset or financial liability at cost or amortized cost rather than at fair value, the fair value carrying amount of the financial asset or the financial liability on that date becomes its new cost or amortized cost, as applicable.

In the case of a financial asset with a fixed maturity, any previous gain or loss on that asset that has been recognized directly in equity shall be amortized to the consolidated statement of income over the remaining life of the investment using the effective interest rate method. Any difference between the new amortized cost and maturity amount shall also be amortized over the remaining life of the financial asset using the effective interest rate method, similar to the amortization of a premium and a discount. If the financial asset is subsequently impaired, any gain or loss that has been recognized directly in equity is recognized in the consolidated statement of income.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall remain in equity until the financial asset is sold or otherwise disposed of, when it shall be recognized in the consolidated statement of income. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized directly in equity is recognized in the consolidated statement of income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if:

- there is a currently enforceable legal right to offset the recognized amounts; and
- there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Input Value-added Taxes (VAT)

Input VAT, included in “Prepayments and other current assets” account in the consolidated statement of financial position, represents VAT imposed on the Group by its suppliers and



contractors for the acquisition of goods and services required under Philippine taxation laws and regulations. Input VAT is stated at its estimated net realizable value.

Creditable Withholding Taxes (CWTs)

CWTs, included in “Prepayments and other current assets” account in the consolidated statement of financial position, are amounts withheld from income subject to expanded withholding taxes. CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWTs which are expected to be utilized as payment for income taxes within twelve months are classified as current asset.

Property and Equipment

Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of the property and equipment, including borrowing cost for long-term construction projects, when that cost is incurred and if the recognition criteria are met.

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable.

Depreciation is computed on a straight-line basis over the estimated useful lives of the property and equipment as follows:

Category	Number of Years
Condominium	25
Condominium improvements	10
Transportation equipment	10
Office furniture, fixtures and equipment	5

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 difference between the net disposal proceeds and carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

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

The residual values, useful lives and depreciation method are reviewed periodically to ensure that the values, periods and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

Investment Properties

Investment properties, comprising a parcel of land and condominium units, is held either to earn rental income or for capital appreciation or both. Investment property is measured at cost, including transaction costs less any accumulated impairment in value.

Investment property pertaining to condominium is carried at cost less any accumulated depreciation and any impairment in value. Depreciation is computed using straight line method over the estimated useful life of 25 years.



Investment properties are derecognized when they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the period of the retirement or disposal.

Transfers are made to or from investment properties only when there are changes in use. For a transfer from investment property under the cost model to owner occupied property or inventories, no change in the carrying value of the property transferred and the transfers do not change the deemed cost for subsequent accounting of that property for measurement or disclosure purposes.

Impairment of Nonfinancial Assets

At each reporting date, the Group assesses whether there is any indication that its nonfinancial assets (namely: prepayments and other current assets, investments in associates, property and equipment, investment properties, and other noncurrent assets) may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of the recoverable amount. The estimated recoverable amount is the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the estimated recoverable amount is assessed as part of the cash-generating unit to which it belongs. Where the carrying amount of an asset (or cash-generating unit) exceeds its estimated recoverable amount, the asset (or cash-generating unit) is considered impaired and is written down to its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit).

An impairment loss is charged to operations in the year in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is charged to the revaluation increment of the said asset.

For nonfinancial assets, excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's estimated recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its estimated recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Capital Stock and Additional Paid-in Capital

The Group has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in equity as a deduction, net of tax, from the proceeds.

Amount of contribution in excess of par value is accounted for as an additional paid-in capital. Additional paid-in capital also arises from additional capital contribution from the shareholders.



Treasury Shares

The Group's shares which are acquired and held by a subsidiary (treasury shares) are deducted from equity and accounted for at cost. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the considerations received is recognized as capital reserves.

Dividends Payable

Dividends payable are recorded in the financial year in which they are declared by the BOD.

Retained Earnings

The amount included in retained earnings includes income attributable to the Group's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Parent Company's and subsidiaries' BOD. Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the relevant transitional provisions.

Revenue

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

Interest

Interest income from bank deposits and investments is recognized as the interest accrues on a time proportion basis on the principal outstanding balance and at the effective interest rate as applicable.

Dividend

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

Fair value gains on financial assets at FVPL

Financial assets at FVPL which consist of equity securities are stated at fair values based on the current market quotations. The difference between the aggregate market values of investments in securities at respective reporting dates and the carrying value is shown as "Fair value gains or losses on financial assets at FVPL" account in the consolidated statement of income.

Rent

Rent income from condominium spaces is accounted for on a straight-line basis over the lease term.

Expenses

Expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are generally recognized when the services are used or the expenses arise.



Retirement Benefits

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

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

Defined benefit costs comprise the following:

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

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

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

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

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. 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.

Leases

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

- a) there is a change in contractual terms, other than a renewal or extension of the arrangement;
- b) a renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;



- c) there is a change in the determination of whether fulfillment is dependent on a specific asset;
or
- d) there is a substantial change to the asset.

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

Operating lease - Group as a lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income.

Foreign Currency Transactions

The consolidated financial statements are presented in Philippine peso, which is the Parent Company and its subsidiaries' functional and presentation currency. Each entity in the Group determines its own functional and presentation currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are measured in the functional currency and are recorded on initial recognition in that functional currency at exchange rates approximating those ruling at transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate of exchange ruling at the reporting date. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the dates when the fair values were determined. Exchange gains or losses arising from foreign currency-denominated transactions are credited or charged to current operations.

Income Taxes

Final tax

Final tax on interest income is recognized in the consolidated statement of income at the time the interest is received.

Current income tax

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

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income.

Deferred income tax

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



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

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

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

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

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

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

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Sales tax

Revenues, expenses and assets are recognized net of the amount of sales tax, except:

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



The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Contingencies

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

Earnings Per Share

Earnings per share is computed by dividing the net income for the year by the weighted average number of common shares issued and outstanding during the year after giving retroactive effect to stock dividends or stock splits declared during the year and adjusted for the effects of dilutive stock warrants and other dilutive securities. Effects of anti-dilutive potential common shares are not considered in computing diluted earnings per share.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets (see Note 20).

Events after the Reporting Date

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

Future Changes in Accounting Policies

Pronouncements Issued but Not yet Effective

Pronouncements issued but not yet effective as at December 31, 2014 are listed below. These pronouncements are those that the Group reasonably expects to have an impact on its accounting policies or disclosures unless otherwise indicated. The Group intends to adopt the following pronouncements when they become effective.



New Pronouncements	Effective for Annual Periods Beginning On or After
--------------------	--

PFRS 9, *Financial Instruments* - Classification and Measurement (2010 version)

PFRS 9 reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO.

The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities. The Group, however, has yet to conduct a quantification of the full impact of this standard.

IFRIC 15, *Agreements for the Construction of Real Estate*

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The adoption of this interpretation will not have any material effect on the consolidated financial statements of the Group.

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

The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by International Accounting Standards Board (IASB), and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.



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

New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PFRS 9, <i>Financial Instruments</i> - Hedge Accounting and Amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)</p> <p>PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.</p> <p>The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets but will have no impact on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.</p>	<p>PFRS 9 (2013 version) has no mandatory effective date. The mandatory effective date of January 1, 2018 was eventually set when the final version of PFRS 9 was adopted by the FRSC. The adoption of the final version of PFRS 9, however, is still for approval by BOA.</p>
<p>PAS 19, <i>Employee Benefits - Defined Benefit Plans: Employee Contributions</i> (Amendments)</p> <p>The amendments require an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit.</p> <p>These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. The amendments have no potential impact to the Group as there are no contributions from employees or third parties to the plan.</p>	<p>January 1, 2015</p>



New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PAS 16, <i>Property, Plant and Equipment</i>, and PAS 38, <i>Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization</i> (Amendments)</p> <p>The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are to be applied prospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.</p>	<p>January 1, 2016</p>
<p>PAS 16, <i>Property, Plant and Equipment</i>, and PAS 41, <i>Agriculture - Bearer Plants</i> (Amendments)</p> <p>The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, <i>Accounting for Government Grants and Disclosure of Government Assistance</i>, will apply. The amendments are to be applied retrospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group as the Group does not have any bearer plants.</p>	<p>January 1, 2016</p>
<p>PAS 27, <i>Separate Financial Statements - Equity Method in Separate Financial Statements</i> (Amendments)</p> <p>The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. These amendments will not have any impact on the Group's consolidated financial statements.</p>	<p>January 1, 2016</p>



New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PFRS 10, <i>Consolidated Financial Statements</i> and PAS 28, <i>Investments in Associates and Joint Ventures</i> - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</p> <p>These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.</p> <p>PFRS 11, <i>Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations</i> (Amendments)</p>	<p>January 1, 2016</p>
<p>The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are to be applied retrospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group.</p>	<p>January 1, 2016</p>
<p>PFRS 9, <i>Financial Instruments</i> (2014 or final version)</p> <p>In July 2014, the final version of PFRS 9, Financial Instruments, was issued. PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting.</p> <p>The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets and impairment methodology for financial assets, but will have no impact on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.</p>	<p>PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of PFRS 9 is permitted if the date of initial application is before February 1, 2015.</p>



Annual Improvements to PFRSs (2010-2012 cycle)

The Annual Improvements to PFRSs (2010-2012 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group.

- *PFRS 2, Share-based Payment - Definition of Vesting Condition*
This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:
 - A performance condition must contain a service condition
 - A performance target must be met while the counterparty is rendering service
 - A performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
 - A performance condition may be a market or non-market condition
 - If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.
- *PFRS 3, Business Combinations - Accounting for Contingent Consideration in a Business Combination*
The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PAS 39. The Group shall consider this amendment for future business combinations.
- *PFRS 8, Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*
The amendments are applied retrospectively and clarify that:
 - An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
 - The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.
- *PAS 16, Property, Plant and Equipment, and PAS 38, Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Depreciation and Amortization*
The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset.
- *PAS 24, Related Party Disclosures - Key Management Personnel*
The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services.



Annual Improvements to PFRSs (2011-2013 cycle)

The Annual Improvements to PFRSs (2011-2013 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group.

- *PFRS 3, Business Combinations - Scope Exceptions for Joint Arrangements*
The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:
 - Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.
 - This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.
- *PFRS 13, Fair Value Measurement - Portfolio Exception*
The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of PAS 39.
- *PAS 40, Investment Property*
The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment).

Annual Improvements to PFRSs (2012-2014 cycle)

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

- *PFRS 5, Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*
The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is 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 the date of classification.
- *PFRS 7, Financial Instruments: Disclosures - Servicing Contracts*
PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.



- *PFRS 7, Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*

This amendment is applied retrospectively and 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.

- *PAS 19, Employee Benefits - regional market issue regarding discount rate*

This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

- *PAS 34, Interim Financial Reporting - disclosure of information 'elsewhere in the interim financial report'*

The amendment is applied retrospectively and clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report).

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

IFRS 15, Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Group is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effective date once adopted locally.

4. Significant Accounting Judgments and Estimates

The preparation of the accompanying consolidated financial statements in compliance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and the accompanying notes. The judgments, estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



Judgments

Determining Functional Currency

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Parent Company and its subsidiaries 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 revenue and expenses of the Group.

Determining Non-controlling Interest (NCI) that is Material to the Group

The Group assesses whether an NCI is material by considering factors such as the carrying amount of the NCI relative to the net equity of the Group, the profit or loss or OCI of the subsidiary attributable to the NCI, the assets and liabilities of the related subsidiary, or the amount of dividends paid by the subsidiary to the NCI, and the proportion that these amounts bear to the Group's financial position or results of operations. The Group also considers the nature of the activities of the subsidiary and its relative importance or risk compared to other operations of the Group. Based on management's assessment, it has determined that the NCI in MCHC is not material to the Group.

Operating Lease - The Group as a Lessor

The Group entered into various lease agreements as a lessor. The Group has determined that it retains all significant risks and rewards of ownership of these properties which are leased out on operating lease due to the following:

- a. the ownership of the asset does not transfer at the end of the lease term;
- b. the lessee has no option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that at the inception of the lease, it is reasonable and certain that the option will be exercised;
- c. the lease term is not for the major part of the economic life of the asset even if title is not transferred; and
- d. at the inception of the lease, the present value of the minimum lease payments does not amount to at least substantially all of the fair value of the leased asset.

Contingencies

In the ordinary course of business, the Group is a defendant in various litigations and claims. The estimate of the probable costs for the resolution of these claims has been developed in consultation with internal and external counsels handling the Group's defense in these matters and is based upon analysis of potential results. Although there can be no assurances, the Group believes, based on information currently available and the advice by its legal counsels, that the ultimate resolution of these legal proceedings would not likely have a material, adverse effect on the results of operations, financial position or liquidity of the Group. It is possible, however, that the future results of operations could be materially affected by changes in estimates or in the effectiveness of the strategies relating to these litigations and claims (see Note 21).

Estimates and Assumptions

Determination of Fair Values of Financial Instruments

The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgments. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., quoted prices, interest rates and foreign exchange rates), the amount of changes in fair value would differ if the Group utilized a different valuation methodology. Any changes in fair value of these financial assets and liabilities would affect either income or loss or amount disclosed.



Where the fair value of certain financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. The judgments include considerations of liquidity and model inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The fair values of the Group's financial instruments are disclosed in Note 23 to the consolidated financial statements.

Estimating Allowance for Impairment Losses on Loans and Receivables

The Group reviews its loans and receivables (cash and cash equivalents, receivables, and fixed income deposit included under "Other noncurrent assets" account and receivables from related parties) at each reporting date to assess whether an impairment loss should be recorded in the consolidated statement of income. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

For receivables from related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing reserve allowance against recorded receivable amounts. For trade receivables, the Group evaluates specific accounts where the Group has information that certain third parties are unable to meet their financial obligations. Facts, such as the Group's length of relationship with the customers or other parties and the customers' or other parties' current credit status, are considered to ascertain the amount of reserves that will be recorded in "Receivables". These allowances are re-evaluated and adjusted as additional information is received. The allowance for impairment losses on receivables and receivables from related parties amounted to ₱90.1 million and ₱97.3 million as of December 31, 2014 and 2013, respectively (see Notes 7 and 18). No provision for impairment losses on receivables was recognized in 2014, 2013 and 2012. The Group's current receivables are disclosed in Note 7 to the consolidated financial statements. The balance of the Group's noncurrent receivables from related parties, net of allowance for impairment losses, amounted to ₱1.9 million as of December 31, 2014 and 2013 (see Note 18).

Estimating Impairment of AFS Equity Financial Assets

The Group treats AFS equity financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment.

The Group treats 'significant' generally as 20% or more and 'prolonged' as greater than six (6) months for quoted equity securities. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities.

The balance of the Group's allowance for impairment losses on investment in equity securities amounted to ₱10.7 million as of December 31, 2014 and 2013 (see Notes 9 and 22). The carrying amount of the Group's AFS equity financial assets as of December 31, 2014 and 2013 are disclosed in Note 9 to the consolidated financial statements.



Estimating Impairment of Nonfinancial Assets

The Group determines whether prepayments and other current assets, investments in associates, property and equipment, investment properties, and other noncurrent assets are impaired whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

The Group has an allowance for impairment losses on its investment in MUDC, an associate, amounting to ₱94.8 million as of December 31, 2014 and 2013 (see Note 8). The impairment is based on the Group's assessment of the fair value of the investment in MUDC using the discounted cash flows method. The Group has fully impaired its investment in MUDC since the Group does not expect any cash inflows from the investment. The carrying amount of the Group's investment in MUDC amounted to nil as of December 31, 2014 and 2013 (see Note 8).

The carrying amounts of the Group's remaining investments in associates as of December 31, 2014 and 2013 are disclosed in Note 8 to the consolidated financial statements.

The Group has not identified any events or changes in circumstances that would indicate an impairment loss on the following other nonfinancial assets as of December 31, 2014 and 2013:

	2014	2013
Prepayments and other current assets	₱16,643,654	₱8,636,902
Property and equipment (see Note 11)	13,875,919	42,310,973
Investment properties (see Note 12)	136,677,566	46,319,625
Other noncurrent assets (see Note 13)	26,056,343	27,097,370
	₱193,253,482	₱124,364,870

The balance excludes investment in limited liability partnership and fixed income deposit, which are classified as financial assets, amounting to ₱12.8 million and ₱11.0 million as of December 31, 2014 and 2013, respectively.

Estimating Useful Lives of Property and Equipment and Investment Properties

The estimated useful lives used as bases for depreciating the Group's property and equipment and investment properties were determined on the basis of management's assessment of the period within which the benefits of these assets are expected to be realized taking into account actual historical information on the use of such assets as well as industry standards and averages applicable to the Group's assets.



The net book value of the Group's property and equipment and investment properties are disclosed in Notes 11 and 12 to the consolidated financial statements.

Estimating Retirement Benefit Obligation

The determination of the obligation and cost of retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions and the carrying amount of the Group's retirement benefit obligation as of December 31, 2014 and 2013 are disclosed in Note 15 to the consolidated financial statements.

Estimating Realizability of Deferred Income Tax Assets

The Group reviews the carrying amounts of deferred income tax assets at each reporting date and reduces it to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax assets to be utilized. However, there is no assurance that the Group will generate sufficient taxable income to allow all or part of its deferred income tax assets to be utilized.

The Group recognized deferred income tax asset amounting to ₱19.4 million and ₱18.8 million as of December 31, 2014 and 2013, respectively. The Group has deductible temporary differences, carryforward benefits of unused NOLCO and excess MCIT, for which no deferred income tax assets were recognized (see Note 16).

Estimating Provision for Legal Obligation

The Group's estimate of provision for legal obligations has been developed by management. The Group's management currently does not believe the provision will have a material adverse effect on its financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates of provisions. In 2011, the Group recognized provision for legal obligation amounting to ₱5.0 million for claims arising from lawsuits filed by third parties which are either pending decision by the courts or are subject to settlement obligations (see Note 21). No additional provisions were made in 2014, 2013 and 2012.

5. Cash and Cash Equivalents

	2014	2013
Cash on hand	₱9,000	₱9,000
Cash with banks	127,714,828	31,503,261
Short-term placements	819,117,929	993,262,182
	₱946,841,757	₱1,024,774,443

Cash with banks earn interest at the respective bank deposit rates. Short-term placements are fixed rate time deposits denominated in United States (US) dollar and Philippine peso, made for varying periods of up to three months or less depending on the immediate cash requirements of the Group and earn interest at the respective bank rates ranging from 1% to 3.5% in 2014 and 2013. Interest income earned from cash and cash equivalents amounted to ₱12.7 million, ₱21.8 million and ₱34.9 million in 2014, 2013 and 2012, respectively.



6. Financial Assets at FVPL

Financial assets at FVPL consist of listed securities which are traded in the PSE, New York Stock Exchange (NYSE) and Hong Kong Stock Exchange (HKEx). Fair values of listed equity securities are based on quoted market prices in the PSE, NYSE and HKEx.

The carrying value of financial assets at FVPL includes net unrealized loss on fair value changes amounting to ₱5.5 million and ₱0.05 million in 2014 and 2013, respectively, and net unrealized gain on fair value changes amounting to ₱6.6 million in 2012. Fair value changes are presented under “Fair value gains/losses on financial assets at FVPL” in the consolidated statements of income. Net cumulative unrealized gains on financial assets at FVPL amounted to ₱24.4 million and ₱30.0 million as of December 31, 2014 and 2013, respectively.

The rollforward of the Group’s investments in financial assets at FVPL is as follows:

	2014	2013
Cost:		
Balances at beginning of year	₱32,349,524	₱29,169,524
Additions	8,831,978	3,180,000
Balances at end of year	41,181,502	32,349,524
Changes in fair value:		
Balances at beginning of year	29,958,227	30,006,587
Unrealized losses on change in fair value	(5,534,800)	(48,360)
Balances at end of year	24,423,427	29,958,227
	₱65,604,929	₱62,307,751

Dividend income earned on investments in financial assets at FVPL amounted to ₱0.5 million, ₱0.4 million and ₱0.5 million in 2014, 2013 and 2012, respectively.

7. Receivables

	2014	2013
Third parties:		
Accrued interest (see Note 9)	₱4,554,022	₱9,175,998
Others	791,417	456,000
Related parties:		
Dividends receivable (see Notes 8 and 18)	53,374,543	56,434,832
Management fees (see Note 18)	45,197,865	45,197,865
Accrued interest (see Note 18)	43,753,772	43,753,772
Others (see Note 18)	697,743	660,516
	148,369,362	155,678,983
Less allowance for impairment losses	90,110,187	90,110,187
	₱58,259,175	₱65,568,796

Accrued interest receivables from third parties pertain to interest earned on investments in AFS debt securities, HTM investments and short-term placements that are expected to be collected within one year.

The terms and conditions related to receivables from related parties are discussed in Note 18.



The breakdown of allowance for impairment losses on receivables is as follows:

Third parties		₱1,120,789
Related parties (see Note 18):		
Management fees	₱45,197,865	
Accrued interest	43,753,772	
Others	37,761	88,989,398
Total		₱90,110,187

8. Investments in Associates

	2014	2013
Costs:		
Acquisition costs	₱186,260,135	₱186,260,135
Deposit for future stock subscription	1,875,000	—
	188,135,135	186,260,135
Accumulated equity in net earnings and OCI:		
Balances at beginning of year	52,363,009	64,461,130
Share in net income from associates	72,551,106	89,756,009
Share in OCI from associates	(13,538,300)	(2,081,585)
Dividends received/declared	(55,564,573)	(99,772,545)
Balances at end of year	55,811,242	52,363,009
	243,946,377	238,623,144
Less allowance for impairment losses	94,830,129	94,830,129
	₱149,116,248	₱143,793,015

The Group has equity interest in the unquoted equity securities of and additional deposits for stock subscription to the following associates as of December 31:

	Country of Incorporation	Percentage of Ownership		Carrying Amount of Investments	
		2014	2013	2014	2013
MUDC	Philippines	43	43	₱94,830,129	₱94,830,129
Less allowance for impairment losses				(94,830,129)	(94,830,129)
				—	—
BPO	Philippines	35	35	53,954,394	54,051,885
PTC	Philippines	30	30	95,161,854	89,741,130
				₱149,116,248	₱143,793,015

MUDC

The Group has a 43% interest in MUDC. As of December 31, 2014, MUDC has not yet started commercial operations. However, it has obtained the necessary requirements for the signing of a supply agreement with a public utility firm and a purchase agreement with certain oil companies. As of December 31, 2014 and 2013, MUDC has project development costs of ₱207.1 million.

The recoverability of these assets and the ultimate success of MUDC's future operations are dependent upon the signing of these agreements. The foregoing conditions indicate the existence of a material uncertainty which may cast significant doubt on MUDC's ability to continue as a going concern and the recoverability of the Group's significant investment in MUDC.



As of December 31, 2014 and 2013, MUDC has incurred significant losses, which resulted in deficit of ₱438.0 million and capital deficiency of ₱257.2 million.

Moreover, the Group's share of the losses of MUDC exceeded the carrying amount of its investments. Consequently, the Group has discontinued recognizing its share of further losses of MUDC. Additional losses are provided for by the Group to the extent that it has made payments on behalf of MUDC to satisfy MUDC's obligations that the Group has guaranteed or otherwise committed.

The Group has assessed that its investment in and advances to MUDC amounting to ₱94.8 million is impaired since management believes that it will no longer recover from such investment and advances. Accordingly, the Group provided a full allowance for impairment losses on its investment and receivables from MUDC due to non-recoverability of the project development costs incurred.

The summarized financial information of MUDC is as follows ('000):

	2014	2013
Current assets	₱188	₱160
Noncurrent assets	16,030	16,023
Total assets	16,218	16,183
Current liabilities	280	284
Noncurrent liabilities	273,133	273,062
Total liabilities	273,413	273,346
Capital deficiency	(257,195)	(257,163)
	2014	2013
Revenues	₱2	₱1
Expenses	34	40
Net loss	32	39

BPO

BPO is a provider of accounting and finance related services such as payroll, internal audit, payables processing and others. It is involved in outsourcing business process services in the Philippines, servicing many of the multinational and large corporations operating in the country.

Dividends

On December 17, 2013, the BOD of BPO approved the declaration of cash dividends amounting to ₱58.5 million or ₱75.0 per share of BPO's common stocks as of record date December 17, 2013. The dividends were paid on April 30, 2014.

On December 15, 2014, the BOD of BPO approved another declaration of cash dividends amounting to ₱30.0 million or ₱38.5 per share of the outstanding stocks as of record date December 15, 2014. The dividends are payable on May 30, 2015.

The Group's share in the dividends declared amounted to ₱10.5 million and ₱20.5 million in 2014 and 2013, respectively. As of December 31, 2014 and 2013, the outstanding dividend receivable amounted to ₱10.5 million and ₱20.5 million, respectively (see Note 18).



The summarized financial information of BPO is as follows ('000):

	2014	2013
Current assets	₱135,886	₱177,194
Noncurrent assets	66,223	61,705
Total assets	202,109	238,899
Current liabilities	96,148	131,424
Noncurrent liabilities	12,388	13,623
Total liabilities	108,536	145,047
Equity	93,573	93,852

	2014	2013
Gross revenue	₱331,975	₱375,664
Operating profit	41,447	84,518
Net income	30,187	57,123
Group's share in net income	10,565	19,993

The difference between the carrying value of the investment in BPO against the share in net assets of BPO amounting to ₱21.2 million represents goodwill at acquisition date.

PTC

PTC is a global service company outsourcing information technology services from the Philippines. Among others, it offers software servicing, maintenance, testing and development to various clients, mostly in the US.

Dividends

On July 1, 2013, the BOD of PTC approved the declaration of cash dividends amounting to \$6.0 million or \$0.0533 per share of the outstanding stocks as of record date of July 31, 2013. Dividends were paid as follows: August 2, 2013 - \$1.65 million, September 5, 2013 - \$1.65 million and November 27, 2013 - \$2.7 million.

On December 1, 2014, the BOD of PTC approved the declaration of cash dividends amounting to \$2.0 million or \$0.045 per share of the issued and outstanding common stock of record as of December 31, 2014. Dividends are payable on or before April 2015.

On December 31, 2014, the BOD of PTC approved the declaration of cash dividends amounting to \$3.4 million or \$0.0311 per share of the outstanding stocks as of record date of October 31, 2014. Dividends shall be payable as follows; December 31, 2014 - \$0.155 million, March 31, 2015 - \$0.195 million and April 30, 2015 - \$3.00 million.

The Group's share in the dividends declared amounted to ₱45.1 million and ₱79.3 million in 2014 and 2013, respectively. As of December 31, 2014 and 2013, the outstanding dividend receivable amounted to ₱42.8 million and ₱35.9 million, respectively.

Deposit for Stock Subscription

On December 1, 2014, the BOD of PTC approved the increase of PTC's authorized capital stock from 400 million shares, with par value of ₱1.0 per share to 500 million shares with the same par value.



In compliance with the minimum subscription requirement for the application of the increase in PTC's capital stock, its stockholders deposited an amount equivalent to 25% of the minimum subscription of the capital increase amounting to ₱6.3 million (equivalent to \$140,015). The Parent Company maintained its percentage ownership over PTC by providing an advance amounting to ₱1.9 million.

PTC is in the process of finalizing its application for the increase in authorized capital stock with the SEC as of December 31, 2014.

The summarized financial information of PTC is as follows ('000):

	2014	2013
Current assets	₱730,760	₱618,963
Noncurrent assets	139,474	133,811
Total assets	870,234	752,774
Current liabilities	394,354	339,467
Noncurrent liabilities	164,888	129,626
Total liabilities	559,242	469,093
Equity	310,992	283,681
	2014	2013
Gross revenue	₱1,389,486	₱1,193,327
Operating profit	220,273	212,953
Net income	206,619	233,587
Group's share in net income	61,986	70,076

The carrying value of the investment in PTC approximates its share in net assets of PTC.

9. AFS Financial Assets

	2014	2013
Current:		
Debt securities	₱8,978,882	₱—
Non-current:		
Debt securities	278,051,319	104,784,799
Equity securities - net of allowance for impairment losses of ₱10.7 million as of December 31, 2014 and 2013	73,376,672	33,824,096
	₱360,406,873	₱138,608,895

Investments in debt securities

Investments in debt securities are denominated in various foreign currencies and are stated at fair value based on quoted prices. Changes in market values are included in the consolidated statements of comprehensive income. Fixed interest rates range from 6.6% to 12.5% per annum. Valuation dates of the investments range from July 1, 2008 to September 11, 2014. Redemption and maturity dates range from January 26, 2015 to perpetuity. Interests on investments are received and settled semi-annually in its denominated currency.

In 2013, because of the passage of the two preceding financial years, AFS financial assets with a fair value of ₱272.6 million was reclassified to "HTM investments" category and measured at amortized cost using the effective interest method (see Note 10).



In 2014, following the sale of more than an insignificant portion of the Group's HTM investments, the remaining portfolio of the HTM investments with a fair value of ₱227.9 million were reclassified to AFS financial assets in accordance with the provisions of PAS 39 (see Note 10).

In 2014 and 2012, the Group recognized a loss on disposal of AFS financial assets amounting to ₱1.1 million and ₱0.2 million, respectively, and a gain on disposal of AFS financial assets amounting to ₱1.3 million in 2013.

Interest income earned from AFS financial assets amounted to ₱22.7 million, ₱4.8 million, and ₱26.6 million in 2014, 2013 and 2012, respectively.

Investments in equity securities

Investments in equity securities consist of proprietary club shares and investments in quoted shares of stock which the Group has neither control nor significant influence. The Group did not recognize impairment losses in 2014, 2013 and 2012. Allowance for impairment losses on AFS equity securities amounted to ₱10.7 million as of December 31, 2014 and 2013.

The fair values of these listed shares are determined by reference to published quotations in an active market as of December 31, 2014 and 2013.

Dividend income earned on AFS financial assets amounted to ₱1.8 million, ₱0.4 million and ₱0.5 million in 2014, 2013 and 2012, respectively.

Movements in the net unrealized valuation gains (losses) on AFS financial assets are as follows:

	2014	2013
Balances at beginning of year	(₱16,864,550)	(₱1,093,863)
Changes in fair value of AFS financial assets	24,664,540	(14,493,937)
Reclassification of HTM investments to AFS financial assets (see Note 10)	4,530,346	—
Disposal of AFS financial assets	749,301	(2,225,049)
Amortization of net unrealized valuation gains on AFS financial assets reclassified to HTM investments	36,088	948,299
Balances at end of year	₱13,115,725	(₱16,864,550)

Net unrealized valuation gains and losses on AFS financial assets attributable to equity holders of the parent amounted to ₱12.6 million and ₱15.9 million as of December 31, 2014 and 2013, respectively. These are presented under the equity section in the consolidated statements of financial position.

10. HTM Investments

In 2010, HTM investments were reclassified to AFS financial assets following the sale of more than an insignificant portion of the Group's HTM investments. Under the provisions of PAS 39, no investment should be classified as HTM during the current financial year and in the next two financial years if the reporting entity has sold or reclassified more than an insignificant (in relation to the total) amount of such investments before maturity.



Because of the passage of the two preceding financial years referred to above, the said investments have been reclassified to “HTM investments” category and measured at amortized cost using the effective interest method in 2013. Any resulting premium or discount from the difference between the new amortized cost and the maturity value and the previous gains or losses recognized in other comprehensive income (unless the financial asset does not have a fixed maturity which shall be recognized in profit or loss upon disposal) shall be amortized to profit or loss over the remaining life of the asset using the effective interest method.

The fair value of the investments which aggregated to ₱272.6 million represents the new cost basis to be amortized over the remaining life of the investments. The amortized portion of the gains or losses previously recognized in other comprehensive income amounted to ₱0.9 million in 2013 (see Note 9). The remaining unamortized portion of these investments recognized in net unrealized valuation gains (losses) on AFS financial assets presented in the equity section of the consolidated statements of financial position amounted to ₱3.8 million on December 31, 2013.

The carrying value of the HTM investments amounted to ₱198.2 million as of December 31, 2013. The Group earns interest on these investments at annual rates ranging from 6.300% - 13.625% in 2013 while maturity periods range from 1 to 10 years upon the date of acquisition. Interest income on these HTM investments amounted to ₱2.3 million, ₱20.6 million and nil in 2014, 2013 and 2012, respectively.

In 2014, the Group sold HTM investments with a carrying value of ₱39.4 million which resulted to a gain amounting to ₱0.2 million. Since the Group sold more than an insignificant amount of HTM investments, in accordance with PAS 39, the remaining portfolio of HTM investments with a carrying value of ₱223.4 million was reclassified to AFS financial assets and was remeasured at fair value. The fair value gain from remeasurement amounting to ₱4.5 million was recognized in the consolidated statements of comprehensive income (see Note 9).

11. Property and Equipment

2014

	Condominium	Condominium Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
Costs:					
Balances at beginning of year	₱62,115,626	₱8,058,590	₱8,395,222	₱2,821,925	₱81,391,363
Additions	—	634,043	—	9,147	643,190
Reclassification to investment property (see Note 12)	(41,359,683)	—	—	—	(41,359,683)
Balances at end of year	20,755,943	8,692,633	8,395,222	2,831,072	40,674,870
Accumulated depreciation:					
Balances at beginning of year	25,069,539	7,657,214	3,783,701	2,569,936	39,080,390
Depreciation	830,238	213,780	660,975	82,143	1,787,136
Reclassification to investment property (see Note 12)	(14,068,575)	—	—	—	(14,068,575)
Balances at end of year	11,831,202	7,870,994	4,444,676	2,652,079	26,798,951
Net book values	₱8,924,741	₱821,639	₱3,950,546	₱178,993	₱13,875,919



2013

	Condominium	Condominium Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
Costs:					
Balances at beginning of year	₱47,014,750	₱8,058,590	₱7,832,584	₱2,732,637	₱65,638,561
Additions	15,100,876	—	1,459,820	89,288	16,649,984
Disposals	—	—	(897,182)	—	(897,182)
Balances at end of year	62,115,626	8,058,590	8,395,222	2,821,925	81,391,363
Accumulated depreciation:					
Balances at beginning of year	23,037,940	7,442,719	4,002,644	2,502,057	36,985,360
Depreciation	2,031,599	214,495	678,239	67,879	2,992,212
Disposals	—	—	(897,182)	—	(897,182)
Balances at end of year	25,069,539	7,657,214	3,783,701	2,569,936	39,080,390
Net book values	₱37,046,087	₱401,376	₱4,611,521	₱251,989	₱42,310,973

In 2014, the Group reclassified condominium units with net book value amounting to ₱27.3 million to investment property (see Note 12). These units are currently leased out as office space to tenants.

In 2013 and 2012, the Group sold fully depreciated transportation equipment with cost of ₱0.9 million and ₱0.2 million, respectively. This resulted to a gain amounting to ₱0.3 million and ₱0.1 million in 2013 and 2012, respectively.

The balance of property and equipment includes fully depreciated assets still in use with a cost of ₱12.0 million as of December 31, 2014 and 2013.

12. Investment Properties

	Land	Condominium	Total
Costs:			
Balances at beginning of year	₱46,319,625	₱—	₱46,319,625
Additions	—	64,829,269	64,829,269
Reclassification from property and equipment (see Note 11)	—	41,359,683	41,359,683
Balances at end of year	46,319,625	106,188,952	152,508,577
Accumulated depreciation:			
Depreciation	—	1,762,436	1,762,436
Reclassification from property and equipment (see Note 11)	—	14,068,575	14,068,575
Balances at end of year	—	15,831,011	15,831,011
Net book values	₱46,319,625	₱90,357,941	₱136,677,566

Investment properties as of December 31, 2013 consist of land situated in Fort Bonifacio, Taguig City, Metro Manila and is carried at cost amounting to ₱46.3 million. This land is currently held by the Group for an undetermined future use. There were no movements in the balance in 2013.

The fair value of the investment properties amounted to ₱220.1 million and ₱129.7 million as of December 31, 2014 and 2013, respectively. These are based on appraisal by an independent and qualified appraiser who holds relevant and recognized professional qualifications. The value of the land was estimated by using the Sales Comparison Approach. This is a comparative approach to value that considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. The fair value is categorized under Level 2 fair value hierarchy.



Rental income derived from rental-earning investment properties amounted to ₱4.5 million, ₱3.7 million and ₱3.5 million in 2014, 2013 and 2012, respectively (see Note 21). There were no restrictions on realizability of investment properties and no significant repairs and maintenance were made to maintain the Group's investment properties.

13. Other Noncurrent Assets

	2014	2013
Downpayment for pre-selling condominium units	₱25,586,188	₱26,627,215
Investment in limited liability partnership (LLP)	12,015,271	10,238,765
Fixed income deposit	750,499	750,499
Deposits	470,155	470,155
	₱38,822,113	₱38,086,634

Downpayment for the pre-selling condominium units pertains to payment of condominium units expected to be completed in 2015.

Investment in LLP pertains to MC's investment carried at cost and adjusted for changes in the foreign exchange rates.

Fixed income deposit pertains to the Group's time deposit in Xavier Punla Rural Bank. Fixed income deposit earns interest at the rate of 10% per annum.

Deposits include deposit paid to the Arbitral Tribunal related to the Group's existing case against a former employee and utility deposits.

14. Accounts Payable and Accrued Expenses

	2014	2013
Accounts payable	₱8,459,166	₱3,643,203
Deposits payable (see Note 21)	1,555,859	1,221,713
Accrued expenses	695,767	630,164
	₱10,710,792	₱5,495,080

Accounts payable are generally noninterest-bearing payables to third party contractors.

Deposits payable pertain to deposits made by tenants for the lease of the Group's surplus condominium spaces and will be returned to the lessee after the lease term.

Accrued expenses include accrual of professional fees, withholding taxes and other government payables.

The above balances are noninterest-bearing and are payable within one year.

15. Retirement Benefits Cost

The Group has an unfunded, defined benefit pension plan covering substantially all of its regular employees. Retirement benefits under the plan are based on a percentage of latest monthly salary and years of credited service.



Under the existing regulatory framework, Republic Act 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan. The Group also provides additional post employment healthcare benefits to certain senior employees in the Philippines. These benefits are unfunded.

The latest independent actuarial valuation of the plan as of December 31, 2014, prepared by an independent actuary, is determined using the projected unit credit method in accordance with PAS 19.

The following tables summarize the components of retirement benefit expense recognized in the consolidated statements of income and the unfunded status and amounts recognized in the consolidated statements of financial position for the plan.

Changes in the present value of defined benefit obligation are as follows:

	2014	2013	2012
Balances at beginning of year	₱8,143,006	₱6,349,214	₱4,734,779
Retirement benefit expense recognized in the statements of income:			
Current service costs	745,456	1,251,907	502,936
Interest costs	357,649	260,980	228,398
	1,103,105	1,512,887	731,334
Remeasurements in other comprehensive income:			
Actuarial losses due to:			
Experience adjustment	₱385,152	₱240,015	₱2,367,308
Changes in financial assumptions	48,669	(54,103)	(1,484,207)
Changes in demographic assumptions	—	94,993	—
	433,821	280,905	883,101
Balances at end of year	₱9,679,932	₱8,143,006	₱6,349,214

Movements in the retirement benefit obligation recognized in the consolidated statements of financial position are as follows:

	2014	2013	2012
Balances at beginning of year	₱8,143,006	₱6,349,214	₱4,734,779
Retirement benefits expense	1,103,105	1,512,887	731,334
Actuarial losses	433,821	280,905	883,101
Balances at end of year	₱9,679,932	₱8,143,006	₱6,349,214

The principal actuarial assumptions used in determining retirement benefit obligation for the Group's retirement plan are as follows:

	2014	2013	2012
Discount rates	4.20%	3.70%	4.20%
Salary increase rates	5.00%	5.00%	5.00%



The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the retirement benefit obligation as of December 31, 2014, assuming if all other assumptions were held constant:

	Increase (decrease) in basis points	Effect on defined benefit obligation
Discount rates	50 (50)	(₱9,572,661) 9,793,673
Future salary increases	50 (50)	9,773,376 (9,591,591)

The Group's retirement plan is unfunded as of December 31, 2014. As of December 31, 2014, management does not intend to have a definite plan to fund the retirement benefits.

The average duration of the retirement benefit obligation as of December 31, 2014 and 2013 is 6 years.

16. Income Taxes

The Group's current provision for income tax in 2014, 2013 and 2012 represents regular corporate income tax (RCIT), MCIT and final tax on interest income.

	2014	2013	2012
Current:			
RCIT	₱2,353,362	₱5,583,353	₱3,243,976
Final tax on interest income	2,708,642	4,530,001	6,651,690
MCIT	54,405	42,084	35,617
	₱5,116,409	₱10,155,438	₱9,931,283

Reconciliation of income tax expense computed at the statutory income tax rate to provision for income tax shown in the consolidated statements of income follows:

	2014	2013	2012
Provision for income tax at statutory tax rate of 30%	₱25,161,234	₱39,089,811	₱38,662,295
Additions to (reductions in) income tax resulting from:			
Nontaxable loss (gain) on fair value changes of financial assets at FVPL	1,660,440	2,044,672	(2,479,648)
Movement of unrecognized deferred tax assets	1,364,073	(543,880)	1,713,441
Nondeductible expenses	58,368	54,735	72,913
Expired MCIT	24,911	—	—

(Forward)



	2014	2013	2012
Dividend income exempt from tax	(P276,350)	(P230,292)	(P273,757)
Interest income subjected to final tax	(1,110,935)	(3,332,805)	(4,464,919)
Equity in net earnings of associates	(21,765,332)	(26,926,803)	(23,299,042)
	P5,116,409	P10,155,438	P9,931,283

The components of net deferred tax asset and liability as of December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred income tax asset:		
<i>Recognized directly in income:</i>		
Allowance for impairment losses on receivables and AFS financial assets	P19,367,160	P18,806,092
Deferred income tax liability:		
<i>Recognized directly in income:</i>		
Unrealized foreign exchange gains	19,367,160	18,806,092
Net deferred income tax	P-	P-

No deferred income tax assets were recognized on the following deductible temporary differences, carryforward of unused MCIT and unused NOLCO since management believes that it is not probable that sufficient future taxable income will be available to allow all or part of the deferred income tax assets to be utilized.

	2014	2013
Allowance for impairment losses on receivables and AFS financial assets	P135,580,063	P137,450,289
Allowance for impairment losses on investment in MUDC	94,830,129	94,830,129
Retirement benefit obligation	9,679,932	8,143,006
Provision for legal obligation	5,000,000	5,000,000
NOLCO	1,342,797	2,818,060
MCIT	132,106	102,612

As of December 31, 2014, the Group has NOLCO that can be claimed as deduction from future taxable income and MCIT that can be used as deduction against regular income tax as follows:

NOLCO:

Years of Recognition	Availment Periods	Beginning Balance	Application	Expiration	Ending Balance
2011	2013-2014	P1,475,263	(P289,588)	(P1,185,675)	P-
2012	2014-2015	756,193	-	-	756,193
2013	2014-2016	586,604	-	-	586,604
		P2,818,060	(P289,588)	(P1,185,675)	P1,342,797



MCIT:

Years of Recognition	Availment Periods	Beginning Balance	Addition	Expiration	Ending Balance
2010	2013-2014	₱24,911	₱—	(₱24,911)	₱—
2012	2014-2015	35,617	—	—	35,617
2013	2014-2016	42,084	—	—	42,084
2014	2015-2017	—	54,405	—	54,405
		₱102,612	₱54,405	(₱24,911)	₱132,106

17. Equity

a. Common Stock

The details of the Group's capital stock (number of shares and amounts) are as follows:

	2014	2013
Common stock - ₱1 par value		
Class A		
Authorized - 600 million shares		
Issued - 292,610,118 shares	₱292,610,118	₱292,610,118
Class B		
Authorized - 400 million shares		
Issued - 189,217,535 shares	189,217,535	189,217,535
	₱481,827,653	₱481,827,653

Class A and B common stockholders enjoy the same rights and privileges, except that Class A shares may be owned by, transferred to and subscribed only by Filipino citizens or corporations, partnerships and associations organized under the laws of the Philippines, of which 60% of the common stock outstanding is owned by citizens of the Philippines. Class B shares may be issued, transferred or sold to any person, corporation, partnership or association regardless of nationality.

In 1979, the registrant listed with the PSE (or its predecessor, Manila Stock Exchange) its common stock under its previous name, Ultrana Energy and Resource Corporation, where it offered 1,000,000,000 shares to the public at the issue price of ₱0.01 per share.

On July 28, 1997, the SEC approved the increase in the Group's authorized capital stock from 10,000,000,000, divided into 6,000,000,000 Class A common shares with par value of ₱0.01 per share and 4,000,000,000 Class B common shares with par value of ₱0.01 per share to 1,000,000,000 common shares, divided into 600,000,000 Class A common shares with par value of ₱1 per share and 400,000,000 Class B common share with par value of ₱1 per share.

On November 26, 2000, the BOD approved the issuance, out of the authorized common stock, of 192,413,090 shares at ₱1 par value which will be offered through a pre-emptive stock rights issue and detachable stock warrants, as follows: (a) 96,206,545 shares consisting of 58,377,278 Class A shares and 37,829,267 Class B shares, to be offered in two tranches, the First Tranche consisting of 48,103,272 shares of stock and the Second Tranche consisting of 48,103,273 shares of stock, to which each stockholder may subscribe on a pre-emptive rights basis, and (b) the balance of 96,206,545 shares to be offered through detachable stock warrants, which shall entitle each stockholder to subscribe to one share of stock for every one



share of stock of the same class that such stockholder subscribe to out of this stock rights issue.

The Group's application to list additional 192,413,090 common shares with a par value of ₱1 per share through pre-emptive rights issue and detachable subscription warrants was approved by the PSE on February 27, 2002 and by the SEC on April 5, 2002.

The exercise periods and expiration dates of the Group's subscription warrants are as follows:

	Number of Shares	Exercise Periods	Expiration Dates
First Tranche:			
Class A common shares	29,188,639	June 4, 2002 to	
Class B common shares	18,914,633	June 3, 2007	June 3, 2007
	<u>48,103,272</u>		
Second Tranche:			
Class A common shares	29,188,639	May 9, 2003 to	
Class B common shares	18,914,634	May 8, 2008	May 8, 2008
	<u>48,103,273</u>		
	<u>96,206,545</u>		

Full payment of each subscription under the First Tranche was made within the offer period approved by the PSE and the SEC, and the full payment of each subscription under the Second Tranche shall be due and payable one year from the last day of the offer period. With the full subscription of the Pre-Emptive Rights Stock Offering, the Group's outstanding common stock increased to 481,032,728 common shares of stock, consisting of 291,886,391 Class A common shares and 189,146,337 Class B common shares, all with par value of ₱1 per share.

With the complete exercise of all Detachable Stock Warrants, the Group will have an outstanding common stock of 577,239,273 shares, consisting of 350,263,669 Class A common shares and 226,975,604 Class B common shares, all with par value of ₱1 per share. However, as of December 31, 2007, 723,727 Class A common stock warrants and 71,198 Class B common stock warrants were exercised and 28,464,912 Class A common stock warrants and 18,843,435 Class B common stock warrants expired. As of December 31, 2008, 29,188,639 Class A common stock warrants and 18,914,634 Class B common stock warrants expired due to non-exercise of stock warrants before expiration date. After the expiration of the said warrants, the Group's outstanding common stock amounted to ₱481,827,653 with additional paid-in capital of ₱144,759,977. There have been no movements since 2008.

The Parent Company has 487, 488 and 502 stockholders as of December 31, 2014, 2013 and 2012, respectively.

b. Treasury Shares

In 2002, MCHC subscribed, through the above offering, to 47,143,022 Class A shares of the Parent Company. On the other hand, PIEI subscribed to 9,762,114 Class A shares and 37,496,379 Class B shares. In 2005, additional 260,000 Class A shares and 20,000 Class B shares were transferred by the transfer agent to PIEI. For consolidation purposes, the costs of these shares are presented under the "Treasury shares" account in the equity section of the consolidated statements of financial position.



In a special meeting held on May 22, 2003, the BOD resolved that the period for the payment of the deferred tranche be extended to 60 days from May 9, 2003 to July 9, 2003. If no payment is made within 30 days from July 9, 2003, the shares pertaining to the unpaid subscriptions shall become delinquent. On August 9, 2003, shares of stock amounting to ₱0.7 million was declared delinquent and sold at a public auction on October 9, 2003. There was only one bidder, PIEI, to whom the delinquent shares were sold, and in whose favor a certificate of sale was issued. In 2004, additional 60,000 shares of stock of the Group were sold to PIEI at ₱0.05 million.

In 2012, MCHC purchased additional shares of the Parent Company. The cost to acquire 346,000 of Class A shares and 66,000 of Class B shares amounted to ₱0.06 million.

In 2013, MCHC purchased additional shares of the Parent Company. The cost to acquire 24,000 of Class A shares and 5,000 of Class B shares amounted to ₱2.5 million.

MCHC and PIEI hold 58,727,448 Class A shares of the Parent Company as of December 31, 2014 and 2013, and 37,784,379 Class B shares of the Parent Company as of December 31, 2014 and 2013.

As of December 31, 2014 and 2013, the Group's treasury shares are as follows:

	Shares		Amount	
	2014	2013	2014	2013
Balance at beginning of year	96,511,827	96,482,827	₱98,942,697	₱96,400,447
Additions	–	29,000	–	2,542,250
Balance at end of year	96,511,827	96,511,827	₱98,942,697	₱98,942,697

- c. Net unrealized valuation gains (losses) on AFS financial assets are as follows:

Net unrealized valuation gains (losses) on AFS financial assets amounted to ₱12.6 million, (₱15.9 million) and (₱0.9 million) as of December 31, 2014, 2013 and 2012, respectively (see Note 9).

- d. Retained Earnings

Retained earnings is restricted to the extent of the acquisition price of the treasury shares amounting to ₱98.9 million as of December 31, 2014 and 2013. Retained earnings is also restricted to the extent of equity in net earnings of the associates not declared as dividends as of reporting date.

On July 17, 2012, the BOD declared a regular cash dividend amounting to ₱0.12 per share held payable as follows; ₱0.07 per share or ₱33,727,936 (481,827,653 shares multiplied by ₱0.07 cash dividend per share) to stockholders as of record date of August 14, 2012, payable on or before September 7, 2012; and ₱0.05 per share held or ₱24,091,383 (481,827,653 shares multiplied by ₱0.05 cash dividend per share) to stockholders as of record date of October 8, 2012, payable on or before November 2, 2012. Of the total amount declared, ₱11.6 million pertains to shares held by MCHC and PIEI.

On July 24, 2013, the BOD declared a regular cash dividend amounting to ₱0.20 per share held payable as follows; ₱0.10 per share or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of June 14, 2013, payable on or before July 10, 2013; and ₱0.10 per share held or ₱48,182,765 (481,827,653 shares



multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of August 9, 2013, payable on or before September 6, 2013. Of the total amount declared, ₱19.5 million pertains to shares held by MCHC and PIEI.

On May 28, 2014, the BOD declared a regular cash dividend amounting to ₱0.20 per share held payable as follows; ₱0.10 per share or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of June 20, 2014, payable on or before July 16, 2014; and ₱0.10 per share held or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of July 21, 2014, payable on or before August 11, 2014. Of the total amount declared, ₱19.4 million pertains to shares held by MCHC and PIEI.

Dividends payable amounted to ₱2,524,522 and ₱1,608,488 as of December 31, 2014 and 2013, respectively.

18. Related Party Transactions

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties can be corporate or individual entities.

A summary of receivable balances and transactions with related parties are as follows:

		Transactions during the year	Outstanding balance	Terms	Conditions
<i>Associates:</i>					
BPO					
Rent income (see Note 21)	2014	₱1,155,077	₱14,687	30 days; non	Unsecured; no
	2013	1,100,073	11,799	interest bearing	impairment
Payroll services expense	2014	37,145	—	30 days; non	Unsecured; no
	2013	37,145	—	interest bearing	impairment
Dividends (see Note 8)	2014	10,510,424	10,510,424	30 days; non	Unsecured; no
	2013	20,474,850	20,474,850	interest bearing	impairment
PTC					
Dividends (see Note 8)	2014	45,054,149	42,864,119	30 days; non	Unsecured; no
	2013	79,297,695	35,959,982	interest bearing	impairment
MUDC					
Advances	2014	—	188,224,522	30 days; non	Unsecured; with
	2013	—	188,224,522	interest bearing	impairment
<i>Under common control:</i>					
MCMC					
Advances	2014	50	308,216	30 days; non	Unsecured; no
	2013	—	308,166	interest bearing	impairment
Other related parties					
Advances	2014	12,909	359,595	30 days; non	Unsecured; with
	2013	55,540	304,056	interest bearing	impairment
	2014	₱56,769,754	₱242,281,563		
	2013	100,965,303	245,283,375		



Related parties balances included in “Receivables” and “Receivables from related parties” accounts include impaired receivables from MUDC and other related parties amounting to ₱186,346,282 and ₱16,192, respectively, as of December 31, 2014 and 2013. There were no movements in allowance for impairment losses in 2014 and 2013.

The consolidated statements of financial position include the following accounts resulting from the above transactions:

	2014	2013
Receivables (net of allowance for impairment of ₱88,989,398 in 2014 and 2013)	₱54,034,525	₱57,057,587
Receivables from related parties (net of allowance for impairment of ₱97,373,076 in 2014 and 2013)	1,884,564	1,863,314

- a. The Group has executed a management agreement (the Agreement) with MUDC and other related parties. The Agreement with MUDC requires the Group to provide general management services for the operation of the business and affairs of MUDC for a period of five years, renewable for the same period thereafter under certain terms and conditions, unless terminated earlier by either party after serving the required written notice to the other.

The Parent Company’s BOD approved MUDC’s request for suspension of the management fee for the period January 1, 2002 up to the contract’s expiration in March 2003. Subsequently, the agreement was terminated in December 2002. As of December 31, 2014 and 2013, management fees receivable from MUDC amounted to ₱45.2 million (see Note 7). In 2004, the management fee receivable was fully provided with allowance for impairment losses, since management believes that this is not likely to be collected in the future.

- b. The Parent Company has existing noninterest-bearing long-term advances to MUDC amounting to ₱49.1 million, including accumulated unpaid interest as of December 31, 2014 and 2013. In 2004, the loan and unpaid interest was fully provided with an allowance for impairment loss since management believes that it is not likely to be collected in the future.
- c. In 2006, total noninterest-bearing long-term advances to related parties amounting to ₱50.3 million, including the unamortized discount of ₱23.4 million as of December 31, 2005, was fully provided with allowance for impairment losses, since management believes that the entire balance is not likely to be collected in the future.

Compensation of the Group’s key management personnel comprised mainly of short-term employee benefits amounting to ₱8.7 million, ₱9.0 million and ₱7.5 million in 2014, 2013 and 2012, respectively. Key management personnel do not have other employee benefits other than the statutory retirement benefits.

19. Earnings per Share

Basic earnings per share amounts are calculated by dividing net income for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net income for the year attributable to equity holders of the parent by the weighted average number of ordinary shares



outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and common stocks data used in computing basic and diluted earnings per share for the years ended December 31:

	2014	2013	2012
Net income attributable to equity holders of the parent	₱77,290,274	₱116,865,971	₱116,590,657
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share	385,315,826	385,315,826	385,316,243
Basic and diluted earnings per share	₱0.201	₱0.304	₱0.303

The Group has no potential dilutive instruments issued as of December 31, 2014, 2013 and 2012.

20. Segment Information

As mentioned in Notes 1 and 2, the primary purpose of the Parent Company and its subsidiaries, is to invest in real and personal properties. The Group operates mainly in one reportable business segment which is investing and one reportable geographical segment which is the Philippines.

21. Commitments and Contingencies

- The Group leases a significant portion of its condominium spaces. The Group recognized rental income amounting to ₱4.5 million, ₱3.7 million and ₱3.5 million in 2014, 2013 and 2012, respectively. Future minimum rental income of ₱4.5 million from existing rental agreements will be recognized in 2015. The lease agreements have terms of one to two years and can be renewed upon the written agreement of the Group and the lessees. Deposit payable pertaining to deposits made by the tenants amounting to ₱1.6 million and ₱1.2 million as of December 31, 2014 and 2013, respectively, will be returned to the lessees after the lease term.
- The Group is currently involved in legal litigations covering various labor cases. In 2011, the Group recognized provision for legal obligation amounting to ₱5.0 million, for claims arising from lawsuits filed by a third party, which is pending decision by the courts. Probable cost has been estimated in consultation with the Group's legal counsel.
- Aside from the case discussed above, in the ordinary course of business, the Group is a plaintiff in various litigations and claims. The Group believes, based on information currently available and the advice of its legal counsels, that the ultimate resolution of these legal proceedings would not likely have a material, adverse effect on the results of operations, financial position or liquidity of the Group. It is possible, however, that future results of operations could be materially affected by changes in estimates or in the effectiveness of the strategies relating to these litigations and claims.



22. Financial Risk Management Objectives and Policies

Risk Management Structure

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It has also the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Financial Risk Management Objectives and Policies

The principal financial instruments of the Group consist of cash and cash equivalents, financial assets at FVPL, AFS financial assets, and fixed income deposit and investment in LLP included under "Other noncurrent assets" account. The main purpose of these financial instruments is to place excess cash in income-earning investments. The Group has various other financial instruments such as receivables, receivables from related parties and accounts payable and accrued expenses which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk (i.e., interest rate risk, foreign currency risk and equity price risk). The Group's management reviews and approves policies for managing each of these risks and they are summarized below. The Group also monitors the market price risk arising from all financial instruments. The magnitudes of these risks that have arisen over the year are discussed below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation.

The Group is exposed to credit risk primarily because of its investing and operating activities. The Group is exposed to credit risk arising from the counterparties (i.e., foreign currency-denominated debt instruments, financial assets at FVPL, fixed income deposit, investment in LPP and receivables) to its financial assets.

Credit risk management

In managing credit risk on these investments, capital preservation is paramount. The Group trades only with recognized and creditworthy third parties. For investments in bonds, funds are invested in highly recommended, creditworthy debt instruments that provides satisfactory interest yield and capital appreciation. Investments in equity securities represent investments in companies with good dividend track record, as well as capital appreciation. The investment portfolio mix between debt and equity is reviewed regularly by the Group's President and Treasurer.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, receivables from third parties and related parties, and fixed income deposit and investment in LLP under other noncurrent assets, the Group's President and Treasurer monitor these financial assets on an ongoing basis with the result that the Group's exposure to impairment losses is not significant.

Credit risk exposures

At reporting date, the Group's maximum exposure to credit risk is equal to the carrying amount of each class of financial assets recognized in the consolidated statements of financial position. The Group's financial assets are not covered by collateral from counterparties.

Credit risk concentration profile

The Group has no significant concentrations of credit risk.



Credit quality

As of December 31, 2014 and 2013, the credit qualities per class of financial assets are as follows:

2014

	Neither past due nor impaired		Past due but not impaired	Individually impaired	Total
	High grade	Standard grade			
Loans and receivables:					
Cash and cash equivalents*	₱946,832,757	₱—	₱—	₱—	₱946,832,757
Receivables	58,259,175	—	—	90,110,187	148,369,362
Receivables from related parties	1,884,564	—	—	97,373,076	99,257,640
Fixed income deposits	750,499	—	—	—	750,499
Financial assets at FVPL	65,604,929	—	—	—	65,604,929
AFS financial assets:					
Debt and equity securities	360,406,873	—	—	10,654,000	371,060,873
Investment in LLP	12,015,271	—	—	—	12,015,271
	₱1,445,754,068	₱—	₱—	₱198,137,263	₱1,643,891,331

*Excluding cash on hand

2013

	Neither past due nor impaired		Past due but not impaired	Individually impaired	Total
	High grade	Standard grade			
Loans and receivables:					
Cash and cash equivalents*	₱1,024,765,443	₱—	₱—	₱—	₱1,024,765,443
Receivables	65,568,796	—	—	90,110,187	155,678,983
Receivables from related parties	1,863,314	—	—	97,373,076	99,236,390
Fixed income deposits	750,499	—	—	—	750,499
Financial assets at FVPL	62,307,751	—	—	—	62,307,751
AFS financial assets:					
Debt and equity securities	138,608,895	—	—	10,654,000	149,262,895
Investment in LLP	10,238,765	—	—	—	10,238,765
HTM investments	198,158,481	—	—	—	198,158,481
	₱1,502,261,994	₱—	₱—	₱198,137,263	₱1,700,399,207

*Excluding cash on hand

High grade financial assets

High grade receivables pertain to receivables from related parties and customers with good payment history. These receivables are considered to be of good quality and expected to be collectible without incurring any credit losses. Other high grade financial assets reflect the investment grade quality of the investments and/or counterparty and realizability is thus assured.

Standard grade financial assets

Receivables from customers that slide beyond the credit terms are classified under standard grade. Other standard grade financial assets are considered moderately realizable. There are no standard grade financial assets as of December 31, 2014 and 2013.



Aging Analysis

Aging analysis per class of financial assets as of December 31, 2014 and 2013 are as follows:

2014

	Neither Past Due nor Impaired	Past due but not impaired		Impaired	Total
		<1 year	>1 year		
Loans and receivables:					
Cash and cash equivalents	₱946,832,757	₱–	₱–	₱–	₱946,832,757
Receivables	58,259,175	–	–	90,110,187	148,369,362
Receivables from related parties	1,884,564	–	–	97,373,076	99,257,640
Fixed income deposit	750,499	–	–	–	750,499
Financial assets at FVPL	65,604,929	–	–	–	65,604,929
AFS financial assets:					
Debt and equity securities	360,406,873	–	–	10,654,000	371,060,873
Investment in LLP	12,015,271	–	–	–	12,015,271
	₱1,445,754,068	₱–	₱–	₱198,137,263	₱1,643,891,331

2013

	Neither Past Due nor Impaired	Past due but not impaired		Impaired	Total
		<1 year	>1 year		
Loans and receivables:					
Cash and cash equivalents	₱1,024,765,443	₱–	₱–	₱–	₱1,024,765,443
Receivables	65,568,796	–	–	90,110,187	155,678,983
Receivables from related parties	1,863,314	–	–	97,373,076	99,236,390
Fixed income deposit	750,499	–	–	–	750,499
Financial assets at FVPL	62,307,751	–	–	–	62,307,751
AFS financial assets:					
Debt and equity securities	138,608,895	–	–	10,654,000	149,262,895
Investment in LLP	10,238,765	–	–	–	10,238,765
HTM investments	198,158,481	–	–	–	198,158,481
	₱1,502,261,944	₱–	₱–	₱198,137,263	₱1,700,399,207

Impairment assessment

The main considerations for impairment assessment include whether any payments are overdue or if there are any known difficulties in the cash flows of the counterparties. The Group determines allowance for each significant receivable on an individual basis. Among the items that the Group considers in assessing impairment is the inability to collect from the counterparty based on the contractual terms of the receivables. Receivables included in the specific assessment are nonmoving accounts receivable, accounts of defaulted companies and accounts from closed companies.



The carrying amount of the Group's financial assets with allowance for impairment losses as at December 31, 2014 and 2013 are as follows:

2014

	Receivables	Receivables from related parties	AFS financial assets	Total
Nominal amounts	₱148,369,362	₱99,257,640	₱371,060,873	₱618,687,875
Less allowance for impairment losses	90,110,187	97,373,076	10,654,000	198,137,263
At December 31, 2014	₱58,259,175	₱1,884,564	₱360,406,873	₱420,550,612

2013

	Receivables	Receivables from related parties	AFS financial assets	Total
Nominal amounts	₱155,678,983	₱99,236,390	₱149,262,895	₱404,178,268
Less allowance for impairment losses	90,110,187	97,373,076	10,654,000	198,137,263
At December 31, 2013	₱65,568,796	₱1,863,314	₱138,608,895	₱206,041,005

There was no impairment losses provision in 2014, 2013 and 2012.

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds.

The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its liabilities when they are due and this is done by primarily investing in highly liquid investments and maintaining a significant amount of cash and cash equivalents and pre-terminable investments in its portfolio.

The following table summarizes the maturity profile of the Group's financial liabilities as of December 31, 2014 and 2013 based on contractual undiscounted cash flows. The table also analyzes the maturity profile of the Group's financial assets in order to provide a complete view of the Group's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

2014

	On demand	< 1 year	> 1 year	Total
Financial assets:				
Cash and cash equivalents	₱127,723,828	₱819,117,929	₱—	₱946,841,757
Receivables	58,259,175	—	—	58,259,175
Receivables from related parties	1,884,564	—	—	1,884,564
Financial assets at FVPL	65,604,929	—	—	65,604,929
AFS financial assets	360,406,873	—	—	360,406,873
Total financial assets	613,879,369	819,117,929	—	1,432,997,298
Financial liabilities:				
Accounts payable and accrued expenses*	10,124,758	—	—	10,124,758
Dividends payable	2,524,522	—	—	2,524,522
Total financial liabilities	12,649,280	—	—	12,649,280
	₱601,230,089	₱819,117,929	₱—	₱1,420,348,018

*Excluding statutory liabilities



2013

	On demand	< 1 year	> 1 year	Total
Financial assets:				
Cash and cash equivalents	₱31,512,261	₱993,262,182	₱—	₱1,024,774,443
Receivables	65,568,796	—	—	65,568,796
Receivables from related parties	—	—	1,863,314	1,863,314
Financial assets at FVPL	62,307,751	—	—	62,307,751
AFS financial assets	138,608,895	—	—	138,608,895
HTM investments	—	36,408,628	161,749,853	198,158,481
Total financial assets	297,997,703	1,029,670,810	163,613,167	1,491,281,680
Financial liabilities:				
Accounts payable and accrued expenses*	5,455,211	—	—	5,455,211
Dividends payable	1,608,488	—	—	1,608,488
Total financial liabilities	7,063,699	—	—	7,063,699
	₱290,934,004	₱1,029,670,810	₱163,613,167	₱1,484,217,981

*Excluding statutory liabilities

Market Risks

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Group's activities expose it primarily to the financial risks of changes in interest rates, foreign currency exchange rates and equity prices. There has been no change in the Group's exposure to market risks or the manner in which it manages and measures the risk.

a. Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group derives majority of its revenue from interest-bearing placements and bonds. Accordingly, the Group is subject to financial risk arising from changes in interest rates. The Group manages interest rate risk by investing mainly on fixed coupon bonds and other investments. By doing so, the Group is assured of future interest revenues from such investments.

Since the Group invests on fixed coupon interest bonds and other investments, the Group is not exposed significantly to cash flow interest rate risk.

The following table demonstrates management's best estimate of the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's income before income tax due to changes in fair values of AFS financial assets in debt securities (see Note 9):

	2014	2013
Change in interest rate (percentage)		
+10%	₱28,703,020	₱10,478,480
-10%	(28,703,020)	(10,478,480)

There is no other impact on equity other than those already affecting income before income tax.



b. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in foreign currencies.

In the normal course of business, the Group enters into transactions denominated in US dollar and other foreign currencies. As a result, the Group is subject to transaction and translation exposures resulting from currency exchange rate fluctuations. The Group regularly monitors outstanding financial assets and liabilities in foreign currencies and maintains them at a level responsive to the current exchange rates so as to minimize the risks related to these foreign currency denominated assets and liabilities.

Information on the Group's foreign currency denominated monetary assets and their Philippine peso equivalent as of December 31 are as follows:

US Dollar:

	2014		2013	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Cash and cash equivalents	\$3,506,927	₱156,829,775	\$905,964	₱40,220,272
Receivables	1,693,628	75,739,044	85,482	3,794,973
Financial assets at FVPL	405,177	18,119,515	423,587	18,805,145
AFS financial assets	4,762,085	212,960,441	1,671,637	74,212,325
HTM investments	—	—	3,129,436	138,931,311
Investment in LLP	250,000	11,180,000	250,000	11,098,750
	\$10,617,817	₱474,828,775	\$6,466,106	₱287,062,776

The exchange rate of the Philippine peso vis-à-vis the US dollar is ₱44.72 and ₱44.395 as of December 31, 2014 and 2013, respectively.

Other Foreign Currencies:

	2014			
	Currency	Exchange Rate	Original Currency	Peso Equivalent
Cash and cash equivalents	SGD	33.696	27,212	₱916,936
	AUD	36.206	18,750	678,863
	HKD	5.749	37,677	216,605
	CNY	7.181	33,535	240,815
Receivables	EUR	54.339	10,872	590,774
Financial assets at FVPL	EUR	54.339	91,228	4,957,238
	HKD	5.749	608,000	3,495,392
AFS financial assets	CNY	7.181	3,973,597	28,534,400
	HKD	5.749	3,765,780	21,649,469
	EUR	54.339	194,933	10,592,464
	BRL	19.719	496,740	9,795,216
	SGD	33.696	258,483	8,709,843
	TRY	19.230	298,689	5,743,789
	AUD	36.206	102,195	3,700,072
				₱99,821,876



2013				
	Currency	Exchange Rate	Original Currency	Peso Equivalent
Cash and cash equivalents	HKD	5.73	99,087	₱567,769
	AUD	39.46	11,250	443,925
Receivables	RMB	7.31	33,465	244,629
	EUR	60.82	3,503	213,052
	AUD	39.46	1,333	52,600
Financial assets at FVPL	HKD	5.73	608,000	3,483,840
AFS financial assets	HKD	5.73	3,165,000	18,135,450
	RMB	7.31	1,016,050	7,427,326
	BRL	18.90	347,935	6,575,972
	AUD	39.46	102,953	4,062,525
HTM investments	RMB	7.31	4,012,044	29,328,042
	EUR	60.82	190,484	11,585,237
	BRL	18.90	544,223	10,285,815
	SGD	35.00	263,887	9,236,045
	TRY	20.69	298,689	6,179,875
				₱107,822,102

The Group has no foreign currency denominated monetary liabilities as of December 31, 2014 and 2013.

As a result of the translation of these foreign currency denominated assets, the Group had foreign exchange loss amounting to ₱2.8 million and ₱5.8 million in 2014 and 2012, respectively, and foreign exchange gain amounting to ₱11.7 million in 2013.

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currencies exchange rates based on past foreign currencies exchange rates and macroeconomic forecasts for 2014, with all other variables held constant, of the Group's 2014 and 2013 income before income tax. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for the following percentage change in foreign currency rates:

Original Currency	Percentage	Effect on income before tax	
		Strengthened	Weakened
2014			
US dollar	5%	₱23,741,439	(₱23,741,439)
Chinese yuan (CNY)	5%	1,438,761	(1,438,761)
Hongkong dollar (HKD)	5%	1,268,073	(1,268,073)
E.M.U. euro (EUR)	5%	807,024	(807,024)
Brazil real (BRL)	5%	489,761	(489,761)
Singapore dollar (SGD)	5%	481,339	(481,339)
Turkish lira (TRY)	5%	287,189	(287,189)
Australia dollar (AUD)	5%	218,947	(218,947)



Original Currency	Percentage	Effect on income before tax	
		Strengthened	Weakened
2013			
US dollar	5%	₱7,406,574	(₱7,406,574)
Chinese yuan (CNY)	5%	1,478,836	(1,478,836)
Hongkong dollar (HKD)	5%	1,108,772	(1,108,772)
Australia dollar (AUD)	5%	227,942	(227,942)
Brazil real (BRL)	5%	842,911	(842,911)
Turkish lira (TRY)	5%	308,979	(308,979)
Singapore dollar (SGD)	5%	461,792	(461,792)

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

c. 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 the equity indices and the values of individual stocks. The equity price risk exposure arises from the Group's financial assets at FVPL and investments in AFS equity securities. For investments in Philippine equities, majority of funds are invested in equities listed in the PSE.

The Group measures the sensitivity of its equity securities by using PSE, NYSE and HKEx indices fluctuations and its effect to respective share prices.

The following table demonstrates the sensitivity to a reasonably possible change in the equity price based on past price performance and macroeconomic forecast for 2014 and 2013, with all other variables held constant, of the Group's income before income tax and equity:

Effect on income before income tax:

	2014	2013
<i>Financial assets at FVPL:</i>		
Change in stock market index (%)		
+10%	₱6,560,493	₱6,230,775
-10%	(6,560,493)	(6,230,775)

There is no other impact on the Group's equity other than those already affecting the income before income tax.

Effect on equity:

	2014	2013
<i>Investment in equity securities (AFS):</i>		
Change in club share prices (%)		
+10%	₱7,337,667	₱3,382,410
-10%	(7,337,667)	(3,382,410)



23. Financial Instruments

Categories of Financial Instruments

2014

	Financial assets				Total
	Loans and receivables	Financial assets at FVPL	AFS financial assets	HTM investments	
ASSETS					
Current:					
Cash and cash equivalents	₱946,841,757	₱—	₱—	₱—	₱946,841,757
Listed debt securities	—	65,604,929	—	—	65,604,929
Listed debt securities	—	—	8,978,882	—	8,978,882
Receivables	58,259,175	—	—	—	58,259,175
Noncurrent:					
Receivables from related parties	1,884,564	—	—	—	1,884,564
Fixed income deposits	750,499	—	—	—	750,499
Listed debt securities	—	—	278,051,319	—	278,051,319
Quoted equity securities	—	—	55,435,008	—	55,435,008
Unquoted equity securities	—	—	17,941,664	—	17,941,664
Investment in LLP	—	—	12,015,271	—	12,015,271
TOTAL	₱1,007,735,995	₱65,604,929	₱372,422,144	₱—	₱1,445,763,068

2013

	Financial assets				Total
	Loans and receivables	Financial assets at FVPL	AFS financial assets	HTM investments	
ASSETS					
Current:					
Cash and cash equivalents	₱1,024,774,443	₱—	₱—	₱—	₱1,024,774,443
Listed debt securities	—	62,307,751	—	—	62,307,751
Receivables	65,568,796	—	—	—	65,568,796
Noncurrent:					
Receivable from related parties	1,863,314	—	—	—	1,863,314
Fixed income deposits	750,499	—	—	—	750,499
Listed debt securities	—	—	104,784,799	—	104,784,799
Quoted equity securities	—	—	16,525,154	—	16,525,154
Unquoted equity securities	—	—	17,298,942	—	17,298,942
HTM investments	—	—	—	198,158,481	198,158,481
Investment in LLP	—	—	10,238,765	—	10,238,765
TOTAL	₱1,092,957,052	₱62,307,751	₱148,847,660	₱198,158,481	₱1,502,270,944

2014

2013

LIABILITIES

Current:

Accounts payable and accrued expenses:

Accounts payable	₱7,873,132	₱3,643,203
Deposits payable	1,555,859	1,221,713
Accrued expenses	695,767	630,164
Dividends payable	2,524,522	1,608,488
TOTAL	₱12,649,280	₱7,103,568



Fair Values

The Group has determined that the carrying amounts of cash and cash equivalents, receivables, and accounts payable and accrued expenses, reasonably approximate their fair values because these are short-term in nature or the fair value difference is not material.

Financial assets at FVPL and AFS financial assets are stated at their fair values based on quoted prices. The fair value is determined using the Level 1 of the fair value hierarchy.

The fair value of HTM investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices, at the close of business on the reporting date or last trading day as applicable. The fair value is determined using the Level 1 of the fair value hierarchy.

Fair Value Hierarchy

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

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

As of December 31, 2014 and 2013, the Group held the following financial instruments that are measured and carried at fair value:

2014

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVPL	₱65,604,929	₱–	₱–	₱65,604,929
AFS instruments:				
Listed debt instruments	278,051,319	–	–	278,051,319
Listed equity instruments	55,435,008	–	–	55,435,008
	₱399,091,256	₱–	₱–	₱399,091,256

2013

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVPL	₱62,307,751	₱–	₱–	₱62,307,751
AFS instruments:				
Listed debt instruments	104,784,799	–	–	104,784,799
Listed equity instruments	16,525,154	–	–	16,525,154
HTM financial assets	198,158,481	–	–	198,158,481
	₱381,776,185	₱–	₱–	₱381,776,185

In 2014 and 2013, there were no transfers between Level 1 and Level 2 fair value measurements. Also, there were no transfers into and out of Level 3 fair value measurements. The financial assets recognized at fair value as of December 31, 2014 and 2013 are classified under Level 1. There were no financial assets and financial liabilities classified under Level 2 and Level 3 as of December 31, 2014 and 2013.



24. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure, which pertains to its equity, and makes adjustment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for the years ended December 31, 2014 and 2013. The Group is not exposed to externally imposed capital requirements.

The Group monitors capital using a gearing ratio, which is computed as net debt divided by the sum of total capital and net debt. The Group's policy is to keep the gearing ratio below 40%. The Group includes, within net debt, accounts payable and accrued expenses and payables to related parties, less cash and cash equivalents. Capital includes equity attributable to the equity holders of the parent less unrealized losses on changes in fair value of AFS financial assets.

	2014	2013
Accounts payable and accrued expenses	₱10,710,792	₱5,495,080
Less cash and cash equivalents	946,841,757	1,024,774,443
Net debt	(936,130,965)	(1,019,279,363)
Equity attributable to equity holders of the parent	1,688,675,727	1,673,861,804
Unrealized gains (losses) on changes in fair value of AFS financial assets	12,590,012	(15,891,249)
Total capital	1,701,265,739	1,657,970,555
Total capital and net debt	₱765,134,774	₱638,691,192
Gearing ratio	(1.22:1)	(1.60:1)

25. Note to Consolidated Statements of Cash Flows

In 2014, the noncash investing activity pertains to the unpaid portion of acquisition of investment property amounting to ₱4,790,340.

In 2012, the non-cash activities of the Group pertain to application of MCIT and set-up of provision for legal obligation.



F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
TABLE OF CONTENTS
DECEMBER 31, 2014

Independent Auditors' Report on Supplementary Schedules

Schedule I: Tabular Schedule of Effective Standards and Interpretations under PFRS

Schedule II: Supplementary Schedules Required by Securities Regulation Code (SRC) Rule 68,
Part II, Annex 68-E:

- A. Financial Assets
- B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders
- C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
- D. Intangible Assets - Other Assets
- E. Long-Term Debt
- F. Indebtedness to Related Parties
- G. Guarantees of Securities of Other Issuers
- H. Capital Stock



INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
F & J Prince Holdings Corporation
5th Floor, Citibank Center Building
8741 Paseo de Roxas corner Villar Street
Salcedo Village, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of F & J Prince Holdings Corporation and its subsidiaries as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, included in this Form 17-A and have issued our report thereon dated April 10, 2015. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011), 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 respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Jhoanna Feliza C. Go

Partner

CPA Certificate No. 0114122

SEC Accreditation No. 1414-A (Group A),

April 8, 2014, valid until April 7, 2017

Tax Identification No. 219-674-288

BIR Accreditation No. 08-001988-103-2014,

March 10, 2014, valid until March 9, 2017

PTR No. 4751286, January 5, 2015, Makati City

April 10, 2015



F&J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE OF ALL EFFECTIVE STANDARDS AND INTERPRETATIONS

List of Philippine Financial Reporting Standards (PFRSs) and Philippine Interpretations Committee (PIC) Q&As effective as of December 31, 2014:

Philippine Financial Reporting Standards and Interpretations Committee (PIC) Q&As		Adopted	Not Adopted	Not Adopted
Framework for the Preparation and Presentation of Financial Statements				
Conceptual Framework Phase A: Objectives and qualitative characteristics		✓		
PFRSs Practice Statement Management Commentary				✓
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	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			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
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	✓		

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PHILIPPINE FINANCIAL ACCOUNTING STANDARDS AND INTERPRETATIONS IN TRANSITION AND TO PHILIPPINE ACCOUNTING STANDARDS		Implemented	Effective Subsequently	Not Applicable
PFRS 7	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	✓		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments *	See footnote.*		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	See footnote.*		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities			✓
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	See footnote.*		
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations*	See footnote.*		
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
PFRS 13	Fair Value Measurement	✓		
PFRS 14	Regulatory Deferral Accounts*	See footnote.*		
Philippine Accounting Standards				
PAS 1 (Revised)	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			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PUBLISHED FINANCIAL REPORTING STANDARDS AND/OR INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments to PAS 1: Disclosure Initiatives*	See footnote.*		
PAS 2	Inventories			✓
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*	See footnote.*		
	Amendments to PAS 16 and PAS 41: Bearer Plants*	See footnote.*		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19 (Amended)	Employee Benefits	✓		
	Amendments to PAS 19: Defined Benefit Plans - Employee Contributions*	See footnote.*		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment to PAS 21: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs			✓
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 27: Investment Entities	✓		
	Amendments to PAS 27: Equity Method in Separate Financial Statements*	See footnote.*		

*Standards and interpretations which will become effective subsequent to December 31, 2014.



IFRS STANDARDS, FINANCIAL INSTRUMENTS STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Adopted
Standards and Interpretations				
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to PFRS 10, PFRS 12 and PAS 28: Investment Entities - Applying the Consolidation Exception*	See footnote.*		
	Amendments to PFRS 10 and PAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	See footnote.*		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	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			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets			✓
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
	Amendments to PAS 16 and PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*			✓
PAS 39	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			✓
	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			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



PHILIPPINE INTERPRETATIONS, RECOMMENDATIONS AND REVISIONS BASED ON INTERNATIONAL STANDARDS		Adopted	Not adopted	Not applicable
Interpretations in Development or Under				
PAS 39	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
	Amendments to PAS 39: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	See footnote. *		
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
	Amendments to PAS 16 and PAS 41: Bearer Plants*			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>			✓
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓
IFRIC 8	<i>Scope of PFRS 2</i>			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			✓
IFRIC 11	PFRS 2—Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19—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	Agreements for the Construction of Real Estate*	See footnote. *		
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓

*Standards and interpretations which will become effective subsequent to December 31, 2014.



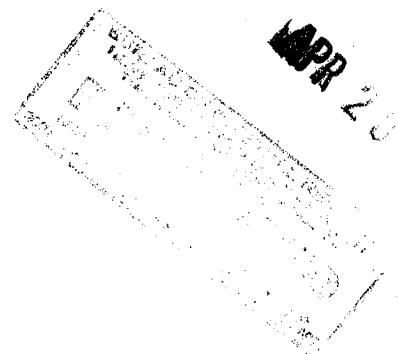
STANDARD / INTERPRETATION / GUIDANCE		Adopted	Not Adopted	Not Applicable
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies	✓		
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
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			✓

**Standards and interpretations which will become effective subsequent to December 31, 2014.*



F&J PRINCE HOLDINGS CORPORATION
SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR
DIVIDEND DECLARATION
DECEMBER 31, 2014

Unappropriated retained earnings, beginning	₱314,140,602
<i>Adjustment:</i>	
Unrealized foreign exchange gain net of effect on cash and cash equivalents	(736,383)
Unrealized loss on fair value through profit or loss	6,127,549
Retained earnings, as adjusted, beginning	319,531,768
Net income based on the face of the audited financial statements	126,382,316
<i>Less: Non-actual/unrealized income net of tax</i>	
Unrealized foreign exchange gain net of effect on cash and cash equivalents	(702,450)
<i>Add: Non-actual losses</i>	
Unrealized loss on fair value through profit or loss	6,326,231
Net income actual/realized	132,006,097
<i>Less:</i>	
Dividend declaration	(96,365,531)
Unappropriated retained earnings, as adjusted, ending	₱355,172,334



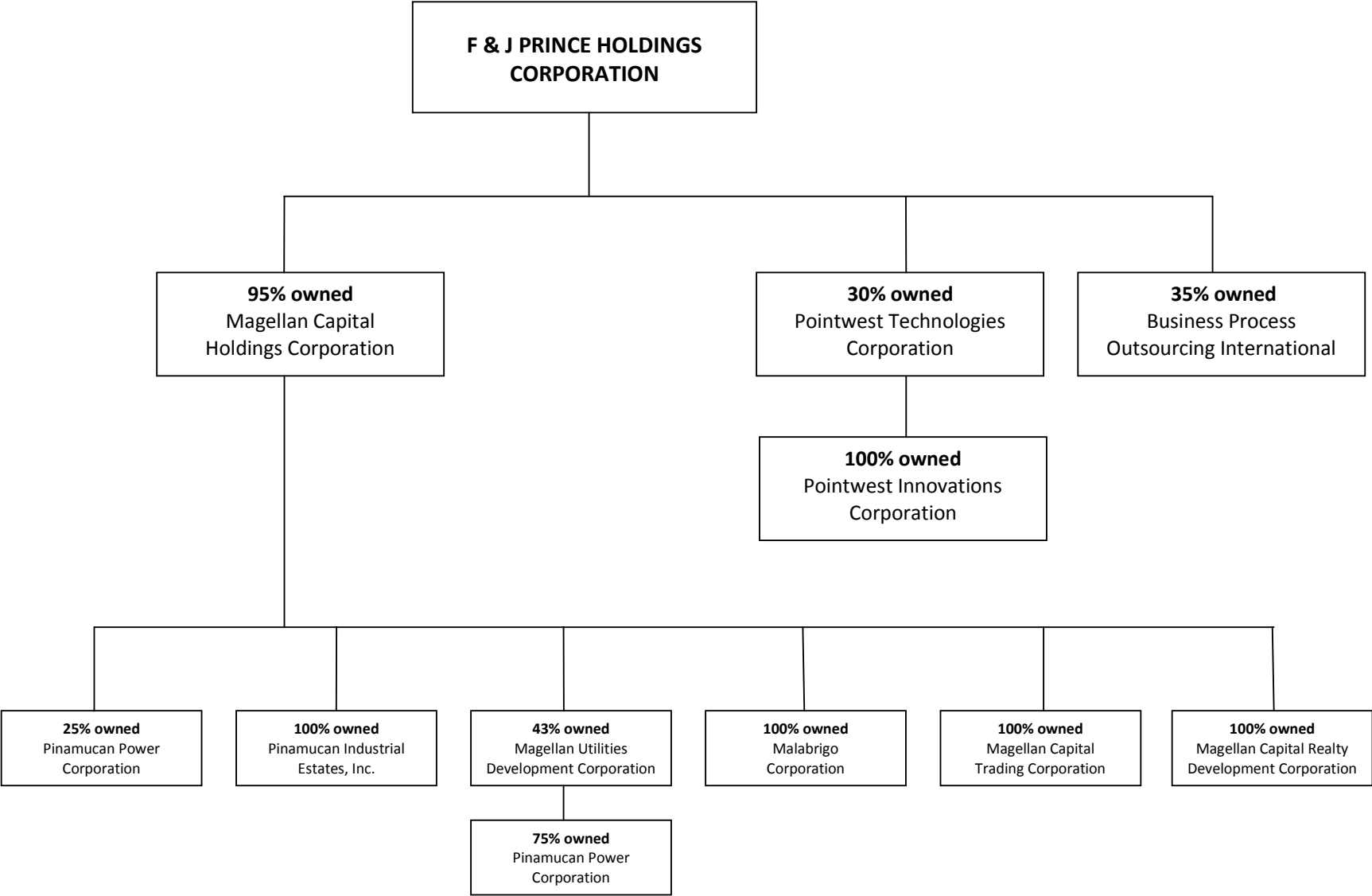
F & J Prince Holdings Corporation

KEY RATIOS

		December 2013	December 2014
LIQUIDITY RATIOS			
Current ratio	<u>Current assets</u> Current liabilities	68	71
Acid test ratio	Cash + Marketable Securities + Accounts Receivables + <u>Other Liquid Assets</u> Current liabilities	65	70
SOLVENCY RATIOS			
Debt to equity ratio	<u>Total liabilities</u> Total equity	.015	.017
Asset to equity ratio	<u>Total assets</u> Total equity	1.01	1.01
Net debt to equity ratio	<u>Debt-cash & cash equivalents</u> Total equity	0	0
Gearing ratio	<u>Debt-cash & cash equivalents</u> Total equity + (Debt – cash & cash equivalents)	0	0
Interest coverage ratio ¹	<u>EBIT</u> Interest expense	N.A.	N.A
PROFITABILITY RATIOS			
Operating Margin	<u>Operating Profit</u> Total revenues	84.1%	71.5%
Return on Equity	<u>Net income after tax</u> Total equity	6.9%	4.5%

^{1|} No interest expense

SCHEDULE OF SUBSIDIARIES AND ASSOCIATES



F & J Prince Holdings Corporation

2015
First Quarter
Unaudited Financial Report

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended **31 March 2015**
2. SEC Identification Number **43370** 3. BIR Tax Identification No. **000-829-097**
4. *F & J Prince Holdings Corporation*
Exact name of registrant as specified in its charter
5. **Philippines**
Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code: (SEC Use Only)
7. **5th Floor, Citibank Center Building**
8741 Paseo de Roxas, Makati City **1226**
Address of principal office Postal Code
8. **(632) 892-7133**
Registrant's telephone number, including area code
9.
Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

TITLE OF CLASS	NUMBER OF SHARES OF COMMON STOCK OUTSTANDING AND AMOUNT OF DEBT OUTSTANDING
Class "A" Common	292,610,118 Shares
Class "B" Common	189,217,535 Shares

11. Are any or all of the securities listed on the Philippine Stock Exchange?

Yes [☒] No [☐]

If yes, state the name of such Stock Exchange and class/es of securities listed therein:

Philippine Stock Exchange

Common Shares, Class "A" and "B"

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Securities Regulation Code (SRC) and RSA Rule 17(2)-(b) thereunder and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding 12 months (or for such shorter period the registrant was required to file such reports)

Yes [☒] No [☐]

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

Yes [☒] No [☐]

PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The following financial statements, presented in a comparative format, are submitted:

- (1) Unaudited Consolidated Interim Balance Sheet as of 31 March 2015 and Audited Consolidated Balance Sheet as of 31 December 2014 as Annex “A”;
- (2) Unaudited Interim Statement of Income and Retained Earnings for the three (3) month period ending 31 March 2015 and the three (3) month period ending 31 March 2014 as Annex “B”;
- (3) Unaudited Interim Statement of Changes in Stockholders’ Equity for the three (3) months ending 31 March 2015 and 31 March 2014 and Audited Statement of Changes in Stockholders’ Equity for the year ending 31 December 2014 as Annex “C”;
- (4) Unaudited Interim Cash Flow Statement for the three (3) month period ending 31 March 2015 and the three (3) month period ending 31 March 2014 as Annex “D”;
- (5) Interim Cash Flow for the quarterly periods ending 30 June and 30 September 2014, Audited Cash Flow Statement for the year ended 31 December 2014 as Annex “E”;
- (6) Consolidated Balance Sheet as of 31 March 2015 and 31 December 2014 with vertical and horizontal percentage analysis as Annex “F”.

ITEM 2. MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

(1) Management's Discussion and Analysis

The Registrant's consolidated revenue in 2014 decreased by 23.9% to ₱117.9 million from ₱155.0 million in 2013. Equity in net earnings of associates decreased by 19.2% from ₱89.8 million in 2013 to ₱72.6 million in 2014 as the Registrant's outsourcing affiliates experienced a drop in earnings caused by the loss of a major account at BPOI and lower operating margins on some accounts of Pointwest. Interest income also dropped from ₱47.2 million in 2013 to ₱37.7 million in 2014 as interest levels continued its decline due to the increasing liquidity in capital markets. A net foreign exchange gain of ₱11.7 million was recorded in 2013 as the Peso declined against foreign currencies which benefitted the foreign exchange denominated bonds and other securities hold by the Registrant and its subsidiary against a foreign exchange loss in 2014. Rent increased to ₱4.5 million in 2014 from ₱3.5 million in 2013 due to escalation of rental rates and the leasing out of additional condominium office units in 2014. Gain on disposal of AFS and HTM Financial Assets of ₱1.3 million was recorded in 2013 against ₱0.2 million in 2014. Dividend income increased from ₱0.8 million in 2013 to ₱2.3 million in 2014. Rental income in 2015 is expected to exceed ₱12 million in 2015 as additional rental property was acquired at the end of 2014 and have been leased out.

Total consolidated expenses of the Registrant increased to ₱34.0 million in 2014 compared to ₱24.7 million in 2013. Fair Value losses of financial assets at FVPL of ₱5.5 million, foreign exchange loss of ₱2.8 million and loss on Disposal of AFS Financial assets of ₱1.1 million accounted for the bulk of the increase.

As a result of the above, total consolidated income before tax in 2014 totalled ₱83.9 million compared to ₱130.3 million in 2013. After provision for income tax, total consolidated net income after tax totalled ₱78.8 million in 2014 compared to ₱120.1 million in 2013.

Net income attributable to non-controlling interest, namely minority shareholder of Magellan Capital Holdings Corporation, totalled ₱1.5 million in 2014 compared to ₱3.3 million in 2013.

The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2014, the Registrant's consolidated cash and cash equivalent totaled over ₱946 billion which was lower than the level of ₱1.024 billion as of December 31, 2013 due to additional investments

made in 2014. The Registrant and its subsidiary is planning to undertake development of MCHC's land in Fort Bonifacio into an income producing building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱30.1 million compared to total equity of ₱1.8 billion as of the end of 2014.

The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2014 totalled ₱946 million compared to ₱1,025 million at the end of 2013 while total current assets totalled ₱1.1 billion at year-end 2014 compared to ₱1.2 billion at year-end 2013. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

(a) Operating Results and Financial Condition for the First Quarter of 2015

- (i) There are no known trends, demands, events or uncertainties that would have a material effect on the Issuer's liquidity.
- (ii) There are no known or anticipated events that would trigger direct or contingent financial obligation that is material to the Company including any default or acceleration of any obligation.
- (iii) There are no material off-balance sheet transaction, arrangements, obligations (including contingent obligations) and other relationship of the Company with unconsolidated entities or other persons created during first quarter of 2015 or in prior periods.
- (iv) There are no material commitments for capital expenditures, by the Company or its majority owned subsidiary and equity in net earnings of association.
- (v) There are no trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable impact on net revenues/income from continuing operations except for possible unrealized or realized foreign exchange gains from the dollar denominated investments of the Company and its majority owned subsidiary and equity in net earnings of associates. These are generally recognized in the year-end Audited Financial

Statements except for realized foreign exchange gain which are reported in the period realized.

- (vi) The Company did not realize any non-operating income in the first quarter of 2015 or in the first quarter of 2014 aside from unrealized gains on trading securities and gains on disposal of AFS/HTM investments.

The following is a detailed discussion of the Registrant's operations and financial condition during the first quarter of 2015 and first quarter of 2014.

Operating Results

Breakdown of Revenue for the Three Month Periods Ending March 31, 2015 and March 31, 2014 with Vertical and Horizontal Percentage Analysis:

(P000)	FIRST QUARTER MARCH 31, 2015	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2015	FIRST QUARTER MARCH 31, 2014	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2014	INCREASE (DECREASE) AMOUNT MARCH 31, 2015	INCREASE (DECREASE) PERCENTAGE MARCH 31, 2015
INTEREST INCOME						
From Banks	P 1,496	9.7%	P 2,281	21.8%	P (785)	(34.4%)
From Securities	5,583	36.4%	7,173	68.5%	(1,590)	(22.2%)
TOTAL	7,079	46.1%	9,454	90.3%	(2,375)	(25.1%)
Dividend Income	14	0.1%	18	0.2%	(4)	(22.2%)
Rent Income	3,352	21.8%	909	8.7%	2,443	169%
Unrealized Gain on Trading Securities	2,845	18.5%	-	-	2,845	-
Gains on Disposal of AFS/HTM	2,052	13.4%	40	0.4%	2,012	5000%
Other Income	-	-	47	0.4%	(47)	-
TOTAL	P 15,346	100%	P 10,468	100%	P 4,878	46.6%

Revenues. Consolidated Revenues, during the 3 month period ended March 31, 2015, totaled P15.3 million compared to the P10.5 million during the same 3 month period in 2014 or an increase of 46.6%. The higher revenue was mainly due to sharply higher rental income which increased by 169% to P3.4 million from P0.9 million and due to P2.8 million in unrealized gain on trading securities and P2.1 million gains on disposal of AFS/HTM investments. Rental revenue is expected to exceed P13 million in 2015 due to additional income producing property acquired by the Registrant's subsidiary in 2014. This was partly offset by lower interest income due to use part of the funds for additional property investments which accounted for the spike in rental income but which reduced funds earning interest.

Expenses. Consolidated General and Administrative Expenses in the first quarter of 2015 totaled ₱6.9 million which was lower than the ₱10.4 million in the first quarter of 2014. Lower net fx loss, repairs and maintenance, and reversal of unrealized loss on financial assets at FVPL accounted for most of the decrease.

Operating Income. As a result of the factors discussed above, consolidated operating income in first quarter 2015 totaled 8.4 million compared to ₱58,911 net income in the same period of 2014.

Net Income. Net income totaled ₱8.4 million during the first quarter of 2015 compared to net income of ₱58,911 in the first quarter of 2014. The net income in the first quarter of 2015 attributable to shareholders of the Company totaled ₱8.0 million while ₱368,076 in net income was attributable to minority shareholders in the company's majority owned subsidiary Magellan Capital Holdings Corporation. In the first quarter of 2014, ₱7,851 net loss was attributable to shareholders of the company and ₱66,782 attributable to minority shareholders in the Registrant's subsidiary.

BALANCE SHEET ACCOUNTS

Annex "F" shows the Vertical and Horizontal Percentage Analysis of Balance Sheet Account for March 31, 2015 compared to December 31, 2014.

ASSETS

Current Assets. Consolidated current assets as of March 31, 2015 totaled ₱1,095.8 million compared to ₱1,096.3 million as of December 31, 2014. Most of the decrease was due to the decrease of prepaid expenses and other current assets.

Receivables from Related Parties. This account stayed level at ₱1.9 million at March 31, 2015, the same level as at year-end 2014.

Investments in Associates. This account which consists of investment in Pointwest Technologies Corporation and BPO International, Inc. remained unchanged from year-end 2014 to March 31, 2015 at ₱149.1 million as equity in net earnings of associates are taken up at year-end.

Available for Sale Investments. This account which consists mostly of corporate bonds increased to ₱354.4 million as of March 31, 2015 from ₱351.4 million at year-end 2014 due to additional investment in bonds.

Property And Equipment. This account totaled ₱13.4 million as of March 31, 2015 compared to ₱13.9 million as of December 31, 2014 due to allowance for depreciation in the first quarter of 2015.

Investment in Property. This Account decreased slightly to ₱135.6 million as of March 31, 2015 from ₱136.7 million due to depreciation allowance taken in the first quarter of 2015.

Other Non-Current Assets. This account totaled ₱38.8 million as of March 31, 2015, unchanged from year end 2014.

Total Assets. As a result of the foregoing, total assets increased slightly to ₱1,788.9 million as of March 31, 2015 from ₱1,788.1 million as of December 31, 2014.

LIABILITIES AND EQUITY

Current Liabilities. Current liabilities was at ₱15.4 million as of March 31, 2015 compared to ₱20.4 million at year-end 2014 due to lower accounts payable.

Non-Current Liabilities. Non-current liabilities which consists mostly of retirement benefits obligation was stable at ₱9.7 million as of March 31, 2015, the same level as at year-end 2014. The accrual of additional retirement benefit obligation is taken up at year-end based on actuarial studies commissioned at that time.

Stockholder's Equity. Total stockholder's equity increased to ₱1,763.9 million as of March 31, 2015 from ₱1,758.1 million at year-end 2014 due to the comprehensive net income of ₱5.8 million generated in the first quarter of 2015. Total equity attributable to stockholders of the company totaled ₱1,694.2 million at March 31, 2015 from ₱1,688.7 million at December 31, 2014 due to the comprehensive income ₱5.5 million attributable to stockholders of the company. In the first quarter of 2015, minority interest which represents the share of minority shareholders of Magellan Capital Holdings Corporation was ₱69.7 million at March 31, 2015 compared to ₱69.4 million at December 31, 2014 due to their share of comprehensive income generated in the first quarter of 2015 of ₱0.3 million.

(a) Top Performance Indicators

The top five (5) performance indicators for the Company and its Subsidiary are as follows:

- 1) Change in revenues
- 2) Change in net income
- 3) Earnings per share
- 4) Current ratio
- 5) Book Value per share

Change in Revenues. Consolidated revenues in the first quarter of 2015 and 2014 are shown in Annex “B” and presented below in summary form:

(P 000)	1 st Quarter-2015	Percentage (%)	1 st Quarter-2014	Percentage (%)
Interest Income	₱ 7,079	46.1%	₱ 9,454	90.3%
Lease Rental Income	3,356	21.9%	909	8.7%
Dividend Income	13	0.1%	18	0.2%
Unrealized Gain on trading securities	2,845	18.5%	-	-
Gain on Disposal/Redemption of AFS/HTM Investments	2,052	13.4%	40	0.4%
Other Income	-	-	47	0.4%
Total Income	₱ 15,345	100%	₱ 10,468	100%

Total revenue increased in the first quarter of 2015 to ₱15.3 million from ₱10.5 million in the first quarter of 2014. Higher rental income and unrealized gain on trading securities and gain on disposal of AFS/HTM investments accounted for most of the decrease.

Change in Net Income. The income statement in the first quarter of 2015 and 2014 are shown in Annex “B” and summarized below:

(P 000)	1 st Quarter-2015	Percentage (%)	1 st Quarter-2014	Percentage (%)
Revenues	₱ 15,345	100%	₱ 10,468	100%
Expenses	6,937	45.2%	10,409	99.4%
Net Income	8,408	54.8%	59	0.6%
Attributable to:				
- Minority Interest	368	2.3%	(8)	(0.1%)
- Stockholders of Company	8,040	52.4%	67	0.6%

The Registrant realized a net income of ₱8.4 million in the first quarter of 2015 compared to ₱59,000 in the first quarter of 2014. Net income of ₱8.0 million was attributable to stockholders of the company in the first quarter of 2015 compared to loss of ₱7,851 in the first quarter of 2014.

Earnings Per Share. The net income per share attributable to shareholders of the Company during the first quarter of 2015 was ₱0.029 per share compared to net loss per share of ₱0.0002 in the first quarter of 2014 due to the increase in net income generated in the first quarter of 2015.

Current Ratio. Current ratio as of March 31, 2015 was 71 X compared to 54 X as of December 31, 2014.


Book Value Per Share. Book value per share as of March 31, 2015 was ₱4.40 per share compared to ₱4.38 as of December 31, 2014.

SIGNATURES

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

Issuer *F & J Prince Holdings Corporation*

Principal Executive Officer

Signature and Title 
ROBERT Y. COKENG, President

Date **14 May 2015**

Principal Financial/Accounting Officer/Controller

Signature and Title..... 
MARK RYAN K. COKENG, Treasurer

Date **14 May 2015**

My Docs>F&J>2015 Files>SEC Form 17Q>
1st Quarter>1st Quarter 31 March 2015

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2015 AND DECEMBER 31, 2014

ANNEX "A"
Page 1

ASSETS	UNAUDITED MARCH 31, 2015	AUDITED DEC. 31,2014
<i>Current Assets</i>		
Cash and cash equivalents	P 948,398,096	P 946,841,757
Financial assets at fair value through profit or loss	68,449,982	65,604,929
Convertible note receivable	0	0
Receivables-net :		
Advances to Officers & Employees	6,500	9,500
Creditable Withheld Taxes	0	0
Dividends Receivable	53,374,543	53,374,543
Accounts Receivable	943,243	697,743
Management Fee Receivable	45,197,865	45,197,865
Accrued Interest Receivable	43,753,772	43,753,772
Others	9,159,039	5,335,939
Total Receivables	152,434,962	148,369,362
Allowance for doubtful accounts	90,110,187	90,110,187
Total Receivables-Net	62,324,775	58,259,175
Current portion of HTM investments	0	0
Current portion of AFS financial assets	0	8,978,882
Prepaid expenses & other current assets:		
Input Tax	14,280,824	14,470,203
Prepaid Income Tax	413,017	400,000
Others	1,908,663	1,773,451
Total Prepaid expenses and other current assets	16,602,504	16,643,654
Total Current Assets	P 1,095,775,357	P 1,096,328,397
<i>Non-current Assets</i>		
Receivables from related parties-net	1,885,764	1,884,564
Investments in associates	149,116,248	149,116,248
HTM investments-net of current portion	0	0
Available-for-sale (AFS) investments-net of current portion	354,380,489	351,427,991
Investment in property	135,615,676	136,677,566
Property and Equipment		
Building	20,755,943	20,755,943
Building Improvements	8,692,633	8,692,633
Transportation equipment	8,395,222	8,395,222
Furniture and fixtures	2,831,072	2,831,072
Total	40,674,870	40,674,870
Less: Accumulated depreciation	27,316,492	26,798,951
Net Book Value	13,358,378	13,875,919
Total Property and Equipment	13,358,378	13,875,919
Other non-current assets	38,822,113	38,822,113
Total Non-Current Assets	693,178,668	691,804,401
TOTAL ASSETS	P 1,788,954,025	P 1,788,132,798

LIABILITIES & STOCKHOLDERS' EQUITY	UNAUDITED MARCH 31, 2015	AUDITED DEC. 31, 2014
<i>Current Liabilities</i>		
Accounts Payable and accrued expenses		
Accounts payable-trade	0	0
Accounts payable-others	3,058,492	7,873,132
Withholding taxes payable	221,677	473,695
SSS Premium Payable	16,831	23,023
HDMF Premium Payable	2,396	22,157
Philhealth Premium Payable	6,550	6,525
Deposit Payable	1,565,543	1,555,859
Output Vat Payable	130,170	60,634
Accrued expenses	691,015	695,767
Total Accounts payable and accrued expenses	P 5,692,674	P 10,710,792
Dividends Payable	2,524,522	2,524,522
Income Tax Payable	2,153,252	2,153,252
Provision for legal obligation	5,000,000	5,000,000
Total Current Liabilities	P 15,370,448	P 20,388,566
<i>Non-Current Liabilities</i>		
Deferred income tax liabilities-net	0	0
Payable to related parties	0	0
Retirement benefit obligation)	9,679,932	9,679,932
Total Non-Current Liabilities	9,679,932	9,679,932
<i>Stockholders' Equity</i>		
Capital stock	481,827,653	481,827,653
Additional paid in capital	144,759,977	144,759,977
Treasury shares	(98,942,697)	(98,942,697)
Other Reserves	10,020,851	12,590,012
Actuarial loss on retirement benefit obligation	(2,376,318)	(2,376,318)
Accumulated share in other comprehensive income of associates	(26,709,841)	(26,709,841)
Retained earnings	1,185,567,371	1,177,526,941
Total Equity Attributable to Stockholders of the Company	1,694,146,996	1,688,675,727
Minority Interest	69,756,649	69,388,573
Total Stockholders' Equity	1,763,903,645	1,758,064,300
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	P 1,788,954,025	P 1,788,132,798

See accompanying Notes to Consolidated Financial Statements

Prepared by:


ARSENIO T. LIAO

Accountant

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS PERIOD ENDING MARCH 31, 2015 AND MARCH 31, 2014

	UNAUDITED MARCH 31, 2015	UNAUDITED MARCH 31, 2014
REVENUES		
Interest Income		
From Banks	P 1,495,789	P 2,280,950
From Securities	5,583,545	7,173,580
Total Interest Income	7,079,334	9,454,530
Unrealized gains on trading securities	2,845,053	0
Rental Income	3,355,711	908,756
Gains on disposal /redemption of AFS/HTM investments	2,051,753	39,715
Dividend Income	13,637	18,178
Net unrealized foreign exchange gain	0	0
Other income	0	46,937
	P 15,345,488	P 10,468,116
EXPENSES		
Net foreign exchange loss	997,501	2,078,685
Amortization of unrealized losses on changes in fair value of AFS investments	0	0
Salaries, wages and employees' benefits	2,467,367	2,499,677
Depreciation	1,579,429	861,084
Professional fees	532,823	630,188
Condominium dues	489,855	607,762
Repairs and maintenance	0	562,500
Taxes and licenses	428,402	437,188
Entertainment, amusement and recreation	76,559	74,354
Unrealized loss on financial assets at FVPL	0	2,169,667
Others	365,050	488,100
	6,936,986	10,409,205
NET INCOME	P 8,408,502	P 58,911
NET INCOME ATTRIBUTABLE TO:		
STOCKHOLDERS OF THE COMPANY	P 8,040,426	P (7,851)
MINORITY INTERESTS	368,076	66,762
EARNINGS PER SHARE	P 0.0209	P (0.00002)

See accompanying Notes to Consolidated Financial Statements

Prepared by:


ARSENIO T. LIAO
Accountant

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS PERIOD ENDING MARCH 31, 2015 AND MARCH 31, 2014

		UNAUDITED MARCH 31, 2015		UNAUDITED MARCH 31, 2014
NET INCOME	P	8,408,502	P	58,911
OTHER COMPREHENSIVE INCOME(LOSS)				
Changes in fair value of AFS investments		(2,569,161)		(1,207,093)
Amortization of unrealized losses on changes in fair value of AFS investments		-		-
Disposal of AFS investment				
Impairment loss on AFS investments				
Others				
		(2,569,161)		(1,207,093)
TOTAL COMPREHENSIVE INCOME(LOSS)	P	5,839,341	P	(1,148,182)
TOTAL COMPREHENSIVE INCOME(LOSS)				
ATTRIBUTABLE TO:				
STOCKHOLDERS OF THE COMPANY	P	5,547,374	P	(1,090,773)
MINORITY INTERESTS		291,967		(57,409)
	P	5,839,341	P	(1,148,182)

See accompanying Notes to Consolidated Financial Statements

Prepared by:

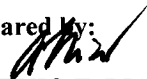

ARSENIO T. LIAO

Accountant

**F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND MARCH 31, 2014
AND THE YEAR ENDED DECEMBER 31, 2014**

		UNAUDITED MARCH 31, 2015	UNAUDITED MARCH 31, 2014	AUDITED DEC. 31, 2014
CAPITAL STOCK				
Balance at beginning of year	P	481,827,653P	481,827,653 P	481,827,653
Exercise of stock warrants				
Issuance of additional shares of stock				
Subscription of additional shares of stock				
Balance at end of period		481,827,653	481,827,653	481,827,653
ADDITIONAL PAID-IN CAPITAL				
Treasury Shares		(98,942,697)	(98,942,697)	(98,942,697)
Other Reserves		10,020,851	(17,098,342)	12,590,012
Actuarial loss on retirement benefit obligation		(2,376,318)	(1,902,158)	(2,376,318)
Share in other comprehensive income of associates		(26,709,841)	(13,171,541)	(26,709,841)
SHARE IN REVALUATION INCREMENT ON LAND OWNED BY MCHC's SUBSIDIARIES				
RETAINED EARNINGS				
Balance at beginning of period		1,177,526,941	1,177,181,819	1,177,181,819
Net Income		8,040,430	(7,851)	77,290,274
Dividends declared				(76,945,152)
Balance at end of period		1,185,567,371	1,177,173,968	1,177,526,941
		1,694,146,996	1,672,646,860	1,688,675,727
Minority Interests		69,756,649	70,850,005	69,388,573
TOTAL STOCKHOLDERS' EQUITY				
	P	1,763,903,645 P	1,743,496,865 P	1,758,064,300

See accompanying Notes to Consolidated Financial Statements

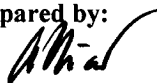
Prepared by:

ARSENIO T. LIAO
 Accountant

F & J PRINCE HOLDINGS CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS PERIOD ENDING MARCH 31, 2015 AND MARCH 31, 2014

	UNAUDITED MARCH 31, 2015	UNAUDITED MARCH 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	P 8,040,430	P (7,851)
Adjustments to reconcile net income to net cash provided by operating activities:		
Minority Interest	368,076	66,762
Depreciation and amortization	1,579,429	859,426
Amortization of unrealized loss/gain on FV of AFS inv.	(2,569,161)	(1,207,093)
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables	(4,065,600)	(944,255)
Prepaid expenses and other current assets	41,150	(197,028)
Increase (decrease) in accounts payable and accrued expenses	(5,018,118)	(20,823)
<i>Net cash provided by operating activities</i>	<i>(1,623,794)</i>	<i>(1,450,862)</i>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions/disposals of property and equipment	0	0
AFS/HTM investments and financial assets (FVPL)	3,181,833	(26,354,731)
Decrease (increase) in:		
Receivable from related parties	(1,200)	(21,250)
Other assets	0	193,252
<i>Net cash provided by (used in) investing activities</i>	<i>3,180,133</i>	<i>(26,182,729)</i>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in:		
Purchase of treasury shares	0	0
Payable to related parties	0	0
Income tax payable	0	(30,226)
<i>Net cash provided by (used in) financing activities</i>	<i>0</i>	<i>(30,226)</i>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	P 1,556,339	P (27,663,817)
CASH AND CASH EQUIVALENTS, BEGINNING	946,841,757	1,024,774,443
CASH AND CASH EQUIVALENTS, ENDING	P 948,398,096	P 997,110,626

See accompanying Notes to Consolidated Financial Statements

Prepared by:



ARSENIO T. LIAO
Accountant

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE 3 MONTHS PERIOD ENDING JUNE 30, 2014 AND SEPTEMBER 30, 2014

	UNAUDITED SEPTEMBER 30, 2014	UNAUDITED JUNE 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	P 53,478,641	P 11,531,467
Adjustments to reconcile net income to net cash provided by operating activities:		
Equity in net earnings in associate	(41,597,265)	
Minority interest	2,814,665	431,158
Depreciation and amortization	2,572,759	1,712,787
Unrealized loss/gain on changes in fair value of AFS/FVPL	(1,270,998)	(1,435,173)
Amortization of unrealized loss/gain on FV of AFS inv.	-	
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables	57,502,780	56,997,931
Prepaid expenses and other current assets	(483,461)	(433,208)
Increase (decrease) in:		
Accounts payable and accrued expenses	(426,057)	101,979
Net cash provided by operating activities	72,591,064	68,906,941
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions/disposals of property and equipment	0	0
Investment in property	0	
AFS/HTM/other investments and financial assets (FVPL)	(18,449,668)	(6,778,001)
Decrease (increase) in:		
Receivables from related parties	(21,250)	(21,250)
Other assets	205,752	205,752
Net cash provided by (used in) investing activities	(18,265,166)	(6,593,499)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in:		
Cash dividends declared and paid	(77,483,228)	0
Deposit liability	0	0
Dividends payable	(18,000)	0
Income tax payable	(4,751,406)	(4,751,406)
Net cash provided by (used in) financing activities	(82,252,634)	(4,751,406)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	P (27,926,736)	P 57,562,036
CASH AND CASH EQUIVALENTS, BEGINNING	1,024,774,443	1,024,774,443
CASH AND CASH EQUIVALENTS, ENDING	P 996,847,707	P 1,082,336,479

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDING DECEMBER 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES

ANNEX "E"
Page 2
Audited

Income (loss) before income tax from continuing operations	P	83,870,780
Income (loss) from discontinued operations		
Adjustments for:		
Net unrealized foreign exchange losses (gains)		(1,870,226)
Depreciation		3,549,572
Retirement expense		1,103,105
Provision for impairment losses on AFS financial assets		
Gain on disposal of investment in subsidiary		
Dividend income		(2,290,430)
Losses(gains) on fair value changes of financial assets at FVPL		5,534,800
Equity in net losses (earnings) of associates		(72,551,106)
Interest income		(37,719,971)
Loss(gain) on disposal of property and equipment		-
Loss(gain) on disposal of HTM investments		(235,949)
Loss(gain) on disposal of AFS financial assets		1,110,399
Operating loss before working capital changes		(19,499,026)
Decrease (increase) in:		
Receivables		837,680
Prepaid expenses and other current assets		(8,006,752)
Increase (decrease) in accounts payable and accrued expense		425,372
Net cash flows used in operations		(26,242,726)
Dividends received		60,915,292
Interest received		40,819,972
Income taxes paid		(8,500,365)
Net cash flows from operating activities		66,992,173
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of:		
Investment in subsidiary		
AFS investments		55,736,008
Fixed income deposits		-
HTM investments		17,992,000
Addition to:		
HTM investments		-
AFS financial assets		(67,457,497)
Investments in associates		(1,875,000)
Investment in properties		(60,038,929)
Financial assets at FVPL		(8,831,978)
Property and equipment		(643,190)
Increase(decrease) in receivable from related parties		(21,250)
Increase(decrease) in other non-current assets		(735,479)
Net cash flows from (used in) investing activities		(65,875,315)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid		(76,029,118)
Purchase of treasury shares		-
Dividends to non-controlling interest		(4,398,120)
Net cash flows from financing activities		(80,427,238)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(79,310,380)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		1,377,694
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		1,024,774,443
CASH AND CASH EQUIVALENTS AT END OF YEAR	P	946,841,757

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET AS OF MARCH 31, 2015 AND DECEMBER 31, 2014
WITH VERTICAL AND HORIZONTAL PERCENTAGE ANALYSIS

"ANNEX F"

Page 1

	UNAUDITED3 MARCH 31, 2015	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2015	AUDITED DEC. 31, 2014	VERTICAL PERCENTAGE ANALYSIS DEC. 31, 2014	INCREASE (DECREASE) AMOUNT MARCH 31, 2015	INCREASE (DECREASE) PERCENTAGE ANALYSIS MARCH 31, 2015
ASSETS						
Current Assets						
Cash and cash equivalents	948,398,096	53.01%	946,841,757	52.95%	1,556,339	0.16%
Financial assets at fair value through fair value thru profit or loss (FVPL)	68,449,982	3.83%	65,604,929	3.67%	2,845,053	4.34%
Short-term investments	-	-	-	-	--	-
Receivables :						
Advances to Officers & Employees	6,500	0.00%	9,500	0.00%	(3,000)	-31.58%
Creditable Withheld Taxes	0	0.00%	0	0.00%	0	0.00%
Accounts Receivable	943,243	0.05%	697,743	0.04%	245,500	35.18%
Dividends Receivable	53,374,543	2.98%	53,374,543	2.98%	0	0.00%
Management Fee Receivable	45,197,865	2.53%	45,197,865	2.53%	0	0.00%
Accrued Interest Receivable	43,753,772	2.45%	43,753,772	2.45%	0	0.00%
Others	9,159,039	0.50%	5,335,939	0.30%	3,823,100	71.65%
Total Receivables	152,434,962	8.51%	148,369,362	8.30%	4,065,600	2.74%
Allowance for doubtful accounts	90,110,187	-5.04%	90,110,187	-5.04%	0	0.00%
Total Receivables-Net	62,324,775	3.47%	58,259,175	3.26%	4,065,600	6.98%
Current portion of HTM investments	0	0.00%	0	0.00%	0	0.00%
Current portion of AFS investments	0	0.00%	8,978,882	0.50%	(8,978,882)	0.00%
Prepaid expenses & other current assets:						
Others	1,908,663	0.11%	1,773,451	0.10%	135,212	7.62%
Input Tax	14,280,824	0.80%	14,470,203	0.81%	(189,379)	-1.31%
Prepaid Income Tax	413,017	0.02%	400,000	0.02%	13,017	3.25%
Total Prepaid expenses & other current assets	16,602,504	0.93%	16,643,654	0.93%	(41,150)	-0.25%
Total Current Assets	1,095,775,357	61.24%	1,096,328,397	61.31%	(553,040)	-0.05%
Non-current Assets						
Receivables from related parties	1,885,764	0.11%	1,884,564	0.11%	1,200	0.06%
Investments in associates	149,116,248	8.34%	149,116,248	8.34%	0	0.00%
HTM investments-net of current portion	0	0	0	0.00%	0	0.00%
Available -for-sale (AFS) investments	354,380,489	19.81%	351,427,991	19.65%	2,952,498	0.84%
Investment in properties	135,615,676	7.58%	136,677,566	7.64%	(1,061,890)	-0.78%
Property and Equipment						
Building	20,755,943	1.16%	20,755,943	1.16%	0	0.00%
Building Improvements	8,692,633	0.49%	8,692,633	0.49%	0	0.00%
Transportation equipment	8,395,222	0.47%	8,395,222	0.47%	0	0.00%
Furniture and fixtures	2,831,072	0.16%	2,831,072	0.16%	0	0.00%
Total Property and Equipment	40,674,870	2.28%	40,674,870	2.28%	0	0.00%
Less: accumulated depreciation	27,316,492	-1.53%	26,798,951	-1.50%	517,541	1.93%
Net Book Value	13,358,378	0.75%	13,875,919	0.78%	(517,541)	-3.73%
Total Property and Equipment	13,358,378	0.75%	13,875,919	0.78%	(517,541)	-3.73%
Deferred income tax assets-net	0	0.00%	0	0.00%	0	0.00%
Other Assets - net	38,822,113	2.17%	38,822,113	2.17%	0	0.00%
Total Non-Current Assets	693,178,668	38.76%	691,804,401	38.69%	1,374,267	0.20%
TOTAL ASSETS	1,788,954,025	100.00%	1,788,132,798	100.00%	821,227	0.05%

	UNAUDITED MARCH 31, 2015	VERTICAL PERCENTAGE ANALYSIS MARCH 31, 2015	AUDITED DEC. 31, 2014	VERTICAL PERCENTAGE ANALYSIS DEC. 31, 2014	INCREASE (DECREASE) AMOUNT MARCH 31, 2015	INCREASE (DECREASE) PERCENTAGE ANALYSIS MARCH 31, 2015
LIABILITIES & STOCKHOLDERS' EQUITY						
Current Liabilities						
Accounts Payable and accrued expenses						
Accounts payable-trade	0	0.00%	0	0.00%	0	0.00%
Accounts payable-others	3,058,492	0.16%	7,873,132	0.44%	(4,814,640)	-61.15%
Withholding taxes payable	221,677	0.01%	473,695	0.03%	(252,018)	-53.20%
SSS Premium Payable	16,831	0.00%	23,023	0.00%	(6,192)	-26.89%
HDMF Premium Payable	2,396	0.00%	22,157	0.00%	(19,761)	-89.19%
Philhealth Premium Payable	6,550	0.00%	6,525	0.00%	25	0.38%
Deposit Payable	1,565,543	0.09%	1,555,859	0.09%	9,684	0.62%
Output Vat Payable	130,170	0.01%	60,634	0.00%	69,536	114.68%
Accrued expenses	691,015	0.04%	695,767	0.04%	(4,752)	-0.68%
Total Accounts payable & accrued expenses	5,692,674	0.31%	10,710,792	0.60%	(5,018,118)	-46.85%
Dividends Payable	2,524,522	0.14%	2,524,522	0.14%	0	0.00%
Income Tax Payable	2,153,252	0.12%	2,153,252	0.12%	0	0.00%
Provision for legal obligation	5,000,000	0.29%	5,000,000	0.28%	0	0.00%
Total Current Liabilities	15,370,448	0.86%	20,388,566	1.14%	(5,018,118)	-24.61%
Non-Current Liabilities						
Deferred tax liabilities-net	0	0.00%	0	0.00%	0	0.00%
Payable to related parties	0	0.00%	0	0.00%	0	0.00%
Retirement benefit obligation	9,679,932	0.55%	9,679,932	0.54%	0	0.00%
Total Non-Current Liabilities	9,679,932	0.55%	9,679,932	0.54%	0	0.00%
Stockholders' Equity						
Capital stock	481,827,653	26.93%	481,827,653	26.95%	0	0.00%
Additional paid in capital	144,759,977	8.08%	144,759,977	8.10%	0	0.00%
Other reserves	10,020,851	0.56%	12,590,012	0.70%	(2,569,161)	-20.41%
Actuarial loss on retirement obligation	(2,376,318)	-0.13%	(2,376,318)	-0.13%	0	0.00%
Accumulated share in OCI of associates	(26,709,841)	-1.49%	(26,709,841)	-1.49%	0	0.00%
Treasury shares	(98,942,697)	-5.53%	(98,942,697)	-5.53%	0	0.00%
Retained earnings	1,185,567,371	66.27%	1,177,526,941	65.85%	8,040,430	0.68%
Total Equity Attributable to Stockholders of the Company	1,694,146,996	94.69%	1,688,675,727	94.45%	5,471,269	0.32%
Minority Interest	69,756,649	3.90%	69,388,573	3.87%	368,076	0.53%
Total Stockholders' Equity	1,763,903,645	98.59%	1,758,064,300	98.32%	5,839,345	0.33%
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	1,788,954,025	100.00%	1,788,132,798	100.00%	821,227	0.05%

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Organization

F & J Prince Holdings Corporation (the Parent Company) was registered with the Philippine Securities and Exchange Commission (SEC) on February 18, 1971. Its primary purpose is to purchase, subscribe for 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, but not limited to, land, building, condominium units, shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities, contracts or obligations of any corporation and associations, domestic or foreign. The Parent Company's shares of stock are listed in and traded through the Philippine Stock Exchange (PSE). The principal activities of its subsidiaries are described in Note 2.

The registered office address of the Parent Company is 5th Floor, Citibank Center Building, 8741 Paseo de Roxas corner Villar Street, Salcedo Village, Makati City.

Authorization for Issuance

The consolidated financial statements of the Parent Company and its subsidiaries (collectively referred to as the Group) were authorized for issue by the Board of Directors (BOD) on April 10, 2015.

2. Basis of Preparation, Statement of Compliance and Basis of Consolidation

Basis of Preparation

The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss (FVPL) and available for sale (AFS) financial assets that have been measured at fair value (see Notes 6 and 9). The consolidated financial statements are presented in Philippine peso (₱), which is the Parent Company and its subsidiaries' functional currency, and rounded off to the nearest peso, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS and Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS and new Philippine Interpretation from International Financial Reporting Interpretations Committee (IFRIC). Except as otherwise indicated, the following amended standards and new interpretation did not have any significant impact on the Group's financial statements:

Investment Entities (Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and PAS 27, *Separate Financial Statements*)
These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The application of these exceptions requires investment entities to account for subsidiaries at FVPL.

PAS 32 (Amendments), *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*
These amendments clarify the meaning of “currently has a legally enforceable right to set-off” and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and are applied retrospectively.

PAS 36 (Amendments), *Impairment of Assets - Recoverable Amount Disclosures for Nonfinancial Assets*
These amendments remove the unintended consequences of PFRS 13, *Fair Value Measurement*, on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for assets or cash-generating units for which impairment loss has been recognized or reversed during the period.

PAS 39 (Amendments), *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting*
These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required.

Philippine Interpretation IFRIC 21, *Levies*
Philippine Interpretation IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached.

Annual Improvements to PFRSs
The Annual Improvements to PFRSs contain non-urgent but necessary amendments to PFRSs.

2010-2012 Cycle
PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables*
The amendment clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial.

2011-2013 Cycle
PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Meaning of “Effective PFRSs”*
The amendment clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but that permits early application, provided either standard is applied consistently throughout the periods presented in the entity’s first PFRS financial statements.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and Magellan Capital Holdings Corporation (MCHC) and its subsidiaries (MCHC Group) as of

December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at December 31 of each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

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

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

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

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

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

As of December 31, 2014 and 2013, the Group has 94.37% interest in the unquoted equity stocks of MCHC, a holding company involved in investing real and personal properties of every kind,

including, but not limited to, land, buildings, condominium units, shares of stock, bonds, and other securities of any corporation or association, domestic or foreign.

MCHC has investments in the following subsidiaries:

	Country of Incorporation	Percentage of Ownership	
		2014	2013
Pinamucan Industrial Estates, Inc. (PIEI)	Philippines	100%	100%
Malabrigo Corporation (MC)*	Philippines	100%	100%
Magellan Capital Realty Development Corporation (MCRDC)*	Philippines	100%	100%
Magellan Capital Trading Corporation (MCTC)*	Philippines	100%	100%

**Still in the preoperating stage.*

PIEI

PIEI was organized primarily as a real estate developer and was registered with the Philippine SEC on May 5, 1993. It started its commercial operations on July 14, 1994.

MC

MC was organized primarily to purchase, operate, maintain and sell coal mines and their products and by-products. MC was incorporated on August 31, 1993 and has not yet started commercial operations.

On December 11, 2012, the BOD of MC authorized the issuance of its remaining 7,500,000 unissued shares to MCHC and convert part of MCHC's advances to MC as payment of the subscription.

MCRDC

MCRDC was organized to purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities, contracts and obligations of any corporation or corporations, domestic or foreign. MCRDC was registered with the Philippine SEC on November 14, 1990 and has not yet started commercial operations.

MCTC

MCTC was organized to conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail all kinds of goods, commodities, wares and merchandise. MCTC was registered in the Philippine SEC on January 7, 1991 and has not yet started commercial operations.

Transactions with Non-controlling Interests

Non-controlling interests represent the portion of net income or loss and net assets in MCHC not held by the Group and are presented separately in the consolidated statement of income and within equity in the consolidated statement of financial position, separately from total equity attributable to equity holders of the Parent Company. Transactions with non-controlling interests are accounted for as equity transactions. On acquisitions of non-controlling interests, the difference between the consideration and the book value of the share of the net assets acquired is reflected as being a transaction between owners and recognized directly in equity. Gain or loss on disposals of non-controlling interests is also recognized directly in equity.

Investments in Associates

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

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

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

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

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the consolidated statement of income. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in associates. At each reporting date, the Group determines whether there is objective evidence that the investments in the associates are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognizes the loss in the consolidated statement of income.

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

The Group has equity interest in the unquoted equity securities of and additional deposits for stock subscription to the following associates as of December 31:

	Country of Incorporation	Percentage of Ownership	
		2014	2013
Magellan Utilities Development Corporation (MUDC)	Philippines	43	43
Business Process Outsourcing, International (BPO)	Philippines	35	35
Pointwest Technologies Corporation (PTC)	Philippines	30	30

3. Summary of Significant Accounting Policies

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 by the Group.

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

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

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

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

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

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

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

Cash and Cash Equivalents

Cash includes cash on hand and with 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 from dates of acquisition and that are subject to insignificant risk of changes in value.

Financial Instruments

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position 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 disposals or retirements, as applicable, is done using settlement date accounting.

Financial assets and financial liabilities are recognized at fair value at inception. Transaction costs are included in the initial measurement of all financial assets and liabilities, except for financial instruments measured at FVPL.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

Financial assets

Financial assets, within the scope of PAS 39, are classified into the following categories: financial asset at FVPL, loans and receivables, held-to-maturity (HTM) investments, and AFS financial assets. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

Financial assets are classified as current assets when these are expected to be realized within 12 months after the reporting date or within the normal operating cycle, whichever is longer. Otherwise, these are classified as other noncurrent assets.

Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading purposes and financial assets designated upon initial recognition as at FVPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling and repurchasing in the near term. Derivatives, including embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts. Gains or losses on investments held for trading are recognized in the consolidated statement of income. Interest earned is recorded in interest income, respectively, while dividend income is recorded as such according to the terms of the contract, or when the right of payment has been established.

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

The Group's investments in trading securities are classified under financial assets at FVPL as of December 31, 2014 and 2013 (see Note 6).

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not classified or designated as AFS financial assets or financial assets at FVPL. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate method, less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral part of the effective interest rate. Gains and losses are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

The Group's cash and cash equivalents, receivables, fixed income deposit included under "Other noncurrent assets" account and receivables from related parties are classified as loans and receivables as of December 31, 2014 and 2013 (see Notes 5, 7, 13 and 18).

HTM investments

HTM investments are quoted non-derivative financial assets which carry fixed or determinable payments and fixed maturities and which the Group has the positive intention and ability to hold to maturity. Where the Group sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS financial assets and the Group will be precluded from using the HTM investments account for the current period and for the next two succeeding periods from tainting date. After initial measurement, HTM investments are measured at amortized cost. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral parts of the effective interest rate. Gains and losses are recognized in the consolidated statement of income when the investments are derecognized or impaired, as well as through the amortization process.

AFS financial assets

AFS financial assets are those non-derivative financial assets that are designated as such or do not qualify to be classified as financial assets at FVPL, HTM financial assets, or loans and receivables. AFS financial assets are purchased and held indefinitely and may be sold in response to liquidity requirements or changes in market conditions.

After initial measurement, AFS financial assets are measured at fair value with gains or losses being recognized as a separate component in the equity section of the consolidated statements of financial position 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 statement of income.

Interest earned on holding AFS financial assets are reported as interest income using the effective interest rate. Dividends earned on holding AFS equity instruments are recognized in the consolidated statement of income when the right to the payment has been established. AFS financial assets are classified as current if they are expected to be realized within 12 months from the reporting date. Otherwise, these are classified as noncurrent assets. The losses arising from impairment of AFS financial assets are recognized in the consolidated statement of income.

The Group's AFS financial assets consist of debt and equity securities as of December 31, 2014 and 2013 (see Note 9).

Derivative financial instruments

Derivative instruments (including embedded derivatives) are initially recognized at fair value on the date in which a derivative transaction is entered into or bifurcated, and are subsequently re-measured at fair value. Gains and losses from changes in fair value of these derivatives are recognized in the consolidated statement of income.

An embedded derivative is separated from the host contract and accounted for as derivative if all the following conditions are met:

- the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristic of the host contract;
- a separate instrument with the same terms as the embedded derivative would meet the definition of the derivative; and
- the hybrid or combined instrument is not recognized at FVPL.

The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes party to the contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

The Group has no bifurcated embedded derivatives as of December 31, 2014 and 2013.

Financial liabilities

Financial liabilities are classified as financial liabilities at FVPL and other financial liabilities. The Group's financial liabilities are of the nature of other financial liabilities.

Financial liabilities are classified as current liabilities when these are expected to be realized within 12 months from the reporting date or the Group does not have an unconditional right to defer settlement for at least 12 months from reporting date. Otherwise, these are classified as noncurrent liabilities.

Other financial liabilities

Issued financial instruments or their components, which are not held for trading or not designated at FVPL, are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. Other financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction costs. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument, as a whole, the amount separately determined as the fair value of the liability component on the date of issue. After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Any effects of restatement of foreign currency-denominated liabilities are recognized in the consolidated statement of income.

This accounting policy applies primarily to accounts payable and accrued expenses, dividends payable and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).

Derecognition of Financial Assets and Liabilities

Financial asset

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

- the rights to receive cash flows from the asset have expired;
- the Group 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
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. 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 liability

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

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Impairment of Financial Assets

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

Assets carried at amortized cost

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 assets 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 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). Time value is generally not considered when the effect of the discounting is not material. The carrying amount of the asset is reduced either directly or through use of an allowance account. Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. The financial assets, together with the associated allowance accounts, is written off when there is no realistic prospect of future recovery and all collateral, if any, has been realized or has been transferred to the Group. The amount of the loss shall be recognized in the consolidated statement of income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of income to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to receivables, a provision for impairment losses is made when there is objective evidence (such as the probability of insolvency or significant financial difficulty of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice.

The carrying amount of the receivables shall be reduced through the use of an allowance account. Impaired debts shall be derecognized when they are assessed as uncollectible.

Assets carried at cost

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

AFS financial assets

For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that the financial asset is impaired.

In the case of equity investments classified as AFS, objective evidence of impairment would include a significant or prolonged decline in the fair value of the investments 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 financial asset previously recognized in the consolidated statement of income is removed from equity and recognized in the consolidated statement of income. Impairment losses on equity investments are

not reversed through the consolidated statement of income. Increases in fair value after impairment are recognized directly in equity.

In the case of debt instruments classified as AFS, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Future interest income is based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of "Interest income" in the consolidated statement of income. If, in subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

"Day 1" Profit or Loss

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

Reclassification of Financial Instruments

If, as a result of a change in intention or ability or in the rare circumstance that a reliable measure of fair value is no longer available, it becomes appropriate to carry a financial asset or financial liability at cost or amortized cost rather than at fair value, the fair value carrying amount of the financial asset or the financial liability on that date becomes its new cost or amortized cost, as applicable.

In the case of a financial asset with a fixed maturity, any previous gain or loss on that asset that has been recognized directly in equity shall be amortized to the consolidated statement of income over the remaining life of the investment using the effective interest rate method. Any difference between the new amortized cost and maturity amount shall also be amortized over the remaining life of the financial asset using the effective interest rate method, similar to the amortization of a premium and a discount. If the financial asset is subsequently impaired, any gain or loss that has been recognized directly in equity is recognized in the consolidated statement of income.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall remain in equity until the financial asset is sold or otherwise disposed of, when it shall be recognized in the consolidated statement of income. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized directly in equity is recognized in the consolidated statement of income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if:

- there is a currently enforceable legal right to offset the recognized amounts; and
- there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Input Value-added Taxes (VAT)

Input VAT, included in “Prepayments and other current assets” account in the consolidated statement of financial position, represents VAT imposed on the Group by its suppliers and contractors for the acquisition of goods and services required under Philippine taxation laws and regulations. Input VAT is stated at its estimated net realizable value.

Creditable Withholding Taxes (CWTs)

CWTs, included in “Prepayments and other current assets” account in the consolidated statement of financial position, are amounts withheld from income subject to expanded withholding taxes. CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWTs which are expected to be utilized as payment for income taxes within twelve months are classified as current asset.

Property and Equipment

Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of the property and equipment, including borrowing cost for long-term construction projects, when that cost is incurred and if the recognition criteria are met.

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable.

Depreciation is computed on a straight-line basis over the estimated useful lives of the property and equipment as follows:

<u>Category</u>	<u>Number of Years</u>
Condominium	25
Condominium improvements	10
Transportation equipment	10
Office furniture, fixtures and equipment	5

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 difference between the net disposal proceeds and carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

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

The residual values, useful lives and depreciation method are reviewed periodically to ensure that the values, periods and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

Investment Properties

Investment properties, comprising a parcel of land and condominium units, is held either to earn rental income or for capital appreciation or both. Investment property is measured at cost, including transaction costs less any accumulated impairment in value.

Investment property pertaining to condominium is carried at cost less any accumulated depreciation and any impairment in value. Depreciation is computed using straight line method over the estimated useful life of 25 years.

Investment properties are derecognized when they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the period of the retirement or disposal.

Transfers are made to or from investment properties only when there are changes in use. For a transfer from investment property under the cost model to owner occupied property or inventories, no change in the carrying value of the property transferred and the transfers do not change the deemed cost for subsequent accounting of that property for measurement or disclosure purposes.

Impairment of Nonfinancial Assets

At each reporting date, the Group assesses whether there is any indication that its nonfinancial assets (namely: prepayments and other current assets, investments in associates, property and equipment, investment properties, and other noncurrent assets) may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of the recoverable amount. The estimated recoverable amount is the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the estimated recoverable amount is assessed as part of the cash-generating unit to which it belongs. Where the carrying amount of an asset (or cash-generating unit) exceeds its estimated recoverable amount, the asset (or cash-generating unit) is considered impaired and is written down to its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit).

An impairment loss is charged to operations in the year in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is charged to the revaluation increment of the said asset.

For nonfinancial assets, excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's estimated recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its estimated recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Capital Stock and Additional Paid-in Capital

The Group has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in equity as a deduction, net of tax, from the proceeds.

Amount of contribution in excess of par value is accounted for as an additional paid-in capital. Additional paid-in capital also arises from additional capital contribution from the shareholders.

Treasury Shares

The Group's shares which are acquired and held by a subsidiary (treasury shares) are deducted from equity and accounted for at cost. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the considerations received is recognized as capital reserves.

Dividends Payable

Dividends payable are recorded in the financial year in which they are declared by the BOD.

Retained Earnings

The amount included in retained earnings includes income attributable to the Group's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Parent Company's and subsidiaries' BOD. Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the relevant transitional provisions.

Revenue

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

Interest

Interest income from bank deposits and investments is recognized as the interest accrues on a time proportion basis on the principal outstanding balance and at the effective interest rate as applicable.

Dividend

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

Fair value gains on financial assets at FVPL

Financial assets at FVPL which consist of equity securities are stated at fair values based on the current market quotations. The difference between the aggregate market values of investments in securities at respective reporting dates and the carrying value is shown as "Fair value gains or losses on financial assets at FVPL" account in the consolidated statement of income.

Rent

Rent income from condominium spaces is accounted for on a straight-line basis over the lease term.

Expenses

Expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those

relating to distributions to equity participants. Expenses are generally recognized when the services are used or the expenses arise.

Retirement Benefits

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

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

Defined benefit costs comprise the following:

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

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

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

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

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. 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.

Leases

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

- a) there is a change in contractual terms, other than a renewal or extension of the arrangement;

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

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

Operating lease - Group as a lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income.

Foreign Currency Transactions

The consolidated financial statements are presented in Philippine peso, which is the Parent Company and its subsidiaries' functional and presentation currency. Each entity in the Group determines its own functional and presentation currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are measured in the functional currency and are recorded on initial recognition in that functional currency at exchange rates approximating those ruling at transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate of exchange ruling at the reporting date. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the dates when the fair values were determined. Exchange gains or losses arising from foreign currency-denominated transactions are credited or charged to current operations.

Income Taxes

Final tax

Final tax on interest income is recognized in the consolidated statement of income at the time the interest is received.

Current income tax

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

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income.

Deferred income tax

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

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

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

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

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

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

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

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Sales tax

Revenues, expenses and assets are recognized net of the amount of sales tax, except:

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

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Contingencies

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

Earnings Per Share

Earnings per share is computed by dividing the net income for the year by the weighted average number of common shares issued and outstanding during the year after giving retroactive effect to stock dividends or stock splits declared during the year and adjusted for the effects of dilutive stock warrants and other dilutive securities. Effects of anti-dilutive potential common shares are not considered in computing diluted earnings per share.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets (see Note 20).

Events after the Reporting Date

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

Future Changes in Accounting Policies

Pronouncements Issued but Not yet Effective

Pronouncements issued but not yet effective as at December 31, 2014 are listed below. These pronouncements are those that the Group reasonably expects to have an impact on its accounting policies or disclosures unless otherwise indicated. The Group intends to adopt the following pronouncements when they become effective.

New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PFRS 9, <i>Financial Instruments</i> - Classification and Measurement (2010 version)</p> <p>PFRS 9 reflects the first phase on the replacement of PAS 39 and applies to the classification and measurement of financial assets and liabilities as defined in PAS 39. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through other comprehensive income (OCI) or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO.</p> <p>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. The Group, however, has yet to conduct a quantification of the full impact of this standard.</p>	<p>PFRS 9 (2010 version) is effective for annual periods beginning on or after January 1, 2015. This mandatory adoption date was moved to January 1, 2018 when the final version of PFRS 9 was adopted by the FRSC. Such adoption, however, is still for approval by the Board of Accountancy (BOA).</p>
<p>IFRIC 15, <i>Agreements for the Construction of Real Estate</i></p> <p>This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11 or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The adoption of this interpretation will not have any material effect on the consolidated financial statements of the Group.</p>	<p>The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by International Accounting Standards Board (IASB), and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate</p>

New Pronouncements	Effective for Annual Periods Beginning On or After
The following new standards and amendments issued by the IASB were already adopted by the FRSC but are still for approval by BOA.	

New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PFRS 9, <i>Financial Instruments</i> - Hedge Accounting and Amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)</p>	<p>PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.</p> <p>The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets but will have no impact on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.</p> <p>PAS 19, <i>Employee Benefits - Defined Benefit Plans: Employee Contributions</i>(Amendments)</p> <p>The amendments require an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit.</p> <p>These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. The amendments have no potential impact to the Group as there are no contributions from employees or third parties to the plan.</p>
<p>PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.</p>	<p>PFRS 9 (2013 version) has no mandatory effective date. The mandatory effective date of January 1, 2018 was eventually set when the final version of PFRS 9 was adopted by the FRSC. The adoption of the final version of PFRS 9, however, is still for approval by BOA.</p>
	January 1, 2015

New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PAS 16, <i>Property, Plant and Equipment</i>, and PAS 38, <i>Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization</i> (Amendments)</p> <p>The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are to be applied prospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.</p>	<p>January 1, 2016</p>
<p>PAS 16, <i>Property, Plant and Equipment</i>, and PAS 41, <i>Agriculture - Bearer Plants</i> (Amendments)</p> <p>The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, <i>Accounting for Government Grants and Disclosure of Government Assistance</i>, will apply. The amendments are to be applied retrospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group as the Group does not have any bearer plants.</p>	<p>January 1, 2016</p>
<p>PAS 27, <i>Separate Financial Statements - Equity Method in Separate Financial Statements</i> (Amendments)</p> <p>The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. These amendments will not have any impact on the Group's consolidated financial statements.</p>	<p>January 1, 2016</p>

New Pronouncements	Effective for Annual Periods Beginning On or After
<p>PFRS 10, <i>Consolidated Financial Statements</i> and PAS 28, <i>Investments in Associates and Joint Ventures</i> - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</p> <p>These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.</p>	<p>January 1, 2016</p>
<p>PFRS 11, <i>Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations</i> (Amendments)</p> <p>The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are to be applied retrospectively, with early adoption permitted. These amendments are not expected to have any impact to the Group.</p>	<p>January 1, 2016</p>
<p>PFRS 9, <i>Financial Instruments</i> (2014 or final version)</p> <p>In July 2014, the final version of PFRS 9, Financial Instruments, was issued. PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting.</p> <p>The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets and impairment methodology for financial assets, but will have no impact on the classification and measurement of the Group's financial liabilities. The adoption will also have an effect on the Group's application of hedge accounting. The Group is currently assessing the impact of adopting this standard.</p>	<p>PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of PFRS 9 is permitted if the date of</p>

New Pronouncements	Effective for Annual Periods Beginning On or After
	initial application is before February 1, 2015.

Annual Improvements to PFRSs (2010-2012 cycle)

The Annual Improvements to PFRSs (2010-2012 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group.

- *PFRS 2, Share-based Payment - Definition of Vesting Condition*
This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:

 - A performance condition must contain a service condition
 - A performance target must be met while the counterparty is rendering service
 - A performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
 - A performance condition may be a market or non-market condition
 - If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.

- *PFRS 3, Business Combinations - Accounting for Contingent Consideration in a Business Combination*
The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PAS 39. The Group shall consider this amendment for future business combinations.

- *PFRS 8, Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*
The amendments are applied retrospectively and clarify that:

 - An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
 - The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

- *PAS 16, Property, Plant and Equipment, and PAS 38, Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Depreciation and Amortization*
The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset.

- *PAS 24, Related Party Disclosures - Key Management Personnel*
The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the

related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services.

Annual Improvements to PFRSs (2011-2013 cycle)

The Annual Improvements to PFRSs (2011-2013 cycle) are effective for annual periods beginning on or after January 1, 2015 and are not expected to have a material impact on the Group.

- *PFRS 3, Business Combinations - Scope Exceptions for Joint Arrangements*
The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:
 - Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.
 - This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.
- *PFRS 13, Fair Value Measurement - Portfolio Exception*
The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of PAS 39.
- *PAS 40, Investment Property*
The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment).

Annual Improvements to PFRSs (2012-2014 cycle)

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

- *PFRS 5, Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*
The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is 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 the date of classification.
- *PFRS 7, Financial Instruments: Disclosures - Servicing Contracts*
PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.

- *PFRS 7, Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*
This amendment is applied retrospectively and 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.
- *PAS 19, Employee Benefits - regional market issue regarding discount rate*
This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
- *PAS 34, Interim Financial Reporting - disclosure of information 'elsewhere in the interim financial report'*
The amendment is applied retrospectively and clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report).

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

IFRS 15, Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Group is currently assessing the impact of IFRS 15 and plans to adopt the new standard on the required effective date once adopted locally.

4. Significant Accounting Judgments and Estimates

The preparation of the accompanying consolidated financial statements in compliance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and the accompanying notes. The judgments, estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

Determining Functional Currency

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Parent Company and its subsidiaries 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 revenue and expenses of the Group.

Determining Non-controlling Interest (NCI) that is Material to the Group

The Group assesses whether an NCI is material by considering factors such as the carrying amount of the NCI relative to the net equity of the Group, the profit or loss or OCI of the subsidiary attributable to the NCI, the assets and liabilities of the related subsidiary, or the amount of dividends paid by the subsidiary to the NCI, and the proportion that these amounts bear to the Group's financial position or results of operations. The Group also considers the nature of the activities of the subsidiary and its relative importance or risk compared to other operations of the Group. Based on management's assessment, it has determined that the NCI in MCHC is not material to the Group.

Operating Lease - The Group as a Lessor

The Group entered into various lease agreements as a lessor. The Group has determined that it retains all significant risks and rewards of ownership of these properties which are leased out on operating lease due to the following:

- a. the ownership of the asset does not transfer at the end of the lease term;
- b. the lessee has no option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that at the inception of the lease, it is reasonable and certain that the option will be exercised;
- c. the lease term is not for the major part of the economic life of the asset even if title is not transferred; and
- d. at the inception of the lease, the present value of the minimum lease payments does not amount to at least substantially all of the fair value of the leased asset.

Contingencies

In the ordinary course of business, the Group is a defendant in various litigations and claims. The estimate of the probable costs for the resolution of these claims has been developed in consultation with internal and external counsels handling the Group's defense in these matters and is based upon analysis of potential results. Although there can be no assurances, the Group believes, based on information currently available and the advice by its legal counsels, that the ultimate resolution of these legal proceedings would not likely have a material, adverse effect on the results of operations, financial position or liquidity of the Group. It is possible, however, that the future results of operations could be materially affected by changes in estimates or in the effectiveness of the strategies relating to these litigations and claims (see Note 21).

Estimates and Assumptions

Determination of Fair Values of Financial Instruments

The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgments. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., quoted prices, interest rates and foreign exchange rates), the amount of changes in fair value would differ if the Group utilized a different valuation methodology. Any changes in fair value of these financial assets and liabilities would affect either income or loss or amount disclosed.

Where the fair value of certain financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. The judgments include considerations of liquidity and model inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The fair values of the Group's financial instruments are disclosed in Note 23 to the consolidated financial statements.

Estimating Allowance for Impairment Losses on Loans and Receivables

The Group reviews its loans and receivables (cash and cash equivalents, receivables, and fixed income deposit included under "Other noncurrent assets" account and receivables from related parties) at each reporting date to assess whether an impairment loss should be recorded in the consolidated statement of income. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

For receivables from related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing reserve allowance against recorded receivable amounts. For trade receivables, the Group evaluates specific accounts where the Group has information that certain third parties are unable to meet their financial obligations. Facts, such as the Group's length of relationship with the customers or other parties and the customers' or other parties' current credit status, are considered to ascertain the amount of reserves that will be recorded in "Receivables". These allowances are re-evaluated and adjusted as additional information is received. The allowance for impairment losses on receivables and receivables from related parties amounted to ₱90.1 million as of March 31, 2015 and December 31, 2014, respectively (see Notes 7 and 18). No provision for impairment losses on receivables was recognized in 2014, 2013 and 2012. The Group's current receivables are disclosed in Note 7 to the consolidated financial statements. The balance of the Group's noncurrent receivables from related parties, net of allowance for impairment losses, amounted to ₱1.9 million as of March 31, 2015 and December 31, 2014. (see Note 18).

Estimating Impairment of AFS Equity Financial Assets

The Group treats AFS equity financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment.

The Group treats 'significant' generally as 20% or more and 'prolonged' as greater than six (6) months for quoted equity securities. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities.

The balance of the Group's allowance for impairment losses on investment in equity securities amounted to ₱10.7 million as of March 31, 2015 and December 31, 2014 (see Notes 9 and 22). The carrying amount of the Group's AFS equity financial assets as of March 31, 2014 and December 31, 2014 are disclosed in Note 9 to the consolidated financial statements.

Estimating Impairment of Nonfinancial Assets

The Group determines whether prepayments and other current assets, investments in associates, property and equipment, investment properties, and other noncurrent assets are impaired whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

The Group has an allowance for impairment losses on its investment in MUDC, an associate, amounting to ₱94.8 million as of December 31, 2014 and 2013 (see Note 8). The impairment is based on the Group's assessment of the fair value of the investment in MUDC using the discounted cash flows method. The Group has fully impaired its investment in MUDC since the Group does not expect any cash inflows from the investment. The carrying amount of the Group's investment in MUDC amounted to nil as of December 31, 2014 and 2013 (see Note 8).

The carrying amounts of the Group's remaining investments in associates as of December 31, 2014 and 2013 are disclosed in Note 8 to the consolidated financial statements.

The Group has not identified any events or changes in circumstances that would indicate an impairment loss on the following other nonfinancial assets as of March 31, 2015 and December 31, 2014:

	March , 2014	December, 2014
Prepayments and other current assets	₱16,602,504	₱16,643,654
Property and equipment (see Note 11)	13,358,378	13,875,919
Investment properties (see Note 12)	135,615,676	136,677,566
Other noncurrent assets (see Note 13)	26,056,343	26,056,343
	₱191,632,901	₱193,253,482

The balance excludes investment in limited liability partnership and fixed income deposit, which are classified as financial assets, amounting to ₱12.8 million as of March 31, 2015 and December 31, 2014 respectively.

Estimating Useful Lives of Property and Equipment and Investment Properties

The estimated useful lives used as bases for depreciating the Group's property and equipment and investment properties were determined on the basis of management's assessment of the period within which the benefits of these assets are expected to be realized taking into account actual historical information on the use of such assets as well as industry standards and averages applicable to the Group's assets.

The net book value of the Group's property and equipment and investment properties are disclosed in Notes 11 and 12 to the consolidated financial statements.

Estimating Retirement Benefit Obligation

The determination of the obligation and cost of retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions and the carrying amount of the Group's retirement benefit obligation as of December 31, 2014 and 2013 are disclosed in Note 15 to the consolidated financial statements.

Estimating Realizability of Deferred Income Tax Assets

The Group reviews the carrying amounts of deferred income tax assets at each reporting date and reduces it to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax assets to be utilized. However, there is no assurance that the Group will generate sufficient taxable income to allow all or part of its deferred income tax assets to be utilized.

The Group recognized deferred income tax asset amounting to ₱19.4 million and ₱18.8 million as of December 31, 2014 and 2013, respectively. The Group has deductible temporary differences, carryforward benefits of unused NOLCO and excess MCIT, for which no deferred income tax assets were recognized (see Note 16).

Estimating Provision for Legal Obligation

The Group's estimate of provision for legal obligations has been developed by management. The Group's management currently does not believe the provision will have a material adverse effect on its financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates of provisions. In 2011, the Group recognized provision for legal obligation amounting to ₱5.0 million for claims arising from lawsuits filed by third parties which are either pending decision by the courts or are subject to settlement obligations (see Note 21). No additional provisions were made in 2014, 2013 and 2012.

5. Cash and Cash Equivalents

	March, 2015	December, 2014
Cash on hand	₱9,000	₱9,000
Cash with banks	127,312,103	127,714,828
Short-term placements	821,076,993	819,117,929
	₱948,398,096	₱946,841,757

Cash with banks earn interest at the respective bank deposit rates. Short-term placements are fixed rate time deposits denominated in United States (US) dollar and Philippine peso, made for varying periods of up to three months or less depending on the immediate cash requirements of the Group and earn interest at the respective bank rates ranging from 1% to 3.5% in 2014 and 2013. Interest income earned from cash and cash equivalents amounted to ₱12.7 million, ₱21.8 million and ₱34.9 million in 2014, 2013 and 2012, respectively.

6. Financial Assets at FVPL

Financial assets at FVPL consist of listed securities which are traded in the PSE, New York Stock Exchange (NYSE) and Hong Kong Stock Exchange (HKEx). Fair values of listed equity securities are based on quoted market prices in the PSE, NYSE and HKEx.

The carrying value of financial assets at FVPL includes net unrealized loss on fair value changes amounting to ₱5.5 million and ₱0.05 million in 2014 and 2013, respectively, and net unrealized gain on fair value changes amounting to ₱6.6 million in 2012. Fair value changes are presented under “Fair value gains/losses on financial assets at FVPL” in the consolidated statements of income. Net cumulative unrealized gains on financial assets at FVPL amounted to ₱27.2 million and ₱24.4 million as of March 31, 2015 and December 31, 2014, respectively.

The rollforward of the Group’s investments in financial assets at FVPL is as follows:

	March, 2015	December, 2014
Cost:		
Balances at beginning of year	₱41,181,502	₱32,349,524
Additions	-	8,831,978
Balances at end of year	41,181,502	41,181,502
Changes in fair value:		
Balances at beginning of year	24,423,427	29,958,227
Unrealized losses on change in fair value	2,845,053	(5,534,800)
Balances at end of year	27,268,480	24,423,427
	₱68,449,982	₱65,604,929

Dividend income earned on investments in financial assets at FVPL amounted to ₱0.5 million, ₱0.4 million and ₱0.5 million in 2014, 2013 and 2012, respectively.

7. Receivables

	March, 2015	December, 2014
Third parties:		
Accrued interest (see Note 9)	₱8,072,262	₱4,554,022
Others	1,093,277	791,417
Related parties:		
Dividends receivable (see Notes 8 and 18)	53,374,543	53,374,543
Management fees (see Note 18)	45,197,865	45,197,865
Accrued interest (see Note 18)	43,753,772	43,753,772
Others (see Note 18)	943,243	697,743
	152,434,962	148,369,362
Less allowance for impairment losses	90,110,187	90,110,187
	₱62,324,775	₱58,259,175

Accrued interest receivables from third parties pertain to interest earned on investments in AFS debt securities, HTM investments and short-term placements that are expected to be collected within one year.

The terms and conditions related to receivables from related parties are discussed in Note 18.

The breakdown of allowance for impairment losses on receivables is as follows:

Third parties		₱1,120,789
Related parties (see Note 18):		
Management fees	₱45,197,865	
Accrued interest	43,753,772	
Others	37,761	88,989,398
Total		₱90,110,187

8. Investments in Associates

	March, 2015	December, 2014
Costs:		
Acquisition costs	₱186,260,135	₱186,260,135
Deposit for future stock subscription	1,875,000	1,875,000
	188,135,135	188,135,135
Accumulated equity in net earnings and OCI:		
Balances at beginning of year	52,363,009	52,363,009
Share in net income from associates	72,551,106	72,551,106
Share in OCI from associates	(13,538,300)	(13,538,300)
Dividends received/declared	(55,564,573)	(55,564,573)
Balances at end of year	55,811,242	55,811,242
	243,946,377	243,946,377
Less allowance for impairment losses	94,830,129	94,830,129
	₱149,116,248	₱149,116,248

The Group has equity interest in the unquoted equity securities of and additional deposits for stock subscription to the following associates as of December 31:

	Country of Incorporation	Percentage of Ownership		Carrying Amount of Investments	
		2014	2013	2014	2013
MUDC	Philippines	43	43	₱94,830,129	₱94,830,129
Less allowance for impairment losses				(94,830,129)	(94,830,129)
				—	—
BPO	Philippines	35	35	53,954,394	54,051,885
PTC	Philippines	30	30	95,161,854	89,741,130
				₱149,116,248	₱143,793,015

MUDC

The Group has a 43% interest in MUDC. As of December 31, 2014, MUDC has not yet started commercial operations. However, it has obtained the necessary requirements for the signing of a supply agreement with a public utility firm and a purchase agreement with certain oil companies. As of December 31, 2014 and 2013, MUDC has project development costs of ₱207.1 million.

The recoverability of these assets and the ultimate success of MUDC's future operations are dependent upon the signing of these agreements. The foregoing conditions indicate the existence

of a material uncertainty which may cast significant doubt on MUDC's ability to continue as a going concern and the recoverability of the Group's significant investment in MUDC.

As of December 31, 2014 and 2013, MUDC has incurred significant losses, which resulted in deficit of ₱438.0 million and capital deficiency of ₱257.2 million.

Moreover, the Group's share of the losses of MUDC exceeded the carrying amount of its investments. Consequently, the Group has discontinued recognizing its share of further losses of MUDC. Additional losses are provided for by the Group to the extent that it has made payments on behalf of MUDC to satisfy MUDC's obligations that the Group has guaranteed or otherwise committed.

The Group has assessed that its investment in and advances to MUDC amounting to ₱94.8 million is impaired since management believes that it will no longer recover from such investment and advances. Accordingly, the Group provided a full allowance for impairment losses on its investment and receivables from MUDC due to non-recoverability of the project development costs incurred.

The summarized financial information of MUDC is as follows ('000):

	2014	2013
Current assets	₱188	₱160
Noncurrent assets	16,030	16,023
Total assets	16,218	16,183
Current liabilities	280	284
Noncurrent liabilities	273,133	273,062
Total liabilities	273,413	273,346
Capital deficiency	(257,195)	(257,163)
	2014	2013
Revenues	₱2	₱1
Expenses	34	40
Net loss	32	39

BPO

BPO is a provider of accounting and finance related services such as payroll, internal audit, payables processing and others. It is involved in outsourcing business process services in the Philippines, servicing many of the multinational and large corporations operating in the country.

Dividends

On December 17, 2013, the BOD of BPO approved the declaration of cash dividends amounting to ₱58.5 million or ₱75.0 per share of BPO's common stocks as of record date December 17, 2013. The dividends were paid on April 30, 2014.

On December 15, 2014, the BOD of BPO approved another declaration of cash dividends amounting to ₱30.0 million or ₱38.5 per share of the outstanding stocks as of record date December 15, 2014. The dividends are payable on May 30, 2015.

The Group's share in the dividends declared amounted to ₱10.5 million and ₱20.5 million in 2014 and 2013, respectively. As of December 31, 2014 and 2013, the outstanding dividend receivable amounted to ₱10.5 million and ₱20.5 million, respectively (see Note 18).

The summarized financial information of BPO is as follows ('000):

	2014	2013
Current assets	₱135,886	₱177,194
Noncurrent assets	66,223	61,705
Total assets	202,109	238,899
Current liabilities	96,148	131,424
Noncurrent liabilities	12,388	13,623
Total liabilities	108,536	145,047
Equity	93,573	93,852
	2014	2013
Gross revenue	₱331,975	₱375,664
Operating profit	41,447	84,518
Net income	30,187	57,123
Group's share in net income	10,565	19,993

The difference between the carrying value of the investment in BPO against the share in net assetsof BPO amounting to ₱21.2 million represents goodwill at acquisition date.

PTC

PTC is a global service company outsourcing information technology services from the Philippines. Among others, it offers software servicing, maintenance, testing and development to various clients, mostly in the US.

Dividends

On July 1, 2013, the BOD of PTC approved the declaration of cash dividends amounting to \$6.0 million or \$0.0533 per share of the outstanding stocks as of record date of July 31, 2013. Dividends were paid as follows: August 2, 2013 - \$1.65 million, September 5, 2013 - \$1.65 million and November 27, 2013- \$2.7 million.

On December 1, 2014, the BOD of PTC approved the declaration of cash dividends amounting to \$2.0 million or \$0.045 per share of the issued and outstanding common stock of record as of December 31, 2014. Dividends are payable on or before April 2015.

On December 31, 2014, the BOD of PTC approved the declaration of cash dividends amounting to \$3.4 million or \$0.0311 per share of the outstanding stocks as of record date of October 31, 2014. Dividends shall be payable as follows; December 31, 2014 - \$0.155 million, March 31, 2015 - \$0.195 million and April 30, 2015 - \$3.00 million.

The Group's share in the dividends declared amounted to ₱45.1 million and ₱79.3 million in 2014 and 2013, respectively. As of December 31, 2014 and 2013, the outstanding dividend receivable amounted to ₱42.8 million and ₱35.9 million, respectively.

Deposit for Stock Subscription

On December 1, 2014, the BOD of PTC approved the increase of PTC's authorized capital stock from 400 million shares, with par value of ₱1.0 per share to 500 million shares with the same par value.

In compliance with the minimum subscription requirement for the application of the increase in PTC's capital stock, its stockholders deposited an amount equivalent to 25% of the minimum subscription of the capital increase amounting to ₱6.3 million (equivalent to \$140,015). The Parent Company maintained its percentage ownership over PTC by providing an advance amounting to ₱1.9 million.

PTC is in the process of finalizing its application for the increase in authorized capital stock with the SEC as of December 31, 2014.

The summarized financial information of PTC is as follows ('000):

	2014	2013
Current assets	₱730,760	₱618,963
Noncurrent assets	139,474	133,811
Total assets	870,234	752,774
Current liabilities	394,354	339,467
Noncurrent liabilities	164,888	129,626
Total liabilities	559,242	469,093
Equity	310,992	283,681
	2014	2013
Gross revenue	₱1,389,486	₱1,193,327
Operating profit	220,273	212,953
Net income	206,619	233,587
Group's share in net income	61,986	70,076

The carrying value of the investment in PTC approximates its share in net assets of PTC.

9. AFS Financial Assets

	March, 2015	December, 2014
Current:		
Debt securities	₱-	₱8,978,882
Non-current:		
Debt securities	281,003,817	278,051,319
Equity securities - net of allowance for impairment losses of ₱10.7 million as of December 31, 2014 and 2013	73,376,672	73,376,672
	₱354,380,489	₱360,406,873

Investments in debt securities

Investments in debt securities are denominated in various foreign currencies and are stated at fair value based on quoted prices. Changes in market values are included in the consolidated statements of comprehensive income. Fixed interest rates range from 6.6% to 12.5% per annum. Valuation dates of the investments range from July 1, 2008 to September 11, 2014. Redemption and maturity dates range from January 26, 2015 to perpetuity. Interests on investments are received and settled semi-annually in its denominated currency.

In 2013, because of the passage of the two preceding financial years, AFS financial assets with a fair value of ₱272.6 million was reclassified to "HTM investments" category and measured at

amortized cost using the effective interest method(see Note 10).

In 2014, following the sale of more than an insignificant portion of the Group's HTM investments, the remaining portfolio of the HTM investments with a fair value of ₱227.9 million were reclassified to AFS financial assets in accordance with the provisions of PAS 39 (see Note 10).

In 2014 and 2012, the Group recognized a loss on disposal of AFS financial assets amounting to ₱1.1 million and ₱0.2 million, respectively, and a gain on disposal of AFS financial assets amounting to ₱1.3 million in 2013.

Interest income earned from AFS financial assets amounted to ₱22.7 million, ₱4.8 million, and ₱26.6 million in 2014, 2013 and 2012, respectively.

Investments in equity securities

Investments in equity securities consist of proprietary club shares and investments in quoted shares of stock which the Group has neither control nor significant influence. The Group did not recognize impairment losses in 2014, 2013 and 2012. Allowance for impairment losses on AFS equity securities amounted to ₱10.7 million as of December 31, 2014 and 2013.

The fair values of these listed shares are determined by reference to published quotations in an active market as of December 31, 2014 and 2013.

Dividend income earned on AFS financial assets amounted to ₱1.8 million, ₱0.4 million and ₱0.5 million in 2014, 2013 and 2012, respectively.

Movements in the net unrealized valuation gains (losses) on AFS financial assets are as follows:

	March, 2015	December, 2014
Balances at beginning of year	₱13,115,725	(₱16,864,550)
Changes in fair value of AFS financial assets	(1,232,168)	24,664,540
Reclassification of HTM investments to AFS financial assets (see Note 10)	(1,862,706)	4,530,346
Disposal of AFS financial assets		749,301
Amortization of net unrealized valuation gains on AFS financial assets reclassified to HTM investments		36,088
Balances at end of year	₱10,020,851	₱13,115,725

Net unrealized valuation gains and losses on AFS financial assets attributable to equity holders of the parent amounted to ₱12.6 million and ₱15.9 million as of December 31, 2014 and 2013, respectively. These are presented under the equity section in the consolidated statements of financial position.

10. HTM Investments

In 2010, HTM investments were reclassified to AFS financial assets following the sale of more than an insignificant portion of the Group's HTM investments. Under the provisions of PAS 39, no investment should be classified as HTM during the current financial year and in the next two financial years if the reporting entity has sold or reclassified more than an insignificant (in relation to the total) amount of such investments before maturity.

Because of the passage of the two preceding financial years referred to above, the said investments have been reclassified to “HTM investments” category and measured at amortized cost using the effective interest method in 2013. Any resulting premium or discount from the difference between the new amortized cost and the maturity value and the previous gains or losses recognized in other comprehensive income (unless the financial asset does not have a fixed maturity which shall be recognized in profit or loss upon disposal) shall be amortized to profit or loss over the remaining life of the asset using the effective interest method.

The fair value of the investments which aggregated to ₱272.6 million represents the new cost basis to be amortized over the remaining life of the investments. The amortized portion of the gains or losses previously recognized in other comprehensive income amounted to ₱0.9 million in 2013 (see Note 9). The remaining unamortized portion of these investments recognized in net unrealized valuation gains (losses) on AFS financial assets presented in the equity section of the consolidated statements of financial position amounted to ₱3.8 million on December 31, 2013.

The carrying value of the HTM investments amounted to ₱198.2 million as of December 31, 2013. The Group earns interest on these investments at annual rates ranging from 6.300% - 13.625% in 2013 while maturity periods range from 1 to 10 years upon the date of acquisition. Interest income on these HTM investments amounted to ₱2.3 million, ₱20.6 million and nil in 2014, 2013 and 2012, respectively.

In 2014, the Group sold HTM investments with a carrying value of ₱39.4 million which resulted to a gain amounting to ₱0.2 million. Since the Group sold more than an insignificant amount of HTM investments, in accordance with PAS 39, the remaining portfolio of HTM investments with a carrying value of ₱223.4 million was reclassified to AFS financial assets and was remeasured at fair value. The fair value gain from remeasurement amounting to ₱4.5 million was recognized in the consolidated statements of comprehensive income (see Note 9).

11. Property and Equipment

March, 2015

	Condominium	Condominium Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
Costs:					
Balances at beginning of year	₱20,755,943	₱8,692,633	₱8,395,222	₱2,831,072	₱40,674,870
Additions	—	—	—	—	—
Reclassification to investment property (see Note 12)	—	—	—	—	—
Balances at end of year	20,755,943	8,692,633	8,395,222	2,831,072	40,674,870
Accumulated depreciation:					
Balances at beginning of year	11,831,202	7,870,994	4,444,676	2,652,079	26,798,951
Depreciation	207,560	126,457	165,244	18,280	517,541
Reclassification to investment property (see Note 12)	—	—	—	—	—
Balances at end of year	12,038,762	7,997,451	4,609,920	2,670,359	27,316,492
Net book values	₱8,717,181	₱695,182	₱3,785,302	₱160,713	₱13,358,378

December, 2014

	Condominium	Condominium Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
Costs:					
Balances at beginning of year	₱62,115,626	₱8,058,590	₱8,395,222	₱2,821,925	₱81,391,363
Additions	–	634,043	–	9,147	643,190
Reclassification to investment property (see Note 12)	(41,359,683)	–	–	–	(41,359,683)
Balances at end of year	20,755,943	8,692,633	8,395,222	2,831,072	40,674,870
Accumulated depreciation:					
Balances at beginning of year	25,069,539	7,657,214	3,783,701	2,569,936	39,080,390
Depreciation	830,238	213,780	660,975	82,143	1,787,136
Reclassification to investment property (see Note 12)	(14,068,575)	–	–	–	(14,068,575)
Balances at end of year	11,831,202	7,870,994	4,444,676	2,652,079	26,798,951
Net book values	₱8,924,741	₱821,639	₱3,950,546	₱178,993	₱13,875,919

In 2014, the Group reclassified condominium units with net book value amounting to ₱27.3 million to investment property (see Note 12). These units are currently leased out as office space to tenants.

In 2013 and 2012, the Group sold fully depreciated transportation equipment with cost of ₱0.9 million and ₱0.2 million, respectively. This resulted to a gain amounting to ₱0.3 million and ₱0.1 million in 2013 and 2012, respectively.

The balance of property and equipment includes fully depreciated assets still in use with a cost of ₱12.0 million as of December 31, 2014 and 2013.

12. Investment Properties

	Land	Condominium	Total
Costs:			
Balances at beginning of year	₱46,319,625	₱–	₱46,319,625
Additions	–	64,829,269	64,829,269
Reclassification from property and equipment (see Note 11)	–	41,359,683	41,359,683
Balances at end of year	46,319,625	106,188,952	152,508,577
Accumulated depreciation:			
Depreciation	–	2,824,326	2,824,326
Reclassification from property and equipment (see Note 11)	–	14,068,575	14,068,575
Balances at end of year	–	16,892,901	16,892,901
Net book values	₱46,319,625	₱89,296,051	₱135,615,676

Investment properties as of December 31, 2013 consist of land situated in Fort Bonifacio, Taguig City, Metro Manila and is carried at cost amounting to ₱46.3 million. This land is currently held by the Group for an undetermined future use. There were no movements in the balance in 2013.

The fair value of the investment properties amounted to ₱220.1 million and ₱129.7 million as of December 31, 2014 and 2013, respectively. These are based on appraisal by an independent and qualified appraiser who holds relevant and recognized professional qualifications. The value of the land was estimated by using the Sales Comparison Approach. This is a comparative approach to value that considers the sales of similar or substitute properties and related market data and

establishes a value estimate by processes involving comparison. The fair value is categorized under Level 2 fair value hierarchy.

Rental income derived from rental-earning investment properties amounted to ₱4.5 million, ₱3.7 million and ₱3.5 million in 2014, 2013 and 2012, respectively (see Note 21). There were no restrictions on realizability of investment properties and no significant repairs and maintenance were made to maintain the Group's investment properties.

13. Other Noncurrent Assets

	March, 2015	December, 2014
Downpayment for pre-selling condominium units	₱25,586,188	₱25,586,188
Investment in limited liability partnership (LLP)	12,015,271	12,015,271
Fixed income deposit	750,499	750,499
Deposits	470,155	470,155
	₱38,822,113	₱38,822,113

Downpayment for the pre-selling condominium units pertains to payment of condominium units expected to be completed in 2015.

Investment in LLP pertains to MC's investment carried at cost and adjusted for changes in the foreign exchange rates.

Fixed income deposit pertains to the Group's time deposit in Xavier Punla Rural Bank. Fixed income deposit earns interest at the rate of 10% per annum.

Deposits include deposit paid to the Arbitral Tribunal related to the Group's existing case against a former employee and utility deposits.

14. Accounts Payable and Accrued Expenses

	March, 2015	December, 2014
Accounts payable	₱3,436,116	₱8,459,166
Deposits payable (see Note 21)	1,565,543	1,555,859
Accrued expenses	691,015	695,767
	₱5,692,674	₱10,710,792

Accounts payable are generally noninterest-bearing payables to third party contractors.

Deposits payable pertain to deposits made by tenants for the lease of the Group's surplus condominium spaces and will be returned to the lessee after the lease term.

Accrued expenses include accrual of professional fees, withholding taxes and other government payables.

The above balances are noninterest-bearing and are payable within one year.

15. Retirement Benefits Cost

The Group has an unfunded, defined benefit pension plan covering substantially all of its regular employees. Retirement benefits under the plan are based on a percentage of latest monthly salary and years of credited service.

Under the existing regulatory framework, Republic Act 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan. The Group also provides additional post employment healthcare benefits to certain senior employees in the Philippines. These benefits are unfunded.

The latest independent actuarial valuation of the plan as of December 31, 2014, prepared by an independent actuary, is determined using the projected unit credit method in accordance with PAS 19.

The following tables summarize the components of retirement benefit expense recognized in the consolidated statements of income and the unfunded status and amounts recognized in the consolidated statements of financial position for the plan.

Changes in the present value of defined benefit obligation are as follows:

	2014	2013	2012
Balances at beginning of year	₱8,143,006	₱6,349,214	₱4,734,779
Retirement benefit expense recognized in the statements of income:			
Current service costs	745,456	1,251,907	502,936
Interest costs	357,649	260,980	228,398
	1,103,105	1,512,887	731,334
Remeasurements in other comprehensive income:			
Actuarial losses due to:			
Experience adjustment	₱385,152	₱240,015	₱2,367,308
Changes in financial assumptions	48,669	(54,103)	(1,484,207)
Changes in demographic assumptions	—	94,993	—
	433,821	280,905	883,101
Balances at end of year	₱9,679,932	₱8,143,006	₱6,349,214

Movements in the retirement benefit obligation recognized in the consolidated statements of financial position are as follows:

	2014	2013	2012
Balances at beginning of year	₱8,143,006	₱6,349,214	₱4,734,779
Retirement benefits expense	1,103,105	1,512,887	731,334
Actuarial losses	433,821	280,905	883,101
Balances at end of year	₱9,679,932	₱8,143,006	₱6,349,214

The principal actuarial assumptions used in determining retirement benefit obligation for the Group's retirement plan are as follows:

	2014	2013	2012
Discount rates	4.20%	3.70%	4.20%
Salary increase rates	5.00%	5.00%	5.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the retirement benefit obligation as of December 31, 2014, assuming if all other assumptions were held constant:

	Increase (decrease) in basis points	Effect on defined benefit obligation
Discount rates	50 (50)	(P9,572,661) 9,793,673
Future salary increases	50 (50)	9,773,376 (9,591,591)

The Group's retirement plan is unfunded as of December 31, 2014. As of December 31, 2014, management does not intend to have a definite plan to fund the retirement benefits.

The average duration of the retirement benefit obligation as of December 31, 2014 and 2013 is 6 years.

16. Income Taxes

The Group's current provision for income tax in 2014, 2013 and 2012 represents regular corporate income tax (RCIT), MCIT and final tax on interest income.

	2014	2013	2012
Current:			
RCIT	P2,353,362	P5,583,353	P3,243,976
Final tax on interest income	2,708,642	4,530,001	6,651,690
MCIT	54,405	42,084	35,617
	P5,116,409	P10,155,438	P9,931,283

Reconciliation of income tax expense computed at the statutory income tax rate to provision for income tax shown in the consolidated statements of income follows:

	2014	2013	2012
Provision for income tax at statutory tax rate of 30%	P25,161,234	P39,089,811	P38,662,295
Additions to (reductions in) income tax resulting from:			
Nontaxable loss (gain) on fair value changes of financial assets at FVPL	1,660,440	2,044,672	(2,479,648)
Movement of unrecognized deferred tax assets	1,364,073	(543,880)	1,713,441
Nondeductible expenses	58,368	54,735	72,913

	2014	2013	2012
Expired MCIT	24,911	–	–
(Forward)			
	2014	2013	2012
Dividend income exempt from tax	(P276,350)	(P230,292)	(P273,757)
Interest income subjected to final tax	(1,110,935)	(3,332,805)	(4,464,919)
Equity in net earnings of associates	(21,765,332)	(26,926,803)	(23,299,042)
	P5,116,409	P10,155,438	P9,931,283

The components of net deferred tax asset and liability as of December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred income tax asset:		
<i>Recognized directly in income:</i>		
Allowance for impairment losses on receivables and AFS financial assets	P19,367,160	P18,806,092
Deferred income tax liability:		
<i>Recognized directly in income:</i>		
Unrealized foreign exchange gains	19,367,160	18,806,092
Net deferred income tax	P–	P–

No deferred income tax assets were recognized on the following deductible temporary differences, carryforward of unused MCIT and unused NOLCO since management believes that it is not probable that sufficient future taxable income will be available to allow all or part of the deferred income tax assets to be utilized.

	2014	2013
Allowance for impairment losses on receivables and AFS financial assets	P135,580,063	P137,450,289
Allowance for impairment losses on investment in MUDC	94,830,129	94,830,129
Retirement benefit obligation	9,679,932	8,143,006
Provision for legal obligation	5,000,000	5,000,000
NOLCO	1,342,797	2,818,060
MCIT	132,106	102,612

As of December 31, 2014, the Group has NOLCO that can be claimed as deduction from future taxable income and MCIT that can be used as deduction against regular income tax as follows:

NOLCO:

Years of Recognition	Availment Periods	Beginning Balance	Application	Expiration	Ending Balance
2011	2013-2014	P1,475,263	(P289,588)	(P1,185,675)	P–
2012	2014-2015	756,193	–	–	756,193

2013	2014-2016	586,604	-	-	586,604
		₱2,818,060	(₱289,588)	(₱1,185,675)	₱1,342,797

MCIT:

Years of Recognition	Availment Periods	Beginning Balance	Addition	Expiration	Ending Balance
2010	2013-2014	₱24,911	₱-	(₱24,911)	₱-
2012	2014-2015	35,617	-	-	35,617
2013	2014-2016	42,084	-	-	42,084
2014	2015-2017	-	54,405	-	54,405
		₱102,612	₱54,405	(₱24,911)	₱132,106

17. Equity

a. Common Stock

The details of the Group's capital stock (number of shares and amounts) are as follows:

	March, 2015	December, 2014
Common stock - ₱1 par value		
Class A		
Authorized - 600 million shares		
Issued - 292,610,118 shares	₱292,610,118	₱292,610,118
Class B		
Authorized - 400 million shares		
Issued - 189,217,535 shares	189,217,535	189,217,535
	₱481,827,653	₱481,827,653

Class A and B common stockholders enjoy the same rights and privileges, except that Class A shares may be owned by, transferred to and subscribed only by Filipino citizens or corporations, partnerships and associations organized under the laws of the Philippines, of which 60% of the common stock outstanding is owned by citizens of the Philippines. Class B shares may be issued, transferred or sold to any person, corporation, partnership or association regardless of nationality.

In 1979, the registrant listed with the PSE (or its predecessor, Manila Stock Exchange) its common stock under its previous name, Ultrana Energy and Resource Corporation, where it offered 1,000,000,000 shares to the public at the issue price of ₱0.01 per share.

On July 28, 1997, the SEC approved the increase in the Group's authorized capital stock from 10,000,000,000, divided into 6,000,000,000 Class A common shares with par value of ₱0.01 per share and 4,000,000,000 Class B common shares with par value of ₱0.01 per share to 1,000,000,000 common shares, divided into 600,000,000 Class A common shares with par value of ₱1 per share and 400,000,000 Class B common share with par value of ₱1 per share.

On November 26, 2000, the BOD approved the issuance, out of the authorized common stock, of 192,413,090 shares at ₱1 par value which will be offered through a pre-emptive stock rights issue and detachable stock warrants, as follows: (a) 96,206,545 shares consisting of 58,377,278 Class A shares and 37,829,267 Class B shares, to be offered in two tranches, the

First Tranche consisting of 48,103,272 shares of stock and the Second Tranche consisting of 48,103,273 shares of stock, to which each stockholder may subscribe on a pre-emptive rights basis, and (b) the balance of 96,206,545 shares to be offered through detachable stock warrants, which shall entitle each stockholder to subscribe to one share of stock for every one share of stock of the same class that such stockholder subscribe to out of this stock rights issue.

The Group's application to list additional 192,413,090 common shares with a par value of ₱1 per share through pre-emptive rights issue and detachable subscription warrants was approved by the PSE on February 27, 2002 and by the SEC on April 5, 2002.

The exercise periods and expiration dates of the Group's subscription warrants are as follows:

	Number of Shares	Exercise Periods	Expiration Dates
First Tranche:			
Class A common shares	29,188,639	June 4, 2002 to	
Class B common shares	18,914,633	June 3, 2007	June 3, 2007
	<u>48,103,272</u>		
Second Tranche:			
Class A common shares	29,188,639	May 9, 2003 to	
Class B common shares	18,914,634	May 8, 2008	May 8, 2008
	<u>48,103,273</u>		
	<u>96,206,545</u>		

Full payment of each subscription under the First Tranche was made within the offer period approved by the PSE and the SEC, and the full payment of each subscription under the Second Tranche shall be due and payable one year from the last day of the offer period. With the full subscription of the Pre-Emptive Rights Stock Offering, the Group's outstanding common stock increased to 481,032,728 common shares of stock, consisting of 291,886,391 Class A common shares and 189,146,337 Class B common shares, all with par value of ₱1 per share.

With the complete exercise of all Detachable Stock Warrants, the Group will have an outstanding common stock of 577,239,273 shares, consisting of 350,263,669 Class A common shares and 226,975,604 Class B common shares, all with par value of ₱1 per share. However, as of December 31, 2007, 723,727 Class A common stock warrants and 71,198 Class B common stock warrants were exercised and 28,464,912 Class A common stock warrants and 18,843,435 Class B common stock warrants expired. As of December 31, 2008, 29,188,639 Class A common stock warrants and 18,914,634 Class B common stock warrants expired due to non-exercise of stock warrants before expiration date. After the expiration of the said warrants, the Group's outstanding common stock amounted to ₱481,827,653 with additional paid-in capital of ₱144,759,977. There have been no movements since 2008.

The Parent Company has 487, 488 and 502 stockholders as of December 31, 2014, 2013 and 2012, respectively.

b. Treasury Shares

In 2002, MCHC subscribed, through the above offering, to 47,143,022 Class A shares of the Parent Company. On the other hand, PIEI subscribed to 9,762,114 Class A shares and 37,496,379 Class B shares. In 2005, additional 260,000 Class A shares and 20,000 Class B shares were transferred by the transfer agent to PIEI. For consolidation purposes, the costs of

these shares are presented under the “Treasury shares” account in the equity section of the consolidated statements of financial position.

In a special meeting held on May 22, 2003, the BOD resolved that the period for the payment of the deferred tranche be extended to 60 days from May 9, 2003 to July 9, 2003. If no payment is made within 30 days from July 9, 2003, the shares pertaining to the unpaid subscriptions shall become delinquent. On August 9, 2003, shares of stock amounting to ₱0.7 million was declared delinquent and sold at a public auction on October 9, 2003. There was only one bidder, PIEI, to whom the delinquent shares were sold, and in whose favor a certificate of sale was issued. In 2004, additional 60,000 shares of stock of the Group were sold to PIEI at ₱0.05 million.

In 2012, MCHC purchased additional shares of the Parent Company. The cost to acquire 346,000 of Class A shares and 66,000 of Class B shares amounted to ₱0.06 million.

In 2013, MCHC purchased additional shares of the Parent Company. The cost to acquire 24,000 of Class A shares and 5,000 of Class B shares amounted to ₱2.5 million.

MCHC and PIEI hold 58,727,448 Class A shares of the Parent Company as of December 31, 2014 and 2013, and 37,784,379 Class B shares of the Parent Company as of December 31, 2014 and 2013.

As of December 31, 2014 and 2013, the Group’s treasury shares are as follows:

	Shares		Amount	
	2014	2013	2014	2013
Balance at beginning of year	96,511,827	96,482,827	₱98,942,697	₱96,400,447
Additions	–	29,000	–	2,542,250
Balance at end of year	96,511,827	96,511,827	₱98,942,697	₱98,942,697

- c. Net unrealized valuation gains (losses) on AFS financial assets are as follows:

Net unrealized valuation gains (losses) on AFS financial assets amounted to ₱10.02 million and ₱12.6 million as of March 31, 2015 and December 31, 2014 respectively (see Note 9).

- d. Retained Earnings

Retained earnings is restricted to the extent of the acquisition price of the treasury shares amounting to ₱98.9 million as of December 31, 2014 and 2013. Retained earnings is also restricted to the extent of equity in net earnings of the associates not declared as dividends as of reporting date.

On July 17, 2012, the BOD declared a regular cash dividend amounting to ₱0.12 per share held payable as follows; ₱0.07 per share or ₱33,727,936 (481,827,653 shares multiplied by ₱0.07 cash dividend per share) to stockholders as of record date of August 14, 2012, payable on or before September 7, 2012; and ₱0.05 per share held or ₱24,091,383 (481,827,653 shares multiplied by ₱0.05 cash dividend per share) to stockholders as of record date of October 8, 2012, payable on or before November 2, 2012. Of the total amount declared, ₱11.6 million pertains to shares held by MCHC and PIEI.

On July 24, 2013, the BOD declared a regular cash dividend amounting to ₱0.20 per share held payable as follows; ₱0.10 per share or ₱48,182,765 (481,827,653 shares multiplied by

₱0.10 cash dividend per share) to stockholders as of record date of June 14, 2013, payable on or before July 10, 2013; and ₱0.10 per share held or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of August 9, 2013, payable on or before September 6, 2013. Of the total amount declared, ₱19.5 million pertains to shares held by MCHC and PIEL.

On May 28, 2014, the BOD declared a regular cash dividend amounting to ₱0.20 per share held payable as follows; ₱0.10 per share or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of June 20, 2014, payable on or before July 16, 2014; and ₱0.10 per share held or ₱48,182,765 (481,827,653 shares multiplied by ₱0.10 cash dividend per share) to stockholders as of record date of July 21, 2014, payable on or before August 11, 2014. Of the total amount declared, ₱19.4 million pertains to shares held by MCHC and PIEL.

Dividends payable amounted to ₱2,524,522 and ₱1,608,488 as of December 31, 2014 and 2013, respectively.

18. Related Party Transactions

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties can be corporate or individual entities.

A summary of receivable balances and transactions with related parties are as follows:

		Transactions during the year	Outstanding balance	Terms	Conditions
<i>Associates:</i>					
BPO					
Rent income (see Note 21)	2014	₱1,155,077	₱14,687	30 days; non	Unsecured; no
	2013	1,100,073	11,799	interest bearing	impairment
Payroll services expense	2014	37,145	–	30 days; non	Unsecured; no
	2013	37,145	–	interest bearing	impairment
Dividends (see Note 8)	2014	10,510,424	10,510,424	30 days; non	Unsecured; no
	2013	20,474,850	20,474,850	interest bearing	impairment
PTC					
Dividends (see Note 8)	2014	45,054,149	42,864,119	30 days; non	Unsecured; no
	2013	79,297,695	35,959,982	interest bearing	impairment
MUDC					
Advances	2014	–	188,224,522	30 days; non	Unsecured; with
	2013	–	188,224,522	interest bearing	impairment
<i>Under common control:</i>					
MCMC					
Advances	2014	50	308,216	30 days; non	Unsecured; no
	2013	–	308,166	interest bearing	impairment
Other related parties					
Advances	2014	12,909	359,595	30 days; non	Unsecured; with
	2013	55,540	304,056	interest bearing	impairment
	2014	₱56,769,754	₱242,281,563		

	Transactions during the year	Outstanding balance	Terms	Conditions
2013	100,965,303	245,283,375		

Related parties balances included in “Receivables” and “Receivables from related parties” accounts include impaired receivables from MUDC and other related parties amounting to ₱186,346,282 and ₱16,192, respectively, as of December 31, 2014 and 2013. There were no movements in allowance for impairment losses in 2014 and 2013.

The consolidated statements of financial position include the following accounts resulting from the above transactions:

	March, 2015	December, 2014
Receivables (net of allowance for impairment of ₱88,989,398 in 2014 and 2013)	₱54,034,525	₱54,034,525
Receivables from related parties (net of allowance for impairment of ₱97,373,076 in 2014 and 2013)	1,885,764	1,884,564

- a. The Group has executed a management agreement (the Agreement) with MUDC and other related parties. The Agreement with MUDC requires the Group to provide general management services for the operation of the business and affairs of MUDC for a period of five years, renewable for the same period thereafter under certain terms and conditions, unless terminated earlier by either party after serving the required written notice to the other.

The Parent Company’s BOD approved MUDC’s request for suspension of the management fee for the period January 1, 2002 up to the contract’s expiration in March 2003. Subsequently, the agreement was terminated in December 2002. As of December 31, 2014 and 2013, management fees receivable from MUDC amounted to ₱45.2 million (see Note 7). In 2004, the management fee receivable was fully provided with allowance for impairment losses, since management believes that this is not likely to be collected in the future.

- b. The Parent Company has existing noninterest-bearing long-term advances to MUDC amounting to ₱49.1 million, including accumulated unpaid interest as of December 31, 2014 and 2013. In 2004, the loan and unpaid interest was fully provided with an allowance for impairment loss since management believes that it is not likely to be collected in the future.
- c. In 2006, total noninterest-bearing long-term advances to related parties amounting to ₱50.3 million, including the unamortized discount of ₱23.4 million as of December 31, 2005, was fully provided with allowance for impairment losses, since management believes that the entire balance is not likely to be collected in the future.

Compensation of the Group’s key management personnel comprised mainly of short-term employee benefits amounting to ₱8.7 million, ₱9.0 million and ₱7.5 million in 2014, 2013 and 2012, respectively. Key management personnel do not have other employee benefits other than the statutory retirement benefits.

19. Earnings per Share

Basic earnings per share amounts are calculated by dividing net income for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net income for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the income and common stocks data used in computing basic and diluted earnings per share for the years ended December 31:

	2014	2013	2012
Net income attributable to equity holders of the parent	₱77,290,274	₱116,865,971	₱116,590,657
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share	385,315,826	385,315,826	385,316,243
Basic and diluted earnings per share	₱0.201	₱0.304	₱0.303

The Group has no potential dilutive instruments issued as of December 31, 2014, 2013 and 2012.

20. Segment Information

As mentioned in Notes 1 and 2, the primary purpose of the Parent Company and its subsidiaries, is to invest in real and personal properties. The Group operates mainly in one reportable business segment which is investing and one reportable geographical segment which is the Philippines.

21. Commitments and Contingencies

- a. The Group leases a significant portion of its condominium spaces. The Group recognized rental income amounting to ₱4.5 million, ₱3.7 million and ₱3.5 million in 2014, 2013 and 2012, respectively. Future minimum rental income of ₱4.5 million from existing rental agreements will be recognized in 2015. The lease agreements have terms of one to two years and can be renewed upon the written agreement of the Group and the lessees. Deposit payable pertaining to deposits made by the tenants amounting to ₱1.6 million and ₱1.2 million as of December 31, 2014 and 2013, respectively, will be returned to the lessees after the lease term.
- b. The Group is currently involved in legal litigations covering various labor cases. In 2011, the Group recognized provision for legal obligation amounting to ₱5.0 million, for claims arising from lawsuits filed by a third party, which is pending decision by the courts. Probable cost has been estimated in consultation with the Group's legal counsel.
- c. Aside from the case discussed above, in the ordinary course of business, the Group is a plaintiff in various litigations and claims. The Group believes, based on information currently available and the advice of its legal counsels, that the ultimate resolution of these legal proceedings would not likely have a material, adverse effect on the results of operations, financial position or liquidity of the Group. It is possible, however, that future results of operations could be materially affected by changes in estimates or in the effectiveness of the strategies relating to these litigations and claims.

22. Financial Risk Management Objectives and Policies

Risk Management Structure

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It has also the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Financial Risk Management Objectives and Policies

The principal financial instruments of the Group consist of cash and cash equivalents, financial assets at FVPL, AFS financial assets, and fixed income deposit and investment in LLP included under "Other noncurrent assets" account. The main purpose of these financial instruments is to place excess cash in income-earning investments. The Group has various other financial instruments such as receivables, receivables from related parties and accounts payable and accrued expenses which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk (i.e., interest rate risk, foreign currency risk and equity price risk). The Group's management reviews and approves policies for managing each of these risks and they are summarized below. The Group also monitors the market price risk arising from all financial instruments. The magnitudes of these risks that have arisen over the year are discussed below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation.

The Group is exposed to credit risk primarily because of its investing and operating activities. The Group is exposed to credit risk arising from the counterparties (i.e., foreign currency-denominated debt instruments, financial assets at FVPL, fixed income deposit, investment in LPP and receivables) to its financial assets.

Credit risk management

In managing credit risk on these investments, capital preservation is paramount. The Group trades only with recognized and creditworthy third parties. For investments in bonds, funds are invested in highly recommended, creditworthy debt instruments that provides satisfactory interest yield and capital appreciation. Investments in equity securities represent investments in companies with good dividend track record, as well as capital appreciation. The investment portfolio mix between debt and equity is reviewed regularly by the Group's President and Treasurer.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, receivables from third parties and related parties, and fixed income deposit and investment in LLP under other noncurrent assets, the Group's President and Treasurer monitor these financial assets on an ongoing basis with the result that the Group's exposure to impairment losses is not significant.

Credit risk exposures

At reporting date, the Group's maximum exposure to credit risk is equal to the carrying amount of each class of financial assets recognized in the consolidated statements of financial position. The Group's financial assets are not covered by collateral from counterparties.

Credit risk concentration profile

The Group has no significant concentrations of credit risk.

Credit quality

As of March 31, 2015 and December 31, 2014, the credit qualities per class of financial assets are as follows:

March 31, 2015

	Neither past due nor impaired		Past due but not impaired	Individually impaired	Total
	High grade	Standard grade			
Loans and receivables:					
Cash and cash equivalents*	₱948,389,096	₱-	₱-	₱-	₱948,389,096
Receivables	62,324,775	-	-	90,110,187	152,434,962
Receivables from related parties	1,885,764	-	-	97,373,076	99,258,840
Fixed income deposits	750,499	-	-	-	750,499
Financial assets at FVPL	68,449,982	-	-	-	68,449,982
AFS financial assets:					
Debt and equity securities	354,380,489	-	-	10,654,000	365,034,489
Investment in LLP	12,015,271	-	-	-	12,015,271
	₱1,448,195,876	₱-	₱-	₱198,137,263	₱1,646,333,139

*Excluding cash on hand

December. 2014

	Neither past due nor impaired		Past due but not impaired	Individually impaired	Total
	High grade	Standard grade			
Loans and receivables:					
Cash and cash equivalents*	₱946,832,757	₱-	₱-	₱-	₱946,832,757
Receivables	58,259,175	-	-	90,110,187	148,369,362
Receivables from related parties	1,884,564	-	-	97,373,076	99,257,640
Fixed income deposits	750,499	-	-	-	750,499
Financial assets at FVPL	65,604,929	-	-	-	65,604,929
AFS financial assets:					
Debt and equity securities	360,406,873	-	-	10,654,000	371,060,873
Investment in LLP	12,015,271	-	-	-	12,015,271
	₱1,445,754,068	₱-	₱-	₱198,137,263	₱1,643,891,331

*Excluding cash on hand

High grade financial assets

High grade receivables pertain to receivables from related parties and customers with good payment history. These receivables are considered to be of good quality and expected to be collectible without incurring any credit losses. Other high grade financial assets reflect the investment grade quality of the investments and/or counterparty and realizability is thus assured.

Standard grade financial assets

Receivables from customers that slide beyond the credit terms are classified under standard grade. Other standard grade financial assets are considered moderately realizable. There are no standard grade financial assets as of December 31, 2014 and 2013.

Aging Analysis

Aging analysis per class of financial assets as of March 31, 2015 and December 31, 2014 are as follows:

March 31, 2015

	NeitherPast Due nor Impaired	Past due but not impaired		Impaired	Total
		<1 year	>1 year		
Loans and receivables:					
Cash and cash equivalents	P948,389,096	P-	P-	P-	P948,389,096
Receivables	62,324,775	-	-	90,110,187	152,434,962
Receivables from related parties	1,885,764	-	-	97,373,076	99,258,840
Fixed income deposit	750,499	-	-	-	750,499
Financial assets at FVPL	68,449,982	-	-	-	68,449,982
AFS financial assets:					
Debt and equity securities	354,380,489	-	-	10,654,000	365,034,489
Investment in LLP	12,015,271	-	-	-	12,015,271
	P1,448,195,876	P-	P-	P198,137,263	P1,646,333,139

December, 2014

	NeitherPast Due nor Impaired	Past due but not impaired		Impaired	Total
		<1 year	>1 year		
Loans and receivables:					
Cash and cash equivalents	P946,832,757	P-	P-	P-	P946,832,757
Receivables	58,259,175	-	-	90,110,187	148,369,362
Receivables from related parties	1,884,564	-	-	97,373,076	99,257,640
Fixed income deposit	750,499	-	-	-	750,499
Financial assets at FVPL	65,604,929	-	-	-	65,604,929
AFS financial assets:					
Debt and equity securities	360,406,873	-	-	10,654,000	371,060,873
Investment in LLP	12,015,271	-	-	-	12,015,271
	P1,445,754,068	P-	P-	P198,137,263	P1,643,891,331

Impairment assessment

The main considerations for impairment assessment include whether any payments are overdue or if there are any known difficulties in the cash flows of the counterparties. The Group determines allowance for each significant receivable on an individual basis. Among the items that the Group considers in assessing impairment is the inability to collect from the counterparty based on the contractual terms of the receivables. Receivables included in the specific assessment are nonmoving accounts receivable, accounts of defaulted companies and accounts from closed companies.

The carrying amount of the Group's financial assets with allowance for impairment losses as at March 31, 2015 and December 31, 2014 are as follows:

March, 2015

	Receivables	Receivables from related parties	AFS financial assets	Total
Nominal amounts	₱152,434,962	₱99,258,840	₱365,034,489	₱616,728,291
Less allowance for impairment losses	90,110,187	97,373,076	10,654,000	198,137,263
At March 31, 2015	₱62,324,775	₱1,885,764	₱354,380,489	₱418,591,028

December, 2014

	Receivables	Receivables from related parties	AFS financial assets	Total
Nominal amounts	₱148,369,362	₱99,257,640	₱371,060,873	₱618,687,875
Less allowance for impairment losses	90,110,187	97,373,076	10,654,000	198,137,263
At December 31, 2014	₱58,259,175	₱1,884,564	₱360,406,873	₱420,550,612

There was no impairment losses provision in 2014, 2013 and 2012.

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds.

The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its liabilities when they are due and this is done by primarily investing in highly liquid investments and maintaining a significant amount of cash and cash equivalents and pre-terminable investments in its portfolio.

The following table summarizes the maturity profile of the Group's financial liabilities as of March 31, 2015 and December 31, 2014 based on contractual undiscounted cash flows. The table also analyzes the maturity profile of the Group's financial assets in order to provide a complete view of the Group's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

March, 2015

	On demand	< 1 year	> 1 year	Total
Financial assets:				
Cash and cash equivalents	₱127,321,103	₱821,076,993	₱-	₱948,398,096
Receivables	62,324,775	-	-	62,324,775
Receivables from related parties	1,885,764	-	-	1,885,764
Financial assets at FVPL	68,449,982	-	-	68,449,982
AFS financial assets	354,380,489	-	-	354,380,489
Total financial assets	614,362,113	821,076,993	-	1,435,439,106
Financial liabilities:				
Accounts payable and accrued expenses*	5,315,050	-	-	5,315,050
Dividends payable	2,524,522	-	-	2,524,522
Total financial liabilities	7,839,572	-	-	7,839,572
	₱606,522,541	₱821,076,993	₱-	₱1,427,599,534

**Excluding statutory liabilities*
December, 2014

	On demand	< 1 year	> 1 year	Total
Financial assets:				
Cash and cash equivalents	₱127,723,828	₱819,117,929	₱–	₱946,841,757
Receivables	58,259,175	–	–	58,259,175
Receivables from related parties	1,884,564	–	–	1,884,564
Financial assets at FVPL	65,604,929	–	–	65,604,929
AFS financial assets	360,406,873	–	–	360,406,873
Total financial assets	613,879,369	819,117,929	–	1,432,997,298
Financial liabilities:				
Accounts payable and accrued expenses*	10,124,758	–	–	10,124,758
Dividends payable	2,524,522	–	–	2,524,522
Total financial liabilities	12,649,280	–	–	12,649,280
	₱601,230,089	₱819,117,929	₱–	₱1,420,348,018

**Excluding statutory liabilities*

Market Risks

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Group's activities expose it primarily to the financial risks of changes in interest rates, foreign currency exchange rates and equity prices. There has been no change in the Group's exposure to market risks or the manner in which it manages and measures the risk.

a. Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group derives majority of its revenue from interest-bearing placements and bonds. Accordingly, the Group is subject to financial risk arising from changes in interest rates. The Group manages interest rate risk by investing mainly on fixed coupon bonds and other investments. By doing so, the Group is assured of future interest revenues from such investments.

Since the Group invests on fixed coupon interest bonds and other investments, the Group is not exposed significantly to cash flow interest rate risk.

The following table demonstrates management's best estimate of the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's income before income tax due to changes in fair values of AFS financial assets in debt securities (see Note 9):

	March, 2015	December, 2014
Change in interest rate (percentage)		
+10%	₱28,100,382	₱28,703,020
–10%	(28,100,382)	(28,703,020)

There is no other impact on equity other than those already affecting income before income tax.

b. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in foreign currencies.

In the normal course of business, the Group enters into transactions denominated in US dollar and other foreign currencies. As a result, the Group is subject to transaction and translation exposures resulting from currency exchange rate fluctuations. The Group regularly monitors outstanding financial assets and liabilities in foreign currencies and maintains them at a level responsive to the current exchange rates so as to minimize the risks related to these foreign currency denominated assets and liabilities.

Information on the Group's foreign currency denominated monetary assets and their Philippine peso equivalent as of December 31 are as follows:

US Dollar:

	March, 2015		December, 2014	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Cash and cash equivalents	\$3,174,587	₱142,208,799	\$3,506,927	₱156,829,775
Receivables	131,214	5,877,862	1,693,628	75,739,044
Financial assets at FVPL	406,319	18,201,466	405,177	18,119,515
AFS financial assets	5,197,681	232,835,318	4,762,085	212,960,441
HTM investments	-	-	-	-
Investment in LLP	250,000	11,199,000	250,000	11,180,000
	\$9,159,801	₱410,322,445	\$10,617,817	₱474,828,775

The exchange rate of the Philippine peso vis-à-vis the US dollar is ₱44.72 and ₱44.395 as of December 31, 2014 and 2013, respectively.

Other Foreign Currencies:

	Currency	March, 2015		
		Exchange Rate	Original Currency	Peso Equivalent
Cash and cash equivalents	SGD	32.574	27,212	₱886,404
	AUD	34.237	18,750	641,944
	HKD	5.777	37,677	217,660
	CNY	7.216	135,108	974,939
Receivables	EUR	-	-	-
Financial assets at FVPL	EUR	48.50	92,650	4,493,525
	HKD	5.777	1,260,120	7,279,713
AFS financial assets	CNY	7.216	3,905,841	28,184,549
	HKD	5.777	3,228,000	18,648,156
	EUR	-	-	-
	BRL	13.571	492,149	6,678,954
	SGD	32.574	276,325	9,001,010
	TRY	17.20	258,328	4,443,242
	AUD	34.237	105,192	3,601,458
				₱85,051,554

	Currency	December, 2014		
		Exchange Rate	Original Currency	Peso Equivalent
Cash and cash equivalents	SGD	33.696	27,212	₱916,936
	AUD	36.206	18,750	678,863
	HKD	5.749	37,677	216,605
Receivables	CNY	7.181	33,535	240,815
	EUR	54.339	10,872	590,774
Financial assets at FVPL	EUR	54.339	91,228	4,957,238
	HKD	5.749	608,000	3,495,392
AFS financial assets	CNY	7.181	3,973,597	28,534,400
	HKD	5.749	3,765,780	21,649,469
	EUR	54.339	194,933	10,592,464
	BRL	19.719	496,740	9,795,216
HTM investments	SGD	33.696	258,483	8,709,843
	TRY	19.230	298,689	5,743,789
	AUD	36.206	102,195	3,700,072
				₱99,821,876

The Group has no foreign currency denominated monetary liabilities as of March 31, 2015 and December 31, 2014.

As a result of the translation of these foreign currency denominated assets, the Group had foreign exchange loss amounting to ₱2.8 million and ₱5.8 million in 2014 and 2012, respectively, and foreign exchange gain amounting to ₱11.7 million in 2013.

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currencies exchange rates based on past foreign currencies exchange rates and macroeconomic forecasts for 2014, with all other variables held constant, of the Group's 2014 and 2013 income before income tax. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for the following percentage change in foreign currency rates:

Original Currency	Percentage	Effect on income before tax	
		Strengthened	Weakened
March, 2015			
US dollar	5%	₱20,516,122	(₱20,516,122)
Chinese yuan (CNY)	5%	1,457,974	(1,457,974)
Hongkong dollar (HKD)	5%	1,307,276	(1,307,276)
E.M.U. euro (EUR)	5%	224,676	(224,676)
Brazil real (BRL)	5%	333,948	(333,948)
Singapore dollar (SGD)	5%	494,371	(494,371)
Turkish lira (TRY)	5%	222,162	(222,162)
Australia dollar (AUD)	5%	212,170	(212,170)

Original Currency	Percentage	Effect on income before tax	
		Strengthened	Weakened
December, 2014			
US dollar	5%	₱23,741,439	(₱23,741,439)
Chinese yuan (CNY)	5%	1,438,761	(1,438,761)
Hongkong dollar (HKD)	5%	1,268,073	(1,268,073)
E.M.U. euro (EUR)	5%	807,024	(807,024)
Brazil real (BRL)	5%	489,761	(489,761)
Singapore dollar (SGD)	5%	481,339	(481,339)
Turkish lira (TRY)	5%	287,189	(287,189)
Australia dollar (AUD)	5%	218,947	(218,947)

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

c. 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 the equity indices and the values of individual stocks. The equity price risk exposure arises from the Group's financial assets at FVPL and investments in AFS equity securities. For investments in Philippine equities, majority of funds are invested in equities listed in the PSE.

The Group measures the sensitivity of its equity securities by using PSE, NYSE and HKEx indices fluctuations and its effect to respective share prices.

The following table demonstrates the sensitivity to a reasonably possible change in the equity price based on past price performance and macroeconomic forecast for 2014 and 2013, with all other variables held constant, of the Group's income before income tax and equity:

Effect on income before income tax:

	March, 2015	December, 2014
<i>Financial assets at FVPL:</i>		
Change in stock market index (%)		
+10%	₱6,844,998	₱6,560,493
-10%	(6,844,998)	(6,560,493)

There is no other impact on the Group's equity other than those already affecting the income before income tax.

Effect on equity:

	March, 2015	December, 2014
<i>Investment in equity securities (AFS):</i>		
Change in club share prices (%)		
+10%	₱7,337,667	₱7,337,667
-10%	(7,337,667)	(7,337,667)

23. Financial Instruments

Categories of Financial Instruments

March, 2015

	Financial assets				Total
	Loans and receivables	Financial assets at FVPL	AFS financial assets	HTM investments	
ASSETS					
Current:					
Cash and cash equivalents	P948,398,096	P–	P–	P–	P948,398,096
Listed debt securities	–	68,449,982	–	–	68,449,982
Listed debt securities	–	–	–	–	–
Receivables	62,324,775	–	–	–	62,324,775
Noncurrent:					
Receivables from related Parties	1,885,764	–	–	–	1,885,764
Fixed income deposits	750,499	–	–	–	750,499
Listed debt securities	–	–	281,003,817	–	281,003,817
Quoted equity securities	–	–	55,435,008	–	55,435,008
Unquoted equity securities	–	–	17,941,664	–	17,941,664
Investment in LLP	–	–	12,015,271	–	12,015,271
TOTAL	P1,013,359,134	P68,449,982	P366,395,760	P–	P1,448,204,876

December, 2014

	Financial assets				
	Loans and receivables	Financial assets at FVPL	AFS financial assets	HTM investments	Total
ASSETS					
Current:					
Cash and cash equivalents	P946,841,757	P–	P–	P–	P946,841,757
Listed debt securities	–	65,604,929	–	–	65,604,929
Listed debt securities	–	–	8,978,882	–	8,978,882
Receivables	58,259,175	–	–	–	58,259,175
Noncurrent:					
Receivables from related Parties	1,884,564	–	–	–	1,884,564
Fixed income deposits	750,499	–	–	–	750,499
Listed debt securities	–	–	278,051,319	–	278,051,319
Quoted equity securities	–	–	55,435,008	–	55,435,008
Unquoted equity securities	–	–	17,941,664	–	17,941,664
Investment in LLP	–	–	12,015,271	–	12,015,271
TOTAL	P1,007,735,995	P65,604,929	P372,422,144	P–	P1,445,763,068

	March, 2015	December, 2014	
LIABILITIES			
Current:			
Accounts payable and accrued expenses:			
Accounts payable	₱3,058,492	₱7,873,132	₱3,64
Deposits payable	1,565,543	1,555,859	1,22
Accrued expenses	691,015	695,767	63
Dividends payable	2,524,522	2,524,522	1,60
TOTAL	₱7,839,572	₱12,649,280	₱7,10

Fair Values

The Group has determined that the carrying amounts of cash and cash equivalents, receivables, and accounts payable and accrued expenses, reasonably approximate their fair values because these are short-term in nature or the fair value difference is not material.

Financial assets at FVPL and AFS financial assets are stated at their fair values based on quoted prices. The fair value is determined using the Level 1 of the fair value hierarchy.

The fair value of HTM investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices, at the close of business on the reporting date or last trading day as applicable. The fair value is determined using the Level 1 of the fair value hierarchy.

Fair Value Hierarchy

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

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

As of March 31, 2015 and December 31, 2014, the Group held the following financial instruments that are measured and carried at fair value:

March, 2015

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVPL	₱68,449,982	₱–	₱–	₱68,449,982
AFS instruments:				
Listed debt instruments	281,003,817	–	–	281,003,817
Listed equity instruments	55,435,008	–	–	55,435,008
	₱404,888,807	₱–	₱–	₱404,888,807

December, 2014

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVPL	₱65,604,929	₱–	₱–	₱65,604,929
AFS instruments:				
Listed debt instruments	278,051,319	–	–	278,051,319
Listed equity instruments	55,435,008	–	–	55,435,008
	₱399,091,256	₱–	₱–	₱399,091,256

In 2014 and 2013, there were no transfers between Level 1 and Level 2 fair value measurements. Also, there were no transfers into and out of Level 3 fair value measurements. The financial assets recognized at fair value as of December 31, 2014 and 2013 are classified under Level 1. There were no financial assets and financial liabilities classified under Level 2 and Level 3 as of December 31, 2014 and 2013.

24. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure, which pertains to its equity, and makes adjustment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for the years ended December 31, 2014 and 2013. The Group is not exposed to externally imposed capital requirements.

The Group monitors capital using a gearing ratio, which is computed as net debt divided by the sum of total capital and net debt. The Group's policy is to keep the gearing ratio below 40%. The Group includes, within net debt, accounts payable and accrued expenses and payables to related parties, less cash and cash equivalents. Capital includes equity attributable to the equity holders of the parent less unrealized losses on changes in fair value of AFS financial assets.

	March, 2015	December, 2014
Accounts payable and accrued expenses	₱5,692,674	₱10,710,792
Less cash and cash equivalents	948,398,096	946,841,757
Net debt	(942,705,422)	(936,130,965)
Equity attributable to equity holders of the parent	1,694,146,996	1,688,675,727
Unrealized gains (losses) on changes in fair value of AFS financial assets	10,020,851	12,590,012
Total capital	1,704,167,847	1,701,265,739
Total capital and net debt	₱761,462,425	₱765,134,774
Gearing ratio	(1.24:1)	(1.22:1)

25. Note to Consolidated Statements of Cash Flows

In 2014, the noncash investing activity pertains to the unpaid portion of acquisition of investment property amounting to ₱4,790,340.

In 2012, the non-cash activities of the Group pertain to application of MCIT and set-up of provision for legal obligation.

F & J PRINCE HOLDINGS CORPORATION AND SUBSIDIARY
AGING OF ACCOUNTS RECEIVABLE
AS OF MARCH 31, 2015

Name	Beginning Balance	Additions	Deductions		Current 30 days	60 days or over	Over 120 days	Ending Balance
			Amount Collected	Amount Written-Off				
Magellan Capital Realty Development Corp.	160,454	700				700	160,454	161,154
Magellan Capital Corporation	308,216	200				200	308,216	308,416
Magellan Capital Trading Corporation	169,460	700				700	169,460	170,160
Magellan Utilities Development Corp.	21,569						21,569	21,569
Business Process Outsourcing Int'l.	14,686	355,555	112,355		257,886			257,886
Pinamucan Power Corporation	1,776	700				700	1,776	2,476
Power Producer Association of the Philippines	200						200	200
Others	21,382						21,382	21,382
	697,743	357,855	112,355		257,886	2,300	683,057	943,243

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FRANCIS L. CHUA**, Filipino, of legal age and with office address at 1409 Alvarado Extension corner Mayhaligue Street, Tondo, Manila, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of F & J Prince Holdings Corporation.
2. I am affiliated with the following Companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Sunny Multi Products and Land Management, Inc.	General Manager	Up to present
Midori Carpet	General Manager	Up to present
Sunflare Horizon International, Inc.	Corporate Secretary	Up to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of F & J Prince Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of F & J Prince Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.


Done this JUN 04 2015 day of June 2015 at Makati City.


FRANCIS L. CHUA
Affiant

JUN 04 2015

SUBSCRIBED AND SWORN to before me this _____ day of June 2015 **CITY OF MANILA**,
affiant exhibiting to me his Driver's License No. N09-72-037070 expiring August 21, 2017.

Doc. No. 2
Page No. 6
Book No. 47
Series of 2015.


NOTARY PUBLIC
ATTY. SOCRATES G. MARANAN
NOTARY PUBLIC UNTIL DEC. 31, 2015
IBP No. 901984, MLA. 10-22-13 Until 12-31-15
PTR No. 3760290 MLA. 12-12-14 Until 12-31-15
NC No. 2014-023/ ROA No. 31923
MCLE No. IV-0018168/ CP #09157914910

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ROBERT Y. YNSON**, Filipino, of legal age and with office address at Phesco House, 491-495 Quezon Avenue, Quezon City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of F & J Prince Holdings Corporation.
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Phesco, Incorporated	President	Up to present
Benter Management And Construction Corporation	President	Up to present
Super Industrial Corporation	Chairman of the Board	Up to present
INA VEIT Systems Technologies, Inc.	President	Up to present
PUMPS Internationale Corporation	President	Up to present
Philippine Japan Economic Cooperation Committee	Director	February 2010 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of F & J Prince Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the corporate secretary of F & J Prince Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.


Done this JUN 04 2015 day of June 2015 at Makati City.


ROBERT Y. YNSON
Affiant

JUN 11 4 2015

SUBSCRIBED AND SWORN to before me this ____ day of June 2015 at CITY OF MANILA, affiant exhibiting to me his Community Tax Certificate No. 16540828, issued on April 15, 2015 at Quezon City.

Doc. No. 28
Page No. 6
Book No. 47
Series of 2015.


ATTY. SOCRATES G. MARANAN
NOTARY PUBLIC
NOTARY PUBLIC UNTIL DEC. 31, 2015
IBP No. 901984, MLA. 10-22-13 Until 12-31-15
PTR No. 3760290 MLA. 12-12-14 Until 12-31-15
NC No. 2014-023/ ROA No. 31923
MCLE No. IV-0018168/ CP #09157914910

F & J Prince Holdings Corporation

Memorandum: CORPORATE ACTIONS TAKEN FOR 2014

DATE	ACTION TAKEN
April 14, 2014 (Special Board Meeting)	Authorization for the President to approve the Audited Financial Statements for the year ending 2013 and to approve its release by the Company's external auditor, SGV & Co., pursuant to the reportorial requirements of the BIR and SEC.
May 28, 2014 (Regular Board Meeting)	<ol style="list-style-type: none">1. Setting of Annual Stockholders' Meeting to July 31, 2014.2. Out of the Corporation's unrestricted retained earnings, the Company declared a cash dividends of a total of Twenty Centavos (₱0.20) per share, payable as follows:<ol style="list-style-type: none">(i) Ten (₱0.10) Centavos per share, to stockholders of record as of 20 June 2014 (the "Record Date"), payable on or before 16 July 2014; and(ii) Ten (₱0.10) Centavos per share, to stockholders of record as of 21 July 2014 (the "Record Date"), payable on or before 11 August 2014.

<p>July 31, 2014 (Organizational Meeting of the Board of Directors)</p>	<ol style="list-style-type: none"> 1. Election of Corporate Officers & members of the Audit Committee, Nomination Committee and Compensation Committee. 2. Authorization for the Corporate Secretary, Atty. Fina C. Tantuico, to update as well as to consolidate any revisions to the Company's Annual Corporate Governance Report (ACGR) for the year 2014 in compliance with the requirements of the SEC. 3. Company's enrolment with China Banking Corporation in the BIR eFPS.
--	--

DIRECTORY/BANKERS

EXECUTIVE OFFICES:

5th Floor, Citibank Center
8741 Paseo de Roxas, Makati City 1226
Tel. Nos.: 8927133 • 8927137 • 8929443

LEGAL COUNSEL:

ATTY. FINA C. TANTUICO
5th Floor, Citibank Center
8741 Paseo de Roxas, Makati City

AUDITORS:

SYCIP GORRES VELAYO & Co.
Certified Public Accountants
6760 Ayala Avenue, Makati City

TRANSFER AGENT:

RCBC STOCK TRANSFER
Ground Floor, West Wing
Grepalife Building
Sen. Gil Puyat Avenue, Makati City

LISTED AT:

THE PHILIPPINE STOCK EXCHANGE, INC.

- PSE Center, Tektite Towers
Julia Vargas Avenue
Ortigas Center, Pasig City
- PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City

BANKERS:

BANK OF SINGAPORE

22nd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

BANK OF THE PHILIPPINE ISLANDS

Ortigas Branch
Benpres Building, Ortigas Center
Pasig City

CHINA BANKING CORPORATION

Balintawak-Boni Branch
Balintawak, Quezon City

BDO PRIVATE BANK

Mezzanine Floor, BDO Executive Tower
8751 Paseo de Roxas, Makati City

SECURITY BANK

Greenhills Branch
37 Greenhills Mansions, Anapolis Street,
Greenhills, San Juan City

METROPOLITAN BANK & TRUST CO.

Meralco Branch
Ground Floor, Ortigas Building
Ortigas Avenue, Pasig City

PHILIPPINE BANK OF COMMUNICATIONS

Meralco Avenue Branch
Ground Floor, Horizon Condominium
Meralco Avenue, Pasig City

ANNUAL REPORT ON SEC FORM 17-A

The corporation undertakes to provide without charge to the shareholders or to each person solicited, on the written request of any such person, a copy of the Annual Report on SEC Form 17-A. Said written request, may be directed to:

ATTY. FINA C. TANTUICO

Corporate Secretary

F&J Prince Holdings Corporation

5th Floor, Citibank Center

8741 Paseo de Roxas, Makati City